



Information Record Summary

ISSUANCE OF COMMERCIAL PAPERS

ANNUAL UPDATE 2013

Program for the issuance of commercial papers

Issue program ceiling: MAD 1 200 000 000

Par value: MAD 100 000

FINANCIAL ADVISOR



PLACEMENT AGENT



Visa of Conseil Deontologique Des Valeurs Mobilieres (Financial Authority)

In compliance with the provisions of article 18 of Dahir n° 1-95-3 of 24 Chaabane 1415 (26 January 1995) enacting law n° 35-94 pursuant to certain negotiable debt securities as amended and completed, the original of this Information Record was submitted for assessment by the Conseil Deontologique des Valeurs Mobilieres which gave its approval on 24/11/2014 under reference VI/EM/043/2014.

Approval by the Conseil Deontologique Des Valeurs Mobilieres (Financial Authority) in no way implies acceptance of the relevance of the operation or authentication of the information provided. It has been approved after investigation of the pertinence and coherency of the said information in conjunction with the operation prospects offered to investors.

Warning

The Conseil Deontologique des Valeurs Mobilières(CDVM) approved on 24/11/2014 an Information Record pursuant to the issuance of commercial papers by Afriquia Gaz.

The said record duly approved by the CDVM is permanently available at the Afriquia Gaz headquarters and from the financial advisor. It is also obtainable within a maximum timeframe of 48 hours at the placement agent. It is also obtainable at the CDVM website www.cdvm.gov.ma

PART I – INTRODUCTION TO OPERATION

I. Objectives

The Company wishes to undertake a commercial paper issuance program in order to:

- Optimize the cost of short term financing by substituting partially or integrally the existing bank debt and overdrafts by Treasury bill projects.
- Meet the individual cash requirements induced by working capital variations during the year (due to fluctuations in the payment deadlines of counterparts).

II. Characteristics of transaction

Nature of securities	Marketable securities dematerialized via registration in the Central depository (Maroclear) and entered into an account among authorized affiliates.
Form of securities	Commercial papers written out to bearer.
Issue ceiling	MAD 1 200 000 000
Par value	MAD 100 000
Maturity	From 10 days to 12 months.
Entitlement date	Date of payment.
Interest rate	Determined for each issue according to market conditions.
Interest	Post-calculated.
Coupon payment	<i>In fine</i> . i.e. at due date of each bill.
Repayment of capital	<i>In fine</i> . i.e. at due date of each bill.
Negotiability of securities	No restriction is imposed by the terms of issue with regard to the marketability of the treasury bills issued. The securities are negotiable over the counter. Negotiability is guaranteed by BMCE Bank.
Guarantee	This issue carries no guarantees.
Assimilation clauses	Commercial papers issued are not subject to any assimilation with other securities or previous issues.

III. Placement syndicate – financial intermediaries

Advisor and coordinator	BMCE Capital Conseil 63 bd Moulay Youssef – Casablanca
Placement Agent	BMCE Bank 140. Avenue Hassan II – 20000 Casablanca
Securities account manager	BMCE Bank 140. Avenue Hassan II – 20000 Casablanca
Custodian	BMCE Bank 140. Avenue Hassan II – 20000 Casablanca

PART II – ISSUER INFORMATION

I. General Information

Corporate Name	AFRIQUIA GAZ S.A.
Legal Headquarters	Rue Ibnou El Ouennane. Ain Sebaa – Casablanca
Administrative headquarters	139. Bd Moulay Ismail. Casablanca
Phone / Fax	(212) 05 22 63 96 00 (212) 05 22 24 80 85
Website	www.afriquiagaz.com
Legal form	Business corporation with board of directors
Date of creation	1992
Life span	The corporate life span is set at 99 years except in the event of early wind up or extension stipulated by the company by—laws or the law.
Trade Register N	68 545 Casablanca
Fiscal Year	From 1 st January to 31 December
Registered Capital	MAD 343 750 000 split up into 3 437 500 shares of MAD 100 each on 31 December 2012.
Consultation of legal documents	The corporate legal documents. in particular the by-laws. minutes of general meetings. and auditors' reports can be consulted at the headquarters or administrative seat of AFRIQUIA GAZ.
Corporate purpose	According to article 3 of the by-laws the corporate purpose is: <ul style="list-style-type: none"> ▪ Trade and industry in all forms including import. export, refinery work, storage, warehousing, transport, consignment and distribution of liquefied petroleum gas and all related bi-products and stuffs; ▪ Creation and operation of all gas storage. packaging and filling centers on behalf of the company and all third parties; ▪ Utilization of all brand names and processes; ▪ And more generally all operations directly or indirectly concerning the main purpose poised to facilitate Company expansion and development.

