Mercantile Bank Holdings Limited and its subsidiaries
(“the Group”)
Unaudited bi-annual disclosure
30 June 2009

Disclosure in terms of the Banks Act, Regulation 43

1. Basis of compilation

The following information is compiled in terms of Regulation 43 of the Banks Act 1990 (as amended) the ("Regulations"), which incorporates the Basel II Pillar Three requirements on market discipline.

All disclosures presented below are consistent with those disclosed in terms of International Financial Reporting Standards ("IFRS") unless otherwise stated. In the main, differences between IFRS and information disclosed in terms of the Regulations relate to the definition of capital and the calculation and measurement thereof.

These disclosures have been prepared in compliance with the Group’s disclosure policy.

2. Scope of reporting

This report covers the consolidated results of Mercantile Bank Holdings Limited and its subsidiaries (“the Group”) for 30 June 2009.

Mercantile Bank Holdings Limited is a registered bank controlling and investment holding company. Its holding company is Caixa Geral de Depósitos S.A. (“CGD”), a company registered in Portugal.

The consolidated approach adopted for accounting purposes is consistent with the approach adopted for regulatory purposes. The descriptions and details of the entities within the Group are as follows:

Company name	**Effective holding %**	**Nature of business**	**Fully consolidated**
LSM (Troyeville) Properties (Pty) Limited	100	Property holding	Yes
Mercantile Bank Limited	100	Banking	Yes
Mercantile Insurance Brokers (Pty) Limited	100	Insurance and assurance brokers	Yes
Mercantile Nominees (Pty) Limited	100	Nominee company	Yes
Mercantile Registrars Limited	100	Investment company	Yes
Portion 2 of Lot 8 Sandown (Pty) Limited	100	Property holding	Yes

There are currently no restrictions or other major impediments on the transfer of funds or capital within the Group.

3. Detailed disclosures

3.1 Credit risk

The Group has adopted the standardised approach to determine the capital requirement for credit risk on all portfolios. The Group does not intend to migrate to the internal ratings based approach for credit risk in the short-term.

The Group primarily advances funds to unrated counterparties. In the case of exposures to rated counterparties, the process of risk weighting these exposures is in accordance with the requirements of the Bank Regulations.

Table 3.1.1 Gross credit risk exposures
As at 30 June 2009

Portfolios	Gross exposure R'000	Risk-weighted exposure R'000	Total capital required (@ 8%) R'000
SME Corporate	1,951,142	1,682,793	134,623
Public Sector Entities	50,388	25,194	2,016
Sovereigns	242,724	-	-
Banks	1,112,010	222,823	17,826
Retail	730,860	309,910	24,793
SME Retail	1,634,130	1,256,685	100,535
Total	**5,721,254**	**3,497,405**	**279,793**

Table 3.1.2 Aggregate credit exposure after set off but before and after credit mitigation techniques
As at 30 June 2009

Major types of credit exposure	Gross credit exposure after set off R'000	Credit risk mitigation (1) R'000	Credit exposure after risk mitigation R'000
SME Corporate	1,951,142	91,513	1,859,629
Public Sector Entities	50,388	-	50,388
Sovereigns	242,724	-	242,724
Banks	1,112,010	-	1,112,010
Retail	730,860	23,988	706,872
SME Retail	1,634,130	70,915	1,563,215
Total	**5,721,254**	**186,416**	**5,534,838**

Table 3.1.2 Aggregate credit exposure after set off but before and after credit mitigation techniques (continued)
As at 30 June 2009

([1]) Only inward guarantees and pledged investments and/or liquid funds are taken into account as credit risk mitigation. Inward guarantees are mainly received from CGD. Other forms of credit risk mitigation in the form of collateral are non-qualifying in terms of the Bank Regulations and are commented on below.

The Group uses on- and off- balance sheet netting to restrict its exposure to credit losses. When a client maintains both debit and credit balances with the Group and the Group enters into a netting agreement in respect of the relevant loans and deposits with the said counterparty, the Group may regard the exposure as a collateralised exposure in accordance with Regulation 23 of the Banks Regulations. As at 30 June 2009, the Group did not recognise any netting arrangements to reduce its credit risk exposures.

