

PROSPECTUS SUMMARY

RESIDENCES DAR SAADA S.A.



LISTING THROUGH A CAPITAL INCREASE FIXED PRICE OFFER

Stock price : 215 MAD

Face value : 50 MAD

Number of issued shares : 5 241 770 shares

Total issuance amount : 1 126 980 550 MAD

Subscription period : from December 1st to December 3th 2014 included

Possibility of early closure starting from December 2th

This offer is not addressed to monetary , bonds and contractual UCITS

Financial Advisor and Global Coordinator



Financial co-advisors



Lead Partner of the underwriting syndicate



Lead partners of the underwriting syndicate



Members of the underwriting syndicate



APPROVAL OF THE CONSEIL DEONTOLOGIQUE DES VALEURS MOBILIERES (FINANCIAL AUTHORITY)

In accordance with the provisions set forth by the CDVM Circular entered into force on April 1st, 2012, taken pursuant to Article 14 of the Dahir constituting law No. 1-93-212 of September 21th, 1993 relative to the Conseil Déontologique des Valeurs Mobilières (CDVM) and to the information required by legal persons making a public offering as amended and supplemented, the original version of the present Prospectus has been Approved by the CDVM on 14/11/2014 under reference number VI/EM/042/2014.

DISCLAIMER

Le Conseil Déontologique des Valeurs Mobilières (CDVM) approved on 14/11/2014 the capital increase by initial public offering by Résidences Dar Saada Company

The Prospectus approved by the CDVM is available at any time at the headquarters of Résidences Dar Saada. It shall also be available within a maximum deadline of 48 hours, through the Placement Agents.

The prospectus is also available for the public in the headquarters of the Casablanca Stock Exchange as well as on its website www.casablanca-bourse.com.

It shall also be available on the CDVM website: www.cdvm.gov.ma

Part I. Transaction Overview

I. Transaction framework

Based on the proposal of listing of the shares of Résidences Dar Saada Company on the Casablanca Stock Exchange submitted by the Board of Directors on September 25th, 2014, and after reviewing the special report of the Statutory Auditors on the cancellation of preferential subscription rights of shareholders, permits, where the adoption of the resolution on the cancellation of preferential subscription rights for shareholders, the Joint General Meeting of November 7th, 2014, authorized the operation, with the condition of respecting the resolution relating to the cancellation of preferential subscription rights for shareholders, and decided to open the share capital of the company for an amount capped at 1 300 000 000 MAD by way of issuing new shares with a price corresponding to the nominal value of the shares, and a share premium to be determined by the Board of Directors (Capital increase).

The increase of the Company's capital shall be done through an IPO reserved for the public which falls under the stock market listing of the Company.

The new shares shall be subscribed and fully paid in cash. Their investing date is January 1st of the year in which the said shares are issued. They shall be assimilated with existing shares and shall benefit from the same rights and be subject to all the provisions of the statutes and decisions of the general meetings of the Company.

The authorization to increase the Capital through an initial public offering is granted for a term to expire on February 28, 2015.

The Extraordinary General Assembly of November 7th, 2014 grants all the powers to the Board of Directors in order to:

- decide on the Capital Increase in the limit of the authorized amount and to set the amount of the issuance premium;
- set the terms of the Capital Increase, amend the bylaws to reflect the new amount to the capital, take the necessary steps to go through with the said capital increase, take due note of the subscription, release and the completion of the Capital Increase;
- and generally take all necessary measures and accomplish all necessary formalities for the final completion of the Capital Increase and the listing of the Company's shares on the Casablanca Stock Exchange.

In addition, the Joint General Assembly decides amend the bylaws of the Company to bring them in line with the legal provisions governing companies whose equity securities are listed on the Casablanca Stock. Accordingly, the General Meeting decides to amend the bylaws of the Company and adopt of a new drafting of the Articles of Association in accordance with the version of the statutes as written and presented, and entering into force as of the first day of the trading of the Company's shares at the Casablanca Stock Exchange.

The Board of Director, using the powers granted by the Extraordinary General Assembly of November 7th, 2014 has decided on November 14th 2014 to increase the capital of the company by an amount of 262 088 500 MAD, to set the amount of the issuing premium of the new issued share to 165 MAD per share and the IPO capital increase will be made through the issuance of 5 241 770 new shares with a share price of 215 MAD per share (50 MAD for the nominal and 165 for the premium).

The total amount of the capital increase will be 1 126 980 550 MAD which 262 088 500 MAD for the nominal and 864 892 050 for the premium.

As a consequence, the capital will be increased from 1 048 354 000 MAD to 1 310 442 500 MAD.

Based on the article 188 of the law 17-95, the amount of the capital increase should be entirely subscribed. If not, the subscription will fail.

III. Operation objectives

The listing of Résidences Dar Saada on the stock exchange falls under a strategy of growth, development, openness, transparency and proximity to clients and partners. The listing of new shares on the stock exchange will also enable the Company to associate with new Moroccan and foreign shareholders (general public or institutions).

Thus, the objectives sought by the leaders of Résidences Dar Saada, through this transaction, are as follows:

- further institutionalizing the funding round of the Company through opening the shareholding to new institutional investors;
- making the Company known in the financial community and the general public through the establishment of a strong and coherent identity;
- pursuing and strengthening the sense of transparency and performance for which the Company is committed by submitting to the judgment of the market;
- increasing the proximity of the Company to its customers by offering them to participate in its capital;
- motivating and retaining its employees by allowing them to take part in the capital of the Company;
- facilitating the use of external financing through direct access to capital markets;
- providing funds to strengthen its land reserve;
- speeding the pace of completion of existing projects;
- Bringing the Company to a new level in terms of growth;

The funds raised from the capital increase at hand (average 1,180 million MAD) shall be used as follows:

- Acquisition of land, development projects in Africa and other for a total of 730 million MAD. Note that currently, the Company has already signed purchase options of lands in the Grand Casablanca for an amount of 600 MAD;
- Acceleration of the rate of completion of undeveloped existing programs for a total of 400 million MAD for the years 2015-2016.

The impact of the capital increase is not taken into consideration in the valuation of Résidences Dar Saada.

IV. Intentions of shareholders and managers

To the knowledge of the Company, shareholders of Résidences Dar Saada holding at least 5% of the capital of the Company have no intentions to subscribe to this transaction.

On the other hand, some managers of the Company intend to take part in this transaction within the framework of the tranche reserved for employees of the Company.

V. Shareholding before and after the transaction

The shareholding of Résidences Dar Saada Company is as follows:

Name or corporate name of shareholders	Before the transaction		After the transaction	
	Number of shares	% of capital and voting rights	Number of shares	
<u>Berrada Sounni Family</u>	14 408 640	68,7%	14 408 640	55,0%
Abdelali Berrada Sounni	1 803 456	8,6%	1 803 456	6,9%
Hicham Berrada Sounni	361 296	1,7%	361 296	1,4%
Saad Berrada Sounni	361 296	1,7%	361 296	1,4%
Naima Benmoussa	360 864	1,7%	360 864	1,4%
Nabila Berrada Sounni	360 864	1,7%	360 864	1,4%
Hanaa Berrada Sounni	360 864	1,7%	360 864	1,4%
Groupe Palmeraie Développement	10 799 992	51,5%	10 799 992	41,2%
<u>Other sharholders</u>	6 558 440	31,3%	6 558 440	25,0%
North Africa Holding Company	2 186 146	10,4%	2 186 146	8,3%
Aabar Investments PJS	2 186 146	10,4%	2 186 146	8,3%
FCP RMA CAP DYNAMIQUE	728 716	3,5%	728 716	2,8%
Wafa Assurance	728 716	3,5%	728 716	2,8%
Idraj SCA	728 716	3,5%	728 716	2,8%
Amine Guennoun	2	0,0%	2	0,0%
Majid Benmlih	2	0,0%	2	0,0%
Adil Douiri	2	0,0%	2	0,0%
Khalifa El Mehairi	2	0,0%	2	0,0%
<u>The free float</u>	-	-	5 241 770	20,0%
Shares total	20 967 080	100,0%	26 208 850	100,0%

VI. Offer structure

1. Total transaction amount

The total amount of the transaction amounts to a total of 1 126 980 550 MAD, based on a share price of 215 MAD with a nominal value of 50 MAD each.

2. Place of listing

The shares of Residences Dar Saada shall be listed in the first compartment of the Casablanca Stock Exchange

3. OFFER STRUCTURE

Order type	I	II	III	IV	
Subscribers	<ul style="list-style-type: none"> Permanent employees of Résidences Dar Saada* 	<ul style="list-style-type: none"> Individuals residing or non-residing in Morocco, with Moroccan or foreign nationality legal entities of Moroccan or foreign law and who do not belong to investors authorized to subscribe to order types III and IV and proving at least one year of legal existence on September 30th 2014 	<p>Qualified investors under Moroccan law, as defined by Article III.1.21 of the CDVM circular excluding the monetary, bonds and contractual UCITS.</p>	<p>Foreign authorized investment institutional entities</p>	
Number of securities	232 558	1 811 733	1 834 619	1 362 860	
Amount	49 999 970 MAD	389 522 595 MAD	394 443 085 MAD	293 014 900 MAD	
% of the transaction	4,44%	34,56%	35,00%	26,00%	
Subscription ceiling	<ul style="list-style-type: none"> For the employees hired before 2014: 24 months of gross salary excluding bonuses, 13th month and commissions (basis 2013) For the employees hired in 2014: 12 months of gross salary excluding bonuses, 13th month and commissions 	232 558 shares	524 177 shares (except for diversified UCITS: 262 088 shares)	524 177 shares	
Members of the underwriting syndicate	<ul style="list-style-type: none"> BMCE Bank 	<ul style="list-style-type: none"> Alma Finance Art Bourse Atlas Capital Bourse Attijari Intermédiation Attijariwafa bank Banque Centrale Populaire BMCE Bank BMCE Capital Bourse BMCI BMCI Bourse Capital Trust Securities CDG Capital Bourse CFG Group CFG Markets 	<ul style="list-style-type: none"> Crédit Agricole du Maroc Crédit du Maroc Crédit du Maroc Capital CIH Bank Eurobourse ICF Al Wassit MENA.C.P. M.S.I.N Société Générale Marocaine de Banques Sogecapital Bourse Wafa Bourse Upline Securities 	<ul style="list-style-type: none"> BMCE Capital Bourse CFG Marchés Attijari Intermédiation Upline Securities 	<ul style="list-style-type: none"> BMCE Capital Bourse CFG Marchés Attijari Intermédiation Upline Securities

