

**Schedule 2
FORM ECSRC – OR**

(Select One)

QUARTERLY FINANCIAL REPORT for the period ended
Pursuant to Section 98(2) of the Securities Act, 2001

31 March 2020

OR

TRANSITION REPORT

for the transition period from _____ to _____

Pursuant to Section 98(2) of the Securities Act, 2001

(Applicable where there is a change in reporting issuer's financial year)

Issuer Registration Number: GCB26071932GR

Grenada Co-operative Bank Limited

(Exact name of reporting issuer as specified in its charter)

Grenada

(Territory or jurisdiction of incorporation)

No. 8 Church Street, St. George's, Grenada

(Address of principal executive Offices)

(Reporting issuer's:

Telephone number (including area code): 1 473 - 440 -2111

Fax number: 1 473 - 440 -6600

Email address: info@grenadaco-opbank.com

(Former name, former address and former financial year, if changed since last report)

(Provide information stipulated in paragraphs 1 to 8 hereunder)

Indicate the number of outstanding shares of each of the reporting issuer's classes of common stock, as of the date of completion of this report. _____

CLASS	NUMBER
Common stock	7,600,000

SIGNATURES

A Director, the Chief Executive Officer and Chief Financial Officer of the company shall sign this Annual Report on behalf of the company. By so doing each certifies that he has made diligent efforts to verify the material accuracy and completeness of the information herein contained.

The Chief Financial Officer by signing this form is hereby certifying that the financial statements submitted fairly state the company's financial position and results of operations, or receipts and disbursements, as of the dates and period(s) indicated. The Chief Financial Officer further certifies that all financial statements submitted herewith are prepared in accordance with International Accounting Standards consistently applied (except as stated in the notes thereto) and (with respect to year-end figures) including all adjustments necessary for fair presentation under the circumstances.

Name of Chief Executive Officer:

Richard Duncan

Signature

SIGNED AND CERTIFIED

27 April 2020

Date

Name of Director:

Darryl Brathwaite

Signature

SIGNED AND CERTIFIED

27 April 2020

Date

Name of Chief Financial Officer:

Allana Joseph

Signature

SIGNED AND CERTIFIED

27 April 2020

Date

INFORMATION TO BE INCLUDED IN FORM ECSRC-OR

1. Financial Statements

Provide Financial Statements for the period being reported in accordance with International Accounting Standards. The format of the financial statements should be similar to those provided with the registration statement. Include the following:

- (a) Condensed Balance Sheet as of the end of the most recent financial year and just concluded reporting period.
- (b) Condensed Statement of Income for the just concluded reporting period and the corresponding period in the previous financial year along with interim three, six and nine months of the current financial year and corresponding period in the previous financial year.
- (c) Condensed Statement of Cash Flows for the just concluded reporting period and the corresponding period in the previous financial year along with the interim three, six and nine months of the current financial year and the corresponding period in the previous financial year.
- (d) By way of *Notes to Condensed Financial Statements*, provide explanation of items in the financial statements and indicate any deviations from generally accepted accounting practices.

2. Management's Discussion and Analysis of Financial Condition and Results of Operation.

Discuss the reporting issuer's financial condition covering aspects such as liquidity, capital resources, changes in financial condition and results of operations during the reporting period. Discussions of liquidity and capital resources may be combined whenever the two topics are interrelated. Discussion of material changes should be from the end of the preceding financial year to the date of the most recent interim report.

The Management's Discussion and Analysis should disclose sufficient information to enable investors to judge:

- 1. The quality of earnings;
- 2. The likelihood that past performance is indicative of future performance; and
- 3. The issuer's general financial condition and outlook.

It should disclose information over and above that which is provided in the management accounts and should not be merely a description of the movements in the financial statements in narrative form or an otherwise uninformative series of technical responses. It should provide management's perspective of the company that enables investors to view the business from the vantage point of management.

