

aradei

CAPITAL

Aradei Capital S.A.

SUMMARY OF THE INFORMATION PACKAGE COMMERCIAL PAPER ISSUE PROGRAM

Implementation date of the program	31/01/2020
Program ceilings	MAD 500,000,000
Par value	MAD 100,000

Global Advisor and Coordinator	Global Co-advisor and Co-coordinator	Lead underwriter of the offering syndicate	Co-lead underwriter of the offering syndicate
	 VALORIS CORPORATE FINANCE CONSEIL ET INGENIERIE	 VALORIS SECURITIES Société de Bourse	

Registration by the Moroccan Capital Market Authority (AMMC) (AMMC = l'Autorité Marocaine du Marché des Capitaux)

Pursuant to the provisions of the AMMC circular, this reference document was registered by the AMMC on 25/09/2025 under the reference EN/EM/021/2025.
This reference document may only be used as a basis for canvassing or for collecting orders in connection with a financial operation if it forms part of an AMMC-approved prospectus.

Annual update of the information package relating to the commercial paper program:

As of the registration date of this reference document, the AMMC approved the annual update of the information package relating to the commercial paper program. The said file is composed of:

- this reference document;
- the note relating to the commercial paper program registered by the AMMC on 31/01/2020, under the reference EN/EM/003/2020 and available on the following link:
http://www.ammc.ma/sites/default/files/Note_BT_ARADEI_003_2020_4.pdf

The said update has been approved by the AMMC under reference VI/EM/032/2025.

Disclaimer

The Moroccan Capital Markets Authority (AMMC = *L'Autorité Marocaine du Marché des Capitaux*) approved on 25/09/2025 under reference number VI/EM/032/2025, the annual update of the information package relating to the commercial paper issue program by Aradei Capital S.A.

The information package approved by the AMMC is always available:

- At Aradei Capital S.A.'s registered office: 1, Boulevard Zoulikha Nasri – Sidi Maârouf - Casablanca and on its website: www.aradeicapital.com;
- With financial advisors:
 - Valoris Corporate Finance: Angle Route d'El Jadida et, Rue Abou Dhabi, Casablanca 20410
 - Capital Trust Finance: Boulevard Main Street, Axe Métropolitain 2, CFC Les Jardins d'Anfa, Immeuble D, Casablanca
- With the institutions in charge of the Offering, within a maximum of 48 hours:
 - Valoris Securities: Angle Route d'El Jadida et, Rue Abou Dhabi, Casablanca 20410
 - Capital Trust Securities: Boulevard Main Street, Axe Métropolitain 2, CFC Les Jardins d'Anfa, Immeuble D, Casablanca

The information package is available to the public on AMMC website www.ammc.ma.

This summary has been translated by LISSANIAT SARL under the joint responsibility of such translator and Aradei Capital SA.

In the event of any discrepancy between the content of this summary and the information package approved by the AMMC, only the information package will prevail.

Table of Contents

- Disclaimer 2**
- Table of Contents 3**
- Part I. PRESENTATION OF THE OPERATION 4**
 - I. Scope of the operation 4
 - II. Investors targeted by the program 4
 - III. The program’s features 4
 - IV. Issues schedule as part of the issue program 5
- Part II. ABOUT ARADEI CAPITAL 8**
 - I. Summary of the Activity 8
 - II. Shareholding structure 16
 - III. Legal organization chart of Aradei Capital: 22
- Part III. FINANCIAL DATA 23**
 - I. Annual financial statements 23
- Part IV. RISK FACTORS 30**
 - I. Issuer risks 30
 - II. Commercial paper risk factors 35

Part I. PRESENTATION OF THE OPERATION

I. Scope of the operation

In accordance with the provisions of Article 15 of Law No. 35-94 promulgated by Dahir No. 1-95-3 of 24 Châabane 1415 (26 January 1995) and the Order of the Minister of Finance and Foreign Investments No. 2560-95 of 09 October 1995 relating to Negotiable Debt Securities (NDS) as amended, Aradei Capital S.A. issues to the public commercial paper as an interest-bearing note representing a debt obligation for a term of one (1) year or less.

This issue program, with a ceiling of MAD 500,000,000, was approved at a Board of Directors meeting held on 25 September 2019, which delegated all powers to Mr. Nawfal Bendefa, in his capacity as Chairman and Chief Executive Officer of Aradei Capital S.A. to determine the terms and conditions of the transaction that he deems appropriate and necessary to carry out the issue of commercial paper.

To this end, Aradei Capital S.A. will issue through a public offering commercial paper as an interest-bearing note representing a debt obligation for a period of up to one (1) year.

In accordance with the provisions of Article 15 of Law No. 35-94 promulgated by Dahir No. 1-95-3 of 24 Châabane 1415 (26 January 1995) and the Order of the Minister of Finance and Foreign Investments No. 2560-95 of 09 October 1995 relating to Negotiable Debt Securities (NDS) as amended, Aradei Capital S.A. prepared, with the assistance of advisers, an information package relating to its activity, its economic and financial situation and its commercial paper issue program.

Pursuant to Article 17 of such law, and for as long as negotiable debt securities are in circulation, the information file will be updated annually within forty-five (45) days of the Ordinary Shareholders' Meeting called to approve the financial statements for the last financial year.

However, occasional updates may be made in the event of a change in the ceiling on the outstanding amount of securities issued or any new event likely to have an impact on changes in the price of securities or the successful completion of the program.

I.1. Objectives of the program

Aradei Capital wishes to initiate a commercial paper issue program to:

- Optimize the cost of short-term financing by partially substituting commercial paper for existing bank facilities;
- Meet one-off cash requirements;
- Diversify financing sources.

II. Investors targeted by the program

Subscriptions to the commercial paper covered by this note are aimed at both resident and non-resident individuals and legal entities.

III. The program's features

III.1. Information on the program and the securities to be issued

Nature of the securities	Electronic Negotiable Debt Securities registered with the Central Depository (Maroclear) and registered in an account with the authorized affiliates.
Legal form of the securities	Bearer Commercial Paper
Program ceiling	MAD 500,000,000
Maximum number of securities	5,000

Par unit value	MAD 100.000
Maturity	Between ten (10) days and twelve (12) months
Vesting date	Settlement date
Ranking	The ranking is similar to an ordinary debt contracted by the Company.
Interest rate	Fixed, set for each issue based on market conditions.
Interests	Accrued
Repayment of principal	<i>In fine</i> , i.e., at the maturity of each Paper.
Securities marketability	By mutual agreement. There are no restrictions imposed by the terms of issue on the free marketability of these commercial paper.
Assimilation clause	Commercial paper issued is not to be treated in the same way as securities of a previous issue.
Guarantee	The issue is not guaranteed

IV. Issues schedule as part of the issue program

IV.1. Financial Intermediaries

The financial intermediaries involved in this commercial paper program are as follows:

Underwriting firms and financial intermediaries	Corporate Name	Address
Advisory Institutions	Valoris Corporate Finance	Angle Route d'El Jadida et, Rue Abou Dhabi, Casablanca 20410
	Capital Trust Finance	Boulevard Main Street, Axe Métropolitain 2, CFC Les Jardins d'Anfa, Immeuble D, Casablanca
Institutions in charge of the offering	Valoris Securities	Angle Route d'El Jadida et, Rue Abou Dhabi, Casablanca 20410
	Capital Trust Securities	Boulevard Main Street, Axe Métropolitain 2, CFC Les Jardins d'Anfa, Immeuble D, Casablanca
Central depository	Maroclear	Route 1077 par route d'El Jadida, 8 Cité Laia – 20200 Casablanca
Domiciliary owner of the securities	Banque Marocaine pour le Commerce et l'Industrie (BMCI)	26 Place des Nations Unies, Casablanca

IV.2. Terms and conditions of subscription and allocation

IV.2.1. Subscription period

Each time Aradei Capital expresses a cash requirement, Valoris Securities and Capital Trust Securities will open the subscription period at least seventy-two (72) hours before the dividend vesting date.

Prior to each issue, the issuer will prepare a document detailing the terms and conditions of the issue and containing the information provided for in Article 1.60 of AMMC Circular 03/19. This document will be made available to investors before the opening of the subscription period.

IV.2.2. Beneficiaries

Resident and non-resident natural persons and legal entities.

Subscriptions must be made in cash, regardless of subscriber category.

IV.2.3. Subscriber identification

The institutions in charge of the offering must ensure that subscribers belong to one of the categories defined above. For this purpose, they must obtain a copy of the document certifying this identification and attach it to the subscription form. For each category of subscribers, the identification documents to be produced are as follows:

Categories	Documents to be attached
Associations	Photocopy of the articles of association and photocopy of the filing receipt
Minor children	Photocopy of the page of the family record book certifying the child's date of birth
UCITS under Moroccan law	Photocopy of the approval decision mentioning the thing which shows that it belongs to this category and in addition: <ul style="list-style-type: none"> • For Mutual Investment Funds (FCP), the deposit certificate number at the court clerk's office; • For open-ended investment companies (SICAV = <i>Sociétés d'Investissement à Capital Variable</i>), trade register number.
Moroccan and foreign legal entities	Form of entries in the trade register (or equivalent for foreign legal entities)
Non-resident, non-Moroccan natural persons	Photocopy of the passport pages containing the identity of the person as well as the issue and maturity dates of the document
Resident, non-Moroccan natural persons	Photocopy of the residency card
Natural persons resident in Morocco and Moroccan nationals abroad	Photocopy of the national identity card

IV.2.4. Terms and conditions of the subscription

Subscriptions will be collected from customers by means of subscription forms in accordance with the attached form, which become firm and irrevocable after the end of the subscription period. These forms must be completed and signed by the subscribers and sent to Capital Trust Securities (by fax +212 5 22 49 13 07 or e-mail to: market.cts@capitaltrust.ma) or Valoris Securities (by fax +212 5 22 99 22 20 or e-mail to: market@capitalgestiongroup.com).

