

BRITAM UMBRELLA PENSION FUND
(Reference Number RBA/SC/01627)

ANNUAL FINANCIAL STATEMENTS AND REPORTS

FOR THE YEAR ENDED 31ST DECEMBER 2024

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Britam Umbrella Pension Fund
Scheme Information
For the year ended 31st December 2024

Corporate trustee	Kingsland Court Trustee Services Limited Flamingo Towers, 1st Floor, Mara Road, P.O. Box 10285 - 00100 Nairobi, Kenya.
Administrator	Britam Life Assurance Company (Kenya) Limited P.O. Box 30375 - 00100 Nairobi, Kenya.
Approved issuer	Britam Life Assurance Company (Kenya) Limited P.O. Box 30375 - 00100 Nairobi, Kenya.
Independent auditor	RSM Eastern Africa LLP Certified Public Accountants 1st Floor, Pacis Centre Slip Road, off Waiyaki Way, Westlands P.O. Box 349 - 00606 Nairobi, Kenya.
Registered office	Britam Centre Upper Hill P.O. Box 30375 - 00100 Mara, Ragati Road Nairobi, Kenya.

***Britam Umbrella Pension Fund
Report of the Trustee
For the year ended 31st December 2024***

The trustee presents its report together with the audited financial statements for the year ended 31st December 2024.

Establishment, nature and status of the scheme

The scheme was established and is governed by a Trust Deed dated 20th December, 2005. It is a defined Contribution Scheme and provides, under the rules of the fund retirement benefits for the members of Britam Umbrella Pension Fund or their beneficiaries. It is an exempt approved plan under the Income Tax Act and is registered with the Retirement Benefits Authority.

Movement during the year	2024	2023
	Number	Number
At 1st January	328	281
Joiners	395	48
	723	329
Less:		
Secessionists	(1)	(1)
At 31st December	722	328

Financial review

The statement of changes in net assets available for benefits on Page 8 shows an increase in net assets of the scheme for the year of KSh 860,706,328 (2023: Increase of KSh 220,754,899) and the statement of net assets available for benefits on Page 9 shows the scheme's net assets as KSh 8,189,493,417 (2023: KSh 7,328,787,089).

Investment of members' Funds


Under the terms of their appointment, Britam Life Assurance Company (Kenya) Limited are responsible for the investment of funds. During the year, members funds were invested in a guaranteed fund in line with RBA Regulations and the net return declared and credited to members accounts was at a rate of 13% (2023: 7%).

The overall responsibility for investment and performance lies with the trustee.

Independent auditor

The funds' auditor RSM Eastern Africa LLP, has indicated willingness to continue in accordance with Section 34(3) of the Retirement Benefit Act.

By the order of the trustees


.....
Trustee

Nairobi 28 March 2025

1. The Trustees in office

Name of the Trustee	Category	Age	Meetings Attended	Certified	Highest Qualification	Membership of other Trustee Board
(Corporate Trustee) Kingland Court Trustee Services Limited	Independent	NA	5	Yes	NA	Yes

2. Dates of the Trustee Board Meetings

The trustee held five meetings of its governing body for the scheme during the year ended 31 December 2024. The meetings were held on the dates set out below:

Date	Trustees Meeting
27 February 2024	Quarter 4 2024
28 May 2024	Quarter 1 2024
14 June 2024	Annual General Meeting
09 September 2024	Quarter 2 2024
04 December 2024	Quarter 3 2024

3. Committees of the Board of trustees - Corporate trustee

The Corporate Trustee's main body for discharging its duties is its Corporate Trustee Services Committee ("CTSC"). This body operates very much like a trustee board and meets formally at least once per quarter. CTSC reviews the schemes' operations and governance under the broad headings of "Finance and Investments", "Governance, Audit and Risk" and "Member Administration, Relations and Services" focusing on reports from the service providers as well as other material. Service providers and representatives of the founder attend these meetings.

