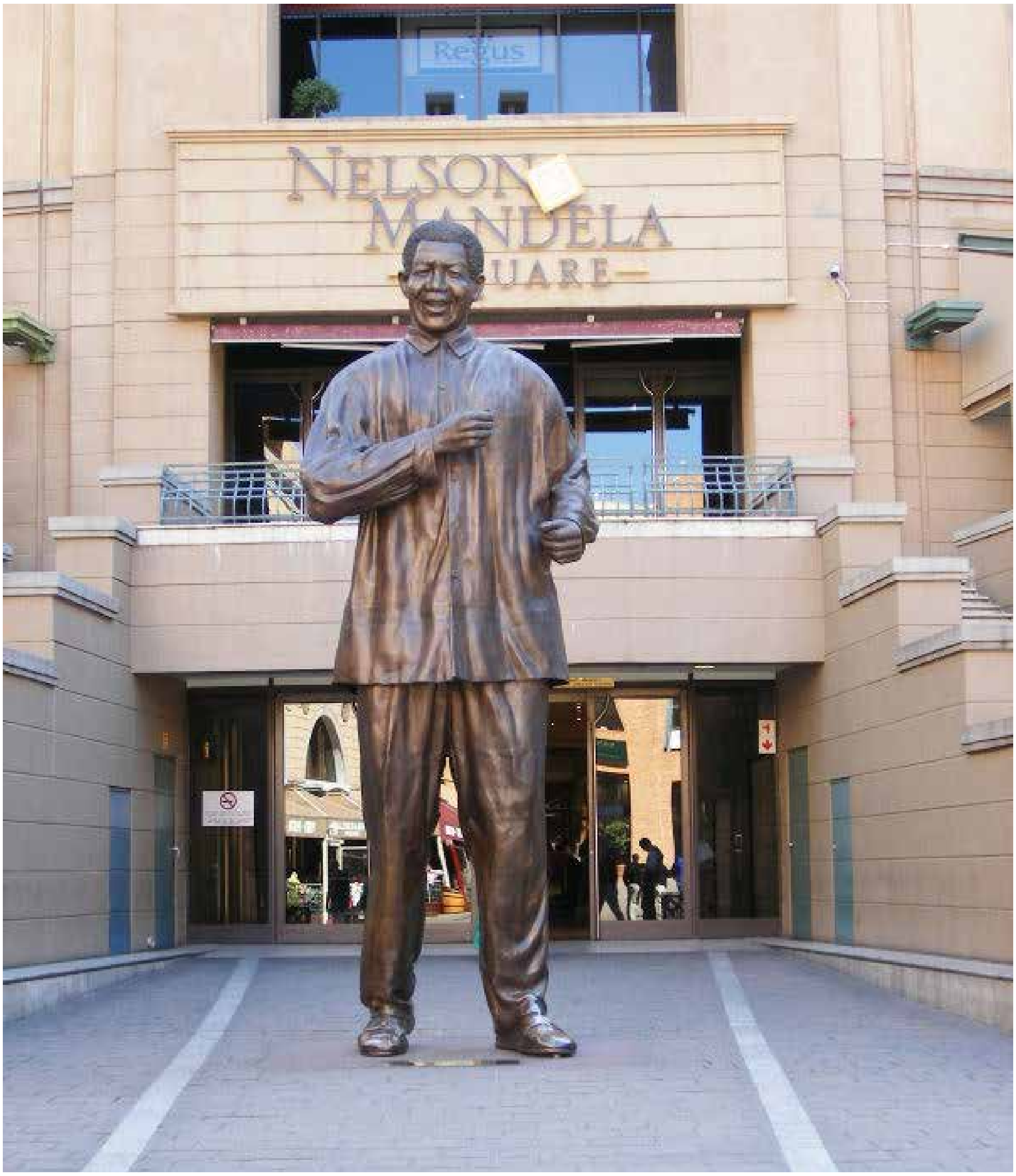
2015
Annual Report

Afriland First Group

The Pact with Success

« I submit to you that if a man hasn't discovered something he will die for, he isn't fit to live »

Martin Luther King



Mandela Square, Johannesburg (Afrique du sud)

Contents

Dr Paul K. FOKAM
Chairman

Message from The Chairman

"Work is a source of inexhaustible wealth"

Dear shareholders,

Dear partners,

At the dawn of 2016, let me, on behalf of my fellow Board members, present to you Afriland First Group's 2015 annual report.

2015 was marked by a very unfavourable economic situation due to the drop in the prices of major commodities, the growth of international terrorism, and a deepening economic crisis.

Global economy witnessed a major rupture after the great crash of 2008/09 with the rise of emerging economies as the leading growth drivers of a world destabilised by a poorly regulated financial sector. These new economies, which recorded an average annual growth rate of 5.64% against 0.27% for developed countries, saved the world from a recession and deflation.

Africa took advantage of the shift in the balance of power to adopt policies which will help her break out of the vicious circle of poverty and return to the path of growth.

That is why the continent's average annual growth rate (5.54%) was clearly higher than that of developed countries (2.85%) and of the rest of the world (3.20%) in the pre-crisis years (2000-2007). The return of growth to the continent brought an improvement of the macro-economic situation with a positive budgetary position at 1.7% of GDP and a positive current account at 2.1% between 2004 and 2008.

However, a new commodity price crunch is gradually plunging Africa's economy into a miasma as growth slackens. Switzerland's economy did not only maintain a satisfactory growth rate, but equally recorded a currency appreciation against the US dollar and the euro. This trend weighed down on our company.

Fellow Colleagues, such an unconducive environment deepened the fears and concerns of economic actors, of the financial sector, and of the sector's regulators. The reforms underway in various sectors will necessarily trigger off additional costs that will affect our accounts in 2015, 2016 and probably in 2017.

Most of the reforms aim at enabling a better implementation of Know Your Customer (KYC) and the Foreign Account Tax and Compliance Act (FATCA) due diligence processes derived from the American Laws adopted to effectively address the spiking of operational risks, the upshots of international terrorism, money laundry, and tax evasion.

Due to the spectacular increase in operational risks, our Board constantly paid special attention to this singular context in 2015. The Board intends to enhance and sustain this attention throughout 2016 at 2017, at the levels of the development of human resources, our most precious capital; of our operational systems; and of risk mastery.

In spite of these trends, the development of new information technologies is enabling innovation and competition in the global financial sector, whose expansion is steady.

