



**Consolidated financial statements and
independent auditors' report
RA Holding Corp.
For the year ended 30 June 2015**

Contents

	Page
General information	1
Independent auditors' report	2
Consolidated statement of financial position	3
Consolidated statement of profit or loss	4
Consolidated statement of other comprehensive income	5
Consolidated statement of changes in equity	6
Consolidated statement of cash flows	7
Notes to the consolidated financial statements	8-58

General information

Commercial Registration : 279024 obtained on 28 June 2013

Board of Directors : Eugene Irwin Davis Chairman
Matthew Charles Turner Director
Matthew Alexander Doheny Director
David John Burlison Director
Brent William De Jong Director
Khalil Ebrahim Nooruddin Director
William Brannan Mollison Director

Registered Office : Flat 801, Building 114
Block 304
Manama
Kingdom of Bahrain

Bankers : Bank of New York Mellon
Royal Bank of Scotland
First Caribbean International Bank
HSBC Ltd. Singapore
National Bank of Bahrain

Auditors : Grant Thornton - Abdulaal
P.O. Box 11175
12th floor, Al Nakheel Tower
Seef District
Kingdom of Bahrain

Independent auditors' report

To the Shareholders of
RA Holding Corp.

Grant Thornton - Abdulaal
PO Box: 11175
12th Floor, Al Nakheel Tower
Seef District, Kingdom of Bahrain

T (+973) 17 500188
F (+973) 17 500199
www.gtahrain.com
C.R. No : 38883

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **RA Holding Corp.** (the "Company") and its subsidiaries (together the "Group"), which comprise the consolidated statement of financial position as at 30 June 2015, and the consolidated statements of profit or loss and other comprehensive income, consolidated statement of cash flows and consolidated statements of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Board of Directors' Responsibility for the Consolidated Financial Statements

The Group's Board of Directors is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as the Board of Directors determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Group's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 30 June 2015, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards.

Other Matter

The consolidated financial statements of the Group for the period ended 30 June 2014 were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on 12 February 2015.



21 October 2015

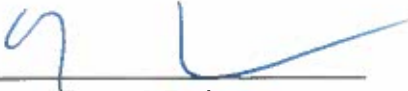
Manama, Kingdom of Bahrain

Consolidated statement of financial position

As at 30 June 2015

	Notes	30 June 2015 US\$ '000	30 June 2014 US\$ '000 (Restated)
Assets			
Balances with banks	3	164,296	117,593
Receivables	4	174,331	368,677
Investments	5	160,377	985,398
Other assets	6	2,044	4,326
Total assets		501,048	1,475,994
Liabilities and equity			
Liabilities			
Due to financial and other institutions	7	-	370,427
Obligations under mudaraba	8	-	602,067
Other liabilities	9	8,429	23,690
Accrued incentive fees	10	54,740	43,018
Total liabilities excluding net assets attributable to senior class A preference shares		63,169	1,039,202
Senior class A preference shares	11	437,856	436,827
Total liabilities including net assets attributable to senior class A preference shares		501,025	1,476,029
Equity			
Share capital	12	1	1
Total equity attributable to shareholders of the parent		1	1
Non-controlling interest	13	22	(36)
Total equity		23	(35)
Total liabilities and equity		501,048	1,475,994

I hereby certify that, to the best of my knowledge, these consolidated financial statements present fairly the consolidated financial condition of the Group as at 30 June 2015 and its consolidated operations for the year then ended.




 Eugene I. Davis
 Chairman of the Board of Directors

Consolidated statement of profit or loss

For the year ended 30 June 2015

		Year ended 30 June 2015 US\$ '000	Period from 28 June 2013 (date of incorporation) to 30 June 2014 US\$ '000 (Restated)
	Notes		
Income			
Management fee income	4.2	35,859	38,829
Fair value gain on investments, net	23	34,519	114,899
Profit on murabaha with investee companies	4.1	14,522	13,004
Capital gain / (loss) on disposal of investments	5	55,425	(4,455)
Gain on disposal of subsidiaries	15	-	5,638
Other income	16	6,501	91
Total income		146,826	168,006
Expenses			
Financing expenses	17	(76,845)	(94,748)
Asset management and incentive fees	10	(11,960)	(30,142)
Performance based incentive fees			
Realised	10	(29,898)	(8,357)
Unrealised	10	(7,541)	(43,018)
Legal and professional expenses	18	(12,909)	(22,182)
Staff costs	19	-	(1,878)
General and administrative expenses	20	(4,768)	(5,104)
Total expenses		(143,921)	(205,429)
Operating profit / (loss)		2,905	(37,423)
Reversal / (charge) of provisions against receivables, net	4	9,901	(13,234)
(Loss) / gain on foreign exchange, net		(13,247)	13,756
Operating loss before tax		(441)	(36,901)
Taxation refund for prior years	21	-	3,672
Loss before changes in senior class A preference shareholders		(441)	(33,229)
Decrease in obligation to senior class A preference shareholders	11	499	33,177
Profit / (loss) for the year / period		58	(52)
Attributable to:			
Shareholders of the Parent		-	-
Non-controlling interest		58	(52)
		58	(52)

I hereby certify that, to the best of my knowledge, these consolidated financial statements present fairly the consolidated financial condition of the Group as at 30 June 2015 and its consolidated operations for the year then ended.


 Eugene I. Davis
 Chairman of the Board of Directors

Consolidated statement of other comprehensive income

For the year ended 30 June 2015

		Year ended 30 June 2015 US\$ '000	Period from 28 June 2013 (date of incorporation) to 30 June 2014 US\$ '000
Net profit / (loss) for the year / period		58	(52)
Other comprehensive income			
Items to be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operations		(920)	(4,465)
Decrease in obligation to senior class A preference shares	11	920	4,465
Total comprehensive income / (loss) for the year / period		<u>58</u>	<u>(52)</u>
Attributable to:			
Shareholders of the Parent		-	-
Non-controlling interest		58	(52)
		<u>58</u>	<u>(52)</u>

Consolidated statement of changes in equity

For the year ended 30 June 2015

	Share capital US\$'000	Non- controlling interest US\$'000	Total equity US\$'000
Balance as at 28 June 2013 (date of incorporation)	-	-	-
Issuance of share capital	1	-	1
Non-controlling interest arising on acquisition of Arcapita Bank B.S.C. (c)	-	16	16
Net loss and total comprehensive loss for the period	-	(52)	(52)
Balance as at 30 June 2014	1	(36)	(35)
Balance as at 1 July 2014	1	(36)	(35)
Net profit and total comprehensive income for the year	-	58	58
Balance as at 30 June 2015	1	22	23

Consolidated statement of cash flows

For the year ended 30 June 2015

		Year ended 30 June 2015 US\$ '000	Period from 28 June 2013 (date of incorporation) to 30 June 2014 US\$ '000 (Restated)
	Notes		
Operating activities			
Loss before changes in obligation to senior class A preference shareholders		(441)	(33,229)
Adjustments:			
Financing expenses		76,845	94,748
(Reversal) / charge of provisions against receivables, net	4	(9,901)	13,234
Fair value gain on investments, net	23	(34,519)	(114,899)
Gain on disposal of subsidiaries	15	-	(5,638)
Performance based incentive fees (unrealised)	10	7,541	43,018
Operating income / (loss) before changes in operating assets and liabilities		39,525	(2,766)
Changes in operating assets and liabilities:			
Receivables		204,247	67,665
Investments		858,620	127,941
Other assets		2,282	3,800
Other liabilities		(12,813)	(18,709)
Accrued incentive fees		4,181	-
Restricted cash	3	8,050	(11,125)
Cash transferred from Arcapita Bank BSC (c) on emergence	22	-	134,806
		1,104,092	301,612
Financing expenses paid		(76,845)	(33,113)
Net cash from operating activities		1,027,247	268,499
Financing activities			
Repayments of due to financial and other institutions		(370,427)	(162,031)
Repayments of obligations under Mudaraba		(602,067)	-
Amount held in the retention account in connection with the Exit Facility	3	15,000	(15,000)
Net cash used in financing activities		(957,494)	(177,031)
Net movement in cash and cash equivalents		69,753	91,468
Cash and cash equivalents at the beginning of the year / period		91,468	-
Cash and cash equivalents at the end of the year / period	3	161,221	91,468

Notes to the consolidated financial statements

For the year ended 30 June 2015

1 Introduction

a) Corporate information

RA Holding Corp. (the "Company" or the "Successor Company" or "RA Holding" and together with its subsidiaries "RA Group" or the "Group") is an exempt limited liability company incorporated in the Cayman Islands on 28 June 2013 with its registered office situated at the offices of Paget-Brown Trust Company Ltd., Boundary Hall, Cricket Square, P.O. Box 1111, Grand Cayman KY1-1102, Cayman Islands.

b) Activities

The Company has been formed to indirectly hold a portfolio of private equity investments that were originally partially owned and managed by Arcapita Bank B.S.C. (c) ("Arcapita" or the "Predecessor Company" or the "Bank"), a wholesale bank incorporated in the Kingdom of Bahrain. The objective of the Company is to hold and manage the transferred investments and sell these down in the normal course of business in a manner which is expected to maximize the return to all stakeholders.

The structure of RA Group is set forth in note 1(l) to the consolidated financial statements.

c) Approval of the consolidated financial statements

These consolidated financial statements have been approved and authorised for issuance by the Board of Directors on 21 October 2015.

d) Background to the Company's incorporation

RA Holding is the Successor Company to Arcapita. On 19 March 2012, the Predecessor Company and five of its direct and indirect subsidiaries, Arcapita Investment Holdings Limited (AIHL), Arcapita LT Holdings Limited (ALTHL), AEID II Holdings Limited, RailInvest Holdings Limited and WindTurbine Holdings Limited (together, the "filing entities") filed voluntary petitions for reorganization under chapter 11 of the United States Bankruptcy Code ("Chapter 11"). On 17 September 2013, the Predecessor Company emerged from Chapter 11 reorganization pursuant to the terms of the Second Amended Joint Plan of Reorganization of Arcapita and related Debtors under Chapter 11 of the Bankruptcy Code (with First Technical Modifications) (the "Plan of Reorganization"). The Plan of Reorganization received the formal endorsement of the official committee of unsecured creditors appointed in the Chapter 11 cases and, as modified, was confirmed by an order of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on 17 June 2013 (the "Confirmation Order"). The Predecessor Company is presently an indirectly majority owned subsidiary of the Successor Company.

e) Background to filing for Chapter 11 by Arcapita

Arcapita and its subsidiaries (the "Arcapita Group") constituted a Bahrain-based wholesale bank, holding a portfolio of private equity investments and providing investment banking services in conformity with Islamic Shariah rules and principles. The Arcapita Group's general investment strategy was to hold a minority equity position in each portfolio investment, while it syndicated the majority of equity interests in each portfolio investment to investors.

To finance its proprietary interests as well as ordinary operating expenses and additional capital injections into portfolio investments, the Bank and certain of its affiliates entered into various financing facilities. Most notably, at the time of filing for Chapter 11 protection, the Bank had a US\$ 1.1 billion unsecured syndicated murabaha facility (the "Syndicated Facility"), guaranteed by its subsidiary Arcapita Investment Holdings Limited ("AIHL"), as well as a US\$ 100 million unsecured sukuk facility guaranteed by AIHL (the "Arcsukuk Facility") and approximately US\$ 100 million in secured murabaha facilities, guaranteed by AIHL, Arcapita LT Holdings Limited ("ALTHL"), and certain subsidiaries of ALTHL, with Standard Chartered Bank ("SCB") (the "SCB Facilities").

Notes to the consolidated financial statements

For the year ended 30 June 2015

1 Introduction (continued)

e) Background to filing for Chapter 11 by Arcapita (continued)

The Syndicated Facility matured on 28 March 2012. The Arcapita Group engaged in efforts to refinance the Syndicated Facility or to negotiate an out-of-court agreement to extend the term and modify the economic terms of the Syndicated Facility; however, these negotiations were ultimately unsuccessful. The management of the Arcapita Group, in consultation with the previous Board of Directors of Arcapita and with the assistance of financial and legal advisors, reviewed the Arcapita Group's alternatives in light of its inability to refinance the Syndicated Facility or extend the term and modify its terms. The Arcapita Group considered instituting formal insolvency proceedings in various jurisdictions as a tool to attempt to restructure as a going concern.

f) Chapter 11 Proceedings

On 19 March 2012 (the "Petition Date"), the Bank and five other direct and indirect subsidiaries (AIHL, Arcapita LT Holdings Limited, AEID II Holdings Limited, RailInvest Holdings Limited and WindTurbine Holdings Limited (collectively with the Bank, the "Initial Debtors")), filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Bankruptcy Code (such title, the "U.S. Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Chapter 11 filing"). On 30 April 2012, Falcon Gas Storage Company, Inc. ("Falcon" and, together with the Initial Debtors, the "Debtors") filed a voluntary Chapter 11 petition for relief. Subsequently, the Chapter 11 cases of all of the Debtors were administered jointly.

Chapter 11 is the section of the U.S. Bankruptcy Code that allows corporations to reorganize under a process overseen by United States bankruptcy courts. Under the U.S. Bankruptcy Code, the filing of voluntary bankruptcy petitions by the Debtors automatically stayed most actions against the Debtors, including most actions to collect indebtedness incurred prior to the Petition Date, or to exercise control over the assets of the Debtors. Accordingly, although the Debtors defaulted on certain of their obligations, creditors were stayed from taking any actions as a result of such defaults.

Under the Chapter 11 filing process, the Debtors operated their business and managed their assets as "debtors-in-possession" in accordance with the applicable provisions of the U.S. Bankruptcy Code and orders entered by the bankruptcy court, under control of the previous Board of Directors and management, of Arcapita while working with creditors to develop a plan of reorganization (the "Plan" or the "Plan of Reorganization") that provides for the restructuring of their obligations and the continuation of the Debtors' business on a going concern basis.