The discussion should focus on aspects such as liquidity; capital resources; changes in financial condition; results of operations; material trends and uncertainties and measures

taken or to be taken to address unfavourable trends; key performance indicators; and non-financial indicators.

General Discussion and Analysis of Financial Condition

<p>1. The Bank's first half Net Profit After Tax for the 2020 financial year was \$7.3M; an improvement from the \$5.9M out-turn as at March 31, 2019.</p> <p>2. The Bank's improved bottom-line performance continues to be driven by:</p> <ul style="list-style-type: none">i. effective credit risk management along with favourable yields on a high quality and expanding credit portfolio.ii. favourable returns on the investment portfolio.iii. effective management of the interest expense considering the value of the deposit portfolio.iv. growth in fees and commissions propelled by increased transaction volumes and service activities,v. the recovery of loans previously written-off. <p>3. Total Revenue increased by \$2.6M from \$31.8M in March 2019 to \$34.5M in March 2020, due primarily to growth in Other Income (up by 20%), and increased Investment Income (up by 18.6%).</p> <p>4. Total Expenditure stood at \$24.9M, greater than last year by \$1.1M and is primarily the result of the increase in staff costs for the period.</p> <ul style="list-style-type: none">i. A decrease of 6% was realized in Interest Expense, while Operating Expenses was greater than prior year 6%.ii. No impairment charge was applied for this quarter as there was no increase in Expected Losses (ECL) based on the assessment done. Comparatively, no impairment charge was made in the corresponding period in 2019 as no assessment of Expected Credit Losses was done. <p>5. Total Assets decreased from the September 2019 position by 0.5% or \$5.3M, due to:</p> <ul style="list-style-type: none">i. Investments: decreasing by \$25M or 6%, a consequence of the reduction in the value of (unrealized losses) the internationally managed portfolios.ii. Customer Loans: increased by \$11.2M or 2%, with the largest dollar value being Mortgage Loans; and largest percentage growth being realized in the Demand Loan portfolio.iii. Other Receivables and Prepayments: declined by \$1.4M over the previous year, due primarily to card related settlements.iv. Cash and due from Bank: increased by \$8.6M or 7% over the prior period. <p>6. The growth in Other Liabilities of \$13.4M was a result of increased card related settlements.</p> <p>7. Customers' Deposits - the Bank's largest liability (largest funding source) decreased by \$14M or 1%; the net effect of declines in savings deposits, fixed deposits and personal chequing accounts; and increases in all other deposit categories.</p> <p>8. The Bank's Equity position at March 31st, 2020 had a net reduction overall impacted by:</p> <ul style="list-style-type: none">i. Growth in Retained Earnings arising from the direct impact of the first half Net Profit After Taxes.ii. Unrealized losses on the international investment portfolio of \$12M, representing decline in the fair value of the instruments within the portfolio. This performance was mainly influenced by the COVID-19 global pandemic in the second quarter, which caused worldwide markets to plunge devolving into the first "bear market" in over a decade. <p>9. The Capital Adequacy (CAR), Non-Performing Loans (NPL) and Debt Exposure ratios were all maintained within prudential benchmarks: -</p> <ul style="list-style-type: none">i. The CAR stood at 11.1% and Debt Exposure ratio at 88%, an increased and unchanged performance, respectively when compared to their September 2019 positions.ii. The NPL ratio remained under 1%; reducing slightly by 0.02 basis points from September's position of 0.55% and now stands at of 0.53%.
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Liquidity and Capital Resources

Provide a narrative explanation of the following (but not limited to):