Policies and processes for collateral valuation and management

Dependent upon the risk profile of the customer, the risk inherent in the product offering and the track record/payment history of the client, varying types and levels of security are taken to mitigate credit related risks. These include inter alia pledges of investments, mortgage and notarial bonds, guarantees and cession of debtors. Various levels of security value are attached to the different categories of security offered by a client. The value of the security is reviewed regularly and the values are maintained on an electronic security register. The Group does not have any material concentration risk in respect of collateral used to mitigate credit risk. Clean or unsecured lending will only be considered for financially strong borrowers.

Table 3.1.3 Geographical distribution of credit exposure
As at 30 June 2009

	On balance sheet exposure	**Off balance sheet exposure**	**Derivative instruments**	**Total**
	R'000	**R'000**	**R'000**	**R'000**
Geographical area				
South Africa	4,192,443	575,265	88,039	4,855,747
Other	865,507	-	-	865,507
- Africa (excluding South Africa)	1,454	-	-	1,454
- Asia	2,014	-	-	2,014
- Australia	987	-	-	987
- Europe - CGD	703,196	-	-	703,196
- Other institutions	35,054	-	-	35,054
- North America	122,802	-	-	122,802
Total	**5,057,950**	**575,265**	**88,039**	**5,721,254**

Table 3.1.4 Analyses of credit exposure based on industry sector
As at 30 June 2009

	On balance sheet exposure R'000	Off balance sheet exposure R'000	Derivative instruments R'000	Total R'000
Industry sector				
Agriculture, hunting, forestry and fishing	51,426	2,290	92	53,808
Mining and quarrying	10,999	33	-	11,032
Manufacturing	592,188	34,891	4,834	631,913
Electricity, gas and water supply	4,155	564	14	4,733
Construction	275,209	142,887	3,890	421,986
Wholesale and retail trade, repair of specified items, hotel	447,949	102,416	12,181	562,546
Transport, storage and communication	41,338	3,010	24	44,372
Financial intermediation and insurance	1,554,017	1,747	57,609	1,613,373
Real estate	574,040	43,613	161	617,814
Business services	247,183	22,012	3,414	272,609
Community, social and personal services	23,981	125	3	24,109
Private households	675,825	40,953	286	717,064
Other	559,640	180,724	5,531	745,895
Total	**5,057,950**	**575,265**	**88,039**	**5,721,254**

Table 3.1.5 Derivatives exposing the bank to counterparty credit risk
As at 30 June 2009

	Total derivative instruments R'000	Maximum counterparty credit exposure R'000
Counterparty credit risk		
Gross positive fair value	**71,187**	**91,559**
Current netting benefits	**-**	**-**
Netted current credit exposure (pre-mitigation)	**71,187**	**91,559**
Collateral value after haircut	**-**	**-**
Current exposure method	**88,039**	**101,712**
Credit exposure	**27,116**	**27,025**

Table 3.1.6 Daily average gross credit exposure
For the six months ending 30 June 2009

	Average gross credit exposure R'000
Summary of on-balance sheet and off-balance sheet credit exposure	
Asset class	
Liquid assets	**1,538,912**
Cash and cash equivalents - Rand denominated	291,251
Cash and cash equivalents - Foreign currency denominated	957,847
Negotiable securities	289,814
Gross loans and other advances	**3,732,852**
Current accounts	757,568
Credit card	22,984
Mortgage loans	1,693,030
Instalment sales and leases	367,891
Other advances	891,379
Gross other assets	**91,234**
Investments	25,570
Derivative financial assets	65,664
On-balance sheet exposure	**5,362,998**
Guarantees	305,242
Committed undrawn facilities	312,279
Letters of credit	8,472
Off-balance sheet exposure	**625,993**
Total gross credit exposure	**5,988,991**

