



الهيئة المغربية لسوق الرساميل
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AUTORITÉ MAROCAINE DU MARCHÉ DES CAPITAUX

3- Intentions of the initiators :

The initiators have no intention to acquire Saham Assurance shares during the takeover bid duration, with the exception of the shares tendered in the framework of the mandatory takeover bid.

4- Examination of admissibility :

With reference to the provisions of Articles 13 and 32 of the aforementioned law, the AMMC has assessed the proposed mandatory Takeover Bid in terms of the following:

☛ The characteristics of the proposed offer

The AMMC has examined the characteristics of the proposed offer with regards to the principles set out in the aforementioned article 13 and in particular the principles of transparency and equal treatment of shareholders. As such, the AMMC noted that the equal treatment requirement is met to the extent that the offer targets all shares of Saham assurance that are not held by the initiators, Sanam Holding or M. Said Alj.

In addition, the multi-criteria analysis used for pricing has been reviewed by the AMMC and assessed as follows:

- **Stock prices approach:** this method consists of analyzing the volume weighted average stock prices of Saham assurance shares over a 24 months period before the 9th of October 2018. The value of Saham assurance share which results from this method is **1 443 MAD** ;
- **Discounted cash flows method:** This valuation is performed on the basis of the free cash flows to equity arising from Saham assurance business plan. These cash flows are discounted at cost of equity of 8,2%. The perpetual growth rate used is 1,5%. The value of Saham assurance shares resulting from the application of this method is **1 429 MAD**;
- **Market prices comparables method :** The valuation is performed on the basis of the multiples observed on a sample of national and international listed insurance companies. The multiples used are the Price to Book and the price earnings ratios for the year 2017. The value of Saham Assurance share resulting from the application of this method is **1 427 MAD**;
- **Reference transactions method:** this method consists to valuing the company based on the prices of recent transactions on its equity. M. Moulay Hafid Elalamy has declared having sold, on the 3rd of august 2017, 210 501 Saham Assurance shares at a unit price of **1 450 MAD**. In addition, Saham Group announced on the 9th of march 2018 that the price of the acquisition of the insurance activities of Saham Group by Sanlam Group integrated a valuation of Saham Assurance shares at 1 450 MAD per share.

A summary of the valuation is included in the following table:

Method	Value per share (dhs)	Offered Premium / Discount
Stock prices Approach	1 443	0,5%
Discounted cash flows method	1 429	1,5%
Market prices comparables method	1 427	1,6%
Reference transactions method	1 450	0%
Valuation methods average	1 437	0,9%

Source : Capital Trust Finance & Valoris Corporate Finance

The price per share set in the framework of this Takeover bid is **1 450 MAD**.

Given the foregoing, the AMMC considers the methods used as relevant and commonly used and based on objective, significant and multiple criteria. Also, the AMMC deems the characteristics of the offer to be consistent with the principles set out in the aforementioned article 13.



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☛ National economic strategic interests

Pursuant to article 29 of the aforementioned law 26-03, the AMMC has submitted, the offer project to the Minister of Economy and Finance for its assessment in terms of national economic strategic interests. The Minister has not expressed any objection on the takeover bid project.

5- AMMC Decisions:

☛ Admissibility of the offer project

In view of all the aforementioned elements, the AMMC declares admissible the proposed Takeover Bid launched by Sanlam Emerging Markets Ireland (SEM Ireland), Saham Finances, Saham Insurance (Saham SA) and Saham Finances Participations on Saham Assurance shares at a price of 1 450 dirhams per share.

☛ Schedule

The final schedule of the operation will be set later. It must be approved beforehand by the Casablanca Stock Exchange.

☛ Resumption of trading on MED PAPER shares

The AMMC will request the Casablanca Stock Exchange to resume trading on Saham Assurance shares on the 29th of November 2018.

Rabat, 27/11/2018

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