4. Fiduciary responsibility statement

The Corporate trustee is the governing body of the Britam Umbrella Pension Fund and is responsible for the corporate governance of the scheme. The trustee is responsible for ensuring that the administration of the scheme is conducted in the best interests of the scheme's members and the sponsor. To achieve this, the trustee embraces its fiduciary responsibility by:

- i) Acting with honest and not improperly use inside information or abuse their position;
- ii) Exercising the highest degree of care and diligence in the performance of their duties that a reasonable person in a like position would exercise in the circumstances; and
- iii) Performing their duties with the requisite degree of skill.

The scheme has complied with the laws, regulations and guidelines that govern retirement benefits schemes and the scheme's business operations.

6. Responsible Corporate Citizenship

The scheme is 100% invested in a guaranteed fund and has not been involved in any activity that may undermine the well-being of the sponsor, members or the community in which it operates.

7. Key outcomes

The trustee seeks to achieve the following:

- i) Building trust with the members and sponsor of the scheme so that they are satisfied with the administration of the scheme;
- ii) Supporting innovation and developing solutions that meet the members' and sponsor's needs; and
- iii) Ensuring that the scheme's administrative processes remain transparent and accessible to members and the sponsor.

8. Annual General Meeting

The Trustees held the annual general meeting on the 14th June 2024 virtually. The board of trustees adequately addressed the members' concerns.


9. Members' sensitisation

No formal scheduled member sensitization meetings were held. However the founder's relationship teams did a remote communications with a number of contributing employers during the year and conduct member education and sensitization.

During the sensitization activity, members were reminded of the Retirement Benefits Authority Whistleblower portal to report any unusual occurrences in the management of scheme affairs.

10. Trustee remuneration policy

The trustee was remunerated in accordance with the contract between the Trustee, Kingsland Court Trustee Services Limited and the Founder, Britam Life Assurance Company (Kenya) Limited. All expenses of the scheme, except for income tax are borne by the Founder


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Board of trustees

Nairobi **28 March** 2025

***Britam Umbrella Pension Fund
Statement of Trustee's Responsibilities
For the year ended 31st December 2024***

The Retirement Benefits (Umbrella Retirement Benefit Scheme) Regulations, 2017, requires the trustees to prepare financial statements in a prescribed form for each financial year. They also require the trustee to ensure that the Scheme keeps proper accounting records of its income, expenditure, liabilities and assets, and that contributions are remitted to the custodian in accordance with the rules of the plan.


The trustee accepts responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgments and estimates, in conformity with IFRS Accounting Standards and the Retirement Benefits (Umbrella Retirement Benefit Scheme) Regulations, 2017.

The trustee accepts responsibility for the preparation and presentation of these financial statements in accordance with

- i) designing, implementing and maintaining such internal control as they determine necessary to enable the presentation of financial statements that are free from material misstatement, whether due to fraud or error;
- ii) selecting suitable accounting policies and applying them consistently; and
- iii) making accounting estimates and judgements that are reasonable in the circumstances.

The trustee certifies that to the best of their knowledge and belief the information furnished to the auditors for the purposes of the audit was correct and complete in every respect.

Approved by the Corporate trustee on **28 March** 2025 and signed on its behalf by:


.....
Trustee


.....
Trustee



RSM

RSM Eastern Africa LLP
Certified Public Accountants

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REPORT OF THE INDEPENDENT AUDITOR TO MEMBERS OF BRITAM UMBRELLA PENSION FUND

Opinion

We have audited the accompanying financial statements of Britam Umbrella Pension Fund (the "Fund") set out on pages 8 to 14, which comprise the statement of net assets available for benefits as at 31st December 2024, and the statements of changes in net assets available for benefits for the year then ended, and notes, including a summary of material accounting policy information.

