

To:  
Financial Supervision Commission  
Investment Activity Supervision Department  
16 Budapest Str.  
Sofia

Cc:  
Bulgarian Stock Exchange - Sofia AD  
6 Tri Ushi Str.  
Sofia

Re: Annual non-consolidated (audited) financial statements of First Investment Bank AD as at 31 Dec 2016

Dear Sirs,

In compliance with the requirements of the Public Offering of Securities Act (POSA) and the regulations for its implementation, in our capacity as public company and issuer of bonds admitted for trading at a regulated market, we hereby submit the audited non-consolidated financial statements of First Investment Bank AD as at 31 December 2016, containing

- ✓ Audited unconsolidated financial statements as at 31.12.2016 and notes thereto, accompanied by the auditor's report as per Art. 100n, para. 4(1) of POSA;
- ✓ 2016 Annual Report of First Investment Bank pursuant to Art. 100n, Para. 4(2) of POSA;
- ✓ Declaration under Art. 100n, para. 4(4) of POSA;
- ✓ Information on First Investment Bank under Annex 11 to Ordinance №2 of the Financial Supervision Commission on the prospects of public offering and admittance for trade on a regulated market of securities and for the disclosure of information by public companies and other issuers of securities;

We are also sending you the Corporate Governance Code, Disclosure Policy of First Investment Bank and Score Card for assessment of corporate governance in Bulgaria.

Sincerely,

*(signed)*

Vassil Christov  
Chief Executive Officer  
Chairman of the MB

*(signed)*

Maya Oyfalosh  
Executive Director  
Member of the MB

**FIRST INVESTMENT BANK AD**

**UNCONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2016**  
**WITH INDEPENDENT AUDITOR'S REPORT THEREON**

**Unconsolidated statement of comprehensive income for the year ended 31 December 2016**
*In thousands of BGN*

	Note	2016	2015
Interest income		426,313	470,650
Interest expense		(118,690)	(218,270)
<b>Net interest income</b>	<b>6</b>	<b>307,623</b>	<b>252,380</b>
Fee and commission income		107,390	99,384
Fee and commission expense		(18,892)	(17,914)
<b>Net fee and commission income</b>	<b>7</b>	<b>88,498</b>	<b>81,470</b>
Net trading income	8	14,047	11,340
Other net operating income	9	39,616	62,785
<b>TOTAL INCOME FROM BANKING OPERATIONS</b>		<b>449,784</b>	<b>407,975</b>
Administrative expenses	10	(185,055)	(172,518)
Allowance for impairment	11	(154,776)	(327,422)
Other income/(expenses), net	12	(9,561)	106,305
<b>PROFIT BEFORE TAX</b>		<b>100,392</b>	<b>14,340</b>
Income tax expense	13	(10,207)	(1,797)
<b>NET PROFIT</b>		<b>90,185</b>	<b>12,543</b>
<b>Other comprehensive income for the period</b>			
<b>Items which should or may be reclassified as profit or loss</b>			
Revaluation reserve on available for sale investments		6,184	4,430
<b>Total other comprehensive income</b>		<b>6,184</b>	<b>4,430</b>
<b>TOTAL COMPREHENSIVE INCOME</b>		<b>96,369</b>	<b>16,973</b>

The statement of comprehensive income is to be read in conjunction with the notes to and forming part of the financial statements set out on pages 5 to 64.

Vassil Christov <i>Chief Executive Officer</i>	Svetoslav Moldovansky <i>Chief Operations Officer</i>	Maya Oyfalosh <i>Chief Corporate Banking Officer</i>
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Dimitar Kostov <i>Chief Risk Officer</i>	Jivko Todorov <i>Chief Financial Officer</i>
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According to independent auditor's report: Nedyalko Apostolov Partner	<i>BDO Bulgaria OOD</i>	Stoyanka Apostolova <i>Registered auditor</i>
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**Unconsolidated statement of the financial position as at 31 December 2016**
*In thousands of BGN*

	Note	2016	2015
<b>ASSETS</b>			
Cash and balances with Central Banks	14	1,588,754	1,489,865
Financial assets held for trading	15	8,578	9,913
Available for sale investments	16	531,366	507,269
Financial assets held to maturity	17	243,463	56,354
Loans and advances to banks and other financial institutions	18	54,472	109,435
Loans and advances to customers	19	4,941,062	5,131,731
Property and equipment	20	93,888	101,572
Intangible assets	21	9,010	10,660
Derivatives held for risk management		1,818	3,357
Current tax assets		-	1,847
Repossessed assets	23	1,028,791	926,336
Investment Property	23a	222,267	206,244
Investments in subsidiaries	23b	36,357	36,357
Other assets	23c	92,644	90,447
<b>TOTAL ASSETS</b>		<b>8,852,470</b>	<b>8,681,387</b>
<b>LIABILITIES AND CAPITAL</b>			
Due to banks	24	6,736	10,344
Due to other customers	25	7,691,256	7,002,880
Ministry of Finance deposit	25a	-	450,922
Liabilities evidenced by paper	26	70,367	133,802
Perpetual debt	27	-	45,528
Hybrid debt	28	208,740	202,044
Deferred tax liability	22	14,740	5,214
Current tax liabilities		69	409
Other liabilities	29	18,811	84,862
<b>TOTAL LIABILITIES</b>		<b>8,010,719</b>	<b>7,936,005</b>
Issued share capital	30	110,000	110,000
Share premium	30	97,000	97,000
Statutory reserve	30	39,861	39,861
Revaluation reserve on available for sale investments		17,457	11,273
Revaluation reserve on property		4,500	4,500
Retained earnings	30	572,933	482,748
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<b>841,751</b>	<b>745,382</b>
<b>TOTAL LIABILITIES AND GROUP EQUITY</b>		<b>8,852,470</b>	<b>8,681,387</b>

The statement of the financial position is to be read in conjunction with the notes to and forming part of the financial statements set out on pages 5 to 64.

Vassil Christov  
*Chief Executive Officer*

Svetoslav Moldovansky  
*Chief Operations Officer*

Maya Oyfalosh  
*Chief Corporate Banking Officer*

Dimitar Kostov  
*Chief Risk Officer*

Jivko Todorov  
*Chief Financial Officer*

According to independent auditor's report:  
 Nedyalko Apostolov  
 Partner

*BDO Bulgaria OOD*

Stoyanka Apostolova  
*Registered auditor*

**Unconsolidated statement of cash flows for the year ended 31 December 2016**
*In thousands of BGN*

	<b>2016</b>	<b>2015</b>
<b>Net cash flow from operating activities</b>		
Net profit	90,185	12,543
<b>Adjustment for non-cash items</b>		
Allowance for impairment	154,776	327,422
Net interest income	(307,623)	(252,380)
Depreciation and amortization	16,639	17,150
Tax expense	10,207	1,797
(Profit)/loss from sale and write-off of tangible and intangible fixed assets, net	1	(105)
(Profit) from sale of other assets, net	(2,296)	(3,199)
(Positive) revaluation of investment property	(9,213)	(111,940)
	<b>(47,324)</b>	<b>(8,712)</b>
<b>Change in operating assets</b>		
(Increase)/decrease in financial instruments held for trading	1,318	(1,014)
(Increase) in available for sale investments	(18,198)	(53,912)
Decrease in loans and advances to banks and financial institutions	9,551	7,267
(Increase)/decrease in loans to customers	73,590	(286,979)
(Increase) in other assets	(659)	(51,280)
	<b>65,602</b>	<b>(385,918)</b>
<b>Change in operating liabilities</b>		
Increase/(decrease) in deposits from banks	(3,608)	115
Increase in amounts owed to other depositors	253,063	66,152
Net increase/(decrease) in other liabilities	(66,069)	67,591
	<b>183,386</b>	<b>133,858</b>
Interest received	309,937	501,782
Interest paid	(131,420)	(236,687)
Dividends received	586	1,290
(Paid)/refunded profit tax, net	158	(2,666)
	<b>380,925</b>	<b>2,947</b>
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>380,925</b>	<b>2,947</b>
<b>Cash flow from investing activities</b>		
(Purchase) of tangible and intangible fixed assets	(7,327)	(11,461)
Sale of tangible and intangible fixed assets	21	400
Sale of other assets	42,224	30,457
(Increase) of investments	(257,218)	(27,085)
	<b>(222,300)</b>	<b>(7,689)</b>
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>(222,300)</b>	<b>(7,689)</b>
<b>Financing activities</b>		
(Decrease) in borrowings	(63,414)	(43,655)
Repayment of perpetual debt	(41,732)	(54,762)
	<b>(105,146)</b>	<b>(98,417)</b>
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>(105,146)</b>	<b>(98,417)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>53,479</b>	<b>(103,159)</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF PERIOD</b>	<b>1,579,728</b>	<b>1,682,887</b>
<b>CASH AND CASH EQUIVALENTS AT THE END OF PERIOD (See Note 32)</b>	<b>1,633,207</b>	<b>1,579,728</b>

The cash flow statement is to be read in conjunction with the notes to and forming part of the financial statements set out on pages 5 to 64.

Vassil Christov  
Chief Executive Officer

Svetoslav Moldovansky  
Chief Operations Officer

Maya Oyfalosh  
Chief Corporate Banking Officer

Dimitar Kostov  
Chief Risk Officer

Jivko Todorov  
Chief Financial Officer

According to independent auditor's report:  
Nedyalko Apostolov  
Partner

BDO Bulgaria OOD

Stoyanka Apostolova  
Registered auditor

**Unconsolidated statement of shareholders' equity for the year ended  
31 December 2016**
*In thousands of BGN*

	Issued share capital	Share premium	Retained earnings	Revaluation reserve on available for sale investments	Revaluation reserve on property	Statutory reserve	Total
<b>Balance at 01 January 2015</b>	<b>110,000</b>	<b>97,000</b>	<b>470,205</b>	<b>6,843</b>	<b>4,500</b>	<b>39,861</b>	<b>728,409</b>
<b>Total comprehensive income for the period</b>							
Net profit for 2015	-	-	12,543	-	-	-	12,543
<b>Other comprehensive income for the period</b>							
Revaluation reserve on available for sale investments	-	-	-	4,430	-	-	4,430
<b>Balance as at 31 December 2015</b>	<b>110,000</b>	<b>97,000</b>	<b>482,748</b>	<b>11,273</b>	<b>4,500</b>	<b>39,861</b>	<b>745,382</b>
<b>Total comprehensive income for the period</b>							
Net profit for 2016	-	-	90,185	-	-	-	90,185
<b>Other comprehensive income for the period</b>							
Revaluation reserve on available for sale investments	-	-	-	6,184	-	-	6,184
<b>Balance as at 31 December 2016</b>	<b>110,000</b>	<b>97,000</b>	<b>572,933</b>	<b>17,457</b>	<b>4,500</b>	<b>39,861</b>	<b>841,751</b>

The statement of changes in equity is to be read in conjunction with the notes to and forming part of the financial statements set out on pages 5 to 64.

The financial statements have been approved by the Managing Board on 1 March 2017 and signed on its behalf by:

Vassil Christov  
*Chief Executive Officer*

Svetoslav Moldovansky  
*Chief Operations Officer*

Maya Oyfalosh  
*Chief Corporate Banking Officer*

Dimitar Kostov  
*Chief Risk Officer*

Jivko Todorov  
*Chief Financial Officer*

According to independent auditor's report:  
Nedyalko Apostolov  
Partner

*BDO Bulgaria OOD*

Stoyanka Apostolova  
*Registered auditor*

## Notes to the financial statements

### 1. Basis of preparation

#### (a) Statute

First Investment Bank AD (the Bank) is incorporated in the Republic of Bulgaria and has its registered office in Sofia, at 37 Dragan Tzankov Blvd.

The Bank has a general banking license issued by the Bulgarian National Bank (BNB) according to which it is allowed to conduct all banking transactions permitted by Bulgarian legislation.

The Bank has foreign operations in Cyprus.

Following the successful Initial Public Offering of new shares at the Bulgarian Stock Exchange – Sofia, on June 13th 2007 the Bank was registered as a public company in the Register of the Financial Supervision Commission pursuant to the provisions of the Law on the Public Offering of Securities.

#### (b) Statement of compliance

The unconsolidated financial statements were drawn up in accordance with the International Financial Reporting Standards (IFRS) endorsed by the European Commission.

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 significant to the financial statements, are disclosed in Note 2 (p).

#### (c) Presentation

The financial statements are presented in Bulgarian Leva (BGN) rounded to the nearest thousand.

The financial statements are prepared on a fair value basis for derivative financial instruments, financial assets and liabilities held for trading, and available-for-sale assets, except those for which a reliable measure of fair value is not available. Other financial assets and liabilities and non-financial assets and liabilities are stated at amortised cost or historical cost convention.

The present financial statements of the Bank are not consolidated. These individual financial statements form an integral part of the consolidated financial statements. Information about the basic earnings per share is given in the consolidated financial statements.

#### (d) New standards, amendments and interpretations effective as of 01 January 2016

The following amendments to the existing standards issued by the International Accounting Standards Board and adopted by the EU are effective for the current period:

Amendments to IAS 27: Equity Method in Separate Financial Statements (issued on 12 August 2014); EU effective date 1 January 2016

Amendments to IAS 1: Disclosure Initiative (issued on 18 December 2014); EU effective date 1 January 2016

Annual Improvements to IFRSs 2012–2014 Cycle (issued on 25 September 2014); EU effective date 1 January 2016

Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortization (issued on 12 May 2014); EU effective date 1 January 2016

Amendments to IFRS 11: Accounting for Acquisitions of Interests in Joint Operations (issued on 6 May 2014); EU effective date 1 January 2016

Amendments to IAS 16 and IAS 41: Bearer Plants (issued on 30 June 2014); EU effective date 1 January 2016

The adoption of these amendments to the existing standards has not led to any changes in the company's accounting policies.

## Notes to the financial statements

### 2. Significant accounting policies

#### (a) Income recognition

##### (i) Interest income

Interest income and expense is recognised in the profit or loss as it accrues, taking into account the effective yield of the asset (liability) or an applicable floating rate. 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 to the carrying amount of the financial asset or liability. When calculating the effective interest rate, the Bank estimates future cash flows considering all contractual terms of the financial instrument but not future credit losses.

The calculation of the effective interest rate includes all fees paid or received as well as discount and premiums which 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 liability.

##### (ii) Fees and Commissions

Fee and commission income arises on financial services provided by the Bank and is recognised in profit or loss when the corresponding service is provided.

##### (iii) Net trading income

Net gains (losses) on financial assets and liabilities held for trading includes those gains and losses arising from disposals and changes in the fair value of financial assets and liabilities held for trading as well as trading income in dealing with foreign currencies and exchange differences from daily revaluation of the net open foreign currency position of the Bank.

##### (iv) Dividend income

Dividend income is recognised when the right to receive income is established. Usually this is the ex-dividend date for equity securities.

#### (b) Basis of consolidation of subsidiaries

Investments in subsidiaries are stated at cost.



## Notes to the financial statements

### 2. Significant accounting policies, continued

#### (c) Foreign currency transactions

##### (i) Functional and presentation currency

The financial statements are presented in Bulgarian leva, which is the Bank's functional and presentation currency.

##### (ii) Transactions and balances

Transactions in foreign currencies are translated into the respective functional currencies of the operations at the spot exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the spot exchange rate at that date. Foreign currency differences arising on translation are difference between amortised cost in functional currency in the beginning of period, adjusted with effective interest and received payments during the period, and amortised cost in foreign currency at the spot exchange rate at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated into the functional currency at the spot exchange rate at the date that the fair value was determined.

##### (iii) Foreign operations

The functional currency of the foreign operations in Cyprus is determined by the management to be the Euro. In determining the functional currency of the foreign operations, the Bank takes into account the fact that they are carried out as an extension of the reporting entity.

#### (d) Financial assets

The Bank classifies its financial assets in the following categories: financial assets at fair value through profit or loss; loans and receivables; held-to-maturity investments; and available-for-sale financial assets. Management determines the classification of its investments at initial recognition.

##### (i) Financial assets at fair value through profit or loss

This category has two sub-categories: financial assets held for trading, and those designated at fair value through profit or loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management because its performance is assessed and monitored on the basis of its fair value. Derivatives are also categorised as held for trading unless they are designated as hedges.

##### (ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Bank provides money, goods or services directly to a debtor with no intention of trading the receivable.

##### (iii) *Held-to-maturity*

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Bank's management has the positive intention and ability to hold to maturity. Were the Bank to sell or re-classify other than an insignificant amount of held-to-maturity assets, the entire category would be tainted and reclassified as available for sale.

## Notes to the financial statements

### 2. Significant accounting policies, continued

#### (d) Financial assets, continued

##### (iv) *Available-for-sale*

Available-for-sale investments are those intended to be held for an indefinite period of time, which may be sold in response to needs for liquidity or changes in interest rates, exchange rates or equity prices.

##### (v) *Recognition*

Purchases and sales of financial assets at fair value through profit or loss, held to maturity and available for sale are recognised on the date of the actual delivery of the assets. Loans are recognised when cash is advanced to the borrowers. Financial assets are initially recognised at fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

##### (vi) *Measurement*

Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables and held-to-maturity investments are carried at amortised cost using the effective interest method. Gains and losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are recognised in profit or loss. Gains and losses arising from changes in the fair value of available-for-sale financial assets are recognised in other comprehensive income, until the financial asset is derecognised or impaired. At this time the cumulative gain or loss previously recognised in other comprehensive income is reclassified in profit or loss.

Interest calculated using the effective interest method is recognised in profit or loss. Dividends on equity instruments are recognised in profit or loss when the Bank's right to receive payment is established.

##### (vii) *Fair value measurement principles*

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 Bank has access at that date. The fair value of a liability reflects its non-performance risk.

When applicable, the Bank 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 on-going basis.

When there is no quoted price in an active market, the Bank 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.

## Notes to the financial statements

### 2. Significant accounting policies, continued

#### (d) Financial assets, continued

##### (vii) Fair value measurement principles, 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 Bank 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 recognised in 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.

If an asset or a liability measured at fair value has a bid price and an ask price, the Bank measures assets and long positions at a bid price and liabilities and short positions at an ask price.

The Bank which holds portfolios of financial assets and financial liabilities is exposed to market risk and credit risk. If the Bank manages these portfolios on the basis of its net exposure either to market risk or credit risk, the fair value is measured on the basis of a price that would be received to sell a net long position or paid to transfer a net short position for a particular risk exposure. Those portfolio-level adjustments are allocated to the individual assets and liabilities on the basis of the relative risk adjustment of each of the individual instruments in the portfolio.

The Bank recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

##### (viii) Derecognition

The Bank derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or when the Bank transfers these rights in a transaction in which substantially all the risks and rewards of ownership of the financial assets are transferred to the buyer. Any interest in transferred financial assets that is created or retained by the Bank is recognised as a separate asset or liability.

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

The Bank enters into transactions whereby it transfers financial assets recognised in its statement of financial position, but retains either all or substantially all risks and rewards of the transferred asset. If all or substantially all risks and rewards are retained, then the transferred assets are not derecognised in the statement of financial position (an example of such transactions are repo deals).

In transactions in which the Bank neither retains nor transfers substantially all the risks and rewards of ownership of a financial asset, it derecognises the asset if it does not retain control over the asset. The rights and obligations retained in the transfer are recognised separately as assets and liabilities as appropriate. In transfers in which, control over the asset is retained, the Bank continues to recognise the asset to the extent of its continuing involvement, determined by the extent to which it is exposed to changes in the value of the transferred asset.

## Notes to the financial statements

### 2. Significant accounting policies, continued

#### (e) Cash and cash equivalents

Cash and cash equivalents comprise cash balances on hand, cash deposited with the central bank and short-term highly liquid accounts and advances to banks with original maturity of up to three months.

#### (f) Investments

Investments that the Bank holds for the purpose of short-term profit taking are classified as financial assets for trading. Debt investments that the Bank has the intent and ability to hold to maturity are classified as held-to-maturity assets. Other investments are classified as available-for-sale assets.

#### (g) Securities borrowing and lending business and repurchase transactions

##### (i) Securities borrowing and lending

Investments lent under securities lending arrangements continue to be recognised in the statement of financial position and are measured in accordance with the accounting policy for assets held for trading or available-for-sale as appropriate. Cash collateral received in respect of securities lent is recognised as liabilities to either banks or customers. Investments borrowed under securities borrowing agreements are not recognised. Cash collateral placements in respect of securities borrowed are recognised under loans and advances to either banks or customers. Income and expenses arising from the securities borrowing and lending business are recognised on an accrual basis over the period of the transactions and are included in interest income or expense.

##### (ii) Repurchase agreements

The Bank enters into purchases (sales) of investments under agreements to resell (repurchase) substantially identical investments at a certain date in the future at a fixed price. Investments purchased subject to commitments to resell them at future dates are not recognised. The amounts paid are recognised in loans to either banks or customers. The receivables are shown as collateralised by the underlying security. Investments sold under repurchase agreements continue to be recognised in the statement of financial position and are measured in accordance with the accounting policy for either assets held for trading or available-for-sale as appropriate. The proceeds from the sale of the investments are reported as liabilities to either banks or customers.

The difference between the purchase (sale) and resell (repurchase) considerations is recognised on an accrual basis over the period of the transaction and is included in interest income (expenses).

#### (h) Borrowings

Borrowings are recognised initially at 'cost', being their issue proceeds (fair value of consideration received) net of transaction costs incurred. Borrowings are subsequently stated at amortised cost and any difference between net proceeds and the redemption value is recognized in profit or loss over the period of the borrowings using the effective yield method.

If the Bank purchases its own debt, it is removed from the statement of financial position and the difference between the carrying amount of a liability and the consideration paid is included in other operating income.

## Notes to the financial statements

### 2. Significant accounting policies, continued

#### (i) Offsetting

Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when the Bank has a legally enforceable right to set off the recognised amounts and the transactions are intended to be settled on a net basis.

#### (j) Impairment of Assets

The carrying amounts of the Bank's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in profit or loss.

##### (i) Loans and advances

A financial asset is impaired or an impairment loss is recognised, provided that there is objective evidence of impairment ensuing from one or more events which occurred after the initial recognition of the asset and this event (or events) leading to loss has affected the estimated future cash flows from the financial asset.

Events leading to loss are traceable and provable facts and events which give grounds to believe that a given exposure may not be serviced as it is stipulated in the contract or that part of the debt may remain unrecoverable. The Bank assumes that such events are: significant financial difficulty of the borrower; a breach of contract, such as a default or delinquency in interest or principal payments; it becoming probable that the borrower will enter bankruptcy; where due to economic or legal reasons relating to the borrower's financial standing the Bank makes concessions which it would not otherwise have made; expected negative impact on the borrower's cash flow due to financial difficulties of a related party.

Exposures for which events leading to loss have been registered, where such events are expected to have a significant impact on future cash flows, are categorized as non-performing and are subject to specific impairment (calculated on the basis of individual cash flow or using the portfolio principle).

The Bank applies the principles of individual and portfolio assessment of risk exposures depending on the exposure classification (performing/non-performing) and size. For all non-performing exposures specific impairment is calculated on the basis of the individual cash flow, for individually significant exposures, or – portfolio assessment for all other exposures. As regards performing exposures the Bank applies the portfolio principle of assessment (taking into account losses that have occurred but have not been recognised), grouping exposures with similar credit risk characteristics.

All exposures which are not impaired individually are subject to portfolio impairment based on common credit risk characteristics. The characteristics (business segment, availability of resources, days overdue) have been chosen so, that they can be sufficient indicators of the borrowers' ability to pay all amounts due according to the contractual terms of the assessed assets. The combination of these credit characteristics determines the major risk parameters of an exposure (probability of default, exposure at default, maturity, etc.) and the impairment loss which has to be recognised.

Loans and advances are presented net of specific and general allowances for impairment. The carrying amount of the asset is reduced through use of an allowance account.

## Notes to the financial statements

### 2. Significant accounting policies, continued

#### (j) Impairment of Assets, continued

##### (i) Loans and advances, continued

Fully impaired risk exposures are written off where there are reasonable grounds to believe that all financially sound means for limiting the loss have been exhausted.

Impairment losses are recognised in profit or loss. If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the write down, the allowance reversal is recognised in profit or loss.

##### (ii) Available for sale financial assets

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the asset is impaired, the cumulative loss that had been recognised directly in equity is removed from equity and recognised in profit or loss. The amount of the cumulative loss that is removed from equity and recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that financial asset previously recognised in profit or loss.

If, in a subsequent period, the fair value of a financial instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed, with the amount of the reversal recognised in profit or loss. Any subsequent increase in the fair value of impaired equity security, available for sale, is recognized directly in the comprehensive income.

#### (k) Property and equipment

Land and buildings are presented in the statement of financial position at their revalued amount which is the fair value of the asset as at the date of revaluation less any subsequent amortisation and depreciation and accumulated impairment losses. All others classes of items of property, plant and equipment are stated in the statement of financial position at their acquisition cost less accumulated depreciation and allowance for impairment.

Depreciation is calculated on a straight line basis at prescribed rates designed to decrease the cost or valuation of fixed assets over their expected useful lives. The annual rates of amortisation are as follows:

<b>Assets</b>	<b>%</b>
• Buildings	3 - 4
• Equipment	10 - 50
• Fixtures and fittings	10 - 15
• Motor vehicles	20
• Leasehold Improvements	2 - 50

Assets are not depreciated until they are brought into use and transferred from assets in the course of construction into the relevant asset category.

#### (l) Intangible assets

Intangible assets acquired by the Bank are stated at cost, less accumulated amortisation and any impairment losses.

## Notes to the financial statements

### 2. Significant accounting policies, continued

#### (l) Intangible assets, continued

Amortisation is calculated on a straight-line basis over the expected useful life of the asset. The annual rates of amortisation are as follows:

Assets	%
• Licences and trademarks	14
• Software and licences	8 - 50

#### (m) Investment Property

Investment property is property (land or a building or part of a building or both) held to earn rentals or for capital appreciation or both. The Bank has chosen for its accounting policy to account for investment property using the fair value model and applies this to all its investment property. Investment properties are initially measured at cost and are subsequently measured using the fair value model, and the revaluation income and expense is recognised in the profit for period in which they occurred. The reclassification of repossessed assets reported as inventories into investment properties is possible only where a contract to rent out the respective property has been signed. The fair value of assets constituting investment property was determined by independent property assessors holding recognised professional qualification and recent experience in assessing property with similar location and category, using reliable techniques for determining fair values.

#### (n) Provisions

A provision is recognised in the statement of financial position when the Bank has a legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable assessment of the amount due can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

#### (o) Acceptances

An acceptance is created when the Bank agrees to pay, at a stipulated future date, a draft drawn on it for a specified amount. The Bank's acceptances primarily arise from documentary credits stipulating payment to be made a certain number of days after receipt of required documents. The Bank negotiates most acceptances to be settled at a later date following the reimbursement from the customers. Acceptances are accounted for as liabilities evidenced by paper.

#### (p) Off balance sheet commitments

In the ordinary course of its business, the Bank enters into off-statement of financial position commitments such as guarantees and letters of credit. The Bank recognizes provision for off-statement of financial position commitments when it has a present obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, and when a reliable estimate can be made of the obligation.

#### (q) Taxation

Tax on the profit for the year comprises current tax and the change in deferred tax. Current tax comprises tax payable calculated on the basis of the expected taxable income for the year, using the tax rates enacted by the statement of financial position date, and any adjustment of tax payable for previous years.

## Notes to the financial statements

### 2. Significant accounting policies, continued

#### (q) Taxation, continued

Deferred tax is provided using the balance sheet liability method on all temporary differences between the carrying amounts for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is calculated on the basis of the tax rates that are expected to apply to the period when the asset is realised or the liability is settled. The effect on deferred tax of any changes in tax rates is charged to profit or loss, except to the extent that it relates to items previously recognised either in other comprehensive income or directly in equity.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the unused tax losses and credits can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

#### (r) Critical accounting estimates and judgements in applying accounting policies

The Bank makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Information on the valuations and the valuation uncertainty, for which there is a significant risk of change as of 31 December 2016 are stated below and are related to the impairment of financial instruments, income tax and the following notes related to other elements of the financial statements:

- Note 5 - determining of the fair value of the financial instruments through valuation techniques, in which the input data for the financial assets and liabilities are not based on the available market information.
- Note 20 - determining of the fair value of land and buildings through valuation techniques, in which the input data for the assets are not based on available market information.

#### (i) *Impairment losses on loans and advances*

The Bank reviews its loan portfolios to assess impairment on a monthly basis. In determining whether an impairment loss should be recorded in profit or loss, the Bank makes judgements as to whether there is any observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of loans before the decrease can be identified with an individual loan in that portfolio. This evidence may include observable data indicating that there has been an adverse change in the payment status of borrowers in a group, or national or local economic conditions that correlate with defaults on assets in the group.

Individual impairment on loans and advances of the Bank is based on the best assessment of the Management for the present value of future cash flows. When evaluating these cash flows the Management makes an assessment of the financial position of every borrower and the net realizable value of the collateral of the loan. Each impaired asset is assessed individually while the strategy for reimbursement and the evaluation of the cash flows, considered as reimbursable, are approved independently by the Restructuring Committee. Cash flows could be realized from loan repayments, sale of the collateral, operations with the collateral and others depending on the individual situation and the terms of the loan contract. The expected net realizable value of the collateral is regularly reviewed and it is based on a combination of internal appraisal of the fair value, conducted by internal appraisers, and external independent appraisal reports. The expected future cash flows are discounted at the initial effective interest rate of the financial asset.



## Notes to the financial statements

### 2. Significant accounting policies, continued

#### (r) Critical accounting estimates and judgements in applying accounting policies, continued

##### (i) *Impairment losses on loans and advances, continued*

Group impairment covers loan losses inherent to a loan portfolio with similar loan characteristics, when there is objective evidence, that it contains impaired loans, but specific impaired positions could still not be identified. In assessing the need for group impairment Management uses estimates based on historical loss experience for assets with credit risk characteristics and objective evidence of impairment similar to those in the portfolio when scheduling its future cash flows. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between loss estimates and actual loss experience. The accuracy of the impairment depends on the evaluation of the future cash flows when determining the individual impairment and on the assumptions made and the parameters used in the model when determining the group impairment.

##### (ii) *Assessment of repossessed assets from collaterals*

Assets accepted as collateral are recognized at the lower of the cost and the net realizable value. When evaluating the net realizable value of the assets the Management prepares several models for appraisal (e.g. discounted cash flows) and makes comparison to available market data (e.g. similar market transactions, offers from potential buyers).

##### (iii) *Income taxes*

The Bank is subject to income taxes in numerous jurisdictions. Significant estimates are required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Bank recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

#### (s) Employee benefits

##### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Government of Bulgaria is responsible for providing pensions in Bulgaria under a defined contribution pension plan. The Bank's contributions to the defined contribution pension plan are recognised as an employee benefit expense in profit or loss in the periods during which services are rendered by employees.

##### Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Bank's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value.

The Bank has an obligation to pay certain amounts to each employee who retires with the Bank in accordance with Art. 222, § 3 of the Labour Code.

According to these regulations in the LC, when a labour contract of a bank's employee, who has acquired a pension right, is ended, the Bank is obliged to pay him compensations amounted to two gross monthly salaries. Where the employee has been with the same employer for the past 10 years, this employee is entitled to a compensation amounting to six gross monthly salaries.

## Notes to the financial statements

### 2. Significant accounting policies, continued

#### (s) Employee benefits, continued

As at balance sheet date, the Management of the Bank estimates the approximate amount of the potential expenditures for every employee using the projected unit credit method.

For the last two years the Bank has prepared estimates for the due provisions for pensions and has not identified significant liabilities.

##### Termination benefits

Termination benefits are recognised as an expense when the Bank is committed demonstrably, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense if the Bank has made an offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than 12 months after the reporting period, then they are discounted to their present value.

##### Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Bank has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably. The Bank recognises as a liability the undiscounted amount of the estimated costs related to annual leave expected to be paid in exchange for the employee's service for the period completed.

#### (t) New standards and interpretations not yet effective

##### **Standards, interpretations and amendments in standards that are issued by IASB and endorsed by EU but not yet effective**

- IFRS 9 Financial Instruments (Issued on 24 July 2014); effective 01 January 2018

The final version of IFRS 9 Financial Instruments consolidates the stages of the IASB project to replace IAS 39 Financial Instruments: Recognition and Measurement with regard to the classification and measurement, impairment and reporting of hedging. This final version of IFRS 9 adds the new "expected loss" model in impairment and changes the model for classification and assessment of financial assets.

##### **Documents issued by IASB/IFRICs not yet endorsed by the European Commission**

These new or revised standards, new interpretations and amendments to existing standards that at the reporting date are already issued by the International Accounting Standards Board have not yet been endorsed by the EU and therefore are not taken into account by the Bank in preparing these financial statements.

- IFRS 14 Regulatory Deferral Accounts (issued on 30 January 2014), effective 1 January 2016
- IFRS 15 Revenue from Contracts with Customers (issued on 28 May 2014) including amendments to IFRS 15: Effective date of IFRS 15 (issued on 11 September 2015), effective 1 January 2018

## Notes to the financial statements

### 2. Significant accounting policies, continued

#### (t) New standards and interpretations not yet effective, continued

- IFRS 16 Leases (Issued on 13 January 2016); effective 1 January 2019
- Amendments to IFRS 10, IFRS 12 and IAS 28: Investment Entities – Applying the Consolidation Exception (issued on 18 December 2014) ; effective 1 January 2016
- Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (issued on 11 September 2014), the effective date is postponed
- Amendments to IAS 12: Recognition of Deferred Tax Assets for Unrealised Losses (issued on 19 January 2016)
- Amendments to IAS 7: Disclosure Initiative (issued on 29 January 2016)
- Clarifications to IFRS 15 Revenue from Contracts with Customers (issued on 12 April 2016), effective 1 January 2018
- Amendments to IFRS 2: Share-based Payment in relation to the classification and measurement of share-based payment transactions (issued on 20 June 2016), effective 1 January 2018.

### 3. Risk management disclosures

#### A. Trading activities

The Bank maintains active trading positions in a limited number of non-derivative financial instruments. Most of the Bank's trading activities are customer driven. In anticipation of customer demand, the Bank carries an inventory of money market instruments and maintains access to market liquidity by trading with other market makers. These activities constitute the proprietary trading business and enable the Bank to provide customers with money market products at competitive prices.

The Bank manages its trading activities by type of risk involved and on the basis of the categories of trading instruments held.

##### (i) Credit risk

The risk that counterparts to financial instruments might default on their obligations. Default risk is monitored on an on-going basis subject to Group's internal risk management procedures and is controlled through minimum thresholds for the credit quality of the counterpart and setting limits on exposure amount. Exposures arising from trading activities are subject to total exposure limits and are authorised by the appropriate person or body as set out in credit risk management procedures.

Settlement risk is the risk of loss due to counterpart failing to deliver value (cash, securities or other assets) under contractually agreed terms. When trades are not cleared through clearing agent settlement risk is limited through simultaneous commencement of the payment and delivery legs.

##### (ii) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Bank assumes market risk when taking positions in debt instruments, equities, derivatives and foreign exchange transactions. These risks are managed by enforcing limits on positions taken and their risk sensitivities as measured by value-at-risk, duration or other measures appropriate for particular position in view of its sensitivity to risk factors.

## Notes to the financial statements

### 3. Risk management disclosures, continued

#### A. Trading activities, continued

##### (ii) Market risk, continued

The major risk factors that affect Bank's trading activities are changes of interest rates (interest rate risk), changes of exchange rates (foreign exchange risk) and changes of equity prices (equity price risk).

Exposure to market risk is formally managed in accordance with risk limits for buying or selling instruments set by senior management .

The quantitative measurement of interest rate risk is performed by applying VaR (Value at Risk) approach. The Value at Risk estimates the maximum loss that could occur over specified horizon, under normal market conditions, due to adverse changes in market rates if the positions remain unchanged for the specified time interval. Value at risk is calculated using one day horizon and 99 per cent confidence level, meaning that there is 1% probability that a portfolio will incur a loss in one day greater than its VaR. Parameters of the VaR model are estimated on the basis of exponentially weighted historical price changes of risk factors.

The Value at Risk is calculated and monitored on a daily basis as part of the Bank's on-going risk management. The following table summarises the range of interest VaR for all positions carried at fair value that was experienced in 2016:

	31 December	2016			31 December
<i>In thousands of BGN</i>	2016	average	low	high	2015
<b>VaR</b>	1,481	2,470	1,253	5,862	2,437

#### B. Non-trading activities

Below is a discussion of the various risks the Bank is exposed to as a result of its non-trading activities and the approach taken to manage those risks.

##### (i) Liquidity risk

Liquidity risk is the risk that the Bank will encounter difficulty in meeting obligations associated with financial liabilities. Liquidity risk arises in the general funding of the Bank's activities and in the management of positions. It includes both the risk of being unable to fund assets at appropriate maturity and rates and the risk of being unable to liquidate an asset at a reasonable price and in an appropriate time frame to meet the liability obligations.

Funds are raised using a broad range of instruments including deposits, other liabilities evidenced by paper, subordinated debt instruments and share capital. This enhances funding flexibility, limits dependence on any one source of funds and generally lowers the cost of funds.

## Notes to the financial statements

### 3. Risk management disclosures, continued

#### B. Non-trading activities, continued

##### Liquidity risk, continued

The Bank makes its best efforts to maintain a balance between continuity of funding and flexibility through the use of liabilities with a range of maturity. The Bank continually assesses liquidity risk by identifying and monitoring changes in funding required to meet business goals and targets set in terms of the overall Bank strategy.

After the bank-run at the end of June 2014, on 29 June 2014 the Bulgarian government provided the Bank with liquidity support at the amount of BGN 1.2 billion at 2.2% interest as part of the Liquidity Support for Bulgarian Banks – Bulgaria program № SA 38994 (2014/N), approved by the European Commission. Due to constraints in the state budget, this deposit was short-term and matured on 28 November 2014. The Bank returned BGN 300 million of the provided amount at maturity and Bulgaria applied for extension of the maturity for the remaining BGN 900 million for additional 18 months effective from this date.

The European Commission found that the liquidity support provided to the Bank until 28 May 2016 meets the requirements for the support to be classified as government assistance to banks and complies with the stricter requirements as per the Press Release to Banks from 2013.

On 12 November 2014 First Investment Bank AD provided the European Commission with a liquidity recovery plan. The Bank committed to repay the liquidity support on dates predetermined in the plan. First Investment Bank AD has committed to strengthening of liquidity, improvement of the corporate governance structure and risk management policies. In order to limit any distortion of competition caused by the support, the Bank has also committed to certain limitations for the period of using the support, which include no dividend payments, no use of aggressive business practices and no acquisitions.

An independent supervisor is monitoring the implementation of the plan and provides regular reports to the European Commission.

As at 31/12/2016 the Bank has fulfilled its commitments as per the liquidity recovery plan.

Taking into consideration the challenges of the external environment and more specifically the liquidity pressure from the end of June 2014, the Bank undertook increased measures for monitoring cash flows and early detect indicators of increased liquidity risk. In compliance with the requirements of the Law on Credit Institutions, Ordinance No 7 of BNB for the organization and management of risks in banks and Directive 2014/59 / EU of the European Parliament and of the Council for establishing a framework for the recovery and resolution of credit institutions and investment firms transposed in the Law on the Recovery and Restructuring of Credit Institutions and Investment Intermediaries, First Investment Bank AD prepared a recovery plan if financial difficulties occur. It includes qualitative and quantitative early warning signals and indicators of recovery such as capital and liquidity indicators, income indicators, market-oriented indicators upon the occurrence of which recovery measures are triggered. Liquidity indicators include Liquidity Coverage Ratio (LCR); net withdrawal of financing; liquid assets to deposits by non-financial customers ratio; Net Stable Funding Ratio (NSFR). Different stress test scenarios related to idiosyncratic shock, system shock and aggregate shock have been prepared. In case of liquidity pressure, there are systems in place to ensure prompt and adequate reaction which include obtaining additional funds from local and international markets through issuance of appropriate financial instruments depending on the specific case as well as sale of non-liquid assets. The levels of decision making are clearly determined.

**Notes to the financial statements****3. Risk management disclosures, continued****B. Non-trading activities, continued****Liquidity risk, continued**

In order to reduce the liquidity risk, preventive measures have been taken aimed to extend the maturity of borrowings from customers, to encourage long-term relationships with clients and to increase customer satisfaction. In order to adequately manage liquidity risk, the Bank monitors cash flows on a daily basis.

The body managing liquidity is the Assets, Liability and Liquidity Management Council. One of the main ratios used by the Bank for managing liquidity risk is the ratio of total liquid assets to total borrowings.

	<b>31 December 2016</b>	<b>31 December 2015</b>
<b>Liquid assets ratio</b>	28.10%	25.36%

The following table provides an analysis of the financial assets and liabilities of the Bank into relevant maturity groupings based on the remaining periods to repayment.

**Notes to the financial statements**
**3. Risk management disclosures, continued**
**B. Non-trading activities, continued**
**Liquidity risk, continued**
**Maturity table as at 31 December 2016**

<i>In thousands of BGN</i>	Up to 1 Month	From 1 to 3 Months	From 3 months to 1 year	More than 1 year	Maturity not defined	Total
<b>Assets</b>						
Cash and balances with Central Banks	1,588,754	-	-	-	-	1,588,754
Financial assets held for trading	8,578	-	-	-	-	8,578
Available for sale investments	517,405	-	-	-	13,961	531,366
Financial assets held to maturity	-	222,501	-	20,962	-	243,463
Loans and advances to banks and other financial institutions	51,781	2,319	372	-	-	54,472
Loans and advances to customers	415,403	205,220	1,098,807	3,221,632	-	4,941,062
Other financial assets, net	1,831	14	(27)	-	-	1,818
<b>Total financial assets</b>	<b>2,583,752</b>	<b>430,054</b>	<b>1,099,152</b>	<b>3,242,594</b>	<b>13,961</b>	<b>7,369,513</b>
<b>Liabilities</b>						
Due to banks	6,736	-	-	-	-	6,736
Due to other customers	2,584,928	847,075	3,066,606	1,192,647	-	7,691,256
Liabilities evidenced by paper	39	1,230	6,175	62,923	-	70,367
Hybrid debt	-	-	-	-	208,740	208,740
<b>Total financial liabilities</b>	<b>2,591,703</b>	<b>848,305</b>	<b>3,072,781</b>	<b>1,255,570</b>	<b>208,740</b>	<b>7,977,099</b>
<b>Net liquidity gap</b>	<b>(7,951)</b>	<b>(418,251)</b>	<b>(1,973,629)</b>	<b>1,987,024</b>	<b>(194,779)</b>	<b>(607,586)</b>

The table shows mainly investments available for sale with a maturity of up to 1 month in order to reflect the management's ability to sell them within a short-term period.

**Notes to the financial statements**
**3. Risk management disclosures, continued**
**B. Non-trading activities, continued**
**Liquidity risk, continued**
**Maturity table as at 31 December 2015**

<i>In thousands of BGN</i>	Up to 1 Month	From 1 to 3 Months	From 3 months to 1 year	More than 1 year	Maturity not defined	Total
<b>Assets</b>						
Cash and balances with Central Banks	1,489,865	-	-	-	-	1,489,865
Financial assets held for trading	9,913	-	-	-	-	9,913
Available for sale investments	501,481	-	-	-	5,788	507,269
Financial assets held to maturity	-	35,784	-	20,570	-	56,354
Loans and advances to banks and other financial institutions	82,668	-	18,711	8,056	-	109,435
Loans and advances to customers	557,958	223,281	1,080,662	3,269,830	-	5,131,731
Other financial assets, net	3,283	40	74	(40)	-	3,357
<b>Total financial assets</b>	<b>2,645,168</b>	<b>259,105</b>	<b>1,099,447</b>	<b>3,298,416</b>	<b>5,788</b>	<b>7,307,924</b>
<b>Liabilities</b>						
Due to banks	10,344	-	-	-	-	10,344
Due to other customers	2,149,926	761,312	2,736,393	1,355,249	-	7,002,880
Ministry of Finance deposit	-	-	450,922	-	-	450,922
Liabilities evidenced by paper	27,035	1,653	7,665	97,449	-	133,802
Perpetual debt	-	-	-	-	45,528	45,528
Hybrid debt	-	-	-	-	202,044	202,044
<b>Total financial liabilities</b>	<b>2,187,305</b>	<b>762,965</b>	<b>3,194,980</b>	<b>1,452,698</b>	<b>247,572</b>	<b>7,845,520</b>
<b>Net liquidity gap</b>	<b>457,863</b>	<b>(503,860)</b>	<b>(2,095,533)</b>	<b>1,845,718</b>	<b>(241,784)</b>	<b>(537,596)</b>



**Notes to the financial statements**
**3. Risk management disclosures, continued**
**B. Non-trading activities, continued**
**Liquidity risk, continued**

The following table provides a remaining maturities analysis of the financial assets and liabilities of the Bank as at 31 December 2016 based on the contractual undiscounted cash flows.

<i>In thousands of BGN</i>	<b>Up to 1 Month</b>	<b>From 1 to 3 Months</b>	<b>From 3 months to 1 year</b>	<b>More than 1 year</b>	<b>Total</b>
<b>Financial assets</b>					
Cash and balances with Central Banks	1,588,754	-	-	-	<b>1,588,754</b>
Financial assets held for trading	8,578				<b>8,578</b>
Available for sale investments	517,405	-	-	13,961	<b>531,366</b>
Financial assets held to maturity		222,654		21,406	<b>244,060</b>
Loans and advances to banks and other financial institutions	51,781	2,319	372	-	<b>54,472</b>
Loans and advances to customers	486,266	242,437	1,341,010	4,310,150	<b>6,379,863</b>
<b>Total financial assets</b>	<b>2,652,784</b>	<b>467,410</b>	<b>1,341,382</b>	<b>4,345,517</b>	<b>8,807,093</b>
<b>Financial liabilities</b>					
Due to banks	6,736	-	-	-	<b>6,736</b>
Due to other customers	2,585,365	848,791	3,089,832	1,221,568	<b>7,745,556</b>
Liabilities evidenced by paper	39	1,231	6,214	65,924	<b>73,408</b>
Hybrid debt	-	-	22,883	241,349	<b>264,232</b>
<b>Total financial liabilities</b>	<b>2,592,140</b>	<b>850,022</b>	<b>3,118,929</b>	<b>1,528,841</b>	<b>8,089,932</b>
<b>Derivatives held for risk management</b>					
For trading, outgoing cash flow	146,610	1,956	1,369	-	149,935
For trading, incoming cash flow	148,441	1,970	1,342	-	151,753
<b>Cash flow from derivatives, net</b>	<b>1,831</b>	<b>14</b>	<b>(27)</b>	<b>-</b>	<b>1,818</b>

**Notes to the financial statements**
**3. Risk management disclosures, continued**
**B. Non-trading activities, continued**
**Liquidity risk, continued**

The following table provides a remaining maturities analysis of the financial assets and liabilities of the Bank as at 31 December 2015 based on the contractual undiscounted cash flows.

<i>In thousands of BGN</i>	<b>Up to 1 Month</b>	<b>From 1 to 3 Months</b>	<b>From 3 months to 1 year</b>	<b>More than 1 year</b>	<b>Total</b>
<b>Financial assets</b>					
Cash and balances with Central Banks	1,489,865	-	-	-	1,489,865
Financial assets held for trading	9,913				9,913
Available for sale investments	501,481	-	-	5,788	507,269
Financial assets held to maturity		35,801		21,123	56,924
Loans and advances to banks and other financial institutions	82,668	-	18,711	8,056	109,435
Loans and advances to customers	638,920	258,300	1,296,188	4,340,681	6,534,089
<b>Total financial assets</b>	<b>2,722,847</b>	<b>294,101</b>	<b>1,314,899</b>	<b>4,375,648</b>	<b>8,707,495</b>
<b>Financial liabilities</b>					
Due to banks	10,344	-	-	-	10,344
Due to other customers	2,150,585	763,707	2,768,575	1,406,280	7,089,147
Ministry of Finance	-	-	454,041	-	454,041
Liabilities evidenced by paper	27,039	1,655	7,701	101,886	138,281
Perpetual debt	-	-	46,747	-	46,747
Hybrid debt	-	-	12,908	264,233	277,141
<b>Total financial liabilities</b>	<b>2,187,968</b>	<b>765,362</b>	<b>3,289,972</b>	<b>1,772,399</b>	<b>8,015,701</b>
<b>Derivatives held for risk management</b>					
For trading, outgoing cash flow	3,041	1,956	9,877	978	15,852
For trading, incoming cash flow	6,324	1,996	9,951	938	19,209
<b>Cash flow from derivatives, net</b>	<b>3,283</b>	<b>40</b>	<b>74</b>	<b>(40)</b>	<b>3,357</b>

## Notes to the financial statements

### 3. Risk management disclosures, continued

#### B. Non-trading activities, continued

##### Liquidity risk, continued

The expected cash flows of the Bank from some financial assets and liabilities are different from the cash flows as per the loan contract. The main differences are:

- There is an expectation that the deposits on demand will remain stable and will increase.
- Retail mortgages have original maturity of 25 years on average, but the expected average effective maturity is 14 years as some of the clients take advantage of the early repayment possibility.

As part of the liquidity risk management, the Bank keeps available liquid assets. They consist of cash, cash equivalents and debt securities, which could be sold immediately in order to provide liquidity.

##### Liquid assets

	31 December 2016	31 December 2015
<i>In thousands of BGN</i>		
Balances with BNB	1,134,245	829,211
Current accounts and amounts with other banks	466,986	742,034
Unencumbered debt securities	633,146	410,348
Gold	6,992	8,383
<b>Total liquid assets</b>	<b>2,241,369</b>	<b>1,989,976</b>

Reasonable liquidity management requires avoidance of concentration of the borrowings from large depositors. Analysis of the significant borrowings in terms of total amount is performed on a daily basis and the diversity of the total liabilities portfolio is supervised.

As at 31 December 2016 the thirty largest non-bank unguaranteed depositors represent 6.07% of total deposits from other customers (31 December 2015: 3.75%).

#### (ii) **Market risk**

##### **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Bank's operations are subject to the risk of interest rate fluctuations to the extent that interest-earning assets and interest-bearing liabilities mature or reprice at different times or in differing amounts. In the case of floating rate assets and liabilities the Bank is also exposed to basis risk, which is the difference in repricing characteristics of the various floating rate indices, such as the Bulgarian Basic Interest Rate, the LIBOR and EURIBOR, although these indices tend to move in high correlation. In addition, the actual effect will depend on a number of other factors, including the extent to which repayments are made earlier or later than the contracted dates and variations in interest rate sensitivity within repricing periods and among currencies.

## Notes to the financial statements

### 3. Risk management disclosures, continued

#### B. Non-trading activities, continued

##### (ii) Market risk, continued

###### *Interest rate risk, continued*

In order to quantify the interest rate risk of its non-trading activities, the Bank measures the impact of a change in the market rates both on net interest income and on the Bank's economic value defined as the difference between fair value of assets and fair value of liabilities.

The interest rate risk on the economic value of the Bank following a standardised shock of +100bp/-100bp as at 31 December 2016 is BGN +18.5/-17.5 Mio.

The interest rate risk on the Bank's net interest income one year forward following a standardised shock of +100bp/-100bp as at 31 December 2016 is BGN -1.3/-1.6 Mio. The similar effect on the net interest income in the two opposite scenarios is due to the different absorption of interest rate shock for the different assets and liabilities, which in its turn is caused by the existence of natural limits as regards the values of the interest rates for some of them. Some of these natural limits are stipulated by laws or contracts, others are based on internal assumptions.

Effect in thousands of BGN	Net interest income		Equity	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
<b>31 December 2016</b>				
As at 31 December	-1.3	-1.6	18.5	-17.5
Average for the period	0.9	-3.7	18.2	-17.3
Maximum for the period	1.9	-1.6	19.8	-14.5
Minimum for the period	-1.3	-4.8	15.4	-18.9
<b>31 December 2015</b>				
As at 31 December	-7.5	+7.8	-24.7	+30.0
Average for the period	+1.9	-1.5	-8.6	+22.0
Maximum for the period	+22.2	-4.5	+11.4	+62.0
Minimum for the period	-13.4	-22.2	-24.7	+1.3

**Notes to the financial statements**
**3. Risk management disclosures, continued**
**B. Non-trading activities, continued**
**(ii) Market risk, continued**
***Interest rate risk, continued***

The following table indicates the effective interest rates at 31 December 2016 and the periods in which financial liabilities and assets reprice.

**Fixed rate instruments**

<i>In thousands of BGN</i>	<b>Total</b>	<b>Floating rate Instruments</b>	<b>Less than 1 month</b>	<b>Between 1 month and 3 months</b>	<b>Between 3 months and 1 year</b>	<b>More than 1 year</b>
<b>Assets</b>						
Cash and balances with Central Banks	509,043	301,322	207,721	-	-	-
Financial assets held for trading	4,687	-	4,687	-	-	-
Available for sale investments	517,405	26,304	491,101	-	-	-
Financial assets held to maturity	243,463	-	-	222,501	-	20,962
Loans and advances to banks and other financial institutions	17,447	-	17,447	-	-	-
Loans and advances to customers	4,531,560	3,453,495	13,673	40,248	219,054	805,090
<b>Total interest-bearing assets</b>	<b>5,766,605</b>	<b>3,781,121</b>	<b>734,629</b>	<b>262,749</b>	<b>219,054</b>	<b>826,052</b>
<b>Liabilities</b>						
Due to banks	6,736	6,736	-	-	-	-
Due to other customers	7,663,984	1,681,261	876,395	847,075	3,066,606	1,192,647
Liabilities evidenced by paper	70,367	21,601	17	1,260	1,250	46,239
Hybrid debt	208,740	-	-	-	-	208,740
<b>Total interest-bearing liabilities</b>	<b>7,949,827</b>	<b>1,709,598</b>	<b>876,412</b>	<b>848,335</b>	<b>3,067,856</b>	<b>1,447,626</b>

**Notes to the financial statements**
**3. Risk management disclosures, continued**
**B. Non-trading activities, continued**
**(ii) Market risk, continued**
***Interest rate risk, continued***

The following table indicates the effective interest rates at 31 December 2015 and the periods in which financial liabilities and assets reprice.

**Fixed rate instruments**

<i>In thousands of BGN</i>	<b>Total</b>	<b>Floating rate Instruments</b>	<b>Less than 1 month</b>	<b>Between 1 month and 3 months</b>	<b>Between 3 months and 1 year</b>	<b>More than 1 year</b>
<b>Assets</b>						
Cash and balances with Central Banks	502,212	443,563	58,649	-	-	-
Financial assets held for trading	6,794	-	6,794	-	-	-
Available for sale investments	535,082	33,635	501,447	-	-	-
Financial assets held to maturity	56,354	-	35,784	-	-	20,570
Loans and advances to banks and other financial institutions	83,433	-	73,611	-	9,822	-
Loans and advances to customers	4,877,725	3,765,785	93,941	81,648	182,840	753,511
<b>Total interest-bearing assets</b>	<b>6,061,600</b>	<b>4,242,983</b>	<b>770,226</b>	<b>81,648</b>	<b>192,662</b>	<b>774,081</b>
<b>Liabilities</b>						
Due to banks	10,344	2,521	7,823	-	-	-
Due to other customers	6,993,408	1,289,288	851,166	761,312	2,736,393	1,355,249
Ministry of Finance	450,922	-	-	-	450,922	-
Liabilities evidenced by paper	133,802	26,256	26,933	1,532	2,517	76,564
Perpetual debt	45,528	-	-	-	-	45,528
Hybrid debt	202,044	-	-	-	-	202,044
<b>Total interest-bearing liabilities</b>	<b>7,836,048</b>	<b>1,318,065</b>	<b>885,922</b>	<b>762,844</b>	<b>3,189,832</b>	<b>1,679,385</b>

## Notes to the financial statements

### 3. Risk management disclosures, continued

#### B. Non-trading activities, continued

##### (ii) Market risk, continued

###### **Currency risk**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Bank is exposed to currency risk in performing transactions in foreign currencies and foreign-currency denominated financial instruments.

As a result of the currency Board in place in Bulgaria, the Bulgarian currency is pegged to the Euro. As the currency in which the Bank presents its financial statements is the Bulgarian lev, the Bank's financial statements are effected by movements in the exchange rates between the Bulgarian lev and currencies other than the Euro.

The Bank's transactional exposures give rise to foreign currency gains and losses that are recognised in profit or loss. These exposures comprise the monetary assets and monetary liabilities of the Bank that are not denominated in the presentation currency of the Bank. These exposures were as follows:

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
<b>Monetary assets</b>		
Euro	4,038,157	4,384,510
US dollar	770,723	526,871
Other	101,343	93,018
Gold	6,992	8,383
<b>Monetary liabilities</b>		
Euro	3,170,405	3,082,883
US dollar	770,289	520,370
Other	101,378	92,572
Gold	3,591	6,517
<b>Net position</b>		
Euro	867,752	1,301,627
US dollar	434	6,501
Other	(35)	446
Gold	3,401	1,866

In respect of monetary assets and liabilities in foreign currencies that are not economically hedged, the Bank manages foreign currency risk in line with policy that sets limits on currency positions and dealer limits.

##### (iii) **Credit risk**

Credit risk is the risk that a counterparty to a financial instrument will cause a financial loss for the Bank by failing to discharge an obligation. The Bank is subject to credit risk through its lending activities and in cases where it acts as an intermediary on behalf of customers or other third parties or issues guarantees. The management of the credit risk exposures to borrowers is conducted through regular analysis of the borrowers' credit worthiness and the assignment of a rating grade. Exposure to credit risk is also managed in part by obtaining collateral and guarantees.

**Notes to the financial statements**
**3. Risk management disclosures, continued**
**B. Non-trading activities, continued**
**(iii) Credit risk, continued**

The table below sets out information about maximum exposure to credit risk:

	Loans and advances to other customers		Loans and advances to banks and balances with central banks		Investments and financial assets held for trading		Off balance sheet commitments	
	2016	2015	2016	2015	2016	2015	2016	2015
<i>In thousands of BGN</i>								
Carrying amount	4,941,062	5,131,731	1,484,576	1,436,514	765,555	564,630	-	-
Amount committed/guaranteed	-	-	-	-	-	-	698,000	857,047

The Bank's primary exposure to credit risk arises through its loans and advances. The amount of credit exposure in this regard is represented by the carrying amounts of the assets on the balance sheet. These exposures are as follows:

**31 December 2016**

Class of exposure	<i>In thousands of BGN</i>	
	Gross amount of loans and advances to customers	Carrying amount of loans and advances to customers
Performing		
Collectively impaired	4,347,663	4,338,965
Non-performing		
Collectively impaired	422,035	213,944
Individually impaired	996,907	388,153
<b>Total</b>	<b>5,766,605</b>	<b>4,941,062</b>

**31 December 2015**

Class of exposure	<i>In thousands of BGN</i>	
	Gross amount of loans and advances to customers	Carrying amount of loans and advances to customers
Performing		
Collectively impaired	4,452,926	4,439,001
Non-performing		
Collectively impaired	375,297	186,175
Individually impaired	1,028,509	506,555
<b>Total</b>	<b>5,856,732</b>	<b>5,131,731</b>

Exposures classification into risk classes reflects the management's estimate regarding the loans recoverable amounts.

As at 31 December 2016 the gross amount of overdue loans and advances to customers measured as exposures 90+ days overdue is BGN 1,011,689 thousand (2015: BGN 870,858 thousand).



## Notes to the financial statements

### 3. Risk management disclosures, continued

#### B. Non-trading activities, continued

##### (iii) Credit risk, continued

In addition, the Bank is exposed to off-balance sheet credit risk through commitments to extend credits and issue contingent liabilities (See Note 31).

Concentrations of credit risk (whether on or off balance sheet) that arise from financial instruments exist for counterparties when they have similar economic characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions.

The major concentrations of credit risk arise by location and type of customer in relation to the Group's investments, loans and advances and off-balance sheet commitments.

Total economic sector credit risk concentrations in loans and advances to customers are presented in the table below:

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
Trade	1,161,920	1,080,609
Industry	975,893	1,138,067
Services	547,401	457,540
Finance	116,909	137,617
Transport, logistics	346,262	356,761
Communications	115,233	93,655
Construction	176,542	228,252
Agriculture	184,718	127,708
Tourist services	189,645	210,182
Infrastructure	466,536	481,471
Private individuals	1,415,105	1,457,051
Other	70,441	87,819
Allowance for impairment	(825,543)	(725,001)
<b>Total</b>	<b>4,941,062</b>	<b>5,131,731</b>

The amounts reflected in the tables represent the maximum accounting loss that would be recognised at the statement of financial position date if counterparts failed completely to perform as contracted and any collateral or security proved to be of no value. The amounts, therefore, greatly exceed expected losses, which are included in the allowance for impairment.

The Bank has extended loans to enterprises involved in different types of activities but within the same economic sector - industry. As such the exposures share a similar industry risk. There are three such groups of enterprises at 31 December 2016 with total exposures outstanding amounting to BGN 211,037 thousand (2015: BGN 204,787 thousand) - ferrous and non-ferrous metallurgy, BGN 60,609 thousand (2015: BGN 60,611 thousand) – mining industry and BGN 115,099 thousand (2015: BGN 111,590 thousand) - power engineering.

The Bank has extended loans, confirmed letters of credit and granted guarantees to 6 individual clients or groups (2015: 4) with each individual exposure exceeding 10% of the capital base of the Bank. The total amount of these exposures after offsetting the admissible collateral is BGN 550,403 thousand which represents 59.13% of the capital base (2015: BGN 597.879 thousand which represented 63.68 % of the capital base) of which BGN 484,491 thousand (2015: BGN 527,068 thousand) represent loans and BGN 65,912 thousand (2015: BGN 70,811 thousand) represent guarantees, letters of credit and other commitments.

## Notes to the financial statements

### 3. Risk management disclosures, continued

#### B. Non-trading activities, continued

##### (iii) Credit risk, continued

The biggest loan exposure of the Bank extended to a group of related parties amounts to BGN 225,459 thousand (2015: BGN 173,334 thousand), representing 24.22 % of the Bank's own funds (2015: 18.46.%).

Loans extended by the branch in Cyprus amount to BGN 12,508 thousand (gross carrying amount before any allowances) (2015: BGN 60,349 thousand).

The Bank's policy is to require suitable collateral to be provided by certain customers prior to the disbursement of approved loans. Guarantees and letters of credit are also subject to strict credit assessments before being provided. The agreements specify monetary limits to the Bank's obligations. The extent of collateral held for guarantees and letters of credit is 100 percent.

Collateral held against different types of assets:

Type of credit exposure	Main type of collateral	Collateral coverage ratio	
		2016	2015
Repurchase agreements	Tradable securities	100%	100%
Loans and advances to banks	None	-	-
Mortgage loans	Real estate	330%	307%
Consumer lending	Mortgage, warrant, financial and other collateral	74%	66%
Credit cards	None	-	-
Loans to companies	Mortgage, pledge of enterprise, pledge of long-term tangible assets, pledge of goods, pledge of other short-term tangible assets, financial and other collateral	383%	393%

## Notes to the financial statements

### 3. Risk management disclosures, continued

#### B. Non-trading activities, continued

##### (iii) Credit risk, continued

The table below shows a breakdown of total gross loans and advances extended to customers by the Bank by type of collateral to the amount of the collateral, excluding credit cards in the amount of BGN 243,425 thousand (2015: 251,517 thousand BGN).

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
Mortgage	1,448,615	1,563,547
Pledge of receivables	1,185,296	1,007,379
Pledge of commercial enterprise	25,521	64,417
Securities	215,466	227,743
Guarantees	-	667
Other guaranties	1,810,664	1,812,272
Pledge of goods	27,550	28,901
Pledge of machines	108,344	103,375
Money deposit	41,914	70,284
Stake in capital	1	944
Gold	-	18
Other collateral	12,792	13,072
Unsecured	647,017	712,596
<b>Total</b>	<b>5,523,180</b>	<b>5,605,215</b>

Other collateral includes insurance policies up to the amount of the insurance cover, future receivables, remuneration transfers, etc.

#### Residential mortgage lending

The table below represents credit exposures from housing and mortgage loans to individual customers by ranges of loan-to-value (LTV) ratio. LTV is calculated as the ratio of the gross amount of the loan to the value of the collateral. The gross amount excludes any impairment allowances. The valuation of the collateral excludes any adjustments for obtaining and selling the collateral. The value of the collateral for residential mortgage loans is based on the collateral value at origination updated based on changes in house price indices.