The coverage of subscription orders	100% covered by an effective deposit (remission of check or cash or bank loan)	<p>The subscriptions must be covered in 100% as follows:</p> <ul style="list-style-type: none"> ▪ An effective deposit (check or cash) at the subscriber account and/or ; ▪ A collateral constituted of shares according to the following modalities: <ul style="list-style-type: none"> ✓ Treasury bills: 100% of the value at the subscription date ; ✓ Monetary UCITs whit daily liquidation value: 100 % of the value in the date of subscription ; ✓ UCIT's with daily liquidation value (excluding the monetary UCITs): 80% at the subscription date <p>The cash and or collateral coverage shall remain blocked, until the allocation of the shares</p>	No coverage	<ul style="list-style-type: none"> ▪ For investment institutions under foreign law (i) proving more than a year of legal existence, or (ii) a customer of a member of the syndicate having performed a transaction on the primary or secondary markets of the Casablanca Stock Exchange: no coverage; ▪ For investment institutions under foreign law (i) having less than one year of legal existence, and (ii) do not have the status of a customer of a member of the underwriting syndicate having performed an operation on the primary or secondary markets of the Casablanca Stock Exchange: covered in 30% by an effective deposit (handing over a check or cash) or 100% through a bank guarantee.
Allocation arrangements	<ul style="list-style-type: none"> ▪ 1st allocation: allocation through iteration on the basis of one share at 12 months' salary per applying subscriber; ▪ 2nd allocation : allocation in proportion to the remaining surplus of applications for shares exceeding 12 months of salary. 	<ul style="list-style-type: none"> ▪ 1st allocation : allocation through iteration on the basis of 100 shares per applying subscriber; ▪ 2nd allocation : allocation of the remaining in proportion to the surplus of applications for shares exceeding 100 shares. 	Allocation in proportion to the demand	Allocation in proportion to the demand
Transfer rules	If the number of shares is less than what is provided by I, the remainder is assigned to order type II and then to III and finally to IV	If the number of shares is less than what is provided in II, the remainder is assigned to III and then to IV	If the number of shares is less than what is provided in III, the remainder is assigned to II and then IV	If the number of shares is less than what is provided in IV, the remainder is assigned to II and then to III

VII. Information's about the share to issue

Nature of shares	Shares of Résidences Dar Saada all of the same class
Legal form	Bearer Résidences Dar Saada shares are fully dematerialized and registered in an account with Maroclear.
Number of shares	5 241 770 shares
First listing procedure	Fixed price
Issue price	215 MAD
Par value	50 MAD
Issue premium	165 MAD
Vesting date	1 st January 2014
Paying-up	The shares offered will be fully paid-up and free of any covenant
Preferential subscription rights	The Extraordinary General Assembly of November 7, 2014 has decided to cancel the preferential subscription rights for the capital increase from the present IPO
Listing line	1 st line
Listing compartment	1 st
Negotiability	Freely negotiable
Rights	All shares enjoy the same rights in regard to both the distribution of profits and the division of the liquidation surplus. Each share carries the right to vote at shareholder meetings.

VIII. Elements of price assessment

The Combined General Meeting of November 7th, 2014 gave all powers to the Board of Directors to complete all legal procedures and formalities necessary for the IPO.

For this purpose, the issue price of the shares covered by this Prospectus, was fixed by the Board of Directors.

4. Discarded valuation methods

a. Assets based approach

The assets based approach consists of separately evaluating the assets and liabilities of the company, regardless of future prospects of the company. This method is generally applicable in the context of divestment and liquidation of assets in order to provide a better allocation of resources, or to value financial or holding companies. Insofar as Résidences Dar Saada does not meet the conditions of application of this valuation approach, it was discarded.

b. Future dividend discount

This method is based on a forecast of future dividend distribution. However, dividend distribution depends on many parameters (level of profitability, payout ratio, leverage) and seems very difficult to accurately forecast for a valuation operation. This method has, therefore, been discarded.

5. Used valuation methods

In the framework of the present operation, three approaches have been adopted in order to value the securities of Résidences Dar Saada Company:

- Listed peers multiples method ;
- Transactional multiples method ;
- Discounted future cash flow method (DCF) ;

However, it should be noted that the listed peers multiples method is presented for information sake only due to its reduced relevance in this case. Indeed, Residences Dar Saada, pure player, dedicated to the development of social and intermediate housing is totally comparable to any other listed real estate firm in Morocco or abroad.

Nevertheless, the relevance of the DCF method is substantiated by the consistency of the projected business plan of the Company because of its visibility on the business and its financial projections.

Thus, the only method used for valuing Residences Dar Saada as part of this operation is the DCF method. The main differences appear as follow:

- regulations of the activity and the taxation ;
- sales' volume, structure and diversification ;
- stage of growth ;
- differences between the Moroccan and the overseas markets in the real-estate sector in terms of needs and costs.

The peers multiples are presented as follows:

Company	PER		P/B	
	2014e	2015e	2014e	2015e
Douja Promotion	9,3x	8,6x	1,3x	1,2x
Alliances Développement Immobilier	8,1x	6,7x	0,9x	0,9x

Source : Equity research departments de CFG Group, Attijariwafa Bank et BMCE Capital

The value of 100% equity of Résidences according to the peers multiples method is as follows:

En MDH

Résidences Dar Saada	P/E		P/B	
	2014e	2015e	2014e	2015e
Consolidated financial aggregate	397	459	2 370	2 669
Average multiples	8,7x	7,6x	1,1x	1,0x
Value of 100% equity	3 445	3 492	2 646	2 691

a. Transactions multiples method

The Transactional multiples method is an analog approach, which is to apply to a financial aggregate of the assessed company, a multiple observed on a sample of transactions on the capital of companies operating in the sector of social and intermediate housing.

When the capital of a company has been subject to similar transactions, it is to consider the price of these transactions as a reference for any new transaction.

In 2011, the company Residences Dar Saada conducted a capital increase in favor of national and international institutional investors (RMA Wataniya, Wafa Assurance, Idraj, North Africa Holding (Kuwait) and Aabar (United Arab

Emirates) for 900 MMAD. This transaction involved a minority stake and by way of a capital increase, thereby strengthening its comparability with the subject of this Prospectus.

At the end of this capital increase reserved (through private placement), the overall participation of the institutional investor group totaled 31.3%.

The implied post money valuation of the company Residences Dar Saada during the transaction is 2 875.5 million dirhams. The pre-money valuation of the company was set to 1 975.4 million dirhams.

1- PER multiple :

On the basis of a net income of 121,3 MDH as of 31/12/2010, the implied premoney PER multiple relative to the transaction is 16,3x.

Implied PER Multiple	16,3x
Consolidated net income as of 31/12/2013 (MDH)	305,6
Implied valuation of 100% of equity of Résidences Dar Saada (MDH)	4 976,8

The implied valuation of RDS is therefore 4 976,8 MDH by the transactions multiple method on the basis of the PER multiple.

2- P/B Multiple :

On the basis of the amount of equity of 672.3 MDH as of 31/12/2010, the implied premoney P/B multiple relative to this transaction is 2.9x

Multiple P/B induit	2,9x
Equity group share as of 31/12/2013 (MDH)	2 046,9
Implied valuation of 100% the equity of Résidences Dar Saada (MDH)	6 014,3

The implied valuation of RDS is therefore 6 014,3 MDH by the transactions multiple method on the basis of the P/B multiple

3- EBITDA multiple :

On the basis of the amount of EBITDA of 162.0 MDH as of 31/12/2010, the implied premoney EBITDA multiple relative to this transaction is 20.7x

Implied EBITDA multiple	20,7x
Consolidated EBITDA as of 31/12/2013 (MDH)	377,6
Consolidated net debt as of 31/12/2013 (MDH)	2 341,4
Implied valuation of 100% the equity of Résidences Dar Saada (MDH)	5 456,5

The implied valuation of RDS is therefore 5 456,5 MDH by the transactions multiple method on the basis of the EBITDA multiple.

4- Synthesis of the precedent transaction method

Hence, the implied valuation of 100% of equity of the company RDS on the basis of the precedent transaction comparable method ranges between 4 976,8 MDH and 6 014,3 MDH

b. Discounted cash flow method (DCF)

The discounted cash flow method measures the capacity of a company to create value. The value creation results from the difference between the return on capital employed and the minimum return required by shareholders and creditors of the company.

This valuation method provides a dynamic vision of the enterprise value based on operating cash flow projections and taking into account the main factors that affect the value of the capital employed such as development projects, economic return and financial structure and intrinsic risk.

Valuation perimeter

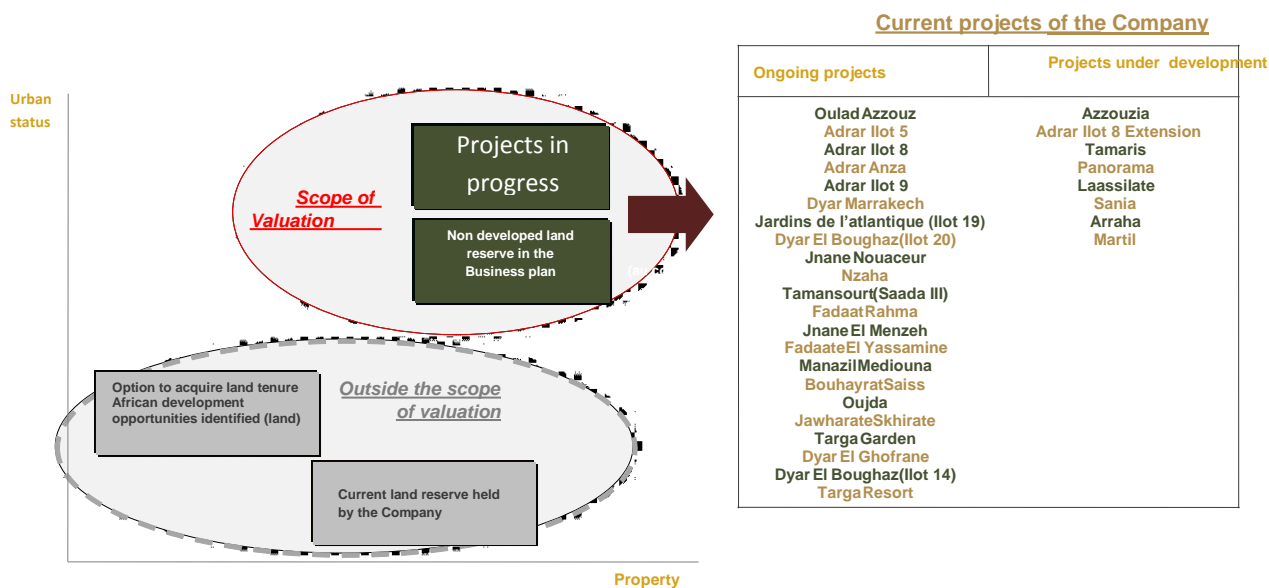
Generally, the enterprise value of the company is obtained by the DCF method by summing the following :

- The net present value of the free cash flows of the company available on the explicit period of the business plan (i.e. from January 1st, 2015 to December 31st, 2022);
- The terminal value of the company representing the enterprise value to the infinite, above the explicit period of the business plan. Such terminal value represents the company's ability to generate cash flows to the infinite and above the identified investment programs as reported at the moment of the related valuation;
- All asset held by the company and not contributing in generating cash flows in the explicit period of the business plan.