- i) **The reporting issuer's financial condition covering aspects such as liquidity, capital resources, changes in financial condition and results of operations.**
- ii) **Any known trends, demands, commitments, events or uncertainties that will result in, or that are reasonably likely to result in, the issuer's liquidity increasing or decreasing in any material way. If a deficiency is identified, indicate the course of action that the reporting issuer has taken or proposes to take to remedy the deficiency.**
- iii) **The issuer's internal and external sources of liquidity and any material unused sources of liquid assets.**
- iv) **Provisions contained in financial guarantees or commitments, debt or lease agreements or other arrangements that could trigger a requirement for an early payment, additional collateral support, changes in terms, acceleration of maturity, or the creation of an additional financial obligation such as adverse changes in the issuer's financial ratios, earnings, cash flows or stock price or changes in the value of underlying, linked or indexed assets.**

- v) Circumstances that could impair the issuer's ability to continue to engage in transactions that have been integral to historical operations or are financially or operationally essential or that could render that activity commercially impracticable such as the inability to maintain a specified level of earnings, earnings per share, financial ratios or collateral.
- vi) Factors specific to the issuer and its markets that the issuer expects will affect its ability to raise short-term and long-term financing, guarantees of debt or other commitment to third parties, and written options on non-financial assets.
- vii) The relevant maturity grouping of assets and liabilities based on the remaining period at the balance sheet date to the contractual maturity date. Commentary should provide information about effective periods and the way the risks associated with different maturity and interest profiles are managed and controlled.
- viii) The issuer's material commitments for capital expenditures as of the end of the latest fiscal period, and indicate the general purposes of such commitments and the anticipated source of funds needed to fulfil such commitments.
- ix) Any known material trends, favorable or unfavorable, in the issuer's capital resources, including any expected material changes in the mix and relative cost of capital resources, considering changes between debt, equity and any off-balance sheet financing arrangements.

Discussion of Liquidity and Capital Resources

The Loan to Deposit (LTD) ratio which is an indicator of the bank's liquidity position stood at 50% which is 25 percentage points below the minimum prudential guideline. This result suggests the availability of excess depositor's funds for loans or investing. Given the highly competitive loan market these funds have been employed in investing activities as observed in the position of the debt exposure ratio.

The Bank's Capital Adequacy Ratio (CAR) increased slightly to 11.1% while the Debt Exposure ratio stood at 88%.

Off Balance Sheet Arrangements

Provide a narrative explanation of the following (but not limited to):

- i) Disclosures concerning transactions, arrangements and other relationships with unconsolidated entities or other persons that are reasonably likely to materially affect liquidity or the availability of, or requirements for capital resources.
- ii) The extent of the issuer's reliance on off-balance sheet arrangements should be described fully and clearly where those entities provide financing, liquidity, market or credit risk support, or expose the issuer to liability that is not reflected on the face of the financial statements.
- iii) Off-balance sheet arrangements such as their business purposes and activities, their economic substance, the key terms and conditions of any commitments, the initial on-going relationship with the issuer and its affiliates and the potential risk exposures resulting from its contractual or other commitments involving the off-balance sheet arrangements.
- iv) The effects on the issuer's business and financial condition of the entity's termination if it has a finite life or it is reasonably likely that the issuer's arrangements with the entity may be discontinued in the foreseeable future.

The Bank's Off-balance sheet arrangements pertain specifically to undrawn loan commitment, guarantees and letters of credit, as is common in the normal course of commercial banking. This exposure is considered and monitored in the management of the Bank's liquidity position. There were no unusual off balance sheet arrangements during the quarter.

Results of Operations

In discussing results of operations, issuers should highlight the company's products and services, facilities and future direction. There should be a discussion of operating considerations and unusual events, which have influenced results for the reporting period. Additionally, any trends or uncertainties that might materially affect operating results in the future should be discussed.

