

## PROSPECTUS SUMMARY

### RESIDENCES DAR SAADA COMPANY

**RESIDENCES DAR SAADA BOND ISSUE APPROVED BY THE SHAREHOLDERS GENERAL MEETING HELD ON 29/03/2012**

<b>NUMBER OF SECURITIES TO BE ISSUED</b>	<b>7,500</b>
<b>FACE VALUE PER BOND</b>	<b>100,000 DH</b>
<b>TOTAL ISSUE AMOUNT</b>	<b>750,000,000 DH</b>

Co-counselor and global coordinators



Co-lead manager of



the underwriting syndicate



#### **APPROVAL OF CONSEIL DEONTOLOGIQUE DES VALEURS MOBILIERES (FINANCIAL AUTHORITY)**

In accordance with the CDVM Circular effective since April 1, 2012, taken pursuant to Article 14 of the Dahir No. 1-93-212 of September 21, 1993 relative to the Conseil Déontologique des Valeurs Mobilières (CDVM) and the information required by legal persons with public offering as amended and supplemented, the original of this present prospectus has been approved by the CDVM on June 6th 2012 under the reference number VI/EM/019/2012.

## **WARNING**

The Securities Council approved a prospectus related to Residences Dar Saada bond issue on June 6th, 2012.

The Securities Council approval neither implies endorsement of the issue's worthiness nor authenticates the information presented. It was granted after reviewing adequacy and consistency of the information given in the context of the issue proposed to investors.

The prospectus approved by the Securities Council can be consulted at any time:

- In Residences Dar Saada headquarters at: 277-279 Boulevard Zerktouni - Casablanca
- A Upline Securities, 37, Boulevard Abellatif Ben Kaddour, Casablanca, 20 050, Tel.: (0522) 997171;
- On the Securities Council website ([www.cdv.m.gov.ma](http://www.cdv.m.gov.ma));
- At the Stock Exchange headquarters and on its website [www.casablanca-bourse.com](http://www.casablanca-bourse.com);

## **I. ISSUE OVERVIEW**

### **I.1. ISSUE'S OBJECTIVES**

The social and intermediary housing sector is a booming market characterized by significant increase in the production of housing in response to growing demand, driven by the State's proactive policy in reducing housing deficit.

With its presence in this market segment for more than 10 years, Residences Dar Saada currently has 18 real estate projects in its portfolio, including 4 fully completed projects, 9 projects under development and 5 projects starting-up.

Residences Dar Saada Company aims at the following points through this bond issue:

- Continue the consolidation of strategic landholdings started in 2011, 40% of the funds raised should be used for build this holding, including the Grand Casablanca region;
- Meet the working capital requirements generated by the development of various projects;
- Maintain positive cash position allowing the company to seize land acquisition opportunities and develop real estate projects;
- Diversify the company's external funding sources and have an optimized cost leverage;
- Consolidate its image to institutional investors through increased capital market visibility.

### **I.2. ISSUE STRUCTURE**

The present issue concerns a maximum global amount of 750 000 000 DH (seven hundred and fifty million dirhams), composed of a maximum of 7 500 bonds of a face value of 100 000 DH per bond.

The offer of this issue includes 4 blocks:

- Block A bonds: listed in the stock exchange market, at a floating rate, for a maturity of 5 years, a ceiling of 750 000 000 DH for a face value of 100 000 DH per bond ;
- Block B bonds: listed in the stock exchange market, at a fixed rate, for a maturity of 5 years, a ceiling of 750 000 000 DH for a face value of 100 000 DH per bond ;
- Block C bonds: unlisted in the stock exchange market, at a floating rate, for a maturity of 5 years, a ceiling of 750 000 000 DH for a face value of 100 000 DH per bond ;
- Block D bonds: unlisted in the stock exchange market, at a fixed rate, for a maturity of 5 years, a ceiling of 750 000 000 DH for a face value of 100 000 DH per bond ;

The total amount to be issued for the 4 blocks should not exceed 750 000 000 DH.

### I.3. INFORMATION ON THE SECURITIES TO BE ISSUED

#### 1. CHARACTERISTICS OF BLOCK A BONDS: FLOATING RATE BONDS LISTED IN CASABLANCA STOCK EXCHANGE

The characteristics of Block A bonds are as follows:

Nature of securities	Bonds listed in Casablanca stock exchange, dematerialized by registration to central depository (Maroclear) and book-entry by authorized affiliates
Legal form	Bearer
First listing Procedure	Direct listing as per article 1.2.6 and 1.2.22 of Stock Exchange General regulations.
Block ceiling	750,000,000 DH
Maximum number of securities to be issued	7,500 securities
Face value per bond	100,000 DH
Maturity	5 years
Subscription Period	From June 18, 2012 to June 20, 2012 included
Vesting date	June 28, 2012
Due date	June 28, 2017
Allocation method	French auction method
Nominal spread	Between 100 and 130 bps
Issuance price	100,000 DH at par on the date of subscription
Negotiability of securities	Freely tradable in Casablanca stock exchange. There is no restriction imposed on free negotiability of these bonds by the conditions of issuance.
Security listing	<p>The block A bonds will be listed in Casablanca stock exchange and thus shall be subject to an application for admission to Casablanca stock exchange bond compartment. Their listing date in the bond compartment under code 990151 and OB151 ticker is planned for June 25, 2012.</p> <p>To be listed in Casablanca stock exchange, the total amount allocated to the blocks A and B must be at least 20 million dirhams. The subscriptions relating to this block will be cancelled if the total amount allocated to blocks A and B is less than 20 million dirham after the subscription period's closing.</p>
Nominal interest rate	<p>The interest rate is revised annually.</p> <p>For the first year, the nominal interest rate is determined by referring to 52 weeks full rate calculated from secondary BDT curve as published by Bank Al-Maghreb plus a nominal spread between 100 and 130 basis points (i.e. a rate between 4.49% and 4.79%.)</p> <p>After the first year, the nominal interest rate at each coupon payment date will be equal to 52 weeks reference rate calculated from the secondary BDT curve as published by Bank Al-Maghreb 5 working days before the coupon payment date plus the nominal spread that was determined at the time of allocation of bonds in the primary market.</p>