Subscriptions will be confirmed by the underwriters by fax or e-mail as soon as they have been accepted and until the issue ceiling is reached.

All subscriptions will be in cash:

- Subscriptions on behalf of minors under the age of 18 are permitted provided that they are made by the father, mother, guardian or legal representative of the minor. The underwriting firm is required to obtain a copy of the page of the family record book or an equivalent document showing the date of birth of the minor child and to attach it to the subscription form; in this case the transfers are made either to an account opened in the name of the minor child or to the securities or cash account opened in the name of the father, mother, tutor or legal representative of the minor child and subject to current legal provisions;

- In the case of a portfolio management mandate, the manager may only subscribe on behalf of the client whose portfolio he manages by presenting a power of attorney duly signed and authenticated by his principal or the management mandate if the latter makes express provision to that effect. Management companies are exempted from presenting such evidence for the UCITS they manage;
- Subscriptions on behalf of third parties are authorized on condition that a power of attorney duly signed and legalized by the principal is presented. The underwriting firm is required to obtain a copy and attach it to the subscription form. The subscribed securities must, in addition, refer to a securities account in the name of the third party concerned, which may only be moved by the latter, unless there is a power of attorney;
- A power of attorney for a subscription can under no circumstances allow an account to be opened for the mandate, so the account must be opened in the presence of its holder in accordance with current legal or regulatory provisions;
- All forms must be signed by the subscriber or the subscriber's representative. Before accepting a subscription, the underwriting firm must ensure that the subscriber has the financial capacity to honor the subscriber's commitments. The latter will freely determine the terms of the financial guarantee required from subscribers, which may be a cash deposit, securities or a surety;
- Investors may place multiple orders with the underwriting firm. The orders are cumulative. Subscribers' attention is drawn to the fact that all orders may be satisfied in whole or in part depending on the availability of securities.

There is no minimum subscription threshold, the subscription ceiling is limited to the amount of the issue.

IV.3. How to cancel orders

All subscription orders:

- Not complying with the above terms and conditions will be null and void;
- Are irrevocable after the end of the subscription period.

Subscription orders that do not meet the aforementioned terms and conditions are cancelled at the end of the collection of all subscription orders.

IV.4. How to allocate orders

During the subscription period, allocations will be made on a "first come, first served" basis, based on subscriptions received and the quantities of commercial paper available. Thus, the shares will have been allocated at the close of the subscription period.

The subscription period may be closed early as soon as the offering of the entire issued tranche has been completed.

IV.5. Securities settlement/delivery arrangements

The securities will be settled/delivered under the OTC channel on the dividend vesting date. The Banque Marocaine pour le Commerce et l'Industrie (BMCI) will be in charge of registering the issued commercial paper.

IV.6. AMMC information commitment

Aradei Capital agrees to provide the AMMC with the results of each issue (number of securities issued, amounts subscribed and allocated by type of investor, etc.) within seven (7) days of its completion.

Part II. ABOUT ARADEI CAPITAL

I. Summary of the Activity

I.1. General information

Corporate name	Aradei Capital S.A.
Registered Office	Route secondaire 1029, Municipalité de Sidi Maârouf – 20180 - Casablanca
Telephone	05 22 63 98 98
Fax	05 22 33 53 58
Website	www.aradeicapital.com
Legal form	Public limited company with a board of directors
Date of incorporation	07/02/1990
Term	99 years
Trade register number	57 265 Casablanca
Financial year	From 1 January to 31 December
Corporate purpose	<p>According to Article 3 of the Articles of Association of Aradei Capital SA, the purpose of the company is both in Morocco and abroad:</p> <ul style="list-style-type: none"> • The construction or acquisition of buildings with a view to renting them, or any other form of making them available; • The holding of moveable property directly or indirectly, including in a future state of completion; • The performance of all operations necessary for the operation of these buildings, in particular the performance of construction, renovation and rehabilitation works; • The purchase, lease, rental, management, operation, development and sale of any real property that is built or not built for its own account; • Performing all kinds of business transactions; • The acquisition of direct or indirect shareholdings in any transactions or undertakings through the creation of companies, shareholding in their formation, or in the capital increase of existing companies, through the purchase of securities or corporate rights; • The purchase, sale and exchange of all securities and interest shares; • The obtaining, acquisition, use, sale or granting of any license, patent or trademark that falls within the corporate purpose; • And more generally, all operations directly or indirectly related to the aforementioned purposes or likely to promote the achievement and development thereof.
Share capital as of 31/12/2024	MAD 1,256,813,000, divided into 12,568,130 shares with a nominal value of MAD 100.
Legal documents	The Company's legal documents, in particular the Articles of Association, the minutes of General Meetings and the auditors' reports may be consulted at the Company's registered office.
List of applicable legislation	<p>By virtue of its legal form, the company is governed by Public Limited Companies Act No°17-95 promulgated by Dahir No 1-96-124 of 30 August 1996, as amended and supplemented by Act Nos 81-99, 23-01, 20-05, 78-12 and 20-19. By virtue of its activity, Aradei Capital is governed by Moroccan law and in particular:</p> <ul style="list-style-type: none"> • Law No 39-08 forming the Real Rights Code, as amended by Law No 69-16; • Commercial Leases Act No 49-16 governing buildings and premises rented for commercial, industrial and artisanal use;

- Rent Amounts Review Act No 07-03 governing premises for residential use or for professional, commercial, industrial or artisanal use promulgated by Dahir No. 1-07-134 of 19 kaada 1428 (30 November, 2007);
- Law No 67-12 organizing the contractual relationships between landlords and tenants of premises for residential or professional use promulgated by Dahir No 1-13-111 of 15 moharram 1435 (19 November 2013);
- Law No 106-12 modifying and supplementing Law No 18-00 relating to the Articles of Association of the Co-ownership of Built Buildings;
- Law No. 15-95 forming the commercial code as completed and modified;
- Titles 10 and 11 of Dahir 12 September 1913, as amended and supplemented, relating to the Obligations and Contracts Code;
- Dahir No 1-99-211 of 25 August 1999 promulgating Rents Collections Act No 64-99.

By virtue of its status as a company listed on the Casablanca Stock Exchange and an issuer of commercial paper, Aradei Capital is subject to the following provisions:

- Dahir No 1-16-151 of 21 kaada 1437 (25 August 2016) promulgating Stock Exchange, Brokerage Firm and Financial Investment Advisor Act No 19-14;
- The General Stock Exchange Regulations as approved by Order No 2208-19 of 03 July 2019 of the Minister of Economy and Finance;
- Dahir No. 1-12-55 of 14 safar 1434 (28 December 2012) enacting Law No 44-12 relating to public offerings and the information required from legal entities and organizations making public offerings;
- Dahir No 1-96-246 of 9 January 1997 promulgating Law No 35-96 relating to the creation of a central depository and the institution of a general regime for the registration of certain securities in accounts, amended and supplemented by Law No 43-02;
- General Central Depository Regulations approved by Order No 932-98 of 16 April 1998 of the Minister of Economy and Finance and amended by Order No 1961-01 of 30 October 2001 and by Order No 77-05 of 17 March 2005 of the Minister of Economy, Finance, Privatization and Tourism;
- The General AMMC Regulations as approved by Order No 2169--16 of 14 July 2016 of the Minister of Economy and Finance;
- Dahir No 1-04-21 of 21 April 2004 promulgating Law No 26-03 relating to public offers on the Moroccan stock market as amended and supplemented by Law No 46-06;
- Dahir No 1-13-21 of 1 jourmada I 1434 (13 March 2013) promulgating Moroccan Capital Markets Authority Act No 43-12;
- AMMC Circular No 03/19 relating to financial operations and disclosure;
- Dahir No 1-95-03 of 26 January 1995 promulgating Law No 35-94 relating to certain negotiable debt securities.

Since the acquisition of Cleo Pierre SPI-RFA on 19 March 2021, Aradei Capital is subject to the following provisions:

- Dahir No 1-16-130 of 21 kaada 1437 (25 August 2016) promulgating Real Estate Collective Investment Funds Act No 70-14;
- Dahir No 2-17-420 of 9 chaabane 1439 (26 April 2018) implementing Real Estate Collective Investment Funds Act No 70-14;
- Decree No 2-18-32 of 9 chaabane 1439 (26 April 2018) implementing Articles 31 and 33 of Real Estate Collective Investment Funds Act No 70-14;
- Circular No 02/19 of the Moroccan Capital Markets Authority relating to Real Estate Collective Investment Funds;
- Order No 2305-18 of 15 hija 1439 (27 August 2018) of the Minister of Economy and Finance implementing Articles 3, 27, 36, 54, 69, 71, 75 and 90 of Real Estate Collective Investment Funds Act No 70-14 ;
- Opinion n°16 du CNC relating to the accounting rules applicable to Real Estate Collective Investment Funds.

Tax regime	Capital SA is governed by common law tax legislation. It is subject to corporate tax at the rate of the progressive scale. Its transactions are subject to VAT at the rate of 20%.
Competent court in case of dispute	Commercial Court of Casablanca

Source: Aradei Capital

I.2. Aradei Capital Activity

Aradei Capital Group's activity is the acquisition/development of real estate assets with a view to generating rental income.

Indeed, the purpose of the Company is:

- The construction or acquisition of buildings with a view to renting them, or any other form of making them available;
- The holding of moveable property directly or indirectly, including in a future state of completion;
- The performance of all operations necessary for the operation of these buildings, in particular the performance of construction, renovation and rehabilitation works;
- The purchase, lease, rental, management, operation, development and sale of any real property that is built or not built for its own account;
- Etc.