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
<b>Loan to value (LTV) ratio</b>		
Less than 50%	132,227	154,303
51% to 70%	149,525	177,604
71% to 90%	175,133	175,762
91% to 100%	22,163	23,984
More than 100%	68,642	62,461
<b>Total</b>	<b>547,690</b>	<b>594,114</b>

## Notes to the financial statements

### 3. Risk management disclosures, continued

#### B. Non-trading activities, continued

##### (iii) Credit risk, continued

###### Loans to corporate customers

The loans to corporate customers are subject to individual credit appraisal and impairment testing. The general creditworthiness of a corporate customer tends to be the most relevant indicator of credit quality of a loan. However, collateral provides additional security and the Bank requests corporate borrowers to provide it. The Bank takes collateral in the form of a first charge over real estate, floating charges over all corporate assets, and other liens and guarantees.

The Bank routinely analyses collateral for possible changes in value due to market conditions, legal framework or debtor's actions. Where such changes lead to a breach in the requirements for sufficiency of collateral, the Bank requires provision of additional collateral within a certain timeframe.

As at 31 December 2016 the net carrying amount of individually impaired loans to corporate customers amounts to BGN 505,651 thousand (2015: BGN 595,535 thousand) and the value of collateral held against those loans amounts to BGN 496,743 thousand (2015: BGN 569,081 thousand).

The Bank constantly monitors the risk of default on already given loans and if there is available data for potential or actual problems, the Bank prepares an action plan and takes measures for managing the possible unwanted results, including restructuring of the loans

For the purposes of the disclosure in these financial statements "renegotiated loans" are defined as loans, which have been renegotiated as a result of a change in the market interest rates, repayment schedule, upon a client request, and others.

###### Renegotiated Loans

in BGN '000

Type of renegotiation	2016		2015	
	Gross amount of loans and advances to customers	Allowance for impairment	Gross amount of loans and advances to customers	Allowance for impairment
<b>Loans to individuals</b>	<b>411,849</b>	<b>39,402</b>	<b>431,096</b>	<b>35,212</b>
Change of maturity	148,123	12,829	175,284	7,914
Change of amount of instalment	9,105	1,376	11,786	1,801
Change of interest rate	88,399	2,960	79,185	4,322
Change due to customers request	64,379	2,345	61,776	2,551
Other reasons	101,843	19,892	103,065	18,624
<b>Loans to companies</b>	<b>3,078,280</b>	<b>426,270</b>	<b>3,029,255</b>	<b>358,434</b>
Change of maturity	419,636	18,392	268,120	12,990
Change of amount of instalment	273,544	105,166	500,219	115,939
Change of interest rate	433,195	8,154	216,620	22,913
Change due to customers request	1,799,863	275,686	1,857,291	163,179
Other reasons	152,042	18,872	187,005	43,413
<b>Total:</b>	<b>3,490,129</b>	<b>465,672</b>	<b>3,460,351</b>	<b>393,646</b>

## Notes to the financial statements

### 3. Risk management disclosures, continued

#### B. Non-trading activities, continued

##### (iii) Credit risk, continued

###### Structure and organization of credit risk management functions

Credit risk management as a comprehensive process is accomplished under the supervision of the Management Board of the Bank. The Supervisory Board exercises control over the activities of the Management Board on the credit risk management either directly or through the Risk Committee, which supports the Supervisory Board with the extensive supervision over the risk management function in the Bank, including over the formation of risk exposures.

There are collective bodies in the Bank the function of which is to support the activities of the Management Board on the credit risk management- Credit Council and Restructuring Committee. The Credit Council supports the adopted credit risk management and forms an opinion on loans as per its limits of competence. The Restructuring Committee is a specialized body for supervision of the loan exposures with indicators for deterioration. In addition to the collective bodies in the Bank, there are other independent specialized bodies - the Risk Analysis and Control Department and the Credit Risk Management, Monitoring and Provisioning Department, which fulfil the functions of identification, evaluation and management of the credit risk, including performing additional second control over the risk exposures. The realization, coordination and current control over the lending process is organized from the following departments: Corporate Banking, SME financing, Retail Banking, and Loan Administration, while the problem assets management is performed by the Impaired Assets Department.

##### (iv) Government debt exposures

The Bank closely manages the credit risk on government debt exposures and as a result the overall quality of the government debt portfolio is very high.

The table below shows the carrying amount of the government debt portfolio by country issuer. The assets are presented without any allowance for impairment. The Bank does not recognise allowance for impairment against the government debt exposures which are measured at amortised cost as at 31 December 2016 and 31 December 2015 as well as those classified as available for sale.

*In thousands of BGN*

###### 31 December 2016

Portfolio	Bulgaria	Slovakia	Latvia	Lithuania	USA
Financial assets held for trading	3,318	-	-	-	-
Investments available for sale	393,592	2,021	69	21,831	55,590
Financial assets held to maturity	-	-	-	-	222,501
<b>Total</b>	<b>396,910</b>	<b>2,021</b>	<b>69</b>	<b>21,831</b>	<b>278,091</b>

*In thousands of BGN*

###### 31 December 2015

Portfolio	Bulgaria	Slovakia	Latvia	Lithuania	USA
Financial assets held for trading	5,381	-	-	-	-
Available for sale investments	420,333	2,024	68	21,481	-
Financial assets held to maturity	-	-	-	-	35,784
<b>Total</b>	<b>425,714</b>	<b>2,024</b>	<b>68</b>	<b>21,481</b>	<b>35,784</b>

## Notes to the financial statements

### 3. Risk management disclosures, continued

#### B. Non-trading activities, continued

##### (iv) Government debt exposures, continued

#### Maturity table of government debt securities by country issuer as at 31 December 2016

In thousands of BGN

Country issuer	Up to 1 Month	From 1 to 3 Months	From 3 months to 1 year	From 1 to 5 years	More than 5 years	Total
Bulgaria	8,681	4,817	40,818	176,285	166,309	396,910
Slovakia	-	-	-	-	2,021	2,021
Latvia	-	-	-	-	69	69
Lithuania	-	-	-	-	21,831	21,831
USA	-	278,091	-	-	-	278,091
<b>Total</b>	<b>8,681</b>	<b>282,908</b>	<b>40,818</b>	<b>176,285</b>	<b>190,230</b>	<b>698,922</b>

#### Maturity table of government debt securities by country issuer as at 31 December 2015

In thousands of BGN

Country issuer	Up to 1 Month	From 1 to 3 Months	From 3 months to 1 year	From 1 to 5 years	Over 5 years	Total
Bulgaria	13,190	192,173	16,686	200,666	2,999	425,714
Slovakia	-	-	-	2,024	-	2,024
Latvia	-	-	-	68	-	68
Lithuania	-	-	-	-	21,481	21,481
USA	-	35,784	-	-	-	35,784
<b>Total</b>	<b>13,190</b>	<b>227,957</b>	<b>16,686</b>	<b>202,758</b>	<b>24,480</b>	<b>485,071</b>

### C. Capital adequacy

Since 1 January 2014, the provisions of the CRD IV package have been in force. Through Regulation (EU) No 575/2013 on prudential requirements for credit institutions and investment firms and Directive 2013/36/EU on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, CRD IV package transposes into European law the provisions of the new capital standards for banks – Basel III.

#### Regulatory capital

The equity capital of the Bank for regulatory purposes consists of the following elements:

##### Common Equity Tier 1 capital

- issued and paid up capital instruments (ordinary shares);
- share premium from issuance of ordinary shares;
- audited retained earnings;
- accumulated other comprehensive income, including revaluation reserves;
- other reserves;

Deductions from components of the Common Equity Tier 1 capital include intangible assets.

**Notes to the financial statements**
**3. Risk management disclosures, continued**
**C. Capital adequacy, continued**
**Additional Tier 1 capital**

The instruments of Additional Tier 1 capital include hybrid debt (see note 28). Deductions from components of Tier 1 capital include transitory regulatory adjustments relating to items that are included in the capital balance or the assets of the Bank, but are treated differently for capital adequacy regulation.

**Tier 2 Capital**

Tier 2 capital consists of perpetual debt (see note 27) and transitory regulatory adjustments related to the revaluation reserve on land and buildings.

**Total own funds**
**2016**
**2015**
*In thousands of BGN*
**Common Equity Tier 1 capital**

Paid up capital instruments	110,000	110,000
(-) Indirect shareholding in Common Equity Tier 1 capital instruments	(93)	(60)
Premium reserves	97,000	97,000
Other reserves	522,609	510,066
Accumulated other comprehensive income	21,957	15,773
<b>Deductions from Common Equity Tier 1 capital:</b>		
(-) Intangible assets	(9,010)	(10,660)
Transitional adjustments of Common Equity Tier 1 capital	(5,179)	(3,068)
<b>Common Equity Tier 1 capital</b>	<b>737,284</b>	<b>719,051</b>

**Additional Tier 1 capital instruments**

Hybrid debt	195,583	195,583
<b>Tier 1 capital deductions:</b>		
Transitional adjustments of Additional Tier 1 capital	(3,820)	(7,275)
<b>Tier 1 Capital</b>	<b>929,047</b>	<b>907,359</b>

**Tier 2 Capital**

Perpetual debt	-	28,751
Transitional adjustments of Tier 2 capital	1,800	2,700
<b>Total own funds</b>	<b>930,847</b>	<b>938,810</b>

## Notes to the financial statements

### 3. Risk management disclosures, continued

#### C. Capital adequacy, continued

The Bank calculates the following ratios:

- a) the Common Equity Tier 1 capital ratio is the Common Equity Tier 1 capital of the institution expressed as a percentage of the total risk exposure amount;
- b) the Tier 1 capital ratio is the Tier 1 capital of the institution expressed as a percentage of the total risk exposure amount;
- c) the total capital ratio is the own funds of the institution expressed as a percentage of the total risk exposure amount.

The total risk exposure is calculated as the total of the risk weighted assets for credit, market and operational risk.

The Bank calculates the requirements for credit risk for its exposures in banking and trading portfolios based on a standardised approach. Exposures are taken into account using their balance sheet amount. Off-balance-sheet credit-related commitments are taken into account by applying different categories of conversion factors designed to convert these items into balance sheet equivalents. The resulting equivalent amounts are then weighted for risk using different percentages depending on the class of exposure and its credit rating assessment. Various credit risk mitigation techniques are used, for example collateralised transactions and guarantees. Forwards and options based derivative instruments are weighted for counterparty credit risk.

The Bank calculates also capital requirements for market risk for foreign currency and commodity instruments in trading book and banking book.

The Bank calculates capital requirements for operational risk using the basic indicator approach. Required capital is equal to the average gross annual income over the previous three years multiplied by a fixed percentage (15%). Respective risk weighted assets are calculated by further multiplication by 12.5.

The total capital adequacy ratio cannot be below 13.5%, the Tier 1 capital adequacy cannot be less than 11.5%, and the CET1 adequacy cannot be less than 10% (with included capital buffer for systemic risk of 3% and protective capital buffer of 2.5%).

The Bank has complied with the regulatory capital requirements throughout the period.

Capital adequacy level is as follows:



**Notes to the financial statements**
**3. Risk management disclosures, continued**
**C. Capital adequacy, continued**

<i>In thousands of BGN</i>	<b>Balance sheet/notional amount</b>		<b>Risk weighted assets</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
<b>Risk weighted assets for credit risk</b>				
<b>Balance sheet assets</b>				
<b>Exposure class</b>				
Central governments or central banks	1,837,716	1,417,874	1,376	1,395
Multilateral development banks	483	602	-	-
Institutions	421,138	688,790	140,441	172,692
Corporates	2,208,269	2,481,237	2,016,011	2,388,529
Retail	859,291	781,275	496,631	474,260
Secured by mortgages on immovable property	1,271,225	1,152,361	535,244	476,090
Exposures in default	602,097	668,928	657,022	721,328
Collective investments undertakings	2,547	2,214	2,547	2,214
Equity	51,574	42,998	106,109	97,533
Other items	1,574,572	1,419,157	1,416,000	1,251,069
<b>Total</b>	<b>8,828,912</b>	<b>8,655,436</b>	<b>5,371,381</b>	<b>5,585,110</b>
<b>Off balance sheet items</b>				
<b>Exposure class</b>				
Institutions	-	-	96	487
Corporates	296,601	513,842	109,691	160,255
Retail	369,992	310,475	5,605	1,138
Secured by mortgages on immovable property	31,407	32,730	5,592	6,796
Other items	-	-	2	6
<b>Total</b>	<b>698,000</b>	<b>857,047</b>	<b>120,986</b>	<b>168,682</b>
<b>Derivatives</b>				
<b>Exposure class</b>				
Central governments or central banks	587	-	-	-
Institutions	1,444	20	289	4
Corporates	72	411	72	411
Other items	1,831	3,324	1,831	3,324
<b>Total</b>	<b>3,934</b>	<b>3,755</b>	<b>2,192</b>	<b>3,739</b>
<b>Total risk-weighted assets for credit risk</b>			<b>5,494,559</b>	<b>5,757,531</b>
<b>Risk-weighted assets for market risk</b>			<b>5,625</b>	<b>6,300</b>
<b>Risk-weighted assets for operational risk</b>			<b>542,063</b>	<b>479,863</b>
<b>Total risk-weighted assets</b>			<b>6,042,247</b>	<b>6,243,694</b>
<b>Capital adequacy ratios</b>	<b>Equity</b>		<b>Capital ratios %</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
<b>Common Equity Tier 1 capital</b>	<b>737,284</b>	<b>719,051</b>	<b>12.20%</b>	<b>11.52%</b>
<b>Tier 1 Capital</b>	<b>929,047</b>	<b>907,359</b>	<b>15.38%</b>	<b>14.53%</b>
<b>Total own funds</b>	<b>930,847</b>	<b>938,810</b>	<b>15.41%</b>	<b>15.04%</b>

## Notes to the financial statements

### 4. Segment Reporting

Segment information is presented in respect of the Bank's geographical segments. The primary format, geographical segments, is based on the Bank's management and internal reporting structure.

Reporting and measurement of segment assets and liabilities and segment revenues and results is based on the accounting policies set out in the accounting policy notes.

Transactions between segments are conducted on an arm's length basis.

The Bank operates principally in Bulgaria, but also has operations in Cyprus.

In presenting information on the basis of geographical segments, revenue and operating income is allocated after interbranch eliminations based on the location of the Bank branch that generated the revenue. Segment assets and liabilities are allocated after interbranch eliminations based on their geographical location.

<i>In thousands of BGN</i>	<b>Bulgarian operations</b>		<b>Foreign operations</b>		<b>Total</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Interest income	424,110	450,946	2,203	19,704	426,313	470,650
Interest expense	(118,499)	(217,753)	(191)	(517)	(118,690)	(218,270)
<b>Net interest income</b>	<b>305,611</b>	<b>233,193</b>	<b>2,012</b>	<b>19,187</b>	<b>307,623</b>	<b>252,380</b>
Fee and commission income	106,534	98,601	856	783	107,390	99,384
Fee and commission expense	(18,888)	(17,906)	(4)	(8)	(18,892)	(17,914)
<b>Net fee and commission income</b>	<b>87,646</b>	<b>80,695</b>	<b>852</b>	<b>775</b>	<b>88,498</b>	<b>81,470</b>
<b>Net trading income</b>	<b>13,584</b>	<b>11,256</b>	<b>463</b>	<b>84</b>	<b>14,047</b>	<b>11,340</b>
<b>Administrative expenses</b>	<b>(183,849)</b>	<b>(171,484)</b>	<b>(1,206)</b>	<b>(1,034)</b>	<b>(185,055)</b>	<b>(172,518)</b>
<b>Assets</b>	<b>8,838,371</b>	<b>8,613,768</b>	<b>14,099</b>	<b>67,619</b>	<b>8,852,470</b>	<b>8,681,387</b>
<b>Liabilities</b>	<b>7,902,333</b>	<b>7,907,103</b>	<b>108,386</b>	<b>28,902</b>	<b>8,010,719</b>	<b>7,936,005</b>

**Notes to the financial statements**
**4. Segment Reporting, continued**

The table below shows assets and liabilities and income and expense by business segments as at 31 December 2016.

*In thousands  
of BGN*

<b>Business</b>	<b>Assets</b>	<b>Liabilities</b>	<b>Interest income</b>	<b>Interest expense</b>	<b>Net fee and commission income</b>	<b>Net trading income</b>	<b>Other net operating income</b>
Commercial banking	3,531,711	1,314,673	269,314	(9,206)	33,180	-	7,468
Retail Banking	1,409,351	6,376,583	144,898	(99,975)	35,369	-	3,850
Card services	-	-	-	-	16,951	-	-
Treasury	2,428,451	6,736	12,101	(1,083)	(44)	14,047	28,298
Other	1,482,957	312,727	-	(8,426)	3,042	-	-
<b>Total</b>	<b>8,852,470</b>	<b>8,010,719</b>	<b>426,313</b>	<b>(118,690)</b>	<b>88,498</b>	<b>14,047</b>	<b>39,616</b>

## Notes to the financial statements

### 5. Financial assets and liabilities

#### Accounting classification and fair values

The Bank's accounting policy on fair value measurements is set out in Note 2(d)(vii).

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

Level 1: inputs that are quoted market prices (unadjusted) in active markets for identical instruments.

Level 2: inputs other than quoted prices included within Level 1 that are observable 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 where all significant inputs are directly or indirectly observable from market data.

Level 3: inputs are observable data for a given asset or liability. 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.

Fair values of financial assets and financial liabilities that are traded in active markets are based on quoted market prices or dealer price quotations. For all other financial instruments the Bank determines fair values using other valuation techniques.

Other valuation techniques include net present value and discounted cash flow models, comparison to similar instruments for which market observable prices exist, option pricing models and other valuation models. Assumptions and inputs used in valuation techniques include risk-free and benchmark interest rates, credit spreads and other premia used in estimating discount rates, bond and equity prices, foreign currency exchange rates, equity and equity index prices and expected price volatilities and correlations.

The objective of valuation techniques is to arrive at a fair value measurement that reflects the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date.

The Bank uses widely recognised valuation models for determining the fair value of common and more simple financial instruments, like interest rate and currency swaps that use only observable market data and require little management judgement and estimation. Observable prices and model inputs are usually available in the market for listed debt and equity securities, exchange traded derivatives and simple over the counter derivatives like interest rate swaps. Availability of observable market prices and model inputs reduces the need for management judgement 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 markets.

However, where the Bank measures portfolios of financial assets and financial liabilities on the basis of net exposures, it applies judgement in determining appropriate portfolio level adjustments such as bid-ask spread.

## Notes to the financial statements

### 5. Financial assets and liabilities, continued Accounting classification and fair values, continued

Such adjustments are derived from observable bid-ask spreads for similar instruments and adjusted for factors specific to the portfolio.

For more complex instruments, the Bank uses proprietary valuation models, which usually are developed from recognised valuation models. Some or all of the significant inputs into these models may not be observable in the market, and are derived from market prices or rates or are estimated based on assumptions. Example of instruments involving significant unobservable inputs include certain over the counter derivatives, certain loans and securities for which there is no active market and retained interests in securitisations. Valuation models that employ significant unobservable inputs require a higher degree of management judgement and estimation in the determination of fair value. Management judgement and estimation are usually required for selection of the appropriate valuation model to be used, determination of expected future cash flows on the financial instrument being valued, determination of probability of counterparty default and prepayments and selection of appropriate discount rates.

The Bank has an established control framework with respect to the measurement of fair values. This framework includes an Risk Management function which reports to management, and which has overall responsibility for independently verifying the results of trading and investment operations and for carrying out all significant fair value measurements of financial instruments. Specific controls include:

- verification of observable pricing;
- proposal of new models and changes to existing models is made by the Risk Analysis and Control Division and approved by the Management Board;
- calibration of models against observed market transactions;
- analysis and investigation of significant daily valuation movements;
- review of significant unobservable inputs, valuation adjustments and significant changes to the fair value measurement of Level 3 instruments compared to previous month, by Risk Analysis and Control division.

Where third-party information, such as broker quotes or pricing services, are used to measure fair value, Risk Management division assesses and documents the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of IFRS. This includes:

- verifying that the broker or pricing service is approved by the Bank for use in pricing the relevant type of financial instrument;
- understanding how the fair value has been arrived at and the extent to which it represents actual market transactions;
- when prices for similar instruments are used to measure fair value, how these prices have been adjusted to reflect the characteristics of the instrument subject to measurement;
- where a number of quotes for the same financial instrument have been obtained, how fair value has been determined using those quotes.

## Notes to the financial statements

### 5. Financial assets and liabilities, continued

#### Accounting classification and fair values, continued

The tables below set out analysis of financial instruments measured at fair value at the end of the reporting period classified by fair value hierarchy level framework categorising fair value measurement. The amounts are based on the amounts in the statement of financial position.

*In thousands of BGN*

<b>31 December 2016</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Financial assets held for trading	8,578	-	-	8,578
Available for sale investments	475,215	56,141	-	531,356
Derivatives held for risk management	1,795	23	-	1,818
<b>Total</b>	<b>485,588</b>	<b>56,164</b>	<b>-</b>	<b>541,752</b>

*In thousands of BGN*

<b>31 December 2015</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Financial assets held for trading	9,913	-	-	9,913
Available for sale investments	443,906	57,575	-	501,481
Derivatives held for risk management	3,258	99	-	3,357
<b>Total</b>	<b>457,077</b>	<b>57,674</b>	<b>-</b>	<b>514,751</b>

Capital investments amounting to BGN 10 thousand at 31 December 2016 and BGN 5,788 thousand at 31 December 2015 are presented in the statements at their acquisition cost, because their fair value cannot be reliably measured.

The tables below set out analysis of the fair values of financial instruments not recognised at fair value, classified by fair value hierarchy level framework categorising fair value measurement

**Notes to the financial statements**
**5. Financial assets and liabilities, continued**  
**Accounting classification and fair values, continued**
*in thousands of BGN*

<b>31 December 2016</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total fair values</b>	<b>Total balance sheet value</b>
<b>Assets</b>					
Cash and balances with Central Banks	-	1,588,754	-	1,588,754	1,588,754
Financial assets held to maturity	222,501	20,930	-	243,431	243,463
Loans and advances to banks and other financial institutions	-	54,472	-	54,472	54,472
Loans and advances to customers	-	602,097	4,347,663	4,949,760	4,941,062
<b>Total</b>	<b>222,501</b>	<b>2,266,253</b>	<b>4,347,663</b>	<b>6,836,417</b>	<b>6,827,751</b>
<b>Liabilities</b>					
Due to banks	-	6,736	-	6,736	6,736
Due to other customers	-	2,584,928	5,106,378	7,691,306	7,691,256
Liabilities evidenced by paper	-	70,343	-	70,343	70,367
Hybrid debt	-	208,740	-	208,740	208,740
<b>Total</b>	<b>-</b>	<b>2,870,747</b>	<b>5,106,378</b>	<b>7,977,125</b>	<b>7,977,099</b>

*In thousands of BGN*

<b>31 December 2015</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total fair values</b>	<b>Total balance sheet value</b>
<b>Assets</b>					
Cash and balances with Central Banks	-	1,489,865	-	1,489,865	1,489,865
Financial assets held to maturity	35,652	20,178	-	55,830	56,354
Loans and advances to banks and other financial institutions	-	109,435	-	109,435	109,435
Loans and advances to customers	-	692,730	4,428,515	5,121,245	5,131,731
<b>Total</b>	<b>35,652</b>	<b>2,312,208</b>	<b>4,428,515</b>	<b>6,776,375</b>	<b>6,787,385</b>
<b>Liabilities</b>					
Due to banks	-	10,344	-	10,344	10,344
Due to other customers	-	2,149,926	4,852,462	7,002,388	7,002,880
Ministry of Finance	-	-	450,602	450,602	450,922
Liabilities evidenced by paper	-	133,752	-	133,752	133,802
Perpetual debt	-	45,491	-	45,491	45,528
Hybrid debt	-	201,616	-	201,616	202,044
<b>Total</b>	<b>-</b>	<b>2,541,129</b>	<b>5,303,064</b>	<b>7,844,193</b>	<b>7,845,520</b>

## Notes to the financial statements

### 5. Financial assets and liabilities, continued Accounting classification and fair values, continued

Where available, the fair value of loans and advances is based on observable market transactions. Where observable market transactions are not available, fair value is estimated using valuation models, such as discounted cash flow techniques. Input into the valuation techniques includes expected lifetime credit losses, interest rates, prepayment rates. For collateral-dependent impaired loans, the fair value is measured based on the value of the underlying collateral.

To improve the accuracy of the valuation estimate for retail and smaller commercial loans, homogeneous loans are grouped into portfolios with similar characteristics such as product and borrower type, maturity, currency, collateral type.

The fair value of deposits from banks and customers is estimated using discounted cash flow techniques, applying the rates that are offered for deposits of similar maturities and terms. The fair value of deposits payable on demand is the amount payable at the reporting date.

### 6. Net interest income

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
<b>Interest income</b>		
Accounts with and placements to banks and financial institutions	809	325
Retail Banking	135,478	133,111
Corporate customers	233,786	280,788
Small and medium enterprises	35,528	36,714
Microlending	9,420	7,050
Debt instruments	11,292	12,662
	<b>426,313</b>	<b>470,650</b>
<b>Interest expense</b>		
Deposits from banks	(50)	-
Deposits from other customers	(109,181)	(200,013)
Liabilities evidenced by paper	(579)	(2,330)
Perpetual debt	(1,137)	(9,231)
Hybrid debt	(6,695)	(6,598)
Interest on assets cost	(1,033)	(77)
Lease agreements and other	(15)	(21)
	<b>(118,690)</b>	<b>(218,270)</b>
<b>Net interest income</b>	<b>307,623</b>	<b>252,380</b>

For 2016 the recognized interest income from individually impaired financial assets (loans to customers) amounted to BGN 47,634 thousand (2015: BGN 26,751 thousand).



**Notes to the financial statements**
**7. Net fee and commission income**
*In thousands of BGN*

	<b>2016</b>	<b>2015</b>
<b>Fee and commission income</b>		
Letters of credit and guarantees	4,306	6,135
Payment operations	17,738	14,287
Customer accounts	26,976	22,584
Card services	28,337	29,199
Other	30,033	27,179
	<b>107,390</b>	<b>99,384</b>
<b>Fee and commission expense</b>		
Letters of credit and guarantees	(277)	(291)
Payment systems	(2,034)	(1,815)
Card services	(11,385)	(13,097)
Other	(5,196)	(2,711)
	<b>(18,892)</b>	<b>(17,914)</b>
<b>Net fee and commission income</b>	<b>88,498</b>	<b>81,470</b>

**8. Net trading income**
*In thousands of BGN*

	<b>2016</b>	<b>2015</b>
Net trading income/(expense) arises from:		
- Debt instruments	29	154
- Equities	777	(59)
- Foreign exchange rate fluctuations	13,241	11,245
<b>Net trading income</b>	<b>14,047</b>	<b>11,340</b>

**9. Other net operating income**
*In thousands of BGN*

	<b>2016</b>	<b>2015</b>
Other net operating income arising from:		
- Debt instruments	4,110	3,044
- Equities	24,188	-
- income from management of assigned receivables	3,850	50,456
- Gain on administration of loans acquired through business combination	7,468	9,285
<b>Other net operating income</b>	<b>39,616</b>	<b>62,785</b>

The reported operating income from capital instruments for 2016 includes the profit from the acquisition of Visa Europe by Visa Inc. amounting to BGN 24,930 thousand.

**Notes to the financial statements**
**10. Administrative expenses**

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
General and administrative expenses comprise:		
- Personnel cost	57,926	57,268
- Depreciation and amortisation	16,639	17,150
- Advertising	14,421	14,035
- Building rent expense	32,429	32,489
- Telecommunication, software and other computer maintenance	11,597	10,909
- Other expenses for external services	52,043	40,667
<b>Administrative expenses</b>	<b>185,055</b>	<b>172,518</b>

Personnel costs include salaries, social and health security contributions under the provisions of the local legislation. At 31 December 2016 the total number of employees was 2,991 (31 December 2015: 3,063).

**11. Allowance for impairment**

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
<b>Write-downs</b>		
<i>Loans and advances to customers</i>	(259,183)	(396,948)
<b>Reversal of write-downs</b>		
<i>Loans and advances to customers</i>	104,407	69,526
<b>Impairment, net</b>	<b>(154,776)</b>	<b>(327,422)</b>

The expense for impairment in 2015 and 2016 is due to additional allowances resulting from the development of credit risk in a period of unstable economic environment and the conservative approach applied by the Bank in recognising the risk of loss for certain individually impaired exposures.

**12. Other income/(expenses), net**

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
Net income/(expense) from transactions and revaluation of gold and precious metals	(2)	785
Rental income	6,086	4,222
Income from sale of assets	2,431	3,036
Revaluation of investment property	9,213	111,940
(Loss) from sale of investment property	(229)	-
Dividend income	586	1,290
Payments to the Deposit Insurance Fund and the Bank Restructuring Fund	(35,585)	(41,533)
(Expense)/reversal of expense for provisions for pending court cases	5,541	(6,686)
Other income, net	2,398	33,251
<b>Total</b>	<b>(9,561)</b>	<b>106,305</b>

**Notes to the financial statements**
**13. Income tax expense**

<i>in thousands of BGN</i>	<b>2016</b>	<b>2015</b>
Current taxes	(681)	84
Deferred taxes (See Note 22)	(9,526)	(1,881)
<b>Income tax expense</b>	<b>(10,207)</b>	<b>(1,797)</b>

Reconciliation between tax expense and the accounting profit is as follows:

<i>in thousands of BGN</i>	<b>2016</b>	<b>2015</b>
<b>Accounting profit before taxation</b>	<b>100,392</b>	<b>14,340</b>
Corporate tax at applicable tax rate (10% for 2016 and 10% for 2015)	10,039	1,434
Effect of tax rates of foreign subsidiaries and branches	132	408
Tax effect of permanent tax differences	36	(45)
<b>Income tax expense</b>	<b>10,207</b>	<b>1,797</b>
Effective tax rate	10.17%	12.53%

**14. Cash and balances with Central Banks**

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
Cash on hand		
- in BGN	106,991	116,330
- in foreign currency	46,689	44,450
Balances with Central Banks	1,134,245	829,211
Current accounts and amounts with foreign banks	300,829	499,874
<b>Total</b>	<b>1,588,754</b>	<b>1,489,865</b>

**Notes to the financial statements**
**15. Financial assets held for trading**

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
Bonds and notes issued by:		
Bulgarian government, rated BBB-:		
- denominated in BGN	3,303	3,330
- denominated in foreign currencies	15	2,051
Foreign banks, rated BB	1,369	1,414
Other issuers – equity instruments (unrated)	3,891	3,118
<b>Total</b>	<b>8,578</b>	<b>9,913</b>

**16. Available for sale investments**

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
Bonds and notes issued by:		
Bulgarian Government		
- denominated in BGN	225,709	233,817
- denominated in foreign currencies	167,883	186,516
Foreign governments		
- treasury bills	55,590	-
- treasury bonds	23,921	23,573
Foreign banks	44,302	57,575
Other issuers – equity instruments	13,961	5,788
<b>Total</b>	<b>531,366</b>	<b>507,269</b>

**17. Financial assets held to maturity**

Securities held to maturity represent debt investments that the Bank has the intent and ability to hold to maturity.

<i>in thousands of BGN</i>	<b>2016</b>	<b>2015</b>
Securities held to maturity issued by:		
Foreign governments	222,501	35,784
Foreign banks	20,962	20,570
<b>Total</b>	<b>243,463</b>	<b>56,354</b>

**18. Loans and advances to banks and other financial institutions**
**(a) Analysis by type**

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
Placements with banks	18,607	98,372
Receivables under resale agreements	4,970	2,006
Other	30,895	9,057
<b>Total</b>	<b>54,472</b>	<b>109,435</b>

**(b) Geographical analysis**

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
Domestic banks and financial institutions	29,272	6,920
Foreign banks and other financial institutions	25,200	102,515
<b>Total</b>	<b>54,472</b>	<b>109,435</b>

**Notes to the financial statements**
**19. Loans and advances to customers**

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
Retail Banking		
- Consumer loans	491,101	470,914
- Mortgage loans	547,690	594,114
- Credit cards	243,425	251,517
- Other programmes and collateralised financing	130,568	141,144
Small and medium enterprises	531,839	502,421
Microlending	107,744	101,286
Corporate customers	3,714,238	3,795,336
Allowance for impairment	(825,543)	(725,001)
<b>Total</b>	<b><u>4,941,062</u></b>	<b><u>5,131,731</u></b>

**(a) Movement in impairment allowances**

<i>in thousands of BGN</i>	
<b>Balance as at 01 January 2016</b>	<b><u>725,001</u></b>
Additional allowances	259,183
Amounts released	(104,407)
Write-offs	(55,962)
Effect from change in exchange rates	1,728
<b>Balance as at 31 December 2016</b>	<b><u>825,543</u></b>

The impairment allowance increased in 2016 reaching BGN 825,543 thousand at the end of the period (2015: BGN 725,001 thousand) due to the development of the credit risk and the continuing challenges in the market environment. Loans to customers amounting to BGN 55,962 thousand were written off through an allowance account compared to BGN 118.061 thousand a year earlier.

**Notes to the financial statements**
**20. Property and equipment**

<i>in thousands of BGN</i>	<b>Land and Buildings</b>	<b>Fixtures and fittings</b>	<b>Motor vehicles</b>	<b>Assets under Construction</b>	<b>Leasehold Improvements</b>	<b>Total</b>
<b>Cost</b>						
<b>At 01 January 2015</b>	<b>17,550</b>	<b>135,816</b>	<b>6,470</b>	<b>25,280</b>	<b>63,060</b>	<b>248,176</b>
Additions	-	10	-	11,451	-	11,461
Disposals	(185)	(3,630)	(155)	-	(797)	(4,767)
Transfers	286	8,188	15	(11,233)	2,402	(342)
<b>At 31 December 2015</b>	<b>17,651</b>	<b>140,384</b>	<b>6,330</b>	<b>25,498</b>	<b>64,665</b>	<b>254,528</b>
Additions	-	2	-	7,325	-	7,327
Disposals	-	(5,260)	(231)	(6)	(578)	(6,075)
Transfers	-	5,955	155	(8,494)	874	(1,510)
<b>At 31 December 2016</b>	<b>17,651</b>	<b>141,081</b>	<b>6,254</b>	<b>24,323</b>	<b>64,961</b>	<b>254,270</b>
<b>Amortisation</b>						
<b>At 01 January 2015</b>	<b>2,261</b>	<b>106,861</b>	<b>5,216</b>	-	<b>29,032</b>	<b>143,370</b>
Accrued during the year	628	9,329	375	-	3,726	14,058
On disposals	(8)	(3,512)	(155)	-	(797)	(4,472)
<b>At 31 December 2015</b>	<b>2,881</b>	<b>112,678</b>	<b>5,436</b>	-	<b>31,961</b>	<b>152,956</b>
Accrued during the year	634	8,781	350	-	3,714	13,479
On disposals	-	(5,257)	(231)	-	(565)	(6,053)
<b>At 31 December 2016</b>	<b>3,515</b>	<b>116,202</b>	<b>5,555</b>	-	<b>35,110</b>	<b>160,382</b>
<b>Carrying amount</b>						
<b>At 01 January 2015</b>	<b>15,289</b>	<b>28,955</b>	<b>1,254</b>	<b>25,280</b>	<b>34,028</b>	<b>104,806</b>
<b>At 31 December 2015</b>	<b>14,770</b>	<b>27,706</b>	<b>894</b>	<b>25,498</b>	<b>32,704</b>	<b>101,572</b>
<b>At 31 December 2016</b>	<b>14,136</b>	<b>24,879</b>	<b>699</b>	<b>24,323</b>	<b>29,851</b>	<b>93,888</b>

The fair value of assets constituting land and buildings was determined by independent property assessors holding recognised professional qualification and recent experience in assessing property with similar location and category. The fair value of land and buildings owned by the Bank is determined as at the end of 2012. The Bank's policy requires that independent assessors determine the fair value sufficiently frequently so as to ensure that the balance sheet value does not differ significantly from the fair value at the end of the reporting period. As at 31 December 2015 the fair value of land and buildings was not significantly different from their balance sheet value as at that date. The fair value of land and buildings is categorised as Level 3 fair value on the basis of incoming data on the assessment methodology used.

**Notes to the financial statements**
**20. Property and equipment, continued**

<b>Assessment methodology</b>	<b>Significant unobservable inputs</b>	<b>Connection between key unobservable inputs and fair value</b>
<p>1. Discounted cash flows: this valuation model takes into account the present value of cash flows generated by property, taking into account the expected growth of rental prices, the period required for cancellation, the level of occupancy, premiums such as periods in which no rent is paid and other expenses which are not paid by tenants. The expected net cash flows are discounted using discount rates adjusted for risk. Among other factors, when determining the discount rate, the quality of the building and its location are taken into account (first-rate or second-rate), as well as the creditworthiness of the tenant and the duration of the loan agreement.</p>	<p>1. Expected market growth of rent (4.5-6.8%, weighted average 5.6%).            2. Period for cancellation (6 months on average after each rental agreement).            3. Occupancy (90-95%, weighted average 92.5%).            4. Periods when no rent is paid (1 year for new rental agreement).            5. Risk adjusted discount rate (7.5-8%, weighted average 7.75%).</p>	<p>The fair value will increase (decrease) where:</p> <ul style="list-style-type: none"> <li>• the expected market growth of rent is higher (lower);</li> <li>• periods for cancellation are shorter (longer);</li> <li>• Occupancy is higher (lower);</li> <li>• the periods when no rent is paid are shorter (longer); or</li> <li>• the risk adjusted discount rate is lower (higher).</li> </ul>
<p>2. Market approach/Comparative approach. This method is based on the comparison of the property being evaluated to other similar properties which have been sold recently or which are available for sale. Using this method, the value of a given property is determined in direct comparison to other similar properties which have been sold in a period of time close to the time when the valuation is made. Based on detailed research, review and analysis of data from the property market, the value is formed and it is the most accurate indicator of market value. This method consists of using information about actual transactions in the real estate market in the last six months. Successful application of this method is only possible where a trustworthy database is available as regards actual transactions with properties similar to the property being valued. Information from real estate sites, local press and other such refers to future investment intentions of the seller and cannot be deemed a trustworthy source of information. When using such sites, the offer price for each analogous property is discounted at the valuator's discretion, but by no less than 5%.</p>	<p>1. Expected market growth of property (5-10%, weighted average 7.5%).            2. Time required to effect the sale (6 months on average after the offer is placed).            3. Transaction success rate (90-95%, weighted average 92.5%).            4. Location (1.0-1.05, weighted average 1.025).            5. Property status (1.0-1.1, weighted average 1.05).</p>	<p>The fair value will increase (decrease) where:</p> <ul style="list-style-type: none"> <li>• the expected market growth of property is higher (lower);</li> <li>• the period of time required for the sale is shorter (longer);</li> <li>• there is a change in the technical condition of the property</li> </ul>

**Notes to the financial statements**
**21. Intangible assets**
*in thousands of BGN*
**Software and licences**
**Total**
**Cost**

<b>At 01 January 2015</b>	<b>28,206</b>	<b>28,206</b>
Transfers	342	342
<b>At 31 December 2015</b>	<b>28,548</b>	<b>28,548</b>
Disposals	(2)	(2)
Transfers	1,510	1,510
<b>At 31 December 2016</b>	<b>30,056</b>	<b>30,056</b>
<b>Amortisation</b>		
<b>At 01 January 2015</b>	<b>14,796</b>	<b>14,796</b>
Accrued during the year	3,092	3,092
<b>At 31 December 2015</b>	<b>17,888</b>	<b>17,888</b>
Accrued during the year	3,160	3,160
On disposals	(2)	(2)
<b>At 31 December 2016</b>	<b>21,046</b>	<b>21,046</b>
<b>Carrying amount</b>		
<b>At 01 January 2015</b>	<b>13,410</b>	<b>13,410</b>
<b>At 31 December 2015</b>	<b>10,660</b>	<b>10,660</b>
<b>At 31 December 2016</b>	<b>9,010</b>	<b>9,010</b>

**22. Deferred Taxation**

Deferred income taxes are calculated on all temporary differences under the liability method using a principal tax rate of 10%.

Deferred income tax assets and liabilities are attributable to the following items:

*in thousands of BGN*

	<b>Assets</b>		<b>Liabilities</b>		<b>Net</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Property, equipment and intangibles	-	-	2,679	2,956	2,679	2,956
Investment Property	-	-	12,105	11,194	12,105	11,194
Tax loss	-	(8,304)	-	-	-	(8,304)
Other	(378)	(966)	334	334	(44)	(632)
<b>Net tax (assets)/liabilities</b>	<b>(378)</b>	<b>(9,270)</b>	<b>15,118</b>	<b>14,484</b>	<b>14,740</b>	<b>5,214</b>

Movements in temporary differences in 2016 at the amount of BGN 1,881 thousand are recognised in the profit for the year.

**23. Repossessed Assets can be broken down into:**
*In thousands of BGN*
**2016**
**2015**

Land	402,191	365,303
Buildings	465,317	367,290
Machines, equipment and motor vehicles	160,473	192,933
Fixtures and fittings	810	810
<b>Total</b>	<b>1,028,791</b>	<b>926,336</b>



## Notes to the financial statements

Due to the change in the intended use of some of the repossessed assets during the previous reporting period, some properties show as an increase in the "Land" section in 2016, amounting to BGN 30,377.

Repossessed assets acquired as collateral are measured at the lower of cost and net realisable value.

### 23a. In 2015 the Bank started accounting for a new asset class - investment property which includes land and property held to earn rentals or for capital appreciation.

#### Movements in investment property

*In thousands of BGN*

<b>Balance as at 01 January 2016</b>	<b>206,244</b>
Transfers from repossessed assets in the current reporting period	5,966
Revaluation of investment property to the fair value recognised at transfer	9,213
Write-offs upon sale	(529)
Increase in the value of investment property by capitalisation of expenses	1,373
<b>Balance as at 31 December 2016</b>	<b>222,267</b>

### 23b. Investments in subsidiaries

Investments in subsidiaries (see Note 35) are as follows:

*in thousands of BGN*

<b>Entity:</b>	<b>% held</b>	<b>2016</b>	<b>2015</b>
First Investment Finance B.V., Netherlands	100%	3,947	3,947
Diners Club Bulgaria AD	94.79%	5,443	5,443
First Investment Bank – Albania Sh.a.	100%	23,420	23,420
Debita OOD	70%	105	105
Realtor OOD	51%	77	77
Fi Health Insurance AD	59.10%	3,315	3,315
Framas Enterprises Limited	100%	-	-
Balkan Financial Services EAD	100%	50	50
Turnaround Management EOOD	100%	-	-
Creative Investment EOOD	100%	-	-
Lega Solutions EOOD	100%	-	-
AMC Imoti EOOD	100%	-	-
<b>Total</b>		<b>36,357</b>	<b>36,357</b>

**Notes to the financial statements**
**23c. Other assets**

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
Deferred expense	9,877	10,870
Gold	6,992	8,383
Tax receivables	5,564	55,717
Other	70,211	15,477
<b>Total</b>	<b>92,644</b>	<b>90,447</b>

**24. Due to banks**

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
Term deposits	-	7,823
Payable on demand	6,736	2,521
<b>Total</b>	<b>6,736</b>	<b>10,344</b>

**25. Due to other customers**

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
Retail customers		
- current accounts	788,418	623,832
- term and savings deposits	5,588,165	5,329,861
Businesses and public institutions		
- current accounts	920,115	674,928
- term	394,558	374,259
<b>Total</b>	<b>7,691,256</b>	<b>7,002,880</b>

**25a. Ministry of Finance deposit**

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
	-	450,922

In 2015 the Bank repaid to the Ministry of Finance BGN 464,297 thousand (of which BGN 450,000 thousand principal and BGN 14,297 thousand interest), and in the first six months of 2016 - BGN 450,000 thousand principal and BGN 3,242 thousand interest of the liquidity support.

In May 2016 the Bank repaid fully to the Ministry of Finance the liquidity support received.

**Notes to the financial statements**
**26. Liabilities evidenced by paper**
*In thousands of BGN*

	<b>2016</b>	<b>2015</b>
Acceptances under letters of credit	21,602	26,255
Liabilities under repurchase agreements	-	26,932
Financing from financial institutions	48,765	80,615
<b>Total</b>	<b>70,367</b>	<b>133,802</b>

Financing from financial institutions through extension of loan facilities can be analysed as follows:

*In thousands of BGN*

<b>Lender</b>	<b>Interest rate</b>	<b>Maturity</b>	<b>Amortised cost as at 31 December 2016</b>
State Fund Agriculture	2%	20.01.2017 - 15.02.2020	690
European Investment Fund – JEREMIE 2	0 % - 1.329%	30/09/2025	42,050
Bulgarian Bank for Development AD	3.50%	30.03.2019	6,025
<b>Total</b>			<b>48,765</b>

*in BGN '000*

<b>Lender</b>	<b>Interest rate</b>	<b>Maturity</b>	<b>Amortised cost as at 31 December 2015</b>
State Fund Agriculture	2%	10.12.2016 - 13.01.2020	4,082
European Investment Fund – JEREMIE 2	0 % - 1.589%	31.12.2024	68,097
Bulgarian Bank for Development AD	3.50%	30.03.2019	8,436
<b>Total</b>			<b>80,615</b>

**Notes to the financial statements**
**27. Perpetual debt**
*In thousands of BGN*

	Principal amount	Interest rate	Amortised cost as at December 2015
Step-up Guaranteed Perpetual Subordinated Bonds EUR 21 mio	41,073	11.82%	45,528
<b>Total</b>	<b>41,073</b>		<b>45,528</b>

The issue of the Step-Up Subordinated Bonds by First Investment Finance B.V., a limited liability company registered under the laws of the Netherlands and 100% owned by First Investment Bank AD was fully guaranteed by the Bank.

After the entry into force of Regulation 575/2013 (effective 1 January 2014) on prudential requirements for credit institutions and investment firms, the perpetual debt instrument is subject to grandfathering. At 31.12.2015 the Step-up Guaranteed Perpetual Subordinated Bonds with initial principal EUR 21 mio were included in Tier 2 capital with 70% of their initial value.

In March 2016 the Bank repaid the Step-up Guaranteed Perpetual Subordinated Bonds with initial principal EUR 21 mio after obtaining permission from the Bulgarian National Bank.

**28. Hybrid debt**
*In thousands of BGN*

	Principal amount	Amortised cost as at 31 December 2016
Hybrid debt with principal EUR 40 mio	78,233	84,910
Hybrid debt with principal EUR 60 mio	117,350	123,830
<b>Total</b>	<b>195,583</b>	<b>208,740</b>

*in BGN '000*

	Principal amount	Amortised cost as at 31 December 2015
Hybrid debt with principal EUR 40 mio	78,233	78,207
Hybrid debt with principal EUR 60 mio	117,350	123,837
<b>Total</b>	<b>195,583</b>	<b>202,044</b>

## Notes to the financial statements

### 28. Hybrid debt, continued

In March 2011 the Bank issued a hybrid instrument (bond issue) and, after obtaining permission from the Bulgarian National Bank, included it as Tier 1 capital. The Bank placed the bond issue under private subscription with a total nominal value of EUR 20,000 thousand, constituting the first tranche of a bond issue with an envisaged total amount of up to EUR 40,000 thousand. In June 2012 the Bank issued the second tranche of the instrument, also amounting to EUR 20,000 thousand and following permission from the Bulgarian National Bank included in its Tier 1 capital.

In November 2012 the Bank issued a hybrid instrument (bond issue) and, after obtaining permission from the Bulgarian National Bank, included it as Tier 1 capital. The Bank placed the bond issue under private subscription with a total nominal value of EUR 20,000 thousand, constituting the first tranche of a bond issue with an envisaged total amount of up to EUR 60,000 thousand. In November 2013 the Bank issued the second and third tranches of the instrument, amounting to a total of EUR 40,000 thousand and following permission from the Bulgarian National Bank included them in its Tier 1 capital.

The bonds under both instruments are registered, dematerialized, interest-bearing, perpetual, unsecured, freely transferable, non-convertible, deeply subordinated and without incentive to redeem.

The two bond issues were admitted for trading at the Luxembourg Stock Exchange in 2014 based on prospects approved by the Luxembourg Commission de Surveillance du Secteur Financier.

The two hybrid instruments fully comply with the requirements of Regulation 575/2013 and are included in the additional tier 1 capital.

### 29. Other liabilities

<i>In thousands of BGN</i>	<b>2016</b>	<b>2015</b>
Liabilities to personnel	2,317	2,597
Provisions for pending court cases	1,144	6,686
Other payables	15,350	75,579
<b>Total</b>	<b>18,811</b>	<b>84,862</b>

### 30. Capital and reserves

#### (a) Number and face value of registered shares as at 31 December 2016

As at 31 December 2016 the registered share capital of the Bank is BGN 110,000,000 divided into 110,000,000 ordinary dematerialized shares with voting rights of BGN 1 par value each. All the shares have been fully paid-up.

The share capital of the Bank was increased from BGN 100,000,000 to BGN 110,000,000 as a result of the successful IPO of new 10,000,000 dematerialized shares through the Bulgarian Stock Exchange – Sofia and was registered at the Commercial Register of Sofia City Court on 4 June 2007. In order to facilitate the IPO and prior to its launching the par value of the Bank's shares was reduced from BGN 10 to BGN 1 by a decision of the General Meeting of the Shareholders without affecting the aggregate amount of the share capital and the individual shareholdings.

## Notes to the financial statements

### 30. Capital and reserves, continued

#### (b) Shareholders

The table below shows those shareholders of the Bank holding shares as at 31 December 2016 together with the number and percentage of total issued shares.

	Number of shares	% of issued share capital
Mr. Ivailo Dimitrov Mutafchiev	46,750,000	42.5
Mr. Tzeko Todorov Minev	46,750,000	42.5
Other shareholders (shareholders holding shares subject to free trade on the Bulgarian Stock Exchange – Sofia)	16,500,000	15
<b>Total</b>	<b>110,000,000</b>	<b>100.00</b>

Currently all newly issued shares plus the part of the existing shares held by First Financial Brokerage House Ltd. sold to new investors under the IPO (a total of 16,500,000 shares) are freely traded on the floor of Bulgarian Stock Exchange – Sofia.

#### (c) Statutory reserve

Statutory reserves include amounts set aside for purposes regulated by local legislation. According to Bulgarian legislation the Bank is obliged to set aside at least 1/10 of its annual profit as statutory reserve until the total amount of reserves reaches 1/10 of the Bank's share capital.

In 2016, as in the previous year, the Bank did not distribute dividends.

### 31. Commitments and contingent liabilities

#### (a) Contingent liabilities

The Bank provides financial guarantees and letters of credit to guarantee the performance of customers to third parties. These agreements have fixed limits and generally extend for a period of up to two years.

The contractual amounts of commitments and contingent liabilities are set out in the following table by category. The amounts reflected in the table for contingent liabilities represent the maximum accounting loss that would be recognised in the statement of financial position if counterparts failed completely to perform as contracted and any collateral or security proved to be of no value.

<i>in thousands of BGN</i>	2016	2015
Guarantees		
- in BGN	151,502	217,138
- in foreign currency	63,476	84,803
<b>Total guarantees</b>	<b>214,978</b>	<b>301,941</b>
Unused credit lines	393,660	462,877
Letters of credit	17,120	17,041
Other contingent liabilities	72,242	75,188
<b>Total</b>	<b>698,000</b>	<b>857,047</b>

## Notes to the financial statements

### 31. Commitments and contingent liabilities, continued

#### (a) Contingent liabilities, continued

These commitments and contingent liabilities have off balance-sheet credit risk and only organization fees and accruals for probable losses are recognised in the statement of financial position until the commitments are fulfilled or expire. Most of the contingent liabilities and commitments will expire without being advanced in whole or in part. Therefore, the amounts do not represent expected future cash flows.

The contingent loan is a framework agreement for collateral management under numerous loan transactions made with one or more clients. The contingent loan does not lead to an obligation of the Bank to extend specific financial instruments. The conclusion of a specific loan transaction with the Bank client, e.g. extension of a loan or overdraft, contingent liabilities, such as bank guarantees and letters of credit, is subject to a separate decision and approval of the Bank.

As at the date of the report there are no other significant contingent liabilities and commitments requiring additional disclosure.

### 32. Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprises the following balances with less than 90 days original maturity:

<i>In thousands of BGN</i>	2015	2015
Cash and balances with Central Banks	1,588,754	1,489,865
Loans and advances to banks and financial institutions with original maturity less than 3 months	44,453	89,863
<b>Total</b>	<b>1,633,207</b>	<b>1,579,728</b>

### 33. Average balances

The average carrying amounts of financial assets and liabilities are set out in the table below. The amounts are calculated by using a simple average of monthly balances for all instruments.

<i>in thousands of BGN</i>	2016	2015
<b>FINANCIAL ASSETS</b>		
Cash and balances with Central Banks	1,428,175	1,452,226
Financial assets held for trading	9,787	10,778
Available for sale investments	464,860	595,047
Financial assets held to maturity	54,187	115,884
Loans and advances to banks and other financial institutions	130,377	104,706
Loans and advances to customers	5,033,191	5,740,296
<b>FINANCIAL LIABILITIES</b>		
Due to banks	10,090	9,380
Due to other customers	7,379,849	7,581,852
Liabilities evidenced by paper	105,238	183,551
Perpetual debt	7,692	79,067
Hybrid debt	199,760	197,396

## Notes to the financial statements

### 34. Related party transactions

Parties are considered to be related if one party has the ability to control or exercise significant influence over the other party on making financial or operational decisions, or both parties are under common control.

A number of banking transactions are entered into with related parties in the normal course of business. These include loans, deposits and other transactions. These transactions were carried out on commercial terms and at market rates. The volume of these transactions and outstanding balances at the end of respective periods are as follows:

Type of related party In thousands of BGN	Parties that control or manage the Bank		Enterprises under common control	
	2016	2015	2016	2015
<b>Loans</b>				
Loans outstanding at beginning of the period	1,500	765	28,156	34,214
Loans issued/(repaid) during the period	(137)	735	(17,427)	(6,058)
Loans outstanding at end of the period	<u>1,363</u>	<u>1,500</u>	<u>10,729</u>	<u>28,156</u>
<b>Deposits and loans received:</b>				
At beginning of the period	7,836	10,346	65,432	122,306
Received/(paid) during the period	(5)	(2,510)	(44,343)	(56,874)
At the end of the period	<u>7,831</u>	<u>7,836</u>	<u>21,089</u>	<u>65,432</u>
<b>Deposits placed</b>				
Deposits at beginning of the period	-	-	9,822	-
Deposits placed/(matured) during the year	-	-	2,655	9,822
Deposits at end of the period	<u>-</u>	<u>-</u>	<u>12,477</u>	<u>9,822</u>
<b>Off-balance sheet commitments issued by the Bank</b>				
At beginning of the period	2,484	2,117	5,483	4,827
Issued/(expired) during the period	(225)	367	(1,896)	656
At the end of the period	<u>2,259</u>	<u>2,484</u>	<u>3,587</u>	<u>5,483</u>

The key management personnel of the Bank received remuneration of BGN 7,397 thousand for 2016 and other related parties received BGN 1,800 thousand.

### 35. Subsidiaries

#### (a) First Investment Finance B.V.

In April 2003 the Bank created a special purpose entity, incorporated in the Netherlands, First Investment Finance B.V. The company is owned by the Bank. The purpose for creating the entity is to accomplish a narrow and well-defined objective of receiving loans from foreign financial institutions and attracting investors by issuing bonds and other financial instruments guaranteed by the Bank. The entity's issued and paid up share capital is EUR 18 thousand divided into 180 issued and paid up shares, each with nominal value of EUR 100.



## Notes to the financial statements

### 35. Subsidiaries, continued

#### (b) Diners Club Bulgaria AD

In May 2005 the Bank acquired 80% of the share capital of Diners Club Bulgaria AD. The company was incorporated in 1996 as a franchise and processing agent of Diners Club International. As at 31 December 2016 the share capital of the company is BGN 610 thousand, and the Bank's shareholding is 94.79%.

#### (c) First Investment Bank – Albania Sh.a.

In April 2006 the Bank acquired 99.9998% of the capital of First Investment Bank – Albania Sh.a. upon its incorporation. On 27 June 2007 First Investment Bank – Albania was granted a full banking licence by the Bank of Albania, and on 1 September 2007 it effectively took over the activities of the former branch FIB – Tirana, assuming all rights and obligations, assets and liabilities.

As at 31 December 2015 the share capital of First Investment Bank – Albania Sh.a. was EUR 11,975 thousand, fully paid up, and the Bank's shareholding is 100%.

#### (d) Debita OOD and Realtor OOD

Acting jointly the Bank and First Financial Brokerage House OOD (FFBH) set up two new companies Debita OOD and Realtor OOD, which were entered in the Commercial Registry in January 2010. The capital of the two companies is BGN 150,000 each, distributed in shares with value of BGN 100 each, as follows:

1. Realtor OOD - 70%, i.e. 1.050 shares for the Bank and 30%, i.e. 450 shares for FFBH OOD.
2. Realtor OOD - 51%, i.e. 765 shares for the Bank and 49%, i.e. 735 shares for FFBH OOD.

The companies were established as servicing companies within the meaning of Article 18 of the Law on Special Investment Purpose Companies. The main lines of business for Debita OOD include acquisition, servicing, management and disposal of receivables and the related consultancy services; the main lines of business for Realtor OOD include management, servicing and maintenance of real estate, construction and refurbishment works and consultancy in the field of real estate.

#### (e) Fi Health Insurance AD

In the second half of 2010 the Bank acquired a majority stake capital of Health Insurance Fund FI Health AD (formerly Health Insurance Fund Prime Health AD), a company engaged in voluntary health insurance as well as acquisition, management and sale of investments in other companies. With a decision of the Financial Supervision Commission issued in June 2013 the company has been granted a license to operate as an insurer. The name was changed to FI Health Insurance AD and the principal activity is insurance – Disease and Accident. As at 31 December 2016 the share capital of the company is BGN 5,000 thousand, and the Bank's shareholding is 59.10%.

#### (f) Framas Enterprises Limited

In November 2010 the Bank acquired 10,000 shares, representing 100% of the issued share capital of Framas Enterprises Limited, with the view of providing auxiliary services pursuant to Article 2 (4) of the Law on Credit Institutions. In December 2015 the company was terminated.

#### (g) Balkan Financial Services EAD

In February 2011 the Bank acquired 100 shares representing 100% of the capital of Balkan Financial Services EOOD. The company is engaged in consultancy services related to implementation of financial information systems and software development. In January 2012 the company was transformed into a sole-shareholder company. As at 31 December 2016 the share capital of the company is BGN 50 thousand, and the Bank's shareholding is 100%.

**Notes to the financial statements****35. Subsidiaries, continued****(h) Turnaround Management EOOD, Creative Investment EOOD and Lega Solutions EOOD**

During the first half of 2013 the Bank established as the sole shareholder the companies Turnaround Management EOOD, Creative Investment EOOD and Lega Solutions EOOD. Each company has the minimum required capital of BGN 2 and their principal activities include manufacturing and trade in goods and services in Bulgaria and abroad (Turnaround Management EOOD, Creative Investment EOOD), acquisition, management and sale of assets, information processing, financial consultations (Lega Solutions EOOD), etc.

**(i) AMC Imoti EOOD**

AMC Imoti EOOD was registered in September 2010 and was acquired by the Bank in 2013 through the purchase of MKB Unionbank EAD as its subsidiary. The scope of operations of the company includes

activities related to acquisition of property rights and their subsequent transfer, as well as research and evaluation of real estate, property management, consulting and other services. As at 31 December 2016 the capital of the company is BGN 500 thousand, and the Bank is the sole owner.

**36. Post balance sheet events**

There have been no events after the reporting date that require additional disclosures or adjustments to the financial statements of the Bank.

## INDEPENDENT AUDITOR'S REPORT

To the shareholders of First Investment Bank AD

### Report on the audit of the financial statements

#### Opinion

We have audited the accompanying financial statements of First Investment Bank AD, which comprise the statement of the financial position as at 31 December 2016, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory appendices.

In our opinion, the financial statements give a true and fair view of the financial position of First Investment Bank AD as at 31 December 2016, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

#### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), together with the ethical requirements of the Independent Financial Audit Act (IFAA) that are relevant to our audit of the financial statements in Bulgaria, and we have fulfilled our other ethical responsibilities in accordance with the requirements of the IFAA and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

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

#### Impairment of loans to customers

Key findings	Matters discussed with the Audit Committee
<p>The impairment is a critical estimate of the management regarding the losses within the Bank's loan portfolio.</p> <p>The Bank assesses the need for impairment of loans on individual and portfolio base.</p> <p>Loans constitute 56% of the Bank's assets. The Bank categorises loans to customers in 4 business segments: retail, SME, microlending and corporate clients. Loans to corporate clients have the biggest share - 75% of all loans to customers.</p> <p>Due to their significance and the uncertainty related to the process of identifying loans which are about to become non-performing, the assessment of objective evidence of impairment and the determination of the recoverable amount, we consider them as key audit matter.</p> <p>The processes includes different assumptions and factors, including the borrower's financial position, expected future cash flows, value of</p>	<p>The matters discussed included the positive outcomes and the good practices underlying the provisioning model. The Bank complied with the IFRS requirements for developing the provisioning policy and rules.</p> <p>We discussed improvements in procedures which the Bank should introduce with a view to:</p> <ul style="list-style-type: none"> <li>- Clearer documenting of the estimates of the future cash flows of borrowers and the expected development of loan exposures in future periods, specifically with regard to turnover lending by the Bank.</li> <li>- Systematic confirmation on the part of the borrower's owners that they are committed to providing continuing support to those companies.</li> </ul> <p>We also discussed with the audit committee a recommendation to the Bank's bodies responsible</p>

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БДО България ООД, дружество с ограничена отговорност, е член на БДО Интернешънъл Лимитид, юридическо лице с нестопанска цел в Обединеното Кралство и представлява част от международната мрежа на независими фирми членки на БДО.