Moreover, with a view to facilitating the Chapter 11 filing proceedings and to obtain protection against creditors who might undertake proceedings in the Cayman Islands, on 19 March 2012, AIHL presented a winding up petition on the basis of s.92 (a) of the Companies Law (2011 Revision) to the Grand Court of the Cayman Islands (the "Cayman Court") and applied simultaneously for the appointment of provisional liquidators and for the winding up petition to be adjourned. The Cayman Court approved this application on 20 March 2012. Under the order of the Cayman Court, the directors of AIHL, subject to the provisional liquidators' oversight, were authorized to continue to exercise all powers of management and in particular, take such steps as may be required in relation to the Chapter 11 filing process. On 31 May 2013, the Cayman Court entered an order approving AIHL's entry into certain transactions that were necessary to consummate the Plan of Reorganization. The winding up petition remains pending, but adjourned to a date to be fixed, in the Cayman Court.

On 5 April 2012, the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors (the "Creditors' Committee") to represent the interests of unsecured creditors of each of the Debtors. Among other things, the Creditors' Committee worked with the Debtors to formulate the Plan of Reorganization.

Notes to the consolidated financial statements

For the year ended 30 June 2015

1 Introduction (continued)

g) Plan of Reorganization

In order for the Debtors to emerge successfully from Chapter 11 and operate in the ordinary course of business outside of bankruptcy, the Debtors were required to obtain the bankruptcy court's approval of the Plan. A plan of reorganization determines the rights of the Debtors' creditors and equity holders, once it is confirmed by the bankruptcy court, following a vote by the creditors and equity holders.

On 8 February 2013, the Arcapita Group filed the Plan, which was subsequently amended on 25 April 2013. On 26 April 2013, the bankruptcy court approved (i) the disclosure statement filed in connection with the Plan and (ii) procedures for soliciting and tabulating votes of creditors and equity interest holders with respect to the Plan. Subsequently, the Debtors distributed the disclosure statement and solicited votes with respect to the Plan. Out of 18 distinct classes of claims and equity interests in which votes were cast, all but one class accepted the Plan, and all but one of these accepting classes received greater than 95% acceptance, measured both by the amount of the claims or equity interests and by the number of claimants or interest holders. The sole rejecting class contained two claimants against Falcon, who were engaged in active litigation with Falcon regarding, among other things, the proper classification of their claims.

On 10 June 2013, the bankruptcy court held a hearing to consider a dispute regarding the appropriate priority of various claims against Falcon, which could affect the confirmation of the Plan with respect to Falcon. The bankruptcy court took the matter under advisement. With the bankruptcy court's approval, the Debtors continued to request confirmation of the Plan with respect to all Debtors other than Falcon. On 11 June 2013, the Bankruptcy Court held a hearing to consider confirmation of the Plan with respect to the Debtors other than Falcon, and on 17 June 2013, the Bankruptcy Court entered an order confirming the Plan with respect to all Debtors other than Falcon.

After negotiating the final form of various agreements related to the Plan, as well as obtaining appropriate regulatory approvals, the terms of the Plan became effective on 17 September 2013 (the "Effective Date"). On 31 January 2014, the Bankruptcy Court entered an order approving the plan of reorganization with respect to Falcon. The Falcon plan of reorganization went effective on 19 February 2014.

h) Debtor in Possession Financing and Exit Facility

In December 2012 the bankruptcy court approved the Debtors' entry into a debtor-in-possession Murabaha financing facility with Fortress Credit Corp. (the "Initial DIP Facility"), under which the Debtors could incur obligations of up to US\$ 150 million. The Debtors drew the entire US\$ 150 million in January 2013. The maturity date for the Initial DIP Facility was set at the earlier of the effective date of a confirmed plan of reorganization or 14 June 2013.

In June 2013, as the maturity date on the Initial DIP Facility was approaching, and concurrently with the bankruptcy court's consideration of the Plan (as discussed in further detail below), the Debtors entered into a replacement debtor-in-possession murabaha financing facility with Goldman Sachs International that was convertible into an exit facility (the "Exit Facility"). Under the terms of the Exit Facility, the Debtors were permitted initially to draw up to US\$ 175 million, which would be used in part to pay off the outstanding Initial DIP Facility.

Upon conversion into an exit financing facility, the Debtors were permitted to, and did, draw an additional US\$ 175 million, which was used in part to settle certain claims related to the SCB Facilities, including claims for the outstanding principal amount of the SCB Facilities. The Exit Facility was due to mature on 17 September 2016. The profit rate is LIBOR plus 8.25%, with a LIBOR floor of 1.5%. In addition to payment at maturity, there are various triggers requiring prepayment of certain amounts outstanding under the Exit Facility, including in certain circumstances upon the sale of portfolio investments.

Notes to the consolidated financial statements

For the year ended 30 June 2015

1 Introduction (continued)

h) Debtor in Possession Financing and Exit Facility (continued)

In line with the approved Plan of Reorganization, the Exit Facility has been transferred to one of the wholly owned subsidiaries of the Company. Accordingly, the outstanding amount was presented under "due to financial and other institutions" in the consolidated statement of financial position. For the terms of this Exit Facility refer to note 7.1 of the consolidated financial statements. The Exit facility was settled in full on 20 January 2015.

i) Terms of the Plan of Reorganization

The Plan resolved major issues among the key interested parties. The following paragraphs represent certain highlights of the terms of the Plan, but are not exhaustive of the relevant terms or the agreements reached among interested parties.

The Creditors' Committee devised an equitable solution for the distribution of proceeds as the Debtors' assets are monetized. In general, the Debtors had two main groups of pre-petition creditors: (1) unsecured creditors with claims against only Arcapita (including investors with accounts at Arcapita, employees, vendors, and certain financial creditors) (collectively, the "Bank GUCs"); and (2) unsecured creditors with claims under the Syndicated Facility and the Arcsukuk Facility, whose claims against Arcapita were guaranteed by AIHL (collectively, the "Syndicated Facility/Arcsukuk Creditors").

In accordance with the Plan of Reorganization, all liabilities of Arcapita were either extinguished or transferred to RA Holding or its subsidiaries on the effective date. In accordance with the terms of the Plan of Reorganization, all claims and liabilities of Arcapita were categorised into various classes depending on the nature of the claim and whether it is secured or unsecured. Pursuant to the Plan of Reorganization, RA Group is to distribute the following instruments to various creditors based on their approved class of claims:

- i) Sukuk certificates amounting to US\$ 550 million issued to Syndicated Facility/Arcsukuk Creditors and the Bank GUCs;
- ii) Preference shares with redemption amounting to US\$810 million issued to Syndicated Facility/Arcsukuk Creditors and the Bank GUCs;
- iii) Ordinary shares to Syndicated Facility/Arcsukuk Creditors and the Bank GUCs;
- iv) Creditors warrants to Syndicated Facility/Arcsukuk Creditors and the Bank GUCs; and
- v) Shareholder warrants to the original shareholders of Arcapita and to investors who subscribed for shares of Arcapita but were pending allotment.

Under the terms of the Plan, proceeds (net of operating costs, post-petition liabilities, convenience claims and priority claims) would be distributed according to the following scheme:

- i) Initial proceeds will be used to pay down the Exit Facility, of which US\$ 149.6 million was outstanding as at 30 June 2014.
- ii) Once the Exit Facility is satisfied, proceeds will be used to make payments on a US\$ 550 million mudaraba sukuk facility accruing profit at a rate of 12% per annum from the date of issuance or the emergence date (the "Sukuk Facility") of (i) accrued profit, (ii) current profit, and (iii) redemption of the obligations issued pursuant to the Sukuk Facility (the "Sukuk Obligations"). The Sukuk Obligations are to be distributed as follows:
 - 85% pro rata to the Syndicated Facility/Arcsukuk Creditors on account of their allowed guarantee claims against AIHL, and
 - 15% pro rata to, collectively, the Bank GUCs and the Syndicated Facility/Arcsukuk Creditors on account of their allowed claims against Arcapita.

Notes to the consolidated financial statements

For the year ended 30 June 2015

1 Introduction (continued)

i) Terms of the Plan of Reorganization (continued)

iii) Once the Sukuk Obligations have been redeemed in full, proceeds will be used to redeem US\$ 810 million in redemption amount of preference shares (the "Preference Shares") issued by RA Holding. The Preference Shares are to be distributed as follows:

- 55% pro rata to the Syndicated Facility/Arcsukuk Creditors on account of their allowed guarantee claims against AIHL, and
- 45% pro rata to, collectively, the Bank GUCs and the Syndicated Facility/Arcsukuk Creditors on account of their allowed claims against Arcapita.

iv) Once the Preference Shares have been redeemed in full, proceeds will be distributed to holders of ordinary shares issued by RA Holding (the "Ordinary Shares"). The Ordinary Shares are to be distributed as follows:

- 97.5% pro rata to the Bank GUCs, and
- 2.5% pro rata to the Syndicated Facility/Arcsukuk Creditors.

v) Once US\$ 1.425 billion in distributions have been made on account of the Ordinary Shares, certain warrants issued by RA Holding (the "Warrants") will become exercisable. The term of the Warrants are as follows:

- These are warrants to purchase Ordinary Shares of RA Holding at a purchase price of US\$ 0.0001 per share; and
- These comprise of warrants issued pro rata to Syndicated Facility/Arcsukuk Creditors (the "Creditor Warrants") and warrants issued pro rata to, collectively, certain former shareholders of Arcapita and all holders of subordinated claims against the Arcapita (the "Shareholder Warrants").

j) Emergence from the Chapter 11 filing

Pursuant to the Plan of Reorganization and an "implementation memorandum" also approved in the Confirmation Order, substantially all the assets of Arcapita were transferred to RA Holdco 2 LLC or its subsidiaries. RA Holdco 2 LLC is a directly wholly owned subsidiary of RA Holdco 1 Limited, which is, in turn, a 99.99% indirect owned by RA Holding and 0.01% owned by Arcapita. The liabilities of any of the Debtors that arose prior to the Effective Date were either reinstated and transferred to the RA Group or cancelled in return for either, (a) with respect to a limited amount of claims, an entitlement to receive cash from RA Holding or certain of its affiliates or (b) equity instruments issued by RA Holding or debt instruments issued by RA Invest Limited, a Cayman Islands company formed for the purpose of issuing these Shariah compliant instruments.

k) Management of assets

On the Effective Date, Arcapita terminated substantially all of its employees. RA Group does not have any employees and its operations are being overseen by its Board of Directors, and the RA Group's interests in various portfolio companies are being managed by AIM Group Limited ("AIM"), an independent management company formed by certain members of the Debtors' former management, pursuant to the Management Services Agreement (the "MSA") and subject to the terms of the Cooperation Agreement (defined below).

Control over portfolio investments of the RA Group and the various third-party investors who own syndicated equity interests in the portfolio investments is governed by a number of shareholder agreements and provisions in corporate documents that collectively implement a term sheet agreed among the Debtors and the Creditors' Committee and approved by the bankruptcy court in connection with the Plan (such agreements and provisions, collectively, the "Cooperation Agreement").

Notes to the consolidated financial statements

For the year ended 30 June 2015

1 Introduction (continued)

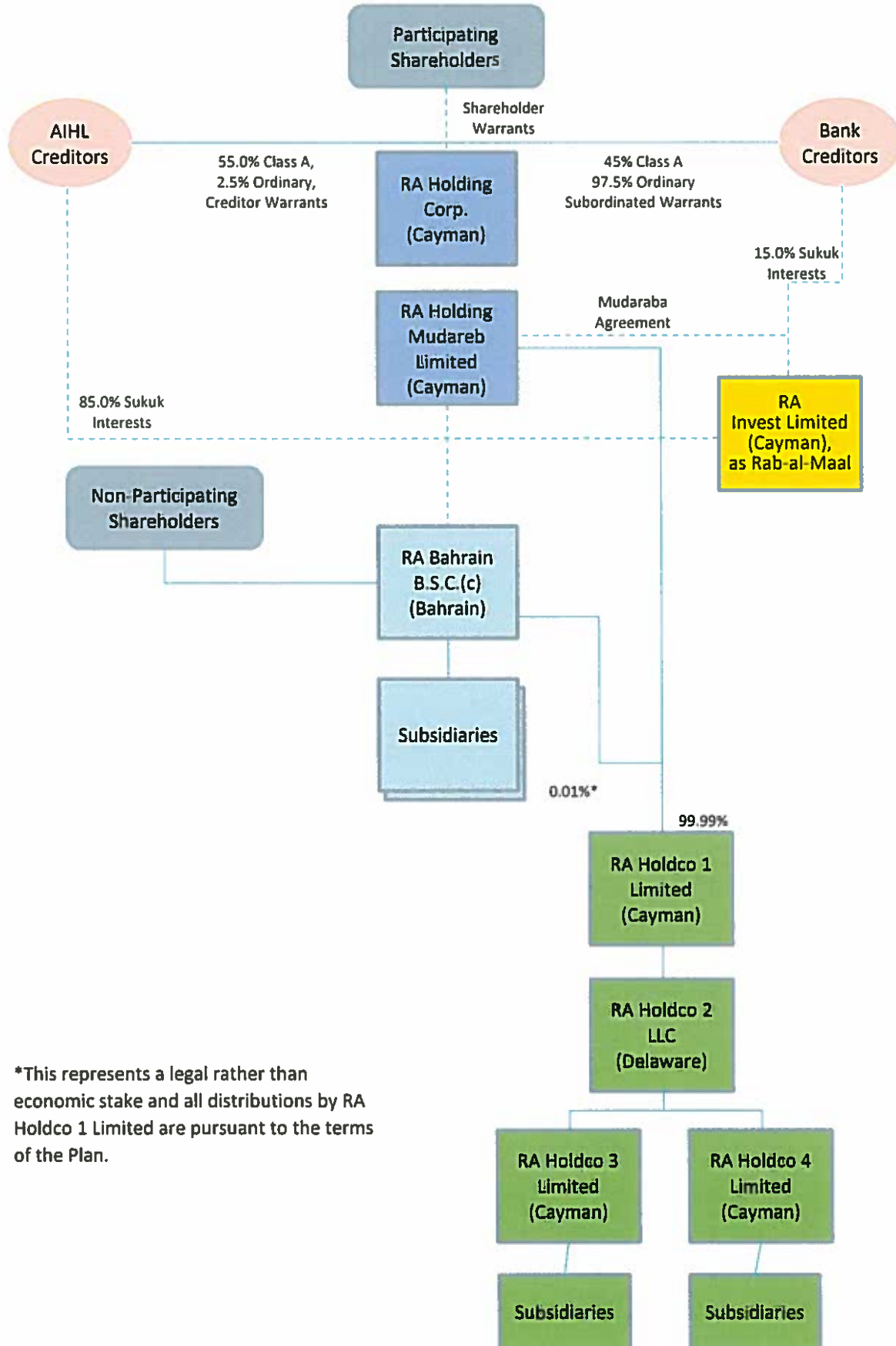
k) Management of assets (continued)

The Cooperation Agreement provides that dispositions of portfolio investments are subject to approval by a “Disposition Committee” comprised of members appointed, respectively, by (a) RA Holding (through its Board of Directors) and (b) AIM (on behalf of the third-party co-investors in such portfolio investments), allocated by agreement between AIM and RA Holding according to each party’s relative economic interest in the disposition proceeds (attributing the economic interests of the third-party co-investors to AIM). Each Disposition Committee makes its determination by majority vote, but for certain agreed “major” investments, each party (RA Holding and AIM) must approve a transaction that does not meet a certain minimum price (as agreed in advance) and, in the event that the party with a majority representation on the Disposition Committee refuses to accept an offer that meets certain conditions, including the agreed minimum price, and that is made after the deadline for disposing of such investment (as agreed in advance), the party with a minority representation on the Disposition Committee may require the other party to purchase its interests in the investment on the terms of the refused offer. Each of the minimum prices for the respective investments is set in advance, but any such minimum price may be amended upon agreement of RA Holding and AIM.

