



**WARWYCK**  
PRIVATE BANK

**ANNUAL REPORT**  
**2023**

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## Corporate Information

		Appointed on	Resigned on
<b>Directors</b>	Marco Rapaglia ( <i>Chairman</i> )	07 September 2023	-
	Didier André François Bruguet	22 December 2020	-
	Avinash Renga Sunassee	26 June 2014	26 June 2023
	Philippe René Gabriel Alliot	26 June 2014	26 June 2023
	Osman Mahmad Badat	22 August 2022	-
	Laurent René Dassault	21 December 2015	21 December 2023
	Deenaraj Sooben	24 April 2019	-
	Emilie Elda Lucie Zannier ép. Wirz	10 February 2020	-
	Loïc Roger Roland Chollet-Vergé	24 February 2023	-
Sanjiv Chowbay Nuckchady	07 September 2023	-	

## Key Management Team

## Position

Didier André François Bruguet ( <i>Resigned on 31 January 2023</i> )	Chief Executive Officer
Loïc Roger Roland Chollet-Vergé ( <i>Effective from 24 February 2023</i> )	Chief Executive Officer
Deenaraj Sooben	Chief Operating Officer

**Secretary** :

Anex Corporate Services Ltd  
8<sup>th</sup> Floor,  
Ebène Tower 52  
Cybercity  
Ebène 72201  
Republic of Mauritius

**Registered office** :

Warwyck House  
Nalletamby Road  
Phoenix 73538  
Republic of Mauritius

**Auditor** :

**Mazars LLP**  
4<sup>th</sup> Floor, Unicorn Centre,  
Frère Félix de Valois Street, Port  
Louis  
Republic of Mauritius

## **Annual Report**

### **Corporate governance**

Warwyck Private Bank Ltd, the "Bank", adopts sound corporate governance principles and procedures in its business strategy, operations and organisational culture.

The Board of Directors, the "Board", has delegated its powers to a number of Board Committees and Management, which operate in accordance with the best international good corporate governance practices.

The Audit and Compliance Committee, the Nomination and Remuneration Committee, the Conduct Review Committee and the Risk Management Committee have been set up to foster safe and sound banking practices. The Bank also ensures adherence to guidelines issued by the Bank of Mauritius, the Financial Services Commission and other regulatory bodies.

### **Principal activity**

The principal activity of the Bank is to provide private banking services to high net worth and ultrahigh net worth clientele.

The Bank holds a Banking Licence issued by the Bank of Mauritius on 25 April 2014.

The Bank also holds an Investment Adviser (Unrestricted) Licence, a Custodian Licence and a Custodian (Non-CIS) Licence issued by the Financial Services Commission under the Securities Act 2005 and the Financial Services Act 2007.

On 27 October 2023, the Bank obtained the Class "R" Virtual Assets Custodian License under the Virtual Asset and Initial Token Offering Services Act 2021, but had not started its trading activities as at reporting date.

### **Substantial shareholder**

As at 31 December 2023, the stated capital of the Bank stood at USD 13,200,000 represented by 13,200,000 ordinary shares of no-par value (2022: USD 13,200,000 represented by 13,200,000 ordinary shares, 2021: USD 13,200,000 represented by 13,200,000 ordinary shares).

The shareholding of the Bank is detailed in the Corporate Governance Report.

### **Dividends**

The directors did not recommend the payment of dividend for the year under review (2022 and 2021: Nil).

### **Directors' remuneration**

The directors' remuneration is disclosed in the Corporate Governance Report.

### **Donations**

No donation was made by the Bank.

### **Directors' interest**

The directors' interest is disclosed in the Corporate Governance Report.

## Annual Report (Cont'd)

### Directors' service contracts

The Bank does not have any service contract with its directors, except for two employment contracts with its executive directors.

### Share option plan

The Bank has no share option plan.

### Auditors' fees

Fees (Exclusive of Value Added Tax) payable/paid to Mazars LLP and Grant Thornton Ltd (former tax advisor), are disclosed as follows:

	2023	2022	2021
	USD	USD	USD
Fees relating to statutory audit services	69,000	60,000	60,000
Fees relating to tax compliance (Note (i))	3,000	-	-
Fees relating to tax compliance - Grant Thornton Ltd (Note (i))	-	4,250	6,500
<b>Total</b>	<b>72,000</b>	<b>64,250</b>	<b>66,500</b>

(i) These services are provided by Mazars Corporate Services Ltd in 2023, a separate legal entity and in 2022 and 2021 by Grant Thornton (Advisory Services) Ltd.

The Bank has procedures that are designed to ensure auditors' independence, including prohibiting certain non-audit services.

### Directors' responsibilities in respect of the financial statements

The directors confirm that:

- adequate accounting records and an effective system of internal control have been maintained;
- the financial statements present fairly the financial position of the Bank as at the reporting date and the results of operations and cash flows for the reporting period; and
- appropriate accounting policies are supported by reasonable and prudent judgments and estimates have been used consistently.

The external auditor is responsible for reporting on whether the financial statements are presented fairly.

The directors report that:

- the financial statements have been prepared on the going concern basis;
- they are responsible for safeguarding the assets of the Bank;
- they have taken reasonable steps for the prevention and detection of fraud and other irregularities;
- the financial statements have been prepared in accordance with International Financial Reporting Standards, the Mauritius Companies Act 2001, the Banking Act 2004, the Financial Reporting Act 2004 and guidelines issued by the Bank of Mauritius;
- the Bank has adhered to the Code of Corporate Governance. Reasons have been provided in the Statement of Compliance in case of non-compliance with any requirement.

## Annual Report (Cont'd)

### Directors' responsibilities in respect of the financial statements (Cont'd)

#### Internal Control

The directors are responsible for the Bank's systems of internal control. The systems have been designed to provide the directors with reasonable assurance that assets are safeguarded, that transactions are authorised and properly recorded, and that there are no material errors and irregularities. An internal audit function is in place to assist Management in the effective discharge of its responsibilities and it is independent of Management and reports to the Bank's Audit and Compliance Committee.

#### Risk Management

The Board of Directors carries the ultimate responsibility of the Bank's risk management process. Its task is to formulate the Bank's risk policy and monitor the implementation by Management. The Board also defines the risk strategy, the basic risk management parameters, the maximum risk tolerance as well as the responsibilities for risk monitoring.

Risk mitigation and caution are the basis of Warwyck Private Bank Ltd which has defined risk management principles adapted to its activity focused on wealth management. The Bank has no exposure to interest rate risk from a structural point of view, and credit risk is highly limited given the Bank provides mainly credit against cash collateral or by applying prudential Loan to Value (LTV) for Lombard loans.

Reporting on the risks exposed by the Bank is performed on a regular basis. Corrective measures are regularly proposed by the department in charge of the supervision in order to protect the interest of the Bank and its customers.

#### *Credit risk*

Credits granted to customers are secured by duly pledged cash deposits with the Bank or by applying prudential LTV. The collateral values are revalued on a daily basis in case of cross currencies.

Credits granted are supervised on a daily basis and the Bank is supported by a risk management function which supervises the default risks of debtors and counterparties.

#### *Market risk*

The market risk refers to the risk of a loss due to changes in risk parameters (interest rates and currency exchange rates) in on-balance or off-balance sheet positions. The Treasurer ensures the defined limits in the policy are respected within the framework of risk management. The risk management function checks the compliance of this policy on a regular basis.

#### *Interest rate risk*

Due to its balance sheet structure, the Bank is not exposed to any material interest rate risk. The risk management function regularly checks that such exposure remains marginal.

#### *Operational risk*

Operational risk encompasses all categories of risk except for credit, market, and interest rate risks. It includes among others, AML/CFT risks, the involuntary disruption of the Bank operational activities, the failure of the computer systems, the risks resulting from improper execution of transactions, the risks resulting from a mistake in the execution of clients' instructions as well as the risks related to human resources, compliance, fraud and litigation.

**Annual Report (Cont'd)****Directors' responsibilities in respect of the financial statements (Cont'd)***Liquidity risk*

The Bank has maintained a ratio of liquidity coverage above a regulatory minimum of 100% for the financial year 2023. The liquidity coverage ratio has increased from 219% in 2022 to 291% in 2023.

**Acknowledgements**

The Bank has made good progress in putting together the building blocks of an institution with focus on the long term. This has been made possible due to the co-operation, efforts and dedication of staff members, leadership of its senior management and the guidance of its Board of Directors.

The Board of Directors wishes to express its appreciation to the efforts of the team members for their dedication and hard work in the execution of the business strategy of the Bank.



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Loïc Chollet-Vergé  
Chief Executive Officer  
On behalf of the Board of Directors



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Osman Mahmad Badat  
Director  
On behalf of the Board of Directors

Date: 26 March 2024

Phoenix 73538, Republic of Mauritius

## Chairman's Statement

We are pleased to present the annual report of Warwyck Private Bank Ltd, "WPBL" or the "Bank" for the year ended 31 December 2023.

### The Year in Review

The year 2023 was marked by a persisting political and economic instability resulting from the effects of the continuing war between Ukraine and Russia, as well as the latest conflict between Israel and Palestine. The difficulties of some financial institutions and real estate players are still in minds, underlining the vulnerability of the financial system.

In such environment, investors remain eager to safeguard their wealth.

Confronted with this general instability, the initial reaction of central bankers, anxious to curb inflation, was pursued during most of the year with increases in the Fed and ECB key rates.

In the meantime, from a stock market point of view, 2023 showed an increase of major indicators such as +24% for S&P500 and +17% for CAC40.

Although it created an environment prone for investment, the high rates also led client to privilege safer, and still remunerating, investment solutions such as fixed deposits or government bonds.

The new commercial dynamic started beginning of 2023 resulted in the on-boarding of new customers with a direct effect on deposits (with a sharp increase from USD 50.7m to USD 165.3m). Combined with the rise of interest rates, revenues for the year increased from USD 2.2m to nearly USD 4.0m.

In the meantime, the Bank maintained a very high of level of service to its clients and continuously strengthened its range of services and products. Efforts were also extended to improve systems and processes while controlling costs, leading to a profit of USD 802k.

The Bank's capital base remains favourable with a total equity of USD 16.1m and the Capital Adequacy Ratio of 26.98%, well above the minimum required level of 12.5%. Warwyck Private Bank Ltd is also managed with the highest standards of compliance and regulation, as well as risk management.

While a decrease in interest rates is being anticipated, the continuous on-boarding of new clients and the results of investments in developing new solutions for our customers, including around crypto currencies, confirm a positive trend for the year to come.

Mauritius and the Bank remain an ideal destination to safeguard and develop assets: the Bank remains confident of its continuous progress and the determination of the respective teams to serve our customers and is convinced that we can provide innovative tailor-made solutions for the greater benefits and satisfaction of those who have entrusted their confidence in our institution.

I wish to thank our Team for their commitment to this unique adventure, our clients for their trust and support, the members of our Board for their insight, and our Shareholders for their unflinching support in our business.



Marco Rapaglia  
Chairman

Date: 26 March 2024



## Corporate Governance Report

### Compliance statements

During the year under review, the Board of Directors, the "Board", of Warwyck Private Bank Ltd, the "Bank" or "WPBL" or the "Company", has assessed the requirements and provisions as specified in the National Code of Corporate Governance of Mauritius (2016) (the "Code") and took the necessary steps to ensure adherence thereto. Throughout the year ended 31 December 2023, to the best of the Board's knowledge, the Bank has applied the eight principles set out in the Code and has explained how these principles have been applied.

The Bank is committed to the highest standard of business integrity, transparency and professionalism in all its activities to ensure that the activities within the Bank are managed ethically and responsibly. As an essential part of this commitment, the Board subscribes to and is fully committed to complying with the requirements and provisions set out in the Bank of Mauritius Guideline on Corporate Governance, Fit and Proper Person Criteria and also the Code.

During the year under review, to the best of the Board's knowledge, the Bank has adhered to the requirements and provisions as specified in the Code and has explained how these have been applied. Disclosures pertaining to the non-compliances of the Code have been made at page 40 of the Annual Report.

### Principle 1: Governance Structure

Warwyck Private Bank Ltd, a Bank incorporated in the Republic of Mauritius, is a Public Interest Entity as defined by the Financial Reporting Act 2004. The Board and management are committed to ensuring and maintaining a high standard of corporate governance within the Bank. Furthermore, the Board endorses the highest standards of business integrity and professionalism to ensure that the activities within the Bank are managed ethically and responsibly to enhance business value for all stakeholders.

The Board assumes full responsibility for leading and controlling the organisation and meeting all legal and regulatory requirements. Besides, the Board is collectively responsible for the long-term success, reputation and governance of the Bank. The Board also determines the Bank's mission, vision, values and strategy.

This report describes, amongst others, the main corporate governance framework and compliance requirements of the Bank which are laid down in the following:

- WPBL's Constitution;
- Board Charter;
- The Terms of Reference of the Board Committees;
- The Mauritius Companies Act 2001;
- The Banking Act 2004;
- The Bank of Mauritius' Guideline on Corporate Governance; and
- The Financial Reporting Act 2004.

The Bank has adopted a Board Charter and same is reviewed and updated by the Board, annually, as may be required with the introduction of or amendment to laws, regulations and practices. The Board Charter was reviewed and approved by the Board on 14 December 2023.

The Board Charter provides a clear statement of accountabilities of all the Board Members, its Committees and of the Company Secretary. The role of the Chairperson is distinct and separate from that of the Chief Executive Officer (CEO) and there is clear division of responsibilities with the Chairperson leading the Board and the Chief Executive Officer managing the Bank's day to day business activities. A copy of the Board Charter is available on the Bank's website.

## Principle 1: Governance Structure (Cont'd)

The Human Resource Department regularly monitors and evaluates compliance with its established ethical principles and standards and changes are made as and when required. A Code of Ethics is in place for Warwyck Group ("the group") which comprises of Warwyck Private Bank Ltd, Warwyck Phoenix Securities Ltd, Warwyck Investment Holdings Ltd, Warwyck Phoenix PCC and Warwyck Investments to uphold the highest ethical standards and promote a culture of ethical business conduct. The provisions of the Code are mandatory and all Directors, officers, employees and representatives of the Group, are expected to comply with the Code under all circumstances, except as may be contrary to applicable local laws, rules and regulations.

The Code of Ethics was adopted by the Board of the Bank on 21 September 2023.

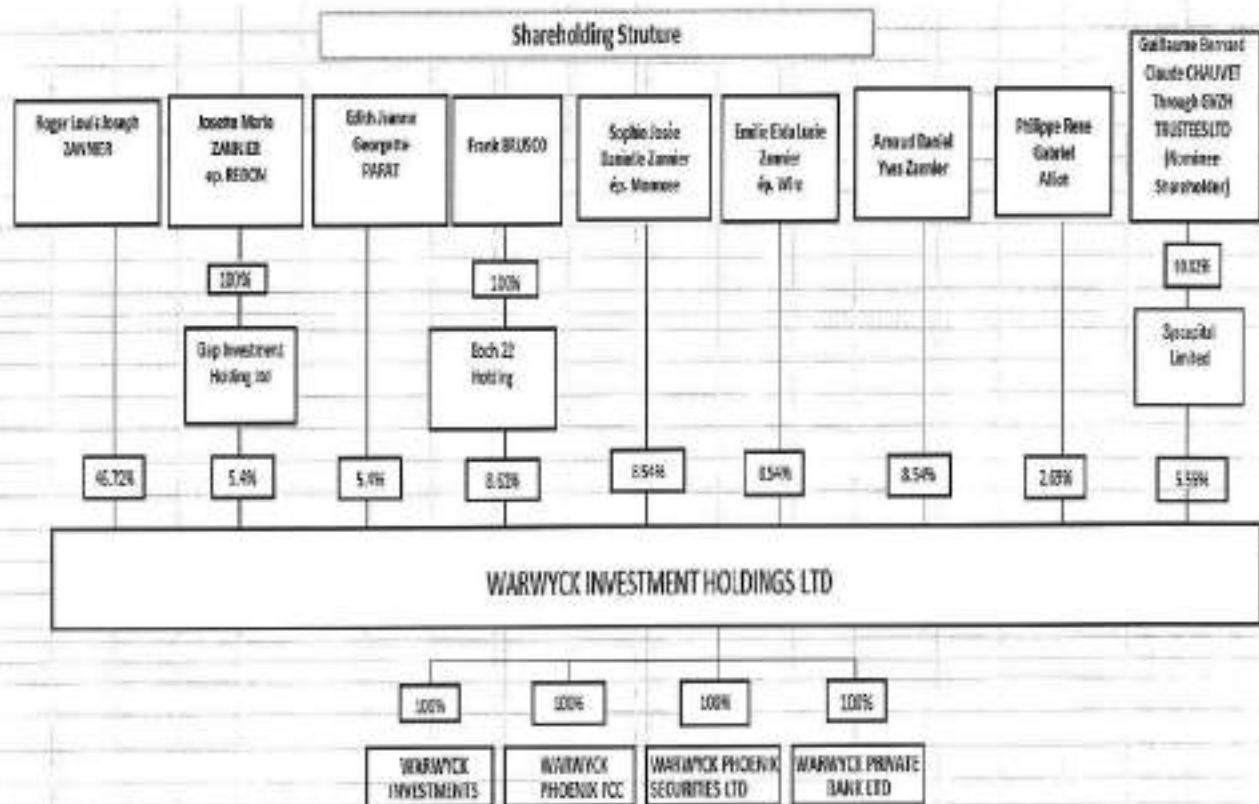
The Constitution of the Bank has been repealed and an amended one has been adopted on 08 January 2024. The Constitution of the Bank conforms to the provisions of the Companies Act 2001 of Mauritius. A copy of the Constitution is published on the Bank's website.

Additionally, the Bank has in place a written job description/position statement for each senior position and as well as the organisational chart.

This above information is disclosed thereon in the Annual Report of the Bank which is available on its website.

### The Holding Structure of the Bank.

The holding structure of the Bank as at 31 December 2023 is as illustrated:



## Principle 1: Governance Structure (Cont'd)

### (i) Directors

The Bank has through a correspondence dated 13 May 2022, requested the Bank of Mauritius to consider the possibility to waive the condition, restricting common directorship, by virtue of a letter dated 17 March 2017 bearing Ref: BSD 642 Vol.7. The Bank of Mauritius through a correspondence dated 08 July 2022 acceded to the Bank's request of date 13 May 2022 with certain conditions. Mr. Loïc Roger Roland Chollet-Vergé assumes directorship in the Bank as well as in its sister company, Warwyck Phoenix Securities Ltd as from 20 November 2023.

### (ii) Shareholding of the Bank is as follows:

	Interest	Number of Shares
Warwyck Investment Holdings Ltd	100%	13,200,000

### Board Structure

The Board of WPBL has a unitary structure.

The Board is of the view that its composition is adequately balanced and that the current Directors have the range of skills, expertise, independence and experience to carry out their duties properly.

Besides, members of the Committees of the Board have the appropriate balance of skills, experience, independence and knowledge to enable them to discharge their duties as evidenced by their profiles.

### Board Size

The WPBL's Board Charter provides that the Board of Directors shall consist of at least seven (7) natural persons as directors.

As at 31 December 2023, the Board comprised of seven (7) members as follows:

- Two (2) Executive Directors;
- Two (2) Non-Executive Directors; and
- Three (3) Independent Non-Executive Directors.

The Nomination and Remuneration Committee is in the process of identifying a potential candidate as successor of an independent director, namely Mr. Laurent René Dassault, whose directorship came to term on 21 December 2023.

### Board Composition

As at 31 December 2023, the Board composition was as follows:

Directors	Category
Mr. Marco Rapaglia (appointed with effect from 07 September 2023)	Chairperson / Independent Non-Executive Director
Osman Mahmud Badat	Independent Non-Executive Director
Didier André François Bruguet – Non Executive Director (From 01 February 2023)	Non-Executive Director
Loïc Roger Roland Chollet-Vergé – <i>Chief Executive Officer appointed with effect from February 2023</i>	Executive Director
Sanjiv Nuckchady (appointed with effect from 07 September 2023)	Independent Non-Executive Director
Deenaraj Sooben – <i>Chief Operating Officer</i>	Executive Director
Émilie Eida Lucie Zannier ép. Wirz	Non-Executive Director

## Principle 1: Governance Structure (Cont'd)

### Board Composition (Cont'd)

Didier André François Bruguet has tendered his resignation as the Chief Executive Officer (the "CEO") of the Bank on 06 December 2022 and the effective date of his resignation was 31 January 2023. However, Mr. Bruguet remains as a Board Member of the Bank and via a Board Resolution dated 2 January 2023, it has been resolved that the nature of the directorship of Mr. Bruguet would be changed from Executive Director to Non-Executive Director.

Following the resignation of Mr. Bruguet as the CEO of the Bank, Mr. Deenaraj Sooben, the Chief Operating Officer of the Bank, was designated as the officer in charge pending the recruitment of the new CEO of the Bank, as from 1<sup>st</sup> February 2023.

As succession planning, the Nomination and Remuneration Committee had recommended the appointment of Mr. Loïc Roger Roland Chollet-Vergé, a French citizen, as the successor of Mr. Bruguet, as the CEO of the Bank. Mr. Chollet had been formally appointed as the CEO of the Bank on 24 February 2023 and had been granted with an Occupation/ Residence Permit from the Economic Development Board on 24 February 2023.

The terms of directorship of the following directors have ended during 2023:

Name of Director	Date of end of term of directorship
Avinash Renga Sunassee	26 June 2023
Philippe René Gabriel Alliot	26 June 2023
Laurent René Dassault	21 December 2023

Upon the recommendation of the Nomination and Remuneration Committee, Mr. Marco Rapaglia and Mr. Sanjiv Chowbay Nuckchady have been appointed as independent directors of the Bank with effect from 07 September 2023 in replacement of Mr. Philippe René Gabriel Alliot and Mr. Avinash Renga Sunassee respectively. Pursuant to a board resolution executed as of 20 July 2023, the directors in office elected Mr. Marco Rapaglia as the Chairperson of the board of directors. The Nomination and Remuneration Committee is in the process of identifying a potential candidate as successor of Mr. Laurent René Dassault whose directorship came to term on 21 December 2023.

### Board Diversity

The Board has a formal and transparent process in place for the nomination and appointment of directors. In fulfilling this duty, the Board is supported by the Nomination and Remuneration Committee (the "NRC"), which is responsible for overseeing board directorship's renewal and succession planning. The NRC reviews the size, structure and composition of the Board on an annual basis or whenever appointments are considered. The NRC is responsible for identifying candidates, carrying out interviews and recommending potential directors to the Board for its approval. The selection criteria used to assess prospective candidates relate, amongst others, to their specific skills, expertise, knowledge and experience. The NRC also considers gender diversity, time commitment and independence of the candidates in their assessment.

As 31 December 2023, the Board Composition of the Bank consists of seven (7) Board Members, six (6) male and one (1) female.

## Principle 1: Governance Structure (Cont'd)

### Board of Directors

The Board of Directors is the main decision-making level in the organisation, and it exercises leadership, entrepreneurship, integrity and sound judgement in directing the Bank so as to achieve continuing prosperity for the organisation while ensuring both performance and compliance.

The Board also ensures that the activities of the Bank comply with all legal and regulatory requirements as well as with its Constitution from which the Board derives its authority to act.

The Board is ultimately accountable and responsible for the performance and affairs of the Bank namely, the review and adoption of strategic plans, the overview of business performance, the adoption of appropriate risk management systems and the establishment of proper internal control systems.

All Directors are aware of the key discussions and decisions of the Board Committees as the Chairperson of each committee provides a summary of the affairs discussed to the Board, while all the committees' minutes are tabled at the next Board for ratification.

The Board of Directors assesses the Terms of Reference (which is included in the Board Charter) of the Board Committees on a yearly basis to ensure that same are being applied correctly and that the said Terms of Reference are still compliant with the various regulations.

Besides, it is also the Board's responsibility to apply effective corporate governance principles and to be the focal point of the corporate governance system.

### Chairperson and Chief Executive Officer

The roles of the Chairperson and the Chief Executive Officer are separate and each of them has clearly defined responsibilities. These ensure a proper balance of power, increased accountability and greater capacity of the Board for independent decision-making.

The role of the Chairperson is assumed by an Independent Non-Executive Director and the Chief Executive Officer reports to the Board, therefore demonstrating a segregation of power between the Chairperson and the CEO.

In his role as Independent Chairperson of the Bank, Mr. Marco Rapaglia is responsible for leading the Board and ascertaining its effectiveness. He ensures that the corporate strategy and the related execution are aligned together with operational efficiencies. He is also responsible for ensuring that the Directors receive accurate, timely and clear information and he encourages the active participation of all Board members in discussions and decisions. With his valuable & vast experience and sound knowledge of the Bank, the Chairperson is in an excellent position to oversee its affairs at board level, while ensuring that value is being created for all stakeholders.

On the other hand, Mr. Loïc Roger Roland Chollet-Vergé in his capacity as Chief Executive Officer is responsible for the executive management of WPBL's operations and for developing the long-term strategy and vision of the Bank. Mr. Loïc Roger Roland Chollet-Vergé also ensures effective communication with the shareholder.

The role and responsibilities of the Chairperson and the CEO are well defined in the Board Charter, published on the Bank's website.

## **Principle 1: Governance Structure (Cont'd)**

### **Chairperson and Chief Executive Officer (Cont'd)**

The Shareholders and the Board are satisfied with the time commitment of the Chairperson and to date, there has been no change to such commitment that needs to be disclosed to the Board.

Management is responsible for developing and implementing an organisation's overall strategy, taking into account business-related opportunities and risks. Management is also responsible for developing an appropriate crisis plan and forming and preparing a crisis team.

### **Company Secretary**

The Bank's Company Secretary is appointed by the Board in accordance with its Constitution. The appointment and removal of the Company Secretary is a matter of the Board as a whole.

All Directors of WPBL have access to the advice and services of the Company Secretary who is responsible for providing detailed guidance to the Chairperson and the Directors as to their fiduciary duties, responsibilities and powers. The Company Secretary also ensures that the Bank is at all times complying with its Constitution, Board Charter, applicable laws, rules and regulations.

Moreover, the Company Secretary assists the Chairperson and the Board in implementing and strengthening good governance practices and processes, with a view to enhance long-term stakeholders' value. The Company Secretary also administers, attends and prepares minutes of all Board meetings, Board Committee meetings and Shareholder's meetings. The Company Secretary also assists the Chairperson in ensuring that Board procedures are followed, and that the Bank's Constitution and relevant rules and regulations are complied with.

The Company Secretary is also the primary channel of communication between the Bank and its shareholder as well as with the regulatory bodies. The corporate service of the Bank has been outsourced to Anex Corporate Services Ltd ("Anex"). Anex is a corporate secretarial practice service provider and has been appointed as the Company Secretary of the Bank since the inception of the Bank and is responsible for the provision of corporate services to the Bank.

Anex consists of highly qualified and experienced professionals in Finance, Legal and Good governance.

The role and the responsibilities of the Company Secretary is available in the Board Charter of the Bank and published on its website and as well as in the Service Agreement and its Addendum between the Bank and Anex.

### **Board Meetings**

Board meetings are held at least once every quarter, while other urgent decisions are taken by way of written resolutions.

The Board promotes, encourages and expects open and frank discussions at meetings. Board meetings provide a forum for challenging and constructive debate.

Directors are expected to attend each board meeting, unless there are exceptional circumstances that prevent them from so doing.

## **Principle 1: Governance Structure (Cont'd)**

### **Board Meetings (Cont'd)**

The Board meetings are conducted in accordance with the Bank's Constitution and the Mauritius Companies Act 2001 and are convened by giving appropriate notice to the Directors. Detailed agenda, as determined by the Chairperson, together with other supporting documents are circularised in advance to the Directors to enable them to participate meaningfully in the decision-making process, make informed decisions and undertake constructive deliberations at Board meetings. Furthermore, the Directors have the right to request independent professional advice at WPBL's expense.

A director who cannot attend a Board Meeting in person, usually participates in the Meeting through a telephone/ video conference. During the year under review, the Board met 4 times and the foreign directors of the Bank have attended most of the Board Meetings via video conference. The Directors are all aware of their responsibilities and conscious of the importance of the Meetings and though meetings have been held via video conference, we have had mostly 100% attendance.

A quorum of four (4) Directors is currently required for a Board Meeting of the Bank.

The minutes of the proceedings of each Board Meeting are recorded by the Company Secretary and are entered in the minute books of the Bank. The minutes of each Board Meeting are submitted for confirmation at its next meeting, and these are then signed by the Chairperson and the Company Secretary.

## **Principle 2: The Structure of the Board and its Committees**

### **Board Committees**

Pursuant to the Section 18(6) of the Banking Act 2004, the Board shall establish board committees as the directors' may deem necessary for Board's effective discharge of its responsibilities.

The Code provides that Board Committees are a mechanism to assist the Board of Directors in discharging its duties and responsibilities through a more comprehensive evaluation of specific issues, followed by well-considered recommendations to the Board.

As such, five Board Committees have been constituted namely the Audit and Compliance Committee, the Risk Management Committee, the Nomination and Remuneration Committee, the Conduct Review Committee and the Non-Executive Directors Committee to assist the Board in the effective performance of its responsibilities. These Committees operate within defined Terms of Reference (included in the Board Charter). The Terms of Reference of those Committees are amended as required, subject to the approval of the Board.

The Chairperson of each Committee of the Board reports on the proceedings of the Committees at each Board meeting of the Bank, while the minutes of those Committees are also noted and ratified at Board level. The Committees regularly recommend necessary actions to the Board.

The Board recognises that Board Committees are an effective part of the corporate governance framework of the Bank which enable the Directors to discharge their duties more effectively by sharing the work of the Board, enhancing Board efficiency and effectiveness and enabling issues to be studied in greater depth. However, the Board also understands that it is ultimately responsible and accountable for the performance of the Bank and that delegating authority to Board Committees does not in any way absolve the Board of its duties and responsibilities.

Anex, the Company Secretary acts as secretary to the Board Committees.

## Principle 2: The Structure of the Board and its Committees (Cont'd)

### Board Committees (Cont'd)

The Board Committees are authorised to obtain, at the Bank's expense, professional advice both within and outside the Bank in order for them to perform their duties.

#### Audit and Compliance Committee

As at 31 December 2023, the membership of the Audit and Compliance Committee is as follows:

Members	Category
Osman Mahamad Badat (Chairperson)	Independent Non-Executive Director
Marco Rapaglia	Independent Non-Executive Director
Sanjiv Nuckchady	Independent Non-Executive Director
<i>In attendance (when deemed appropriate)</i>	
Loïc Roger Roland Chollet-Vergé	CEO
Deenaraj Sooben	COO
Pravish Kant Nuckchady	Internal Auditor
Mazars (Kriti Taukoordass)	External Auditors

The Board is of the view that the members of the Audit and Compliance Committee have sufficient financial management expertise and experience to discharge their responsibilities properly and a quorum of two (2) members is currently required for a meeting of the said Committee. The Audit and Compliance Committee confirms that it has fulfilled its responsibilities for the year under review, in accordance with its Terms of Reference. The Audit and Compliance Committee has also adopted an Internal Audit Charter.

