DYAR AL MANSOUR

PROSPECTUS SUMMARY

IMPLEMENTATION OF A COMMERCIAL PAPERS PROGRAM

Issue Ceiling	**:**	**700 000 000 MAD**
Face Value	**:**	**100 000 MAD**

FINANCIAL ADVISER – GLOBAL COORDINATOR

AGENCY RESPONSIBLE OF INVESTMENT

CDVM Visa

In accordance with the Article 18 of the Dahir n° 1-95-3 of 24 Châabane 1415 (26 January 1995) related to the law n°35-94 for the debt securities, the original of this present prospectus has been approved by the CDVM on November 26th, 2012 under the reference number VI/EM/042/2012.

The CDVM visa does not imply approval of the appropriateness of the operation or authentication of the information presented. It was attributed after examination of the relevance and consistency of the information given, in the context of the proposed transaction to investors.

WARNING

The CDVM approved on November 26th 2012 a prospectus relating to the issue of commercial papers by DYAR AL MANSOUR Co.

The prospectus approved by CDVM is available at the headquarters of DYAR AL MANSOUR and with its financial advisor. It is also available within a maximum period of 48 hours at the order-collecting institutions.

The prospectus is available to the public on the CDVM's website (www.cdvm.gov.ma)

PART I. INTRODUCTION OF THE OPERATION

I. AIMS OF THE TRANSACTION

Dyar Al Mansour would like to initiate a commercial papers issue program in order to :

- Optimize the cost of short-term financing by substituting partially or totally existing bank loans by commercial papers ;
- Meet its occasional cash needs induced by changes in net working capital during the year;
- Diversify funding sources for better negotiations with its financial partners;
- Consolidate its image among institutional investors through increased visibility on capital market.

II. INFORMATION RELATING TO SECURITIES TO BE ISSUED

Type of securities	Negotiable debt securities transferred in non-physical form in the Central depository register (Maroclear) and entered into account with authorized affiliates.
Legal form of securities	Bearer commercial papers
Ceiling of the issue	700 000 000 MAD.
Face value	100 000 MAD.
Number of securities	7 000 commercial papers.
Maturity	From 10 days to 12 months – to be specified at every issue.
Vesting date	At the settlement date.
Interest rate	Specified for each issue depending on market conditions.
Interests	Post-counted.
Coupon payment	In fine, at the maturity of each paper.
Repayment of capital	In fine, at the maturity of each paper.
Assimilation clause	Issued commercial papers are not subject to any assimilation to securities issued earlier.
Tradability of securities	No restriction is imposed by the terms of issue on the tradability of issued commercial papers. Securities are traded OTC. Tradability is ensured by CDG Capital.
Guarantee	The issue is not guaranteed

III. AGENCY RESPONSIBLE FOR INVESTMENT – FINANCIAL INTERMEDIARIES

Financial advisor Global coordinator	CDG CAPITAL	Tour Mamounia, Place Moulay El Hassan – Rabat
Agency responsible for investment	CDG CAPITAL	Tour Mamounia, Place Moulay El Hassan - Rabat
Securities account holding agency	CDG CAPITAL	Tour Mamounia, Place Moulay El Hassan - Rabat

PART II. DYAR AL MANSOUR OVERVIEW

I. General information

Legal name	DYAR AL MANSOUR
Head Office	42 Avenue Al Alaouiyne, Rabat
Phone No.	05 37 21 69 69
Fax	05 37 20 48 98
Web site	www.dyaralmansour.com
Legal form	Limited company with a Board of Directors
Trade register	20 646 at the trade register of Rabat
Setting up year	1968
Duration	99 years
Fiscal Year	1st day of January to the 31st day of December
Corporate Business (Pursuant to section 3 of the articles of incorporation)	The Company aims at : ▪ All land and real estate transactions in Morocco ; ▪ For this purpose, the company may purchase any bare lands or lands with buildings constructed thereon and to be demolished ; ▪ Any subdivision operations, erect any buildings intended for residential, commercial, professional or administrative use ; ▪ Enter with the Government, local communities, public or private institutions or agencies, into agreements entrusting it with the task of carrying on their behalf and for their account surveys and works, coordination and assistance of the interventions with the Government, local authorities, public or private institutions or agencies, related to any real estate and/or development program; ▪ Develop equipped lands to implement any project; ▪ Operate either directly, by lease or by management; ▪ Direct or indirect participation of the company in all financial, movable, real estate or industrial transactions that may be related to the corporate business; ▪ More generally, all transactions of any kind that can be directly or indirectly related to the above purposes or which foster the development of the company.