Over the next three years, we will mainly concentrate on innovating Islamic finance in order to offer our customers products tailored to their customs and traditions and on always being ready for the new challenges that ensue from new information and communication technologies in various business sectors.

We shall, together with our partners, combine our efforts to drive not only the development of Africa's industry, but also the growth of inter-African trade to enable our continent to grab a significant share of the global cake.

Gentlemen and Fellow Colleagues, in 2016 we will mainly focus on consolidating and developing business in countries where we have already obtained licences. The mobilisation of new resources through our partners will be our main advantage for achieving our ambitions.

As for our corporate social responsibility, we will, with the support of our traditional partners, ADAF, DEG, MISEROR and FMO pursue our activities for the promotion of wealth creation among the underprivileged with a view to helping over 4 million people break out of the vicious circle poverty in 2018. Our target countries are: The Republic of Guinea, Cameroon, the Democratic Republic of Congo and Burkina Faso.

Dear Partners, we consolidated our stability this year by strengthening our equity by 1.5% as at 31 December 2015, raising it to 426.5 million euros.

Deposits stand at 1.909 million euros as at 31 December 2015, recording a 3.4% as compared to the previous year.

Total loans to customer recorded a 7% increase and stand at 1.880 million euro as at 31 December 2015.

The total balance sheet of our group as at 31 December 2015 stands at 2.761 million euros, recording a 2.3% increase as compared to 2014.

As at 31 December 2015, we recorded a net profit before tax of 34 million euros against 37 million euro for the previous year, that is, a 7% drop.

The drop is as a result of our policy to increase provisions for risks and our focus on more promising profit areas. For the purpose of consolidating equity, we have agreed to carry over the year's profits as reserves.

Fellow Colleagues, your commitment and your determination to build an innovative and proactive Africa makes us hope for an ambitious and triumphant future. United and by the will of God Almighty, we shall move on for the growth of our continent.

Permit me to once more express my gratitude to my fellow Board members; the entire executive staff of our organisation; and especially to the units, which are dedicated to our common goal. I admire their motivation, diligence, and commitment.

By the grace of God, I engage them to achieve the objective of always providing the best support for the advent of a brighter economic future for Africa.

The Chairman
Dr Paul K. FOKAM

Year in Review 2015

Financial Highlights

Total Equity
426 Million €

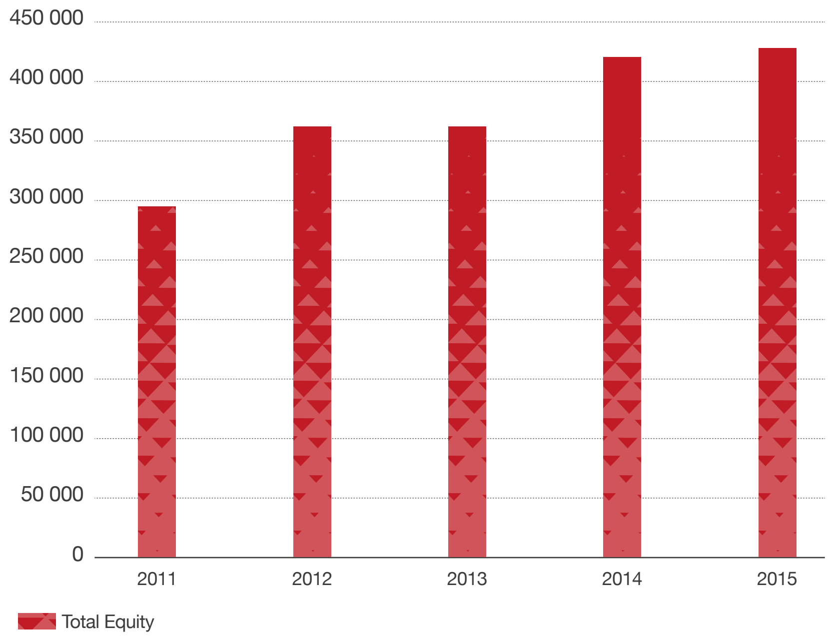
Shareholders' Equity
229 Million €

Reserves for general banking risks
197 Million €

Total assets
2'761 Million €

Total Equity

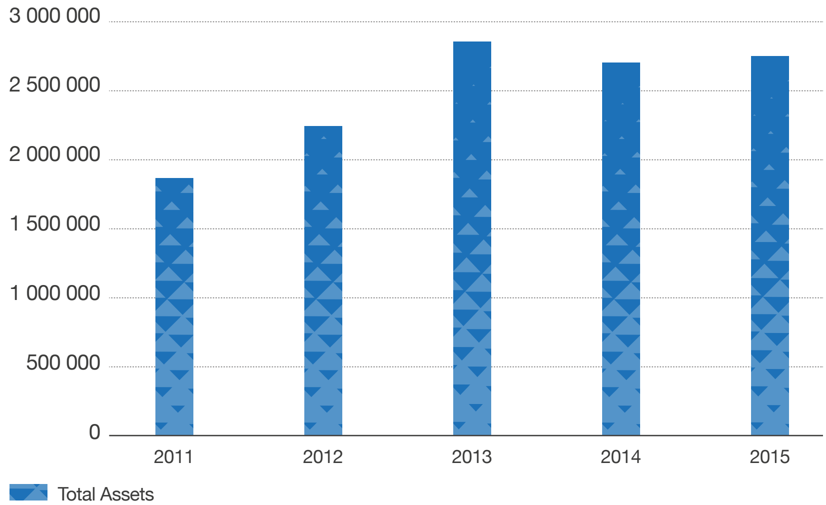
In thousands of Euros



Financial strength improving constantly

Total Assets

In thousands of Euros



Total assets continue to increase in spite of The negative impact of the commodities prices on the economies of the main countries in which we have invested. Faced with the lasting economic crisis we have opted for a strategic refocusing and refocusing of our activities and the strengthening of our policy of financial.