The LabelVie Group and international brands and franchises are the issuer's primary clients. With billing for the majority at the beginning of the quarter with payment due.

Aradei Capital's strategy differentiates itself primarily through its partnership with the LabelVie Group. The latter covers all the LabelVie Group's banners, namely Carrefour and Atacadao, Virgin Mega Store, Kiabi and Burger King.

Aradei Capital's business strategy is based on a very strong collaboration with various partners in different sectors of activity, including LC Waikiki/Defacto for ready-to-wear clothing and Decathlon for sports equipment.

Aradei Capital is also positioned on several types of retail assets, namely shopping centers, retail parks, shopping malls and single-tenants, making it possible to serve several types of CSPs with rental levels adapted to each type of asset.

Aradei Capital's strategy is to focus its efforts on the development of local Retails Parks, which are anchored in the local area and require lower development and management costs than shopping centers, thus making it possible to charge affordable and sustainable rents to tenants. This format is in line with market and tenant expectations. Aradei Capital is also pursuing a strategy of diversifying the asset classes in its portfolio through:

- the acquisition of the Yazaki industrial unit;
- the launch of the property company's first office building in 2020;
- the acquisition of shares in the "CLEO PIERRE SPI-RFA" OPCI, which holds a portfolio of bank branches operated by BMCI;
- the development plan for the healthcare sector through the Akdital Immo joint venture.

I.2.1. Presentation of the assets of the Aradei Capital Group

As of 31/12/2024, the group, through Aradei Capital directly or its subsidiaries, owns various categories of assets in 23 Moroccan cities, namely:

- 6 independent assets in 6 Moroccan cities;
- 3 shopping centers in Marrakech, Tangier, and Fez;
- 14 shopping malls;
- 1 industrial unit;
- 1 "Prism" office building;
- 6 clinics owned by subsidiaries of Aradei Santé;
- 5 plots of land;
- 1 OPCI holding 100 bank branches.

Asset Summary

The following table summarizes the assets held by Aradei Capital SA and its subsidiaries. The data on retail space, occupancy rates and intra-group occupancy rates are as of 31/03/2025:

Asset	City	Asset holding company	Opening year	GLA (in m ²)	Vacancy rate	Occupancy rate	Intra-group occupancy rate	Number of tenants	Value including acquisition costs in KMAD
				03/2025	03/2025	03/2025	03/2025	03/2025	03/2025
Independent Assets (Single Tenant)				55 905				15	584 642
Atacadao Tanger	Tangier	Aradei Capital SA	2013	11 830	0%	100%	100%	2	139 878
Atacadao Oujda	Oujda	Aradei Capital SA	2008	11 830	0%	100%	100%	2	99 616
Atacadao Marrakech	Marrakech	Aradei Capital SA	2003	10 644	0%	100%	100%	2	146 348
Atacadao Meknes	Meknes	Centre K	2016	12 973	0%	100%	67%	6	116 370
Atacadao Taza	Taza	Aradei Capital SA	2014	7 313	0%	100%	100%	1	34 100
Carrefour Panoramique	Casablanca	Aradei Capital SA	2017	1 315	0%	100%	95%	2	48 330
Shopping centers				94 447				253	1 681 418
Almazar	Marrakech	SCCS	2010	33 722	6%	94%	39%	69	464 200
Faubourg	Marrakech	SCCS	2022	3 354	48%	52%	0%	1	20 218
Socco Alto	Tangier	SCCD	2016	31 731	1%	99%	42%	91	660 000
Borj Fès	Fez	SCCF	2013	25 640	6%	94%	42%	74	537 000
Shopping malls				165 991				269	2 624 444
Sela Park Agadir	Agadir	Golf I	2001	23 321	3%	97%	60%	25	348 742
Atacadao Ain Sbaâ	Casablanca	Golf II	1991	20 321	0%	100%	78%	14	320 189
Atacadao Salé	Salé	Golf I	2013	9 962	0%	100%	99%	4	223 671
Carrefour Sidi Maârouf	Casablanca	Golf I	2015	16 765	0%	100%	100%	6	351 535
Sela Plaza Targa	Marrakech	Aradei Capital SA	2014	13 378	1%	99%	73%	24	215 380
Carrefour Berkane	Berkane	Aradei Capital SA	2014	3 364	7%	93%	98%	4	47 679
LBG El Jadida	El Jadida	FCE JAD	2008	6 104	8%	92%	45%	33	85 200
LBG Meknes	Meknes	SCCM	2005	4 546	0%	100%	44%	32	71 300
LBG Safi	Safi	FCE SAF	2011	4 327	17%	83%	61%	17	30 800
LBG Rabat	Rabat	SPI HSC	2001	9 412	5%	95%	60%	53	238 700
Sela Plaza Dar Bouazza	Dar Bouazza	DBCC	2019	14 079	7%	93%	49%	25	251 430
Sela Park El Jadida	El Jadida	Aradei Capital SA	2019	8 860	14%	86%	0%	7	80 370
Atacadao Inezgane	Inezgane	Aradei Capital SA	2019	12 604	8%	92%	73%	4	93 753
Sela Park Tamara	Tamara	Aradei Capital SA	2020	18 948	4%	96%	37%	21	265 696
Industrial unit				35 603				1	193 830
Yazaki	Meknès	Aradei Capital SA	2019	35 603	0%	100%	0%	1	193 830
Real Estate Collective Investment Scheme				24 767				83	705 212

Bank branches leased to BMCI		Cleo Pierre SPI-RFA	2021	24 767	0%	100%	0%	83	705 212
Offices				7 132				4	122 786
PRISM	Casablanca	SCCCB	2022	7 132	0%	100%	82%	4	122 786
Health				89 887				10	1 085 990
Clinique Aradei Santé	El Jadida	TAJAK	2021	17 182	0%	100%	0%	2	177 920
Clinique Aradei Santé	Agadir	AGADIR SANTE	2022	16 664	0%	100%	0%	2	181 890
Clinique Aradei Santé	Salé	SALE INVEST	2022	14 957	0%	100%	0%	2	203 730
Clinique Aradei Santé	Safi	ASFI INVEST	2022	8 509	0%	100%	0%	1	90 500
Clinique Aradei Santé	Tangier	KAZAK	2022	23 400	0%	100%	0%	2	320 000
Clinique Aradei Santé	Khouribga	Khouribga Immo	2024	9 175	0%	100%	0%	1	111 950

Source: Aradei Capital

Projects under development and land

Lands

As of end-March 2025, the group owns five plots of land for projects under construction or as land reserves.

The development of the buildings and structures that will house all the brands is the responsibility of the real estate company and its service providers. With regard to interior design, tenants are given a fit-out period during which rent is not payable.

The development and marketing of projects under development is handled internally by Best Real Estate Gestion¹. Best Real Estate Gestion's services include development (project management assistance), rental management (billing, collection, and complaint handling), administrative and financial management, marketing, property and facility management, legal services, and operational marketing.

The following table presents the main characteristics of these plots of land as of 31/03/2025:

Asset	Situation du terrain	Land situation	Date of acquisition	Area	Land title number	Mortgages	Value including acquisition costs and work in progress ² (in KMAD)
Terrain Casablanca (The Hill / CFAO)	Land under construction	SCCCB	2015	37 229 m ²	31 247/C 37 35/47 32 7/47	1 st rank mortgage, dated 16/10/2024 in the amount of MMAD 669 in favor of BCP, CAM and BOA	214 688
Terrain ALMAZ	Land under construction	Sela Plaza Casablanca	2023	63 783 m ²	11 989/C 84878/64	Land title no. 11 989/C - 1 st rank mortgage, dated 16/10/2024 in the amount of MMAD 230 in favor of BCP. - 2 nd rank mortgage dated 29/11/2024 in the amount of MMAD 37 in favor of DGI. Land title no. 84878/64 - 1 st rank mortgage, dated 16/10/2024 in the amount of MMAD 230 in favor of BCP	282 716

¹ BREG's trading name is "Aradei Real Estate Services"

² Valuation carried out by Colliers International Maroc in March 2025 and closed as of December 31, 2024

Terrain Dar Bouazza	Land under construction	Dar Bouazza Community Center	2018	14 308 m ²	46014/C 46015/C 45472/C	None	82 131
Terrain Agadir	Bare land	SCC Founty	2015	55 620 m ²	174 8/9	None	108 400
Terrains Rabat	Bare land	SPI	2023	4 002 m ²	40280/72	None	77 302

Source: Aradei Capital

Acquisitions et cessions de terrains

Acquisitions:

In 2022, acquisition of land in Khouribga for MMAD 9 million including fees (Title Deed no. 119157/18).

In 2023, acquisitions of:

- Almaz land for MMAD 115 (Title Deed No. 11989/C and 84878/64),
- Rabat land for MMAD 66.6 (Title Deed No. 58029/R and 57928/R),
- Benguerir land for MMAD 13 (Title Deed No. 40280/72),
- Errachidia land for 12 MMAD (Title Deed No. 22050/14 and 22506/14),
- Dakhla land for 13 MMAD (Title Deed No. 11 750/62 & 11751/62 & 11752/62 and 11753/62),
- Guelmim land for MMAD 19 million (Title Deed No. 56/34).

In 2024, acquisition of land in Essaouira for MMAD 18 million (Title Deed No. 35/69252).

Disposals:

In 2022, disposal of the Al Menzeh land for MMAD 133.5 (Title Deed No. 31370/R and 46656/R) and land in Kenitra for MMAD 4.6 (Title Deed No. 50303/13).

In 2024, disposal of:

- A plot of land in Dakhla for MMAD 13.7 million (Title Deed No. 11750/62 & 11 751/62 & 11 752/62 and 11 753/62),
- A plot of land in Guelmim for MMAD 19.6 million (Title Deed No. 56/34).