Calculation method	Rate determination will be done by the linear interpolation method using two points surrounding full 52 weeks maturity (monetary base).
Interest rate determination date	<p>The coupon will be reviewed annually at the anniversary date</p> <p>The new rate will be transmitted to the Casablanca Stock Exchange 5 days before the anniversary date.</p> <p>The revised rate will be announced in the stock list (bulletin de la cote) of Casablanca Stock Exchange.</p>
Coupon payment	<p>The coupons shall be paid annually on vesting date anniversaries of the issue, ie on 28<sup>th</sup> June of each year. The payment shall be made on the same day or on the first working day following 28<sup>th</sup> June if it is not a working day.</p> <p>The interest will be calculated as per the following formula: [face value x nominal rate x exact number of days / 360]. They will cease to accrue from the day on which Residences dar saada company put the principal for repayment and it will not be possible to carry forward the interests within the framework of this issue.</p>
Repayment of principal	<p>The bond loan of Residences Dar Saada company will be subject to a bullet repayment of the principal.</p> <p>In case of any merger, split or partial provision of Residences Dar Saada company's assets during the term of the loan resulting in the transfer of assets for the benefit of a separate legal entity, the rights and obligations of the bondholders will be automatically transferred to the legal entity substituted into Residences Dar Saada company's rights and obligations.</p>
Early repayment	<p>Residences Dar Saada company commits not to make any prepayment during the life of the bond of this issue.</p> <p>However, Residences Dar Saada company reserves the right to buy back bonds from the secondary market, provided that the laws and regulations allow it. These repurchases have no consequences for a subscriber wishing to keep his bonds until the normal maturity, and have no impact on the normal amortization schedule. The bonds thus repurchased will be cancelled.</p>
Assimilation Clause	<p>There is no assimilation of the bonds of this issue with those of a previous issue.</p> <p>In case Residences Dar Saada company issues new securities later with rights identical to block A bonds in all respects and provided that their indentures allow it, it may undertake the assimilation of all securities from successive issues, without requiring the consent of former bondholders, thus unifying all transactions relating to their management and negotiation.</p>
Rank / Subordination	<p>The bonds issued by Residences Dar Saada company and their interests are direct, general, unsecured, unconditional and un-subordinated claims. They have the same rank among them, and the same rank as all the other present or future unsecured fixed maturity debt that are not privileged by law.</p>

Guarantee of repayment	The bonds issued by Residences Dar Saada company are not subject to any particular guarantee.
Rating	This issue was not subject to a rating request.
Applicable law / jurisdiction	Moroccan law with the tribunal de commerce of Casablanca as the competent jurisdiction.
Representation of bondholders	Awaiting the Bondholders General Assembly, the Residences Dar Saada company's Board of Directors has appointed Mr. Mohammed Hdid as temporary representative. This decision shall take effect from the opening of subscription period. It is specified that it is the same appointed temporary representative for A, B, C and D blocks of this issue which are grouped into a single mass.

## 2. CHARACTERISTICS OF BLOCK B BONDS: FIXED RATE BONDS LISTED IN CASABLANCA STOCK EXCHANGE

The characteristics of block B bonds are as follows:

Nature of securities	Bonds listed in Casablanca stock exchange, dematerialized by registration to the central depository (Maroclear) and book-entry with authorized affiliates.
Legal form	Bearer
First listing Procedure	Direct listing as per article 1.2.6 and 1.2.22 of Stock Exchange General regulations.
Block Ceiling	750,000,000 DH
Maximum number of securities to be issued	7,500 securities
Face value per bond	100,000 DH
Maturity	5 years
Subscription Period	From June 18, 2012 To June 20, 2012 included
Vesting date	June 28, 2012
Due date	June 28, 2017
Allocation method	Dutch Auction Method
Negotiability of securities	Freely tradable in Casablanca stock exchange. There is no restriction imposed on free negotiability of these bonds by the conditions of issuance.
Security listing	The block B bonds will be listed in Casablanca stock exchange and thus shall be subject to an application for admission to Casablanca stock exchange bond compartment. Their listing date in the bond compartment under code 990155 and OB155 ticker is planned for June 25, 2012. To be listed in Casablanca stock exchange, the total amount allocated to the blocks A and B must be at least 20 million dirhams. The subscriptions relating to these blocks will be cancelled if the total amount allocated to blocks A and B is less than 20 million dirham after the subscription period's closing.
Nominal interest rate	Fixed rate. Equal to 5.47% (the facial interest rate is determined by referring to 5 years rate calculated from the BDT curve on May 25, 2012 as published by Bank Al-Maghreb at 3.97%, with a risk premium between 150 basis points.

Calculation method	Rate determination will be done by the linear interpolation method using two points surrounding full 52 weeks maturity (monetary base).
Nominal Spread	Between 120 and 150 bps
Issuance price	Ranging between 100.00% and 101.29% included. Expressed as nominal value percentage with two decimal places. The lower and upper price limits are calculated on the basis of facial rate and the range of risk premiums mentioned above.
Yield to maturity	Ranging between 5.17% and 5.47% included. The actuarial yield rate is annual, which equalizes the current values of amounts to be paid and amounts receivable to this rate and compound interest at a given date. This rate is significant only for a subscriber who keeps his bonds until their final repayment. This rate will be determined based on the price of purchase proposed by each Subscriber in case of this issue and in view of the chosen allocation method, namely Dutch allocation.
Coupon payment	The coupons shall be paid annually on vesting date anniversaries of the issue, ie on 28 <sup>th</sup> June of each year. The payment shall be made on the same day or on the first working day following 28 <sup>th</sup> June if it is not a working day. The interest will be calculated as per the following formula: [face value X facial Rate]. They will cease to accrue from the day on which Residences Dar Saada company put the principal for repayment and it will not be possible to carry forward the interests within the framework of this issue.
Repayment of principal	The bond loan of Residences Dar Saada company will be subject to a bullet repayment of the principal. In case of any merger, split or partial provision of Residences Dar Saada company's assets during the term of the loan resulting in the transfer of assets for the benefit of a separate legal entity, the rights and obligations of the bonds holders will be automatically transferred to the legal entity substituted into Residences Dar Saada company's rights and obligations.
Early repayment	Residences Dar Saada company undertakes not to make the repayment before bond due date throughout the entire term of the loan mentioned in this issue. However, Residences Dar Saada company reserves the right to buy back bonds from the secondary market, provided that the laws and regulations allow as these purchases have no consequences for a subscriber wishing to keep his shares until the normal maturity without affecting the normal amortization schedule. The bonds thus repurchased will be cancelled.