In our opinion the accompanying financial statements give a true and fair view of the Fund's net assets available for benefits as at 31st December 2024 and of the changes in net assets available for benefits and cash flows for the year then ended in accordance with IFRS Accounting Standards.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Kenya, and we have fulfilled our ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The trustees are responsible for the other information. Other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Trustees' responsibility for the financial statements

The trustees are responsible for the preparation and fair presentation of these financial statements that give a true and fair view in accordance with IFRS Accounting Standards and for such internal control as the trustees determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

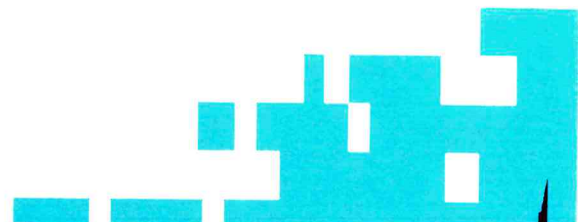
In preparing the financial statements, the trustees are responsible for assessing the scheme's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the trustees either intend to liquidate the scheme or to cease operations, or have no realistic alternative but to do so.

THE POWER OF BEING UNDERSTOOD
ASSURANCE | TAX | CONSULTING

Registration number: LLP-3A1VXM, a limited liability partnership under the Limited Liability Partnership Act, 2011.

Partners: Ashif Kassam, Lina Ratansi, Nihla Mazrui, Elvis Ogeto, George Mutua

RSM Eastern Africa LLP is a member of the RSM network and trade as RSM. RSM is the trading name used by the members of the RSM Network. Each member of the RSM network is an independent accounting and consulting firm, each of which practises in its own right. The RSM network is not itself a separate legal entity of any description in any jurisdiction.



**REPORT OF THE INDEPENDENT AUDITOR
TO MEMBERS OF BRITAM UMBRELLA PENSION FUND (CONTINUED)**

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- obtain an understanding of internal control relevant to the audit 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 scheme's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the scheme to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

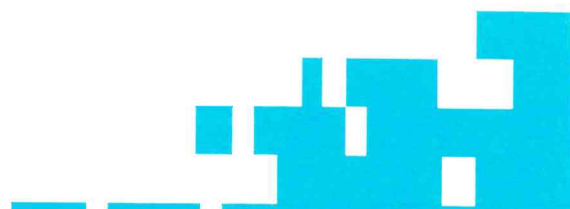
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

The engagement partner responsible for the audit resulting in this independent auditor's report is **CPA George Mutua**, Practising Certificate No. A/0011.

George Mutua

**RSM Eastern Africa LLP
Certified Public Accountants
Nairobi**

28TH MARCH 2025
0094/2025



Britam Umbrella Pension Fund
Financial Statements
For the year ended 31st December 2024

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS


	Note	2024 KSh	2023 KSh
Contributions and benefits			
Contributions received	4	1,418,203,479	1,112,725,736
Transfers in	4	7,831,915	39,485,054
Tier II contributions	4	<u>10,393,625</u>	<u>1,558,344</u>
		<u>1,436,429,019</u>	<u>1,153,769,134</u>
Less: Expenditure			
Benefits paid to seceding members		<u>(809,539,853)</u>	<u>(1,364,708,980)</u>
Net increase/(decrease) from dealing with members		626,889,166	(210,939,846)
Return on investments			
Investment income	5	968,818,173	478,810,931
Taxation expense	6 (a)	<u>(107,275,268)</u>	<u>(47,116,186)</u>
Increase in net assets for the year		1,488,432,071	220,754,899
Net assets available for benefits at start of year		<u>7,328,787,089</u>	<u>7,108,032,190</u>
Net assets available for distribution at end of the year		<u><u>8,817,219,160</u></u>	<u><u>7,328,787,089</u></u>

Britam Umbrella Pension Fund
Financial Statements
For the year ended 31st December 2024

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	Note	2024 KSh	2023 KSh
Investments			
Investment - Guaranteed Fund	8	<u>8,733,991,350</u>	<u>7,237,313,668</u>
Current assets			
Contributions receivable	9	116,818,132	61,943,246
Current tax recoverable		<u>-</u>	<u>29,530,175</u>
		<u>116,818,132</u>	<u>91,473,421</u>
Current liabilities			
Current tax payable	6 (b)	<u>33,590,322</u>	<u>-</u>
Net current assets		<u>83,227,810</u>	<u>91,473,421</u>
Net assets available for benefits		<u><u>8,817,219,160</u></u>	<u><u>7,328,787,089</u></u>