In addition, the plots of land in Benguerir and Errachidia were transferred to OPCI Syhati Immo SPI.

Projects currently under development

Aradei Capital's projects currently under development for 2025 are:

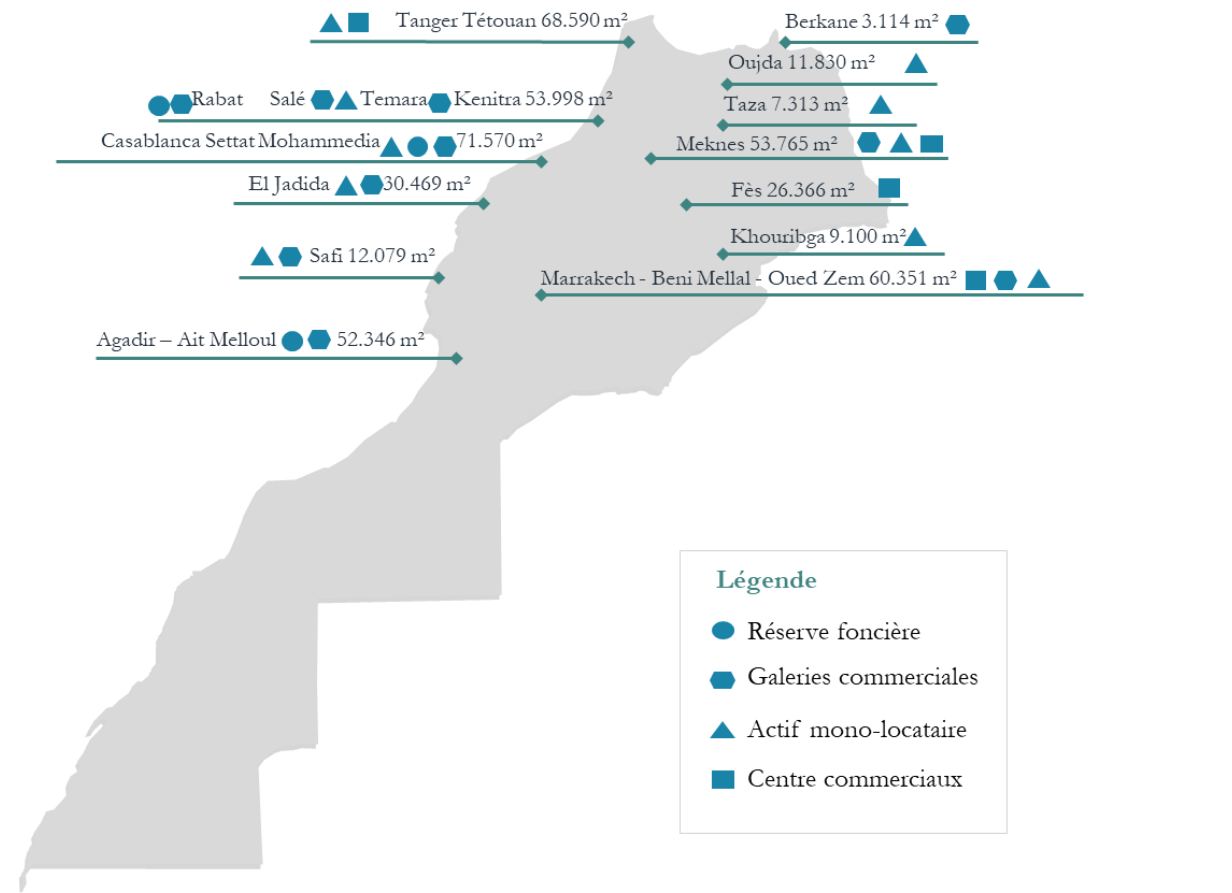
- The development of the 8th Sela in Casablanca with an estimated GLA of 30,000 m²;
- The development of a mixed-use project in Casablanca led by the subsidiary SCCC, comprising retail, office, and leisure components (approx. 55,000 m² GLA);
- The ongoing development of a residential project in Dar Bouazza, with 55 detached villas; the project and land are being developed by the DBCC subsidiary. The villas are currently being marketed for sale;

Asset expansion projects, particularly in Marrakech and Rabat, are currently being studied by the real estate company.

I.2.2. Aradei Capital's geographical presence

As of 28/03/2025, Aradei Capital is present in 23 Moroccan cities with a diversified offering, including standalone assets (single tenant), shopping centers, land reserves, shopping malls, and an industrial facility. Below is Aradei Capital's geographic presence by asset type:

Figure 1: Geographical presence of the Group and breakdown of leased retail space as of 28/03/2025

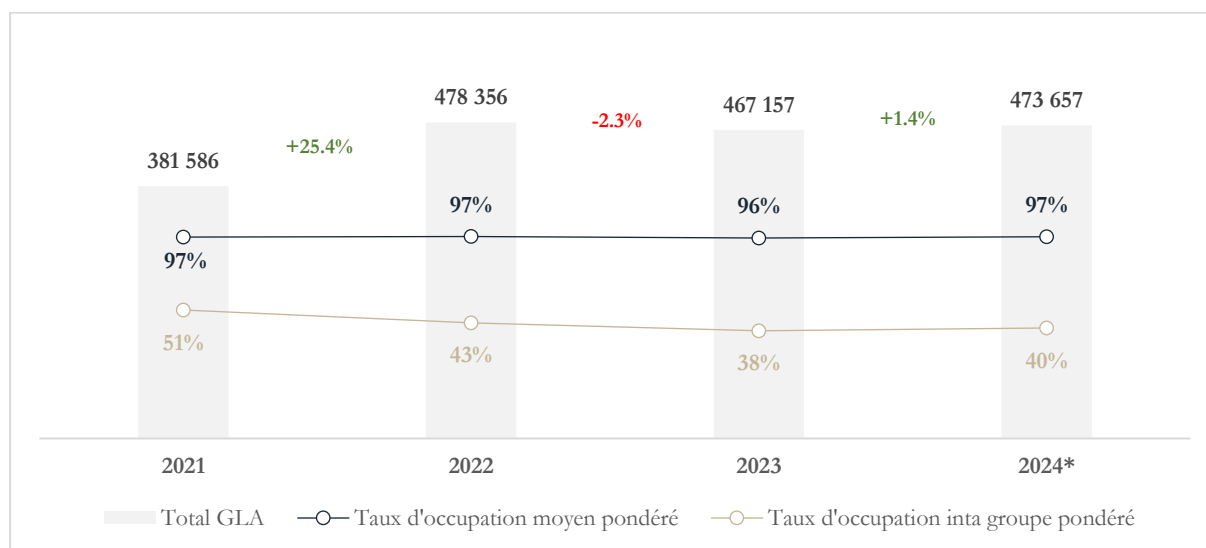


Source: Aradei Capital

I.2.3. Trends in, and distribution of, the Group's total retail space

The following chart shows the evolution of the Group's Gross Leasable Area (GLA) and the average occupancy rate over the last 4 years:

Figure 2: Trends in the Group's total retail space and average occupancy rate over the period (2021 – 2024)



Source: Aradei Capital

(*) Value in March 2025 (date of asset valuation report)

$\text{Intra-group occupancy rate} = \text{Group Area} / \text{Total Area}$

Group surface area: Surface area rented to Label'Vie or Best Financière group companies

In 2021, the group's commercial space totals 381,586 m² with a weighted average occupancy rate of 97% and a weighted average intragroup occupancy rate of 51%. The increase in GLA over the period (2020-2021) is mainly due to the integration of the OPCI Cléo Pierre SPI-RFA, which owns 103 bank branches with a GLA of 28,256 m².

In 2022, the group's commercial space will total 478,356 m² with a weighted average occupancy rate of 97% and a weighted average intragroup occupancy rate of 43%. The increase in GLA over the 2021-2022 period is mainly due to the entry into activity of the clinics leased to Akdital (+80,712 m²) and the "Prism" asset (+6,914 m²).

In February 2024, the group's retail space will total 467,157 m² with a weighted average occupancy rate of 96% and a weighted average intragroup occupancy rate of 38%. The decline in GLA over the 2022-2023 period is mainly due to the sale of the Atacadao Fez asset (-13,985 m²).

In March 2025, the group's retail space will total 473,657 m² with a weighted average occupancy rate of 97% and a weighted average intragroup occupancy rate of 40%.

I.2.4. Changes in the consolidated turnover under IFRS

The following table shows the changes in Aradei Capital Group's IFRS consolidated turnover for the period (2021 – 2024) :

Table 1: Changes in the Aradei Capital Group's consolidated turnover for the period (2021 – 2024)

In KMAD	2021	2022	Var. 21-22	2023	Var. 22-23	2024	Var. 23-24
Gross rental income	457 611	519 366	13.5%	612 504	18.0%	624 385	1.9%
Recharged rental expenses	(50 408)	(54 983)	-9.1%	(57 628)	-4.8%	(58 916)	-2.2%
Net rental income	407 203	464 383	14.0%	554 875	19.5%	565 469	1.9%
Other revenues	13 930	21 685	55.7%	28 306	30.0%	40 279	42.8%
Revenues	421 133	486 069	15.4%	583 181	20.0%	605 747	3.9%

Source: Aradei Capital

The company's consolidated revenue consists mainly of:

- Rent from commercial premises, consisting of a fixed share and a variable share, indexed to tenants' revenue with a guaranteed minimum rent and a statutory triennial increase;
- Re-invoicing of common charges, in particular fixed operating costs (maintenance, water and electricity consumption, etc.), security expenses, marketing costs, and municipal services tax. The total amount of re-invoicing is recognized as revenue in the parent company financial statements prepared in accordance with Moroccan accounting standards. Under IFRS, revenue includes net re-invoicing of recognized expenses;
- Other income mainly corresponds to income generated by the subsidiary Best Leisure, which specializes in shopping center entertainment, as well as income generated by BREG relating to services provided on behalf of third parties.