Year in Review 2015

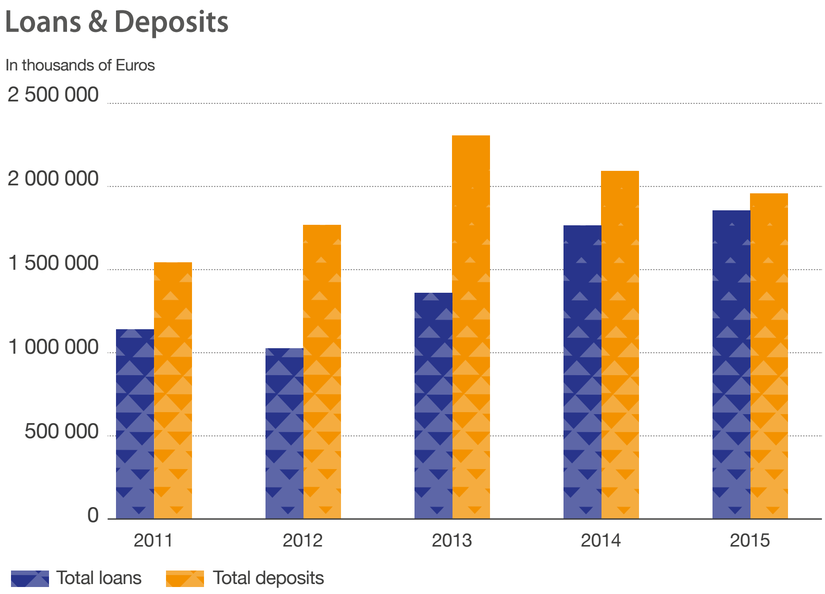
Financial Highlights

Clients deposits

1,965 Million €

Total loans to clients

1,880 Million €

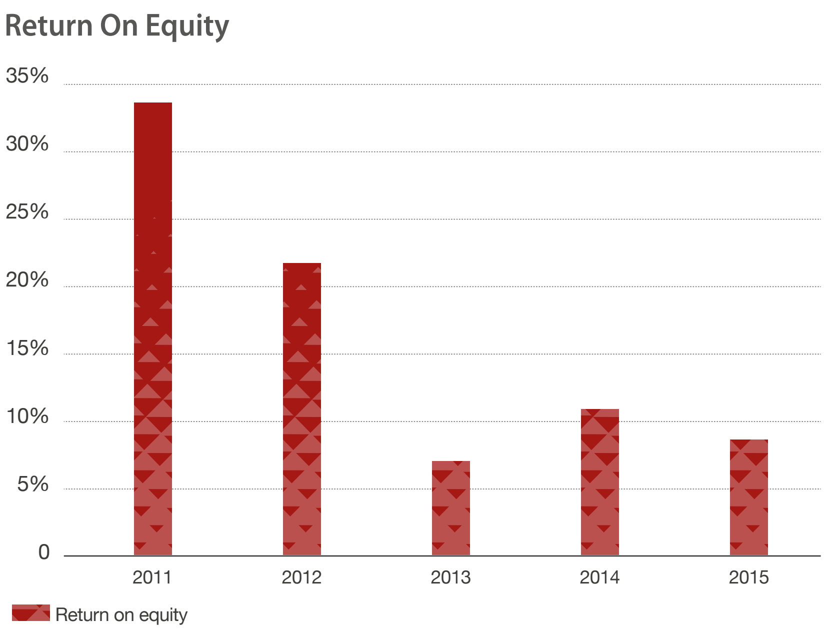


Return on Equity (ROE)

8 %

Tiers one ratio

12 %



In spite of the gloomy economy context, the financial strength and solvency of the group continues to be reinforced. The third ratio, main creditors guarantee has slightly improved to stand at 12.20% as of 31/12/2015.

The return on equities decreases by 3 points due to:

- the significant decrease of activities in one of our main subsidiaries,
- the strengthening of our policy of financial prudence coupled with an important increase of the level of our provisions for (against) risks making it possible to take into account the uncertainties of ongoing (present)economic crisis,
- the divestment of a number of assets for reasons related to the strategic refocusing of the Group activities.

For a dignified and prosperous Africa

Our vision

The African Bank of the Third Millennium

Our Mission

Become and remain a performing bank dedicated to the harmonious development of Africa.

Our Values

- Work is the only source of wealth, personal and corporate growth.
- Client's satisfaction is our highest priority.
- Courtesy, humility, personal development and information are sources of progress.
- Savings are the key to social and economic progress.
- Liberty, Fairness, Responsibility.

Board of Directors

Dr. Paul K.FOKAM

Président

Dr. Paul K. FOKAM is President of Afriland First Group, a researcher, founder and president of a pan African university, PKFokam Institute of Excellence. His vision is to restore Africa's dignity. His research focusses mainly on championing the cause of the poor, promoting their interest and engaging them in the process of wealth creation. This approach is being implemented across Africa with commendable success. A prolific writer, he seats on the Boards of many international organisations.

Mr ELSON NG KENG KWANG

Board member

Mr. Ng served GMG Global Ltd (a publicly listed company on the Singapore Stock Exchange) from 1998 through 2013 as Executive Director/President & COO, President & CEO and as President (Strategic Projects) & Chief Advisor. Before that, he spent 30 years in 5 International Banks, including 7 years with Wells Fargo Bank and 10 years with Bank of Hawaii where he managed the Asian Operations as the Regional CEO/ Country Manager.

Mr BEN ZWINKELS

Board member

Mr. Bernardus ZWINKELS was Senior Investment Officer for the Private Equity Department of FMO, during which he occupied various Corporate Positions in the Financial Sector of Africa. He is currently Chairman of the Group AfricInvest, as well as Director of Group Bank of Africa, and of Bank of Africa Madagascar, Bank of Africa Kenya and NMB Bank in Zimbabwe.

Mr ABDELHAKIM BEN HAMMOUDA

Board member

Mr. A. Ben Hammouda is an internationally renowned economist. He has worked in several international institutions including the African Development Bank as Special Adviser to the President. Previously he was the Director of the Institute for Training and Technical Cooperation Division at the World Trade Organization (WTO).

Mr VALERY FOKAM

Board member

Mr. Valery FOKAM is General Manager of SITRACEL S.A. Electrotechnicien engineer, he is a member of Afriland First Group Management Committee and member of the Board of Directors, member of the Board of Directors of SAAR CAMEROUN. Mr. Fokam is also a member of the CCEI Bank GE Audit Committee.

Executive Management

Mr ABDELHAKIM BEN HAMMOUDA

Executive Vice President and Special Adviser

Mr. A. Ben Hammouda is an internationally renowned economist. He has worked in several international institutions including the African Development Bank as Special Adviser to the President. Previously he was the Director of the Institute for Training and Technical Cooperation Division at the World Trade Organization (WTO).

Mr JEAN-PAULIN FONKOUA KAKE

Executive Vice President

Computer engineer, Mr. Jean-Paulin Fonkoua is the Executive Vice-President in charge of the Organization, Risk, Methods and Information Systems of Afriland First Group. He is also Chairman of the Board of Directors of Afriland First Bank Cameroon and lecturer at the PKFokam Institute of Excellence.