Assimilation Clause	There is no assimilation of bonds mentioned in this notice in accordance with the securities from a previous issue. In case Residences Dar Saada company issues new securities later with rights identical to block B in all respects and provided that contracts of issue provide, it may undertake the assimilation of all securities from successive issues, without requiring the consent of former bonds' holders, thus unifying all issues relating to their management and negotiation.
Rank / Subordination	The bonds issued by Residences Dar Saada company and their interests are direct, general, unsecured, unconditional and un-subordinated claims. They have the same rank among them and the same rank as all the other present or future unsecured fixed maturity debt that are not privileged by law.
Guarantee of repayment	The bonds issued by Residences Dar Saada company are not subject to any particular guarantee.
Rating	This issue was not subject to a rating request.
Applicable law / jurisdiction	Moroccan law with the tribunal de commerce of Casablanca as the competent jurisdiction.
Representation of the bondholders	Awaiting the Bondholders General Assembly, the Residences Dar Saada company's Board of Directors has appointed Mr. Mohammed Hdid as temporary representative. This decision shall take effect from the opening of subscription period. It is specified that it is the same appointed temporary representative for A, B, C and D blocks of this issue which are grouped into a single mass.

### 3. CHARACTERISTICS OF BLOCK C BONDS: FLOATING RATE BONDS LISTED IN CASABLANCA STOCK EXCHANGE

The characteristics of block C bonds are as follows:

Nature of securities	Non-listed bonds
Legal form	Bearer
Block Ceiling	750,000,000 DH
Maximum number of securities to be issued	7,500 securities
Face Value per bond	100,000 DH
Maturity	5 years
Subscription Period	From June 18, 2012 To June 20, 2012 included
Vesting date	June 28, 2012
Due date	June 28, 2012
Allocation method	French auction method
nominal spread	Between 100 and 130 bps
issuance price	100,000 DH at par on the date of subscription

Nominal interest rate	<p>The interest rate is revised annually.</p> <p>For the first year, the nominal interest rate is determined by referring to 52 weeks full rate calculated from secondary BDT curve as published by Bank Al-Maghreb plus a risk premium between 100 and 130 basis points i.e. a rate between 4.49% and 4.79%.</p> <p>After the first year, the nominal interest rate at each coupon payment date will be equal to 52 weeks reference rate calculated from of secondary BDT curve as published by Bank Al-Maghreb 5 working days before the coupon payment date plus the nominal spread that was determined at the time of allocation of bonds in the primary market.</p>
Calculation method	<p>Rate determination will be done by the linear interpolation method using two points surrounding full 52 weeks maturity (monetary base).</p>
Coupon payment	<p>The coupons shall be paid annually on vesting date anniversaries of the issue, ie on 28<sup>th</sup> June of each year. The payment shall be made on the same day or on the first working day following 28<sup>th</sup> June if it is not a working day.</p> <p>The interest will be calculated as per the following formula: [Face value x nominal rate x exact number of days / 360]. They will cease to accrue from the day on which Residences dar Saada company put the principal for repayment and it will not be possible to carry forward the interests within the framework of this issue.</p>
Negotiability of securities	<p>By mutual agreement</p> <p>There is no restriction imposed on free negotiability of these bonds by the conditions of issuance.</p>
Repayment of principal	<p>The bond loan of Residences Dar Saada company will be subject to a bullet repayment of the principal.</p> <p>In case of any merger, split or partial provision of Residences Dar Saada company's assets during the term of the loan resulting in the transfer of assets for the benefit of a separate legal entity, the rights and obligations of the bond holders will be automatically transferred to the legal entity substituted into Residences Dar Saada company's rights and obligations.</p>
Early repayment	<p>Residences Dar Saada company undertakes not to make the repayment before bond due date throughout the entire term of the loan mentioned in this issue.</p> <p>However, Residences Dar Saada company reserves the right to buy back bonds from the secondary market, provided that the laws and regulations allow as these purchases have no consequences for a subscriber wishing to keep his shares until the normal maturity without affecting the normal amortization schedule. The bonds thus repurchased will be cancelled.</p>
Assimilation Clause	<p>There is no assimilation of bonds of this issue zith those of a previous issue.</p> <p>In case Residences Dar Saada company issues new securities later with rights identical to block A in all respects and provided that their indentures allow it, it may undertake the assimilation of all securities from successive issues, without requiring the consent of former bondholders, thus unifying all transactions relating to their management and negotiation.</p>

Rank / Subordination	The bonds issued by Residences Dar Saada company and their interests are direct, general, unsecured, unconditional and unsubordinated claims. They have the same rank among them and the same rank as all the other present or future unsecured fixed maturity debt that are not privileged by law.
Guarantee of repayment	The bonds issued by Residences Dar Saada company are not subject to any particular guarantee.
Rating	This issue was not subject to a rating request.
Applicable law / jurisdiction	Moroccan law with the tribunal de commerce of Casablanca as the competent jurisdiction.
Representation of bondholders	Awaiting the Bondholders General Assembly, the Residences Dar Saada company's Board of Directors has appointed Mr. Mohammed Hdid as temporary representative This decision shall take effect from the opening of subscription period. It is specified that it is the same appointed temporary representative agent for A, B, C and D blocks of this issue which are grouped into a single mass.

