



Melli Bank plc
Annual Report and Accounts
Year Ended 31 December 2024

Registration number: 04152338

Registered Office:
98a Kensington High Street
London
W8 4SG

Certified True Copy
For and on behalf of
MELLI BANK plc,
HONG KONG BRANCH

Authorized Signature(s)



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Board & Management

Board of Directors

Mr A. Najarzadeh

Non-executive Chairman

Mr D. Rezaei

Deputy Chairman & Chief Executive Officer

Mr K. McLeod

Non-executive Director

Offices

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Independent Auditor

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Executive Management

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Corporate Affairs and Company Secretary

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IT

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Mr Ram Rao

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Mr Terry Chiu

Chief Executive – Hong Kong Branch

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Strategic Report

Chief Executive Officer's Statement

In my statement accompanying the 2023 financial statements, I reported that Melli Bank had managed to return to profitability to end 6 years of losses. I am very pleased to share that in 2024 we have further strengthened the profit-making trend established in 2022 and 2023, and through innovation and focus on revenue generation, we have achieved a substantially higher profit. The net revenue, with a rise of 54% grew to €12,765,000, ending the year with a profit of €2,356,000 from €630,000 in 2023. This strong performance was achieved despite experiencing the impact of ongoing inflationary pressures well beyond the levels implied by the CPI during the year.

The Bank continued to benefit from its robust governance framework which has enhanced financial and operational resilience. In line with our commitment to governance excellence, two newly appointed independent non-executive directors joined the Board in July 2024 to continue the efforts to refresh the Board of directors and governance.

As we move forward in 2025, we are operating in perhaps a more challenging macroeconomic and geopolitical environment. We are hopeful that the geopolitical environment will not deteriorate. However, we are confident that the Bank remains well positioned to ensure its solvency, management of liquidity, and our ability to continue as a going concern is not impacted.

I would like to put on record my gratitude to the CEO of Bank Melli Iran for his much-valued cooperation and support as the Chairman of our Board. I also would like to express my gratitude for the support of my Board of Directors, and the efforts of my colleagues at Melli Bank who have continued to rise to the challenge of the more focused and active business strategy we have developed, and embracing the governance and operational changes we are implementing together. With the achievements in 2022, 2023 and 2024 behind us and the momentum built, we look forward with confidence to continue our success in the year ahead.

A handwritten signature in black ink, appearing to be "D. Rezaei", written over a horizontal line.

Davood Mohammad Rezaei
Chief Executive Officer



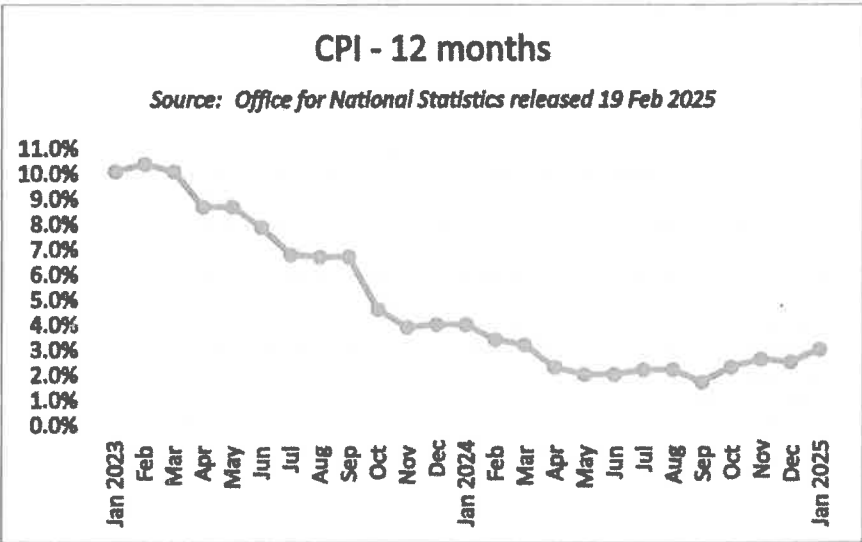
Principal Activities

Melli Bank Plc (“the Bank” or “the Company”) is a commercial bank incorporated and registered in England and Wales under the Companies Act 2006 and domiciled in the United Kingdom. The Bank is authorised by the Prudential Regulation Authority (“PRA”) and regulated by the Financial Conduct Authority (“FCA”) and the PRA under the Financial Services and Markets Act 2000. The principal activity of the Bank is the provision of retail and commercial banking services. The Bank’s registered address is 98a Kensington High Street, London, W8 4SG.

Business Review

Iran is the Bank’s niche market and its business model is based on the provision of banking services to the parties involved in the chain of trade between Iran and other countries. Prior to the imposition of EU sanctions in 2008, the Bank held a prominent position in the provision of banking services to the parties involved in trade with Iran. The Bank has continued to organise its resources on the basis of this business model, but has put in place a governance structure that is more agile and focused on the opportunities which are likely to arise in the restricted circumstances the Bank is currently operating under. In 2024, the Bank increased its focus on trade finance transactions which yielded higher returns as well as high rates of commission, ending the year with total revenue of €12,765,000, an increase of 54% over the 2023 total revenue.

The Bank continued to experience the ripple effect of inflationary pressures well in excess of the CPI shown in the chart below. The basic salary increases were around the UK wages inflation of below 6%. However, the increase in the total staff costs in 2024 in comparison with 2023 was impacted by one-off adjustments in 2023, as well as higher staff incentive and other payments awarded in 2024. As a result, the staff costs, and other administrative expenses show increases of 25% and 9% respectively in comparison with 2023.



The Bank made an impairment charge of €1,203,000 resulting from the valuation of a long overdue receivable in 2024 (2023: Nil). After adjusting for depreciation and amortisation charges of €365,000 (2023: €392,000), and a credit relating to the Bank’s defined benefit pension plan of €224,000 (2023: €228,000) and nil taxation (2023: nil), the Bank reported a net profit for the year of €2,356,000 (2023: net profit of €630,000).

Going Concern

The Bank has considered the impact of the political environment, the US sanctions, and the risk of wider sanctions, and assessed whether these factors, elaborated below, would give rise to events or conditions pertinent to the Bank that may, individually or collectively, impact solvency and liquidity and cast significant doubt on its ability to continue as a going concern. This review has concluded that the Bank would be able to operate as a going concern in the period under review with reasonably robust arrangements for payment of liabilities arising from overheads

and business transactions when they fall due, and continue to meet the regulatory requirements. Wider sanctions along the lines of the EU sanctions imposed in 2008 would not impact this conclusion.

The US sanctions

The extra territorial US sanctions currently in force, constrain the ability of the Bank to establish correspondent banking relationships. The Bank has considered this risk to its business and has adopted a strategy which is commensurate with the financial, operating, regulatory and other requirements and resources available to it, taking full account of the impact of the sanctions. Action has been taken to refine the business model and strategy, and the operational processes have been made more efficient. These actions were successful in achieving profitable performance in 2022, 2023 and 2024 and the Bank is projecting profitable performances in the period under review for the going concern assessment. This period is defined as 12 months from the finalisation and signing of the annual financial statements. The Bank's capital requirements have been provided by the Tier 1 Capital, which is well in excess of the required capital to fund and support the planned business and a larger balance sheet. Resilient processes have been put in place to manage liquidity and ensure discharge of liabilities on due dates.

Widening of sanctions

The Bank has experienced and managed a worst-case scenario from 2008 to 2016 when it was subject to the EU (comprising the UK sanctions) and the US sanctions. The risk of such a scenario may have increased. However, the Bank's assets which are very substantially funded by the Tier 1 capital and deposits from the Bank's shareholder, are generally invested in short-term bank exposures. This mitigates the risk to liquidity and would enable the Bank to manage the impact on liquidity under a HM Treasury licencing regime.

The Bank recognises the inherent uncertainty regarding the potential for future sanctions to be imposed by the UK, EU, or other competent authorities. Should such sanctions be enacted, the Bank would require licences from the relevant authorities to permit the payment of its existing financial commitments and to enable continued engagement with its correspondents, payment service providers, and suppliers. Based on historical precedent and the Bank's prior experience operating under similar restrictions, management believes it is operationally prepared to function within a sanctions regime. The Bank's business model and internal resourcing are already structured around restricted operations, and the necessary skills, systems and procedures are in place to support continued compliance. In the event of new sanctions, the Bank would expect to scale back business activity, as such regimes typically prohibit new transactions. This may result in surplus liquidity and operational capacity. Nonetheless, should additional support be required, the Bank's shareholder has confirmed its willingness to provide such support, subject to the approval of the appropriate licensing authorities.

The capital funding requirements have been provided by the Tier 1 Capital, which is well in excess of the required capital to support the planned business and a larger balance sheet, and absorb large operational losses.

Section 172 (1) statement for the year to 31 December 2024

The directors of the Bank, in the performance of their duty to promote the success of the Bank, have regard to the matters set out in section 172(1) of Companies Act 2006, as applicable to the restricted operations of the Bank.

The Bank is a wholly owned subsidiary of Bank Melli Iran. The directors have acted in good faith and in a manner considered to be most likely to promote the success of the Bank for the benefit of its shareholder, and in doing so, had regard to the interests of the stakeholders and considered the consequences of their decisions, the interests of the Bank's employees, the relationship with the customers, banking correspondents and the suppliers of services and goods to the Bank. In discharging their responsibilities, the directors have paid particular attention to maintaining high standards of business conduct.

The Board and its committees, in their discussions and decision-making, consider regular reports from the management on issues concerning various stakeholders (which includes staff, suppliers, customers, regulators and the shareholder), and where applicable to the Bank's operations, the environment and its communities. In addition, the Board undertakes training to enhance its understanding of key issues impacting the Bank's stakeholders. Furthermore, members of the Board have had interactions with various stakeholders, including the Bank's regulators, the PRA, the FCA and the Hong Kong Monetary Authority ("HKMA"), with which the designated



employees are in continuous communication. Directors also had interactions with important customers, and the non-resident directors who have had regular contact with other customers resident in other jurisdictions, providing feedback to the management.