The value of the elements not taken into account in the valuation calculation represents a discount offered to the new shareholders.

Scope of valuation

In the DCF method presented below, the only factors taken into account in determining the company's value are:



Source : Résidences Dar Saada

- The present value of cash flow over the horizon of the Business Plan: from January 1, 2015, to December 31, 2022, which corresponds to the time required for the development, marketing and delivery of all existing housing programs by Résidences Dar Saada, including its land tenure in the balance sheet and destined for urban development (i.e., overridden, or permitted subject of a defined note of urban orientation);
- An amount corresponding to the lands owned by the Company and which are not developed over the horizon of the Business Plan because, to date, they are awaiting authorization. These lands are valued at their book value, or 630 million MAD. The valuation of the Company presented below does not take into account the creation of value that will be generated by these projects during their development.

The valuation of Résidences Dar Saada used, does not take into consideration the following elements:

- The value corresponds to certain development projects identified and developed to varying degrees (especially in Sub-Saharan Africa);
- The residual value of the Company.

Valuation of Résidences Dar Saada Company through the DCF method

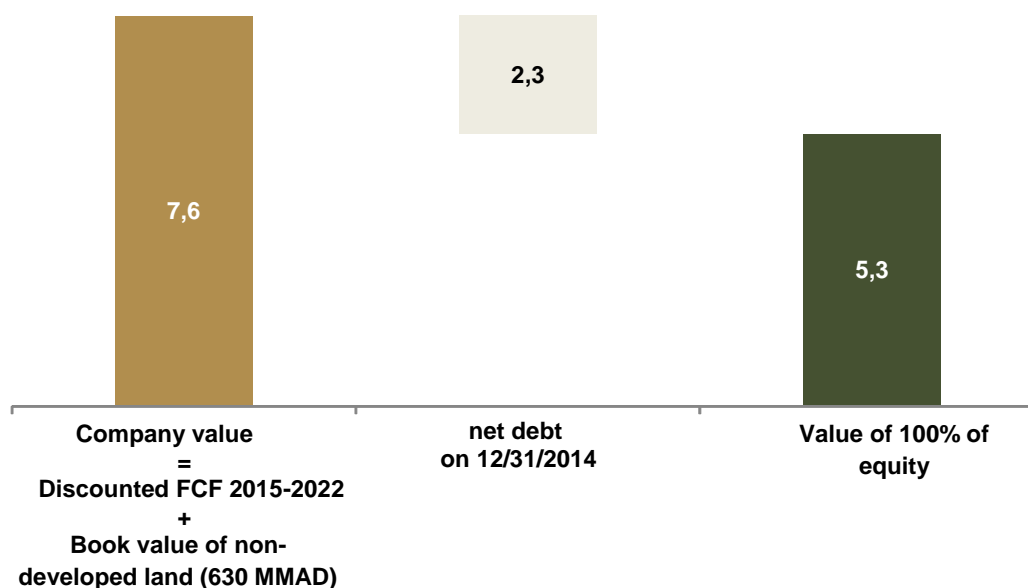
In MMAD

	2015 ^e	2016 ^e	2017 ^e	2018 ^e	2019 ^e	2020 ^e	2021 ^e	2022 ^e
Operating income	605	640	774	1 962	1 311	1 140	1 004	-126
- Theoretical ITB on operating income	54	50	54	377	297	192	300	-34
+ Depreciation and amortization	17	17	17	18	15	10	10	10
= Theoretical EBITDA after tax	567	607	737	1 603	1 029	958	714	-82
- Change in WCR	-1 054	-1 038	-791	-278	-181	-178	-25	-245
- Investments	23	3	3	3	3	3	3	3
= Free cash flows	1 598	1 642	1 525	1 878	1 207	1 133	736	160
The sum of discounted free cash flows 2015 – 2022	6 998							
+ Undeveloped land reserve in BP to its carrying value	630							
= corporate value on 12/31/2014	7 628							
- Net debt on 12/31/2014	2 316							
= Equity value	5 312							

Based on a discount rate of 10.38%, the preliminary equity value of Residences Dar Saada totaled 5 312 MDH.

Based on a discount rate of 10.38%, the preliminary equity value of Residences Dar Saada totaled 5 312 MDH.

In MMAD



The synthesis of equity valuation Residences Dar Saada, after the DCF method is as follows:

MDH	Valeur avant décote de 100% des fonds propres
Equity Value	5 312
Net Debt on 12/31/2014	2 316
Company value	7 628
Price per share (MAD/action)	253,4

The valuation of the Company, based on the DCF method, amounted to 5,312 million dirhams, a value per share of 253.4 dirhams.

2. Summary of valuations and determination of the issue price

The synthesis of equity valuation Residences Dar Saada, following the transactional method comparable and the DCF method is as follows:

MMAD	Transactional multiples	DCF
Equity value	4 976,8 – 6 014,3	5 312
Price per share (MAD/share)	237,4 – 286,8	253,4

The considered value of 100% residences of Residences Dar Saada is the DCF method value that is 5 312 MMAD (ie i.e. 253.4 MAD per share)

Taking into account an IPO discount of 15.0% from the issue price settles at MAD 4 516 representing a value per share of 215.4 dirhams.

The pre-money implied multiples resulting from the share price are as follows:

In MMAD	VE/EBITDA		P/E		P/B	
	EBITDA 2014	EBITDA 2015	RNPG 2014	RNPG 2015	Equity 2014	Equity 2015
Consolidated financial aggregates	501	549	397	459	2 369	2 669
Induced multiples	13,6x	12,4x	11,3x	9,8x	1,9x	1,7x

IX. Listing on the stock market

6. Place of listing

The shares of the Company, subject of the present operation, shall be listed on the main market (primary stock market) of the Casablanca stock exchange.

7. Procedure of the first listing

The admission of the shares of Résidences Dar Saada in the Casablanca Stock Exchange shall be made by a first listing procedure based on a Firm Price Offer in accordance with the General Regulations of the Casablanca Stock Exchange.

8. Characteristics of the listing of Résidences Dar Saada shares

Denomination	Résidences Dar Saada
Market	Main Market
Business sector	Real estate
Listing method	Continuous
Procedure of the 1st listing	Firm price offer
Code	12000
Ticker	RDS
Date of the 1st listing	18 December 2014

9. Operation calendar

Orders	steps	Dates
1	Receipt by the Casablanca Stock Exchange of the complete file of the IPO	14/11/2014
2	Issuance of the approval notification of the Casablanca Stock Exchange on the operation	14/11/2014
3	Receipt by the Casablanca Stock Exchange of the prospectus approved by the CDVM	14/11/2014
4	Publication in the "Bulletin de la Cote" of the notice related to the IPO	17/11/2014
5	Publication of the prospectus extract	17/11/2014
6	Opening of the subscription period	01/12/2014
7	Anticipated possible closing of the subscription period	02/12/2014
8	Publication by the Casablanca Stock Exchange of a notice related to the anticipated closing	02/12/2014
9	Normal closing of the subscription period	03/12/2014
10	Receipt of subscriptions by the Casablanca Stock Exchange in case of anticipated closing of the subscription period	03/12/2014 before noon
	Receipt of subscriptions by the Casablanca Stock Exchange in case of normal closing of the subscription period	04/12/2014 before noon
11	Centralization and consolidation of subscriptions by the Casablanca Stock Exchange	05/12/2014
12	Processing of rejected subscriptions	08/12/2014
13	Allocation of subscriptions and delivery by the Casablanca Stock Exchange to the issuer of the listing of subscriptions for the capital increase	09/12/2014
14	Delivery of the allocations by depositary to the lead-book runner	09/12/2014 before noon
15	Delivery of the allocation of shares by Casablanca Stock Exchange to the book running syndicate members	09/12/2014 before noon
16	Recognition of the completion of the capital increase by the board of directors	16/12/2014
17	Receipt by the Casablanca Stock Exchange of the Company Board of Directors Minutes ratifying the capital increase and the "letter comptable" from Maroclear	16/12/2014 before noon
18	First listing and recording of the operation	18/12/2014
19	Announcement of results of the operation in the Bulletin de la Cote	18/12/2014
20	Settlement of the Operation	23/12/2014

XI. Investment Syndicate and financial intermediaries

Type of financial intermediaries	Denomination	Adress	Order type
Advisory body and global coordinator	BMCE Capital Conseil	63, Boulevard Moulay Youssef – Casablanca	-
	CFG Finance	5-7 rue Ibnou Toufail – Casablanca	-
Co-Advisors	Attijari Finances Corp.	163, Avenue Hassan II – Casablanca	-
	Upline Corporate Finance	37, bd Abdellatif Ben Kaddour – Casablanca	-
Lead bookrunner syndicate	BMCE Capital Bourse	140, Avenue Hassan II – Casablanca	II, III et IV
Co-lead bookrunners syndicate	CFG Marchés	5-7 rue Ibnou Toufail – Casablanca	II, III et IV
	Attijari Intermédiaion	63, Avenue Hassan II – Casablanca	II, III et IV
	Upline Securities	37, bd Abdellatif Ben Kaddour – Casablanca	II, III et IV
	Alma Finance	4, Lot La Colline, 20190 - Casablanca	II
	Art Bourse	7, bd Abdelkrim Al Khatabi -Casablanca	II
	Atlas Capital Bourse	88, Rue El Marrakchi, Quartier Hippodrome – Casablanca	II
	Attijariwafa bank	2, bd Moulay Youssef – Casablanca	II
	Banque Centrale Populaire	101, bd Zerkoutni – Casablanca	II
	BMCE Bank	140, avenue Hassan II – Casablanca	I and II
	BMCI	26, place des Nations Unies – Casablanca	II
	BMCI Bourse	Bd Bir Anzarane, Immeuble Romandie I – Casablanca	II
	Capital Trust Securities	50, bd Rachidi – Casablanca	II
	Members of bookrunning Syndicate	CDG Capital Bourse	7, bd Kennedy, Anfa Sup – Casablanca
CFG Group		5-7 rue Ibn Toufaïl, Quartier Palmier – Casablanca	II
Crédit Agricole du Maroc		Place des Alouyine – Rabat	II
Crédit du Maroc		48, bd Mohammed V – Casablanca	II
Crédit du Maroc Capital		8, rue Ibnou Hilal – Casablanca	II
CIH Bank		187, avenue Hassan II – Casablanca	II
Eurobourse		Avenue des FAR, Tour Habous, 5 ^{ème} étage – Casablanca	II
ICF Al Wassit		Espace Porte d'Anfa, 29 rue Bab El Mansour – Casablanca	II
MENA.C.P.		23, rue Ibnou Hilal Quartier Racine – Casablanca	II
M.S.I.N		Imm Zénith, Rés Tawfiq, Sidi Maârouf – Casablanca	II
Société Générale Marocaine de Banques		55, bd Abdelmoumen – Casablanca	II
Sogecapital Bourse		55, bd Abdelmoumen – Casablanca	II
Wafa Bourse		413, rue Mustapha El Maâni – Casablanca	II

XII. Terms of subscription

10. Subscription period

The shares of Résidences Dar Saada, subject of the present Prospectus, can be subscribed from the 1st of December 2014 to the 3rd of December 2014 included.