Notes to the consolidated financial statements
For the year ended 30 June 2015

1 Introduction (continued)

1) Group structure



*This represents a legal rather than economic stake and all distributions by RA Holdco 1 Limited are pursuant to the terms of the Plan.

Notes to the consolidated financial statements

For the year ended 30 June 2015

2 Significant accounting policies

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The Group consists of the Company and its subsidiaries and affiliates as detailed in note 2.2.

These consolidated financial statements represent the only financial statements issued for the Group.

The assets of the Predecessor Company were transferred to the Group primarily at their fair values as determined by third party independent valuers as on 17 September 2013, the date of emergence, whereas, liabilities were recognised at their estimated settlement amounts.

The consolidated financial statements are presented in United States Dollar (US\$), which is the Group's functional currency, and all values are rounded to the nearest thousand (US\$ '000) except when otherwise indicated.

2.2 Basis of consolidation

These consolidated financial statements comprise the consolidated financial statements of the Company and its subsidiaries for the year ended 30 June 2015. The consolidated subsidiaries of Arcapita were transferred to RA Group on the emergence date in accordance with the Plan of Reorganization and have been consolidated from 17 September 2013 to the date of consolidated statement of financial position.

The financial statements of subsidiaries are prepared using consistent accounting policies. The Group has utilised the "investment entity" exemption for investment in subsidiaries held for sale in the normal course of business. These investments are carried at fair value through profit or loss as explained in note 2.5 to these consolidated financial statements.

Control is achieved when the Group is exposed to, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- b) Exposure, or rights, to variable returns from its involvement with the investee; and
- c) The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- a) The contractual arrangement with the other vote holders of the investee;
- b) Rights arising from other contractual arrangements; and
- c) The Group's voting rights and potential voting rights.

The Group will re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Notes to the consolidated financial statements

For the year ended 30 June 2015

2 Significant accounting policies (continued)

2.2 Basis of consolidation (continued)

All intra-group assets and liabilities between members of the Group are eliminated in full upon consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary;
- Derecognises the carrying amount of any non-controlling interests;
- Derecognises the cumulative translation differences recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss; and
- Reclassifies the parent's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

The following are the principal operating subsidiaries of the Company which have been consolidated in these consolidated financial statements:

<i>Subsidiary</i>	<i>Ownership</i>	<i>Year of incorporation</i>	<i>Country of incorporation</i>
RA Holding Mudareb Limited ("RA Mudareb")			
RA Mudareb is the holding company of RA Holdco 1 Limited and the indirect parent of Arcapita Bank B.S.C. (c).	100%	2013	Cayman Islands
RA Holdco 1 Limited ("RA Holdco 1")			
RA Holdco 1 is the holding company of RA Holdco 2 Limited, RA Holdco 3 Limited, ALTHL and other Working Capital Finance (WCF) interests transferred from Arcapita.	99.99%	2013	Cayman Islands
RA Holdco 2 LLC (Delaware) ("RA Holdco 2")			
RA Holdco 2 is the holding company of RA Holdco 3 Limited, RALTHL and other Working Capital Finance (WCF) interests transferred from Arcapita.	100%	2013	Delaware (United States of America)
RA LT Holdings Limited ("RALTHL") (formerly known as Arcapita LT Holdings Limited)			
RALTHL's main activity is to hold the Group's share in investee companies.	100%	2010	Cayman Islands
RA Holdco 3 Limited ("RA Holdco 3")			
RA Holdco 3 is the holding company of RAIML, RAIFL and other management companies.	100%	2013	Cayman Islands
RA Legacy Limited ("RA Legacy") (formerly known as Arcapita Limited)			
Its main activities are to monitor the performance of the acquired companies on behalf of the Group and investors.	100%	2003	United Kingdom

Notes to the consolidated financial statements

For the year ended 30 June 2015

2 Significant accounting policies (continued)

2.2 Basis of consolidation (continued)

<i>Subsidiary</i>	<i>Ownership</i>	<i>Year of incorporation</i>	<i>Country of incorporation</i>
RAIM Limited ("RAIML") (formerly known as Arcapita Investment Management Limited)			
RAIML's main activity is to maintain and manage the books of accounts of the investee companies.	100%	1997	Cayman Islands
RA Investment Funding Limited ("RAIFL") (formerly known as Arcapita Investment Funding Limited)			
RAIFL is the holding company of ASFL; its main activities are to sponsor other investment banking activities.	100%	1998	Cayman Islands
RA Structured Finance Limited ("RASFL") (formerly known as Arcapita Structured Finance Limited)			
RASFL's main activity is to structure Islamic acceptable financing facilities to portfolio companies and to undertake post-acquisition asset management.	100%	1998	Cayman Islands
RA Bahrain B.S.C. (c) ("Arcapita") * (formerly known as Arcapita Bank B.S.C. (c))			
Arcapita is the Predecessor Company as explained in note 1.	85.27%	1996	Kingdom of Bahrain

*Arcapita Bank B.S.C. (c) was changed to RA Bahrain B.S.C. (c) on 10 September 2014 following its emergence from Chapter 11.

2.3 New and revised standards that are effective for annual periods beginning on or after 1 July 2014

A number of new and revised standards are effective for annual periods beginning on or after 1 July 2014. Information on these new standards is presented below:

- IAS 32, "Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32)" (effective for annual periods beginning on or after 1 January 2014);
- IAS 36, "Recoverable amount disclosures for non-financial assets (Amendments to IAS 36)" (effective for annual periods beginning on or after 1 January 2014);
- IAS 39, "Novation of derivatives and continuation of hedge accounting (Amendments to IAS 39)" (effective for annual periods beginning on or after 1 January 2014);
- IAS 19, "Defined Benefit Plans: Employee Contributions (Amendments to IAS 19)" (effective from annual periods beginning on or after 1 July 2014); and
- Annual improvements 2010-2012 and 2011-2013 cycles (effective from annual periods beginning on or after 1 July 2014). The new cycle of improvements contain amendments to the following standards:

IFRS 1 – First-time Adoption of International Financial Reporting Standards; IFRS 2 – Share-based Payment; IFRS 3 – Business Combinations; IFRS 8 – Operating Segments; IFRS 13 – Fair Value Measurement; IAS 16 'Property, Plant and Equipment'; IAS 38 – Intangible Assets; IAS 24 – Related Party Disclosures; IAS 38 – Intangible Assets and IAS 40 – Investment Property.

Notes to the consolidated financial statements

For the year ended 30 June 2015

2 Significant accounting policies (continued)

2.3 New and revised standards that are effective for annual periods beginning on or after 1 July 2014 (continued)

The Board of Directors does not expect the above standards to have a material effect on the Group's consolidated financial position and consolidated results of its operations.

2.4 Standards and amendments not yet effective

Certain other new standards, amendments and interpretations to existing standards have been published but are not yet effective and have not been adopted early by the Group.

- IFRS 10 and IAS 28, "Sale of Contribution of Assets between an Investor and its Associate or Joint Venture (Proposed amendments to IFRS 10 and IAS 28)" (effective for annual periods beginning on or after 1 January 2016);
- IFRS 11, "Accounting for Acquisitions of Interests in Joint Operations (Amendments to IFRS 11)" (effective from annual periods beginning on or after 1 January 2016);
- IFRS 14, "Regulatory Deferral Accounts" (effective for annual periods beginning on or after 1 January 2016);
- IFRS 11, "Accounting for Acquisitions of Interests in Joint Operations (Amendments to IFRS 11)" (effective from annual periods beginning on or after 1 January 2016);
- IFRS 14, "Regulatory Deferral Accounts" (effective for annual periods beginning on or after 1 January 2016);
- IFRS 14, "Regulatory Deferral Accounts" (effective for annual periods beginning on or after 1 January 2016);
- IFRS 15, "Revenue from Contracts with Customers" (effective from annual periods beginning on or after 1 January 2017);
- IAS 16 and IAS 38, "Clarification of Acceptable Methods of Depreciation and Amortisation (Amendments to IAS 16 and IAS 38)" (effective from annual periods beginning on or after 1 January 2016);
- IAS 16 and IAS 41, "Agriculture: Bearer Plants (Proposed amendments to IAS 16 and IAS 41)" (effective from annual periods beginning on or after 1 January 2016);
- IAS 27, "Equity Method in Separate Financial Statements (Proposed amendments to IAS 27)" (effective from annual periods beginning on or after 1 January 2016); and
- Annual improvements 2012-2014 cycle (effective from annual periods beginning on or after 1 January 2016). The new cycle of improvements contain amendments to the following standards:
IFRS 4 – Non-current Assets Held for Sale and Discontinued Operations; IFRS 7 – Financial Instruments: Disclosures; IAS 19 – Employee Benefits and IAS 34 – Interim Financial Reporting.

The Board of Directors does not expect the above standards to have a material effect on the Group's consolidated financial position and consolidated results of its operations.

Notes to the consolidated financial statements

For the year ended 30 June 2015

2 Significant accounting policies (continued)

2.5 Investment entity

Entities that meet the definition of an investment entity within IFRS 10 are required to measure their subsidiaries at fair value through profit or loss rather than consolidate them. The criteria which define an investment entity are, as follows:

- An entity that obtains funds from one or more investors for the purpose of providing those investors with investment services;
- An entity that commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income or both; and
- An entity that measures and evaluates the performance of substantially all of its investments on a fair value basis.

The Groups' objectives include providing investment management services to investors which includes monitoring and managing its private equity investments for the purpose of returns in the form of capital appreciation.

The Group reports to its investors and to its Board of Directors on a fair value basis. All investments are reported at fair value to the extent allowed by IFRS in its consolidated financial statements. The Company has a clearly documented disposition plan for all of its investments.

The Board of Directors has concluded that the Group meets the additional characteristics of an investment entity, in that it has more than one investment; the investments are predominantly in the form of equities and similar securities; it has more than one investor and its investors are not related parties.

The Board has concluded that the Company meets the definition of an investment entity. These conclusions will be reassessed on an annual basis, if any of these criteria or characteristics change.

Since the Group measures and evaluates the performance of substantially all its investments on a fair value basis, it has elected to utilise the exemption available to investment entities from applying the equity method of accounting under IAS 28 'Investment in associates' and has designated such investments at fair value through profit or loss.

The following significant subsidiary has not been consolidated and are accounted for at fair value through profit or loss in these consolidated financial statements:

<i>Unconsolidated subsidiary</i>	<i>Effective ownership</i>	<i>Country of incorporation</i>
Poland Residential Development Company Limited	54%	Cayman Islands

2.6 Significant accounting judgements and estimates

In the process of applying the Group's accounting policies, the Board of Directors has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

2.6.1 Going concern

The Group's Board of Directors has made an assessment of the Group's ability to continue as a going concern which entails managing and maximizing the value of the Group's investment portfolio and selling down investments in a manner which will maximize returns to all shareholders, and is satisfied that the Group has the resources to continue in business for the foreseeable future. Furthermore, the Board of Directors is not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern. Therefore, these consolidated financial statements have been prepared on a going concern basis.

Notes to the consolidated financial statements

For the year ended 30 June 2015

2 Significant accounting policies (continued)

2.6.2 Fair value measurement of financial instruments

Fair value is the price that would be received upon the sale of an asset or that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Group's entire investment portfolio falls under level 3 of the fair value hierarchy (as defined in note 23 to the consolidated financial statements) and the Group uses various valuation techniques which are based on unobservable market inputs to determine the fair value of such investments.

The Group has engaged third party qualified valuation experts to carry out the valuation of the Group's investment portfolio as at the date of the consolidated statement of financial position. The third party valuers utilise methods and techniques generally recognised as standard within the industry. These include discounted cash flows, earnings multiples and comparable market transaction approaches for private equity investments. Real estate investments are primarily measured using sales comparison, discounted cash flows or the capitalization of future cash streams of the underlying asset using the prevailing capitalization rate for similar properties or similar geographies. The valuation experts applied their judgement in determining the appropriate valuation techniques and considerations of unobservable valuation inputs used in valuation models which include discount rates, exit multiples, specific risk premiums, control premiums and comparable assets or companies.

The external valuation experts provide the Board of Directors with a range of values which are determined on the basis of different valuation approaches used. The Board of Directors apply their judgement in determining appropriate values for individual investments from within the range which, in their view are more representative of the fair value under the market conditions as of the date of the consolidated statement of financial position.

The estimates regarding the valuation of investments have an impact on the fair value of Group's net proceeds and hence the unrealised incentive fees and deferred incentive fees disclosed in note 10 to the consolidated financial statements. The actual disposal value and the future changes in assumptions and estimates used in determining fair values may result in changes in the accrued incentive and deferred incentive fees.

2.6.3 Allowance for doubtful receivables

The Group reviews its receivables at each balance sheet date to assess whether an allowance should be made for recoverability. In determining this allowance, judgement by the Board of Directors is required in the estimation of the amount and timings of future cash flows. Such estimates are based on assumptions of a number of factors and actual results may differ, resulting in future changes to the allowance.

