

NBAD MENA Income & Growth Fund

(formerly known as NBAD UAE Distribution Fund)

Financial statements

31 December 2015

NBAD MENA Income & Growth Fund

(formerly known as NBAD UAE Distribution Fund)

Financial statements

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Independent auditor's report

The Unit holders
NBAD MENA Income & Growth Fund
Abu Dhabi

Report on financial statements

We have audited the accompanying financial statements of NBAD MENA Income & Growth Fund ("the Fund"), which comprise the statement of financial position as at 31 December 2015, the statements of comprehensive income, changes in net assets attributable to holders of redeemable units and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

National Bank of Abu Dhabi (the "Fund Manager") 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 the Fund Manager 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 about whether the financial statements are free of 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 our 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, we consider 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.

Opinion

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

KPMG Lower Gulf Limited
Abu Dhabi
Munther Dajani
Registration No. 268
United Arab Emirates


30 JUN 2016

NBAD MENA Income & Growth Fund

Statement of financial position as at 31 December

	<i>Note</i>	2015 AED'000	2014 AED'000
Assets			
Cash at bank	7	8,773	6,232
Investment at fair value through profit or loss		137,489	106,121
Investment property	9	-	75,900
Other assets	10	1,498	710
Total assets		<u>147,760</u>	<u>188,963</u>
Liabilities			
Due to related parties	7	218	295
Total liabilities		<u>218</u>	<u>295</u>
Net assets attributable to holders of redeemable units	14	<u>147,542</u>	<u>188,668</u>
Number of units outstanding (thousand units)		<u>44,314</u>	<u>46,314</u>
Net asset value per unit (AED)		<u>3.33</u>	<u>4.07</u>


 Claude-Henri Chavanon
 Managing Director
 Head of Global Asset Management
 Global Wealth Division


 Saleem Khokhar
 Executive Director
 Head of Fund Management
 Global Asset Management

The notes 1 to 14 are an integral part of these financial statements.

The independent auditor's report is set out on page 1.

NBAD MENA Income & Growth Fund

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

	<i>Note</i>	2015 AED'000	2014 AED'000
Net gain on investments at fair value through profit or loss	8	(28,268)	10,607
Dividend income	-	5,940	5,401
Rental income from investment property	9	3,935	6,758
Interest income	-	44	23
Net operating income		(18,349)	22,789
Investment management fees	7	(2,756)	(3,551)
Other operating expenses	11	(6,215)	(3,880)
Total operating expenses		(8,971)	(7,431)
Net profit from operations before interest		(27,320)	15,358
Interest expense	7	-	(2)
Net profit for the year		(27,320)	15,356
Dividend paid to holders of redeemable units	12	(7,719)	(9,708)
Increase / (decrease) in net assets attributable to holders of redeemable units		(35,039)	5,648

The notes 1 to 14 are an integral part of these financial statements.

The independent auditor's report is set out on page 1.

NBAD MENA Income & Growth Fund

Statement of changes in net assets attributable to holders of redeemable units
for the year ended 31 December

	Number of units	Net assets attributable to holders of redeemable units AED'000
Balance as on 01 January 2014	48,209,079	191,681
Issue of units during the year	1,899,560	8,224
Redemption of units during the year	(3,795,121)	(16,885)
Increase in net assets attributable to holders of redeemable units	-	5,648
Balance at 31 December 2014	<u>46,313,518</u>	<u>188,668</u>
Balance as on 01 January 2015	46,313,518	188,668
Issue of units during the year	4,606,699	18,693
Redemption of units during the year	(6,606,623)	(24,780)
Increase in net assets attributable to holders of redeemable units	-	(35,039)
Balance at 31 December 2015	<u>44,313,594</u>	<u>147,542</u>

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The independent auditor's report is set out on page 1.

NBAD MENA Income & Growth Fund

Statement of cash flows for the year ended 31 December

	2015 AED'000	2014 AED'000
Cash flows from operating activities		
Profit / (loss) for the year	(27,320)	15,356
<i>Adjustment for:</i>		
Gain on sale of investment property	(100)	-
Interest expense	-	2
	<u>(27,420)</u>	<u>15,358</u>
Changes in:		
Investments at fair value through profit or loss	(31,368)	7,784
Other assets	(788)	1455
Due to related parties	(77)	(69)
Less: Interest paid	-	(2)
	<u>(59,653)</u>	<u>24,526</u>
<i>Cash flows from operating activities</i>		
Cash flows from investing activities		
Proceeds from sale of investment property	<u>76,000</u>	<u>-</u>
Cash flows from financing activities		
Proceeds from issue of units	18,693	8,224
Payments on redemption of units	(24,780)	(16,885)
Dividend Paid	(7,719)	(9,708)
	<u>(13,806)</u>	<u>(18,369)</u>
<i>Cash flows used in financing activities</i>		
Net increase in cash and cash equivalents	<u>2,541</u>	<u>6,157</u>
Cash and cash equivalents at beginning of the year	<u>6,232</u>	<u>75</u>
Cash and cash equivalents at end of the year	<u><u>8,773</u></u>	<u><u>6,232</u></u>

The notes 1 to 14 are an integral part of these financial statements.

The independent auditor's report is set out on page 1.