Key findings	Matters discussed with the Audit Committee
<p>collateral.            As a result of using different modelling and assumption techniques, these can lead to differences in assessing the provisions for loss. The exposures causing greatest uncertainty of assessment are those in which there is a risk of insufficient cash flows or insufficient collateral.</p>	<p>for risk management to monitor for changes in risk factors, the macroeconomic environment and other data used in the provisioning models, so that significant changes can be reflected in these models in a timely manner.</p>
<p>Procedures carried out in support of our conclusions and discussions:</p> <ul style="list-style-type: none"> <li>- We reviewed the Bank's internal rules, gained understanding of the key controls in significant business processes and tested the efficiency of controls in accordance with the audit strategy.</li> <li>- We reviewed a sample of borrowers based on risk analysis for which we carried out procedures relating to the estimate for sufficiency of the recognized provision for impairment.</li> <li>- For individually accrued provisions we tested assumptions regarding the identification and quantitative determination of impairment, including forecasts for future cash flows and evaluation of collaterals. We reviewed a sample of loan exposures which remain, became or were about to be subjected to impairment risk.</li> <li>- As regards the collective provisions for impairment, we reviewed the methodology used by the Bank to determine them, the reasonability of the major assumptions and the sufficiency of data used by the management.</li> <li>- For select non-performing loans we assessed the management's forecast for generated cash flows, the assessment of collateral and other sources of repayment. In addition we tested a sample of performing loans for which the financial indicators were assessed for weaknesses and other risks which might endanger the ability to repay the exposures.</li> </ul>	
<p>Relevant references in the Annual Financial Statement</p> <ul style="list-style-type: none"> <li>• Note 19</li> <li>• Note 2 (j)</li> <li>• Note 3 B (iii)</li> </ul>	

### Reposessed assets

Key findings	Matters discussed with the Audit Committee
<p>The item in the financial statement is in the amount of BGN 1,028,791 thousand, stated in the relevant subgroups.            The "Buildings" group contains assets with a different degree of completion and in accordance with their status as at the date of acquisition. For the largest item which includes assets from all groups the Bank has charged a subsidiary with the activities relating to the management, security and preparation for disposal. As a result during the year BGN 30,377 thousand were moved from Buildings to Lands, duly disclosed.            In 2016 assets for a total of BGN 39,809 thousand were sold. The Bank recognized in "Other income/(expense) a net (9,561), of which other income of BGN 17,730 thousand and those resulting from revaluation of property, sale of assets and rented assets.            The Bank, like any other banking institutions, is subject to a significant risk as regard the disposal of reposessed assets.</p>	<p>We discussed the actions and procedures which the Bank should introduce in order to enable the consistent tracking of changes in income and expense for subgroups up to the time of disposal of the relevant asset. In addition we made a recommendation to improve the processes of inventory taking of reposessed assets with a view to better and complete application of the national framework for financial reporting.</p>
<p>Procedures carried out in support of our conclusions and discussions</p> <ul style="list-style-type: none"> <li>- We reviewed the Bank's internal rules, gained understanding of the key controls in significant business processes and tested the efficiency of controls in accordance with the audit strategy.</li> <li>- For a sample of newly reposessed assets for a total amount of BGN 91,585 thousand we</li> </ul>	

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Key findings	Matters discussed with the Audit Committee
<p>reviewed the acquisition documents and the reports for determining the fair value, which also indicates the degree of completion of the relevant asset.</p> <ul style="list-style-type: none"> <li>- We reviewed the supporting documents for our sample relating to the biggest item - agreement for mediation, rental agreement, commission agreement, as well as the annexes thereto. We carried out procedures to confirm the fullness and truthfulness of the reclassification between groups.</li> <li>- We reviewed the supporting documents for a sample of written-off assets for a total of BGN 19,495 thousand in order to obtain sufficient confidence regarding the transactions.</li> </ul>	
<p>Relevant references in the Annual Financial Statement</p> <ul style="list-style-type: none"> <li>• Note 12</li> <li>• Note 23</li> </ul>	

### Court proceedings and provisions

Key findings	Matters discussed with the Audit Committee
<p>The Bank, as any other banking institution, is subject to significant risk from court proceedings and regulatory inspections. The degree of impact cannot always be forecasted, but it may lead to provisions for contingent and other liabilities depending on the relevant facts and circumstances. The level of provisioning is subject to management and judgment based on legal consultations.</p> <p>The Bank recognized provisions in the amount of BGN 1,144 thousand for court proceedings.</p> <p>With relation to issued bank guarantees the Bank has a blocked amount of BGN 43,094 thousand, disclosed in Note 23 to the financial statement, included in "Other Assets" subgroup.</p> <p>Due to the lack of clarity relating to the occurrence and making of claims with regard to court proceedings against the Bank, there is a risk of incomplete or untimely rendition in the financial statement of legal claims belonging to the relevant reporting period.</p>	<p>We discussed the recognition and assessment of provisions with the Audit Committee in order to ascertain that the Bank has applied correctly its provisioning policies.</p> <p>We discussed the proceedings for which the Bank does not recognise provisions in order to obtain sufficient assurance that there is no need for additional provisioning, specifically: the Bank's legal department reports to the Audit Committee on the current status of court proceedings. We discussed the significant changes which occurred, taking into account any potential changes in the provisions.</p> <p>The discussion also had the objective of identifying all significant court disputes.</p>
<p>Procedures carried out in support of our conclusions and discussions</p> <ul style="list-style-type: none"> <li>- We reviewed the Bank's internal rules, gained understanding of the key controls in significant business processes and tested the efficiency of controls in accordance with the audit strategy.</li> <li>- We received a letter from the Bank's legal department concerning information on proceedings under foreign jurisdiction and subsequent proceedings in Bulgaria. Pending cases in Bulgarian and Romanian courts for which final court rulings have not become effective are listed.</li> </ul>	
<p>Relevant references in the Annual Financial Statement</p> <ul style="list-style-type: none"> <li>• Note 23 B</li> <li>• Note 29</li> </ul>	

### Information Other than the Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information, which we have obtained prior the date of our auditor's report, comprises the management report, including the corporate governance statement prepared by management in accordance with Chapter Seven of the Accountancy Act, 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, unless and to the extent explicitly specified in our report.

In connection with our audit of the financial statements, our responsibility is to read the other information 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.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, as adopted by the EU, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

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

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

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

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

We also provide those charged with governance 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 those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Report on Other Legal and Regulatory Requirements**

### ***Additional Matters to be Reported under the Accountancy Act and the Public Offering of Securities Act***

In addition to our responsibilities and reporting in accordance with ISAs, described above in the Information Other than the Financial Statements and Auditor's Report Thereon section, in relation to the management report and the corporate governance statement, we have also performed the procedures added to those required under ISAs in accordance with the Guidelines of the professional organisation of certified public accountants and registered auditors in Bulgaria, i.e. the Institute of Certified Public Accountants (ICPA), issued on 29 November 2016/approved by its Management Board on 29 November 2016. These procedures refer to testing the existence, form and content of this other information to assist us in forming opinions about whether the other information includes the disclosures and reporting provided for in Chapter Seven of the Accountancy Act and in the Public Offering of Securities Act (Art. 100m, paragraph 10 of the POSA in conjunction with Art. 100m, paragraph 8(3) and (4) of the POSA) applicable in Bulgaria.

#### ***Opinion in connection with Art. 37, paragraph 6 of the Accountancy Act***

Based on the procedures performed, our opinion is that:

- a) The information included in the management report referring to the financial year for which the financial statements have been prepared is consistent with those financial statements.
- b) The management report has been prepared in accordance with the requirements of Chapter Seven of the Accountancy Act and of Art. 100(m), paragraph 7 of the Public Offering of Securities Act.
- c) The corporate governance statement referring to the financial year for which the financial statements have been prepared presents the information required under Chapter Seven of the Accountancy Act and Art. 100 (m), paragraph 8 of the Public Offering of Securities Act.

#### ***Opinion in connection with Art. 100(m), paragraph 10 in conjunction with Art. 100 m, paragraph 8(3) and (4) of the Public Offering of Securities Act***

Based on the procedures performed and the knowledge and understanding obtained about entity's activities and the environment in which it operates, in our opinion, the description of the main characteristics of entity's internal control and risk management systems relevant to the financial reporting process, which is part of the management report (as a component of the corporate governance statement) and the information under Art. 10 paragraph 1(c), (d), (f), (h) and (i) of Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on Takeover Bids, do not contain any material misrepresentations.

### ***Additional Reporting on the Audit of the Financial Statements in connection with Art. 100(m), paragraph 4(3) of the Public Offering of Securities Act***

#### ***Statement in connection with Art. 100(m), paragraph 4(3)(b) of the Public Offering of Securities Act***

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The information about related party transactions is disclosed in Note 34 to the financial statements. Based on the audit procedures performed by us on related party transactions as part of our audit of the financial statements as a whole, no facts, circumstances or other information have come to our attention based on which to conclude that the related party transactions have not been disclosed in the accompanying financial statements for the year ended 31 December 2016, in all material respects, in accordance with the requirements of IAS 24 Related Party Disclosures. The results of our audit procedures on related party transactions were addressed by us in the context of forming our opinion on the financial statements as a whole and not for the purpose of expressing a separate opinion on related party transactions.

*Statement in connection with Art. 100(m), paragraph 4(3)(c) of the Public Offering of Securities Act*

Our responsibilities for the audit of the financial statements as a whole, described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report include an evaluation as to whether the financial statements present the significant transactions and events in a manner that achieves fair presentation. Based on the audit procedures performed by us on the significant transactions underlying the financial statements for the year ended 31 December 2016, no facts, circumstances or other information have come to our attention based on which to conclude that there are material misrepresentations and disclosures in accordance with the relevant requirements of IFRSs as adopted by the European Union. The results of our audit procedures on Company's transactions and events significant for the financial statements were addressed by us in the context of forming our opinion on the financial statements as a whole and not for the purpose of expressing a separate opinion on those significant transactions.

**Sofia, 2.03.2017**

**BDO Bulgaria OOD**

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Stoyanka Apostolova, Manager  
Expert Accountant, Registered Auditor

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Nedyalko Apostolov,  
Manager





# ACTIVITY REPORT

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(ON AN UNCONSOLIDATED BASIS)

OF FIRST INVESTMENT BANK AD

FOR 2016

MARCH 2017

The present report is prepared on the grounds of and in compliance with the requirements of the Accounting Act, the Law on Public Offering of Securities, Ordinance №2 of the Financial Supervision Commission for the prospects of public offering and admittance for trade on a regulated market of securities and for the disclosure of information, Regulation (EU) No 575/2013 of the European Parliament and of the Council on prudential requirements for credit institutions and investment firms and the National corporate governance code.

## WHO WE ARE

First Investment Bank AD (Fibank) is a credit institution with a full license for banking activity in the Republic of Bulgaria and abroad. Fibank offers various products and services for individuals and corporate clients, based on deep financial competence and knowledge of the various industry sectors of the economy.

## OUR BUSINESS

- ◆ Corporate banking
- ◆ Retail banking
- ◆ SME lending
- ◆ Microlending
- ◆ Card payments
- ◆ E-banking
- ◆ Trade financing
- ◆ International payments
- ◆ Money and capital markets
- ◆ Foreign exchange

## HISTORY

First Investment Bank has operated in the Bulgarian market for 23 years. It is the biggest Bulgarian-owned bank and the third largest bank in Bulgaria. Throughout the years its business profile has developed as a universal credit institution offering high quality customer service.

## GOVERNANCE STRUCTURE

A two-tier governance system consisting of a Supervisory Board and a Managing Board.

## EMPLOYEES

2991 employees at end-2016.

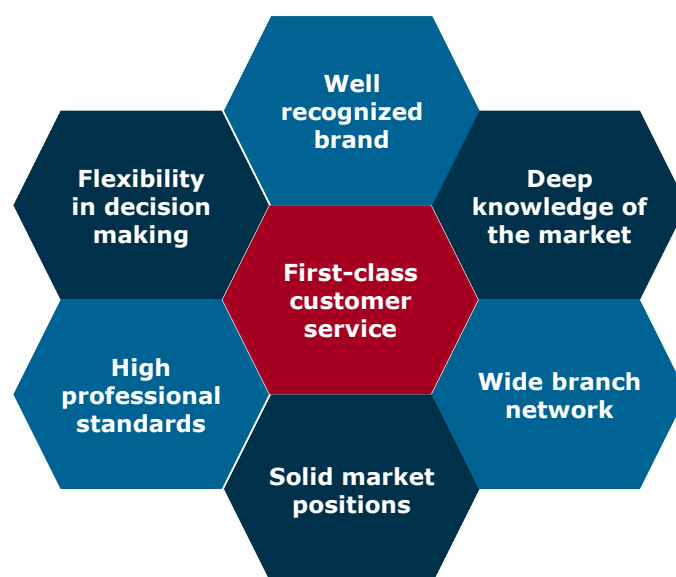
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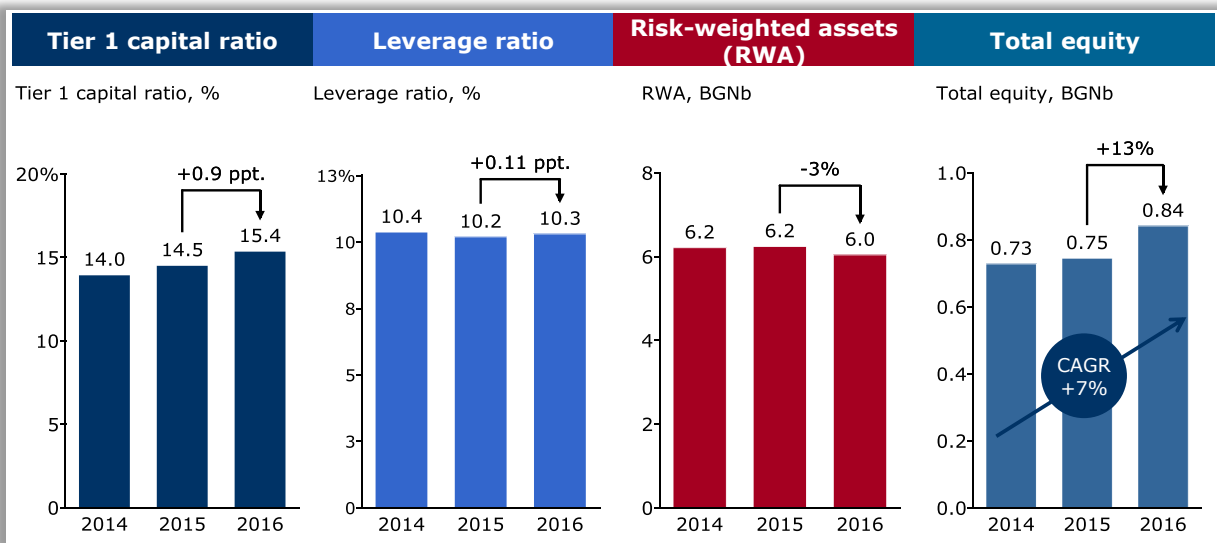
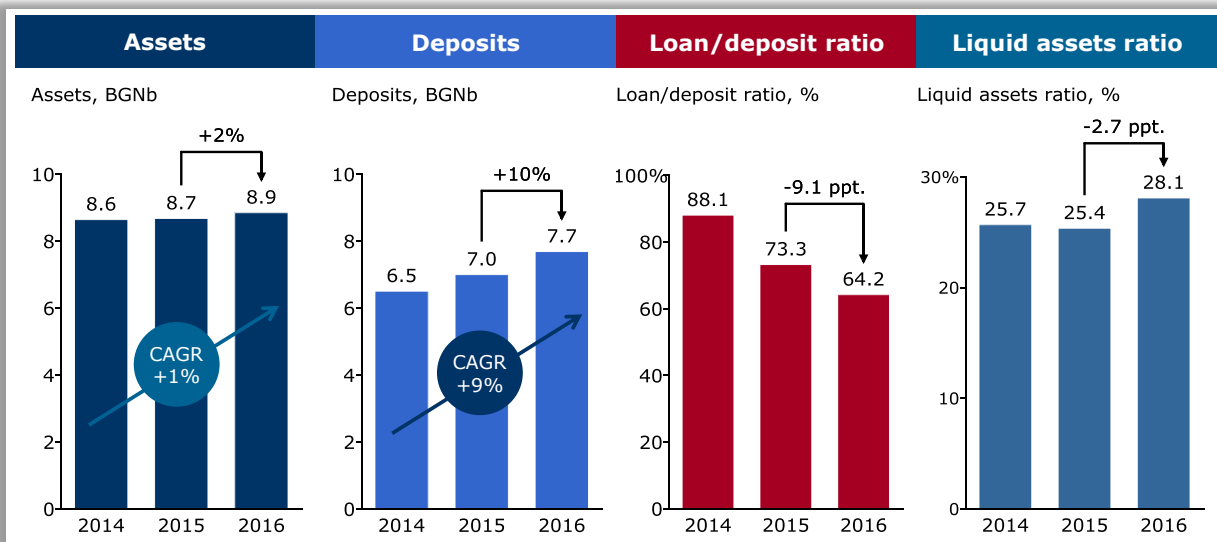
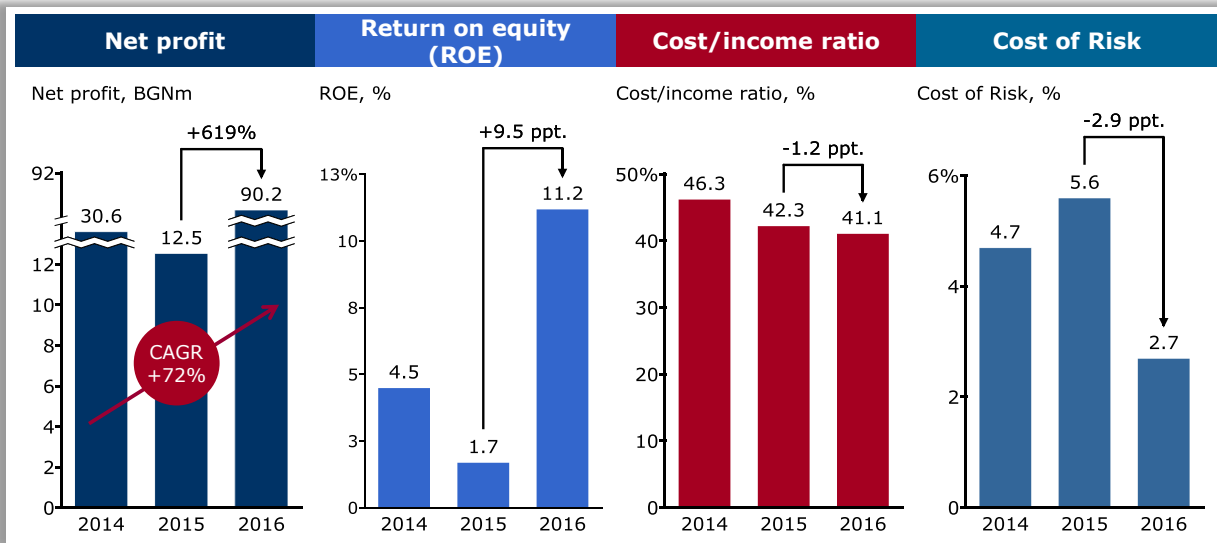
37, Dragan Tsankov Blvd., 1797 Sofia.

## BUSINESS PRINCIPLES

- ◆ We believe that trust is the basis of long-term relations
- ◆ We strive not only for the best practices and results, but we have the goodwill and discipline to achieve them
- ◆ We appreciate and respect our business partners
- ◆ We strive for development and proactive solutions
- ◆ We are engaged in social issues and we make our contribution to their solution
- ◆ We bear responsibility for our decisions and actions.

## COMPETITIVE ADVANTAGES



**SELECTED INDICATORS**


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## THE BANKING SYSTEM

In 2016 the banking system in Bulgaria registered stable indicators and increased financial results in the conditions of sustainable deposit growth and yet low investment activity. Effect on banks activity had the unstable external environment, absorbing the challenges from the cross-border economical and migration processes, as well as from the political situation: internal and external. The slow recovery of economic growth in the EU together with transfer of conducting interest rate and other banking policies and processes from the Euro Area also reflected on the banking activity in Bulgaria. An important factor in the development of banking policies had the wide regulatory framework and the continuing integration with the European financial infrastructure.

During the period, the Bulgarian National Bank conducted Asset Quality Review (AQR) and Stress Test for the banks in Bulgaria under a methodology of the ECB and EBA practices. The review was performed by external for the banks experts with significant foreign participation. The results from the overall assessment (AQR and Stress Test) confirmed the stability of the banks in Bulgaria. They reported the presence of solid capital buffers, the application of responsible policies and practices for risk assessment as well as sustainability to potential shocks.

in % / change in p.p	2016	2015	2014	%	%
Capital adequacy ratio	22.15	22.18	21.95	(0.03)	0.33
Tier 1 capital ratio	20.88	20.46	19.97	0.42	0.53
Leverage ratio	11.49 <sup>1</sup>	10.85	11.53	0.64	(0.68)
Liquid assets ratio	38.24	36.71	30.12	1.53	6.59
Loan/deposit ratio (net)	66.37	69.93	78.71	(3.56)	(8.78)
Return-on-equity (ROE)	11.72 <sup>1</sup>	9.53	7.51	2.19	2.02
Return-on-assets (ROA)	1.59 <sup>1</sup>	1.03	0.89	0.56	0.14
Problem loans (90 days past due)	12.83	15.35	16.75	(2.52)	(1.40)

Source: Bulgarian National Bank

The level of total capital adequacy ratio of the system amounted to 22.15% at the end of 2016 (2015: 22.18%), while the tier 1 capital ratio grew to 21.88% compared to 20.46% at end-2015, as the indicators were significantly above the regulatory requirements. A contributor to the increase was mainly the growth in common equity tier 1, incl. retained profit, which increased at a larger scale compared to risk-weighted assets. Leverage ratio used as an additional indicator comparing tier 1 capital with total exposure of the banks' balance and off-balance positions, also grew to 11.49% at September 2016 against 10.85% as at 31.12.2015.

In 2016 liquidity remained at high levels in accordance with the continuing trend in deposit growth in the banks from one hand, and the limited loan demand from another, which together with the cautious policies were prerequisites for maintaining high liquid assets ratio at 38.24% at the end of 2016 compared to 36.71% a year earlier. Loan/deposit ratio decreased to 66.37% (2015: 69.93%), reflecting the conservative assessment in managing credit risk as well as the banking sector potential for lending growth.

<sup>1</sup> Data as at 30.09.2016

BGN million /change in %	2016	2015	2014	%	%
Net interest income	2,805	2,771	2,632	1.2	5.3
Net fee and commission income	921	890	828	3.5	7.5
Administrative expenses	1,587	1,850	1,738	(14.2)	6.4
Impairment on loans	807	1,090	1,128	(25.3)	(3.4)
Net profit	1,262	898	746	40.5	20.4

Source: Bulgarian National Bank

In 2016 the banking system reported net profit in the amount of BGN 1,262 million or 40.5% more compared to 2015, which positively reflected its profitability indicators. Net interest income grew by 1.2% compared to year earlier and reached BGN 2,805 million (2015: BGN 2,771 million), as a main contributor for the increase was the continuing decreasing trend in interest expenses resulting from the decreasing price in attracted funds. Net fee and commission income also grew to BGN 921 million (2015: BGN 890 million), further contributing to profit by forming 22.6% of the total operating income of the system. For 2016 the reported results ensured higher return-on-assets (ROA) at 1.59% at end-September 2016 (2015: 1.03%) and return-on-equity (ROE) at 11.72% (2015: 9.53%), which reflected the banking sector ability to generate good profitability in accordance with the development and the conditions of the environment.

BGN million /change in %	2016	2015	2014	%	%
Assets	92,095	87,524	85,135	5.2	2.8
Loans to non-financial corporates	33,180	33,285	34,319	(0.3)	(3.0)
Loans to individuals	18,575	18,312	18,290	1.4	0.1
Deposits from business clients <sup>2</sup>	26,933	24,869	22,707	8.3	9.5
Deposits from individuals	47,196	44,407	41,003	6.3	8.3

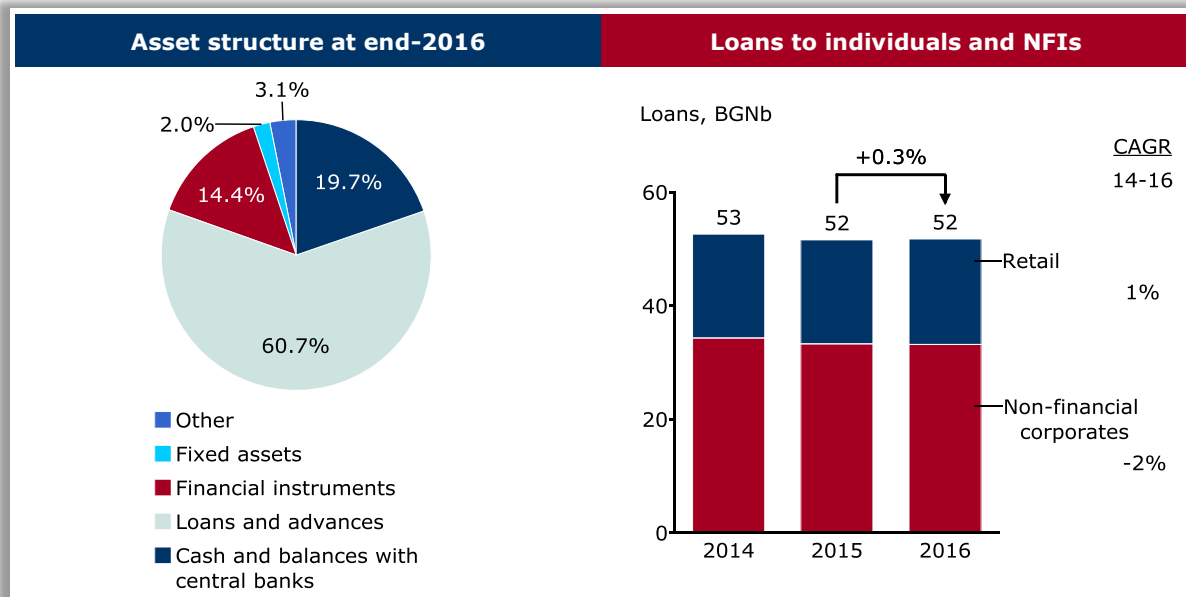
Source: Bulgarian National Bank

Total balance-sheet assets grew by 5.2% y/o/y to BGN 92,095 million (2015: BGN 87,524 million), as the changes in the structure of the balance of the system included decrease in the share of loans to 60.7% of total assets (2015: 61.8%) and the cash and balances at Central banks to 15.7% (2015: 16.9%), at the expense of increase in the portfolios of financial instruments, incl. financial assets available for sale, which formed 10.3% (2015: 8.2%) of total assets. Effect on the dynamics had also the regulatory changes in effect from the beginning of 2016, with which the BNB started to apply negative interest rate (in accordance with the ECB deposit facility) on the maintained excess reserves by the banks in the central bank.

Gross loan portfolio (without credit institutions and central banks) increased by 0.6% to BGN 54,467 million (2015: BGN 54,121 million), as the decrease in loans to non-financial companies was compensated by an increase in the loans to individuals, which grew their share to 34.1% of total portfolio. Mortgage loans increased to BGN 8,772 million (2015: BGN 8,764 million), at the expense of consumer loans, which decreased to BGN 8,677 million (2015: BGN 8,718 million) at end-period. Loans to non-financial companies remained structure-determining with 60.9% of total loans to customers and amounted to BGN 33,180 million compared to BGN 33,285 million y/o/y.

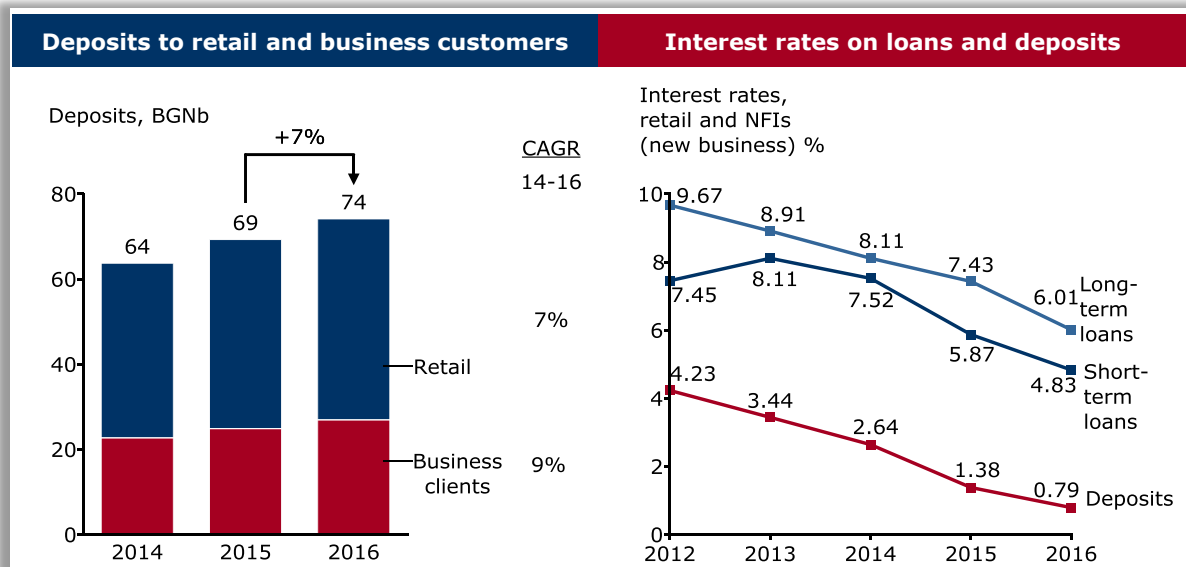
<sup>2</sup> In order to be comparable to information from previous periods, deposits from non-financial corporates, other financial institutions and central government are included





The share of non-performing loans past due over 90 days decreased and amounted to 12.83% of the gross loan portfolio (2015: 15.35%). Non-performing loans were adequately covered by impairment and the additionally accumulated buffers by the system. In the structure of non-performing loans (past due over 90 days) loans to non-financial corporations occupied the highest share (71.9%), followed by households (26.7%) and other financial institutions (1.4%).

In 2016, the borrowed funds in the banking system (excluding credit institutions and central banks) continued their growing trend by 7.0% and reached BGN 74,129 million (2015: BGN 69,276 million). An increase was registered in corporate deposits (by 8.3% to BGN 26,933 million), as well as in retail deposits (by 6.3% to BGN 47,196 million), which remained structure-determining with a relative share of 60.1% of the attracted funds. In the currency structure of deposits, the share of BGN deposits decreased to 55.7% (2015: 57.3%), while EUR deposits grew to 35.4% (2015: 33.8%). Those in other currencies remained unchanged at 8.9% (2015: 8.9%).



During the year, the downward trend in interest rates continued, according to the dynamics in the Eurozone and the EU countries. Interest rates on deposits (new business) of households and non-

financial institutions fell by 0.59 percentage points to 0.79% for 2016 compared to 1.38% a year earlier. A decrease was also observed in interest rates on loans (new business), to a greater extent in long-term loans (2016: 6.01%; 2015: 7.43%) rather than in short-term loans (2016: 4.83%; 2015: 5.87%).

During the year, 27 credit institutions operated in the country including 5 branches of foreign banks. Subsidiaries of EU banks formed 73.0%<sup>3</sup> of the system's assets, local banks at 23.3%, branches of banks from the EU at 2.5%, and banks and branches outside the EU 1.2% and 0.1% of the banking assets respectively.

In 2016, main focus in legislative initiatives in the banking sphere was implementing the requirements of the European regulatory rules through transposing into regulatory acts in the national legislation.

Significant amendments were made in the Law on payments services and payment systems and thereto ordinances. With them were implemented the requirements for comparability of fees on payment accounts, the opportunity for switching of payment accounts, as well as the access for consumers to payment accounts for basic features, coming from Directive 2014/92/EC of the EP and of the Council.

In accordance with the new legal framework of EU, amended were the Law on public offering of securities and its implementing act – Ordinance №2 of FSC on the prospects in case of public offering and admitting to trade on a regulated market of securities and for disclosure of information. Supplemented were the texts with regards to the structure and format of prospects, as well as to the content of the annual and semi-annual financial activity reports. Extended was also the exemplary list of facts and circumstances subject to disclosure.

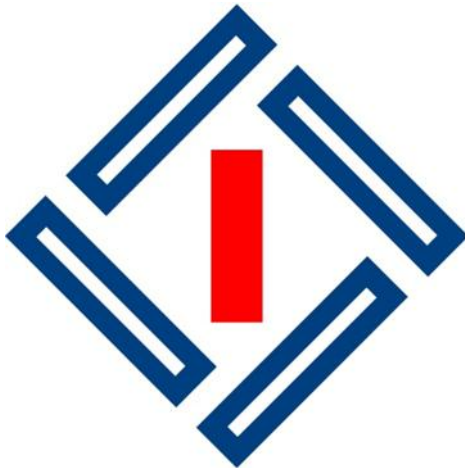
With a view to synchronizing with the requirements of Directive 2014/17/EC of the EP and of the Council regarding the contract for mortgage loans to consumers and creating a more transparent and competitive market for mortgage loans, a new Law on mortgage loans for consumers. An important part of it regulates the ensurance of better information to consumers, by implementing a requirement for provision of general information for the offered loan products, thus giving opportunity for easier comparison of the loan conditions.

During the year a new Law for applying the measures against market abuse with financial instruments was adopted, which introduced the requirements of Regulation (EC) № 596/2014 on market abuse (the Regulation) with respect to submitting notifications for violations of the Regulation to the competent authorities and the needed legal delegations were introduced for handling the ways for protection of the identity of the senders of such notifications and the given information.

From the subordinated legislative framework regulating the banking activity, importance had Ordinance № 12 of the BNB on the Register of bank accounts and safes, which created a centralized register maintained by the BNB with information on the IBANs of the bank accounts and their titleholders, as well as of the lessees of safes in banks and their warrants. Regulated was also the access to information from the register.

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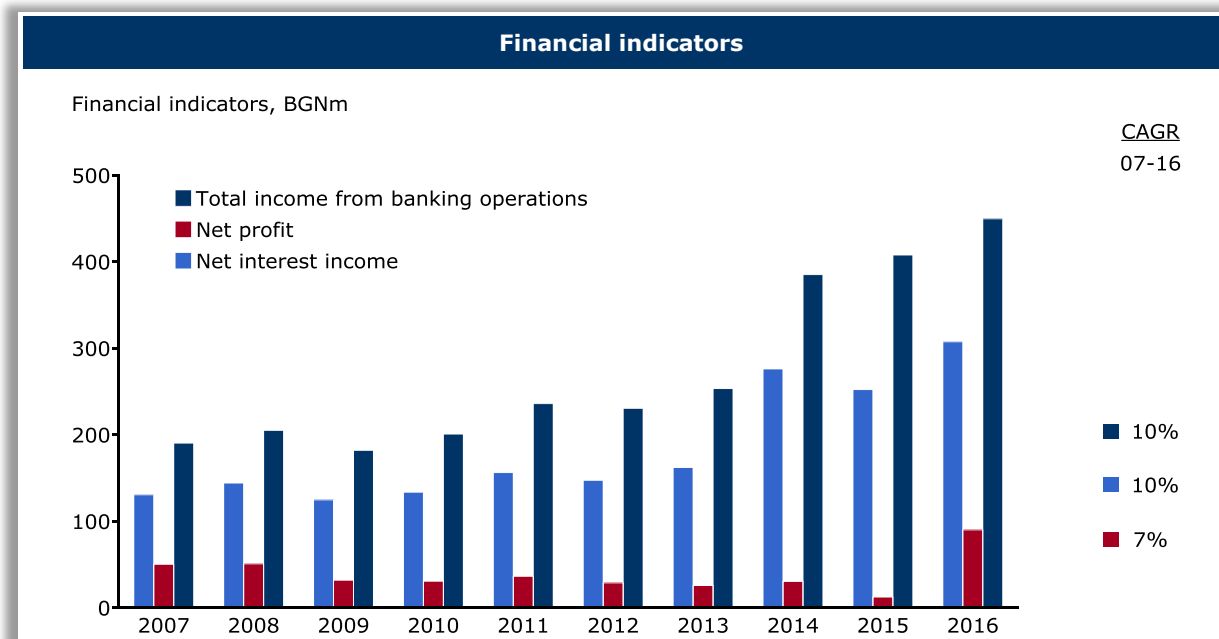
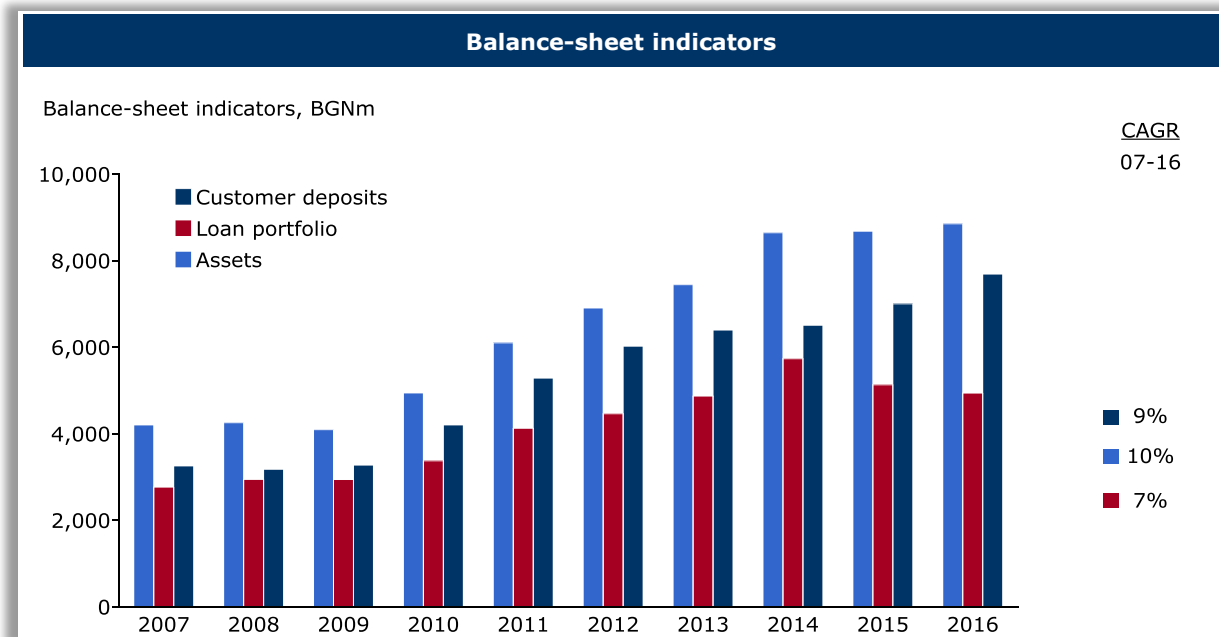
<sup>3</sup> Data as at the end of the third quarter of 2016.



## MISSION

First Investment Bank AD aspires to continue to be one of the best banks in Bulgaria, recognized as a rapidly growing, innovative, customer-oriented bank, offering outstanding products and services to its customers, ensuring excellent careers for its employees, and contributing to the community. The Bank shall continue to develop high-technological solutions providing its customers with opportunities for banking from any place around the world at any time.

## GROWTH POTENTIAL



## OVERALL ASSESSMENT

In 2016, the Bulgarian National Bank conducted an overall assessment of banks in Bulgaria, including an asset quality review (AQR) and a stress test, which covered 22 banks including First Investment Bank.

Fibank, along with the other banks, successfully passed the AQR and the stress tests. The good organization and the specialized teams that were in place for the purpose of continuity of the usual processes and business activities, contributed to that successful outcome. The conducted AQR had

positive impact in terms the of standards and methodology, consistent with those applied by the European Central Bank, many of which were introduced in the internal rules and policies of the Bank in the course of implementation of the recommendations made.

During the year, First Investment Bank took a number of steps for realization of capital levers aimed at further increase of its potential for solid and sustainable growth, including non-distribution of profits, reducing the risk exposures (de-risking) and diversification of the loan portfolio, as well as accelerating the process of disposal of acquired assets. The Bank continued to develop and expand its risk management activities with a view to further enhancing its safeguard mechanisms, as well as maintaining an effective control environment with respect to existing business processes.

## BANK PROFILE

### CORPORATE STATUS

First Investment Bank is a joint-stock company registered with Sofia City Court pursuant to a ruling dated 8 October 1993. Since 28 February 2008 the Bank has been registered in the Commercial Register of the Registry Agency.

First Investment Bank is a public company registered in the Commercial Register of Sofia City Court by a decision dated 4 June 2007 and in the register of public companies and other issuers held by the Financial Supervision Commission by a decision dated 13 June 2007.

The Bank owns a universal banking license for domestic and international operations.

First Investment Bank is a licensed primary dealer in government securities and it is a registered investment intermediary.

In execution of the obligations resulting from Regulation (EC) № 648/2012 of the European Parliament and of the Council on OTC derivatives, central counterparties and trade repositories (EMIR), the Bank has a LEI code (Legal Entity Identifier): 549300UY81ESCZJ0GR95, issued by Global Markets Entity Identifier (GMEI) Utility.

In compliance with the Agreement between the Government of the Republic of Bulgaria and the Government of the United States, requiring registration of all financial institutions with the Internal Revenue Service of the United States (IRS), First Investment Bank is registered as a Lead Financial Institution (Lead FFI) of an Expanded Affiliated Group. The Global Intermediary Identification Number (GIIN) of the Bank is: SP7FU7.00000.LE.100.

### PARTICIPATIONS AND MEMBERSHIPS

- ◆ Association of Banks in Bulgaria
- ◆ Bulgarian Stock Exchange – Sofia AD
- ◆ Central Depository AD
- ◆ BORICA – Bankservice AD
- ◆ MasterCard International
- ◆ VISA Inc
- ◆ S.W.I.F.T.

### MARKET POSITION<sup>4</sup>

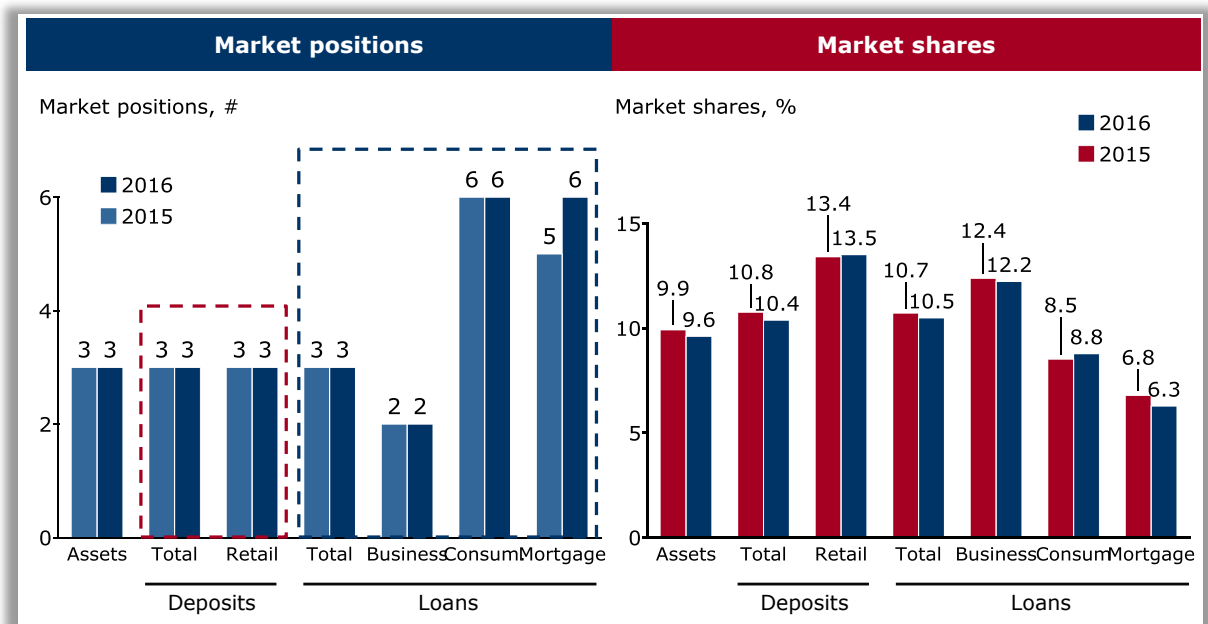
- ◆ Third in assets
- ◆ Third in lending
  - Second in corporate lending
  - Sixth in mortgage loans
  - Sixth in consumer loans

<sup>4</sup> Market positions are based on unconsolidated data from the BNB and Borica – Bankservice AD.

- ◆ Third in deposits
  - Third in deposits from individuals
- ◆ Among the leading banks in the card business
- ◆ Among the leading banks in payment services, including international payments and trade operations

## MARKET SHARE<sup>5</sup>

- ◆ 9.61% of bank assets in Bulgaria
- ◆ 10.49% of loans in the country
  - 12.23% of corporate lending
  - 8.78% of consumer lending
  - 6.28% of mortgage lending
- ◆ 10.38% of deposits in the country
  - 13.51% of deposits from individuals



## CORRESPONDENT RELATIONS

Fibank has a wide network built up of correspondent banks, through which it performs international payments and trade financing operations in almost all parts of the world. The Bank executes international transfers in foreign currency, and issues cheques and performs different documentary operations.

Fibank is a respected, reliable and fair partner, which has built over the years a good reputation among international financial institutions and gained valuable experience and know-how from its numerous business partners, investors, customers and counterparties.

<sup>5</sup> Market shares are based on unconsolidated data from the BNB and Borica – Bankservice AD.

## BRANCH NETWORK

As at 31 December 2016 First Investment Bank has a total of 158 branches and offices: 157 branches and offices, incl. Head Offices, throughout Bulgaria and a foreign branch in Cyprus.

## SUBSIDIARIES

First Investment Bank AD had eleven subsidiary companies as at 31 December 2016: First Investment Bank - Albania Sh.a., Diners Club Bulgaria AD, Fi Health Insurance AD, First Investment Finance B.V., Debita OOD, Realtor OOD, Balkan Financial Services EAD, Creative Investment EOOD, Turnaround Management EOOD, Lega Solutions EOOD and AMC Imoti EAD.

*For further information regarding subsidiary companies see note 35 "Subsidiaries" of the Unconsolidated Financial Statements as at 31 December 2016.*

## AWARDS 2016

- ◆ First Investment Bank was awarded the Golden Heart prize at the annual awards for charity and corporate social responsibility of the Business Lady magazine.
- ◆ Fibank received a certificate of gratitude for love for the children of Bulgaria and investment in a digitally literate and civil society by the DigitalKidZ foundation.
- ◆ First Investment Bank ranked among the most recognizable brands according to the Progress Consult representative survey on the business sector in Bulgaria. The survey explores the indicator of marketing power of the brand, including criteria such as brand recognition, meeting the customers' expectations, trust, and choice as a bank of preference.
- ◆ Fibank was distinguished with a honorary diploma and a Good Heart prize for its support and contribution to the national donation campaign Easter for Everyone - Give a Holiday to Grandma and Grandpa, organized under the auspices of the National Ombudsman of the Republic of Bulgaria.



## FIRST INVESTMENT BANK: DATES AND FACTS

1993	<ul style="list-style-type: none"> <li>◆ First Investment Bank was established on 8 October 1993 in Sofia.</li> <li>◆ Fibank was granted a full banking licence for carrying out operations in Bulgaria and abroad.</li> </ul>
1994-95	<ul style="list-style-type: none"> <li>◆ The Bank developed and specialised in servicing corporate clients.</li> </ul>
1996	<ul style="list-style-type: none"> <li>◆ First Investment Bank was the first in Bulgaria to offer services enabling banking from home or from the office.</li> <li>◆ Fibank was the first bank to receive a 5-year loan from the European Bank for Reconstruction and Development for financing small and medium-sized enterprises in Bulgaria.</li> </ul>
1997	<ul style="list-style-type: none"> <li>◆ The Bank started issuing Cirrus/Maestro debit cards, Eurocard/Mastercard credit cards and the American Express card. Fibank was the first Bulgarian bank to offer debit cards with international access.</li> <li>◆ Thompson Bankwatch awarded Fibank its first credit rating.</li> <li>◆ The Bank opened its first branch abroad, in Cyprus.</li> </ul>
1998	<ul style="list-style-type: none"> <li>◆ First Investment Bank obtained its first syndicated loan from foreign banks. The Bank negotiated financing for the import of investment goods from a number of EU countries, guaranteed by export insurance agencies</li> </ul>
1999	<ul style="list-style-type: none"> <li>◆ The Bank negotiated a syndicated loan organized by EBRD to the total amount of EUR 12.5 million.</li> <li>◆ First Investment Bank received a midium-term loan for EUR 6.6 million from a German government organization for financing of Bulgarian companies.</li> <li>◆ The Bank opened a foreign branch in Tirana, Albania offering banking services to Albanian companies and individuals.</li> </ul>
2000	<ul style="list-style-type: none"> <li>◆ First Investment Bank started developing its business in the field of retail banking. Deposits from private individuals grew 2.3 fold.</li> </ul>
2001	<ul style="list-style-type: none"> <li>◆ Fibank launched the first virtual bank branch in Bulgaria, allowing customers to bank via the Internet.</li> <li>◆ The Bank was awarded the prize “Bank of the Year” by ‘Pari’ (‘Money’) daily.</li> <li>◆ Maya Georgieva (Executive Director of First Investment Bank), received the prize “Banker of the Year” from ‘Banker’ Weekly.</li> </ul>
2002	<ul style="list-style-type: none"> <li>◆ Fibank was named “Bank of the Client“ in the annual rating of ‘Pari’ daily.</li> </ul>
2003	<ul style="list-style-type: none"> <li>◆ Products and services to individuals became the focus of the Bank’s activities. Loans to individuals increased over five times during the year.</li> <li>◆ Fibank was named “Bank of the Client” for the second time in the annual rating of ‘Pari’ daily.</li> </ul>
2004	<ul style="list-style-type: none"> <li>◆ The Bank expanded its infrastructure. The branch network expanded by 27 new branches and offices, the ATM network more than doubled.</li> <li>◆ First Investment Bank was awarded the prize “Financial Product of the Year” for its Mortgage Overdraft product.</li> </ul>

2005	<ul style="list-style-type: none"> <li>◆ Fibank acquired 80% of the capital of Diners Club Bulgaria AD.</li> <li>◆ The Bank issued Eurobonds to the amount of EUR 200 million on the Luxembourg Stock Exchange. Fibank was also the first Bulgarian bank to issue perpetual subordinated bonds.</li> <li>◆ Matthew Mateev (Deputy Chief Executive Director of First Investment Bank) was awarded the prize “Banker of the Year” by ‘Banker’ weekly.</li> </ul>
2006	<ul style="list-style-type: none"> <li>◆ Fibank was named “Bank of the Client” for the third time in the annual rating of ‘Pari’ daily.</li> <li>◆ First Investment Bank received a syndicated loan, to the amount of EUR 185 million, organised by Bayerische Landesbank, in which 33 banks participated.</li> <li>◆ The Bank’s share capital was increased from BGN 20 million to BGN 100 million by transforming retained profits into 8 million new shares with a nominal value of BGN 10 each.</li> </ul>
2007	<ul style="list-style-type: none"> <li>◆ First Investment Bank realized the biggest banking initial public offering of shares in Bulgaria. The Bank became a public company and increased its issued share capital from BGN 100 million to BGN 110 million.</li> <li>◆ „Fibank Mobile“ – the first banking mobile portal created by the Bank with useful financial information for its customers, started functioning.</li> <li>◆ The Albanian Central Bank issued a full banking licence to First Investment Bank – Albania Sh.a.</li> <li>◆ Fibank is among the first banks in Bulgaria to implement new chip technology by issuing debit and credit cards.</li> </ul>
2008	<ul style="list-style-type: none"> <li>◆ Fibank successfully implemented new centralized and integrated core banking information system FlexCube.</li> <li>◆ First Investment Bank received a syndicated loan to the amount of EUR 65 million from 11 leading banks all over the world.</li> <li>◆ Fibank became the first bank in Bulgaria with its own corporate blog.</li> <li>◆ The Bank received the prestigious card business award OSCARDS of Publi-News in the Europe region for innovation in the card business.</li> </ul>
2009	<ul style="list-style-type: none"> <li>◆ Fibank became the first and only bank in Bulgaria to start offering the sale and redemption of investment diamonds.</li> <li>◆ First Investment Bank offered a new Internet service “My FIBank” – part of the Bank’s Ecological program, which provides e-statements on customers’ current and deposit accounts and credit cards.</li> </ul>
2010	<ul style="list-style-type: none"> <li>◆ Fibank welcomed its one millionth client.</li> <li>◆ First Investment Bank signed an agreement with IFC for cooperation in the field of trade finance.</li> <li>◆ Fibank was the first Bank in Bulgaria to offer contactless payments based on PayPass technology.</li> <li>◆ Fibank acquired controlling interest in Health Insurance Fund FI Health AD.</li> </ul>

2011	<ul style="list-style-type: none"> <li>❖ First Investment Bank was recognized as the Best Bank in Bulgaria in 2011 by the financial magazine Euromoney.</li> <li>❖ New Executive Directors of the Bank were appointed – Dimitar Kostov, Vassil Christov, Svetoslav Moldovansky.</li> <li>❖ Maya Georgieva (Executive Director of First Investment Bank) received the Banker of the Year 2011 award from “Banker” Weekly for market sustainability achieved and customer confidence earned.</li> </ul>
2012	<ul style="list-style-type: none"> <li>❖ Fibank was granted “Bank of the Year” award from “Bank of the Year” Association, with the best complex performance.</li> <li>❖ The Bank signed an agreement with the European Investment Fund for the financing of SME under the JEREMIE initiative.</li> <li>❖ Vassil Christov, Executive Director of First Investment Bank won the prestigious award “Banker of the Year” of the “Banker” Weekly.</li> </ul>
2013	<ul style="list-style-type: none"> <li>❖ First Investment Bank AD signed an agreement with the Hungarian MKB Bank Zrt. for the acquisition of 100% of the shares of MKB Unionbank EAD.</li> <li>❖ Fibank finalized the issuance of new hybrid debt (two bonds emissions) to the total amount of EUR 100 million, included in the Tier I capital.</li> <li>❖ Clients were provided with the opportunity to purchase online products of investment gold and other precious metals.</li> <li>❖ Maya Oyfalosh was elected Executive Director of First Investment Bank AD.</li> </ul>
2014	<ul style="list-style-type: none"> <li>❖ The merger of Union Bank EAD into First Investment Bank AD was successfully implemented, incl. the processes of integration of operational accounting systems, procedures, infrastructure, human resources, products and services.</li> <li>❖ First Investment Bank successfully overcame the pressure on the banking system thanks to existing high liquidity, good organization, high corporate spirit and professionalism, as well as to the liquidity support pursuant to EC Decision C(2014) 4554/29.06.2014.</li> <li>❖ Fibank was awarded as best bank in the field of retail banking from the international portal Global Banking &amp; Finance Review.</li> </ul>
2015	<ul style="list-style-type: none"> <li>❖ First Investment Bank realized a joint project with the IFC for upgrading the systems for risk management and corporate governance in Fibank in accordance with the principles of the Basel Committee and recognized international standards.</li> <li>❖ A new independent member of the Supervisory Board was elected: Mr. Jyrki Koskelo, an accomplished professional with extensive experience in the IFC.</li> <li>❖ Fibank repaid a perpetual debt instrument with an original principal amount of EUR 27 million after approval from the BNB and EC.</li> <li>❖ A new organizational structure of the Bank was adopted, further elaborating the control functions and introducing new positions, including those of Chief Executive Officer, Chief Risk Officer and Chief Compliance Officer.</li> <li>❖ In an effort to maintain an open line of communication with investors and enhance dialogue with minority shareholders, a Club of investors was created.</li> <li>❖ For a second consecutive year, First Investment Bank was distinguished as the favorite brand among financial institutions in Bulgaria by the global organization Superbrands.</li> </ul>

## HIGHLIGHTS 2016

### JANUARY

- ❖ A new loan product for farmers was developed, financing up to 100% of the expected subsidy under schemes and measures of the Common Agricultural Policy.
- ❖ Fibank signed an agreement with the National Guarantee Fund for the issuance of a BGN 20 million portfolio guarantee to secure the Bank's loans to small and medium enterprises.
- ❖ The "Together We Can do More" program was launched: a new initiative for encouragement of Fibank employees and appreciation of their personal contribution and work performance.
- ❖ A new Forex Plus deposit product was launched, featuring the option of receiving additional bonus tied to the US dollar exchange rate.



### FEBRUARY

- ❖ An initiative was started to hold regular meetings with minority shareholders, aimed at further transparency and feedback between them and senior management of the Bank.
- ❖ A new savings product was introduced: the Champion 4-4-2 deposit, offered in BGN and euro, with increasing interest and a 10-month term, structured in two periods of four months and one period of two months.
- ❖ Fibank awarded scholarships to students from the Sofia Mathematics High School.

### MARCH

- ❖ First Investment Bank repaid a hybrid debt instrument with original principal amount of EUR 21 million.
- ❖ New lending programs were introduced for private banking customers, structured according to their income, creditworthiness and risk.
- ❖ Jointly with the Swiss refinery PAMP and the JVP Berlin company, the distribution of a new silver coin was started, featuring an icon of St. Nikolay the Miracleworker, partial coloring and gilding.

### APRIL

- ❖ Fibank was the first among banks in the country to launch an innovative platform for electronic payments via mobile devices, with contactless (NFC) function and use of digital bank cards.
- ❖ First Investment Bank presented the current trends and the latest technologies in the sphere of financial services at the Webit festival, held in Sofia Tech Park.

## MAY

- ◆ The international rating agency Fitch Ratings confirmed the ratings of First Investment Bank with a stable outlook.
- ◆ The Bank repaid in full the liquidity support according to decision C(2014)8959 of 25.11.2014 of the European Commission.
- ◆ New Deposit from Fibank was launched: a product with maturity of 3 or 6 months, and minimum required balance of BGN 500 on the deposit account.
- ◆ The regular Annual General Meeting of Shareholders of First Investment Bank decided that the entire net profit of the Bank for 2015 shall be capitalized, and no dividend payments or other deductions from the 2016 profit for shall be made



## JUNE

- ◆ New banking programs Digital Me and Digital Me+ were developed, aimed at young individuals aged between 18 and 30.
- ◆ Preferential conditions were offered under the "Super SME loan" and "Super Micro loan" products, aimed at financing micro, small and medium-sized companies up to 90% of the value of collateral provided.
- ◆ Fibank refurbished its website <https://my.fibank.bg/GoldShop> for selling investment gold and precious metals.

## JULY

- ◆ A new loan was developed for gasification of households in line with the project of the Ministry of Energy to accelerate household gasification in Bulgaria.
- ◆ The design of the My Fibank service was updated, and new features were added.
- ◆ New business debit cards of the brands VISA Business Debit and MasterCard Business Debit were offered, tailored to the needs of corporate customers and the competitive market conditions.
- ◆ The employees of Fibank participated in a specially organized campaign for free and voluntary blood donation.



## AUGUST

- ◆ First Investment Bank successfully passed the asset quality review and the stress test of the banking system conducted in the country, and took additional actions with a view to implementing the recommendations made.
- ◆ New functionalities were added to the Fibank mobile application.

- ◆ Fibank launched a training project for its employees in order to improve their professional and social competencies, maintain and further increase customer satisfaction, and upgrade the standards of service.
- ◆ Fibank and the Higher School of Insurance and Finance started a joint master's program where proven professionals from the Bank's team shall participate as lecturers-practitioners with experience in real banking business.

## SEPTEMBER

- ◆ A new agreement with the NGF was signed in support of agricultural producers, for issuance of loan guarantees to enterprises approved for assistance under the Program for Rural Development 2014-2020.
- ◆ Fibank launched a joint initiative with the international online booking portal Booking.com, whereby cardholders can enjoy discounts when booking or making payments with credit or debit cards issued by the Bank.
- ◆ Together with New Zealand Mint, a new silver coin was designed dedicated to the Year of the Rooster, which is exclusively offered at the offices of Fibank.

## OCTOBER

- ◆ First Investment Bank started offering new contactless debit cards especially designed for children and teenagers aged 7 to 18.
- ◆ A new lending program was developed for students and postgraduates using state financial support, featuring loans for covering of tuition fees and living expenses.



## NOVEMBER

- ◆ First Investment Bank further developed its processes and procedures for monitoring of credit exposures, including by improving its early warning and monitoring systems.
- ◆ Fibank hosted the CFA Institute Research Challenge 2017: a university competition in financial analysis organized by the Bulgarian CFA Association (association of the Chartered Financial Analysts).



## DECEMBER

- ◆ First Investment Bank enabled fully online applications for consumer loans on its website at [www.credit.fibank.bg](http://www.credit.fibank.bg).
- ◆ An extension of the framework agreement with Taiwan's Eximbank was signed for financing deliveries of goods made by Taiwanese suppliers to customers of Fibank.
- ◆ Fibank created a charity calendar with artistic photographs of prominent Bulgarian actors.



## FINANCIAL REVIEW

### KEY INDICATORS

	2016	2015	2014	2013	2012
<b>Financial indicators (BGN thousand)</b>					
Net interest income	307,623	252,380	276,269	162,334	147,479
Net fee and commission income	88,498	81,470	82,029	80,353	72,202
Net trading income	14,047	11,340	12,934	8,532	8,198
Total income from banking operations	449,784	407,975	385,292	253,548	230,692
Administrative expenses	(185,055)	(172,518)	(178,310)	(140,351)	(152,452)
Impairment	(154,776)	(327,422)	(291,827)	(61,063)	(36,035)
Net profit	90,185	12,543	30,581	25,858	28,915
<b>Balance-sheet indicators (BGN thousand)</b>					
Assets	8,852,470	8,681,387	8,645,835	7,445,943	6,907,337
Loans and advances to customers	4,941,062	5,131,731	5,734,295	4,871,896	4,463,094
Loans and advances to banks and fin.inst.	54,472	109,435	80,559	291,459	18,290
Due to other customers	7,691,256	7,002,880	6,507,864	6,397,543	6,024,530
Liabilities evidenced by paper	70,367	133,802	177,544	147,745	77,304
Shareholders' equity	841,751	745,382	728,409	538,604	510,732
<b>Key ratios (in %)</b>					
Capital adequacy ratio <sup>6</sup>	15.41	15.04	15.22	13.58	12.96
Tier 1 capital ratio <sup>6</sup>	15.38	14.53	13.96	12.54	11.58
Liquid assets ratio	28.10	25.36	25.68	21.50	28.46
Net loans/deposits	64.24	73.28	88.11	76.15	74.08
Net interest income/total income from banking operations	68.39	61.86	71.70	64.02	63.93
Cost/income ratio	41.14	42.29	46.28	55.35	66.08
<b>Resources (in numbers)</b>					
Branches and offices	158	163	169	152	152
Staff	2,991	3,063	3,129	2,708	2,691

<sup>6</sup> Values for 2014-2016 were calculated as per Regulation (EU) №575/2013 requirements.



## CREDIT RATING

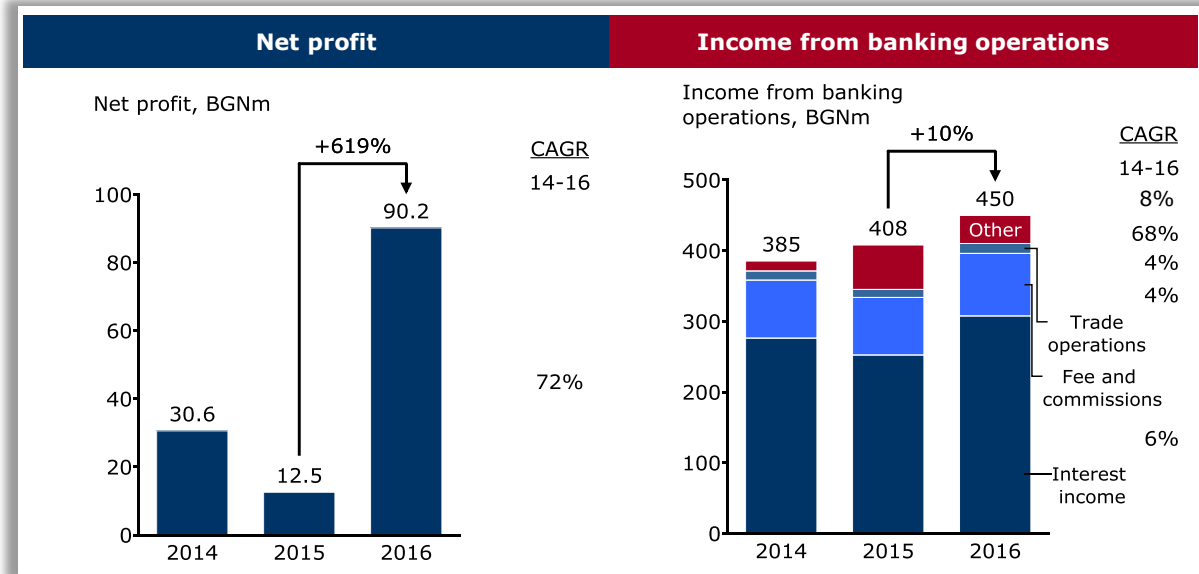
First Investment Bank has credit ratings from the international agency for credit rating Fitch Ratings.

Fitch Ratings	2016	2015	2014	2013	2012
Long-term rating	B-	B-	BB-	BB-	BB-
Short-term rating	B	B	B	B	B
Viability rating	b-	b-	b-	b-	b-
Support rating	5	5	3	3	3
Support rating floor	NF	NF	BB-	BB-	BB-
Outlook	Stable	Stable	Negative	Stable	Stable

In May and July 2016 Fitch Ratings fully confirmed the ratings of First Investment Bank with stable outlook, as follows: long-term rating „B-“, short-term rating „B“, viability rating „b-“, support rating „5“ and support rating floor „NF (No Floor)“.

## FINANCIAL RESULTS

In 2016 First Investment Bank reported good financial results, as net profit increased and reached BGN 90,185 thousand compared to BGN 12,543 thousand a year earlier, a contributor being the higher revenues from main operations including from interest, fees and commissions and trading operations.