For the 2022 financial year, Aradei Capital's consolidated revenue increased by 15.4% to MMAD 486.1, driven by:

- Revenue growth related to the constant scope of MMAD 42, marketing, terminations, indexation, specialty leasing, and leisure;
- Increase in revenue generated by the new scope of consolidation of MMAD 23:
 - Rental income from clinics leased to Akdital of MMAD 16.7;
 - Full-year effect of the 2021 acquisition of Cléo Pierre SPI-RFA securities (+MMAD 4.5);

Revenue generated by the “Prism” office building for MMAD 1.4 million.

For the 2023 financial year, consolidated revenue amounted to MMAD 583.1 compared to MMAD 486.1, an increase of 20.0% mainly driven by:

- Organic performance on a like-for-like basis (+MMAD 30): net effect of marketing, indexation, specialty leasing, and revenue from leisure activities;
- The new scope (+MMAD 67): full-year effect of the openings of clinics leased to Akdital, the Prism building, and two extensions: Atacadao Meknes and Atacadao Inezgane.

For the 2024 financial year, consolidated revenue amounted to MMAD 605.7 compared to MMAD 583.1, i.e. an increase of 2.0% mainly driven by organic performance on a like-for-like basis (+MMAD 22): net effect of marketing, indexation, specialty leasing, and revenue from the leisure activity.

II. Shareholding structure

II.1.1. Composition of capital

As of December 31, 2024, Aradei Capital had a share capital of MAD 1,256,813,000, comprising 12,568,130 fully paid-up shares with a par value of MAD 100 each.

II.1.2. Changes in shareholding structure

Over the past five (5) years, Aradei Capital's shareholder structure has evolved as follows:

Table 2: Changes in Aradei Capital's shareholding structure for the period (31/12/2020 to 31/12/2024)

Shareholders	2020		2021		2022		2023		2024	
	Number of securities	% of capital and voting rights	Number of securities	% of capital and voting rights	Number of securities	% of capital and voting rights	Number of securities	% of capital and voting rights	Number of securities	% of capital and voting rights
Label'Vie SA	4 659 988	43.8%	4 651 201	43.7%	4 246 478	37.9%	4 241 087	37.8%	4 530 549	36.0%
Floating	1 500 000	14.1%	1 458 736	13.7%	3 030 117	27.0%	3 035 508	27.1%	3 783 958	30.1%
Government Employees Pension Fund	1 228 174	11.5%	1 228 174	11.5%	1 228 174	11.0%	1 228 174	11.0%	1 228 174	9.8%
Best Financière SA	845 324	7.9%	845 324	7.9%	845 324	7.5%	845 324	7.5%	855 867	6.8%
Zakah Capital									388 467	3.1%
FCEC	776 931	7.3%	776 931	7.3%	776 931	6.9%	776 931	6.9%	388 464	3.1%
BERD	921 748	8.7%	678 348	6.4%	550 722	4.9%	550 722	4.9%	550 722	4.4%
BMCJ	-	-	428 451	4.0%	428 451	3.8%	428 451	3.8%	428 451	3.4%
Mr. Zouhair Bennani	12	ns	12	ns	12	ns	12	ns	12	ns
Mr. Rachid Hadni	7	ns	7	ns	7	ns	7	ns	7	ns
Mr. Nawfal Bendefa	2	ns	2	ns	2	ns	2	ns	2	ns
Mr. Riad Laissaoui	2	ns	2	ns	2	ns	2	ns	2	ns
Mr. Adil Bennani	2	ns	2	ns	2	ns	2	ns	2	ns
Mr. Mehdi ALJ	2	ns	2	ns	2	ns	2	ns	2	ns
Mr. Mehdi Tahiri Joutei Hassani	2	ns	2	ns	2	ns	2	ns	2	ns
Other shareholders	713 588	6.7%	578 588	5.4%	107 738	1.0%	107 738	1.0%	413 449	3.3%
Total	10 645 783	100.0%	10 645 782	100.0%	11 213 964	100.0%	11 213 964	100.0%	12 568 130	100.0%

Source: Aradei Capital

Since December 1, 2010 and until September 15, 2015, the members of the Board of Directors were: Mr. Zouhair Bennani, Mr. Rachid Hadni, Mr. Riad Lissajous and Mr. Adil Bennani did not hold the minimum number of shares required for a director in accordance with Article 44 of Public Limited Companies Act No 17-95. This is due to the non-transfer of the shares of the four members of the Board of Directors since December 2010, which only took place after the Combined General Meeting of September 15, 2015.

A mixed general meeting was convened by the auditor on 15 September 2015, in order (i) to appoint Mr. Zouhair Bennani, Mr. Rachid Hadni, Mr. Riad Lissajous and Mr. Adil Bennani as members of the board of directors and (ii) to ratify the decisions taken by the ordinary and extraordinary general meetings held between December 1, 2010 and September 15, 2015 which were null and void because they were convened by an irregularly constituted board of directors.

In January 2016, the EBRD (European Bank for Reconstruction and Development) acquired a stake in Aradei Capital (formerly VLV SAS) through a EUR 45 million capital increase giving it access to 22% of the capital and voting rights of Aradei Capital. The purpose of this transaction was to support the development, operation and management of a portfolio of mixed-use real estate assets across the different regions of Morocco, enabling LabelVie to accelerate its expansion. The EBRD's investment is accompanied by technical assistance to help the LabelVie Group introduce better energy efficiency standards, leading to energy savings of up to 25% in its retail premises.

In December 2016, Aradei Capital absorbed and merged with Best Real Estate (Petra). This transaction aims at setting up a leading player in commercial real estate leasing in Morocco. Best Real Estate was a real estate company specialized in the development and management of shopping malls and shopping centers in Morocco. Prior to the merger-

absorption transaction, Best Real Estate had seven (7) assets in total, 380 commercial leases and 115,000 m² of retail space generating nearly MAD 140 M of rental income.

Following the merger of Best Real Estate SA ("BRE SA") into Aradei Capital SA, the shareholders' agreement was amended to include the new entrants, namely: Best Financière ("BF"), First Commercial Estate Company ("FCEC"), Kasba Resort ("KR") and Real Estate Investment Management International.

In March 2017, Real Estate Investment Management International Limited became a shareholder of Aradei Capital through a cash contribution in the order of MAD 3,228,000 through the issue of 32,280 new class B shares each with a par value of MAD 100. The acquisition of a stake in Aradei Capital by REIM International Limited (whose main shareholders are Mr. Nawfal Bendefa and Mr. Mehdi Tahiri) aims at aligning the interests and objectives of the Asset Manager and the shareholders, and thus optimizing the management of Aradei Capital. It should be noted that the shares of Aradei Capital consisted of two (2) classes of shares:

- Shares A: 8,080,457 voting shares. The shareholders holding the Class A shares are: LabelVie, the EBRD, Best Financière SA, FCEC and Kasba Resort;
- Shares B: 32,281 preference shares with preferential dividend rights and voting rights. The only shareholder holding shares of this class is REIM International Ltd.

In May 2020, Real Estate Investment Management International Limited increased its shareholding in Aradei Capital by offsetting against claims, due and payable, of MAD 242,673,200 by issuing 606,683 new shares with a nominal value of MAD 100 each. The purpose of REIM International Limited (whose main shareholders are Mr. Nawfal Bendefa and Mr. Mehdi Tahiri) acquiring a stake in Aradei Capital is to align the interests and objectives of the management company and the shareholders.

In May 2020, the Annual General Meeting decided to abolish the classes of shares so that the Company's share capital would be composed of shares of one and the same class with the same rights and obligations.

In May 2020, the Government Employees Pension Fund (GEPPF), a South African pension fund managed by the Public Investment Corporation (PIC), acquired a MAD 270 M stake in Aradei Capital through an increase in the Company's share capital, consisting of the issue of 676,362 new ordinary shares with a nominal value of MAD 100 each, issued at a price of MAD 400 per share, i.e. an issue premium of MAD 300 per share. The transaction is being carried out in conjunction with an acquisition of the company's shares from the European Bank for Reconstruction and Development (EBRD), i.e. the transfer by the EBRD of 551,812 shares to the GEPPF. The total investment for this mixed operation amounts to MAD 490 million, representing a 13% stake in the Company's capital.

PIC is an asset management company owned by the Government of the Republic of South Africa. It manages several investment vehicles and invests throughout the African continent and beyond. PIC manages a diversified investment portfolio in several sectors of the South African economy and also controls over 10% of the Johannesburg Stock Exchange through listed holdings.

In December 2020, Aradei Capital was listed on the stock exchange through a capital increase for an amount of MAD 500,000,000, by issuing 1,250,000 shares at a subscription price per share of MAD 400 (of which MAD 100 as nominal and MAD 300 as issue premium); and a sale of 250,000 shares for an amount of MAD 100,000,000, i.e. a sale price per share of MAD 400.

In November 2022, Aradei Capital conducted a capital increase reserved for the public through the creation of 568,181 shares at a unit price of MAD 440, for a total amount of MAD 249,999,640.

In June 2024, Aradei Capital carried out a capital increase reserved for the public through the creation of 520,833 shares at a unit price of MAD 480, i.e. a total amount of MAD 249,999,840.

In October 2024, Aradei Capital carried out a capital increase reserved for investors through the creation of 833,333 shares at a unit price of MAD 480, i.e. a total amount of MAD 399,999,840.