The early closing of the subscription period may be considered at the end of the second day of the subscription period if the level of demand may lead to a small allowance for a portion of subscribers under the condition that the demands of subscription exceed at least twice the level of the offer.

Early closing would occur on the 2nd of December 2014 at 4:00 p.m. Casablanca time following the recommendation of the Financial Adviser and Global Coordinator, the financial co-advisors and the lead bookrunner syndicate under the control of the Casablanca Stock Exchange and the CDVM. The early closing of the subscription period shall not cause shifting of the other stages of the operation schedule. The Global Coordinator and Financial Advisor and the Financial Co-Advisors shall inform the Casablanca Stock Exchange and the CDVM the same day before 10:00 a.m.

Since the decision is made, the Casablanca Stock Exchange shall publish on its website a notice of early closing of the subscription period, the same day at 12:00 noon. Similarly, a notice of the early closing shall be published by the Casablanca Stock Exchange on the day of the early closing of the subscription period in the *Bulletin de la Cote*. Finally, in the next two days, the Issuer shall publish the notification of early closing of the subscription period in a newspaper for legal announcement.

a. Opening an account

- Excluding minor children, subscription operations are recorded in a cash and securities account in the name of the subscriber, opened with the same syndicate member through which the subscription is done. In case it has not depository status, the account can be opened with another selling group member with depository status;
- Anyone wishing to subscribe with a member of the bookrunning syndicate must mandatory have or open an account with the aforementioned member. The member of the bookrunning syndicate will comply with the legislation in force for the opening of the accounts and must request at least the following:
 - copy of the client's identification document (National Identity Card, residency card, trade register, passport, ...);
 - account opening contract duly signed by the subscriber and the member of the bookrunning syndicate.
- Opening an account can only be carried out by the subscriber himself ;
- Opening an accounts for minor children can only be made by the father, mother, guardian or legal representative of the minor child;
- It is strictly forbidden to open an account through a proxy;
- The subscription for third parties is allowed within the framework of a portfolio management mandate that contains an express clause allowing it ;
- For minor children, subscriptions can be registered either on their own account or on the account of persons authorized to sign on their behalf i.e. father, mother, guardian or legal representative of the minor child.

b. Terms of subscription

- All subscriptions must be expressed in the number of securities;
- Each subscriber may issue only one subscribing order (except for employees);
- Subscriptions shall be done using subscription forms available with the members of the bookrunning syndicate. A copy of the subscription form must be handed to the subscriber;
- Subscription forms must be signed by the subscriber (or his duly authorized representative in case this is authorized by a portfolio management mandate), validated and stamped by the member of the bookrunning syndicate;
- Subscriptions are irrevocable after the closing of the subscription period, even in case of early closing ;
- All Members of the bookrunning syndicate, including those who collect orders using an internet platform, undertake to respect the subscription procedure ;
- Members of the bookrunning syndicate shall, prior to the acceptance of any subscription, make sure that subscribers are able to honour their financial commitment. They should accept all subscription orders of any person entitled to participate in the operation, provided that the person provides the necessary financial

- guarantees. Members of the bookrunning syndicate shall preserve all the supporting documents on the basis of which they have been able to ensure subscriber's financial guarantee ;
- Each member of the bookrunning syndicate undertakes to demand to his client (other than the subscribers of Order Type III, given their constraints specifications) a coverage of his subscription.
 - Therefore, type I order subscriptions should be 100% covered by an actual deposit (remittance of a cheque or cash) on the subscriber's account or by a bank loan (up to 12 months of salary excluding commissions, bonuses and the 13th month), a deposit which shall remain blocked until securities are granted.
 - Furthermore, type II order subscriptions should be 100% covered by the following :
 - An actual deposit (remittance of a cheque or cash) on the subscriber's account ; and/or ;
 - A collateral constituted of securities according to the following :
 - T bills: 100% of the value at the subscription date ;
 - Monetary UCITS with daily liquidation value: 100% of the value at the subscription date.
 - UCITS parts with a daily liquidation value (except Monetary UCITS), fixed-term deposits, quoted shares : 80% of the value at the subscription date.
 - The subscription cover in cash and/or in collateral must remain blocked until securities are granted.
 - Type IV order for institutional under foreign law (i) not having more than a year of existence, or (ii) not having the client status of a bookrunning syndicate member having already performed an operation on the primary or secondary market of the Casablanca Stock Exchange must be covered by a full 30% deposit (remittance of a cheque or cash) or in 100% through a bank guarantee ;
 - For the institutional under foreign law (i) having more than a year of existence, or (ii) a client of a bookrunning syndicate member having already performed an operation on the primary or secondary market of the Casablanca Stock, no cover is required.
 - Cheques remitted to cover actual deposits shall be cashed out for cashing prior to subscription validation ;
 - The actual deposit must be available on the subscriber's account and blocked at the time of subscription;
 - The collateral presented in cover of the subscriptions (only for type II order) has to be blocked until the securities are granted. The blocking confirmation should be attached to the subscription form ;
 - No minimum is required for all type of orders ;
 - The amount that may be purchased by the same investor may not exceed 24 months of gross salary excluding the 13th month, bonuses and commissions (on the basis of 2013). For employees hired in 2014, orders will be expressed below or equal to 12 months of gross salary excluding the 13th month, bonuses and commissions. The respect of this condition must be checked at the moment of subscription by BMCE Bank ;
 - The maximum number of shares requested by the same type II order subscriber is limited to 232,558 shares;
 - The maximum number of shares requested by one subscriber to Order Type III is limited at 524,177 shares for all investors except for diversified UCITS for which the maximum number of share is 262,088 shares;
 - The maximum number of shares requested by one subscriber to Order Type IV is limited to 524,177 shares;
 - All employee subscriptions to Order Type I (or II) and their minor children to Order Type II must be made through the same member of the bookrunning syndicate (i.e. BMCE Bank);
 - Subscriptions must be made by the subscriber himself. In the case of a portfolio management warrant with an express clause allowing the subscription, the proxy may proceed to the subscription on behalf of the principal only for subscribers to order types II, III and IV;
 - Subscription of employees and managing directors to type I order on one hand, and to the order type II; on the other hand, must be carried out through different subscription forms;
 - The financing of subscriptions of Résidences Dar Saada' employees and managing directors by the designated bank (BMCE Bank) must be duly formalized through contracts signed by the designated bank and the employees and the managing directors, prior to the subscription;
 - Deposits that cover subscriptions for Order Type I and II must be carried out through a member of the bookrunning syndicate to which subscriptions are made. In case one of the member of bookrunning syndicate doesn't preserve the assets, the subscription will not be made until the presentation of a certificate of freezing of funds and / or securities from an institution with depository status. This certificate must be attached to the application form and submitted to the bookrunning member before the subscription;

- When applicable to the order type IV, deposits covering subscriptions must be made with the member of the syndicate to which the sales are made. In case it does not preserve the assets of the subscriber, the subscription will not be made until the presentation of a certificate of blocked funds to an institution with the status of the depository. This certificate must be attached to the application form and given to a member of the bookrunning syndicate before;
- Members of bookrunning syndicate who will conduct the orders via an Internet platform must comply with the following rules:
 - the customer must be clearly identified, and the act of subscription must be materialized (time stamping and archiving of subscription orders);
 - the Prospectus must be made available to the subscriber;
 - all the characteristics of the subscription form must be sent to the client before his subscription;
 - subscription must be validated only if the account has sufficient cash balance or the collateral mentioned (for order type II) is fully covered;
 - the cover of subscription (securities (for order type II) or cash) must be immediately blocked after the subscription,
 - the customer must be informed that his subscription will be rejected in case of a flaw (e.g. subscription order type reserved for another category of subscribers);
 - members of the bookrunning syndicate who will conduct the collection of orders via an Internet platform shall close the subscription period at the same time as the other members of the bookrunning syndicate namely on December 3rd 2014 at 04:00 p.m.; In case of early closing of the subscription period, this date will be changed to December 2nd 2014 at 04:00 p.m. ;
 - Members of the bookrunning syndicate who will conduct the collection of orders via an Internet platform shall, before confirming the subscription, receive an email of the acceptance of the terms of the Operation by the subscriber.
- Note that the members of the bookrunning syndicate who will conduct the collection of orders via an Internet platform will proceed to the rejection of subscriptions in case of lack of cash coverage for securities of Order Type I and due to incomplete file (example: non receipt of acceptance of the terms of the transaction email, no family book for minor subscribers, etc.).