Table 3.1.7 Impairments of loans and advances per geographical area

As at 30 June 2009

Impaired and past due loans and advances by geographical area

	South Africa Gross amount R'000	Other Gross amount R'000
Individually impaired loans and advances	**176,500**	**-**
Impairments for credit losses		
Portfolio impairments	20,719	-
Specific impairments	44,887	-
Interest in suspense	17,791	-
	83,397	**-**

Past due loans and advances

Category age analysis of loans and advances that are past due but not individually impaired

Past due for:	1 – 30 days R'000	31 - 60 days R'000	61 -90 days R'000	Total gross amount R'000
South Africa	**9,506**	**16,693**	**4,455**	**30,654**
Other	**-**	**-**	**-**	**-**

A financial asset is past due when the counterparty has failed to make a payment when contractually due and is based on appropriate rules and assumptions per product type. An impairment loss is recognised if and only if, there is objective evidence that a financial asset or group of financial assets is impaired. Impaired exposure relates to assets that are individually determined to be impaired at reporting date.

Table 3.1.8 Reconciliation of changes in specific and portfolio impairments
For the six months ending 30 June 2009

Impairments for credit losses

Reconciliation of credit impairment Balance sheet	**Portfolio impairment R'000**	**Specific impairment R'000**	**Total R'000**
Credit impairments: balance at the beginning of period	**19,768**	**39,081**	**58,849**
Movements for the period:			
Credit losses written-off	**-**	**(653)**	**(653)**
Net impairments raised	**951**	**6,460**	**7,411**
Credit impairments: balance at the end of period	**20,719**	**44,888**	**65,607**
Interest in suspense at end of period	**-**	**17,791**	**17,791**
Credit impairments: balance at the end of period (including interest in suspense)	**20,719**	**62,679**	**83,398**

Table 3.1.9 Write-offs and recoveries reflected in the income statement
For the six months ending 30 June 2009

	South Africa R'000
Net credit losses on loans and advances	
Movements for the period:	
Bad debts recovered	**(662)**
Net impairments raised	**7,411**
Net credit losses	**6,749**

3.2 Operational risk

The Group currently holds R61,1 million in operational risk capital in terms of the standardised approach for the calculation of this capital (based on a capital requirement of 9.5%).

3.3 Market risk

The portfolios that are subject to market risk are foreign exchange, equity positions and interest rate contracts, where the standardised approach is applied.

Table 3.3 Banks capital requirements for the identified market risk
As at 30 June 2009

	Total R'000
Market risk	
Interest rate products	332,254
Equity positions	1,149
Foreign exchange positions	117
Total	**333,520**

3.4 Equity positions

Investments consist of unlisted and listed equity investments and have been designated as available-for-sale.

Table 3.4.1 Equity investments
As at 30 June 2009

	Type	Carrying amount R'000	Fair value R'000	Capital requirement R'000
Investments				
Listed	Shares	11,844	11,844	1,125
Unlisted	Shares	277	277	27
Total		**12,121**	**12,121**	**1,152**

Table 3.4.2 Realised and unrealised gains on equity investments
For the six months ending 30 June 2009

	Total R'000
Realised gains and losses in profit and loss for the period	
Listed	-
Unlisted	1,583
Gain	**1,583**
Unrealised cumulative gains and losses recognised directly in equity	
Listed	11 844
Unlisted	73
Gain	**11,917**

3.5 Liquidity risk

The table below summarises assets and liabilities of the Group into relevant maturity groupings, based on the remaining period to the contractual maturity at balance sheet date:

Table 3.5 Liquidity maturity analyses
As at 30 June 2009

	Assets R'000	Liabilities R'000	Total mismatch R'000
Maturing up to one month	2,166,602	3,116,224	(949,622)
Maturing between two and three months	90,706	562,893	(472,187)
Maturing between four months and six months	136,177	396,446	(260,269)
Maturing between seven months and twelve months	37,609	183,800	(146,191)
Maturing after one year	2,900,665	16,226	2,884,439
Non-contractual	322,411	1,378,581	(1,056,170)
	5,654,170	**5,654,170**	**-**

3.6 Interest rate risk

Interest rate sensitivity analyses

For regulatory purposes, the assessment and measurement of interest rate risk is based on the accumulated impact of interest rate sensitive instruments resulting from a parallel movement of plus or minus 200 basis points on the yield curve.