II. Information on the capital of Dyar Al Mansour

III.1. Statement of capital on 31/08/2012

On the 31st day of August 2012, the share capital of Dyar Al Mansour is set up at 430 million MAD divided into 4,300,000 shares with a nominal value of 100 MAD each, fully paid.

III.2. History of the capital of Dyar Al Mansour

Since its creation in 1968, the capital of Dyar Al Mansour has evolved as follows: from 63,600 MAD upon setting up to 430 MAD in 2011:

Year	Operation	Number of shares issued	Issue price (in MAD)	Amount of operation (in MAD)	Total number of shares	Share Capital (in MAD)
1968	Set-up	636	100	63 600	636	63 600
2002	Capital increase	7 430	100	743 000	8 066	806 600
2005	Capital increase	464 528	100	46 452 800	472 594	47 259 400
2006	Capital increase	589 000	100	58 900 000	1 061 594	106 159 400
2011	Capital increase	3 238 406	100	323 840 600	4 300 000	430 000 000

Source : Dyar Al Mansour

III.3. Dyar Al Mansour's shareholder structure

Shareholders	31/12/2010		31/12/2011		31/08/2012	
	Number of shares	% of capital and voting rights	Number of shares	% of capital and voting rights	Number of shares	% of capital and voting rights
CGI	1 061 586	99,99%	4 299 993	99,99%	4 299 993	99,99%
Directors	8	NS	7	NS	7	NS
Total	**1 061 594**	**100%**	**4 300 000**	**100%**	**4 300 000**	**100%**

Face value of the shares during the 2009-2012 period : 100 MAD

Source : Dyar Al Mansour

During the 2006-2012 period, the company's share was mainly marked by the sale of the participation of CDG Développement Holding in Dyar Al Mansour for CGI in 2008. CGI has then become the major shareholder of the Company with a 99.9% participation rate. Some insignificant variations related to different appointments of directors have also taken place over the 2006-2012 period.

III. Legal organization

III.4. ORGANIZATION

PRESIDENT

CEO

INTERNAL AUDIT

CONTROLLING

DEVELOPMENT POLE

Arrangements and Financial Engineering Department

Marketing and Communication Department

Social Support Department

Commercial Department

ACHIEVEMENT POLE

Works Department

Architectural Studies Department

Project Managers Pool

RESSOURCES POLE

Accounting and Cash Department

Support Department

Purchasing Department

Organization and Quality Department

III.5. MAIN MANAGERS

In 30/06/2012, the management bodies of Dyar Al Mansour are as follows :

Identity	Office within DYAR AL MANSOUR	Date of appointment
M. Taieb NACIRI	CEO	2010
Hicham M'RABETY	Managing director	2011[1]

Source : Dyar Al Mansour

[1] M. M'RABETY joined Dyar Al Mansour in 2005 in his capacity as Technical Director.

PART III. ACTIVITY OF DYAR AL MANSOUR

I. Activity of DYAR AL MANSOUR

III.6. Positioning de Dyar Al Mansour

Dyar Al Mansour is currently positioning itself in two distinct business segments: promotional activity and social support:

Promotional Activity

Dyar Al Mansour launched promotional activities in 2010. The Company takes the initiative for real estate projects (project management) and undertakes the commercial risk, responsibility for funding and coordinating operations. Indeed, the company is responsible for monitoring real estate projects design and implementation operations (choice of land, program definition and study, procurement of works, monitoring constructions, sale of finished products and after-sales service).

Social Support Activity

Activity that started in 2002, social support is to disappear with the current strategic vision. In fact, the only historical projects still underway include the social support component.

This activity involves the fulfillment of real estate projects generating two product categories:

- products intended for beneficiaries (social support efforts to achieve the transfer of property to beneficiaries)
- OTC products on which Dyar Al Mansour made margins as a developer.

Two operations are currently managed through the social support activity, namely Al Mansour Zenata and Al Kora Project.