II. AFRIQUIA GAZ Shareholders

II.1. Background and structure of shareholders

On 31 December 2013 the shareholder structure of AFRIQUIA GAZ was the following:

Table 1. Background of AFRIQUIA GAZ shareholders from 2011 to 2013:

Shareholders	Dec. 11		Dec. 12		Dec. 13	
	Number of shares	% of equity and voting rights	Number of shares	% of equity and voting rights	Number of shares	% of equity and voting rights
AFRIQUIA SMDC	1 306 252	38,0%	1 306 252	38,0%	1 306 252	38,0%
AKWA Holding	1 031 513	30,0%	1 031 513	30,0%	1 031 513	30,0%
RMA - WATANYA	171 877	5,0%	171 877	5,0%	171 877	5,0%
AL AJIAL INVESTMENT FUND HOLDING	171 875	5,0%	171 875	5,0%	171 875	5,0%
Floating on stock exchange	755 983	21,9%	755 983	21,9%	755 983	21,9%
Total	3 437 500	100,0%	3 437 500	100,0%	3 437 500	100,0%

Source: AFRIQUIA GAZ

Between 2011 and 2013, Company shareholders remained relatively stable AFRIQUIA SMDC and AKWA Holding being the strategic ones.

On March 23, 2010, the AL AJIAL INVESTMENT FUND HOLDING investment fund crossed the threshold of 5.0% of equity securities and declared its intention to continue with the purchase of relevant shares.

II.2. Background of treasury bills issued

Table 2 - Background of commercial paper issues by AFRIQUIA GAZ

At the date of the visa the company issued the following treasury bills:

Number or shares	Amount	Duration	Entitlement	Due date	Par value
2 000	200 000 000	1 mois	30/03/2011	29/04/2011	3,55%
3 000	300 000 000	1 mois	02/05/2011	01/06/2011	3,55%
1 500	150 000 000	15 jrs	24/08/2011	08/09/2011	3,45%
2 500	250 000 000	1 mois	28/09/2011	28/10/2011	3,55%
600	60 000 000	15 jrs	12/10/2011	27/10/2011	3,50%
3 000	300 000 000	1 mois	14/11/2011	14/12/2011	3,55%
8 000	800 000 000	1 mois	24/02/2012	26/03/2012	3,80%
3 000	300 000 000	1 mois	26/03/2012	26/04/2012	3,80%
4 000	400 000 000	3 mois	26/03/2012	25/06/2012	3,90%
4 000	400 000 000	1 mois	02/05/2012	04/06/2012	3,55%
2 500	250 000 000	15 jours	04/06/2012	19/06/2012	3,45%
2 120	212 000 000	1 mois	27/07/2012	27/08/2012	3,60%
5 000	500 000 000	1 mois	27/08/2012	26/09/2012	3,80%
2 670	267 000 000	1 mois	05/10/2012	05/11/2012	3,80%
1 250	125 000 000	3 mois	05/10/2012	27/12/2012	3,90%
1 800	180 000 000	1 mois	09/11/2012	10/12/2012	3,80%
2 210	221 000 000	10 jours	18/12/2012	28/12/2012	3,50%
2 000	200 000 000	1 mois	21/01/2013	21/02/2013	4,20%
7 000	700 000 000	1 mois	25/02/2013	27/03/2013	4,20%
1 000	100 000 000	1 mois	12/04/2013	13/05/2013	4,20%
1 750	175 000 000	15 jours	24/04/2013	09/05/2013	4,15%
2 350	235 000 000	1 mois	24/04/2013	24/05/2013	4,20%
3 100	310 000 000	1 mois	27/05/2013	25/06/2013	4,20%
2 500	250 000 000	1 mois	05/09/2013	07/10/2013	3,95%
850	850 000 000	15 jours	14/10/2013	29/10/2013	3,88%
500	500 000 000	15 jours	19/11/2013	04/12/2013	3,90%
500	500 000 000	15 jours	25/11/2013	10/12/2013	3,90%
1 500	150 000 000	15 jours	17/01/2014	03/02/2014	3,90%
3 850	385 000 000	31 jours	08/08/2014	08/09/2014	3,40%
6 000	600 000 000	30 jours	08/09/2014	08/10/2014	3,40%