Subscriptions of Member of the bookrunning syndicate or their associates for their own accounts must be made on the first day of the subscription period

c. Third parties subscription

Subscriptions for third parties are allowed in the following cases:

- subscriptions on behalf of minor children less than to 18 years old are permitted provided that they are made by the father, mother, guardian or legal representative of the minor child. Members of bookrunning syndicate are required, if they don't have it already, to get a copy of the page of the family record book showing the date of birth of the minor child during the account opening, or during the subscription on behalf of the minor in question and attach it to the subscription form. In this case, the transactions are carried either on an account open on behalf of the minor child or on the securities or cash account in the name of the father, mother, guardian or legal representative;
- subscriptions on behalf of minor children should be made to the same member of the bookrunning syndicate to which the subscription of the father, mother, guardian or legal representative has been made;
- in the case of a portfolio management mandate, the proxy can only subscribe on behalf of the client he represents by presenting a duly signed and authenticated power of attorney by the client, or if the management mandate provides an express provision to that effect. Approved Moroccan and foreign management companies are exempted from the submission of these documents for the UCITS they manage;
- any proxy as part of a portfolio management mandate, can submit only one order for the same third party.

d. Multiple subscriptions

- A subscriber can only submit one order for his own account. Multiple subscriptions are not allowed. Thus, the same subscriber can subscribe only once to the same type of order. Employees and executives have the opportunity to subscribe to the order type I and II ;
- Each subscriber can transmit only one order on behalf of each minor child;
- Subscriptions on behalf of minor children can only be done through one parent only. Any double subscription on behalf of minor children by both parents separately is considered a multiple subscription;
- Subscriptions to several members of the book running syndicate, including those made on behalf of minor children, are not allowed;
- Employees of Résidences Dar Saada have the option to subscribe, in addition to their subscription in the order type I, to type II order through the same member of the book running syndicate that collected their subscription type I order, i.e. BMCE Bank;
- All subscription orders not meeting the abovementioned conditions shall be null and void in their entirety (cf. Casablanca Stock Exchange's control and booking procedure);
- Please note that subscriptions for employees and executives and their minor children to Order Type II not made to the same member of the underwriting syndicate that collected their subscription for order type I (i.e. BMCE Bank) shall be null and void and shall not result in the invalidity of subscriptions to order type I.

11. Identification of subscribers

The member of the underwriting syndicate must make sure of the belonging of the subscriber to either of the categories defined herein. As such, they must obtain a copy of the supporting document and attach it to the subscription form regarding orders I, II, III and IV.

a. Order type I

Subscriber class	Documents to be attached
Employees of Résidences Dar Saada	A copy of the national identification card of Moroccan employees A copy of the passport or residency identification card for foreign employees A copy of the identification card for Moroccan executives A copy of the passport or residency identification card for foreign executives

b. Order type II

Subscriber class	Documents to be attached
Moroccan resident individuals	A copy of the national identification card
Moroccan individuals residing abroad	A copy of the national identification card
Foreign individuals living in Morocco	A copy of the residency card
Individuals not residing in Morocco and not of Moroccan nationality	Copy of the passport containing the identity of the person and the dates of issue and expiry of the document
Minor children	Copy of the page of the family record book showing the date of birth of the child
Legal persons of Moroccan law	Copy of the trade register justifying of one year of existence as of September 30 th ,2014
Legal persons of foreign law	Any authentic document in their country of origin certifying their belonging to the category justifying of one year of existence as of September 30 th ,2014, or any other means seen acceptable by the lead partner of the underwriting syndicate
Moroccan associations	A copy of articles of association and a copy of the deposit receipt of the file

c. Order type III

Subscriber class	Documents to be attached
National qualified investors (excluding UCITS)	Copy of the company bylaws, and all documents certifying compliance with the requirements to the statutes of qualified investor. Legal persons referred to in 2.(f) of Article III.1.21 of CDVM Circular must provide certificate of the approval of the CDVM on their status as qualified investor
UCITS under Moroccan law	Copy of the approval decision. For the mutual fund (FCP): for the certificate of deposit in the court For the SICAV: the model entries in the Trade Register
Banks under Moroccan	Copy of the trade register

d. Order type IV

Subscriber class	Documents to be attached
Chartered institutional investment entities under foreign law	A copy of trade register or an equivalent certificate in their home countries and a copy of approval attesting their compliance with the conditions required for accredited investor status
Foreign law corporations, whose main or regular activity is equity investment	A copy of trade register or an equivalent certificate in their home countries and a copy of approval attesting their compliance with the conditions required for accredited investor status. A copy of their statutes or any equivalent document in their home countries proving that the corporate purpose of their companies is equity investment or any other document proving of regular activity in equity investment.

All subscriptions that do not meet the abovementioned conditions shall be null and void. The subscription form attached to this document must be used by all members of the bookrunning syndicate for all types of orders. Subscription orders are irrevocable after the closing of the subscription period.

In the case where the members of the bookrunning syndicate already have these documents in their client's files, subscribers are exempted from providing those documents.

XIII. Orders handling

12. Allocation rules

At the end of the subscription period, the allocation of shares offered to the public by Résidences Dar Saada shall be done as follows:

a. Order type I

The number of shares allotted to this Order Type is 232,558 shares.

1st allocation

The number of shares required shall be served on the basis of one share amounting up to 12 months of salary for any type of subscribers (excluding 13th month, annual bonus and commission base 2013 or 2014 for employees hired on 2014).

In the case where the number of shares requested calculated by dividing the value of 12 months of salary on the subscription price determined in the context of this transaction would not result as an integer, the number will be rounded to the nearest unit.

The shares shall be allotted on the rate of one share per subscriber with priority given to the highest demands. The allocation of a share per subscriber mechanism, within the limits of its application, shall be done iteratively until reaching a maximum value of 12 months of salary per subscriber within the maximum number of shares allotted to the order type I (excluding 13th month, annual bonus and commissions).

Individual demands of securities exceeding a value of 12 months' salary shall be paid to the limit of the first allocation (Excluding 13th month, annual bonus and commission base 2013 or 2014 for employees hired in 2014).

2nd allocation

In case where the number of shares requested ("NTD") calculated by dividing the value of the excess claims of shares beyond 12 months of salary on the subscription price determined would not result as an integer, the number will be rounded to the nearest unit.

Following the first allocation, if the remaining securities offered ("RTO") from this allocation is less than the "NTD", then the "RTO" will be allocated in proportion to the demand. Otherwise, the request will be served in full.

The allocation ratio is calculated as follows: RTO / NTD .

In case the number of shares calculated by multiplying the number of shares requested by the subscriber to the allocation ratio of order type I would not result as an integer, the number will be rounded to the lowest unit.

Fractions will be allocated in increments of one share per subscriber, with priority given to the highest demands.

Depending on the overall demand expressed, some subscriptions may not be served.

b. Order type II

The number of shares allotted to this type of order is 1,811,733 shares.

1st allocation

The shares will be allotted at the rate of one share per subscriber with priority given to the highest demands. The allocation of a share per subscriber mechanism will be iteratively until reaching a maximum of 100 shares within the limits of the number of shares allocated to the order type II.

Individual applications for greater than or equal to 100 shares will be served up to the fixed limit in the first part of this allocation (100 shares).

2nd allocation

Following the first allocation, if the remaining shares offered ("RTO") from this allocation is less than the "NTD", then the "RTO" will be allocated in proportion to the demand. Otherwise, the request will be fully served.

The allocation ratio is calculated as follows: RTO / NTD .

In case the number of shares calculated by multiplying the number of shares requested by the subscriber to the allocation ratio of order type I would not result as an integer, the number will be rounded to the lowest unit.

Fractions will be allocated in increments of one share per subscriber, with priority given to the highest demands.

Depending on the overall demand expressed, some subscriptions may not be served.

c. Order type III

The number of shares allotted to this type of order is 1,834,619 shares.

If the number of shares requested exceeds the number of shares offered, shares shall be allotted in proportion to the subscription demands. Otherwise, the demand will be fully served.

In case the number of shares calculated by multiplying the number of shares requested by the subscriber by the oversubscription ratio of Order Type III would not result as an integer, that number shall be rounded to the nearest integer.

Fractions will be allocated in increments of one share per subscriber, with priority given to the highest demands.

Depending on the overall demand expressed, some subscriptions may not be served.

d. Order type IV

The number of shares allotted to this type of order is 1,362,860 actions.

If the number of shares requested exceeds the number of shares offered, shares shall be allocated in proportion to the subscription demands. Otherwise, the request shall be fully served .

In case the number of shares calculated by multiplying the number of shares requested by the subscriber by the oversubscription ratio of Order Type IV would not result as an integer, that number shall be rounded to the nearest integer.

Fractions will be allocated in increments of one share per subscriber, with priority given to the highest demands.

Depending on the overall demand expressed, some subscriptions may not be served.

Investors Order Type IV will make available their depositary not later than 24 hours before the recognition of the capital increase by the issuer, at the date of December 15, 2014, the equivalent amount of shares allocated to them and, for a settlement-delivery on December 23, 2014.

XIV. Monitoring and recording procedures by the Casablanca stock exchange

13. Centralization

The members of the bookrunning syndicate will separately hand the file of subscribers who took part in this operation to the Casablanca Stock Exchange in the form of USB flash drive, on 04 December 2014 at 12:00 pm (or 03 December 2014 at 12:00 pm in case of early termination of the subscription period). Otherwise, subscriptions will be rejected.

The Casablanca Stock Exchange will go through with the consolidation of different subscribers' files and reject subscriptions failing to comply with subscription conditions set out in this prospectus.

On the 09th of December 2014 before 12p.m., the Casablanca Stock Exchange will provide the results of the allocation to the members of the bookrunning syndicate.

The scenarios of subscription's rejection are summarized in the following table:

Case	Rejected subscription
Employee having subscribed to order types I through BMCE Bank and made another subscription to order type II, for its own account and / or his children, with another member of the bookrunning syndicate.	Subscriptions made through other members of the bookrunning syndicate
Employee who made more than one subscription to order types I and II	All type I and II subscriptions
Employee who subscribed to order type I and more than once the order type II	All type II subscriptions
Employee who subscribed to Order Type II for his/her own account and for his/her adult children	All type II subscriptions
Individual having subscribed to order type II with a member of the underwriting syndicate, and to order types II with another member of the underwriting syndicate on behalf of their children.	All subscriptions
Moroccan or foreign individuals or legal entities not belonging to the category investors authorized to subscribe to Order Type III and IV having subscribed more than once to Order Type II	All subscriptions
Individuals who subscribed for their own account and for their adult children	All subscriptions made in the name of the said individuals including those for their adult and minor children
Subscriptions to one of order types II, III or IV exceeding the authorized limit	Concerned subscriptions
Subscribers who subscribed more than once to Order Type III or IV.	All subscriptions
Subscription to an order type, performed through a bookrunning syndicate member not entitled to receive the subscription.	Concerned subscription

14. Call of capital procedure

Article 1.2.8 of the General Regulations of the Stock Exchange on the call for funds is recalled in this context:

«Regardless of the adopted procedure, and if the characteristics of the proposed operation or the market situation could lead to a huge imbalance between supply and demand, the Managing Company, at the closing date for subscription, may require that the brokerage firms in the bookrunning syndicate deposits funds in the Managing Company's bank account at the Central Bank, Bank Al-Maghrib, on the day of delivery subscription. Funds must correspond to the coverage of subscription.»