II.1.3. Current shareholding structure

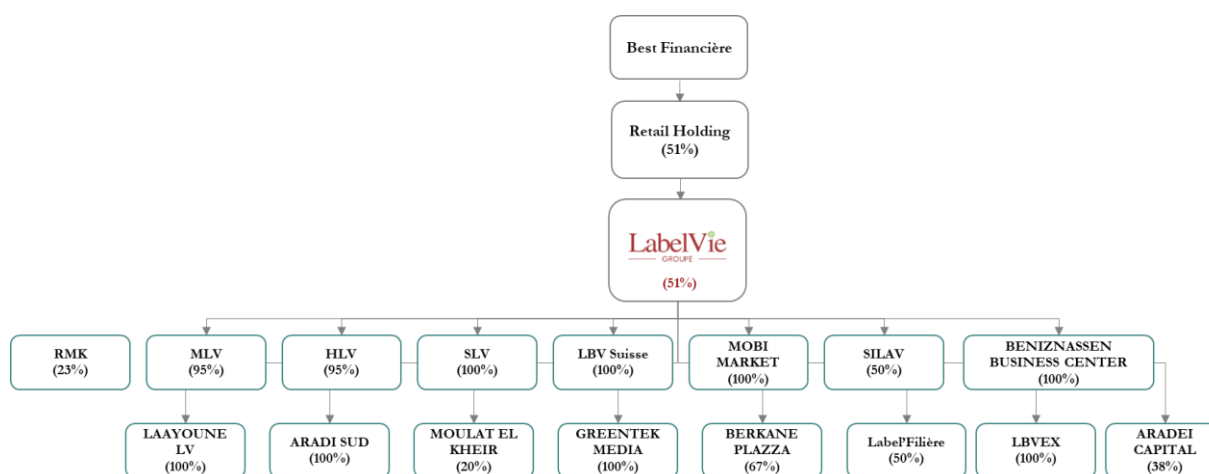
Table 3: Shareholders of Aradei Capital as of 13/05/2025

Shareholders	13/05/2025		
	Number of securities	Voting rights	% of capital and voting rights
Label'Vie SA	4 268 153	4 268 153	34.0%
Floating	3 848 186	3 848 186	30.6%
Government Employees Pension Fund	1 228 174	1 228 174	9.8%
Best Financière SA	855 867	855 867	6.8%
Zakah Capital	388 467	388 467	3.1%
FCEC	388 464	388 464	3.1%
BERD	550 722	550 722	4.4%
BMCI	428 451	428 451	3.4%
Other shareholders	611 617	611 617	4.9%
Mr. Zouhair Bennani	12	12	ns
Mr. Rachid Hadni	7	7	ns
Mr. Nawfal Bendefa	2	2	ns
Mr. Riad Laissaoui	2	2	ns
Mr. Adil Bennani	2	2	ns
Mr. Mehdi ALJ	2	2	ns
Mr. Mehdi Tahiri Joutei Hassani	2	2	ns
Total	12 568 130	12 568 130	100%

Source: Aradei Capital

II.2. Belonging to the Group

Figure 3: Legal organization chart of LabelVie as of 31/12/2024



Source: Aradei Capital

II.2.1. About Best financière

Founded in 1985, Best Financière is a holding company whose main activity is the investment and management of shareholdings. Its main shareholders are: AZ Développement (55.3%) YADOGHI Capital (29.5%), Zouhair Bennani

(7.12%), Rachid Hadni (3.80%), Adil Bennani et Youness Bennani (1.42% respectively), Latifa Bennani and Mouna Bennani (0.71% respectively).

The company is organized around 2 sectors of activity namely:

- **Large-scale distribution, the food industry and the retail trade** represented by the Retail Holding company, which holds up to:
 - 51% in LabelVie, the main franchisor of Maroc de Carrefour, Carrefour Market, and Atacadao, and the Group also holds a non-consolidated stake in the real estate subsidiary Aradei Capital;
 - 100% in Modes et Nuances, the Kiabi brand franchisor;
 - 50% in General First Food Services, the Burger King restaurant chain franchisor;
 - 95% in Virgin North Africa: Virgin Megastore franchisor;
 - 100% in Retail Holding Africa and Retail Holding Invest: equity investment companies for business development in Africa.
- **medical equipment** represented by the company Best Health which owns up to:
 - 100% in SCRIM and Soma Médical, MTS and Mabiotech, distributors of leading medical equipment brands such as Elektra and Saint Jude Medicals;
 - 51% in TMS, distributor of the Elektra brand on the Tunisian market.

II.2.2. LabelVie presentation

As of 31/12/2024, LabelVie S.A. has eight consolidated subsidiaries, namely Hypermarché LV SAS (95%), Maxi LV SAS (95%), Services LV SA (100%), Mobi market (100%), LabelVie Suisse (100%), Beniznassen Business Center (100%), SILAV (50%), LBV EX (100%), Fuzion International (100%), Profuzion Conseil (100%), E-maxi at 100%, FNAC at 97.16%, and LBV Sud at 100%. The company also owns eight other subsidiaries, four of which will experience no activity by the end of 2024. These subsidiaries are: Berkane Piazza (67%), Moulet El Kheir (20%), Aradi Sud (100%) and Laâyoune LV (100%).

The LabelVie group has been listed on the Casablanca Stock Exchange since 2008.

LabelVie holds a 37.8% stake in the unconsolidated subsidiary Aradei Capital.

The LabelVie group has created three companies: Greentek Media SARL (100% of voting rights) in 2019, Label'Filière SARL (50% of voting rights) in 2020, and LBVEX SA (100% of voting rights).

Since 2017, LabelVie has not consolidated Aradei Capital.

The LabelVie group³ achieved consolidated revenue of MMAD 16,418 in 2024 and group net income of MMAD 542 for the same year. This performance is mainly due to sustained growth on a like-for-like basis, driven by higher sales volumes, combined with new store openings.

II.3. Organization of Aradei Capital

Prior to 2015, Aradei Capital was managed directly by LabelVie. In 2011, the real estate division was separated from the group entities in order to dissociate the operational part from the real estate/asset management part. All of Aradei Capital's staff has been transferred to the MLV & HLV subsidiaries so that Aradei Capital is now the real estate arm of the Group.

In 2015, Aradei Capital entered into a 10-year management mandate with the independent real estate asset manager, REIM Partners. This mandate is exclusive. When it expires, it may be extended or renewed, if applicable.

Aradei Capital and REIM Partners have signed on March 3, 2021, an amendment to the mandate binding the two parties, the management mandate becomes a mandate to advise on investment and management of real estate assets⁴.

This partnership will allow Aradei Capital to:

- Guarantee independent and professional management and also to establish committees (investment, monitoring, audit and conflicts committees);
- Establish a clear investment policy to avoid governance conflicts;

³ See Part II: I.2 Share capital → Current shareholding → Consolidated financial information relating to the LabelVie group

⁴ See section: II.4.3 Organization of Aradei Capital - Missions to Aradei Capital

- Better control operational and financial risks.

Aradei Capital has a property manager, Best Real Estate Gestion (Aradei Real Estate Services), that handles the operational management of its assets. This wholly owned subsidiary of Aradei Capital S.A. is responsible for the management of centers, the marketing of premises, asset management, debt collection, the follow up of disputes, etc.

The following diagram illustrates the organization of Aradei Capital as of 31/12/2024 :

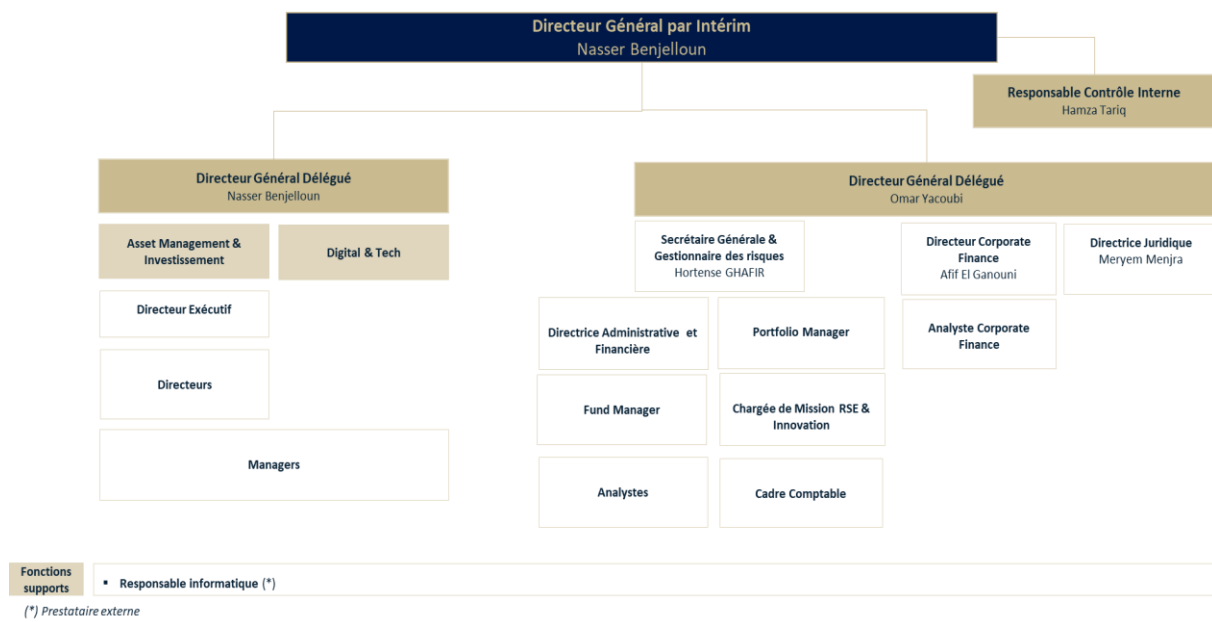
Figure 4: Organization of Aradei Capital as of 31/12/2024