The financial statements on pages 8 to 14 were approved for issue by the trustee on **28 March** 2025 and signed on their behalf by:



Trustee



Trustee

Britam Umbrella Pension Fund
Financial Statements
For the year ended 31st December 2023

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST DECEMBER 2023

	Note	2024 KSh	2023 KSh
Cash flows from operating activities			
Net increase in net assets		1,488,432,071	220,754,899
Adjustments for:			
Investments and other income	5	(968,818,173)	(478,810,931)
Tax expense	6 (a)	<u>107,275,268</u>	<u>47,116,186</u>
Operating profit before working capital changes		626,889,166	(210,939,846)
Increase/(decrease) in receivables	9	<u>(54,874,886)</u>	<u>(27,151,224)</u>
Cash used in operations		572,014,280	(238,091,070)
Investments and other income received	5	968,818,173	478,810,931
Tax paid		<u>(44,154,771)</u>	<u>(47,377,849)</u>
Net cash generated from operating activities		<u>1,496,677,682</u>	<u>193,342,012</u>
Investing activities			
Investment - Guaranteed Fund Net Movement		<u>(1,496,677,682)</u>	<u>(193,342,012)</u>
Net cash used in investing activities		<u>(1,496,677,682)</u>	<u>(193,342,012)</u>
Net increase in cash and cash equivalents		<u>-</u>	<u>-</u>
Cash and cash equivalents at start of year		<u>-</u>	<u>-</u>
Cash and cash equivalents at end of year		<u><u>-</u></u>	<u><u>-</u></u>

NOTES

1. Summary of significant accounting policies

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

a) Basis of preparation

The financial statements are prepared in accordance with and comply with IFRS Accounting Standards, the Kenyan Retirement Benefits Act, and the Retirement Benefits (Umbrella Retirement Benefit Schemes) Regulations, 2017.

The financial statements summarise the transactions of the scheme and deal with the net assets at the disposal of the trustee. They do not take account of obligations to pay benefits that fall due after the end of the year.

The financial statements are presented in Kenya Shillings (KSh) and are prepared under the historical cost convention, as modified by the carrying of investments at fair value. The historical cost convention is generally based on the fair value of the consideration given in exchange of assets. Fair value is the price to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or liability, the scheme takes into account the characteristics of the asset or liability if market participants would take those characteristics into when pricing the asset or liability at the measurement date.

b) New and revised standards

i) Adoption of new and revised standards

Four Amendments to Standards became effective for the first time in the financial year beginning 1st January 2024 and have been adopted by the Scheme.

None of the amendments have had a material impact on the Scheme's financial statements.

ii) New and revised standards and interpretations which have been issued but are not effective

The scheme has not applied the following new and revised standards and interpretations that have been published but are not yet effective for the year beginning 1st January 2024.

Amendments to IAS 21 titled Lack of Exchangeability (issued in August 2023, effective 1 January 2025)

IFRS 18 titled Presentation and Disclosure in Financial Statements (issued in April 2024, effective 1 January 2027)

Amendments to IFRS 9 and IFRS 7 titled Amendments to the Classification and Measurement of Financial Instruments (issued in May 2024, effective 1 January 2026)

Annual Improvements to IFRS Accounting Standards - Volume 11 (issued in July 2024, effective 1st January 2026)

The trustees have assessed the potential impact of the above and expect that they will not have a significant impact on the Scheme's financial statements.

c) Contributions received

Contributions from the members and the employers are accounted for in the period in which they fall due.

d) Benefits payable

Benefits payable to seceding members are recognised as liabilities in the period in which they fall due.

e) Interest income

Income from Funds deposited with the pension plan administrators is recognised in the period in which it is

f) Transfers

Transfers are recognised in the period in which members join from other schemes or leave for other schemes.

NOTES (CONTINUED)

2. Significant judgements and key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including exceptions of future events that are believed to be reasonable under the circumstances. There are no estimates or judgements made that give rise to a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year.