The practical arrangements for the implementation of the call for funds are determined by the Managing Company. The decision of the coverage of subscription orders by the managing firm is accounted for and sent to the financial authority (CDVM) forthwith. If the call for funds is done by the Casablanca Stock Exchange, members of the bookrunning syndicate, who do not have the status of a brokerage firm, undertake to pay, on first request, to the brokerage firm they have designated for this purpose the funds required by the Casablanca Stock Exchange.

XV. Entities responsible for the recording of the operation

The recording of shares issued in the framework of the present operation (seller side) shall be done through BMCE Capital Bourse. All members of the bookrunning syndicate with the status of brokerage firm shall register allocations they have gathered (buyers side), while the members of the bookrunning syndicate who do not have the status of a brokerage firm are free to designate a brokerage firm and member of the syndicate to register their subscriptions in the Casablanca Stock Exchange (under the order types that are reserved for them). They must notify the Casablanca Stock Exchange and the chosen brokerage firm in writing prior to the start of the subscription period.

XVI. Procedures for settlement/delivery

15. Settlement and delivery of the securities

The settlement and delivery of securities shall take place on 23 December 2014 in accordance with the procedures in force at the Casablanca Stock Exchange.

In accordance with procedures in force at the Casablanca Stock Exchange, Bank Al-Maghrib accounts of depository institutions will be debited of funds equal to the value of shares allocated to each member of the bookrunning syndicate, plus commissions.

In addition, Résidences Dar Saada designates BMCE Bank as exclusive depository for securities of the present operation.

16. Publication of results

The results of this operation will be published by the Casablanca Stock Exchange in the legal announcement paper on the 18th December 2014 and by Résidences Dar Saada in a legal gazette not later than the 23rd of December 2014.

17. Restitution the remaining

The members of the bookrunning syndicate agree to reimburse clients within no more than 3 working days from the date of delivery of securities' allocations to members of the bookrunning syndicate, the 12 December 2014, the remaining cash from the difference between the net amount paid by customers for subscription, and the net amount corresponding to their actual allocations. The repayment of the remaining must be done either through a transfer to a bank or a postal account, or by the delivery of a check under the provision that has been effectively cashed out.

In case of failure of the financial operation, subscriptions must be repaid within 3 working days from the date of publication of the results, under the provision that has been effectively cashed out.

XVII. Fees

18. Fees charged to subscribers

As part of the present financial operation, each member of the bookrunning syndicate explicitly and irrevocably undertakes regarding the Lead Partner, managing partners, the global coordinator and other members of the bookrunning syndicate to charge subscribers for all recorded orders at the Casablanca Stock Exchange the following fees:

- 0.1% (excluding taxes) for the Casablanca Stock Exchange under the admission fee paid upon registration in the stock exchange;
- 0.2% (excluding taxes) for settlement and delivery fees;
- 0.6% (excluding taxes) for the brokerage firm. It applies to the amount equal to the effective allocation at the settlement date;
- The value added tax (VAT) with a rate of 10% which shall be additionally applied.

In order to ensure equality of treatment for investors regardless of the place of subscription, each member of the bookrunning syndicate formally and expressly undertakes not to refund any subscriber or transfer of any kind, either simultaneously or after the subscription, and for any reason whatsoever, between members of the underwriting syndicate or with third parties.

PART II : THE COMPANY PRESENTATION

XVIII. General overview

	Description
Corporate name	Résidences Dar Saada S.A.
Headquarter	277-279 Bd. Zerktouni, Casablanca
Phone number	+212 (0) 5 22 97 97 77
Fax	+212 (0) 5 22 39 39 96
Website	www.espaceessaada.com
Legal form	Private limited company with Board of Directors created under Moroccan law
Date of incorporation	2001
Life time	99 years
Company purposes (art. 4 of the statutes)	<p>The company's aims, in Morocco and abroad, are:</p> <ul style="list-style-type: none"> • Real estate development in all its forms; • Acquisition of bare or built lands by any means of law; • Construction and edification of all structures, buildings or other; • Realization of any kind of housing and parceling operations on these lands and edification of any kind of constructions assigned for habitation or to be used for trading, professional or administrative purposes : • Exploitation of the corporate assets through sale and rental operations or internal use of land parcels and buildings; • Valorization and parceling of urban and rural lands; • Execution of all operations in order to achieve the aims above, acquisition of participations by way of partial contribution, mergers, subscription or purchase of securities in companies existing or under incorporation with a similar or related objective. <p>And, more generally, realizing all commercial, financial and real operations required or simply useful for the achievement of its corporate purpose and promoting growth and development of its business as well as acquiring direct or indirect interests in companies pursuing similar or related aims.</p>
Fiscal Year	From January 1 st to December, 31 st
Capital (on 11/07/2014)	1,048,354,000 MAD, composed of 20,967,080 shares with a face value of 50 MAD
Places for consulting legal documents	As prescribed by law and statutes, social, legal and accounting can be consulted at Résidences Dar Saada headquarters.
Company register	116 417 – Casablanca
Applicable law	Moroccan law
Applicable laws and regulations	<p>According to its legal form and its relations with third parties, the company is governed by Moroccan law particularly the law No. 17-95 promulgated by dahir No.1-96-124 of August 30, 1996 as amended and supplemented by law No. 20-05 dated may 23, 2008.</p> <p>Due to its activity, it is governed by the following Dahir:</p> <ul style="list-style-type: none"> • Law n° 25-90 promulgated by Dahir n° 1-92-7 dated June 17, 1992 related to parceling and group of habitation; • Law n° 17-95 promulgated by Dahir n° 1-96-124 of August 30, 1996 related to private limited companies as amended and supplemented by law n° 20-05; • The dahir of August 12, 1913 on obligations and contracts, supplemented by law 44-00 of October 3, 2002 on sale before completion; • Law n° 18-00 dated October 3, 2002 related to the co-ownership status of constructed buildings; • Article 19 of financial law 1999-2000 establishing tax exemptions for the benefit of real estate developers, as amended and supplemented by article 16 bis of financial law of 2001; ; • Article 92 of the financial law of 2010 establishing new tax exemptions for real estate developers; • Article 247 of the financial law of 2012 establishing the new tax exemptions for real estate developers

- Article 247 of the financial law of 2013 establishing the new tax exemptions for real estate developers.

With regard to public offerings organized by the Company, including the operation presented in this prospectus, the Company is governed by the laws et regulations of the financial market:

- Dahir constituting law No. 1-93-211 dated September 21, 1993 relating to the Casablanca stock exchange as amended and supplemented by the laws 34-96, 29-00, 52-01, 45-06 and 43-09;
- The Internal Regulations of the Casablanca Stock Exchange approved by the decree of the Minister of Economy and Finance No. 1968-08 of July 30, 2008 as amended and supplemented by the order of the Minister of Economy and Finance No.30-14 of January, 06, 2014;
- Dahir constituting law No. 1-93-212 of September 21st, 1993 relating to the CDVM and the information required by legal persons with public offering as amended and supplemented by the laws No. 23-01, No. 36-05 and No. 44-06 ;
- The Dahir constituting law No. 1-96-246 of January 9th, 1997 promulgating the law No. 35-96 relating to the creation of a Central Depository and the establishment of a general regulation system for the registration of certain values as amended by Law No.43-02;
- The Internal Regulations of the Central Depository approved by the decree of the Minister of Economy and Finance No. 932-98 of April 16th, 1998 and amended by the decree of the Minister of Economy, Finance, Privatization and Tourism No. 1961-01 of October 30, 2011 and decree No. 077-05 of March 17th, 2005;
- The Internal Regulations of the CDVM as approved by the decree of the Minister of Economy and Finance No. 882-08 of April 14th, 2008;
- Dahir No. 1-04-21 of April 21, 2004 promulgating law No. 26-03 on public offers in the Moroccan stock exchange as amended and supplemented by law No. 46-06: CDVM Circular;
- Dahir No. 1-95-03 of January 26, 1995 promulgating law No. 35-94 on some marketable debt instruments.

Applicable taxation regime

Résidences Dar Saada is governed by the common tax legislation. It is subject to corporate tax at the rate of 30%. Its transactions are subject to VAT at the rate of 20%. Residences Dar Saada also benefits from tax exemptions granted under the Financial Law.

Competent court in the event of litigation

Commercial court of Casablanca

Source : Résidences Dar Saada

XIX. Overview of the capital of Résidences Dar Saada

19. Shareholding

Name or corporate name of shareholders	Before the operation		After the operation	
	Number of shares	% of the capital and voting rights	Number of shares	% of the capital and voting rights
Berrada Sounni Family ¹	14 408 640	68,7%	14 408 640	55,0%
Abdelali Berrada Sounni	1 803 456	8,6%	1 803 456	6,9%
Hicham Berrada Sounni	361 296	1,7%	361 296	1,4%
Saad Berrada Sounni	361 296	1,7%	361 296	1,4%
Naima Benmoussa	360 864	1,7%	360 864	1,4%
Nabila Berrada Sounni	360 864	1,7%	360 864	1,4%
Hanaa Berrada Sounni	360 864	1,7%	360 864	1,4%
Groupe Palmeraie Développement	10 800 000	51,5%	10 800 000	41,2%
Other shareholders	6 558 440	31,3%	6 558 440	25,0%
North Africa Holding Company	2 186 146	10,4%	2 186 146	8,3%
Aabar Investments PJS	2 186 146	10,4%	2 186 146	8,3%
FCP RMA CAP DYNAMIQUE	728 716	3,5%	728 716	2,8%
Wafa Assurance	728 716	3,5%	728 716	2,8%
Idraj SCA	728 716	3,5%	728 716	2,8%
Floating stock	-	-	5 241 770	20,0%
Shares total	20 967 080	100,0%	26 208 850	100,0%

Prior to the present operation, the majority of the shares of Dar Saada Residences is held by the Berrada Sounni family (holding 68.7% stake in the company through Palmeraie Development (51.5%) and various members of the Berrada Sounni family (17.2%)). Following this IPO, family Berrada Sounni shall own 55% of the capital and voting rights of Résidences Dar Saada.

XX. Management bodies

Up to date, the Board of Directors is composed of the following persons:

Name	Position	Start or renewal of the mandate	End of mandate
Mr. Hicham Berrada Sounni	Chairman of the Board of Directors	February 7, 2011	OGM ruling on the statements for financial year ending December 31, 2016
Mr. Abdelali Berrada Sounni	Director	January 26, 2010	OGM ruling on the statements for financial year ending December 31, 2015
Mr. Saad Berrada Sounni	Director	January 26, 2010	OGM ruling on the statements for financial year ending December 31, 2015
Mr. Majid Benmlih	Director	September 26, 2012	OGM ruling on the statements for financial year ending December 31, 2016
Mr. Amine Guennoun	Director and General manager	February 7, 2011	OGM ruling on the statements for financial year ending December 31, 2016
Mr. Adil Douiri	Director	March 2, 2011	OGM ruling on the statements for financial year ending December 31, 2016
North Africa Holding	Director	May 19, 2014	OGM ruling on the statements for financial year ending December 31, 2016
Mr. Khalifa Al Mehairi	Director	June 20, 2013	OGM ruling on the statements for financial year ending December 31, 2016

Source : Résidences Dar Saada

¹ The members of the Berrada Sounni family (founding shareholders), holding 17.2% of the company's shares, plan to merge their interests in a holding company.