#### 4. CHARACTERISTICS OF BLOCK D BONDS: FIXED RATE BONDS NON-LISTED IN CASABLANCA STOCK EXCHANGE

The characteristics of block D bonds are as follows:

Nature of securities	Non-listed bonds
Legal form	Bearer
Block ceiling	750,000,000 DH
Maximum number of securities to be issued	7,500 securities
face value per bond	100,000 DH
Maturity	5 years
Subscription Period	From June 18, 2012 To June 20, 2012 included
Vesting date	June 28, 2012
Due date	June 28, 2017
Allocation method	Dutch Auction Method
Nominal interest rate	Fixed rate. Equal to 5.47% (the nominal interest rate is determined by referring to 5 years rate calculated from the BDT curve on May 25, 2012 as published by Bank Al-Maghreb at 3.97%, with a risk premium between 150 basis points.
Calculation method	Rate determination will be done by the linear interpolation method using two points surrounding full 52 weeks maturity (monetary base).
Nominal spread	Between 120 and 150 bps
Issuance price	Ranging between 100.00% and 101.29% included. Expressed as nominal value percentage with two decimal places. The lower and upper price limits are calculated on the basis of facial rate and the range of risk premiums mentioned above.

Yield to maturity	<p>Ranging between 5.17% and 5.47% included.</p> <p>The actuarial yield rate is annual, which equalizes the current values of amounts to be paid and amounts receivable to this rate and compound interest at a given date. This rate is significant only for a subscriber who keeps his bonds until their final repayment.</p> <p>This rate will be determined based on the price of purchase proposed by each Subscriber in case of this issue and in view of the chosen allocation method, namely Dutch allocation.</p>
Coupon payment	<p>The coupons shall be used annually on vesting date anniversaries of the issue, or on 28<sup>th</sup> June of each year. The payment shall be made on the same day or on the first working day following 28<sup>th</sup> June if it is not a working day.</p> <p>The interest will be calculated as per the following formula: [Nominal X nominal Rate]. They will cease to accrue from the day on which Residences Dar Saada company put the principal for repayment and it will not be possible to carry forward the interests within the framework of this issue.</p>
Negotiability of securities	<p>By mutual agreement</p> <p>There is no restriction imposed on free negotiability of these bonds by the conditions of issuance.</p>
Repayment of principal	<p>The bond loan of Residences Dar Saada company will be subject to a bullet repayment of the principal.</p> <p>In case of any merger, split or partial provision of Residences Dar Saada company's assets during the term of the loan resulting in the transfer of assets for the benefit of a separate legal entity, the rights and obligations of the bondholders will be automatically transferred to the legal entity substituted into Residences Dar Saada company's rights and obligations.</p>
Early repayment	<p>Residences Dar Saada company commits not to make any prepayment during the life of the bond of this issue.</p> <p>However, Residences Dar Saada company reserves the right to buy back bonds from the secondary market, provided that the laws and regulations allow it. These repurchases have no consequences for a subscriber wishing to keep his bonds until the normal maturity, and have no impact on the normal amortization schedule. The bonds thus repurchased will be cancelled.</p>
Assimilation Clause	<p>There is no assimilation of the bonds of this issue with those of a previous one.</p> <p>In case Residences Dar Saada company issues new securities later with rights identical to block A bonds in all respects and provided that their indentures allow it, it may undertake the assimilation of all securities from successive issues, without requiring the consent of former bondholders, thus unifying all issues relating to their management and negotiation.</p>

Rank / Subordination	The bonds issued by Residences Dar Saada company and their interests are direct, general, unsecured, unconditional and un-subordinated claims. They have the same rank among them and the same rank as all the other present or future unsecured fixed maturity debt that are not privileged by law.
Guarantee	The bonds issued by Residences Dar Saada company are not subject to any particular guarantee.
Rating	This issue was not subject to a rating request.
Applicable law / jurisdiction	Moroccan law with the tribunal de commerce of Casablanca as the competent jurisdiction.
Representation of the bondholders	Awaiting the Bondholders General Assembly, the Residences Dar Saada company's Board of Directors has appointed Mr. Mohammed Hdid as temporary representative This decision shall take effect from the opening of subscription period. It is specified that it is the same appointed temporary representative agent for A, B, C and D blocks of this issue which are grouped into a single mass.

#### I.4. ISSUE TIME-TABLE

Order	Stages	At the latest
1	Receipt of the complete issue record by Casablanca stock exchange	June 5th, 2012
2	Issue of the issue approval notice and timetable by Casablanca stock exchange	June 6th, 2012
3	Receipt by Casablanca stock exchange of the prospectus approved by Securities Council (CDVM)	June 6th, 2012
4	Publishing of the admission notice of the bonds issued in the stock-list (bulletin de la cote) for bond blocks A and B	June 7th, 2012
5	Publishing the prospectus extract in a legal advertisement newspaper	June 11th, 2012
6	Opening the subscription period	June 18, 2012
7	Closing the subscription period	June 20, 2012
8	Receipt of the issue results by Casablanca Stock Exchange	June 21, 2012 before noon
9	- Listing of the bonds; - Announcement of issue results in the stock-list bulletin; - Registering the issue in the stock exchange.	June 25, 2012
10	Publishing the issue results in a legal advertisement newspaper	June 27, 2012
11	Settlement / delivery	June 28, 2012

#### I.5. UNDERWRITING SYNDICATE

Type of financial intermediary	Name	Address
Consultancy agencies	<b>CFG Finance</b>	5 7, Rue Ibnou Toufail, 20100 Casablanca
	<b>Upline Corporate Finance</b>	37, Bd Abdellatif Ben Kaddour, Casablanca

Co-lead manager	<b>Casablanca Finance Markets</b>	5 7, Rue Ibnou Toufail, 20100 Casablanca
	<b>BCP</b>	101, Bd Zerktoni, Casablanca
Centralizing Organization	<b>BCP</b>	101, Bd Zerktoni, Casablanca
Establishment responsible for registering the issue in Casablanca stock exchange	<b>Upline Securities</b>	37, Bd Abdellatif Ben Kaddour, Casablanca
Paying agent establishment ensuring the Issuer's financial service	<b>BCP</b>	101, Bd Zerktoni, Casablanca