NBAD MENA Income & Growth Fund

Notes to the financial statements

1 Reporting entity

NBAD MENA Income & Growth Fund (the "Fund") is an open ended investment fund established in the United Arab Emirates (the "UAE") by National Bank of Abu Dhabi PJSC (the "Fund Manager") and is licensed by the Central Bank of the UAE approval reference number 13/2415/2005 dated 7 December 2005. The Fund is not a separately incorporated entity and its activities are managed by the Fund Manager.

The Fund's primary objective is to invest in a portfolio of MENA equities and/or equity related securities (such as convertible bonds, ADRs and GDRs) listed or traded on recognised exchanges worldwide or 'over the counter' arrangements, MENA income producing assets such as fixed income securities and real estate and real estate related investment instruments and related securities including third party collective investment schemes, with a view to both achieving capital growth and distributing dividend income.

The applicable prospectus and term sheet were revised on 24 February 2014. These revisions are approved by the Central Bank of UAE. The revised prospectus and term sheet are available upon request from the Fund Manager's registered office at P.O. Box 4, Abu Dhabi, United Arab Emirates.

The Fund was formerly known as NBAD UAE Distribution Fund. The name change was effective from 15 May 2014.

2 Basis of preparation

(a) Statement of compliance

The financial statements of the Fund as at and for the year ended 31 December 2015 have been prepared in accordance with International Financial Reporting Standards (IFRSs). These financial statements were approved on behalf of the Fund Manager on 30 JUN 2016.

(b) Basis of measurement

These financial statements have been prepared on the historical cost basis except for the following:

- financial instruments at fair value through profit or loss, which are measured at fair value; and
- investment property which is measured at fair value.

(c) Functional and presentation currency

These financial statements are presented in United Arab Emirates Dirham ("AED"), which is the Fund's functional currency. All financial information presented in AED has been rounded to the nearest thousand.

(d) Use of estimates and judgments

The preparation of the financial statements requires the Fund Manager to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

NBAD MENA Income & Growth Fund

Notes to the financial statements

2 Basis of preparation *(continued)*

(d) Use of estimates and judgments (continued)

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are described in note 5.

3 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements except for the new amendments to standards that became applicable and was adopted during the year. These amendments do not have any impact on these financial statements.

(a) Interest

Interest income and expense, including interest income from financial assets at fair value through profit or loss are recognised in the statement of comprehensive income using the effective interest method.

(b) Redemption fees

Redemption fees are charged to holders of redeemable units at the time of redemption of units in the Fund and are recognised in the statement of comprehensive income in the period during which such redemptions are made.

(c) Dividend income

Dividend income is recognised in the statement of comprehensive income when the right to receive income is established. For quoted equity securities this is usually the ex-dividend date.

(d) Rental income

Rental income from investment property is recognised in statement of comprehensive income on a straight line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

(e) Dividends to holders of redeemable units

Dividends to holders of redeemable units are recognised in the statement of comprehensive income as finance costs when they are authorised and are no longer at the discretion of the Fund.

(f) Net gain / (loss) from financial instruments at fair value through profit or loss

Net gain / (loss) from financial instruments at fair value through profit or loss includes all realised gain / loss and unrealised fair value changes and foreign exchange differences, but excludes interest and dividend income. Net realised gain / (loss) from financial instruments at fair value through profit or loss represents the difference between the closing price applicable on the last revaluation date and their sale / settlement price.

NBAD MENA Income & Growth Fund

Notes to the financial statements

3 Significant accounting policies *(continued)*

(f) Net gain / (loss) from financial instruments at fair value through profit or loss (continued)

Unrealised gain / (loss) represents the difference between the carrying amount of a financial instrument at the beginning of the year, or transaction price when purchased in the current reporting period and its fair value at the end of the period or at the last revaluation date before its sale / settlement.

(g) Expenses

All expenses, including the investment management fees and performance fees are recognised in the statement of comprehensive income on an accrual basis.

(h) Foreign currency transactions

Transactions in foreign currencies are translated into UAE Dirhams at the spot exchange rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated into UAE Dirhams at the spot exchange rate at that date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value through profit or loss are retranslated into AED Dirhams at the spot exchange rate at the date the fair value was determined.

Foreign currency exchange differences arising on translation are recognised in the statement of comprehensive income. Foreign currency exchange differences relating to investments at fair value through profit or loss are included in net gain / (loss) on investments at fair value through profit or loss.

(i) Financial assets and financial liabilities

i. Recognition and initial measurement

Financial assets and liabilities at fair value through profit or loss are recognised initially on the trade date at which the Fund becomes a party to the contractual provisions of the instrument. Other financial assets and liabilities are recognised on the date they are originated.

Financial assets and financial liabilities at fair value through profit or loss are measured initially at fair value, with transaction costs recognised in the statement of profit or loss. Financial assets or financial liabilities not at fair value through profit or loss are measured initially at fair value plus transaction costs that are directly attributable to its acquisition or issue.

Subsequent measurement of financial instruments is discussed below in respective notes.

ii. Classification

The Fund has classified financial assets and financial liabilities into following categories:

Financial assets at fair value through profit or loss:

- Held for trading - equity investments

NBAD MENA Income & Growth Fund

Notes to the financial statements

3 Significant accounting policies *(continued)*

(i) Financial assets and financial liabilities *(continued)*

i. Classification *(continued)*

Financial assets at amortised cost:

- Loans and receivables – cash at bank and certain other assets.

