



DYAR AL MANSOUR PROSPECTUS SUMMARY

COMMERCIAL PAPER ISSUANCE PROGRAM

ISSUE CEILING
700 000 000 MAD

FACE VALUE
100 000 MAD

FINANCIAL ADVISER AND GLOBAL COORDINATOR

AGENCY RESPONSIBLE FOR INVESTMENT

CDG CAPITAL
GROUPE CDG

CDG CAPITAL
GROUPE CDG

CDVM VISA

In accordance with the Article 18 of the Dahir n° 1-95-3 of 24 Châabane 1415 (26 January 1995) related to the Law n°35-94 for the debt securities, the original of this present prospectus has been approved by the CDVM on the 17 of December, 2013 under the reference number VI/EM/036/2013 .

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

Warning

CDVM approved on the 17 of December, 2013 a prospectus relating to the issue of commercial papers by DYAR AL MANSOUR Co.

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

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

PART I. OVERALL VIEW OF THE ISSUANCE PROGRAM

I. AIMS OF THE OPERATION

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

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

II. INFORMATION RELATING TO SECURITIES TO BE ISSUED

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

III. FINANCIAL INTERMEDIARIES RESPONSIBLE FOR INVESTMENT

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

PART II. PRESENTATION OF DYAR AL MANSOUR

I. GENERAL INFORMATION

Company name	DYAR AL MANSOUR
Head Quarter	42 Avenue Al Alaouiyne, Rabat
Phone Number	05 37 21 69 69
Fax	05 37 20 48 98
Web site	www.dyaramansour.com
Legal form	Limited company with a Board of Directors
Trade register	20 646 at the trade register of Rabat
Year of creation	1968
Lifetime	99 years
Fiscal Year	1st of January to the 31 st day of December
Purpose (Extract: Article 3 of the articles of association)	<p>The Company aims at :</p> <ul style="list-style-type: none"> ▪ All land and real estate transactions in Morocco ; ▪ For this purpose, the company may purchase any bare lands or lands with buildings constructed thereon and to be demolished ; ▪ Any subdivision operations, erect any buildings intended for residential, commercial, professional or administrative use ; ▪ Enter with the Government, local communities, public or private institutions or agencies, into agreements entrusting it with the task of carrying on their behalf and for their account surveys and works, coordination and assistance of the interventions with the Government, local authorities, public or private institutions or agencies, related to any real estate and/or development program; ▪ Develop equipped lands to implement any project; ▪ Operate either directly, by lease or by management; ▪ Direct or indirect participation of the company in all financial, movable, real estate or industrial transactions that may be related to the corporate business; ▪ More generally, all transactions of any kind that can be directly or indirectly related to the above purposes or which foster the development of the company.

II. INFORMATION ON THE CAPITAL OF DYAR AL MANSOUR

II.1. SITUATION ON 31 DECEMBER 2012

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

II.2. HISTORY OF THE SHARE CAPITAL OF DYAR AL MANSOUR

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

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

Source : Dyar Al Mansour

II.3. DYAR AL MANSOUR'S SHAREHOLDING STRUCTURE

Shareholders	31/12/2010		31/12/2011		31/12/2012	
	Number of shares	% of capital and voting rights	Number of shares	% of capital and voting rights	Number of shares	% of capital and voting rights
CGI	1 061 586	99,99%	4 299 993	99,99%	4 299 994	99,99%
Directors	8	NS	7	NS	6	NS
Total	1 061 594	100%	4 300 000	100%	4 300 000	100%

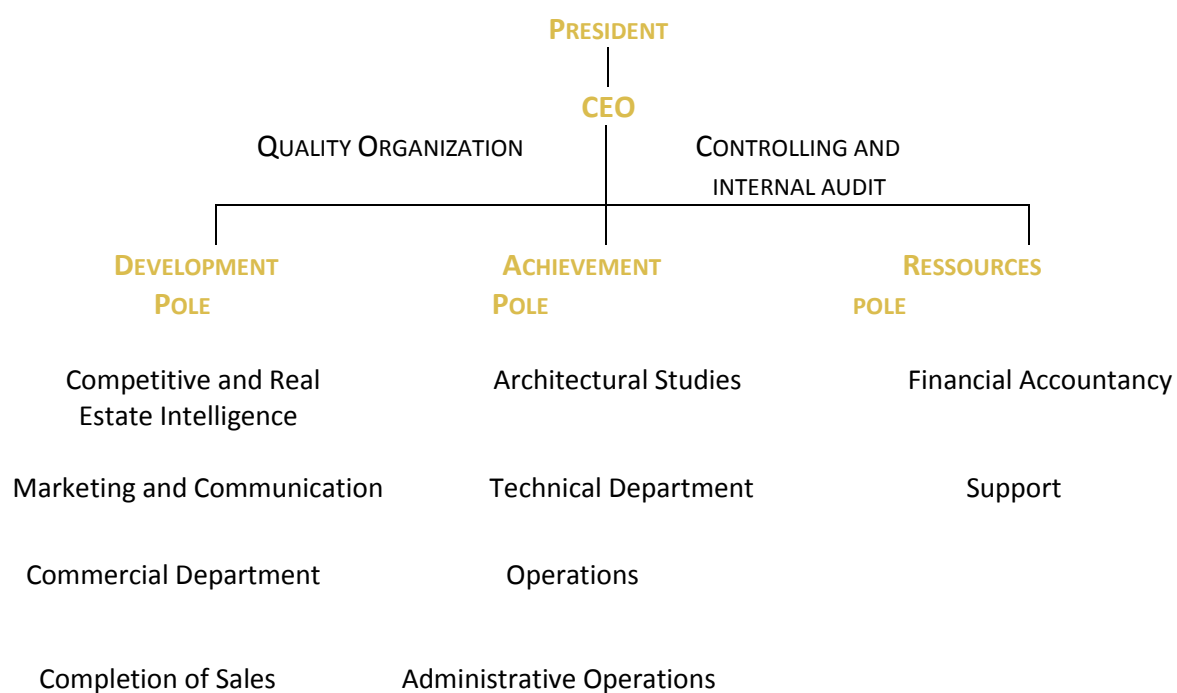
Face value of the shares during the 2009-2012 period : 100 MAD