Source: Aradei Capital

The organization chart of REIM Partners is as follows:

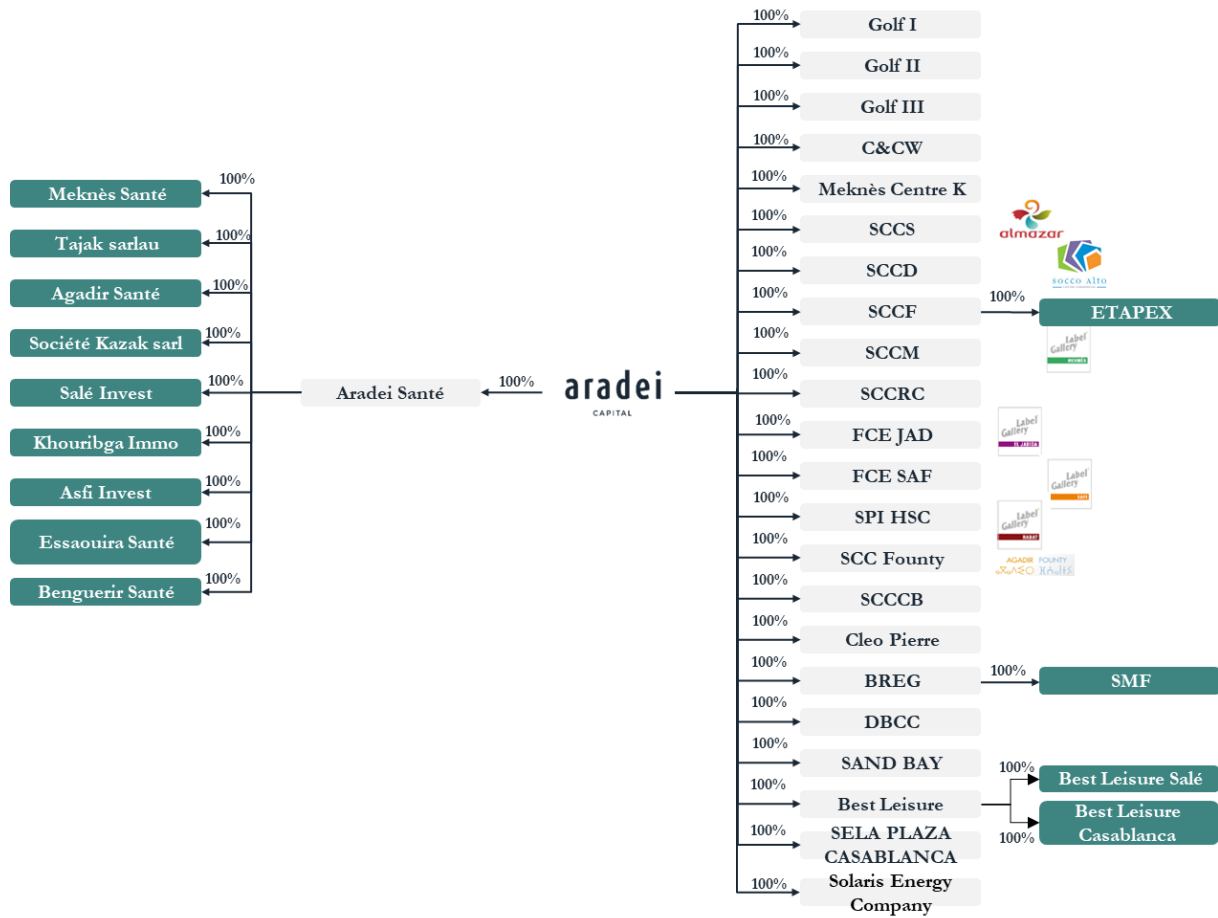
Figure 5: Organization chart of REIM Partners as of 21/04/2025



Source: Aradei Capital

III. Legal organization chart of Aradei Capital:

Figure 6: Legal organization chart of Aradei Capital as of 31/12/2024



Source: Aradei Capital

In addition to the assets held through its subsidiaries, the company directly owns 11 assets located in Marrakech, Oujda, Tangier, Taza, Casablanca (Panoramique), El Jadida, Temara, Berkane, Inzegane and Meknes (Yazaki).

Part III. FINANCIAL DATA

I. Annual financial statements

I.1. Annual corporate financial statements

I.1.1. Statement of Management Accounts

The following table presents historical data on the statement of management accounts of Aradei Capital SA for the period 2022-2024 :

Table 4: Changes in the ESG over the period (2022-2024)

In KMAD	2022	2023	Var. 22-23	2024	Var. 23-24	TCAM 22-24
Income for the financial year	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Sale of goods and services produced	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Consumption for the financial year	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Consumed purchases of materials and supplies	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Other external expenses	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Value Added	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Taxes and duties	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Gross Operating Surplus (GOS)	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Other operating revenue	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Other operating expenses	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Business resumption; transfer of charges	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Operating allocations	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Operating income	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Financial Income	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Current Income	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Non-current Income	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Corporate income tax	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet
Net income	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet	Balance sheet

Source: Aradei Capital

I.1.2. Balance sheet

The following table presents the main indicators of the balance sheet for the period 2022-2024 :

In KMAD	2022	2023	Var. 22-23	2024	Var. 23-24	TCAM 22-24
Assets						
Non-valued fixed assets	18 594	15 444	-16 .9%	18 258	18 .2%	-16 .0%
Intangible assets	66 883	67 034	0 .2%	67 021	0 .0%	0 .1%
Property, plant and equipment	735 151	710 039	-3 .4%	681 019	-4 .1%	-9 .4%
Financial fixed assets	1 670 213	1 693 891	1 .4%	2 140 594	26 .4%	7 .6%
Unrealized foreign exchange losses	-	-	0 .0%	-	100 .0%	0 .0%
Fixed assets	2 490 841	2 486 408	-0 .2%	2 906 892	16 .9%	1 .4%
Stocks	-	-	0 .0%	-	0 .0%	0 .0%
Current asset receivables	1 727 037	1 718 956	-0 .5%	1 736 283	1 .0%	16 .6%
Supplier receivables, advances and downpayments	10 259	9 814	-4 .3%	58	-99 .4%	-3 .6%
Trade and other receivables	260 384	347 883	33 .6%	347 294	-0 .2%	36 .6%
Personnel	-	-	0 .0%	-	0 .0%	0 .0%
Statement	144 150	149 970	4 .0%	150 575	0 .4%	-2 .3%
Partner Accounts	175 389	195 789	11 .6%	301 364	53 .9%	>100 .0%
Other receivables	848 277	681 230	-19 .7%	596 109	-12 .5%	0 .7%
Accruals and deferred income	288 578	334 270	15 .8%	340 884	2 .0%	19 .1%
Investment value securities	147 728	453 065	>100 .0%	402 297	-11 .2%	5 .2%
Unrealized foreign exchange losses	-	-	0 .0%	-	0 .0%	0 .0%
Current assets	1 874 765	2 172 021	15 .9%	2 138 580	-1 .5%	14 .0%
Cash and cash equivalents Assets	102 619	48 303	-52 .9%	17 540	-63 .7%	100 .0%
Total Assets	4 468 225	4 706 732	5 .3%	5 063 013	7 .6%	7 .1%
Liabilities						
Shareholders' equity	2 276 193	2 133 613	-6 .3%	2 681 444	25 .7%	-0 .5%
Share capital or personnel	1 121 396	1 121 396	0 .0%	1 256 813	12 .1%	2 .6%
Share, merger and contribution premiums	1 043 763	843 763	-19 .2%	1 158 346	37 .3%	-0 .4%
Legal reserve	37 403	40 599	8 .5%	44 230	8 .9%	5 .0%
Other reserves	9 710	55 237	>100 .0%	84 013	52 .1%	-46 .4%
Retained earnings	-	-	0 .0%	0	0 .0%	0 .0%
Net income for the financial year	63 920	72 618	13 .6%	138 042	90 .1%	>100 .0%
Financing liabilities	1 546 037	1 788 673	15 .7%	1 639 062	-8 .4%	6 .4%
Long-term provisions for liabilities and charges	2 614	2 614	0 .0%	2 614	0 .0%	0 .0%
Permanent financing	3 824 844	3 924 901	2 .6%	4 323 120	10 .1%	2 .5%
Current liabilities	338 311	627 730	85 .7%	739 893	17 .9%	43 .8%
Trade and other receivables	93 340	109 663	17 .5%	84 842	-22 .6%	11 .5%
Accounts payable, advances and downpayments	1 166	5 388	>100 .0%	1 982	-63 .2%	>100 .0%
Personnel	-	-	0 .0%	-	0 .0%	0 .0%
Corporate bodies	-	-	0 .0%	-	0 .0%	0 .0%
Statement	35 079	45 295	29 .1%	46 464	2 .6%	50 .1%
Partner Accounts	638	638	0 .0%	638	0 .0%	0 .0%
Other receivables	127 090	367 412	>100 .0%	497 577	35 .4%	76 .8%
Prepayments and accrued income - Liabilities	75 418	93 087	23 .4%	102 142	9 .7%	14 .3%
Other provisions for liabilities and charges	5 580	6 248	12 .0%	6 248	0 .0%	5 .8%
Currency translation adjustment - Liabilities	-	-	0 .0%	-	0 .0%	0 .0%

Cash liabilities	305 070	154 101	-49 .5%	-	-100 .0%	59 .1%
Total liabilities	4 468 225	4 706 732	5 .3%	5 063 013	7 .6%	7 .1%

Source: Aradei Capital

I.2. Consolidated annual financial statements

I.2.1. Accounting standards and methods

The consolidated financial statements of Aradei Capital have been prepared for the first time for the year ended December 31, 2016 under International Financial Reporting Standards (IAS/IFRS) as published by the International Accounting Standard Board (IASB).