Financial liabilities at amortised cost:

- Other liabilities – due to related parties and net assets attributable to holders of redeemable units

A financial instrument is classified as held for trading, if:

- it is acquired or incurred principally for the purpose of selling or repurchasing in the near term;
- on initial recognition it is part of a portfolio that is managed together and for which there is evidence of a recent pattern of short-term profit taking.

Note 6 provide a reconciliation of line items in the statement of financial position to the categories of financial instruments, as defined by IAS 39.

ii. Derecognition

The Fund derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or when it transfers the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Fund neither transfers nor retains substantially all the risks and rewards of ownership and does not retain control of the financial asset. Any interest in transferred financial assets that qualify for derecognition that is created or retained by the Fund is recognised as a separate asset or liability in the statement of financial position.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised), and the consideration received (including any new asset obtained less any new liability assumed) is recognised in the statement of comprehensive income.

The Fund enters into transactions whereby it transfers assets recognised on its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets or a portion of them. If all or substantially all risks and rewards are retained, then the transferred assets are not derecognised.

The Fund derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

NBAD MENA Income & Growth Fund

Notes to the financial statements

3 Significant accounting policies *(continued)*

(i) *Financial assets and financial liabilities(continued)*

iii. *Offsetting*

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Fund has a legal right to set off the recognised amounts and it intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted under IFRSs, for example, for gains and losses arising from a group of similar transactions, such as gains and losses from financial instruments at fair value through profit or loss.

iv. *Amortised cost measurement*

The amortised cost of a financial asset or liability is the amount at which the financial asset or liability is measured at initial recognition, minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initial amount recognised and the maturity amount, minus any reduction for impairment.

The effective interest rate is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial asset or liability (or, when appropriate, a shorter period) to the carrying amount of the financial asset or liability. When calculating the effective interest rate, the Fund estimates future cash flows considering all contractual terms of the financial instrument, but not future credit losses.

v. *Fair value measurement*

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal, or in its absence, the most advantageous market to which the Fund has access at that date. The fair value of a liability reflects its non-performance risk.

When applicable, the Fund measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

When there is no quoted price in an active market, the Fund uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all the factors that market participants would take into account in pricing a transaction.

NBAD MENA Income & Growth Fund

Notes to the financial statements

3 Significant accounting policies *(continued)*

(i) *Financial assets and financial liabilities(continued)*

The best evidence of the fair value of a financial instrument at initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Fund determines that the fair value at initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value at initial recognition and the transaction price.

Subsequently, that difference is recognized in the statement of profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is supported wholly by observable market data or the transaction is closed out.

All changes in fair value, other than dividend income, are recognised in the statement of profit or loss as net gain / loss from financial instruments at fair value through profit or loss.

(j) *Cash and cash equivalents*

Cash and cash equivalents for the purpose of the statement of cash flows comprises of cash at bank and bank overdraft balance that is repayable on demand and forms an integral part of the Fund's cash management.

Cash and cash equivalents for the purpose of cash flow comprise deposits with banks with original maturities of less than three months and bank overdraft balance that is repayable on demand and forms an integral part of the Fund's cash management.

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

(k) *Investment property*

Investment property is property held either to earn rental income or for capital appreciation or for both but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is measured at fair value with any change therein recognised in the statement of comprehensive income.

Cost includes expenditure that is directly attributable to the acquisition of the investment property and any other costs directly attributable to bringing the investment property to a working condition for their intended use.

(l) *Impairment*

Financial assets

At each reporting date the Fund assesses whether there is objective evidence that financial assets not carried at fair value through profit or loss are impaired. A financial asset or a group of financial assets is (are) impaired when objective evidence demonstrates that a loss event has occurred after the initial recognition of the asset(s), and that the loss event has an impact on the future cash flows of the asset(s) that can be estimated reliably.

NBAD MENA Income & Growth Fund

Notes to the financial statements

3 Significant accounting policies (continued)

(l) Impairment (continued)

Financial assets

Objective evidence that financial assets are impaired can include significant financial difficulty of the banker or issuer, default or delinquency by a banker or issuer, indications that a banker or issuer will enter bankruptcy or other observable data relating to a group of assets such as adverse changes in the payment status of bankers or issuers in the group, or economic conditions that correlate with defaults in the group.

Non financial assets

Impairment losses on financial assets carried at amortised cost are measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the asset's original effective interest rate. Impairment losses are recognised in the statement of comprehensive income and reflected in an allowance account against such financial assets. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the statement of comprehensive income.

The Fund writes off financial assets carried at amortised cost when they are determined to be uncollectible.

The carrying amounts of the Fund's non financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognised in the statement of comprehensive income. Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

(m) Net asset value per unit

The net asset value per unit disclosed in the statement of financial position is calculated in accordance with the Fund's prospectus by dividing the net assets attributable to holders of redeemable units included in the statement of financial position by the number of units outstanding.

(n) Redeemable units

Redeemable units are classified as financial liabilities and are measured at the present value of the redemption amounts. In accordance with the Fund's prospectus, the redemption amounts of the redeemable units are based on last published net asset value. The net assets value includes Fund's underlying investments, calculated using the closing prices. On the other hand, in accordance with the Fund's accounting policies, financial assets at fair value are measured at a bid price and financial liabilities at fair value are measured at the asking price. The differences in the measurement bases of the Fund's underlying investments and the redemptions amounts of the redeemable units have been adjusted through net gain / loss from financial assets at fair value through profit and loss.