## I. INFORMATION ON THE ISSUER

### I.1. GENERAL OVERVIEW

	Description
<b>Name</b>	Residences Dar Saada company
<b>Head Office</b>	277-279 Bd Zerktoni, Casablanca
<b>Phone number</b>	05 22 97 97 77
<b>Fax number</b>	05 22 39 39 96
<b>Website</b>	www.espaceaada.com
<b>Legal form</b>	Private limited company with Board of Directors created under Moroccan law
<b>Date of incorporation</b>	2001
<b>Life</b>	99 years
<b>Social purpose (art. 4 of the statutes)</b>	<p>The company purpose is to:</p> <ul style="list-style-type: none"> <li>• Real estate development in all its forms;</li> <li>• Acquisition of all bare lands or buildings scheduled for demolition by any means of law;</li> <li>• Construction of all structures, buildings or other, in Morocco or abroad;</li> <li>• Realization of all housing operations on these grounds with all built buildings assigned to residential or commercial, professional or administrative use;</li> <li>• Operating of the assets thus constituted by sale, rental or personal use of estate and buildings;</li> <li>• Development of urban and rural land;</li> <li>• Execution of all operations to achieve the defined objective, taking interest or participation by way of partial contribution, merger contribution, subscription or purchase of securities in all companies existing or under incorporation with a similar or related objective;</li> <li>• And in general perform all financial, commercial, asset operations necessary for the achievement of its purpose to promote growth and development as well as any direct or indirect involvement in the companies pursuing similar or related purposes in any form whatsoever.</li> </ul>
<b>Financial Year</b>	The financial year starts on January 1 and ends on December 31.
<b>Capital (on 31/12/2011)</b>	582,418,900 DH, divided in 5,824,189 shares with a par value of 100 DH.
<b>Places for consulting legal documents</b>	The social, legal and accounting documents whose communication is scheduled by the law and statutes can be consulted at Residences Dar Saada headquarters.
<b>The Trade and Commerce Registry number</b>	116 417 - Casablanca
<b>Applicable law</b>	Moroccan law
<b>Laws and regulations applicable to the company</b>	Owing to its legal form and its relations with third parties, the company is governed by Moroccan law including particularly the law No. 17-95 promulgated by dahir 1-96-124

dated August 30, 1996 on private limited companies as modified and supplemented by the law 20-05 dated May 23, 2008

Owing to its activity, it is governed by the following Dahirs:

- Law 25-90 promulgated by Dahir 1-92-7 dated June 17, 1992 on estates, housing and divisions;
- Law 18-00 dated October 3, 2002 on 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 it has been amended and supplemented by article 16 bis of financial law 2001;
- Article 92 of financial law 2010 establishing new tax exemptions for the benefit of real estate developers.

Residences Dar Saada shall also be subjected to all legal provisions relating to public issue including particularly:

- Dahir bearing on law 1-93-212 dated September 21, 1993 on the Securities Council and the information required of corporations using public issue as amended and supplemented by law 23-01, law 36-05 and law 44-06;
- Dahir bearing on law 1-93-211 dated September 21, 1993 relating to Casablanca stock exchange as amended and supplemented by the laws 34-96, 29-00, 52-01 and 45-06;
- General regulations of Casablanca stock exchange approved by order 1960-01 dated October 30, 2001 of the Minister of Economy, Finance, Privatization and Tourism. It has been modified by the June 2004 amendment which came into force in November 2004 and by order 1268-08 dated July 07, 2008.
- Dahir bearing on law 1-96-246 dated January 9, 1997 bearing promulgation of law 35-96 related to creation of a central depository and institution of a general book entry for certain values as amended by law 43-02;
- The Central Depository's general regulation approved by Decree 932-98 dated April 16, 1998 by the Minister of Economy and Finance and amended by order 1961-01 dated October 30, 2001 by the Minister of Economy, Finance, Privatization and Tourism and by the order 077-05 dated March 17, 2005;
- The Securities Council's general regulations as approved by order 822-08 dated April 14, 2008 of the Minister of Economy and Finance.

<b>Applicable taxation regime</b>	Residences Dar Saada is governed by the common tax legislation. It is subject to IS at the rate of 30%. Its issues are subject to VAT at the rate of 20%. Residences Dar Saada also enjoys tax benefits granted under the budget law 2010.
<b>Competent court in the event of litigation</b>	Commercial court of Casablanca

Source: Residences Dar Saada

## I.2. SHAREHOLDING

The following table presents the shareholding structure of Residences Dar Saada as on December 31, 2011:

31/12/2011		
Name or corporate name of the shareholders	Shares held	% of the capital and voting rights
<b>Abdelali Berrada Sounni</b>	500,960	<b>8.6 %</b>
<b>Hicham Berrada Sounni</b>	100 360	<b>1,7%</b>
<b>Saad Berrada Sounni</b>	100 360	<b>1,7%</b>
<b>Naima Benmoussa</b>	100 240	<b>1,7%</b>
<b>Nabila Berrada Sounni</b>	100 240	<b>1,7%</b>
<b>Hanna Berrada Sounni</b>	100 240	<b>1,7%</b>

<b>Groupe Palmeraie Développement</b>	3000000	<b>51,5%</b>
<b>North Africa Holding Company</b>	607 263	<b>10,4%</b>
<b>Aabar Investments PJS</b>	607 263	<b>10,4%</b>
<b>RMA Watanya</b>	202421	<b>3,5%</b>
<b>Wafa Assurance</b>	202 421	<b>3,5%</b>
<b>Idraj SCA</b>	202 421	<b>3,5%</b>
<b>TOTAL</b>	<b>5 824 189</b>	<b>100,0%</b>

Source: Residences Dar Saada

The shareholding structure of Residences Dar Saada remains unchanged on April 30, 2012 in comparison with FY 2011.