Provide a narrative explanation of the following (but not limited to):

- i) Any unusual or infrequent events or transactions or any significant economic changes that materially affected the amount of reported income from continuing operations and, in each case, the extent to which income was so affected.
- ii) Significant components of revenues or expenses that should, in the company's judgment, be described in order to understand the issuer's results of operations.
- iii) Known trends or uncertainties that have had or that the issuer reasonably expects will have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations.
- iv) Known events that will cause a material change in the relationship between costs and revenues (such as price increases, costs of labour or materials), and changes in relationships should be disclosed.
- v) The extent to which material increases in net sales or revenues are attributable to increases in prices or to increases in the volume or amount of goods or services being sold or to the introduction of new products or services.
- vi) Matters that will have an impact on future operations and have not had an impact in the past.
- vii) Matters that have had an impact on reported operations and are not expected to have an impact upon future operations
- viii) Off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships that have or are reasonably likely to have a current or future effect on the registrant's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.
- ix) Performance goals, systems and, controls.

Overview of Results of Operations

There were no unusual events or transactions materially affecting the reported net income this reporting period.

The significant components of revenue this reporting period were interest income on loans and investments and other non-interest income earned for the Bank's services. For expenses, the significant components were activities driven by the Bank's operations.

The second half of the Bank's financial year is expected to be met with various uncertainties as it relates to the impact of the COVID-19 pandemic on the economy. This is certainly expected to impact the organization's performance.

No new products or services are expected within the remainder of the year neither were there any matters that are expected to have an impact on future operations that didn't do so before.

There are no off-balance sheet arrangements or transactions that are expected to impact the financial position.

3. Disclosure about Risk Factors.

Provide a discussion of the risk factors that may have an impact on the results from operations or on the financial conditions. Avoid generalised statements. Typical risk factors include untested products, cash flow and liquidity problems, dependence on a key supplier or customer, management inexperience, nature of business, absence of a trading market (specific to the securities of the reporting issuer), etc. Indicate if any risk factors have increased or decreased in the time interval between the previous and current filing.

The period January-March 2020, saw an unprecedented risk event disrupting the entire world. The best laid plans were scuttled as the Covid-19 pandemic swept through the world, reaching our domestic space in March.

While the Bank was well positioned to plan and execute its Emergency Response to the pandemic, having implemented a new suite of Business Continuity and IT Policies and Plans; within the context of the Bank's Enterprise Risk Management Framework and practices; Covid-19 has unleashed unprecedented risks and threats locally, regionally and internationally.

While new and emerging risks previously identified at the end of Q1'2020, remain relevant, the current environment forces a re-direction of risk focus to treat with more immediate threats that will arise from the public policy responses to the pandemic.

Through Management's Q1'2020 environmental scanning (internal and external), it has been determined that the following risks required re-assessment with the respective Risk Owners: (a) Organizational Succession Planning and Talent Management; (b) Digital Currency Trading and (c) Competition risk. At the end of Q2'2020- progress was not made in this regard and shall be undertaken in Q3'2020

At the end of Q2'2020; overall the Bank's Risk Governance practices remain Satisfactory; with strong demonstrable improvements in the Bank's Risk Management programme. However, significant improvement is required in the execution of mitigation measures.

The Bank's overall risk profile remains unchanged at the end of the reporting period at LOW; and at a maturity level of Level 3-Defined. (Good)

4. Legal Proceedings.

A legal proceeding need only be reported in the ECSRC – OR filed for the period in which it first became a reportable event and in subsequent interim reports in which there have been material developments. Subsequent Form ECSRC – OR filings in the same financial year in which a legal proceeding or a material development is reported should reference any previous reports in that year. Where proceedings have been terminated during the period covered by the report, provide similar information, including the date of termination and a description of the disposition thereof with respect to the reporting issuer and its subsidiaries.

Legal proceedings were those for entering judgments in the ordinary course of business, in respect of delinquent borrowers.

There were no proceedings commencing during the period.

The following legal proceeding was terminated during the period:

Claim #GDAHCV 2014/0433 Jessamy Environmental Consulting & Research Caribbean Incorporated and Grenada Co-operative Bank Limited. In it's decision the Court ordered the Bank to pay the following:

1. \$30,000 for the breach of contract
 2. \$140,000 for the tort of defamation
 3. 60% of prescribed costs pursuant to CPR65.5(1)
- A copy of the ruling attached.