NBAD MENA Income & Growth Fund

Notes to the financial statements

3 Significant accounting policies *(continued)*

(o) Provisions

A provision is recognised if, as a result of a past event, the Fund has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows, that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

(p) New standards and interpretations not yet adopted

A number of new standards, amendments to standards and interpretations have been issued that are applicable to the Fund but are not yet effective for the year ended 31 December 2015, and have not been applied in preparing these financial statements:

IFRS 9, published in July 2014, replaces the existing guidance in IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39. For hedge accounting, the requirements are generally applied prospectively, with some limited exceptions.

IFRS 9 is effective for annual period beginning on or after 1 January 2018. However, early application of IFRS 9 is permitted. The revised standard may have a significant impact on the Fund's financial statements. Management is currently in the process of evaluating its effects.

NBAD MENA Income & Growth Fund

Notes to the financial statements

4 Financial risk management

Introduction and overview

The Fund has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk
- Operational risk

This note presents information about the Fund's exposure to each of the above risks, the Fund's objectives, policies and processes for measuring and managing risk, and the Fund's management of capital.

Risk management framework

The Advisory Board and Investment Committee have the overall responsibility for the establishment and oversight of the Fund's risk management framework.

The Fund is managed by the Fund Manager on the basis of the Funds investment objectives and guidelines, subject to the supervision of the Investment Committee, on a day to day basis. The Advisory Board reviews the activities and performance of the Fund (including Fund's investment strategies as set out in the Investment process) and makes appropriate recommendations to the Fund Manager.

The Fund's risk management policies are established to identify and analyze the risks faced by the Fund, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly, on an ongoing basis, to reflect changes in market conditions, products and services offered.

As per the term sheet of the Fund, the policy for concentration of its investment portfolio profile is as follows:

- Investment in any particular security is not to exceed 10% of that company's then total market capitalisation.
- Except as required to reflect market weighting of a stock, investment in equities or liquid tradable securities of any company is not to exceed 25% of the Fund's total assets at the time of investment.
- Investments in, underwriting or subscriptions for public issues or pre initial public offering placement which are likely to come to market within eighteen months is not to exceed 15% of the Fund's total assets.
- Investments in third party collective investment schemes must be limited to 10% of the Fund's NAV and must not exceed 5% of the net asset value of any of the collective investment schemes the Fund is invested in.
- Investments in GCC (ex-UAE) equities, international fixed income securities and real estate and real estate related investment instruments (excluding equities) is not to exceed 30%, 30% and 45% of the Fund's total assets, respectively.

Details of the nature of the Fund's investment portfolio at the financial position date are disclosed in relevant risk notes.

NBAD MENA Income & Growth Fund

Notes to the financial statements

4 Financial risk management *(continued)*

(a) Credit risk

Credit risk is the risk that a counter party to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Fund, resulting in a financial loss to the Fund. It arises principally from cash at bank and certain other receivables. For risk management reporting purposes, the Fund considers and consolidates all elements of credit risk exposure (such as individual obligor default risk, country and sector risk).

Management of credit risk

Credit risk is monitored on a regular basis by the Fund Manager in accordance with policies and procedures in place. Investment Committee's main objectives include: (i) to determine the investment strategies and tactics to be adopted to manage the Funds in accordance with the investment objectives and guidelines as set out in the prospectus and term sheet; and (ii) to review the Funds performance and discuss the various strategies adopted at the sectoral and occasionally at the stock level. The Funds Advisory Board's main objectives are to protect the interests of the investors. It also has a responsibility to consider the investment strategies adopted for the individual Funds and to review the performance of each Fund at a strategic level. Additionally the Advisory Board will consider events and action that may have given rise to a conflict of interest and advise the Fund Manager on possible remedies, if appropriate. Where the credit risk is not in accordance with the investment policy or guidelines of the Fund, the Fund Manager is obliged to rebalance the portfolio as soon as is reasonably practicable after each determination that the portfolio is not in compliance with the stated investment parameters.

Exposure to credit risk

The Fund's maximum credit risk exposure at the reporting date is represented by the respective carrying amounts of the financial assets in the statement of financial position (except for equity instruments as they do not carry credit risk).

Balances due from brokers

Balances due from brokers result from margin accounts and sale transactions awaiting settlement. Credit risk relating to unsettled transactions is considered small due to the short settlement period involved and the reputable brokers engaged by the Fund Manager. The Fund Manager monitors the internal controls, credit ratings and financial position of the brokers on a quarterly basis.

Majority of the Fund's transactions for sale and purchase of securities are made through NBAD Securities LLC which is a subsidiary of the Fund Manager. *(Refer note 7)*

Cash at bank

The Fund's bank balances are with the Fund Manager.

NBAD MENA Income & Growth Fund

Notes to the financial statements

4 Financial risk management *(continued)*

(a) Credit risk (continued)

Concentration of credit risk

The Fund's policy for concentration of its investment portfolio profile, as per the term sheet, is discussed earlier.

Settlement risk

The Fund's activities may give rise to risk at the time of settlement of transactions. Settlement risk is the risk of loss due to the failure of an entity to honour its obligations to deliver cash, securities or other assets as contractually agreed.

For the majority of transactions the Fund mitigates this risk by conducting settlements through a broker to ensure that a trade is settled only when both parties have fulfilled their contractual settlement obligations. Settlement limits form part of the credit approval and limit monitoring process.