The Board members have direct access and regular engagement with the Bank’s employees including during Board visits or at any time they choose and during social events, which have resumed following the lifting of the government-imposed lockdown.

As part of the Bank’s outsourcing and operational resilience procedures, senior management meet regularly with its key strategic partner (the Bank’s parent) and suppliers to conduct due diligence and ensure a good standard of service delivery is maintained. Regular reports on these visits are provided to the relevant committees.

The Board wishes to thank the shareholder for its continued support in retaining a high capital base to support business growth as per its approved business plan. The Board, in determining the timing of dividend payments, will continue to consider relevant factors; including the long-term value of retaining capital to grow the business, the level of profits after tax available to distribute and maintain appropriate levels of capital in line with the Bank’s risk appetite and regulatory requirements.

Risk Management

Risk is an inherent component of the Bank’s activities. The ability to effectively identify, assess, measure, respond, monitor and report on risk throughout the Bank’s activities is critical to the achievement of the Bank’s objectives.

The Bank’s Risk Management Framework Policy formalises the Bank’s risk management framework and establishes the process for the management of risks faced by the Bank.

The Bank conducts its risk management and oversight through various committees which ultimately report to the Board of Directors.



Audit Committee

The Audit Committee provides independent oversight of the activities of the management and plays a significant role in ensuring that the controls as implemented by the management are effective. It assists the Board in the appointment of the external auditors and the review of their findings.



Risk Committee

The Risk Committee, in liaison with the executive risk management team, provides oversight of the arrangements for the management of risk. It assesses the Bank's capability to identify and manage new risk types and oversees, and advises the Board on the current risk exposures and future risk strategy including the strategy for capital and liquidity management. Its advice to the Board includes advice on risk appetite and the risk management framework.

Remuneration Committee

The Remuneration Committee is responsible for ensuring that the members of the executive management of the Bank are provided with appropriate remuneration and incentives to encourage enhanced performance in a fair and responsible manner.

Executive Committee

The Executive Committee is the senior executive committee and is responsible for supporting the Board in setting objectives, business and operational strategies, and policies.

Credit Committee

The Credit Committee is an executive committee which reviews and approves / declines proposed credit applications up to an agreed threshold. If the proposal exceeds its delegated authority, and if supportive, the Credit Committee recommends to the Executive Committee that the proposal is sent to the Board for approval.

Asset and Liability Committee

The Assets and Liabilities Committee is an executive committee which provides oversight of asset and liability management risks and ensures that such risks remain within the risk appetites set by the Board.

Business Development Committee

The Business Development Committee is an executive committee which reviews business opportunities and selects those to be taken forward, taking into account all relevant issues such as liquidity and funding.

Banking Operations Committee

The Banking Operations Committee is an executive committee which ensures commercial lending and discounting deals are processed in an efficient and timely manner and enjoy the support of all operational departments within the Banking Operations line.

There is also a Hong Kong Branch Management Committee which is responsible for the following branch matters: review and recommend changes to policies, procedures, strategies, budgets, resources and the review of the performance of the Branch. It is also responsible for the risk management of the Branch.

Principal risks and uncertainties

The principal risks and uncertainties facing the business are credit, concentration, liquidity and operational risks and the speed at which the Bank would be able to implement its traditional business strategy built upon the provision of trade finance services to the Iranian banks and other parties involved in the chain of trade transactions.

Information on these principal risks is provided in note 22 along with further details of the Bank's risk management objectives and details of the Bank's indicative exposure to risk.



Key Performance Indicators (KPI)

The Bank currently considers its capital ratios, given below, as its primary KPI. Adequate capital is key to the Bank's progress as it not only provides stability but is also its main source of funding. Since the lifting of the sanctions in 2016, the Bank has been building its resources and upgrading its systems and controls in order to be prepared for the relaunch of normal banking operations. This resulted in net losses from 2016 to 2021, as the intended business uptake was slow to materialise, while expenses remained within budget as planned. However, there are signs of a turnaround as evidenced by the net profits in 2022, 2023 and 2024. Total revenue for 2024 also provides an indication of the Bank's income generation capability.

In 2024 the Bank's Total Capital Ratio showed an increase. This was on account of a decrease in the total risk exposure amount while eligible capital showed a modest increase. The Bank has a very strong capital base which is evidenced by its capital ratios given below, and that all of the Bank's capital is Common Equity Tier 1 (CET1). It is the Bank's intention to use its capital efficiently and to maintain a capital position significantly above regulatory requirements at all times.

Liquidity is well managed, with the Bank's Liquidity Coverage Ratio (LCR) significantly above the minimum regulatory requirement of 100%.

		<u>2024</u>	<u>2023</u>	<u>2022</u>
Shareholders' Equity (€m)		259	257	256
Eligible Capital (€m)	(a)	258	256	256
Total Assets (€m)	(b)	375	356	320
Total Risk Exposure Amount (€m)	(c)	466	498	423
Total Capital Ratio	(a/c)	55%	51%	60%
Equity to Assets Ratio	(a/b)	69%	72%	80%
Liquidity Coverage Ratio (LCR)		697%	529%	617%
Total Revenue (€'000)		12,765	8,289	9,221

This information has been extracted from regulatory returns and the audited financial statements.

Approved by the Board of Directors and signed on behalf of the Board by:

Davood Rezaei
Deputy Chairman and Chief Executive Officer
25 April 2025



Directors' Report

The directors of Melli Bank plc, company registration number: 04152338, present their annual report and the audited financial statements for the year ended 31 December 2024.

The business review and future developments are presented in the Strategic Report.

Proposed dividend

The directors do not propose payment of a dividend in respect of the year ended 31 December 2024 (2023: nil).

Directors and directors' interest

Directors who held office during the year were as follows:

Chairman	Mr A. Najarzadeh
Deputy Chairman and Chief Executive Officer	Mr D. Rezaei
Non-Executive Director	Mr A. Gachpazzadeh
Non-Executive Director	Mr K. McLeod (Appointed 25-Jul-2024)
Non-Executive Director	Mr T. Rouchdy (Appointed 25-Jul-2024)
Non-Executive Director	Mr J. Thompson
Non-Executive Director	Mr I. Gomes (Resigned 5-Mar-2024)

Directors' indemnities

The Company did not take up a directors' indemnity insurance policy in 2024.

Financial risk management

Disclosures in relation to financial risk management, objectives and policies and exposure to concentration risk, credit risk and liquidity risk have been included in note 22 to the financial statements.

Basel III - Pillar 3 Disclosure

The Pillar 3 disclosure is available on request.

Going concern

The financial statements have been prepared on a going concern basis.

The Directors have considered the uncertainties relating to sanctions and the political environment that might impact the solvency and liquidity, the performance and the ability of the Bank to continue the planned operations in compliance with the regulatory requirements.

Based on these assessments and having regard to the resources available to the Bank, the Directors have concluded that the risk factors do not give rise to events or conditions that, after risk mitigation action, may individually or collectively, cast significant doubt on the Bank's ability to continue as a going concern. The Directors consider it appropriate to continue to adopt the going concern basis in preparation of the annual report and the financial statements. Further information is provided in the Strategic Report under the heading of Going Concern.

**Future developments**

The review of future development is included in the Business Review on page 5.

There are no other significant events affecting Melli Bank plc that have arisen between 31 December 2024 and the date of signing of this report that require additional disclosure to those provided in the notes to the accounts.

Overseas branches

Melli Bank plc has a branch in Hong Kong. The branch was authorised by the Hong Kong Monetary Authority in 2005 and started operations from 3 April 2006.

The Bank is currently under US sanctions. However, these sanctions have not been adopted by the UK and Hong Kong.

Statement of disclosure of information to auditors


The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

Appointment of Auditors

MHA has expressed its willingness to continue as the statutory auditor of the Bank, and will be deemed reappointed for the next financial year in accordance with section 487(2) of the Companies Act 2006 unless the Bank receives notice under section 488(1) of the Companies Act 2006.

The Directors' Report was approved by the Board of Directors and signed on their behalf by:



Davood Rezaei
Deputy Chairman and Chief Executive Officer
25 April 2025



Directors' Responsibilities Statement

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable laws, including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland').

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Directors' Responsibilities Statement was approved by Board of Directors and signed on their behalf by:



Davood Rezaei
Deputy Chairman and Chief Executive Officer
25 April 2025

Independent auditor's report to the members of Melli Bank plc

For the purpose of this report, the terms "we" and "our" denote MHA in relation to UK legal, professional and regulatory responsibilities and reporting obligations to the members of Melli Bank plc. For the purposes of the table on page 15 that sets out the key audit matters and how our audit addressed the key audit matters, the terms "we" and "our" refer to MHA. The "Bank" is defined as Melli Bank plc. The relevant legislation governing the Bank is the United Kingdom Companies Act 2006 ("Companies Act 2006").

Opinion

We have audited the financial statements of Melli Bank plc for the year ended 31 December 2024. The financial statements that we have audited comprise:

- the Profit and Loss Account
- the Statement of Comprehensive Income
- the Balance Sheet
- the Statement of Changes in Equity
- the Statement of Cash Flows, and
- Notes 1 to 26 of the financial statements, including significant accounting policies.