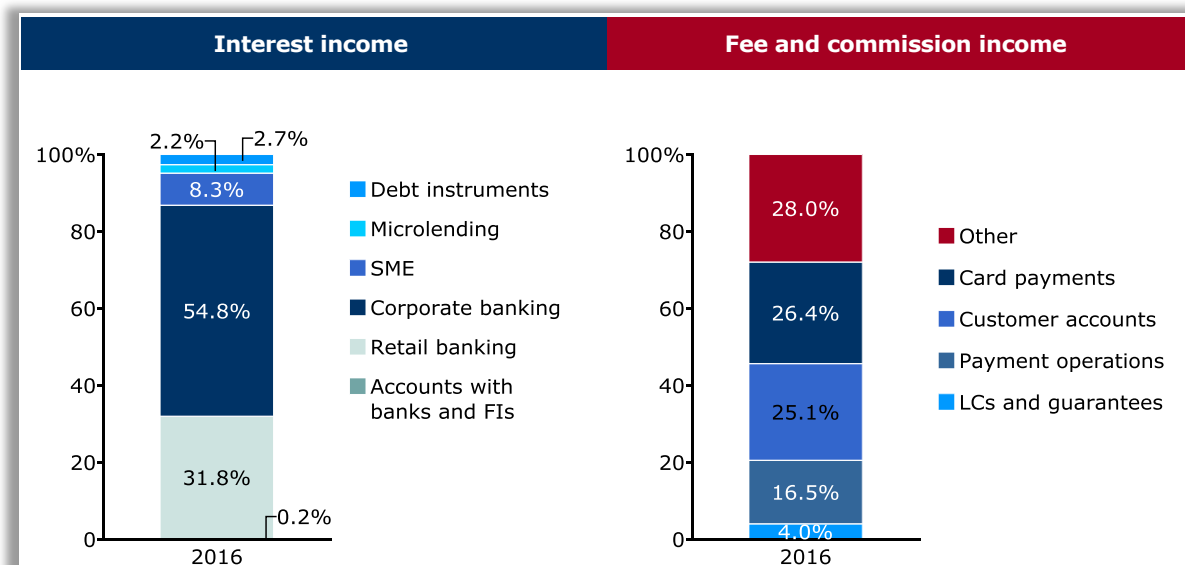
Total income from banking operations increased by 10.2% to BGN 449,784 thousand (2015: BGN 407,975), as growth was registered in all major lines of income, with a major contribution of net interest income, influenced by the continuing reduction in interest expenses of the Bank in accordance with external market conditions.

For 2016, net interest income amounted to BGN 307,623 thousand or 21.9% more than the previous year (2015: BGN 252,380 thousand) and increased its contribution as a major source of income for the Bank, constituting 68.4% of total operating income (2015: 61.9%). Fibank's operations abroad (Cyprus Branch) decreased, as part of the policy to reduce the portfolio of loans to foreign legal entities (non-residents), and formed only 0.7% of net interest income of the Bank (2015: 7.6%).

For the reporting period, interest income decreased to BGN 426,313 thousand (2015: BGN 470,650 thousand), reflecting the market trend for reduction in interest rates, as well as the competitive conditions offered by the Bank. A decrease was recorded in interest income related to corporate customers (2016: BGN 233,786 thousand; 2015: BGN 280,788 thousand) and small and medium-sized enterprises (2016: BGN 35,528 thousand; 2015: BGN 36,714 thousand), while an increase was recorded in the retail segment, including retail banking (2016: BGN 135,478 thousand; 2015: BGN 133,111 thousand) and microlending (2016: BGN 9,420 thousand; 2015: BGN 7,050 thousand). The Interest income related to debt instruments amounted to BGN 11,292 thousand compared to BGN 12,662 thousand a year earlier.

The trend in interest expenses remained, decreasing to BGN 118,690 thousand (2015: BGN 218,270 thousand) mainly due to a reduction in the expenses on customer deposits, which reached BGN 109,181 thousand against BGN 200,013 thousand a year earlier and formed 92.0% of total interest expense. During the year, First Investment Bank continued to adjust interest rates on deposit products in accordance with market conditions and competitive environment, while maintaining high levels of liquidity. A decrease was also recorded in interest expense related to other borrowed funds (2016: BGN 579 thousand; 2015: BGN 2,330 thousand) and perpetual debt instruments (2016: BGN

1,137 thousand; 2015: BGN 9,231 thousand), due to instruments and matured financings repaid during the period. As a result, the net interest margin of the Bank increased to 5.06% for the period.



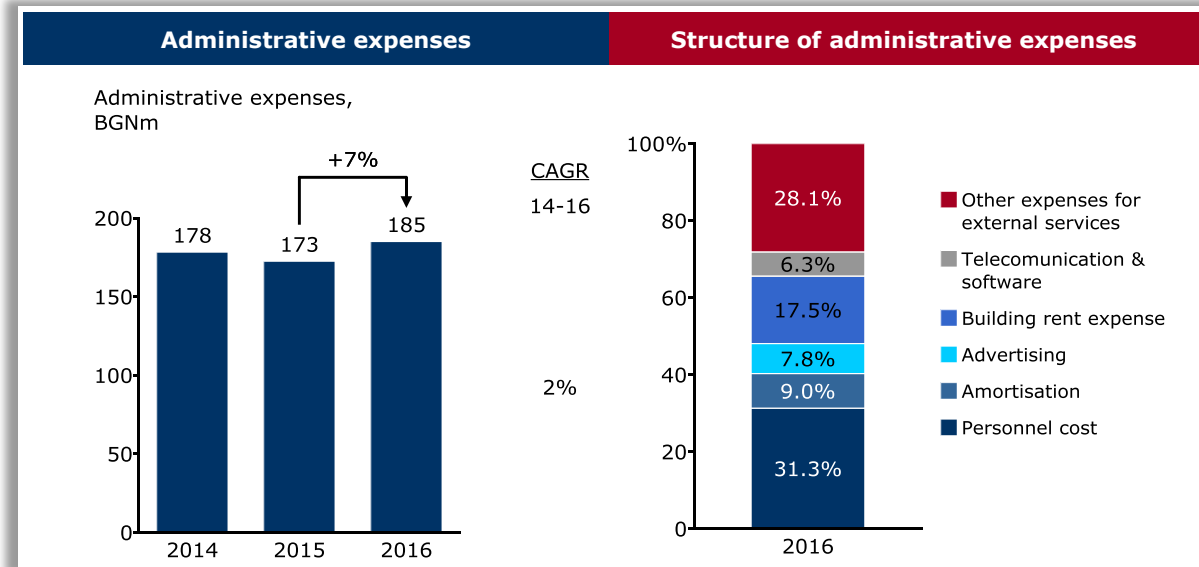
Net fee and commission income increased by 8.6% to BGN 88,498 thousand compared to BGN 81,470 thousand the previous year. Growth was recorded in the income from fees and commissions arising from customer accounts (2016: BGN 26,976 thousand; 2015: BGN 22,584 thousand) and payment transactions (2016: BGN 17,738 thousand; 2015: BGN 14,287 thousand) and other services (2016: BGN 30,033 thousand; 2015: BGN 27,179 thousand), including those related to lending. In the card business income remained at levels close to the previous year and amounted to BGN 28,337 thousand (2015: BGN 29,199 thousand). For 2016, net fee and commission income formed 19.7% of total income from banking operations (2015: 20.0%), while continuing to add value to the operating profit. Fibank's operations abroad (Cyprus Branch) formed 1.0% of net fee and commission income (2015: 1.0%).

For 2016, net trading income grew by 23.9% and amounted to BGN 14,047 thousand (2015: BGN 1,340 thousand). The increase reflected higher income arising from foreign exchange operations (2016: BGN 13,241 thousand; 2015: BGN 11,245 thousand) and from equity instruments (2016: BGN 777 thousand; 2015: BGN -59 thousand). Income arising from debt instruments amounted to BGN 29 thousand to BGN 154 thousand a year earlier. The share of net trading income remained insignificant at 3.1% of total income from banking operations (2015: 2.8%).

Other operating income reported a decrease for the period to BGN 39,616 thousand (2015: BGN 62,785 thousand), which was mainly influenced by lower income from the management of assigned receivables (2016: BGN 3,850 thousand; 2015: BGN 50,456 thousand). During the year, Fibank reported additional income that amounted to BGN 24,930 thousand, arising from the Bank's membership in VISA Europe and its acquisition in June 2016 by VISA Inc., as a result of which the Bank received cash payment and convertible preferred shares of the acquiring company.

For the year, the administrative expenses increased to BGN 185,055 thousand against BGN 172,518 thousand a year earlier, mainly driven by higher costs for external services (2016: BGN 52,043 thousand; 2015: BGN 40,667 thousand) that took into account one-off effects from consultancy expenses in connection with the conducted during the year asset quality review and stress tests of the banks in Bulgaria. The other major expenditure groups remained at levels close to previous year, including expenses related to personnel (2016: BGN 57,926 thousand; 2015: BGN 57,268 thousand), advertising (2016: BGN 14,421 thousand; 2015: BGN 14,035 thousand) and telecommunications,

software and other computer maintainance (2016: BGN 11,597 thousand; 2015: BGN 10,909 thousand). Decrease was recorded in amortization expenses (2016: BGN 16,639 thousand; 2015: BGN 17,150 thousand) and building rent expenses (2016: BGN 32,429 thousand; 2015: BGN 32,489 thousand). For the period, cost/income ratio amounted to 41.14% on an unconsolidated basis (2015: 42.29%).



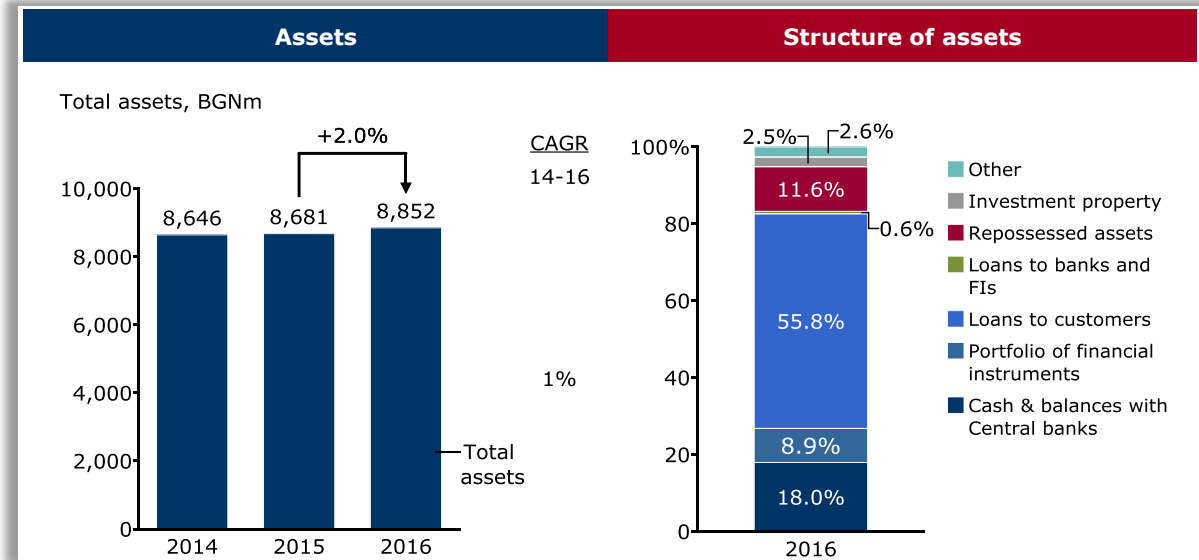
During the year, with a view to the activities undertaken for further enhancing capital buffers, additional write-downs were made in the amount of BGN 259,183 thousand, while the reversal of write-downs were BGN 104,407 thousand, as a result of which net impairment losses on loan exposures for 2016 amounted to BGN 154,776 thousand (2015: BGN 327,422 thousand).

For the reporting period First Investment Bank reported other net costs of BGN 9,561 thousand, which included mainly expenses for contributions that the Bank made to the Deposit Insurance Fund and the Bank Restructuring Fund, as well as other income, including rental income, sale of assets and revaluation of investment property.

*For further information see the Unconsolidated financial statements for the year ended December 31, 2016.*

## BALANCE

In 2016, total assets of First Investment Bank continued to grow gradually in line with its objectives for development, reaching BGN 8,852,470 thousand or 2.0% more than the previous period (2015: BGN 8,681,387 thousand). For a fifth consecutive year, Fibank was ranked third in terms of assets among banks in the country with a market share of 9.61% on an unconsolidated basis (2015: 9.92%).



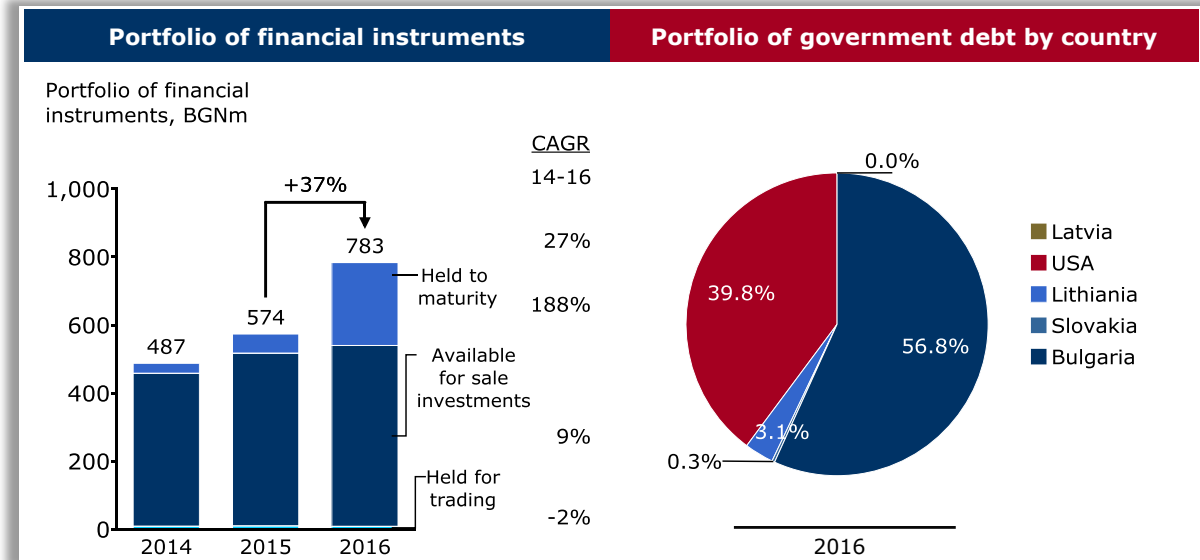
In 2016, the changes in the structure of the Bank's assets reflected its policy for diversification of the loan portfolio and reduction in risk exposures (de-risking), while maintaining high levels of liquidity. Loans and advances to customers decreased their share and remained structure-determining with 55.8% of total assets (2015: 59.1%), while cash and balances with central banks rose to 17.9% (2015: 17.2 %) and the portfolio of financial instruments (financial assets held for trading, investments available for sale and financial assets held to maturity) to 8.8% (2015: 6.6%). Repossessed assets formed 11.6% (2015: 10.7%) and investment property, which the Bank holds in order to generate additional income and return, formed 2.5% (2015: 2.4%) of total assets. Loan/deposit ratio amounted to 64.24% compared to 73.28% the previous year, reflecting the conservative approach to credit risk management.

Cash and balances with central banks amounted to BGN 1,588,754 thousand or 6.6% more than the end of 2015 at BGN 1,489,865 thousand. The dynamics reported mainly an increase in the receivables from central banks, which reached BGN 1,134,245 thousand at the end of the period (2015: BGN 829,211 thousand) and reflected the activities for minimizing risk and additional caution in funds management. First Investment Bank manages the cash funds in accordance with customer needs and security requirements, as well as optimal return from the available resources. At the end of 2016 cash on hand amounted to BGN 153,680 thousand compared to BGN 160,780 thousand a year earlier.

Loans and advances to banks and financial institutions decreased during the year to BGN 54,472 thousand at period-end (2015: BGN 109,435 thousand), mainly due to reduction in the deposits from foreign banks. Receivables from current accounts with them also decreased to BGN 300,829 thousand, compared to BGN 499,874 thousand at the end of the previous year.

Available for sale investments increased by 4.8% and reached BGN 531,366 thousand as at 31 December 2016. The increase reflected mainly the increase in treasury bills issued by foreign governments, which amounted to BGN 55,590 thousand. The bonds issued by the Bulgarian

government remained structure-determining, forming 74.1% of the available for sale portfolio and amounted to BGN 393,592 thousand (2015: BGN 420,333 thousand). The received preferred shares in connection with the acquisition of VISA Europe by VISA Inc. formed the increase in the equity instruments, which reached BGN 13,961 thousand at end-2016, compared to BGN 5,788 thousand a year earlier.



During the period, the financial assets that the Bank intends to hold to maturity in order to generate additional income, increased to BGN 243,463 thousand (2015: BGN 56,354 thousand), due to acquired securities issued by foreign governments, which amounted to BGN 222,501 thousand against BGN 35,784 thousand a year earlier. Financial assets held for trading amounted to BGN 8,578 thousand at the end of 2016 (2015: BGN 9,913 thousand), reflecting the Bank's investment policy to maintain a limited trading portfolio. They included mainly government bonds issued by the Bulgarian government, as well as a portfolio of equity instruments and other securities issued by foreign banks.

Investments in subsidiaries remained unchanged during the period, amounting to BGN 36,357 thousand at the end of the year.

As of 31 December 2016, Fibank's operations abroad decreased their share and formed 0.2% of the Bank's assets or BGN 14,099 thousand (2015: 0.8% or BGN 67,619 thousand) in line with the policy of focusing the Cyprus branch's activities on the segments of micro, small business and retail banking.

Reposessed assets amounted to BGN 1,028,791 thousand at the end of the period (2015: BGN 926,336 thousand), while investment property was BGN 222,267 thousand (2015: BGN 206,244 thousand). The other assets of the Bank amounted to BGN 92,644 thousand (2015: BGN 90,447 thousand) and mainly included deferred expenses, tax receivables and other receivables.

*For further information see the Unconsolidated financial statements for the year ended December 31, 2016.*

## LOAN PORTFOLIO

### LOANS

In 2016, the loan portfolio of the Bank before impairment decreased to BGN 5,766,605 thousand (2015: BGN 5,856,9732 thousand), mainly due to the segment of corporate clients, which declined in accordance with the external environment and the continuing downward trend in corporate loans of the banking system over the past three years. They reduced their share in the Bank's portfolio to 64.4% at end-period.

In BGN thousand / % of total	2016	%	2015	%	2014	%
Retail customers	1,412,784	24.5	1,457,689	24.9	1,275,612	20.4
Microlending	107,744	1.9	101,286	1.7	88,984	1.4
Small and medium enterprises	531,839	9.2	502,421	8.6	493,584	7.9
Corporate customers	3,714,238	64.4	3,795,336	64.8	4,391,755	70.3
<b>Gross loan portfolio</b>	<b>5,766,605</b>	<b>100</b>	<b>5,856,732</b>	<b>100</b>	<b>6,249,935</b>	<b>100</b>
Impairment	(825,543)		(725,001)		(515,640)	
<b>Net loan portfolio</b>	<b>4,941,062</b>		<b>5,131,731</b>		<b>5,734,295</b>	

An increase was registered in the SME and microlending as a reflection of the Bank's policy for developing these segments, as their share increased to 9.2% (2015: 8.6 %) and to 1.9% (2015: 1.7 %) at the end of the period. The gross amount of loans to retail customers remained at levels close to 2015, in accordance with the continuing caution of individuals in the loan demand. The share of this segment amounted to 24.5 % (2015: 24.9 %), taking into account Fibank's objectives for accelerated growth in 2017.

As of 31 December 2016, First Investment Bank for a fourth consecutive year was ranked third in terms of loans among banks in the country with a market share of 10,49% on an unconsolidated basis (2015: 10,72%).

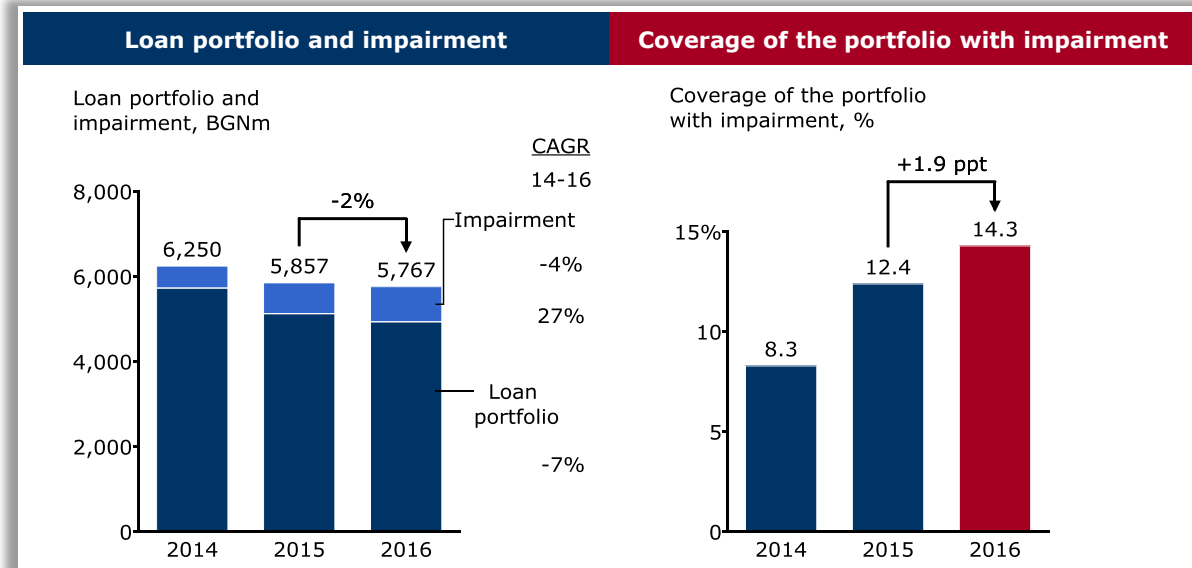
In BGN thousand / % of total	2016	%	2015	%	2014	%
Loans in BGN	2,164,785	37.5	2,106,128	36.0	1,808,054	28.9
Loans in EUR	3,400,543	59.0	3,535,135	60.4	4,166,726	66.7
Loans in other currency	201,277	3.5	215,469	3.6	275,155	4.4
<b>Gross loan portfolio</b>	<b>5,766,605</b>	<b>100</b>	<b>5,856,732</b>	<b>100</b>	<b>6,249,935</b>	<b>100</b>
Impairment	(825,543)		(725,001)		(515,640)	
<b>Net loan portfolio</b>	<b>4,941,062</b>		<b>5,131,731</b>		<b>5,734,295</b>	

In the currency structure of the loan portfolio, loans in EUR had a predominant share of 59.0% (2015: 60.4%) and amounted to BGN 3,400,543 thousand at the end of the period (2015: BGN 3,535,135 thousand), influenced by the effective Currency Board Arrangement in the country, which minimizes currency risk - BGN/EUR.

Loans in BGN increased to BGN 2,164,785 thousand (2015: BGN 2,106,128 thousand) or 37.5% of the total portfolio (2015: 36.0%) at the expense of loans in other currencies, which decreased as a

relative share to 3.5% of total loans (2015: 3.6% ) and amounted to BGN 201,277 thousand (2015: BGN 215,469 thousand).

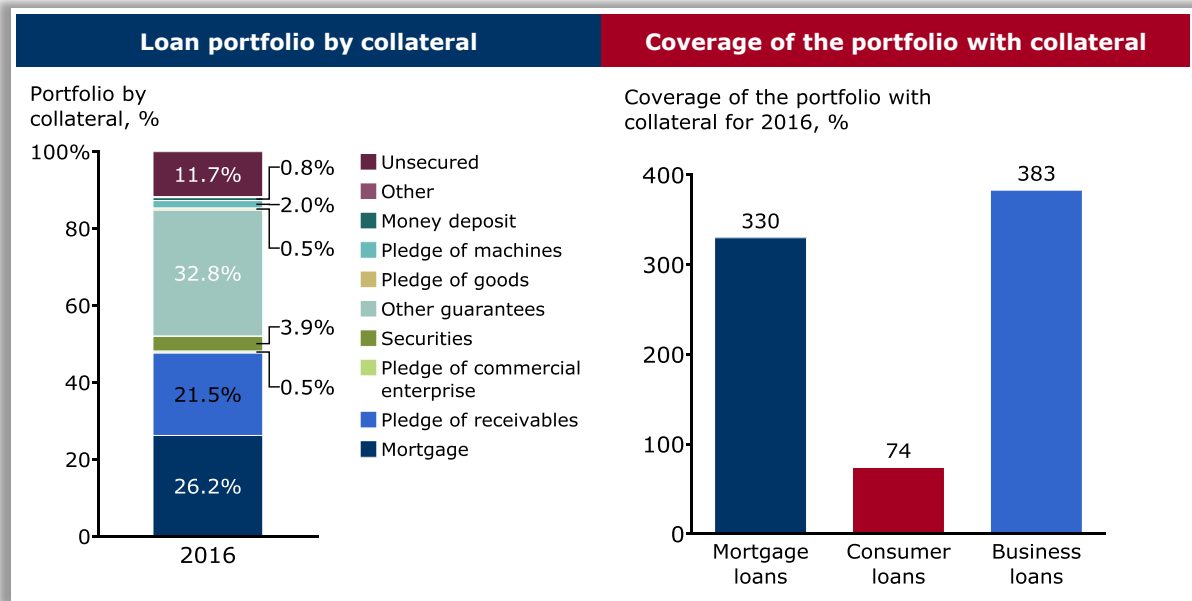
Loans granted by the branch of First Investment Bank in Cyprus amounted to BGN 12,508 thousand before allowances compared to BGN 60,349 thousand a year earlier, and continued to decrease in line with the policy for development of the activities of the Cyprus branch.



In 2016 Fibank continued to proactively manage the credit risk, focusing on asset quality and maintaining a conservative approach to assessing risks. The impairment for calculating potential losses from credit risk reached BGN 825,543 thousand at the end of the period (2015: BGN 725,001 thousand), as the loan provisioning ratio (coverage of the loan portfolio with impairment) increased to 14.3% compared to 12.4% in 2015 (2014: 8.3%). During the year write-offs on loans to customers amounted to BGN 55,962 thousand, which are recorded off-balance and the Bank continues its actions for fully or partially collection of the debt.

The Bank's policy is to require customers to provide adequate collateral before granting loans. In this respect it accepts all types of collateral permitted by law and applies discount rates depending on the expected realizable value. At the end of 2016 collaterals with the largest share in the portfolio were other guarantees at 32.8%, followed by mortgages at 26.2%, pledges of receivables at 21.5% and securities at 3.9%.





For further information on credit risk, see Note 3 “Risk Management” of the Unconsolidated Financial Statements for the year ended December 31, 2016.

## RELATED PARTY TRANSACTIONS

In the normal course of business the Bank carries out transactions with related parties. These transactions are effected in market conditions. And are in compliance with the effective legislation.

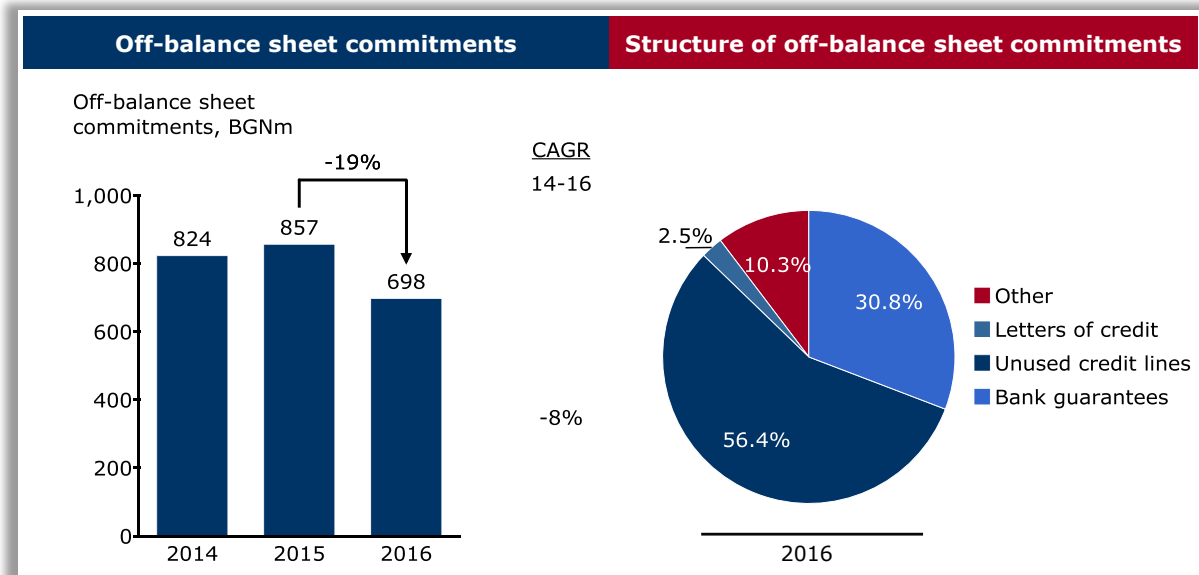
In BGN thousand	2016	2015	2014
<b>Loans</b>			
Parties that control or manage the Bank	1,363	1,500	765
Enterprises under common control	10,729	28,156	34,214
<b>Off-balance sheet commitments</b>			
Parties that control or manage the Bank	2,259	2,484	2,117
Enterprises under common control	3,587	5,483	4,827

For more information regarding related party transactions, see Note 34 “Related party transactions” of the unconsolidated financial statements for the year ended December 31, 2016.

## COMMITMENTS AND CONTINGENT LIABILITIES

Contingent liabilities undertaken by the Bank include bank guarantees, letters of credit, unused lines of credit and promissory notes, and more. They are provided according to Fibank's general credit policy for risk assessment and security, as with respect to the offered documentary operations the Bank applies also the unified international rules in this area, protecting the interests of the parties that are involved in the operation.

Contingent liabilities are the preferred instrument of credit institutions because they carry lower credit risk, while being a good source of income from fees and commissions. They are also preferred by customers because they are cheaper than immediate payment, and help to facilitate payments and provide additional security for the parties to the transaction.



At the end of the reporting period the total amount of off-balance sheet commitments amounted to BGN 698,000 thousand compared to BGN 857,047 thousand a year earlier. The decrease resulted mainly from a decrease in bank guarantees to BGN 214,978 thousand (2015: BGN 301,941 thousand) and in particular those in BGN, as well as in the unused credit lines to BGN 393,660 thousand (2015: BGN 462,877 thousand). Growth was registered in the letters of credit, which reached BGN 17,120 thousand compared to BGN 17,041 thousand a year earlier. As of 31 December 2016 the other contingent liabilities amounted to BGN 72,242 thousand (2015: BGN 75,188 thousand).

*For more information on off-balance sheet commitments, see Note 31 "Commitments and contingent liabilities" from the Unconsolidated financial statements for the year ended December 31, 2016.*

## ATTRACTED FUNDS

In 2016, attracted funds from customers increased by 9.8% (BGN 688,376 thousand) and reached BGN 7,691,256 thousand (2015: BGN 7,002,880 thousand), thus remaining the main source of funding for the Bank with 96.0% of total liabilities (2015: 88.2%). The upward trend was preserved, a contributor being the various deposit and savings products, as well as package programs offered by Fibank. The continuing trend of growth of the attracted funds was proof of the trust and customer satisfaction with the development and services offered by the Bank.

The funds attracted from individuals increased by 7.1% (BGN 422,890 thousand) and amounted to BGN 6,376,583 thousand at the end of period compared to BGN 5,953,693 thousand a year earlier. They retained their structure-defining share in the total deposits due from customers at 82.9% (2015: 85.0%). In the currency structure of attracted funds from individuals, funds in BGN formed the majority at 44.0% of total deposits from customers (2015: 43.5%), followed by those in EUR at 32.3% (2015: 34.7%) and in other currencies at 6.6 % (2015: 6.9%).

As at 31 December 2016, First Investment Bank maintained its third place in terms of deposits from individuals among banks in Bulgaria (2015: third). The market share of Fibank increased to 13.51% on an unconsolidated basis (2015: 13.41%) at the end of the period.

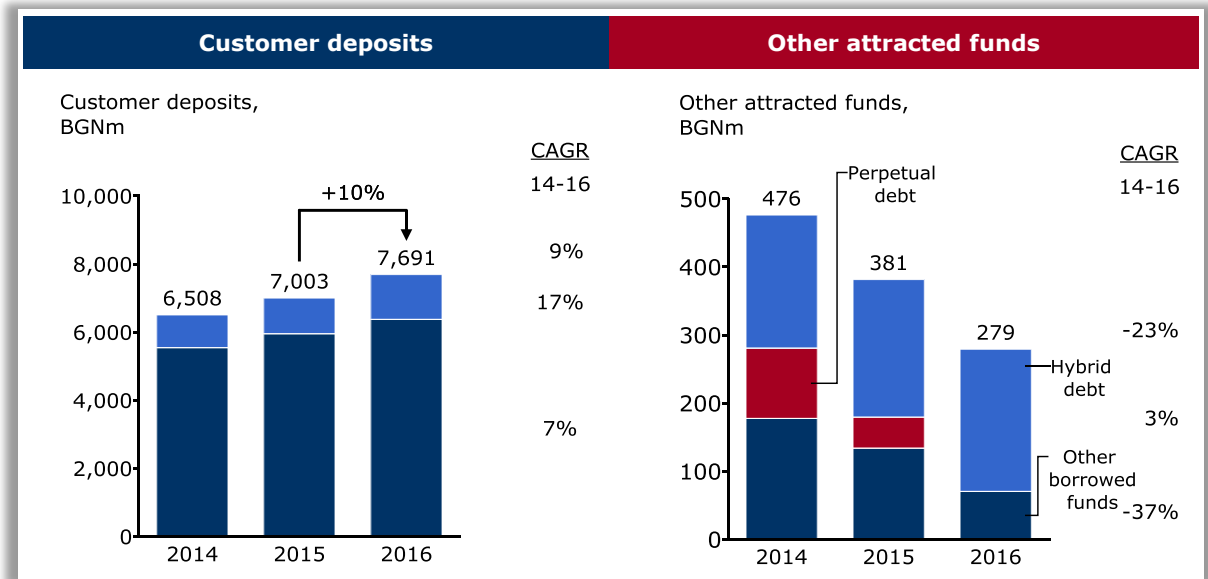
In BGN thousand / % of total	2016	%	2015	%	2014	%
<b>Attracted funds from individuals</b>	<b>6,376,584</b>	<b>82.9</b>	<b>5,953,693</b>	<b>85.0</b>	<b>5,545,183</b>	<b>85.2</b>
In BGN	3,381,722	44.0	3,044,652	43.5	2,706,629	41.6
In EUR	2,483,865	32.3	2,428,633	34.7	2,409,520	37.0
In other currency	510,997	6.6	480,408	6.9	429,034	6.6
<b>Attracted funds from corporate, state-owned and public institutions</b>	<b>1,314,672</b>	<b>17.1</b>	<b>1,049,187</b>	<b>15.0</b>	<b>962,681</b>	<b>14.8</b>
In BGN	677,640	8.8	662,448	9.5	590,095	9.1
In EUR	289,484	3.8	257,856	3.7	278,529	4.3
In other currency	347,548	4.5	128,883	1.8	94,057	1.4
<b>Total attracted funds from customers</b>	<b>7,691,256</b>	<b>100</b>	<b>7,002,880</b>	<b>100</b>	<b>6,507,864</b>	<b>100</b>

In accordance with regulatory requirements First Investment Bank allocates the required annual premiums for the Deposit Insurance Fund, as according to the law, the amount guaranteed by the Fund on a customer's bank accounts held with the Bank is BGN 196,000

Attracted funds from corporates and institutions increased by 25.3% (BGN 265,486 thousand) to BGN 1,314,673 thousand (2015: BGN 1,049,187 thousand) at the end of the year, influenced by the offered various current accounts and savings products, as well as the attracted during the year new business customers for service in First Investment Bank. At the end of 2016 their share increased to 17.1% of total deposits from customers (2015: 15.0%). In the currency structure of attracted funds from corporates and institutions, funds in BGN formed 8.8% of total deposits from customers (2015: 9.5%), those in EUR at 3.8% (2015: 3.7%), while those in other currencies at 4.5% (2015: 1.8%).

In 2016 First Investment Bank fulfilled all of the commitments undertaken in connection with the support received under decision C(2014)8959 of 25.11.2014 of the European Commission, as by the

end of May 2016 the Bank repaid the outstanding BGN 450 million in principal and BGN 3.2 million in interest due, thus confirming the stability of the established business model.

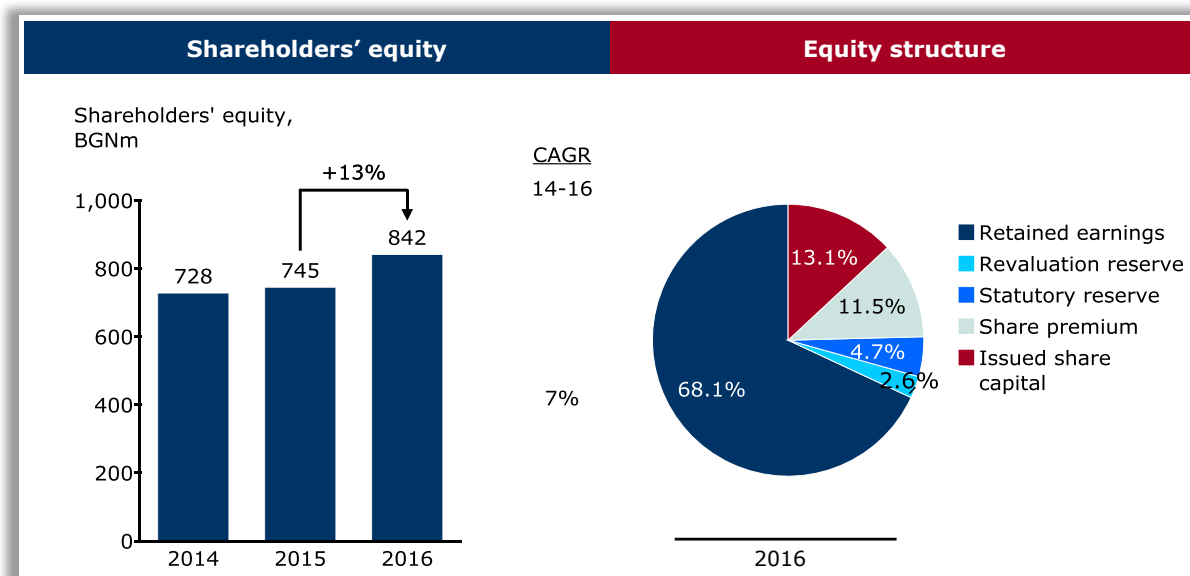


Other borrowed funds amounted to BGN 70,367 thousand as at 31 December 2016 compared to BGN 133,802 thousand a year earlier, mainly due to the decrease in the financing from financial institutions. They reached BGN 48,765 thousand at the end of the period (2015: BGN 80,615 thousand) and included attracted funds from the European Investment Fund under the JEREMIE initiative at BGN 42,050 thousand (2015: BGN 68,097 thousand), from the Bulgarian Development Bank AD at BGN 6,025 thousand (2015: BGN 8,436 thousand) and from the Agriculture State Fund at BGN 690 thousand (2015: 4,082 thousand). A decrease was registered also in the acceptances under letters of credit to BGN 21,602 thousand compared to BGN 26,255 thousand a year earlier. At the end of the year the Bank has no additional funds attracted in the form of liabilities under repurchase agreements (2015: BGN 26,932 thousand).

*For more information on borrowings see the Unconsolidated Financial Statements for the year ended December 31, 2016.*

## CAPITAL

Shareholders' equity of First Investment Bank increased throughout the year by 12.9% to BGN 841,751 thousand (2015: BGN 745,382 thousand), due primarily to the increase in retained earnings which reached BGN 572,933 thousand at the end of the period (2015: BGN 482,748 thousand), as well as in the revaluation reserve on the available for sale investments – up to BGN 17,457 thousand, compared to BGN 11,273 thousand a year earlier.



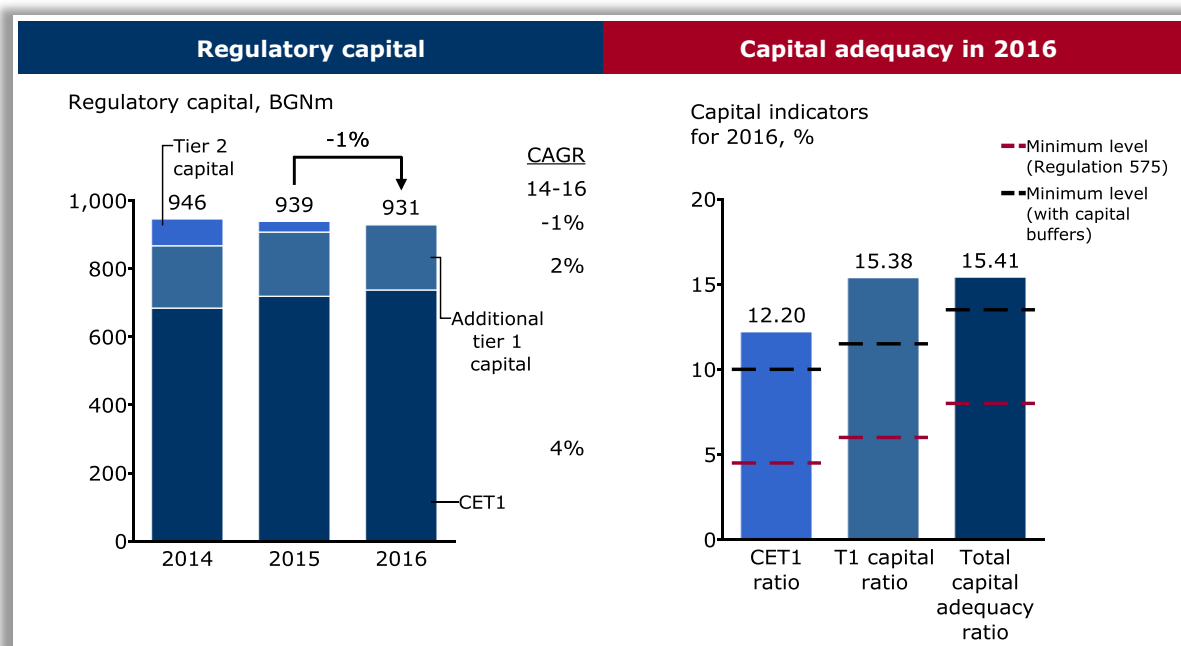
The issued share capital of First Investment Bank amounted to BGN 110,000 thousand, divided into 110,000,000 ordinary, registered, dematerialized, voting shares in the General Meeting of Shareholders, with a nominal value of BGN 1 each. The issued share capital is fully paid.

## REGULATORY CAPITAL

First Investment Bank maintains own funds for the purpose of capital adequacy under the form of common equity tier 1 and additional tier 1, following the requirements of Regulation (EU) No575/2013, incl. the EC implementing regulations, and Ordinance No7 of the BNB on the organization and management of risks in banks.

In 2016, First Investment Bank continued its consistent policy for capital development focusing on common equity tier 1 capital. At the end of the reporting period common equity tier 1 grew by 2.5% to BGN 737,284 thousand (2015: 719,051 thousand), including a registered increase in the reserves, and in retained earnings. As a result of this, tier 1 capital also grew to reach BGN 929,047 thousand (2015: BGN 907,359 thousand) at the end of the period. The total own funds amounted to BGN 930,847 thousand compared to BGN 938,810 thousand a year earlier, influenced by perpetual debt repaid during the year with an original principal of EUR 21 million.

As at 31 December 2016, First Investment Bank had issued two hybrid instruments (bond issues) with an original principal in the amount of EUR 40 million (ISIN: BG2100008114) and EUR 60 million (ISIN: BG2100022123), which fully comply with the requirements of Regulation (EU) No 575/2013 and are included in the additional tier 1 capital. The bonds are registered, dematerialized, interest-bearing, perpetual, unsecured, freely transferable, non-convertible, deeply subordinated and without incentive to redeem. The amortised cost of the hybrid debt at the end of the period was BGN 208,740 thousand compared to 202,044 thousand a year earlier. Both hybrid bond issues are admitted to trade on a regulated market at the Luxembourg Stock Exchange.



For purpose of reporting of large exposures and qualifying holdings outside the financial sector, First Investment Bank applies the definition of eligible capital, which includes tier 1 capital and tier 2 capital, which under the transitional treatment in 2016 cannot exceed 50% of tier 1 capital. As at 31 December 2016, the eligible capital of First Investment Bank, calculated in accordance with Regulation (EU) No 575/2013 and Ordinance No7 of BNB for the organization and management of risks in banks amounted to BGN 930,847 thousand.

## CAPITAL REQUIREMENTS

At the end of 2016 the capital indicators of First Investment Bank were as follows: the common equity tier 1 ratio was 12.20%, the tier 1 capital ratio was 15.38% and the total capital adequacy ratio was 15.41%.

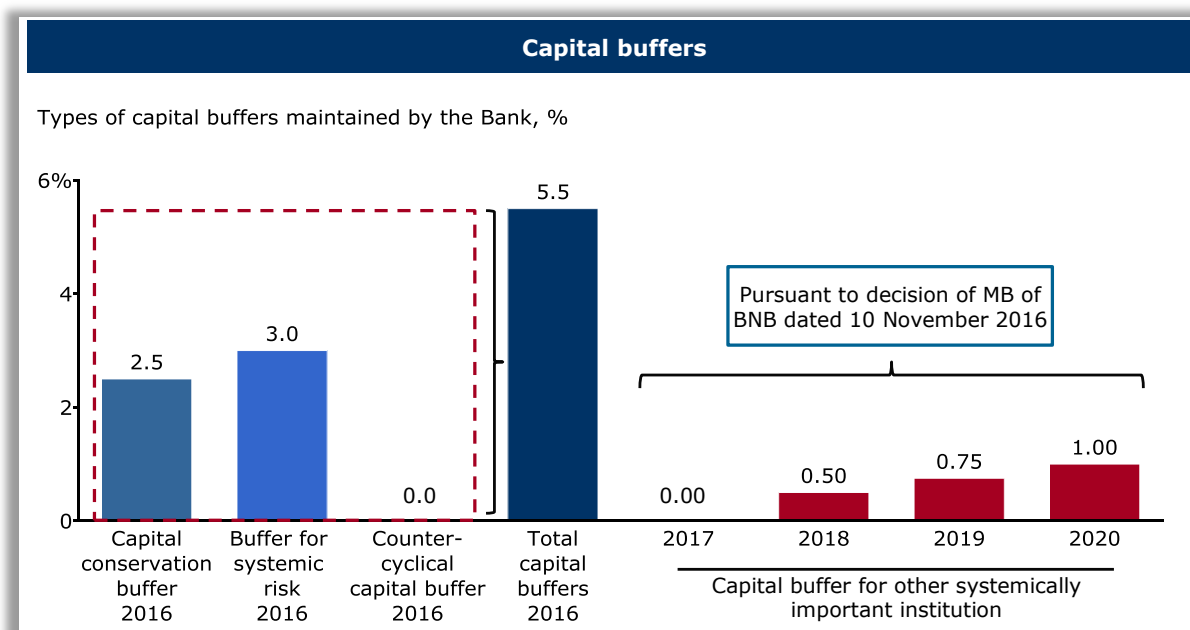
In BGNth/% of risk exposures	2016	%	2015	%	2014	%
CET 1 capital	737,284	12.20	719,051	11.52	684,174	11.01
Tier 1 capital	929,047	15.38	907,359	14.53	867,169	13.96
Own funds	930,847	15.41	938,810	15.04	945,873	15.22
<b>Total risk exposures</b>	<b>6,042,247</b>		<b>6,243,694</b>		<b>6,214,033</b>	

In execution of the policy for further upgrading capital buffers, in 2016 a number of initiatives were undertaken for realizing capital levers in key areas, including through profit retention, de-risking of exposures and diversification of the loan portfolio, as well as maintaining high discipline with regards to risk management and increasing profitability and income from banking operations. The internal rules of the Bank were also updated in compliance with the applied by the European Central Bank standards and methodologies, as well as the recommendations in this field.

## CAPITAL BUFFERS

In addition to the capital requirements, pursuant to Regulation (EU) No 575/2013, First Investment Bank maintains capital buffers in compliance with the requirements of Ordinance No8 of the BNB on capital buffers.

The Bank maintains a capital conservation buffer, comprised of common equity tier 1 capital equal to 2,5% of the total risk exposure of the Bank, as well as a buffer for systemic risk amounting to 3% of the Bank's total risk exposures in Bulgaria, which is covered by common equity tier 1 capital. Fibank also maintains countercyclical capital buffer, applicable to credit risk exposures in the Republic of Bulgaria, the level of which is determined by the Bulgarian National Bank each quarter, as the during the whole 2016 and for the first quarter of 2017, it was defined at 0%.



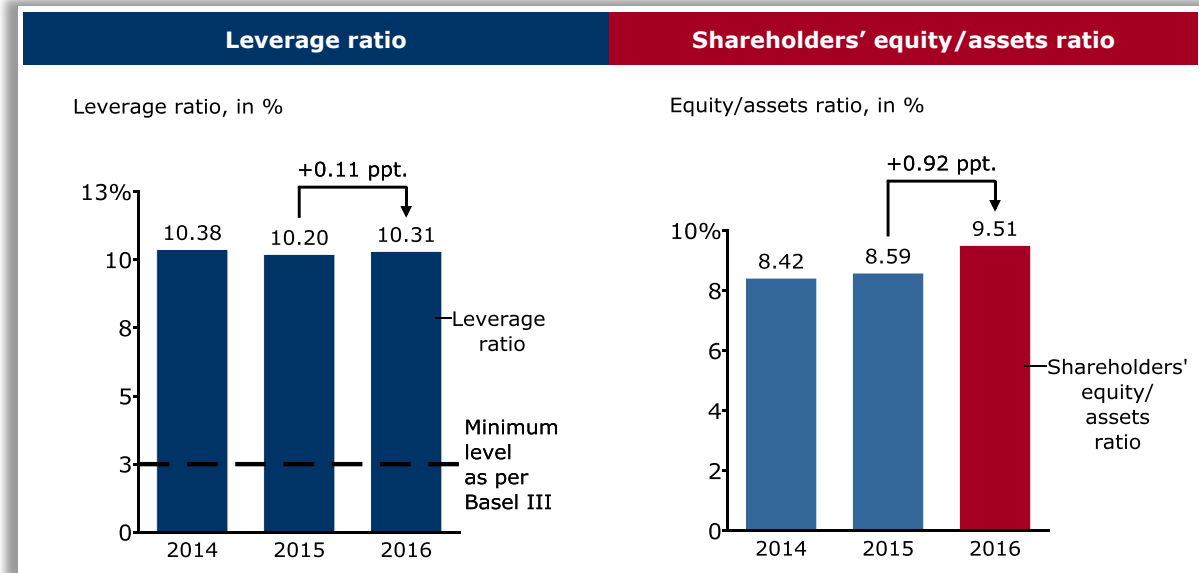
In addition, with a decision dated 10 November 2016, the BNB determined ten banks in Bulgaria as other systematically important institutions (O-SII), among which First Investment Bank AD. The applicable for Fibank buffer for O-SII on an individual and consolidated basis, determined as a share of the total value of the risk exposures, is in the amount of 0% for 2017 and it shall gradually grow from 0.5% in 2018 to 1% in 2020.

## LEVERAGE

The leverage ratio is an additional regulatory and supervisory tool introduced by the CRR/CRD IV package which measures the required capital maintained by banks that is not risk-sensitive or risk-weighted, thereby complementing and building on the risk-based capital ratios applicable under the existing regulatory framework. In terms of the leverage ratio, an observation period is under way during which banks measure and disclose the ratio, with a view to its introduction by 2018 as a mandatory requirement after an appropriate review and calibration by the regulatory authorities.

First Investment Bank calculates the leverage ratio by matching its Tier 1 capital to the total exposure of the Bank (assets, off-balance sheet items, and other exposures to derivatives and securities financing transactions), subject to the requirements of Delegated Regulation (EU) 2015/62 of the Commission concerning the leverage ratios and the other applicable regulations. As at 31 December 2016, the leverage ratio amounted to 10.31% on non-consolidated basis compared to 10.20% for the previous period.

During the year, the Bank implemented the new requirements regarding the models and guidelines for supervisory reporting related to the leverage ratio in accordance with Commission Implementing Regulation (EU) 2016/428 of 23 March 2016 amending Implementing Regulation (EU) No 680/2014 laying down implementing technical standards with regard to supervisory reporting of institutions as regards the reporting of the Leverage ratio.



First Investment Bank has written policies and processes in place to identify, manage and monitor the risk of excessive leverage resulting from potential vulnerability of the Bank related to the maintained levels of leverage. The risk of excessive leverage is currently monitored based of specific indicators, which include the leverage ratio, calculated in accordance with applicable regulatory requirements, as well as the mismatches between assets and liabilities. The Bank manages this type of risk using various scenarios, including such that take into account its possible increase due to decrease in the Tier 1 capital resulting from potential losses. The leverage ratio is also part of the capital indicators of the system for ongoing monitoring and early warning, and is incorporated in the framework for risk management at the Bank, including in the management processes in case of potential financial risks.

*For more information on capital see the Unconsolidated Financial Statements as at 31 December 2016.*



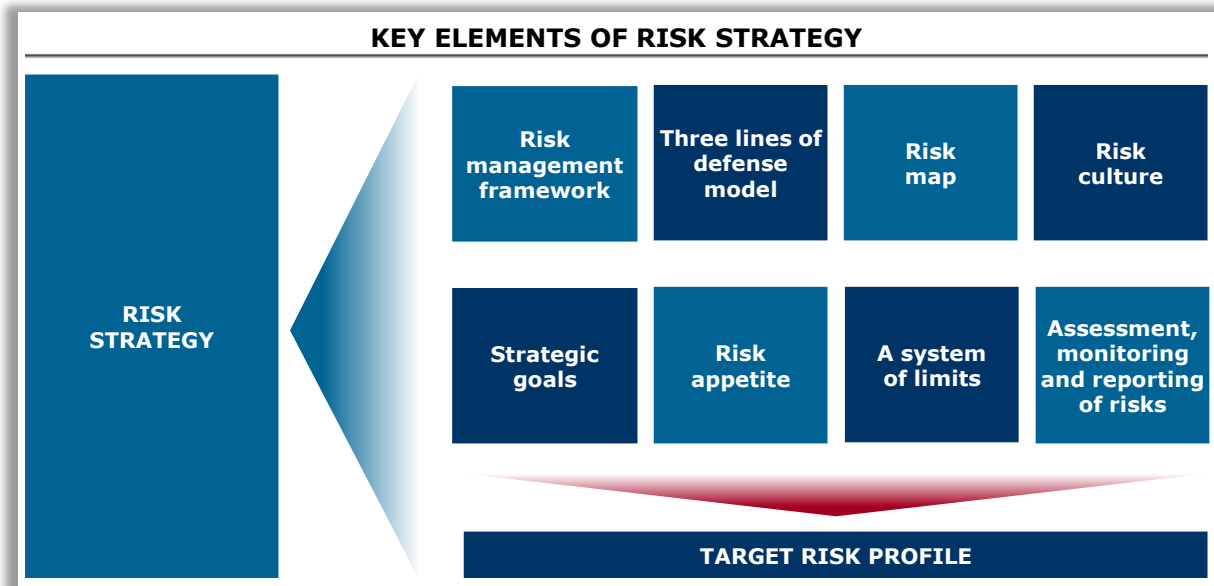
## RISK MANAGEMENT

First Investment Bank has built, maintained, and developed a wide scope risk management system which ensures the timely identification, assessment and management of risks inherent to its activity.

During 2016 First Investment Bank continued to perform its activity in line with approved risk strategy and in accordance with the goals for development, by further enhancing the control mechanisms with respect to risks inherent to the banking activity, incl. maintaining an effective control environment with respect to the current business processes.

## RISK MANAGEMENT STRATEGY

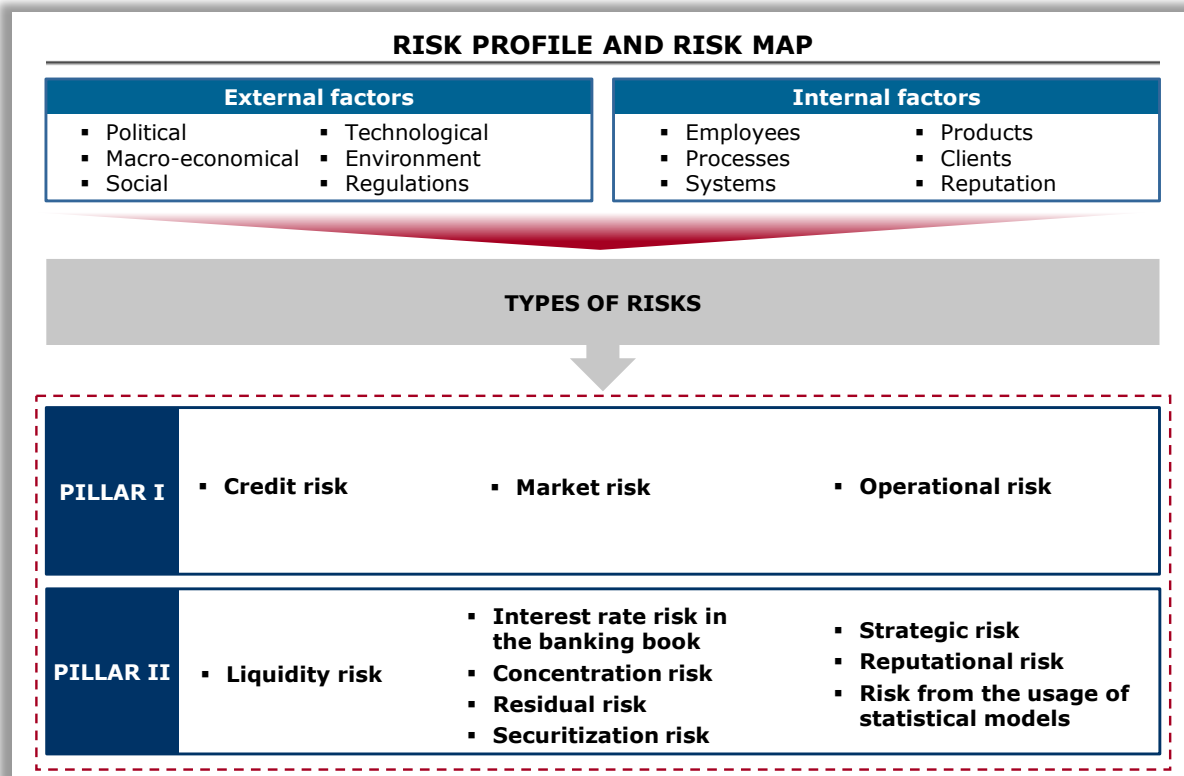
The risk management strategy of First Investment Bank is an integral part of its business strategy. The main objective in managing the overall risk profile of the Bank is to achieve a balance between risk, return and capital. The risk profile is relevant to the product policy of the Bank and is determined in accordance with the economic factors in the country and the Bank's internal characteristics and requirements.



The Bank determines its risk propensity and risk tolerance levels so that they correspond to its strategic objectives and stable functioning. First Investment Bank assumes risks while ensuring the required level of equity capital and an effective management process. The Bank maintains financial resources that are commensurate with the volume and type of operations performed and with its risk profile, by developing internal control systems and mechanisms for risk management in accordance with the regulatory requirements and best practices.

## RISK MAP

First Investment Bank develops a risk map, which classifies the risks into different types and identifies these the Bank is exposed to or may be exposed to in its activity. It is updated once a year or more often if needed, aiming at defining the all material risks and their adequate integration within the risk management framework of the Bank.



The types of risks are differentiated into groups (Pillar 1 and Pillar 2, under Basel III) as well as the methods for their measurement in accordance with the applicable regulatory framework (the CRR / CRD IV package).

## RISK APPETITE

The risk appetite reflects the types and size of risks, the Bank is able and willing to take in order to achieve its strategic business goals. The risks identified in the risk map are included in the risk appetite. With the aim at maintaining a moderate risk profile, the main goals on the basis of which the risk strategy is structured, are defined, as follows:

- ◆ achieving a sustainable level of capital to ensure good risk taking capacity, as well as capacity to cover risks in the long term;
- ◆ maintaining good asset quality while providing for an efficient decision-making process;
- ◆ achieving a balanced risk/return ratio for all business activities of the Bank.

The risk appetite is subject to review by the Managing Board and approval from the Supervisory Board once a year or more often, if needed, in accordance with the business environment dynamics. It is part of the annual process for defining the strategy and planning within the Bank.

## RISK CULTURE

In compliance with the best risk management standards, the Bank seeks to develop a risk culture that will further enhance visibility and prevention in terms of individual risk types, their identification, evaluation and monitoring, including by applying appropriate forms of training among the employees and senior management involved in risk management.

## RISK MANAGEMENT FRAMEWORK

The risk management framework of First Investment Bank includes automated systems, written policies, rules and procedures, mechanisms for identification, assessment, monitoring and control of risks, and measures to reduce them. Its main underlying principles are: objectivity, dual control of any operation, centralized management, separation of duties, independence, clearly defined levels of competencies and authority, adequacy of the intrabank requirements to the nature and volume of activity, effective mechanisms for internal audit and control. The Bank meets the requirements of current legislation to credit institutions for the preparation and maintenance of current recovery plans in case of potential occurrence of financial difficulties and for the continuity of processes and activities, including with regard to recovery of all critical functions and resources.

### LINES OF DEFENCE

The risk management framework of First Investment Bank is structured in accordance with the principle and model of the three lines of defense which is in compliance with the Basel Committee for Banking Supervision principles for corporate governance in banks:

- ◆ First line of defense: the business units which take the risk and are responsible for managing it, including through identification, assessment, reporting in accordance with current limits, procedures and controls implemented in the Bank;
- ◆ Second line of defense: the Risk Management and Compliance functions which are independent of the first line of defense. The Risk Management function monitors, assesses and reports risks, while the Compliance function monitors and controls the maintaining of internal regulations in compliance with the applicable regulatory provisions and standards;
- ◆ Third line of defense: Internal Audit which is independent of the first and the second lines of defense. It provides an independent review of the quality and effectiveness of risk management, business processes and banking activity, as well as of the business planning and internal policies and procedures.

### STRUCTURE AND INTERNAL ORGANISATION

First Investment Bank has a developed risk management and control function, organized in line with the recognized international practices and standards, under the management of a Chief Risk Officer (a member of the Managing Board) with appropriate experience and qualifications and directly reporting to the Risk Committee of the Supervisory Board.

The Chief Risk Officer organizes the overall risk management framework of the Bank, manages the process of its implementation, coordinates the activities of the risk committees of the Bank, and controls the credit process in its entirety, including the process of collection of problem loans. He ensures the effective monitoring, measuring, controlling and reporting of all types of risk to which the Bank is exposed.

First Investment Bank has developed also a compliance function, whose main objective is to identify, assess, monitor and report the risk of non-compliance. The function ensures the compliance of activities with regulatory requirements and recognized standards, and supports the Managing Board and senior staff in the management and control of this risk. The function is organized under a Chief Compliance Officer who is subordinated to the Chief Executive Officer and has direct reporting to the Risk Committee of the Supervisory Board.

The Chief Compliance Officer is responsible for the overall organization and management of the Compliance function in First Investment Bank. He coordinates the identification of regulatory

requirements and the compliance of the Bank's activity with them, and ensures integration of the Compliance function in the established risk management framework across the Bank, by all business units and at all levels.

The Bank maintains an information system allowing for the measurement and control of risks through the use of internal rating models for assessment of the quality of the borrower, assigning of credit rating to exposure, and obtaining quantitative assessment of risk. The information system ensures maintenance of a database and subsequent processing of data for the purposes of risk management, including for preparation of the regular reports necessary for monitoring the risk profile of the Bank.

### ***COLLECTIVE RISK MANAGEMENT BODIES***

The overall process of risk management is carried out under the guidance of the Managing Board of First Investment Bank. The Supervisory Board exercises control over the activities of the Managing Board on risk management, liquidity and capital adequacy, directly and/or through the Risk Committee which functions as an auxiliary body to the Supervisory Board in accordance with existing internal bank rules and procedures.

The **Risk Committee** is responsible for the broad strategic and tactical oversight over the risk management function of the Bank, including with regard to the formation of risk exposures, and also supports the Supervisory Board in determining the policy concerning the overall current and future risk strategy, and the Bank's risk-taking propensity. As at 31 December 2016, the Risk Committee consisted of three members of the Supervisory Board of First Investment Bank AD. The Chairman of the Risk Committee is Mr. Evgeni Lukanov, Chairman of the Supervisory Board of the Bank.

For supporting the activity of the Managing Board in managing the various types of risks, the following collective management bodies operate at the Head Office of First Investment Bank: a Credit Council, an Asset, liability and Liquidity management Council (ALCO), a Restructuring Committee and an Operational Risk Committee, which carry out their activities on the basis of written structure, scope of activities and functions.