2.7 Summary of significant accounting policies

The significant accounting policies adopted in the preparation of these consolidated financial statements are set out below:

2.7.1 Foreign currencies

(a) Foreign currency transactions

Transactions in foreign currencies are initially recorded in the relevant functional currency rate of exchange prevailing at the date of transaction.

Monetary assets and liabilities in foreign currencies are translated into United States Dollar at rates of exchange prevailing at the consolidated statement of financial position date. Any exchange gains and losses are taken to the consolidated statements of profit or loss and comprehensive income.

Notes to the consolidated financial statements

For the year ended 30 June 2015

2 Significant accounting policies (continued)

2.7.1 Foreign currencies (continued)

(a) Foreign currency transactions (continued)

Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rates as at the date of the initial transactions. Non-monetary items in a foreign currency measured at fair value are translated using the exchange rates at the date when the fair value was determined.

(b) Foreign operations

Assets and liabilities of foreign operations, including goodwill (if any) and fair value adjustments arising on acquisition, are translated into US\$ at the spot exchange rates at the reporting date. The income and expenses of foreign operations are translated into US\$ at spot exchange rates at the date of the transactions.

Foreign currency differences are recognised in other comprehensive income, and accumulated in the foreign currency translation reserve included within senior class A preference shares.

When a foreign operation is disposed of such that the control is lost, the cumulative amount in the foreign currency translation reserve (included within senior class A preference shares) related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interest.

If the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, then the foreign currency differences arising on the item form part of the net investment in the foreign operation and are recognised in other comprehensive income, and accumulated in the foreign currency translation reserve included within senior class A preference shares.

2.7.2 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial assets

Financial assets comprise of balances with banks, receivables and investments.

Initial recognition

The Group classifies its financial assets into two categories: at fair value through profit or loss and receivables. The classification depends on the purpose for which the financial assets were acquired or transferred to the Group. The Board of Directors determines the classification of its financial assets upon initial recognition.

Financial assets are initially recognised at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue.

Subsequent measurement

Financial assets at fair value through profit or loss

Financial assets designated at fair value through profit or loss upon inception are those that are not held for trading but are managed and their performance evaluated on a fair value basis in accordance with the Group's objectives. The Group's objectives require the Board of Directors to evaluate information about these assets on a fair value basis together with other related financial information. Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value are recognised in the consolidated statements of profit or loss and other comprehensive income.

Notes to the consolidated financial statements For the year ended 30 June 2015

2 Significant accounting policies (continued)

2.7.2 Financial instruments (continued)

(a) Financial assets (continued)

Receivables

These are non-derivative financial assets that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Profit Rate method (EPR), less impairment, if any. The effective profit rate is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial asset or liability to the carrying amount of the financial asset or liability. Balances with banks and receivables which have fixed or determinable payments are classified as receivables.

An allowance for doubtful receivables is made when collection of the full or partial amount is no longer probable. Investment related receivables which are not considered recoverable at the time of exit of the investment are written off.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- (i) the right to receive cash flows from the asset have expired; or
- (ii) the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Group assesses, at each reporting date, whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtor is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

The Group assesses whether objective evidence of impairment of financial assets carried at amortised cost exists as at the date of the consolidated statement of financial position. The amount of any impairment identified is measured as the difference between the financial asset's carrying value and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective profit rate.

The carrying amount of the financial asset is reduced through the use of an allowance account and the amount of impairment is recognised in the consolidated statement of profit or loss. Assets, together with the associated allowance, are written off when there is no realistic prospect of future recovery. If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited in the consolidated statement of profit or loss.

Notes to the consolidated financial statements For the year ended 30 June 2015

2 Significant accounting policies (continued)

2.7 Summary of significant accounting policies (continued)

2.7.2 Financial instruments (continued)

(a) Financial assets (continued)

Investment related receivables carried at amortised cost

The recoverability of investment related receivables, which include management fees receivables, Murabaha with investee companies and receivables from investee companies, and which are primarily recoverable upon exit from individual investment companies, is determined through waterfall calculations which use the enterprise values derived from the valuation models adopted by the Group. As at 30 June 2015, the Group used the enterprise values determined by the independent valuation experts to determine the recoverability of its investment related receivables.

(b) Financial liabilities

Initial recognition

Financial liabilities are classified, at initial recognition, as loans and borrowings or payables. All financial liabilities are recognised initially at fair value, net of directly attributable transaction costs.

The Group's financial liabilities include due to financial and other institutions, obligations under mudaraba, accrued incentive fees and other liabilities.

Subsequent measurement

After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective profit rate method. Gains and losses are recognised in the consolidated statements of profit or loss and other comprehensive income, when the liabilities are derecognised, as well as through the effective profit rate method (EPR) amortisation process.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the consolidated statements of profit or loss and other comprehensive income.

2.7.3 Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if and only if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

2.7.4 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that outflow of resources embodying economic benefits will be required to settle the obligations and a reliable estimate can be made of the amount of the obligation.

Notes to the consolidated financial statements

For the year ended 30 June 2015

2 Significant accounting policies (continued)

2.7.5 Obligations under sale and leaseback financing transaction

A sale and leaseback transaction involves the sale of an asset and the leasing back of the same asset. The lease payment and the sale price are usually interdependent because they are negotiated as a package. The accounting treatment of a sale and leaseback transaction depends upon the type of lease involved. The Predecessor Company entered into a sale and leaseback in connection with a land held by an investee company of the Group. This transaction was treated as a finance lease on the basis that the Group retains the risks and rewards of the underlying asset and it has the option to buy back the asset during the lease term at a predetermined fixed price. This option has been transferred to the Group as part of the Plan of Reorganization. Future lease payments represent funding cost and are recognised in the consolidated statement of profit or loss and comprehensive income under financing expenses.

2.7.6 Cash and cash equivalents

Cash comprises of balances with banks. Cash and cash equivalents represent short term financial assets which can be readily converted to cash and are either available on demand or have original maturities of 90 days or less. Included in balances with banks is cash restricted as to withdrawal under the terms of certain borrowings. Restricted cash balances are excluded from cash and cash equivalents in the consolidated statement of cash flows.

2.7.7 Revenue recognition

a) Management fee income

Management fees represent recurring fees earned by the Group for rendering management and administrative services to investee companies and investment holding companies through which investors participate in the Group's investment products. Management fees are recognised as and when services are rendered.

b) Profit on Murabaha with investee companies

Profit from sales transactions ("Murabaha") is recognised when, at the commencement of the transaction, the ultimate income is both contractually determinable and quantifiable. Such income is recognised on a time-apportioned basis over the period of the contract based on the principal amounts outstanding and the profit rate agreed with counterparties. Recognition of profit is suspended if the Group ascertains that the recovery of these amounts may be doubtful.

c) Capital gain on disposal of investments

Capital gains or losses are recognised on a complete or partial disposal of investments, representing the proceeds returned by an investment in excess of its carrying value. Capital gain or loss is recognised when a binding and definitive sale agreement or contract is signed.

2.7.8 Payables and accruals

Liabilities are recognised for amounts to be paid in future for goods or services received, whether billed by the supplier or not.

2.7.9 Taxation

There is no tax on corporate income in the Cayman Islands, where the Company is incorporated. Taxation on income from foreign subsidiaries is provided in accordance with the fiscal regulations of the countries in which the respective group entities operate.

Tax expense recognised in consolidated statements of profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Notes to the consolidated financial statements For the year ended 30 June 2015

2 Significant accounting policies (continued)

2.7 Summary of significant accounting policies (continued)

2.7.10 Financing expenses

Financing expenses represent funding costs on due to financial and other institutions and obligations under mudaraba and is calculated using the effective profit rate method.

2.7.11 Base management fee

Base management fee represents fees paid to AIM for the rendering of services set forth in the MSA. The base management fee for the initial term represents a fixed fee which is accrued over a straight-line basis over the initial term. Subsequent to the initial term the base management fee will be based on certain percentages of the value of assets under management as defined in the MSA and similarly will be accrued on a straight-line basis.

2.7.12 Incentive fee

The Group accrues incentive fees and deferred incentive fees when specified hurdle rates are achieved upon the sale of an investment or an appreciation of fair value as at the reporting date. Incentive fees are reassessed at every reporting period based on the fair values of investments. When the fair value of investments decline resulting in the decline of the Group's net sale proceeds below the accreted baseline values, previously accrued incentive fees are reversed through the consolidated statement of profit or loss. Incentive fees and deferred incentive fees are recognised to the extent that it is probable that there will be outflow of resources embodying economic benefits and the accrual can be reliably measured.

Unrealised incentive fees are ultimately realised and settled when the investments are disposed of.

2.7.13 Deferred incentive fee

The Group accrues deferred incentive fee when a specified threshold factor has been met upon the appreciation of fair value of the entire portfolio as at the reporting date. Deferred incentive fees are reassessed at every reporting period based on the fair value of investments. When the fair value of investments decline the deferred incentive fees are reversed. When the threshold factor is no longer met the deferred incentive fees are reversed in full.

Unrealised deferred incentive fees are realised and settled when the entire investment portfolio is disposed of.

2.7.14 Senior class A preference shares

Pursuant to the plan of reorganization, the Group issued senior class A-1 and A-2 preference shares (together the "preference shares" or "class A shares") to certain creditors of Arcapita. These are redeemable by the Group and oblige the Group to pay to the class A preference shareholders (the "preference shareholders") any excess cash after settling its obligations under the mudaraba facility, the Exit Facility, convenience claims and priority claims. The redemption price is capped at US\$ 810 million.

The Group has a contractual obligation to deliver a fixed amount of cash to the preference shareholders (i.e. its excess funds after settling its other obligations which are detailed above up to a cap of US\$ 810 million). IAS 32 "Financial instruments: presentation" ("IAS 32") requires entities that issue financial instruments to classify such instruments as liabilities or equity in accordance with the substance of the contractual arrangement and the definitions contained within IAS 32 of a financial liability and equity instrument. Based on the judgement of the Board of Directors, the amount due to preference shareholders meets the definition of a financial liability under IAS 32 and has been presented under liabilities in the consolidated statement of financial position.

Class A shares have been designated at amortised cost and were initially recognised at fair value being the net asset value of the Company. Subsequent to initial measurement, the Group carries out a reassessment of estimated cash flows required to settle this obligation and adjusts the carrying amount accordingly.

Notes to the consolidated financial statements

For the year ended 30 June 2015

2 Significant accounting policies (continued)

2.7 Summary of significant accounting policies (continued)

2.7.15 Terminologies used in the consolidated financial statements

The following terms are being used in these consolidated financial statements and have the meanings as specified below:

a) Management fees receivable

These represent unsecured receivables in respect of a recurring fee earned for rendering management and administrative services to the investee companies and investment holding companies. Management fees are recognised as and when services are rendered.

b) Receivables from investee companies

These represent unsecured receivables from investee companies in respect of expenses incurred on behalf of the investee companies and are carried at amortised cost, less impairment, if any.

c) Murabaha with investee companies

These represent Islamic financing facilities provided to investee companies in the form of murabaha financing contracts which are unsecured. Profit on murabaha with investee companies is recognised on a time apportioned basis over the period of the contract.

Murabaha financing represents a sale contract whereby a commodity is sold to the investee company at an agreed upon profit mark up on cost. Profit from a murabaha is quantifiable at the commencement of the transaction. Such profit is recognised as it accrues over the period of the contract on the effective profit rate method on the balance outstanding.

d) Mudaraba

Mudaraba is a partnership between one party, which provides the capital (Rab-al-Maal), and another, which possesses the necessary skills and expertise to manage such capital (Mudareb), for a pre-determined share of the profit.

e) Private equity investments

Private equity investments represent equity stakes in established unlisted entities which operate in several sectors including energy generation and transmission industries, transportation, clothing, logistics, and are spread across several regions including the United States of America, Europe and East Asia.

f) Real estate investments

Real estate investments represent joint ventures or equity interests in companies which operate in real estate sectors which includes warehousing, senior assisted living, real estate project development companies and other yielding real estate assets.

g) Initial term

The period from the effective date through the expiration of the eighteenth month after the effective date is referred to herein as the Initial term.

h) Net sale proceeds

The amount of net cash received by the Group upon the disposal of an investment less any amounts required to be paid to third parties in relation to the sale and any post effective day fundings.

Notes to the consolidated financial statements For the year ended 30 June 2015

2 Significant accounting policies (continued)

2.7 Summary of significant accounting policies (continued)

i) Abbreviations used in these consolidated financial statements

INR:	Indian Rupee
BHD:	Bahraini Dinar
LTM:	Last Twelve Months
EBITDA:	Earnings Before Interest, Tax, Depreciation and Amortisation
NFY:	Next Fiscal Year
MW:	Mega Watts
QAR:	Qatari Riyal

Notes to the consolidated financial statements

For the year ended 30 June 2015

3 Balances with banks

	Notes	30 June 2015 US\$ '000	30 June 2014 US\$ '000
Balances with banks	3.1	164,296	117,593
Less: restricted cash	3.2	(3,075)	(26,125)
Cash and cash equivalents		<u>161,221</u>	<u>91,468</u>

3.1 These amounts were predominantly maintained in the Group's primary bank account which were governed by control agreements in compliance with the terms of the Exit Facility (as explained in note 7). The accounts include, as defined by the Exit Facility, a retention account, mandatory prepayment account and holding account. Subsequent to settlement of the Exit Facility during the year, these amounts are being held in the current accounts of the Group.

3.2 This balance includes US\$ 3.1 million (30 June 2014: US\$ 11.125 million) that is maintained to secure the Group's indemnity obligations (e.g., taxes, professional fees, and wind down expense), if any, pursuant to the terms of divestiture of certain assets during the period ended 30 June 2014. These balances are not available for use in the day to day operations of the Group and have therefore been excluded from cash and cash equivalents in the consolidated statement of cash flows. This also includes US\$ 15 million as on 30 June 2014 as minimum liquidity in connection with the Exit Facility detailed in note 8. Since the Exit Facility has been settled in full during the year, therefore, the Group is no longer required to keep this minimum liquidity balance.

