



**SHUAA Capital Saudi Arabia CJSC  
Pillar III Disclosure  
2021**

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## **1. GENERAL**

SHUAA Capital Saudi Arabia (the “Company”) is a Saudi closed joint stock company registered in the Kingdom of Saudi Arabia under commercial registration number 1010243538 dated Muharram 21, 1429H (corresponding to January 30, 2008). The Company is licensed by the Capital Market Authority (“CMA”) to conduct financial investment business services including underwriting of securities and other corporate finance activities, investment advisory services, asset and portfolio management and brokerage as per license number 07056-37, dated Safar 27, 1429H (corresponding to March 5, 2008).

The Pillar III disclosure report has been prepared in accordance with the Prudential Rules and Pillar III disclosure guidelines issued by the Capital Market Authority (CMA). The purpose of this disclosure is to inform market participants about the Company’s capital, risk exposures, risk assessment processes and its capital adequacy.

***Form of ownership:*** SHUAA Capital Saudi Arabia is fully owned by SHUAA Capital psc, a publicly listed financial services firm in the United Arab Emirates (UAE), which offers a broad range of investment services including but not limited to asset management, corporate finance advisory, capital markets and credit services including lending to regional small and medium enterprises (SMEs).

## **2. CAPITAL STRUCTURE**

There are no conditions applicable to the current capital items except for those stated in the Regulations for Companies in the Kingdom of Saudi Arabia and company's bylaws, in that the Company should transfer 10% of the annual net income to a statutory reserve account until such reserve equals 30% of its share capital. During the year, the Company transferred SAR 219,930 to the statutory reserve (FY 2020: SAR 612,306). This reserve is currently not available for distribution to the shareholders of the Company. The capital base for FY 2021 & FY 2020 is as follows

<b>Capital Base</b>	<b>SAR'000</b>	<b>SAR'000</b>
	<b>2021</b>	<b>2020</b>
Paid-up capital	50,000	50,000
Share premium	-	-
Reserves (other than revaluation reserves)	6,377	6,156
Audited Retained earnings	2,021	642
Other negative equity items	(488)	(303)
<b>Total Tier-1 capital</b>	<b>57,910</b>	<b>56,495</b>
Subordinated loans	-	-
Cumulative preference shares	-	-
Revaluation reserves	-	-
Other deductions from Tier-2 (-)	-	-
Deduction to meet Tier-2 capital limit (-)	-	-
<b>Total Tier-2 capital</b>	<b>-</b>	<b>-</b>
<b>TOTAL CAPITAL BASE</b>	<b>57,910</b>	<b>56,495</b>

### **3. CAPITAL ADEQUACY**

#### **Minimum Capital Requirement**

The Company's capital base as of December 31, 2021 covers all material risks of the Company and meets the minimum capital requirements with the capital ratio of 3.06x compared to 1.23x as of December 31, 2020. The Company intends to maintain a healthy capital ratio with a view to have a capital buffer to cater future business growth and resulting increase in risk exposure.

#### **Internal Capital Adequacy Assessment Process (ICAAP)**

The Company has an Internal Capital Adequacy Assessment Process (ICAAP) by which it examines its risk profile from both regulatory and internal risk capital point of view.

The ICAAP report describes the Company's business strategy, its risk appetite and the assessment of specific risk exposures, their mitigation and the capital allocated to these risks. In effect, the ICAAP document is a crucial part of the Company's strategic decision-making process and risk management framework. Within the framework of the ICAAP, the annual Capital Plan is reviewed by senior management and the Audit Committee of the Company. The ICAAP is updated and reviewed by the Company's Board of Directors on an annual basis.

## Risk Exposures, Capital Requirements and Total Capital Ratio

The risk exposures, capital requirements and total capital ratio of the Company as at December 31,2021 is as follows:

Exposure Class	Exposures SAR '000	Risk Weighted Assets SR '000	Capital Requirement SAR '000
<b><u>Credit Risk</u></b>			
<i>On-balance Sheet Exposures</i>	-	-	-
Governments and Central Banks	-	-	-
Administrative bodies and NPOs			
CMLs and Banks	37,688	7,538	1,055
Corporates	2,475	17,672	2,474
Investment funds	23,849	71,547	10,017
Securitisation and resecuritisation	-	-	-
Other exposures	2,148	7,642	1,070
<b>Total On-Balance sheet Exposures</b>	<b>66,160</b>	<b>104,399</b>	<b>14,616</b>
<i>Off-balance Sheet Exposures</i>	-	-	-
OTC/Credit Derivatives	-	-	-
Repurchase agreements	-	-	-
Securities borrowing/lending	-	-	-
Commitments	-	-	-
Other off-balance sheet exposures	-	-	-
<b>Total Off-Balance sheet Exposures</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total On and Off-Balance sheet Exposures</b>	<b>66,160</b>	<b>104,399</b>	<b>14,616</b>
<b>Prohibited Exposure Risk Requirement</b>	<b>-</b>	<b>12,288</b>	<b>1,720</b>
<b>Total Credit Risk Exposures</b>	<b>66,160</b>	<b>116,687</b>	<b>16,336</b>
<b><u>Market Risk</u></b>	Long Position	Short Position	
Interest rate risks	-	-	-
Equity price risks	-	-	-
Risks related to investment funds	-	-	-
Securitisation/resecuritisation positions	-	-	-
Excess exposure risks	-	-	-
Settlement risks and counterparty risks	-	-	-
Foreign exchange rate risks	-	-	-
Commodities risks.	-	-	-
<b>Total Market Risk Exposures</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b><u>Operational Risk</u></b>			<b>2,573</b>
<b>Minimum Capital Requirements</b>			<b>18,909</b>
<b>Surplus/(Deficit) in capital</b>			<b>39,001</b>
<b>Total Capital ratio (time)</b>			<b>3.06</b>

The risk exposures, capital requirements and total capital ratio of the Company as at December 31, 2020 are as follows:

Exposure Class	Exposures SAR '000	Risk Weighted Assets SR '000	Capital Requirement SAR '000
<b><u>Credit Risk</u></b>			
<i>On-balance Sheet Exposures</i>	-	-	-
Governments and Central Banks	-	-	-
Administrative bodies and NPOs			
CMLs and Banks	3,825	765	107
Corporates	4,761	33,991	4,759
High Risk Investments	56,304	168,913	23,647
Securitisation and resecuritisation	-	-	-
Investment funds	-	-	-
Other exposures	1,426	4,868	682
<b>Total On-Balance sheet Exposures</b>	<b>66,316</b>	<b>208,537</b>	<b>29,195</b>
<i>Off-balance Sheet Exposures</i>	-	-	-
OTC/Credit Derivatives	-	-	-
Repurchase agreements	-	-	-
Securities borrowing/lending	-	-	-
Commitments	-	-	-
Other off-balance sheet exposures	-	-	-
<b>Total Off-Balance sheet Exposures</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total On and Off-Balance sheet Exposures</b>	<b>66,316</b>	<b>208,537</b>	<b>29,195</b>
<b>Prohibited Exposure Risk Requirement</b>	<b>-</b>	<b>96,930</b>	<b>13,570</b>
<b>Total Credit Risk Exposures</b>	<b>66,316</b>	<b>305,467</b>	<b>42,765</b>
<b><u>Market Risk</u></b>	Long Position	Short Position	
Interest rate risks	-	-	-
Equity price risks	-	-	-
Risks related to investment funds	-	-	-
Securitisation/resecuritisation positions	-	-	-
Excess exposure risks	-	-	-
Settlement risks and counterparty risks	-	-	-
Foreign exchange rate risks	-	-	-
Commodities risks.	-	-	-
<b>Total Market Risk Exposures</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b><u>Operational Risk</u></b>			<b>3,293</b>
<b>Minimum Capital Requirements</b>			<b>46,058</b>
<b>Surplus/(Deficit) in capital</b>			<b>10,437</b>
<b>Total Capital ratio (time)</b>			<b>1.23</b>

#### **4. RISK MANAGEMENT**

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##### ***Risk Management and Compliance Functions***

The inherent risk relating to the Company's activities is managed through a process of ongoing identifications, measurement and monitoring subject to risk limits and other controls. Based on the current business activities, the Company is mainly exposed to credit risk and operational risk. Group risk management department uses a risk and control framework to identify, measure, manage and monitor risks within the group and ensure adherence to group wide policies.

The Company's Board of Directors is ultimately responsible for identifying and controlling risk relating to the Company's activities and recognizes the importance of managing risk in line with shareholder risk appetite.

The Company has developed a risk-based approach to assist in supervision of its regulatory monitoring. The risk assessment is conducted in each area individually based on experience and internal audit findings.

##### ***Credit & Counterparty Risk***

The Company recognises the risk of being exposed to third parties due to lending or due to counterparty exposure. Consequently, rules must be in place to define the Company's credit risk appetite and enable the Company to manage and control exposure.

##### **Corporate Policy**

To facilitate business and client relationships, there are times when the Company may need to extend some form of credit to a client or provide financial support to its managed funds. However, this exposes the Company to credit and liquidity risk; therefore, to manage and mitigate this risk, there must be strict adherence to the rules in this policy.