Past due and impaired assets

No financial assets carried at amortised cost were past due or impaired at 31 December 2015 (31 December 2014: nil).

(b) Liquidity risk

Liquidity risk is the risk that the Fund will encounter difficulty in meeting obligations arising from its financial liabilities that are settled by delivering cash or another financial asset, or that such obligations will have to be settled in a manner disadvantageous to the Fund.

It arises principally from bank overdraft, due to related parties and net assets attributable to holders of redeemable units.

Management of liquidity risk

The Fund's approach to manage the risk is to have sufficient liquidity to meet its liabilities, including anticipated redemptions of units, as and when due, without incurring unacceptable losses or risking damage to the Fund's reputation.

The Fund's liquidity risk is managed on a daily basis by the Fund Manager in accordance with policies and procedures in place. The Fund's overall liquidity risks are monitored on a weekly basis by the Investment Committee and the Advisory Board.

The Fund's term sheet provides for the weekly redemption of units and it is therefore exposed to the liquidity risk of meeting unit holders' redemptions at any time. The Fund's redemption policy only allows for redemptions on the last day of each week and unit holders must provide at least 2 days prior notice.

NBAD MENA Income & Growth Fund

Notes to the financial statements

4 Financial risk management (continued)

(b) Liquidity risk (continued)

The Fund's manages liquidity by having financial instruments which include overdraft facility from the Fund manager and listed equity and debt securities which are considered to be readily realisable as they are actively traded on major UAE stock exchanges. Further the Fund receives rentals from its investment property and also, the term sheet of the Fund:

- Permits up to 25% of the Fund's total assets to be held in the form of liquid tradable securities or cash in order to meet redemptions and
- Permits the Fund to borrow up to 60% of its NAV at any relevant time in order to meet redemptions.

Maturity analysis for financial liabilities

Residual contractual maturities of the financial liabilities at reporting dates are as follows. The tables below show the contractual undiscounted cash flows of the Fund's financial liabilities:

	Carrying amount AED'000	Gross amount AED'000	Less than 1 month AED'000
31 December 2015			
Financial liabilities			
Due to related parties	218	218	218
Net assets attributable to holders of redeemable units	147,542	147,542	147,542
	<u>147,760</u>	<u>147,760</u>	<u>147,760</u>
31 December 2014			
Financial liabilities			
Due to related parties	295	295	295
Net assets attributable to holders of redeemable units	188,668	188,668	188,668
	<u>188,963</u>	<u>188,963</u>	<u>188,963</u>

The un-discounted cash flows of the Fund's financial liabilities above are disclosed on the basis of their earliest possible contractual maturity. The gross amounts include interest payable where appropriate.

NBAD MENA Income & Growth Fund

Notes to the financial statements

4 Financial risk management *(continued)*

(b) Liquidity risk (continued)

The Fund's expected cash flows on these instruments do not vary significantly from this analysis except for net assets attributable to the holders of redeemable units, which the Fund has the contractual obligation to redeem within the 2 days of the notice. Historical experience indicates that these units are held by unit holders based on medium or long term basis, however redemption levels are very difficult to predict as they vastly fluctuate with the changing market conditions and investor needs or objectives. As at the reporting date, 50 % of the units are held by one unit holder (2014: 51%). These units are held as collateral against the unit holder's loan from the Bank and cannot be redeemed until this loan is fully settled.

(c) Market risk

Market risk is the risk that changes in market prices, such as interest rates, equity prices, and foreign exchange rates will affect the Fund's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

Management of market risks

The Fund's strategy on the management of market risk is driven by its investment objectives and guidelines. The Fund's primary investment objective is disclosed in note 1. The Fund's market risk is managed on a daily basis by the Fund Manager in accordance with the policies and procedures in place. The Fund's overall market positions are monitored by the Advisory Board and Investment Committee on a periodic basis.

When considered necessary or appropriate, the Fund Manager may hedge currency and/or other portfolio related risks in accordance with the investment objectives and guidelines.

Exposure to currency risk

The Fund may invest in financial instruments and enter into transactions denominated in currencies other than its functional currency ("AED"). Consequently, the Fund is exposed to risks that the exchange rate of its currency relative to other foreign currencies may change in a manner that has an adverse effect on the value of that portion of the Fund's assets or liabilities denominated in currencies other than the AED.

The exchange rate of AED and all other GCC currencies, in which the Fund invests, is pegged against US Dollar and hence the Fund's exposure to currency risk is limited to that extent.

Since the majority of the assets and liabilities are in AED or in foreign currencies pegged with the AED, the management estimates that any reasonable possible changes in exchange rates would not have a significant impact on the Fund's financial statements.

NBAD MENA Income & Growth Fund

Notes to the financial statements

4 Financial risk management *(continued)*

(c) Market risk (continued)

Exposure to interest rate risk

Interest rate risk is the risk that arises from timing difference in the maturity and re-pricing of Fund's interest bearing assets and liabilities.

The majority of Fund's financial assets and liabilities are non-interest bearing.

Bank balances placed with the Fund Manager are at floating rates, with re-pricing on quarterly basis. All other financial assets are non-interest bearing.

Other price risk

Other price risk is the risk that the value of the instrument will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer or all factors affecting all instruments traded in the market. As the majority of the Fund's financial instruments are carried at fair value with fair value changes recognised in the statement of profit or loss, all changes in market conditions will directly affect net investment income.