In addition, the impact on equity and profit and loss resulting from a change in interest rates is calculated monthly based on management’s forecast of the most likely change in interest rates.

The table below reflects the Group’s annual net interest income sensitivity for a 200 basis point increase or decrease in interest rates, while all other variables remain constant. The impact is mainly attributable to the Group’s exposure to interest rates on its capital position and lending and borrowings in the banking book.

Table 3.6 Net interest income sensitivity
As at 30 June 2009

	Impact on economic value of equity	Impact on net interest income for twelve months
	R'000	R'000
Net interest income sensitivity		
Interest rate increase (200bps increase)	30,613	30,613
Interest rate decrease (200bps decrease)	(30,613)	(30,613)

3.7 Capital management

Table 3.7.1 Capital structure and regulatory capital adequacy
As at 30 June 2009

	Mercantile Bank Holdings Limited Group R'000	Mercantile Bank Limited Company R'000
Primary share capital		
Qualifying primary capital and reserve funds and deductions		
Issued primary share capital	**31,817**	**124,969**
Ordinary shares	31,817	124,969
Primary unimpaired reserve funds	**1,256,705**	**1,370,561**
Share premium	1,170,753	1,358,330
Retained earnings	74,686	
General reserve	7,478	12,231
Other capital reserve funds	3,788	-
Total primary share capital and unimpaired reserve funds, before deductions, specified approved amounts and non qualifying amounts	**1,288,522**	**1,495,530**
Deductions against primary share capital and primary unimpaired reserve funds	**125,871**	**305,277**
Accumulated losses	-	172,455
Intangible assets - computer software	125,171	125,171
Qualifying capital instruments held in banks	700	7,651
Net qualifying primary share capital and reserve funds	**1,162,651**	**1,190,253**
Qualifying secondary capital and reserve funds		
Secondary unimpaired reserve funds	**51,466**	**19,303**
Revaluation surplus	32,197	34
General allowance for credit impairment, after deferred tax	19,269	19,269
Total secondary capital and unimpaired reserve funds before deductions and non qualifying amounts	**51,466**	**19,303**
Net qualifying secondary capital and reserve funds	**51,466**	**19,303**
Aggregate amount of qualifying primary and secondary capital and reserve funds and qualifying tertiary capital	**1,214,117**	**1,209,556**
Capital adequacy ratio	**28.15%**	**27.34%**
Primary capital	26.97%	26.90%
Secondary capital	1.18%	0.44%

3.7.2 Total risk weighted exposure and required regulatory capital

As at 30 June 2009

	Mercantile Bank Holdings Limited Group		Mercantile Bank Limited Company	
	Total risk weighted exposure R'000	Minimum regulatory capital (@ 9.5%) R'000	Total risk weighted exposure R'000	Minimum regulatory capital (@ 9.5%) R'000
Total	**4,312,082**	**409,504**	**4,423,945**	**420,275**

The Group has documented its Internal Capital Adequacy Assessment Process ("ICAAP"), which was approved by the Board of Directors. Various direct, indirect and associated risks faced by the bank were evaluated as well as mitigating controls that are in place.

4. Financial performance and financial position

Information pertaining to the financial performance and financial position for the six months ended 30 June 2009 has been publicly disclosed on SENS on 22 July 2009.

5. Qualitative disclosures and accounting policies

The Regulations require that certain qualitative disclosures and statements on accounting policy be made. These required regulatory qualitative disclosures and statements on accounting policy were made in the Group annual report for the financial year ended 31 December 2008.

The above disclosures should be read in conjunction with these qualitative disclosures made in the risk management and control, corporate governance and statements on Group accounting policy contained in the Group annual report at 31 December 2008.

3 September 2009