4 Receivables

	Notes	30 June 2015		
		Gross receivable US\$ '000	Provisions US\$ '000	Net receivable US\$ '000
Due from investee companies:				
Murabaha with investee companies	4.1	309,290	(260,869)	48,421
Management fee receivables	4.2	178,361	(65,834)	112,527
Receivables from investee companies	4.3	30,804	(17,911)	12,893
Other receivables		25,042	(24,552)	490
Receivable from financial institutions		33,483	(33,483)	-
		<u>576,980</u>	<u>(402,649)</u>	<u>174,331</u>
	Notes	30 June 2014		
		Gross receivable US\$ '000 (Restated)	Provisions US\$ '000	Net receivable US\$ '000 (Restated)
Due from investee companies:				
Murabaha with investee companies	4.1	392,865	(285,020)	107,845
Management fee receivables	4.2	209,941	(68,560)	141,381
Receivables from investee companies	4.3	140,091	(21,414)	118,677
Other receivables		26,894	(26,120)	774
Receivable from financial institutions		33,483	(33,483)	-
		<u>803,274</u>	<u>(434,597)</u>	<u>368,677</u>

Notes to the consolidated financial statements

For the year ended 30 June 2015

4 Receivables (continued)

- 4.1 These receivables carry profit rates ranging from 15% to 20% (2014: 10% to 20%).
- 4.2 Management fees are charged to syndication and investment holding companies on behalf of investors in accordance with the administration agreements. These are ordinarily settled upon exit of the underlying investments.
- 4.3 This balance includes receivables amounting to US\$ 2.7 million (30 June 2014: US\$ 7.5 million), which will be settled through proceeds from escrow funds. Escrow funds represent a percentage of the sale proceeds of investments held in an escrow account to be used in the event of indemnification or an adjustment of the sale price. These escrow balances are carried at their face value assuming full recoverability. The escrow release dates range are up to 5 years (30 June 2014: 3 months to 5 years) from the end of the reporting period.

4.4 Movement in provision

	30 June 2015 US\$ '000	30 June 2014 US\$ '000
Beginning balance	434,597	-
Transferred to the Group on emergence	-	450,605
Charge for the year/ period	3,133	33,284
Reversals for the year/ period	(13,034)	(20,050)
Net (reversal) / charge for the year/ period	(9,901)	13,234
Management fee income - suspended	6,274	4,319
Write off on settlement of receivables	(15,820)	(38,829)
Foreign exchange movement	(12,501)	5,268
Ending balance	<u>402,649</u>	<u>434,597</u>

5 Investments

	30 June 2015 US\$ '000	30 June 2014 US\$ '000
Real estate	48,272	548,394
Private equity	112,105	437,004
	<u>160,377</u>	<u>985,398</u>

Information about the valuation techniques and significant assumptions used to determine the fair value of investments is set out in note 23 to these consolidated financial statements.

During the year, the Group sold some of its investments which resulted into a gain of US\$55,425 thousand (2014: US\$4,425 thousand loss).

6 Other assets

	30 June 2015 US\$ '000	30 June 2014 US\$ '000
Prepayments	730	2,958
Others	1,314	1,368
	<u>2,044</u>	<u>4,326</u>

Notes to the consolidated financial statements

For the year ended 30 June 2015

7 Due to financial and other institutions

	Notes	30 June 2015 US\$ '000	30 June 2014 US\$ '000
Due to a financial institution	7.1	-	149,666
Obligation under sale and lease back transaction	7.2	-	220,761
		<u>-</u>	<u>370,427</u>

7.1 This represented a replacement debtor-in-possession facility which was later converted into an Exit Facility. The Exit Facility was prepaid early and fully settled by the Group on 20 January 2015.

7.2 In March 2012, prior to the Chapter 11 filing, the Predecessor Company and its investment vehicle (now transferred to the Group pursuant to the Plan of Reorganization) entered into a US\$ 200 million sale and leaseback transaction with a financial institution over a real estate asset. The sale and lease back transaction was for a period of up to three years commencing in March 2012 and expiring in March 2015.

On 8 January 2015, the Group completed an agreement to sell its stake in Lusail Golf Development Company ("Lusail"), an investment asset held as part of obligation under sale and leaseback transaction, to a subsidiary of Barwa Real Estate Company Q.S.C. ("Barwa"). Consequently, the obligation under sale and leaseback transaction was settled in full on 8 January 2015.

8 Obligations under mudaraba

	30 June 2015 US\$ '000	30 June 2014 US\$ '000 (Restated)
Outstanding principal	-	550,000
Share of profit from mudaraba	-	52,067
	<u>-</u>	<u>602,067</u>

Pursuant to the Plan of Reorganisation, the Company entered into a Mudaraba Agreement with RA Invest Limited. Under the terms of the Mudaraba Agreement, RA Invest Limited as Rab-al-Maal contributed this amount to the Company in its capacity as Mudareb, which the Company invested in its general business activities and in the Mudaraba Assets transferred from Arcapita. The purpose of the Mudaraba is to earn profit from the Mudaraba Assets in accordance with the Investment Plan agreed between the Company and Rab-al-Maal.

This Mudaraba carried a profit rate of 12% per annum. The payment of principal amount was dependent on the disposition of assets by the Company and subject to repayment of the senior debts owed by the Company which include the Exit Facility. The Mudaraba was settled in full on 29 May 2015.

9 Other liabilities

	Notes	30 June 2015 US\$ '000	30 June 2014 US\$ '000 (Restated)
Convenience claims	9.1	446	1,225
Priority claims	9.2	-	3,670
Holdback reserves on exited investments	9.3	3,075	11,125
Due to deal companies		1,776	1,452
Other liabilities		3,132	6,218
		<u>8,429</u>	<u>23,690</u>

Notes to the consolidated financial statements

For the year ended 30 June 2015

9 Other liabilities (continued)

9.1 Pursuant to the Plan of Reorganization, certain prepetition creditors were given an option of receiving "convenience class" treatment on account of their claims pursuant to which their claim would be settled in cash at 50% of their actual liability with a cap of US\$ 12,500. These claims have been transferred to the Group pursuant to the Plan of Reorganization and are reflected at their expected settlement amounts.

The total amount of convenience claims as at 30 June 2015, represents claims which have been submitted up to the date of issuance of these consolidated financial statements and have been or are expected to be allowed. In future periods, additional claimants may either qualify or may opt for convenience class treatment which may result in the increase of convenience claims balance and decrease in obligation to senior class A preference shareholders; however, aggregate cash payments to convenience claim holders is capped at US\$ 9.7 million. As of the date of consolidated statement of financial position, the total convenience claims recognised by the Group amounted to US\$ 4.2 million (30 June 2014: US\$ 3 million) of which US 3.8 million (30 June 2014: US\$ 1.8 million) has been settled.

9.2 This balance represents claims entitled to a priority in payment pursuant to the Bankruptcy Code and are carried at amounts equal to the unpaid portion of the expected settlements. As of the date of consolidated statement of financial position, the priority claims have either been settled or forfeited.

9.3 This balance represents cash proceeds received in relation to the sale of certain assets and which are maintained to secure the Group's indemnity obligations (e.g., taxes, professional fees, and wind down expense), if any, pursuant to the terms of divestiture of certain assets during the year. As discussed in note 3.2 of the consolidated financial statements, these cash balances are reserved specifically against this liability and hence has been excluded from cash and cash equivalents.

10 Asset management and incentive fees

Asset management fees recorded during the year/period are as follows:

		Period from 28 June 2013 (date of Year ended incorporation) 30 June 2015 to 30 June 2014 US\$ '000 US\$ '000 (Restated)	
Base management fee	10.1	11,960	10,199
Enhanced management fee	10.2	-	19,943
		11,960	30,142

Performance based incentive and deferred incentive fees (realised and unrealised) recorded during the year/period are as follows:

		Year ended 30 June 2015		
	Notes	Realised US\$ '000	Unrealised US\$ '000	Total US\$ '000
Performance linked fees				
Incentive fees	10.3	10,378	(4,078)	6,300
Deferred incentive fees	10.4	-	1,239	1,239
Directors' incentive fees	10.5	19,520	10,380	29,900
		29,898	7,541	37,439

Notes to the consolidated financial statements

For the year ended 30 June 2015

10 Asset management and incentive fees (continued)

	Notes	Period from 28 June 2013 (date of incorporation) to 30 June 2014		
		Realised US\$ '000	Unrealised US\$ '000 (Restated)	Total US\$ '000 (Restated)
Performance linked fees				
Incentive fees	10.3	8,357	31,540	39,897
Deferred incentive fees	10.4	-	8,045	8,045
Directors' incentive fees	10.5	-	3,433	3,433
		8,357	43,018	51,375

The accrued incentive fees are as follows:

	30 June 2015 US\$ '000	30 June 2014 US\$ '000
Accrued directors incentive fees	33,333	3,433
Accrued incentive fees	21,407	39,585
	54,740	43,018

Pursuant to the MSA signed between the Group and AIM, (as discussed in note 1(k) to the consolidated financial statements), AIM is entitled to a base management fee, enhanced management fee, incentive fee and a deferred incentive fee.

- 10.1** Base management fee represents fees paid to AIM for the rendering of services set forth in the MSA. The base management fee for the initial term represents a fixed fee and subsequent to the initial term will be paid based on certain percentages of the value of assets under management as defined in the MSA.
- 10.2** The enhanced management fee represents a certain agreed percentage of the Group's net sale proceeds which AIM is entitled to upon the exit of investments during the initial term of the MSA. The enhanced management fee is capped at US\$ 20 million and, as at 30 June 2015, this cap has been reached.
- 10.3** AIM is entitled to receive incentive fees in connection with the sale of individual investments, if the Group's net sale proceeds exceed the agreed base values accreted by the required rate of return set forth in the MSA. Incentive fees are recognised by the Group upon the appreciation of the valuation of investments above the accreted base line values set in the MSA, assuming that the investments are disposed of at their fair values on the reporting date. Accordingly, incentive fees include both realised and unrealised fees based on either the net sale proceeds from the sale of investments during the period (realised) or the fair value of investments at the end of the reporting period (unrealised).
- 10.4** AIM is also entitled to receive a deferred incentive fee once the Group's investment portfolio is disposed of and subject to achieving a specific threshold factor as set forth in the MSA. The entire deferred fee is unrealised and has been determined on the basis of the fair value of the Group's net proceeds as at the reporting date. The deferred incentive fees recognised by the Group upon emergence amounted to US\$ 6.9 million.

Notes to the consolidated financial statements

For the year ended 30 June 2015

10 Asset management and incentive fees (continued)

10.5 The Board of Directors are entitled to incentive fees beyond a certain distribution threshold as set out in their original appointment agreements. In addition, based on the RA Holdco 1 incentive compensation plan for non-employee directors signed and executed on 16 July 2015, the Board of Directors of the Company are entitled to receive incentive an additional award of incentive fees based on certain percentages of distributions to holders of the Sukuk Obligations and the new Arcapita Shares less amounts paid, allocated or credited to the Board of Directors.

11 Senior class A preference shares

	30 June 2015 US\$ '000	30 June 2014 US\$ '000
Authorised:		
- 500,000,000 senior class A-1 preference shares of US\$ 0.01 each	5,000	5,000
- 400,000,000 senior class A-2 preference shares of US\$ 0.01 each	4,000	4,000
	9,000	9,000
	30 June 2015 US\$ '000	30 June 2014 US\$ '000
Issued:		
- 5,500,000 senior class A-1 preference shares of US\$ 0.01 each	55	55
- 4,500,000 senior class A-2 preference shares of US\$ 0.01 each	45	45
	100	100
	30 June 2015 US\$ '000	30 June 2014 US\$ '000
Share premium:		
- 5,500,000 senior class A-1 preference shares of US\$ 80.99 each	445,445	445,445
- 4,500,000 senior class A-2 preference shares of US\$ 80.99 each	364,455	364,455
	809,900	809,900
	30 June 2015 US\$ '000	30 June 2014 US\$ '000 (Restated)
Net assets attributable to:		
- 500,000,000 senior class A-1 preference shares of US\$ 0.01 each	243,253	242,682
- 400,000,000 senior class A-2 preference shares of US\$ 0.01 each	194,603	194,145
	437,856	436,827

These senior class A-1 and A-2 preference shares have par value per share of US\$ 0.01, issued at US\$ 81 per share and rank pari passu in all respects with each other except with respect to voting rights relating to removal of certain directors of the Company. These have been issued on pro-rata basis to certain creditors of Arcapita pursuant to the Plan of Reorganization as explained in note 1(i) and 2.7.14 to these consolidated financial statements.

As of the date of consolidated statement of financial position, the Group has carried out a reassessment of the cash out flow available to settle the senior preference shares and has shown the senior preference shares on that basis. The movement of change in carrying value of obligation to preference shareholders during the period is as follows:

Notes to the consolidated financial statements

For the year ended 30 June 2015

11 Senior class A preference shares (continued)

		30 June 2015	30 June 2014
	Note	US\$ '000	US\$ '000
Carrying value of obligation to preference shareholders			
Beginning balance		436,827	-
Preference shares issued during the year / period		-	477,053
Adjustment to priority and convenience claims		2,448	-
Restatement (Note 30)		-	(2,584)
Decrease in obligation to senior class A preference shareholders	11.1	(1,419)	(37,642)
Ending balance		<u>437,856</u>	<u>436,827</u>

11.1 This comprises of decrease due to reassessment of the cash out flow available to settle the obligation to senior class A preference shareholders amounting to US\$ 499 thousand (30 June 2014: US\$ 33,177 thousand) and changes in foreign currency translation loss of foreign operations amounting to US\$ 920 thousand (30 June 2014: US\$ 4,465 thousand).

12 Share capital

	30 June 2015	30 June 2014
	US\$ '000	US\$ '000
Authorised:		
- 20,000,000 class A ordinary shares of US\$ 0.0001 each	2	2
- 20,000,000 class B ordinary shares of US\$ 0.0001 each	2	2
- 100,000,000 class C ordinary shares of US\$ 0.0001 each	10	10
	<u>14</u>	<u>14</u>
	30 June 2015	30 June 2014
	US\$ '000	US\$ '000
Issued and fully paid up:		
10,000,000 ordinary shares of US\$ 0.0001 each	<u>1</u>	<u>1</u>

12.1 Class A-1 senior preference shares, class A-2 senior preference shares, class A ordinary shares and class B ordinary shares are entitled to one vote per share at a general meeting. Class C ordinary shares do not have any voting rights at general meetings except on decisions regarding the election and removal of the warrant directors. Further, if class C ordinary shares are allowed to vote along with class A senior preference shares and class B ordinary shares at a general meeting on matters not relating to the election and removal of directors, then each class C ordinary share is entitled to one thousandth (1/1000th) of a vote per share on such matter. For additional details of allocation refer to note 1(i) to these consolidated financial statements.