III. Issuer Administrative and Management Bodies

III.1. Board of Directors

The table below describes the current make-up of AFRIQUIA GAZ Board of Directors:

Table 3 Make of AFRIQUIA GAZ Board of Directors

Members of Board of Directors	Current position	Link to AFRIQUIA GAZ	Date of appointment	Expiry of term
Mr. Ali WAKRIM	Chairman	CEO	1999	OGM deciding on accounts for FY 2016
Mr. Rachid IDRISSE KAITOUNI	Administrator	Intuitu personae	1999	OGM deciding on accounts for FY 2016
Mr. Mohammed Bouzaid OUAISSI	Administrator	Intuitu personae	2010	OGM deciding on accounts for FY 2016
AFRIQUIA SMDC (represented by Mr. Adil ZIADY)	Administrator	Shareholder	2009	OGM deciding on accounts for FY 2016
AKWA Group (represented by Mr. Youssef IRAQI HOUSSEINI)	Administrator	Shareholder	1999	OGM deciding on accounts for FY 2016

Source: AFRIQUIA GAZ

III.2. Management Bodies

According to article 22 of the AFRIQUIA GAZ by-laws general management is exercised either by the Board of Directors Chairman or by another individual person appointed by the Board of Directors granted the title of Chief Executive Officer.

Upon a proposal by the chief executive officer, the Board of Directors can nominate one or more individual persons to assist the chairman as general manager bearing the title of Deputy General Manager.

With regard to the Company, the deputy general managers are invested with powers as determined by the Board of Directors upon proposal by the chief executive officer concerning the scope and duration.

With regard to third parties the deputy general managers have the same powers as the chief executive officer.

The table below includes a list of the principal managers of AFRIQUIA GAZ:

Managers	Current Position	Date of taking office
Mr. Ali WAKRIM	Chief Executive Officer of AFRIQUIA GAZ	2008
Mr. Rachid IDRISSE KAITOUNI	General Manager – Gas division (AKWA Group)	2001
Mr. Tawfik HAMOUMI	Deputy General Manager of Afriquia Gaz	2010
	Manager, Business Unit Distribution	2006
Mr. Khalid TAIF	Manager, Distribution	2012
Mr. Amine ABDELHAKIM	Manager, Business Unit Supply Chain (Afriquia Gaz)	2010
Mr. Ghassane BENCHEKROUN	Chief Financial Officer– Gas division (AKWA Group)	2006
Mr. Redouane BENBIHI	Human Resources Manager– Gas division (AKWA Group)	2005
Mr. Abdelmoula EL MOUAQUIT	Safety and Quality Manager– Gas Division (Afriquia Gaz)	2007