The financial reporting framework that has been applied in the preparation of the Bank's financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Bank's affairs as at 31 December 2024 and of the Bank's profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Our opinion is consistent with our reporting to the Audit Committee.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Bank in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to public interest entities, and we have fulfilled our ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the Directors' assessment of the entity's ability to continue to adopt the going concern basis of accounting included:

- Review of management's assessment of the Bank's current and projected regulatory capital ratios;
- Challenging the sensitivity of capital levels to various adverse economic and market conditions to assess whether the Bank can maintain compliance with regulatory requirements;
- Examining management's assumptions for recoverability and loan provision of non-performing loans, ensuring a conservative and reasonable approach given current economic conditions;



- Evaluating the Bank’s cash flow forecasts, focusing on the assumptions related to funding sources, liquidity constraints and short-term obligations;
- Challenging management over the potential impact of the political environment, the US sanctions, and the risk of wider sanctions to consider how this would impact the Bank. Assessing the likelihood of the Bank obtaining a licence from HM Treasury and challenging management how it would expect to scale back business activity.
- Engaging a third-party regulatory expert to review the Bank’s ICAAP and ILAAP;
- Reviewing the clarity and adequacy of the Bank’s going concern disclosures in the Strategic Report and Accounting Policies; and
- Confirming that disclosures provide financial statement users with an accurate understanding of going concern risks.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Bank’s ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Overview of our audit approach

Scope	Our audit was scoped by obtaining an understanding of the Bank and its environment, including the Bank’s system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the directors that may have represented a risk of material misstatement.		
Materiality	2024	2023	
Bank	€2.59m	€1.28m	1% (2023: 0.5%) of net assets
Key audit matters			
Recurring	• Valuation of loans and advances to customers		



Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those matters which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. 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.

Valuation of loans and advances to customers	
Key audit matter description	The estimation of allowance for impairment on loans involves a significant degree of judgement and estimation. The impairment allowance is based on management's best estimate of the loan losses incurred at the balance sheet date, depending on factors such as likelihood and timing of future cash flows.
How the scope of our audit responded to the key audit matter	<p>Our work included, but was not restricted to:</p> <ul style="list-style-type: none">• Performing a walkthrough on the design and implementation of the Bank's controls in relation to the provisioning processes;• Reviewing key management assumptions used in the process and assessing their reasonableness;• Testing the completeness of the loan portfolio;• Satisfying ourselves that sufficient provisions have been made in line with the Bank's provisioning policy and FRS 102, and that any irrecoverable loans have been identified and impaired as appropriate;• Reviewing the list of balances for indicators of impairment and performing impairment recalculation;• Checking management's assessment of the loan impairment and challenging the assumptions made by verifying assumptions to third party sources;• Evaluating any guarantors for their feasibility to pay; and• Understanding the Bank's accounting policy and ensuring their compliance with the accounting standards.
Key observations communicated to the Bank's Audit Committee	Based on the audit procedures above, nothing has come to our attention that causes us to believe that any material misstatement is present in respect of the valuation of loans and advances to customers in accordance with the financial reporting framework (FRS 102).

Our application of materiality

Our definition of materiality considers the value of error or omission on the financial statements that, individually or in aggregate, would change or influence the economic decision of a reasonably knowledgeable user of those financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality is used in planning the scope of our work, executing that work and evaluating the results.

Performance materiality is the application of materiality at the individual account or balance level, set at an amount to reduce, to an appropriately low level, the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

The determination of performance materiality reflects our assessment of the risk of undetected errors existing, the nature of the systems and controls and the level of misstatements arising in previous audits.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Overall materiality	€2.59m (2023: €1.28m)
Performance materiality	€1,813k (2023: €770k)
Basis for determining materiality	<p>We have determined materiality on the basis of our professional judgement, which represents 1% of net assets (2023: 0.5%).</p> <p>We have set our performance materiality at 70% of overall materiality (2023: 60%).</p>
Rationale for the benchmark applied	<p>Net assets was deemed to be the appropriate benchmark for the calculation of materiality as these are the main driver of the Bank, with loans being the basis of all activities and income. It is also an important area to consider as it forms the basis of determining whether the Bank is able to meet regulatory capital requirements. This is therefore a key area of the financial statements with which the users of the financial statements are principally concerned.</p> <p>In undertaking this year's audit, we reviewed the results of our risk assessments, the extent of unadjusted errors identified in the previous audit and the impact of developments during the year. We concluded that the circumstances justified the use of a higher level of performance materiality than that utilised in the preceding year.</p>

We agreed to report any corrected or uncorrected adjustments exceeding €129k (2023: €64k) to the Audit Committee as well as differences below this threshold that in our view warranted reporting on qualitative grounds.

The control environment

We evaluated the design and implementation of those internal controls of the Bank which are relevant to our audit, such as those relating to the financial reporting cycle.

We deployed our internal IT audit specialists to obtain an understanding of the general IT environment.

Climate-related risks

In planning our audit and gaining an understanding of the Bank, we considered the potential impact of climate-related risks on the business and its financial statements. We obtained management's climate-related risk assessment, along with relevant documentation relating to management's assessment to understand their process for identifying and assessing those risks. Our climate risk audit specialists have agreed with managements' assessment that climate-related risks are not material to the financial statements for the year ended 31 December 2024.

Reporting on other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. 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 course of the audit, or otherwise appears to be materially misstated. If we identify such

material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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.

Strategic report and directors report

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Bank and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received by branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine 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, the directors are responsible for assessing the Bank'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 the directors either intend to liquidate the Bank or to cease operations, or have no realistic alternative but to do so.

Auditor 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 (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

Identifying and assessing potential risks arising from irregularities, including fraud

The extent of the procedures undertaken to identify and assess the risks of material misstatement in respect of irregularities, including fraud, included the following:

- We considered the nature of the industry and sector, including sanctions imposed and the effects of these, the control environment, business performance including whether remuneration policies are affected by the achievement of targets and the Bank's own risk assessment that irregularities might occur as a result of fraud or error. From our sector experience and through discussion with management and the heads of the Compliance and Risk departments, we obtained an understanding of the legal and regulatory frameworks applicable to the Bank focusing on laws and regulations such as accounting standards and the regulatory and supervisory requirements of the Prudential Regulation Authority (PRA) and the Financial Conduct Authority (FCA).
- We enquired of management and the heads of Compliance and Risk concerning the Bank's policies and procedures relating to:
 - identifying, evaluating and complying with the laws and regulations and whether they were aware of any instances of non-compliance;
 - identifying and mitigating business risk from potential credit limit breaches of customers;
 - detecting and responding to the risks of fraud and whether they had any knowledge of actual or suspected fraud; and
 - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- We assessed the susceptibility of the Bank's financial statements to material misstatement, including how fraud might occur by evaluating management's incentives and opportunities for manipulation of the financial statements. This included utilising the spectrum of inherent risk and an evaluation of the risk of management override of controls. We determined that the principal risks were related to the posting of fictitious journals to improve the profit or balance sheet position and management bias in accounting estimates.

Audit response to risks identified

In respect of the above procedures:

- we corroborated the results of our enquiries through our review of the minutes of the Bank's board meetings, inspection of the compliance breaches register, inspection of legal and regulatory correspondence and correspondences from the regulators PRA and the FCA;
- audit procedures performed by the engagement team in connection with the risks identified included:



- reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations expected to have a direct impact on the financial statements.
- testing journal entries, including those posted on unusual dates, containing key words deemed to indicate fraud risk, material entries to revenue, cash in hand transactions and material entries around year end;
- evaluating the business rationale of significant transactions outside the normal course of business, and reviewing accounting estimates for bias;
- enquiry of management and legal advisors around actual and potential litigation and claims;
- obtaining management's assessment of the impact and risks relating to sanctions and any developments in these;
- reviewing board meeting minutes and correspondence with the regulators and performing our own independent checks in order to identify any developments in sanctions;
- challenging the assumptions and judgements made by management in its significant accounting estimates; and
- obtaining confirmations from third parties to confirm existence of a sample of balances.
- the Bank operates in a highly regulated banking industry. As such, the Senior Statutory Auditor considered the experience and expertise of the engagement team to ensure that the team had the appropriate competence and capabilities; and
- we communicated relevant laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Other requirements

We were appointed by the Directors on 15 September 2019. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is 6 years.

We did not provide any non-audit services which are prohibited by the FRC's Ethical Standard to the Bank, and we remain independent of the Bank in conducting our audit.

Use of our report

This report is made solely to the Bank's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Bank's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Bank and the Bank's members as a body, for our audit work, for this report, or for the opinions we have formed.

Andrew Moyser

Andrew Moyser FCA FCCA
(Senior Statutory Auditor)
for and on behalf of MHA, Statutory Auditor
London, United Kingdom
25 April 2025

MHA is the trading name of MHA Audit Services LLP, a limited liability partnership in England and Wales (registered number OC455542)

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED
31 DECEMBER 2024**

		2024	2023
	Note	€ '000	€ '000
Interest receivable and similar income	2	13,344	10,089
Interest expense		(2,016)	(1,558)
Net interest income		11,328	8,531
Fees and commissions receivable	3	1,356	55
Fees and commissions payable		(174)	(253)
Foreign exchange gains/(losses)	4	255	(44)
Total revenue		12,765	8,289
Administrative expenses	5	(9,065)	(7,495)
Depreciation and amortisation	12,13	(365)	(392)
Other charges - DB Pension Scheme	24	224	228
Impairment on loans and advances	11	(1,203)	-
Profit before taxation		2,356	630
Tax	6	-	-
Profit for the financial year		2,356	630

The result for the year is derived entirely from continuing activities. The notes on pages 25 to 50 form part of these financial statements.



STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2024

	2024	2023
	€ '000	€ '000
Profit for the financial year	2,356	630
<u>Other comprehensive income</u>		
Remeasurements of net defined benefit pension obligations	21 (224)	(228)
Other comprehensive loss for the year	(224)	(228)
Total comprehensive profit for the year	2,132	402

The notes on pages 25 to 50 form part of these financial statements.