12.2 The Company has issued series 'A' and series 'C' warrants which can be exercised to purchase class 'A' and class 'C' ordinary shares respectively. Series 'A' and 'C' warrants have been issued to creditors and shareholders of the Predecessor Company respectively. These warrants are exercisable once the Group's obligations under Exit Facility, mudaraba and senior class A preference shares are settled in full and the dividend threshold has been met in respect of the ordinary shares. American Stock Transfer & Trust Company, LLC serves as nominee, transfer agent, and registrar with respect to the warrants. These warrants will be distributed upon finalization of warrant holders list.

Notes to the consolidated financial statements

For the year ended 30 June 2015

13 Non-controlling interest

This represents non-controlling interest in respect of RA Bahrain B.S.C. (c) and has been recognised at a proportionate share of the net assets of RA Bahrain B.S.C. (c) as at the date of consolidated statement of financial position.

14 Commitments and contingencies

	Notes	30 June 2015 US\$ '000	30 June 2014 US\$ '000
Commitments			
Investment related commitments	14.1	-	45,723
Future lease commitments under sale and lease back transaction		-	19,239
Future operating lease commitments in respect of office spaces		634	1,061
Future operating sub lease commitments in respect of office spaces		(397)	-
		<u>237</u>	<u>66,023</u>
Contingencies			
Contingent payment on the sale and leaseback option	7.2	-	4,902
		<u>237</u>	<u>70,925</u>

14.1 This commitment represents installment considerations to be made as part of the acquisition of a certain asset.

14.2 Contractual maturities of commitments

The following table illustrates the contractual payment obligations in respect of these commitments as at 30 June 2015 and 30 June 2014:

	30 June 2015		
	Less than 1 year US\$ '000	1 to 5 years US\$ '000	Total US\$ '000
Future operating lease commitments in respect of office spaces	315	319	634
Future operating sub lease receivables in respect of office spaces	(204)	(193)	(397)
	<u>111</u>	<u>126</u>	<u>237</u>
	30 June 2014		
	Less than 1 year US\$ '000	1 to 5 years US\$ '000	Total US\$ '000
Investment related commitments	15,241	30,482	45,723
Future lease commitments under the sale and lease back transaction	19,239	-	19,239
Future operating lease commitments in respect of office spaces	427	634	1,061
	<u>34,907</u>	<u>31,116</u>	<u>66,023</u>

Notes to the consolidated financial statements

For the year ended 30 June 2015

14 Commitments and contingencies (continued)

14.3 Contingencies

At 30 June 2015, there were seven pending legal cases against the Group. One of the former investors of the Bank is claiming US\$ 533 thousand plus 10% interest, and court fees and expenses in connection with his investment in Bank. In connection with this matter, certain attachment orders were issued by the Bahraini court and RA has initiated an appeal. In addition, one of the Bank's creditors is seeking in Bahraini court a principal amount of US\$6,192 thousand plus interest and certain costs and fees in connection with a prepetition arbitration award related to the Riffa Views investment. The Bank has submitted to the Execution Court that payment of such claim is not proper. Another former investor filed a case against the Bank claiming that he had an investment account with the Bank in the amount of US\$242 thousand and was denied access to that account. The Bahraini court entered an order in the former investor's favor and RA has initiated an appeal of this matter. Another company filed an involuntary bankruptcy proceeding against the Bank, based on a claim that such company is owed US\$3,000 thousand for its investments with the Bank. The above-listed parties had certain claims under the Plan of Reorganization, which were forfeited due to the failure to submit certain verification materials that were required of all claim holders as a condition to receiving any distributions under the Plan of Reorganization. In addition, two of the Bank's former employees filed a labour claims, (i) one seeking issuance of an employment certificate in connection with termination and payment of bonus and compensation of approximately USD\$ 12K, and (ii) one seeking issuance of an employment certificate in connection with termination (and payment of nominal court fees of USD \$98).

No amount has been recognized as a provision since the Board of Directors considers these claims to be unjustified and the probability that they will require settlement at the Group's expense to be improbable. Further information on these contingencies is omitted so as not to seriously prejudice the Group's position in the related disputes.

15 Gain on disposal of subsidiaries

The Group disposed its wholly owned equity interest in a group of subsidiaries on 11 October 2013 through Arcapita Investment Management s.a.r.l (the "Disposal Group"). The Disposal Group consisted of Europe based real estate management platform and was sold together as part of a sale of the Group's investment in a pool of Europe based real estate investments. The Disposal Group was classified as held for sale as on 17 September 2013, the date of emergence. The disposal resulted in a gain of US\$ 5.6 million.

16 Other income

	Period from 28 June 2013 (date of Year ended incorporation)	
	30 June 2015 US\$ '000	to 30 June 2014 US\$ '000
Yield income	2,048	-
Fee income on issue of a guarantee	2,013	-
Indemnity fee	1,248	-
Liabilities written back	889	-
Recoveries/refund	194	-
Miscellaneous	109	91
	<u>6,501</u>	<u>91</u>

Notes to the consolidated financial statements

For the year ended 30 June 2015

17 Financing expenses

	Year ended 30 June 2015 US\$ '000	Period from 28 June 2013 (date of incorporation) to 30 June 2014 US\$ '000
Finance charges on:		
Due to a financial institution	10,543	23,289
Obligation under sale and lease back transaction	17,695	19,392
Obligations under mudaraba	48,607	52,067
	<u>76,845</u>	<u>94,748</u>

18 Legal and professional expenses

	Year ended 30 June 2015 US\$ '000	Period from 28 June 2013 (date of incorporation) to 30 June 2014 US\$ '000
Legal charges	7,265	10,402
Professional charges relating to:		
- advisory services	4,593	8,786
- auditing services	474	2,545
- regulatory compliance services	402	132
- trustee services	175	317
	<u>12,909</u>	<u>22,182</u>

19 Staff costs

These represent costs of certain employees of a subsidiary, transferred to the Group on the date of emergence, who had not reached an agreement with the Group on their settlement packages by the date of emergence. Subsequently, an agreement on the settlement packages was reached and these employees were terminated. These costs represent salaries and severance payments from emergence till their termination.

20 General and administrative expenses

	Year ended 30 June 2015 US\$ '000	Period from 28 June 2013 (date of incorporation) to 30 June 2014 US\$ '000
Board and committee remuneration	2,493	1,872
Office rent	446	751
Annual maintenance	256	335
Deal expenses	221	96
Miscellaneous	1,352	2,050
	<u>4,768</u>	<u>5,104</u>

Notes to the consolidated financial statements

For the year ended 30 June 2015

21 Taxation

The amount recognised in the consolidated statements of profit or loss and other comprehensive income for the period from 17 September 2013 to 30 June 2014 amounting to US\$ 3,672 thousand represents a tax refund received from tax authorities in relation to taxes paid by a subsidiary of the Company in previous years.

Deferred tax assets amounting to US\$ 8,671 thousand (30 June 2014: US\$ 7,932 thousand) have not been recognised in respect of the following items, because it is not probable that future taxable profits will be available against which the Group can use the benefits.

	30 June 2015 US\$ '000	30 June 2014 US\$ '000
Capital allowances in excess of depreciation	-	99
Tax losses carried forward	8,671	7,833
	<u>8,671</u>	<u>7,932</u>

22 Transfer of assets and liabilities at the date of emergence

As detailed in note 1, all assets of the Predecessor Company were transferred to the Group at the date of emergence in return for all liabilities of Arcapita being extinguished or transferred to RA Holding or its subsidiaries on the effective date of the Plan of Reorganization.

Following is the break-up of assets and liabilities transferred to the Group during the period from the date of emergence to 30 June 2014:

	US\$ '000
Assets	
Cash and balances with banks	134,806
Receivables	448,498
Investments	998,440
Other assets	8,126
Assets classified as held for sale	9,050
Net assets of Arcapita	93
	<u>1,599,013</u>
Liabilities	
Due to financial and other institutions	522,891
Other liabilities	42,844
Liabilities classified as held for sale	6,240
	<u>571,975</u>
Total net assets at fair value	<u>1,027,038</u>
Net cash transferred at the date of emergence	<u>134,806</u>

The assets of the Predecessor Company were transferred to the Group primarily at their fair values as determined by third party independent valuation experts. The liabilities were recognised at their estimated settlement amounts. No transactions were executed by the Group between the date of incorporation, 28 June 2013 and the date of emergence, 17 September 2013.

Notes to the consolidated financial statements

For the year ended 30 June 2015

23 Fair value of financial instruments

Fair value is the price that would be received upon the sale of an asset or that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The Group's financial instruments have been classified in accordance with their measurement basis as follows:

	At fair value through profit or loss US\$ '000	At cost/ amortised cost US\$ '000	Total US\$ '000
30 June 2015			
Assets			
Balances with banks	-	164,296	164,296
Receivables	-	174,331	174,331
Investments	160,377	-	160,377
	160,377	338,627	499,004
Liabilities			
Senior class A preference shares	-	437,856	437,856
Other liabilities	-	8,429	8,429
Accrued incentive fees	-	54,740	54,740
	-	501,025	501,025
30 June 2014			
Assets			
Balances with banks	-	117,593	117,593
Receivables	-	368,677	368,677
Investments	985,398	-	985,398
	985,398	486,270	1,471,668
Liabilities			
Due to financial and other institutions	-	370,427	370,427
Obligations under mudaraba	-	602,067	602,067
Senior class A preference shares	-	436,827	436,827
Other liabilities	-	23,690	23,690
Accrued incentive fees	-	43,018	43,018
	-	1,476,029	1,476,029

Notes to the consolidated financial statements

For the year ended 30 June 2015

23 Fair value of financial instruments (continued)

Fair value hierarchy

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). This category includes financial instruments valued using quoted market prices in active markets for similar instruments; quoted market prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data; and

Level 3: inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). This category includes all instruments for which the valuation technique includes inputs not based on observable data and the unobservable inputs have significant effect on the financial instrument's valuation.

The table below analyses financial instruments measured at fair value at the reporting date, by the level in the fair value hierarchy into which the fair value measurement is categorised. The amounts are based on the values recognised in the consolidated statement of financial position.

	Level 1 US\$ '000	Level 2 US\$ '000	Level 3 US\$ '000	Total fair values US\$ '000
30 June 2015				
Real estate	-	-	48,272	48,272
Private equity	-	-	112,105	112,105
	-	-	160,377	160,377
	Level 1 US\$ '000	Level 2 US\$ '000	Level 3 US\$ '000	Total fair values US\$ '000
30 June 2014				
Real estate	-	-	548,394	548,394
Private equity	-	-	437,004	437,004
	-	-	985,398	985,398

Notes to the consolidated financial statements

For the year ended 30 June 2015

23 Fair value of financial instruments (continued)

Movements in level 3 financial instruments measured at fair value

The following table shows a reconciliation of the opening and closing amount of level 3 financial assets which are recorded at fair value:

	Unquoted 30 June 2015 US\$ '000	Unquoted 30 June 2014 US\$ '000
Opening balance	985,398	-
Investments transferred on 17 September 2013 (date of emergence)	-	998,880
Net movements attributable to exited deals	(859,540)	(128,381)
Fair value gains, net	34,519	114,899
Ending balance	<u>160,377</u>	<u>985,398</u>

Valuation processes of the Group

The Group has engaged third party qualified valuation experts to perform the valuation of certain Group Investments as of 30 June 2015. The third party valuers have utilised methods and techniques generally recognised as standard within the industry. These include discounted cash flows, earnings multiples and comparable market transactions approaches for private equity investments. Real estate investments were measured using the sales approach, discounted cash flows or the capitalization of future cash streams of the underlying asset using prevailing capitalization rate for similar properties or similar geographies. The valuation experts applied their judgment in determining the appropriate valuation techniques and considerations of unobservable valuation inputs used in valuation models which include discount rates, exit multiples, specific risk premiums, control premiums and comparable assets or companies.

The external valuers provided the Board of Directors with a range of values which were determined on the basis of different valuation approaches. The Board of Directors applied their judgment in determining appropriate values for individual investments from within the range which in their view is more representative of the fair value under the market conditions as at the date of the consolidated statement of financial position.

The techniques used by the independent valuation experts to determine fair values are described in detail below:

Valuation techniques used to derive level 3 fair values

Market approach

The market approach provides fair value indications for a Company through a comparison with guideline public companies or guideline transactions. The market approach entails selecting relevant financial metrics of the subject company, such as revenues, earnings or cash flows, and capitalizing those amounts using valuation multiples that are based on empirical market observations.

Firms engaged in the same or similar businesses, whose securities are actively traded, are selected for comparative purposes, and their capitalization rates are used as a guide in selecting appropriate risk-adjusted rates for the subject company. Enterprise value to earnings before interest, taxes, depreciation and amortization ("EV/EBITDA") ratios, established in active arm's length trading, are expressions of what prudent investors believe are fair and reasonable rates of return for these securities. Thus, they are interpreted as being reliable indicators of fair capitalization rates for the subject business, appropriately adjusted for risk factors.

Notes to the consolidated financial statements

For the year ended 30 June 2015

23 Fair value of financial instruments (continued)

Income approach

The income approach provides fair value indications for a Company, asset, debt or other investment through an analysis of its projected economic earnings (i.e., net operating income or cash flows), discounted to present value. The Discounted Cash Flow (DCF) analysis, a commonly used method under the income approach, estimates the present value of the projected cash flows to be generated by the subject company, asset, debt or other investment. The discount rate used in the DCF analysis is intended to reflect all relevant risks associated with realizing the stream of projected cash flows.