The Committee is responsible to assist the Board in fulfilling its financial reporting responsibilities and also reviews the financial reporting process, the internal control system and it also assesses the effectiveness of the Independent audit process by having regular interactions with the independent auditors. The approach, scope and timing of the audit is discussed with the audit team prior to the start of any audit. The Committee also recommends to the Shareholders the appointment of external auditors.

The Audit and Compliance Committee met four (4) times during the financial year ended 31 December 2023 to review the Management Accounts, the Financial Statements of the Bank and Reports of the work conducted by the Internal Audit team as well as the Compliance Reports from the Compliance Manager.

The Terms of Reference of the Audit and Compliance Committee is well defined in the Board Charter of the Bank, published on its website.

#### Risk Management Committee

As at 31 December 2023, the membership of the Risk Management Committee is as follows:

Members	Category
Osman Mahamad Badat (Chairperson)	Independent Non-Executive Director
Didier André François Bruguet	Non-Executive Director
Loïc Roger Roland Chollet-Vergé	Executive Director/CEO
Sanjiv Nuckchady	Independent Non-Executive Director
<i>In attendance (when deemed appropriate)</i>	
Pravin Sepaul	Chief Risk Officer



<b>Principle 2: The Structure of the Board and its Committees (Cont'd)</b>
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**Board Committees (Cont'd)**
***Risk Management Committee (Cont'd)***

The Risk Management Committee operates under the Terms of Reference (included in the Board Charter) approved by the Board of Directors.

The Risk Management Committee has delegated authority from the Board for the quality, integrity and reliability of the Bank's risk management.

The Risk Management Committee's Terms of Reference include:

- Review policy for management of risks particularly in the areas of credit, market, interest, liquidity, operational and technological risks;
- Ensuring adequate and critical credit policies and procedures with clear credit concentration limits, approval limits, exposure limits, credit risk mitigation techniques and credit diversification;
- Ensuring adequate interest rate risk management policies including management of asset and liability position within specified limits;
- Ensuring appropriate methodologies and systems are in place to identify and adequately assess and manage operational risks;
- Formulate and make recommendations to the Board on risk management issues;
- Appointment of a Chief Risk Officer, who among other things, shall provide assurance that the oversight of risk management is independent from operational management and is, adequately resourced with proper visibility and status in the Bank;
- Ensuring independence of the Chief Risk Officer from operational management, without any requirement to generate revenues;
- Requirement of the Chief Risk Officer to provide regular reports to the committee, senior management and the Board on his activities and findings relating to the institution's risk appetite framework;
- Review any legal matters pending that could have a significant impact on the Bank;
- Oversee any decisions requiring a significant amount of judgement;
- Review any policies which detect fraud including the whistle-blowing framework;
- Review all risks associated with the bank's operations, including ML/TF risk and portfolio risk profile;
- Review large exposures and large impaired assets;
- Review any case of alleged or confirmed fraud, irregularities and any legal matters that could have a significant impact on the Bank's business, together with a legal advisor;
- Review and approve provisioning for credit, market, operational and legal issues in line with regulatory guidelines/requirements and review unusual and significant contingencies and commitments;
- Approve write off for the amounts above USD 10,000;
- Review and approve new products and services;
- Review adequacy of insurance coverage;
- Ensure adequate controls and information systems are in place to implement the Bank's policies; and
- Meet at least once every quarter and present the minutes of proceedings of meeting to the Board.

The Risk Management Committee met four (4) times during the financial year ended 31 December 2023.

## Principle 2: The Structure of the Board and its Committees (Cont'd)

### Board Committees (Cont'd)

#### Nomination and Remuneration Committee

At as 31 December 2023, the membership of the Nomination and Remuneration Committee is as follows:

Members	Category
Émilie Elda Lucie Zannier ép. Wirz (Chairperson)	Non-Executive Director
Didier André Francois Bruguet	Non-Executive Director
Loïc Roger Roland Chollet-Vergé	Executive Director / CEO

#### Explanation on sub-committee's composition

The Nomination and Remuneration Committee was established to review and make recommendations to the Board on management proposals and its mandate is as follows:

Meets at least three (3) times annually and present the minutes of proceedings of meetings to the Board.

#### *Directors and Chief Executive Officer*

- The Committee will be responsible to establish a formal and transparent procedure for developing a policy on executive remuneration and fixing the remuneration packages of individual directors, prior to approval of the Board and Shareholder(s);
- Plan the composition of the Board within the objectives and strategic considerations of the Bank;
- Ensure adequate succession planning for the Board (including members of the Committees), the Chairperson and the CEO;
- Develop the specification for appointment to the Board (qualifications, expertise, integrity and independence, experience, sound knowledge of the financial sector, understanding of changes taking place nationally, regionally and internationally etc.) and ensure that these specifications are met;
- Search for, screen and select the potential directors, for recommendation to the Board & Shareholder(s), based on meritocracy and the current size, structure & composition of the Board and the Bank;
- Propose the overall level of the Board's fees to the shareholder(s);
- Review and approve the terms and conditions of the service contracts of the directors, if any, including compensation and benefits and to consider the use of contractual provisions to allow the Bank to reclaim incentive components of remuneration from executive directors and key management personnel in exceptional circumstances of misstatement of financial results or of misconduct resulting in financial loss to the financial institution;
- Ensure that transparent procedures exist for the shareholder(s) to recommend potential candidates to the Board; and
- When considering an appointment to the Board, the Nomination and Remuneration Committee shall satisfy itself that the candidate is able to commit sufficient time and effort to fulfil its responsibilities effectively, particularly if the candidate has a seat on multiple boards or undertakes other professional or commercial activities.

## Principle 2: The Structure of the Board and its Committees (Cont'd)

### Board Committees (Cont'd)

#### Employees

- Set and review Key Performance Indicators (KPIs) of senior management;
- Consider and approve CEO's proposals for appointments, terms and conditions and remuneration of the Bank's senior management;
- Approve senior management appointment and terms and conditions of service;
- Review the remuneration policy to ensure that the Bank's executives are fairly rewarded and demonstrate to the concerned stakeholders that the remuneration policy for the Bank's executives is determined in an objective and transparent manner;
- Set, revise and recommend for approval the performance-based rewards for the Bank's senior executives, to the main board;
- Set, revise and recommend for approval the performance-based reward policy for all Bank's employees, to the main board; and
- Set, revise and recommend for approval all salary and terms of service policies and procedures, to the main board.

The Nomination and Remuneration Committee operates under the Terms of Reference (included in the Board Charter) approved by the Board of Directors, and it met four (4) times during the financial year ended 31 December 2023.

#### Conduct Review Committee

At as 31 December 2023, the membership of the Conduct Review Committee was as follows:

Members	Category
Émilie Elda Lucie Zannier ép. Wirz (Chairperson)	Non-Executive Director
Loïc Roger Roland Chollet-Vergé	Executive Director/CEO
Deenaraj Sooben	Executive Director/COO

The Conduct Review Committee was established to ensure that appropriate procedures are in place to comply with regulatory requirements on related party transactions and shall undertake the following:

- To meet at least once every quarter and present the minutes of proceedings of meetings to the Board;
- Review the policies and procedures to ensure their continuing adequacy and enforcement;
- Review and approve each credit exposure to related parties;
- Review all proposed material transactions and practices of the Bank to ensure that any transaction with the related parties that may have a material effect on the stability and solvency of the Bank are identified and dealt with in a timely manner;
- Ensure that transaction terms and conditions with a related party comply with the spirit of the Guideline on Related Party Transactions and are consistent with market practice;
- Report on a quarterly basis to the Board on matters reviewed by it, including exceptions to policies, processes and limits; and
- The Board shall have an oversight of the Conduct Review Committee and any write-off of related party credit exposures shall be subject to the prior approval of the Board.

## Principle 2: The Structure of the Board and its Committees (Cont'd)

### Board Committees (Cont'd)

#### Conduct Review Committee (Cont'd)

The Conduct Review Committee operates under the Terms of Reference approved by the Board of Directors, and it met four (4) times during the financial year ended 31 December 2023.

In accordance with the Bank of Mauritius Guideline on Related Party Transactions updated on 14 May 2022 and the addendum dated 21 October 2022, the Bank has delegated the approval of RPTs, where the amount of transaction exceeds 2% of Tier 1 or MUR 500m whichever is lower, to the Conduct Review Committee and abides to the conditions specified in the addendum. The Conduct Review Committee makes quarterly reporting to the Board on RPTs approved by it.

#### Non-Executive Directors Committee

As at 31 December 2023, the membership of the Non-Executive Directors Committee was as follows:

Members	Category
Marco Rapaglia (Chairperson)	Independent Non-Executive Director
Osman Mahmad Badat	Independent Non-Executive Director
Didier André Francois Bruguet	Non-Executive Director
Sanjiv Nuckchady	Independent Non-Executive Director
Émilie Elda Lucie Zannier ép. Wirz	Non-Executive Director

The Non-Executive Directors Committee shall be made up solely of all the non-executive directors of the Board. The terms of reference of the Non-Executive Directors Committee are as follows:

- Meet at least once a year or as often as deemed necessary and present the minutes of proceedings of meetings to the Board;
- To discuss the general functioning of the Board; and
- To periodically assess the CEO's and other Executive Director's effectiveness and performance in achieving approved corporate objectives within the risk appetite framework.

The Non-Executive Directors Committee operates under the Terms of Reference (included in the Board Charter) approved by the Board of Directors, however, during the financial year ended 31 December 2023, due to the redeployment of the Board and its Committees' composition, the said Meeting was not held. It was proposed to hold the Non-Executive Directors Committee Meeting planned for the last quarter 2023 in the first quarter of 2024.

## Principle 2: The Structure of the Board and its Committees (Cont'd)

### Board and Board Committees Attendance

The following table sets out the attendance of Directors at scheduled Board and Committee Meetings during the year under review:

	Status	Board Meeting	Audit and Compliance Committee	Risk Management Committee	Conduct Review Committee	Nomination and Remuneration Committee	Non-Executive Directors Committee
<b>Total Number of Meetings</b>		<b>4</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>1</b>
Didier André François Brugnot	NED	4 out of 4	N/A	4 out of 4	N/A	4 out of 4	0 out of 1
Emilie Elda Lucie Zannier ép. Wirz	NED	4 out of 4	N/A	N/A	4 out of 4	4 out of 4	1 out of 1
Avinash Renga Sunasse	INED	2 out of 2	1 out of 2	2 out of 2	N/A	N/A	1 out of 1
Osman Mahamad Bédet	INED	4 out of 4	4 out of 4	4 out of 4	N/A	N/A	1 out of 1
Laurent René Dassault**	INED	3 out of 4	N/A	N/A	N/A	N/A	1 out of 1
Philippe René Gabriel Alliot *	INED	2 out of 2	2 out of 2	N/A	N/A	2 out of 2	1 out of 1
Deenaraj Sooben	ED	4 out of 4	N/A	N/A	4 out of 4	N/A	N/A
Loïc Roger Roland Chollet Vergé	ED	4 out of 4	N/A	4 out of 4	4 out of 4	4 out of 4	N/A
Sanjiv Nuckchady ***	INED	2 out of 2	2 out of 2	2 out of 2	N/A	N/A	N/A
Marco Rapaglia ***	INED	2 out of 2	2 out of 2	N/A	N/A	N/A	N/A

ED: Executive Director

NED: Non-Executive Director

INED: Independent Non-Executive Director

\* the directorships of Avinash Renga Sunasse and Philippe René Gabriel Alliot came to term on 26 June 2023

\*\* the directorship of Laurent René Dassault came to term on 21 December 2023

\*\*\* appointed on 07 September 2023

### Disclosure of other external directorships of the directors of the Bank

The details about the name of organisation(s) and type of directorship(s) held by the directors in other companies are not disclosed due to commercial sensitivity of the information, however we do hold on records the Register of Director's Interest of the Bank. Each year the Register of Director's Interest is tabled at the first Board Meeting of the calendar year, for consideration. The Directors of the Bank are well aware of their duty to declare an interest, either direct or indirect, in a proposed transaction or arrangement with the Bank, and to obtain prior Board authorisation on same.

### Principle 3: Director Appointment Procedures

Directors are appointed through a formal and transparent process.

The Board has a formal and transparent process in place for the nomination and appointment of directors. In fulfilling this duty, the Board is supported by the Nomination and Remuneration Committee (NRC), which is responsible for overseeing board directorship's renewal and succession planning. In so doing, it seeks to promote diversity of perspectives to enable a smooth execution of the Bank's strategy in a constantly changing market environment. The NRC is responsible for identifying candidates, carrying out interviews and recommending potential directors to the Board for its approval.

The selection criteria used to assess prospective candidates relate, amongst others, to their specific skills, expertise, knowledge and experience. The NRC also considers gender diversity, time commitment and independence of the candidates in their assessment.

The following factors are carefully considered when appointing Directors:

- Previous experience as Director, where applicable;
- Skills, knowledge and experience of the proposed Director;
- Skills, knowledge and experience required on the Board;
- Gender Diversity;
- Any conflict of interest; and
- Independence, where applicable.

The Board is committed to upholding open and trusted relationships with the shareholder. All material business developments that influence the Bank are communicated to the Shareholder in a transparent and timely manner through various communication channels. As and when the shareholders have any reserve, same is communicated and considered at the Board Meeting.

#### Directors' Profiles

The names of all Directors, their profiles and qualifications are provided hereinafter.

##### **Loïc Roger Roland Chollet-Vergé – Executive Director and Chief Executive Officer**

After studying engineering at the Polytechnic Institute and UC Berkeley, Mr. Chollet-Vergé began his career as a finance auditor and consultant. He then worked at Natixis (BPCE group) for twelve years, during which he held various roles in advisory, international development, finance, and corporate banking.

In 2017, he became head of the Monaco branch of Caisse d'Épargne Côte d'Azur (BPCE Group). With more than twenty years of experience in finance, international management and banking, Mr. Chollet-Vergé was appointed Chief Executive Officer of Warwyck Private Bank Ltd in 2023.

##### **Deenaraj Sooben – Executive Director and Chief Operating Officer**

Mr. Deenaraj Sooben is a Fellow Member of the Association of Chartered Certified Accountants (FCCA) with more than twenty-five years' post-qualification experience. He also holds a Bachelor of Laws (LLB) from the University of London. Mr. Sooben has a wide and diverse experience in the financial services sector. He started his career with a major accounting firm in the audit department before joining a large conglomerate, where he held senior positions in the Finance and Treasury departments. Thereafter, he spent two years as Chief Operating Officer in a Management Company.

Mr. Sooben later joined Warwyck Private Bank Ltd in 2014 as Internal Auditor, then promoted to Chief Operating Officer with effect from 1 November 2018. He is also an executive member of the Board since 24 April 2019.

### **Principle 3: Director Appointment Procedures (Cont'd)**

#### **Directors' Profiles (Cont'd)**

##### **Deenaraj Sooben – Executive Director and Chief Operating Officer (Cont'd)**

During his career, he was involved in a number of financial projects, both local and overseas. He has also served as Vice President on the ACCA Council of Mauritius in the years 2006 and 2007.

##### **Avinash Renga Sunassee – Independent Director (Directorship came to term on 26 June 2023)**

Mr. Avinash Sunassee is a practising Barrister in Mauritius and acts as an Independent legal counsel who regularly tenders advice to local banks and offshore management companies operating from Mauritius. He also advises a number of business entities both locally and abroad, especially in relation to the Global Business Sector.

His legal advice covers matters relating to legal due diligences, schemes of arrangement, corporate acquisitions and take-overs, corporate reorganisations and rescues, corporate insolvency, receiverships, directors' duties, securities law and Company Law generally, banking law, private international law, trusts, charities, sociétés, funds, taxation, anti-money laundering and civil law generally, amongst others.

He also advised the Financial Services Commission in Mauritius on the present legislation in force in the non-banking financial services sector in Mauritius and acted as lead legal consultant in relation to the creation of an international financial services centre in Ghana and advised the Industrial Development Task Force set up by the Mauritian Government in relation to specific changes required to legislation to remove negative protectionist aspects and other constraints to industry, in the wake of the tariff liberalisation programme undertaken by Government.

Mr. Sunassee graduated from the London School of Economics with an LLB in laws and was called to the Bar in December 2001. He specialises in commercial matters and financial services, a sizeable proportion of which is in the banking sector. He has also contributed to the Global Financial Services Regulators, published by Richmond Law and Tax Ltd (now an Oxford University Press publication). Mr. Sunassee is a resident of Mauritius.

##### **Philippe René Gabriel Alliot – Independent Director (Directorship came to term on 26 June 2023)**

Born in Voves, France, Mr. Philippe Alliot began his auto racing career at the end of the 70s and clinched the 1978 Formula Renault championship, steppingstone to Formula One. Philippe competed in 109 F1 Grand Prix for iconic teams such as McLaren, Ligier, Larousse and RAM. In parallel, he competed in ten 24 Hours of Le Mans and scored three overall podium finishes with Peugeot and Porsche. Before switching to TV Consultant, he raced in a selection of Paris-Dakar Rallies, Andros Ice racing series and even managed his own GT racing team, winning the French championship in 2000.

Mr. Alliot has also a stake of 2.69% in the equity of Warwyck Investment Holdings Ltd, the holding of the Bank.

##### **Osman Mahmad Badat- Independent Director**

Mr. Osman Badat is a chartered accountant and licensed auditor. He is a partner and founder of McMillan Woods, an auditing and advisory firm. He also has interest in FinTech, being a co-founder of the crowdfunding platform 'Olive Crowd'.

He has had a rich career spanning 30 years, in auditing, financial management, and mergers and acquisitions advisory. A former manager at PwC, he has led several audits and consulting assignments in Mauritius, UK and Africa. He is also a licensed insolvency practitioner.

### **Principle 3: Director Appointment Procedures (Cont'd)**

#### **Directors' Profiles (Cont'd)**

Osman sits as Independent Director on the boards of several domestic and global business companies. He chairs the Audit Committees of the Surat Group, one of the leaders in the agro-food sector in Mauritius.

#### **Laurent René Dassault – Independent Director (Directorship came to term on 21 December 2023)**

Born in Neuilly-sur-Seine, Mr. Laurent Dassault is an Officier de la Légion d'Honneur, Officier des Arts et des Lettres, and Officier de l'Ordre de la couronne de Belgique, Officier dans l'Ordre du Mérite Agricole, Chevalier des Palmes Académiques. President of Immobilière Dassault (instead of Deputy General Director of the Industrial Marcel Dassault Group), he is in charge of diversification of the group in France and abroad. He has also developed and increased the value of the firm's investments and is deeply involved in many charitable and humanitarian organisations. Mr. Dassault sits on some 30 boards involved principally in the financial, industrial and artistic sectors.

#### **Émilie Elda Lucie Zannier ép. Wirz – Non-Executive Director**

Graduated from a business school in 1993, Émilie Elda Lucie Zannier ép. Wirz has held several positions as General Manager of children's clothing brands (Z, Floriane, licence KENZO, Marc JACOBS, Jean-Paul GAULTIER, Paul SMITH) and became President of Maison TARTINE ET CHOCOLAT in 2011, an internationally known top-of-the-range children's brand. She is also directly involved in the Artistic Direction of her brands and their development as well as in their management and financial engineering.

#### **Didier André François Bruguet – Non-Executive Director**

Didier Bruguet started his career with Paribas in 1987 where he managed a Regional Branch in Burgundy, France. He then joined the Banque Française du Commerce Extérieur (BFCE) in 1992, where he held coverage position as Deputy Manager. In 1997 he was a senior banker with Natixis CIB Lyon, advising medium and large size companies in France and abroad. From 2002 to 2016 he was the Managing Director of Natixis in Lille and Lyon, in charge of coverage team dedicated to clients coverage. In 2016 he joined Banque de Nouvelle Calédonie (BNC) as Deputy General Manager in charge of retail, corporate, advisory, real estate, private banking and trade activities. Didier Bruguet obtained a master's in Economics and Business Administration. He was appointed as the new CEO of the Bank on 22 December 2020 and resigned as CEO of the Bank on 31 January 2023. On March 2023, he joined VICGEST the family office of Mr Roger Zannier in Geneva as Director of Development.

#### **Marco Rapaglia – Chairperson / Independent Non-Executive Director (appointed on 07 September 2023)**

Mr Marco Rapaglia was appointed as the Chairman of Warwyck Private Bank Ltd in 2023; a private bank adhering to the best standards of the profession while taking full advantage of the well-regulated and investor friendly environment of Mauritius. Mr Rapaglia is the Chief Executive Officer of the TrustQore Group. In addition to his overall responsibility for TrustQore, Mr Rapaglia is actively involved in a selected number of client relationships and family offices. He has been working with the company since 2014 previously acting as Managing Director of the GMG Group, overseeing operations in Switzerland, Mauritius, the British Virgin Islands and South Africa. He is a former Accenture international partner and director to the board of Accenture (Belgium, Netherlands and Luxembourg). He is also a director and shareholder of several real estate investment and development businesses. Mr Rapaglia speaks Italian, French, English and Spanish.



### **Principle 3: Director Appointment Procedures (Cont'd)**

#### **Directors' Profiles (Cont'd)**

##### **Sanjiv Nuckchady – Independent Non-Executive Director (appointed on 07 September 2023)**

Sanjiv C. Nuckchady is the founder and managing partner of CStrat Co Ltd, a consultancy and training firm specialised in strategic reviews, strategic planning, business process re-engineering, marketing, and sales optimisation.

Sanjiv is a seasoned professional, with experience acquired in different sectors such as finance, healthcare, hospitality, distribution and facilities. He has served as a C-level executive both in Mauritius and in mainland Africa and has also travelled extensively in Eastern Africa on several consulting assignments.

Sanjiv has been a speaker on international conferences and currently acts as a Seed (Stanford Institute for Innovation in Developing Economies) Coach in East Africa for Stanford University.

Sanjiv is a Fellow of the Chartered Insurance Institute, UK and holds an MBA from Napier University.

#### **Profiles of Senior Management Team**

The profiles of Messrs. Loïc Roger Roland Chollet-Vergé and Deenaraj Sooben already appear in the Directors' Profiles section.

##### **Pravish Kant Nuckchady – Internal Auditor**

Mr. Pravish Kant Nuckchady joined Warwyck Private Bank Ltd in October 2017 and has been leading the Internal Audit department since 01 November 2018. He holds a BSc in Applied Accounting and is a Fellow Member of the Association of Chartered Certified Accountants (FCCA). Mr. Nuckchady is a seasoned Auditor and has acquired vast knowledge in the finance and auditing fields across various sectors, having worked at major auditing firms in Mauritius in the past where he has led numerous internal and external audit assignments. At Warwyck Private Bank Ltd, he ensures that the operations are conducted according to the established practices by providing an independent and objective assurance. The Internal Auditor as the third line of defense evaluates the adequacy, reliability and effectiveness of the internal controls system, risk management and governance framework and processes. The internal audit function is independent of the business and control functions of the bank. The Internal Auditor reports to the Audit and Compliance Committee of the Board and administratively to the Chief Executive Officer of the bank, to uphold independence and objectivity when fulfilling the internal audit activities.

##### **Prithviraj (Prakash) Seesurn – Head of Finance and Data Management**

Mr. Seesurn holds a BSc (Hons) in Accounting from the University of Mauritius, a Bachelor of Laws (LLB) from the University of London and a Master in Strategy & Organisation Consulting from the ESCP Europe Business School. He is a Fellow Member of the Association of Chartered Certified Accountants (FCCA), a member of the Mauritius Institute of Professional Accountants (MIPA) and a member of the Mauritius Institute of Directors (MIoD).

Mr. Prithviraj (Prakash) Seesurn is a resourceful finance professional with over fifteen years' experience working at senior management level of esteemed institutions of the Mauritian banking and financial services industry, with vast experience in the banking and finance sector.

His experience in banking and finance is diverse and he is fully conversant with financial management framework, incorporating finance, taxation and back-office operations and treasury. Mr. Seesurn was appointed as Head of Finance with Warwyck Private Bank Ltd in April 2020. He is responsible for the operational running of the Finance department and reporting of all finance matters of WPBL.

<b>Principle 3: Director Appointment Procedures (Cont'd)</b>
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**Profiles of Senior Management Team (Cont'd)**
**Pravin Sepaul - Chief Risk Officer/ Complaint Handling Officer/ Data Protection Officer and DMLRO**

Mr. Pravin Sepaul has been appointed as Chief Risk Officer of the Bank since September 2022. Having joined Warwyck Private Bank Ltd in June 2016 as Operations Manager, he also assumed the function of Finance Manager since May 2018.

Pravin holds a Diploma in Business Administration specializing in Banking and Finance and has over 17 years of experience in the banking sector. He is currently also assuming the functions of the Complaint Handling Officer and the Data Protection Officer of the Bank.

**Roopesh Panday Mohabeer – IT Manager**

Mr. Roopesh Mohabeer holds a BSc(IT) with majors being Computer Science, Business Information Systems and Human Resource from the University of KwaZulu-Natal (Pietermaritzburg, South Africa) and an MBA (International Business) from University of Mauritius (MIBS). He also holds a Cisco CCNA certificate - Cisco id: CSC013655581.

Roopesh joined Warwyck Private Bank Ltd as Senior IT Systems Support Analyst on 18 April 2016 and was appointed as IT Manager in July 2021. He has over fifteen (15) years of experience in IT. He is a dynamic and versatile IT professional who has served the banking and business process outsourcing industry before joining the Warwyck Group. He has worked closely with several multinational companies where he held several important positions.

During his time in the banking sector, he has worked with three (3) different core banking systems and was involved in countless projects involving the set up and migration of important IT Infrastructures.

**Sanjivni Poonie – Compliance Manager / MLRO (resigned on 31 August 2023)**

Sanjivni Poonie is currently heading the Compliance Department of Warwyck Private Bank Ltd. She also served as the Money Laundering Reporting Officer (MLRO) of the Bank.

Sanjivni holds a BA (Hons) Law and Management degree from the University of Mauritius and a Masters In Law; LLM – Financial and Commercial Law from the University of Central Lancashire. She is also an Associate Member of the Chartered Institute of Arbitrators, UK and has completed the STEP Certificate in AML (with distinction).

Sanjivni is well versed with banking and company laws. She has been in the financial services sector, banking and non-banking, for 15 years now and has been involved principally in company set up and administration (including, inter alia, structures such as global business, authorized and domestic companies, funds, partnerships, foundations, trusts), review and drafting of legal documents, client onboarding and due diligence, including client and transaction monitoring as well as provision of AML/CFT trainings in-house. She has also formerly served as Executive Director, MLRO and Legal Manager for her previous employers.

**Karansha Ashwinee Ganga- DMLRO (resigned on 27 October 2023)**

Ashwinee Ganga is appointed as the Deputy Money Laundering Officer (DMLRO) of the Bank. Ashwinee did her tertiary studies in the United Kingdom and holds a Bachelor of Laws (LLB) from the University of Bristol and a Masters of Law – International Commercial Law (LLM) from the University of Kent. She is also an associate Member of the Chartered Institute of Arbitrators, UK.

### Principle 3: Director Appointment Procedures (Cont'd)

#### Profiles of Senior Management Team (Cont'd)

##### Karansha Ashwinee Ganga- DMLRO (resigned on 27 October 2023) (Cont'd)

Ashwinee reckons 6 years of experience within the financial services sector and has worked for major management companies principally in compliance. She has acquired vast knowledge in compliance during her stints for the firm's internal compliance department and by being the compliance representative for specific clients. She has been involved in: on-boarding of clients, conducting periodic reviews and risk assessments including BRA and CRA, assisting and presenting in the risk and compliance committee, coaching, drafting and reviewing of correspondences to regulators or clients, preparation of monthly compliance KPIs to be presented to the Board, drafting of compliance officer's reports and working on STRs amongst other duties.

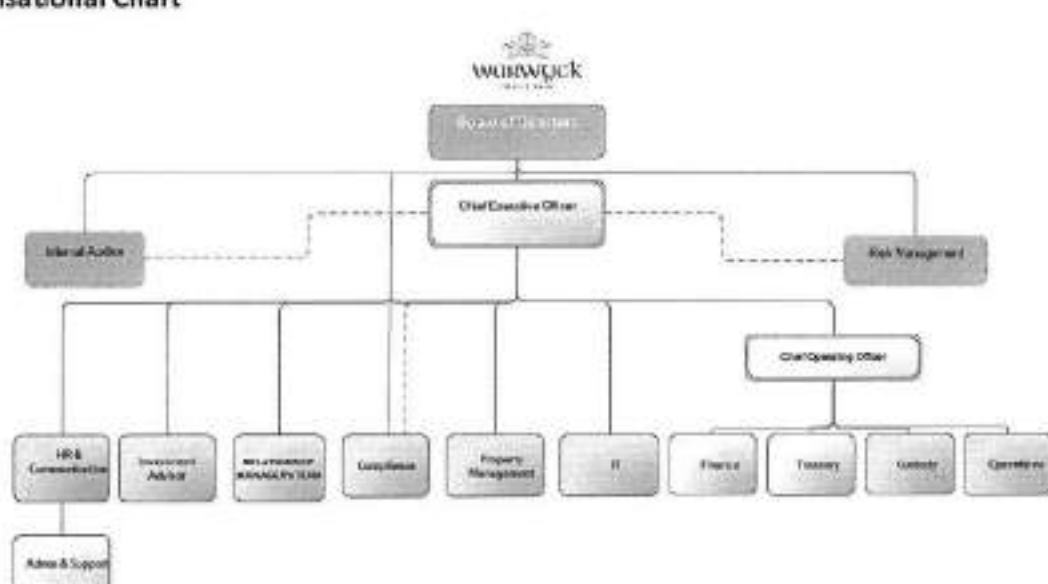
##### Avinash Gokool – Head of Legal and Compliance and MLRO (01 December 2023 to 23 February 2024)

Mr. Avinash Gokool has been appointed as the Head of Legal & Compliance and MLRO at Warwyck Private Bank Ltd. With over thirteen years of experience in the legal and compliance sectors across both banking and non-banking entities, Mr. Gokool brings a wealth of knowledge and expertise to his role. He has earned a Regulatory Compliance Specialization from the University of Pennsylvania, USA, a LLB (Hons) (Dip) from the University of Northumbria, UK, and a MSc in Integrated Resort Management from the University of Technology, Mauritius.

As a distinguished Professional Member of the International Compliance Association, Mr. Gokool is recognised for his profound understanding of banking and corporate laws. His international experience is marked by various compliance-related assignments and training programs in notable financial hubs, including Hong Kong, China, and the United Kingdom, during his decade-long service with leading international banks.