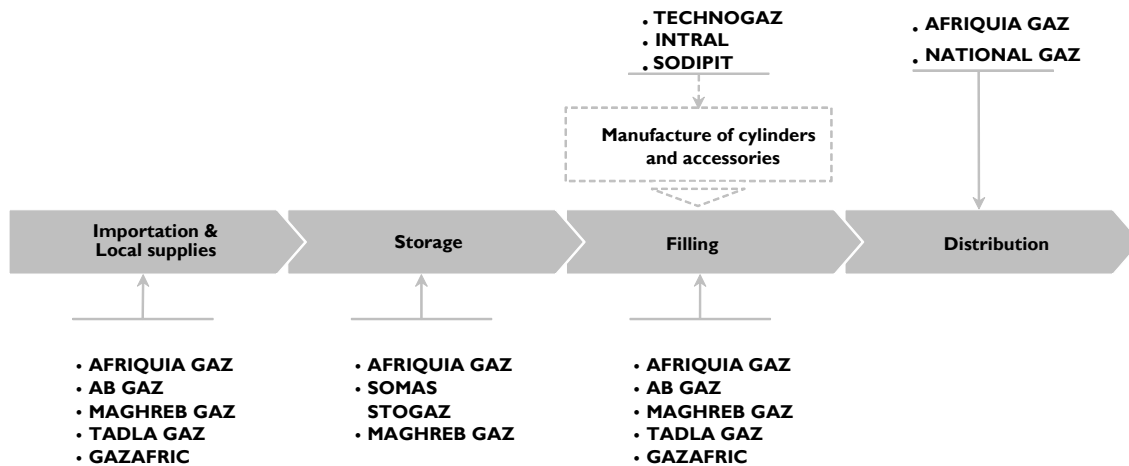
Source: AFRIQUIA GAZ

IV. Afriquia Gaz Activity-

IV.1. AFRIQUIA GAZ business activities

The AKWA Group gas division deals with all the links in the LPG value chain directly and via its subsidiaries and other entities: supply, storage, making of cylinders and accessories, filling and distribution of packaged and bulk LPG.

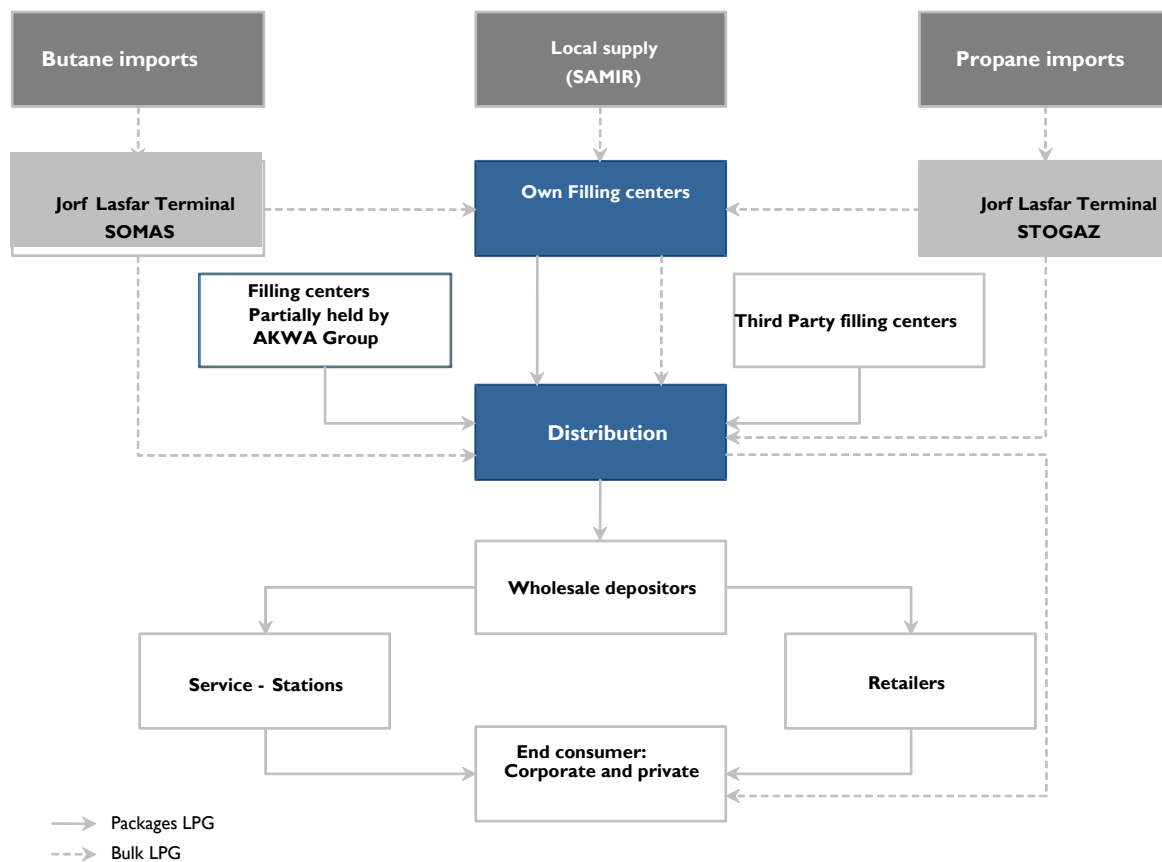
Figure 1. Presence of AKWA Group and AFRIQUIA GAZ in the LPG value chain