Asset-based (cost) approach

Under this method, a valuation analysis is performed for a Company's identified fixed, financial, intangible and other assets. The derived aggregate fair values are then offset by the estimated fair values of all existing and potential liabilities, resulting in an indicated range of values attributable to Shareholders' equity. This method was utilised in valuing investment companies where operating earnings are insignificant relative to the value of the underlying assets.

Sales comparison approach

In the sales comparison approach, the appraiser develops an opinion of value by comparing the property being valued to similar properties that have been sold within a reasonable period from the valuation date, applying appropriate units of comparison, and making adjustments to the sale prices of the comparable based on the elements of comparison.

The following approaches have been utilised by the valuation experts to value real estate investments:

Direct capitalization approach

The direct capitalization approach measures the property's capacity to generate future benefits and capitalises the income into an indication of value. Using the direct capitalization approach, a net operating income (or net cash flow) from real estate operations is capitalised by an appropriate rate of return (of one year's net operating income). The resulting present value of the future cash flow stream represents an indication of fair value.

Discounted cash flow approach

The discounted cash flow approach measures the property's capacity to generate future benefits for a specified holding period and capitalises the income into an indication of value. Using the discounted cash flow approach, a net operating income (or net cash flow) from real estate operations or the sale of assets is discounted by an appropriate rate of return over the forecast of net cash flows projected over an appropriate investment horizon. The resulting present value of the future cash flow stream represents an indication of value. The technique used is dependent on the characteristics of the asset and the method used to value them.

Notes to the consolidated financial statements

For the year ended 30 June 2015

23 Fair value of financial instruments (continued)

Description of significant unobservable inputs to valuation

Valuation Technique	Significant unobservable inputs	Range	The estimated fair value would increase (decrease) if:
Direct capitalization approach	Capitalization rate	7.50% - 8.50%	Capitalization rates were lower (higher)
Sales comparison approach	US\$ per acre:	140,000 - 170,000	
	BHD per square feet	45.0 - 100.0	
Discounted cash flow approach	Discount rates:	0.0% - 32.5%	Discount rates were lower (higher)
	Long-term growth rate:	1.0% to 3.0%	Long-term growth rate higher (lower)
	Terminal multiple:	2.5x to 7.5x	Terminal multiple was higher (lower)
Market approach	LTM EBITDA multiples:	4.5x to 8.5x	LTM EBITDA multiples were higher (lower)
	NFY, EBITDA multiples:	4.5x to 7.5x	NFY, EBITDA multiples were higher (lower)
	NFY + 1, EBITDA multiples:	6.5x to 7.0x	NFY+1, EBITDA multiples were higher (lower)
	Asset multiples:	0.30x - 0.85x	Assets multiples were higher (lower)
	Control premium:	0% - 20%	Control premiums were higher (lower)

Notes to the consolidated financial statements

For the year ended 30 June 2015

23 Fair value of financial instruments (continued)

The effect of unobservable inputs on fair value measurement

Although the Group believes that its estimates of fair value are appropriate, the use of different methodologies or assumptions could lead to different measurements of fair values. For fair value measurements in level 3, changing one or more of the assumptions used to reasonably possible alternative assumptions would have the following effects:

30 June 2015

	Unobservable inputs	Change	Impact on income	
			Favour- able US\$ '000	Unfavour- able US\$ '000
Private Equity investments	EBITDA multiples	+/- 10%	43,770	(43,880)
	Asset multiples	+/- 10%	477	(495)
	Terminal multiples	+/- 10%	6,690	(6,690)
	Discount rates	+/- 1%	3,867	(3,799)
Real Estate investments	Capitalization rates	+/- 1%	682	(561)
	Price per sq. ft. / acres	+/- 10%	3,477	(3,402)
	Discount rates	+/- 1%	1,108	(1,039)

30 June 2014

	Unobservable inputs	Change	Impact on income	
			Favour- able US\$ '000	Unfavour- able US\$ '000
Private Equity investments	EBITDA multiples	+/- 10%	41,747	(70,914)
	Asset multiples	+/- 10%	2,093	(2,092)
	MW capacity multiples	+/- 10%	1,423	(1,423)
	Terminal multiples	+/- 10%	22,089	(22,579)
	Discount rates	+/- 1%	14,458	(13,591)
Real Estate investments	Capitalization rates	+/- 1%	17,689	(12,442)
	Price per sq. ft. / acres	+/- 10%	61,766	(61,580)
	Discount rates	+/- 1%	2,294	(2,208)

Financial instruments not measured at fair value

The following table sets out the fair values of financial instruments not measured at fair value and analyses them by the level in the fair value hierarchy into which each fair value measurement is categorised.

	Level 1 US\$ '000	Level 2 US\$ '000	Level 3 US\$ '000	Total fair values US\$ '000	Total carrying amount US\$ '000
<u>30 June 2015</u>					
Assets					
Balances with banks	164,296	-	-	164,296	164,296
Due from investee companies	-	-	173,841	173,841	173,841
	164,296	-	173,841	338,137	338,137
Liabilities					
Accrued incentive fees	-	-	54,740	54,740	54,740
	-	-	54,740	54,740	54,740

Notes to the consolidated financial statements

For the year ended 30 June 2015

23 Fair value of financial instruments (continued)

30 June 2014	Level 1 US\$ '000	Level 2 US\$ '000	Level 3 US\$ '000	Total fair values US\$ '000	Total carrying amount US\$ '000
Assets					
Balances with banks	117,593	-	-	117,593	117,593
Due from investee companies	-	-	367,903	367,903	367,903
	117,593	-	367,903	485,496	485,496
Liabilities					
Due to financial and other institutions	-	-	370,427	370,427	370,427
Accrued incentive fees	-	-	43,018	43,018	43,018
	-	-	413,445	413,445	413,445

Balances with banks represent cash and cash equivalents and are due on demand. The carrying value of these balances represents their fair value.

The recoverability of due from investee companies, i.e. investment related receivables (management fee receivables, murabaha with investee companies and receivables from investee companies) were determined through waterfall calculations, which used the enterprise values as determined by the independent valuation experts. The carrying amounts therefore approximate the fair value of these receivables.

The fair value of due to financial and other institutions is estimated using discounted cash flow techniques, applying the current rates that are offered for financings of similar maturities and terms.

The fair value of obligations under mudaraba and senior class A preference shares cannot be ascertained accurately as there are no comparable market transactions of similar instruments. Further, these do not have a fixed repayment schedule and their repayment is subject to the repayment of priority claims and senior debts. Accordingly, these have not been disclosed in the above table.

Other receivables and other liabilities are current in nature and the fair values of these financial instruments approximate their carrying values. Therefore, these have not been disclosed in the above table.

24 Related party balances and transactions

Related parties consist of associated companies, significant shareholders, directors and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of the transactions carried out with the investee companies were approved by the previous board of directors of Arcapita and those approved agreements were transferred to the Group in accordance with the Plan of Reorganization. Any related party transactions subsequent to the date of emergence have been approved by the Group's Board of Directors.

Notes to the consolidated financial statements

For the year ended 30 June 2015

24 Related party balances and transactions (continued)

Balances with related parties included in the consolidated statement of financial position are as follows:

	30 June 2015		
	Gross		Net
	receivables	Provisions	receivables
	US\$ '000	US\$ '000	US\$ '000
Assets			
Murabaha with investee companies	309,290	(260,869)	48,421
Management fee receivables	178,361	(65,834)	112,527
Receivables from investee companies	30,804	(17,911)	12,893
	518,455	(344,614)	173,841
30 June 2014			
	Gross		Net
	receivables	Provisions	receivables
	US\$ '000	US\$ '000	US\$ '000
Assets			
Murabaha with investee companies	392,865	(285,020)	107,845
Management fee receivables	209,941	(68,560)	141,381
Receivables from investee companies	140,091	(21,414)	118,677
	742,897	(374,994)	367,903
Liabilities			
Payable to RA Group entities		1,348	801
Due to investee companies		1,776	1,733
Due to members of the Board of Directors		33,382	3,433
		36,506	5,967

Transactions with related parties included in the consolidated statement of profit or loss are as follows:

	Year ended	Period from
	30 June	28 June 2013
	2015	(date of
	US\$ '000	incorporation)
		to 30 June
		2014
	US\$ '000	US\$ '000
Management fee income	35,859	38,829
Profit on murabaha with investee companies	14,522	13,004
Remuneration to the Board of Directors	2,493	1,872
Incentive fee to the Board of Directors	29,900	3,433
Reversal / (charge) of provisions against receivables, net	9,901	(13,234)

Notes to the consolidated financial statements

For the year ended 30 June 2015

25 Maturity analysis of assets and liabilities

The tables below show an analysis of assets and liabilities analyzed according to when they are expected to be recovered or settled as at 30 June 2015 and at 2014. The Group's contractual undiscounted repayment obligations are disclosed in note 26.4 to the consolidated financial statements.

	Up to one year			Over one year			Total US\$ '000
	3 months US\$ '000	3 months to 12 months US\$ '000	Subtotal up to 1 year US\$ '000	1 to 3 years US\$ '000	3 to 5 years US\$ '000	Subtotal Over 1 year US\$ '000	
Assets							
Balances with banks	164,296	-	164,296	-	-	-	164,296
Receivables	19,573	7,843	27,416	129,999	16,916	146,915	174,331
Investments	4,093	14,481	18,574	91,714	50,089	141,803	160,377
Other assets	730	-	730	-	1,314	1,314	2,044
Total	188,692	22,324	211,016	221,713	68,319	290,032	501,048
Liabilities							
Other liabilities	6,068	1,682	7,750	690	-	690	8,440
Accrued incentive fees	13,580	3,000	16,580	35,273	2,887	38,160	54,740
Senior class A preference shares	-	-	-	437,856	-	437,856	437,856
Total	19,648	4,682	24,330	473,819	2,887	476,706	501,036
Net	169,044	17,642	186,686	(252,106)	65,432	(186,674)	12

Notes to the consolidated financial statements
For the year ended 30 June 2015

25 Maturity analysis of assets and liabilities (continued)

	Up to one year			Subtotal up to 1 year US\$ '000	Over one year			Subtotal Over 1 year US\$ '000	Total US\$ '000
	3 months US\$ '000	3 months to 12 months US\$ '000	1 to 3 years US\$ '000		3 to 5 years US\$ '000				
Assets									
Balances with banks	92,701	9,892	15,000	102,593	-	15,000	15,000	117,593	
Receivables	911	158,297	194,778	159,208	14,691	209,469	209,469	368,677	
Investments	159	661,921	269,587	662,080	53,731	323,318	323,318	985,398	
Other assets	2,959	53	642	3,012	672	1,314	1,314	4,326	
Total	96,730	830,163	480,007	926,893	69,094	549,101	549,101	1,475,994	
Liabilities									
Due to financial and other institutions	5,865	215,098	149,464	220,963	-	149,464	149,464	370,427	
Obligations under mudaraba	-	-	602,067	-	-	602,067	602,067	602,067	
Other liabilities	12,028	10,972	690	23,000	-	690	690	23,690	
Accrued incentive fees	-	26,506	8,149	26,506	8,363	16,512	16,512	43,018	
Senior class A preference shares	-	-	-	-	436,827	436,827	436,827	436,827	
Total	17,893	252,576	760,370	270,469	445,190	1,205,560	1,205,560	1,476,029	
Net	78,837	577,587	(280,363)	656,424	(376,096)	(656,459)	(656,459)	(35)	

Notes to the consolidated financial statements

For the year ended 30 June 2015

26 Risk management

26.1 Introduction

Risk is inherent in the Group's activities, but is managed through a process of ongoing identification, measurement and monitoring by the Group's Board of Directors. RA Group is exposed to credit risk, liquidity risk, market risk and operational risk as discussed in detail below. In order to mitigate such risks, RA Group's operations are being overseen by its Board of Directors, with the interests in the various portfolio companies managed by AIM, pursuant to the MSA. RA Group has established several committees (audit committee, claims committee and administrative committee) to oversee certain areas such as financial reporting, claims reconciliation, and the monitoring and approval of new projects.

26.2 Risk management structure

The operations, management, and control of the RA Group is the responsibility of the Board of Directors, however, certain of these functions have been outsourced to AIM pursuant to the MSA.

Audit Committee

The Audit Committee is appointed by the Board of Directors. The Audit Committee assists the Board in carrying out its responsibilities with respect to assessing the quality and integrity of financial reporting, the audit thereof, and the soundness of the internal controls of the Group. The Audit Committee also oversees and evaluates, in conjunction with the Board of Directors, on a quarterly basis, AIM's performance under, and compliance with, the MSA.

Administrative Committee

The Administrative Committee has been established to assist the Board of Directors in monitoring budgets for the RA Group's various advisors and to manage and oversee AIM's performance, as well as review all reporting received from AIM.

Claims Committee

The Claims Committee oversees the reconciliation of claims as well as distributions to claimholders pursuant to the Plan to Reorganization.

Control over portfolio investments among the RA Group and the various third-party investors who own syndicated equity interests in the portfolio investments is governed by a number of shareholder agreements and provisions in corporate documents that collectively implement a term sheet agreed among the Debtors and the UCC and approved by the Bankruptcy Court in connection with the Plan of Reorganization (such agreements and provisions, collectively, the "Cooperation Agreement").

Investment disposal process

The Cooperation Agreement provides that dispositions of portfolio investments are subject to approval by a "Disposition Committee" comprised of members appointed, respectively, by (a) RA Holding Corp. (through its Board of Directors) and (b) AIM (on behalf of the third-party co-investors in such portfolio investment).

The Major Investments will be sold in accordance with a disposition plan negotiated prior to the Effective Date by the Debtors and the UCC (each, a "Disposition Plan"). Investments comprising Major Investments are set forth in the Disposition Plan. The Disposition Plan for each Major Investment will set forth the material conditions (the "Sale Conditions") applicable to the sale of Investment. Any material deviation from the Disposition Plan for a Major Investment may only be effected with the approval of a majority of each of the Majority Committee Members and the Minority Committee Members of the relevant Disposition Committee.

Notes to the consolidated financial statements

For the year ended 30 June 2015

26 Risk management (continued)

26.2 Risk management structure (continued)

Investment disposal process (continued)

Each Disposition Committee shall have sole discretion to determine whether or not to sell a Minor Investment upon receipt of a bona fide third-party offer, provided that if the consideration to be received pursuant to such offer is not all cash and in a currency that can be readily bought or sold without government restrictions, such offer may only be accepted by the Disposition Committee in the event the majority of the Minority Committee Members shall have consented with respect to the form of consideration.