Mr. Gokool's expertise extends to intricate company structures, encompassing global businesses, authorised and domestic companies, funds and trusts. He is adept at reviewing and drafting legal documents, managing client onboarding and due diligence processes, and overseeing client and transaction monitoring. Furthermore, Mr. Gokool has a commendable track record in delivering in-house AML/CFT training, ensuring the highest standards of compliance and regulatory adherence.

#### Organisational Chart



## Principle 4: Director Duties, Remuneration and Performance

### Directors' Induction

Newly appointed directors receive 'Induction Programme' which includes the followings:

- (i) Induction pack - Provide handbook to directors which includes information on a broad range of matters relating to the role of directors, constitutive documents, recent Board papers, disclosure requirements with respect to directors' interests and details of applicable procedures.
- (ii) One-to-one briefings - Provide directors with the opportunity to interact with the Chairperson, Company Secretary and senior executives across the Bank with the nature and extent of these consultations depending on the specific needs of the directors.
- (iii) Presentation sessions - Provide directors with an overview of the Bank's organisational structure, financial performance and strategic orientations, activities of the different business segments as well as specific areas of interest.

### Professional Development

As part of the Board's commitment to continue improvement and an ongoing professional development, the Bank ensures that the necessary resources for developing and updating its directors' knowledge and capabilities are provided on annual basis.

The annual mandatory AML/CFT Refresher training for the staff of Bank has been conducted in June 2023. The training for the Directors has been conducted just after the Board Meeting of 13 June 2023, as it was part of the agenda item of the Board Meeting. The training materials have already been circulated to the Board Members prior to the training session. Afterward, the attendance of each Board Member has been taken.

The programme's objective is to enable directors to be well equipped from the outset to effectively contribute to strategic discussions and oversight of the Bank. The ongoing professional development & training enable directors to update their skills and knowledge, by providing insight into areas of strategic focus and current topics of interest as well as other training with respect to specific requirements of directors. Directors are as well encouraged to attend training which could help them to perform their duties towards the Bank more effectively. This training is at the Company's expense.

### Succession Planning

The responsibility for succession planning rests with the Board. The Board has a formal and transparent process in place for the nomination and appointment of directors. In fulfilling this duty, the Board is supported by the Nomination and Remuneration Committee, which is responsible for overseeing board directorship's renewal and succession planning.

The Nomination and Remuneration Committee is responsible for the orderly succession of appointments to the Board and to senior management positions in order to maintain an appropriate balance of knowledge, skills and experience within the organisation and on the Board.

The Nomination and Remuneration Committee reviews the size, structure and composition of the Board as and when appointments are considered. In so doing, it seeks to promote diversity of perspectives to enable a smooth execution of the Bank's strategy in a constantly changing market environment. The Committee is responsible for identifying candidates, carrying out interviews and recommending potential directors to the Board for its approval. The selection criteria used to assess prospective candidates relate, amongst others, to their specific skills, expertise, knowledge and experience.

The Committee also considers gender diversity, time commitment and independence of the candidates in their assessment.

## Principle 4: Director Duties, Remuneration and Performance (Cont'd)

### Succession Planning (Cont'd)

The Board has approved the Organisation Structure of the Bank where the different departments (new and existing) will be headed by the CEO. The incumbents have been approved by the Board and the interview exercise for the different posts has been completed by the HR department.

All the Directors of the Bank are aware of their legal duties and responsibilities.

The Board has a clear policy and set guidelines for determining the remuneration of executive directors and key employees. The remuneration is aligned to the Bank's financial performance, market conditions and relevant regulatory guidelines. The remuneration of directors is debated and recommended to the Board by the Nomination and Remuneration Committee. Executive Directors are remunerated on a monthly basis as per their respective employment contract with the Bank, while the Non-Executive and Independent Non-Executive Directors are being paid quarterly for their services to the Bank.

### Code of Ethics

The Board of Directors is also mindful of the interest of other stakeholders such as clients and the public at large when running its operations and is committed to high standards of integrity and ethical conduct in dealing with them.

Furthermore, the Bank and its employees must, at all times, comply with all applicable laws and regulations. The Bank will not condone the activities of employees who achieve results through violation of the law or unethical business dealings. This includes any payments for illegal acts, indirect contributions, rebates, and bribery. The Bank does not permit any activity that fails to stand the closest possible public scrutiny.

All business conduct should be above the minimum standards required by law. Accordingly, employees must ensure that their actions cannot be interpreted as being, in any way, in contravention of the laws and regulations governing the Bank's operations. Employees uncertain about the application or interpretation of any legal requirements should refer the matter to their superior, who, if necessary, should seek the advice of someone at the highest level of the Bank's hierarchy.

The Bank is committed to fair, honest dealing and integrity in the conduct of its business. This commitment, which is actively endorsed by the Board, is based on a fundamental belief that business should be conducted honestly, fairly and legally.

The Human Resource Department regularly monitors and evaluates compliance with its established ethical principles and standards and changes are made as and when required. A Code of Ethics is in place for Warwyck Group ("the group") which comprises of Warwyck Private Bank Ltd, Warwyck Phoenix Securities Ltd, Warwyck Investment Holdings Ltd, Warwyck Phoenix PCC and Warwyck Investments to uphold the highest ethical standards and promote a culture of ethical business conduct. The provisions of the Code are mandatory and all Directors, officers, employees and representatives of the Group, are expected to comply with the Code under all circumstances, except as may be contrary to applicable local laws, rules and regulations.

### Board Evaluation

The Board undertakes a regular review of the performance as well as the effectiveness of the Board, its Committees and individual directors by the appointment of an external service provider, namely the Company Secretary, Anex Corporate Services Ltd.

Board Evaluation is conducted by way of Questionnaire. The Chairperson thereafter acts on the results of the evaluation by recognising the strengths and addressing the weaknesses of the Board.

## Principle 4: Director Duties, Remuneration and Performance (Cont'd)

### Board Evaluation (Cont'd)

It is also noted that the Directors forming part of the Board of the Bank, especially those who are members of Board Committees, have been appointed in the light of their wide range of skills and competence acquired through several years of working experience and professional background. The Board of the Bank is of the view that its composition is adequately balanced and that the current Directors have the range of skills, expertise and experience to carry out their duties properly.

Furthermore, Independent Directors are also chosen for their business experience and acumen as well as their ability to provide a blend of knowledge, skills, objectivity, integrity, experience, independence and commitment to the Board.

These Directors are free from any business or other relationships which would materially affect their ability to exercise independent judgement and are critical observers.

Evaluation exercise is conducted by Anex Corporate Services Ltd ("Anex"), whereby the views of Directors are sought on a range of topics including strategy and planning, performance, risk and control, board structure and composition as well as the board process. The exercise assessed whether the Board and its Committees are operating effectively and that directors continue to fulfil their roles as required. Where issues are identified, the Board collectively agreed for improvement and an action plan is then implemented. The implementation of the action plan is monitored by the Chairperson of the Board to ensure that issues identified are given due consideration, within a reasonable timeframe.

Based on the provisions of the Code and the Guidelines on Corporate Governance of the Bank of Mauritius, the evaluation exercise of the Board, Committees and Non-Executive Directors are being effected every two (2) years. However, the performance evaluation of the executive directors is conducted annually.

### Board and Board Committees' Fees

With competent directors considered as essential to contributing to the development of the Bank's strategy, the Board lays significant emphasis on approving the right people with the right set of skills and behaviour whilst rewarding them adequately, in line with market practices.

Apart from a basic salary and other fringe benefits which reflect their responsibilities and experience, the remuneration of executive directors consists of a variable element in the form of a discretionary bonus, having regard to the performance of the Bank and the individual.

The Non-Executive Directors are being remunerated with a retainer fee reflecting the workload, the size and the complexity of the business as well as the responsibility involved. The Non-Executive Directors have not received any remuneration in the form of share options or bonuses associated with the Bank's performance.

The remunerations and benefits paid to the Directors for the year ended 31 December 2023 amounted to USD 652,432 (2022: USD 619,528 and 2021: USD 501,534).

The Remuneration and Benefits received from the Bank by each individual director, in accordance with Section 221(1)(e)(iii) of the Companies Act 2001, have been disclosed.

## Principle 4: Director Duties, Remuneration and Performance (Cont'd)

### Remuneration and benefits

The remuneration and benefits paid to the directors during the financial year 2023 are as per the below table.

Directors	USD
Avinash Renga Sunassee*	6,400
Philippe René Gabriel Alliot*	6,400
Laurent René Dassault*	12,800
Didier André François Bruguet*	177,164
Deenaraj Sooben	88,134
Emilie Elda Lucie Zannier ép. Wirz*	12,800
Osman Mahmad Badat *	12,800
Loïc Roger Roland Chollet-Vergé	248,334
Sanjiv Nuckchady*	4,267
Marco Rapaglia*	23,333
Pontet Philippe	60,000

\* Paid on a quarterly basis

### Remuneration Philosophy

The Board is ultimately responsible for the remuneration policy of the Bank.

Remuneration practices are structured to provide clear differentiation between staff grades. Non-Executive Directors are only paid on a quarterly basis.

### Conflict of Interest

The Board of Directors strictly believes that a director should make his best effort to avoid conflict of interest or situation where others might reasonably perceive such a conflict. It is the responsibility of each director to ensure that any conflict of interest is disclosed to the Board and recorded by the Company Secretary, in the Directors' Interest Register.

At the date of this report, the indirect interests of the current Directors in the Bank are disclosed in the table below:

Directors	Indirect interest
Emilie Elda Lucie Zannier ép. Wirz	8.54%

### Related Party Transactions

The Bank adheres to the Guideline on Related Party Transactions (the "Guideline") issued by the Bank of Mauritius. As per the Guideline, the Board of Directors established a Conduct Review Committee (CRC) to review, approve and ratify all related party transactions (RPTs). The Board has opted for the adoption of a policy whereby the rules pertaining to the identification of related parties, the terms and conditions in relation to transactions entered with related parties and reporting procedures to the CRC are written.

The CRC is chaired by Mrs. Émilie Elda Lucie Zannier ép. Wirz and is comprised of three members.

The Bank enters into transactions with related parties in the normal course of business, i.e., with its shareholders, ultimate beneficial owners, directors and sister companies. Note 27 to these financial statements show the details of RPTs.

## Principle 4: Director Duties, Remuneration and Performance (Cont'd)

### Related Party Transactions (Cont'd)

Following the resignation of Mr. Bruguet as Member of the Conduct Review Committee, Mr. Loic Chollet the new Chief Executive Officer has replaced Mr. Bruguet on the Committee.

### Board Information

All Directors receive regular information about the Bank so that they are equipped to play their role fully in Board Meetings. Papers for Board and Committee Meetings are circulated prior to the relevant meeting. All Board Members have access to the Company Secretary for any further information they require. Independent professional advice is available to Directors in appropriate circumstances, at the Bank's expense.

The Board members of the Bank ensure that matters relating to the Bank, learned in their capacity as Directors, are strictly confidential and private and shall not be divulged to anyone without the express authority of the Board.

Register of Interest of Directors is circulated to all the Directors annually, so that each of them could review and advise if existing Register needs to be amended or not and make a full disclosure of their existing business, financial, appointments and other interest acquired. The Company Secretary monitors and maintains the Interest Register and is made available to the Shareholder upon written request to the Company Secretary.

### Information Governance

Strict control of IT expenditures is also exercised through stringent supplier selection and monitoring of project milestones-based payment. In this respect, for any IT projects, quotes are evaluated and the best among three suppliers is chosen. The selection of suppliers is based on predefined criteria such as experience, methodology used, years in business, support services, amongst others.

Supplier on boarding is completed only after due diligence checks have been carried out by the project owner and Bank's compliance team. The supplier contracts are vetted and appropriate payment terms in line with project deliverables and milestones are enforced. Payments are effected only upon completion of the identified milestones and in certain cases penalties may be imposed in the event of project delays.

Mr. Pravin Sepaul, the new Data Protection Officer ("DPO"), ensures that the relevant requirements are met. The DPO is working within an independent environment and manner, report to the highest management level and have adequate resources to enable the controller or the processor to meet its obligations under the DPA 2017.

## Principle 5: Risk Governance and Internal Control

### Internal Control and Risk Management

#### (a) Responsibility and application

Management is responsible for risk assessment and mitigation, while the Board is responsible for the definition of the overall strategy for risk appetite, within the Bank's risk tolerance. Management and the assurance process on risk management are delegated to the established Risk Management Committee. This Committee is responsible for the design and implementation of the risk management processes while day-to-day management of risk is performed by Management and the Chief Risk Officer.



## Principle 5: Risk Governance and Internal Control (Cont'd)

### Internal Control and Risk Management (Cont'd)

#### (b) Structures and processes for identification of risks and risk management

A risk management framework has been adopted to identify, manage and mitigate risks within the banking operations. A risk assessment methodology has been devised to rate the following risks:

- Credit risk
- Market risk
- Operational risk
- Liquidity risk
- Reputational risk
- Business risk
- Systemic risk
- Money laundering risk

The Chief Risk Officer (CRO) maintains overall responsibility for the compliance and adherence to this framework whilst head of business units are responsible for managing risk within their business operations. The risk management framework identifies risks within each business process. Once the risks have been identified, the likelihood of occurrence of each risk is measured and the potential business impact is evaluated. The risk exposures are then calculated and identified risks which are above the acceptable threshold are controlled and mitigating actions are taken.

#### (c) Integration of internal control and risk management

The system of internal control, which is embedded in all key operations, provides reasonable rather than absolute assurance that the Bank's business objectives will be achieved within the risk appetite levels defined by the Board.

#### (d) Assurance on the effectiveness of the risk management process

The Board also receives assurance from the Audit and Compliance Committee, which derives its information in part, from regular internal and external audit reports on risk and internal control throughout the Bank. During the year under review, the Board continued to monitor closely the evolution of the operating environment in view of the significant challenges induced by the pandemic. Supported by the Risk Management Committee, the Board ensures that the necessary structures, processes and methods for identification, evaluation and monitoring of the principal risks faced by the Bank are integrated into the latter's overall risk management framework. The Board has received assurance, through the regular reporting by the Chairperson of Risk Management Committee, on the adequacy of the risk management processes and systems in place over the period under review. The Board, assisted by the Audit & Compliance Committee, ensures that the internal control framework in place results in an acceptable level of risk exposure whilst guaranteeing compliance with established internal policies and procedures and relevant laws and regulations. The Internal Audit functions regularly report to the Audit & Compliance Committee. Furthermore, the Audit & Compliance Committee receives reports from the Company's external auditor and engages with the latter in the absence of Management to ensure that there are no unresolved material issues of concern. Based on the work performed by internal and external auditors, reviews by Management and regular reporting from the Chairperson of the Audit & Compliance Committee, the Board satisfies itself that the internal control systems are adequate and effective.

## Principle 5: Risk Governance and Internal Control (contd)

### Management of key risks identified.

Within the Bank, the risk elements are viewed under the following headings:

Risk category	Definition
Credit Risk	Credit risk is defined as the potential risk that a loan taker or counterparty will fail to meet its obligations in accordance with agreed terms.
Market Risk	Market risk is defined as the risk of losses in the bank's trading book due to changes in equity prices, interest rates, credit spreads, foreign-exchange rates, commodity prices, and other indicators whose values are set in a public market.
Operational Risk	Operational risk defines the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.
Liquidity Risk	Liquidity risk is the risk stemming from the lack of marketability of an investment that cannot be bought or sold quickly enough to prevent or minimise a loss.
Reputational Risk	Reputational risk is the possible loss of the organisation's reputational capital.
Business Risk	Business risk is defined as the risk associated with the failure of a bank's long-term strategy, estimated forecasts of revenue and number of other things related to profitability.
Systemic Risk	Systemic risk does not affect a single bank or financial institution, but it affects the whole industry. Systemic risks are associated with cascading failures where the failure of a big entity can cause the failure of all the others in the industry.

The identified risks are managed as part of the enterprise risk management framework established by the Bank.

Some of the risks are covered in detail in Note 4 to the Financial Statements.

### Whistle-blowing policy

The whistle-blowing policy of the Bank is being reviewed and updated annually. The Bank gives freedom and encourages its employees to raise their voice or complaints for any misconduct, bad or harmful behaviour, illegal and unethical activity. The Whistle-blowing Policy is meant to guide the employees of the Bank as how to report matters of concern in strict confidentiality.

## Principle 6: Reporting with Integrity

### Statement of Directors' Responsibilities in respect of the Preparation of the Financial Statements

The Directors affirm their responsibilities for preparing the Annual Report and Financial Statements of the Bank that fairly present the state of affairs of the Bank and the results of its operations.

The Statement of Directors' Responsibilities is found on pages 4 to 6 of the Annual Report.

### Dividend Policy

The objective of the Bank is to distribute to its shareholder a proportion of the period's profit as dividend. The Bank's policy is to declare dividend subject to internal cash flow requirements, approval or 'no objection' of the Bank of Mauritius and the solvency test under the Section 61(2) of the Mauritius Companies Act 2001 being satisfied. No dividend has been declared and paid during the financial year ended 31 December 2023.

## Principle 6: Reporting with Integrity (Cont'd)

### Health, Safety and Environmental Issues

The Bank attaches great importance to the health, safety and welfare of its employees at work. Every effort is made to provide a safe working environment. However, no safety policy is likely to be successful unless it has the co-operation of all employees.

The specific objectives of the Bank's Health, Safety and Fire Policy are to:

- promote a healthy and safe working environment;
- ensure each employee accepts health and safety as a major part of his/her individual responsibilities;
- identify health, safety and fire hazards in advance, and control the risks; and
- ensure all legal requirements are satisfied.

Any matter relating to the health, safety and welfare of the staff is being taken by the Management of the Bank.

The Bank is also committed to good environmental practices.

Clients have been encouraged to switch to the paperless banking options which is available via the Bank's internet banking services.

### Social Issues

The Bank aims at giving equal opportunities to its employees. There is also an annual performance appraisal which is carried out and where rewards and merits are provided for.

The Bank recognises the importance of the role it has to play in society. The Bank is also committed to creating sustainable value for the social and economic well-being of the society.

### Charitable and Political Contributions

The Bank did not make any political donation or charitable contributions during the financial year ended 31 December 2023.

## Principle 7: Audit

### Internal Audit

#### (i) Role and responsibilities

The internal audit department assists the Board and management to maintain and improve the process by which risks are identified and managed and helps the Board to discharge its responsibilities by maintaining and strengthening the internal control framework. The internal audit function is responsible for providing assurance to the Board regarding the implementation, operation and effectiveness of internal control and risk management.

The Board has delegated the responsibility for managing the internal audit function and for receiving internal audit reports to the Audit and Compliance Committee.

## Principle 7: Audit (Cont'd)

### Internal Audit (Cont'd)

#### (i) Role and responsibilities (Cont'd)

The Audit and Compliance Committee has the following duties in respect of the internal audit function:

- Oversee the objectives of the internal audit function and the annual plan of action;
- Review the scope of internal audit and audit plan;
- Approve the remuneration of the Head of Internal Audit;
- Assess the adequacy and performance of the internal audit function and the adequacy of available resources;
- Review and report on significant matters reported by the internal auditor;
- Review and report on significant differences between management and the internal auditor; and
- Review and oversee the cooperation and coordination between the internal and external auditors.

Significant issues in relation to the Financial Statements are resolved as and when identified. The Audit and Compliance Committee always invited the Internal Auditors and the Management to assist the members of the Committee on any issues identified and where required the External Auditors are called upon to attend the meetings.

#### (ii) Reporting and disclosure

##### Structure and Organisation

An internal audit charter governs the internal audit activity within the Bank. The internal audit charter, which is reviewed and approved annually by the Audit and Compliance Committee, establishes the roles and responsibilities, scope of work, authority, independence and reporting procedures of the internal audit function.

##### Reporting lines

The Internal Auditor has a direct reporting line to the Audit and Compliance Committee and maintains an open and constructive communication with senior and executive management. He also has direct access to the Chairperson of the Board. This reporting structure allows the Internal Audit Department to remain independent and report all items of significance to the Board and the Audit & Compliance Committee.

##### Coverage and Risk management

The Internal Audit department performs a wide range of audit services including financial audits, compliance audits, operational audits and investigative audits. Audits are performed in accordance with standards set out in the Standards for the Professional Practice of Internal Auditing.

- a. Financial Audits address questions regarding accounting and the propriety of financial transactions.
- b. Compliance Audits assess the Bank's compliance with the applicable laws, regulations, guidelines and licensing conditions.
- c. Operational Audits review information and procedures to determine if any modifications of the operations could result in greater efficiency and effectiveness.
- d. Investigative Audits to assess emergency situations.

The Internal Audit plan is based on the main risk areas of the Bank and designed to ensure adequate audit coverage of the Bank's organisational units and processes. The Internal Audit plan is derived from the risk management assessment, then pre-discussed with the executive management and finally approved by the Audit and Compliance Committee.

## Principle 7: Audit (Cont'd)

### Coverage and Risk management (Cont'd)

A typical audit is made up of four stages: planning, fieldwork, reporting and follow-up. The audit team collects data and documents the procedures, controls and/or activities being reviewed. Based on the risk assessment, the audit team performs various types of tests, concludes and makes recommendations to management to improve these controls based on system testing and control analysis.

### Restrictions

The Internal Audit has full and unrestricted access to any and all of the Bank's records, physical properties and personnel pertinent to carrying out the audit function.

### External Audit

With a view to ensuring the overall adequacy of the Bank's internal control framework, the Audit and Compliance Committee evaluates the independence and effectiveness of the external auditors on an ongoing basis before making a recommendation to the Board on their appointment and retention.

With regards to the timeframe, the External Auditors' appointment is for a period of one year with possibility of reappointment of the selected firm annually, subject to regulatory provisions and approval at the Annual Meeting of Shareholder of the Bank. The latter retains the right to renew and extend the contract following an assessment by the Audit and Compliance Committee of the external auditors' overall scope, terms of reference and independence.

Mazars has been appointed as the External Auditor of the Bank to conduct the annual audit of the Bank for the Financial Year ended 31 December 2023.

The External Auditors meet the members of the Audit and Compliance Committee to discuss on the Financial Statements of the Bank and the accounting principles and guidelines adopted.

### Fees to external auditors

The fees payable to Mazars for the year ended 31 December 2023 is USD 69,000, exclusive of VAT.

### Non-audit services

The Bank via the Audit and Compliance Committee, has a process in place to ensure that there is no threat to the objectivity and independence of the external auditors in the conduct of the audit, resulting from the provision of non-audit services.

Messrs. Mazars ensures objectivity and independence are safeguarded at all times. The Bank has therefore appointed Mazars Corporate Services Ltd, a separate legal entity headed by non-audit partner as its tax advisor. The fees charged for these services are USD 3,000 exclusive of VAT for the year ended 31 December 2023.

## Principle 8: Relations with Shareholders and Other Key Stakeholders

### Shareholder's Agreement

There was no such agreement during the year under review, affecting the governance of the Bank and the Board.

### Employee Share Option Plan

No Employee Share Option Plan is available.

## Principle 8: Relations with Shareholders and Other Key Stakeholders (Cont'd)

### Third Party Management Agreement

There was no General Management agreement between third parties and the Bank during the year under review.

### Shareholders that hold a substantial percentage

The Bank is held 100% by Warwyck Investment Holdings Ltd, a company incorporated as a special purpose vehicle mainly for the purpose of holding shares in a few entities.

### Shareholder's and Stakeholders' Communication

The Board is committed to upholding open and trusted relationships with the shareholder. All material business developments that influence the Bank are communicated to the Shareholder in a transparent and timely manner through various communication channels. The Chairperson ensures that all directors be made aware of the concerns of the major shareholders and other key stakeholders. The Board stays apprised of shareholders' and stakeholders' opinions in whatever ways are most practical and efficient. The Chairperson also ensures that Shareholders' views are communicated to the Board as a whole and include them in discussion of strategy and governance.

### Our Key Stakeholders

We engage with our internal and external stakeholders in a systematic, coherent and meaningful manner, with a view to promptly responding to their needs/requirements. When selecting suppliers, contractors or non-governmental organisations, we look for those that align closely to our values and areas of focus. Our key stakeholders have been identified below:

- Shareholders and Investors
- Customers
- Societies and Communities
- Government and Regulatory Authorities
- Employees and Management

### General Meetings

Pursuant to section 270 of the Companies Act 2001, the Bank is dispensed with the holding of shareholders meetings, thus the Annual General Meeting ("AGM") of the Bank is held via circular resolution. The Board is committed to upholding open and trusted relationships with the shareholder. All material business developments that influence the Bank are communicated to the Shareholder in a transparent and timely manner through various communication channels. As and when the shareholders have any reserve, same is communicated and considered at the Board Meeting without having to be answered at the AGM.

### Website

In order to be compliant with the requirements of the Code, the Annual Report of the Bank will be published on its website, namely [www.warwyck.com](http://www.warwyck.com).

**Principle 8: Relations with Shareholders and Other Key Stakeholders (Cont'd)****Important Events**

The Bank endeavours to comply with the statutory requirements regarding preparation of the financial statements, completion of the audit, review of the financial statements by the Audit and Compliance Committee, approval by the Board, filing of the financial statements and holding of the Annual Meeting within the prescribed deadlines.

  
\_\_\_\_\_  
Chairperson  
On behalf of the Board of Directors  
\_\_\_\_\_  
Chief Executive Officer  
On behalf of the Board of Directors

Date: 26 March 2024

**STATEMENT OF COMPLIANCE**  
**(Section 75(3) of the Financial Reporting Act 2004)**

We, the directors of Warwyck Private Bank Ltd ("the Bank") confirm that, to the best of our knowledge, the Bank has not complied with certain principles of the Code of Corporate Governance and the reasons for non-application are as described on page 40.



Chairperson  
On behalf of the Board of Directors



Chief Executive Officer  
On behalf of the Board of Directors

Date: 26 March 2024



## **Non-compliance with the National Code of Corporate Governance for Mauritius 2016**

### **Principle 2: The Structure of the Board and its Committees**

#### **Disclosure of other external directorship of the Bank's directors**

Details on the name of organisation and type of directorship held by the directors in other companies were not disclosed due to commercial sensitivity of the information.

### **Principle 6: Reporting with Integrity**

#### **(i) Website**

Management will ensure that all other information as required by the Code will be published on the Bank's website.

## Statement of Management's responsibility for Financial Reporting

For the year ended 31 December 2023

The financial statements for the Bank's operations presented in this Annual Report have been prepared by management, who is responsible for their integrity, consistency, objectivity and reliability. International Financial Reporting Standards, as well as the requirements of the Banking Act 2004, the Mauritius Companies Act 2001, the Financial Reporting Act 2004 and Bank of Mauritius Guideline on Public Disclosure of Information have been applied and management has exercised its judgement and made best estimates where deemed necessary.

The Bank has designed and maintained its accounting systems, related internal controls and supporting procedures, to provide reasonable assurance that financial records are complete and accurate and that assets are safeguarded against loss from unauthorised use or disposal. These supporting procedures include careful selection and training of qualified staff, the implementation of organisation and governance structures providing a well-defined division of responsibilities, authorisation levels and accountability for performance, and the communication of the Bank's policies, procedures manuals and guidelines of the Bank of Mauritius throughout the Bank.

The Bank's Board of Directors, acting in part through the Audit and Compliance Committee, the Conduct Review Committee and the Risk Management Committee, which are comprised of independent directors who are not officers or employees of the Bank, oversees management's responsibility for financial reporting, internal controls, assessment and control of major risk areas, and assessment of significant related party transactions.

The Bank's Internal Auditor, who has full and free access to the Audit and Compliance Committee, conducts a well-designed programme of internal audits in coordination with the Bank's external auditors. In addition, the Bank's compliance function maintains policies, procedures and programmes directed at ensuring compliance with regulatory requirements.

Pursuant to the provisions of the Banking Act 2004, the Bank of Mauritius makes such examination and inquiry into the operations and affairs of the Bank, as it deems necessary.

The Bank's External Auditor, Mazars LLP, has full and free access to the Board of Directors and its committees to discuss the audit and matters arising therefrom, such as their observations on the fairness of financial reporting and the adequacy of internal controls.



Loïc Choffet-Vergé  
Chief Executive Officer  
On behalf of the Board of Directors



Osman Mahmad Badat  
Director  
On behalf of the Board of Directors

Date: 26 March 2024

Phoenix 73538, Republic of Mauritius

**Report from the Secretary**

We certify, to the best of our knowledge and belief, that the Bank has filed with the Registrar of Companies all such returns as are required of the Bank under the Mauritius Companies Act 2001, in terms of Section 166 (d), during the financial year ended 31 December 2023.

  
Anex Corporate Services Ltd  
Secretary

8<sup>th</sup> Floor, Ebene Tower  
52 Cybercity  
Ebène 72201  
Republic of Mauritius

Date: 26 March 2024

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF WARWYCK PRIVATE BANK LTD****Report on the Audit of the Financial Statements***Opinion*

In our opinion, the accompanying financial statements, set out on pages 48 to 113, give a true and fair view of the financial position of **Warwyck Private Bank Ltd** (the "Bank") 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 ("IFRSs") and in compliance with the requirements of the Mauritius Companies Act 2001, the Financial Reporting Act 2004 and the Banking Act 2004.