BALANCE SHEET
AT 31 DECEMBER 2024

	Note	2024 € '000	2023 € '000
Assets			
Cash and cash equivalents	8b	52,378	39,289
Loans and advances to banks	8a	304,655	294,073
Loans and advances to customers	9	3,709	8,275
Investments	10	-	-
Tangible assets	12	3,364	3,513
Intangible assets	13	529	81
Other assets	15	4,473	4,176
Prepayments and accrued income		6,433	5,910
Derivative asset	17	-	271
Total Assets		375,541	355,588
Liabilities			
Deposits by banks	16	108,461	91,412
Customer accounts	16	3,248	3,820
Other liabilities	16	1,238	505
Accruals and deferred income	16	3,930	3,319
Total Liabilities		116,877	99,056
Shareholder's funds			
Called up share capital	18	264,412	264,412
Accumulated Losses		(5,748)	(7,880)
Total Equity		258,664	256,532
Total Equity and Liabilities		375,541	355,588

The Financial Statements were approved by Board of Directors and authorised for issue on 25 April 2025 and signed on their behalf by:


Davood Rezaei
Deputy Chairman and Chief Executive Officer

**STATEMENT OF CHANGE IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2024**

	Called-up share capital € '000	Retained earnings € '000	Total € '000
At 1 January 2023	264,412	(8,282)	256,130
Profit for the financial year	-	630	630
Other Comprehensive Loss for the year	-	(228)	(228)
Total comprehensive loss for the year	-	402	402
At 31 December 2023	264,412	(7,880)	256,532
Profit for the financial year	-	2,356	2,356
Other Comprehensive Loss for the year	-	(224)	(224)
Total comprehensive loss for the year	-	2,132	2,132
At 31 December 2024	264,412	(5,748)	258,664

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2024**

	Note	2024 €'000	2023 €'000
Cash flows from operating activities			
Profit before tax		2,356	630
Depreciation/amortisation	12,13	365	392
Remeasurements of net defined benefit pension obligations		(224)	(228)
Net charge for impairment loss/(writeback)		1,203	-
Cash flows from operating profits before changes in operating assets and liabilities		3,700	794
 Changes in operating assets and liabilities			
net (increase) in loans and advances to banks	8a	(10,582)	(59,262)
net (increase)/decrease in loans and advances to customers	9	3,363	(15)
net (increase) in other assets and prepayment and accrued income		(549)	(3,922)
net increase in deposits from banks	16	17,049	37,330
net (decrease) in other deposits	16	(572)	(161)
net increase/(decrease) in accruals and deferred income	16	611	(1,600)
net increase/(decrease) in other liabilities	16	733	(572)
 Net cash from operating activities		13,753	(27,408)
 Cash flows from investing activities			
Purchase of property, plant and equipment	12	(36)	(184)
Purchase of intangible assets	13	(628)	(74)
 Net cash from investing activities		(664)	(258)
 Net increase/(decrease) in cash and cash equivalents		13,089	(27,666)
Cash and cash equivalents at the beginning of the period	8b	39,289	66,955
Cash and cash equivalents at the end of the period		52,378	39,289



Notes

(Forming part of the financial statements)

Principal activities

Melli Bank Plc (“the Bank” or “the Company”) is a commercial bank incorporated and registered in England and Wales under the Companies Act 2006 and domiciled in the United Kingdom. The Bank is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority under the Financial Services and Markets Act 2000. The principal activity of the Company is the provision of retail and commercial banking services. The Bank’s registered address is 98a Kensington High Street, London, W8 4SG.

1. Summary of significant accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except where noted.

Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – ‘The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland’ (FRS 102), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis. The functional and reporting currency of the Bank is the Euro. The figures have been reported in thousands of Euros, unless stated otherwise.

In respect of financial instruments, the Bank has applied the provisions of FRS 102 chapters 11 and 12 in full.

The Company has one class of business and all other services provided are ancillary to this. Business is conducted from the United Kingdom and from a branch in Hong Kong.

(i) Going Concern

The financial statements have been prepared on a going concern basis.

The Directors have considered the uncertainties relating to sanctions and the political environment that might impact the solvency and liquidity, the performance and the ability of the Bank to continue the planned operations in compliance with the regulatory requirements.

Based on these assessments and having regard to the resources available to the Bank, the Directors have concluded that the risk factors do not give rise to events or conditions that, after risk mitigation action, may individually or collectively, cast significant doubt on the Bank’s ability to continue as a going concern. The Directors consider it appropriate to continue to adopt the going concern basis in preparation of the annual report and the financial statements. Further information is provided in the Strategic Report under the heading of Going Concern.

(ii) Cash flow statement

The cash flow statement shows the changes in cash and cash equivalents arising during the year from operating activities and investing activities.

(iii) Related party transactions

As the Bank is a wholly owned subsidiary of Bank Melli Iran, the Bank has taken advantage of the exemption contained in section 33.1A and 33.7 of FRS 102 and (i) not disclosed transactions or balances with wholly owned subsidiaries which form part of Bank Melli Iran and (ii) not disclosed transactions with key management personnel of the entity or its parent (see note 25).

(iv) Functional and presentation currency

The financial statements are prepared and presented in Euro, which is the functional currency of the Bank as it represents the currency of the primary economic environment in which the Bank operates. A significant proportion of the Bank's assets and revenues are transacted in Euro. All amounts in the financial statements have been rounded to the nearest €1,000 except when otherwise indicated.

Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

a) Interest receivable and payable

Interest receivable and payable for all interest-bearing financial instruments measured at amortised cost are recognised in the income statement using the effective interest rate method. The effective interest rate is a method of calculating the amortised cost of a financial asset or financial liability and of allocating the interest receivable or payable over the relevant period using estimated future cash flows.

The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments through the expected life of a financial instrument or, where appropriate, a shorter period, to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the calculation includes all amounts paid or received by the Bank that are an integral part of the effective interest rate of a financial instrument, including transaction costs and all other premiums or discounts.

When loans, securities or deposits are impaired, the Bank reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument.

b) Fees and commissions - income and expenses

Fees and commissions are recognised in the profit and loss account when the service has been rendered. Revenue includes fee income earned on trade finance transactions and incidental annual charges on deposit accounts.

Fees and commissions payable include handling fees relating to trade finance transactions, and bank charges paid.

c) Financial Assets

Loans and advances

Loans and advances are basic financial instruments satisfying the conditions set out in FRS 102 sections 11 & 12. Loans and advances are initially recognised at fair value. They are subsequently stated at amortised cost after deduction of amounts which are calculated as impairment provisions. Where loans have been acquired at a premium or discount, these premiums and discounts are amortised through profit or loss from the date of acquisition to the date of maturity using the effective interest method.

Debtors

Short term debtors are measured at transaction price, less any impairment.

Impairment of financial assets

Impairment provisions are made where there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset and that loss event (or events) has an impact on the estimated future cash flows from the asset that can be reliably estimated. Losses expected as a result of potential future events will not be recognised. Evidence of impairment is considered on both individual and portfolio bases.

Objective evidence that financial assets are impaired can include significant financial difficulty of the borrower or issuer, default or delinquency by a borrower, restructuring of a loan or advance, restructuring of a loan or advance by the Company on terms that the Bank would not otherwise consider, indications that a borrower or issuer will enter bankruptcy, the disappearance of an active market for a security, or other observable data relating to a group of assets such as adverse changes in the payment status of borrowers or issuers, or economic

conditions that correlate with defaults in the group. In addition, for an investment in an equity security, a significant or prolonged decline in its fair value below its cost is objective evidence of impairment. If there is objective evidence that an impairment loss on loans and advances has been incurred, the amount of loss is measured as the difference between the assets' carrying amount and the present value of the future cash flows (excluding future credit losses that have not been incurred). The carrying amount of the assets shall be reduced either directly or through the use of an allowance account. The amount of the loss shall be recognised in profit or loss.

Derivatives

A derivative is a financial instrument or other contract with all three of the following characteristics:

- Its value changes in response to the change in foreign exchange rate, specific interest rate, financial instrument price, commodity price, index of prices or rates, credit rating or credit index, or other variable, provided that, in the case of a non-financial variable, it is not specific to a party to the contract (i.e. the 'underlying assets').
- It requires no initial net investment or an initial net investment that is smaller than would be required for other types of contracts expected to have a similar response to changes in market factors.
- It is settled at a future date.

Derivatives, including forward foreign exchange contracts, are recorded at fair value and carried as assets when their fair value is positive and as liabilities when their fair value is negative. The fair value of such derivatives is disclosed separately in the financial statements. Changes in fair value of derivatives are reflected in profit or loss.

d) Fixed assets

Fixed assets are stated at cost less accumulated depreciation and impairment. Cost includes expenditure that are directly attributable to the acquisition of the asset.

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows. Single items which cost GBP 1,000 or less are expensed in the year and not depreciated. The useful economic life of the fixed assets is expected as follows:

Leasehold building	-	over the remaining period of the lease
Leasehold improvements	-	over the remaining useful life
Freehold building	-	over the remaining useful life of the building
Fixtures, fittings and equipment	-	20% per annum
Motor vehicles	-	20% per annum

Freehold land is not depreciated.

e) Intangible assets

Intangible assets are measured at cost less accumulated amortisation and impairment. Software development costs are recognised as an intangible asset when all of the following criteria are demonstrated:

- The technical feasibility of completing the software so that it will be available for use or sale.
- The intention to complete the software and use or sell it.
- The ability to use the software or to sell it.
- How the software will generate probable future economic benefits.
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the software.

- The ability to measure reliably the expenditure attributable to the software during its development.

Amortisation is charged so as to allocate the cost of intangibles less their residual values over their estimated useful lives, using the straight-line method. The intangible assets are amortised over the following useful economic lives:

Software - Up to 5 years

If there is an indication that there has been a significant change in amortisation rate or residual value of an asset, the amortisation of that asset is revised prospectively to reflect the new expectations.

f) *Impairment of non-financial assets*

At each reporting date, fixed assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset is estimated and compared with its carrying amount. If estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in profit or loss. The estimated recoverable amount is the higher of fair value less cost to sell and value in use.

g) *Financial liabilities*

Basic financial liabilities, including trade and other payables, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at present value of the future receipt discounted at market rate of interest. They are subsequently measured at amortised cost using the effective interest rate method as set in FRS 102 - 11.14.