Mr JEAN-PAUL KAMDEM

Chief Financial Officer & Chief Risk Manager

Mr. Jean-Paul KAMDEM is the Chief Financial Officer and Chief Risk Officer of Afriland First Group. He is also the Director of the Representation Office in Paris.

Mr JOSEPH TOUBI

Executive Vice President

Mr. Joseph is a graduate engineer from the Ecole Centrale de Paris. He is the Executive Vice President in charge of Risks, Development and International Relations.

Social Responsability

Our social responsibility requires a commitment to ourselves, to our continent and to humanity.

It's for this reason that for the past 25 years, our group has always worked for the promotion of wealth in poor areas and in particular the female population that seems most vulnerable, with a real will to overcome poverty.

This is the case of MUFFA Ratoma, created with the support of Pr Alpha Condé, President of the Republic of Guinea and the tireless support of DEG and Miserior.

With DEG, Profits are not our sole concern, but above all, the equitable distribution of wealth within the community classes.

After Ratoma, Dixinn, Kaloum and many other cities, over 200 women's groups will be able to enjoy an incubation framework contractors and Capital 1 billion Guinean francs at a low rate compatible with the acceleration of wealth creation in poor areas

DEG, a privileged partner of the MC2-MUFFA network

Inauguration Muffa Dubreka (Guinea) by Ms. Condé (First Lady of Guinea) and Ms. Fesfaye (First Lady of Ethiopia)

Management Report

The global economic outlook

The global economic situation and prevailing weak growth are the main source of concern for policymakers, international institutions and economic experts. Indeed, the world economy has not managed to regain the growth which prevailed before the great financial crisis of 2008-2009. Since then, growth has remained sluggish and fragile. Different economic policies including expansionary monetary policies enforced by major central banks, like the Fed, the ECB and the Bank of Japan failed to restore investors' confidence and optimism, and to enable the return of global economies to stronger growth and recovery.

The issue of weak global growth is high on the agenda of major international officials. Christine Lagarde, the IMF Managing Director, calls it «poor growth». Larry Summers, former US Treasury Secretary, speaks of a secular stagnation. Mohamed Al-Arian, Chief Economist Allianz Group, refers to it as a «new normal» implying that strong periods of growth are behind us. The labels may vary but the reality is the same. The global economy has been unable to perform at the rates witnessed before the financial crisis. This sluggish growth will have negative effects on the growth of the banking sector around the world.

The 2015 global growth- compared to the previous year- was sluggish at the rate of 3.1%. Developed country performance remained low and did not exceed the growth rate of 1.9%. The US scored 2.4% whilst Europe recorded 1.6%, a rate slightly firmer than that of 2014.

Meanwhile, 2015 has witnessed new developments that reinforced observers' scepticism. Indeed, emerging countries that were hitherto the global economy engine since the financial crisis, recorded a weaker growth in 2015, at a rate of 4%. Major emerging countries could not repeat their post-crisis performance for different reasons. Brazil is mired in an unprecedented political crisis that caused the dismissal of President Dilma Rousseff. South Africa and Russia are faced with falling commodity prices whilst China grapples with difficulties to transform its business model and make its domestic market a major source of growth. Only India has escaped this gloomy trend and maintained a high growth in 2015.

World trade has also recorded weak growth with a significant decline in 2015, at a rate of 2.8% compared with 3.4% in 2014.

The weak growth in the global economy and especially in most emerging markets has caused a decline in the demand for raw materials and above all an unprecedented fall in commodities prices. Beginning in 2014 and reaching a low of -47.2% in 2015. The price fall was the source of an unprecedented economic crisis in all the oil producing countries resulting in a drop of demand in the global economy, and strengthening recessionary pressures.

The world economy also recorded a decline in inflation of about one percentage point between 2014 and 2015.

This development did not encourage investment and caused important economic and business interests to reduce consumption and postpone investment plans.

The fragility of growth increases during 2015 by the decline in growth in emerging countries and falling commodity prices, especially of oil products. The weak growth worries experts especially as it is accompanied by strong deflationary pressures.

Policy makers have sought to address this lasting crisis through the launch by major central banks of expansionary monetary policies, including massive cash injection, the so-called quantitative easing. However, these policies have not yet produced desired effects owing to the lack of adequate fiscal policies and to poor economic policy coordination.

Africa within the global economy

Africas' growth has been reasonaby high during the recent period. It experienced a decline in growth from 3.7% to 3.6% in 2015. The decline was more pronounced in Sub-Saharan Africa from 5% in 2014 to 3.6% in 2015. This was mainly caused by South Africa low growth since Sub-Sahara excluding South Africa. grew by 4.2%

Several reasons account for this trend, particularly the decline in global growth and the fall in demand for African exports. Also relevant in this respect is the fall in prices of African commodities. All African regions were affected by the recession and recorded a decline in their performance in 2015. The two regions that sustained Africa's growth namely Central Africa and West Africa experienced significant weakening of their economies.. In Central Africa, growth rates decreased from 6.1% (2014) to 3.7% (2015); and in West-.Africa from 6% (2014) to 3.3% (2015).

North Africa has experienced a significant progression even though the 2015 annual growth of 3.5% has remained below Africa's average.

In southern Africa, growth was already low in 2014 (2.8%) and deteriorated further in 2015 to 2.2%.

Only East Africa maintained a high growth rate in 2015 of 6.3%.

The regional growth trends outlined above had an impact on the activity of our Group. The weakening growth in Central Africa affected our activities. West Africa maintained, despite the decline, a high growth rate. East Africa has maintained high growth rates despite the decline in growth of the continent.

Economic results of host countries

At this level, we can distinguish three groups of countries. The first group relates to countries that have experienced strong growth during 2015, namely Cameroon (5.9%), Côte d'Ivoire (7.9%), the Democratic Republic of Congo (7 ,7%) and Sao Tome and Principe (4%). This group of countries had in 2015 a relatively stable macroeconomic situation, with controlled inflation and relatively low internal and external imbalances.

The second group consists of countries that have recorded low growth below Africa's average. Benin (3%), Guinea (0.1%), Liberia (0%), and Zambia (3.6%) are included in this group. These countries presented macroeconomic performance poorer than that of the first group with higher inflation and more pronounced macroeconomic imbalances.