*What we have audited*

The Bank's accompanying financial statements comprise:

- the statement of financial position as at 31 December 2023;
- the statement of profit or loss and other 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, comprising significant accounting policies 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 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 Bank in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF WARWYCK PRIVATE BANK LTD**

**Report on the Audit of the Financial Statements (Continued)**

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significant in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Our audit approach to the Key Audit Matter
<p><b>Expected Credit Losses</b></p> <p>The estimation of Expected Credit Losses ("ECL") on financial assets involves Management's judgements and estimates which are subjective due to the significant uncertainty associated with the underlying assumptions in the calculation of ECLs. These include:</p> <ul style="list-style-type: none"> <li>▶ accounting interpretations, assumptions and data points applied to estimate the Probability of Default ("PD"), Exposure At Default ("EAD") and Loss Given Default ("LGD") (the net exposure), used to build and run the model that calculates the ECL;</li> <li>▶ allocation of assets between Stage 1 or 2, i.e., identifying triggers for Significant Increase in Credit Risk ("SICR");</li> <li>▶ inputs and assumptions relating to forward-looking adjustments;</li> </ul> <p>The estimation of Stage 3 ECLs also includes Management's judgement and estimates to estimate the occurrence of "default" or "loss" event and the eventual recovery of the expected future cash flows, including the realisation of any securities.</p> <p>Change in Management assumptions may have significant impacts on the estimation of Stage 3 ECL provisions.</p> <p><i>Refer to the following notes</i>  <i>Note 2.3 – Material accounting policies Impairment of financial assets</i>  <i>Note 3 – Material management judgement - measurement of ECL</i>  <i>Note 10 – Loan and advances</i>  <i>Note 4.2 – Financial Instruments risk - credit risk analysis</i></p>	<p>Our audit approach and procedures comprised of the following:</p> <ul style="list-style-type: none"> <li>▶ evaluated the design and operating effectiveness of controls across the processes relevant to ECL model and calculation;</li> <li>▶ evaluated the criteria used to allocate financial assets between Stage 1 or 2 or 3 in accordance with IFRS 9 requirements;</li> <li>▶ reviewed the list of debit balances to determine number of days in arrears for staging (including default);</li> <li>▶ reviewed and tested the assumptions, inputs and formulae used in the ECL model. This included assessing the appropriateness of model design, refinements made, and recalculating the key inputs such as PD and LGD;</li> <li>▶ involved our specialist modeling and IFRS 9 team in performing certain procedures;</li> <li>▶ Assess the reasonableness of forward-looking information, on a sample basis;</li> <li>▶ agreed ECL calculation data points to source system extracts on sample basis, to evaluate data quality;</li> <li>▶ Reviewed and reperformed the calculations of provisions per IFRS 9 (on a sample basis) for all Stages;</li> <li>▶ Review of collaterals considered as part of the IFRS 9 calculation and reviewed their enforceability;</li> <li>▶ Review of impairment assessments for related party receivables, including review of the comfort letter;</li> <li>▶ assessed the adequacy of disclosures in the financial statements in line with accounting standards and regulatory considerations; and</li> <li>▶ considered the complexity of management's process to design and create financial statement disclosures given the granularity and complexity.</li> </ul>

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF WARWYCK PRIVATE BANK LTD****Report on the Audit of the Financial Statements (Continued)***Other information*

The directors are responsible for the other information. The other information comprises the Corporate Information, Annual Report, Statement of Management Responsibility for Financial Reporting, Report from the Secretary and Management Discussion Analysis, 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. Our reporting responsibilities regarding the corporate governance report is dealt with below under the 'Corporate Governance report' section of this report.

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, 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.

*Corporate Governance report*

Our responsibility under the Financial Reporting Act is to report on the compliance with the Code of Corporate Governance disclosed in the annual report and assess the explanations given for non-compliance with any requirement of the Code. From our assessment of the disclosures made on corporate governance report in the annual report, the Public Interest Entity has, pursuant to section 75 of the Financial Reporting Act 2004, complied with the requirements of the Code.

*Responsibilities of Directors for the Financial Statements*

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and in compliance with the requirements of the Mauritius Companies Act, the Financial Reporting Act and the Banking Act and regulations and guidelines of the Bank of Mauritius, 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, directors are responsible for assessing the Bank's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Bank or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for overseeing the Bank's financial reporting process.

*Auditor's Responsibilities for the Audit of the Financial Statements*

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

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF WARWYCK PRIVATE BANK LTD****Report on the Audit of the Financial Statements (Continued)***Auditor's Responsibilities for the Audit of the Financial Statements (Continued)*

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

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

We communicate with the directors regarding, among other matters, the planned scope and timing of audit and significant audit findings, including any 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 to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with 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 audit report unless laws or regulations 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 of adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF WARWYCK PRIVATE BANK LTD*****Report on other Legal and Regulatory Requirements******Mauritius Companies Act 2001***

The Mauritius Companies Act 2001 requires that in carrying out our audit we consider and report to you on the following matters. We confirm that:

- We have no relationship with, or interests in, the Bank other than in our capacity as auditor;
- We have obtained all the information and explanations we have required; and
- In our opinion, proper accounting records have been kept by the Bank as far as appears from our examination of those records.

***Banking Act 2004***

The Banking Act 2004 requires that in carrying out our audit we consider and report to you on the following matters. We confirm that:

- in our opinion, the financial statements have been prepared on a basis consistent with that of the preceding year and are complete, fair and properly drawn up and comply with the Banking Act and the regulations and guidelines issued by the Bank of Mauritius in relation to banks; and
- the explanations or information called for or given to us by the officers or agents of the Bank were satisfactory.

***Other matters***

This report is made solely to the Bank's shareholder, in accordance with section 205 of the Mauritius Companies Act 2001. Our audit work has been undertaken so that we might state to the Bank's shareholder those matters we are required to state in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Bank and the Bank's shareholder, for our audit work, for this report, or for the opinion we have formed.

**Mazars LLP**

Date: 26 Mar 2024

**Udaysingh Taukoordass, FCA**  
Licensed by FRC




Warwyck Private Bank Ltd

## Statement of financial position as at 31 December

	Notes	2023 USD	2022 USD	2021 USD
<b>ASSETS</b>				
Cash and cash equivalents	7	65,735,229	29,312,931	32,618,232
Placements with other banks	11	1,606,720	1,870,955	809,867
Loans and advances	10	20,160,840	22,125,685	44,860,536
Investment securities	12	82,143,816	-	-
Property, plant and equipment	8(a)	4,797,866	5,021,089	5,107,928
Right of use assets	8(b)	-	5,564	98,098
Intangible assets	9	702,128	899,963	90,607
Deferred tax assets	21(b)(i)	135,947	192,156	169,953
Current tax assets	21(a)(ii)	18,321	8,775	7,800
Other assets	13	6,545,291	7,074,444	9,969,092
<b>TOTAL ASSETS</b>		<b>181,846,158</b>	<b>66,511,562</b>	<b>93,732,113</b>
<b>LIABILITIES</b>				
Deposits from customers	14	165,258,351	50,711,372	77,364,281
Derivative financial liabilities	16	-	-	16,514
Lease liabilities	8(c)	-	5,999	101,067
Retirement benefit obligations	25	84,727	21,606	5,353
Other liabilities	15	405,392	392,690	368,445
<b>Total liabilities</b>		<b>165,748,470</b>	<b>51,131,667</b>	<b>77,855,660</b>
<b>SHAREHOLDER'S EQUITY</b>				
Stated capital	17	13,200,000	13,200,000	13,200,000
Statutory reserve	18	2,212,640	2,092,389	2,092,389
Retained earnings		685,048	87,506	584,064
<b>Total equity</b>		<b>16,097,688</b>	<b>15,379,895</b>	<b>15,876,453</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>181,846,158</b>	<b>66,511,562</b>	<b>93,732,113</b>

Approved by the Board of Directors on 26 March 2024 and signed on its behalf by:

  
Osman Mahmud Badar  
Director

  
Loïc Chollet-Vergé  
Chief Executive Officer and  
Director

  
Deenaraj Sooben  
Director


The notes on pages 52 to 113 form an integral part of these financial statements.  
Auditors' report on pages 43 to 47.

## Warwyck Private Bank Ltd


## Statement of profit or loss and other comprehensive income for the year ended 31 December

	Notes	2023 USD	2022 USD	2021 USD
Interest income		2,591,564	1,157,226	937,819
Interest expense		(431,621)	(79,083)	(120,051)
<b>Net interest income</b>	22	<b>2,159,943</b>	<b>1,078,143</b>	<b>817,768</b>
Fee and commission income		863,368	827,183	1,420,564
Fee and commission expense		(280,901)	(368,080)	(294,312)
<b>Net fee and commission income</b>	23	<b>582,467</b>	<b>459,103</b>	<b>1,126,252</b>
Other income	24	1,234,969	689,008	800,700
<b>Operating income</b>		<b>3,977,379</b>	<b>2,226,254</b>	<b>2,744,720</b>
Personnel expenses	19	(1,218,091)	(1,186,490)	(1,064,776)
Other expenses	20	(1,668,049)	(1,255,505)	(1,248,914)
Depreciation and amortisation	8(a) & 8(b) & 9	(399,200)	(433,979)	(642,151)
Net impairment gains/(losses) on financial assets	10 & 13	11,229	(7,254)	(30,923)
Net foreign exchange gains/(losses)		158,852	151,619	(96,364)
<b>Profit/(loss) before tax</b>		<b>862,120</b>	<b>(515,346)</b>	<b>(338,408)</b>
Income tax (expense)/credit	21(a)(i)	(60,444)	22,032	17,264
<b>Profit/(loss) for the year</b>		<b>801,676</b>	<b>(493,314)</b>	<b>(321,144)</b>
<b>Other comprehensive income:</b>				
<i>Items that will not be reclassified to profit or loss:</i>				
Remeasurements of post-employment benefit obligations	25(v)	(88,118)	(3,415)	83
Deferred tax on remeasurements of post-employment benefit obligations	21(a)(i)	4,235	171	(4)
<b>Other comprehensive (loss)/income for the year, net of tax</b>		<b>(83,883)</b>	<b>(3,244)</b>	<b>79</b>
<b>Total comprehensive income/(loss) for the year</b>		<b>717,793</b>	<b>(496,558)</b>	<b>(321,065)</b>

Approved by the Board of Directors on 26 March 2024 and signed on its behalf by:

  
Osman Mahmud Badar  
Director

  
Loïc Chubbet-Vergé  
Chief Executive Officer and  
Director

  
Deenaraj Sooben  
Director

The notes on pages 52 to 113 form an integral part of these financial statements.  
Auditors' report on pages 43 to 47.

## Warwyck Private Bank Ltd

## Statement of changes in equity for the year ended 31 December

	Notes	Stated capital USD	Statutory reserve USD	Retained earnings USD	Total equity USD
<b>At 01 January 2023</b>		<b>13,200,000</b>	<b>2,092,389</b>	<b>87,506</b>	<b>15,379,895</b>
Profit for the year		-	-	801,676	801,676
Other comprehensive loss		-	-	(83,883)	(83,883)
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>-</b>	<b>717,793</b>	<b>717,793</b>
Transfer to statutory reserve	18	-	120,251	(120,251)	-
<b>At 31 December 2023</b>		<b>13,200,000</b>	<b>2,212,640</b>	<b>685,048</b>	<b>16,097,688</b>
<b>At 01 January 2022</b>		<b>13,200,000</b>	<b>2,092,389</b>	<b>584,064</b>	<b>15,876,453</b>
Loss for the year		-	-	(493,314)	(493,314)
Other comprehensive income		-	-	(3,244)	(3,244)
<b>Total comprehensive loss for the year</b>		<b>-</b>	<b>-</b>	<b>(496,558)</b>	<b>(496,558)</b>
<b>At 31 December 2022</b>		<b>13,200,000</b>	<b>2,092,389</b>	<b>87,506</b>	<b>15,379,895</b>
<b>At 01 January 2021</b>		<b>13,200,000</b>	<b>2,092,389</b>	<b>905,129</b>	<b>16,197,518</b>
Loss for the year		-	-	(321,144)	(321,144)
Other comprehensive income		-	-	79	79
<b>Total comprehensive loss for the year</b>		<b>-</b>	<b>-</b>	<b>(321,065)</b>	<b>(321,065)</b>
<b>At 31 December 2021</b>		<b>13,200,000</b>	<b>2,092,389</b>	<b>584,064</b>	<b>15,876,453</b>

The notes on pages 52 to 113 form an integral part of these financial statements.  
Auditors' report on pages 43 to 47.

## Warwyck Private Bank Ltd

## Statement of cash flows for the year ended 31 December

	Notes	2023 USD	2022 USD	2021 USD
<b>Cash flows from operating activities</b>				
Profit/(loss) before tax		862,120	(515,346)	(338,408)
<b>Adjustments for:</b>				
Depreciation of property, plant and equipment	8(a)	195,801	238,220	370,058
Depreciation of right of use assets	8(b)	5,564	59,995	62,708
Amortisation of intangible assets	9	197,835	135,755	209,385
Net loss on sale of property, plant and equipment		9,146	-	9,771
Net gains on disposal of investment in securities	12	(83,392)	-	-
Fair value (gains) / losses on investment	12	(460,099)	-	-
Interest expense		431,571	76,033	114,054
Interest expense on lease liabilities	8(c)	50	3,050	5,997
Interest on treasury bills	22	(2,842)	-	-
Other interest income	22	(2,588,722)	(1,157,226)	(937,819)
Provision for retirement benefit obligations	25	(24,997)	12,838	552
Total adjustments		(2,320,085)	(631,335)	(165,294)
<b>Changes in operating assets and liabilities</b>				
Decrease/(increase) in placement with an overseas bank		330,942	(1,059,737)	1,644,040
Decrease/(Increase) in loans and advances		1,981,612	22,661,338	(8,610,485)
Decrease in other assets		519,610	1,941,765	12,311,843
Increase/(decrease) in deposits from customers		114,421,991	(26,646,209)	(26,259,340)
Increase/(decrease) in other liabilities		12,702	24,245	(172,379)
Interest paid		(306,583)	(85,783)	(111,815)
Interest received		2,505,248	1,229,388	866,899
Tax refund	21 (a) (ii)	-	7,800	-
<b>Net cash generated from/(used in) operating activities</b>		<b>118,007,557</b>	<b>(3,073,874)</b>	<b>(20,834,939)</b>
<b>Cash flows from investing activities</b>				
Acquisition of property, plant and equipment	8(a)	(29,600)	(151,381)	(69,330)
Investment in securities	12	(88,629,200)	-	-
Investment in treasury bills	12	(7,372,121)	-	-
Derivative financial instruments		-	(16,514)	18,155
Proceeds from disposal of securities	12	14,403,838	-	-
Proceeds from disposal of property, plant and equipment		47,873	-	30,644
<b>Net cash used in investing activities</b>		<b>(81,579,210)</b>	<b>(167,895)</b>	<b>(20,531)</b>
<b>Cash flows from financing activities</b>				
Principal paid on lease liabilities	8(c)	(5,999)	(60,482)	(61,156)
Interest paid on lease liabilities	8(c)	(50)	(3,050)	(5,997)
<b>Net cash used in financing activities</b>		<b>(6,049)</b>	<b>(63,532)</b>	<b>(67,153)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>36,422,298</b>	<b>(3,305,301)</b>	<b>(20,922,623)</b>
Cash and cash equivalents at the beginning of the year		29,312,931	32,618,232	53,540,855
<b>Cash and cash equivalents at the end of the year</b>	26	<b>65,735,229</b>	<b>29,312,931</b>	<b>32,618,232</b>

The notes on pages 52 to 113 form an integral part of these financial statements.

Auditors' report on pages 43 to 47.

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

### 1. General information

Warwyck Private Bank Ltd, the "Bank", was incorporated in the Republic of Mauritius under the Mauritius Companies Act 2001 on 10 December 2013 as a private company limited by shares. The Bank's registered office is Warwyck House, Nalletamby Road, Phoenix 73538, Republic of Mauritius.

The Bank holds a Banking Licence issued by the Bank of Mauritius on 25 April 2014 and it started its operations on 23 June 2014. The Bank also holds an Investment Adviser (Unrestricted) Licence, a Custodian Licence and a Custodian (Non-OS) Licence issued by the Financial Services Commission.

On 27 October 2023, the Bank obtained the Class "R" Virtual Asset Custodian Licence under the Virtual Asset and Initial Token Offering Services Act 2021, but had not started its trading activities as at reporting date.

The principal activity of the Bank is to provide private banking services.

These financial statements will be submitted for consideration and approval at the forthcoming Annual Meeting of the Shareholder of the Bank.

### 2. Material Accounting Policies

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

#### 2.1 Basis of preparation

The financial statements of the Bank have been prepared in accordance with International Financial Reporting Standards (IFRS) and in compliance with the Mauritius Companies Act 2001, the Banking Act 2004 and regulations and guidelines issued by the Bank of Mauritius, in so far as the operations of the Bank are concerned.

These financial statements are that of an individual entity. The financial statements are presented in United States Dollar (USD) and all values are rounded to the nearest USD, except when otherwise indicated.

The financial statements are prepared under the historical cost convention except that:

- (i) Certain financial assets and liabilities including investment in securities and;
- (ii) Defined benefit pension plans – measured at fair value.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Bank's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are material to the financial statements, are disclosed in Note 3.

#### New and amended standards adopted by the Bank

The Bank has applied the following amendments for the first time for their annual reporting period commencing 1 January 2023:

- IAS 1 Presentation of Financial Statements - Amendments regarding the disclosure of accounting policies;
- IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors - Amendments regarding the definition of accounting estimates;
- IAS 12 Income taxes - Amendments regarding deferred tax on leases and decommissioning obligations;
- IAS 12 Income taxes - Amendments to provide a temporary exception to the requirements regarding deferred tax assets and liabilities related to pillar two income taxes.

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

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

### 2. Material Accounting Policies (Cont'd)

#### 2.1 Basis of preparation (Cont'd)

##### New standards and interpretations not yet adopted

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

- IAS 1 Presentation of Financial Statements - Amendments regarding the classification of liabilities (Annual periods beginning on or after 1 January 2024);
- IAS 1 Presentation of Financial Statements - Amendment to defer the effective date of the January 2020 amendments (Annual periods beginning on or after 1 January 2024);
- IAS 1 Presentation of Financial Statements - Amendments regarding the classification of debt with covenants (Annual periods beginning on or after 1 January 2024);
- IAS 7 Statement of cash flows - Amendments regarding supplier finance arrangements (Annual periods beginning on or after effective 01 January 2024);
- IFRS 7 Financial Instruments Disclosure - Amendments regarding supplier finance arrangements (Annual periods beginning on or after 01 January 2024);
- IFRS 16 Leases - Amendments to clarify how a seller-lessee subsequently measures sale and leaseback transactions (Annual periods beginning on or after 01 January 2024);
- IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information (Annual periods beginning on or after 1 January 2024); and
- IFRS S2 Climate-related Disclosures (Annual periods beginning on or after 1 January 2024).

Where relevant, the Bank is still evaluating the effect of these Standards, Amendments to published Standards and Interpretations issued but not yet effective, on the presentation of its financial statements.

#### 2.2 Cash and cash equivalents

Cash and cash equivalents include notes and coins on hand, unrestricted balances held with central banks and highly liquid financial assets with original maturities of three months or less from the acquisition date that are subject to an insignificant risk of changes in their fair value, and are used by the Bank in the management of its short-term commitments.

Cash and cash equivalents are carried at amortised cost in the statement of financial position.

#### 2.3 Financial instruments

##### Recognition, initial measurement and derecognition

Financial assets and liabilities are recognised when the Bank becomes party to the contractual provisions of the financial instruments and are measured initially at fair value adjusted by transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities are measured as described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

### 2. Material Accounting Policies (Cont'd)

#### 2.3 Financial instruments (Cont'd)

##### Classification and subsequent measurement of financial assets

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost;
- fair value through profit or loss (FVTPL);
- fair value through other comprehensive income (FVOCI).

The Bank does not have any financial assets categorised as FVOCI. The classification is determined by both:

- the Bank's business model for managing the financial asset; and
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within interest income, interest expense or other financial items.

##### *Financial assets at amortised cost*

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest.

They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently measured at amortised cost using the effective interest method, less provision for impairment. The Bank's cash and cash equivalents, placements with other banks, loans and advances, investment in securities and other assets designated as financial assets fall into this category of financial instruments.

##### *Financial assets at fair value through profit or loss*

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit or loss. Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The Bank's investment in securities and derivative financial assets are measured at fair value through profit or loss. The Bank's derivative financial instrument falls within this category.

##### Classification and subsequent measurement of financial liabilities

The Bank's financial liabilities include deposits from customers, other liabilities and lease liabilities.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transactions costs unless the Bank designed a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designed at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included with interest income and interest expense.

**2. Material Accounting Policies (Cont'd)****2.3 Financial Instruments (Cont'd)****Derivative financial instruments**

Derivative financial instruments include foreign exchange forward, spot and swap contracts. These are initially recognised at fair value on the date a derivative contract is entered into and subsequently measured at their fair value through profit or loss. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative. Transaction costs are charged immediately to the statement of profit or loss.

The Bank's derivative transactions, while providing effective economic hedges under the Bank's risk management policies, do not qualify for hedge accounting under the specific rules of IFRS 9 and are therefore treated as derivatives held for trading with fair value gains and losses reported in the statement of profit or loss.

**Interest rate benchmark reform**

If the basis for determining the contractual cash flows of a financial asset or financial liability measured at amortised cost changes as a result of interest rate benchmark reform, then the Bank updates the effective interest rate of the financial asset or financial liability to reflect the change that is required by the reform. A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if the following conditions are met:

- the change is necessary as a direct consequence of the reform; and
- the new basis for determining the contractual cash flows is economically equivalent to the previous basis – i.e. the basis immediately before the change.

If changes are made to a financial asset or financial liability in addition to changes to the basis for determining the contractual cash flows required by interest rate benchmark reform, then the Bank first updates the effective interest rate of the financial asset or financial liability to reflect the change that is required by interest rate benchmark reform. After that, the Bank applies the policies on accounting for modifications set out above to the additional changes.

**Impairment of financial assets**

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. For the Bank, instruments within the scope of the new requirements included cash and cash equivalents, placements with other banks, investment in securities, loans and advances and most of its other assets (including receivables from related parties) and financial assets at amortised costs.

Recognition of credit losses is no longer dependent on the Bank's first identifying a credit loss event. Instead, the Bank considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this approach, a distinction is made between:

- Financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ("Stage 1");
- Financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ("Stage 2"); and
- "Stage 3" would cover financial assets that have objective evidence of impairment at the reporting date.

"12-month expected credit losses" are recognised for the first category while "lifetime expected credit losses" are recognised for the second and third categories.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.



## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

### 2. Material Accounting Policies (Cont'd)

#### 2.4 Provision for impairment losses

(i) Specific provisions are made on impaired advances and are calculated as the shortfall between the carrying amounts of the advances and their recoverable amounts. The recoverable amount is the present value of expected future cash flows discounted at the prevailing effective interest rate of the advance. The Bank follows the guidance of the Bank of Mauritius Guideline on Credit Impairment Measurement and Income Recognition (the "Guideline") issued in November 2004 and lastly revised in June 2019 to classify a credit facility as an impaired asset and determine the adequacy of specific allowances.

For the year ended 31 December 2021, the Guideline on Credit Impairment Measurement and Income Recognition was put on hold by the Bank of Mauritius. Consequently, the Bank applied solely IFRS 9.

As at 31 December 2023, the Guideline on Credit Impairment Measurement and Income Recognition was still on hold by the Bank of Mauritius.

(ii) A write off is made when all or part of a loan is deemed uncollectible. Write-offs are charged against loans and advances and subsequent recoveries, in part or in full of amounts previously written-off, are credited to "Bad debts recovered" in the statement of profit or loss and other comprehensive income.

(iii) In compliance with the Bank of Mauritius Guideline on Credit Impairment Measurement and Income Recognition, when a borrower misses a contractual instalment on interest or principal, his loan is designated for an assessment of the degree of impairment and this assessment must be completed within 60 days of the first indication of impairment.

#### 2.5 Offsetting financial instruments

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 Property, plant and equipment

##### Land and buildings

Freehold land and buildings are initially recognised at acquisition cost or manufacturing cost, including any costs directly attributable to bringing the assets to the location and condition necessary for them to be capable of operating in the manner intended by the Bank's management. Freehold building is subsequently measured using the cost model that is cost less subsequent depreciation and impairment losses.

As no finite useful life for land can be determined, related carrying amounts are not depreciated.

##### Other property, plant and equipment

Other property, plant and equipment are initially recognised at acquisition cost, including any costs directly attributable to bringing the assets to the location and condition necessary for them to be capable of operating in the manner intended by the Bank's management. Property, plant and equipment are subsequently measured using the cost model that is cost less subsequent depreciation and impairment losses.

Depreciation is calculated on the straight-line method to allocate the cost of each asset to their residual values over their estimated useful lives as follows:

Office equipment	- 20%
Computer equipment	- 25%
Furniture and fittings	- 20%
Motor vehicles	- 20%
Buildings	- 2%

**Warwyck Private Bank Ltd**

Notes to the financial statements  
For the year ended 31 December 2023

**2. Material Accounting Policies (Cont'd)**

**2.6 Property, plant and equipment (Cont'd)**

**Other property, plant and equipment (Cont'd)**

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount. Gains and losses on disposals of property, plant and equipment are determined by reference to their carrying amount and are taken into account in determining operating profit. On disposal of an asset, the difference between the carrying value of the asset and sale consideration is taken to the statement of profit or loss and other comprehensive income.

The assets' residual values, useful lives and methods of depreciation are reviewed and adjusted prospectively, if appropriate, at each reporting date. Repairs and maintenance costs are expensed as incurred.

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

Gains and losses on disposals of property, plant and equipment are determined by comparing proceeds with carrying amount and are included in profit or loss.

**2.7 Interest income and expense**

**(i) Effective interest rate**

Interest income and expense are recognised in the statement of profit or loss and other comprehensive income for all interest-bearing instruments using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

When calculating the effective interest rate for financial instruments other than purchased or originated credit-impaired assets, the Bank estimates future cash flows considering all contractual terms of the financial instrument, but not ECL. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated using estimated future cash flows including ECL.

The calculation of the effective interest rate includes transaction costs and fees and points paid or received 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 asset or financial liability.

**ii) Amortised cost and gross carrying amount**

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

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 2. Material Accounting Policies (Cont'd)

## 2.7 Interest income and expense (cont'd)

## ii) Calculation of interest income and expense

The effective interest rate of a financial asset or financial liability is calculated on initial recognition of a financial asset or a financial liability. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. The effective interest rate is revised as a result of periodic re-estimation of cash flows of floating-rate instruments to reflect movements in market rates of interest. The effective interest rate is also revised for fair value hedge adjustments at the date on which amortisation of the hedge adjustment begins.

However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

For financial assets that were credit-impaired on initial recognition, interest income is calculated by applying the credit-adjusted effective interest rate to the amortised cost of the asset. The calculation of interest income does not revert to a gross basis, even if the credit risk of the asset improves.

## 2.8 Fee and commission

- Fee and commission income and expense that are integral to the effective interest rate on a financial asset or financial liability are included in the effective interest rate.
- Other fee and commission income – including account servicing fees, card fees, investment advisory fees and forex options is recognised as the related services are performed.
- Other fee and commission expenses relate mainly to transaction and service fees, which are expensed as the services are received.

## 2.9 Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Bank recognises revenue when it transfers control over a product or service to a customer. The following table depicts the various sources of revenue from contracts with customers:

Services	Nature and timing of satisfaction of performance obligations, including significant payment terms	Revenue recognition policies under IFRS 15
Investment advisory fees - PCC	The Bank provides investment advisory services to various cells of Warwyck PCC. Fees are recognised on a monthly basis and are charged to clients on a quarterly basis based on the net asset value (NAV) of each cell.	Revenue from investment advisory fees is recognised over time as the services are provided.
Account Service Fees	Fees for ongoing account management are charged to the customer's account on a monthly basis.	Revenue from account service fees is recognised over time as the services are provided.
FX Option Income / Structured products	The Bank acts as an arranger for FX option products. The Bank receives an option premium from the client, and in turn enters into back-to-back FX option contracts a net commission is recognised.	The revenue from FX options are recognised at a point in time, i.e., when the transaction takes place.
Commission on Card	All fees related to credit and prepaid cards, including Card annual fee, Cash withdrawal fee, Card interchange fee, Prepaid card loading fee, Courier charges involved in sending the card and pin to client among others.	The revenue from commission on cards are recognised at a point in time, i.e., when the transaction takes place.

Dividend income is recognised when the right to receive payment is established.

Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

2. Material Accounting Policies (Cont'd)

2.10 Foreign currencies

(a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Bank operates (the functional currency). The financial statements are presented in United States dollar (USD), which is also the Bank's functional and presentation currency.

(b) Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency of the Bank, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items denominated in foreign currency at year-end exchange rates are recognised in the statement of profit or loss.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

Assets and liabilities have been translated into USD at the closing rate at the reporting date. Income and expenses have been translated into USD at rates prevailing on the date of transaction over the reporting period.

The exchange rates used to convert the Bank's foreign transactions into USD at reporting date were as follows:

	Currency pair	2023	2022	2021
Euro	EUR/USD	1.1078	1.0659	1.1320
Mauritian Rupee	USD/MUR	44.2733	44.0400	43.8001
Great Britain Pound Sterling	GBP/USD	1.2737	1.2055	1.3503
South African Rand	USD/ZAR	18.5216	16.9814	15.9239

2.11 Income taxes

The tax credit/(expense) for the year comprises of current tax and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

(a) Current tax

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

(b) Deferred tax

Deferred income taxes are calculated using the liability method on temporary differences arising between the carrying amounts of assets and liabilities and their tax bases.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income, based on the Bank's forecast of future operating results which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. Deferred tax liabilities are always provided for in full.

**Warwyck Private Bank Ltd**

Notes to the financial statements  
For the year ended 31 December 2023

**2. Material Accounting Policies (Cont'd)**

**2.11. Income taxes (Cont'd)**

**(b) Deferred tax (Cont'd)**

Deferred tax assets and liabilities are offset only when the Bank has a right and intention to set off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in the statement of profit or loss and other comprehensive income, except where they relate to items that are recognised in other comprehensive income or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

**(c) Special Levy**

Special levy on banks was amended under the Finance Act 2018 and 2019 and is now governed under the VAT Act. Every bank shall in every year be liable to pay a special levy calculated at 5.5% where leviable income is less than or equal to MUR 1.2bn or at 4.5% where leviable income is greater than MUR 1.2bn. Leviable income applies to banking transactions of Segment A and is defined as the sum of net interest income and other income before deduction of expenses as per VAT act.

**Corporate Social responsibility**

The Corporate Social Responsibility ("CSR") was legislated by the Government of Mauritius in July 2009. In terms of the legislation, the Bank is required to allocate 2% of its chargeable income under Segment A ("Resident") of the preceding financial year to Government-approved CSR projects. Where the amount paid out of the CSR fund is less than the amount provided under the fund, the difference shall be remitted to the Mauritius Revenue Authority at the time of submission of the income tax return on the year under review.

The Bank is liable to tax at the rate of 5% on the first MUR 1.5 bn of its chargeable income and at the rate of 15% above the MUR 1.5 bn.

**2.12 Retirement benefit obligations**

**Pension and retirement scheme**

The Bank contributes to a defined contribution plan for its employees, whereby it pays contributions to a privately administered pension insurance plan. Once the contributions have been paid, the Bank has no further payment obligations. The regular contributions constitute net periodic costs for the year in which they are due and are included in personnel expenses.

The retirement benefits in respect of employment legislation are recognised when disbursed.

**State plan**

Contributions to the contribution sociale généralisée (CSG) are expensed to the statement of profit or loss and other comprehensive income in the period in which they fall due.

**Short-term employee benefits**

Short-term employee benefits are included in personnel expenses.

**Gratuity on retirement**

For employees who are not covered (or who are insufficiently covered by the above pension plans), the present value of the gratuity on retirement payable under the Worker's Rights Act 2019 is calculated and assessed by a qualified actuary. The obligations arising under this item are not funded.