Price risk is managed by the Fund Manager by constructing a diversified portfolio of instruments, in different industry sectors and traded on different markets. Under normal circumstances the Fund invests in the trading instruments in accordance with the investment guidelines.

The Fund's policy for concentration of its investment portfolio profile, as per the term sheet, is discussed earlier.

Internal procedures require the Fund Manager to manage price risk on a daily basis. Internal procedures and systems help the Fund Manager to keep a check and control of any kind of price risk on an ongoing basis. Any deviation from the permitted guidelines needs to be corrected in the best possible manner within a reasonable time frame from the equity perspective. The Fund procedures require price risk to be monitored on a monthly basis by Advisory and Investment committee.

Where the market risk is not in accordance with the investment policy or guidelines of the Fund, the Fund Manager is obliged to rebalance the portfolio as soon as is reasonably practicable after each determination that the portfolio is not in compliance with the stated investment parameters.

NBAD MENA Income & Growth Fund

4 Financial risk management *(continued)*

(c) Market risk *(continued)*

The Fund Manager monitors concentration of risk based on counterparties and industries. The Fund's equity investments are concentrated in the following industries:

	2015 AED'000	2014 AED'000
Banking	55,868	40,425
Real Estate	21,536	9,719
Finance and investment	-	9,176
Telecom	16,273	6,784
Others	43,812	40,017
	<u>137,489</u>	<u>106,121</u>

The Fund had the following individual significant exposure in its portfolio of investments at fair value through profit or loss:

	2015 %	2014 %
Abu Dhabi Commercial Bank P.J.S.C.	3	4
Emaar Properties Company PJSC	3	6
First Gulf Bank P.J.S.C.	4	5
Qatar National Bank	5	7
SABIC	6	7
	<u>6</u>	<u>7</u>

The Fund estimates the future reasonably possible market price fluctuations for equity investments on an individual investment basis.

The table below sets out the effect on the Fund's statement of comprehensive income and net assets attributable to holders of redeemable units of a reasonably possible strengthening in the individual equity market prices of 1 % at 31 December. The analysis assumes that all other variables, in particular interest and foreign currency rates remain constant.

<i>Effect in AED thousands</i>	2015	2014
Investments at fair value through profit or loss	<u>1,375</u>	<u>1,061</u>
<i>Effect in per unit of net assets</i>		
Net impact on profit or loss and net assets attributable to holders of redeemable units	<u>0.031</u>	<u>0.023</u>

A weakening of market prices would have resulted in an equal but opposite effect to the amounts shown above.

NBAD MENA Income & Growth Fund

Notes to the financial statements

4 Financial risk management *(continued)*

(d) Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the processes, technology and infrastructure supporting the Fund's operations either internally within the Fund or externally at the Fund's service providers, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of investment management behaviour.

Operational risks arise from all of the Fund's activities. The Fund's objective is to manage operational risk so as to balance limiting of financial losses and damage to its reputation whilst achieving its investment objective of generating returns to investors.

The primary responsibility for the development and implementation of controls over operational risk rests with the Fund Manager. This responsibility is supported by the development of overall standards for the management of operational risk, which encompasses the controls and processes at the service providers and the establishment of service levels with the service providers, in the following areas:

- requirements for appropriate segregation of duties between various functions, roles and responsibilities;
- requirements for the reconciliation and monitoring of transactions;
- compliance with regulatory and other legal requirements;
- documentation of controls and procedures;
- requirements for the periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified;
- contingency plans;
- ethical and business standards; and
- risk mitigation, including insurance where this is effective.

Compliance with policies and procedures is supported by periodic reviews undertaken by the Fund Manager's Internal Audit Department. The results of these reviews are discussed with the management, with summaries submitted to the Audit Committee and senior management of the Fund Manager.

The directors' assessment over the adequacy of the controls and processes in place at the service providers with respect to operational risks is carried out via regular discussions with the service providers.

Substantially all of the securities of the Fund are held with reputable brokers, Bankruptcy or insolvency of the custodians may cause the Fund's rights with respect to the securities held by the custodian to be delayed or limited, The Fund Manager monitors the credit ratings, internal control and financial position of its custodians on a periodic basis.

NBAD MENA Income & Growth Fund

Notes to the financial statements

4 Financial risk management *(continued)*

(e) Capital management

The Fund's capital is represented by the number of units outstanding. The objective of the Fund is to invest the subscriptions amounts in a portfolio with a view to both achieving capital growth and provide attractive returns over medium term, while reducing directional downward risk in underlying market.

The Fund aims to deliver this objective mainly through investing in a balanced portfolio as per the Fund investment guidelines while maintaining sufficient liquidity to meet unit holder's redemptions. The Fund has complied with the externally imposed requirements including SCA and UAE Central Bank rules and regulations.

5 Use of estimates and judgments

Key sources of estimation uncertainty and critical accounting judgments in applying the Fund's accounting policies:

(i) Fair values of financial instruments

The Fund's financial instruments include investments which are measured at fair value in the statement of financial position and it is usually possible to determine their fair values within a reasonable range of estimates i.e. quoted market prices are readily available.

For certain other financial instruments the carrying amounts approximate fair value due to the immediate or short term nature of the financial instruments.

Availability of observable market prices reduces the need for management judgment and estimation and also reduces the uncertainty associated with determination of fair values. Availability of observable market prices and inputs varies depending on the products and markets and is prone to changes based on specific events and general conditions in the financial market.