In accordance with FRS 102, financial instruments issued by the Company which include a contractual obligation to either deliver cash or another financial asset to another entity, or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Company, are classified as financial liabilities. Otherwise, they are classified as equity.

h) *Foreign currencies*

Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the close of business each day and the gains or losses on translations are included in the Profit and Loss Account. Non-monetary items that are measured at historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. The functional and reporting currency of the Bank is the Euro. The Bank uses average exchange rates to translate income and expenses accrued during the year reported in the Profit and Loss Account. The Bank uses year end exchange rates to translate items reported in the Balance Sheet. The Euro exchange rates at the year-end against US Dollar and Sterling were €1= US\$1.0367 (2023: €1= US\$1.1069) and €1=£0.8269 (2023: €1=£0.8689). The average of month end Euro exchange rates ruling at the Balance Sheet date against US Dollar and Sterling were €1=US\$1.0798 (2023: €1=US\$1.0834) and €1=£0.8447 (2023: €1=£0.8686).

i) *Taxation*

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. Current tax liabilities are recognised without discounting.

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for

taxation and accounting purposes which have arisen but not reversed at the Balance Sheet date. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. The notional deferred tax on the actuarial loss under FRS 102 is recognised in Other Comprehensive Income.

Deferred tax is calculated using tax rates and laws that have been enacted or substantively enacted that are expected to apply when the timing difference reverses. The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. The Bank does not currently recognise deferred tax (see note 14 for additional information).

Management periodically evaluates the position taken in the tax return with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

j) *Pensions and other post-retirement benefits*

(i) *Defined contribution pension plan*

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The amounts charged to profit or loss represent the contributions payable to the scheme in respect of the accounting period.

(ii) *Defined benefit pension plan*

The Company also operates a defined benefit pension scheme based on final pensionable pay. This scheme was closed to future accrual from 31 July 2004 and replaced by the defined contribution scheme. The assets are held in a specific trust separately from those of the Company, and managed by an independent trustee. A formal valuation is conducted periodically by a qualified actuary. The defined benefit pension scheme liabilities are measured using the projected unit credit method and discounted at the current rate of return on a high-quality corporate bond of equivalent term and currency to the liability. The pension scheme assets are measured at fair value. The pension scheme surplus, to the extent it is considered recoverable, or deficit, when payable, is recognised in full and presented on the face of the Balance Sheet. Remeasurement of the pension is included in other comprehensive income. See note 21 for further information.

k) *Provisions and contingent liabilities*

A provision is recognised in the Balance Sheet when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the Balance Sheet date and are discounted to present value at an appropriate rate if the effect of the time value of money is deemed material.

Contingent liabilities are not recognised, except those acquired in a business combination. Contingent liabilities arise as a result of past events when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the Bank's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resource is remote.

l) *Operating lease rentals*

Leases that do not transfer all the risks and rewards of the ownership are classified as operating leases. Payments under operating leases are charged to profit or loss on a straight-line basis over the period of the lease and include any rent-free period.

m) *Cash and cash equivalents*

Cash and cash equivalents include notes and coins on hand, unrestricted balances held with central banks and highly liquid financial assets with original maturities of less than three months from the date of inception, which are subject to insignificant risk of changes in their fair value, and are used by the Bank in the management of its short-term commitments.

n) *Share Capital*

Shares are classified as equity when there is no contractual obligation to transfer cash or other financial assets. Incremental costs directly attributable to the issue of equity instruments are shown in equity as a deduction from proceeds net of tax.

o) *Significant judgments and estimates*

Judgements

In the course of preparing the financial statements, no critical judgements have been made in the application of the Bank's accounting policies that have had a significant effect on the amounts recognised in the financial statements.

Estimates

a. Impairment of loans and debt securities

The development of provisions against non-performing loans and assessing impairment of debt securities imply making reliable judgements and estimates of the ability of customers and other counterparties to repay is often difficult even in periods of economic stability and becomes more difficult in periods of economic volatility. The Bank measures impairment on an incurred loss basis under FRS 102. The Bank reviews the impairment of financial assets annually.

b. Defined benefit pension scheme

The Bank's defined benefit pension scheme was in surplus at 31 December 2024. No significant funding is estimated for 2025. The principal assumptions used for the pension scheme valuation are outlined in note 21.

c. Deferred tax

The carrying amount of the deferred tax asset is based on management's best estimate of the probability of sufficient taxable profits being available to allow all or part of the asset to be recovered. On account of the uncertainty relating to future profits, deferred tax has not been recognised on the balance sheet. For more details refer to note 14.

d. Depreciation and amortisation

Property, Plant and Equipment (PPE):

The Bank's PPE are reviewed annually, taking into account the useful lives of these assets based on current usage, condition, and technological advancements. Any changes in these estimates could lead to adjustments in future depreciation charges. They are depreciated over their useful lives using the straight-line method. For the year ended 31 December 2024, the Bank recognised a total depreciation charge of €185,000. For further details, refer to Note 12.

Intangible Assets:

The Bank has intangible assets, comprising entirely of software. The costs of these assets are amortised using the straight-line method over their estimated useful lives based on expected economic benefits. Management reviews annually the useful lives and residual values of these assets to ensure their appropriateness. Any changes in the estimated useful lives will be reflected in the relevant financial statements. For the year ended 31 December 2024 the Bank recognised total amortisation expense relating to intangible assets of €180,000. For further details refer to Note 13.



2. Interest income and similar income

	2024	2023
	€'000	€'000
Loans and advances to customers	327	935
Loans and advances to banks	13,017	9,154
	13,344	10,089

Interest income is recognised in profit or loss using the effective interest rate method. The effective interest rate is the rate that exactly discounts the estimated future cash receipts through expected life of the financial instrument to the carrying amount of the financial asset. The Bank has a presence in the UK and Hong Kong. However, its main source of income is derived from the Iranian market.

3. Fees and commissions receivable

	2024	2023
	€'000	€'000
Miscellaneous Commissions	8	27
Account maintenance	13	28
LC Discounting	1,335	-
	1,356	55

4. Foreign exchange gains/(losses)

	2024	2023
	€'000	€'000
Foreign exchange revaluation gains/(losses)	526	(179)
Unrealised gains/(losses) on derivative instruments	(271)	135
	255	(44)

5. Administrative expenses

	2024	2023
	€'000	€'000
Staff costs - Salaries and wages	5,827	4,492
Social security costs	552	521
Other pension costs	447	430
	6,826	5,443
Auditor's remuneration		
Fees payable to the Company's auditor for the audit of the Company's annual accounts UK	152	122
Fees payable to the Company's auditor for the audit of the Company's annual accounts HK	39	14
Lease rentals in respect of leasehold premises	134	152
Legal and professional fees	645	648
Business Rates	202	189
Building and liability insurance	23	21
Building repairs and maintenance	125	3
Other administrative expenses	919	903
	9,065	7,495



Employee Information

	2024	2023
Banking - operations	10	10
Banking - other	34	34
Administration	2	2
	<u>46</u>	<u>46</u>

The average number of employees in the Bank, excluding non-executive directors, during the year was 46 (2023: 46).

6. Taxation

a) Analysis of charge for the year

	2024	2023
	<u>€'000</u>	<u>€'000</u>
Current taxation:		
UK corporation tax at 25.00% (2023: 23.52%) on taxable income for the year	-	-
UK corporation tax adjustment in relation to prior year	-	-
Total current tax (note 6b)	<u>-</u>	<u>-</u>
Deferred taxation (note 14):		
Adjustment in respect of prior years	-	-
Origination and reversal of timing differences	-	-
Tax recoverable on loss	<u>-</u>	<u>-</u>

b) Factors affecting the tax charge

The tax assessed for the year is higher than the standard rate of corporate tax in UK of 25.00% (2023: 23.52%). The difference is explained below:

	2024	2023
	<u>€'000</u>	<u>€'000</u>
Total comprehensive profit (loss) for the year	<u>2,132</u>	<u>402</u>
Profit on ordinary activities multiplied by UK standard rate of corporation tax of 25.00% (2023: 23.52%)	533	95
Effects of:		
Expenses not deductible for tax purposes	11	20
Impairment provision not allowed	301	-
Increase in tax rates	-	7
Tax impact in respect of unrecognised deferred tax asset – current year	(1,124)	(122)
Tax impact in respect of unrecognised deferred tax asset – prior year	279	-
Tax losses	-	-
Tax on loss (note 6a)	<u>-</u>	<u>-</u>

c) Factors that may affect the future tax charges

The corporation tax main rate remained at 19% until 31 March 2023. The corporation tax main rate from 01 April 2023 increased to 25% applying to profits over £250,000. Companies with profits between £50,000 and £250,000 will pay tax at the main rate reduced by marginal relief providing gradual increase in the effective corporation tax rate.

7. Remuneration and interests of directors

	2024	2023
	€'000	€'000
Aggregate remuneration including benefits	793	1,134
Pension contributions	41	70
Directors' emoluments	834	1,204
<u>Highest paid director's emoluments:</u>		
Salary and bonus	222	227
Benefits:		
Arising from rented accommodation	44	46
Arising from use of company car	27	26
Arising from membership of medical scheme	29	5
UK income tax and national insurance	214	222
	536	526
Pension contributions	41	38
	577	564

There were no directors at 31 December 2024 (2023: one) who were members of the Bank's pension scheme which provided benefits based on final pensionable pay. The scheme closed and benefits were frozen on 31 July 2004. One director was a member of the defined contribution pension scheme at 31 December 2024.

8a. Loans and advances – banks

	2024	2023
	€'000	€'000
Maturity:		
3 months or less	89,006	40,206
1 year or less but over 3 months	215,649	211,661
5 years or less but over 1 year	-	42,206
	304,655	294,073
Impairment provision	-	-
	304,655	294,073



Loans and advances – banks comprise

Loans and advances to money market counterparties	45,000	49,000
Loans and advances to other banks	259,655	245,073
	304,655	294,073

Of the above amount 74.00% (2023: 77.00%) represents exposure to Iranian banks other than Group undertakings.