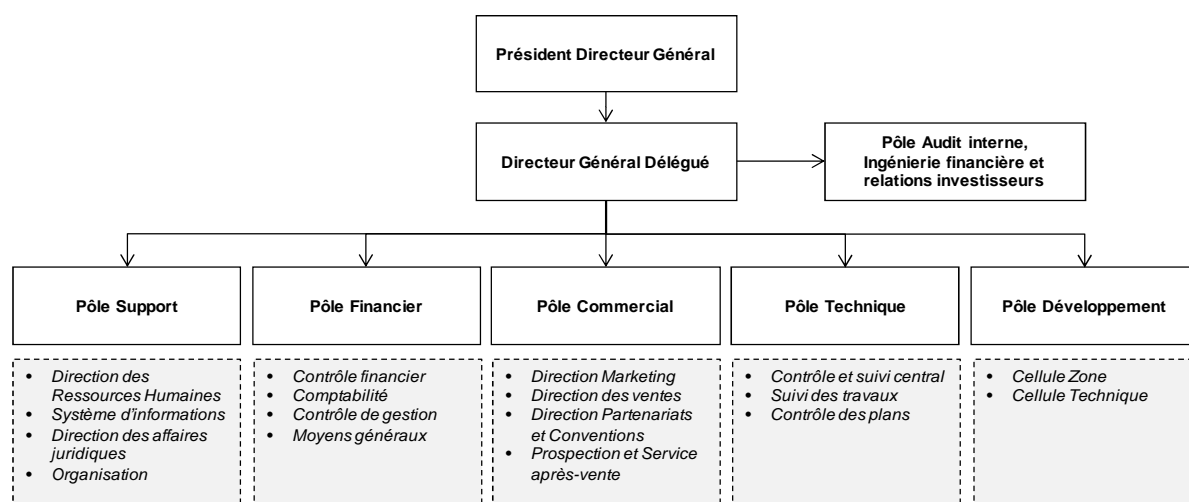
### **I.3. BOARD OF DIRECTORS**

The Board of directors is composed of the following people as on April 30, 2012:

<b>Name</b>	<b>Role</b>	<b>Start or renewal of the mandate</b>	<b>End of mandate</b>
<b>Hicham Berrada Sounni</b>	Chairman of the Board of Directors	February 7, 2011	Shareholders general meeting ruling on 2016 financial statements
<b>Mr. Abdelali Berrada Sounni</b>	Director	January 26, 2010	Shareholders general meeting ruling on 2015 financial statements
<b>Mr. Saad Berrada Sounni</b>	Director	January 26, 2010	Shareholders general meeting ruling on 2015 financial statements
<b>Mr. Omar Lahlou</b>	Director	February 7, 2011	Shareholders general meeting ruling on 2016 financial statements
<b>Mr. Amine Guennoun</b>	Director and Deputy General manager	February 7, 2011	Shareholders general meeting ruling on 2016 financial statements
<b>Mr. Adil Douiri</b>	Administrator	March 2, 2011	Shareholders general meeting ruling on 2016 financial statements
<b>Mr. Emad A. Al Saleh</b>	Administrator	March 2, 2011	Shareholders general meeting ruling on 2016 financial statements
<b>Mr. Mohammed Badawy Al Hussein</b>	Director	March 2, 2011	Shareholders general meeting ruling on 2016 financial statements

Source: Residences Dar Saada

## I.4. FUNCTIONAL ORGANIZATION CHART



Source: Residences Dar Saada

## I.1. ACTIVITIES OF RESIDENCES DAR SAADA

Residences Dar Saada started its first project Saada I in 2003 in Marrakech and has ever since consolidated its presence in this city by the development of Saada II and Saada III projects. The overall output of these three projects is 7,710 housing units, including 7,010 economical housing units.

The company has also developed two projects in Casablanca (Jnane Nouaceur and Jnane Mediouna), one project in Marrakech (Targa Garden) and one project in Tangier (Dyar El Boughaz) and started their marketing in 2008.

The following table shows the achievements of Residences Dar Saada over the last three years in terms of sales:

In MDH	2009 <sup>PF</sup>	2010	2011	Total 2009-2011
<b>Sale of housing and related products</b>	<b>376</b>	<b>639</b>	<b>339</b>	<b>1 353</b>
<i>% of variation</i>	-	70%	-47%	
Economical housing	126	283	61	471
<i>in % of the total</i>	34%	44%	18%	
Mid range housing	-	32	122	154
<i>en % du total</i>	0%	5%	36%	
land parcels	38	245	135	418
<i>in % of the total</i>	10%	38%	40%	
Villas	182	47	16	245
<i>in % of the total</i>	48%	7%	5%	
miscellaneous	30	31	5	66
<i>in % of the total</i>	8%	5%	1%	

Source: Residences Dar Saada

The following table shows the achievements of Residences Dar Saada over the last three years in terms of number of units sold:

Number of units	2009 <sup>PF</sup>	2010	2011	Total 2009-2011
<b>Deliveries</b>	<b>896</b>	<b>2 137</b>	<b>878</b>	<b>3,911</b>
<i>% of variation</i>	-	> 100%	(58.9%)	
Economical housing	784	1 629	344	2 757
<i>in % of the total</i>	88%	76%	39%	
Mid-range housing	-	80	432	512

<i>in % of the total</i>	0%	4%	49%	
land parcels	1	307	69	377
<i>in % of the total</i>	0%	14%	8%	
Villas	69	24	7	100
<i>in % of the total</i>	8%	1%	1%	
miscellaneous	42	97	26	165
<i>in % of the total</i>	5%	5%	3%	

Source: Residences Dar Saada

Over the last three years, Residences Dar Saada has delivered 3,911 units with a turnover of 1,353 MDH.

The company delivered 896 units in 2009, including 784 economical housing units among Saada I, Saada II and Targa Garden projects.

Residences Dar Saada started work in 2010 on Nzaha and Jnane Adrar projects in the region of Agadir. The company has also started developing Dyar Marrakech project.