North Africa Holding is represented by Mr. Tariq Mohamed Youssef Abdulsalam. Mr. Adil Douiri and Mr. Khalifa Al Mehairi are independent directors.

XXI. Business activity

Résidences Dar Saada specializes in the promotion of social and intermediate housing. The Company has a comprehensive offer permitting it to provide to its customers with a wide range of products:

- Low-cost housing, benefiting from agreements and tax benefits set forth in the Finance Law of 2013. This type of housing is characterized with a surface area ranging from 50 to 80 m² and a maximum selling price of 250,000 MAD excluding taxes;
- Low total property value housing for low-income households and whose surface area is between 50 m² and 60 m². Their price does not exceed 140 000 MAD;
- Intermediate housing for the middle class (with no state convention granted). Their price varies according to the surface area of the apartment;
- Intermediate Villas whose price varies depending on the size and location;
- Plots of land serviced and equipped in the form of plots for villas, buildings or equipment;
- Commercial and private facilities available within the residential projects.

PART III: FINANCIAL SITUATION OF THE ISSUER

I. Corporate accounts

20. Income statement

The following table lays down the major indicators of the income statement of Résidences Dar Saada for the financial years 2011, 2012 and 2013 and half 2013 and 2014:

In MMAD	2011	2012	2013	Var.11-12	Var.12-13	TCAM 11/13	June-13	June-14	Var.06/13-14
Turnover	343,0	705,5	1 115,8	> 100%	58,2%	80,4%	451,7	778,0	72,2%
Gross margin of sales	-	-	-	<i>n.a</i>	<i>n.a</i>	<i>n.a</i>	-	-	<i>n.a</i>
Sales of goods and services produced	343,0	705,5	1 115,8	> 100%	58,2%	80,4%	451,7	778,0	72,2%
Inventory changes	383,3	363,6	393,6	-5,1%	8,3%	1,3%	262,3	-87,9	<i>n.a</i>
Production of the financial year	726,2	1 069,1	1 509,4	47,2%	41,2%	44,2%	714,0	690,0	-3,4%
Purchases consumed of material and goods	-497,7	-737,7	-932,5	48,2%	26,4%	36,9%	-496,8	-393,6	-20,8%
Other external expenses	-63,1	-73,5	-104,3	16,4%	41,9%	28,6%	-40,4	-38,1	-5,8%
Consumption of the financial year	-560,9	-811,2	-1 036,9	44,6%	27,8%	36,0%	-537,2	-431,7	-19,6%
Added value	165,4	257,8	472,5	55,9%	83,3%	69,0%	176,7	258,3	46,2%
Added value/Sales	48,2%	36,5%	42,3%	-11,7 pts	5,8 pts		39,1%	33,2%	-5,9 pts
Taxes	-51,9	-44,6	-51,0	-14,1%	14,4%	-0,9%	-17,6	-23,9	35,7%
Payroll expenses	-11,9	-35,2	-46,8	> 100%	32,9%	97,9%	-22,2	-29,1	31,1%
Other operating expenses	0,0	0,0	0,0				0,0	0,0	
Gross Operating Profit	101,6	178,1	374,8	75,3%	> 100%	92,1%	136,9	205,4	50,0%
Gross operating profit/sales	29,6%	25,2%	33,6%	-4,4 pts	8,3 pts		30,3%	26,4%	-3,9 pts
Reversal of operating allowances	20,7	4,6	5,3	-77,7%	14,2%	-49,6%	4,5	7,3	60,8%
Operating allowances	-5,7	-7,4	-9,3	30,2%	25,6%	27,9%	-4,5	-5,4	21,3%
Operating profit	116,6	175,3	370,8	50,4%	> 100%	78,3%	137,0	207,2	51,3%
Operating margin (Operating profit/sales)	34,0%	24,8%	33,2%	-9,1 pts	8,4 pts		30,3%	26,6%	-3,7 pts
Financial revenues	87,1	95,4	154,3	9,5%	61,8%	33,1%	64,1	83,2	29,8%
Financial expenses	-73,6	-110,6	-157,4	50,3%	42,3%	46,2%	-67,6	-90,6	34,0%
Financial income	13,5	-15,2	-3,1	<i>n.a</i>	-79,9%	<i>n.a</i>	-3,5	-7,4	> 100%
Non-recurring income	130,1	160,1	367,7	23,1%	> 100%	68,1%	133,4	199,8	49,7%
Non-recurring revenues	13,0	6,5	9,5	-50,2%	47,7%	-14,2%	3,2	9,0	> 100%
Non-recurring expenses	-0,2	-2,9	-11,9	> 100%	> 100%	> 100%	-1,1	-3,6	> 100%
Non-recurring income	12,8	3,5	-2,4	-72,5%	<i>n.a</i>	<i>n.a</i>	2,1	5,5	> 100%
Income before taxes	142,9	163,6	365,3	14,5%	> 100%	59,9%	135,5	205,2	51,4%
Income tax	-36,7	-13,0	-49,7	-64,6%	> 100%	16,4%	-11,2	-31,3	> 100%
Net income	106,2	150,6	315,7	41,8%	>100%	72,4%	124,3	173,9	39,9%
Net profit margin (Net income/sales)	31,0%	21,4%	28,3%	-9,6 pts	6,9 pts		27,5%	22,4%	-5,2 pts

Source: Résidences Dar Saada

21. Balance sheet

The following table represents the main balance sheet indicators of Résidences Dar Saada over the period 2011-2013 and the first semester of 2014:

In MMAD	2011	2012	2013	Var.11-12	Var.12-13	June-14	Var.13-06/14
Capital in non-values	17,2	16,0	14,7	-7,30%	-7,78%	18,3	24,0%
Intangible fixed assets	1,2	5,7	6,1	> 100%	6,5%	6,2	1,2%
Tangible fixed assets	8,0	11,2	16,8	39,7%	49,8%	18,1	7,4%
Financial fixed assets	0,6	11,1	161,0	> 100%	> 100%	252,6	56,9%
Fixed assets	27,1	44,0	198,6	62,4%	> 100%	295,2	48,6%
Inventories	2 914	3 839	4 868	31,76%	26,8%	5 064	4,0%
Receivables	918	1 144	1 260	24,7%	10,1%	1 461	15,9%
Securities and investment	0	311	0	n.a	-100,0%	0	n.a
Foreign currency exchange unrealized gains	0	0	0	n.a	n.a	0	n.a
Current assets	3 831	5 295	6 128	38,2%	15,7%	6 525	6,5%
Cash	82,8	288,6	278,4	> 100%	-3,53%	155,2	-44,2%
Total Assets	3 941,2	5 627,2	6 604,9	42,8%	17,4%	6 975,3	5,6%
Shareholders' equity	1 678,5	1 829,2	2 069,5	9,0%	13,1%	2 167,7	4,7%
Capital	582,4	582,4	582,4	n.a.	n.a.	582,4	0,0%
Issue and merger premiums	740,5	740,5	740,5	n.a.	n.a.	740,5	0,0%
Legal reserves	13,5	18,8	26,4	39,3%	40,0%	42,1	59,9%
Retained earnings	235,9	336,8	404,6	42,8%	20,1%	628,8	55,4%
Net income of the financial year	106,2	150,6	315,7	41,8%	> 100%	173,9	-44,9%
Minority interests	0,0	0,0	0,0	n.a	n.a	0,0	n.a
Long term debt	818,0	1 930,8	2 595,8	> 100%	34,44%	2 709,7	4,4%
Total Permanent Financing	2 496,5	3 760,0	4 665,3	50,6%	24,1%	4 877,5	4,5%
Accounts payable	400,7	531,9	626,3	32,8%	17,7%	691,6	10,4%
Trade receivables, advances and downpayments	714,4	1 156,1	1 132,9	61,8%	-2,0%	1 019,5	-10,0%
Staff	0,6	0,9	4,7	50,6%	> 100%	5,6	17,6%
Social services	0,9	2,0	3,0	> 100%	48,1%	3,7	20,8%
State	150,1	44,8	116,4	-70,2%	> 100%	136,3	17,2%
Partners' accounts	0,0	0,0	7,5	n.a	n.a	75,7	> 100%
Other creditors	8,0	1,8	0,6	-78,0%	-64,0%	0,5	-27,6%
Adjustment Accounts - Liability	11,4	34,9	30,4	> 100%	-12,8%	24,2	-20,4%
Allowances	0,1	0,1	0,3	86,6%	> 100%	0,3	-6,2%
Foreign currency exchange unrealized losses	0,0	0,0	0,0	-100,0%	n.a	0,0	n.a
Current liability	1 286,2	1 772,5	1 922,1	37,8%	8,4%	1 957,3	1,8%
Short term debt	158,5	94,8	17,5	-40,2%	-81,6%	140,6	> 100%
Total Liability	3 941,2	5 627,2	6 604,9	42,8%	17,4%	6 975,3	5,6%

Source: Résidences Dar Saada

22. Cash Flow Statement

In MMAD	2011	2012	2013
Cash flow from operations	111,9	158,0	324,8
- Dividends	-	-	(75,3)
cash flow	111,9	158,0	249,5
Disposal of property, plant and equipment	-	-	0,53
Disposals of intangible assets	-	-	-
Disposals of tangible assets	-	-	-
Disposal of financial assets	-	-	-
Recovery of long term receivables	-	-	0,5
Increases in equity and related	900,0	-	-
Increases in equity, inflows	900,0	-	-
Investment subsidies	-	-	-
Increase in financial debt	38,2	1 583,6	870,2
Total - stable Resources	1 050,1	1 741,6	1 120,2
Acquisition and increase of fixed assets	5,4	20,1	159,0
Acquisition of intangible assets	1,0	4,9	0,9
Acquisition of fixed assets	3,9	4,7	7,6
Acquisition of financial assets	0,6	10,5	150,4
Increase of long term receivables	-	-	0,0
Repayment of equity capital	-	-	-
Repayment of financial debts	467,1	470,8	205,2
Increase in non-value assets	20,0	4,2	5,3
Total - Stable receivables	492,5	495,1	369,5
Variation of the net working capital (WCR)	509,8	977,0	683,6
Change in cash	47,7	269,6	67,1
Net cash	(75,7)	193,8	261,0

