Bank "BTB" OJSC

International Financial Reporting Standards Financial Statements and Independent Auditor's Report

31 December 2015

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Independent AUDITOR'S REPORT

To the Shareholders and the Board of Directors of Bank "BTB" OJSC:

We have audited the accompanying financial statements of Bank "BTB" OJSC (hereinafter referred to as "the Bank") which comprise the statement of financial position as of 31 December 2015 and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

THE POWER OF BEING UNDERSTOOD AUDIT | TAX | CONSULTING



Opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Bank as of 31 December 2015, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Baku, Republic of Azerbaijan April 19, 2015 RSM Azerbaijan

BANK "BTB" OJSC

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2015

(in New Azerbaijani Manats)

| | Note | 31 December 2015 | 31 December 2014 |
|--|-------|------------------|------------------|
| ASSETS | | | |
| Cash and cash equivalents | 6 | 56,653,854 | 3,025,405 |
| Due from other banks | 7 | 2,550 | 2,550 |
| Loans and advances to customers | 8 | 102,613,500 | 100,356,276 |
| Intangible assets | 9 | 204,647 | 190,256 |
| Premises and equipment | 9 | 48,718,483 | 37,071,280 |
| Current income tax assets | | 538,948 | - |
| Deferred income tax assets | 22 | 335,940 | _ |
| Other financial assets | 10 | 170,018 | 627,896 |
| | 11 | 1,025,491 | 127,814 |
| Other assets | 11 | 1,025,491 | 127,011 |
| TOTAL ASSETS | | 210,263,431 | 141,401,477 |
| LIABILITIES | | | |
| Due to other banks | 12 | 5,195,285 | 6,646,679 |
| Customer accounts | 13 | 96,692,493 | 67,921,853 |
| Other borrowed funds | 14 | 57,748,899 | 16,655,578 |
| | 22 | - | 72,977 |
| Deferred income tax liability | Lu Lu | _ | 10,824 |
| Income tax liability Other financial liabilities | 15 | 107,445 | 153,949 |
| | 16 | 14 | 1,924 |
| Other liabilities | 10 | 14 | 1,52 |
| TOTAL LIABILITIES | | 159,744,136 | 91,463,784 |
| EQUITY | | | |
| Share capital | 17 | 52,000,000 | 44,840,000 |
| (Accumulated deficit)/Retained earnings | | (1,480,705) | 5,097,693 |
| (Accumulated deficit)/Retained carmings | | (1,100,700) | |
| TOTAL EQUITY | | 50,519,295 | 49,937,693 |
| TOTAL LIABILITIES AND EQUITY | | 210,263,431 | 141,401,477 |

On behalf of the Management Board:

Samir Gojayev

Chairman of the Management Board

April 19, 2015

Baku, Azerbaijan

Yuliya Pasternak

Deputy of Chief Accountant

April 19, 2015

Baku, Azerbaijan

The notes on pages 7-64 form an integral part of these financial statements.

BANK "BTB" OJSC

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2015

(in New Azerbaijani Manats)

| | Note | 2015 | 2014 |
|--|------|-------------|-------------|
| Interest income | 18 | 18,809,552 | 19,708,198 |
| Interest expense | 18 | (8,862,878) | (7,676,929) |
| Net interest income | | 9,946,674 | 12,031,269 |
| Provision for loan impairment | 8 | (1,343,811) | (2,339,436) |
| Net interest income after provision for loan | | , | |
| impairment | | 8,602,863 | 9,691,833 |
| Fee and commission income | 19 | 902,022 | 1,354,791 |
| Fee and commission expense | 19 | (270,909) | (333,391) |
| Net (loss)/gain on foreign exchange operations | 20 | (1,429,231) | 262,395 |
| Administrative and other operating expenses | 21 | (9,858,719) | (8,506,356) |
| Other income | | 9,405 | 4,860 |
| (Loss)/Profit before tax | | (2,044,569) | 2,474,132 |
| Income tax benefit/(expense) | 22 | 408,914 | (661,717) |
| (LOSS)/PROFIT FOR THE YEAR | | (1,635,655) | 1,812,415 |
| Other comprehensive (loss)/income for the year | | -1 | |
| TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR | | (1,635,655) | 1,812,415 |
| (Loss)/earnings per share for (loss)/profit during the year – basic and diluted | | | |
| (expressed in AZN per share): | 22 | (1,635,655) | 1,812,415 |
| Ordinary Shares | 23 | (33.91) | 40.42 |

On behalf of the Management Board:

Samir Gojayev

Chairman of the Management Board

April 19, 2015

Baku, Azerbaijan

Yuliya Pasternak

Deputy of Chief Accountant

April 19, 2015

Baku, Azerbaijan

The notes on pages 7-64 form an integral part of these financial statements.