The third group consists of countries that have been in recession with negative growth. In this respect, it is worth noting the sharp recession in Equatorial Guinea which has achieved a negative growth of -12.2% in 2015, mainly due to the drastic drop in oil prices. It should also be mentioned that the growth of South Sudan was negative in 2015 and stood around -0.2% owing to the political conflict and strife in the country. These countries also experienced a severe deterioration in their macroeconomic conditions.

The economic performance of different countries had an influence on the performance of various units of the Group.

The banking environment and the changes in the banking industry

The year 2015 was marked by significant challenges for the banking industry on the international level. In fact, the challenges facing major international bank as a result of the 2008 financial crisis, was related to the necessity of reducing the size of their balance sheets, improving their capital ratios and strengthening their risk management policies.

Yet, the required reforms were not always implemented with the necessary speed, and this resulted in several international banks experiencing difficulties. These challenges were reinforced by the exposure of some banks to the oil sector, and this explains to a large extent the lower results in the sector during the year 2015 and the very important losses suffered by some large banks.

The entire banking sector started or continued major restructuring projects and programs especially designed to lower costs and reposition investment banking.

AFG: Progress and achievements in 2015

Africa has not escaped this difficult global economic environment. Indeed, growth has decreased compared to previous years and the major oil exporters were hit by the global economic crisis and the fall in oil prices.

Despite this difficult environment, the Group continued to grow in 2015, notably by strengthening its equity and the size of its balance sheet, despite a relative decline in its 2015 positive result of 25% compared to that of 2014. In Central Africa, the Group banks are leaders in their markets whether Equatorial Guinea or Cameroon. Streamlining of the portfolios continued as well as strengthening of the coverage of banks commitments. The Group results in this region were affected by the fall in oil prices in Equatorial Guinea.

Moreover, the Group continued its efforts to develop and diversify pursuant to a strategic choice made had made several years ago in order to reduce its dependence vis-à-vis a limited group of countries. This choice proved to be relevant as the banks of the Group in Côte d'Ivoire, Liberia, the Democratic Republic of Congo and Guinea have experienced remarkable progress. These countries present an important potential for the development our business in the coming years.

The activities of our subsidiary in South Sudan continued to suffer from political crisis and the war raging between the belligerents.

Business in Zambia has not experienced the growth expected owing to a difficult economic and institutional context. A strategic evaluation was initiated by the Group on the future of our activities in this country.

The group also continued activities to foster future development in different African regions and surveys were conducted in different countries in order to strengthen the Group pan African presence.

Preparatory work on a new business plan 2016-2020 was launched. This document will outline the group's vision, objectives and activities for the period.

The Group also strengthened its cooperation with international financial institutions which are resolutely engaged in the development of the African continent, an option it intends to develop further.

Our Prospect for 2016

According to different forecasts by major international institutions, the global economy will stabilise during 2016 in a process of weak growth, the rate of which is expected at 3%. It is estimated that growth in developed countries will stabilize with an average of 1.9% as in this year. The United States will experience stronger growth which will reach 2.4%, while in the Eurozone, it will not exceed 1.5%.

For their part, in 2016 emerging countries will continue to experience a moderate growth averaging 3% compared to the higher rates achieved in post-crisis years.

World trade in 2016 will experience a slight increase reaching 3.1%. Moreover, the fall in commodity prices will be less pronounced than in 2015. Finally, global inflation will increase slightly to around 0.7% in 2016.

Thus, the global economic environment in 2016 will experience the same pace and wait-and-see trends that were observed in 2015. This situation will affect the banking industry and will weigh heavily on its evolution during 2016

African Prospects for 2016

African prospects in 2016 will not significantly change compared to those of 2015. Growth is expected to be around 3.7% for the entire continent. However, a recovery of growth in Sub-Saharan countries is foreseen around 4%.

Improved growth prospects in Sub Sahara Africa will result from the recovery of growth in Central Africa estimated to reach 3, 9% in 2016 and from a similar trend in West Africa forecast at 4.3%.

However, stagnation will continue in southern Africa where growth is estimated at only 1.2% in 2016. North Africa will stabilise at an average of 3.3%, while East Africa will experience a slight decline around 5.4%.

We remain cautiously optimistic about the Group activities.

Prospects for our host countries in 2016

The review of development prospects in countries of operation show the following trends:

Firstly, the return of some countries to a more sustained pace of growth must be underlined. These includes Guinea (4.1%), Liberia (2.5%), Sao Tome and Principe (5%).

Secondly, Cote d'Ivoire has maintained a high level of growth of 8.5%.

Thirdly, Equatorial Guinea is gradually moving out of economic recession and the negative growth will be less than that of 2015 (-7.4%).

Fourthly, the growth rate overall will remain high, albeit slightly declining in Cameroon (4.9%) and in the Democratic Republic of Congo (4.9%).

Finally, the ongoing crisis will continue in South Sudan, negatively affecting growth which is estimated at -7.8% in 2016.

Overall, it should be noted that average growth prospects are good and will positively impact the results of our Group in 2016.

FG Prospects for 2016

The Group believes that crisis are not times for retreating and taking a wait-and-see attitude.. Rather, they are times for seizing opportunities and taking up new challenges. This philosophy will lead the Group during the year 2016, a year for development and consolidation.

The objective of the 2016-2020 business plan is twofold. On the one hand, we must consolidate the various units of the Group and enable them to grow their business and better meet customers' needs. We must also ensure the development of African entrepreneurship. On the other, the business plan has set the objective of fostering the development of the group in the various regions in which we are present in Central Africa, West Africa and Southern Africa but also in the new regions including East and North Africa.

We remain confident that the African continent has tremendous. Thanks to our determination and the support of our partners, we will participate in a significant way in the development of our continent.

Meeting with the Islamic Development Bank

China Development Bank

Our privileged partner for the development of Africa

Doing business with integrity and communicating openly with all stakeholders — **Governance**

Promoting diversity, providing equal opportunities, rewarding talent and valuing team work — **Human Capital**

Promoting win-win relationship — **Partnership**

Focusing on customer satisfaction in everything we do — **Quality**

Being the driving force of wealth creation amongst the underpriviledged — **Civic Role**

Encouraging creativity, innovation and the use of new technologies — **Innovation**

Our future development

We set up guiding principles for 2014-2016, to contribute to the durable development of Afriland First Group in the near future, which are the following :

• Maintain the trend of high profitability of existing entities

• Implement as many geographical expansion successes as possible

• Take advantage of our alliances to enhance growth

• Raise the necessary financing to implement strong internal and external growth

With Afreximbank, Africa's future is today !