Source: AFRIQUIA GAZ

The LPG distribution diagram is the following:

Figure 2. LPG distribution diagram



Source: AFRIQUIA GAZ

IV.1.1. « Filling » activity

The filling activity is strongly correlated to the distribution of packaged LPG. In the framework of LPG distribution, AFRIQUIA GAZ makes use of three types of filling centers:

- Filling centers owned by AFRIQUIA GAZ (in Marrakech, Mohammedia, Jorf Lasfar and Beni Mellal) ;
- The filling centers held as stakes taken out or entering into the perimeter of AKWA Group (MAGHREB GAZ. AB GAZ. TADLA GAZ. SALAM GAZ and GAZAFRIC) ;
- Filling centers of other companies.

The choice of one of these three types of filling hinges primarily on the geographical locations of the centers, proximity to the place of distribution and optimization of the supply chain.

The filling centers held by the Company act on behalf of AFRIQUIA GAZ and also for other packaged LPG distributors.

IV.1.2. « Distribution » Activity

AFRIQUIA GAZ has a complete panel of products and offers LPG in bulk or packaged format (Butane B3, Butane B6, Butane B12 and Propane P34). AFRIQUIA GAZ products are listed in the below table:

Table 4 Afriquia Gaz Products

	B3	B6	B12	P34	Bulk
Brands	CAMPING GAZ AFRIQUIA GAZ ULTRA GAZ NATIONAL GAZ BUTAFRIC	AFRIQUIA GAZ TISSIR GAZ	TISSIR GAZ AFRIQUIA GAZ ULTRA GAZ NATIONAL GAZ BUTAFRIC	AFRIQUIA GAZ META GAZ	AFRIQUIA GAZ
Description	Butane gas packaged in 3 and 6 kg cylinders		Butane gas packaged in 12 cylinders	Propane gas packaged in 34 kg cylinders	Gaz propane livré dans des citernes de 330 kg à 50 t.
Use	Domestic and basically rural : cooking and lighting		Urban and rural domestic : cooking and hot water Professional in periods of rising propane prices	Domestic in packs : villas, Professional: hotels, restaurants, Welding, drycleaners, bakeries.	Domestique: villas Professionnel: toute industrie nécessitant une chaudière ou four. hôtels. restaurants
Customers	Wholesalers, retailers, end consumers and fellow operators		Wholesalers, retailers, end consumers and fellow operators	Wholesalers, professionals, domestic and fellow operators	Professionals and domestic