5. Changes in Securities and Use of Proceeds.

- (a) Where the rights of the holders of any class of registered securities have been materially modified, give the title of the class of securities involved. State briefly the general effect of such modification upon the rights of holders of such securities.

None

(a) Where the use of proceeds of a security issue is different from that which is stated in the registration statement, provide the following:

- Offer opening date (provide explanation if different from date disclosed in the registration statement)

Not applicable

- Offer closing date (provide explanation if different from date disclosed in the registration statement)

Not applicable

- Name and address of underwriter(s)

Not applicable

- Amount of expenses incurred in connection with the offer **Not applicable**
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- Net proceeds of the issue and a schedule of its use

Not applicable

- Payments to associated persons and the purpose for such payments

Not applicable

(c) Report any working capital restrictions and other limitations upon the payment of dividends.

Not applicable

6. Defaults upon Senior Securities.

- (a) If there has been any material default in the payment of principal, interest, a sinking or purchase fund instalment, or any other material default not satisfied within 30 days, with respect to any indebtedness of the reporting issuer or any of its significant subsidiaries exceeding 5 per cent of the total assets of the reporting issuer and its consolidated subsidiaries, identify the indebtedness. Indicate the nature of the default. In the case of default in the payment of principal, interest, or a sinking or purchase fund instalment, state the amount of the default and the total arrears on the date of filing this report.

Not applicable

- (b) If any material arrears in the payment of dividends have occurred or if there has been any other material delinquency not satisfied within 30 days, give the title of the class and state the amount and nature of the arrears or delinquency.

Not applicable

7. Submission of Matters to a Vote of Security Holders.

If any matter was submitted to a vote of security holders through the solicitation of proxies or otherwise during the financial year covered by this report, furnish the following information:

- (a) The date of the meeting and whether it was an annual or special meeting.

There were no shareholders' meetings during the period.

- (b) If the meeting involved the election of directors, the name of each director elected at the meeting and the name of each other director whose term of office as a director continued after the meeting.

Not Applicable

- (c) A brief description of each other matter voted upon at the meeting and a statement of the number of votes cast for or against as well as the number of abstentions as to each such matter, including a separate tabulation with respect to each nominee for office.

Not Applicable

- (d) A description of the terms of any settlement between the registrant and any other participant.

None

- (e) Relevant details of any matter where a decision was taken otherwise than at a meeting of such security holders.

None

8. Other Information.

The reporting issuer may, at its option, report under this item any information, not previously reported in a Form ECSRC – MC report (used to report material changes), with respect to which information is not otherwise called for by this form, provided that the material change occurred within seven days of the due date of the Form ECSRC-OR report. If disclosure of such information is made under this item, it need not be repeated in a Form ECSRC – MC report which would otherwise be required to be filed with respect to such information or in a subsequent Form ECSRC – OR report.

On March 18th, Director Dr. Spencer Thomas was appointed to the Board of Directors.

Dr. Thomas holds a Bachelor of Arts degree (B.A.) in Economics from Howard University. Additionally, he possesses two (2) Master of Science (MSc.) degrees in Economics; and in Telecommunications Regulation and Policy from Iowa State University, and the University of the West Indies respectively. He also holds a Ph.D. in Economics from Howard University.

He has served in multiple capacities in the international, public and private sectors and has served as Chairman and Director on several Boards. At present, Dr. Thomas serves as the Ambassador and Special Envoy for Multilateral Environmental Agreements with the Government of Grenada. He has also served as Economic Policy Advisor/Consultant with the Ministry of Finance and as Permanent Secretary of the Ministry of Finance. He has participated in a number of independent consultancies in the areas of finance, energy, socio-economics, environment, telecommunications and information and communication technologies on the local, regional and international levels.