Photo : Partnershit Aegreement

2015
Financial Statements

2015 Financial statements

CONSOLIDATED BALANCE SHEET AT DECEMBER 31, 2015

with comparative figures for the year 2014 (expressed in Euro)

ASSETS	Notes	2015	2014
CURRENT ASSETS			
Cash and cash equivalents	4	173'116'930	232'993'308
Amounts due from money-market papers		10'751'750	10'208'976
Amounts due from banks		383'550'803	386'275'841
Amounts due from customers	5	1'880'557'644	1'761'068'131
Securities and precious metals held for trading	6	28'464'860	42'900'937
Accrued income and prepaid expenses		46'222'673	34'469'842
Other assets		19'991'338	17'573'348
Total current assets		*2'542'655'998*	*2'485'490'383*
NON CURRENT ASSETS			
Non-consolidated investments			7'019'599
Investment in associate			2'124'461
Tangible assets, net of depreciation	2.2	80'067'002	75'132'389
Intangible assets, net of depreciation	2.2	49'947'100	53'457'940
Financial investments	7	81'810'545	77'811'479
Total non-current assets		*219'226'709*	*215'545'868*
TOTAL ASSETS		**2'761'882'707**	**2'701'036'251**

Consolidated balance
sheet at december 31, 2015

CONSOLIDATED BALANCE SHEET AT DECEMBER 31, 2015

with comparative figures for the year 2014 (expressed in Euro)

LIABILITES AND SHAREHOLDERS'EQUITY	Notes	2015	2014
CURRENT LIABILITIES			
Amounts due to money-market papers		9'650'182	10'046'881
Amounts due to banks		323'169'824	173'017'582
Amounts due to customers savings or deposits		494'744'039	450'194'574
Amounts due to customers	8	1'227'313'203	1'397'208'528
Saving bonds		187'459'643	159'215'868
Accrued expenses and deferred income		55'910'159	38'884'981
Other liabilities		21'364'989	19'116'439
Valuation adjustments and provisions		13'793'141	31'988'573
Total current liabilities		***2'333'405'180***	***2'279'673'426***
LONG TERM LIABILITIES			
Negative goodwill, net		34'501	69'003
Shareholders' loans	9	1'950'462	565'135
Total long term liabilities		1'984'963	634'138
Reserves for general banking risks		197'085'805	207'756'269
SHAREHOLDERS' EQUITY			
Share capital		92'630'084	92'630'084
Statutory capital reserves		1'896'883	1'434'233
Voluntary retained earnings		62'912'618	49'215'382
Non-controlling interest	3.1	60'187'003	58'492'661
Translation reserve	3.2	4'033'354	227'913
Group profit		7'746'817	10'972'145
Total shareholders' equity		***229'406'759***	***212'972'418***
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY		**2'761'882'707**	**2'701'036'251**

Consolidated off balance sheet
at december 31, 2015

CONSOLIDATED BALANCE SHEET AT DECEMBER 31, 2015

with comparative figures for the year 2014 (expressed in Euro)

OFF BALANCE SHEET TRANSACTIONS

	2015	2014
Contingent liabilities	385'582’138	472'121’305
Irrevocable commitments	39'455’793	12'894’817
Confirmed credits	1’246	1’231
Total off-balance sheet transactions	**425'039’177**	**485'017’353**

These are the endorsements and other signature commitments issued by the Group companies.

Consolidated statement

of income for the year ended at december 31, 2015

CONSOLIDATED STATEMENT OF INCOME FOR THE YEAR ENDED AT DECEMBER 31,2015

with comparative figures for the year 2014 (expressed in Euro)

	Notes	2015	2014
RESULT FROM INTEREST OPERATIONS			
Interest and discount income		128’908’775	166'992'542
Interest and dividend income from financial investments		417’027	212'910
Interest expenses		-37'613'268	-34'098'120
Total net results from interest operations		***91’712’534***	***133’107’332***
RESULT FROM COMMISSION AND SERVICE FEE ACTIVITIES			
Commission income from credit operations		19'105'669	19'672'761
Commission income from securities and investments		756'491	-
Commission income from other services		13'134'866	17'023'964
Commission expenses		-1'137'767	-381'511
Total net results from commission and service fee activities		***31'859'259***	***36'315'214***
RESULT FROM TRADING OPERATIONS			
Result from trading operations		99'097	7'622
OTHER ORDINARY RESULTS			
Other ordinary income		34'576’131	22'972'172
Other ordinary expenses		-8'865'270	-1'705'358
Total other ordinary results		25'710’861	21'266'814
OPERATING EXPENSES			
Personnel expenses	10	-21'610'966	-16'655'572
Other operating expenses		-51'879'622	-50'857'265
Total operating expenses		-73'490'588	-67'512'837
Depreciation and write-offs on non-current assets		-14'168'497	-11'866'631
Valuation adjustment, provisions and losses		-54'914’074	-93'779'888
GROSS PROFIT		22'193'209	17'537'626
Net result from investment under equity method		-1'464’011	-4'809
Extraordinary income	11	31’022’473	22'521'865
Extraordinary expenses		-1'400'500	-2'854'008
Taxes		-16'744'569	-12'993'761
NET PROFIT FOR THE PERIOD		18'221'987	24'206'913
Group net profit		***7’746’817***	***10’972’145***
Minority shareholders’ profit		***10'475'170***	***13'234'768***