Residences Dar Saada delivered 2,137 units the same year, including 1,629 economic housing units among Jnane Mediouna, Targa Garden, Saada I, Saada II and Saada III projects.

Residences Dar Saada delivered 878 units in 2011, including 344 economic housing units among Jnane Nouaceur, Jnane Mediouna, Targa Garden, Saada I, Saada II and Saada III projects.

## II. RISK FACTORS

Risk management is a central axis of Residences Dar Saada strategy.

This prospectus presents the risks inherent to the economic sector and the very activity of Residences Dar Saada Company.

### I.6. RISK ASSOCIATED WITH THE TAX SYSTEM'S EVOLUTION

The evolution of tax regulations particularly including the abolition of tax advantages granted to real estate developers and social housing buyers may have a significant impact on the performance of Residences Dar Saada. However, the risk is limited since the agreements signed under 2010 budget law are guaranteed for a period of 10 years (i.e. 2020) providing a fiscal stability to the agents of the sector.

### I.7. COMPETITION RELATED RISK

The growing demand for housing combined with the tax advantages mentioned above attracts several operators to invest in social housing sector. Thus, the risk of several national and international operators entering the sector is significant. This would result in decrease in margins for Residences Dar Saada due to the likely decline in selling prices, higher land prices and increase in production cost.

In order to mitigate this risk, Residences Dar Saada adopts a strategy of differentiation from the competition by offering quality customer service and selling prices in line with the market average.

### I.8. RISK RELATED TO HIGHER LAND PRICES

The supply to demand inadequacy in social housing, particularly in the major Rabat-Casablanca axis has led to higher land prices in urban areas. This upward trend in land price could be at the origin of reducing margins for the companies operating in social housing as the selling price is capped at 250,000 DH.

Residences Dar Saada is however armed to reduce the impact of this risk, thanks to:

A strategy based on geographic diversification targeted to high potential areas with housing deficit (Tangier, Fez, etc.);

The signature of investment conventions with the State allowing the company to secure additional land;

The urban perimeter widening envisaged by the Government aiming at creation of 15 new cities around large urban centers till horizon 2020

### I.9. RISK RELATED TO THE CHOICE OF BTP OPERATORS

Concerned about providing a quality product, Residences Dar Saada calls upon historical partners for realizing its projects. The choice of these partners is done on the basis of their technical qualification, reference and financial capacity. These operators must be able to respond to requirements of the specifications related to various projects in terms of quality and execution time.

The relationship of trust and loyalty established by Residences Dar Saada with its partners allows it to cope with the risk of subcontractors' unavailability due to competition.

### I.10. RISKS RELATED TO INTEREST RATES

Despite the significant housing deficit facing the sector, there is a risk of decline in housing demand due to significant interest rate rise in real estate loans.

The risk of rising interest rates also negatively impact real estate developers whose activities are often financed by bank loans.

## III. FINANCIAL STATEMENTS OF RESIDENCES DAR SAADA ACCOUNTS

### III.1. BALANCE SHEET

The following table represents the main balance sheet indicators of Residences Dar Saada over the period 2009<sup>PF</sup>-2011:

In MDH	2009 <sup>PF</sup>	2010	2011	Var.09-10	Var.10-11
Nul value assets	2.7	1.9	17.2	(29.1%)	> 100%
Intangible fixed assets	0.3	0.3	1.2	(9.0%)	> 100%
Tangible fixed assets	2.8	5.0	8.0	76.2%	61.1%
Financial fixed assets	0.1	0.1	0.6	-	> 100%
<b>Fixed assets</b>	<b>5.9</b>	<b>7.2</b>	<b>27.1</b>	<b>22.9%</b>	<b>&gt; 100%</b>
Inventories	1,653.2	1,619.3	2,913.6	(2.1%)	79.9%
Receivables	1,214.3	1,619.6	917.7	33.4%	(43.3%)
Short term investment securities	-	-	-	n.a	n.a
Foreign currency translation unrealized gains	-	-	-	n.a	n.a
<b>Current assets</b>	<b>2,867.5</b>	<b>3,238.9</b>	<b>3,831.3</b>	<b>13.0%</b>	<b>18.3%</b>
<b>Cash</b>	<b>9.5</b>	<b>22.3</b>	<b>82.8</b>	<b>&gt; 100%</b>	<b>&gt; 100%</b>
<b>Total Assets</b>	<b>2,882.9</b>	<b>3,268.4</b>	<b>3,941.2</b>	<b>13.4%</b>	<b>20.6%</b>
<b>Stockholders' equity</b>	<b>551.0</b>	<b>672.3</b>	<b>1,678.5</b>	<b>22.0%</b>	<b>&gt; 100%</b>
Capital Stock (par value)	400.0	400.2	582.4	0.1%	45.5%
Additional paid in capital in excess of par value	-	22.6	740.5	n.a	> 100%
Legal reserve	7.2	7.4	13.5	3.9%	81.5%
Retained earnings	115.4	120.6	235.9	4.6%	95.6%
Net income of the financial year	28.2	121.4	106.2	> 100%	(12.54%)
Minority interests	0.3	-	-	(100.0%)	n.a
<b>Long term debt</b>	<b>474.5</b>	<b>1,246.8</b>	<b>818.0</b>	<b>&gt; 100%</b>	<b>(34.4%)</b>
<b>Total Permanent Financing</b>	<b>1,025.5</b>	<b>1,919.1</b>	<b>2,496.5</b>	<b>87.1%</b>	<b>30.1%</b>
Accounts payable	291.9	210.1	400.7	(28.0%)	90.7%
Unearned revenue	321.3	511.5	714.4	59.2%	39.7%