The Fund has an established control framework with respect to the measurement of fair values. Specific controls include: verification of observable pricing inputs; analysis and investigation of significant daily valuation movements; and reporting of significant valuation issues to the Advisory Board and Investment Committee.

The Fund's accounting policies on fair value measurements for financial instruments are discussed in note 3(g) and note 6.

(ii) Impairment losses on non - financial assets

The carrying amounts of the Fund's non-financial assets are reviewed at each reporting date to determine the impairment losses on non financial assets. This determination is based on, amongst other factors, significant reduction in market value of the asset, significant changes in the technological, market, economic or legal environment and internal evidence of the economic performance of the asset, which may have an adverse impact on the carrying value. If any such indication exists, the asset's recoverable amount is estimated at the greater of the asset's estimated current selling price or value in use. Value in use is represented by the present value of estimated future cash flows arising from the assets.

NBAD MENA Income & Growth Fund

Notes to the financial statements

5 Use of estimates and judgments *(continued)*

(iii) Impairment losses on financial assets

The Fund reviews its financial assets to assess impairment at least on an annual basis. In determining whether impairment losses should be reported in the statement of comprehensive income, the Fund makes judgments as to whether there is any observable data indicating that there is a measurable decrease in the estimated future cash flows. Accordingly, an allowance for impairment is made where there is an identified loss event or condition which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

(iv) Valuation of investment property

The Fund employed the services of independent valuers to estimate market value of investment property and is discussed in note 9.

(v) Contingent liability arising from litigations

Due to the nature of its operations, the Fund may be involved in litigations arising in the ordinary course of business. Provision for contingent liabilities arising from litigations is based on the probability of outflow of economic resources and reliability of estimating such outflow. Such matters are subject to many uncertainties and the outcome of individual matters is not predictable with assurance.

(vi) Financial asset and liability classification

The Fund's accounting policies provide scope for financial assets and liabilities to be designated on inception into different accounting categories in certain circumstances.

In classifying financial assets as fair value through profit or loss, the Fund has determined it meets the description as set out in note 3(i) and 6.

NBAD MENA Income & Growth Fund

6 Financial assets and liabilities

Accounting classifications and fair values

The table below provides reconciliation of the line items in the Fund's statement of financial position to the categories of financial instruments as at.

	At fair value through profit or loss	Loans and receivables	Other liabilities	Carrying amount
	AED'000	AED'000	AED'000	AED'000
31 December 2015				
Cash at bank	-	8,773	-	8,773
Investment at fair value through profit and loss	137,489	-	-	137,489
Investment property	-	-	-	-
Other assets	-	1,498	-	1,498
	<u>137,489</u>	<u>10,271</u>	<u>-</u>	<u>147,760</u>
Due to related parties	-	-	218	218
Net assets attributable to holders of redeemable units	-	-	147,542	147,542
	<u>-</u>	<u>-</u>	<u>147,760</u>	<u>147,760</u>

The table below provides reconciliation of the line items in the Fund's statement of financial position to the categories of financial instruments as at.

	At fair value through profit or loss	Loans and receivables	Other liabilities	Carrying amount
	AED'000	AED'000	AED'000	AED'000
31 December 2014				
Cash at bank	-	6,232	-	6,232
Investment at fair value through profit and loss	106,121	-	-	106,121
Investment property	75,900	-	-	75,900
Other assets	-	710	-	710
	<u>182,021</u>	<u>6,942</u>	<u>-</u>	<u>188,963</u>
Due to related parties	-	-	295	295
Net assets attributable to holders of redeemable units	-	-	188,668	188,668
	<u>-</u>	<u>-</u>	<u>188,963</u>	<u>188,963</u>

NBAD MENA Income & Growth Fund

Notes to the financial statements

6 Financial assets and liabilities (continued)

Accounting classifications and fair values (continued)

The financial instruments not accounted for at fair value through profit or loss are short-term financial assets and liabilities whose carrying amounts approximates their fair value.

All financial assets and liabilities are measured at amortised cost except for held for trading investments which are measured at fair value either by reference to published price quotations in an active market or by using some valuation technique.

For investment in shares that are inactive as at the reporting date the Fund determines fair value using valuation techniques. The valuation techniques include comparison to similar instruments, if any, for which market observable prices exist or mark to that index which is considered to offer closest prices. The objective of using a valuation technique is to arrive at fair value determination that reflects the price of the financial instrument at the reporting date that would have been determined by market participants acting at arm's length.

The Fund measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

Level 1: Quoted market price (unadjusted) in an active market for an identical instrument.

Level 2: Valuation techniques based on observable inputs, either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques for which all significant inputs are directly or indirectly observable from market data.

Level 3: Valuation techniques using significant unobservable inputs. This category includes all instruments where the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments where significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

The table below analyses financial instruments measured at fair value at the end of the reporting period, by the level in fair value hierarchy into which the fair value measurement is categorised.

	Level 1 AED'000	Level 2 AED'000	Level 3 AED'000	Total AED'000
31 December 2015				
Financial assets held for trading - Equities	<u>137,489</u>	<u>-</u>	<u>-</u>	<u>137,489</u>
31 December 2014				
Financial assets held for trading - Equities	<u>106,121</u>	<u>-</u>	<u>-</u>	<u>106,121</u>

NBAD MENA Income & Growth Fund

Notes to the financial statements

7 Related parties

Identity of related parties

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions. Related parties comprise members of the Advisory Board and Investment Committee and the Fund Manager and the entities controlled by them. In the ordinary course of business, the Fund renders and receives services from such related parties at agreed rates, terms and conditions set out by the Fund Manager.