Source: Résidences Dar Saada

II. Consolidated accounts

23. Income statement

In MMAD	2011	2012	2013	Var. 11-12	Var. 12-13	TCAM 11/13	June-13	June-14	Var 06/13-14
Revenues of ordinary activities	746,9	1 073,7	1 527,9	43,7%	42,3%	43,0%	720,0	746,2	3,6%
Turnover	343,0	705,5	1 115,8	> 100%	58,15%	80,37%	451,7	778,0	72,2%
Other operating income	404,0	368,2	412,2	-8,86%	11,94%	1,01%	268,3	-31,8	n.a
Expenses of ordinary activities	645,6	895,1	1 156,9	38,63%	29,26%	33,86%	585,0	544,3	-7,0%
Purchases consumed	497,7	730,6	941,9	46,8%	28,9%	37,6%	496,8	433,8	-12,7%
Payroll expenses	11,9	35,2	46,8	> 100%	32,9%	97,9%	22,2	29,1	31,1%
Other operating expenses	83,0	74,9	110,2	-9,7%	47,0%	15,3%	44,8	45,3	1,2%
Taxes	51,9	51,3	51,4	-1,1%	0,2%	-0,4%	17,9	31,1	74,1%
Provisions for liabilities	1,1	3,1	6,7	> 100%	> 100%	> 100%	3,4	4,9	46,4%
Operating income	101,3	178,6	371,0	76,3%	> 100%	91,4%	135,0	201,9	49,5%
Financial revenues	87,1	91,8	143,3	5,4%	56,1%	28,3%	58,7	79,1	34,7%
Financial expenses	73,6	110,9	157,6	50,7%	42,1%	46,3%	67,8	91,6	35,1%
Financial income	13,4	-19,1	-14,3	n.a	-25,0%	n.a	-9,1	-12,5	37,5%
Income of consolidated companies	114,7	159,5	356,6	39,0%	> 100%	76,3%	126,0	189,4	50,4%
Non-recurring revenues	13,0	6,5	9,6	-50,2%	47,9%	-14,2%	3,2	9,0	> 100%
Non-recurring expenses	0,2	2,9	11,9	> 100%	> 100%	> 100%	1,1	3,9	> 100%
Non-recurring income	12,8	3,5	-2,4	-72,5%	n.a	n.a	2,1	5,1	> 100%
Income tax	32,8	13,2	48,7	-59,7%	> 100%	21,9%	11,1	30,2	> 100%
Net income of consolidated companies	94,8	149,8	305,6	58,0%	> 100%	79,5%	116,9	164,4	40,6%

Source: Résidences Dar Saada

24. Balance sheet

Le tableau suivant représente les principaux indicateurs consolidés du bilan du Groupe Résidences Dar Saada sur la période 2011-2013 :

In MMAD	2011	2012	2013	Var.11-12	Var.12-13	June-14	Var.13-06/14
Goodwill	0,0	0,0	55,6	n.a	n.a	144,7	> 100%
Capital in non-values	0,0	0,0	0,0	n.a	n.a	0,0	n.a
Intangible assets	1,2	5,7	6,1	> 100%	6,6%	6,2	1,3%
Tangible assets	9,6	25,9	30,1	> 100%	16,2%	30,5	1,4%
Financial assets	0,6	1,1	0,7	81,3%	(42,5%)	0,9	45,5%
Deferred Tax on assets	0,0	0,0	0,0	n.a	n.a	9,6	n.a
Fixed assets	11,4	32,7	92,5	> 100%	> 100%	191,9	> 100%
Inventories	2 913,6	4 007,9	5 100,8	37,6%	27,3%	5 361,0	5,1%
Accounts receivables	249,3	194,0	174,7	(22,2%)	(9,9%)	333,6	90,9%
Other receivables	674,5	799,7	963,6	18,6%	20,5%	939,0	(2,6%)
Current Assets	3 837,4	5 001,6	6 239,1	30,3%	24,7%	6 633,6	6,3%
Cash investment in marketable securities	0,0	311,2	0,0	n.a	(100,0%)	0,0	n.a
Cash	82,8	288,7	281,7	> 100%	(2,4%)	159,6	(43,3%)
Total Cash Assets	82,8	599,9	281,7	> 100%	(53,0%)	159,6	(43,3%)
Assets	3 931,6	5 634,2	6 613,2	43,3%	17,4%	6 985,1	5,6%
Capital	582,4	582,4	582,4	-	-	582,4	(0,0%)
Acquisition and Merger Premiums	740,5	740,5	740,5	-	-	740,5	(0,0%)
Consolidated reserves	248,1	342,8	418,5	38,2%	22,1%	645,5	(42,2%)
Consolidated Income	94,8	149,8	305,6	58,0%	> 100%	164,4	(46,2%)
Shareholders' equity (group share)	1 665,7	1 815,5	2 047,0	9,0%	12,7%	2 132,7	4,2%
Minority interests	0,0	0,1	0,1	n.a	> 100%	0,1	(0,9%)
Total Shareholder's equity of consolidated companies	1 665,7	1 815,6	2 047,1	9,0%	12,8%	2 132,8	41,7%
Provisions for risks and expenses	0,0	0,0	0,0	n.a	n.a	0,0	n.a
Financial Debts	819,5	1 943,7	2 605,6	> 100%	34,1%	2 718,7	4,3%
Suppliers	400,7	536,5	634,6	33,9%	18,3%	705,4	11,2%
Other current liabilities	887,2	1 243,6	1 308,5	40,2%	5,2%	1 283,1	(1,9%)
Deferred Tax Liabilities	0,0	0,0	0,0	n.a	n.a	4,5	n.a
Current liabilities	1 287,8	1 780,1	1 943,1	38,2%	9,2%	1 993,0	2,6%
Overdrafts	158,5	94,8	17,5	(40,2%)	(81,6%)	140,6	> 100%
Total Liabilities	3 931,6	5 634,2	6 613,2	43,3%	17,4%	6 985,1	5,6%

Source: Résidences Dar Saada

25. Cash flow statement

In MMAD	2011	2012	2013	TCAM 11-13
Cash flow from operations	95,9	152,8	312,1	80%
- Dividends	-	-	-	n.a
Cash flow	95,9	152,8	312,1	80%
Disposal of property, plant and equipment	-	-	-	n.a.
Disposals of intangible assets	-	-	-	n.a.
Disposals of tangible assets	-	-	-	n.a.
Disposal of financial assets	-	-	-	n.a.
Recovery of long term receivables	-	-	-	n.a.
Increases in equity and related	900,0	-	-	-100%
Increases in equity, inflows	900,0	-	-	n.a.
Investment subsidies	-	-	-	n.a.
Increase in financial debt	38,2	1 581,9	870,2	> 100%
Total - stable Resources	1 034,1	1 734,8	1 182,4	7%
Acquisition and increase of fixed assets	5,4	13,3	11,3	44%
Acquisition of intangible assets	-	-	-	n.a.
Acquisition of fixed assets	4,9	12,8	11,8	56%
Acquisition of financial assets	0,6	0,5	(0,5)	n.a.
Increase of long term receivables	-	-	-	n.a.
Impact of changes in the scope	-	-	80,4	n.a.
Repayment of equity capital	-	-	-	n.a.
Repayment of financial debts	467,3	468,8	204,9	-34%
Dividends paid to shareholders of the parent company	-	-	75,3	n.a.
Increase in non-value assets	-	-	-	n.a.
Total - Stable receivables	472,7	482,1	371,9	-11%
Variation of the global working capital (WCR)	513,7	983,0	740,2	20%
Change in Cash	47,7	269,6	70,3	21%
Net cash	(75,7)	193,9	264,2	n.a

PART IV: RISK FACTORS

Within the context of its overall strategy, risk management is a primary focus for the management of Résidences Dar Saada.

This prospectus sets forth the risks inherent in the Résidences Dar Saada Company's economic sector, and in its economic activity.

I. Risk of tax system change

Changes in the tax regulations, and in particular the elimination of the tax advantages granted to real estate developers and purchases of social housing, could have a significant impact on Résidences Dar Saada's performance. However, the risk of this is not of great importance because the agreements signed in the context of the 2010 Finance Law are guaranteed for 10 years (a convention signed in 2019 shall take effect until 2024), and this gives real estate developers tax stability.

II. Risk of Competition

The increasing demand for social housing, together with the tax advantages mentioned above, is attracting many operators who want to invest in the social housing sector. As a result, the risk of a number of Moroccan and foreign operators entering the arena is significant. Such a situation would result in a reduction in Résidences Dar Saada's margins because of a forecasted fall in sales prices, increasingly expensive prices for land, and increased production costs.

This risk is limited by barriers to entry related to the sector (access to land quality, expertise in administrative procedures, etc.)

To mitigate this risk, Résidences Dar Saada has a strategy of differentiating itself from the competition by offering high-quality customer services and sales prices in line with the market average.

III. Risk of an increase in land prices

The problem of mismatch between supply and demand concerning social housing, especially in the Rabat-Casablanca axis, has resulted in an increase in the cost of land in urban areas. This upwards trend in land prices might put downwards pressure on the profit margins of the companies involved in social housing, as the sales price is capped at 250,000 MAD.

In order to address this risk, the Company has adopted the following measures:

- A Company strategy based on geographical diversification targeting areas with a high potential and a shortage of housing (Tangier, Fes, etc.).
- The expansion of the urban areas intended by the Government to create 15 new cities by 2020 around the major urban centers;
- Its expertise and know-how in the matters of land acquisition.

IV. Risk linked to construction companies

With the aim of providing a high-quality product, Résidences Dar Saada relies on its traditional partners to carry out its projects. Partners are chosen based on their references, their technical qualifications and their financial capacities. These operators must be capable of meeting the requirements of the specifications documents for the various projects in terms of quality and timely delivery.

The relationships of trust and loyalty that Résidences Dar Saada has established with its partners means that it can overcome the risk of subcontractors not being available because of competition.

V. Risk of interest rates

Despite the major housing shortage, there is nevertheless a risk of a fall-off in demand for housing that could come about as a result of a significant rise in interest rates on mortgages.

The risk of interest rates going up is one that property developers themselves also face, as construction activity is often financed through bank debt.

PART V: EXCEPTIONAL FACTS

At the date of the establishment of the present prospectus, Résidences Dar Saada does not know any exceptional facts, neither litigations that could affect considerably its financial situations.

DISCLAIMER

The aforementioned information is only a part of the information prospectus approved by the CDVM under reference n° VI/EM/042/2014 on November 14th, 2014.

The CDVM recommends reading of the entire information record available in French.