The primary objective of this policy is to:

- define the rules and controls to prevent the Company taking excessive credit and liquidity risk; and
- ensure adherence to regulatory requirements.

The secondary objective of this policy is to:

- optimise the return generated from fee and interest income relative to the risk taken and capital utilised; and
- to improve efficiency and client service by clarifying the rules.

Please refer to Appendix 1, 2 and 3 for the details.



***Market Risk***

The Company recognises the risk of being exposed to local and international securities including equities, fixed income and foreign exchange rate ("FX"), along with fund investments. Consequently, the Company's Board of Directors set limits and rules to prevent market risk exposure to exceed a material amount relative to the Company's capital base.

**Corporate Policy**

Currently the Company is not allowed to hold any market positions without Board approval.

***Operational Risk & Internal Control***

The Company recognises the need to have a structured Internal Control Framework ("ICF") and Operational Risk Management Framework ("ORMF") in place to maintain a sound internal control environment and to proactively manage operational risk in line with the corporate strategy and shareholder expectations.

An ICF is required to maintain and enhance the Company's control environment, thereby preventing material issues, i.e., operational failures, fraud and errors, which may lead to unexpected financial losses. Also, the ICF aims to provide assurance that control weaknesses and policy breaches are being identified and rectified in an appropriate and timely manner.

The objective of the ORMF is to identify, measure, manage and monitor operational risks within the Company and ensure there is a mechanism in place to determine and implement the optimal enterprise-wide solution.

The group wide corporate policy for each department is to undertake an operational risk and operational control self-assessment at least annually to determine the effectiveness of the ORMF and ICF respectively.

This requires each department agreeing their key activities and controls and assigning owners.

- Operational Risk - each activity owner must report any known operational risks and where relevant document an action plan;
- Internal Control - each control owner must undertake an internal control review and report the effectiveness of each control and any known weaknesses and the related action plan.

A summary of any operational risk or control weakness is then reported to the most relevant committee to agree whether any further action is required.

For subsidiaries, instead of completing an operational risk management and control self-assessment, a summarised risk management register can be used, and that is the Risk Register ("Register"). This Register includes a summary of all risk categories in a single template including key control risks and operating risks along with reputational and people risks.

The Register must include a rating based upon the departmental managers' ability to manage each risk. If it is not fully within their control to manage the risk then the issue is raised to the most relevant management committee to agree on required actions, accept the risk, or raise to a management committee at a higher level.

The completeness and accuracy of all self-assessments and Registers is then validated based upon known events and independently assessed by Internal Audit.

### **Event Reporting**

The Company's Escalation and Event Policy requires all unexpected events to be formally recorded. This includes a description of the event and consequences along with any known operational risks or control weaknesses that had previously been reported.

The report is sent to the most relevant management committee to assess and agree on any required action plan.

### ***Liquidity Risk***

Liquidity is defined as the ability to fund capital requests and meet all obligations as they fall due. The consequences of not having funds available when required can be extremely serious and could lead to material financial or reputational losses for the Company.

Consequently, the Company has policies in place to define sound liquidity management to ensure the Company maintains access to sufficient liquid funds to meet all expected and unexpected obligations.

### **Corporate Policy**

#### **Short Term Requirements:**

Liquidity must be forecasted on a daily basis to ensure there is sufficient liquidity available over the next five working days by account and currency to meet all known liabilities.

#### **Medium Term Requirements:**

Over the next three (3) months, the Company must have sufficient liquidity to meet all known liabilities.

#### **Long Term Requirements:**

On a monthly basis liquidity must be forecasted to ensure there are sufficient liquid resources available of the next twelve (12) months to meet all known liabilities.

Liquid resources include:

- **Cash / Term deposits** – cash held with banks which can be recovered within normal course of business within the required timeframe;
- **Liquid securities** – the value of any bonds, equities or funds that could be easily liquidated within the required timeframe i.e., not pledged or illiquid; and
- **Uncollateralised bank facilities** – overdrafts and repo facilities can be considered as long as any collateral required is not included as 'liquid securities'.

#### **Unexpected Events & Crisis Management:**

Even if liquid resources and liabilities can be estimated accurately, the Company must be able to cover liabilities if an unexpected event occurs. It is impractical to hold sufficient liquid resources at all times to cover for all events, however, there must be sufficient liquidity to cover for likely scenarios and major events.

***Interest Rate Risk***

The Company recognises the risk to profitability due to movements in interest rates, consequently limits are set to prevent the Company from having a material exposure to rate movements.

**Corporate Policy**

All corporate borrowing requires approval for the Company's Board of Directors.