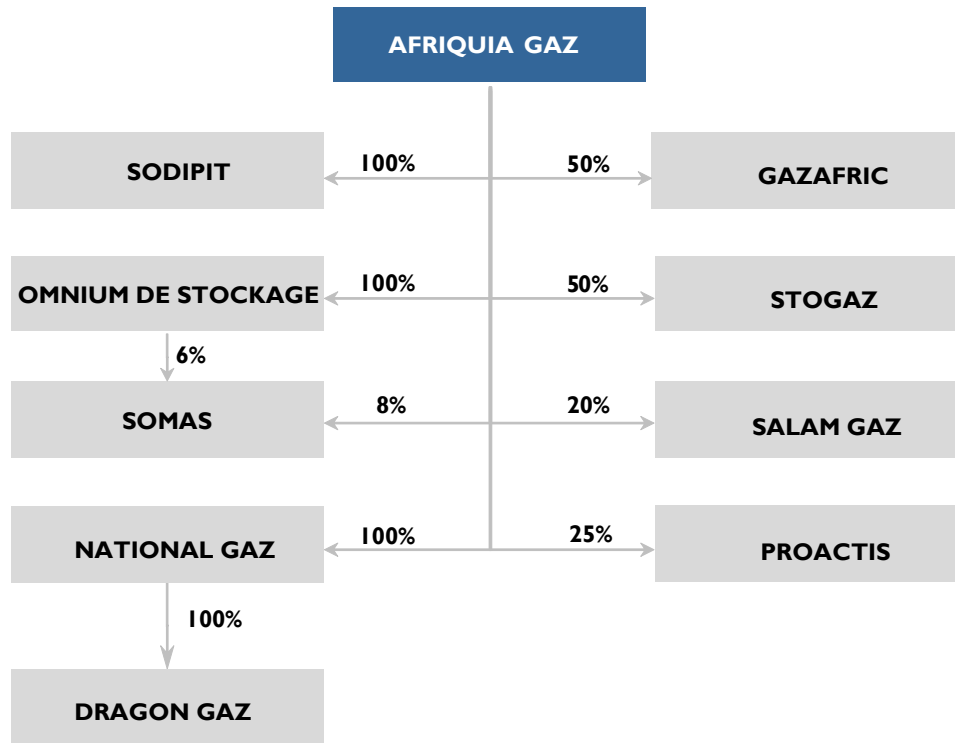
Source: AFRIQUIA GAZ

V. Legal Organization Chart

AFRIQUIA GAZ is the holder of several stakes, the largest of which are in NATIONAL GAZ, SODIPIT, OMNIUM DE STOCKAGE, GAZAFRIC, STOGAZ and DRAGON GAZ.

In addition to majority held subsidiaries AFRIQUIA GAZ has stakes in other companies. The following graph shows the principal ones held by AFRIQUIA GAZ at the date of this information record:

Figure 3. Principal stakes held by AFRIQUIA GAZ on 31 December 2013



Source: AFRIQUIA GAZ

PART III FINANCIAL DATAS

I. Consolidated Balance Sheet of Afriquia Gaz 2011-2013

Over the past three fiscal years the consolidated balance sheet of the AFRIQUIA GAZ Group is as follows:

Table 5 Trend in balance sheet items

In M MAD	2011	%	2012	%	Var 11/12	2013	%	Var 12/13
Goodwill	625	9,0%	625	8,5%	0,0%	625	8,3%	0,0%
Intangible fixed assets	0	0,0%	0	0,0%	0,0%		0,0%	0,0%
Tangible fixed assets	2234	32,2%	2 303	31,2%	3,1%	2 384	31,5%	3,5%
Financial fixed assets	21	0,3%	21	0,3%	0,0%	21	0,3%	-1,2%
Securities by equity method	156	2,2%	169	2,3%	8,3%	174	2,3%	2,7%
Other financial fixed assets	1	0,0%	1	0,0%	0,0%	1	0,0%	31,0%
Fixed assets	3 037	43,8%	3 119	42,3%	2,7%	3 205	42,3%	2,7%
Other non-current assets	92	1,3%	122	1,7%	32,6%	73	1,0%	-40,1%
Deferred taxes – assets	126	1,8%	125	1,7%	-0,8%	120	1,6%	-4,4%
Total of other non current assets	218	3,1%	247	3,3%	13,3%	193	2,5%	-22,0%
Total non current assets	3 255	46,9%	3 366	45,6%	3,4%	3 397	44,8%	0,9%
Inventories	164	2,4%	438	5,9%	NS	222	2,9%	-49,3%
Customers outstanding	447	6,4%	449	6,1%	0,4%	532	7,0%	18,4%
Investment securities	0	0,0%	6	0,1%	0,0%	0	0,0%	-95,6%
Payable tax – assets	1	0,0%	2	0,0%	NS	11	0,1%	448,5%
Other debts and adjustment accounts	2 348	33,8%	2 657	36,0%	13,2%	2101	27,7%	-20,9%
Operating assets	2 960	42,7%	3 552	48,2%	20,0%	2 866	37,8%	-19,3%
Cash assets	722	10,4%	457	6,2%	-36,7%	1313	17,3%	187,3%
Total current assets	3 682	53,1%	4 010	54,4%	8,9%	4 179	55,2%	4,2%
Total Assets	6 937	100,0%	7 376	100,0%	6,3%	7 576	100,0%	2,7%