Source : Dyar Al Mansour

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

III. LEGAL ORGANIZATION

III.1. ORGANIZATION



III.2. MAIN MANAGERS

On June 30th, 2013 , the main management of Dyar Al Mansour appear as follows :

Identity	Office within DYAR AL MANSOUR	Date of appointment
M. Abdellatif Hadj Hamou	CEO	2013
Hicham M'RABETY	Managing Director	2011 ¹
Adil Chennouf	Managing Director	2013 ²

Source : Dyar Al Mansour

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

² M. Chennouf joined Dyar Al Mansour in his capacity as Development Pole Director.

PART III. ACTIVITIES OF DYAR AL MANSOUR

IV. ACTIVITY OF DYAR AL MANSOUR

IV.1. POSITIONING OF DYAR AL MANSOUR

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

Promotional Activity

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

Social Support Activity

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

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

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

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

PART VI. FINANCIAL STATEMENTS

V. INCOME STATEMENT

Over the period 2010-2012, the income statement of Dyar Al Mansour is as follows:

In KDH	2010	2011	Δ%	2012	Δ%
Sales of goods and services	227 036	156 153	-31,2%	175 188	12,2%
<i>Turnover</i>	227 036	156 153	-31,2%	175 188	12,2%
Changes in Inventories of Products	-99 111	498 822	NS	545 224	9,3%
Assets produced by the Company	1 905	0	NA	0	NA
Other Operating Income	18 233	4 962	-72,8%	8 364	68,6%
Resumption of operations : charge transfer	1 172	3 397	>100%	1074	-68,4%
Operating revenues I	149 235	663 335	>100%	729 850	10,0%
Cost of supplies and consumable materials	107 585	605 047	NS	671 700	11,0%
Other external expenses	7 508	8 104	7,9%	8 797	8,6%
Taxes	348	3 639	>100%	597	-83,6%
Staff expenses	19 419	25 029	28,9%	28 715	14,7%
Other operating expenses	1 487	0	NA	110	NA
Operating endowment	20 018	13 133	-34,4%	13 637	3,8%
Operating expenses II	156 364	654 951	>100%	723 556	10,5%
Operating income I-II	-7 130	8 383	<-100%	6 294	-24,9%
Interests and other financial income	16	267	NS	55	-79,4%
Financial resumptions and transfer of charges	15 607	7 764	-50,3%	27 826	>100%
Financial income III	15 623	8 031	-48,6%	27 881	>100%
Interest expenses	15 607	7 803	-50,0%	27 826	>100%
Financial expenses IV	0	0	NA	5	NA
Financial income (III-IV)	15 607	7 803	-50,0%	27 831	>100%
Interests and other financial income	16	228	>100%	49	-78,5%
Current Income	-7 114	8 611	>100%	6 343	-26,3%
Proceeds from sales of property	317	755	>100%	355	-53,0%
Other noncurrent income	725	1 055	45,6%	1 958	85,6%
Noncurrent income	1 041	1 810	73,8%	2 313	27,8%
Net values of depreciation of sold assets	244	358	46,4%	146	-59,2%
Other noncurrent expenses	4	0	NA	3026	NA
Noncurrent expenses	248	358	44,2%	3172	>100%
Noncurrent Income	793	1 452	83,1%	-859	NS
Profit before taxes	-6 321	10 064	>100%	5 485	-45,5%
Income Taxes	2 588	5 114	97,6%	1715	-66,5%
Net Income	-8 909	4 950	>100%	3 769	-23,9%

Source : Dyar Al Mansour

VI. BALANCE SHEET

Assets

The table below shows the evolution of the balance sheet over the period 2010 - 2012:

In KDH	2010	2011	Δ%	2012	Δ%
Non value assets	179	2 592	>100%	2 824	9,0%
Preliminary expenses	0	2 592	NA	1 944	-25,0%
Deferred charges	179	0	-100%	880	NA
Intangible assets	501	1 896	>100%	2 575	35,8%
Patents, Trademarks, copyrights and similar values	501	1 896	>100%	2 575	35,8%
Tangible assets	13 021	13 012	-0,1%	13 383	2,9%
Lands	1 574	1 516	-3,7%	1 492	-1,6%
Buildings	6 947	6 371	-8,3%	6 162	-3,3%
Machinery, equipment and tools	478	632	32,4%	734	16,1%
Transport equipment	4	2	-44,4%	0,4	-80,0%
Furniture, Office equipment	3 969	4 449	12,1%	4 961	11,5%
Other tangible assets	50	42	-16,0%	33	-20,4%
Financial assets	57	59	3,5%	170	>100%
Other financial receivables	57	59	3,5%	170	>100%
Fixed assets	13 758	17 559	27,6%	18 952	7,9%
Stocks inventories	808 806	1 315 549	62,7%	1 888 786	43,6%
Products in process	610 586	1 114 792	82,6%	1 442 657	29,4%
Finished products	198 219	200 757	1,3%	446 129	>100%
Receivables in current assets	163 339	221 850	35,8%	379 748	71,2%
Receivables from suppliers deposits and advances	3	6 533	>100%	9 900	51,5%
Accounts receivable	34 405	22 201	-35,5%	73 256	>100%
Staff	7	1	-91,7%	84	>100%
State	127 099	191 087	50,3%	294 714	54,2%
Other receivables	1 789	1 925	7,6%	1 764	-8,3%
Accruals - Assets	35	102	>100%	60	-41,2%
Current Assets	972 145	1 537 399	58,1%	2 268 534	47,6%
Cash assets	201 673	4 938	-97,6%	14 674	>100%
Checks and cash values	135	149	10,6%	134	-10,1%
Banks, General Treasury and Postal Checks	201 538	4 788	-97,6%	14 539	>100%
Cash in hands, imprest accounts and credits	0	1	>100%	1	0,0%
Total Assets	1 187 576	1 559 896	31,4%	2 302 160	47,6%

Source : Dyar Al Mansour

Liabilities

The table below shows the liabilities of Djar Al Mansour during the 2010-2012 fiscal years:

In KDH	2010	2011	Δ%	2012	Δ%
Stockholder's equity	118 478	447 268	>100%	451 037	0,8%
Share capital	106 159	430 000	>100%	430 000	NA
Legal reserves	3 704	3 704	NA	3 951	6,7%
Retained earnings	17 523	8 614	-50,8%	13 317	54,6%
Net income of the financial year	-8 909	4 950	<-100%	3 769	-23,9%
Financing liabilities	25	5 023	>100%	339 021	>100%
Other financing liabilities	25	5 023	>100%	339 021	>100%
Permanent funding	118 503	452 291	>100%	790 059	74,7%
Debts in current liabilities	821 562	1 011 197	23,1%	1 222 191	20,9%
Payables	393 216	661 823	68,3%	644 367	-2,6%
Customer deposits and advances payable	82 871	324 216	>100%	442 738	36,6%
Staff	4 526	6 529	44,3%	6 299	-3,5%
Social Organizations	144	346	>100%	463	33,8%
State	4 688	5 542	18,2%	12 499	>100%
Partners' accounts	330 000	6 159	-98,1%	93 610	>100%
Other creditors	452	1 075	>100%	2312	>100%
Accruals – Liabilities	5 665	5 507	-2,8%	19 903	>100%
Other provisions for risks and charges	12 835	23 640	84,2%	37 298	57,8%
Current liabilities	834 397	1 034 837	24,0%	1 259 489	21,7%
Cash credit	234 677	72 767	-69,0%	252 612	>100%
Banks (credit balance)	0	0	NA	153	NA
Cash liabilities	234 677	72 767	-69,0%	252 612	>100%
Total Liabilities	1 187 576	1 559 896	31,4%	2 302 160	47,6%

Source : Djar Al Mansour

PART V. RISK FACTORS

I. COMPETITIVE RISKS

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

II. RISKS ASSOCIATED WITH CHANGES IN TAX TREATMENT

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

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

III. RISK OF INCREASE IN THE COST OF LAND

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

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

IV. RISKS RELATING TO OUTSOURCING

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

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

V. RISKS RELATING TO REAL ESTATE MARKET

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

However, the market is experiencing a growing demand for housing due to population growth and rural exodus. In addition, in 2012, Morocco has a housing deficit of 840,000 units³ for an annual production of about 100,000 units.

³ Source : Department of Housing

VI. RISKS RELATING TO INTEREST RATES

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

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

PART VI. EXCEPTIONAL EVENTS OR LITIGATION

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

However, Dyar Al Mansour has been subject to a tax audit that focused on corporate tax, income tax and value added tax for the 2008 financial year. The Company received a first communication about said control and has made a provision to deal with such a risk.

WARNING

The above information is only part of the information prospectus approved by the CDVM under reference No VI/EM/036/2013 on the 17th of December, 2013.

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