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

### 2. Material Accounting Policies (Cont'd)

#### 2.13 Provisions

Provisions are recognized when the Bank has a present legal or constructive obligation as a result of past events, it is probable that an outflow of economic resources will be required to settle the obligation, and the amount can be estimated reliably.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risk and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

#### 2.14 Leases

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

The Bank accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

- There is an identified asset;
- The Bank obtains substantially all the economic benefits from use of the asset; and
- The Bank has the right to direct use of the asset.

The Bank considers whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease.

In determining whether the Bank obtains substantially all the economic benefits from use of the asset, the Bank considers only the economic benefits that arise use of the asset, not those incidentals to legal ownership or other potential benefits.

In determining whether the Bank has the right to direct use of the asset, the Bank considers whether it directs how and for what purpose the asset is used throughout the period of use. If there are no significant decisions to be made because they are pre-determined due to the nature of the asset, the Bank considers whether it was involved in the design of the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the Bank applies other applicable IFRSs rather than IFRS 16.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate varying from 4% to 5.5% determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Bank's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- Amounts expected to be payable under any residual value guarantee;
- The exercise price of any purchase option granted in favour of the Bank if it is reasonably certain to assess that option;
- Any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

### 2 Material Accounting Policies (Cont'd)

#### 2.14 Leases (Cont'd)

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- Lease payments made at or before commencement of the lease;
- Initial direct costs incurred; and
- The amount of any provision recognised where the Bank is contractually required to dismantle, remove or restore the leased asset (typically leasehold dilapidations).

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Bank revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

#### 2.15 Intangible assets

Software acquired by the Bank is measured at cost less accumulated amortisation and any accumulated impairment losses.

Expenditure on internally developed software is recognised as an asset when the Company is able to demonstrate its intention and ability to complete the development and use the software in a manner that will generate future economic benefits, and can reliably measure the costs to complete the development. The capitalised costs of internally developed software include all costs directly attributable to developing the software and capitalised borrowing costs, and are amortised over its useful life. Internally developed software is stated at capitalised cost less accumulated amortisation and impairment.

Software is amortised on a straight-line basis in profit or loss over its estimated useful life, from the date on which it is available for use. The estimated useful life of software is four to six years. The estimated useful lives for the intangible assets is as follows:

Software	16.67% - 20%
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Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Subsequent expenditure on software assets is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is expensed as incurred in the statement of profit or loss.

#### 2.16 Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Any impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

### 2 Material Accounting Policies (Cont'd)

#### 2.17 Stated capital and reserves

Ordinary shares are classified as equity. Incremental cost directly attributable to the issue of new shares or options are shown in equity as deduction, net of tax, from proceeds.

Retained earnings include current and prior years' results as disclosed in the statement of profit or loss and other comprehensive income.

Dividend payment to the shareholder is deducted from retained earnings when the dividend has been approved by the Board before the reporting date.

Statutory reserve represents non-distributable reserves which is 15% of the profit after tax transferred from retained earnings in accordance with relevant local banking legislations. This reserve is not distributable.

#### 2.18 Other expenses

Other expenses are recognised in the statement of profit or loss upon utilisation of the service or at the date of their origin.

#### 2.19 Segment reporting

A segment is a distinguishable component of the Bank that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to the risks and rewards that are different from those of other segments. Segment income, segment expenses and segment performance include transfers between business segments and between geographical segments.

The Bank prepares its financial statements in line with the requirements of the Bank of Mauritius guideline on 'Segmental Reporting under a Single Banking Licence Regime' which sets out the essential components of Segment A and Segment B.

##### Segment B

Segment B activity essentially relates to the provision of international financial services that give rise to 'foreign source income'. Such services may be fund based and/ or non-fund based. Segment B asset will generally consist of placements with and advances to foreign resident companies, institutions as well as individuals including stocks and debt instruments and claims on non-residents and/ or entities holding Global Business Licence ('GBLs'). Segment B liabilities will normally arise from deposits, borrowings, funds deposited by non-residents and GBLs.

##### Segment A

Segment A activity relates to all banking business other than Segment B activity. The financial services provided under Segment A may be fund and/or non-fund based. Segment A business will essentially consist of transactions with residents of Mauritius, both on the liability side and asset side.

As at 31 December 2023, segment A represented 17.74% as disclosed in note 31.

For the years ended 31 December 2022 and 31 December 2021, the transactions relating to segment A were not significant.



## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

### 2. Material Accounting Policies (Cont'd)

#### 2.20 Guarantees

In the normal course of business, the Bank issues various forms of guarantees to support its customers. These guarantees are kept off-balance sheet unless a provision is needed to cover probable losses.

#### 2.21 Off-balance sheet arrangements

In the normal course of business, the Bank enters into arrangements that, under IFRS, are not recognised on the statement of the financial position and do not affect the statement of profit or loss and other comprehensive income. These types of arrangements are kept off-balance sheet as long as the Bank does not incur an obligation from them or become entitled to an asset itself. As soon as an obligation is incurred, it is recognised on the statement of financial position, with the resulting gain or loss recorded in the statement of profit or loss and other comprehensive income.

### 3. Material management judgement in applying accounting policies and estimation uncertainty

When preparing the financial statements, management makes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

#### Material management judgements

The following are the judgements made by management in applying the accounting policies of the Bank that have the most material effect on the financial statements.

##### *Determination of functional currency*

The determination of the functional currency of the Bank is critical since recording of transactions and exchange differences arising therefrom are dependent on the functional currency selected. The directors have considered those factors and have determined that the functional currency of the Bank is the USD.

##### *Intangible assets*

Management uses its judgement when determining whether the recognition requirements for the capitalisation of intangible assets are met. After capitalisation, management monitors whether the recognition requirements continue to be met and whether there are indicators that these assets may be impaired.

##### *Recognition of deferred tax assets*

The extent to which deferred tax asset can be recognised is based on an assessment of the probability of the Bank's future taxable income will be available against which the deductible temporary differences and tax loss carry forwards can be utilised.

##### *Segment reporting*

The Bank has prepared financial statements in line with requirements of the Bank of Mauritius Guideline on 'Segment Reporting under a Single Banking Licence Regime' which requires that segment information should be provided for Segment A and Segment B banking business (Note 2.19). The directors have determined that the revenues and expenses are mostly attributable to Segment B.

**3. Material management judgement in applying accounting policies and estimation uncertainty (Cont'd)****Estimation uncertainty**

Estimates and judgements are continuously evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Bank makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

*Pension benefits*

The present value of the pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/(income) for pensions include the discount rate, expected salary increase rate and withdrawal rate. Any changes in these assumptions will impact the carrying amount of pension obligations.

The Bank determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Bank considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension obligation.

Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in Note 25.

*Asset lives and residual values*

Property, plant and equipment are depreciated over its useful life taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In reassessing asset lives, factors such as technological innovation and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values. Consideration is also given to the extent of current profits and losses on the disposal of similar assets.

*Depreciation policies*

Property, plant and equipment are depreciated to their residual values over their estimated useful lives. The residual value of an asset is the estimated net amount that the Bank would currently obtain from disposal of the asset, if the asset was already of the age and in condition expected at the end of its useful life.

The directors therefore make estimates based on historical experience and use best judgement to assess the useful lives of assets and to forecast the expected residual values of the assets at the end of their expected useful lives.

*Limitation of sensitivity analysis*

Sensitivity analysis as disclosed in note 4.1 in respect of market risk demonstrates the effect of a change in a key assumption while other assumptions remain unchanged. In reality, there is a correlation between the assumptions and other factors. It should also be noted that these sensitivities are non-linear and larger or smaller impacts should not be interpolated or extrapolated from these results.

Sensitivity analysis does not take into consideration that the Bank's assets and liabilities are managed. Other limitations include the use of hypothetical market movements to demonstrate potential risk that only represent the Bank's view of possible near-term market changes that cannot be predicted with any certainty.

**Warwyck Private Bank Ltd**

Notes to the financial statements  
For the year ended 31 December 2023

**3. Material management judgement in applying accounting policies and estimation uncertainty (Cont'd)**

*Measurement of the expected credit loss allowance*

The measurement of the expected credit loss allowance for financial assets measured at amortised cost is an area that requires the use of complex models and material assumptions about future economic conditions and credit behaviour (e.g. the likelihood of customers defaulting and the resulting losses). Explanation of inputs, assumptions, and estimation techniques used in measuring Expected Credit Losses ('ECL') is further detailed in Note 4.2.2, which also sets out key sensitivities of the ECL to changes in these elements.

A number of material judgements are also required in applying the accounting requirements for measuring ECL, such as:

- a. Determining criteria for material increase in credit risk; and
- b. Choosing appropriate models and assumptions for the measurement of ECL.

Detailed information about the inputs, assumptions and estimation techniques used by the Bank in the above areas is set out in Note 4.2.2.3.

*Specific allowance for credit impairment*

The calculation of specific allowance for credit impairment requires management to estimate the recoverable amount of each impaired asset, being the present value of expected cash flows, including amount recoverable from guarantees and collaterals, discounted at the prevailing effective interest rate of the loans. As at 31 December 2023, no specific allowance was made (2022: nil and 2021:nil).

*General allowance for credit impairment*

The general allowance for credit impairment is estimated based upon historical patterns of losses in each component of the portfolio of loans and advances as well as management estimate of the impact of current economic and other relevant conditions on the recoverability of the loans and advances portfolio.

**Going concern without material uncertainties**

By virtue of its strategic plan and initiatives set for 2024, the Bank aims to:

- (i) further expand on its current product offering, namely Lombard loan,
- (ii) develop new products and services, including but not limited to structured products,
- (iii) enhance its interactions with its existing clients in a bid to increase their banking activity,
- (iv) at all times, maintain high quality service and customer satisfaction, and
- (v) ongoing monitoring to contain costs generally.

The Liquidity coverage ratio (LCR) of the Bank stood at 291% (2022: 219% and 2021: 136%) well above the regulatory limit of 100% as stated in Note 4.4. Similarly, the Bank has maintained its Capital adequacy ratio (CAR) at 26.98% (2022: 38.82% and 2021: 34.69%) well above the regulatory limit of 12.50% as stated in Note 5 for the financial year 2023.

Based on the above, the Bank's ability to operate as going concern is not jeopardised.

## Warvyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 4. Financial instrument risk

## Risk management objectives and policies

The Bank's financial assets and liabilities by category are summarised in the table below:

	2023	2022	2021
	USD	USD	USD
<b>Financial assets</b>			
<i>At fair value through profit or loss:</i>			
Money market placement (included in investment in securities)	74,768,853	-	-
<i>At amortised cost:</i>			
Placements with other banks	1,606,720	1,870,955	809,867
Cash and cash equivalents	65,735,229	29,312,931	32,618,232
Loans and advances	20,160,840	22,125,685.00	44,860,536.00
Treasury bills	7,374,963	-	-
Other assets*	3,797,178	6,919,184	9,846,693
	<b>173,443,783</b>	<b>60,228,755</b>	<b>88,135,328</b>
<b>Financial liabilities</b>			
<i>At fair value through profit or loss:</i>			
Derivative financial liabilities	-	-	16,514
<i>At amortised cost:</i>			
Deposits from customers	165,258,351	50,711,372	77,364,281
Other liabilities	374,233	392,690	368,445
Lease liabilities	-	5,999	101,067
	<b>165,632,584</b>	<b>51,110,061</b>	<b>77,850,307</b>

\*Other assets considered as financial assets exclude prepayments and cash reserve requirements

\*Other liabilities considered as financial liabilities exclude statutory deductions.

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

The Bank's risk management policies are designed to identify and analyse these risks, to set appropriate risk limits and controls, and to monitor the risks and adherence to limits by means of reliable and up-to-date information systems. The Bank regularly reviews its risk management policies and systems to reflect changes in markets, products and emerging best practice.

The Bank's risk management is coordinated by management in close cooperation with the Board of Directors and committees set by the Board, and focuses on actively securing the Bank's short to medium-term cash flows by minimising the exposure to financial markets.

Risk management is carried out by the Risk Management Committee under policies approved by the Board of Directors. The Risk Management Committee identifies, evaluates and hedges financial risks in close co-operation with the Bank's operating units. In addition, internal audit is responsible for the independent review of risk management and the control environment. The main types of risks faced by the Bank are market risk, credit risk, liquidity risk and operational risks. Market risk includes currency risk, interest rate risk and price risks.

Warwyck Private Bank Ltd

Notes to the financial statements

For the year ended 31 December 2023

#### 4. Financial instrument risk (Cont'd)

##### Risk management objectives and policies (Cont'd)

###### 4.1 Market risk analysis

Market risk is the risk of loss resulting from adverse movements in the value of financial instruments. It encompasses exposure to interest rates, foreign exchange rates and equity price risks. Sound market risk management practices include the measurement and monitoring of market risk as well as the communication and enforcement of risk limits throughout the Bank's trading businesses.

Market risk is monitored consistently by the Chief Risk Officer and the treasury department and reported to the Bank's Risk Management Committee. Movements of major currencies, trends and forecasts are analysed in the Risk Management Committee. Matching of the Bank's Assets and Liabilities is closely monitored by using gap analysis. Limits and authorisation/approval levels are set in the Bank's Liquidity, Interest Rate and Foreign Exchange Risk Policy. Procedures are strictly followed and adhered to.

###### 4.1.1 Price sensitivity

The sensitivity analyses below have been determined based on the exposure to equity price risks at the reporting date.

If equity prices had been 1% higher/lower:

\* Net profit for the year ended 31 December 2023 increase/decrease by USD 747,686 (2022: nil and 2021:nil) as a result of the changes in price of securities.

###### 4.1.2 Foreign currency sensitivity

Foreign exchange risk is the risk that the Bank's earnings and economic value will be adversely affected with movements in foreign exchange rates. The Bank is exposed to this risk in both the spot and forward foreign exchange markets. Spot foreign exchange risk arises when the total present value of assets in a particular currency does not equal the present value of liabilities in that currency. Forward foreign exchange risk arises when for a given currency, the maturity profile of forward purchases differs from the maturity profile of forward sales.

The Bank monitors its foreign exchange risk exposure based on limits set in the Bank's Foreign Currency Risk Policy. Authorisation limits are clearly indicated in this policy. Foreign exchange exposures are reported to the Bank of Mauritius as per the guidelines. The Risk Management Committee is the main forum in which foreign exchange and treasury matters are discussed and analysed.

The Bank also enters into back-to-back foreign exchange forward contracts with financial institutions to mitigate its foreign exchange exposure on the foreign exchange forward contracts entered with its customers.

The Bank's reporting currency is the United States Dollar (USD) but it has assets and liabilities, income and expenses in other currencies. The following table summarises the Bank's exposure to the foreign exchange rate risk at 31 December 2023, 31 December 2022 and 31 December 2021.

## Warwyk Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 4. Financial instrument risk (Cont'd)

Risk management objectives and policies (Cont'd)

## 4.1 Market risk analysis (Cont'd)

## 4.1.2 Foreign currency sensitivity (Cont'd)

At 31 December 2023	USD	EUR	CHF	MUR USD equivalent	GBP	ZAR	AED	Total
<b>Assets</b>								
Cash and cash equivalents	44,259,835	18,593,646	1,751,196	75,886	1,014,365	29	272	65,735,229
Placements with other banks	1,606,720	-	-	-	-	-	-	1,606,720
Loans and advances	2,458,003	17,662,837	-	-	-	-	-	20,160,840
Investment securities	4,014,571	78,129,245	-	-	-	-	-	82,143,816
Other assets	611,595	3,174,484	-	11,099	-	-	-	3,797,178
<b>Total assets</b>	<b>53,030,724</b>	<b>117,560,212</b>	<b>1,751,196</b>	<b>86,985</b>	<b>1,014,365</b>	<b>29</b>	<b>272</b>	<b>173,443,783</b>
<b>Liabilities</b>								
Deposits from customers	42,623,667	119,854,596	1,757,579	-	1,022,260	2	247	165,258,351
Other liabilities	370,987	1,351	-	2,795	-	-	-	374,233
<b>Total liabilities</b>	<b>42,994,654</b>	<b>119,855,947</b>	<b>1,757,579</b>	<b>2,795</b>	<b>1,022,260</b>	<b>2</b>	<b>247</b>	<b>165,632,584</b>
<b>Net on-balance sheet position</b>	<b>10,036,070</b>	<b>(2,295,735)</b>	<b>(6,383)</b>	<b>84,190</b>	<b>(7,895)</b>	<b>27</b>	<b>75</b>	<b>7,811,199</b>

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 4. Financial instrument risk (Cont'd)

Risk management objectives and policies (Cont'd)

## 4.1. Market risk analysis (Cont'd)

## 4.1.2 Foreign currency sensitivity (Cont'd)

At 31 December 2022	USD	EUR	CHF USD equivalent	MUR	GBP	ZAR	Total
<b>Assets</b>							
Cash and cash equivalents	22,722,289	5,910,844	140,361	32,737	506,680	20	29,312,951
Placements with other banks	-	1,870,955	-	-	-	-	1,870,955
Loans and advances	2,270,821	19,854,863	-	-	-	1	22,125,685
Other assets	3,876,324	3,042,137	-	723	-	-	6,919,184
<b>Total assets</b>	<b>28,869,434</b>	<b>30,678,799</b>	<b>140,361</b>	<b>33,460</b>	<b>506,680</b>	<b>21</b>	<b>60,228,755</b>
<b>Liabilities</b>							
Deposits from customers	19,504,462	30,562,025	140,334	-	504,531	-	50,711,372
Other liabilities	238,260	119,464	-	34,966	-	-	392,690
Lease liabilities	-	-	-	5,999	-	-	5,999
<b>Total liabilities</b>	<b>19,742,742</b>	<b>30,681,489</b>	<b>140,334</b>	<b>40,965</b>	<b>504,531</b>	<b>-</b>	<b>51,110,061</b>
<b>Net on-balance sheet position</b>	<b>9,126,692</b>	<b>(2,690)</b>	<b>27</b>	<b>(7,505)</b>	<b>2,149</b>	<b>21</b>	<b>9,118,694</b>

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 4. Financial instrument risk (Cont'd)

## Risk management objectives and policies (Cont'd)

## 4.1 Market risk analysis (Cont'd)

## 4.1.2 Foreign currency sensitivity (Cont'd)

At 31 December 2021	USD	EUR	CHF USD equivalent	MUR	GBP	ZAR	Total
<b>Assets</b>							
Cash and cash equivalents	6,639,557	24,640,455	124,051	30,834	1,183,261	74	32,618,232
Placements with other banks	-	-	-	-	809,867	-	809,867
Loans and advances	14,581,897	24,579,982	-	-	739,369	4,958,288	44,860,536
Other assets	5,356,278	4,482,380	-	8,035	-	-	9,846,693
<b>Total assets</b>	<b>26,578,732</b>	<b>53,702,817</b>	<b>124,051</b>	<b>38,869</b>	<b>2,732,497</b>	<b>4,958,362</b>	<b>88,135,328</b>
<b>Liabilities</b>							
Derivative financial liabilities	-	-	-	-	-	16,514	16,514
Deposits from customers	20,861,740	53,646,751	123,825	-	2,732,436	29	77,364,281
Other liabilities	161,257	207,188	-	-	-	-	368,445
Lease liabilities	-	-	-	101,067	-	-	101,067
<b>Total liabilities</b>	<b>21,023,997</b>	<b>53,853,439</b>	<b>123,825</b>	<b>101,067</b>	<b>2,732,436</b>	<b>16,543</b>	<b>77,850,307</b>
<b>Net on-balance sheet position</b>	<b>5,555,735</b>	<b>(150,622)</b>	<b>226</b>	<b>(62,198)</b>	<b>61</b>	<b>4,941,819</b>	<b>10,285,021</b>



## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 4. Financial instrument risk (Cont'd)

## Risk management objectives and policies (Cont'd)

## 4.1 Market risk analysis (Cont'd)

## 4.1.2 Foreign currency sensitivity (Cont'd)

The Bank is exposed to foreign exchange risk arising from its currency exposure, primarily with respect to the Euro (EUR), Mauritian Rupee (MUR), Great Britain Pound Sterling (GBP) and South African Rand (ZAR).

The sensitivity of profit and equity in regards to the Bank's financial instruments is subject to changes in the EUR/USD, MUR/USD, GBP/USD and ZAR/USD exchange rates "all other things being equal".

It assumes the following percentage changes in the exchange rates for the years ended 31 December 2023, 31 December 2022 and 31

	% Change		
	2023	2022	2021
EUR	4%	5%	8%
MUR	1%	1%	11%
GBP	6%	11%	1%
ZAR	9%	7%	9%

These percentages have been determined based on the average market volatility in exchange rates in the previous 12 months. The sensitivity analysis is based on the Bank's foreign currency financial instruments held at each reporting date.

If the USD had strengthened by the above percentages, then this would have had the following impact:

	2023		2022		2021	
	Profit USD	Equity USD	Profit USD	Equity USD	Profit USD	Equity USD
EUR	13,091	13,091	425	425	(12,050)	(12,050)
MUR	446	446	(75)	(75)	(6,842)	(6,842)
GBP	(445)	(445)	236	236	1	1
ZAR	2	2	1	1	444,764	444,764

If the USD had weakened by the above percentages, then this would have had the following impact:

	2023		2022		2021	
	Profit USD	Equity USD	Profit USD	Equity USD	Profit USD	Equity USD
EUR	(13,091)	(13,091)	(425)	(425)	12,050	12,050
MUR	(446)	(446)	75	75	6,842	6,842
GBP	445	445	(236)	(236)	(1)	(1)
ZAR	(2)	(2)	(1)	(1)	(444,764)	(444,764)

Warwick Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

4. Financial instrument risk (Cont'd)

Risk management objectives and policies (Cont'd)

4.1 Market risk analysis (Cont'd)

4.1.3 Interest rate sensitivity

The Bank has interest bearing financial assets in the form of loans and advances, investment securities and cash and cash equivalents which are at fixed rates as well as floating rates and has interest bearing financial liabilities in the form of term deposits and borrowings which are also at fixed rates and floating rates. Hence, the Bank is exposed to interest rate risk on these financial assets and liabilities with floating rates.

	2023 USD	2022 USD	2021 USD
Impact on Earnings	339,261	313,221	618,377

Interest sensitivity of assets and liabilities – repricing analysis

31 December 2023	USD	1 - 3 months USD	3 - 6 months USD	6 - 12 months USD	1 - 3 years USD	Over 3 years USD	Non-Maturity USD	Non-interest bearing USD	Total USD
Cash and cash equivalents	41,258,532	-	-	-	-	-	-	24,476,697	65,735,229
Placements with other banks	-	1,606,720	-	-	-	-	-	-	1,606,720
Loans and advances	7,655,789	-	3,104,247	1,218,261	4,931,844	3,321,046	-	-	20,131,187
Investment securities	-	-	3,840,868	3,534,095	-	-	74,768,853	-	82,143,816
Other assets	-	-	-	-	-	-	-	3,630,812	3,630,812
Less allowance for credit impairment	48,914,321	1,606,720	6,945,115	4,762,356	4,931,844	3,321,046	74,768,853	28,307,509	173,447,764
Total assets	48,914,321	1,606,720	6,945,115	4,762,356	4,931,844	3,321,046	74,768,853	28,303,528	173,443,783
Deposits from customers	47,280,383	38,679,631	3,132,822	-	1,356,055	508,453	-	74,303,002	165,758,351
Other liabilities	-	-	-	-	-	-	-	374,233	374,233
Total liabilities	47,280,383	38,679,631	3,132,822	-	1,356,055	508,453	-	74,677,235	165,632,584
Net on-balance sheet interest sensitivity gap	1,633,938	(37,072,911)	3,812,293	4,752,356	3,575,789	2,812,593	74,768,853	(46,471,707)	7,811,199

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 4. Financial instrument risk (Cont'd)

risk management objectives and policies (Cont'd)

## 4.1 Market risk analysis (Cont'd)

## 4.1.3 Interest rate sensitivity (Cont'd)

## Interest rate profiling

31 December 2023	Fixed interest rate		Variable interest rate		Non-bearing interest rate		Total USD
	USD	USD	USD	USD	USD	USD	
Cash and cash equivalents	41,258,532	-	-	24,476,697	-	-	65,735,229
Placements with other banks	1,606,720	-	-	-	-	-	1,606,720
Loans and advances	3,091,212	17,139,975	-	-	-	-	20,231,187
Investment securities	7,374,963	-	321,345	74,768,853	-	-	82,143,816
Other assets	-	-	321,345	3,508,467	-	-	3,830,812
	53,331,427	17,139,975	17,139,975	102,754,017	-	-	173,547,764
	(452)	(452)	(73,022)	(30,507)	-	-	(103,981)
Less allowance for credit impairment	53,330,975	17,388,298	17,388,298	102,723,510	-	-	173,443,781
Total assets	90,957,349	-	-	74,301,002	-	-	165,258,351
Deposits from customers	-	-	-	374,233	-	-	374,233
Other liabilities	90,957,349	-	-	74,675,235	-	-	165,632,584
Total liabilities	(37,626,374)	17,388,298	17,388,298	28,048,275	-	-	7,811,199
Net on-balance sheet interest sensitivity gap							

## Warwick Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 4. Financial instrument risk (Cont'd)

## Risk management objectives and policies (Cont'd)

## 4.1 Market risk analysis (Cont'd)

## 4.1.3 Interest rate sensitivity (Cont'd)

## Interest sensitivity of assets and liabilities – repricing analysis

31 December 2022	Up to 1 month USD	1 - 3 months USD	3 - 6 months USD	6 - 12 months USD	1 - 3 years USD	Over 3 years USD	Non-interest bearing USD	Total USD
Cash and cash equivalents	20,256,164	-	-	-	-	-	9,056,767	29,312,931
Placements with other banks	-	1,336,399	534,556	-	-	-	-	1,870,955
Loans and advances	7,717,633	1,291,401	4,782,789	940,726	1,095,887	6,394,139	-	22,222,575
Other assets	-	-	-	-	-	-	6,237,506	6,237,506
	27,973,797	2,627,800	5,317,345	940,726	1,095,887	6,394,139	15,394,273	60,343,967
Less allowance for credit impairment	-	-	-	-	-	-	(115,210)	(115,210)
<b>Total assets</b>	<b>27,973,797</b>	<b>2,627,800</b>	<b>5,317,345</b>	<b>940,726</b>	<b>1,095,887</b>	<b>6,394,139</b>	<b>15,879,063</b>	<b>60,228,757</b>
Deposits from customers	1,155,941	2,292,653	4,491,465	671,517	1,111,122	598,616	40,286,057	50,711,372
Lease liabilities	-	-	-	-	-	-	5,999	5,999
Other liabilities	-	-	-	-	-	-	392,690	392,690
<b>Total liabilities</b>	<b>1,155,941</b>	<b>2,292,653</b>	<b>4,491,465</b>	<b>671,517</b>	<b>1,111,122</b>	<b>598,616</b>	<b>40,684,746</b>	<b>51,110,051</b>
Net on-balance sheet interest sensitivity gap	26,813,856	335,147	825,879	269,209	(15,235)	5,695,523	(34,805,682)	9,118,696

## Warwick Private Bank Ltd

## Notes to the financial statements

For the year ended 31 December 2023

## 4. Financial instrument risk (Cont'd)

## Risk management objectives and policies (Cont'd)

## 4.1 Market risk analysis (Cont'd)

## 4.1.3 Interest rate sensitivity (Cont'd)

## Interest sensitivity of assets and liabilities – repricing analysis

31 December 2021	Up to 1-month USD	1-3 months USD	3-6 months USD	6-12 months USD	1-3 years USD	Over 3 years USD	Non interest bearing USD	Total USD
Cash and cash equivalents	15,710,607	-	-	-	-	-	16,907,625	32,618,232
Placements with other banks	-	809,867	-	-	-	-	-	809,867
Loans and advances	28,782,564	3,309,579	6,435,217	2,592,824	706,074	3,118,400	-	44,945,658
Other assets	-	-	-	-	-	-	9,869,527	9,869,527
	44,494,171	4,119,446	6,435,217	2,592,824	706,074	3,118,400	26,777,152	88,243,284
Less allowance for credit impairment	-	-	-	-	-	-	(1,079,956)	(1,079,956)
<b>Total assets</b>	<b>44,494,171</b>	<b>4,119,446</b>	<b>6,435,217</b>	<b>2,592,824</b>	<b>706,074</b>	<b>3,118,400</b>	<b>26,669,196</b>	<b>88,135,328</b>
Deposits from customers	-	805,596	4,356,223	-	-	3,113,424	69,089,034	77,364,281
Derivative financial liabilities	-	-	-	-	-	-	16,514	16,514
Other liabilities	-	-	-	-	-	-	368,445	368,445
Lease liabilities	-	-	-	-	-	-	301,067	301,067
<b>Total liabilities</b>	<b>-</b>	<b>805,596</b>	<b>4,356,223</b>	<b>-</b>	<b>-</b>	<b>3,113,424</b>	<b>69,575,064</b>	<b>77,850,307</b>
<b>Net on-balance sheet interest sensitivity gap</b>	<b>44,494,171</b>	<b>3,313,850</b>	<b>2,078,994</b>	<b>2,592,824</b>	<b>706,074</b>	<b>4,976</b>	<b>(42,905,868)</b>	<b>10,285,021</b>

#### 4. Financial instrument risk (Cont'd)

##### Risk management objectives and policies (Cont'd)

#### 4.2 Credit risk analysis

Credit risk is the risk of suffering financial loss, should any of the Bank's customers, clients or market counterparties fail to fulfil their contractual obligations to the Bank. Credit risk arises mainly from loans and advances, and loan commitments arising from such lending activities.

The Bank is also exposed to other credit risks arising from other financial assets such as other assets (as disclosed in note 13), cash and cash equivalents, financial assets at amortised costs and most of its receivables and credit risk off-balance sheet financial instruments, such as guarantees.

Credit risk is the single largest risk for the Bank's business; management therefore carefully manages its exposure to credit risk. The credit risk management and control is performed by a Chief Risk Officer who reports regularly to the Risk Management Committee.

##### 4.2.1 Credit risk measurement

The estimation of credit exposure for risk management purposes is complex and requires the use of models, as the exposure varies with changes in market conditions, expected cash flows and the passage of time. The assessment of credit risk of a portfolio of assets entails further estimations as to the likelihood of defaults occurring, of the associated loss ratios and of default correlations between counterparties. The Bank measures credit risk using Probability of Default (PD), Exposure at Default (EAD) and Loss Given Default (LGD). This is similar to the approach used for the purposes of measuring ECL under IFRS 9.

##### Credit risk grading

The Bank uses internal credit risk grading that reflect its assessment of the probability of default of individual counterparties. The Bank use internal rating models tailored to the various categories of counterparty. Borrower and loan specific information collected at the time of application is fed into this rating model. This is supplemented with external data such as credit bureau scoring information on individual borrowers. In addition, the models enable expert judgement from the Credit Risk Officer to be fed into the final internal credit rating for each exposure. This allows for considerations which may not be captured as part of the other data inputs into the model.