Staff	-	-	0.6	<i>n.a</i>	<i>n.a</i>
Social welfare	-	-	0.9	<i>n.a</i>	<i>n.a</i>
State	102.8	104.3	150.1	1.4%	44.0%
Partners' accounts	16.6	60.3	-	> 100%	(100.0%)
Other creditors	307.3	301.2	8.0	(2.0%)	(97.3%)
Adjustment Accounts - Liability	18.2	16.3	11.4	(10.8%)	(30.1%)
<b>Allowances</b>	-	-	<b>0.1</b>	<i>n.a</i>	<i>n.a</i>
Foreign currency translation unrealized losses	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	(47.1%)	(44.5%)
<b>Current liability</b>	<b>1,058.2</b>	<b>1,203.6</b>	<b>1,286.2</b>	<b>13.7%</b>	<b>6.9%</b>
<b>Short term debt</b>	<b>799.2</b>	<b>145.6</b>	<b>158.5</b>	<b>(81.8%)</b>	<b>8.8%</b>
<b>Total Liability</b>	<b>2,882.9</b>	<b>3,268.4</b>	<b>3,941.2</b>	<b>13.4%</b>	<b>20.6%</b>

Source: Residences Dar Saada

### III.2. INCOME STATEMENT

The following table presents the historical income statement of Residences Dar Saada over the financial years 2009 PF, 2010 and 2011:

In MDH	2009 <sup>PF</sup>	2010	2011	Var09 <sup>PF</sup> -10	Var.10-11	TCAM 09 <sup>PF</sup> -11
<b>Sales</b>	<b>380.2</b>	<b>643.0</b>	<b>343.0</b>	<b>69.1%</b>	<b>(46.7%)</b>	<b>(5.0%)</b>
Sales of merchandise	38.0	-	-	(100.0%)	n.a	(100.0%)
Cost of merchandise sold	(7.6)	-	-	(100.0%)	n.a	(100.0%)
<b>Gross margin on sales as stated</b>	<b>30.4</b>	<b>-</b>	<b>-</b>	<b>(100.0%)</b>	<b>n.a</b>	<b>(100.0%)</b>
Sales of goods and services produced	342.2	643.0	343.0	87.9%	(46.7%)	0.1%
Variation in product inventory	147.9	(188.9)	383.3	n.a	n.a	61.0%
<b>Production in the financial year</b>	<b>490.0</b>	<b>454.1</b>	<b>726.3</b>	<b>(7.3%)</b>	<b>59.9%</b>	<b>21.7%</b>
Cost of goods sold	(333.8)	(222.5)	(497.7)	(33.3%)	> 100%	22.1%
Other external charges	(44.7)	(58.6)	(63.1)	31.0%	7.7%	18.8%
<b>Consumption of the financial year</b>	<b>(378.6)</b>	<b>(281.1)</b>	<b>(560.9)</b>	<b>(25.7%)</b>	<b>99.5%</b>	<b>21.7%</b>
<b>Added value</b>	<b>141.9</b>	<b>173.0</b>	<b>165,4</b>	<b>21.9%</b>	<b>(4,4%)</b>	<b>8,0%</b>
<b>Added value/Sales</b>	<b>37.3%</b>	<b>26.9%</b>	<b>48,2%</b>	<b>-10.4 pts</b>	<b>21,3 pts</b>	
Taxes	(25.9)	(11.0)	(51.9)	(57.7%)	> 100%	41.5%
Staff expenses	(0.0)	(0.0)	(11.9)	> 100%	> 100%	> 100%
<b>Gross operating income</b>	<b>116,0</b>	<b>162,0</b>	<b>101,6</b>	<b>39,7%</b>	<b>(37,3%)</b>	<b>(6,4%)</b>
<b>Gross operating income/sales</b>	<b>30,5%</b>	<b>25,2%</b>	<b>29,6%</b>	<b>-8,7 pts</b>	<b>4,4 pts</b>	
Reversal of operating allowances	0,2	-	20,7	(100,0%)	n.a	>100,0%
Operating allowances	(1,1)	(1,9)	(5,7)	78,6%	> 100%	> 100%
<b>Operating income</b>	<b>115,1</b>	<b>160,1</b>	<b>116,6</b>	<b>39,1%</b>	<b>(27,2%)</b>	<b>0,6%</b>
<b>Operating margin (Operating profit/sales)</b>	<b>30,3%</b>	<b>24,9%</b>	<b>34,0%</b>	<b>-5,4 pts</b>	<b>9,1 pts</b>	
Financial revenues	61.2	113.5	87.1	85.6%	(23.3%)	19.3%
Financial expenses	(83.0)	(93.4)	(73.6)	12.6%	(21.3%)	(5.8%)
<b>Financial income</b>	<b>(21.8)</b>	<b>20.1</b>	<b>13.5</b>	<b>n.a</b>	<b>(32.8%)</b>	<b>n.a</b>
<b>recurring income</b>	<b>93.3</b>	<b>180.2</b>	<b>130.1</b>	<b>93.1%</b>	<b>(27.8%)</b>	<b>18.1%</b>
Noncurring revenues	1.7	13.0	13.0	> 100%	(0.3%)	> 100%
Noncurring expenses	(39.0)	(17.2)	(0.2)	(55.9%)	(99.1%)	(93.5%)
<b>Noncurring income</b>	<b>(37.3)</b>	<b>(4.2)</b>	<b>12.8</b>	<b>(88.7%)</b>	<b>n.a</b>	<b>n.a</b>
<b>Income before taxes</b>	<b>56.0</b>	<b>176.0</b>	<b>142.9</b>	<b>&gt; 100%</b>	<b>(18.8%)</b>	<b>59.7%</b>
Income tax	(27,5)	(54,6)	(36,7)	98,5%	(32,8%)	15,5%
<b>Net income</b>	<b>28,5</b>	<b>121,4</b>	<b>106,2</b>	<b>&gt; 100%</b>	<b>(12,5%)</b>	<b>93,0%</b>
<b>Net profit margin (Net income/sales)</b>	<b>7.5%</b>	<b>18.9%</b>	<b>31.0%</b>	<b>11.4 pts</b>	<b>12.1 pts</b>	

Source: Residences Dar Saada

**WARNING**

The above information only represents a part of the prospectus approved by the Conseil Déontologique des Valeurs Mobilières (CDVM) on June 6<sup>th</sup>, 2012 under the reference number VI/EM/019/2012 The CDVM recommends reading the full information note available in French.