In M MAD	2011	%	2012	%	Var I I/12	2013	%	Var I2/13
LIABILITIES								
Equity	344	5,0%	344	4,7%	0,0%	344	4,5%	0,0%
Issuance premium	843	12,2%	843	11,4%	0,0%	843	11,12%	0,0%
Consolidated reserves	296	4,3%	370	5,0%	25,0%	428	5,65%	15,6%
Consolidated income	363	5,2%	401	5,4%	10,5%	399	5,27%	-0,4%
Total shareholders' equity group share	1 846	26,6%	1 958	26,5%	6,1%	2 013	26,57%	2,8%
Minority interests	0	0,0%	0,003	0,0%	0,0%	0,003	0,00%	0,0%
Total shareholders' equity	1 846	26,6%	1 958	26,5%	6,1%	2 013	26,57%	2,8%
Financial debt of more than one year	891	12,8%	841	11,4%	-5,6%	824	10,88%	-2,0%
Other non current liabilities	514	7,4%	537	7,3%	4,5%	561	7,40%	4,5%
Deferred taxes – Liabilities	0	0,0%	0	0,0%	0,0%		0,00%	0,0%
Total non current liabilities	1 405	20,3%	1 377	18,7%	-2,0%	1 385	18,28%	0,6%
Suppliers and associated accounts	3209	46,3%	3 496	47,4%	8,9%	3 277	43,26%	-6,3%
Financial debt of less than one year	64	0,9%	70	0,9%	9,4%	78	1,03%	11,4%
Liabilities. tax payable	14	0,2%	18	0,2%	28,6%	0,978	0,01%	-94,6%
Other debts and adjustment accounts	264	3,8%	314	4,3%	18,9%	336	4,43%	6,9%
Operating debts	3 551	51,2%	3 899	52,9%	9,8%	3 692	48,73%	-5,3%
Overdrafts and equivalent	135	1,9%	142	1,9%	5,2%	486	6,41%	242,1%
Total current liabilities	3 686	53,1%	4 040	54,8%	9,6%	4 178	55,14%	3,4%
Total liabilities	6 937	100,0%	7 376	100,0%	6,3%	7 576	100,00%	2,7%

Source: AFRIQUIA GAZ

II. Afriquia Gaz consolidated income statement 2011-2013

For the past three fiscal years the consolidated balance sheet of Groupe AFRIQUIA GAZ is as follows:

Table 6 Trend in income statement accounts

In K MAD	2011	2012	2013	Var. 12/11	Var. 13/12
Ordinary products and activities	3 453 994	3 609 437	3 568 619	4,5%	-1,1%
Other products	33 534	32 695	53 809	-2,5%	64,6%
Cost of goods and services sold	-2 442 214	-2 493 372	-2 459 106	2,1%	-1,4%
Payroll expenses	-114 307	-125 977	-126 076	10,2%	0,1%
Other operating expenses and income	-202 539	-205 495	-234 224	1,5%	14,0%
Operating income before allocation for depreciation	728 468	817 288	803 022	12,2%	-1,7%
Allocations for depreciation	-196 738	-211 871	-212 806	7,7%	0,4%
Operating income	531 730	605 417	590 216	13,9%	-2,5%
Cash income and equivalent	3 168	2 785	2 461	-12,1%	-11,6%
Gross financial indebtedness cost	-69 766	-103 790	-95 504	48,8%	-8,0%
Net cost of financial indebtedness	-66 598	-101 005	-93 043	51,7%	-7,9%
Other financial expenses and income	5 498	7 277	16 516	32,4%	127,0%
Pre-tax Income of integrated companies	470 630	511 689	513 689	8,7%	0,4%
Quota in net income of companies accounted for by the equity method	35 062	45 658	41 918	30,2%	-8,2%
Income tax	-142 962	-155 881	-156 391	9,0%	0,3%
Net consolidated income	362 730	401 466	399 216	10,7%	-0,6%
Other expenses and revenues	0	0	0	0,0%	0,0%
Global net income in the period	362 730	401 466	399 216	10,7%	-0,6%
Net income –group share	362 730	401 466	399 216	10,7%	-0,6%
Minority interest	0	0	0	0,0%	0,0%
Net income per share in MAD	106	117	116	10,4%	-0,9%
Diluted income per share in MAD	106	117	116	10,4%	-0,9%