BANK "BTB" OJSC

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2015

(in New Azerbaijani Manats)

| | Note | Share capital | Retained earnings/ (accumulated deficit) | Total equity |
|------------------------------------|------|---------------|--|--------------|
| Balance at 1 January 2013 | | 44,840,000 | 3,285,278 | 48,125,278 |
| Increase of share capital | | | _ | _ |
| Total comprehensive income for 201 | 4 | - | 1,812,415 | 1,812,415 |
| Balance at 1 January 2015 | | 44,840,000 | 5,097,693 | 49,937,693 |
| Increase of share capital | 17 | 7,160,000 | (4,942,743) | 2,217,257 |
| Total comprehensive loss for 2015 | | - | (1,635,655) | (1,635,655) |
| Balance at 31 December 2015 | | 52,000,000 | (1,480,705) | 50,519,295 |

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On behalf of the Management Board:

Samir Gojayev

Chairman of the Management Board SOHMDAR

April 19, 2015

Baku, Azerbaijan

Yuliya Pasternak

Deputy of Chief Accountant

April 19, 2015

Baku, Azerbaijan

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 DECEMBER 2015

(in New Azerbaijani Manats)

| | Notes | Year ended 31 December 2015 | Year ended 31 December 2014 |
|---|-------|--------------------------------|--------------------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Profit before income tax Adjustments for: | | (2,044,569) | 2,474,132 |
| Provision for impairment losses on interest bearing assets | 8 | 1,343,811 | 2,339,436 |
| Loss on sale of property and equipment | 21 | 16,415 | 14,703 |
| Depreciation and amortization expense | 9 | 1,184,776 | 983,763 |
| Translation (gain)/loss on foreign exchange operations | | 1,429,231 | (262,395) |
| Net changes in interest accruals | | 758,022 | (942,620) |
| Cash flows from operating activities before changes in operating assets and liabilities | | 2,687,686 | 4,607,019 |
| Changes in operating assets and liabilities | | 2,00.,000 | 1,001,025 |
| (Increase)/decrease in operating assets: | | | |
| Minimum reserve deposit with NBAR | 6 | 696,998 | 183,469 |
| Due from other banks | 7 | 0,0,,,, | 103,107 |
| Loans to customers | 8 | (3,763,752) | (4,522,828) |
| Other financial assets | 10 | 457,503 | (581,723) |
| Other assets | 11 | (1,436,625) | (100,864) |
| Increase/(decrease) in operating liabilities: | 11 | (1,430,023) | (100,804) |
| Customer accounts | 13 | 27,496,749 | 11,272,289 |
| Due to other banks | 12 | (1,540,949) | (1,591,292) |
| Borrowings | 14 | 40,785,634 | (4,799,087) |
| Other financial liabilities | 15 | (46,696) | 74,017 |
| Other liabilities | 16 | (1,910) | (3,106) |
| | 10 | | |
| Cash inflow from operating activities before taxation | | 65,334,638 | 4,537,894 |
| Income tax paid | | (10,824) | (580,044) |
| Net cash inflow from operating activities | | 65,323,814 | 3,957,850 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Purchase of premises and equipment | | (12,919,611) | (5,640,789) |
| The sale of premises and equipment | | 98,816 | 19,026 |
| Purchases of intangible assets | | (41,990) | (47,700) |
| Net cash inflow/(outflow) from investing activities | | (12,862,785) | (5,669,463) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| Issue of ordinary share capital | 17 | 2,217,257 | |
| Net cash inflow from financing activities | 17 | 2,217,257 | - |
| Effect of changes in foreign exchange rate on cash and cash eq. | | (352,840) | 4,568 |
| | | (332,040) | 4,300 |
| NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS | | 54,325,446 | (1,707,045) |
| CASH AND CASH EQUIVALENTS, beginning of year | | 2,008,578 | 3,715,623 |
| | | | 3,713,023 |
| CASH AND CASH EQUIVALENTS, end of year | 6 | 56,334,024 | 2,008,578 |

On behalf of the Management Board

Samir Gojayev

Chairman of the Management Board

April 19, 2015

Baku, Azerbaijan

Yuliya Pasternak

Deputy of Chief Accountant

April 19, 2015

Baku, Azerbaijan

The notes on pages 7-64 form an integral part of these financial statements.