Due from Group undertakings	19,524	19,810
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The Bank does not consider the loans and advances to banks to be impaired. Please refer to note 22 for the Bank's assessment of credit risk.

8b. Cash at bank and in hand

	2024	2023
	€'000	€'000
Cash	3,815	3,607
Group	17,530	14,898
Other banks	31,033	20,784
	52,378	39,289

9. Loans and advances – customers

	2024	2023
	€'000	€'000
Repayable on demand or at short notice	-	-
Remaining maturity:		
3 months or less	4	465
1 year or less but over 3 months	829	828
5 years or less but over 1 year	1,203	2,030
Over 5 years	-	-
Past due	23,410	24,395
	25,446	27,718
Impairment provisions (note 11)	(21,737)	(19,443)
	3,709	8,275

Of the above amount 45% (2023: 60%) are exposures to Iranian corporate and government owned entities.



Past due analysis	Current*	Past due not more than 3 months	Past due more than 3 months but not more than 6 months	Past due more than 6 months but not more than 1-year months	Past due more than one year but not more than 5 years	Past due more than 5 years	Total
	€'000	€'000	€'000	€'000	€'000	€'000	€'000
31-Dec-24							
Loan 1	2,027	-	-	-	-	-	2,027
Loan 2	-	-	-	-	-	1,458	1,458
Loan 3	-	-	-	-	-	215	215
Loan 4	-	-	-	-	-	-	-
Loan 5	9	-	-	-	-	-	9
Loan 6	-	-	-	-	-	-	-
Loan 7	-	-	-	-	-	-	-
Total	2,036	-	-	-	-	1,673	3,709

Past due analysis	Current*	Past due not more than 3 months	Past due more than 3 months but not more than 6 months	Past due more than 6 months but not more than 1 year	Past due more than one year but not more than 5 years	Past due more than 5 years	Total
	€'000	€'000	€'000	€'000	€'000	€'000	€'000
31-Dec-23							
Loan 1	3,316	-	-	-	-	-	3,316
Loan 2	-	-	-	-	-	4,737	4,737
Loan 3	-	-	-	-	-	215	215
Loan 4	-	-	-	-	-	-	-
Loan 5	7	-	-	-	-	-	7
Loan 6	-	-	-	-	-	-	-
Loan 7	-	-	-	-	-	-	-
Total	3,323	-	-	-	-	4,952	8,275

*The current information is included for completeness.



Loan 2 is partially impaired and is included in the impairment provision (note 11). At 31 December 2024, the net indebtedness was €1.46m (2023: €4.74m). This represents 39% of the loans and advances to customers portfolio at year end 2024 (2023: 57%). The net indebtedness is recoverable from a group company under a legally enforceable guarantee. The Bank's management have assessed the guarantor group company's financial position and are confident the repayment of the net indebtedness would be achieved under a Board approved recovery plan.

Loan 3 is over 5 years past due but not impaired. This is on account of the security the Bank holds, which are either (a) irrevocable guarantees from guarantors who the Bank deems to be of high quality or (b) reputable ownership, strong financial condition and commitment to repay. Loan 5 is staff loans.

Loans 4, 6 and 7 are over 5 years past due and considered fully impaired. A 100% impairment provision has been set against these loans and are included in the impairment provisions figure (note 11).

All loans and advances to customers have been classified as basic financial instruments and reported at amortised cost under the provisions of FRS 102. At 31 December 2024, the effective interest rate earned on loans and advances to customers was 5.46% (2023: 11.31%). All financial instruments are measured at amortised cost under the provisions of FRS 102.

10. Debt Securities

	2024	2024	2023	2023
At amortised cost				
	Fully Impaired Cost*	Original Cost	Fully Impaired Cost*	Original Cost
	€'000	€'000	€'000	€'000
Investment securities – listed				
Financial corporations				
Securities due one year or over	-	758	-	683
	-	758	-	683

*For impairment provisions see note 11.

Reconciliation of (unimpaired) book cost of debt securities

	2024	2023
Cost	€'000	€'000
At start of year	683	680
Exchange rate impact	75	3
Book cost at end of year before impairment	758	683

At 31 December 2024 the effective interest rate earned on debt securities was 0% (2023: 0%).



11. Impairment provisions

	2024 €'000	2023 €'000
Provision charge (release) in the year	1,203	-
Exchange rate movements	1,166	439
Impairment loss provision at start of year	20,126	19,687
Impairment loss provision at year end	22,495	20,126

The provision at year end 2024 of €22,495,000 is made up of €21,737,000 in respect of impaired loans and advances to customers (note 9) and €758,000 against debt securities (note 10). The exchange rate movements mainly relate to impaired and fully provided loans denominated in Kuwaiti Dinars and US Dollars.

12. Tangible fixed assets

	Freehold Building	Freehold Land	Leasehold Building	Leasehold Improvements	Fixtures, Fittings and Equipment	Motor Vehicle	Total
	€'000	€'000	€'000	€'000	€'000	€'000	€'000
Cost							
At 31/12/2023	814	336	2,955	1,329	918	37	6,389
Additions	-	-	-	-	36	-	36
At 31/12/2024	814	336	2,955	1,329	954	37	6,425
Depreciation							
At 31/12/2023	261	-	617	1,171	790	37	2,876
Charge	17	-	73	55	40	-	185
At 31/12/2024	278	-	690	1,226	830	37	3,061
Net book value at							
31/12/24	536	336	2,265	103	124	-	3,364
31/12/23	553	336	2,338	158	128	-	3,513

13. Intangible fixed assets

	IT- Intangibles	Total
	€'000	€'000
Cost		
At 31/12/2023	1,702	1,702
Additions	628	628
At 31/12/2024	<u>2,330</u>	<u>2,330</u>
Amortisation		
At 31/12/2023	1,621	1,621
Charge	180	180
At 31/12/2024	<u>1,801</u>	<u>1,801</u>
Net book value at		
31/12/24	<u>529</u>	<u>529</u>
31/12/23	<u>81</u>	<u>81</u>

14. Deferred tax

	2024	2023
	€'000	€'000
Bonus and holiday pay accruals	42	43
Tax losses	(891)	(160)
Accelerated capital allowances	2	4
Recoverable costs	2	-
Pension accrued	-	(9)
Deferred tax asset not recognised – current year	1,124	
Deferred tax asset not recognised – prior year adjustment	(279)	122
Deferred tax movement	<u>-</u>	<u>-</u>

The deferred tax asset comprises the following amounts based on a rate of 25% (2023 - 25%)

	2024	2023
	€'000	€'000
Decelerated capital allowance	84	82
Bonus and holiday pay accruals	142	147
Tax losses	4,634	5,745
Recognition of fair value of investments	1	1
Recoverable costs	13	13
Pension accrued	-	9
Deferred tax asset not recognised	<u>(4,874)</u>	<u>(5,997)</u>
	<u>-</u>	<u>-</u>

At 31 December 2024, the gross value of tax losses was €18,532k (2023: €22,098k) and other timing differences €959k (2023: €776k)

**15. Other Debtors**

	2024	2023
	€'000	€'000
Accrued tax	704	662
Payment service providers	1,749	1,652
Other debtors	2,020	1,862
	4,473	4,176

16. Liabilities - Maturity analysis

Maturity analysis	Not more than three months	More than three months but not more than six months	More than six months but not more than one year	More than five years	Undated Items	Total
31-Dec-24	€'000	€'000	€'000	€'000	€'000	€'000
Liabilities:						
Deposits by banks	81,461	27,000	-	-	-	108,461
Customer accounts	3,248	-	-	-	-	3,248
Other liabilities	1,238	-	-	-	-	1,238
Accruals and deferred income	3,930	-	-	-	-	3,930
Total financial liabilities	89,877	27,000	-	-	-	116,877

	Not more than three months	More than three months but not more than six months	More than six months but not more than one year	More than five years	Undated Items	Total
31-Dec-23	€'000	€'000	€'000	€'000	€'000	€'000
Liabilities:						
Deposits by banks	29,712	45,000	16,700	-	-	91,412
Customer accounts	3,820	-	-	-	-	3,820
Other liabilities	505	-	-	-	-	505
Accruals and deferred income	3,319	-	-	-	-	3,319
Total financial liabilities	37,356	45,000	16,700	-	-	99,056

At 31 December 2024 the effective interest rate paid on deposits by banks was 1.97% (2023: 2.08%).



17. Derivative Assets

	2024	2023
	€'000	€'000
Fair value asset - Forward FX contract	-	271
	-	271

The derivative financial instrument consists of a forward foreign exchange (FFX) contract with a notional amount of €4,000,000 against AED 15,000,000. This contract expired in November 2024. There were no derivative contracts outstanding at 31 December 2024.

18. Authorised and called up share capital

	2024	2023
	€'000	€'000
<u>Authorised</u>		
50,000 Ordinary shares of £1 each	68	68
225,000,000 Ordinary shares of \$1 each	153,061	153,061
300,000,000 Ordinary shares of €1 each	300,000	300,000
	453,129	453,129
<u>Allotted, called up and fully paid</u>		
50,000 Ordinary shares of £1 each	68	68
264,343,895 Ordinary shares of €1 each	264,344	264,344
	264,412	264,412

The Bank is a public company limited by shares. All the issued shares are ordinary shares ("shares") which carry equal rights, including the right to receive dividends, vote at general meetings, and to a share of the surplus assets of the company on winding up. The shares are subject to certain restrictions as set out in the Articles of Association, including:

- Pre-emption rights, whereby existing shareholders have the right of first refusal on the issue or transfer of shares.
- Transfer restrictions, which require director approval before a share transfer can be registered, except in limited permitted cases.

There was no movement in the number of shares during the year. The shares are wholly owned by Bank Melli Iran (the Bank's parent).