Source: AFRIQUIA GAZ

PART IV RISK FACTORS

I. Competition risks

The LPG distribution market is highly competitive. However, to be pointed out is that the arrival of new players on the national packaged gas market is unlikely given the extent of the outlays required at the outset. Therefore, the high cost of facilities and the existing distribution network covering almost all of Morocco constitute high barriers to entry.

On the bulk market AFRIQUIA GAZ is tied to formal contracts.

II. Risks linked to market trends

Recent market trends clearly indicate an upward swing in national packaged LPG consumption. What is remarkable in this market segment is the decline in sales of butane B3 attributable to rising sales of butane B6 and B12. The main reason behind this phenomenon is the continuation of the rural electrification program.

Given the level reached by the Global Rural Electrification Program « PERG » (more than 98%), over forthcoming years B3 sales are expected to stabilize.

With regard to the distribution of LPG in bulk form, the market trend is closely tied to fluctuating industrial demand. However, the sales structure of AFRIQUIA GAZ accounts for bulk distribution at less than 10% of turnover vs. more than 90% for the packaged version.

III. Risks linked to liberalization

The liberalization of short term LPG prices for distributors will entail price deregulation and margin fluctuations. Since 1995 only propane has been affected by this measure. This makes it possible for LPG distributors, including AFRIQUIA GAZ, to benefit from a successful experiment, as well as smooth transition from a regulated to a liberalized market.

Afriquia Gaz enjoys a well-structured organization. Resultantly it is efficiently prepared to confront potential market liberalization and to be in a position to benefit the most therefrom.

IV. Risk of dependency on individual customers

In the portfolio of AFRIQUIA GAZ, no particular customer represents more than 10% of global turnover. Elsewhere, with regard to bulk LPG distribution, in particular to institutional customers, AFRIQUIA GAZ has signed exclusivity contracts.

V. Risks linked to safety

All facilities and items of equipment (filling centers, cylinders, tanks and transport) of AFRIQUIA GAZ answer to the safety standards currently in force in Morocco.

In addition, in the framework of the hygiene program particular to the AKWA Group and the subsidiaries thereof, AFRIQUIA GAZ permanently operates keeping close watch over the improvement of production processes.

VI. Risks linked to international price fluctuations

LPG prices on the international market are subject to substantial fluctuations in connection with crude oil and natural gas prices.

With liberalized propane gas prices AFRIQUIA GAZ, like the other LPG players, for imports, is exposed to international LPG price fluctuations. This is generally passed on to customers but only rarely has an effect on corporate income in connection with the impact of such variations in turnover for propane.

To the extent in which the propane activity of AFRIQUIA GAZ represents less than 10% of turnover, this risk remains very limited in scope.

With regard to butane, fluctuations in international prices currently entail no risk to the extent in which recovery prices are regulated and subsidized via the Compensation Fund.

Warning

The aforementioned information constitutes only a part of the newsletter approved by the Conseil Deontologique des Valeurs Mobilières (CDVM) under reference n° VI/EM/043/2014 dated 24/11/2014.

The CDVM advises reading the entire information record made available to the public in the French language version.