3. Financial risk management objectives and policies

The Fund is exposed to interest rate risk, credit risk and liquidity risk. Risk management is carried out by the approved issuer under policies and guidelines approved by the trustees.

i) Credit risk

Credit risk arises from investments other than equity investments, contributions receivable and other receivables. The maximum exposure to credit risk is the investment in guaranteed fund and other receivables of KSh 8,159,963,242 (2023: KSh 61,943,246).

The fund has a concentration of credit risk as its investments are held in an administered deposit account (Note 8). The approved issuer assesses the credit quality of each investment, taking into account its credit rating. Individual risk limits are set based on internal or external ratings in accordance with limits set by the trustee.

ii) Liquidity risk

The trustee ensures that the Fund's obligations are met as they arise. The trustee ensures prudent management of liquidity by planning and budgeting for cash requirements during the year. The trustee ensures adequate funds are retained in liquid or near liquid forms to pay leavers within thirty days of leaving. As per memorandum dated May 5, 2014, the funds expenses namely audit fee, administration fee and RBA levy are net off when computing rate of interest for the year and thus there is no liquidity risk with regards to these liabilities.

iii) Interest risk

The Fund's investments in the administered deposit account exposes it to cash flow and interest rate risk. The Fund has no interest bearing liabilities.

Britam Umbrella Pension Fund
Financial Statements
For the year ended 31st December 2024

NOTES (CONTINUED)

	2024	2023
	KSh	KSh
4. Contributions received		
Contributions	1,418,203,479	1,112,725,736
Transfers	7,831,915	39,485,054
Tier II contributions	10,393,625	1,558,344
	<u>1,436,429,019</u>	<u>1,153,769,134</u>

5. Investment income

During the year, the Fund earned interest on funds deposited with Britam Life Assurance Company (Kenya) Limited at 13% on the Deposit Administered Fund balance (2023: 7%) after taking into consideration expenses relating to fund management.

	2024	2023
	KSh	KSh
Investment income	<u>968,818,173</u>	<u>478,810,931</u>

6 (a). Tax expense

Britam Umbrella Pension Fund has been approved by the Kenya Revenue Authority and is exempt from income tax on its investment income. The Fund receives contributions in excess of the limits set out in the Income Tax Act. A tax charge is recorded in respect of investment income earned on these contributions.

	2024	2023
	KSh	KSh
Investment income	968,818,173	478,810,931
Less: Income relating to contributions within allowable limits	<u>(611,233,948)</u>	<u>(321,756,977)</u>
Investment income relating to excess contributions	357,584,225	157,053,954
Taxable income	<u>357,584,225</u>	<u>157,053,954</u>
Tax payable at 30%	<u>107,275,268</u>	<u>47,116,186</u>
Current tax expense	<u>107,275,268</u>	<u>47,116,186</u>

6 (b). Tax recoverable

	2024	2023
	KSh	KSh
Tax expense for the year	107,275,268	47,116,186
Add: Prior year tax recoverable	(29,530,175)	(29,268,512)
Less: Tax Paid	<u>(44,154,771)</u>	<u>(47,377,849)</u>
	<u>33,590,322</u>	<u>(29,530,175)</u>

Britam Umbrella Pension Fund
Financial Statements
For the year ended 31st December 2024

NOTES (CONTINUED)

	2024	2023
	KSh	KSh
7. Administrative expenses		
Retirement Benefits Authority Levy	5,000,000	5,000,000
Audit fees	515,000	500,000
	<u>5,515,000</u>	<u>5,500,000</u>

The administration expenses are borne by the sponsor.

8. Administered deposit account

The Fund operates an administered deposit account with Britam Life Assurance Company (Kenya) Limited. Under

	2024	2023
	KSh	KSh
Investment guaranteed - Fund	<u>8,733,991,350</u>	<u>7,237,313,668</u>
9. Contributions receivable		
Contributions receivable	<u>116,818,132</u>	<u>61,943,246</u>

10. Related party transactions

The Funds are held in an administered deposit account in Britam Life Assurance Company (Kenya) Limited.