The **Credit Council** supports the management of the credit risk undertaken by the Bank by issuing opinions on loan transactions in accordance with the authority level assigned thereto. The Credit Council consists of members elected by the Managing Board, representatives of the following departments: Credit Risk Management, Monitoring and Provisioning; Corporate Banking; SME Lending; Legal; Branch Network. The Chairperson of the Credit Council is the director of the Credit Risk Management, Monitoring and Provisioning department.

The **Asset, liability and Liquidity management Council (ALCO)** is a specialized collective body which advises the Managing Board on matters relating to implementing the policy for asset and liability management, and maintaining adequate liquidity in the Bank. It carries out systematic analysis of the interest-rate and maturity structure of assets and liabilities and of liquidity indicators, with a view to possible early warning and taking actions for their optimization. The Chairperson of the Liquidity Council is the chairman of the Managing Board of the Bank, and other members include the Chief Risk Officer, the Chief Financial Officer, and the directors of the Treasury, Risk Analysis and Control, Corporate Banking, and Retail Banking departments.

The **Restructuring Committee** is a specialized internal bank body responsible for the monitoring, evaluation, classification, impairment and provisioning of risk exposures and commitments. It also gives motivated written proposals to the Managing Board, and decides on restructuring of exposures according to the current authority levels in the Bank. The Chairman of the Restructuring Committee is the deputy director of the Impaired Assets department, while the rest of its members include: the Chief Accountant and representatives from Credit Risk Management, Monitoring and Provisioning;

Corporate Banking; SME Lending; Retail Banking; and Legal departments. The members of the Restructuring Committee are employees of the Bank who are not directly involved in taking lending decisions.

The **Operational Risk Committee** is an advisory body to the MB, designed to help the adequate management of operational risk by monitoring and analyzing operating events. The Committee proposes measures to minimize operational risks, as well as prevention measures. The Operational Risk Committee includes representatives of the following departments: Risk Analysis and Control; Compliance – Regulations and Standards; Accounting; Operations; Branch Network; Legal. The Chairman of the Operational Risk Committee is the director of the Risk Analysis and Control department.

Apart from the collective management bodies, the following departments also function in First Investment which are independent (separate from the business units) structural units in the organizational structure of the Bank: Risk Analysis and Control; Credit Risk Management, Monitoring and Provisioning; Compliance – Regulations and Standards; Compliance – Specialized Monitoring and Control.

The Risk Analysis and Control department performs functions for the identification, measurement and management of the various types of risks inherent in the Bank's activity. The department monitors the determined levels of risk appetite and risk tolerance, is responsible for the implementation of new requirements relating to risk assessment and capital adequacy, and assists other departments in carrying out their functions related to risk management.

The Credit Risk Management, Monitoring and Provisioning department performs the functions of management and monitoring of credit risk, and exercises secondary control over risk exposures according to the current authority levels on loan transactions in the Bank. The department manages the process of categorization of credit exposures, including the assessment of potential losses.

The Compliance – Regulations and Standards department carries out the activities of identifying, assessing and managing the risk of non-compliance, ensures adequate and legitimate internal regulatory framework in the structure of the Bank, and monitors for compliance of the Bank's products and services with existing regulations.

The Compliance – Specialized Monitoring and Control department coordinates the Bank's activities related to the prevention of money laundering and financing of terrorism as a specialized office under Art. 6, para. 5 of the Law on Measures against Money Laundering, and exercises control over the application of requirements for combating and preventing fraud.

## RECOVERY PLAN

In pursuance of the Recovery and Resolution of Credit Institutions and Investment Firms Act, banks in the country are required to prepare and maintain recovery plans in case of potential occurrence of financial difficulties.

In 2016, as part of its annual review process, First Investment Bank further developed and updated its recovery plan in line with the new requirements applicable to banks in the country, including those of the Commission Delegated Regulation (EU) 2016/1075 of 23 March 2016 on the regulatory technical standards specifying the content of recovery plans and resolution plans, as well as according to the Guidelines of the European Banking authority in this area.

The plan details the process of escalation and decision-making, and also specifies the units and bodies in the Bank responsible for its updating and implementation. New early warning indicators have been added, as well as justification of the trigger thresholds which are in compliance with the regulatory requirements, the risk profile of the activity, and the processes of internal analysis of

capital adequacy and liquidity. The quantitative and qualitative early warning and recovery indicators include a wide range of capital, liquidity, profitability, asset quality, market-based and macroeconomic indicators, upon the occurrence of which a phased process is initiated, involving analysis and identification of the best way to overcome the crisis situation, as well as taking of decisions to trigger the appropriate actions according to the procedures for reporting and escalation.

For the purposes of the plan, the key business lines and the critical functions of the Bank have been identified that are necessary for its smooth operation. According to the applicable requirements and in order to determine the range of hypothetical events, different stress scenarios of idiosyncratic, systemic and combined shock have been defined, against which effective recovery measures have been identified.

In connection with the implementation of the plan, an effective process of communication and disclosure has been structured in First Investment Bank, including internal communication (to internal bank bodies and employees) and external communication (to supervisors, shareholders and investors, customers and counterparties, and other stakeholders), as well as measures for management of potential negative market reactions.

**The primary mechanisms and tools for the management of different types of risk are summarized below:**

## **CREDIT RISK**

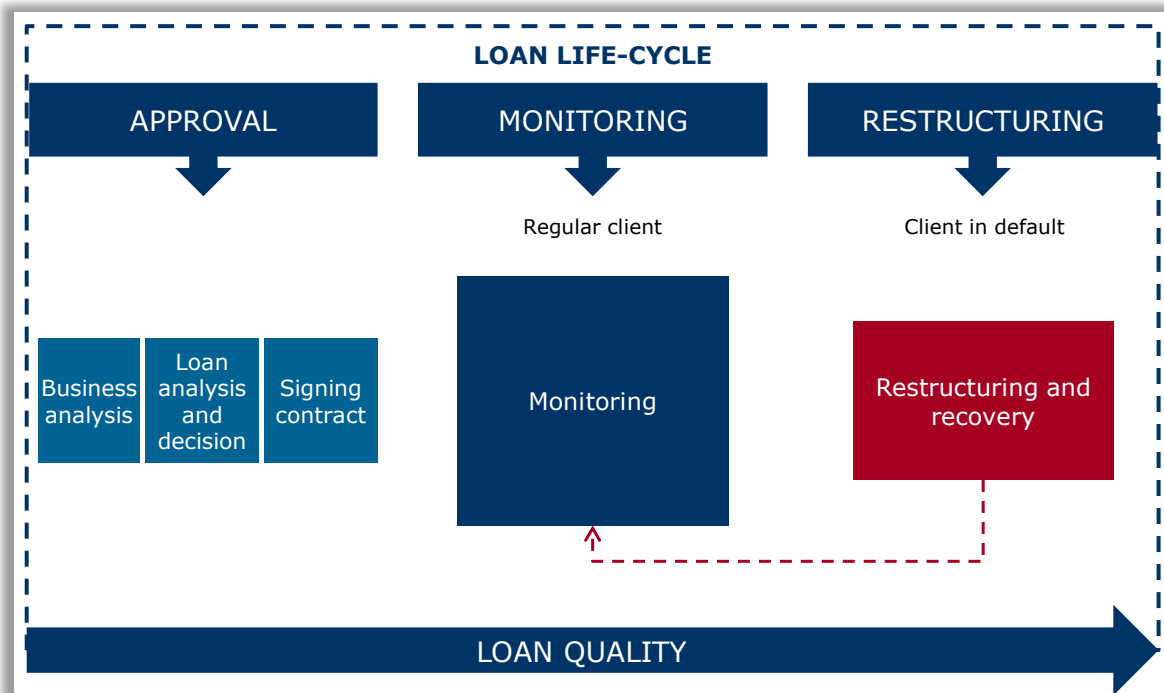
Credit risk is the risk arising from the debtor's inability to meet the requirements of a contract with the bank or inability to act in accordance with the agreed terms. The different types of credit risk include concentration risk, residual risk, dilution risk, counterparty risk, settlement risk. Credit risk is the major source of risk to the banking business and its effective assessment and management are crucial for the long-term success of credit institutions.

First Investment Bank manages credit risk by applying internal limits on exposures, on customers/counterparties, types of instruments, industry sectors, markets, by written rules and procedures, by internal rating and scoring models, as well as by procedural requirements in originating and managing of loan exposures (administration).

The internal bank regulations regarding credit risk are structured in accordance with the business model and organization of the activity, as well as in compliance with the regulatory requirements and recognized banking practices and standards, which include internal rules for lending and managing problem exposures, rules for impairment and the provisioning of risk exposures, approval levels in the origination of loan exposures, as well as the methodology for conducting of credit analysis and internal credit ratings (scoring models) regarding the creditworthiness of customers. Internal rules and procedures are updated regularly with the aim of identifying, analyzing and minimizing potential and existing risks. The applied limits on credit risk exposures are monitored on an ongoing basis and in compliance with the market conditions and regulatory framework.

## **LOAN PROCESS**

The loan process in First Investment Bank is automated through a Workflow system integrated with the main information system of the Bank, which includes controls and authority levels when considering transactions. Approved transactions are administered centrally by the Loan Administration department, applying the "four eyes" principle.



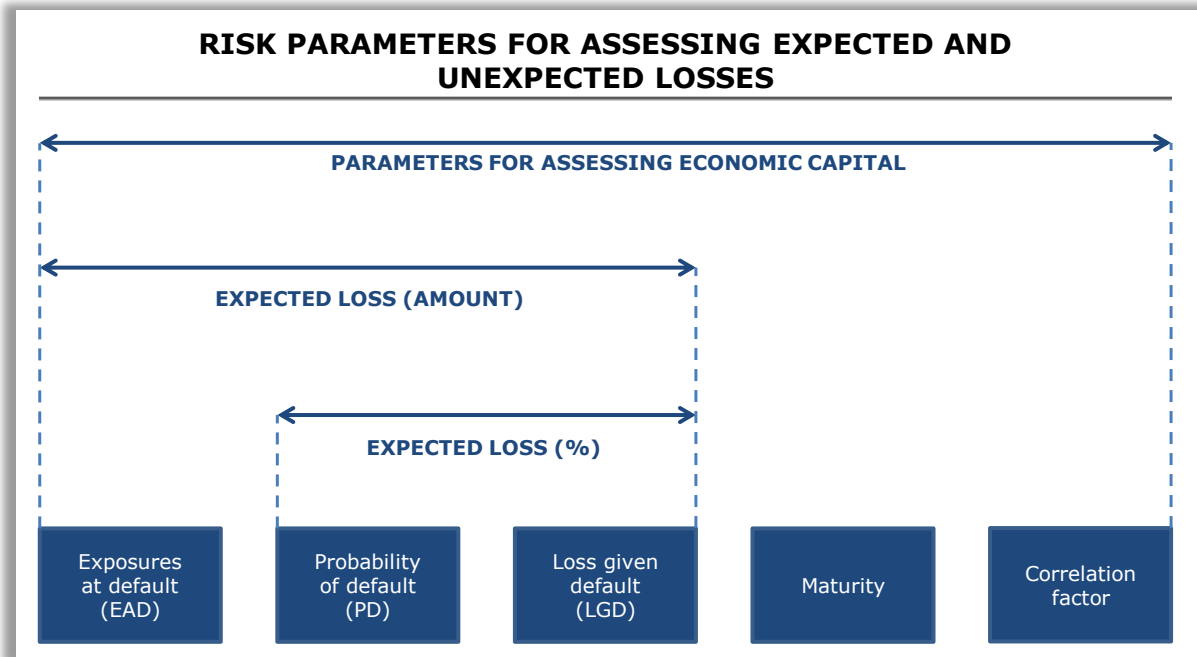
First Investment Bank maintains systems for the ongoing administering and monitoring of different portfolios and exposures to credit risk, including aiming at recognizing and managing exposures in default and performing adequate value adjustments for credit risk. Considering the impact of the economic cycle, Fibank actively manages exposures in default with a view to their timely diagnosis and taking measures consistent with the repayment capacity of the clients and the Bank's policy on risk-taking.

In 2016, the Bank further developed its procedures for monitoring of credit exposures, enhancing its early warning systems and refining the analysis and frequency of monitoring based on the materiality and classification groups, including for exposures with forbearance measures.

### MODELS FOR CREDIT RISK MEASUREMENT

First Investment Bank applies internal credit risk models to assess the probability of default (PD), loss given default (LGD), and exposure at default (EAD) which allows the calculation of risk-adjusted returns. All credit risk exposures are controlled on an ongoing basis.

The framework, defined in accordance with the Basel standards, sets minimum regulatory capital requirements to cover financial risks. In addition to regulatory capital, First Investment Bank also calculates economic capital which is included in the internal measurement and management of risk. Economic capital is maintained for the purpose of protection and covering of unexpected losses arising from market conditions or events.



For further information regarding economic capital see subsection „[Internal Capital Adequacy Analysis](#)“.

The Bank uses internal models for credit assessment of corporate, SME, micro, and retail customers. Assessment models are based on quantitative and qualitative parameters, weights of individual parameters being defined on the basis of historical experience. Every corporate client is assigned a credit rating. The credit risk assessment derived from the model is further examined by a credit specialist.

## CREDIT RISK MITIGATION METHODS

Credit risk is managed also by acceptance of guarantees and collateral of types and in amounts according to the current regulations and the Bank’s internal rules and requirements. First Investment Bank requires collateral for credit risk exposures, including for contingent liabilities which bear credit risk. For reduction of the credit risk the Bank applies established techniques, procedures and rules, ensuring effective credit protection, including through the monitoring and control of residual risk. Secured protection is ensured by assets which are liquid enough and have relatively unchanging value in time. The Bank applies internal written rules regulating eligible collaterals by type and amount, in compliance with the regulatory requirements for their recognition, as well as the legal requirements for supporting documentation. For reduction of credit risk, First Investment Bank applies the financial collateral simple method under the requirements of Regulation (EU) No 575/2013.

In 2016, the rules and processes existing in the Bank with respect to the acceptance, evaluation and management of collaterals were developed and expanded. The basic methods for valuation of various types of assets were upgraded, including the relative weights used, in line with the internationally recognized valuation approaches and also with regard to the specifics of project financing.

## PROBLEM EXPOSURES AND IMPAIRMENT

First Investment Bank has internal rules and written procedures for managing problem credit exposures, which include all main actions related to management of problem loans, incl. analysis and



assessment of risk exposures, restructuring and recovering, enforced collection, sale and writing off of problem exposures. Fibank uses also a specialized system for integrated management of problem assets, which includes all stages for monitoring and recovery of receivables.

During the year the Bank continued to actively manage the credit risk in line with the risk strategy and external environment, with a view to on-time diagnostic and taking measures in accordance with the customers' capabilities and the Bank's policy on risk taking. Additional activities were undertaken for further enhancing the internal regulatory framework aiming more efficient process management, incl with regards to enforced collection, management, administration and restructuring of problem exposures, as well as acquiring and realization of collaterals through public sale.

With respect to impairment and provisioning of risk exposures, First Investment Bank applies written rules, which are structured based on the principles of individual and portfolio evaluation of risk exposures, depending on the classification and amount of exposure. For exposures reported as non-performing specific impairment is determined, calculated on the basis of individual cash flows for individually significant exposures, or on portfolio basis for the others. Regarding exposures reported as performing, the Bank applies impairment on a portfolio basis (taking into account potential losses), grouping exposures with similar credit risk characteristics.

In 2016, the Bank refined its processes related to impairment and provisioning of exposures by introducing additional quantifiers for determining significant financial difficulty of the debtor, setting new criteria for impaired credit exposures, and detailing the models, formulas and assumptions for collective provisioning by type of exposure.

## MARKET RISK

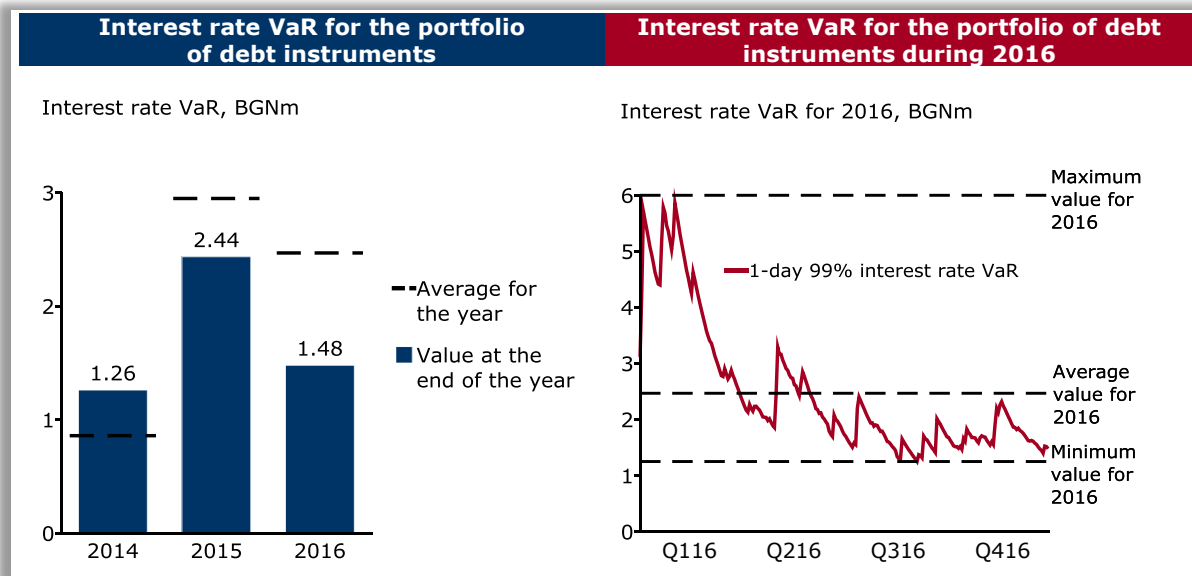
Market risk is the risk of losses due to changes in the price of financial instruments resulting from general risk factors inherent in the markets and not related to the specific characteristics of individual instruments, such as changes in interest rates, exchange rates and/or specific risk factors relating to the issuer.

The management of market risk is based on applying internal limits and written rules and procedures with respect to the processes and control environment. For the purpose of assessing and minimizing market risk the Bank applies internal models for assessment, which are based on the "Value at Risk" (VaR) concept, as in addition other duration analyses, calculation of stressed VaR, stress tests and scenarios are used.

## INTEREST RATE RISK

Interest rate risk is the current or potential risk of change in the income of the Bank as a result of adverse changes in interest rates. First Investment Bank is exposed to interest rate risk from the trading and the banking portfolios.

It is the policy of the Bank to maintain an insignificant trading portfolio in accordance with the criteria of Regulation (EU) № 575/2013. Therefore it does not calculate capital requirements for interest rate and pricing risk in this portfolio. For quantifying measurement of the interest rate and position risk in the trading portfolio, the Bank applies VaR analysis with 1-day horizon and 99% confidence level, which means that there is 1% probability for the trading portfolio to depreciate within 1-day interval more than its calculated VaR. The model is calculated and monitored on a daily basis by estimating the maximum loss that could occur over a specified horizon under normal market conditions, due to the adverse changes in the market rates, if the positions remained unchanged for the specified time interval.

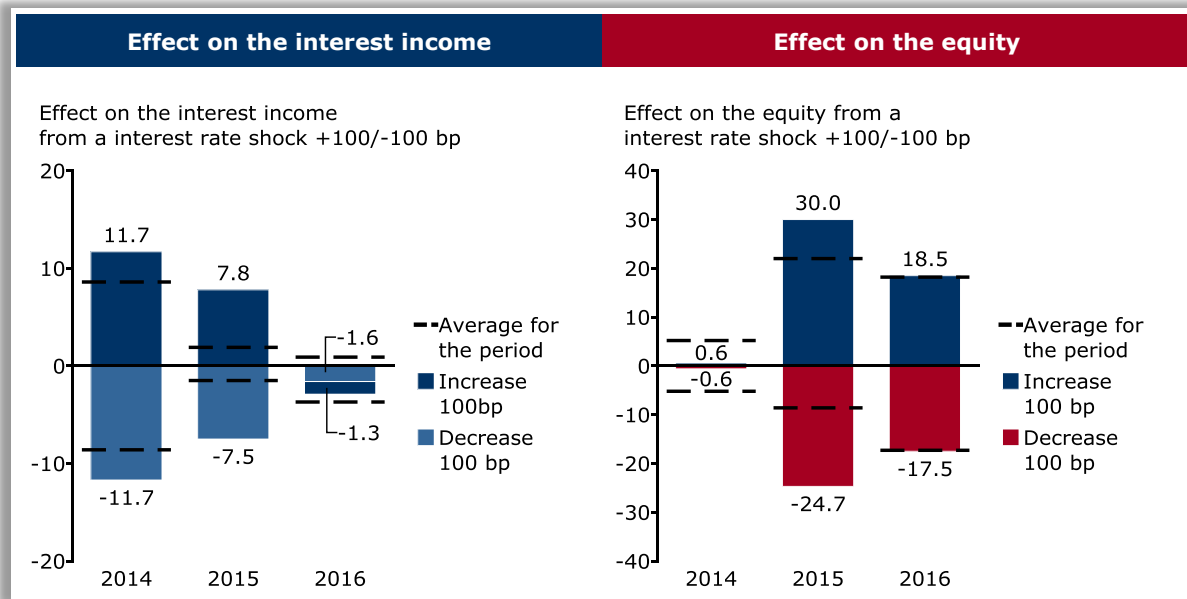


In compliance with the European Banking Authority guidelines, the Bank measures stressed value at risk (sVaR) of the debt securities portfolio, where model inputs are calibrated so as to reflect an extended period of significant stress at the international financial markets.

With regards to the interest rate risk in the banking book, First Investment Bank manages this type of risk through written rules, limits and procedures aimed at reducing the mismatch between interest rate sensitivity of assets and liabilities. Interest rate risk in the banking book is measured using models that assess the impact of interest rate scenarios on the economic value of the Bank and on the net interest income within a one-year horizon.

Evaluation of the impact on the economic value of the Bank is based on models of the duration of interest-bearing assets and liabilities. The evaluation of the impact on net interest income is based on a maturity table of interest-bearing assets and liabilities and the estimated change in interest rates by classes of instruments following a change in market interest rates.

As at 31 December 2016 the interest rate risk on the economic value of the Bank following a standardized shock of +100/-100 bp was BGN +18,5/-17,5 million, while on the net interest income one year forward was BGN -1,3/-1,6 million.



## CURRENCY RISK

Currency risk is the risk of loss resulting from an adverse change in exchange rates. Fibank's exposure to currency risk arising from positions in the banking and trading book is limited by the application of regulatory-required and internal limits. The Bank actively manages the amount of its overall open foreign exchange exposure, and seeks to maintain negligible levels of currency mismatches in its entire activity. In addition, First Investment Bank calculates, based on an internal VaR model, the maximum loss that could be incurred within 10 days at a confidence level of 99.0%.

The Bank is also exposed to currency risk as a result of proprietary trading transactions. The volume of such transactions is very limited and controlled through limits on open foreign currency positions, and stop-loss limits on open positions.

*For further information regarding market risk see note 3 "Risk management" of the Unconsolidated Financial Statements as at 31 December 2016.*

## LIQUIDITY RISK

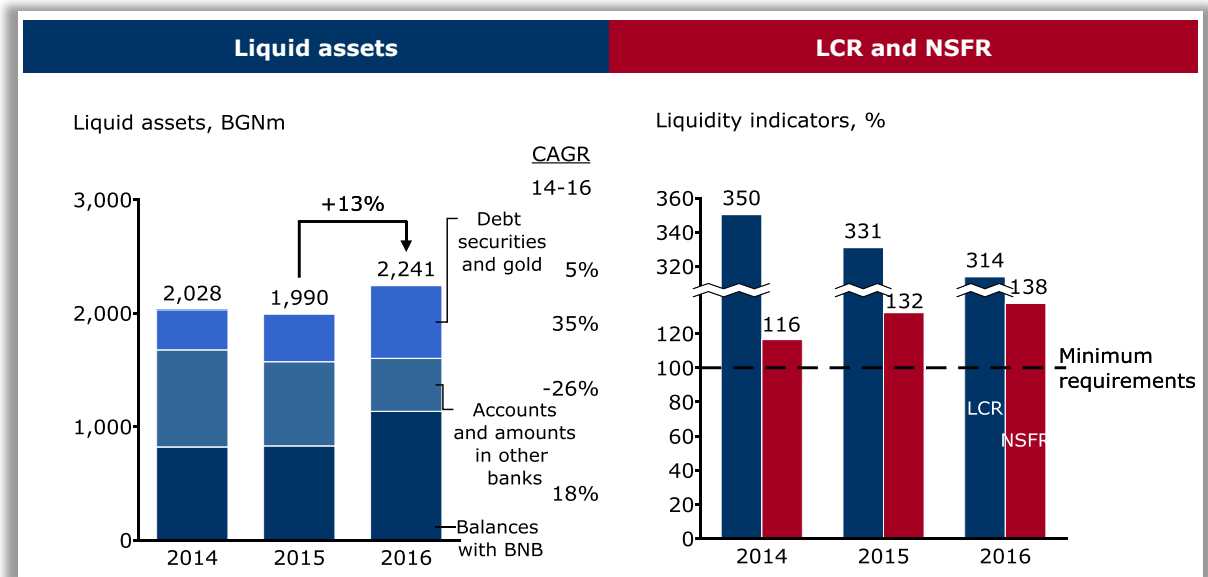
Liquidity risk originates from the funding of the banking business and in positions management. It includes the risk of failure to meet a payment when due, or failure to sell certain assets at a fair price and in the short term to meet an obligation.

First Investment Bank manages liquidity risk through an internal system for monitoring and daily liquidity management, maintenance of a sufficient amount of cash consistent with the maturity and currency structure of assets and liabilities, regular gap analysis of inflows and outflows, maintaining a low risk portfolio of assets to meet current liabilities, and operations on the interbank market.

In order to maintain a moderate risk profile, Fibank has established an adequate framework for liquidity risk management. The Bank's policy on liquidity management is designed so as to ensure meeting all obligations even under stress originating from the external environment or from the specifics of banking activity, as well as to maintain an adequate level and structure of liquid buffers and apply appropriate mechanisms for distribution of costs, profits and risks related to liquidity. The Bank applies a combination of methods, financial models and instruments for assessment and management of liquidity, including the requirements for reporting and monitoring of the liquidity

coverage ratio (LCR) and net stable funding ratio (NSFR) in compliance with Regulation (EU) No 575/2013 and the applicable delegated regulations of the European Commission. In order to reduce the liquidity risk, preventive measures have been taken aimed to extend the maturity of borrowings from customers, to encourage long-term relationships with clients and to increase customer satisfaction. In order to adequately manage liquidity risk, the Bank monitors cash flows on a daily basis.

In 2016 the Bank further developed and specified its policies for asset, liability and liquidity management in compliance with the applicable regulations and good practices in this sphere, incl. with respect to the criteria for classification of financial assets in the Bank portfolios, as well as for the treatment of embedded derivatives and the reporting in cases of hedging.



During the reporting year, Fibank continued to maintain an adequate amount of liquid assets, as at 31 December 2016 the ratio of liquid assets to total borrowings was 28.10% (2015: 25.36%). According to the regulatory requirements the Bank should maintain a buffer of liquid assets to ensure liquidity coverage of net liquidity outflows over a 30 calendar day stress period. At the end of the period, the liquidity coverage ratio (LCR) amounted to 313.88% on an unconsolidated basis. (2015: 330.97%).

First Investment Bank also calculates a net stable funding ratio (NSFR), which is an instrument introduced to ensure that long-term liabilities are adequately covered by stable financing tools both under normal circumstances and in stress conditions. At year-end, the net stable funding ratio amounted to 137.63% on an unconsolidated basis (2015: 132.23%).

## INTERNAL LIQUIDITY ADEQUACY ASSESSMENT PROCESS

In 2016, in accordance with the applicable requirements for banks in the country, First Investment Bank AD started preparing a regular report on the internal liquidity adequacy assessment process (ILAAP), aimed at performing a comprehensive internal assessment of the liquidity management and funding framework of the Bank in the context of its strategy and risk appetite in terms of liquidity.

The assessment takes into consideration the systems and processes existing in the Bank for management of risks related to liquidity and funding, including information on the daily management of liquidity risk and on the allocation of costs and benefits related to liquidity, which are determined based on a methodology for internal transfer prices (ITP) introduced in the Bank. The ILAAP also takes into account the funding strategy of the Bank, including the funding plans within a three-year

horizon, as well as the strategy on maintaining liquidity buffers and monitoring of encumbered assets.

The quantitative measurements of the readiness of the Bank to deal with a sudden and significant outflow of borrowings (liquidity crisis) are established through stress tests and scenario analyzes. For the purposes of ILAAP, First Investment Bank applies a combination of three stress scenarios: of idiosyncratic, market and combined shock, with a horizon of one week and one month, which take into account the stability of the deposit base and the sensitivity of the customers.

To ensure adequate capacity of the Bank to meet all its obligations and commitments, even in the context of a liquidity crisis, First Investment Bank has developed an action plan in case of a liquidity crisis which is an integral part of the overall system for liquidity management.

*For further information regarding liquidity risk see note 3 "Risk management" of the Unconsolidated Financial Statements as at 31 December 2016.*

## OPERATIONAL RISK

Operational risk is the risk of loss resulting from inadequate or failed processes, people or systems, or from external events. In order to mitigate the risks arising from operational events, First Investment Bank applies written policies, rules and procedures that are based on the requirements laid down in Bulgarian and EU legislation and good banking practices.

First Investment Bank maintains a system for registration, tracking and control of operational incidents and near-misses that complies with the effective regulatory requirements. Operational risk management at Fibank is based on the principles of not assuming unsound risk, strict compliance with the authority levels and applicable laws, and active management of operational risk. The Bank applies reliable methods for avoiding, transferring, and limiting the impact of operational risks, including through separation of functions and responsibilities, double control, approval levels, internal control, insurance contracts, information security.

With the aim for further developing and enhancing its processes for operational risk management key risk indicators are defined within the Bank, which are applied both at Bank level, and specifically for each business unit and process in the Bank. They are used for the purpose of effective signaling of changes that may be relevant to the active management of operational risk, as well as for implementing better monitoring and control of the risk tolerance and of the thresholds and limits on individual types of risk.

The Risk Analysis and Control department defines and categorizes operational events across event types and business lines inherent in banking, as well as the obligations and responsibilities of the Bank's employees in connection with their registration and reporting. The Operational Risk Committee regularly reviews and analyzes operating events and suggests to the Managing Board measures for prompt correction of their causes, as well as for strengthening the controls in the management of processes, activities, products and services at all levels of the Bank's system.

In order to assess the exposure and reduce operational risk, as well as to enhance and improve the control procedures, First Investment Bank conducts regular Risk Control Self Assessment (RCSA) in the form of questionnaires and analyzing of processes. Self assessment is an additional tool for evaluating the exposure of the Bank to operational risk and analyzing the effectiveness of existing controls for its mitigation.

## INFORMATION SECURITY

The Bank has internal rules and policies for information security and access to information systems that include the organizational framework, management and responsibilities of employees to guarantee data security, systems and the respective infrastructure.

A specialized “Information security” unit functions within the Bank under the supervision of the Chief Risk Officer, which coordinates the activities related to information security, defines the requirements towards controls and security of data, as well as organizes the execution of the Management Board’s decisions in this respect.

## BUSINESS CONTINUITY MANAGEMENT

In order to ensure effective management of the business continuity, First Investment Bank has established contingency and business continuity plans, as well as plans for the recovery of all its critical functions and resources, which are regularly tested.

The business continuity management ensures sustainability at all organizational levels within the Bank, as well as opportunity for effective actions and reactions in crisis situations. The organization of processes ensured within the Bank aims at protecting the interests of all stakeholders, its reputation, brand and the value-adding activities.

## RISK EXPOSURES

As at 31 December 2016 First Investment Bank applies the standardized approach for the calculation of the risk exposures for credit risk, in accordance with Regulation (EU) No 575/2013. Due to the limited volume of financial instruments in the trading book (bonds and other securities) capital requirements are calculated in accordance with the requirements of Regulation (EU) No 575/2013 as applied to the banking portfolio. The Bank applies the basic indicator approach for calculation of the capital requirement to cover the risk of operational losses

In BGN thousand/ % of total	2016	%	2015	%	2014	%
For credit risk	5,494,559	90.9	5,757,531	92.2	5,798,925	93.3
For market risk	5,625	0.1	6,300	0.1	6,902	0.1
For operational risk	542,063	9.0	479,863	7.7	408,206	6.6
<b>Total risk exposures</b>	<b>6,042,247</b>	<b>100</b>	<b>6,243,694</b>	<b>100</b>	<b>6,214,033</b>	<b>100</b>

In 2016 First Investment Bank continued its conservative approach in managing and assessing risks, incl with respect to credit risk, which formed 90.9% of the total risk exposures. During the year the Bank undertook activities, related to de-risking of exposures, which resulted in a decrease in the risk-weighted assets for credit risk by 4.6% (BGN 262,972 thousand) to BGN 5,494,559 thousand at the end of the period, and in the total risk exposures to BGN 6,042,247 thousand (2015: BGN 6,243,694 thousand).

Apart from Supervisory purposes, Fibank also calculates the economic capital that will ensure its solvency and business continuity in adverse market conditions. For that purpose, an internal capital adequacy analysis (ICAAP) is made.

## INTERNAL CAPITAL ADEQUACY ANALYSIS

First Investment Bank AD performs regular internal capital adequacy analysis (ICAAP), aiming at fully and precisely identification and assessment of the internal capital needs of the Bank in the content of its business strategy, risk profile and risk appetite. The assessment of the required economic capital of the Bank reflects the risk profile of its activity, as well as its risk appetite, as the main indicators of the quantitative evaluation methods used take into account unfavorable economic environment scenarios.

In 2016 the ICAAP report was further developed in compliance with the actual regulatory requirements, as well with the operating environment, incl. the results from the asset quality review and stress tests of the banking system, which were performed in Bulgaria during the year. The business model, as well as the internal governance system, incl. the internal audit, risk management and compliance functions are also taken into account and assessed in the analysis.

The internal system for assessing the required internal capital is based on VaR forecasting models for credit and market risk, stress tests for credit, liquidity, reputational, and interest rate risk in the banking book, using the Basic Indicator Approach and stress tests regarding operational risk, the Earnings-at-Risk approach for strategic risk, and on analytical tools and techniques that allow more detailed assessment of capital adequacy in accordance with the risk profile of the Bank and the current operating environment. For aggregating the various types of risks the Bank uses correlation matrix, which takes into account the connection between the separate risk categories, aiming at more realistic and more enhanced approach for measuring risk, the Bank is exposed to, at the same time in sufficiently conservative estimates.

### CREDIT RISK

For calculation of capital adequacy regarding the exposure to credit risk, First Investment Bank uses internal valuation models, except in particular cases, e.g. in exposure classes with negligible impact on the risk profile. For exposure classes of substantial importance, which constitute the main credit activity of Fibank, the economic capital is determined based on a single-factor portfolio credit-VaR model which determines the probable distribution of losses that may be incurred within one year horizon, at 96% confidence interval. To quantify the risk of occurrence of extraordinary, unlikely but possible events, stress scenarios are applied. The stress scenario results are compared with the capital requirements for credit risk, calculated according to the portfolio VaR model

As part of the overall assessment of the exposure to credit risk, for the purposes of ICAAP, First Investment Bank assesses the concentration risk, which is due to the uneven distribution of credit exposures by client, or by a group of related persons, from the perspective of its financial stability and ability to carry out its core business. For the quantitative evaluation of the needed economic capital for this risk, the Bank matches the results of the portfolio VaR model between the real and a hypothetical portfolio, in which the amount of exposures is one and the same at all customers at equally all other conditions.

### MARKET AND INTEREST RATE RISK

The Bank's exposure to market risk is limited and involves the assessment of capital adequacy in relation to position risk, foreign exchange risk, and commodity risk. For calculation of the economic capital for market risk, internal value-at-risk (VaR) models are used, with a time horizon of 1 year and a confidence level of 96%.

For the purposes of the internal analysis of capital adequacy, Fibank manages the interest rate risk in its banking book by managing the structure of investments, controlling the costs and terms of

financial liabilities, as well as controlling the interest rate structure of the loan portfolio and the other interest-bearing assets. The approaches of evaluating the effect of interest rates on the net interest income at a one-year horizon, and the effect on the economic value of the Bank are used. For calculating the sufficiency of the economic capital with respect to interest rate risk in the banking book the largest decrease in the economic value of the Bank is defined resulting in a parallel shift of the yield curves by up to  $\pm 200$  bps.

## **OPERATIONAL RISK**

With regard to operational risk, First Investment Bank applies the Basic Indicator Approach; for the purposes of ICAAP it is assumed that the economic capital is comparable to that for supervisory purposes. Furthermore, the Bank uses stress tests for extraordinary but probable events, incl. different scenarios based on their financial impact and probability of occurrence. The results from these are correlated with the regulatory capital for operational risk.

## **LIQUIDITY RISK**

To assess liquidity risk, the Bank differentiates the analysis in two directions regarding the risk of insolvency and the risk of providing liquidity. The risk of insolvency is managed and covered by maintaining an appropriate buffer of unencumbered, highly liquid assets, while the risk of providing liquidity is covered and mitigated by the economic capital. The Bank calculates economic capital for liquidity risk by assessing the amount of loss that would be incurred as a result of a liquidity crisis, taking into account the cost of repo transactions or liquidating assets to meet the cash outflow, as well as the expected increase in interest expense on borrowings.

## **OTHER RISKS**

For the purpose of ICAAP, the Bank assesses and other risks, incl. strategic risk and reputational risk. For quantification of the strategic risk, the Earnings-at-Risk approach is used, measuring the historical deviations between the budgeted and generated net profit of the Bank. The capital allocated for strategic risk is determined by applying a percentage of deviation corresponding to the accepted confidence level of 96% to the budgeted net profit for the next year.

The reputational risk reflects the risk that the Bank's reputation may differ negatively from the expected standard in terms of its expertise, integrity and reliability. Reputational risk may materialize mainly in loss of business, increased cost of funding, or liquidity crisis the effects of which are measured in the assessment of strategic risk and liquidity risk.



## DISTRIBUTION CHANNELS

### BRANCH NETWORK

The branch network is the main channel for distribution of the banking products and services of First Investment Bank. The Bank aims at maintaining an adequate balance between well-developed network of physical locations and provision of modern ways of remote banking, incl. in the context of the increasing role of the digital transformation for the banking business.

In 2016, the Bank continued to optimize its branch network, taking into account the market environment, the workload of the locations and the volumes of activity. During the year, eight offices were closed (one in Sofia and seven in the rest of the country) and three new offices were opened in the cities of Sliven, Kameno and Dolni Chiflik. As at 31 December 2016, the branch network of First Investment Bank comprised a total of 158 branches and offices on an unconsolidated basis (2015: 163), located in more than 60 cities in Bulgaria: 53 offices in Sofia, 104 branches and offices in the remaining part of the country, and one foreign branch in Nicosia, Cyprus.

The branches and offices of the Bank in the country offer a full range of banking products and services for both individuals and business customers. In an effort to more fully satisfy customer demand, much of the branch network operates with extended working hours, and there are also offices that provide customer service at weekends.

The branch of First Investment Bank in the city of Nicosia, Cyprus has operated in the Cyprus banking market since 1997, initially mainly in the area of corporate lending. Over the years, it has systematically and consistently worked in the direction of expanding its products and services. Currently, the branch offers standard credit and savings

products, payment services and electronic banking, with a strategic focus on SME customers and retail banking.

In addition to its well-developed branch network, Fibank also uses other distribution channels for its products and services: a wide network of ATM and POS terminals, remote access to information and services through its own contact center, direct sales, and e-banking

FULL SCOPE OF PRODUCTS AND SERVICES		
	RETAIL CLIENTS	BUSINESS CLIENTS
DEPOSIT AND SAVINGS PRODUCTS	✓	✓
PAYMENT SERVICES	✓	✓
PACKAGE PROGRAMS	✓	✓
DEBIT AND CREDIT CARDS	✓	✓
DINERS CLUB CARDS	✓	✓
MORTGAGE LOANS	✓	
CONSUMER LOANS	✓	
LOANS TO BUSINESS CUSTOMERS		✓
TRADE FINANCING		✓
PROJECT FINANCING		✓
FACTORING		✓
EUROPROGRAMS FINANCING		✓
E-BANKING	✓	✓
INVESTMENT SERVICES	✓	✓
INVESTMENT GOLD AND PRODUCTS OF PRECIOUS METALS	✓	✓

## CONTACT CENTRE – \*bank (\*2265), 0800 11 011

In 2016, Fibank's contact center continued to function as an effective channel for communication and active selling of target products and services.

In pursuance of its strategic focus on high standards of customer service, the Bank continued to work towards further development and diversification of the services offered through the contact center, in line with customer needs and new technologies. In this respect in 2016, a new opportunity is established for customers to apply for a consumer loan. Customers could turn to the contact center in order to apply for a credit or debit card, for a debit card overdraft, to receive accurate and timely information on products and services, on the tariff and interest rate terms of the Bank, on the location of branches and their working hours, as well as to obtain adequate and professional assistance in case of a question or a problem. Clients are also provided with the opportunity for real-time communication through the corporate website of the Bank.

During the year, over 25 different outbound campaigns were carried out through the contact center, including information campaigns and those associated with direct marketing of banking products and services, or supporting the collection of receivables from customers. Over 150 thousand outgoing calls were made, with nearly 75% of respondents reached.

## CORPORATE BLOG

The corporate blog of First Investment Bank has functioned for eight years now as an alternative channel of communication. It presents a diverse range of social and corporate initiatives of the institution, financial analyses and research related to the market of banking products and services in the country, news on various topics, and useful customer information. It assesses the use of products and services through open discussion and interactive inquiries, thereby allowing for testing customer satisfaction.

In 2016, the Bank continued to widen the information presented by the corporate blog, in line with the modern trends of online communication and carried out new initiatives, aimed at encouraging the good business ideas and successful practices. The Bank continued to present analyses and studies for tracking the tendencies in the various market segments. First Investment Bank maintains real-time communication with customers and stakeholders through all leading social networks: Facebook, Twitter, Google+, Youtube, Foursquare.

## SALES

First Investment Bank uses direct sales (on-site, at the client's premises) as an additional opportunity for distribution of products and services, including for comprehensive bank servicing of institutional and corporate clients.

In 2016, First Investment Bank continued to attract new corporate customers from different market segments using direct sales. This approach helps to attract new customers, build long-term relationships with existing ones, as well as receive direct feedback about the products and services of the Bank.

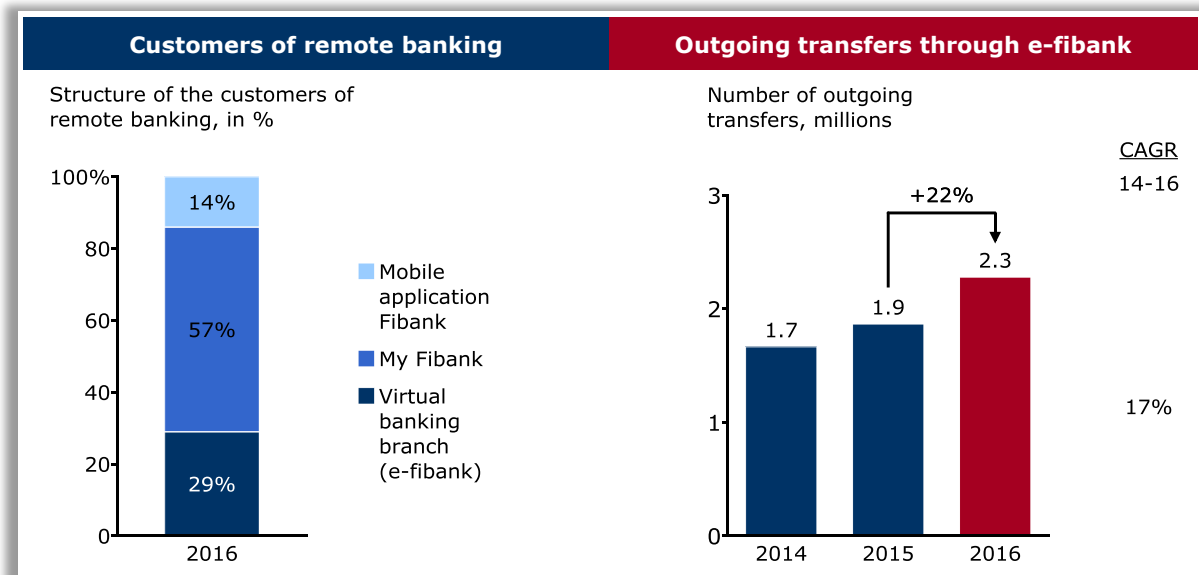
The Bank has considerable experience in the servicing of budget spending units, state and municipal enterprises.

## REMOTE BANKING

### ELECTRONIC BANKING (VIRTUAL BANKING BRANCH)

First Investment Bank has successfully offered electronic banking since 2001, being a pioneer in this area. It provides customers with a modern, fast, inexpensive and secure way to use a wide range of banking products and services. In 2016, First Investment Bank continued to develop its services related to electronic banking, as well as for introducing an integrated platform for internet banking, which is to unify the existing remote services with the aim for more efficient administration and providing greater convenience, flexibility and new functionalities for the customers.

An increase in the number of customers of the Virtual Banking Branch was observed during the period, which were 14% more compared to the previous year. The rise was assisted by the promotional campaigns conducted by the Bank – both general ones and others aimed at promoting specific packages of products and services of Fibank, incl. the new banking programs Digital Me и Digital Me+, aimed for individuals of ages between 18 and 30 years.



There was also an increase in transfers performed through e-fibank, reaching 55% of the number (2015: 50%) of all outgoing transfers performed by the Bank.

### MOBILE APPLICATION (Fibank)

In order to expand the possibilities for making mobile payments based on innovative approaches, in 2016 First Investment Bank continued to develop its Fibank mobile application in accordance with the modern trends and technologies.

During the year, Fibank was the first among banks in the country to launch an innovative electronic payment platform allowing customers to use their mobile devices (smart phones) supporting NFC technology for fast and secure payments at terminals with contactless function. In this connection, the Bank developed its own service: Digital Payments, which allows customers to manage their digital bank card through the mobile application on their phones and thus make digital payments. The successfully implemented project strengthened the position of First Investment Bank among the pioneers in the development cloud-based contactless payments, and the introduction of new and innovative solutions and services.

In addition, a number of updates of mobile application were carried out during the year in order to improve the quality of remote services. New features were added, including the option to perform one-off or automated utility payments. The mobile application now allows Fibank customers to perform active banking operations (for individuals), including transfers in local and foreign currency, as well as passive banking operations (for individuals and legal entities), including information about balances and transactions on bank accounts and/or payment cards (account statements and/or other reporting information). Through the application, information can also be obtained on the Bank's branches and ATMs, including the ones nearest to the current location of the mobile device, the Bank's exchange rates, current news and promotions.

In 2016, as a result of the new and innovative projects and campaigns to promote mobile payments, a 132% growth was reported in the number of customers using the Fibank mobile application compared to a year earlier.

### **My Fibank**

First Investment Bank has successfully offered its customers electronic banking services through My Fibank for more than seven years. During 2016, the Bank further developed the existing functionalities, as well as updated the design of the system towards integration into a uniform channel for development of the digital services and inclusion of intuitively menus and comfort navigation.

My Fibank provides customers with electronic statements from their current and deposit accounts and credit cards, and enables them to make payments of utility bills, tax payments and other obligations from their accounts or cards with Fibank. They are provided with information about the sent and received interbank transfers in foreign currency, as well as the option for registration with 3D Card Security which aims at increasing the security of payments over the Internet.

In 2017 the Bank will continue to develop the remote banking services, incl. through integrated management and with the aim at enhancing and upgrading the new functionalities and initiatives for attracting new customers, as well as starting a uniform channel for electronic banking My Fibank.

## INFORMATION TECHNOLOGY

In 2016, First Investment Bank strengthened its position as one of the most technologically advanced and innovative institutions on the Bulgarian banking market. For Fibank, IT development and maintaining a modern infrastructural, information and technological environment has always been among the strategic priorities. Over the years, the Bank has made systematic and targeted investments in technology, consistent with the latest trends in banking, in order to be able to offer innovative added value products and new multifunctional solutions to customers.

It is the aim of the Bank to provide first class service, high level of security when executing banking transactions, as well as to maintain reliable databases, networks and systems in order to ensure continuity of service and of the key processes in the Bank. In this regard, Fibank has developed a centralized and integrated IT infrastructure, built upon the underlying principles of risk management, including the principle of dual control which is applied in everyday banking business. The core banking information system, FlexCube, includes both modules for retail, corporate and investment banking, and the integrated documentary information system Workflow, which is used for processing and approval of loan applications, acceptance and registration of currency transfers, and authorization of other payment transactions.

First Investment Bank continually strives to develop its information infrastructure and systems in order to further increase the level of system security, optimize the business processes, and increase productivity. In 2016, the Bank launched a project to migrate the core banking information system to a new and higher version for the purpose of improvement of processes and system performance, adding new functionalities, and ensuring faster and easier parameterization of products and services.

During the year, the technical development and implementation was completed of projects aimed at upgrading or introducing new and innovative services and functionalities: a platform for electronic payments via mobile devices supporting NFC technology by using digital bank cards; new features in the Fibank mobile application and the My Fibank e-service platform; new interface for online consumer loan applications; technical implementation of the new credit and savings products launched during the year, of banking programs and packages, as well as of other projects related to introduction of new regulations.

In April 2016, in the context of the increasing importance of digitization in the field of banking, Fibank presented at the Webit festival, held in Sofia Tech Park, the latest technological trends and innovations in financial services and their importance for public life in the country, including the innovative digital payment cards and cloud-based services developed by the Bank.

In connection with the development of payment systems and the regulations governing this area, technical support was provided during the period for realization of activities related to the submission of information to the Register of bank accounts

and safe deposit boxes, the automatic exchange of financial information for tax purposes, as well as the new services in the field of payments.



In fulfillment of its mission for 2017, First Investment Bank plans to provide customers with new opportunities for electronic banking, to implement high-tech solutions providing enabling customers to do their banking from anywhere in the world and at any time, as well as to continue its efforts to be among the most innovative and customer-oriented institutions in the country.

## CORPORATE GOVERNANCE

### CORPORATE GOVERNANCE FRAMEWORK

For First Investment Bank AD good corporate governance is a key element for ensuring long-term and sustainable development, and successful business model. The corporate policy of the Bank is based on professional and transparent governance in accordance with the internationally recognized standards and principles of good corporate governance, taking into account the changes in the regulatory and economic environment as well as the increased capacity and importance of First Investment Bank in the financial market of the country.

The corporate governance of First Investment Bank is a system of policies, rules, procedures and practices by which the Bank is managed and controlled, with clearly defined functions, rights and responsibilities at all levels: General Meeting of Shareholders, Supervisory Board and committees to it, Managing Board and committees and councils to it, Internal Audit, and structures at the headquarters, branches and offices. First Investment Bank has a two-tier governance system consisting of a Supervisory Board and Managing Board.

### CORPORATE GOVERNANCE CODE

First Investment Bank AD functions in accordance with adopted by the Managing Board and approved by the Supervisory Board, Corporate Governance Code. It outlines and structures the main components, functions and responsibilities constituting the system of corporate governance of First Investment Bank. In addition to the requirements of applicable law in the Republic of Bulgaria, the Code is structured by applying the principles of the Basel Committee on Banking supervision, the guidelines of the European Banking Authority (EBA), as well as the applicable standards of the Organization for Economic Cooperation and Development (OECD) in this field, and the National Corporate Governance Code.

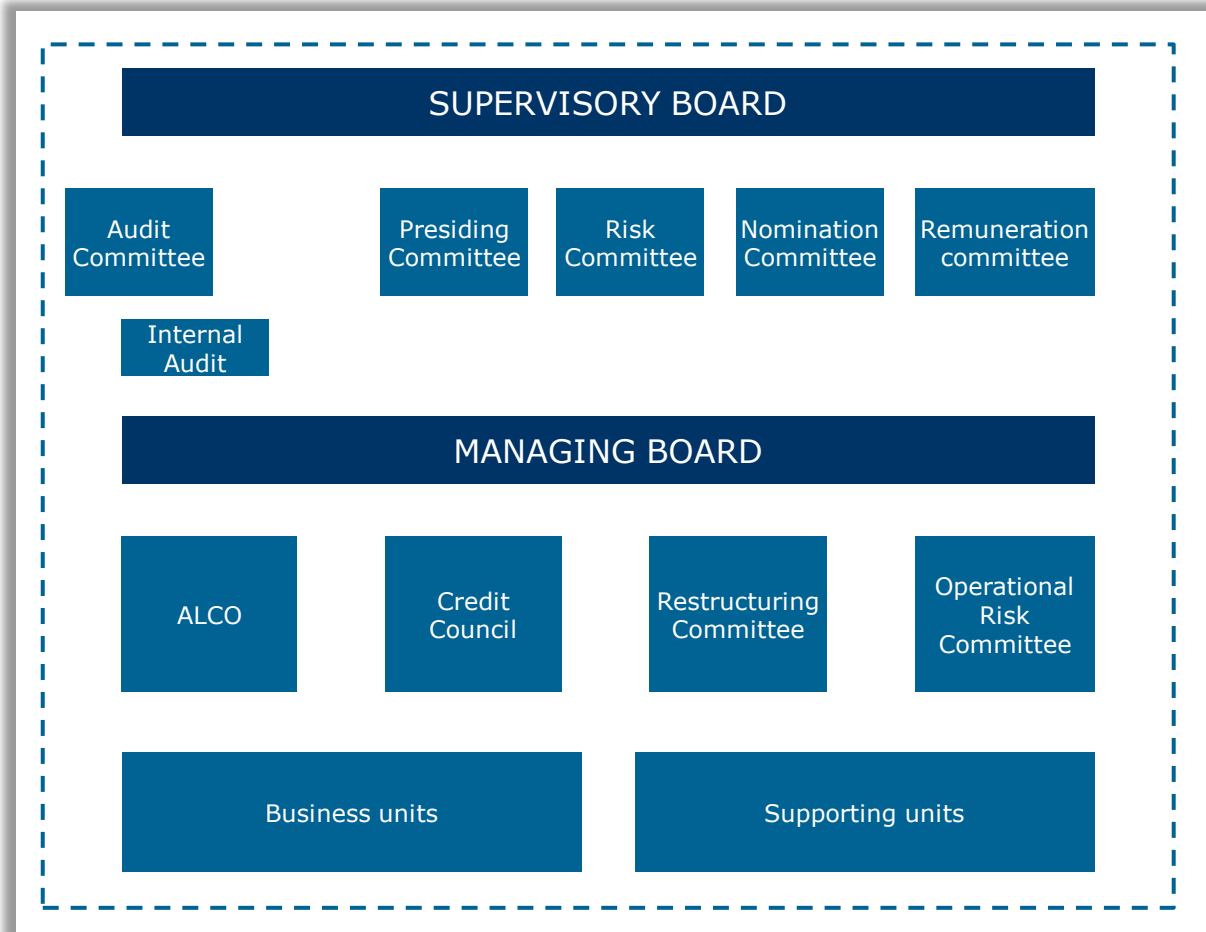
The Code sets out the basic principles and requirements for maintaining and improving the organization and methods of governance at the Bank, aimed at:

- ◆ honest and responsible governance based on adding value;
- ◆ effective practices of management oversight and control;
- ◆ executive management and senior staff acting in the best interest of the Bank and towards increasing the value of shareholders' equity;
- ◆ timely information disclosure and transparency;
- ◆ effective system of risk management and control based on the principle of three lines of defense.

In addition to the Corporate Governance Code, First Investment Bank applies a Disclosure Policy, as both documents are publicly available at the corporate website of the Bank (<http://www.fibank.bg/bg/korporativno-upravlennie/page/3589>). In 2016, the requirements for disclosure of regulated information and information under the financial calendar of the Bank for 2016 were met. Pursuant to the National Code of corporate governance, the Bank annually discloses to the public, along with its annual report and financial statements, a corporate governance assessment scorecard.

For the purpose of establishing the professional and ethical standards required and applicable to the Bank as a business company, work environment and a credit institution, Fibank has a Code of Conduct that determines the basic principles, ethical norms and corporate values which underlie the policies and business plans, rules, procedures and daily operational activities of the Bank.

## MANAGEMENT STRUCTURE





## SUPERVISORY BOARD

### STRUCTURE AND COMPETENCES

In 2016 there were no changes in the composition of the Supervisory Board of First Investment Bank.

<b>Evgeni Krastev Lukanov</b>	Chairman of the Supervisory Board
<b>Maya Lubenova Georgieva</b>	Deputy Chair of the Supervisory Board
<b>Georgi Dimitrov Mutafchiev</b>	Member of the Supervisory Board
<b>Radka Vesselinova Mineva</b>	Member of the Supervisory Board
<b>Jordan Velichkov Skortchev</b>	Member of the Supervisory Board
<b>Jyrki Ilmari Koskelo</b>	Member of the Supervisory Board

The business address of all Supervisory Board members is 37, Dragan Tsankov Blvd., 1797 Sofia.

The Supervisory Board consists of six individuals elected by the General Meeting of Shareholders with a mandate of up to 5 years, who have adequate knowledge and professional experience, including high financial competencies, in accordance with the current fit and proper requirements, as well as with the activities carried out by the Bank and the main risks to which it is, or might be exposed. Each member of the Supervisory Board has the experience, knowledge, qualifications, and teamwork skills necessary for the effective discharge of his or her obligations, and for guaranteeing the ability of the Supervisory Board as a collective body to ensure the implementation of the long-term objectives of the Bank

### DIVERSITY POLICY AND INDEPENDENCE

First Investment Bank aims at implementing a policy for ensuring diversity in the composition of its governing bodies, including various aspects such as work experience, educational qualifications, gender, age.

First Investment Bank maintains a matrix with data on the professional knowledge and skills (Composition Matrix) of the Supervisory Board members for the purpose of support and better identification of the needs for further improvement and development of their professional competencies, and ensuring an effective process of succession in the SB composition. As at 31 December 2016, 33% of the Supervisory Board members were women, which exceeded the recommended levels according to the good corporate governance standards. *For further information regarding the professional experience and competences of the Supervisory Board members see section „[Other information](#)“.*

The composition of the Supervisory Board is structured so as to ensure conscientious, professional and independent fulfillment of the obligations of its members. One half of the Supervisory Board members are independent which exceeds the requirements of national legislation. In addition, they meet independence requirements which are more stringent than those specified by law. The Bank has developed Terms of reference (ToR) for SB members, consistent with the applicable regulations and international standards, incl. IFC recommendations, as well as ToR for an independent from SB member participating in the Audit Committee which contain additional criteria for independence pursuant to the regulatory requirements in Bulgaria.

## EQUITY SHARE

As at 31 December 2016 the members of the Supervisory Board held a total of 377,106 shares of Fibank and none of them owned more than 1% of the issued share capital.

Number of shares / % of issued share capital	2016	%
Evgeni Krastev Lukanov	337,139	0.31
Maya Lubenova Georgieva	11,388	0.01
Georgi Dimitrov Mutafchiev	9,454	0.01
Radka Vesselinova Mineva	0	0
Jordan Velichkov Skortchev	19,125	0.02
Jyrki Ilmari Koskelo	0	0
<b>Total</b>	<b>377,106</b>	<b>0.34</b>

## FUNCTIONS AND RESPONSIBILITIES

The Supervisory Board of First Investment Bank supervises and, where necessary, advises the Managing Board and monitors the overall activities of the Bank. It adopts and oversees the implementation of the strategic objectives, the corporate governance framework, and the corporate culture of the Bank. When exercising supervision over the Managing Board, the Supervisory Board takes into account the achievement of objectives, the strategy and risks in the activity of the Bank, as well as the structure and operation of the internal systems for risk management and control.

The Supervisory Board ensures supervision on the risk management framework, incl. risk appetite, internal governance and control system of all types of risks by requiring high risk culture among employees. It carries out its activity effectively exchanging information with the Managing Board subject to specifics, and by implementation of high ethical standards and the corporate values of business conduct sets the tone for high corporate culture and business ethics: "Tone of the Top".

The meetings of the Supervisory Board are scheduled in advance based on annual activity plan. In 2016 the Supervisory Board addressed issues of its competence at 18 meetings.

The activity of the Supervisory Board is supported organizationally by a Secretary. Except for organizing the meetings of the Supervisory Board and the minutes, the secretary has the responsibility to follow the application of the procedures, as well as to ensure the information to be provided and exchanged between the members of the Supervisory Board, members of the committees and the Managing Board.

## ASSESSMENT OF THE ACTIVITY

Once a year, the Supervisory Board performs assessment of the effectiveness of its own activities as a collective body and individually, assessment of the governance practices and procedures, as well as of the functioning of the Managing Board and the committees to the Supervisory Board. Such assessment of the activity in 2016 was performed under the guidance of the Chairman of the Supervisory Board at a meeting at the end of the year.

## COMMITTEES

The Supervisory Board is supported in its activity by a Presiding Committee, a Risk Committee, a Remuneration Committee, and a Nomination Committee which function according to written competencies, rights and responsibilities.

The **Presiding Committee** is responsible for overseeing the activities of the Managing Board on important strategic decisions, including the issue of new shares, bonds, hybrid instruments, the adoption of programs and budgets relating to the activity of the Bank, as well as the line responsibilities of the members of the Managing Board. Chair of the Presiding Committee is Ms. Maya Georgieva. In the course of its activity, the Presiding Committee held 7 meetings in 2016.

The **Risk Committee** assists the supervision over the risk management activities of the Managing Board, as well as the broad strategic and tactical supervision of the risk management function in the Bank. The Committee advises the Supervisory Board in relation to the overall current and future strategy regarding compliance with risk policy and risk limits, the Bank's risk propensity, and the control of its implementation by senior management. Chair of the Risk Committee is Mr. Evgeni Lukanov. During the reporting period, the Risk Committee addressed issues of its competence at 17 meetings.

The **Remuneration Committee** assists the Supervisory Board in the implementation of the Remuneration policy of the Bank and its subsequent amendments, as well as in any other matters concerning remuneration, in accordance with the regulatory requirements and best practices in the area. Chair of the Remuneration Committee is Mr. Jordan Skortchev. The Remuneration Committee has held 2 meetings in 2016.

The **Nomination Committee** assists the Supervisory Board in assessing the suitability of candidates, or active members of the Managing Board and other senior management staff of the Bank, as well as regarding compliance with applicable regulations in the selection of candidates for senior management. Chair of the Selection Committee is Mr. Georgi Mutafchiev. During the year, the Nomination Committee addressed issues of its competence at 2 meetings.

As a company of public interest and according to the Law on the Independent Financial Audit, the Bank has a functioning **Audit Committee** which is responsible for supervising the financial reporting and the independent financial audit, as well as for the effectiveness of the systems for internal control and risk management in the Bank. The Committee also makes a recommendation in the selection of a registered external auditor to perform the independent financial audit of the Bank and monitors its independence in accordance with the legal requirements and the Code of Ethics for Professional Accountants. Chair of the Audit Committee is Ms. Radina Beneva, a member of the committee who is independent from the Supervisory Board. In 2016, 8 meetings of the Audit Committee were held, including regular meetings with the Chief Financial Officer, the Director of Internal Audit, as well as with representatives of the independent external auditor of the Bank.

## MANAGING BOARD

### STRUCTURE AND COMPETENCES

In 2016 the composition of the Managing Board of First Investment Bank AD remained unchanged, as follows:

<b>Vassil Christov Christov</b>	Chief Executive Officer (CEO), Chairman of the Managing Board
<b>Dimitar Kostov Kostov</b>	Chief Risk Officer (CRO), Member of the Managing Board and Executive Director
<b>Svetoslav Stoyanov Moldovansky</b>	Chief Operating Officer (COO), Member of the Managing Board and Executive Director
<b>Maya Ivanova Oyfalosh</b>	Chief Corporate Banking Officer (CCBO), Member of the Managing Board and Executive Director
<b>Nadia Vasileva Koshinska</b>	Chief Retail Banking Officer (CRBO) and Member of the Managing Board
<b>Jivko Ivanov Todorov</b>	Chief Financial Officer (CFO) and Member of the Managing Board

The business address of all Managing Board members is 37, Dragan Tsankov Blvd., 1797 Sofia.