19. Operating lease Commitments

As at 31 December 2024 the Bank had the following non-cancellable operating lease commitments:

	2024	2023
	€'000	€'000
Within one year	150	161
Between one and five years	-	140
	150	301

20. Contingent liabilities and undrawn commitments

There were no contingent liabilities and undrawn commitments outstanding at 31 December 2024 (2023: €Nil).

21. Pension scheme

The Company sponsors The Pension and Life Assurance Scheme of Melli Bank Plc, a funded defined benefit pension scheme in the UK. The scheme is set up on a tax relieved basis as a separate trust independent of the Company and is supervised by an independent trustee. The Trustee is responsible for ensuring that the correct benefits are paid, that the Scheme is appropriately funded and that Scheme assets are appropriately invested.

Information about the characteristics of the Scheme

The Scheme provides pensions in retirement and death benefits to members. Pension benefits are linked to a member's final salary and their length of service.

The Scheme is not contracted out of the State Earnings-Related Pension Scheme. With effect from 31 July 2004 benefit accrual ceased and members then in active service became deferred pensioners.

The Scheme is a registered scheme under UK legislation and is subject to the scheme funding requirements.

The Scheme was established from 1 August 1969 under trust and is governed by the Scheme's trust deed and rules dated 31 July 2001 and subsequent amendments.

The Trustees are responsible for the operation and the governance of the Scheme, including making decisions regarding the Scheme's funding and investment strategy in conjunction with the company.

Information about the risks of the Scheme to the Company

The Scheme exposes the Company to actuarial risks such as; market (investment) risk, interest rate risk, inflation risk, currency risk and longevity risk.

The Scheme does not expose the Company to any unusual Scheme-specific or Company-specific risks.

Information about the valuation of the defined benefit obligation at the accounting date

The Company pays the balance of the cost as determined by regular actuarial valuations. The Trustee is required to use prudent assumptions to value the liabilities and costs of the Scheme whereas the accounting assumptions must be best estimates. Best estimate means a broadly 50/50 chance of reality being better/worse than expectations. The most recent formal actuarial valuation of the Scheme was as at 31 July 2021.

The liabilities at the reporting date have been calculated by updating the results of the actuarial valuation of the Scheme as at 31 July 2021 for the assumptions as detailed in these disclosures. Allowance has been made for the passage of time, benefits paid out of the Scheme, inflationary experience, expected deaths and changes in actuarial assumptions over the period from 31 July 2021 to 31 December 2024.

Such an approach is normal for the purposes of accounting disclosures. It is not expected that these projections will be materially different from a summation of individual calculations at the accounting date, although there may be some discrepancy between the actual liabilities for the Scheme at the accounting date and those included in the disclosures.



Information about the most recent actuarial valuation and expected future cashflows to and from the Scheme

The valuation as at 31 July 2021 revealed a funding surplus of £620,000. Therefore, no further contributions are currently due from the Company.

In addition, the Company will meet the cost of administrative expenses for the Scheme.

The liabilities of the Scheme are based on the current value of expected benefit payment cashflows to members approximately over the next 50 plus years. The average duration of the liabilities is approximately 8 years.

The Scheme's investment strategy

The Scheme's investment strategy is to invest entirely in insurance contracts. This is done through a with-profits policy. The underlying asset split of the policy at the last reported date (30 September 2024) was approximately 39% equities; 29% fixed-interest bonds; 14% property and 18% cash and alternatives. The policy enables the Trustee to benefit from smoothed returns and avoid full exposure to the volatility of markets, which is important given the Scheme's small size. This distribution is intended to reflect the liability profile of the Scheme.

The Scheme does not hold any ordinary shares issued or property occupied by the Company.

	31-12-24	31-12-23
	€'000	€'000
Other Comprehensive Income reconciliation to plan:		
Charge/(credit) recorded in other comprehensive income	542	(208)
Foreign exchange		
Surplus derecognition/plan movements	(766)	(20)
Pension remeasurement	(224)	(228)

The amounts recognised in comprehensive income are:

	31-12-24	31-12-23
	€'000	€'000
Service cost:		
Net interest expense/(credit)	(224)	(228)
Charge/(credit) recognised in comprehensive income	(224)	(228)
Remeasurements of the net liability:		
Return on scheme assets (excluding amount included in net interest expense)	398	(62)
Actuarial (gains)/losses	(940)	270
Charge/(credit) recorded in other comprehensive income	(542)	208
Total defined benefit cost/(credit)	(766)	(20)

The principal actuarial assumptions used were:

	31-12-24	31-12-23
Liability discount rate	5.35%	4.55%
Inflation assumption - RPI	3.25%	3.15%
Inflation assumption - CPI	2.25%	2.15%
Rate of increase in salaries	0.00%	0.00%
Revaluation of deferred pensions	2.25%	2.15%
Increases for pensions in payment:		
Benefits accrued pre 97 3% pension increase	3.00%	3.00%
Benefits accrued post 97 RPI (3,5) pension increase	3.70%	3.60%
Proportion of employees opting for early retirement	0.00%	0.00%
Proportion of employees commuting pension for cash	50.00%	50.00%
Expected age at death of current pensioner at age 65:		
Male aged 65 at year end:	85.9	86.2
Female aged 65 at year end:	88.2	88.5
Expected age at death of future pensioner at age 65:		
Male aged 45 at year end:	86.9	87.1
Female aged 45 at year end:	89.4	89.6

Reconciliation of scheme assets and liabilities

	Assets	Liabilities	Total
	€'000	€'000	€'000
At the start of period	16,873	(11,966)	4,907
Benefits paid	(761)	761	-
Interest income / (expense)	751	(527)	224
Return on assets (excluding amount included in net interest expense)	(398)	-	(398)
Actuarial gains/(losses)	-	940	940
At end of period	16,465	(10,792)	5,673

The differences between the above opening balances and the previous year's closing balances are due to the exchange rate differential on conversion from GBP to EUR for reporting purposes.

The return on plan assets was:

	31-12-24	31-12-23
	€'000	€'000
Interest income	751	764
Return on plan assets (excluding amount included in net interest expense)	(398)	62
Total return on plan assets	353	826



The major categories of scheme assets are as follows:

	31-12-24	31-12-23
	€'000	€'000
UK Equities	1,218	1,434
Overseas Equities	3,033	2,999
Corporates (fixed interest)	3,131	2,492
Property	1,478	1,393
Other-Private Eq + Alternatives	1,804	1,647
Annuities	5,559	5,857
Cash	242	236
Total return on plan assets	16,465	16,058

22. Management of financial risks and uncertainties

Melli Bank Plc is a UK incorporated bank, authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and Prudential Regulation Authority and conforms to all applicable UK accounting standards and disclosure requirements. It is a wholly owned subsidiary of Bank Melli Iran. The Bank has one branch in Hong Kong which is regulated by the Hong Kong Monetary Authority.

The Bank has identified the risks to which it is exposed in its activities and has in place a management framework and control procedures to meet such risks. The Bank considers the principal risks and uncertainties to be credit, concentration, liquidity and operational risks and the speed at which the Bank would be able to implement its strategy.

The Bank's market risk is not considered to be significant. It does not run a trading book and the only market risks it might be exposed to are foreign exchange position risk and interest rate risk in the banking book. It is the Bank's policy to square most of its open foreign exchange positions on a daily basis. With regard to interest rate risk, the Bank does not have long term fixed rate exposure and the bulk of funding is provided by its CET 1 capital.

Risk control environment

The size and structure of the Bank enables the direct involvement of the most senior managers in the day-to-day activities of the Bank and provides short and effective channels of communication that readily identify and address both threats and opportunities.

The Risk Management Framework Policy formalises the risk management framework of the Bank and establishes the process for the management of the risks faced by the Bank.

In parallel to routine operational controls, the Bank operates a committee structure to formally review activities.

Risk control procedures

Credit Risk

The Bank is exposed to credit risk which arises from its commercial lending, trade finance activities and also from its inter-bank placements and deposits. There is a requirement to clearly identify credit risk and to manage credit risk not only individually, but also at a sector/industry level and at an overall portfolio level. By closely monitoring its portfolio, the Bank is able to assess the quality of credit risk taken on its books and is able to monitor the movement of the portfolio over time.

The Bank emphasises a policy of adequate asset quality, as reflected in its Credit Risk and Large Exposure Policy Statement. Asset quality is determined on the basis of the size, trend, and mix of the Bank's portfolio of financial assets, as well as the associated credit risk. Credit is driven by principles outlined in the Credit Risk and Large Exposure Policy Statement.

Iran has been the Bank's niche market where it has historically had a large concentration mainly as a result of its expert knowledge in understanding, analysing and managing the unique risks associated with investment opportunities in the Iranian market. However, strict standards in maintaining a high-quality asset base have led to the adoption of a conservative approach even with the Iranian business and thus the Bank's products (including bank placements) have generally been offered to a select class of high-quality and reputable customers known to the Bank. To assess risk, the Bank has carefully combined a judgmental approach, taking account of management quality, industry, and operating environment, with a critical analysis approach addressing liquidity, leverage, profitability, debt-service coverage, and volatility among other factors.

The Bank monitors the credit portfolio identifying individual portfolio segments and movements in the portfolio over time. Customer, issuer and industry risk are reviewed on inception of each particular transaction, and regularly thereafter. In instances of concern, a more frequent review schedule is applied.

The Bank would usually look to take security in support of corporate loan facilities with the type and level of security being determined on a case-by-case basis but normally taking the form of one or more of the following:

- a pledge of shares in listed companies
- a mortgage of property, or;
- a bank, corporate or personal guarantee

In order to sustain the credit quality of exposures to banks, inter-bank limits are reviewed annually with the assistance of a matrix approved by the Board of the Bank. The matrix is driven by the level of the external credit rating agency short and long-term rating for each bank, and the net worth of each bank. Occasionally, the Bank will take a view that it would be appropriate to mark a limit above the matrix driven limit or mark a limit for a bank which is not rated by external credit rating agency, in which case an individual credit risk analysis paper is produced.