Notes to the consolidated financial statements

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED DECEMBER 31, 2015

with comparative figures for the year 2014	(expressed in Euro)
CASH FLOW FROM OPERATING ACTIVITIES	
Net profit for the period	18'221'987
Provisions	54'914'074
Depreciation and write-offs on non-current assets	14'168'497
Reserves for general banking risks	-65'584'537
Accrued income and prepaid expenses	-14'170'820
Accrued expenses and deferred income	18'584'408
Total cash flow from operating activities	**26'133'607**
CASH FLOW FROM INVESTING ACTIVITIES	
Investments	**9'640'183**
- Investment in tangible assets	2'176'364
- Investment in intangible assets	766'306
- Investment in financial assets	5'782'927
- Investment in securities portfolio and precious metal held for trading	914'586
Divestments	**-13'053'444**
- Divestment in tangible assets	-609'916
- Divestment in intangible assets	-1'880'790
- Divestment in financial assets	-5'065'551
- Divestment in securities portfolio and precious metal held for trading	-5'497'187
Total cash flow from investing activities	**-3'413'261**
Free Cash flow	*22'720'346*
CASH FLOW FROM FINANCING ACTIVITIES	
Cash flow from clients loans	**-127'307'250**
Increase in receivables	**-290'330'812**
- Increase in due from banks	-120'191'783
- Increase in due from customers	-166'844'791
- Increase in receivables from money market paper	-3'294'238
Cash flow from clients deposits	**163'023'562**
- Decrease in due from banks	112'916'820
- Decrease in due from customers loans	47'355'277
- Decrease in receivables from money market papers	2'751'465
Cash flow from clients deposits	**52'653'458**
Increase in payables	**309'328'282**
- Increase in amounts from money-market papers	2'354'765
- Increase in amounts due to banks	155'248'091
- Increase in amounts due to customers savings or deposits	44'549'465
- Increase in other amounts due to customers	78'932'185
- Increase in cash certificates	28'243'776
Decrease in payables	**-256'674'824**
- Decrease in amounts from money-market papers	-2'751'465
- Decrease in amounts due to banks	-5'095'848
- Decrease in other amounts due to customers	-248'827'511
Cash flow from banking activities	-74'653'792
Cash flow from loans	**-6'155'285**
- New loans	1'524'490
- Repayment of loans	-7'679'775
Cash flow from Equity	**-5'593'086**
- Dividends	-5'593'086
Sub-total cash flow unrelated to banking activities	-11'748'371
Total cash flow from financing activities	**-86'402'163**
Change in cash and cash equivalents	**-63'681'817**
Cash and cash equivalents on 1 January	232'993'308
Effect of foreign exchange rate changes	3'805'439
Cash and cash equivalents on 31 December	173'116'930

Notes to the consolidated financial statements

1. Activities of the Company

Afriland First Group SA ("the Company) was created on March 19, 2008 and is headquartered at 7 Route des Falaises, 2000 Neuchâtel. Its registered capital is CHF 138'439'707 and its activity is the purchase, administration, management and the sale of participations in Switzerland and abroad.

The Company has invested in several companies, banking and non-banking institutions, in Switzerland and abroad, mainly in Africa.

2. Summary of significant accounting policies

2.1 Basics

The consolidation principles applied in the preparation of consolidated financial statements of the Group are in accordance with the new Swiss Code of Obligations.

The consolidated accounts of Afriland First Group SA are derived from the audited financial statements of the holding company and its subsidiaries as at December 31, 2015.

Certain comparative information for the year ended December 31, 2014 has been reclassified in order to conform to the current year presentation and in order to improve the quality of information given on the face of the balance sheet.

2.2 Specific accounting policies

Tangible assets:

Facilities and equipment are stated at cost of acquisition or internal production, net of accumulated depreciation.

Set-up cost and other capitalized costs are recorded at their acquisition costs and filing fees and protection after deducting accumulated depreciation. The goodwill arising on first consolidation is depreciated during 20 years.

Depreciation is calculated on a straight-line basis according to the following categories:

	Taux annuel
Installation and fixtures	5% - 10%
Office equipment	10% - 25%
Telecommunication equipment	25%
Computer equipment	33.33%
Transport equipment	25%

The Company performs at least once a year, impairment tests to test the value of goodwill. Similarly, whenever an indication of impairment is identified, an impairment test for identifying a potential difference between the carrying amount and the recoverable amount of an asset is realized. Where appropriate, necessary value adjustments are performed.

3. Consolidation principles

3.1 Scope of consolidation

The subsidiaries, in which the Company holds an investment of greater than 50% of the total voting shares, are subject to full consolidation. Assets and liabilities, and expenses and the revenues are fully recorded (100%). The third party shareholders' interests (minority interests) are recorded separately in the consolidated balance sheet and in the consolidated statement of income.

The investments in associates where the Company holds a participating interest of 20%-50% of total voting shares are subject to the equity consolidation method. An equity investment is initially recorded

Notes to the consolidated financial statements

at cost and is subsequently adjusted to reflect the investor's share of the net profit or loss of the associate.

Minor holdings, or ongoing investments as well as those where the holding is less than 20%, are recorded under non-consolidated investments at their purchase price, after deduction of appropriate provisions, if any.

3.2 Consolidated participations

The percentage of shares held by the Group in its twelve subsidiaries is based on the full consolidation method, and one associate (Afriland First Bank South Sudan) is based on the equity consolidation method.

• Investment in Guinea

During 2015, Afriland First Group SA has injected EUR 1'014'779 as its proportionated share of capital increase in First Bank Afriland (Guinea).

• Investment in Zambia

During 2015, Afriland First Group SA has injected EUR 840'499 as capital increase. It has changed the percentage of ownership to 93.53% (2014: 90.90%) for the year 2015.

• Investment in South-Soudan

During 2015, Afriland First Group SA has injected EUR 365'120 as its proportionated share of capital increase in Afriland First Bank (South Sudan).

• Closing date

The closing date for all companies is 31 December 2015.

• Currency conversion

The consolidated financial statements of the group are expressed in the Company's functional currency which is the Euro.

The financial statements of companies in the portfolio are presented in the respective local currencies. The table below summarizes the reporting currency of each subsidiaries :

FCFA (XAF)	Afriland First Bank Cameroon, CCEI Bank GE, Afriland First Bank Côte d'Ivoire, CCEI Benin, Intelligentsia, African Leasing Company
STP	Afriland First Bank Sao Tomé
CDF (RDC)	Afriland First Bank Democratic Republic of Congo
ZMW	Intermarket Banking Corporation (Zambia) Ltd
LRD	Afriland First Asian American Bank Liberia
GNF	Afriland First Bank – Conakry
SSP	Afriland First Bank South Sudan
CHF	Afriland First Group Management SA

The Group reports in Euro. Transactions in non-Euro currencies are recorded at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in non-Euro currencies are retranslated to Euro at the rate of exchange ruling at the reporting date. Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded are recognised in the consolidated income statement in the period in which they arise.

The individual financial statements of each Group company are maintained in the currency of the primary economic environment in which it operates (its functional currency). Assets and liabilities of non-Euro consolidated subsidiaries are translated to Euro at the rate of exchange ruling at the reporting date. Revenue and expenses are translated at the average exchange rates for the year. All resulting translation differences are included in a translation reserve in equity.