The Bank's internal rating is as follows:

- Low risk – if the loan is in the same currency as the collateral;
- Medium risk – if the loan is in a different currency of the collateral and the loan is portfolio collateralised; and
- High risk – if the loan is not cash collateralised and the loan exceeds 40% of the portfolio collateral.

##### 4.2.2 Expected credit loss measurement

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

- A financial instrument that is not credit-impaired on initial recognition is classified in 'Stage 1' and has its credit risk continuously monitored by the Bank.
- If a significant increase in credit risk ('SICR') since initial recognition is identified, the financial instrument is moved to 'Stage 2' but is not yet deemed to be credit-impaired. Refer to Note 4.2.2.1 for a description of how the Bank determines when a significant increase in credit risk has occurred.
- If the financial instrument is credit-impaired, the financial instrument is then moved to 'Stage 3'. Refer to Note 4.2.2.2 for a description of how the Bank defines credit-impaired and default.
- Financial instruments in Stage 1 have their ECL measured at an amount equal to the ECL that result from default events possible within the next 12 months. Instruments in Stages 2 or 3 have their ECL measured based on expected credit losses on a lifetime basis. Please refer to Note 4.2.2.3 for a description of inputs, assumptions and estimation techniques used in measuring the ECL.
- A pervasive concept in measuring ECL in accordance with IFRS 9 is that it should consider forward looking information.

The key judgements and assumptions adopted by the Bank in addressing the requirements of IFRS 9 are discussed in the following sections.

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

### 4 Financial instrument risk (Cont'd)

#### Risk management objectives and policies (Cont'd)

#### 4.2 Credit risk analysis (Cont'd)

##### 4.2.2 Expected credit loss measurement (Cont'd)

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

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

###### Qualitative criteria

If the borrower meets one or more of the following criteria:

- In short-term forbearance;
- Direct debit cancellation;
- Extension to the terms granted in cases of debit balances;
- Previous arrears within the last 12 months.

The assessment of SICR incorporates forward-looking information and is performed on a quarterly basis at a portfolio level for all financial instruments held by the Bank. The criteria used to identify SICR are monitored and reviewed periodically for appropriateness by the Independent Credit Risk team.

###### Backstop

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

The Bank has not used the low credit risk exemption for any financial instruments, except intercompany loans that have low credit risk. This short cut assumes:

- (i) that the PD for the intercompany loans is that of the lowest investment grade (e.g. BBB- or Baa3, depending on the credit ratings agency used); and
- (ii) the maximum possible loss in the event of default (that is, the loan is fully drawn and no amount is recovered).

##### 4.2.2.2 Definition of default and credit-impaired assets

The Bank defines a financial instrument as default, which is fully aligned with the definition of credit-impaired, when it meets one or more of the following criteria:

###### Quantitative criteria

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

The borrower meets unlikelihood to pay criteria, which indicates that the borrower is in significant financial difficulty. These are instances where:

- The borrower is in long-term forbearance;
- The borrower is deceased;
- The borrower is insolvent;
- The borrower is in breach of financial covenant(s);
- An active market for that financial asset has disappeared because of financial difficulties;
- Concessions have been made by the lender relating to the borrower's financial difficulty;
- It is becoming probable that the borrower will enter bankruptcy;
- Financial assets are purchased or originated at a deep discount that reflects the incurred credit losses.

The above criteria have been applied to all financial instruments held by the Bank and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently to model the PD, EAD and LGD throughout the Bank's expected loss calculations.

An instrument is considered to no longer be in default (i.e. to have cured) when it no longer meets any of the default criteria for a consecutive period of six months. This period of six months has been determined based on an analysis which considers the likelihood of a financial instrument returning to default status after cure using different possible cure definitions.

**4 Financial instrument risk (Cont'd)****Risk management objectives and policies (Cont'd)****4.2 Credit risk analysis (Cont'd)****4.2.2 Expected credit loss measurement (Cont'd)****4.2.2.3 Measuring ECL - Explanation of inputs, assumptions and estimation techniques**

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

- PD represents the likelihood of a borrower defaulting on its financial obligation either over the next 12 months (12M PD), or over the remaining lifetime (Lifetime PD) of the obligation.
- EAD is based on the amounts the Bank expects to be owed at the time of default, over the next 12 months (12M EAD) or over the remaining lifetime (Lifetime EAD).
- LGD represents the Bank's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and seniority of claim and availability of collateral or other credit support. LGD is expressed as a percentage loss per unit of exposure at the time of default (EAD). LGD is calculated on a 12-month or lifetime basis, where 12-month LGD is the percentage of loss expected to be made if the default occurs in the next 12 months and Lifetime LGD is the percentage of loss expected to be made if the default occurs over the remaining expected lifetime of the loan.

The ECL is determined by projecting the PD, LGD and EAD for each future month and for each individual exposure or collective segment. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month). This effectively calculates an ECL for each future month, which is then discounted back to the reporting date and summed. The discount rate used in the ECL calculation is the original effective interest rate or as an approximation thereof.

The Lifetime PD is developed by applying a maturity profile to the current 12M PD. The maturity profile looks at how defaults develop on a portfolio from the point of initial recognition throughout the lifetime of the loans. The maturity profile is based on historical observed data.

The Bank has started its operations in 2014 and there has not been any experience of default over the last 3 years of its operation. The default history does not provide a reliable forecast of future probability of default. Relying on Guidance provided by the Bank for International Settlements (BIS), a minimum 12-month PD of 0.57% is used as it would be inappropriate to assume that no default will occur. The Bank has applied 1.09% - 11.87% for loan and advances as general provision for 31 December 2023 (2022: 1% and 2021: 1%).

The PD values used for the different stages is summarised below:

Staging	Probability of Default		
	2023	2022	2021
Stage 1	Refer to note (a)(i) & (ii)	12-month PD – 0.25% (related party) and 0.82% (non-related party) for Other Financial Assets and 1% for loan and advances.	12-month PD – 0.25% (related party) and 0.82% (non-related party) for Other Financial Assets and 1% for loan and advances.
Stage 2		1% Lifetime PD	1% Lifetime PD
Stage 3	100%	100%	100%



## Warwyck Private Bank Ltd

Notes to the financial statements

For the year ended 31 December 2023

### 4 Financial instrument risk (Cont'd)

#### Risk management objectives and policies (Cont'd)

#### 4.2 Credit risk analysis (Cont'd)

##### 4.2.2 Expected credit loss measurement (Cont'd)

##### 4.2.2.3 Measuring ECL - Explanation of inputs, assumptions and estimation techniques (Cont'd)

The 12-month and lifetime EADs are determined based on the expected payment profile, which varies by product type. For amortising products and bullet repayment loans, this is based on the contractual repayments owed by the borrower over a 12-month or lifetime basis. This will also be adjusted for any expected overpayments made by a borrower. Early repayment assumptions are also incorporated into the calculation.

The 12-month and lifetime LGDs are determined based on the factors which impact the recoveries made post default. These vary by product type. For secured products, this is primarily based on collateral type and projected collateral values, historical discounts to market/book values due to forced sales, time to repossession and recovery costs observed.

(i) The Bank derives the PD based on the Basel III PD which is a weighted average figure from time series analysis of default rates over the years. The PD is then adjusted with a scaling factor to take into account issuer-specific circumstances. The adjustment is based on the default spread based on country risk ratings.

(ii) For Stage 2 clients, the Bank applies the concept of Probability of Survival to derive marginal PDs for the lifetime of the financial asset. The Bank also considers Forward Looking Information (FLI) and has applied the Engle-Granger model, in the form of a scaling factor. The model considers the following Macro-Economic Variables (MEVs): Unemployment, Inflation and GDP.

At 01 January and 31 December 2023, some loans provided by the Bank that were fully collateralised either by fixed deposits or current accounts in the same currency as the loan, of which the Bank has direct control. Other Lombard loan were collateralised by portfolio of quoted. There are no losses attributed to variations in exchange rates or costs to obtain and sell the collateral in the event of a default. The loans are also serviced regularly for interest repayments. The appropriate haircut for cash collateral in the same currency as the loan is 0% as per Basel III. However, though remote, there is a risk that the borrower is not able to repay the interest portion of amounts outstanding. The Bank has considered that the LGD attributable to the interest element, should the borrower default, is 0.97% (related party) and 0.57% (non-related party); (2022: 0.25% (related party) and 0.82% (non-related party); (2021: 0.25% (related party) and 0.82% (non-related party) for other financial assets. For loan and advances, the value is 1.09%-11.87% (2022: 1% and 2021: 1%). Thus, the recovery rate is considered as 100% for the loans and the value for LGD is nil.

Other assets which pertain mainly to amounts due from various sister companies, are also impacted by the impairment provisions of IFRS 9. Based on their assessment, management confirmed that the related parties are financially strong to meet their contractual cash flows in the near term and have not defaulted in the past. Therefore, the Bank has applied the Basel set-threshold of 0.97% for 12-month PD and a maximum possible loss in the event of default (i.e., LGD = 100%) to the outstanding balances of the other assets, to arrive at the ECL.

The assumptions underlying the ECL calculation - such as how the maturity profile of the PDs and how collateral values change etc. - are monitored and reviewed on a quarterly basis.

There have been no significant changes in estimation techniques or significant assumptions made during the reporting period.

## Warwyck Private Bank Ltd

Notes to the financial statements  
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## 4 Financial instrument risk (Cont'd)

## Risk management objectives and policies (Cont'd)

## 4.2 Credit risk analysis (Cont'd)

## 4.2.3 Credit risk exposure

## 4.2.3.1 Maximum exposure to credit risk – Financial instruments subject to impairment

The following table contains an analysis of the credit risk exposure of financial instruments for which an ECL allowance is recognised. The gross carrying amount of financial assets below also represents the Bank's maximum exposure to credit risk on these assets:

	2023				2022	2021
	Stage 1	Stage 2	Stage 3	Total	Total	Total
	12-month	Lifetime	Lifetime			
	ECL	ECL	ECL	ECL		
	USD	USD	USD	USD	USD	USD
<i>Loans and advances</i>						
<b>Credit Grade</b>						
Low risk	4,889,083	-	-	4,889,083	7,898,602	29,578,840
Medium risk	12,430,670	2,911,484	-	15,342,104	14,323,971	15,366,818
High risk	-	-	-	-	-	-
<b>Gross carrying amount</b>	<b>17,319,753</b>	<b>2,911,484</b>	<b>-</b>	<b>20,231,187</b>	<b>22,222,573</b>	<b>44,945,658</b>
Allowance for credit impairment (Note 10)	(65,853)	(4,494)	-	(70,347)	(96,888)	(85,122)
<b>Carrying amount</b>	<b>17,253,900</b>	<b>2,906,990</b>	<b>-</b>	<b>20,160,840</b>	<b>22,125,685</b>	<b>44,860,536</b>
<i>Other assets</i>						
<b>Credit Grade</b>						
Low risk	3,830,812	-	-	3,830,812	6,966,410	9,866,896
Medium risk	-	-	-	-	-	-
High risk	-	-	-	-	-	-
<b>Gross carrying amount</b>	<b>3,830,812</b>	<b>-</b>	<b>-</b>	<b>3,830,812</b>	<b>6,966,410</b>	<b>9,866,896</b>
Allowance for credit impairment (Note 13)	(33,634)	-	-	(33,634)	(18,322)	(22,834)
<b>Carrying amount</b>	<b>3,797,178</b>	<b>-</b>	<b>-</b>	<b>3,797,178</b>	<b>6,948,088</b>	<b>9,844,062</b>

No change in category for other assets.

Notes to the financial statements  
For the year ended 31 December 2023

4 Financial instrument risk (Cont'd)  
Risk management objectives and policies (Cont'd)

4.2 Credit risk analysis (Cont'd)

4.2.3 Credit risk exposure

4.2.3.1 Maximum exposure to credit risk – Financial instruments subject to impairment

	2023						2022 Total	2021 Total
	Stage 1 12-month ECL		Stage 2 Lifetime ECL		Stage 3 Lifetime ECL			
	USD	USD	USD	USD	USD	USD		
<i>Money market placements (included in investment in securities)</i>								
<b>Credit Grade</b>								
Low risk	74,768,853	-	-	-	-	74,768,853	-	-
Medium risk	-	-	-	-	-	-	-	-
High risk	-	-	-	-	-	-	-	-
<b>Gross carrying amount</b>	<b>74,768,853</b>					<b>74,768,853</b>		
<b>Allowance for credit impairment (Note 10)</b>								
<b>Carrying amount</b>	<b>74,768,853</b>					<b>74,768,853</b>		
<i>Treasury bills/included in investment in securities)</i>								
<b>Credit Grade</b>								
Low risk	7,374,963	-	-	-	-	7,374,963	-	-
Medium risk	-	-	-	-	-	-	-	-
High risk	-	-	-	-	-	-	-	-
<b>Gross carrying amount</b>	<b>7,374,963</b>					<b>7,374,963</b>		
<b>Allowance for credit impairment (Note 12)</b>								
<b>Carrying amount</b>	<b>7,374,963</b>					<b>7,374,963</b>		

The Bank considers credit risk on cash and cash equivalents and placements with other banks as insignificant as these are held with reputable institutions.

Notes to the financial statements  
For the year ended 31 December 2023

#### 4 Financial instrument risk (Cont'd)

Risk management objectives and policies (Cont'd)

#### 4.2 Credit risk analysis (Cont'd)

##### 4.2.3 Credit risk exposure (Cont'd)

##### 4.2.3.1 Maximum exposure to credit risk – Financial instruments subject to impairment

The following tables explain the changes in the loss allowance in loans and advances and other assets between the beginning and the end of the year due to these factors: –

Allowance for credit losses	2023					2022		2021
	Stage 1	Stage 2	Stage 3	Total	Total	Total	Total	
	12 month ECL performing	Lifetime ECL special mention	Impaired					USD
Balance at 01 January	96,888	-	-	96,888	85,122	20,626	-	
<b>Movement with P&amp;L impact</b>								
Transfers:								
Transfer from Stage 1 to Stage 2	(4,494)	4,494	-	-	-	-	-	
Transfer from Stage 3 to Stage 2	-	-	-	-	-	-	-	
New financial assets originated or purchases	12,395	-	-	12,395	24,134	64,496	-	
Change in existing	(26,292)	-	-	(26,292)	(6,431)	-	-	
Other movements with no P&L impact	-	-	-	-	-	-	-	
Repayments/matured loans	(12,644)	-	-	(12,644)	(5,937)	-	-	
Balance at 31 December	65,853	4,494	-	70,347	96,888	85,122	-	

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 4 Financial instrument risk (Cont'd)

## Risk management objectives and policies (Cont'd)

## 4.2 Credit risk analysis (Cont'd)

## 4.2.3 Credit risk exposure (Cont'd)

## 4.2.3.1 Maximum exposure to credit risk – Financial instruments subject to impairment

Significant changes in the gross carrying amount of financial assets that contributed to changes in the loss allowance were as follows:

Loans	2023				2022		2021	
	Stage 1 12 month ECL performing USD	Stage 2 Lifetime ECL special mention USD	Stage 3 Lifetime ECL impaired USD	Total USD	Total USD	Total USD	Total USD	
Gross carrying amount as at 01 January	22,222,573	-	-	22,222,573	-	44,945,658	36,399,757	
Movement with P&L impact								
Transfers:								
Transfer from Stage 1 to Stage 2	(2,911,434)	2,911,434	-	-	-	-	-	
Transfer from Stage 3 to Stage 2	-	-	-	-	-	-	-	
New financial assets originated or purchases Change in existing	12,526,718	-	-	12,526,718	408,675	8,745,901	-	
FX and other movements	613,211	-	-	613,211	-	(1,168,119)	-	
Repayments/matured loans	(15,131,315)	-	-	(15,131,315)	(21,963,641)	-	-	
Gross carrying amount as at 31 December	17,819,753	2,911,434	-	20,231,187	22,222,573	44,945,658	-	

## Warwick Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 4 Financial instrument risk (Cont'd)

## Risk management objectives and policies (Cont'd)

## 4.2 Credit risk analysis (Cont'd)

## 4.2.3 Credit risk exposure (Cont'd)

## 4.2.3.1 Maximum exposure to credit risk – Financial instruments subject to impairment

The following table explain the changes in investment in securities between the beginning and the end of the year due to these factors: -

Money market fund	2023				2022 Total	2021 Total
	Stage 1	Stage 2	Stage 3	Total		
	12 month ECL performing	Lifetime ECL special mention	Lifetime ECL Impaired			
	USD	USD	USD	USD		
Balance at 1 January	-	-	-	-	-	-
<b>Movement with P&amp;L impact</b>						
Transfers:						
Transfer from Stage 1 to Stage 2	-	-	-	-	-	-
Transfer from Stage 3 to Stage 2	-	-	-	-	-	-
New financial assets originated or purchases	74,768,853	-	-	74,768,853	-	-
Change in existing	-	-	-	-	-	-
<b>Other movements with no P&amp;L impact</b>						
Disposal of money market fund	-	-	-	-	-	-
Balance at 31 December	74,768,853	-	-	74,768,853	-	-

Treasury bills	2023				2022 Total	2021 Total
	Stage 1	Stage 2	Stage 3	Total		
	12 month ECL performing	Lifetime ECL special mention	Lifetime ECL Impaired			
	USD	USD	USD	USD		
Balance at 1 January	-	-	-	-	-	-
<b>Movement with P&amp;L impact</b>						
Transfers:						
Transfer from Stage 1 to Stage 2	-	-	-	-	-	-
Transfer from Stage 3 to Stage 2	-	-	-	-	-	-
New financial assets originated or purchases	7,374,963	-	-	7,374,963	-	-
Change in existing	-	-	-	-	-	-
<b>Other movements with no P&amp;L impact</b>						
Maturity of treasury bills	-	-	-	-	-	-
Balance at 31 December	7,374,963	-	-	7,374,963	-	-

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 4 Financial instrument risk (Cont'd)

## Risk management objectives and policies (Cont'd)

## 4.2 Credit risk analysis (Cont'd)

## 4.2.3 Credit risk exposure (Cont'd)

## 4.2.3.1 Concentration of loans and advances with credit risk exposure.

The following table breaks down the Bank's main credit exposure for loans and advances at their net amounts, as categorised by the industry sectors.

	2023	2022	2021
	USD	USD	USD
Construction	1,540,893	1,204,597	1,449,897
Wholesale and retail trade	1,156,622	975,934	1,247,289
Financial and business services	15,091,734	17,300,421	36,905,062
Personal	2,441,948	2,741,620	5,343,450
Total (Note 10(c))	20,231,197	22,222,573	44,945,658
Less allowance for credit impairment (Note 10(b))	(76,347)	(96,888)	(85,122)
<b>Net balance</b>	<b>20,160,840</b>	<b>22,125,685</b>	<b>44,860,536</b>

The breakdown for loans and advances categorised by domestic and international clients is set out in Note 10.

## 4.2.3.2 Collateral and other credit enhancements

The Bank employs a range of policies and practices to mitigate credit risk. The amount and type of collateral required depend on the counterparty's credit quality and repayment capacity.

The Bank prepares a valuation of the collateral obtained as part of the loan origination process. This assessment is reviewed periodically. The principal collateral types for loans and advances is cash and portfolio collaterals, of which the Bank has direct control.

The Bank's policies regarding obtaining collateral have not significantly changed during the reporting period and there has been no significant change in the overall quality of the collateral held by the Bank since the prior period.

## 4.2.3.3 Write off policy

The Bank writes off financial assets, in whole or in part, when it has exhausted all practical recovery efforts and has concluded there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include (i) ceasing enforcement activity and (ii) when the Bank's recovery method is foreclosing on collateral and the value of the collateral is such that there is no reasonable expectation of recovering in full.

The Bank may write-off financial assets that are still subject to enforcement activity. The Bank would still seek to recover amounts it is legally owed in full, but which have been partially written off due to no reasonable expectation of full recovery.

## 4.3 Country risk management

Cross-border exposures subject banks to country risk, that is the possibility that sovereign borrowers of a particular country may be unable or unwilling, and borrowers unable to fulfil their foreign obligations for reasons beyond the usual credit risk which arises in relation to all lending.

In April 2010, the Central Bank issued its first guideline on Country Risk Management. The Bank has put in place its policy on Country Risk Management which is a comprehensive document approved by the Board of Directors and which contains the risk appetite of the Bank together with a set of techniques on the measurement and monitoring of the Bank's country risk exposures.

The assessment of country risk involves the determination of the nature of risks associated with individual country exposures and the evaluation of country conditions. In this context, the Bank monitors its country risk exposures at the level of the Risk Management Committee.

At 31 December 2023, 40% of the risk weighted exposures were in "A" rated countries, 38% in "B" rated countries and the remaining 22% were with "C" and unrated countries (source from Moody's – Credit ratings). The highest exposures were in France (A+2) represented by 40%. "B" rated countries comprised of Baa3 - Mauritius 38%.





## Warwick Private Bank Ltd

Notes to the financial statements  
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## 4. Financial instrument risk (Cont'd)

## Risk management objectives and policies (Cont'd)

## 4.4 Liquidity risk analysis (Cont'd)

The following table analyses the Bank's assets and liabilities into relevant maturity groupings:

31 December 2022	Up to 1 month USD	1-3 months USD	3-6 months USD	6-11 months USD	1-3 years USD	Over 3 years USD	Non-Maturity items USD	Total USD
<b>Assets</b>								
Cash and cash equivalents	29,328,908	-	-	-	-	-	-	29,328,908
Placements with other banks	-	1,338,779	538,765	-	-	-	-	1,877,544
Loans and advances	7,755,875	1,302,475	4,847,247	1,075,774	1,407,288	6,773,366	-	13,112,025
Other assets	3,071,041	381,502	-	-	3,200,000	-	312,867	6,965,410
	40,155,824	3,023,756	5,386,012	1,025,774	4,607,288	6,773,366	312,867	61,284,887
Less: allowance for credit impairment	(82,281)	(736)	(2,401)	(2,655)	(8,000)	(56,613)	(2,524)	(115,210)
<b>Total assets</b>	<b>40,113,543</b>	<b>3,023,020</b>	<b>5,383,611</b>	<b>1,023,119</b>	<b>4,599,288</b>	<b>6,716,753</b>	<b>310,343</b>	<b>61,169,677</b>
<b>Liabilities</b>								
Deposits from customers	41,447,459	2,311,681	4,500,796	672,316	1,145,301	730,858	-	50,808,411
Lease liabilities	2,419	3,626	-	-	-	-	-	6,045
Other liabilities	160,806	21,270	207,614	-	-	-	-	392,690
<b>Total liabilities</b>	<b>41,613,684</b>	<b>2,336,577</b>	<b>4,708,410</b>	<b>672,316</b>	<b>1,145,301</b>	<b>730,858</b>	<b>-</b>	<b>51,207,146</b>
<b>Net on-balance sheet liquidity gap</b>	<b>(1,500,141)</b>	<b>686,443</b>	<b>675,201</b>	<b>350,803</b>	<b>3,453,987</b>	<b>5,985,895</b>	<b>310,343</b>	<b>9,562,531</b>

## Warwick Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2021

## 4. Financial instrument risk (Cont'd)

## Risk management objectives and policies (Cont'd)

## 4.4 Liquidity risk analysis (Cont'd)

The following table analyses the Bank's assets and liabilities into relevant maturity groupings:

31 December 2021	Up to 1 month USD	1-3 months USD	3-6 months USD	6-12 months USD	1-3 years USD	Over 3 years USD	Non-Maturity items USD	Total USD
<b>Assets</b>								
Cash and cash equivalents	32,618,232	-	-	-	-	-	-	32,618,232
Placements with other banks	-	815,795	-	-	-	-	-	815,795
Loans and advances	5,655,419	2,263,015	6,001,313	21,251,303	2,058,909	9,252,430	-	46,443,389
Other assets	4,501,028	1,352,745	-	-	3,706,341	-	309,413	9,869,527
	42,775,679	4,431,555	6,001,313	21,251,303	5,775,250	9,252,430	309,413	89,746,343
Less allowance for credit impairment	(11,267)	(5,540)	(5,936)	(8,061)	(21,087)	(56,045)	-	(107,956)
<b>Total assets</b>	<b>42,764,412</b>	<b>4,426,015</b>	<b>5,995,377</b>	<b>21,243,222</b>	<b>5,704,163</b>	<b>9,196,385</b>	<b>309,413</b>	<b>89,638,387</b>
<b>Liabilities</b>								
Deposits from customers	44,372,654	3,343,717	4,392,707	22,254,326	84,829	3,218,252	-	77,666,485
Derivative financial liabilities	16,514	-	-	-	-	-	-	16,514
Other liabilities	207,188	161,257	-	-	-	-	-	368,445
Lease liabilities	5,891	11,781	17,672	31,810	37,749	-	-	104,903
<b>Total liabilities</b>	<b>44,602,047</b>	<b>3,516,755</b>	<b>4,410,379</b>	<b>22,286,136</b>	<b>122,578</b>	<b>3,218,252</b>	<b>-</b>	<b>78,156,347</b>
<b>Net on-balance sheet liquidity gap</b>	<b>(1,837,635)</b>	<b>909,260</b>	<b>1,584,998</b>	<b>(1,042,914)</b>	<b>5,581,585</b>	<b>5,978,133</b>	<b>309,413</b>	<b>11,482,040</b>

## Liquidity coverage ratio

Liquidity Coverage Ratio (LCR) represents a standard that is designed to ensure that a bank has an adequate inventory of unencumbered high quality liquid assets (HQLA) that consist of cash or assets convertible into cash at little or no loss of value in market, to meet its liquidity requirements for a 30 days' liquidity stress period, by which time, management and the Bank of Mauritius will be able to take appropriate corrective actions to resolve the stress situation in an orderly manner.

## Warwick Private Bank Ltd

Notes to the financial statements  
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## 4 Financial instrument risk (Cont'd)

## Risk management objectives and policies (Cont'd)

## 4.4 Liquidity risk analysis (Cont'd)

Details on the LCR of the bank are given in the table below:

	2023	2022	2021
	TOTAL WEIGHTED VALUE (quarterly average of bi- monthly observation)	TOTAL WEIGHTED VALUE (quarterly average of bi-monthly observation)	TOTAL WEIGHTED VALUE (quarterly average of bi-monthly observation)
	USD	USD	USD
<b>HIGH-QUALITY LIQUID ASSETS</b>			
Total high-quality liquid assets (HQLA)	7,791,416	1,826,499	4,517,271
<b>CASH OUTFLOW</b>			
Retail deposits and deposits from small business customers, of which:			
Stable deposits	-	-	-
less stable deposits	2,951,826	900,159	1,675,565
Term deposit with residual maturity greater than 30 days	-	-	-
Unsecured wholesale funding, of which:			
Operational deposits (all counterparties)	8,667,545	2,436,081	5,148,510
<b>TOTAL CASH OUTFLOWS</b>	<b>10,719,371</b>	<b>3,336,237</b>	<b>6,824,075</b>

	2023	2022	2021
	TOTAL WEIGHTED VALUE (quarterly average of bi- monthly observation)	TOTAL WEIGHTED VALUE (quarterly average of bi-monthly observation)	TOTAL WEIGHTED VALUE (quarterly average of bi-monthly observation)
	USD	USD	USD
<b>CASH INFLOWS</b>			
Other cash inflows	46,798,035	11,105,305	3,763,829
<b>TOTAL CASH INFLOWS</b>	<b>46,798,035</b>	<b>11,105,305</b>	<b>3,763,829</b>

	TOTAL ADJUSTED VALUES	TOTAL ADJUSTED VALUES	TOTAL ADJUSTED VALUES
	2023	2022	2021
TOTAL HQLA	7,791,416	1,826,499	4,517,271
TOTAL NET CASH OUTFLOWS	3,678,948	834,059	3,320,319
LIQUIDITY COVERAGE RATIO (%)	291%	219%	136%

During the years ended 31 December 2023, 31 December 2022 and 31 December 2021, the Bank complied with all of the externally imposed capital requirements to which it is subject. The Bank has to maintain a ratio of liquidity coverage at or above a regulatory minimum of 100% for the financial year 2023.

Warwyck Private Bank Ltd

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4 Financial Instrument risk (Cont'd)

Risk management objectives and policies (Cont'd)

4.5 Compliance risk

Compliance Risk is the current and prospective risk to earnings or capital arising from violations of, or non-conformance with, laws, rules, regulations, prescribed practices, internal policies, and procedures, or ethical standards. This risk exposes the Bank to fines, civil money penalties, payment of damages, and the voiding of contracts. Compliance Risk can lead to diminished reputation, reduced franchise value, limited business opportunities and reduced expansion potential.

The Bank is subject to extensive supervisory and regulatory governance.

The Bank seeks to limit compliance risk through the following ways:

- (1) Monitor compliance with existing rules and regulations.
- (2) Conduct compliance training such as providing Anti-Money Laundering training for all the employees of the Bank in order to educate them about the existing rules, standards and laws.
- (3) Review changes in laws and regulations periodically so as mitigate the risks arising from these changes.
- (4) Promote a culture of integrity within the Bank so as to prevent fraud.
- (5) Establish a two-way communication with the regulators such as Bank of Mauritius and Financial Services Commission.
- (6) Setting up a proper framework for system control and appropriate management oversight.

4.5B Interest Rate Benchmark Reform

a) overview

A fundamental reform of major interest rate benchmarks is being undertaken globally, replacing some interbank offered rates (IBORs) with alternative nearly risk-free rates (referred to as 'IBOR reform'). The Bank has exposure to certain IBORs on its financial instruments that are being reformed as part of these market-wide initiatives.

The main risks to which the Group has been exposed as a result of IBOR reform are operational. For example, the renegotiation of loan contracts through bilateral negotiation with customers, updating of contractual terms, updating of systems that use IBOR curves and revision of operational controls related to the reform and regulatory risks. Financial risk is predominantly limited to interest rate risk.

The Bank established a project management team to manage its transition to alternative rates. The objectives of the project management team include evaluating the extent to which loans advanced, loan commitments, liabilities and derivatives reference IBOR cash flows, whether such contracts need to be amended as a result of IBOR reform and how to manage communication about IBOR reform with counterparties. The project management team reports to the Risk Management Committee quarterly and collaborates with other business functions as needed.

For contracts indexed to an IBOR that mature after the expected cessation of the IBOR rate, the project management team has established amended terms to the contracts which included replacement of the IBOR rate with an alternative benchmark rate.

As at 31 December 2023, the IBOR reform in respect of currencies to which the Bank has exposure has been largely completed.

b) Non-derivative financial assets and loan commitments

During 2023, the Bank had the following principal IBOR exposures in respect of non-derivative financial assets and loan commitments subject to the reform:

- floating-rate loans and advances to customers: Euribor throughout its operations, GBP LIBOR primarily at Bank of England and USD LIBOR at Federal Reserve Bank;
- loan commitments indexed to Euribor, GBP LIBOR and USD LIBOR held throughout its operations; and as from 2021, the Bank amended existing contracts indexed to IBOR to SOFR, ESTR and SONIA.