Terms and conditions

Key terms and conditions are shown below:

Brokerage	NBAD Securities LLC, a wholly owned subsidiary of NBAD, provides brokerage services to the Fund at prevailing market rates.
Property management and banking services	NBAD provides banking services at rates agreed with the Fund.
Others	The Fund Manager is entitled to the following fees as set out in the offering term sheet: <ul style="list-style-type: none">• Management fees of 1.5%;• The Performance fee will be 10% of relative outperformance of the Fund over the S&P Pan Arab Large-Mid Cap TR Index (the "Benchmark") and the latest NAV that prompted a performance fee payment during the relevant calendar year (the "High Watermark").

Balances

Balances with related parties at the reporting dates are shown below:

	2015	2014
	AED'000	AED'000
Cash at bank	<u>8,773</u>	<u>6,232</u>
<i>Due to related parties</i>		
Management fees payable to the Fund Manager	191	270
Administration fee payable to the Custody department	27	25
	<u>218</u>	<u>295</u>

NBAD MENA Income & Growth Fund

Notes to the financial statements

7 Related parties (continued)

Balances (continued)

Volume of transactions with the parent

	2015 AED'000	2014 AED'000
Purchases	<u>183,327</u>	<u>218,408</u>
Sales	<u>199,690</u>	<u>235,392</u>

Transactions

Transactions with related parties during the year included in the statement of profit or loss are shown below:

	2015 AED'000	2014 AED'000
Rental income	3,880	6,758
Interest expenses	-	(2)
Brokerage expenses	(21)	(129)
Investment management fees	(2,756)	(3,335)
Property management and maintenance fees	(5,700)	(2,904)
Administration fees	<u>(352)</u>	<u>(284)</u>

The Fund is managed by the Fund Manager and there are no key management personnel of the Fund.

In accordance with article 14.2 of the term sheet, a management fee of 1.5% per annum of the Fund's NAV is payable monthly to the Fund Manager, calculated and accrued on a weekly basis.

The bank overdraft carries effective interest rate of nil % per annum (31 December 2014: nil % per annum).

In accordance with article 14.3 of the term sheet, The Performance fee will be 10% of relative outperformance of the Fund over the S&P Pan Arab Large-Mid Cap TR Index (the "Benchmark") and the latest NAV that prompted a performance fee payment during the relevant calendar year (the "High Watermark").

NBAD MENA Income & Growth Fund

8 Net gain on investments at fair value through profit or loss

	2015 AED'000	2014 AED'000
Realised loss	(1,068)	(9,480)
Unrealised gain	(27,200)	20,088
	<u>(28,268)</u>	<u>10,607</u>

As at reporting date all of the Fund's investments at fair value through profit or loss are in equity securities.

9 Investment property

	2015 AED'000	2014 AED'000
As at 1 January	75,900	75,900
Changes in fair value	-	-
Sold during the year	(75,900)	-
At 31 December	<u>-</u>	<u>75,900</u>

The fair values of the Group's investment property are categorised under level 3 of the fair value hierarchy.

The carrying value of the investment property is based on market valuation carried out by an independent valuator.

The fair value of the property as at the statement of financial position date has been determined on the basis of weighted average of net income and discounted cash flows. Such fair value represents the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller wherein the parties had acted knowledgeably, prudently and without compulsion.

The rental income from investment property is recognised during the year in statement of profit or loss and other comprehensive income, amounted to AED 3,935 thousand (31 December 2014: AED 6,758 thousand).

Investment property is held by the Fund Manager on behalf of the Fund and is leased and managed by the Fund Manager.

NBAD MENA Income & Growth Fund

10 Other assets

	2015 AED'000	2014 AED'000
Rental receivable	1,444	658
Dividend receivable	46	47
Interest receivable	8	5
	<u>1,498</u>	<u>710</u>

11 Other operating expenses

	2015 AED'000	2014 AED'000
Property management and maintenance fee	5,700	2,904
Other	515	975
	<u>6,215</u>	<u>3,879</u>

12 Dividend paid to holders of redeemable units

	2015 AED'000	2014 AED'000
Dividend paid to holders of redeemable units	<u>7,719</u>	<u>9,708</u>
Dividend per unit	<u>2.00</u>	<u>2.36</u>

13 Units of the Fund

The initial offering of units was at a price of AED 10 per unit (par value). Subsequent to the initial offering, the subscription price for units is based on the Net Asset Value (NAV) per unit on the last business day of each week.

NBAD MENA Income & Growth Fund

14 Reconciliation of net asset and net asset value per shares

	2015 AED'000	2014 AED'000
Net asset as per prospectus	148,176	189,081
Adjustment from closing prices to bid prices	(634)	(413)
Net assets as per financial reporting	<u>147,542</u>	<u>188,668</u>

In accordance with the Fund's prospectus unaudited net asset value is weekly reported to the holders of redeemable units. Unaudited net assets value includes investments at fair value through profit or loss calculated using quoted closing prices at a specific time without adjustment for financial assets disposal costs or unit encashment charges.

For financial statement reporting purposes, audited net assets value is calculated using quoted bid prices for financial assets.