PART IV. FINANCIAL ANALYSIS

I. Expenditures and Revenue Accounts

Over the 2009-S1 2012 period, the Expenditures and Revenue Account of the Company is as follows:

In Kdh	2009	2010	Δ%	2011	Δ%	S1 2011	S1 2012	Δ%
Sales of goods and services	125 035	227 036	81,6%	156 153	-31,2%	90 284	22 490	-75,1%
Turnover	*125 035*	*227 036*	*81,6%*	*156 153*	*-31,2%*	*90 284*	*22 490*	*-75,1%*
Changes in Inventories of Products	264 854	-99 111	-137,4%	498 822	NS	187 319	296 357	58,2%
Assets produced by the Company	0	1 905	NA	0	NA	0	0	NA
Other Operating Income	3 017	18 233	NS	4 962	-72,8%	2 623	3 061	16,7%
Resumption of operations : charge transfer	6 208	1 172	-81,1%	3 397	189,9%	3 266	0	NA
Operating revenues I	399 115	149 235	-62,6%	663 335	NS	283 493	321 908	13,6%
Cost of supplies and consumable materials	358 184	107 585	-70,0%	605 047	NS	254 698	303 679	19,2%
Other external expenses	5 670	7 508	32,4%	8 104	7,9%	3 843	3 929	2,2%
Taxes	279	348	24,9%	3 639	NS	3 503	416	-88,1%
Staff expenses	15 134	19 419	28,3%	25 029	28,9%	13 381	17 067	27,5%
Other operating expenses	1 918	1 487	-22,5%	0	NA	0	0	NA
Operating endowment	9 265	20 018	116,1%	13 133	-34,4%	7 178	6 637	-7,5%
Operating expenses II	390 449	156 364	-60,0%	654 951	319%	282 603	331 728	17,4%
Operating income I-II	**8 666**	**-7 130**	**-182,3%**	**8 383**	**-217,6%**	**890**	**-9 820**	**NS**
Interests and other financial income	6	16	178,4%	267	NS	261	41	-84,1%
Financial resumptions and transfer of charges	0	15 607	NA	7 764	-50,3%	5 483	8 509	55,2%
Financial income III	6	15 623	NS	8 031	-48,6%	5 743	8 551	48,9%
Interest expenses	8 577	15 607	82,0%	7 803	-50,0%	5 483	8 509	55,2%
Financial expenses IV	8 577	15 607	82,0%	7 803	-50,0%	5 483	8 509	55,2%
Financial income (III-IV)	**-8 571**	**16**	**100,2%**	**228**	**NS**	**261**	**41**	**-84,1%**
Current Income	**95**	**-7 114**	**NS**	**8 611**	**-221,0%**	**1 151**	**-9 778**	**NS**
Proceeds from sales of property	1 378	317	-77,0%	755	138,4%	467	97	-100%
Other noncurrent income	3 151	725	-77,0%	1 055	45,6%	416	1 125	>100%
Noncurrent income	4 529	1 041	-77,0%	1 810	73,8%	883	1 222	38,3%
Net values of depreciation of sold assets	739	244	-67,0%	358	46,4%	220	45	-79,7%
Other noncurrent expenses	141	4	-97,4%	0	NA	0	51	NA
Noncurrent expenses	880	248	-71,8%	358	44,2%	220	96	-56,5%
Noncurrent Income	**3 649**	**793**	**-78,3%**	**1 452**	**83,1%**	**663**	**1 126**	**69,8%**
Profit before taxes	**3 743**	**-6 321**	**-268,9%**	**10 064**	**-259,2%**	**1 814**	**-8 652**	**NS**
Income Taxes	2 267	2 588	14,2%	5 114	97,6%	1 879	112	-94,0%
Net Income	**1 477**	**-8 909**	**NS**	**4 950**	**NS**	**-65**	**- 8 765**	**NS**

Source : Dyar Al Mansour

II. Balance sheet

Assets Balance Sheet

The table below shows the evolution of the balance sheet over the 2009 - H1 2012 period:

In Kdh	2009	2010	Δ%	2011	Δ%	S1 2012	Δ%
Capital write-offs	**514**	**179**	**-65,1%**	**2 592**	**>100%**	**1 944**	**-25%**
Preliminary expenses	59	0	-100,0%	2 592	NA	1 944	-25,0%
Deferred charges	455	179	-0,6	0	-100,0%	0	NA
Intangible assets	**616**	**501**	**-18,6%**	**1 896**	**>100%**	**1 669**	**-12,0%**
Patents, Trademarks, copyrights and similar values	616	501	-18,6%	1 896	>100%	1 669	-12,0%
Tangible assets	**11 500**	**13 021**	**13,2%**	**13 012**	**-0,1%**	**12 647**	**-2,8%**
Lands	1 320	1 574	19,3%	1 516	-3,7%	1 509	-0,5%
Buildings	5 803	6 947	19,7%	6 371	-8,3%	6 160	-3,3%
Machinery, equipment and tools	526	478	-9,2%	632	32,4%	574	-9,2%
Transport equipment	7	4	-47,6%	2	-44,4%	1	-40,0%
Furniture, Office equipment	3 786	3 969	4,8%	4 435	11,8%	4 366	-1,6%
Other tangible assets	58	50	-12,6%	56	10,8%	38	-32,7%
Financial assets	**31**	**57**	**81,1%**	**59**	**3,5%**	**165**	**>100%**
Other financial receivables	31	57	81,1%	59	3,5%	165	>100%
Fixed assets	**12 660**	**13 758**	**8,7%**	**17 559**	**27,6%**	**16 426**	**-6,5%**
Stocks	**891 138**	**808 806**	**-9,2%**	**1 315 549**	**62,7%**	**1 620 415**	**23,2%**
Current Products	571 829	610 586	6,8%	1 114 792	82,6%	1 434 275	28,7%
Finished products	319 309	198 219	-37,9%	200 757	1,3%	186 141	-7,3%
Receivables in current assets	**162 187**	**163 339**	**0,7%**	**221 850**	**35,8%**	**271 103**	**22,2%**
Receivables from suppliers deposits and advances	0	3	NA	6 533	>100%	6 533	0,0%
Accounts receivable	26 095		31,8%	22 201	-35,5%	9 803	-55,8%
Staff	3	7	>100%	1	-91,7%	56	>100%
State	124 904	127 099	1,8%	191 087	50,3%	252 839	32,3%
Other receivables	11 104	1 789	-83,9%	1 925	7,6%	1 866	-3,1%
Accruals - Assets	81	35	-56,5%	102	>100%	6	-94,6%
Current Assets	**1 053 324**	**972 145**	**-7,7%**	**1 537 399**	**58,1%**	**1 891 519**	**23,0%**
Cash assets	**7 374**	**201 673**	**>100%**	**4 938**	**-97,6%**	**4 584**	**-7,2%**
Checks and cash values	0	135	NA	149	10,6%	106	-28,6%
Banks, General Treasury and Postal Checks	7 374	201 538	>100%	4 788	-97,6%	4 477	-6,5%
Petty Cash	0	0	>100%	1	>100%	1	-43,9%
Total Assets	**1 073 359**	**1 187 576**	**10,6%**	**1 559 896**	**31,4%**	**1 912 529**	**22,6%**

Source : Dyar Al Mansour

Balance sheet liabilities

The table below shows the liabilities of Dyar Al Mansour during the 2009, 2010 and 2011 fiscal years and the first half of 2012:

In Kdh	2009	2010	Δ%	2011	Δ%	S1 2012	Δ%
Equity	**127 386**	**118 478**	**-7,0%**	**447 268**	**>100%**	**438 504**	**-2,0%**
Share capital	106 159	106 159	NA	430 000	>100%	430 000	NA
Legal reserves	3 630	3 704	2,0%	3 704	NA	3 951	6,7%
Retained earnings	16 120	17 523	8,7%	8 614	-50,8%	13 317	54,6%
Net income for the year	1 477	-8 909	NS	4 950	-155,6%	-8 765	-277,1%
Financing liabilities	**27**	**25**	**-8,1%**	**5 023**	**>100%**	**121 022**	**>100%**
Other financing liabilities	27	25	-8,1%	5 023	>100%	121 022	>100%
Permanent funding	**127 414**	**118 503**	**-7,0%**	**452 291**	**>100%**	**559 525**	**0**
Debt in current liabilities	**759 136**	**821 562**	**8,2%**	**1 011 197**	**23,1%**	**1 100 302**	**8,8%**
Payables	595 000	393 216	-33,9%	661 823	68,3%	588 393	-11,1%
Customer deposits and advances payable	123 653	82 871	-33,0%	324 216	>100%	395 604	22,0%
Staff	3 921	4 526	15,4%	6 529	44,3%	7 705	18,0%
Social Organizations	207	144	-30,3%	346	>100%	430	24,0%
State	4 892	4 688	-4,2%	5 542	18,2%	5 144	-7,2%
Partner accounts	30 000	330 000	>100%	6 159	-98,1%	93 610	>100%
Other creditors	832	452	-45,7%	1 075	>100%	340	-68,4%
Accruals – Liabilities	632	5 665	>100%	5 507	-2,8%	9 076	64,8%
Other provisions for risks and charges	**3 734**	**12 835**	**>100%**	**23 640**	**84,2%**	**28 634**	**21,1%**
Circulating liabilities	**762 870**	**834 397**	**9,4%**	**1 034 837**	**24,0%**	**1 128 936**	**9,1%**
Cash credit	183 075	234 677	28%	72 767	-69%	223 776	>100%
Banks (credit balance)	0	0	-	0	-	292	>100%
Cash liabilities	**183 075**	**234 677**	**28%**	**72 767**	**-69%**	**224 068**	**>100%**
Total Liabilities	**1 073 359**	**1 187 576**	**10,6%**	**1 559 896**	**31,4%**	**1 912 529**	**22,6%**

Source : Dyar Al Mansour

PART V. RISK FACTORS

I. COMPETITIVE RISKS

The real estate market offers, today, opportunities for beneficial profits and interesting private income. The absence of restrictive barriers to entry promotes the arrival of numerous national and international operators. The vast number of operators in this market is likely to exacerbate competition, depreciate margins, cause an increase in the cost of land and limit access to funding.

II. RISKS ASSOCIATED TO CHANGES IN TAX TREATMENT

Property developers operating in the social housing sector benefit from numerous tax advantages. The evolution of tax systems, including the elimination of some tax benefits granted to operators, could negatively impact the sector.

However, the risk is limited, the main tax measures being guaranteed until 2020.

III. RISK OF INCREASE IN THE COST OF LAND

Land prices are booming in recent years. This upward trend is likely to continue due to strong demand for land in urban areas, population growth and the facility of access to credit. This poses a major risk factor for Dyar Al Mansour, especially if the company does not impact the increase of cost of land on sale prices.

However, this risk is mitigated by the willingness of the state to create new cities in 2020 on the outskirts of major cities of the kingdom. These new cities will provide additional land in urban areas, which will control the impact of soaring prices.

IV. RISKS RELATED TO OUTSOURCING

To carry out its real estate projects, Dyar Al Mansour uses subcontractors for its projects. These sub-contractors must meet the conditions of price, quality of service and completion deadlines required by Dyar Al Mansour during bidding.

Risk is linked to the abundance of non-qualified subcontractors to meet the requirements of Dyar Al Mansour. This risk could have an impact on construction costs, construction time and quality deliverables.

V. RISKS RELATED TO REAL ESTATE MARKET

A decrease in demand would have a negative impact on Dyar Al Mansour's turnover.

However, the market is experiencing a growing demand for housing due to population growth and rural exodus. In addition, in 2012, Morocco has a housing deficit of 840,000 units[2] for an annual production of about 100,000 units.

[2] Source : Department of Housing

VI. RISKS RELATED TO INTEREST RATES

An increase in debit interest rates on loans incurred by the purchasers would cause a rise in the costs of credits, the main source of financing for households and could reduce the demand on real estate.

Higher payable interest rates could divert some of the savings into bank deposits and debt securities, thereby adversely affecting the demand on the real estate market.

PART VI. EXCEPTIONAL EVENTS OR LITIGATION

At the information filing date, Dyar Al Mansour has no exceptional events that may affect its financial status.

However, it should be noted that a tax audit is underway at Dyar Al Mansour. To date, no notification has been received

WARNING

The above information is only part of the information prospectus approved by the CDVM under reference No VI/EM/042/2012 on November 26th, 2012.

CDVM recommends reading the full prospectus made available to the public in French.