The Managing Board consists of six members elected by the Supervisory Board on the recommendation of the Nomination Committee, in accordance with the requirements of applicable law, the Statute of the Bank, and the Policy of First Investment Bank for selection of senior management personnel. The Management Board members are elected for period of up to 5 years and can be re-elected for next mandates without limitation.

The members of the Managing Board are established professionals with proven leadership qualities and capacity to translate these knowledge and experience into well-argued solutions that can be applied to the practices in the Bank, aiming for achieving the objectives and the development strategy.

As at 31 December 2016 in accordance with the policy for ensuring diversity in the structure of the management bodies, 33% of the members of the Managing Board were women. *For further information regarding the professional experience and competences of the members of the Managing Board see section „[Other information](#)“.*

The composition of the Managing Board is structured so as to ensure effective management of operations, subject to the generally accepted principles of managerial and professional competence and clear separation of duties and responsibilities. The Bank is represented together with each two of the executive members of the Board (executive directors).

The Managing Board of First Investment Bank holds meetings every week, as the meeting agenda is prepared in advance. For the meetings of the Managing Board minutes are prepared, which are signed by all members that were present at the meeting.

The activity of the Managing Board is supported organizationally by a Secretary, who is employed on a full-time basis and possesses the necessary qualifications and skills to ensure that the governing

bodies follow internal rules and external regulations, as well as facilitates the communication between them.

## EQUITY SHARE

As at 31 December 2016 the members of the Managing Board held a total of 24,260 shares of Fibank and none of them owned more than 1% of the issued share capital.

Number of shares / % of issued share capital	2016	%
Vassil Christov Christov	21,676	0.02
Dimitar Kostov Kostov	0	0
Svetoslav Stoyanov Moldovansky	0	0
Maya Ivanova Oyfalosh	2,350	0.00
Nadia Vasileva Koshinska	234	0.00
Jivko Ivanov Todorov	0	0
<b>Total</b>	<b>24,260</b>	<b>0.02</b>

## FUNCTIONS AND RESPONSIBILITIES

The Managing Board of First Investment Bank is the body which manages the Bank independently and responsibly, in accordance with the established mission, objectives and strategies. The Managing Board operates under rules of procedure approved by the Supervisory Board. Its main functions are to manage and represent the Bank by resolving all matters affecting the Bank within its scope of activities, except those of the exclusive competence of the General Meeting of Shareholders or the Supervisory Board according to the law and the Statute of the Bank. The Managing Board organizes the implementation of decisions of the General Meeting of Shareholders and the Supervisory Board, and performs any other functions assigned to it by those bodies or the law. According to the statutes and internal regulations, certain decisions of the Managing Board are subject to approval by the Supervisory Board, while others require coordination with a committee to the SB.

In accordance with the principles of good corporate governance, an open dialogue is maintained between the Supervisory Board and the Managing Board of First Investment Bank. Besides the regular reports on implementation of objectives and activities, joint meetings are also conducted. The Managing Board immediately notifies the Chairman of the Supervisory Board or his deputy of any circumstances that are of material importance to the Bank and provides timely information regarding implementation of the business strategy, risk appetite, achievement of objectives, risk limits or rules relating to regulatory compliance, the system of internal control, or the compliance of the Bank's activity with the regulatory requirements and the external environment.

## COMMITTEES AND COUNCILS TO THE MANAGING BOARD

The activity of the Managing Board is supported by a Credit Council, Assets, Liabilities and Liquidity management Council (ALCO), Restructuring Committee, Operational risk Committee, which function according to written structure, scope of activities and functions – for more information see section „[Risk management](#)“.

## GENERAL MEETING OF SHAREHOLDERS

The General Meeting of Shareholders of First Investment Bank is the most senior management body, allowing shareholders to decide on fundamental issues concerning the existence and activities of the Bank. In particular, the General Meeting of Shareholders decides on amendments and supplements to the Statute of the Bank, on increasing or reducing the capital, as well as on transformation or dissolution of the Bank. The General Meeting of Shareholders has powers to appoint or dismiss members of the Supervisory Board and the Head of the Internal Audit of the Bank, decide on the distribution of profit, on the issuance of bonds, as well as on any other matters under the Statute of the Bank and the applicable law.

In May 2016, an annual General Meeting of Shareholders was held, with represented 87.46% of the share capital and voting rights, at which a decision was taken that the entire net profit of the Bank for 2015 shall be capitalized, and no dividends shall be paid or other deductions made from the profit for 2016. BDO Bulgaria OOD was selected as the specialized audit firm to perform an independent financial audit of the annual financial statements of the Bank for 2016. The company was selected after preliminary approval by the Bulgarian National Bank and recommendation by the Audit Committee of the Bank.

The General Meeting adopted also changes in the Statute of First Investment Bank, refining certain texts on the mandate, functions and powers of the control and management bodies of the Bank.

With the amendments, within 5 years as from 16.06.2016, the Management Board, subject to approval by the Supervisory Board, was empowered to decide on the issuance of debt instruments, including subordinated term debt and debt/equity (hybrid) instruments, up to the aggregate amount of BGN 2 billion or its equivalence in another currency.

## CONTROL ENVIRONMENT AND PROCESSES

The Bank has established and constantly improves a reliable and comprehensive internal control framework which includes control functions with the necessary powers and rights of access, enabling independent performance of duties by the structural and auxiliary units exercising monitoring and control.

The risk management processes, procedures and requirements are structured according to the "three lines of defense" principle, which include the business units, risk management and compliance functions, as well as internal audit. The control functions are independent of the operational business units which they monitor and control, and are also organizationally independent of one another as they perform different functions. *For more information on risk management and compliance functions see section „[Risk management](#)“.*

First Investment Bank applies written policies and rules regarding the disclosure of conflicts of interest, and organization of the processes in the Bank is established in such a way as to avoid the possibility of conflict of interest.

## INTERNAL AUDIT

The internal audit function established in First Investment Bank has broad powers, independence, resource availability and access to the competent management and supervisory bodies. It contributes to the effective management of the Bank, giving reasonable assurance that legal regulations, rules and procedures are strictly adhered to, and appropriate and timely corrective actions are taken, thereby helping to reduce the risk of losses and to achieve the business objectives of the Bank.

The internal audit carries out periodic inspections to ensure the achievement of goals and objectives, the economical and efficient use of resources, adequate control of various risks, protection of assets, reliability and integrity of the financial and management information, compliance of the activity with current legislation and the existing policies, plans, internal rules and procedures.

The 2016 General Meeting of Shareholders of First Investment Bank decided to re-elect Ms. Ralitsa Bogoeva as Director of Internal Audit of the Bank, and approved the 2015 annual report of the Internal Audit which informs shareholders about the main results of the control activities of internal auditors, the measures taken, and their implementation.

## EXTERNAL AUDITOR

The annual financial statements of First Investment Bank are audited by an external auditor in accordance with the Independent Financial Audit Act and the applicable legislation. In order to ensure transparency and to disclose the results of the Bank to all stakeholders, the audited financial statements are published in Bulgarian and English on its corporate website at [www.fibank.bg](http://www.fibank.bg).

The external auditor is elected by the General Meeting of Shareholders on a proposal by the Supervisory Board and following a recommendation by the Audit Committee of the Bank. The external auditor is an audit firm independent from the Bank, and its choice is also agreed in advance with the Bulgarian National Bank.

In its capacity of a company of public interest in accordance with the Law on the Independent Financial Audit, an Audit Committee functions within the Bank. *For further information on its functions and responsibilities see section „[Supervisory Board](#)“.*

## PROTECTION OF SHAREHOLDERS' RIGHTS

The corporate governance of First Investment Bank protects the rights of shareholders, depositors and other customers of the Bank, treating all shareholders of the Bank equally, including minority and foreign shareholders. The governing bodies of First Investment Bank provide shareholders and investors with regular and timely disclosure of information about major corporate events related to the operation and condition of the Bank, ensuring informed exercising of shareholders' rights, and informed investment decision-making by investors.

## CONVENING OF GMS AND INFORMATION

The convening of the General Meeting of Shareholders is made by written notice to shareholders in accordance with the Statute of the Bank in order to encourage their participation in the General Meeting, and in such a way as not to impede the voting or make it unnecessarily expensive. The Bank provides shareholders with timely and adequate information for decision-making, taking into account the scope of competence of the General Meeting. The invitation, together with the written materials related to the agenda of the General Meeting, are announced in the Commercial Register to the Registry Agency, submitted to the Financial Supervision Commission, and made available to the public through [www.x3news.com](http://www.x3news.com) at least 30 days before holding the General Meeting. They are also published on the website of the Bank in Bulgarian and English from the time of the announcement until the conclusion of the General Meeting. Upon request, the materials are provided to each shareholder free of charge.

In cases where the Bank employees are also its shareholders, the same requirements regarding voting rights that are currently applicable to the other shareholders are applied.

## MAIN TRANSFER RIGHTS AND RESTRICTIONS

All shares issued by First Investment Bank AD are ordinary, dematerialized, registered, and each share entitles its holder to one vote at the General Meeting of shareholders, and to a dividend and liquidation share in proportion with its nominal value. The Bank may not issue shares with different nominal values.

The Bank's shares are freely transferable, subject to the requirements of applicable law. Under the regulatory framework, natural or legal persons, or persons acting in concert, may not, without prior approval of the BNB, acquire directly or indirectly shares or voting rights in the Bank if, as a result of such acquisition, their holding becomes qualifying, or if such holding reaches or exceeds the thresholds of 20, 33 or 50 percent of the shares or voting rights, or when the Bank becomes a subsidiary.

No restriction on the rights of individual shareholders holding shares of the same class is allowed, and there are no shareholders of First Investment Bank with special voting rights. Also, the Bank has no knowledge of agreements between shareholders that could lead to restrictions on the transfer of shares, or voting rights.

First Investment Bank maintains a special section on the rights of shareholders on its corporate website at <http://www.fibank.bg/bg/prava-na-aktsionerite/page/3598>.

## MINORITY SHAREHOLDERS AND INSTITUTIONAL INVESTORS

In accordance with good corporate governance practices, the Bank develops initiatives to further engage minority shareholders and institutional investors.

In an effort to maintain an open line of communication with shareholders and investors, First Investment Bank maintains an Investors Club, by registering in which all stakeholders can receive e-mail notifications of any investor information disclosed by the Bank to the public.

In this direction, aiming at further upgrading and development, in 2016 the Bank started a new initiative for organizing and holding regular meetings with minority shareholders, with a view to furthering transparency and creating an opportunity for open dialogue and feedback between them and the senior management of the Bank, as well as their opportunity to contribute and work actively for the successful development of First Investment Bank AD.

For fulfilling this, during the year 4 meetings with minority shareholders of the Bank were held, respectively on 01.02.2016, 22.06.2016, 25.08.2016 and 11.11.2016. At all meetings on behalf of Fibank's senior management were present the Chief Executive Officer (CEO), the Chief Risk Officer (CRO) and the Chief Financial Officer (CFO), who presented the minority shareholders with the current financial results and business development of the Bank, as well as discussions on important to them topics and questions. In accordance with good corporate governance practices, aiming at equal treatment of respondents, the notice for the regular meetings with minority shareholders, as well as the results from their holding, are publicly disclosed through [www.x3news.com](http://www.x3news.com), as well as on the Bank's website.

## INFORMATION DISCLOSURE

Transparency and timely disclosure of information is a key principle in corporate governance. First Investment Bank maintains a system of disclosure in accordance with current regulations, which is aimed at providing timely, accurate and understandable information about significant events, allows for objective and informed decisions, ensures equal access to information and prevents abuse of insider information.



First Investment Bank has Disclosure policy adopted by the Managing Board and approved by the Supervisory Board that outlines the framework for provision of information to stakeholders, shareholders and investors in accordance with modern practices of good corporate governance and provides an opportunity for making objective and informed decisions and assessments. In disclosing information, the Bank is guided by the principles of accuracy, accessibility, equality, timeliness, integrity and regularity.

In its capacity as a public company, Fibank discloses to the public (through [www.x3news.com](http://www.x3news.com)) periodic information, including independently audited annual financial reports, as well as interim financial and activity reports.

First Investment Bank prepares this Annual Report in Bulgarian and English, subject to examination by an independent auditor, which contains detailed information on the development and competitive position of the Bank and its financial results, implementation of objectives and review of business by type of activity, as well as information on the management structure, corporate governance framework and risk management.

The Bank also immediately discloses ad hoc information on important events related to its activity. Information is also published on the website of Fibank: [www.fibank.bg](http://www.fibank.bg), Investors section.

First Investment Bank maintains a corporate website, including an English-language version, with established content and scope of the information disclosed therein. It provides information about the products and services of the Bank, as well as essential trading and corporate information about the Bank, including on shareholder structure, management and supervisory bodies and their committees, financial reporting and activity reports, as well as the other information required under the regulatory requirements and the National Corporate Governance Code. A special, easily accessible Investors section is maintained on the website, featuring detailed and updated corporate governance information, stock information, financial information, news for investors, general meetings of shareholders, etc.

The scope of information disclosed by First Investment Bank exceeds the requirements of national legislation. In addition, Fibank publishes information on the Bank in the form of presentations and interviews with senior management, press releases, journals (e.g. Fibank News), discloses detailed information on products and services of the Bank, the applicable terms and conditions and the Tariff and any amendments thereto, as well as non-financial information on events and initiatives conducted as part of its corporate social responsibility policy.

## INVESTOR RELATIONS DIRECTOR

With a view to establish an effective relation between First Investment Bank and its shareholders and persons that have interest in investing in financial instruments issued by the Bank, an Investor Relation Director is appointed within First Investment Bank.

**Vassilka Momchilova Stamatova**

Investor Relations Director

The Investor Relations Director of First Investment Bank has the necessary qualification and professional experience for performing its obligations and responsibilities. The director is responsible for the timely disclosure of all needed reports, notifications and information the Bank is supposed to disclose to the Financial Supervision Commission, the Bulgarian Stock Exchange, the Central Depository and the public, as well as to keep a register of all sent materials.

In execution of the applicable regulatory requirements, in May 2016 the Investor Relations director of the Bank reported her activity during 2015 at the Annual General Shareholders' Meeting and her report was adopted by the shareholders unanimously.

The business address of the Investor Relations Director is 37, Dragan Tsankov Blvd., 1797 Sofia, tel. +359 2 / 81 71 430, email: vasilka.stamatova@fibank.bg

## STAKEHOLDERS

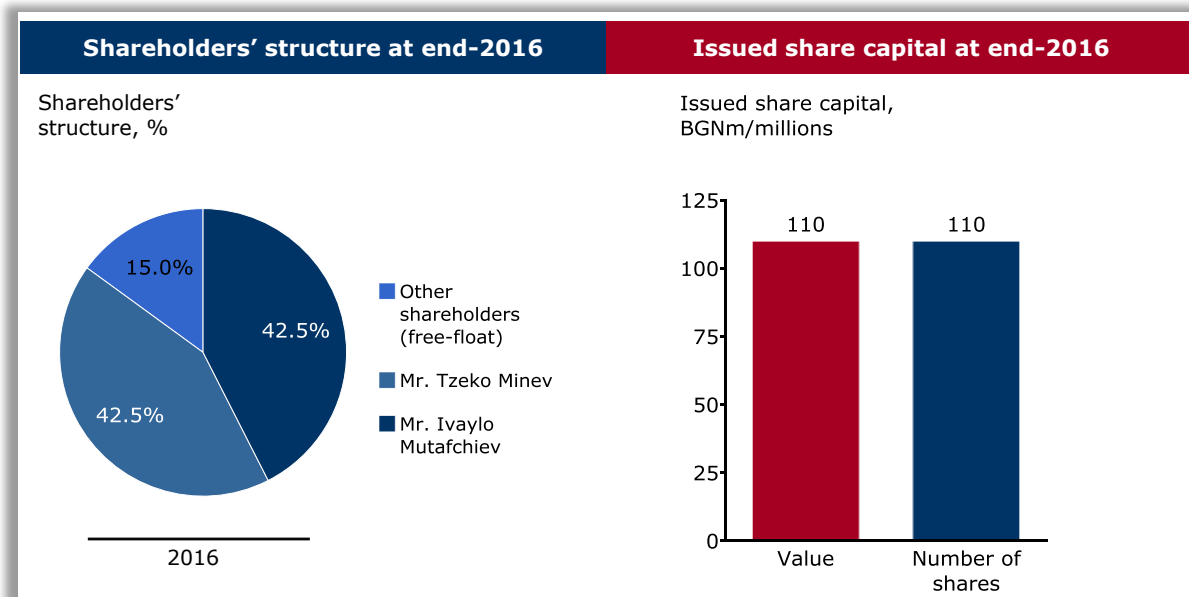
First Investment Bank applies a policy of providing information to stakeholders about its activity. Those include persons who are not shareholders but are interested in the economic development of the company, such as creditors, bondholders, customers, employees, the general public, and others.

Periodically, in accordance with the legal requirements and best practices, First Investment Bank discloses information of a non-financial nature, including on the social responsibility of the Bank and its participation in the social life of the country. The Bank supports socially significant projects and initiatives, provides sponsorship and develops donation programs directed primarily towards disadvantaged people, talented children, supporting Bulgarian sport, culture and education. *For more information, see section „Social Responsibility“.*

For eight years now, First Investment Bank has maintained and developed a corporate blog which functions as a channel of communication aimed at open dialogue in accessible language with customers, partners and other stakeholders

## SHAREHOLDERS' STRUCTURE

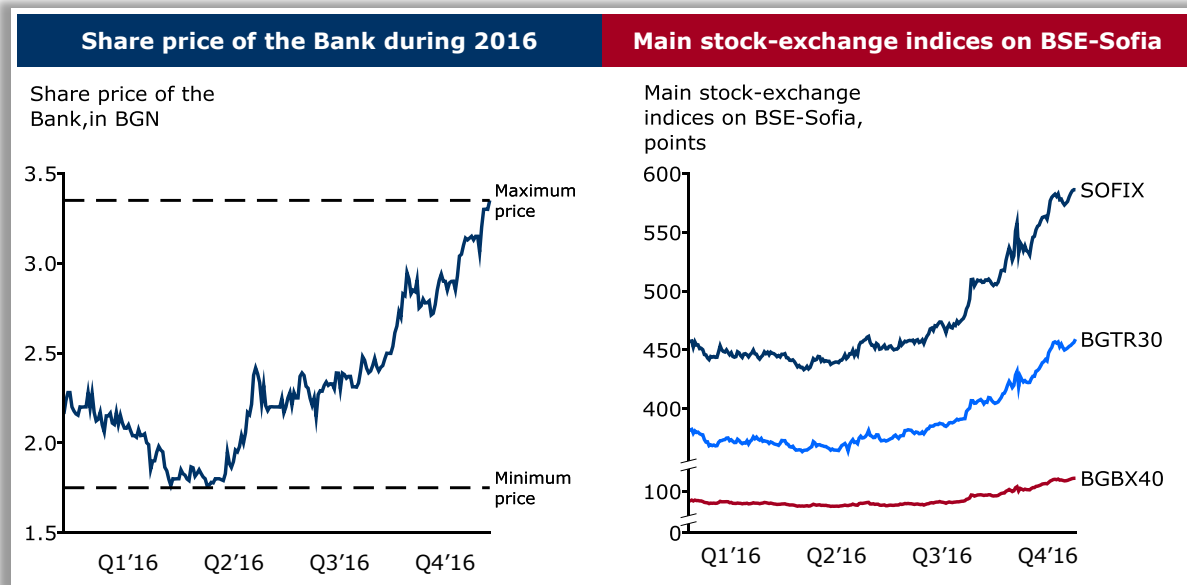
As at 31 December 2016 the major shareholders of First Investment Bank were Mr. Tzeko Minev (42.5%) and Mr. Ivaylo Mutafchiev (42.5%). The remaining 15% of the Bank's issued share capital (BGN 16.5 million) was owned by other shareholders, holding shares subject to free trade on the Bulgarian Stock Exchange – Sofia (free-float). The total number of shareholders exceeded 3,000 which include both individuals and legal entities, incl. institutional investors.



During the reporting period First Investment Bank did not acquire or transfer own shares, and at the end of the reporting period the Bank did not have own shares.

## SHARE PRICE AND MARKET CAPITALISATION

In 2016, the share price of the Bank fluctuated in the range between BGN 1.76 to BGN 3.35. The last price of the shares of First Investment Bank for the reporting period was BGN 3,350 (2015: BGN 2,161) and the market capitalization of the Bank, calculated on this basis amounted to BGN 368,500 thousand. (2015: BGN 237,710 thousand). A total of 2,118 transactions were concluded with the shares of the Bank on the regulated market BSE, amounting to a turnover of BGN 7,570 thousand, compared to 1666 transactions and BGN 4,439 thousand turnover a year earlier.



As at 31 December 2016, the shares of the Bank were traded on the Main Market BSE, Premium Equities Segment of the Bulgarian Stock Exchange and were included in three stock exchange indices – SOFIX, BGBX40 and BGTR30, which bring together the largest, most traded and most liquid companies on the stock exchange in Bulgaria.

## HUMAN CAPITAL

In 2016 First Investment Bank continued to successfully develop its activities related to development and management of human capital. During the year, initiatives and projects were implemented along the key priorities of the Bank aimed at active support of the business, and increasing the motivation, involvement, and satisfaction of employees.

During the period the Bank launched several long-term, large-scale projects focused on distinguishing and promoting the team and individual potential of employees, and on developing internal communication:

❖ **A Master's program jointly developed and implemented with the Higher School of Insurance and Finance (HSIF):** a project aimed at integration of business and education, which enables employees of the Bank to increase their qualification, giving them potential for development and successful career. Besides the academic professors from HSIF, directors and managers of key departments in the Bank are also involved as trainers in the program;

❖ **Design and implementation of an Employee Satisfaction survey:** a survey of all employees of the Bank to assess their attitudes regarding key satisfaction factors of the organizational and motivational environment. Based on the results of the survey, measures were planned for development of the internal communication and providing support to the Bank's managers in building productive relationships of trust, team spirit, and interaction between the various departments;

❖ **Realization of the Recognition Program "Together we can do more":** a project aimed at motivating and encouraging employees to higher achievements by giving recognition and respect to their personal contribution and inspiring performance, as well as distinguishing and promoting job behaviors that are important for the success of the Bank. Under the program, employees and customers have the opportunity to nominate staff members for awards, as well as to determine winners in different categories by their vote.



First Investment Bank continued to invest in activities aimed at optimization and development of key personnel management processes, including in change and optimization of the processes of selection, remuneration, as well as in introducing a system for electronic management of leaves. Since the beginning of the year, a process has been under way for planned development of front office remuneration, based on the experience of employees with the Bank and on assessment of their individual contribution and job performance. A benefits package for employees was introduced regarding products and services of the Bank, in line with the management's vision and long-term priorities for consistent investment in employees' involvement and satisfaction.

In 2016, Fibank provided an active and dynamic training process for its employees. Using the e-learning platform introduced in 2015, over 2,000 employees received training on topics related to the internal and information security, as well as to the introduction of new processes, rules, products and services. Several major training initiatives were successfully implemented:

- ❖ Training on "**Sales through effective interaction with the customer**" for more than 130 employees from Sofia and the country involved in lending to individuals;
- ❖ Socio-psychological training "**Emotional intelligence when interacting with customers in the process of service and sales**" for over 500 front office staff: an innovative training project emphasizing on the development of attitudes and skills of employees for customer-oriented communication, empathic approach to interaction, and creating an emotionally comfortable environment according to customers' expectations and needs.

The training program was developed by Human Capital Management Department of the Bank, in partnership with a leading external consulting firm specializing in the provision of consultancy services in the field of human resource development.

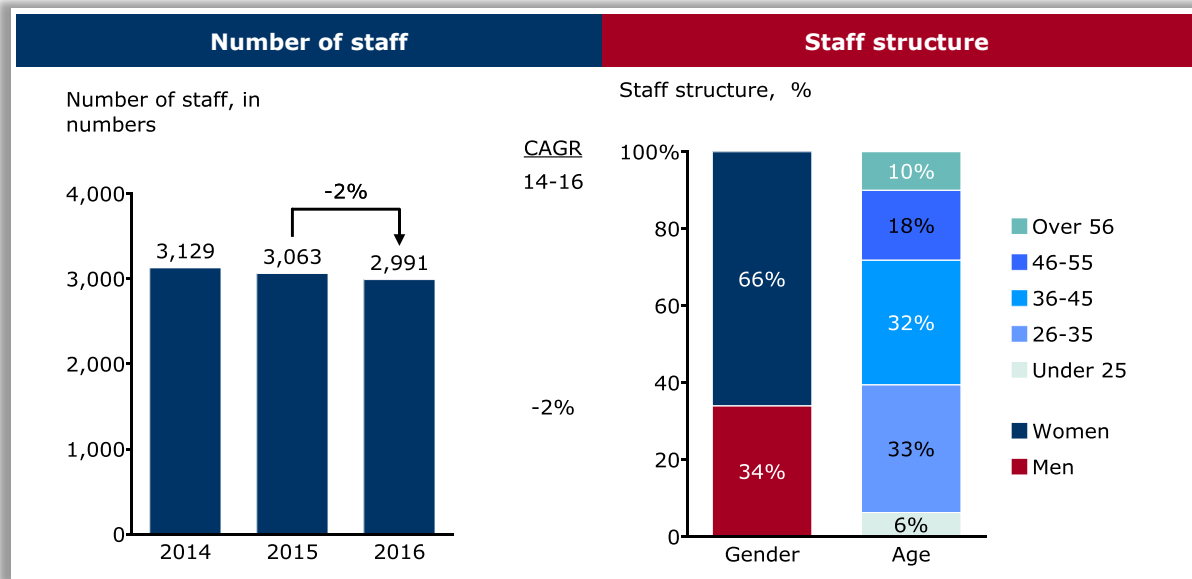
The design of the program mainly focuses on interactivity and diversity in the approaches of presenting information, practical role plays, active involvement of employees in discussions, and sharing of successful experience.

To create real working situations, popular Bulgarian actors participated in the project in the role of customers, and video materials of the results were presented.

The training projects realized are proof of the aspiration of Fibank to be a leader in customer service, and its willingness to support and motivate employees using innovative and practically oriented models and methods of training and development. In 2016, a total of 3,518 employees participated in various forms of training, or 116% of the number of staff (some passed more than 1 training).

As at 31.12.2016, the personnel of First Investment Bank on an unconsolidated basis totaled 2,991 employees, compared to 3,063 a year earlier. 40% of the staff were under 35, and 72% - under 45 years of age. In line with the general trends 66% of the staff were women.





In 2017 First Investment Bank will continue its targeted and consistent work in the human capital management field, the key priorities remaining providing support to the business towards achieving the planned annual goals and objectives, ensuring high added value, and strengthening the position of the Bank as a good and preferred employer.

## REMUNERATION POLICY

The remuneration principles in the Bank are structured so as to contribute to prudent corporate governance and risk management. First Investment Bank applies a Remuneration policy pursuant to the regulatory requirements, which is consistent with the business strategy, objectives and long-term interests of the Bank, promotes sound and effective risk management, and does not encourage risk-taking in excess of the risk tolerance of the Bank.

The main objective of the policy is attracting and retaining qualified personnel, motivating them to achieve high performance at a moderate level of risk and in accordance with the long-term interests of the Bank and its shareholders. It is based on principles of transparency, prevention of conflicts of interest and equal treatment of all employees, accountability, objectivity, sound risk management.

The policy sets out the general principles in forming remunerations. There are fixed and variable remunerations, the purpose of the Bank being to adhere to an optimal ratio between both, with a sufficiently high proportion of fixed remuneration so that, depending on the category of staff, greater flexibility of the variable part can be ensured, including the possibility of non-payment thereof. In determining the remuneration, not only the financial results are taken into account, but also the ethical norms and corporate values underlying the Code of Conduct of the Bank, as well as sound and effective risk management.

With regard to some categories of staff (identified staff), including senior management, employees with control functions and those whose activities are related to risk-taking, it is the policy of the Bank to limit the amount of variable remuneration to that of the fixed one, except for cases where the General Meeting of Shareholders has taken a decision on a higher amount, but in any case not greater than double the amount of the fixed remuneration. The policy includes specific requirements with regard to the structure of the variable remuneration, as well as a mechanism for deferment in line with the effective legislation and specifics of the environment.

A Remuneration Committee functions at First Investment Bank, its role being to assist the Supervisory Board in its work on monitoring the implementation of the Remuneration policy, taking into account the risk impact and the long-term interests of shareholders, investors and other stakeholders. *For more information regarding its functions and responsibilities see section „[Supervisory Board](#)“.*

The remuneration of key management staff of the Bank for 2016 amounted to BGN 7,397 thousand.

## **POLICY FOR NOMINATION OF SENIOR MANAGEMENT**

First Investment Bank applies a Policy for the selection of senior management staff which complies with the regulatory requirements arising from the implementation of the CRR/CDR IV package in Bulgarian legislation, and in particular the requirements of the Law on Credit Institutions and Ordinance No. 20 of the BNB.

The Policy sets out the basic requirements, principles, guidelines and criteria for selection and assessing the suitability of members of the bodies of First Investment Bank who have management and supervisory functions, including the senior management staff of the Bank. The Policy structures the activity of selection and assessment of senior management, as well as identifies the essential requirements and criteria, so that they to a maximum extent meet the high standards applied by the Bank with a view to making an adequate contribution to the realization of its objectives and strategy.

## SOCIAL RESPONSIBILITY

In 2016 First Investment Bank fulfilled its social responsibility program supporting a number of socially significant projects and initiatives, actively participating in the public life of the country, and promoting the Bulgarian education, culture and sport.

As the largest bank with Bulgarian capital, Fibank continued its efforts in contributing to the preservation and development of Bulgarian traditions and education, with an emphasis on increasing the financial culture and literacy among young people. During the year, it provided assistance for the repair of a study hall in the Faculty of Economics of the Sofia University St. Kliment Ohridski, and supported the AISEC student organization in its initiative YouthSpeak Forum, Sofia 2016.

Fibank provided scholarships for talented Bulgarian youths from the Sofia Mathematics High School in connection with their excellent performance at the International Olympiad in Mathematics, Physics and Informatics in Kazakhstan, and launched a long-term initiative of training courses for students from the high school in the areas of business, management, presentation skills, and real banking environment practice. In April 2016 Fibank provided financial



assistance for holding the National Olympiad in Informatics in the town of Haskovo, and for the second consecutive year supported Sofia's First English Language School in sending delegates to the International session of the Model European Parliament in the city of Budapest.

In pursuance of its policy to support significant cultural projects, Fibank continued its cooperation with the Union of Actors in Bulgaria aimed at ensuring decent retirement for deserving Bulgarian actors and supporting talented students in the field of theatrical art. In this connection, during the year First Investment Bank created the charity calendar "Actors with good hearts" featuring artistic photographs of prominent Bulgarian actors, winners of the prestigious Icarus award. The Bank undertook to double the funds collected from this charity initiative.

To contribute to the development of initiatives in the field of music, in 2016 Fibank supported the music reality show "The Big Rock Break", aimed at promoting the future professional development of young musical talents. For yet another year, the organization of the international jazz festival in the town of Bansko was also sponsored.

In 2016, First Investment Bank jointly with the National Centre for Transfusion Haematology (NCTH) and the National Television launched a campaign for free and voluntary blood donation. The campaign aimed not only to support the NCTH activity, but also to promote the act of voluntary blood donation which is vital to saving thousands of people. The initiative was supported by a number of celebrities, and many of the Bank's employees participated in the blood donation.



During the year Fibank continued to support the development of sports in the country as a socially responsible cause. In May 2016, on the occasion of the farewell match of Hristo Stoichkov "50 years Number 8", First Investment Bank and the football legend organized a charity auction in support of the Bulgarian sports federation for children deprived of parental care. The auction collected a total of BGN 25,700, which was donated for support of the children and development of sports in the country.



As partner of the Bulgarian Rhythmic Gymnastics Federation and general sponsor of the Bulgarian Olympic Committee, the Bulgarian Tennis Federation and the Bulgarian Ski Federation, First Investment Bank continued to support Bulgarian athletes at events on the local and international scene. During the year, Fibank awarded the Olympic vice-champion in the high jump Mirela Demireva and the Bulgarian rhythmic gymnastics team for their achievements and the medals won at the Olympic Games in Rio de Janeiro, Brazil. Also awarded were the talented Bulgarian tennis player Tsvetana Pironkova for her good ranking at the Roland Garros tennis tournament, and the snowboarder Radoslav Yankov for his success in the snowboard parallel disciplines at the 2015/2016 World Cup season.

During the reporting period, First Investment Bank launched for the fifth consecutive year the competition Best Bulgarian Firm of the Year, aimed at supporting Bulgarian companies and creating increased confidence among them, as well as at drawing attention to positive and successful business examples in the country.

## BUSINESS REVIEW

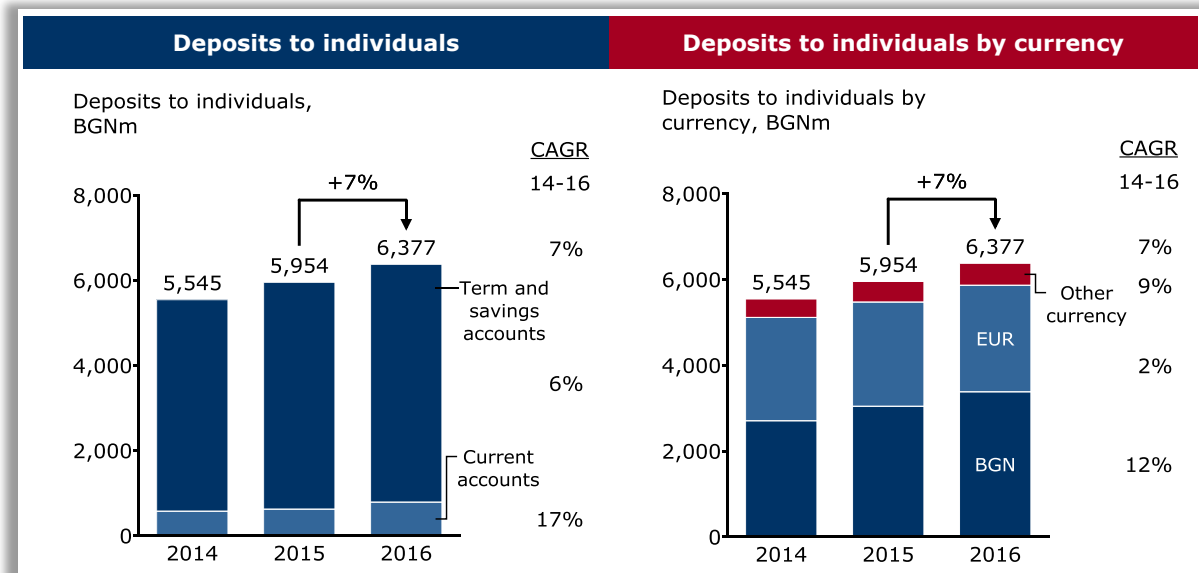
### RETAIL BANKING

#### DEPOSITS

In 2016 the attracted funds from individuals grew more compared to the average for the banking system or by 7.1%, reaching BGN 6,376,583 thousand (2015: BGN 5,953,693 thousand). The increase was a result mainly of the growth in term and saving accounts, which reached BGN 5,588,165 thousand at the end of the period (2015: BGN 5,329,861 thousand) or 4,8% (BGN 258,304 thousand) more than the previous year. They kept their structure-determined share in attracted funds from individuals at 87.6% (2015: 89.5%).

The Policy of the Bank is directed towards building a stable deposit base by offering various and flexible deposit products, adapted to the market conditions and clients' needs, while maintaining high standards of customer service.

In 2016 Fibank continued to optimize the conditions of deposit products, as developed new ones, aiming upmost satisfaction of clients' demand and offering competitive conditions in accordance with the market environment. During the year started the offering of a new deposit product „Forex Plus“, with an option for receiving an extra bonus, related to the exchange rate of the US dollar, as well as new deposit „Champion 4-4-2“ with increasing interest and a term of 10 months, structured into two periods consisting of four months each and one two-month period. In April 2016, a “New deposit from Fibank” was developed with maturity of 3 and 6 months and a minimum required account balance on the deposit in the amount of BGN 500.



Current accounts at the end of 2016 also increased, as they reached BGN 788,418 thousand compared to BGN 623,832 thousand for the previous year. During the year new package services and programs were developed, including new youth bank programs „Digital Me“ and „Digital Me+“, targeting individuals between the age of 18 and 30. Fibank offers a wide range of accounts with current character, including IQ current account, as well as specialized accounts, in conformity with the specific needs of certain clients such as condominium accounts, notary accounts, insurance brokers and agents.

In terms of attracted funds from individuals First Investment Bank was placed third among banks in the country (2015: third). As at the end of 2016 the market share of the Bank increased to 13.51% on an unconsolidated basis (2015: 13.41%).

## LOANS

Loan portfolio of individuals was in the amount of BGN 1,412,784 thousand, as it stayed close to the previous year levels (2015: 1,457,689 thousand). It included consumer and mortgage loans, credit cards, as well as other programs and secured financing.

In BGNth / % of total	2016	%	2015	%	2014	%
Consumer loans	491,101	34.8	470,914	32.3	405,545	31.8
Mortgage loans	547,690	38.8	594,114	40.8	635,559	49.8
Credit cards	243,425	17.2	251,517	17.3	234,508	18.4
Other programs and secured financing	130,568	9.2	141,144	9.6	-	-
<b>Total retail loans</b>	<b>1,412,784</b>	<b>100</b>	<b>1,457,689</b>	<b>100</b>	<b>1,275,612</b>	<b>100</b>

### CONSUMER LOANS

Consumer loans increased by 4.3% to BGN 491,101 thousand (2015: BGN 470,914 thousand), contributors being the competitive terms offered by the Bank, the easy loan application procedure and the development of new products and programs, including seasonal offerings, in line with customer needs and market necessities.

During the year, the product range was supplemented by a new loan for gasification of households, developed under the Desiree Gas project of the Ministry of Energy aimed at accelerating household gasification in Bulgaria. A new lending program was developed for students and postgraduates using state financial support, featuring loans for covering of tuition fees and living expenses provided under the Law for lending to students and postgraduates. Borrowers under the program are exempt from fees related to the loan product (including for processing, disbursement, early repayment, renegotiation), as well as to the cash transactions and use of the loan bank account.

At the end of 2016 First Investment Bank enabled fully online applications for consumer loans on its website at [www.credit.fibank.bg](http://www.credit.fibank.bg). The process is integrated into the automated Workflow system of the Bank and, upon approval, applicants can choose a banking office of their convenience to sign the documents required under the Bank's internal regulations and the applicable legislation.

First Investment Bank's market share in this segment increased to 8.78% (2015: 8.52%) at the end of the year, as Fibank kept its market position – sixth place (2015: sixth) in terms of consumer loans among banks in the country on an unconsolidated basis.

### CREDIT CARDS

The utilized limits on credit cards were in the amount of BGN 243,425 thousand at the end of the period (2015: BGN 251,517 thousand). Fibank develops various and innovative card products and services, including thematic campaigns to promote and attract new customers, which were organized in implementation of the Bank's consistent and long-term policy for stimulating these non-cash payments. The relative share of loans utilized through credit cards in the total loan portfolio to individuals amounted to 17.2% (2015: 17.3%).

## MORTGAGE LOANS

As at the end of December 2016, mortgage loans amounted to BGN 547,690 thousand compared to BGN 594,114 thousand a year earlier. Mortgage loans retained their structure-determined share in the portfolio of loans to individuals at 38.8% at the end of the period (2015: 40.8%).

As at 31 December 2016 the market share of the Bank in this segment was 6.28% (2015: 6.79%), as Fibank was placed sixth among banks in the country on an unconsolidated basis (2015: fifth).

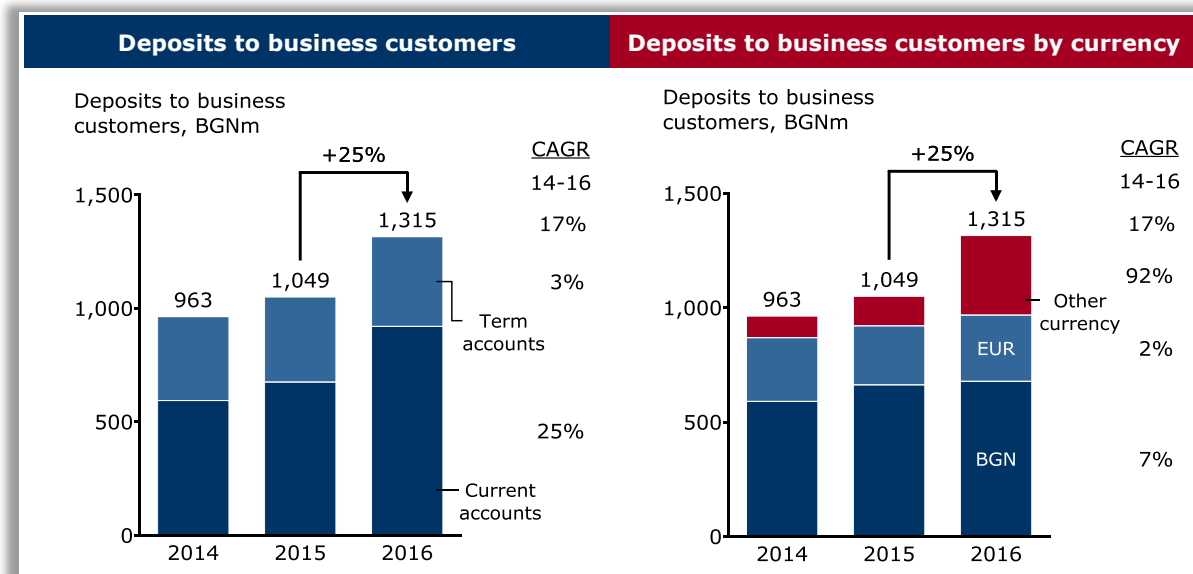
Throughout the year in implementation of its strategy for development of retail banking segment, Fibank continued to offer mortgage loans under competitive conditions, as well as to enlarge its product variety through new credit products, including credit for purchase of real estate in a building which construction was being financed through a business loan by the Bank.

## CORPORATE BANKING

### DEPOSITS

Attracted funds from corporates and institutions in 2016 grew at a larger pace compared to the average for the banking system, amounting to BGN 1,314,673 thousand (2015: BGN 1,049,187 thousand). The increase in volume reflected growth in both the current accounts and the fixed-term accounts.

Current accounts increased to BGN 920,115 thousand at the end of 2016 compared to BGN 674,928 thousand a year earlier, forming 70.0% of the attracted funds from corporates and institutions (2015: 64.3%).



In 2016 Fibank updated the terms on the combined packages of bank products and services for business clients – “Fibank Business”, “Fibank Business Class”, “Fibank Business Class +” and “Fibank Business Class Premium”, aiming to be in line with the market environment and to secure maximum satisfaction of customer needs. These give opportunity for optimizing the expenses and the procedures for using different types of bank services.

Term accounts amounted to BGN 394,558 thousand compared to BGN 374,259 thousand at the end of previous year and formed 30.0% of attracted funds from corporate and public institutions (2015: 35.7%).

35.7%). The growth continued to be influenced by the cautious policies of companies in terms of costs, as well as by newly attracted business clients of the Bank during the year.

As at 31 December 2016 funds attracted by the thirty biggest non-banking clients represented 6.07% of the total amount due to other customers (2015: 3.75%).

## LOANS

### *CORPORATE LENDING*

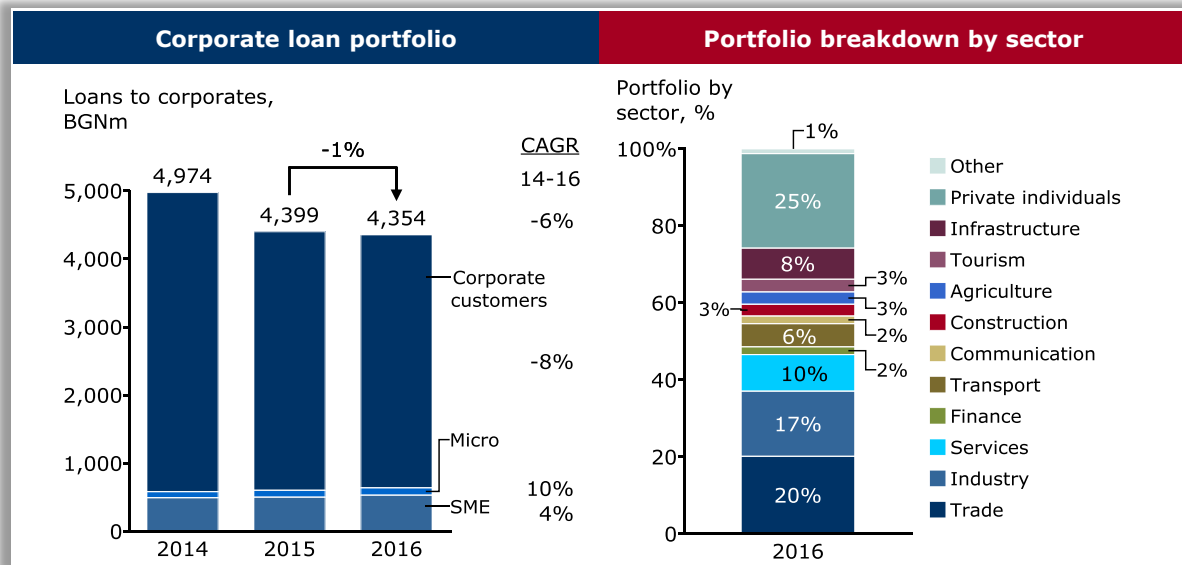
The portfolio of loans to corporates amounted to BGN 4,353,821 thousand at the end of 2016 compared to BGN 4,399,043 thousand a year earlier. The segment of the corporate customers decreased its share in the corporate portfolio to 85.3% at the end of the year (2015: 86.3%). The loans of the other business lines – to small and medium enterprises and microlending grew, as they increased their share in the structure of loans to companies to 12.2% (2015: 11.4%) and to 2.5% (2015: 2.3%) respectively.

In BGNth/ % of total	2016	%	2015	%	2014	%
Corporate customers	3,714,238	85.3	3,795,336	86.3	4,391,755	88.3
Small and medium customers	531,839	12.2	502,421	11.4	493,584	9.9
Microlending	107,744	2.5	101,286	2.3	88,984	1.8
<b>Total loans to corporates</b>	<b>4,353,821</b>	<b>100</b>	<b>4,399,043</b>	<b>100</b>	<b>4,974,323</b>	<b>100</b>

First Investment Bank continued to provide various financing for business clients, including under the form of working capital loans, investment loans, guarantees, financing under the programs and funds of the EU, under the National Guaranteed Fund, factoring services and others.

The market share of Fibank at the end of the year amounted to 12.23% of loans to enterprises in the banking system (2015: 12.38%). Fibank retained its second place (2015: second) among banks in the country on an unconsolidated basis.

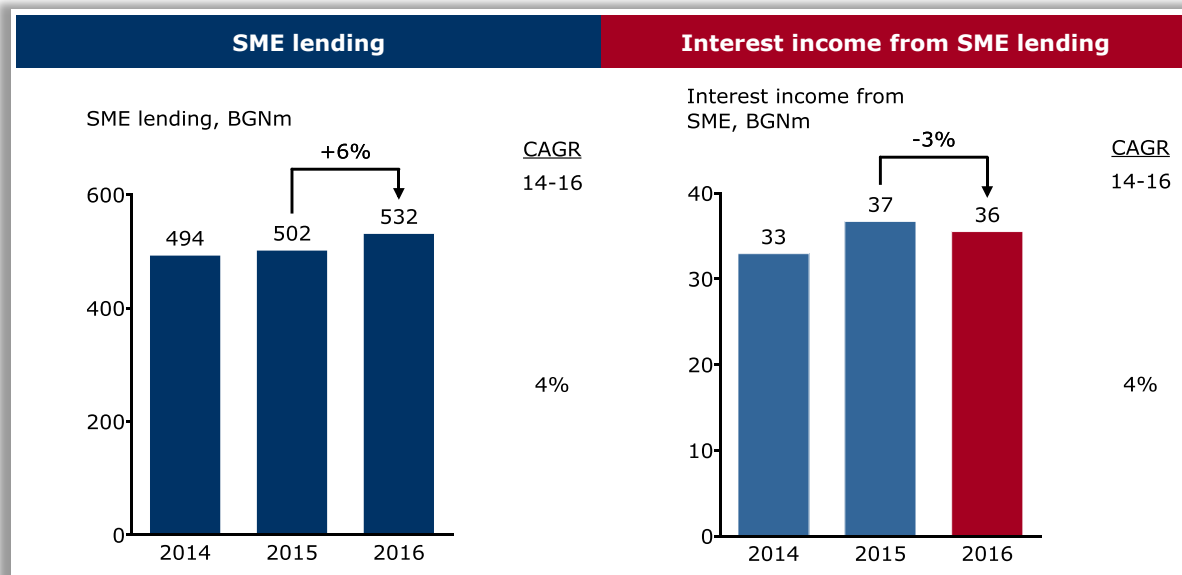
As at 31.12.2016 a leading share in the portfolio structure had the loans to the trade sector, which amounted to BGN 1,161,920 thousand or 20.1% of the total loans, followed by the industry sector (2016: BGN 975,893 thousand or 16.9%) and the services (2016: BGN 547,401 thousand or 9.5%). In line with the development of the economic activity in the country, growth was registered in the loans for agriculture, which reached BGN 184,718 thousand compared to BGN 127,708 thousand a year earlier, as well as in the field of communications (2016: BGN 115,233 thousand; 2015: BGN 93,655 thousand), which reflected the contribution of the information and communication technologies to the growth of the services sector in the country. Loans to construction sector decreased, amounting to BGN 176,542 thousand (2015: BGN 228,252 thousand) in line with the slow recovery of the sector and its contribution to the added value in the economy throughout 2016.



During the period the Bank affirmed its successful cooperation with the Bulgarian Export Insurance Agency (BAEZ), including through a newly concluded agreement for portfolio insurance with the agency, as part of the techniques for mitigating credit risk.

### SME LENDING

In 2016 loans to small and medium enterprises increased to BGN 531,839 thousand compared to BGN 502,421 thousand a year earlier in implementation of the Bank's plans for development of this business segment. The increase was influenced by the competitive terms, offered to the products for SME clients, including the "Super SME Loan", as well as the various options related to the programs and funds of EU and the other guarantee schemes and financing.



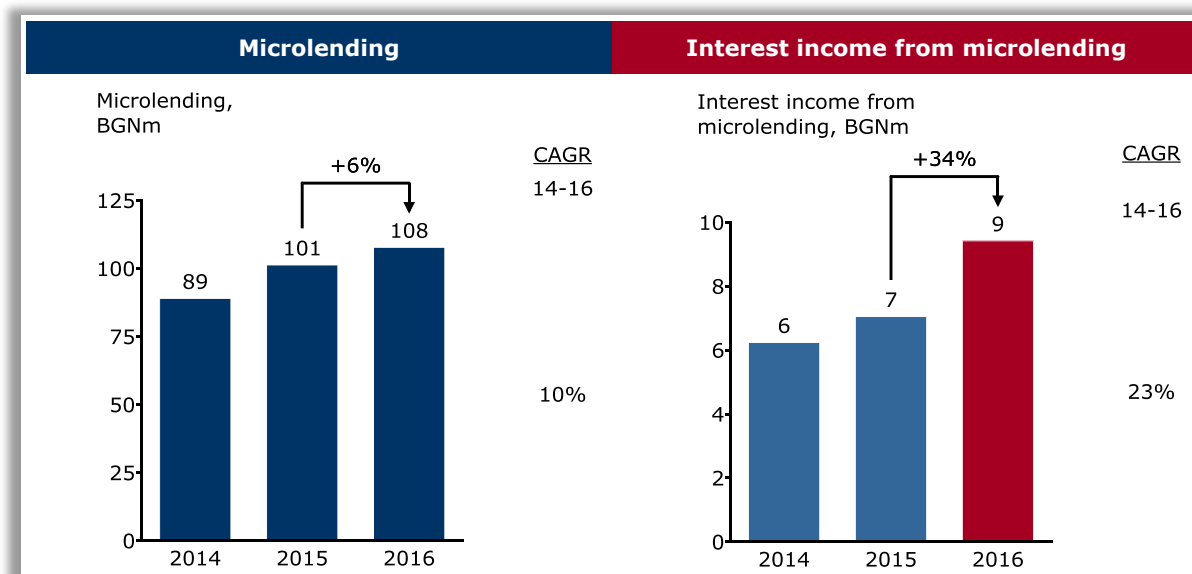
During the period the Bank continued to maintain joint cooperation with the National Guarantee Fund, by offering investment loans and working capital loans for SME under preferential terms, in accordance with Guarantee Agreement signed with the NGF in January 2016. In support of the agricultural producers a new agreement with NGF was signed for the issuance of guarantees on loans

to companies, approved for support under the Program for rural development 2014-2020 – *for more information see section „Europrograms“.*

For SME financing, the Bank maintained cooperation with other institutions, incl. the National Agricultural Fund, Bulgarian Development Bank AD and the Bulgarian Export Insurance Agency. Through various financing schemes, Fibank also actively supported beneficiary companies under programs for the utilization of funds from European structural and cohesion funds, including in relation to the launch of the new programming period 2014-2020.

### MICROLENDING

In 2016 the microlending portfolio grew by 6.4% and reached BGN 107,744 thousand compared to BGN 101,286 thousand a year earlier.



The Microlending Program of First Investment Bank covers a wide range of retailers, manufacturers, farmers, freelancers, including start-ups and companies with less market experience. The Bank offers specialized products for microenterprises including investment loans, working capital loans, and overdraft facilities at competitive terms.

During the reporting period, for microenterprises, the parameters on “Mortgage Business Loan”, “Super Micro Loan” and “Overdraft Account” were updated in compliance with the market conditions and external environment, as well as facilitations were implemented concerning the approval process, and new competitive conditions were implemented. During the year started the offering of a new loan to farmers against pledge of claims under the schemes and measures of the General agricultural policy of the EU, which provides up to 100% financing of the expected subsidies.

## EUROPROGRAMS

Fibank offers a wide range of services related to the utilization of funds under EU operational programs, as well as other products, including investment loans for overall project implementation, bridge financing up to the amount of the approved financial assistance, issuance of bank guarantees to secure advance payments of approved financial assistance, and other banking products specifically tailored to the needs of customers.

In order to provide integrated customer assistance in the absorption of EU funds, the Bank offers the “Full Support” service through which support is provided in the preliminary study of the administrative and financial eligibility of the project idea, expert advice in project development, as well as comprehensive servicing of the implementation phase following approval.

In 2016 Fibank mainly supported beneficiaries of programs aimed at the private sector, including of the Operational Program “Innovation and Competitiveness” 2014-2020 and the Program for Rural Development 2014-2020. Assistance and comprehensive support was also offered to institutional beneficiaries from the public sector through the applicable procedures and measures, part of the 2014-2020 programming period.

First Investment Bank continued its successful cooperation with the National Guarantee Fund (NGF). In September 2016, a new agreement with the Fund was signed for issuance of loan guarantees to complement the collateral of enterprises approved for assistance under the Program for Rural Development 2014 -2020, as well as enterprises from the livestock and agricultural sectors. Under the agreement, investment and working capital loans will be granted, and bank guarantees issued by the Fund to secure up to 50% of the loan amount. In addition, the Bank will continue to implement the activities and commitments under the agreement with NGF signed in January 2016 for the issuance of a EUR 20 million portfolio guarantee to secure the Bank's loans to micro, small and medium enterprises in Bulgaria.

Fibank has extensive experience working with local and international financial institutions, as well as successful participation in various guarantee schemes and funding programs, including those organized by the European Investment Fund such as the JEREMIE initiative and other risk sharing instruments.

During the year, First Investment Bank became a member of the Bulgarian Association of Consultants in European Programs (BAKEP) which aims to contribute to increasing the efficiency of implementation and management of projects financed by European funds, bringing together the competencies of its members and partnering with the authorities in order to achieve optimization of the development and implementation of European programs. In this way, Fibank continues to build lasting relationships in support of the Bulgarian business.



## PAYMENT SERVICES

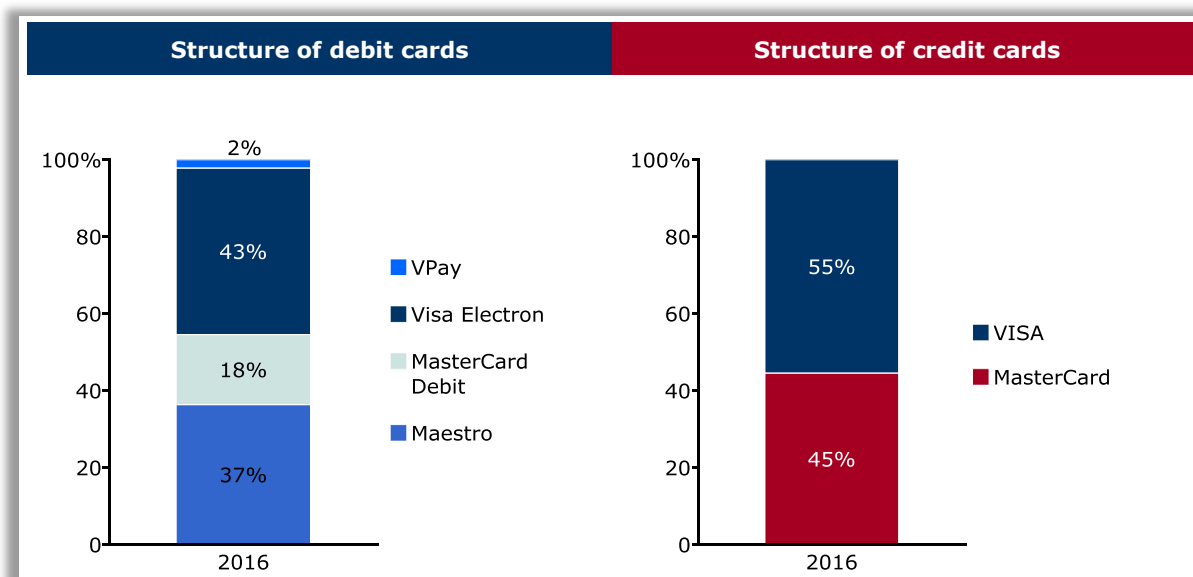
In 2016 First Investment Bank was a member and participant in the payment systems as follows:

- ◆ Bank Integrated System for Electronic Transactions (BISERA);
- ◆ Real-Time Gross Settlement System (RINGS);
- ◆ System for Servicing of Clients Transfers in Euro (BISERA7-EUR);
- ◆ Trans-European Automated Real-Time Gross Settlement Express Transfer system (TARGET2);
- ◆ Bank Organisation for Payments Initiated by Cards (BORICA).

## CARD PAYMENTS

In 2016, First Investment Bank continued to develop its card business in line with the customer needs and modern technologies, including through offering innovative card products and services on the Bulgarian market, relevant to the context of the increasing digitization in banking.

As at 31 December 2016, the number of cards issued by Fibank increased by 6.7% compared to the previous year. The most significant growth was observed in the issuance of the Debit MasterCard which features innovative functionality for contactless payments, internet payment options, and is included in the YES loyalty program of Fibank.



The structure of payment cards over the period remained relatively unchanged. At year-end, the ratio in credit cards was 45% for MasterCard against 55% for VISA, and in debit cards 55% for Maestro and Debit MasterCard compared to 45% for VISA electron and VPay.

During the year, Fibank developed an innovative service: Digital Payments which allows customers to manage digital bank cards through the mobile application on their smart phones supporting NFC technology for contactless payments. A joint initiative was also launched with the international online booking portal Booking.com, whereby cardholders can enjoy discounts when booking or making payments with credit or debit cards issued by the Bank.

First Investment Bank started offering new contactless debit cards especially designed for children and teenagers aged 7 to 18, aimed at building and enhancing the financial literacy among adolescents and young people. The cards are tailored for two age groups: Debit MasterCard PayPass

Kids (7 to 14 years), and Debit MasterCard PayPass Teen (14 to 18 years), and combine the lowest possible risk with a high degree of parental control. Limits can be set that are consistent with the personal needs of the young cardholders and the family budget, and the cards are exempt from fees for issuance, ATM withdrawals and POS payments, and cannot be used for payments over the Internet. In order to keep parents informed, additional services are offered such as email notification and registration for the My Fibank service, whereby transactions and expenses made with the cards can be tracked.

Card products were diversified with the new business debit cards VISA Business Debit and MasterCard Business Debit, tailored to the needs of corporate customers and the competitive market conditions. With a view to stimulating card payments, including contactless payments, various promotional and product campaigns were organized during the period and. Fibank was the first bank in Bulgaria to start issuing and servicing the contactless cards MasterCard PayPass (since 2010) and Visa payWave (since 2012).

First Investment Bank was also among the first banks in the country to introduce the chip technology (EMV standard). Currently all cards issued by Fibank, and all ATM and POS terminals serviced by the Bank, are compliant with the EMV standard which is essential for the SEPA card payments framework and aims to further increase the security of card payments.

The ATM terminal network serviced by the Bank totaled 624 devices, compared to 630 a year earlier, driven by maintaining optimal efficiency of the terminal network according to the specific locations, workload, and volume of transactions.

As at 31 December 2016, the POS terminal network of First Investment Bank reached 10,212 units, increasing by 1.1% compared to the previous year. The Bank aims to continually offer competitive terms to both merchants and users of card services, in order to stimulate this type of payments.

## **INTERNATIONAL PAYMENTS**

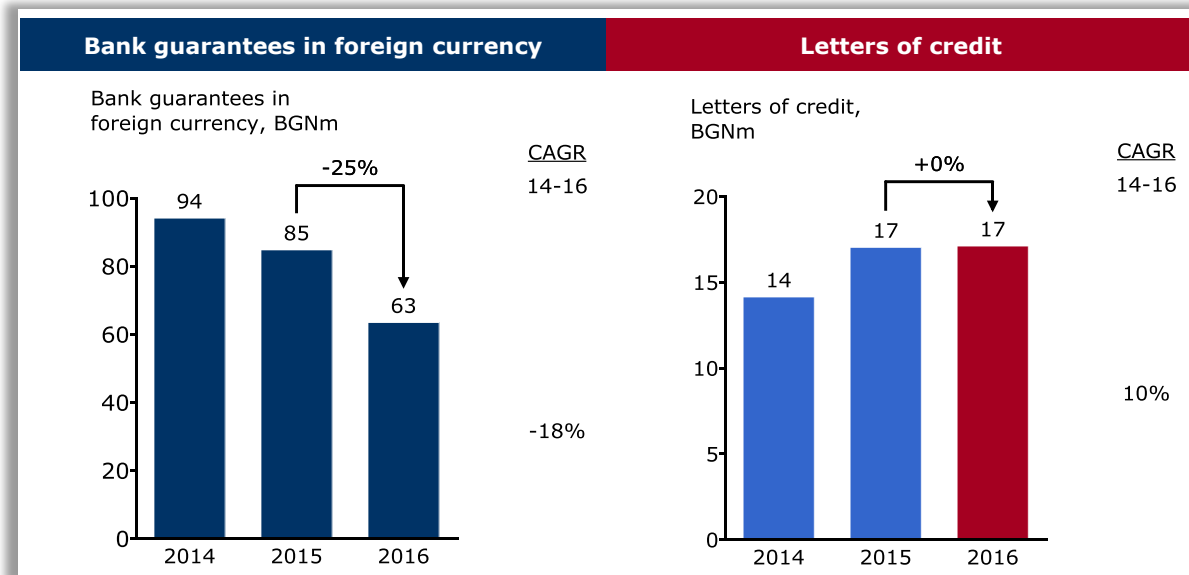
First Investment Bank is among the leading banks in Bulgaria in the sphere of international payments and trade financing. Fibank is a popular, reliable and fair business partner which has built a good reputation over the years among international financial institutions and has gained valuable experience and know-how from its numerous international business partners, investors, customers, and counterparties.

In 2016, the Bank reported an increase in incoming and outgoing foreign currency transfers in terms of both number and amount. This was due to the increased customer base, the competitive conditions offered by the Bank and the high quality of customer service. First Investment Bank has a wide network of correspondent banks through which it carries out international payments and trade finance operations in almost all parts of the world. The Bank executes cross-border currency transfers through SWIFT, as well as the TARGET2 and BISERA7-EUR payment systems, and also operates in issuing checks and performing various documentary transactions.