## Warwyck Private Bank Ltd

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For the year ended 31 December 2023

### 5. Capital management policies and procedures

The Bank's objectives when managing capital, which is a broader concept than the 'equity' on the face of statement of financial position, are:

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

For the Bank, capital adequacy and the use of regulatory capital are monitored daily by the Bank's management, employing techniques based on the guidelines developed by the Basel Committee as implemented by the Central Bank, for supervisory purposes. The required information is filed with the Central Bank on a quarterly basis.

The Bank's regulatory capital is divided into two tiers:

- d. Tier 1 capital: share capital, statutory reserve and retained earnings created by appropriations of retained earnings; and
- e. Tier 2 capital: qualifying subordinated loan capital, general banking reserve and unrealised gains arising on the fair valuation of property, plant and equipment.

The Bank has to maintain a ratio of total regulatory capital to the risk-weighted asset (the 'Capital Adequacy Ratio') plus a Conservation Buffer at or above a minimum of 12.50%, a Common Equity Tier 1 (CET1) CAR plus a Conservation Buffer of at least 10.5% and a Tier 1 CAR of at least 10% as per Basel III for the financial year 2023.

The Bank's regulatory capital is divided into the following two tiers:

f. Tier 1 capital (going-concern capital): comprising of (i) Common Equity Tier 1 and (ii) Additional Tier 1 Capital

(i) The Bank's Common Equity Tier 1 (CET1) capital consists of the following:

- (a) stated capital;
- (b) statutory reserve; and
- (c) retained earnings.

(ii) The Bank has no Additional Tier 1 (AT1) capital as at 31 December 2023.

a. The Bank has Tier 2 capital in terms of its provision for allowance.

The risk-weighted assets are measured by means of a hierarchy of risk weights classified according to the nature of and reflecting an estimate of credit, market and other risks associated with each asset and counterparty, taking into account any eligible collateral or guarantees. A similar treatment is adopted for off-balance sheet exposure, with some adjustments to reflect the more contingent nature of the potential losses.

## Warwyck Private Bank Ltd

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## 5. Capital management policies and procedures (Cont'd)

The following table summarises the composition of regulatory capital and the ratios of the Bank for the years 31 December 2023, 31 December 2022 and 31 December 2021 respectively. During the years ended 31 December 2023, 31 December 2022 and 31 December 2021, the Bank complied with all of the externally imposed capital requirements to which it is subject.

	2023	2022	2021
	Audited	Audited	Audited
	USD	USD	USD
<b>Tier 1 Capital</b>			
<b>Common Equity Tier 1 Capital: instruments and reserves</b>			
Paid up share capital	13,200,000	13,200,000	13,200,000
Retained earnings	87,506	87,506	584,054
Accumulated other comprehensive income and other disclosed reserves (excluding revaluation surpluses on land and building assets)	2,200,050	2,002,339	2,002,389
<b>Common equity Tier 1 Capital before regulatory adjustments</b>	<b>15,487,564</b>	<b>15,379,895</b>	<b>15,876,453</b>
Common equity Tier 1 Capital: regulatory adjustments	(838,075)	(1,092,119)	(260,560)
<b>Total regulatory adjustments to Common equity Tier 1 Capital</b>	<b>(838,075)</b>	<b>(1,092,119)</b>	<b>(260,560)</b>
<b>Common equity Tier 1 Capital</b>	<b>14,649,489</b>	<b>14,287,776</b>	<b>15,615,893</b>
<b>Additional Tier 1 capital:</b>	-	-	-
<b>Tier 1 Capital</b>	<b>14,649,489</b>	<b>14,287,776</b>	<b>15,615,893</b>
<b>Tier 2 Capital</b>			
<b>Tier 2 Capital: instruments and provisions</b>			
Provisions and loan loss reserves	103,981	115,210	107,956
<b>Tier 2 Capital before regulatory adjustments</b>	<b>103,981</b>	<b>115,210</b>	<b>107,956</b>
Tier 2 Capital: regulatory adjustments	-	-	-
<b>Tier 2 Capital</b>	<b>103,981</b>	<b>115,210</b>	<b>107,956</b>
<b>Total Regulatory Capital (USD)</b>	<b>14,753,470</b>	<b>14,402,986</b>	<b>15,723,849</b>
<b>Risk Weighted Assets (USD) (Note 5(i))</b>	<b>54,674,101</b>	<b>37,098,814</b>	<b>45,323,480</b>
<b>Common Equity Tier 1 Capital Adequacy Ratio (%)</b>	<b>26.79%</b>	<b>38.51%</b>	<b>34.45%</b>
<b>Tier 1 Capital Adequacy Ratio (%)</b>	<b>26.79%</b>	<b>38.51%</b>	<b>34.45%</b>
<b>Capital Adequacy Ratio (%)</b>	<b>26.98%</b>	<b>38.82%</b>	<b>34.69%</b>
 (i) The Risk Weighted Assets are made up of the following:			
Total on-balance sheet risk-weighted credit exposures	51,527,667	32,307,087	36,515,635
Risk weighted assets for operational risk	2,790,174	4,781,445	8,741,828
Aggregate net open foreign exchange position	347,260	9,282	66,017
<b>Total Risk Weighted Assets</b>	<b>54,674,101</b>	<b>37,098,814</b>	<b>45,323,480</b>

**Warwyck Private Bank Ltd**

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**6. Fair value measurement**

**6.1 Fair value measurement of financial instruments**

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: unobservable inputs for the assets or liability.

The financial instruments measured at fair value in the statement of financial position are grouped into the fair value hierarchy as follows:

31 December 2021	Level 1 USD	Level 2 USD	Level 3 USD	Total USD
<b>Assets</b>				
Derivative financial assets	-	-	-	-
<b>Liabilities</b>				
Derivative financial liabilities	-	16,514	-	16,514

There were no derivative from assets/liabilities as at 31 December 2023 and 31 December 2022.

**Measurement of fair value – Level 2**

***Derivative financial instruments***

The Bank dealt in derivatives such as foreign exchange options, foreign exchange spot and forwards and these derivatives are traded in an active market in past financial year. The fair values of these derivatives are determined using estimations of forward currency rates as determined based on interest rates.

**6.2 Fair value measurement of financial instruments not carried at fair value**

The Bank's other financial assets and financial liabilities are measured at their carrying amounts which approximate their fair values.

**6.3 Fair value measurement of non-financial instruments**

The Bank's non-financial assets consist of property, plant and equipment, intangible assets, right of use assets, current tax assets, prepayments and deferred tax assets and non-financial liabilities consist of deferred tax liabilities and retirement benefit obligations. For these non-financial instruments, fair value measurement is not applicable since these are not measured at fair value on a recurring or non-recurring basis in the statement of financial position.

## Warwyck Private Bank Ltd

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## 7. Cash and cash equivalents

	2023 USD	2022 USD	2021 USD
Cash in hand	219	261	635
Cash with banks in Mauritius	3,008,024	2,126,116	5,282,648
Cash with foreign banks	21,468,454	6,930,390	26,659,948
Placements (Note 7(i))	41,258,532	20,256,164	675,001
<b>Total</b>	<b>65,735,229</b>	<b>29,312,931</b>	<b>32,618,232</b>

(i) The placements represent short term fixed deposits having an original maturity period less than three months.

## 8(a) Property, plant and equipment

	Land and buildings USD	Motor vehicles USD	Computer equipment USD	Furniture and fittings USD	Office equipment USD	Work in progress USD	Total USD
<b>Cost</b>							
At 1 January 2021	4,952,033	375,501	669,688	405,758	822,648	-	7,225,628
Additions	6,014	-	61,800	-	1,516	-	69,330
Disposals	-	(56,132)	-	-	-	-	(56,132)
At 31 December 2021	4,958,047	319,369	731,488	405,758	824,164	-	7,238,826
Additions	-	-	148,568	1,969	844	-	151,381
At 31 December 2022	4,958,047	319,369	880,056	407,727	825,008	-	7,390,207
Additions	-	-	22,738	428	4,010	2,424	29,600
Disposals	-	(208,398)	-	-	-	-	(208,398)
Write offs	-	-	(852)	-	(6,873)	-	(7,725)
At 31 December 2023	4,958,047	110,971	901,942	408,155	822,145	2,424	7,203,684
<b>Accumulated depreciation</b>							
At 1 January 2021	204,835	114,395	497,839	302,004	657,484	-	1,776,557
Charge for the year	45,783	46,688	73,444	69,841	134,302	-	370,058
Disposals	-	(15,717)	-	-	-	-	(15,717)
At 31 December 2021	250,618	145,366	571,283	371,845	791,786	-	2,130,898
Charge for the year	45,854	44,051	89,111	27,771	31,433	-	238,220
At 31 December 2022	296,472	189,417	660,394	399,616	823,219	-	2,369,118
Charge for the year	45,853	41,860	98,806	4,368	4,514	-	195,801
Disposals	-	(151,376)	-	-	-	-	(151,376)
Write offs	-	-	(852)	-	(6,873)	-	(7,725)
At 31 December 2023	342,325	79,901	758,348	403,984	821,260	-	2,405,818
<b>Net book values</b>							
At 31 December 2023	4,615,722	31,070	143,594	4,171	885	2,424	4,797,866
At 31 December 2022	4,661,575	129,952	219,662	8,111	1,789	-	5,021,089
At 31 December 2021	4,707,429	174,003	160,205	33,913	32,378	-	5,107,928



## Warwyck Private Bank Ltd

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## 8(b) Right of use assets

	2023	2022	2021
	USD	USD	USD
<b>Right of use assets (Buildings)</b>			
<b>Cost</b>			
At 01 January	152,122	184,661	177,744
Additions	-	-	6,917
Termination of lease	-	(32,539)	-
<b>At 31 December</b>	<b>152,122</b>	<b>152,122</b>	<b>184,661</b>
<b>Accumulated amortisation</b>			
At 01 January	146,558	86,563	23,855
Charge for the year	5,564	92,534	62,708
Termination of lease	-	(32,539)	-
<b>At 31 December</b>	<b>152,122</b>	<b>146,558</b>	<b>86,563</b>
<b>Net book values</b>			
At 31 December	-	5,564	98,098

## 8(c). Lease liabilities

	2023	2022	2021
	USD	USD	USD
<b>Lease liabilities (Buildings)</b>			
At 01 January	5,999	101,067	155,306
Additions	-	-	6,917
Interest expense	50	3,050	5,997
Cancellation	-	(34,586)	-
Lease payments	(6,049)	(63,532)	(67,153)
<b>At 31 December</b>	<b>-</b>	<b>5,999</b>	<b>101,067</b>
<b>Non-current</b>	<b>-</b>	<b>-</b>	<b>37,077</b>
<b>Current</b>	<b>-</b>	<b>5,999</b>	<b>63,990</b>

## Nature of leasing activities (in the capacity as lessee)

The Bank leased a property in the jurisdictions from which it operates for its Disaster Recovery (DR site). The lease contract provides for payments to increase by 5% each year.

## Variable lease payments

The percentages in the table below reflect the current proportions of lease payments that are variable. The sensitivity reflects the impact on the carrying amount of lease liabilities and right-of-use assets if there was an uplift of 5% on the reporting date to lease payments that are variable.

	Lease Contracts Number	Variable payments %	Sensitivity ± USD
<b>31 December 2023</b>			
Property leases with payments linked to inflation	0	0%	0
	0	0%	0
<b>31 December 2022</b>			
Property leases with payments linked to inflation	1	100%	300
	1	100%	300
<b>31 December 2021</b>			
Property leases with payments linked to inflation	3	100%	5,053
	3	100%	5,053

The Bank does not consider this contract as a lease contract as per IFRS 16 on the basis of low value and short term nature.

## Warwyck Private Bank Ltd

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## 8c. Lease liabilities (Cont'd)

## Lease term

A new lease was contracted in April 2020 for the Bank's DR site for a duration of three years. A residential property was also leased for the new CEO in December 2020 for 1 year renewable. An additional lease was contracted in July 2021 for the Bank's DR Site for a period of 1 year. The current lease contract for the CEO's residence was terminated in November 2022.

## 9. Intangible assets

Softwares  
USD

<b>Cost</b>	
At 01 January 2021	1,738,853
Additions	-
At 31 December 2021	1,738,853
Additions	945,111
At 31 December 2022	2,683,964
Additions	-
<b>At 31 December 2023</b>	<b>2,683,964</b>
<b>Accumulated amortisation</b>	
At 01 January 2021	1,438,861
Charge for the year	209,385
At 31 December 2021	1,648,246
Charge for the year	135,755
At 31 December 2022	1,784,001
Charge for the year	197,835
<b>At 31 December 2023</b>	<b>1,981,836</b>
<b>Net book values</b>	
At 31 December 2023	702,128
At 31 December 2022	899,963
At 31 December 2021	90,607

## Warwick Private Bank Ltd

Notes to the financial statements  
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## 10. Loans and advances

	2023	2022	2021
	USD	USD	USD
Entities outside Mauritius	12,571,064	16,026,122	21,997,475
Entities in Mauritius – Global business companies	7,660,123	6,196,451	22,948,183
	<b>20,231,187</b>	<b>22,222,573</b>	<b>44,945,658</b>
Less allowance for credit impairment (Note 10(b)):			
Entities outside Mauritius	(69,924)	(73,019)	(85,045)
Entities in Mauritius – Global business companies	(423)	(23,869)	(17)
<b>Net balance</b>	<b>20,160,840</b>	<b>22,125,685</b>	<b>44,860,536</b>

	2023	2022	2021
	USD	USD	USD
(a) Remaining term to maturity:			
Up to 6 months	10,760,016	11,791,821	13,787,652
Over 6 months and up to 12 months	1,218,261	940,726	21,014,589
Over 1 and up to 3 years	4,931,844	1,095,887	1,434,862
Over 3 and up to 5 years	826,062	1,041,525	3,424,447
Over 5 years	2,494,984	1,352,614	5,283,758
	<b>20,231,187</b>	<b>22,222,573</b>	<b>44,945,658</b>
Less allowance for credit impairment (Note 10(b))	(70,347)	(96,888)	(85,122)
<b>Net balance</b>	<b>20,160,840</b>	<b>22,125,685</b>	<b>44,860,536</b>

(i) The Bank's management considers that the loans and advances are of good credit quality.

(ii) All credits are supported by collateral of liquid and portfolio assets of quoted and unquoted securities, except for one overdraft.

## (b) Allowance for credit impairment

	Allowance for credit impairment		
	2023	2022	2021
	USD	USD	USD
At 01 January	96,888	85,122	20,626
Allowance for credit impairment for the year	(26,341)	11,766	64,496
<b>At 31 December</b>	<b>70,547</b>	<b>96,888</b>	<b>85,122</b>

## (c) Allowance for credit impairment by industry sectors

	Gross amount of loans and advances			Allowance for credit impairment		
	2023	2022	2021	2023	2022	2021
	USD	USD	USD	USD	USD	USD
Construction	1,540,883	1,204,597	1,449,897	29	-	32
Wholesale and retail trade	1,156,622	975,934	1,247,249	12,395	9,571	12,475
Financial and Business Services	15,091,734	17,300,422	35,905,062	32,574	61,056	41,247
Personal	2,441,948	1,741,620	5,343,450	25,349	25,261	31,358
	<b>20,231,187</b>	<b>22,222,573</b>	<b>44,945,658</b>	<b>70,347</b>	<b>96,888</b>	<b>85,122</b>

## (d) General provision

A general provision of 1.08%-11.87% has been made on loans and advances after offsetting any collateral of liquid assets in the portfolio. This provision has already catered for the expected credit loss of a minimum 12-month probability of default of 0.97% (2022: 0.25% and 2021: 0.25%) for related parties and 0.97% (2022: 0.82% and 2021: 0.82%) for non-related parties as required by IFRS 9, Financial Instruments.

## (e) Specific provision

When principal and interest are overdue by 90 days, loans and advances are classified as non-performing. Specific provision is provided for non-performing loans and advances to reflect their net estimated recoverable amount.

As at 31 December 2023, allowance of credit impairment USD 4,494 was made for stage 2. (2022 and 2021: no allowance for credit impairment was made for stage 2).

As at 31 December 2023, no allowance for credit impairment was made for stage 3. (2022: no allowance for credit impairment was made for stage 3 and 2021: USD 653 for stage 3).

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## 11. Placements with other banks

	2023	2022	2021
	USD	USD	USD
Placements	1,696,720	1,870,955	809,867
Remaining term to maturity			
- Within 3 months	1,696,720	1,336,399	809,867
- Over 3 and up to 6 months	-	534,556	-
- Over 6 months	-	-	-
	1,696,720	1,870,955	809,867

## 12. Investment securities

## Interest sensitivity of assets and liabilities – repricing analysis

31 December 2023	Up to 3 months	3 - 6 months	6 - 12 months	No Specific maturity	Total	2022	2021
	USD	USD	USD	USD	USD	USD	USD
a) Investment securities mandatorily measured at FVTPL							
Investment in money market fund (i)	-	-	-	74,768,853	74,768,853	-	-
b) Debt securities measured at amortised cost							
Treasury bills (ii)	-	3,840,868	3,534,055	-	7,374,963	-	-
<b>Total investment securities</b>	-	3,840,868	3,534,055	74,768,853	82,143,816	-	-

The Bank started to invest in money market funds and treasury bills as from 2023

## Movement in investment in securities

	Money market fund	Treasury bills	Total
	USD	USD	USD
At 01 January	-	-	-
Addition	88,629,200	7,371,121	96,000,321
Realised Gain	83,392	-	83,392
Unrealised Gain	400,099	-	400,099
Disposal	(14,408,838)	-	(14,408,838)
Interest income	-	2,842	2,842
<b>As at 31 December</b>	<b>74,768,853</b>	<b>7,374,963</b>	<b>82,143,816</b>

(The Bank has invested in securities in:

- HSBC Global Liquidity Funds Plc.
- UBS (Lux) SKAV 2

## HSBC Global Liquidity Funds Plc.

The Fund aims to provide security of capital, daily liquidity and a return that is similar to euro money markets. The fund will invest in a diversified portfolio of short-term securities, instruments and obligations, securities and reverse repurchase agreements. It's liquidity is daily – meaning investors can redeem their investment on any business day. It is classified as a Low Volatility NAV Money Market Fund under the European Union Money Market Fund Regulations.

## UBS (Lux) SKAV 2

The Fund is actively managed and primarily invests in corporate bonds with short maturities from issuers with investment grade rating classified by the established rating agencies that exhibit a solid ESG profile.

The Product does not have a maturity date (the Product has been established for an indefinite period of time). The Manufacturer may terminate the Product early. The amount you will receive upon early termination may be less than the amount you invested.

ii) The treasury bills have maturity dates ranging between 3 to 12 months from the reporting date and return a fixed rate of interest.

## Warwyck Private Bank Ltd

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## 13. Other assets

	2023	2022	2021
	USD	USD	USD
Other receivables	685,742	618,365	733,688
Receivables from related parties (Note 13(i))	3,145,070	2,957,798	4,245,000
Due from the shareholder (Note 13(ii))	-	3,361,343	4,888,208
<b>Gross financial assets</b>	<b>3,830,812</b>	<b>6,937,506</b>	<b>9,866,896</b>
Allowance for credit impairment	(33,634)	(18,322)	(22,834)
<b>Net financial assets</b>	<b>3,797,178</b>	<b>6,919,184</b>	<b>9,844,062</b>
Other receivables	9,812	-	2,631
Cash Reserve Requirements*	2,637,955	28,904	-
Prepayments	100,346	125,356	122,399
<b>Non-financial assets</b>	<b>2,748,113</b>	<b>155,260</b>	<b>125,030</b>
<b>Total</b>	<b>6,545,291</b>	<b>7,074,444</b>	<b>9,969,092</b>

\* balances to be maintained with Central bank as cash reserve requirement

## Allowance for credit impairment

	2023	2022	2021
	USD	USD	USD
<b>Other assets</b>			
As at 01 January	18,322	22,834	56,407
Movement during the year	15,312	(4,512)	(33,573)
<b>As at 31 December</b>	<b>33,634</b>	<b>18,322</b>	<b>22,834</b>

(i) The receivables from the related parties are interest free, unsecured and receivable on demand. As at 31 December 2023, the allowance for credit impairment amounted to USD 30,507 (2022: USD 7,395 and 2021: USD 10,513).

(ii) The amount due from the shareholder was NIL. As at 31 December 2023, the allowance for credit impairment was NIL (2022: USD 8,403 and 2021: USD 12,221).

	2023	2022	2021
	USD	USD	USD
At 01 January	3,361,343	4,888,208	4,774,969
Recharged during the year	65,808	28,626	113,239
Payment received during the year	(3,427,151)	(1,555,491)	-
At 31 December	-	3,361,343	4,888,208
Allowance for credit impairment	-	(8,403)	(12,221)
<b>Net balance</b>	<b>-</b>	<b>3,352,940</b>	<b>4,875,987</b>

(iii) As at 31 December 2023, the allowance for credit impairment for other receivables amounted to USD 3,127 (2022: 2,524 and 2021: Nil)

(iv) The directors have assessed the expected credit losses on deposit margin and receivables from related parties and concluded that a minimum 12-month probability of default of 0.97% for related party receivables and 0.97% for non-related party receivables is to be applied as it would be inappropriate to assume that no default will occur. For more details, refer to Note 4.2 which includes disclosure relating to credit risk exposures and analysis relating to the allowance for credit impairment.

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 13. Other assets (Cont'd)

(v) The Directors have carried out an impairment assessment of the receivables from Warwyck Investments and Warwyck Investment Holdings Ltd. The Directors considers that the credit risk of the receivables from related parties and the amount due from shareholder have not increased significantly since initial recognition. As part of the impairment assessment, the Directors have relied on a share pledged provided by the main shareholder as a guarantee to ensure that Warwyck Investments meet their obligations towards the Bank.

## 14. Deposits from customers

	2023 USD	2022 USD	2021 USD
<b>Retail customers:</b>			
Current accounts	15,227,717	8,341,005	17,080,692
Time deposits with remaining term to maturity:			
- Up to 3 months	7,270,909	1,770,754	-
- Over 3 months and up to 6 months	-	389,571	-
- Over 6 months and up to 12 months	-	-	-
- Over 1 year and up to 5 years	564,498	456,624	483,776
- Over 5 years	-	-	1,197,617
<b>Corporate customers:</b>			
Current accounts	59,073,285	34,085,051	52,008,346
Time deposits with remaining term to maturity:			
- Up to 3 months	78,689,113	213,359	805,596
- Over 3 months and up to 6 months	3,132,822	4,101,896	4,356,223
- Over 6 months and up to 12 months	-	-	-
- Over 1 year and up to 5 years	1,300,007	1,246,136	808,848
- Over 5 years	-	106,976	623,183
	<b>165,258,351</b>	<b>50,711,372</b>	<b>77,364,281</b>

## 15. Other liabilities

	2023 USD	2022 USD	2021 USD
Other accruals	370,087	228,800	161,257
Other liabilities	35,305	163,890	207,188
	<b>405,392</b>	<b>392,690</b>	<b>368,445</b>

*Other liabilities consist mainly of prepaid cards.*

## 16. Derivative financial instruments

The Bank's derivative financial instruments are measured at fair value and are summarised below:

	2023 USD	2022 USD	2021 USD
Swap contracts	-	-	-
<b>Derivative financial assets</b>	<b>-</b>	<b>-</b>	<b>-</b>
Swap contracts	-	-	16,514
<b>Derivative financial liabilities</b>	<b>-</b>	<b>-</b>	<b>16,514</b>

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 17. Stated capital

	2023	2022	2021
	USD	USD	USD
<i>Authorised, issued and fully paid up ordinary shares of no par value:</i>			
At 31 December	13,200,000	13,200,000	13,200,000
<i>Issued and not yet paid ordinary shares of no par value:</i>			
At 31 December	-	-	-
	<b>13,200,000</b>	<b>13,200,000</b>	<b>13,200,000</b>

Each ordinary share has one voting right, right to dividend and right to surplus of assets in a winding up.

Reconciliation of number of shares	2023	2022	2021
	No. of shares	No. of shares	No. of shares
At 01 January/31 December	13,200,000	13,200,000	13,200,000

Reconciliation of stated capital	2023	2022	2021
	USD	USD	USD
At 01 January/31 December	13,200,000	13,200,000	13,200,000

[j] As per Section 102 of the Banking Act 2004, the Bank shall maintain an amount paid as stated capital of not less than EUR 400 million as from June 2019. The Bank is in compliance with the required stated capital at 31 December 2023.

## 18. Statutory reserve

Pursuant to the provision of the Banking Act 2004, a sum equal to no less than 15% of the profit after tax is transferred to a Statutory Reserve account in the year where the Bank reports a profit, until the balance in that reserve account is equal to the Bank's paid-up capital. This reserve is not distributable.

	2023	2022	2021
	USD	USD	USD
At 01 January	2,092,389	2,092,389	2,092,389
Transfer from retained earnings for the year	120,251	-	-
At 31 December	<b>2,212,640</b>	<b>2,092,389</b>	<b>2,092,389</b>

## 19. Personnel expenses

	2023	2022	2021
	USD	USD	USD
Salaries	981,525	946,940	830,535
Compulsory social security contributions	62,345	62,652	64,829
Pension	55,707	137,689	140,268
Other personnel expenses	118,514	39,209	29,144
	<b>1,218,091</b>	<b>1,186,490</b>	<b>1,064,776</b>
Number of employees	34	33	37

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 20. Other expenses

	2023	2022	2021
	USD	USD	USD
Legal and professional fees	137,180	170,644	116,462
Licence fees	317,482	251,464	338,646
General administration expenses	23,450	20,752	21,818
Utilities	219,343	173,803	181,426
Travel expenses	28,929	55,054	46,243
Bank charges	371,406	182,306	80,910
Stationeries	4,956	5,362	9,127
Swift expenses	56,181	48,531	50,180
Repairs and maintenance	220,392	141,314	170,029
Directors' fees	230,884	180,763	184,000
Business promotion and marketing expenses	9,088	1,720	1,739
Loss on disposal of property, plant and equipment	9,146	-	9,771
Others	39,612	33,792	38,563
	<b>1,568,049</b>	<b>1,265,505</b>	<b>1,248,914</b>

## 21. Taxation

## (a) Income tax

The applicable tax rate in the Republic of Mauritius is 5% for the Bank for the year ended 31 December 2023. Foreign tax credit cannot be claimed on foreign source income which has been subject to tax at the rate of 5%.

As at 31 December 2023, the Bank has a current tax asset of USD 18,321 (2022: USD 8,775 and 2021: USD 7,800).

The Bank was subject to a Special Levy which was calculated as follows:

(i) 1.7 per cent on book profit and 0.5 per cent on operating income with regard to its income derived from banking transactions with non-residents and corporations holding a Global Business Licence under the Financial Services Act 2007; and

(ii) 10 per cent on the chargeable income with regard to its income derived from sources other than from transactions referred in subparagraph (i). No levy is paid in a year where the Bank incurred a loss or its book profit did not exceed 5% of its operating income in the preceding year.

## (i) Statement of profit or loss and other comprehensive income

	2023	2022	2021
	USD	USD	USD
Profit or loss:			
Movement in deferred taxation (Note 21(b)(ii))	(60,444)	22,032	17,264
Income tax credit	(60,444)	22,032	17,264

## Other comprehensive income:

Deferred tax on remeasurements of post-employment benefit obligations	4,235	171	(4)
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## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 21. Taxation (Cont'd)

## (a) Income tax (Cont'd)

## (ii) Statement of financial position

	2023	2022	2021
	USD	USD	USD
<b>Current tax assets</b>			
At 01 January	(8,775)	(7,800)	(13,538)
Tax refunded during the year	-	7,800	13,938
TDS claimed	(9,546)	(8,775)	(7,800)
<b>At 31 December</b>	<b>(18,321)</b>	<b>(8,775)</b>	<b>(7,800)</b>

## (iii) Income tax reconciliation

The tax on the Bank's loss before tax differs from the theoretical amount that would arise using the basic tax rate of the Bank as follows:

	2023	2022	2021
	USD	USD	USD
<b>Profit / (loss) before tax</b>	<b>862,120</b>	<b>(515,346)</b>	<b>(338,408)</b>
Tax at 5%	43,106	(25,767)	(16,520)
Non-allowable items	25,188	27,733	36,601
Exempt income	(30,146)	(4,419)	(5,464)
Capital allowance	(22,900)	(41,294)	(19,614)
Deferred taxation (Note 21(b)(ii))	60,444	(22,032)	(17,264)
Tax losses cumulated	(15,249)	43,747	5,397
<b>Income tax expense/(credit)</b>	<b>60,444</b>	<b>(22,032)</b>	<b>(17,264)</b>

## (b) Deferred Taxation

Deferred income tax is calculated on all temporary differences under the liability method at 5% (2022: 5% and 2021: 5%).

(i) There is a legally enforceable right to offset current tax assets against current tax liabilities and deferred income tax assets and liabilities when the deferred income taxes relate to the same fiscal authority on the same entity. The following amounts are shown in the statement of financial position:

	2023	2022	2021
	USD	USD	USD
Deferred tax assets	188,041	239,329	199,158
Deferred tax liabilities	(52,094)	(47,173)	(29,205)
<b>Net deferred income tax assets</b>	<b>135,947</b>	<b>192,156</b>	<b>169,953</b>

At the end of the reporting period, the Bank had unused tax losses of USD 3,572,112 (2022: USD 4,643,741 and 2021: USD 3,768,810) available for offset against future profits. A deferred tax asset of USD 178,606 (2022: USD 232,187 and 2021: USD 188,441) has been recognised in respect of such losses. The tax losses expire on a rolling basis over 5 years.

In year 2023, there was loss lapse of USD766,648.

## Warvyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 21. Taxation (Cont'd)

## (b) Deferred Taxation (Cont'd)

(ii) The movement on the deferred income tax account is as follows:

	2023 USD	2022 USD	2021 USD
At 01 January	(192,156)	(169,953)	(152,693)
Charged/(credited) to profit or loss (Note 21(a)(i))	60,444	(22,032)	(17,264)
Credited to other comprehensive income	(4,235)	(171)	4
<b>At 31 December</b>	<b>(135,947)</b>	<b>(192,156)</b>	<b>(169,953)</b>

(iii) The movement in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same fiscal authority, is as follows:

<u>Deferred tax liabilities</u>	Accelerated tax depreciation USD	Right of use of assets USD	Total USD
At 01 January, 2021	34,495	7,694	42,189
Credited to profit or loss	(10,195)	(2,789)	(12,984)
At 31 December, 2021	24,300	4,905	29,205
Charged/(credited) to profit or loss	22,595	(4,627)	17,968
At 31 December 2022	46,895	278	47,173
Charged/(credited) to profit or loss	5,199	(278)	4,921
<b>At 31 December 2023</b>	<b>52,094</b>	<b>-</b>	<b>52,094</b>

<u>Deferred tax assets</u>	Impairment losses USD	Tax losses USD	Retirement benefit obligations USD	Lease liabilities USD	Total USD
At 01 January, 2021	(3,852)	(183,021)	(244)	(7,765)	(194,882)
(Credited)/ charged to profit or loss	(1,544)	(5,420)	(28)	2,712	(4,280)
Charged to other comprehensive income	-	-	4	-	4
At 31 December, 2021	(5,396)	(188,441)	(268)	(5,053)	(199,158)
(Credited)/ charged to profit or loss	(365)	(43,746)	(642)	4,753	(40,000)
Credited to other comprehensive income	-	-	(171)	-	(171)
At 31 December 2022	(5,761)	(232,187)	(1,081)	(300)	(239,329)
Charged to profit or loss	562	53,581	1,080	300	55,523
Credited to other comprehensive income	-	-	(4,235)	-	(4,235)
<b>At 31 December 2023</b>	<b>(5,199)</b>	<b>(178,606)</b>	<b>(4,236)</b>	<b>-</b>	<b>(188,041)</b>

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 22. Net interest income

	2023	2022	2021
	USD	USD	USD
<b>Interest income</b>			
Loans and advances	1,000,742	1,016,938	910,524
Treasury bills (Note 12)	2,842	-	-
Placement and others	1,587,980	140,288	27,295
	<b>2,591,564</b>	<b>1,157,226</b>	<b>937,819</b>
<b>Interest expense</b>			
Deposits from customers	(428,903)	(50,984)	(92,696)
Lease liabilities	(50)	(3,050)	(5,997)
Cash at Bank (Note 22(ii))	(2,668)	(25,049)	(21,358)
	<b>(431,621)</b>	<b>(79,083)</b>	<b>(120,051)</b>
<b>Net interest income</b>	<b>2,159,943</b>	<b>1,078,143</b>	<b>817,768</b>

(i) Interest expense on cash at bank represents the interest paid on nostro accounts which is mainly on EUR denominated currency and debit interest on USD, GBP and CHF nostro accounts.

## 23. Net fee and commission income

	2023	2022	2021
	USD	USD	USD
<b>Fee and commission income</b>			
Account service fees	591,493	396,149	494,982
Advisory fees	144,772	192,285	304,304
Commission on card	46,866	47,477	56,775
Other fees	80,237	191,272	564,503
	<b>863,368</b>	<b>827,183</b>	<b>1,420,564</b>
<b>Fee and commission expense</b>			
Administration fee expense	(41,623)	(42,029)	(72,465)
Retrocession	(49,415)	(19,436)	(15,197)
Card expenses	(178,587)	(306,615)	(206,650)
Other fees	(11,276)	-	-
	<b>(280,901)</b>	<b>(368,080)</b>	<b>(294,312)</b>
<b>Net fee and commission income</b>	<b>582,467</b>	<b>459,103</b>	<b>1,126,252</b>

## 24. Other income

	2023	2022	2021
	USD	USD	USD
Costs recharged to the related companies (Note 17)	687,700	687,700	800,700
Realised gain on disposal of securities (Note 12)	83,392	-	-
Unrealised gain on fair value of securities (Note 12)	460,099	-	-
Other income	3,778	1,308	-
<b>Total</b>	<b>1,234,969</b>	<b>689,008</b>	<b>800,700</b>

(i) Pursuant to a Service Level Agreement ("SLA") between the Bank and its two related companies, a monthly cost is charged to them for services rendered during the year such as compliance review, preparation of accounts IT support and internal audit. During 2022, the SLA for one related party was amended.

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 25. Retirement Benefit Obligations

	2023 USD	2022 USD	2021 USD
<b>Amount recognised in the statement of financial position</b>			
- Other post-retirement benefits (Note 25(a)(i))	<b>84,727</b>	21,606	5,353

	2023 USD	2022 USD	2021 USD
<b>Amount charged to profit or loss</b>			
- Other post-retirement benefits (Note 25(a)(iv))	<b>(24,997)</b>	12,838	552

	2023 USD	2022 USD	2021 USD
<b>Amount charged to other comprehensive income</b>			
- Other post-retirement benefits (Note 25(a)(v))	<b>88,118</b>	3,415	(83)

## (a) Other post-retirement benefits

Other post-retirement benefits comprise mainly of gratuity on retirement payable under the Workers' Rights Act 2019 and other benefits.

(i) The amount recognised in the statement of financial position are as follows:

	2023 USD	2022 USD	2021 USD
Present value of unfunded defined benefit obligations	<b>84,727</b>	21,606	5,353

(ii) The reconciliation of the opening balances to the closing balances is as follows:

	2023 USD	2022 USD	2021 USD
At 01 January	<b>21,606</b>	5,353	4,884
Charged to profit or loss	<b>3,705</b>	731	1,033
Past service cost	<b>(28,590)</b>	12,136	-
Effect of foreign exchange translation	<b>(112)</b>	(29)	(481)
Charged to other comprehensive income	<b>88,118</b>	3,415	(83)
At 31 December	<b>84,727</b>	21,606	5,353

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 25. Retirement Benefit Obligations (Cont'd)

## (a) Other post-retirement benefits (Cont'd)

(iii) The movement over the year is as follows:

	2023	2022	2021
	USD	USD	USD
At 01 January	21,606	5,353	4,884
Current service cost	2,222	502	896
Interest expense	1,483	229	137
Effect of foreign exchange translation	(112)	(29)	(481)
Past service cost	(28,590)	12,136	-
<b>Remeasurements:</b>			
Actuarial loss/(gain) arising from:			
Experience adjustments	2,030	5,172	(1,113)
Changes in assumptions	86,088	(1,757)	1,030
<b>At 31 December</b>	<b>84,727</b>	<b>21,606</b>	<b>5,353</b>

(iv) The amounts recognised in statement of profit or loss are as follows:

	2023	2022	2021
	USD	USD	USD
Current service cost	2,222	502	896
Net interest cost	1,483	229	137
Effect of foreign exchange translation	(112)	(29)	(481)
Past service cost	(28,590)	12,136	-
<b>Total</b>	<b>(24,997)</b>	<b>12,838</b>	<b>552</b>

(v) The amounts recognised in other comprehensive income are as follows:

	2023	2022	2021
	USD	USD	USD
Liability experience gain/(losses)	2,030	5,172	(1,113)
Actuarial losses/(gains) arising from changes in assumptions	86,088	(1,757)	1,030
<b>Total</b>	<b>88,118</b>	<b>3,415</b>	<b>(83)</b>

(vi) The principal actuarial assumptions used for the purposes of the actuarial valuations were:

	2023	2022	2021
	USD	USD	USD
Discount rate	5.60%	6.90%	4.30%
Future salary increases	7.00%	5.00%	3.00%
<b>Average retirement age (ARA)</b>	<b>65 years</b>	<b>65 years</b>	<b>65 years</b>

## Warwyck Private Bank Ltd

Notes to the financial statements  
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## 25. Retirement Benefit Obligations (Cont'd)

## (a) Other post retirement benefits (Cont'd)

(vii) Sensitivity analysis on defined benefit obligation at end of period:

	2023	2022	2021
	USD	USD	USD
- Increase due to 1% decrease in discount rate	36,646	21,328	16,689
- Decrease due to 1% increase in discount rate	28,760	11,527	3,672
- Increase due to 1% increase in future long-term salary assumption	35,729	21,532	16,753
- Decrease due to 1% decrease in future long-term salary assumption	28,664	11,684	3,681

An increase/decrease of 1% in other principal actuarial assumptions would not have a material impact on defined benefit obligations at the end of the reporting period.

The sensitivity analyses above have been determined based on sensibly possible changes of the discount rate or salary increase rate occurring at the end of the reporting period if all other assumptions remained unchanged.

(viii) The plans expose the Bank to actuarial risks, such as interest rate risk, salary risk, withdrawal risk and liquidity risk.

Interest Rate Risk

If the bond/bill yields decrease, the liabilities would be calculated using a lower discount rate, and would therefore increase.

Salary Risk

If salary increases are higher than assumed in our basis, the liabilities would increase giving rise to actuarial losses.

Withdrawal Risk

Lower than expected withdrawal will have the same impact as longevity risk.

Liquidity Risk

This risk arises if the employer's actual net cash flows are not sufficient to pay for the gratuity benefit when it becomes due.

(ix) The weighted average duration of the defined benefit obligation is 17 years at the end of the reporting period.

## Warwyck Private Bank Ltd

Notes to the financial statements  
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## 26. Notes to the statement of cash flows

## (a) Non-cash transactions

	2023	2022	2021
	USD	USD	USD
Acquisition of right of use assets	-	-	6,917
Acquisition of software with related party	-	945,111	-
Set-off of receivable with related party	-	(945,111)	-

## (b) Reconciliation of liabilities arising from financing activities

	Non-Cash changes				31 December 2023
	01 January 2023	Cash flows	Acquisition	Foreign exchange	
				movement/ Cancellation	
USD	USD	USD	USD	USD	
Lease liabilities	5,999	(5,999)	-	-	-
Total liabilities from financing activities	5,999	(5,999)	-	-	-

	Non-Cash changes				31 December 2022
	01 January 2022	Cash flows	Acquisition	Foreign exchange	
				movement/ Cancellation	
USD	USD	USD	USD	USD	
Lease liabilities	101,067	(63,532)	-	(31,536)	5,999
Total liabilities from financing activities	101,067	(63,532)	-	(31,536)	5,999

	Non-Cash changes				31 December 2021
	01 January 2021	Cash flows	Acquisition	Foreign exchange	
				movement/ Cancellation	
USD	USD	USD	USD	USD	
Lease liabilities	155,306	(65,511)	6,917	4,355	101,067
Total liabilities from financing activities	155,306	(65,511)	6,917	4,355	101,067

## (c) Cash and cash equivalents

For the purpose of statement of cash flows, cash and cash equivalents are made up of:

	2023	2022	2021
	USD	USD	USD
Cash in hand and at banks (Note 7)	65,735,229	29,312,931	32,618,232
<b>Cash and cash equivalents</b>	<b>65,735,229</b>	<b>29,312,931</b>	<b>32,618,232</b>

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was insignificant as these balances are maintained with reputable institutions.

## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

## 27. Related party transactions

Balances and transactions between the Bank and its related parties are as follows:

	2023	2022	2021
	USD	USD	USD
<b>Loans and advances (Note 27(iv))</b>			
Directors and key management personnel	-	-	928,185
Entities holding at least 10% interest in the Bank	-	-	851,873
Related parties with common shareholders /promoters	10,178,017	12,451,436	31,062,737
	<b>10,178,017</b>	<b>12,451,436</b>	<b>32,842,795</b>
<b>Deposits from customers</b>			
Directors and key management personnel	1,450,095	2,689,840	1,075,368
Parent	402,567	322,035	413,438
Entities holding at least 10% interest in the Bank	250,729	1,220,826	6,079,349
Related parties with common shareholders /promoters	7,377,797	17,631,559	45,288,785
	<b>9,481,188</b>	<b>21,864,260</b>	<b>52,856,940</b>
<b>Other assets (Note 27(v))</b>			
Parent	-	3,352,940	4,875,987
Related parties with common shareholders /promoters	3,114,563	2,950,403	4,234,387
	<b>3,114,563</b>	<b>6,303,343</b>	<b>9,110,374</b>
<b>Interest income</b>			
Directors and key management personnel	-	4,249	15,111
Entities holding at least 10% interest in the Bank	6	5,178	23,238
Related parties with common shareholders /promoters	486,339	776,202	538,398
	<b>486,345</b>	<b>785,629</b>	<b>576,747</b>
<b>Interest expense</b>			
Directors and key management personnel	9,905	625	-
Entities holding at least 10% interest in the Bank	4,086	5,973	23,107
Related parties with common shareholders /promoters	67,312	21,577	19,061
	<b>81,303</b>	<b>28,175</b>	<b>42,168</b>
<b>Management fees and other income</b>			
Directors and key management personnel	7,495	11,226	16,438
Parent	2,369	1,766	6,781
Entities holding at least 10% interest in the Bank	16,777	16,657	15,654
Related parties with common shareholders /promoters	272,178	480,920	1,021,338
	<b>298,819</b>	<b>510,569</b>	<b>1,060,211</b>
<b>Salaries and emoluments (short-term benefits)</b>			
Directors and key management personnel	652,432	619,528	501,534
<b>Termination benefit</b>			
Directors and key management personnel	-	-	-
<b>Costs recharged</b>			
Related parties with common shareholders /promoters	687,700	687,700	800,700
<b>Software Purchase (Note 27(vi))</b>			
Parent	-	945,111	-
<b>Receivable set-off (Note 27(vi))</b>			
Parent	-	(945,111)	-



## Warwyck Private Bank Ltd

Notes to the financial statements  
For the year ended 31 December 2023

**27. Related party transactions (Cont'd)**

- (j) The loans and advances are secured by either cash or portfolio collaterals (consisting of quoted and unquoted shares), bearing fixed interest rates and receivable as per the terms and conditions defined in their respective agreements with the Bank.
- (k) The terms and conditions of the deposits are defined in their respective agreements with the Bank.
- (l) All the transactions with the related parties are at arm's length and are priced at prevailing market rates.
- (m) As at 31 December 2023, the Bank has recorded an impairment of loans and receivables amounting to USD 42,902 (2022: USD 46,375 and 2021: USD 35,939) relating to amounts owed by related parties.
- (n) The net impairment gain on related party loans and receivables for the year ended 31 December 2023 amounted to USD 3,473 (2022: Loss USD 10,346 and 2021: Gain USD 28,215).
- (o) USD 945,111 relating to purchase of software from Warwyck Investment Holdings Ltd was set off against receivables from Warwyck Investment Holdings Ltd in year ended 31 December 2022.

**28. Guarantees**

At 31 December 2023, 2022 and 2021, the Bank had no bank guarantees in favour of third parties.

**29. Derivative financial instruments**

The Bank entered into back-to-back foreign exchange swap contracts with financial institutions to mitigate its foreign exchange exposure. The open position of these instruments, including swaps for the bank as at the reporting date are as follows:

<u>As at 31 December 2021</u>	USD	ZAR
Type of instruments		
Swap with clients	-	-
Swap with foreign banks	(4,945,506)	79,000,000

As at 31 December 2023 and 31 December 2022, there was no financial assets/liabilities under such contracts.

- (i) The exposure on the forward and swap contracts with clients was hedged against forward and swap contracts with banks.
- (ii) The figures are reported in original currencies, whereby (-ve) means the Bank buys and (+ve) means the Bank sells.

Notes to the financial statements  
For the year ended 31 December 2023

### 30. Segmental Information

The Bank operates mainly in segment B activity. The proportion of Segment A operations in relation to its total operations (Segment A and Segment B) was not significant.

	Interest income		Deposits		Loans and advances		Interest expense	
	2023	2021	2022	2021	2022	2021	2022	2021
	USD	USD	USD	USD	USD	USD	USD	USD
Segment A	-	-	29,317,051	489,474	623,099	-	-	-
Segment B	2,591,564	937,819	135,911,300	50,221,898	76,741,182	20,160,840	22,125,685	44,860,536
Total (Segment A and B)	2,591,564	937,819	165,228,351	50,711,372	77,364,281	20,160,840	22,125,685	44,860,536
% of total	0%	0%	17.74%	0.97%	0.81%	0%	0%	0%

### 31. Holding company

The directors regard Warwyck Investment Holdings Ltd, a company incorporated in Republic of Mauritius, as the holding company.

### 32. Event after reporting date

The geopolitical situation in Eastern Europe intensified on February 24, 2022, with Russia's invasion of Ukraine. The war between the two countries continues to evolve as military activity proceeds and additional sanctions are imposed. In addition to the human toll and impact of the events on entities that have operations in Russia, Ukraine, or neighboring countries or that conduct business with their counterparts, the war is increasingly affecting economic and global financial markets and exacerbating ongoing economic challenges, including issues such as rising inflation and global supply-chain disruption.

Because of its broader impact on these macroeconomic conditions, the Bank considers the war's effect on certain accounting and financial reporting matters. The degree to which Bank will be affected by them largely depends on the nature and duration of uncertain and unpredictable events, such as further military action, additional sanctions, and reactions to ongoing developments by global financial markets.

The directors continue to evaluate the potential short-term and long-term implications of the Ukraine war on the Bank (mainly affected by rising inflation due to the war), preserve cash flows and shareholder value. However, implications of the war on the broader economic scale continue to unravel and as a result, the directors are unable to reasonably quantify the related impact on the Bank in the foreseeable future.

There have been no other material events after the end of the reporting date which would require disclosures of adjustments to the financial statements for the year ended 31 December 2023.

Management Discussion and Analysis  
Financial Review  
Key Financial Indicators

	Year ended 31 December 2023 USD	Year ended 31 December 2022 USD	Year ended 31 December 2021 USD	Change %
<b>Key financial highlights</b>				
Interest income	2,591,564	1,157,226	937,819	124%
Interest expense	431,621	70,083	120,051	446%
Net interest income	2,159,943	1,078,143	817,768	100%
Net commission and other income	1,817,436	1,148,111	1,926,952	58%
Total income	4,680,901	2,673,417	3,159,083	75%
Non-interest expenses	3,115,259	2,741,600	3,063,128	-100%
Total expenses	3,827,781	3,188,763	3,497,491	-78%
Profit/(loss) for the year	891,676	(498,314)	(321,144)	-263%
Total assets	181,846,158	66,511,562	93,732,113	173%
Stated capital and reserves	16,097,688	15,379,895	11,876,453	5%
Total loans and advances	20,150,840	22,125,685	44,860,516	-9%
Total deposits	165,218,351	50,711,372	77,364,281	226%
Total liabilities	165,748,470	51,131,667	77,855,650	224%
Total regulatory capital	14,631,540	14,462,916	15,723,840	2%
Total interest earnings assets	169,646,605	53,309,571	78,288,635	218%
Average total assets	124,178,660	73,485,894	97,158,409	60%
Average total interest earnings assets	111,478,088	59,250,498	74,679,485	88%
Allowance for credit impairment	(73,347)	(96,888)	(81,122)	-27%
<b>Ratios</b>				
Operating expenses/Total income	49.8%	77.6%	70.2%	
Return on equity	5.0%	(3.2%)	(2.0%)	
Return on total assets	0.4%	(0.7%)	(0.3%)	
Return on average assets	0.6%	(0.7%)	(0.3%)	
Loans/Deposits ratio	12.2%	43.6%	58.0%	
Earnings/(loss) per share	0.06	(0.04)	(0.02)	
Net interest income to average total assets	1.7%	1.5%	0.8%	
Net interest income to average total interest earnings assets	1.9%	1.8%	1.1%	
Productivity ratio	31.6%	119.3%	110.7%	
Credit impairment over total loans	(0.3%)	(0.4%)	(0.2%)	

The Bank reported a profit of USD802k for the year ended 31 December 2023 compared to a loss of USD 493k for 2022. The profit is mainly attributable to (1) higher income received during the year as compared to the expenses incurred and (2) gains on securities.

The income comprised mainly of interest income, fee and commission and other income whereas expenses comprised mainly of interest expenses, personnel expenses, licenses and permits and depreciation and amortisation.

#### Net Interest Income

Interest income earned stood at USD 2.59m for the year ended 31 December 2023. This represents an increase of USD 1.43m as compared to the same period in 2022. Interest income on loan stood at USD 772k, increasing by USD 392k compared to same period last year and is attributable to higher interest rate as at 31 December 2023 as compared to 31 December 2022 due to some loans having variable rates. Conversely, interest received on overdrafts, which stood at USD 229k as at 31 December 2023, witnessed a fall of USD 408k compared to 31 December 2022 and is mainly due to lower overdraft facilities in 2023. Interest on placement witnessed a significant increase of USD 1.44m as compared to same period last year due to an increase in placement year 2023 coupled with rise in interest rate during 2023.

**Warwyck Private Bank Ltd**  
**Management Discussion and Analysis (Cont'd)**  
**Financial Review (Cont'd)**

**Net Interest Income (Cont'd)**

The total interest expense for the twelve months ended 31 December 2023 stood at USD 432k compared to USD 79k for same period in 2022. It comprised of interest paid on fixed deposits (31 December 2023: USD 429k and 31 December 2022: USD 51k) and other interest expense (31 December 2023: USD 3k and 31 December 2022: USD 28k).

Thus, the net interest income stood at USD 2.16m for the twelve months period ended 31 December 2023 as compared to USD 1.08m for the same period last year.

**Net Fee and Commission Income**

Fee and commission income stood at USD 863k for the year ended 31 December 2023, representing an increase of USD 36k compared to same period in 2022 which stood at USD 827k. This decrease is mainly due a reduction in advisory fees for the year under review, resulting from a lower clients' portfolio value following closure of some cells.

Fee and commission expense stood at USD 281k for the year ended 31 December 2023 and witnessed a decrease of USD 87k as compared to same period last year. Fee and commission expense comprises of card expenses of USD 179k (31 December 2022 – USD 307k), administration fees expense of USD 42k (31 December 2022 – USD 42k) and retrocession fees and others of USD 61k (31 December 2022 – USD 19k).

As a result, the net commission income for the year ended 31 December 2023 amounted to USD 582k against a net commission income of USD 450k for the same period last year.

**Other Income**

Other income for the 12 months ending 31 December 2023 stood at USD 1.23m (31 December 2022: USD 686k). This included fair value gains on securities USD 543k for the period under review (31 December 2022: nil).

**Operating Expenses**

Operating expenses stood at USD 3.12m for the year ended 31 December 2023 representing an increase of USD 374k against 2022. Non-Interest expenses include mainly: personnel expenses of USD 1.22m (USD 32k more than 2022), depreciation and amortisation of USD 399k (USD 35k less than 2022), FX gains of USD 159k (USD 7k gains more than 2022) and Other Expenses USD 1.47m (USD 403k more than 2022). The main components of other expenses are licence fees of USD 317k (USD 66k more than 2022), legal and professional fees of USD 368k (USD 17k more than 2022), utilities of USD 210k (USD 46k more than 2022), repairs and maintenance of USD 220k (USD 79k more than 2022) and bank charges of USD 371k (USD 189k more than 2022).

**Assets**

Total assets amounted to USD 181.85m as at 31 December 2023 which represents an increase of 173.4% as compared to USD 66.51m as at 31 December 2022. Total assets consist mainly of cash and cash equivalents of USD 65.74m, placements with other banks of USD 1.61m, loans and advances of USD 20.15m, investment securities USD 82.14m, fixed assets and intangible assets of USD 5.50m, and other assets of USD 6.56m.

The major variances in total assets were explained mainly by an increase in cash and cash equivalents of USD 36.42m (126.3%) as compared to same period last year and new investment securities of USD 82.14m (31 December 2022: nil).

#### Loans and advances

Total loans and advances stood at USD 20.16m as at 31 December 2023 compared to USD 21.13m as at 31 December 2022 representing a decrease of USD 1.00m (4.9%). The loans to deposit ratio decreased from 43.6% as at 31 December 2022 to 12.2% as at 31 December 2023. This downfall is explained by a significant increase in deposits during the reporting year.

#### Liabilities

The Bank's liabilities amounted to USD 165.75m as at 31 December 2023, out of which USD 165.26m were clients' deposits and other liabilities (incl. retirement benefit obligations) were USD 490k. It represented an increase of 224.2% as compared to total liabilities of USD 51.13m as at 31 December 2022.

#### Deposits

Deposits from customers amounting to USD 165.26m, increased by USD 114.55m during the year under review as compared to USD 50.71m as at 31 December 2022. This comprised of current accounts of USD 74.3m and fixed deposits of USD 90.96m.

#### Shareholder's Equity

Shareholder's funds increased from USD 15.38m as at 31 December 2022 to USD 16.10m as at 31 December 2023. The Statutory Reserves stood at USD 2.21m and Retained Earnings was USD 685k.

#### Capital Adequacy Ratio

The capital adequacy ratio was well above the required minimum limit of 12.5% and stood at 26.98% as at 31 December 2023 compared to 38.82% in 2022 (2021: 34.69%). As from 1st January 2021 the minimum required limit rose to 12.5%.

#### Credit Exposure and Credit Quality

Credit Exposure and Credit Quality are as disclosed in Note 4 of the financial statements.

No restructuring of loans and advances was made during the year ended 31 December 2023.

The breakdown for loans and advances categorised by domestic and international clients is set out in Note 10.

#### Risk management policies and controls

The related risk management policies and controls are disclosed in Note 4 to these financial statements.

#### Concentration of risk policy

Credit concentration risk is disclosed in Note 4 to these financial statements as per the Guideline on Credit Concentration. The four most significant exposures of the Bank represent 78% of the capital base.

#### Credit Impairment Measurement and Income Recognition

Credit impairment is disclosed in Note 2 to these financial statements.

#### Related party transaction policies and procedures

Related party transaction policies and procedures are as disclosed on page 30 of the annual report and are as per Guideline on Related Party Transactions. The five related parties with the highest exposures of Tier 1 Capital are 78%.

**Warwyck Private Bank Ltd**  
**Management Discussion and Analysis (Cont'd)**  
**Financial Review (Cont'd)**

**Statement of Corporate Governance Practices**

The Bank is fully committed to abide to the requirements and provisions set out in the Bank of Mauritius Guideline on Corporate Governance and has applied the eight principles set out in the Code and has explained how these have been applied which are disclosed as from page 8 of the Corporate Governance Report.

The Board is committed to upholding open and trusted relationships with the shareholder. Communication to shareholder is disclosed on page 37 of the Corporate Governance Report.

**Risk Management**  
**BASEL III**

The Basel III regulation requires higher and better-quality capital, better risk coverage, the introduction of a leverage ratio as a backstop to the risk-based requirement, measures to promote the build-up of capital that can be drawn in periods of stress, and the introduction of two global liquidity standards.

As per Basel III framework, banks are required to hold capital for the following three risk areas:

- Credit Risk – Standardised Approach
- Market Risk - Standardised Approach
- Operational Risk – Basic Indicator Approach

The capital adequacy ratio is the ratio which determines the capacity of the Bank in terms of meeting the time liabilities and other risks such as credit risk, market risk and operational risk.

As at 31 December 2023, the Bank had a capital base of USD 14.75m based on the audited figures and the Bank's capital adequacy ratio stood at 25.98% (Dec 2022: 38.82% and Dec 2021: 34.69%).

Note 5 to the financial statements summarises the composition of regulatory capital and Capital Adequacy Ratio (CAR) of the Bank for the years ended 31 December 2023, 31 December 2022 and 31 December 2021.

**Climate-related and Environmental Financial Risks**

The Bank of Mauritius (BoM) had issued a guideline on Climate-related and Environmental Financial Risk Management in April 2022. A transitional period up to 31<sup>st</sup> December 2023 was provided by BoM to be fully compliant with the requirements of the guideline.

The risks associated with climate change have both physical impact arising from more frequent and severe weather changes and transitional impact that may entail extensive policy, legal and technological changes to reduce ecological footprint of the households and businesses.

For Warwyck Private Bank Ltd, both of these risks can materialise through the impairment of asset values and deteriorating creditworthiness of its customers, which could result in reduction of the bank's profitability. The bank may also become exposed to reputational risks as a result of its lending to or other business operations with the customers deemed to be impacted by climate change.

#### Climate-related and Environmental Financial Risks (continued)

The board has delegated the responsibilities to manage the risks and opportunities linked to climate-related and environmental financial risk management under the Risk Management Committee (RMC). The bank's objective is to act responsibly and manage the climate-related and environmental financial risks associated with its operations. This approach enables the bank to reduce its exposures and at the same time promoting environmentally friendly measures in order to mitigate the financial risks associated with climate change.

In order to identify, assess and manage the risks associated with climate change, the bank performed a general analysis of the exposure and riskiness of its own activities, its client base as well as of the markets in which its financial investments are traded in.

Furthermore, the analysis considered various international standards and reports about climate change and relevant expert papers. Based on the analysis, the bank revisited its risk exposure, risk appetite and overall risk management framework. The main steps of the framework were as follows:

- Assessing the transition risk of the credit portfolio and their related collaterals;
- Analysing the client base (i.e. their sectors and geographical concentration);
- Analysing the bank's economic activities and operations; and
- Concluding on the impact of the risks associated with climate change on the bank.

#### 1. Climate change transition risk: credit quality of exposures by sector, emissions and residual maturity

These risks can include policy and regulatory risks, technological risks, market risks, reputational risks, and legal risks. As at 31 December 2023, the bank was mostly exposed to financial GBCs and financial investment sectors, both amounting to 75% of its overall credit exposure, thus low risk. The risk is further mitigated since most of the credit exposures had a short-term residual maturity of up to one year.

#### 2. Climate change transition risk: loans collaterals – efficiency of the collateral

In general, banks face the increased risk of collateral devaluations. There is also the risk of public policy intervening that could cause prejudice against less energy-efficient collaterals, resulting in a decrease in their value. It should also be noted that the physical hazards associated with climate change, such as increased flooding and heat stress, may result in additional financial costs and value depreciation. The risk associated with the collaterals and the sectors/geographical location of the guarantors are relatively low since most of them are involved in activities that are not prone to climate change.

#### 3. Exposures to the carbon-intensive firms in the world

Industries such as energy (electricity), oil mining, metal mining, concrete, chemicals, aviation, marine shipping, and heavy trucking account for more than 30 percent of global greenhouse gas emissions. These carbon-intensive industries provide crucial goods and services and they are key to winning the war on climate change. Given the bank's business model, its client base is mostly categorised in the financial investment (24%), household (14%) and financial GBCs (9%), suggesting minimal exposure to the risks associated with carbon emissions.

#### 4. Climate change physical risk: exposures subject to physical risk

Physical climate risks are either acute or chronic. Acute risks include droughts, floods, extreme precipitation and wildfires. Chronic risks include rising temperatures, the expansion of tropical pests and diseases into temperate zones, and an accelerating loss of biodiversity. The sectors in which the bank's clients are mostly involved are not vulnerable to climate change.

#### 5. Other climate change mitigating actions

To align climate-risk exposure with risk appetite and the business and credit strategy, the bank will inject climate-risk considerations into all risk-management processes, including client's review, capital allocations, loan approvals, portfolio monitoring, and reporting.

Based on an overall analysis made on the financial year 2023, it can be concluded that Warwyck Private Bank Ltd is not exposed to any significant risks that would require a material adjustment to the nature and the carrying amounts of its assets and liabilities. The bank has analysed the balance sheet components and the sectors in which it is exposed to, its client base, the markets in which its existing financial investment lies and its future cash flows. It is therefore resolved that at present, the bank's exposure to climate-related and environmental financial risk is relatively low.