***Concentration Risk***

The Company recognises the risk to profitability and capital if heavily exposed to a single entity. Consequently, rules must be in place to ensure concentration risk is recognised and approved accordingly.

**Corporate Policy**

The Board of Directors must assess and approve all business activity of the Company, including in relation to any concentration risk.

***CAPITAL PLANNING******Strategic Risk***

The Company recognises that although the capital base may be sufficient for current business requirements, it may not be sufficient in the longer term given the corporate strategy and potential initiatives. Consequently, the Company anticipates future capital requirements in the annual business plans to identify any potential material changes.

**Corporate Policy**

The corporate policy is that the Board must review and approve the annual business plan. This business plan must include an estimation of any potential changes in strategy and the impact upon the capital base.

Where future plans show that additional capital may be required or where the current capital base may be placed under strain there must be a capital plan. The capital plan must provide an explanation as to how the capital base might be increased along with the impact analysis in case capital raising is unsuccessful.

## 5. Appendices

### Appendix 1

Disclosure on Credit's Risk Weight, as of December 31, 2021, is provided below:

Risk Weights	Exposures after netting and credit risk mitigation												Total Risk Weighted Assets
	Governments and central banks	Administrative bodies and NPO	CMLs and banks	Margin Financing	Corporates	High Risk Investments	Securitisation and resecuritisation	Investment Funds	Other exposures	Off-balance sheet commitments	Total Exposure	Prohibited exposures	
0%											-		
20%			37,688								37,688		7,538
50%											-		-
100%											-		-
150%											-		-
200%											-		-
300%								23,849	1,859		25,708		77,124
400%											-		-
500%											-		-
714% (include prohibited exposure)					2,475				289		2,764	12,288	32,024
Average Risk Weight			7,538		17,672	-	-	71,547	7,642	-	104,398		116,686
Deduction from Capital Base													

Disclosure on Credit's Risk Weight as of December 31, 2020 is provided below:

Risk Weights	Exposures after netting and credit risk mitigation												Total Risk Weighted Assets
	Governments and central banks	Administrative bodies and NPO	CMLs and banks	Margin Financing	Corporates	High Risk Investments	Securitisation and resecuritisation	Investment Funds	Other exposures	Off-balance sheet commitments	Total Exposure	Prohibited exposures	
0%											-		
20%			3,825								3,825		765
50%											-		-
100%											-		-
150%											-		-
200%											-		-
300%								56,304	1,283		57,587		172,761
400%											-		-
500%											-		-
714% (include prohibited exposure)					4,761				143		4,903	96,930	131,940
Average Risk Weight			765		33,991	-	-	168,913	4,868	-	208,536		305,467
Deduction from Capital Base													

## Appendix 2

Disclosure on Credit Risk's Rated Exposure, as of December 31, 2021, is provided below:

Exposure Class	Long term Ratings of counterparties							
	Credit quality step	1	2	3	4	5	6	Unrated
	S&P	AAA TO AA-	A+ TO A-	BBB+ TO BBB-	BB+ TO BB-	B+ TO B-	CCC+ and below	Unrated
	Fitch	AAA TO AA-	A+ TO A-	BBB+ TO BBB-	BB+ TO BB-	B+ TO B-	CCC+ and below	Unrated
	Moody's	Aaa TO Aa3	A1 TO A3	Baa1 TO Baa3	Ba1 TO Ba3	B1 TO B3	Caa1 and below	Unrated
	Capital Intelligence	AAA	AA TO A	BBB	BB	B	C and below	Unrated
<b>On and Off-balance-sheet Exposures</b>								
Governments and Central Banks								
CMIs and Banks		37,688						
Corporates								2,475
Retail								
Investments								23,849
Securitisation								
Margin Financing								
Other Assets								2,148
Total	-	37,688	-	-	-	-	-	28,472

Exposure Class	Short term Ratings of counterparties					
	Credit quality step	1	2	3	4	Unrated
	S & P	A-1+, A-1	A-2	A-3	Below A-3	Unrated
	Fitch	F1+, F1	F2	F3	Below F3	Unrated
	Moody's	P-1	P-2	P-3	Not Prime	Unrated
	Capital Intelligence	A1	A2	A3	Below A3	Unrated
<b>On and Off-balance-sheet Exposures</b>						
Governments and Central Banks						
Authorised Persons and Banks		37,688			-	
Corporates						2,475
Retail						
Investments						23,849
Securitisation						
Margin Financing						
Other Assets						2,148
<b>Total</b>	-	37,688	-	-	-	28,472

Disclosure on Credit Risk's Rated Exposure, as of December 31, 2020, is provided below:

Exposure Class	Long term Ratings of counterparties							
	Credit quality step	1	2	3	4	5	6	Unrated
	S&P	AAA TO AA-	A+ TO A-	BBB+ TO BBB-	BB+ TO BB-	B+ TO B-	CCC+ and below	Unrated
	Fitch	AAA TO AA-	A+ TO A-	BBB+ TO BBB-	BB+ TO BB-	B+ TO B-	CCC+ and below	Unrated
	Moody's	Aaa TO Aa3	A1 TO A3	Baa1 TO Baa3	Ba1 TO Ba3	B1 TO B3	Caa1 and below	Unrated
	Capital Intelligence	AAA	AA TO A	BBB	BB	B	C and below	Unrated
<b>On and Off-balance-sheet Exposures</b>								
Governments and Central Banks								
CMLs and Banks		3,825						
Corporates								4,761
Retail								
Investments								56,304
Securitisation								
Margin Financing								
Other Assets								1,426
<b>Total</b>	-	3,825	-	-	-	-	-	62,491

Exposure Class	Short term Ratings of counterparties					
	Credit quality step	1	2	3	4	Unrated
	S & P	A-1+, A-1	A-2	A-3	Below A-3	Unrated
	Fitch	F1+, F1	F2	F3	Below F3	Unrated
	Moody's	P-1	P-2	P-3	Not Prime	Unrated
	Capital Intelligence	A1	A2	A3	Below A3	Unrated
<b>On and Off-balance-sheet Exposures</b>						
Governments and Central Banks						
Authorised Persons and Banks		3,825			-	
Corporates						4,761
Retail						
Investments						56,304
Securitisation						
Margin Financing						
Other Assets						1,426
<b>Total</b>	-	3,825	-	-	-	62,491

### Appendix 3

Disclosure on Credit Risk Mitigation (CRM), as of December 31, 2021, is provided below:

Exposure Class	Exposures before CRM	Exposures covered by Guarantees/ Credit derivatives	Exposures covered by Financial Collateral	Exposures covered by Netting Agreement	Exposures covered by other eligible collaterals	Exposures after CRM
<b><u>Credit Risk</u></b>						
<i>On-balance Sheet Exposures</i>						
Governments and Central Banks						
Authorised Persons and Banks	37,688					37,688
Corporates	2,475					2,475
Retail						
Investments	23,849					23,849
Securitisation						
Margin Financing						
Other Assets	2,148					2,148
<b>Total On-Balance sheet Exposures</b>	<b>66,160</b>					<b>66,160</b>
<i>Off-balance Sheet Exposures</i>						
OTC/Credit Derivatives						
Exposure in the form of repurchase agreements						
Exposure in the form of securities lending						
Exposure in the form of commitments						
*Other Off-Balance sheet Exposures						
<b>Total Off-Balance sheet Exposures</b>						
<b>Total On and Off-Balance sheet Exposures</b>	<b>66,160</b>					<b>66,160</b>

Disclosure on Credit Risk Mitigation (CRM), as of December 31, 2020, is provided below:

Exposure Class	Exposures before CRM	Exposures covered by Guarantees/ Credit derivatives	Exposures covered by Financial Collateral	Exposures covered by Netting Agreement	Exposures covered by other eligible collaterals	Exposures after CRM
<b><u>Credit Risk</u></b>						
<i>On-balance Sheet Exposures</i>						
Governments and Central Banks						
Authorised Persons and Banks	3,825					3,825
Corporates	4,761					4,761
Retail						
Investments	56,304					56,304
Securitisation						
Margin Financing						
Other Assets	1,426					1,426
<b>Total On-Balance sheet Exposures</b>	<b>66,316</b>					<b>66,316</b>
<i>Off-balance Sheet Exposures</i>						
OTC/Credit Derivatives						
Exposure in the form of repurchase agreements						
Exposure in the form of securities lending						
Exposure in the form of commitments						
*Other Off-Balance sheet Exposures						
<b>Total Off-Balance sheet Exposures</b>						
<b>Total On and Off-Balance sheet Exposures</b>	<b>66,316</b>					<b>66,316</b>



**Appendix 4****Operational Risk**

	<b>2021</b>	<b>2020</b>
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**Basic Indicator Approach**

Gross Income 3 Years Average	17,126	21,015
Risk Capital Charge %	15%	15%
Capital Required	2,569	3,152

**Expenditure Based Approach**

Overhead Expenses (Year1)	10,293	13,172
Risk Capital Charge %	25%	25%
Capital Required	2,573	3,293

<b>Capital Required for Operation Risk</b>	<b>2,573</b>	<b>3,293</b>
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