Country risk is analysed using a matrix based upon the level of external credit rating agency short and long-term rating for each country. The matrix is approved by the Board annually. As is the case of banks, any adverse change in the rating of a country during the year could require the limit to be reduced.

Exposure against overall limits (both regulatory and internal) is checked on a daily basis, and any excesses are reported to senior management, the Credit Committee and the Risk Committee.

The Bank makes impairment provisions where there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset and that loss event (or events) has an impact on the estimated future cash flows from the asset that can be reliably estimated. Details of provisions are set out in note 11.

The carrying amounts of the financial instruments shown on the Balance Sheet best represent the maximum exposure to credit risk as identified by the Company.

Loans and advances to customers detailed below are recorded net of provisions. Provisions have been raised on 4 accounts totalling €22,495,000. Provisions have been raised on accounts which are in default, but would also be made where other factors provide evidence of impairment such as changes in market and economic conditions.



Maturity analysis	Not more than three months	More than three months but not more than six months	More than six months but not more than one year	More than one year but not more than five years	More than five years	Undated Items	Total
31-Dec-24	€'000	€'000	€'000	€'000	€'000	€'000	€'000
Assets:							
Loans and advances banks	89,006	195,649	20,000	-	-	-	304,655
Cash at bank	52,378	-	-	-	-	-	52,378
Loans and advances customers	4	414	415	1,203	-	1,673	3,709
Other assets	4,473	-	-	-	-	-	4,473
Prepayments and accrued income	6,433	-	-	-	-	-	6,433
Total financial assets	152,294	196,063	20,415	1,203	-	1,673	371,648
Liabilities:							
Deposits by banks	81,461	27,000	-	-	-	-	108,461
Customer accounts	3,248	-	-	-	-	-	3,248
Other liabilities	1,238	-	-	-	-	-	1,238
Accruals and deferred income	3,930	-	-	-	-	-	3,930
Total financial liabilities	89,877	27,000	-	-	-	-	116,877

Maturity analysis	Not more than three months	More than three months but not more than six months	More than six months but not more than one year	More than one year but not more than five years	More than five years	Undated Items	Total
31-Dec-23	€'000	€'000	€'000	€'000	€'000	€'000	€'000
Assets:							
Loans and advances banks	40,206	183,051	28,610	42,206	-	-	294,073
Cash at bank	39,289	-	-	-	-	-	39,289
Loans and advances customers	465	414	414	2,030	-	4,952	8,275
Other assets	4,176	-	-	-	-	-	4,176
Accrued income	5,910	-	-	-	-	-	5,910
Derivative assets	271	-	-	-	-	-	271
Total financial assets	90,317	183,465	29,024	44,236	-	4,952	351,994

**Liabilities:**

Deposits by banks	29,712	45,000	16,700	-	-	-	91,412
Customer accounts	3,820	-	-	-	-	-	3,820
Other liabilities	505	-	-	-	-	-	505
Accruals and deferred income	3,319	-	-	-	-	-	3,319
Total financial liabilities	37,356	45,000	16,700	-	-	-	99,056

Tangible and intangible fixed assets are not included in the maturity analysis tables.

Concentration Risk

Concentration risk arises when a number of the Bank's counterparties are engaged in similar activities or similar geographic locations so that they have economic characteristics that would cause their ability to meet their obligations to be similarly affected by changes in economic or other circumstances. Concentration risk can also arise from a large exposure to a single counterparty. Given the Bank's niche market, a major area of sector concentration is found in the Iranian banking sector whilst geographic concentration risk also arises from the Bank's exposure to the economy of Iran.

The Bank's experience of lending to state-owned Iranian banks and businesses is very good, with no losses recorded from such business during more than 20 years of Melli Bank's operation, although on rare occasions a delay in payment has been experienced. Furthermore, the Bank has not recorded any losses from such business whilst operating as a branch of Bank Melli Iran, in total more than 40 years of experience without loss.

The Bank also lends to privately owned Iranian banks. Again, the Bank's experience has been good with no recorded losses but the history is shorter and the customers are inherently less secure. However, given the regulatory environment and the structure of the Iranian banking sector, the Bank considers that capital losses will not arise.

The Bank also has certain single name bank concentration due to the restrictions on establishing correspondent banking relationships.

The geographic concentration risk arises from the Bank's exposure to the economy of Iran and receives particular attention in the identification of the amount of capital to be set aside to meet the risks inherent in the Bank's business model. The Bank also has significant exposure concentration to Turkey. However, in the case of Turkey, the bulk of the funds are in the United Kingdom. The Turkish exposure concentration is entirely due to risk transfer from the UK where the funds are placed. Nevertheless, it is the Bank's intention to manage this exposure down.

The Bank relies predominantly on its own funds for its funding. However, as the operations progress, it is likely more reliance will be placed on deposits to provide a larger pool of funding to support credit exposure operations.

Melli Bank Plc, as a UK incorporated bank, has the United Kingdom as its home country. At 31 December 2024 the countries of risk of its assets comprised:

	2024	2023
	€'000	€'000
Iran	274,198	261,999
Turkey	50,541	55,805
United Kingdom	22,513	26,138
Germany	24,809	92
Other	3,480	11,554
	375,541	355,588

Liquidity Risk

Liquidity risk is that the Bank, although solvent, does not have available sufficient financial resources to enable it to meet its obligations as they fall due. The Bank has developed and implemented a liquidity risk management strategy in accordance with the Bank's risk tolerance. The Bank considers the:

- composition and maturity of assets and liabilities
- diversity and stability of funding sources
- liquidity in different currencies, across borders, and across business lines and legal entities
- intraday liquidity, and
- liquidity and marketability of assets

The strategy takes into account the liquidity needs under normal conditions as well as liquidity implications under periods of liquidity stress, the nature of which may be institution-specific or market-wide or a combination of the two.

The Bank sets internal limits, above regulatory requirement, for the Liquidity Coverage Ratio and the Liquidity Maintenance Ratio. Additionally, the Bank has set an internal requirement to run a positive cumulative liquidity mismatch in the 1 day to 12-month time band.

The Bank considers that it has adequate flexibility to address any periods of liquidity stress and the impact of new business on liquidity is monitored closely.

The Assets and Liabilities Committee ensures that liquidity risk remains within the Bank's risk appetite. The Risk Committee oversees and advises the Board on the current liquidity risk exposure.

Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.

The Bank's focus with regards to operational risk is on Operations, Compliance, Cybercrime and Governance and it has put in place measures to identify, assess, monitor and manage operational risk.

The Bank has full disaster recovery procedures in place which include a fully functional back up site with necessary IT systems and communication capabilities. Data is encrypted and replicated to a secure back up repository site regularly. The procedures are tested annually, involving all staff and a full system recovery.

The Bank has policies and procedures addressing specific operational risks including anti-fraud, anti-money laundering and terrorist financing, anti-corruption and bribery, GDPR and cybersecurity. Regular training for staff is also provided, at least annually. The Bank continually monitors and addresses any emerging risks that might have a significant effect on the Bank.

The Bank has incurred no material losses since implementation of this framework and any process weaknesses identified have been addressed.

Uncertainties

In addition to the above risks, there is some uncertainty, due to geopolitical risk, over the speed in which the Bank would be able to implement its traditional business strategy built upon the provision of trade finance services to the Iranian banks and other parties involved in the chain of trade transactions. The US withdrawal from the Joint Comprehensive Plan of Action (JCPOA) in 2018 and the re-imposition of all US sanctions previously waived under the JCPOA has had a detrimental impact on trade transactions. A new business model for whilst the Bank is under these restrictions has been developed which focuses on interbank placements, letter of credit discounting transactions and also lending when creditworthy corporate lending opportunities arise.



Capital management

The Bank assesses projected risks and identifies how much capital is required by the Bank. It concludes that the Bank has more than adequate capital to satisfy not just current regulatory capital requirements but also to meet the additional capital requirements resulting from its business needs.

At 31 December 2024, the Bank's regulatory own funds amounted to €258,360,000 (2023: €256,049,000) of which 100% was Common Equity Tier 1 (CET1) capital (2023: 100%). This reflects the strength of the Bank's capital resources given that the Bank's CET1 capital ratio is 55% (2023: 51%). The Bank's Total Capital Requirement (TCR) at 31 December 2024 was 16.75%.

23. Foreign currency risk

	2024	2023
	€'m	€'m
Total assets of the Company by currency are as follows:		
Denominated in:		
Euro	360	337
Sterling	6	6
Other	10	13
	376	356

	2024	2023
	€'m	€'m
Total liabilities of the Company by currency are as follows:		
Denominated in:		
US Dollars	3	2
Euro	100	85
Sterling	6	5
Other	8	7
	117	99

A 10% appreciation in value of Sterling against the Euro would decrease profitability by €0.66m (2023: €0.56m). The effect on equity capital would be a reduction of 0.26% (2023: 0.22%).

24. Other charges

Other charges consist of interest income of €224,000 (2023: interest income of €228,000) relating to the Bank's closed defined benefit (DB) pension scheme.

**25. Related party disclosure**

As at 31 December 2024 there were no loans to officers of the Company (2023: €Nil).

A loan with a net value of €1,457,000 at 31 December 2024 is guaranteed by a subsidiary of Bank Melli Iran (the Bank's parent).

There were no other related party transactions requiring disclosure under FRS 102.

26. Ultimate parent undertaking

The Bank is a wholly owned subsidiary of Bank Melli Iran (the parent). The parent is incorporated in Iran, having its registered address at Ferdowsi Avenue, Tehran, Iran. The ultimate 100% owner of Bank Melli Iran is the government of the Islamic Republic of Iran.

The Company's results are consolidated in the accounts of Bank Melli Iran. The consolidated accounts of this company are available to the public and may be obtained from the company's head office at Bank Melli Iran, Head Office, Ferdowsi Avenue, Tehran, Iran.