During the year the Bank improved its internal processes concerning the monitoring of outgoing foreign currency transfers and the performance of documentary operations, aiming to maintain an effective controlling environment regarding the existing processes and further enhancement of the protection mechanisms against risks inherent to the banking activity.

At the end of the year, in accordance with the renewal option, an extension was signed to the framework agreement with the Taiwan export insurance agency Eximbank Taiwan for financing deliveries of goods from Taiwanese suppliers to clients of First Investment Bank in Bulgaria. Under the agreement, Fibank can provide financing of up to 85% of the value of the contract but not exceeding

USD 2 million, with a period of utilization up to 6 months after the first shipment and a repayment term of 6 to 12 months for consumer goods, and 6 months to 5 years for non-consumer goods.



During the reporting period, the letters of credit and bank guarantees in foreign currency issued by the Bank to guarantee the performance of its customers to third parties amounted to BGN 80,596 thousand (2015: BGN 101,844 thousand), forming 11.5% of the off-balance sheet commitments of the Bank (2015: 11.9%).

## GOLD AND COMMEMORATIVE COINS

In 2016 First Investment Bank successfully offered investment gold and precious metal products, retaining its leading position among banks in the country in this type of activity. As an additional distribution channel, Fibank continued to develop its Gold & Silver platform for online sales, constantly updating the individual sections and adding new products.

For the reporting period, the revenues from transactions with gold and precious metals amounted to BGN 1,006 thousand compared to BGN 840 thousand a year earlier, driven by the successful development of the business and the dynamics in the demand and pricing of precious metals over the period.

Fibank has offered its customers products of investment gold and other precious metals since 2001, and over the years has built successful cooperation with a number of leading financial institutions from around the world: the renowned Swiss refinery PAMP (Produits Artistiques de Métaux Précieux), the banks UBS and Credit Suisse, the New Zealand Mint, the National Bank of Mexico, the Austrian Mint, the British Royal Mint, and others.



In 2016, jointly with the Swiss refinery PAMP and the JVP Berlin company, the distribution of a new silver coin was started, featuring an icon

of St. Nikolay the Miracleworker, partial coloring and gilding. Keeping the tradition of cooperation with the New Zealand Mint, a new silver coin was designed dedicated to the Year of the Rooster, which is exclusively offered at the offices of Fibank.

In carrying out transactions in gold and precious metals, First Investment Bank invariably complies with all quality criteria of the London Metal Exchange and the international ethical trading standards.

## PRIVATE BANKING

An emphasis in Fibank's private banking for 2016 was the re-segmentation of the client base and expanding the range of banking solutions, aimed at providing tailored solutions to each customer.



A 14% increase in the number of clients serviced was reported over the year. In this connection, and as a result of the efforts directed at developing this business segment, there was an increase in funds attracted by private banking resource by 55% for the period, as well as in the revenues generated, including those associated with service charges, which increased by 17% y/o/y.

During the year, new lending programs were introduced for private banking customers, as well as preapproved credit limits with included life insurance for certain segments.

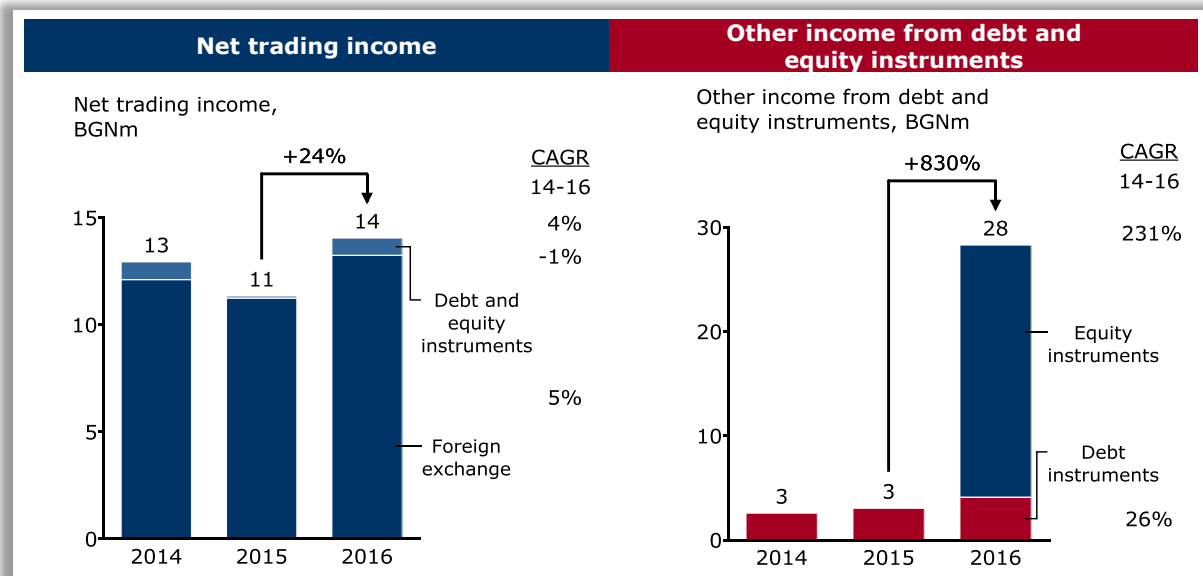
With a view to further developing the business and attracting new clients, a new regional private banking structure was established for the city of Varna, offering the full range of products and first class service, including the exclusive card product for the premium segment MasterCard World Elite.

First Investment Bank offers private banking for individuals since 2003, and for corporate clients since 2005. Private banking allows for individual servicing by a personal officer, who is responsible for the overall banking solutions provided to a client.

## CAPITAL MARKETS

In 2016, net trading income increased to BGN 14,047 thousand (2015: BGN 11,340 thousand) mainly as a result of the higher income from trade operations related to exchange rates and debt and equity instruments. Other operating income arising from debt and capital instruments amounted to BGN 28,298 thousand against BGN 3,044 thousand for the previous year, which was influenced by a realized income with regards to a deal of the acquisition of VISA Europe by VISA Inc. in the amount of BGN 24,930 thousand.

The portfolio of financial instruments at year-end amounted to BGN 783,407 thousand, compared to BGN 573,536 thousand a year earlier, of which BGN 531,366 were investments available for sale (2015: BGN 507,269 thousand), BGN 243,463 thousand financial assets held to maturity (2015: BGN 56,354 thousand) and BGN 8,578 thousand financial assets held for trading (2015: BGN 9,913 thousand).



First Investment Bank continued to develop its investment services and activities in line with the regulatory requirements and the market environment. In 2016 changes were adopted to the Bank's internal regulations, in the case of Fibank's activity as an investment intermediary and an issuer of financial instruments, which introduced and enforced the new requirements, arising from Regulation (EU) N 596/2014 of the European Parliament and of the Council on market abuse, and from Implementation of the Measures against Market Abuse with Financial Instruments Act.

In its capacity as an investment intermediary and a primary dealer of government securities, First Investment Bank carries out transactions with financial instruments in the country and abroad including transactions in government securities, shares, corporate and municipal bonds, compensatory instruments as well as money market instruments. The Bank also offers trust portfolio management, investment consultation, as well as depositary and custodian services to private individuals and corporates, including maintaining registers of investment intermediaries, of accounts of securities, income payments and servicing payments under transactions in financial instruments. Fibank's activities are in compliance with MiFID regulations in accordance with the Markets in Financial Instruments Act and Ordinance №38 of the Financial Supervision Commission, which ensures a higher level of protection for non-professional customers. As part of the Compliance function, the Bank has a specialized unit for control of investment services and activities which ensures observance of the requirements related to Fibank's activity as an investment intermediary.

Orders for the subscription/redemption of units in four mutual funds (FIB Garant Mutual Fund, FIB Classic Mutual Fund, FIB Avangard Mutual Fund and FFBH Vostok Mutual Fund, managed by the Management company FFBH Asset Management AD) can be accepted in Fibank's offices which are registered with the Financial Supervision Commission.

## MEETING THE 2016 GOALS

N	Goals	Met
1	To maintain its position as a preferred bank by businesses and individuals	<ul style="list-style-type: none"> <li>◆ In 2016, borrowings from customers increased by 9.8%, to BGN 7,691,256 thousand. Growth was reported in both the retail and corporate segments, which testifies to the sustained trust and customer satisfaction with the products and services offered by the Bank. In terms of deposits Fibank retained its third place among banks in Bulgaria, with a market share of 10.38%.</li> <li>◆ The loan portfolio in the retail banking segment remained at levels close to the previous year: BGN 1,412,784 thousand. Growth was observed in SME loans which reached BGN 531,839 thousand, and in micro loans – BGN 107,744 thousand at year-end, in line with the focus of the Bank on the development of these segments. Fibank retained its third place among banks in the country, with a market share of 10.49%.</li> </ul>
2	To reinforce its sustainable development in accordance with the external environment and the regulatory framework	<ul style="list-style-type: none"> <li>◆ First Investment Bank retained its third place in terms of assets among banks in the country, with a balance sheet of BGN 8,852,470 thousand at the end of 2016. Borrowings from customers continued to grow. The Bank maintained a high liquidity position (liquid assets ratio: 28.10% at the end of 2016), and strong capital adequacy (total capital adequacy ratio: 15.41%), exceeding the regulatory requirements.</li> <li>◆ Fibank, along with the other banks in Bulgaria, successfully passed the asset quality review and the stress tests conducted by the BNB with the assistance of the consulting firm Deloitte.</li> <li>◆ The Bank took steps for upgrading its capital, reducing of risk exposures (de-risking), and improving the systems for risk management in line with the external environment and the regulatory recommendations.</li> </ul>
3	To maintain a moderate risk profile and continue to optimize its risk-based approach to all activities and operations	<ul style="list-style-type: none"> <li>◆ In 2016, First Investment Bank conducted its activity in implementation of the plans for maintaining a moderate risk profile and further enhancing its safeguards against risks, including with respect to building additional capital buffers, as well as maintaining an effective control environment regarding the existing business processes and the risks undertaken.</li> <li>◆ With respect to reducing the risk on exposures (de-risking) and the measures taken in this direction during the year, a decrease was reported in the risk-weighted assets of the Bank by 3.2% (BGN 201,447 thousand), to BGN 6,042,247 thousand by the end of 2016.</li> </ul> <p><i>For more information, see section „<a href="#">Risk Management</a>“</i></p>

N	Goals	Met
4	To apply high business standards in accordance with the principles of the Basel Committee, and European and local regulations	<ul style="list-style-type: none"> <li>◆ First Investment Bank entered 2016 with a new organizational structure, established in July 2015 with the assistance of the International Finance Corporation (IFC) and compliant with best international standards of corporate governance and the principles of the Basel Committee on Banking Supervision in this area. During the year the Bank continued to upgrade and improve its practices, including through initiatives aimed at minority shareholders.</li> <li>◆ Customer satisfaction remains among the Bank's strategic priorities, and customer service continues to be based on integrated and personal approach to each client. This is evidenced by the good performance results, as well as by the data from the representative survey on the business sector in Bulgaria conducted by Progress Consult EOOD, which ranks Fibank among the most recognizable brands by the marketing power indicator which includes criteria such as brand recognition, meeting the customers' expectations, trust, and choice as a bank of preference.</li> </ul> <p><i>For more information, see section „<a href="#">Corporate Governance</a>“</i></p>
5	To offer new products to individuals and business customers, tailored to demand and market trends	<ul style="list-style-type: none"> <li>◆ In 2016 Fibank developed new lending products and improved the existing ones, including a new loan for gasification of households, new lending program for students and postgraduates, as well as new lending programs and segments for the customers of private banking.</li> <li>◆ Fibank launched the new banking programs Digital Me and Digital Me+ aimed at young individuals, new contactless debit cards especially designed for children and teenagers, as well as the new business debit cards VISA Business Debit и MasterCard Business Debit.</li> <li>◆ The savings products offered were complemented by new solutions for individuals and businesses, including the Forex Plus deposit, the Champion 4-4-2 deposit, and the New Deposit from Fibank.</li> </ul> <p><i>For more information, see section „<a href="#">Business Overview</a>“</i></p>
6	To continue the priority development of lending to individuals and small and medium-sized companies, with a view to further diversifying the loan portfolio	<ul style="list-style-type: none"> <li>◆ Loans to SMEs and micro enterprises continued to increase their share in the Bank's portfolio - to 9.2% and 1.9% respectively, in implementation of the plans for development of these segments and with a view to further diversifying the portfolio. The share of retail loans remained almost unchanged, at 24.5% by the end of 2016.</li> <li>◆ During the year, Fibank developed new lending products and programs in support of the retail and SME customers, offering competitive terms consistent with the market trends and the customer needs.</li> </ul>

N	Goals	Met
7	To continue to support customers in the implementation of projects under EU programs and funds	<ul style="list-style-type: none"> <li>❖ In 2016 Fibank continued its support for beneficiaries of programs aimed at the private sector, including the Operational Program “Innovation and Competitiveness” 2014-2020, and the Program for Rural Development 2014-2020.</li> <li>❖ The Bank signed a new agreement with the National Guarantee Fund for issuance of loan guarantees to complement the collateral of enterprises approved for assistance under the Program for Rural Development 2014 -2020, as well as enterprises from the livestock and agricultural sectors.</li> <li>❖ During the year, First Investment Bank became a member of the Bulgarian Association of Consultants in European Programs (BAKEP), continuing to build lasting relationships in support of the Bulgarian business.</li> </ul> <p><i>For more information, see section „<a href="#">Europrograms</a>“</i></p>
8	To offer customers new opportunities for mobile payments based on innovative approaches and technologies	<ul style="list-style-type: none"> <li>❖ In 2016, Fibank was the first among banks in the country to launch an innovative platform for electronic contactless payments via mobile devices using digital bank cards. Thus First Investment Bank strengthened its position among the pioneers in the development of digital services and contactless payments, and the introduction of innovative solutions and services.</li> <li>❖ Updates were implemented of the Fibank mobile application, with a view to improving the quality of remote services. New features were added, including the option to perform one-off or automated utility payments.</li> </ul> <p><i>For more information, see section „<a href="#">Remote Banking</a>“</i></p>
9	To invest in technology, in line with the trends in this field, in order to create added value products for customers and new multifunctional banking solutions	<ul style="list-style-type: none"> <li>❖ During the year, the design was updated and new features were added to the platform for electronic services My Fibank, including the feature for ordering transfers between own accounts kept with the Bank.</li> <li>❖ First Investment Bank developed a new interface for individuals, enabling fully online applications for consumer loans on the Bank’s website at <a href="http://www.credit.fibank.bg">www.credit.fibank.bg</a>.</li> <li>❖ In 2016, the Bank launched a project to migrate its core banking information system to a new and higher version for the purpose of improvement of processes and system performance, and faster and easier parameterization of products and services.</li> </ul> <p><i>For more information, see section „<a href="#">Information Technologies</a>“</i></p>



N	Goals	Met
10	To continue to be a socially responsible institution contributing to the implementation of socially significant projects and initiatives	<ul style="list-style-type: none"> <li data-bbox="603 297 1471 577">◆ Fibank continued its efforts and contributions aimed at increasing the financial culture and literacy among young people. During the year, Fibank and the Higher School of Insurance and Finance (HSIF) started a joint master's program in Bank management and investment, where proven professionals from the Bank's team shall participate as lecturers-practitioners with experience in real banking business.</li> <li data-bbox="603 584 1471 763">◆ In 2016, First Investment Bank jointly with the National Centre for Transfusion Haematology (NCTH) and the National Television launched a campaign for free and voluntary blood donation which was supported by a number of celebrities, as well as by many of the Bank's employees.</li> <li data-bbox="603 770 1471 913">◆ As part of the donation program, scholarships were provided for gifted students, and a number of initiatives were supported such as music events and activities aimed at supporting the development of sports in the country as a socially responsible cause.</li> </ul> <p data-bbox="603 920 1283 952"><i>For more information, see section „<a href="#">Social Responsibility</a>“</i></p>

## SUBSEQUENT EVENTS

- ◇ There have been no events after the reporting date that require additional disclosures.

## GOALS FOR DEVELOPMENT DURING 2017

- ◆ To continue its stable development in accordance with the market environment and regulatory framework.
- ◆ To maintain stable capital indicators and necessary buffers above regulatory requirements.
- ◆ To continue to maintain moderate risk profile and effective control environment with regards to business processes and risk undertaking.
- ◆ To diversify the loan portfolio through priority lending to retail and small and medium companies.
- ◆ To apply high corporate governance standards in compliance with the good international practices and applicable regulatory requirements.
- ◆ To develop electronic services, incl. through integrated management, upgrading and adding new functionalities.
- ◆ To continue its policy for creating innovative services with a focus on digital services.
- ◆ To offer new products and services to individuals and business customers, while maintaining high quality of customer service.
- ◆ To assert its positions of good and preferable employer through determined and persistent work in human capital management.
- ◆ To affirm its image as a socially responsible institution supporting significant social projects and initiatives.

## OTHER INFORMATION

### MEMBERS OF THE SUPERVISORY BOARD

#### **Evgeni Lukanov - Chairman of the Supervisory Board**

Mr. Lukanov joined First Investment Bank AD in 1998 as Deputy Director, and later as Director and General Manager of the Tirana Branch, Albania. From 2001 to 2003 he was Director of the Bank's Vitosha Branch (Sofia).

Mr. Lukanov has occupied a number of senior positions with First Investment Bank AD. From 2003 to 2007 he was Director of the Risk Management Department and Member of the Managing Board. From 2004 to 2012 - Executive Director and Member of the Managing Board of First Investment Bank AD.

During his 18-year experience with First Investment Bank AD, Mr. Lukanov has been Chairman of the Credit Council and the Liquidity Council of the Bank. He has been in charge of the following departments: Risk Management, Impaired Assets and Provisioning, Loan Administration, Specialized Monitoring and Control, Retail Banking, Methodology, and Liquidity.

Mr. Lukanov has also been member of the Managing Board of First Investment Bank – Albania Sh.a.

At the beginning of February 2012, Mr. Lukanov was elected as Chairman of the Supervisory Board of First Investment Bank AD and as Chairman of the Risk Committee to the Supervisory Board of the Bank.

Mr. Lukanov holds a Masters Degree in Economics from the University of National and World Economy, Sofia. Prior to joining First Investment Bank AD, Mr. Evgeni Lukanov worked as currency broker with First Financial Brokerage House OOD.

Besides his position on the Supervisory Board of the Bank, Mr. Lukanov is also Chairman of the Audit Committee of First Investment Bank - Albania Sh.a, Chairman of the Board of Directors of Fi Health Insurance AD, as well as Manager of Realtor OOD. He is owner of ET Imeksa-Evgeni Lukanov and holds more than 10% of the capital of Avea OOD.

#### **Maya Georgieva - Deputy Chair of the Supervisory Board**

Prior to joining First Investment Bank, Ms. Maya Georgieva worked with the Bulgarian National Bank for 19 years where she gained considerable experience in international banking relationships and payments, banking statistics and firm crediting. Her last appointment with BNB was as Head of the Balance of Payments Division.

Ms. Maya Georgieva joined First Investment Bank AD in 1995 as Director of the International Department. From 1998 to 2012 she served as Executive Director of First Investment Bank and Member of the Managing Board. During her 21-year experience with the Bank she has been responsible of the following departments: International Payments, Letters of Credit and Guarantees, SME Lending, Human Capital Management, Administrative Department, Sales Department, Retail Banking, Marketing, Advertising and PR, Branch Network, Private Banking and the Vault.

Alongside her responsibilities at the Bank, Ms. Georgieva has also occupied a number of other senior executive positions. From 2003 to 2011 she chaired the Supervisory Board of CaSys International - a Macedonia-based card processing company servicing card payments in Bulgaria, Macedonia and Albania.

From 2009 to 2011 she was Chair of the Board of Directors of Diners Club Bulgaria AD - a franchise company of Diners Club International, owned by First Investment Bank. In this capacity she inspired the launch of a number of products, including the first female-oriented credit card.

From 2006 to 2011 she was also member of the Managing Board of First Investment Bank - Albania Sh.a., a subsidiary of First Investment Bank.

In the beginning of February 2012, Ms. Georgieva was elected as Deputy Chair of the Supervisory Board of First Investment Bank AD and Chair of the Presiding Committee to the Supervisory Board of First Investment Bank AD.

Ms. Georgieva holds a Masters Degree in Macroeconomics from the University of National and World Economy in Sofia and has post-graduate specializations in International Payments with the International Monetary Fund and Banking from Specialized postgraduate course of BNB joint with the Bulgarian Union of Science and Technology.

In both 2001 and 2011, she was granted the "Banker of the Year" award of the Bulgarian financial weekly "Banker".

#### **Georgi Mutafchiev, Ph.D. - Member of the Supervisory Board**

Mr. Mutafchiev began his career in 1985 as an expert, and later as a senior expert on development of the system for management and coordination of enterprises of the Electronic Industry Association. In 1987 he joined Techno-Import-Export Foreign Trade Company as a senior expert with the Department of Coordination and Development under the Executive Director.

In 1991 Mr. Georgi Mutafchiev started work at the Bulgarian National Bank as Head Reserve Manager with the Foreign Currency Operations Department. During his six-year experience with the National Bank, he was responsible for the investment of foreign currency reserve and controlled the management thereof.

From 1997 to 2011 he was Executive Director of Flavia AD and Flavin AD. Flavia AD is one of the largest light industry companies in Bulgaria.

Along with its responsibilities in Flavia, in 2000 Mr. Mutafchiev was elected as Member of the Supervisory Board of First Investment Bank. In 2014 he was elected as Chairman of the Nomination Committee to the Supervisory Board of First Investment Bank.

Mr. Mutafchiev graduated in law at the Sofia University St. Kliment Ohridski in 1982. From 1982 to 1984 he studied at the Sorbonne in Paris, where he received a PhD degree in Business Law. The same year Mr. Mutafchiev also acquired an MBA degree from the Schiller University, Paris.

#### **Radka Mineva - Member of the Supervisory Board**

Prior to joining First Investment Bank AD, Ms. Mineva worked as a capital markets dealer at the Bulgarian National Bank where she gained considerable experience in banking. During the time spent with the Central Bank, she specialized at the Frankfurt Stock Exchange and the London Stock Exchange as a capital markets dealer.

Ms. Mineva started her career with the foreign trade enterprise Main Engineering Office, where she worked for 9 years; she also spent three years as an expert at RVM Trading Company.

Since 2000, Ms. Mineva has been a Member of the Supervisory Board of First Investment Bank AD.

She is a graduate of the University of National and World Economy in Sofia, with a degree in Trade and Tourism.

Besides her position on the Supervisory Board of the Bank, Ms. Mineva is Manager of Balkan Holidays Services OOD - a company with activities in the sphere of tourism, transportation, hotel business, tour operation, and tour agency services. Ms. Mineva is also Manager of Balkan Holidays Partners OOD - a company engaged in international and domestic tourism services, foreign economic transactions, and financial management. Ms. Mineva owns more than 25% of the capital of Balkan Holidays Partners OOD.

#### **Jordan Skortchev - Member of the Supervisory Board**

Before joining First Investment Bank AD, Mr. Jordan Skortchev worked for two years with the Central and Latin America Department of the foreign trade organization Intercommerce, followed by five years with First Private Bank, Sofia as an FX Dealer and Head of the Dealing Division.

Mr. Skortchev joined First Investment Bank in 1996 as Chief Dealer, FX Markets.

From 2000 to 2012 Mr. Skortchev was Member of the Managing Board and Executive Director of the Bank.

During his 20-year experience with the Bank, Mr. Skortchev has been responsible for the following departments: Card Payments, Operations, Gold and Numismatics, Internet Banking, Dealing, Security and Office Network-Sofia.

Alongside his responsibilities at the Bank, Mr. Skortchev has also occupied other senior executive positions.

Mr. Skortchev has been Chairman of the Supervisory Board of UNIBank, Republic of Macedonia, member of the Supervisory Board of CaSys International, Republic of Macedonia, member of the Board of Directors of Diners Club Bulgaria AD, member of the Board of Directors of Bankservice AD, member of the Board of Directors of Medical center FiHealth AD, and Manager of FiHealth OOD.

In the beginning of February 2012, as a Member of the Supervisory Board of the First Investment Bank AD, Mr. Skortchev was elected as Chairman of the Remuneration Committee to the Supervisory Board of the Bank.

Mr. Skortchev holds a Masters Degree in International Economic Relations from the Higher Institute of Economics (now the University of National and World Economy) in Sofia. He has specialized in banking in Luxembourg, in swap deals at Euromoney, and in futures and options at the Chicago Stock Exchange.

Mr. Skortchev holds more than 10% of the capital of Investment intermediary Delta Stock AD.

#### **Jyrki Koskelo – Member of the Supervisory Board**

Mr. Jyrki Koskelo was elected as member of the Supervisory Board of First Investment Bank AD in June 2015. In his capacity as an independent member he supports the Supervisory Board in setting up the business objectives and the strategy of the Bank, the corporate culture and values, as well as in overseeing good corporate governance practices and effective risk management. Mr. Koskelo has long-term experience in banking and global financial markets, as well as wide professional practice in different geographical regions.

Mr. Koskelo worked in the International Finance Corporation (IFC - a member of the World Bank Group) for 24 years, from 1987 to late 2011. He worked for the first 13 years in the Central and Eastern Europe and Africa regions as investment officer and also as country anchor for Poland and the Baltics states. In 2000 he was appointed as Director Work-out Loans and in 2004 he became Director Global Financial Markets. In 2007 he was appointed as Vice President (reporting to the CEO) and a member of the IFC's Management Committee. Mr. Koskelo led the formulation and

implementation of the IFC's investment strategy, policies, and practices across industries and regions, including in Central and Eastern Europe, Latin America and Africa. His major legacies include IFC's entry to Global Trade Finance Programs, IFC's leading role in private sector side of Vienna Initiative to support Central Europe banks after Lehman Crisis and establishment of IFC's Asset Management subsidiary's first \$3 billion fund for capitalization of weak banks in poor countries.

Prior to joining the IFC, he spent close to 10 years in senior management positions in the private sector in the Middle East and in USA.

Mr. Koskelo holds currently a number of senior and advisory positions in European, African and Middle Eastern organizations and financial institutions including:

- AATIF (Africa Agriculture and Trade Investment Fund), Luxemburg – Member of the Board of Directors, Member of the Investment Committee;
- EXPO Bank, Czech Republic – Member of the Supervisory Board;
- MyBucks (Africa micro lender), Luxembourg and Al Jaber Group, U.A.E., Africa Power Corporation, UK – Senior Advisor.

During the period 2012 - April 2015 Mr. Koskelo was a Board Member and advisor in the Africa Development Corporation, Germany; African Banking Corporation, Botswana; RSwitch, Rwanda; EXPO Bank, Latvia, and AtlasMara Co-Nvest LLC, UK.

Mr. Koskelo holds a Master of Science (M.Sc.) degree in Civil Engineering from the Technical University of Helsinki, Finland and a Master of Business Administration (MBA) in International Finance from the Massachusetts Institute of Technology (MIT), Sloan School of Management in Boston, USA.

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## MEMBERS OF THE MANAGING BOARD

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**Vassil Christov – Chief Executive Officer (CEO) and Chairman of the Managing Board**

Mr. Vassil Christov joined First Investment Bank AD in 2001 as head of the „Mortgage loans” Division. From 2002 he was director of „Retail Banking” Department, and from 2005 to 2010 he was Director of „Branch Network” Department. In 2010 Mr. Christov was elected as a member of the Managing Board of First Investment Bank AD, and in the beginning of 2011 was appointed as a Deputy Executive Director. From the end of 2011 Mr. Christov was Executive Director of the Bank. At the end of 2015, he was elected as Chief Executive Officer (CEO) and Chairman of the Managing Board.

Previously, Mr. Christov worked as a senior credit officer of "Large corporate customers" at United Bulgarian Bank AD. He holds a Master's in Accounting and Control from the University of National and World Economy in Sofia.

In the Bank he is responsible for the Compliance, the Corporate communications Department, the Human Capital Management Department, the Legal Department, the Marketing and Advertising Department, the Sales Department, the Branch Network Department, the Administrative Department, the Vault and the Protocol & Secretariat.

Besides his position in the Bank, Mr. Christov is also a Chairman of the Managing Board (Steering Council) of First Investment Bank – Albania Sh.a., member of the Board of Directors of Diners Club Bulgaria AD and member of the Board of Directors of BORICA – Bankservice AD. Mr. Christov is also a member of the Board of Directors of Medical Centers FiHealth AD, Medical Centers FiHealth Plovdiv AD and a member of the Board of Directors of Balkan Financial Services EAD.

In 2012, Mr. Christov was granted the prestige “Banker of the Year” award of the Bulgarian financial weekly "Banker".



**Dimitar Kostov – Chief Risk Officer (CRO), Member of the Managing Board and Executive Director**

Mr. Dimitar Kostov joined the team of First Investment Bank AD in 2003 as a specialist in the "Risk Management" Department. Later he held a position as head of "Evaluation of Risk Exposures" Division. From 2004 to 2007 he was a deputy director of “Risk Management” Department, and from 2007 to 2011 he was a director of "Risk Management" Department. In 2010, Mr. Kostov was elected as a member of the Managing Board of First Investment Bank AD, and at the beginning of 2011 he was appointed as a Deputy Executive Director. Since the end of 2011 Mr. Kostov has been an Executive Director of the Bank and during the 2012-2015 period he was Chairman of the Managing Board. At the end of 2015, he was elected as Chief Risk Officer (CRO).

Previously, Mr. Kostov worked as a manager of "Customer Relations" at Raiffeisenbank (Bulgaria) EAD and in United Bulgarian Bank AD as a senior bank officer in "Large Corporate Clients". He holds a Master's degree in Business Administration from Sofia University "St. Kliment Ohridski". Mr. Kostov is a CFA charterholder.



In the Bank he is responsible for the Risk Analysis and Control Department, the Credit Risk Management, Monitoring and Provisioning Department, the Impaired Assets Department, the Loan Administration Department and the specialized unit Information Security.

Mr. Kostov does not hold outside professional positions.



**Svetoslav Moldovansky – Chief Operating Officer (COO), Member of the Managing Board and Executive Director**

Mr. Svetoslav Moldovansky joined First Investment Bank AD in 2005 as Director of "Specialised Internal Control Service". From 2007 to 2008 he was a Chief Executive Officer of "First Investment Bank – Albania Sh.a". From 2008 to 2010 he held a position as Director of the "Operations" Department. In 2010 he was elected as a member of the Managing Board of First Investment Bank AD, and in the beginning of 2011 he was appointed as a Deputy Executive Director. Since the end of 2011 Mr. Moldovansky has been an Executive Director of the Bank. At the end of 2015, he was elected as Chief Operating Officer (COO).

Previously, Mr. Moldovansky worked as manager in "Management of Corporate Risk" at KPMG Bulgaria OOD and as a senior auditor at Deloitte&Touche (now Deloitte), Bulgaria. He holds a Master's in Finance from the University of National and World Economy in Sofia. Mr. Moldovansky is a certified auditor from the Information Systems Audit and Control Association (ISACA), USA.

In the Bank he is responsible for the Operations Department, the Card Payments Department, the E-banking Department, the Gold and Commemorative Coins Department and the Security Department.

Besides his position in the Bank, Mr. Moldovansky is also a member of the Audit Committee of First Investment Bank – Albania Sh.a., a Chairman of the Supervisory Board of UNIBank, Republic of Macedonia, a member of the Supervisory Board of Casys International, Republic of Macedonia, a member of the Board of Directors of Diners Club Bulgaria AD, Chairman of the Board of Directors of Balkan Financial Services EAD. Mr. Moldovansky possesses more than 10% of the capital of Next DC OOD and of the capital of Cook and More OOD.



**Maya Oyfalosh – Chief Corporate Banking Officer (CCBO), Member of the Managing Board and Executive Director**

Ms. Maya Oyfalosh joined First Investment Bank AD in 1993 as a credit specialist. Later she was promoted to Director of "Research and Credit Analysis" department and from 2002 was Director of "Analyses of corporate loans", as well as elected as a member of the Credit Council of the Bank. In 2004, Ms. Oyfalosh was appointed Director of Corporate Banking Department and elected as a member of the Managing Board. In the beginning of 2011 she was appointed as Director of "Management of Loan Portfolios of Foreign Branches and Companies" and is a member of the Managing Board of Fibank. Since April 2013 Ms. Oyfalosh has been an Executive Director of the Bank and is a member of the Managing Board. At the end of 2015, she was elected as Chief Corporate Banking Officer (CCBO).

Previously, Ms. Oyfalosh worked as a department director at First West Finance House and as a credit specialist at First Private Bank.

Ms. Oyfalosh holds Master's degree in Public Finances, as well as is certified consultant in Financial Management and certified consultant in European programs.

In the Bank she is responsible for the Corporate Banking Department and the SME Lending Department.

Besides her position in the Bank, Ms. Oyfalosh is Deputy Chair of the Supervisory Board of UNIBank, Republic of Macedonia.



**Nadia Koshinska – Chief Retail Banking Officer (CRBO) and Member of the Managing Board**

Ms. Nadia Koshinska joined Fibank in 1997 as a corporate loan expert. In 2002 she was appointed Deputy Director Loan Administration and held this position until 2004. In 2004 Nadia Koshinska was appointed Director SME Lending Department responsible for increasing the market share of the Bank through implementing special programs and dedicated products for SMEs. Also in 2004 she was appointed as a member of the Credit Council. At the end of 2015, Ms. Koshinska was elected as Chief Retail Banking Officer (CRBO) and Member of the Managing Board.

In the Bank she is responsible for the Retail Banking Department, the Private Banking Department and the Organisation and Control of Customer Service Department.

Ms. Nadia Koshinska holds a Masters degree in Accounting and Control from the University of National and World Economy.

Prior to joining First Investment Bank she worked in the balance of payments and foreign debt division in Bulgarian National Bank.

Ms. Koshinska does not hold outside professional positions.



**Jivko Todorov – Chief Financial Officer (CFO) and Member of the Managing Board**

Mr. Jivko Todorov joined First Investment Bank AD in June 2014 as Chief Financial Officer. At the end of 2015, Mr. Todorov was elected Member of the Managing Board of the Bank.

Prior to joining First Investment Bank AD, Mr. Todorov worked as Chief Financial Officer (CFO) for Alpha Bank Bulgaria (2012-2014) and for ING Bank NV – Sofia Branch (2004-2012), where he started his banking career in 1997.

Mr. Jivko Todorov holds a Master's degree in Accounting and Control from the University for National and World Economy in Sofia and is an Executive MBA at HULT International Business School, London UK.

In the Bank he is responsible for the Finance Department, the Accounting Department, the Treasury Department, the Investor Relations Department, the Financial Institutions and Correspondent Banking Department and the specialized unit Financial and Business Analysis.

Mr. Todorov is a member of the CFO Club in Bulgaria.

Mr. Todorov does not hold outside professional positions.

The present Activity report (on an unconsolidated basis) for 2016 was approved by the Managing Board of First Investment Bank AD in accordance with the Bank's internal regulations at a meeting dated 02 March 2017.

Signed

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Vassil Christov  
*Chief Executive Officer,  
Chairman of the Managing Board*

Signed

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Dimitar Kostov  
*Executive Director,  
Chief Risk Officer,  
Member of the Managing Board*

Signed

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Svetoslav Moldovansky  
*Executive Director,  
Chief Operating Officer,  
Member of the Managing Board*

Signed

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Maya Oyfalosh  
*Executive Director,  
Chief Corporate Banking Officer,  
Member of the Managing Board*

Signed

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Jivko Todorov  
*Chief Financial Officer  
Member of the Managing Board*

## **DECLARATION**

**under Art. 100o, para. 4(4) of the Public Offering of Securities Act (POSA) and Art. 32, para. 1(6) of Ordinance No 2 of the Financial Supervision Commission on the prospectuses to be published when securities are offered to the public or admitted to trading on a regulated market and on disclosure of information**

The undersigned Vassil Christov Christov, Chief Executive Officer and Chairman of the Managing Board of First Investment Bank AD, Dimitar Kostov Kostov, Executive Director and Member of the Managing Board of First Investment Bank AD, Svetoslav Stoyanov Moldovansky, Executive Director and Member of the Managing Board of First Investment Bank AD, Maya Ivanova Oyfalosh, Executive Director and Member of the Managing Board of First Investment Bank AD, and Jivko Todorov, Chief Financial Officer and Member of the Managing Board at First Investment Bank AD, hereby declare that to the best of our knowledge:

- The financial statements of First Investment Bank AD as at 31 December 2016, prepared in accordance with the applicable accounting standards, give a true and fair view of the assets and liabilities, financial position and profit of First Investment Bank AD.
- The annual report of First Investment Bank AD as at 31 December 2016 contains a fair review of the development and results from the activities of First Investment Bank AD.

(signed)

Vassil Christov  
Chief Executive Officer  
Chair of MB

(signed)

Dimitar Kostov  
Executive Director  
Member of MB

(signed)

Svetoslav Moldovansky  
Executive Director  
Member of MB

(signed)

Maya Oyfalosh  
Executive Director  
Member of MB

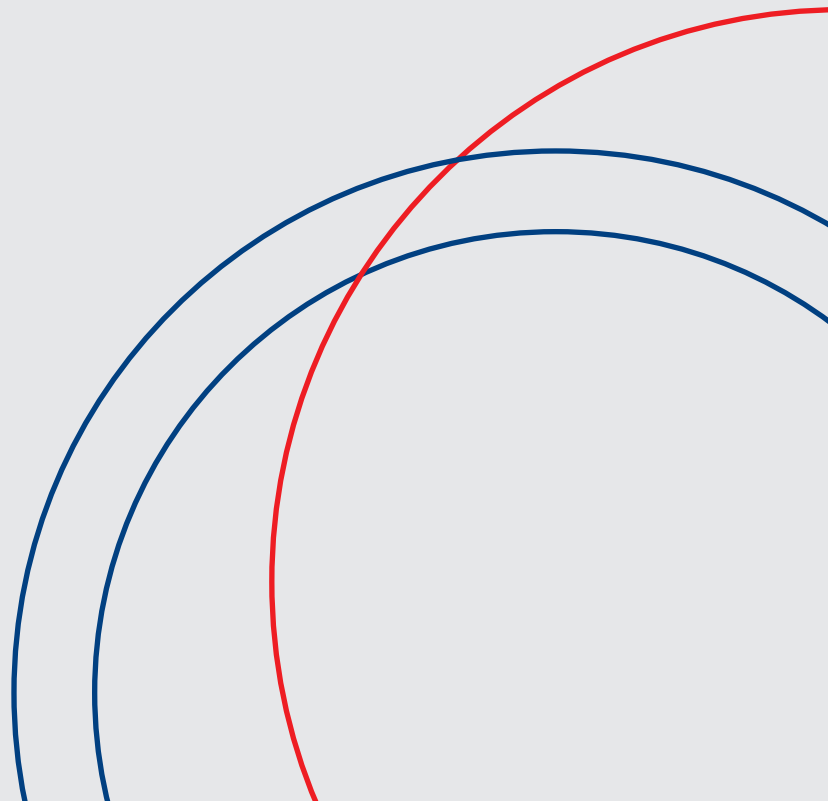
(signed)

Jivko Todorov  
Chief Financial Officer  
Member of MB

02 March 2017  
Sofia



# Corporate governance code of First Investment Bank AD



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## Introduction

The corporate policy of First Investment Bank AD (Fibank, the Bank) shall be based on professional and transparent governance in line with the internationally recognized standards and principles for good corporate governance, taking into account the changes in regulations and economic environment, as well as the importance of First Investment Bank to the financial market in the country.

First Investment Bank shall develop and enhance corporate governance as a means to improve efficiency, successfully attain the strategy and plans for long-term development, as well as affirm its reputation.

The purpose of the present Corporate Governance Code (the Code) shall be to define the main principles and requirements for maintaining and furthering the organization and governance methods of First Investment Bank, aiming at:

- Responsible, accountable and value-based management;
- Effective oversight of management and control;
- Executive body and senior management that act in the best interests of the Bank and seek to enhance shareholder value;
- Timely information disclosure and transparency;
- Effective system of risk management and internal control.

The purpose of the Code shall be also to outline the governance framework and to structure the key components, functions and responsibilities of the corporate governance system of the Group of First Investment Bank. Following the Code shall contribute to attaining the goals and plans, which are in the interests of the Bank as a whole, the customers, shareholders, creditors, stakeholders in the country and abroad, as well as to facilitate effective oversight, thus fostering more efficient usage of resources.

The present Code shall comply with the effective legislation in the Republic of Bulgaria, the National Corporate Governance Code, the Bulgarian National Bank Guidelines on internal governance in banks, effective from 1 March 2015.

The Code shall reflect also the Guidelines for enhancing corporate governance of the Basel Committee on Banking Supervision (the Basel Committee) and the Corporate governance principles for banks of the Basel Committee, the European Banking Authority (EBA) Guidelines on internal governance, as well as the Organisation for Economic Co-operation and Development (OECD) Principles of corporate governance, thus going beyond and exceeding the requirements of the Bulgarian legislation.

## Corporate status and profile

First Investment Bank is a joint-stock company registered with Sofia City Court pursuant to a ruling dated 8 October 1993. Since 28 February 2008 the Bank has been registered in the Commercial Register at the Registry Agency.

First Investment Bank is a public company registered in the Commercial Register of Sofia City Court by a decision dated 4 June 2007 and in the register of public companies and other issuers held by the Financial Supervision Commission by a decision dated 13 June 2007.

The Bank owns a universal banking license for domestic and international operations.

- First Investment Bank is a licensed primary dealer in government securities and is a registered investment intermediary.
- First Investment Bank has a two-tier governance system consisting of a Supervisory Board and a Managing Board.

First Investment Bank offers a wide range of services in the sphere of corporate banking, lending to companies, servicing individuals, card payments, payment and trade operations on the local and international markets.

The Bank operates mainly on the Bulgarian financial market, as well as performs banking activity in abroad throughout its branch in Cyprus and the subsidiary bank in Albania (First Investment Bank – Albania Sh.a.).

First Investment Bank is the largest bank with Bulgarian capital and among the leading credit institutions in the Republic of Bulgaria.

## Mission

*First Investment Bank AD aspires to continue to be one of the best banks in Bulgaria, recognized as a rapidly growing, innovative, customer-oriented bank, offering outstanding products and services to its customers, ensuring excellent careers for its employees, and contributing to the community. The Bank shall continue to develop high-technological solutions providing its customers with opportunities for banking from any place around the world at any time.*



## Scope and application

**The corporate governance** of First Investment Bank shall be a system of policies, rules, procedures and practices, through which the Bank is managed and controlled under clearly defined functions, rights and responsibilities at all levels – General Meeting of Shareholders, Supervisory Board and committees to it, Managing Board and committees and councils to it, Specialized Internal Audit Service, structures in the Head Office, branches and offices.

The corporate governance of First Investment Bank shall be based on the corporate governance principles of the Basel Committee on Banking Supervision (the Basel Committee) and of the Organisation for Economic Co-operation and Development (OECD), including the principles for:

- transparency;
- publicity;
- objectivity;
- fairness;
- trustworthiness;
- independence.

The risk governance system shall be organized in line with “**the three lines of defence**”:

- **The business units shall be the first line of defence**, which shall acknowledge and manage the risks that they incur in conducting their activities.
- **The Risk management function and the Compliance function shall comprise the second line of defence**, which shall be responsible for further identifying, measuring, monitoring and reporting risk on a Bank-wide basis, independently from the business units.
- **The Internal audit function shall be charged with the third line of defence**, conducting risk-based audits and reviews to provide assurance to the Supervisory Board that the overall corporate governance framework of the Bank, including the risk governance framework, is effective and that appropriate policies, systems and processes are in place and consistently applied.

The members of the Supervisory Board and of the Managing Board, the senior management and all employees shall accept the present Code as a joint responsibility and apply the requirements set forth and its spirit in fulfilling their obligations.

By having in place the present Code and the Disclosure Policy, First Investment Bank complies with the requirement pursuant to Art.100H, Para.4, p.3 LPOS on the Program for application of the internationally recognized good corporate governance standards.

**Application at group level.** The competent management bodies of the subsidiary companies shall follow the guidelines and principles of the present Code, unless any legal or supervisory acts require otherwise.

Aiming at exercising adequate control over subsidiary companies, the corporate governance structure of First Investment Bank shall adopt and apply appropriate instruments for monitoring of all risks that may affect the group. The Bank shall apply policies on internal governance at a group level, thus contributing to effective control over the subsidiary companies, clear levels of reporting and securing the necessary resources for applying the group and local governance standards.

## Organizational framework

### According to the principles of the Basel Committee

The Supervisory Board should define appropriate governance structures and practices for its own work, and put in place the means for such practices to be followed and periodically reviewed for ongoing effectiveness.

The following governance bodies and key structures shall function within the Bank:

**General Meeting of Shareholders** – the highest governance body, allowing the shareholders to take decisions on principle matters relating to the existence and the activity of the Bank.

**Supervisory Board (SB)** – shall define the strategy for development and exercises oversight of the management of the Bank. The Supervisory Board shall be supported in its activity by committees.

**Managing Board (MB)** – shall manage the Bank by resolving all issues within its scope of activity, except those within the exclusive competence of the General Meeting of Shareholders or the Supervisory Board. It shall carry out the strategy for development of the Bank, adopted by the Supervisory Board. The Managing Board shall be supported in its activity by committees and councils.

**Risk management function** – shall identify, measure and manage all material risks to the Bank in compliance with the policies adopted by the Supervisory Board and the Managing Board.

**Compliance function** – shall manage the risk from non-compliance or violation of legal regulations, ethical standards, rules and procedures in accordance with the policies adopted by the Supervisory Board and the Managing Board.

**Internal audit (Specialized internal audit service)** – shall support the Supervisory Board and the Managing Board by providing an independent and objective assessment on the effectiveness of the risk management, control and governance processes.

# Principal bodies and functions in corporate governance

## Supervisory Board

### According to the principles of the Basel Committee

The Supervisory Board exercises supervision and where necessary advises the Managing Board, and provides oversight of the general activity of the Bank, including approving and overseeing the implementation of the Bank's strategic objectives, corporate governance framework and corporate culture.

The Supervisory Board of First Investment Bank shall function in line with the principles of the Basel Committee. In the By-Laws of the Bank the following principal functions are defined:

### Functions

- Exercises supervisory functions and represents the Bank in its relations with the Managing Board;
- Defines the general objectives of the Bank activity, as well as the attainment strategy;
- Approves decisions of the Managing Board that are within the competence of the Supervisory Board in compliance with the By-Laws of the Bank, the By-Laws of the Supervisory Board and the law;
- Approves the general corporate governance framework of the Bank.

### Setting corporate culture and ethical values

By applying high ethical standards and corporate values for business behavior, the Supervisory Board shall establish high corporate culture and business ethics by applying "tone at the top". The Supervisory Board shall ensure the exercise of control over the compliance of ethical standards, set forth in the Code of Conduct of the Bank.

## **Risk tolerance/appetite, management and control**

The Supervisory Board shall be responsible for overseeing the risk governance framework, including the risk appetite; the internal system for management and control of all types of risk, by demanding strong risk culture among its employees.

## **Oversight of Managing Board activity and of senior management**

The Supervisory Board shall exercise oversight of the collective and individual performance of Managing Board members and senior management, as well as of attaining the targeted objectives.

## **Committees**

The Supervisory Board shall be supported in its activity by a Presiding Committee, a Risk Committee, a Remuneration Committee, and a Nomination Committee which shall function according to written competencies, rights and responsibilities.

**The Presiding Committee** shall be responsible for overseeing the activities of the Managing Board on important strategic decisions, including the issue of new shares, bonds, hybrid instruments, the adoption of programs and budgets relating to the activity of the Bank.

**The Risk Committee** shall assist the supervision over the risk management activities of the Managing Board, as well as the broad strategic and tactical supervision of the risk management function in the Bank. The committee shall advise the Supervisory Board regarding the overall current and future strategy on the compliance with risk policy and risk limits, risk appetite and the control over its performance by the senior management.

**The Remuneration Committee** shall assist the Supervisory Board in the implementation of the Remuneration policy of the Bank and its subsequent amendments, as well as in any other matters concerning remuneration, in accordance with the regulatory requirements and best practices in the area.

**The Nomination Committee** shall assist the Supervisory Board in assessing the suitability of candidates or active members of the Managing Board and other senior management of the Bank, as well as the compliance with the applicable regulatory provisions regarding the selection of candidates for senior management.

The Supervisory Board and its committees shall function according to written rights and responsibilities, competences and rules of procedure, defined in the following rules of the Bank: By-Laws of the Supervisory Board, Rules of procedure of the Presiding Committee to the Supervisory Board, Rules of procedure of the Risk Committee to the Supervisory Board, Rules of procedure of the Remuneration Committee to the Supervisory Board, Rules of procedure of the Nomination Committee to the Supervisory Board.

## Composition and professional qualification of Supervisory Board members

### According to the principles of the Basel Committee

Supervisory Board members are qualified and maintain their high professional qualification during the term of their mandate, individually and collectively, for their responsibilities. Supervisory Board members understand their oversight and corporate governance role and are able to exercise sound, objective judgment about the affairs of the bank.

The Supervisory Board shall consist of three to seven persons, who comply with the requirements set forth in the applicable legislation, the By-Laws of the Bank and the By-Laws of the Supervisory Board.

The composition of Supervisory Board shall include persons with appropriate qualification and professional experience corresponding to the Bank's activities and the main risks the Bank is exposed to. For that purpose Terms of Reference (ToR) of Supervisory Board member is created.

Supervisory Board members shall be elected by the General Meeting of Shareholders for a term of 5 years.

In accordance with the effective legislation (LPOS, Art.116a, Para.2) an independent member may not be a person that is: a) employee of the Bank; b) shareholder, who hold directly or indirectly at least 25% of the votes in the General Meeting of Shareholders or who is a related party to the Bank; c) person, who maintains long-standing business relations with the Bank; d) member of a management or a supervisory body, procurator or employee of a company or other legal entity under items "b" and "c"; e) related party to another member of the SB or the MB of the Bank.

The independent members of the Supervisory Board of First Investment Bank shall conform to independence requirements that are stricter than the ones set forth in the law. A lower level under item "b" above (of 10%) is defined in the By-Laws of the Supervisory Board. Half of the Supervisory Board members qualify as independent members, thus exceeding and going beyond the requirements of the national legislation that regulates at least 1/3 of the members of the Supervisory Board to be independent.

First Investment Bank shall maintain a Composition Matrix of the Supervisory Board with data on the professional qualifications and skills of its members. Each member of the Supervisory Board shall possess experience, knowledge, qualifications and skills for team work, required for the effective performance of his/her duties and ensuring the capability of the Supervisory Board as a collective body to guarantee the attainment of the long-term interests of the Bank.

The Bank shall ensure an orientation program for new members of the Supervisory Board, as well as shall provide access to training courses to all members of the Supervisory Board as a matter of furthering their professional qualifications in the best interest of the functions performed by them. The Nomination Committee shall ensure an annual review and assessment of the qualifications and competences of the members of the Supervisory Board. The Supervisory Board and its committees may use independent experts, if necessary.

### **Rules of procedure of the Supervisory Board**

The Supervisory Board shall meet as often as necessary. The Supervisory Board shall meet at least once every 3 months. If possible, meetings shall be scheduled annually in advance. The Supervisory Board shall meet earlier than scheduled if deemed necessary by the Chair of the Supervisory Board, another member of the Supervisory Board, or the Managing Board.

The Supervisory Board shall function according to written procedures, competencies and norms (By-Laws of the Supervisory Board of First Investment Bank), and in conformity to the By-Laws of the Bank and the effective legislation.

Minutes shall be kept at all meetings of the Supervisory Board, signed by all members that have attended the meeting.

In order to facilitate the organization of work of the Supervisory Board, the Bank has in place a Chief Secretary. Further to organizing the meetings of the Supervisory Board and keeping minutes, the Secretary shall be responsible for monitoring the compliance of procedures, as well as for ensuring submission and exchange of information between the members of the Supervisory Board, the members of the committees and the Managing Board.

### **Role of the Chair of the Supervisory Board**

The Supervisory Board shall elect a Chair and a Deputy-Chair among its members.

The Chair shall ensure that the Supervisory Board decisions are taken on a sound and well informed basis. The Chair shall encourage and promotes open and critical discussion and ensures that dissenting views can be freely expressed and discussed within the decision-making process.

The Deputy-Chair shall substitute and take over the execution of the rights and obligations of the Chair in his or her absence.

### **Conflicts of interest of the members of the Supervisory Board**

The members of the Supervisory Board shall be responsible for performing their duties objectively, critically and independently by avoiding conflicts of interest and where this is not possible for disclosing them in a timely manner.

Each member of the Supervisory Board shall immediately report to the Chair of the Supervisory Board any conflict of interest or potential conflict of interest and shall provide all relevant information. The Supervisory Board member concerned shall not take part in the assessment by the Supervisory Board of whether a conflict of interest exists. The members of the Supervisory Board shall declare in writing the existence of conflicts of interest.

### **Self-assessment of the activity of the competent governance body**

At least once a year, the Supervisory Board shall perform assessment of the effectiveness of its own activities, individually and collectively, assessment of the governance practices and procedures, as well as of the functioning of the Managing Board and the committees to the Supervisory Board.

## **Managing Board**

### **According to the principles of the Basel Committee**

**Under the direction and oversight of the Supervisory Board, the senior management carries out and manages the bank's activities in a manner consistent with the business strategy, risk appetite, incentive compensation and other policies approved by the Supervisory Board.**

The senior management shall manage the Bank independently and responsibly in a manner consistent with the established mission, objectives and strategies of First Investment Bank.

The Managing Board shall function according to its By-Laws, approved by the Supervisory Board, as its principle functions shall be to:

- Manage and represent the Bank, by resolving all issues within its scope of activity, except those within the exclusive competence of the General Meeting of Shareholders or the Supervisory Board – in compliance with the law and the By-Laws of the Bank;
- Organize the execution of the decisions of the General Meeting of Shareholders and these of the Supervisory Board;
- Report on its activity to the Supervisory Board at least once every 3 months and to immediately inform the Chair of the Supervisory Board or his or her deputy for all circumstances of material importance to the Bank;
- Perform all other functions, delegated to it by the General Meeting of Shareholders or the Supervisory Board and the law.



## Committees and Councils

The Managing Board shall be assisted in its activities by a Credit Council, an Assets, Liabilities and Liquidity Committee, a Credit Committee, an Operational Risk Committee, which all shall function in accordance with defined written structure, scope of activities and functions.

**The Credit Council** shall support the management of the credit risk undertaken by the Bank by issuing opinions on loan transactions in accordance with the authority level assigned thereto.

**The Assets, Liabilities and Liquidity Committee (Liquidity Council)** shall manage on an ongoing basis the Bank's assets, liabilities and liquidity. It shall conduct systemic analyses of the interest and maturity structure of assets and liabilities, and of liquidity indicators.

**The Credit Committee** shall act as a specialized body for monitoring loan exposures with indicators for impairment. The Credit Committee members shall be employees of the Bank, who are not directly involved in decision-making on the extension of loans.

**The Operational Risk Committee** shall be a consultative body established to facilitate the adequate management of operational risk by monitoring and analyzing operating events. The committee shall propose measures for the minimizing of operational risks, as well as preventive measures.

The internal regulations defining the committees' activity, their rights and responsibilities, competences and rules of procedure are the following: Policy for management of assets, liabilities and liquidity of First Investment Bank, Rules for the operation of the Credit Committee of First Investment Bank, Rules for the operation of the Credit Council of First Investment Bank, Rules of procedure of the Operational Risk Committee of First Investment Bank.

The Managing Board shall submit information to the Supervisory Board in a timely manner in respect to:

- Changes in the business strategy execution, risk appetite;
- Attainment of the objectives;
- Breaches of risk limits or compliance rules;
- Material internal control system failures;
- Legal or regulatory concerns.

## **Composition and professional qualification of Managing Board members**

The Managing Board shall consist of three to nine legally capable physical persons, elected by the Supervisory Board after recommendation from the Nomination Committee. They shall comply with the requirements of the effective legislation, the By-Laws of the Bank and the Policy for Nomination of the Senior Management of First Investment Bank. The Managing Board members shall be established professionals with proven leadership skills being a prerequisite for attaining the Bank's objectives. All Managing Board members shall have the:

- Trust of the Supervisory Board members, the senior management of the Bank and its employees;
- Ability to relate to the interests of all shareholders and the Bank, as well as to make well-reasoned decisions;
- Professional expertise and education to be effective managers;
- Business experience, knowledge of national issues and trends and knowledge of the market, products and competitors;
- Capacity to translate knowledge and experience into solutions that can be applied to the practices in the Bank.

## **Rules of procedure of the Managing Board**

The Managing Board shall conduct meetings regularly, the agenda of which is prepared in advance. The meetings of the Managing Board shall be conducted by a chairperson, elected by the Managing Board. Minutes shall be kept at all meetings of the Managing Board, signed by all members that have attended the meeting.

The rules of procedure of the Managing Board are described in detail in the By-Laws of the Managing Board of First Investment Bank.

## **Conflicts of interest**

The members of the Managing Board shall be responsible for avoiding actions that can lead to conflicts of interest between their interests and those of the Bank. In case such conflict appears, they should disclose it and not take part in the discussion and the taking of the respective decision. The members of the Managing Board shall declare in writing the existence of conflicts of interest.

## Interaction between Supervisory Board and Managing Board

The Supervisory Board and the Managing Board shall keep an open dialogue in accordance with the good corporate governance principles. Except for regular reports on the implementation of the set objectives, general meetings shall also be conducted. The members of the Supervisory Board shall have unrestricted access to the management and the employees of the Bank. The Chief Secretary shall play a key, overall role in facilitating this process.

The Chief Secretary shall be employed on a full-time basis and shall possess the necessary qualifications and skills to ensure that the governing bodies follow internal rules and external regulations, shall facilitate the communication between them, and shall keep the Supervisory Board members and the key officers abreast of the latest corporate governance developments.

Senior management shall be presented with ample opportunity to present during Managing Board meetings, as well as during reporting to the Supervisory Board, which shall contribute to obtain direct information and better gauge the next generation of managers and future leaders.

## Remuneration policy in the Bank

### According to the principles of the Basel Committee

The bank's remuneration structure supports sound corporate governance and risk management.

The remuneration principles in the Bank shall comply with the business strategy, objectives, values and long-term interests of the Bank, and promote sound and effective risk management so as not to encourage risk-taking above the acceptable levels for the Bank.

The Bank shall apply clear, dully-documented and disclosed among all employees procedures for determining remunerations that are defined in the Remuneration Policy of First Investment Bank and the Rules for determining and development of remunerations.

The policy is aimed at attracting and retaining highly qualified employees, and motivating them towards achieving high results at a moderate level of risk, and in accordance with the long-term interests of the Bank and its shareholders.

In determining remunerations considered are not only the financial results, but also the ethical standards and corporate values underlying the Code of Conduct of the Bank, as well as the sound and effective risk management.

## Control Environment and Processes

The Bank shall establish and promote a reliable and comprehensive internal control framework, with the necessary powers and rights of access enabling independent performance of duties by the structural and auxiliary units exercising monitoring and control.

Improvement of the efficiency of risk management processes shall be achieved by both top-down board leadership, and bottom-up involvement of management at all levels. While determination of risk appetite may be initiated by the Managing Board, its successful implementation shall depend upon the effective interaction between the Supervisory Board, the Managing Board, the Analysis and Control of Risk Department, the CFO and the operational businesses units.

The risk management processes, procedures and requirements shall be structured in accordance with “the three lines of defense” principle.

- First line of defense: the business units. Constituting the front line of risk taking, those are responsible for management of risks including identifying, assessing and reporting according to the limits, procedures and controls currently in force in the Bank.
- Second line of defense: the Risk Management and Compliance functions. Those shall be independent from the first line of defense. The Risk Management function carries out monitoring, assessment and reporting of risks independently of the first line.
- This second line of defense also includes the independent Compliance function which monitors and controls the compliance of internal bank regulations with the applicable legislation.
- Internal audit function: independently from the first and the second lines of defense, assures independent review of the quality and effectiveness of the risk management framework, including strategic and business planning, and internal processes and procedures.

The control functions shall be independent from the operational business units monitored and controlled by them, as well as organizationally independent from one another insofar as they perform different functions.

## Risk Management and Risk Control

### Risk Management

#### According to the principles of the Basel Committee

The Bank should have an effective independent risk management function, under the direction of Chief Risk Officer (CRO), with sufficient stature, independence, resources and access to the board.

First Investment Bank shall establish, maintain and develop an effective risk management system ensuring timely identification of material risks to the Bank, their monitoring and assessment, introducing of control measures and risk mitigation procedures, as well as regular and comprehensive reporting to the Managing Board and the Supervisory Board.

The general risk profile of the Bank shall be managed through ensuring of balance between risks incurred, return, and capital adequacy.

The Bank shall apply a written Policy for Risk Management and Capital Adequacy which shall provide the framework for identification, assessment, management and internal analysis of risks and capital adequacy. Along with the Policies for management of credit, market, operational and other types of risks, the Policy for management of assets, liabilities and liquidity, and the internal rules, guidelines and instructions related thereto, it shall form the overall risk management framework of the Bank.

The policy followed by the Bank with respect to management of risk and capital adequacy shall be in compliance with the business strategy of the Bank and its product policy.

The Risk management and control function shall be organized under the direction of a Risk Management Director with sufficient stature, independence, resources and access to the Managing Board, the Risk Committee, and the Supervisory Board.

### Risk identification, monitoring and control

#### According to the principles of the Basel Committee

Risks should be identified, monitored and controlled on an ongoing bank-wide and individual entity basis. The sophistication of the bank's risk management and internal control infrastructure should keep pace with changes to the bank's risk profile, to the external risk landscape and in industry practice.

Risks in the Bank shall be identified, monitored and controlled on an ongoing basis, as well as regularly analyzed. The sophistication of the risk management system and internal control framework shall develop according to changes in the internal and external environment.

Risk identification shall encompass all material risks to the Bank, on- and off-balance sheet items, as well as analysis on portfolio basis and on a business-line level.

In the identification and assessment of risks, the Bank shall utilize tools for preliminary analysis (future-oriented tools) and tools for subsequent analysis (past-oriented tools, or back-testing) which shall supplement the monitoring of current risk exposures of the Bank. By using future-oriented tools, the Bank shall identify potential risk exposures under certain adverse circumstances, while by using back-testing the Bank shall review the compliance of its current risk profile with the risk appetite and risk management framework, and carry out appropriate adjustments where necessary.

The tools used shall allow for aggregation of the risk exposures of different business lines, and facilitate the identification of risk concentrations.

The Bank shall consider risks conservatively, and apply rating models which shall be subject to periodic validation.

There is an independent risk control function established in the Bank which guarantees that risks are identified and managed in an appropriate manner by the relevant units within the Bank, and provides the Managing Board and the Supervisory Board with comprehensive review of all risks.

## Compliance

### According to the principles of the Basel Committee

The bank's Supervisory Board oversees the management of the bank's compliance risk. The Board ensures the establishment of a compliance function and approves the bank's policies and processes for identifying, assessing, monitoring and reporting and advising on compliance risk.

The Supervisory Board of First Investment Bank oversees the management of risk of non-compliance with applicable legislation and internal regulations, as well as ensures implementation of established norms, best practices and ethical standards.

The Compliance function shall be organizationally independent from the business units and has separate hierarchical subordination and line of reporting. The Compliance function advises the Managing and Supervisory Boards on implementation of the applicable legislation, best practices and standards, and assesses the impact of any changes in the legal framework on the Bank's activities.

The Compliance function ensures that all new products of the Bank meet the requirements of the existing legal framework and of any known and upcoming changes in the regulations and supervisory requirements. The Compliance function monitors the Bank's transactions and manages risks deriving from non-standard transactions, thus exercising ongoing control over their compliance with the regulatory requirements and assisting with their implementation.

A written Compliance Policy shall be applied within the Bank. The Compliance function shall ensure implementation of that Policy, and provide the necessary information to the Managing Board, the Risk Committee, and the Operational Risk Committee.

## Internal audit

### According to the principles of the Basel Committee

The internal audit function provides independent assurance to the board and supports board and senior management in promoting an effective governance process and the long-term soundness of the bank.

For the purpose of achieving the goals and objectives and exercising of efficient control, there is a Specialized Internal Audit Service established within the Bank. It conducts regular internal audits in order to ensure:

- achievement of goals and objectives;
- economical and efficient use of resources;
- adequate control of various risks;
- safeguarding of assets;
- reliability and integrity of the financial and management information;
- compliance of the Bank's activity with the regulatory requirements, policies, plans, internal rules and procedures.