Closing and average annual conversion rate are:

CCY	Closing 31.12.2015	Average rate 2015	Closing year 31.12.2014	Average rate 2014
FDC/ EUR	990.86	1010.85	1104.62	1206.11
STP/ EUR	24223.50	24246.62	24219.00	24264.47
CHF/ EUR	1.08	1.07	1.20	1.21
FCFA/EUR	656.00	656.00	656.00	656.00
ZMK/EUR	11.93	9.64	7.73	8.13
USD/EUR	1.09	1.11	1.22	1.33
LRD/EUR	91.61	95.19	110.61	116.83
SSP/EUR	16.67	5.30	3.59	3.90
GNF/EUR	8345.62	7984.64	8377.65	9159.95

• Elimination of intercompany positions and internal transactions

All internal balances such as debts, claims, provisions of the parent company, subsidiaries and between the affiliates are eliminated.

• Goodwill / Badwill

On the date on which each subsidiary was first included in the consolidation and, if applicable, on the date the Company acquired additional shares, a goodwill, or negative goodwill (badwill), is calculated by taking the difference between the purchase price of the investment (fair value) and the accounting book value.

The positive difference is recorded in the "Intangible assets" category and amortized for a period of 20 years compared to the new 10 years requirement. The negative goodwill, also known as "badwill" is accounted as a liability and depreciated over a period of 5 years.

4. Cash and cash equivalent

	2015	2014
Current account at the central banks	109’171’238	137’733’534
Cash	63’945’692	95’259’774
Total cash and cash equivalents	**173’116’930**	**232’993’308**

Notes to the consolidated financial statements

5. Amount due from customers

	2015	2014
Clients' loans	1'835'786'280	1'701'277'281
Overdue and doubtful loans	235'029'420	210'083'540
Provisions	-190'258'056	-150'292'690
Net client's loans	**1'880'557'644**	**1'761'068'131**

6. Securities and precious metals held for trading and short term investment

	2015	2014
Treasury bonds	1'284'132	14'188'782
Equity investments	946'358	228'984
Money market papers	26'234'370	28'483'171
Securities and precious métal	**28'464'860**	**42'900'937**

7. Financial investments

	2015	2014
Public investment securities	73'941'140	76'646'985
Private investment securities	1'573'933	1'574'410
Bonds	-	74'695
Held to maturity investments	10'203'102	1'800'401
Gross financial investments	**85'718'175**	**80'096'491**
- Provision	-3'907'630	-2'285'012
Net financial investments	**81'810'545**	**77'811'479**

8. Amounts due to customers

	2015	2014
Term deposit	233'497'827	227'173'406
Demand deposit	993'815'376	1'170'035'122
Amounts due to customers	**1'227'313'203**	**1'397'208'528**

9. Shareholders' loans

	2015	2014
1 - 5 years	-	-
> 5 years	1'950'462	565'135
Shareholders' loans	**1'950'462**	**565'135**

Notes to the consolidated financial statements

10. Personnel expenses

This item corresponds to expenses of salaries and social insurances of the Group's employees. In 2015, the annual average number of staff is 1'322.

11. Comments on extraordinary items

Extraordinary income mainly comprises reversals of provisions no longer economically necessary. Afriland First Group SA dissolved amount of CHF 15'384'616 of the reserve for general banking risks, which was not assigned to a specific risk.

12. Fees for audit services and other services

	2015
Audit fees	589'171
Other services	-
Auditors' fees	**589'171**

13. Amounts due to pension funds

As at December 31, 2015, the liabilities due to pension fund of the subsidiary AFGM amounted to EUR 4'020 (4'353 CHF) (2014 : 0).

14. Other legal information (Swiss Code of Obligation)

Due to the fact that the Group's foreign companies are subject to the laws and regulations of the countries in which they are incorporated, Afriland First Group SA is not able to present the information on pension funds and information related to leasing.

15. Subsequent events to the closing date

- On 20 January 2016, Afriland First Group SA is a guarantor for a loan of EUR 36'000'000 granted to Afriland First Bank Cameroon. Under the terms of the agreement, the loan will be reimbursed in 10 instalments of decreasing amounts, paid every 6 months until the full repayment date to January 20, 2023.

- On the 13th of May 2016, Afriland First Group SA sold all of its shares (93.53 %) in Intermarket Banking Corporation Zambia Limited for an amount of USD 561'180. At 31 December 2015, all of the goodwill for this investment was impaired.

Audit Report

Deloitte.

Deloitte SA
Rue du Pré-de-la-Bichette 1
CH-1202 Genève

Tél: +41 (0)58 279 80 00
Fax: +41 (0)58 279 88 00
www.deloitte.ch

English translation of the official French version

Report of the Statutory Auditor

To the General Meeting of
Afriland First Group SA, Neuchâtel

Report of the Statutory Auditor on the Consolidated Financial Statements

As statutory auditor, we have audited the accompanying consolidated financial statements of Afriland First Group SA, which comprise the consolidated balance sheet as at December 31, 2015, and the consolidated income statement, cash flow statement and notes to the consolidated financial statements for the year then ended.

Board of Directors' Responsibility
The Board of Directors is responsible for the preparation of these consolidated financial statements in accordance with the requirements of Swiss law and the consolidation and valuation principles as set out in the notes. This responsibility includes designing, implementing and maintaining an internal control system relevant to the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error. The Board of Directors is further responsible for selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility
Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Swiss law and Swiss Auditing Standards. Those standards require that we plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control system relevant to the entity's preparation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control system. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Deloitte.

Afriland First Group SA
Report of the statutory auditor
for the year ended December 31, 2015

Opinion
In our opinion, the consolidated financial statements for the year ended December 31, 2015 comply with Swiss law and the consolidation and valuation principles as set out in the notes.

Report on Other Legal Requirements

We confirm that we meet the legal requirements on licensing according to the Auditor Oversight Act (AOA) and independence (article 728 Code of Obligations (CO)) and that there are no circumstances incompatible with our independence.

In our opinion, an internal control system for the preparation of financial statements exists in accordance with the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

We draw attention to the fact that the annual General Meeting for the year ended December 31, 2015 was not held within six months following the balance sheet date, which is in breach of article 699 paragraph 2 CO.

Deloitte SA

Thierry Aubertin
Licensed Audit Expert
Auditor in Charge

Marie-Sophie Jendly
Licensed Audit Expert

Geneva, July 28, 2016

<u>Enclosures</u>

- Consolidated financial statements (balance sheet, income statement, cash flow statement and notes)

This report is published by Afriland First Group SA.

Afriland First Group SA,

Route des Falaises 7

2000 Neuchâtel- Switzerland.

For further information, please contact us by:

Telephone: +41 32 710 18 18

Fax: +41 32 710 18 17

Email: secretariat@afrilandfirstgroup.com

www.afrilandfirstgroup.com