26.3 Credit risk

Credit risk is the risk of financial loss to the Group when a counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Groups exposure investment related receivables, its bank accounts and other receivables.

RA Group manages credit risk with respect to balances with bank by maintaining its current accounts with reputable financial institutions or banks with good credit ratings.

RA Group is also exposed to credit risk with respect to receivables mainly from investee companies. The financial performance of the investee companies drives these companies' ability to discharge their liabilities, which include the management fees, murabaha obligations, non-profit bearing loans and other receivables and reimbursables owed to RA Group. The ongoing management of the investee companies is carried out by AIM and the performance of these companies is regularly reported to the Board of Directors, which may carry out corrective action when needed.

(a) Maximum exposure to credit risk without taking account of any collateral and other credit enhancements

The Group does not maintain any collateral against its credit exposures. The table below shows the maximum exposure to credit risk for the components of the consolidated statement of financial position headings:

	Gross maximum exposure 30 June 2015 US\$ '000	Gross maximum exposure 30 June 2014 US\$ '000
Balances with banks	164,296	117,593
Receivables	174,331	368,677
Total credit risk exposure	338,627	486,270

Notes to the consolidated financial statements

For the year ended 30 June 2015

26 Risk management (continued)

26.3 Credit risk (continued)

(b) Analysis of credit quality

<u>30 June 2015</u>	Neither past due nor impaired US\$ '000	Past due but not impaired US\$ '000	Past due and impaired US\$ '000	Total US\$ '000
Balances with banks	164,296	-	-	164,296
Receivables				
- Gross	171,305	-	405,675	576,980
- Provisions	-	-	(402,649)	(402,649)
	171,305	-	3,026	174,331
	<u>335,601</u>	<u>-</u>	<u>3,026</u>	<u>338,627</u>
<u>30 June 2014</u>				
Balances with banks	117,593	-	-	117,593
Receivables				
- Gross	362,252	-	441,022	803,274
- Provisions	-	-	(434,597)	(434,597)
	362,252	-	6,425	368,677
	<u>479,845</u>	<u>-</u>	<u>6,425</u>	<u>486,270</u>

Amounts due from investee companies are recoverable primarily at the time of exit from the investee companies. The Group assesses recoverability of receivables on the basis of enterprise values and waterfall models as explained in note 23 and categorises those receivables against which it has recorded provisions as impaired.

The tables below set out the credit quality of balances with banks and receivables as at 30 June 2015 and at 30 June 2014. The analysis has been based on Standard and Poor's rating agency, where applicable:

<u>30 June 2015</u>	Balances with banks US\$ '000	Recei- vables US\$ '000	Total US\$ '000
Rated AAA to A-	163,287	-	163,287
Rated BBB+ and below	689	-	689
Unrated	320	174,331	174,651
	<u>164,296</u>	<u>174,331</u>	<u>338,627</u>

Notes to the consolidated financial statements

For the year ended 30 June 2015

26 Risk management (continued)

26.3 Credit risk (continued)

(b) Analysis of credit quality (continued)

30 June 2014	Balances with banks US\$ '000	Receivables US\$ '000	Total US\$ '000
Rated AAA to A-	116,600	-	116,600
Rated BBB+ and below	646	-	646
Unrated	347	368,677	369,024
	117,593	368,677	486,270

(c) Risk concentrations of the maximum exposure to credit risk

The maximum credit exposure to any counterparty as of 30 June 2015 was US\$ 162.9 million (30 June 2014: US\$ 122.5 million).

The following tables analyse the geographical and industrial sector concentrations of the Group's maximum exposure to credit risk.

30 June 2015

Geographical analysis	Middle East and Asia US\$ '000	North America US\$ '000	Europe US\$ '000	Total US\$ '000
Balances with banks	-	163,511	785	164,296
Receivables	29,971	19,679	124,681	174,331
Total	29,971	183,190	125,466	338,627

30 June 2015

Industry analysis	Real estate US\$ '000	Utilities US\$ '000	Banking and financial institutions US\$ '000	Others US\$ '000	Total US\$ '000
Balances with banks	-	-	164,296	-	164,296
Receivables	23,886	138,675	-	11,770	174,331
Total	23,886	138,675	164,296	11,770	338,627

30 June 2014

Geographical analysis	Middle East and Asia US\$ '000	North America US\$ '000	Europe US\$ '000	Total US\$ '000
Balances with banks	119	116,600	874	117,593
Receivables	174,029	59,268	135,380	368,677
Total	174,148	175,868	136,254	486,270

Notes to the consolidated financial statements

For the year ended 30 June 2015

26 Risk management (continued)

26.3 Credit risk (continued)

(c) Risk concentrations of the maximum exposure to credit risk (continued)

30 June 2014

Industry analysis	Real estate US\$ '000	Utilities US\$ '000	Banking and financial institutions US\$ '000	Others US\$ '000	Total US\$ '000
Balances with banks	-	-	117,593	-	117,593
Receivables	153,506	176,419	-	38,752	368,677
Total	153,506	176,419	117,593	38,752	486,270

26.4 Liquidity risk

Liquidity risk is the risk that the Group will be unable to meet its obligations when they fall due.

RA Group had payment obligations under the Exit Facility, which was to mature in 2016. The Exit Facility was prepaid early and fully settled by the Group during the period. RA Group also had liabilities due to an investee company in connection with a sale and leaseback financing transaction which was entered into by Arcapita and its investment vehicle (now transferred to the RA Group pursuant to the Plan of Reorganization) during March 2012. The RA Group held an option on behalf of the investment vehicle to buy back the asset within three years expiring in March 2015, and subject to the RA Group making all the payments on the due dates in line with the lease agreements. On January 8, 2015, the Group completed an agreement to sell its stake in Lusail Golf Development Company ("Lusail"), an investment asset held as part of obligation under sale and leaseback transaction, to a subsidiary of Barwa Real Estate Company Q.S.C. ("Barwa"). Consequently, the obligation under the sale and leaseback transaction was settled in full during the period.

RA Group has accrued incentive fee liabilities as detailed in note 10 to the consolidated financial statements. Accrued incentive fees are not a liquidity risk as the fees are tied directly to the achievement of certain hurdle rates at the time of sale for each investment.

The following tables illustrate the contractual payment obligations in respect of undiscounted financial liabilities and contingencies as at 30 June 2015 and at 30 June 2014:

30 June 2015

	Up to one year			Over one year		Total US\$ '000
	Up to 3 months US\$ '000	3 months to 12 months US\$ '000	Subtotal up to 1 year US\$ '000	1 to 3 years US\$ '000	No fixed maturity US\$ '000	
Senior class A preference shares (b)	-	-	-	-	437,856	437,856
Accrued incentive fees	-	-	-	-	54,740	54,740
Other liabilities	-	-	-	-	8,429	8,429
	-	-	-	-	501,025	501,025

Notes to the consolidated financial statements

For the year ended 30 June 2015

26 Risk management (continued)

26.4 Liquidity risk (continued)

30 June 2014

	Up to one year			Over one year	No fixed maturity US\$ '000	Total US\$ '000
	Up to 3 months US\$ '000	3 months to 12 months US\$ '000	Subtotal up to 1 year US\$ '000	1 to 3 years US\$ '000		
Due to financial and other institutions	13,742	240,634	254,376	116,051	-	370,427
Obligations under mudaraba (a)	-	-	-	-	602,067	602,067
Senior class A preference shares (b)	-	-	-	-	436,827	436,827
Accrued incentive fees	-	-	-	-	54,740	54,740
Other liabilities	13,474	10,216	23,690	-	-	23,690
	27,216	250,850	278,066	116,051	1,093,634	1,487,751

- (a) These carry a fixed rate of 12% but do not have a fixed repayment schedule. The repayments of profit and principal are subject to the disposition of investments and repayment of Exit Facility and other priority claims. Therefore, these have been reflected in the above table at amortised cost.
- (b) These do not have a fixed repayment schedule. The redemption of these is dependent upon the disposition of investments and repayment of Exit Facility, other priority claims and obligations under mudaraba. Therefore, these have been reflected in the above tables at amortised cost.

26.5 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of: profit rate risk, equity price risk, and currency risk. Financial instruments affected by market risk include investments and due to financial and other institutions.

26.5.1 Profit rate risk

Profit rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market profit rates. It is a combination of the rate of return risk and the risk of exposure due to the mismatch in the Group's profit sensitive assets and liabilities caused by variations in the market reference rate which would result in a decrease of the Group's net present value.

Notes to the consolidated financial statements

For the year ended 30 June 2015

26 Risk management (continued)

26.5 Market risk (continued)

26.5.1 Profit rate risk (continued)

The Group is not exposed to profit rate risk on its financial assets as these are based on fixed profit rates. However, the fair value of financial instruments may be affected by current market forces including interest rates. Prior to settlement on 20 January 2015, the Group was exposed to profit rate risk in respect of its exit facility which carries a profit rate of LIBOR plus 8.25%, with a LIBOR floor of 1.50%. The following table demonstrates the sensitivity to a reasonably possible change in profit rates on the same. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate debt obligations, as follows:

<u>30 June 2015</u>	Increase / decrease in basis points	Effect on profit before tax US\$ '000
	+100	-
	-100	-
<u>30 June 2014</u>	Increase / decrease in basis points	Effect on profit before tax US\$ '000
	+100	(1,495)
	-100	1,495

26.5.2 Equity price risk

Equity price risk is the risk that the fair value of equities will fluctuate as a result of changes in the fair future value of investment securities. The Group relies on AIM to manage the performance of its investments portfolio and prepare the monthly performance reports provided to the Board of Directors. Valuation reports are also prepared and updated by an independent third party valuation expert on a regular basis or when the Board of Directors consider that there has been a change in the significant inputs used to fair value these investments.

The Group is exposed to equity price risk in relation to its investments in equity instruments of investee companies. Refer to note 23 to this consolidated financial statements for details on the unobservable inputs used to determine the fair value and the sensitivity analysis of a reasonable change in unobservable inputs.

26.5.3 Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's net open positions denominated in currencies other than the reporting currency and the translation impact of translating subsidiaries that operate in other currencies.

Notes to the consolidated financial statements

For the year ended 30 June 2015

26 Risk management (continued)

26.5 Market risk (continued)

26.5.3 Currency risk (continued)

The Group's financial liabilities are primarily denominated in United States Dollar. The Group had the following significant exposures denominated in foreign currencies at 30 June 2015 and 30 June 2014:

30 June 2015	Assets US\$ '000	Liabilities US\$ '000	Net US\$ '000
Pound sterling	141,316	(3,287)	138,029
Japanese yen	10,907	(12)	10,895
Others	3,475	(2,358)	1,117
	155,698	(5,657)	150,041
30 June 2014	Assets US\$ '000	Liabilities US\$ '000	Net US\$ '000
Pound sterling	136,509	(581)	135,928
Japanese yen	11,130	(14)	11,116
Others	12,162	(10,715)	1,447
	159,801	(11,310)	148,491

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities.

30 June 2015	Change in US\$ rate in percentage	Increase Effect on profit before tax US\$ '000	Decrease Effect on profit before tax US\$ '000
Pound sterling	+/-10%	13,803	(13,803)
Japanese yen	+/-10%	1,090	(1,090)
Others	+/-10%	112	(112)
30 June 2014	Change in US\$ rate in percentage	Increase Effect on profit before tax US\$ '000	Decrease Effect on profit before tax US\$ '000
Pound sterling	+/-10%	13,593	(13,593)
Japanese yen	+/-10%	1,112	(1,112)
Others	+/-10%	145	(145)

Notes to the consolidated financial statements

For the year ended 30 June 2015

26 Risk management (continued)

26.6 Operational risk

As discussed in note 1 to the consolidated financial statement, RA Group has outsourced its investment management and financial reporting services to AIM. The Group is exposed to operational risk in relation to the outsourced activities. To manage these risks, the RA Group has established an Audit Committee, and separately participates in Disposition Committees which oversee the disposal process.

27 Segmental reporting

Segmental reporting is not applicable since the Board of Directors does not review the performance of the Group's investment portfolio on a segmental basis.

28 Post-reporting date events

No adjusting or significant non-adjusting events have occurred between the reporting date and the date of authorisation.

29 Comparative

Comparative figures for the previous period have been reclassified/re-arranged wherever necessary to conform with the presentation in the current year's consolidated financial statements.

30 Adjustments relating to correction of prior period errors

In prior periods, RA Bahrain BSC (c) recorded management fee income in excess of its entitlement as per the relevant management services agreements in respect of services provided to certain investee companies. In addition, the Group did not record certain unrealised incentive fees payable. Further, there were misstatements identified in the priority and convenience claims. These errors have been identified and corrected by the Group in the current year.

The errors were made in prior reporting periods. Therefore, the consolidated statement of financial position as at 30 June 2014 and consolidated statements of profit or loss and other comprehensive income, cash flows and changes in equity for the period from 28 June 2013 to 30 June 2014 have been restated as follows:

Consolidated financial statements line item / balance affected :

	Previously reported 30 June 2014 US\$ '000	Correction of errors (adjustment) US\$ '000	Restated 30 June 2014 US\$ '000
Consolidated statement of financial position:			
Receivables - management fee receivables	372,872	(4,195)	368,677
Accrued incentive fees (unrealised)	36,799	6,219	43,018
Senior class A preference shares	446,246	(9,419)	436,827
Obligations under mudaraba	602,617	(550)	602,067
Other liabilities - priority claims	4,127	(457)	3,670
Other liabilities - convenience claims	1,213	12	1,225

Notes to the consolidated financial statements
For the year ended 30 June 2015
30 Adjustment relating to correction of prior period errors (continued)

	Period from 28 June 2013 to 30 June 2014 US\$ '000	Correction of errors (adjustment) US\$ '000	Restated Period from 28 June 2013 to 30 June 2014 US\$ '000
Consolidated statement of profit or loss and other comprehensive income:			
Management fee income	39,995	(1,166)	38,829
Performance based incentive fees			
Realised	8,357	-	8,357
Unrealised	36,799	6,219	43,018
Financing expenses	95,298	(550)	94,748