The Head of the Specialized Internal Audit Service shall submit an annual report on the activity of the Service to the General Meeting of Shareholders, the Supervisory and Managing Board, informing on the main results of the control activities of the internal auditors, of the measures undertaken and their execution.

The Specialized Internal Audit Service shall function according to written rules; it shall conduct, at least on a quarterly basis, working meetings with the Audit Committee; it shall be independent from the audited activities, and have the necessary reputation, competences, resources and powers.

The internal auditors shall adhere to the national and international professional standards for internal audit.

## **External Auditor (Registered Auditor)**

The General Meeting of Shareholders shall decide on the selection of an External Auditor upon proposal by the Supervisory Board, and following a recommendation by the Audit Committee. The External auditor shall perform an independent financial audit in order to express an independent auditor's opinion on the fair presentation in all material respects in the financial statements of the financial position, the reported financial results, the cash flows and the equity of the Bank. The external auditor shall be an auditing company independent from the Bank.

## **Audit Committee**

In its capacity as a company of public interest, pursuant to the requirements of the Law on Independent Financial Audit, the Bank has established a functioning Audit Committee which is responsible for monitoring the financial reporting and independent financial audit within the Bank, as well as the effectiveness of the internal audit function and the systems for control and management of risks in the Bank. The Audit Committee makes a recommendation in the selection of a registered auditor to perform the independent financial audit of the Bank, and monitors the independence of that auditor in accordance with the legal requirements and the Code of Ethics of professional accountants.

The mandate of the Audit Committee and the number of its members shall be determined by the General Meeting of Shareholders.

The functions and responsibilities of the Audit Committee are set out in the Rules of Procedure of the Audit Committee. The Committee members shall have unlimited access to all members of the Supervisory and Managing Boards, as well as to the senior managers responsible for the activities falling within the scope of powers delegated to the Committee.

The Audit Committee shall report its activities before the General Meeting of Shareholders once a year.



## Shareholders' rights and equitable treatment

### According to the principles of OECD

The corporate governance framework should protect the rights of the shareholders, the depositors and the other clients of the Bank.

The corporate governance of First Investment Bank protects the rights of the shareholders, the depositors and the other clients of the Bank by applying a system of rules and procedures, including, but not limited to the following:

- secure methods for registration of ownership;
- compliance with legal requirements in conveyance or transfer of shares;
- regular and timely receipt and disclosure of information relating to the company, including of financial information;
- participation and voting rights in the General Meeting of Shareholders;
- participation of shareholders in the distribution of the company's profit.

First Investment Bank operates in accordance with the current regulations and the By-Laws of the Bank which govern the rights of the shareholders, the registration of ownership, the conveyance or transfer of shares, the regular preparation and disclosure of information concerning the financial position and corporate governance of the company, and the participation in distribution of profits.

Information on all shareholders of the Bank and the shares owned by them shall be recorded in Fibank's shareholder register, kept by the Central Depository AD.

Disposal of shares shall be carried out in accordance with the By-Laws of the Bank; for any outstanding issues the current legislation shall apply.

Right to information: the operations of First Investment Bank are organized in such a way as to ensure timeliness and completeness of information provided to the executive management, the collective bodies of the Bank: Managing and Supervisory Boards, and to its shareholders.

### According to the principles of OECD

The corporate governance framework should ensure equitable treatment of all shareholders, including minority shareholders and foreign shareholders.

The Corporate governance of First Investment Bank treats all shareholders equally, including minority shareholders and foreign shareholders.

Fibank's managing bodies ensure regularly and timely disclosure of material corporate information to shareholders and investors, related to the activity and condition of the Bank.

The managing bodies of the Bank shall make best efforts to ensure easy and timely access to the above information, with a view to informed exercising of shareholders' rights, respectively making of informed investment decisions by investors.

No limitations on the rights of individual shareholders holding shares of the same class shall be allowed.

First Investment Bank shall maintain a special section on the shareholders' rights on its corporate website:

<http://www.fibank.bg/bg/prava-na-aktsionerite/page/3598>.

The By-Laws of the Bank provide a detailed description of the rights of shareholders, as well as of the procedures for convening, conducting and decision-making by the General Meeting of Shareholders.

## Convening of the General Meeting of Shareholders

The General Meetings shall be convened by written invitation to the shareholders in compliance with the By-Laws of the Bank, with a view to encouraging their participation in the General Meeting and in a way that does not impede, or unnecessarily increase the cost of the vote.

The Bank shall provide shareholders with timely and sufficient information for decision making, considering the scope of competence of the General Meeting of Shareholders.

The invitation, together with the written materials relating to the agenda of the General Meeting, shall be announced in the Commercial Register to the Registry Agency, submitted to the Financial Supervision Commission, and made available to the public through the [www.x3news.com](http://www.x3news.com) internet platform no less than 30 days prior to conducting of the General Meeting. They shall also be published on the Bank's website in both Bulgarian and in English languages for the period from the announcing of the General Meeting to its conclusion. Upon request, the materials shall be provided to each shareholder free of charge.

## Conducting of the General Meeting of Shareholders

The venue of the General Meeting of Shareholders shall be easily accessible to the majority of shareholders. The registration procedures shall be convenient and allowing for quick and easy access.

The Bank shall make the necessary efforts to facilitate the participation and voting on the items of the agenda by the shareholders attending the General Meeting.

The Bank shall apply a fair and effective procedure for inclusion of items on the agenda of the General Meeting, including of proposals for election of members of the Supervisory Board. No changes to the agenda shall be allowed after its approval by the General Meeting.

Each shareholder shall have the right to take the floor and speak on items from the agenda.

## Results

The voting results and other relevant materials shall be distributed to shareholders either at the end of the General Meeting, or in the shortest time possible after its conclusion. The results shall be disclosed to the general public by publishing them on the Bank's website and in the media, and also submitted to the Commercial Register and the supervisory authorities.

## Disclosure of information and transparency

### According to the principles of OECD

The corporate governance framework should ensure that timely and accurate disclosure is made on all material matters regarding the corporation, including the financial situation, performance, ownership, and governance of the company.

Transparency and timely disclosure of information are key principles in corporate governance. As a public company, First Investment Bank regularly discloses information about its financial situation and any material business or corporate developments. The Bank discloses all shareholders holding more than 5% of its share capital.

Information is disclosed in a way that ensures equal treatment of recipients, enables informed decision making and assessments, and prevents misuse of inside information. Fibank discloses information through:

- the X3News Internet platform ([www.x3news.com](http://www.x3news.com)) thus ensuring effective dissemination of information to the widest possible range of persons simultaneously, and in a way which does not discriminate them;
- its corporate website ([www.fibank.bg](http://www.fibank.bg)) with established content, scope and frequency of information disclosed therein in accordance with the regulatory requirements and best corporate practices.

### Disclosure policy and disclosure practices

In its capacity as a credit institution, public company and investment intermediary, First Investment Bank applies a Disclosure Policy.

The Bank shall disclose and provide easy access to any material information, including with regard to its financial position, achievement of objectives, shareholding and management structure. The Supervisory Board shall adopt the Disclosure Policy detailing the information subject to regular disclosure. The Policy itself shall be disclosed on the corporate website of the Bank.

First Investment Bank shall publish an Annual Report including detailed information on the Bank's development and financial results, achievement of objectives and business overview by type of activity, as well as information on the organizational structure, corporate governance framework, and risk management.

The Bank shall promptly publish any material information, including on corporate developments, in the investors' section of its corporate website.

## Additional provisions

**§ 1.** As per the Code:

- Risk capacity:** The maximum amount of risk the Bank is able to assume given its capital base, risk management and control measures, as well as its regulatory constraints.
- Control functions:** Those functions that have a responsibility independent from management to provide objective assessment, reporting and/or assurance. This includes the risk management function, the compliance function and the internal audit function.
- Corporate Governance:** A set of relationships between a company's management, its board, its shareholders and other stakeholders which provides the structure through which the objectives of the company are set, and the means of attaining those objectives and monitoring performance. It helps define the way authority is allocated and how corporate decisions are made
- Stakeholders:** Parties that are not shareholders but are concerned with the economic growth of the bank such as creditors, employees, bond holders, other.
- Risk governance framework:** Part of the overall corporate governance framework, through which: decisions are made with respect to business strategy and risk approach; adherence to risk appetite and limits is monitored vis-à-vis strategy; including risk is identified, measured, managed and controlled.
- Risk appetite framework:** The overall approach, including policies, processes, controls and systems through which risk appetite is established, communicated and monitored. It includes a risk appetite statement, risk limits and an outline of the roles and responsibilities of those overseeing the implementation and monitoring of the risk appetite framework. The risk appetite framework should consider material risks to the bank, as well as to its reputation vis-à-vis policyholders, depositors, investors and customers. The risk appetite framework aligns with the strategy.

- Risk limits:** Specific quantitative measures or limits based on, for example, forward-looking assumptions that allocate the aggregate risk appetite statement to business lines, legal entities as relevant, specific risk categories, concentrations and, as appropriate, other measures.
- Risk profile:** Point in time assessment of the gross (ie before the application of any mitigants) or, as appropriate, net risk exposures (ie after taking into account mitigants) aggregated within and across each relevant risk category based on current or forward-looking assumptions.
- Risk appetite:** The aggregate level and types of risk a bank is willing to assume, decided in advance and within its risk capacity, to achieve its strategic objectives and business plan.
- Internal control system:** A set of rules and controls governing the organizational and operational structure including reporting processes, and functions for risk management, compliance and internal audit.
- Risk management:** The processes established to ensure that all material risks and associated risk concentrations are identified, measured, limited, controlled, mitigated and reported on a timely and comprehensive basis.

## Transitional and Final provisions

- §.2.** The Code discontinues the operation of the Program of First Investment Bank for the application of the internationally recognized good corporate governance standards.
- §.3.** The Code is publicly available on the Bank's corporate website: [www.fibank.bg](http://www.fibank.bg)
- §.4.** The Code is reviewed annually or more regularly, according to circumstances.
- §.5.** The Corporate Governance Code of First Investment Bank was adopted by the Managing Board of First Investment Bank AD with a decision dated 30 June 2015, approved by the Supervisory Board with a decision dated 21 July 2015 and were amended in compliance with Managing Board resolution of 24 November 2015 to amend the Bank's internal rules and regulations with a view to the updated organizational structure of Fibank approved by the Supervisory Board on 24 November 2015.

**DISCLOSURE POLICY  
OF FIRST INVESTMENT BANK AD**



## I. General Provisions

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- 1.1. This Policy defines the scope of information subject to disclosure by First Investment Bank (Fibank, the Bank) in its capacity as a credit institution, a public company and an investment intermediary.
- 1.2. The Bank discloses and provides easy access to all relevant information, including financial condition, achievement of objectives, shareholding and management structure.
- 1.3. The Policy on disclosure of information complies with, and is applied in accordance with the current regulatory requirements in the Republic of Bulgaria, including with the Law on Credit Institutions (LCI), the Public Offering of Securities Act (POSA), the Markets in Financial Instruments Act (MFIA), the Law on Applying the Measures against Market Abuse with Financial Instruments (LAMMAFI), the Accountancy Act, the Independent Financial Audit Act (IFAA), the Commerce Act and the regulations for their implementation, with Regulation (EU) № 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms (Regulation (EU) № 575/2013), Regulation (EU) № 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Regulation (EU) № 596/2014), the National Corporate Governance Code (NCGC) as of April 2016, as well as with the Principles of Corporate Governance of the Organization for Economic Cooperation and Development (OECD Principles) the Principles of Corporate Governance for banks by the Basel Committee on Banking Supervision (the Basel Committee principles), the Code of Corporate Governance of First Investment Bank AD, and with the relevant internal bank documents.

## II. Purpose and Principles

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- 2.1. The purpose of this Policy is to outline the framework for provision of information to stakeholders, shareholders and investors, with a view to enable making objective and informed decisions and evaluations.
- 2.2. In disclosing information, the Bank shall be guided by the principles of:
  - 2.2.1. Accuracy;
  - 2.2.2. Accessibility;
  - 2.2.3. Equitability;
  - 2.2.4. Timeliness;
  - 2.2.5. Integrity;
  - 2.2.6. Regularity.
- 2.3. First Investment Bank shall disclose any relevant information regardless of its nature, subject to the principle of equal treatment of recipients.
- 2.4. In certain cases, under the current legislation or the rules of the regulated markets of financial instruments, the disclosure of certain information is not allowed. Such cases are:
  - 2.4.1. when disclosure leads to violation of a law or regulation;
  - 2.4.2. when information is confidential or relates to unfinished negotiations;
  - 2.4.3. when information constitutes official, bank or trade secret (confidential information).

### III. Information Channels

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- 3.1.** For the purposes of disclosure First Investment Bank uses the following information channels:
- 3.1.1. Electronic system for disclosure of information X3News ([www.x3news.com](http://www.x3news.com)), through which effective dissemination of information is ensured to the widest possible audience, simultaneously and in a non-discriminatory manner;
  - 3.1.2. Corporate website ([www.fibank.bg](http://www.fibank.bg)) with validated content, scope and periodicity of disclosed information;
  - 3.1.3. Other channels, including media; the websites of the Financial Supervision Commission (FSC) and the Bulgarian Stock Exchange (BSE), on which the latter publish relevant information.

### IV. Investor Relations

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- 4.1.** In order to achieve effective liaison between First Investment Bank, its shareholders and the persons interested in investing in financial instruments issued by the Bank, First Investment Bank has an appointed Investor Relations Director.
- 4.2.** The Investor Relations Director exercises functions of maintaining and provision of information on the current financial position of the Bank, as well as of any other information that the shareholders and persons interested in investing in financial instruments of the Bank wish and are entitled to receive in their capacity as shareholders or investors.
- 4.3.** The Investor Relations Director submits an annual activity report before the General Meeting of Shareholders.
- 4.4.** Information regarding the Investor Relations Director of First Investment Bank AD, including contact information, is available on the website of the Bank ([www.fibank.bg](http://www.fibank.bg)).

### V. Periodic Information

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- 5.1.** The periodic information disclosed by First Investment Bank includes but is not limited to:
  - 5.1.1. Annual financial statements on an unconsolidated and consolidated basis certified by an independent registered auditor;
  - 5.1.2. Financial statements for the first half of the year, as well as for the first, third and fourth quarter on an unconsolidated and consolidated basis;
  - 5.1.3. Annual activity report on an unconsolidated and consolidated basis;
  - 5.1.4. Annual disclosure of information pursuant to Regulation (EU) № 575/2013;
  - 5.1.5. Interim activity report for the first half of the year, as well as for the first, third and fourth quarter on an unconsolidated and consolidated basis.
- 5.2.** The financial statements of the Bank are prepared applying the International Accounting Standards as required by applicable law. Audited financial statements are published in Bulgarian and English languages on the website of the Bank ([www.fibank.bg](http://www.fibank.bg)).

- 5.3.** First Investment Bank prepares an Annual activity report in Bulgarian and English languages, which is subject to verification by an independent auditor and contains detailed information about:
- 5.3.1. the development and competitive position of the Bank;
  - 5.3.2. an analysis of the financial results and financial condition of the Bank;
  - 5.3.3. a business overview by main type of activity;
  - 5.3.4. the development objectives of the Bank, as well as information on their implementation;
  - 5.3.5. information on the members of the management and supervisory bodies of the Bank, as well as on the applied diversity policy;
  - 5.3.6. information on the corporate governance framework, including shareholding and management structure, remuneration policy of the Bank and compliance with the Bank's Corporate Governance Code;
  - 5.3.7. information on risk management, including on all material risks to the Bank;
  - 5.3.8. an analysis of macroeconomic developments and the condition of the banking system the Republic of Bulgaria.
- 5.4.** The Annual activity report, along with the independently audited financial statements, is published in a special edition of the Bank: "Annual Report", which is also published on the website of the Bank.

## **VI. Inside Information**

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- 6.1.** First Investment Bank shall publicly disclose as soon as possible inside information in accordance with Regulation (EU) № 596/2014.
- 6.2.** The inside information disclosed by the Bank shall include but not be limited to:
- 6.2.1. Data on members of the management and supervisory bodies of the Bank;
  - 6.2.2. Persons who hold 5 or more percent of the votes at the General Meeting of Shareholders of the Bank, or are able to control it;
  - 6.2.3. Changes in the Statutes of the Bank;
  - 6.2.4. Changes in the management and supervisory bodies;
  - 6.2.5. Increase or decrease of the issued share capital;
  - 6.2.6. Decisions for transformation of the company;
  - 6.2.7. Assigning a credit rating to the Bank, or change thereof;
  - 6.2.8. Any other material circumstances.

## **VII. Other Information**

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- 7.1.** In connection with holding a General Meeting of Shareholders, First Investment Bank shall provide timely information on convening and decision-making.
- 7.2.** The invitation together with the written materials related to the agenda of the General Meeting shall be announced and provided in the statutory manner, and made available to the public through the information channels used by the Bank. Upon request, the materials shall be provided to each shareholder free of charge.

- 7.3.** The results of the conducted General Meeting shall be disclosed to the public in the statutory manner and timeframe, including via the corporate website of the Bank.
- 7.4.** In its capacity as an issuer of financial instruments and in order to enable stakeholders, shareholders and investors to familiarize themselves with the financial instruments issued, First Investment Bank shall prepare and submit prospectuses (or other documents) to the regulated market on which such instruments are traded.
- 7.5.** The prospectuses shall contain all the required information, including but not limited to:
  - 7.5.1. The purpose and motives for issuance of securities;
  - 7.5.2. Information on the dividend policy;
  - 7.5.3. Information on the financial position, performance results, and trends for development;
  - 7.5.4. Information on the corporate governance, the structure and membership of the governing bodies of the Bank.
- 7.6.** Upon conclusion outside the regulated market or multilateral trading system of transactions in shares admitted to trading on a regulated market the Bank, in its capacity of an investment intermediary, shall publicly disclose information on the type, issue, number, and unit price of the financial instruments subject to the transaction, on the currency of the transaction and the date and time of its conclusion. Such information shall be published on the corporate website of the Bank, in the "Investment services and activities" section.
- 7.7.** The scope of information disclosed by First Investment Bank shall exceed the requirements of national legislation. In addition, the Bank shall:
  - 7.7.1. Publish information on the Bank in the form of presentations and interviews with senior management;
  - 7.7.2. Publish press releases;
  - 7.7.3. Publish specialized editions (e.g. Fibank News);
  - 7.7.4. Disclose detailed information on the products and services of the Bank, the applicable general terms and conditions and tariff, as well as amendments in them;
  - 7.7.5. Disclose information about events and initiatives as part of the policy for corporate social responsibility of the Bank.
- 7.8.** The internal organization in the Bank, as well as the units responsible with regard to the scope and procedure for disclosure of information, are regulated by the Rules of First Investment Bank for implementation of the disclosure requirements.

## **VIII. Corporate Website**

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- 8.1.** As part of the framework for disclosure of information, First Investment Bank maintains a corporate website ([www.fibank.bg](http://www.fibank.bg)) with validated content, scope and periodicity of the information disclosed, in accordance with the regulatory requirements and best corporate practices.
- 8.2.** The Bank also maintains an English-language version of the corporate website with identical content.
- 8.3.** The information on the corporate website is constantly reviewed, updated and archived. Historical information is also maintained with a view to ensuring transparency and familiarizing all stakeholders, shareholders and investors with the performance of the Bank.

- 8.4.** The website of First Investment Bank ([www.fibank.bg](http://www.fibank.bg)) supports a special, easily accessible “Investors” section with detailed and up-to-date information about the Bank in Bulgarian and English, including:
- 8.4.1. Corporate governance, including information on shareholders’ rights;
  - 8.4.2. Stock exchange information;
  - 8.4.3. Financial information;
  - 8.4.4. News for investors;
  - 8.4.5. General Meetings of Shareholders.
- 8.5.** With a view to maintaining constant communication with shareholders and investors, a Club of investors of First Investment Bank has been created. By registering in it, members can receive electronic updates on notifications published by the Bank through its information channels.
- 8.6.** Information disclosed through the Bank’s corporate website shall include at least:
- 8.6.1. Basic commercial and corporate information identifying the Bank;
  - 8.6.2. Updated information on the shareholding structure;
  - 8.6.3. The Statutes of the Bank and documents relating to its activities and functioning, including the Corporate Governance Code of First Investment Bank and this Policy on Disclosure of Information;
  - 8.6.4. Information on the structure and composition of the management bodies of the Bank, as well as information about their members, including information about the auxiliary bodies operating to them;
  - 8.6.5. Annual and semi-annual financial statements for at least the last ten years, as well as quarterly financial statements for at least the last five years;
  - 8.6.6. Materials for upcoming General Meetings of Shareholders of the Bank, as well as additional materials submitted following the legal procedures. Information on the resolutions of the General Meetings of Shareholders for at least the last three years;
  - 8.6.7. Information on upcoming events;
  - 8.6.8. Information on shares and other financial instruments issued;
  - 8.6.9. Inside information and notifications pursuant to Regulation (EU) № 596/2014, as well as other important information related to the activities of the Bank;
  - 8.6.10. Information on shareholders’ rights;
  - 8.6.11. Contact information for the Investor Relations Director of the Bank.

## **IX. Financial Calendar of First Investment Bank for 2017**

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- 9.1.** In 2017, pursuant to the Accountancy Act, the Public Offering of Securities Act, and Ordinance №2 of the Financial Supervision Commission, First Investment Bank shall prepare and present to the Financial Supervision Commission and to the public the following reports:
- 9.1.1. Annual non-consolidated financial report for 2016, certified by an independent registered auditor, also including an annual activity report - no later than 90 days after the end of the fiscal year;
  - 9.1.2. Annual consolidated financial report for 2016, certified by an independent registered auditor, also including a consolidated annual activity report - no later than 120 days after the end of the fiscal year;

- 9.1.3. Semi-annual non-consolidated financial report for the first half of the year, also including interim activity report – no later than 30 days after the end of the first six months
  - 9.1.4. Semi-annual consolidated financial report for the first half of the year, also including interim activity report – no later than 60 days after the end of the first six months;
  - 9.1.5. Quarterly non-consolidated financial reports for the first, third and fourth quarter, also including interim activity reports – no later than 30 days after the end of the respective quarter;
  - 9.1.6. Quarterly consolidated financial reports for the first, third and fourth quarter, also including interim activity reports - no later than 60 days after the end of the respective quarter;
  - 9.1.7. Other reports submitted to the Financial Supervision Commission, the Bulgarian National Bank, and other authorities.
- 9.2. The regular annual General Meetings of Shareholders of First Investment Bank shall be held by the end of the first half of the year following the reporting year.
- 9.3. The dates and information concerning other events and reports that First Investment Bank is obliged to publicly disclose shall be announced within the legally prescribed timeframes.

## X. Additional Provisions

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§1. For the purposes of this Policy:

<b>Inside information</b>	Information of a precise nature, which has not been made public, relating directly or indirectly to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments, pursuant to Regulation (EU) № 596/2014.
<b>Material information</b>	Information whose omission or misrepresentation could change or influence the assessment or decision of a user relying on that information for making economic decisions.
<b>Bank secret</b>	Facts and circumstances concerning the balances and transactions on accounts and deposits of the bank's clients.
<b>Trade secret</b>	Information whose disclosure would compromise the competitive position of the institution. It may include information on products or systems whose sharing with competitors would reduce the value of investments of the institution in them.
<b>Confidential information</b>	Information concerning obligations to customers or other counterparty relationships, under which obligations the institution must maintain the confidentiality of such information.
<b>Stakeholders</b>	Persons who are not shareholders but have an interest in the economic development of the company, such as creditors, bondholders, customers, employees, the public, and others.

## **XI. Final Provisions**

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- §2.** This Policy is publicly available on the corporate website of the Bank at: [www.fibank.bg](http://www.fibank.bg).
- §3.** This Policy shall be reviewed once a year or more frequently if circumstances require it.
- §4.** This Policy was adopted by the Managing Board of First Investment Bank by resolution of 13.10.2015, approved by resolution of the Supervisory Board of 21.10.2015, amended and supplemented by a resolution of MB of 19.01.2016, and approval by SB of 28.01.2016, as well as by a resolution of MB of 17.01.2017, and approval of SB of 24.01.2017.

ver2.5

**FINV9150** FIRST INVESTMENT BANK

**31.12.2016** Reporting date

**stand-alone** Basis for application

IFRS Accounting standard

in BGN '000

**1. Balance sheet [statement of financial position]**

c010

**1.1 Assets**

		References	Breakdown in table	Carrying amount
				010
010	<b>Cash and cash balances with central banks and other deposits payable on demand</b>	Para. 54 (i) of IAS 1		<b>1 588 754</b>
020	Cash	part 2, item 1 of Appendix V		153 679
030	Cash balances with central banks	part 2, item 2 of Appendix V		1 134 245
040	Other deposits payable on demand	part 2, item 3 of Appendix V	5	300 830
050	<b>Financial assets held for trading</b>	Para. 8, (a)(ii) of IFRC 7; Para. 9, AG 14 of IAS 39		<b>8 578</b>
060	Derivatives	Para. 9 of IAS 39	10	0
070	Equity	Para. 11 of IAS 32	4	3 891
080	Debt securities	part 1, items 24, 26 of Appendix V	4	4 687
090	Loans and advances	part 1, items 24, 27 of Appendix V	4	0
100	<b>Financial assets at fair value through profit or loss</b>	Para. 8 (a)(i) of IFRC 7; Para. 9 of IAS 39	4	<b>0</b>
110	Equity	Para. 11 of IAS 32	4	0
120	Debt securities	part 1, items 24, 26 of Appendix V	4	0
130	Loans and advances	part 1, items 24, 27 of Appendix V	4	0
140	<b>Financial assets available-for-sale</b>	Para. 8, (d) of IFRC 7; Para. 9 of IAS 39	4	<b>531 366</b>
150	Equity	Para. 11 of IAS 32	4	13 961
160	Debt securities	part 1, items 24, 26 of Appendix V	4	517 405
170	Loans and advances	part 1, items 24, 27 of Appendix V	4	0
180	<b>Loans and receivables</b>	Para. 8, (c) of IFRC 7; Para. 9, AG 16, AG 26 of IAS 39; part 1, item 16 of Appendix V	4	<b>4 995 534</b>
190	Debt securities	part 1, items 24, 26 of Appendix V	4	0
200	Loans and advances	part 1, items 24, 27 of Appendix V	4	4 995 534
210	<b>Investments held to maturity</b>	Para. 8 (b) of IFRC 7; Para. 9, AG 16, AG 26 of IAS 39	4	<b>243 463</b>
220	Debt securities	part 1, items 24, 26 of Appendix V	4	243 463
230	Loans and advances	part 1, items 24, 27 of Appendix V	4	0
240	<b>Derivatives - hedge accounting</b>	Para. 22 (d) of IFRC 7; Para. 9 of IAS 39	11	<b>0</b>
250	<b>Changes in the fair value of hedged positions when hedging a portfolio for interest rate risk</b>	Para. 89A (a) of IAS 1		<b>0</b>
260	<b>Investments in a subsidiary, jointly-controlled entity or associate</b>	Para. 54 (e) of IAS 1; part 2, item 4 of Appendix V	4, 40	<b>36 357</b>
270	<b>Tangible assets</b>			316 155
280	Property, Plant and Equipment	Para. 6 of IAS 16; Para. 54 (a) of IAS 1	21, 42	93 888
290	Investment Property	Para. 5 of IAS 40; Para. 54 (b) of IAS 1	21, 42	222 267
300	<b>Intangible assets</b>	Para. 54(c) of IAS 1; Art. 4, Para. 1, item 115 of Reg 575		<b>9 010</b>
310	Goodwill	Para. B67, (d) of IFRC 3; Art. 4, Para. 1, item 113 of Reg 575		0
320	Other intangible assets	Paras. 8, 118 of IAS 38	21, 42	9 010
330	<b>Tax assets</b>	Para. 54 (n)-(o) of IAS 1		<b>0</b>
340	Current tax assets	Para. 54(n) of IAS 1; Para. 5 of IAS 12		0
350	Deferred tax assets	Para. 54, (o) of IAS 1; Para. 5 of IAS 12; Art. 4, Para. 106 of Reg 575		0
360	<b>Other assets</b>	part 2, item 5 of Appendix V		<b>1 123 253</b>
370	<b>Non-current assets and disposal groups classified as held for sale</b>	Para. 54, (j) of IAS 1; Para. 38 of IFRC 5; part 2, item 6 of Appendix V		<b>0</b>
380	<b>TOTAL ASSETS</b>	Para. 9, (a), IN 6 of IAS 1		<b>8 852 470</b>





# INFORMATION

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ON

FIRST INVESTMENT BANK AD

FOR 2016

The present information is prepared pursuant to Art.32, par. 1, p. 4 from Ordinance No.2 of the Financial Supervision Commission on the prospectuses to be published when securities are offered to the public or admitted to trading on a regulated market and on disclosure of information.

**1. Structure of the company's capital including the securities that have not been admitted to trading on a regulated market in the Republic of Bulgaria or another Member State, with indication of the different classes of shares, the rights and liabilities attaching to any of the classes of shares and the portion of the total capital which each individual class constitutes.**

The share capital of First Investment Bank is BGN 110,000,000 /one hundred and ten million Bulgarian levs/, divided into 110 000 000 /one hundred and ten million/ dematerialized, ordinary voting shares with a par value of BGN 1.00 /one lev/ each. Each share gives one voting right at the General Meeting of Shareholders, a right to a dividend and to a liquidation quota, pro rata the share's par value. The shareholders also have other rights as provided for by the Bank's By-laws and the effective legislation.

The structure of the shareholders' capital of First Investment Bank Ad as at 31 December 2016 on an unconsolidated basis is as follows:

BGN thousand	2016
Issued share capital	110,000
Share premium	97,000
Statutory reserves	39,861
Revaluation reserve on available for sale investments	17,457
Revaluation reserve on property	4,500
Retained earnings	572,933
<b>Total shareholders' equity</b>	<b>841,751</b>

**2. Restrictions on the transfer of securities, such as restrictions on the possession of securities or need to obtain approval from the company or another shareholder.**

The Bank's shares are freely transferrable in compliance with the provisions of current legislation. The transfer of dematerialised registered shares becomes effective as of the registration of the transactions in the records of the Central Depository.

Natural or legal persons, or persons acting in agreement, may not without prior approval of the BNB acquire directly or indirectly shares or voting rights if as a result their shareholding becomes qualified or exceeds 20, 33 or 50 per cent of the shares or voting rights, as well as when the Bank becomes a subsidiary.

**3. Information on the direct and indirect holding of 5 per cent or more of the voting rights in the general meeting of the company, including information on the shareholders and the number of shares held.**

The shareholders holding 5% or more of the share capital of First Investment Bank as at 31 December 2016 are, as follows:

number / % of total	Number of shares	% held
Mr. Ivailo Dimitrov Mutafchiev	46,750,000	42.50%
Mr. Tzeko Todorov Minev	46,750,000	42.50%

At 31 December 2016 16,500,000 shares (15.00% of share capital) were offered in an initial public offering in May 2007 are traded freely at the Bulgarian Stock Exchange – Sofia AD.

**4. Information on shareholders with special controlling rights and description of such rights.**

No shareholders have special controlling rights.

**5. System for control on exercising the voting right in cases where the company's employees are also shareholders and control is not exercised directly by them.**

The Bank does not have a special system for control on exercising the voting right in cases where the company's employees are also shareholders and control is not exercised directly by them.

**6. Restrictions on the voting rights, such as restrictions on the voting rights of shareholders holding a specific percentage or number of votes, deadline for exercising the voting rights or systems in which in cooperation with the company the financial rights related to the shares are separated from the shareholding.**

No such restrictions exist.

**7. Agreements between shareholders which are known to the company and may lead to restrictions in the transfer of shares or voting rights.**

No such agreements are known to the company.

## **8. Provisions regarding the appointment and dismissal of members of the managing bodies of the company and the amendments of the Company's By-Laws.**

Pursuant to the Bank's By-Laws, the Managing Board of First Investment Bank consists of three to nine legally capable physical persons, elected by the Supervisory Board to hold office for up to 5 years. Legal persons or members of the Bank's Supervisory Board may not be elected as members of the Managing Board.

The members of the Managing Board must meet the following requirements:

1. hold Master's degree or higher;
2. have a qualification and professional experience in banking;
3. have not been convicted of a premeditated crime of general nature or for any crime under Article 116a of the Public Offering of Securities Act;
4. in the last two years preceding the insolvency date were not members of governing or controlling bodies or general partners in a company terminated for bankruptcy which has unsatisfied creditors, regardless of whether they have later been reinstated or not;
5. were not, during the last 2 years preceding the date of a court decree for declaring a bank bankrupt, members of its governing or control bodies;
6. have not been deprived of the right to occupy a financially responsible position;
7. are not spouses or relatives up to the third degree, including by direct or collateral line of descent, or in civil partnership with another member of a governing or controlling body of the Bank;
8. are not bankrupt debtors whose rights have not been reinstated;
9. based on data collected about them, no doubts arise regarding their reliability and suitability, or potential conflict of interest, in accordance with the requirements of the Bulgarian National Bank and the Bank's nomination policy for senior management.

Only persons who have been granted preliminary approval by the Bulgarian National Bank may be elected members of the Managing Board.

The members of the Managing Board are dismissed by the Supervisory Board on grounds provided for in the legislation or the Bank's By-Laws, as well as in case it is found that the concerned member of the Managing Board does not meet any of the requirements listed in 3 to 9 above.

The members of the Managing Board may be re-elected for subsequent mandates without limitation.

In accordance with the law First Investment Bank has a Nomination Committee which assists the Supervisory Board in assessing the suitability of candidates or acting members of the Managing Board and other senior personnel in the Bank, as well as the compliance with the applicable legal provisions as regards the selection of candidates for senior management positions.

First Investment Bank has a Nomination Policy for senior management personnel which is in compliance with the regulatory requirements ensuing from the implementation of the CRR/CDR IV package in Bulgarian legislation and specifically the provisions of the Credit Institutions Act and BNB Ordinance No. 20 regarding the issue of approval for members of the Managing Board (Board of

Directors) and the Supervisory Board of credit institutions. The Policy lays down the main requirements, principles, guidelines and criteria in the process of selection and assessment of the suitability of the members of the governing and supervising bodies of First Investment Bank, including the Bank's senior management personnel. The policy also structures the selection and assessment procedures for senior management personnel and sets out the major requirements and criteria, ensuring that they correspond to the highest standards applied by the Bank, thus contributing to the achievement of its goals and strategy.

The By-Laws of the company may be amended with a resolution of the General Meeting of Shareholders.

#### **9. Powers of the company's managing bodies, including the right to make decisions regarding the issue or buy-back of shares.**

The Managing Board manages and represents First Investment Bank AD by resolving any matters which concern the Bank and are within its scope of business, with the exception of those which are in the exclusive competency of the General Meeting of Shareholders or of the Supervisory Board, which are resolved in compliance with the law and the By-Laws.

More specifically, the Managing Board:

1. ensures implementation of the decisions issued by the General Meeting of Shareholders and the Supervisory Board;
2. adopts programmes and budgets in relation to the activity of the Bank;
3. opens and closes branches and representation offices of the Bank;
4. takes decisions regarding shareholding participation of the Bank in other companies in Bulgaria or abroad;
5. resolves any matters regarding the acquisition and disposal of real properties and real rights thereto;
6. prepares the annual financial statements of the Bank and put them forward for approval by the General Meeting of Shareholders;
7. carries out any other functions assigned to it by the General Meeting or the Supervisory Board or by law.

The resolutions of the Managing Board referred to in 2, 4 and 6 above, and in the other cases as provided for by law and the By-Laws, shall have legal force with respect to the Bank after their approval by the Supervisory Board. The decisions referred to in 5 above, where the transaction is for an amount above BGN 5 million or its equivalent in foreign currency, are subject to approval by the Supervisory Board, unless the Public Offering of Securities Act provides for endorsement by the General Meeting of Shareholders.

The decisions to increase or decrease the capital are within the powers of the General Meeting of Shareholders. For a period of 5 years, beginning on 07 February 2013, as decided by the General Meeting of Shareholders on 20 December 2012, the Managing Board, with the approval of the Supervisory Board, may decide to increase the Bank's capital to a total nominal value of BGN 210 000 000 by issue of new shares. The Managing Board, with the approval of the Supervisory

Board, may decide on all other terms and conditions for effecting the increase of capital and to carry out all necessary legal and other steps to this end, including, but not only, to determine the issue value of the shares, appoint an investment intermediary, and reflect the change in capital and number of shares in the By-Laws, all in compliance with the applicable legislation.

Decisions to issue bonds are within the powers of the General Meeting of Shareholders. For a period of 5 years, beginning on 21.06.2013, as decided by the General Meeting of Shareholders on 21.05.2013, the Managing Board, with the approval of the Supervisory Board, may decide to issue mortgage bonds pursuant to the Mortgage Bonds Act with total nominal value of up to BGN 100 000 000 (one hundred million), maturity – up to 10 years of the issue date and other terms and conditions established by the Managing Board. For a period of 5 years, beginning on 16.06.2016, as decided by the General Meeting of Shareholders on the General Meeting of Shareholders on 16.05.2016, the Managing Board, with the approval of the Supervisory Board, may decide to issue other types of bonds and other debt securities, including subordinated term debt and hybrid instruments in a total amount of up to BGN 2,000,000,000 or the equivalent in a foreign currency. The terms and conditions of the bond or other debt securities shall be determined by of the Managing Board in compliance with the applicable legislation and the By-Laws.

**10. Significant contracts signed by the company which require action or which are amended or terminated due to a change in control of the company when carrying out a mandatory tender offer, and the consequences thereof, except where the disclosure of such information may cause serious damage to the company; this exception shall not apply where the company is obliged to disclose such information by law.**

No such contracts exist.

**11. Agreements between the company and its managing bodies or employees for payment of compensation in case of leaving, or dismissal without legal grounds, or termination of employment relations due to a tender offer.**

Pursuant to the signed management and control agreements, in case of unilateral termination by the Bank without prior notice, the executive directors shall be entitled to compensation amounting to 6 monthly remunerations under the agreement, the rest of the members of the Managing Board – to 3 monthly, while the branch managers – to 2 monthly remunerations. The members of the Supervisory Board are entitled to a compensation of 24 monthly remunerations, in case of unilateral termination by the Bank without prior notice, and with prior notice – to 12 monthly remunerations under the agreement. The employment contracts of the Bank's employees are in compliance with the Labour Code and do not contain clauses differing from the provisions of the law and the usual practice.

# Scorecard / Evaluation form for Corporate governance in Bulgaria

## Evaluation's method for the companies with two tier governance structure

Based on the Methodology, developed by Christian Strenger

### Notes about the methodology

Based on the National code for corporate governance in its' version from April 2016

The detached criterias refer to the corresponding chapters of the code

The execution's degree of every point is determined by marking in the field column (1)

Weight of the questions: Standart evaluation is checked in column (2)

The summarized results are described as a value of different criteria with common result in (3)

In case of need the source of information should be noticed in column "Source of information"

The astonishing before every criteria disappear, when it is marked the corresponding field in column (1)

The card is developed in 2 types depending on the governance system, as the company fulfills the type, which corresponds to its governance system

**The card has to be signed by personality with representing authority in the company**

Name of the issuer:

Date of completion

Chose the governance system of the company [One tier system](#) [Two tier system](#)



## Scorecard / Evaluation form for Corporate governance in Bulgaria

Evaluation's method for the companies with two tier governance structure

Execution (1)			Standart note (2)	Number of points (3) = (1) × (2) Standart note
1	0.5	0		
yes	partial	no		

### Criteria

#### Source of information

Please, point the way of the requirement's execution  
When the execution is not in full compliance, please point the reasons

### I. Management board

10%

Criteria	Description	Execution (1)	Standart note (2)	Number of points (3) = (1) × (2)	Standart note	Source of information
I.1	Do the structure and the distribution of the tasks to the members on the Management Board guarantee the effective performance of the company?	1		10%	10.0%	The members and functions of MB are structured according to the statutes and Corporate governance code. First investment bank functions since 2016 with a new organizational structure, built with the assistance of the International Financial Corporation and in accordance with the best international standards in the area of corporate governance and the principles of Basel committee in this area.
I.2	Do the compliance principles observed for competence level of the candidates, by offer of choice of new members of the Management Board, with the character of the company's activity?	1		15%	15.0%	First investment bank has a Policy for nomination of senior management, which is in compliance with the regulatory requirements, activities of the bank and development plans. In the bank works a Nomination Committee, which supports the SB in evaluation of the suitability of the candidates or effective members of the MB and other senior management, as well as the observance of legal norms in this area.
I.3	In the contracts for assignment of the management, concluded with the members of the Management board are determined their obligations and tasks, the criteria of the size of their remuneration, their obligations for loyalty to the company and the reasons for release?	1		15%	15.0%	In the contracts are included the total obligations, stipulated is the fixed remuneration, as well as the payed expense in connection with the activity, incl. such as health insurance, insurance, compensations and with respect to the additional remunerations they are referred to the internal policies and rules of the Bank. There are stipulated also the principles of loyalty, as well as the reasons for termination of the contract.
I.4	Does the remuneration of the members of the Management Board consist of basic salary and variable incentives?	1		15%	15.0%	First investment bank applies a Remuneration policy in compliance with the regulating requirements, where the main principles in formation of remunerations are regulated - fixed and variable, as the goal of the Bank is to hold up to the optimal correlation between the fixed and variable remuneration by sufficient high share of the fixed depending on the staff categories, so that to ensure more flexibility regarding the variable, including the possibility for non-payment.
I.5	Are the additional incentives for the members of Management board concrete appointed / appointable?	1		15%	15.0%	The principles for formation of remunerations in the Bank are structured so, that they contribute to resonable and prudent corporate governance and reliable and effective risk management.

I.6	Are the additional incentives for the members of Management board bound by clear and concrete criteria and indicators for the results of the company and / or by the achievement of preliminary determined by the Supervisory board goals?	1			15%	15.0%	In compliance with the Remuneration policy the variable remuneration, if such is payed, is based on the results of the activity and achieved goals, having in mind the economic cycle, the level of time horizon of the undertaken risks, the price of capital and the necessary liquidity. It is given on the base of evaluation criteria for the execution of the activity, which includes the appropriate combination of financial (quantitative) and non-financial (qualitative) criteria, incl. execution of the budget, achievement of purpose levels of profit, capital adequacy and effectiveness, achievement of strategic goals, hold up to the Bank risk management policy, customers satisfaction, observing of internal rules, initiative, motivation and others.
I.7	Is provided to the share holders approach to the information for deals between the company and the members of Management board and connected with it persons? Indicate the concrete place and the order, eventual - the web page of the company, on which it can obtain the above described information.	1			15%	15.0%	Information for deals with connected persons, incl. persons that control or manage the Bank is published in the financial reports, which are published on the corporate webpage of the Bank: <a href="http://www.fibank.bg">www.fibank.bg</a>
					100%	100%	

## II. Supervisory board

10%

II.1	Is regulated in the organization acts the number of independent members and the tasks' distribution between them?	1			10%	10.0%	The requirements for independent members of Supervisory board are regulated in the Statute, Corporate governance code and Rules for the activity of Supervisory board, as their number exceeds the requirements of national legislation.
II.2	Are there appointed requirements for suitable knowledge and experience for the members of Supervisory board, corresponding to the position, which they hold? Indicate the specific place and order, possibly - the webpage of the company, in which are determined the requirements for suitable knowledge and experience to the members of Management board.	1			10%	10.0%	The requirements for suitable knowledge and experience, reliability and suitability to the members of Supervisory board are regulated in the Statute, Corporate governance code and Rules for the activity of Supervisory board in compliance with the regulatory requirements. The Statute and Corporate governance code are published on the corporate webpage of the Bank: <a href="http://www.fibank.bg">www.fibank.bg</a>
II.3	Do exist any determined requirements for observing the principles of continuity and stability of work of Supervisory board by the elections of its members?	1			5%	5.0%	The requirements for continuity and stability in the elections of members of SB are regulated in the Policy for nomination of senior management and the Rules for the activity of SB. The Bank holds up a matrix for the structure of SB with data for the professional knowledge and skills of its members (Composition Matrix), which supports the ensuring of effective succession process, as well as to serve for better identification of the needs for additional enhancement and development of professional competencies of the members of the Board.
II.4	Is limited the number of consecutive mandates of the independent members?			1	5%	0.0%	Pursuant to the Bank's Statute, the members of SB could be re-elected for next mandates without restrictions.
II.5	Is there at least one member of the Supervisory board, who has financial competence? Point the webpage of the company, where could be found information for the competency of every member of the supervisory board.	1			10%	10.0%	Information for the professional experience and competences of the members of Supervisory board is included in the Annual activity report, as well as on the corporate webpage of the Bank: <a href="http://www.fibank.bg">www.fibank.bg</a>

II.6	Is there established praxis the new members of the Supervisory board to be introduced with the basic legal and financial questions, connected with the activity of the company?	1			10%	10.0%	Pursuant to the Rules for activity of Supervisory board when elected, every member of the Supervisory Board participates in introducing program, which includes the common financial and legal questions, the financial reporting on behalf of the Bank, concrete specifics for the Bank and its economic activity, as well as the responsibilities of every member of Supervisory Board.
II.7	Does the education of the members of Supervisory board encouraged? Indicate the actions, connected with increasing qualification of someone or every members of the Supervisory board during the last year?	1			10%	10.0%	In connection to the conducted common project with IFC for elaboration of corporate governance and risk management, it has been organized a number of workshops and presentations of SB, MB and the senior management of the Bank.
II.8	Is in the organizational acts of the company regulated the number of companies in which the members of Supervisory board could hold management positions? Point the document and the specific text, in which are determined the requirements for the number of companies, in which the members of the Supervisory board hold management positions.	1			10%	10.0%	As per the Rules for the activity of SB, the members of Supervisory Board shall limit the holding of other positions, so to guarantee, that they can fulfill their obligations as members of the Supervisory Board. Without the approval of the Supervisory Board they shall not have the right to have more than a specific number of memberships in supervisory boards in other companies.
II.9	Do the independent members of Supervisory board receive only basic remuneration without additional incentives?	1			5%	5.0%	Pursuant to the Remuneration policy, the members of Supervisory board receive predominantly fixed remuneration.
II.10	Does the remuneration of the independent members of Supervisory board influence their participation in meetings, the fulfillment of their tasks to control the actions of executive management and their effective participation in the activity of the company? Indicate the specific place and order, possibly the webpage of the company, describing the connection between the remuneration of independent directors and the functions executed by them.	1			5%	5.0%	The remuneration of the members of Supervisory Board is defined by the General meeting of the shareholders in compliance with the Remuneration policy of the Bank, as the participation in committees and the execution of the duties is taken into account when determining of individual remunerations.
II.11	Does the company follows the principle of non-compensation of the members of Supervisory board with shares and options?	1			5%	5.0%	The remuneration of the members of Supervisory Board is structured in compliance with the applicable regulations for credit institutions and the Remuneration policy of the Bank.
II.12	Is ensured access for the shareholders to information for deals between the company and the members of Supervisory board and connected persons with it? Describe the procedure and the place, possibly the webpage of the company, where could be obtained information for the deals between the company and the members of Supervisory board and the connected with it persons.	1			10%	10.0%	The information for deals with connected persons, incl. the persons that control or manage the Bank, is published in the financial reports, which are published on the corporate webpage: <a href="http://www.fibank.bg">www.fibank.bg</a>
II.13	Does the procedures for elections of new members report the requirements for continuity and stability of functioning of Supervisory board?	1			5%	5.0%	The requirements for continuity and stability in electing members of SB are regulated in the Policy for nomination of senior management and the Rules for the activity of SB. The Bank holds up a matrix of the structure of the SB with data for the professional knowledges and skills of its members (Composition Matrix), which to support the ensuring of effective succession process, as well as to serve for a better identification of the needs for additional enhancement and development of professional competencies of the members of the board.
					100%	95%	

**III. Collaboration between the Management and Supervisory board** **10%**

III.1	Are there any incide for the company rules, regulating the regular, timely and comprehensive exchange of information between the Management and Supervisory board?	1			20%	20.0%
III.2	Did the Corporate governances establish policy of the company regarding the disclosure of information and the connections with the investors? Indicate the specific place and order, possibly the webpage of the company, where could be an access to the above described information. Indicate the date on which last are inspected and / or updated the accepted policy.	1			20%	20.0%
III.3	Are the procedures of run away or disclose of conflict of interests regulated in the regulation acts of the company? Indicate the specific place and order, possibly the webpage of the company, where could be an access to the above described information. Indicate the date on which last are inspected and / or updated the accepted procedures.	1			20%	20.0%
III.4	Are there definite requirements for observing the principles of continuity and stability in the work of Management board, when nominating and dismissing its members?	1			20%	20.0%
III.5	Did the corporate directions accepted and observe the Ethic code? Indicate the specific place and order, possibly the webpage of the company, where could be an access to the above described information. Indicate the date on which last are inspected and / or updated the accepted the code and describe if there are cases in the last year, requiring the execution of the principles, set in the code.	1			20%	20.0%
					100%	100%

In compliance with the principles for good corporate governance, an opened dialogue is maintained between SB and MB. Except for the regular reporting on the execution of the assigned goals, general meetings are carried out. The members of Supervisory Board have the right to direct contact with the management and the Bank employees. The secretary has a key role for the entire support of this process. The interaction between the SB and MB is regulated in the Corporate governance code and the Rules for the activity of the MB and SB.

First investment bank applies a Disclosure policy as a document, which is publicly available on the corporate webpage [www.fibank.bg](http://www.fibank.bg). The Disclosure policy was last updated with a decision of MB of 17.01.2017, approved by a decision of SB of 24.01.2017.

The requirements for avoiding and disclose of conflict of interests are regulated in the Corporate governance code, the Code of conduct, the Statute of the Bank, the Rules on the requirements for administrators of FIB AD in connection with the disclosure of conflicts of interest. The Statute and the Corporate governance code are published on the corporate webpage: [www.fibank.bg](http://www.fibank.bg)

The requirements for continuity and stability in the selection of members of MB are regulated in the Policy for nomination of senior management and the Rules for the activity of MB.

Aiming at recognition of professional and ethic standards, applicable and executable towards the Bank as a company, working environment and credit institution, Fibank has a Code of Conduct, which defines the main principles, ethic norms and corporate values, on which are build the policies and business plans, rules, procedures and daily operative work. The Code of conduct is last updated with a decision of MB of 24.11.2015, approved with a decision of SB on 24.11.2015.

**IV. Audit and internal control** **20%**

IV.1	Has the company build up a system for internal control, which including to identify the risks, concomitant the activity of the company and to support their effective management?	1			25%	25.0%
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First Investment Bank builds up and develops a sound and comprehensive internal control framework, which includes independent control functions (the functions of risk management, compliance and internal audit) structured in line with the principle of "three lines of defence". The requirements in this area are regulated in the Corporate governance code, the Policy of internal audit, the Rules for internal audit and the Ethical code of the internal auditor in FIB AD, the Policy for risk management and capital adequacy.

IV.2	Does the system for internal control guarantee the effective functioning of the systems for book-keeping and disclosure of information?	1			25%	25.0%	The system for internal control includes control functions with the necessary rights and access for independent execution of obligations, as well as control bodies, incl. Audit committee, which observes the financial reporting and the independent financial audit. The control functions and bodies contribute to the effective management of the Bank, as they give reasonable confidence, that the normative regulations, rules and procedures are strictly adhered to and there are appropriate and timely correcting actions undertaken, as in this way it helps for minimizing risk of losses and achieving the business goals of the Bank.	
IV.3	Is the corporate management supported for its activity by the audit committee?	1			25%	25.0%	In its capacity of a company of public interest, pursuant to the Law on the independent financial audit, an Audit committee functions within the Bank, which is responsible for the observing of the financial reporting and independent financial audit, as well as the effectiveness of the internal audit function and the systems for control and risk management in the Bank. The committee recommends the selection of the external registered auditor, which is to execute an independent financial audit of the Bank and observes its independence in compliance with the requirements of the law and the Ethical code of the professional accountants.	
IV.4	Does the principle for rotation implies by the proposals and the election of external auditor? Point the external auditors of the company in the last three years.	1			25%	25.0%	First investment bank applies the requirements for rotation of the external auditor, applicable to the companies of public interest pursuant to the Law on the independent financial audit. The external auditor of the Bank in the last three years is as follows: for 2014 - KPMG Bulgaria OOD, for 2015 and 2016 - BDO Bulgaria OOD.	
					100%	100%		
<b>V. Protection of shareholders' rights</b>							<b>20%</b>	
V.1	Are all shareholders treated equally, incl. the minority shareholders and foreign?	1			10%	10.0%	The requirements for equal treatment of the shareholders, incl. minority and foreign are regulated in the Corporate governance code of FIB AD.	
V.3	Has the corporate bodies developed rules for the organizing and the conducting of regular and extraordinary General meetings of the shareholders of the company, which guarantee the equal treatment of all shareholders and the right of every shareholder to express his opinion on the items of the agenda of the General meeting? Indicate the specific place and order, possibly the webpage of the company, where the above described information could be accessed. Indicate the date on which are inspected and updated the accepted rules.	1			15%	15.0%	The requirements for calling and conducting General meetings of the shareholders are regulated in the Statute of the Bank and in the Corporate governance code of FIB AD. The documents are published on the corporate webpage <a href="http://www.fibank.bg">www.fibank.bg</a> . The Statute is last updated by the General meeting of the shareholders on 16.05.2016. The corporate governance code is last updated with a decision of MB of 24.11.2015 and is approved by SB with a decision of 24.11.2015.	
V.4	Do the corporate bodies organize procedures and order for conduct of General meeting of shareholders in a way, which does not encumber or make more expensive and unnecessary the voting?	1			10%	10.0%	The place of conducting the General meeting is easy accessible for the majority of shareholders. The registration procedures are convenient and enable fast and easy approach. The Bank makes the necessary efforts to ensure easier participation in the voting of the items in the agenda of the General meeting of the shareholders.	
V.5	Do the corporate bodies undertake actions for encouragement the participation of the shareholders in the General meeting of the shareholders and what?	1			10%	10.0%	The Bank has undertaken a number of initiatives for additional engagement of the shareholders, incl. conducting of an inquiry during the General meeting of shareholders on the preferred for them way and form for communication, as well as maintenance of an Investors' club, with registration in which all interested persons could receive notification on their e-mail about every disclosed information by the Bank to the public, concerning the investors.	

V.6	Are there presented in the materials of General meetings of the shareholders all proposals about the basic corporate events as separate points in the agenda of the General meeting (incl. the proposals for distribution of the profit)? Indicate the address of the section on the webpage of the company, where the above described information and documents represented to the shareholders on the last General meeting of the company could be found.	1			10%	10.0%	The information on the General meeting of shareholders is in section Investors / General meetings of the shareholders on the corporate webpage <a href="http://www.fibank.bg">www.fibank.bg</a>
V.7	Does the company maintains on its corporate website a special section on shareholders' rights and their participation in the General meeting of shareholders? Please, specify the address of the section of this information is presented.	1			10%	10.0%	The section on shareholders' rights is in section Investors/ Corporate governance/ Shareholders' rights at the corporate website <a href="http://www.fibank.bg">www.fibank.bg</a>
V.8	Is there a mechanism ensured for supporting shareholders with rights in accordance with the effective legislation to include additional questions and propose decisions on already included questions in the agenda of the General meeting? Please describe the mechanism.	1			10%	10.0%	The shareholders are provided with an information on their rights, incl. to propose additional questions in the agenda of the GMS. The information is structured in the section Investors/ Corporate governance/ Shareholders' rights at the corporate website <a href="http://www.fibank.bg">www.fibank.bg</a> . Information on shareholders' rights is included also in the Invitation for convening of GMS.
V.9	Are shareholders informed on the results from the general meeting of shareholders through internet in the specified term? Please, indicate the section in which the relevant information is present at the website of the company.	1			15%	15.0%	The results from the general meeting of shareholders are in section Investors/ General meeting of shareholders at the corporate website <a href="http://www.fibank.bg">www.fibank.bg</a>
V.10	Are all members of the corporate bodies present at the General meeting of shareholders of the company? Specify how many members were present at the last GMS of the company.	1			10%	10.0%	An opportunity is ensured for the members of the Managing Board and the Supervisory Board to be present at the General meeting of shareholders (unless important reasons require their absence). At the last Regular GMS five members of the Managing Board and four members of the Supervisory Board were present, incl. the chair persons of the MB and SB.
					100%	100%	

## VI. Disclosure of information

20%

VI.1	Does the corporate bodies have adopted internal rules which ensure timely disclosure of each material periodic and ad-hoc information for the company, its management, corporate bodies, operating activity and shareholders' structure?	1			10%	10.0%	First Investment Bank applies a Disclosure policy that outlines the framework for provision of information to stakeholders, shareholders and investors and provides an opportunity for making objective and informed decisions and assessments, while complying with the principle of equal treatment of addressees.
VI.2	Does the information disclosure system ensures equally treatment of addressees (shareholders, stakeholders, investment community) and avoids inside information abuse? Describe the main characteristics of the maintained information disclosure system and the way it guarantees equal treatment of addressees.	1			10%	10.0%	In compliance with the Disclosure Policy of Fibank, the Bank discloses information to the public through the electronic X3News system ( <a href="http://www.x3news.com">www.x3news.com</a> ), which ensures effective dissemination of information to the widest possible audience, simultaneously and in a non-discriminatory manner. The information is also published at the corporate website of the Bank <a href="http://www.fibank.bg">www.fibank.bg</a>

VI.3	Does the information disclosure system ensures full, timely, fair and understandable information for taking objective and well informed decisions and assessments?	1			5%	5.0%	Fibank discloses information in its capacity of a credit institution, public company and investment intermediary in compliance with its Information Disclosure Policy and its Corporate Governance Code, the applicable regulatory requirements and good practices in this sphere. The Bank maintains also a financial calendar included in the Disclosure Policy of Fibank, which is publicly accessible at the Corporate governance section of the website of the Bank <a href="http://www.fibank.bg">www.fibank.bg</a>
VI.4	Does the corporate bodies adopted and control the compliance of internal rules for preparing the annual and interim reports and way of disclosing information?	1			10%	10.0%	The requirements are regulated in the Disclosure Policy and the Corporate Governance Code of the Bank, as in addition the Bank has adopted internal Rules on the requirements for disclosure of information that regulate the internal organisation on information disclosure within the Bank.
VI.5	Does the company has an updated corporate website? Please, give the address.	1			10%	10.0%	First Investment Bank has a corporate website <a href="http://www.fibank.bg">www.fibank.bg</a> , with established content, scope and periodicity of the information disclosed therein in compliance with the regulatory requirements and good corporate practices.
VI.6	Does the company discloses on its corporate website the whole information pursuant to Chapter 4, p. 34 of the Code? In case the company does not comply with any of the recommendations please describe the reasons.	1			15%	15.0%	The requested information is publicly accessible through the corporate website <a href="http://www.fibank.bg">www.fibank.bg</a>
VI.7	Does the company has english version of its website with content pursuant to Chapter 4, т. 34 from the Code?	1			15%	15.0%	First Investment Bank has an English version of its corporate website <a href="http://www.fibank.bg">www.fibank.bg</a> , with established content and scope of the information disclosed therein.
VI.8	Does the company informs regularly in accordance with regulatory norms and good international practices information of non-financial character, for economical, social, ecological questions related to stakeholders (e.g.: fight with corruption, work with employees, clients, suppliers, social responsibility, environment protection)?	1			10%	10.0%	Fibank has special sections in the Annual activity report on disclosing information of non-financial character, incl. social initiatives undertaken by the Bank, human capital management, ect.
VI.9	Is there an easy access for shareholders to the company's remuneration policy and information on the Board's annual remunerations and additional stimuluses?	1			10%	10.0%	Information on the Bank's Remuneration Policy is disclosed in the Annual activity reports, which are publicly available i.a. through the corporate website <a href="http://www.fibank.bg">www.fibank.bg</a>
VI.10	Does the corporate bodies disclose in a timely manner the structure of capital and agreements that lead to exercise of control in accordance with its rules for disclosure of information?	1			5%	5.0%	The requested information is disclosed in a timely manner and regularly in accordance with the Bank's Disclosure policy and applicable regulatory requirements. The information is disclosed through X3News system as well as on the corporate website <a href="http://www.fibank.bg">www.fibank.bg</a>
					100%	100%	

**VII. Corporate governance - engagement (incl. stakeholders)**
**10%**

VII.1	Does the company has identified who are the stakeholders with relation to its activity based on their spheres of influence, role and attitude to its sustainable development?	1			20%	20.0%	The requirement is regulated in the Corporate Governance Code and the Disclosure Policy of Fibank.
VII.2	Does the corporate bodies ensure effective cooperation with stakeholders?	1			20%	20.0%	First Investment Bank applies a policy of providing information to stakeholders about its activity. Those include persons who are not shareholders but are interested in the economic development of the company, such as creditors, bondholders, customers, employees, the general public, and others. Periodically, in accordance with the legal requirements and best practices, First Investment Bank discloses information of a non-financial nature, as well as maintains and develops a corporate blog which functions for eight years now as a channel of communication aimed at open dialogue in accessible language with customers, partners and other stakeholders.
VII.3	Does the compnay has specific rules for taking into consideration the interests of the stakehodlers, which to ensure their attraction for deciding on certain questions that require their position?	1			20%	20.0%	The rules for cooperation with stakeholders are regulated in the Corporate Governance Code of Fibank, the Disclosure Policy and the Code of Conduct of the Bank.
VII.4	Does the corporate bodies ensure enough information to all stakeholders on their legal rights and if yes, how?	1			20%	20.0%	Fibank applies a policy of providing information to stakeholders in compliance with applicable regulations as well as the Bank publishes additional information in the form of presentations and interviews with senior management, press releases, specialised journals (e.g. Fibank News), and detailed information on the products and services of the Bank.
VII.5	Does the corporate bodies guarantee the right of regular and timely access to relevant, sufficient and reliable information on the company when the stakeholders take part in the process of corproate governance and if yes, how?	1			20%	20.0%	The requirements are met with adopted by the Bank written policies which application is monitored in accordance with the applicable regulatory and internal requirements.
					100%	100%	



**VIII. Institutional investors, markets in financial instruments and other intermediaries 10%**

VIII. 1	Does the corporate bodies ensure effective cooperation between the company and its shareholders - institutional investors, as well as with the regulated markets in financial instruments and the investment intermediaries on those markets and if yes, in what way?	1			20%	20.0%	With a view to creating an effective relation between First Investment Bank and its shareholders and the persons interested in investing in financial instruments issued by the Bank, First Investment Bank has appointed Investor Relation Director. In compliance with best corporate governance practices, the Bank develops initiatives for further engaging with minority shareholders and institutional investors. In addition, in an effort to maintain an open line of communication with shareholders and investors, First Investment Bank maintains an Investors Club as well as organizes and holds regular meetings with minority shareholders, with a view to furthering transparency and creating an opportunity for open dialogue and feedback between them and the senior management of the Bank, as well as their opportunity to contribute and work actively for the successful development of First Investment Bank AD.
VIII. 2	When choosing investment intermediaries and respectively operators of markets on which the financial instruments are traded, does the corporate bodies take into consideration to what extent the actions of these entities are based on market information and principles?	1			20%	20.0%	The Bank acts in relation to these requirements in a way that is fully compliant with regulatory requirements and good practices.
VIII. 3	Does the corporate bodies coordinate with its investment intermediaries and institutional investors the company's corporate governance policy and practices?	1			20%	20.0%	The reporting on corporate governance policies and procedures are regularly disclosed, incl. the goals for development for the next year and their execution.
VIII. 4	Does the company requires disclosure and limiting conflict of interest from advisors, analysers, brokers, rating agencies and other persons that provide consultations?	1			20%	20.0%	The Bank's policies on avoiding and disclosure of conflicts of interest is in compliance with the regulatory requirements, applicable to the Bank in its capacity of a credit institution, public company and investment intermediary.
VIII. 5	If the company is admitted to trade in a jurisdiction, different from the one it is incorporated in, does it disclose the applicable for this jurisdiction corporate governance rules?	1			20%	20.0%	Fibank conforms its information disclose with the requirements, applicable to the place at which the Bank and its financial instruments are admitted for trade.
					100%	100%	

**Corporate Governance Self-evaluation Scorecard<sup>©</sup>**  
**Scorecard/Evaluation form for Corporate governance in Bulgaria**  
**General results for companies with two-tier governance system**