For the first-time adoption of IFRS and in accordance with the provisions of IFRS 1 (applicable to first-time adopters), the company had chosen January 1, 2015 as the date of first-time adoption of IFRS.

The main impacts on the Aradei Group's accounts are:

- Fair value measurement of investment property in accordance with IAS 40;
- The recognition of incoming fees in equity (or in the income statement for incoming fees for the financial year) for companies in the BRE tier. Under Moroccan standards, these incoming fees are spread over the term of the contract;
- The recognition of rental income net of charges invoiced to tenants;
- Cancellation of fixed assets with no value (incorporation expenses, expenses to be spread over several years, etc.). These expenses have been reallocated to the property, plant and equipment concerned (interest expenses, property acquisition costs, etc.) or directly deducted from IFRS shareholders' equity in the case of expenses related to the 2016 capital increase and merger transactions. Other deferred charges or similar charges that do not meet the definition of an asset have been charged to reserves or income in 2016.

I.2.2. Reclassification

For the 2024 financial year, an accounting reclassification was carried out to better reflect the nature of intra-group cash flows. This operation consisted of transferring financial receivables of MMAD 50 , initially recorded under account "2483. Receivables related to equity investments," to account "4488. Other creditors." This reclassification made it possible to group all intra-group financing under a single heading on the liabilities side, with Aradei thus presenting a debt to SCCS at the end of 2024, which helps improve the clarity of the balance sheet structure.

Reclassifications were made to transfer other receivables from SPC and SCCB to receivables related to equity investments in order to comply with the financial covenants of bank loans at the subsidiary level.

I.2.3. Impact of IFRS 16 and IFRIC 23

Aradei Capital Group implemented IFRIC 23 from 1 January 2019 by recognizing the cumulative effect of prior years in reserves. IFRIC 23 clarifies the interpretation of the recognition and measurement requirements of IAS 12 (Income Taxes) when there is uncertainty about the treatment of income taxes.

The table below shows the impact of IFRIC 23 on the consolidated accounts of Aradei Capital since its implementation:

Table 5: Impact of IFRIC 23 on the consolidated accounts of Aradei Capital over the last three (3) years

In MAD	2022	2023	2024
IFRIC 23 Impact	8 570	10 687	31 658

Source: Aradei Capital

IFRS 16 replaces IAS 17 and all related interpretations. This standard is applied by the Group to all finance leases or operating leases reclassified as finance leases.

I.2.4. Scope of consolidation for the last three (3) financial years

The scope of consolidation includes all companies under control, in partnership or under significant influence.

Aradei Capital exercises control when the company has the power to govern the financial and operating policies of subsidiaries so as to obtain benefits from their activities. Such control is presumed in cases where the Group holds, directly or indirectly through its subsidiaries, more than half of the voting rights. These subsidiaries are fully consolidated.

Companies over which Aradei Capital exercises significant influence are accounted for by the equity method, which is presumed when the percentage of voting rights held is greater than or equal to 20%.

The scope of consolidation for the last three financial years is as follows:

Scope of consolidation for the last three (3) financial years

Company	31/12/2022			31/12/2023			31/12/2024		
	Interest %	Control %	Method (*)	Interest %	Control %	Method (*)	Interest %	Control %	Method (*)
Aradei Capital SA	100%	100%	FC	100%	100%	FC	100%	100%	IG
Golf I	100%	100%	FC	100%	100%	FC	100%	100%	IG
Golf II	100%	100%	FC	100%	100%	FC	100%	100%	IG
Golf III	100%	100%	FC	100%	100%	FC	100%	100%	IG
Cash & Carry	100%	100%	FC	100%	100%	FC	100%	100%	IG
Centre K	100%	100%	FC	100%	100%	FC	100%	100%	IG
Best Leisure	100%	100%	FC	100%	100%	FC	100%	100%	IG
Best Leisure Casablanca	NA	NA	NA	NA	NA	NA	100%	100%	IG
Best Leisure Salé	-	-	-	100%	100%	FC	100%	100%	IG
FCE JAD	100%	100%	FC	100%	100%	FC	100%	100%	IG
FCE SAF	100%	100%	FC	100%	100%	FC	100%	100%	IG
SCCCB	100%	100%	FC	100%	100%	FC	100%	100%	IG
SCCD	100%	100%	FC	100%	100%	FC	100%	100%	IG
SCCF	100%	100%	FC	100%	100%	FC	100%	100%	IG
ETAPEX	100%	100%	FC	100%	100%	FC	100%	100%	IG
SCC FOUNTY	100%	100%	FC	100%	100%	FC	100%	100%	IG
SCCS	100%	100%	FC	100%	100%	FC	100%	100%	IG
SCCM	100%	100%	FC	100%	100%	FC	100%	100%	IG
SPI HSC	100%	100%	FC	100%	100%	FC	100%	100%	IG
BREG	100%	100%	FC	100%	100%	FC	100%	100%	IG
SMF	100%	100%	FC	100%	100%	FC	100%	100%	IG
SCCRC	100%	100%	FC	100%	100%	FC	100%	100%	IG
DBCC	100%	100%	FC	100%	100%	FC	100%	100%	IG
SAND BAY REAL ESTATE	100%	100%	FC	100%	100%	FC	100%	100%	IG
CLEO PIERRE SPI RFA	100%	100%	FC	100%	100%	FC	100%	100%	IG
SPC	95%	95%	FC	100%	100%	FC	100%	100%	IG
Aradei Santé	51%	51%	FC	51%	51%	FC	100%	100%	IG
TAJAK SARLAU	51%	51%	FC	51%	51%	FC	100%	100%	IG
AGADIR SANTE	51%	51%	FC	51%	51%	FC	100%	100%	IG
STE KAZAK SARL	51%	51%	FC	51%	51%	FC	100%	100%	IG
SALE INVEST	51%	51%	FC	51%	51%	FC	100%	100%	IG
KHOURIBGA IMMO	51%	51%	FC	51%	51%	FC	100%	100%	IG

ASFI INVEST	51%	51%	FC	51%	51%	FC	100%	100%	IG
KHOURIBGA HOTEL INVEST	10%	10%	NC	10%	10%	NC	0%	0%	NC
ESSAOUIRA SANTE	-	-	-	51%	51%	FC	100%	100%	IG
MEKNES SANTE	-	-	-	51%	51%	FC	100%	100%	IG
BENGUERIR SANTE	-	-	-	51%	51%	FC	100%	100%	IG
SOLARIS ENERGY COMPANY	NA	NA	NA	NA	NA	NA	100%	100%	IG

Source: Aradei Capital

(* FC = Full consolidation, NC = Non-consolidated, EM = Equity method)

Companies entering the scope of consolidation in 2022

- Sela Plaza Casablanca: the company in charge of developing the 8th Sela.
- Akdital Immo: a joint venture with Akdital Holding (31%) and BFO Partners (17%), whose purpose is to own and develop a portfolio of healthcare real estate assets.
- Akdital Immo subsidiaries: TAJAK SARLAU, AGADIR SANTE, STE KAZAK SARL, SALE INVEST, KHOURIBGA IMMO, KENITRA SANTE, ASFI INVEST, KHOURIBGA HOTEL INVEST.

Companies entering the scope of consolidation in 2023

- Best Leisure Salé: a company specializing in entertainment in shopping centers, management and operation of games areas, bowling alleys, leisure centers and snack bars.
- New Akdital Immo subsidiaries: Benguerir Santé, Meknès Santé and Essaouira Santé.

Companies entering the scope of consolidation in 2024

- Best Leisure Casablanca: management and operation of playgrounds, leisure centers and tea rooms.
- Solaris Energy Company: an electricity generation, transmission and distribution company.

Companies leaving the scope of consolidation in 2022

No deconsolidation has been recorded for the 2022 financial year.

Companies leaving the scope of consolidation in 2023

In 2022, Kénitra Santé will be divested following its sale by Akdital Immo to Groupe Akdital Holding.

Companies leaving the scope of consolidation in 2024

No deconsolidation has been recorded for the 2024 financial year.

I.2.5. Consolidated income statement

The following table presents historical data on the income and expense report of Aradei Capital for the period 2022-2024 :

Table 6: Changes in the income statement over the period (2022-2024)

In KMAD	2022	2023	Var. 22-23	2024	Var. 23-24
Rental revenue	464 384	554 875	19.5%	565.469	1.9%
Other revenue	21 685	28 306	30.5%	40.279	42.3%
Turnover	486 069	583 181	20.0%	605.748	3.9%
Operating expenses	(124 643)	(142 278)	14.1%	(156.016)	9.7%
Other purchases and external expenses	(105 545)	(111 781)	5.9%	(119.937)	7.3%
Personnel expenses	(21 121)	(23 843)	12.9%	(30.790)	29.1%
Taxes and similar payments	(3 425)	(2 777)	-18.9%	(5.284)	90.3%
Other income and expenses	5 448	(3 877)	<-100.0%	(5)	-99.9%
Gross operating surplus	361 426	440 903	22.0%	449.732	2.0%
<i>In % of the turnover</i>	<i>74%</i>	<i>76%</i>	<i>1.7%</i>	<i>74%</i>	<i>-1.8%</i>
Depreciation, amortization and provision charges/write-backs	(6 375)	(1 054)	-83.5%	(20.831)	>100.0%
Other exceptional income and expenses	(24 126)	(15 408)	-36.4%	(13.927)	-9.6%
Change in fair value of investment properties	104 664	6 863	-93.4%	102.623	>100.0%
Income from asset disposals	2 275	65 950	>100.0%	(545)	-100.8%
Operating income	437 865	497 254	13.6%	517.051	4.0%
<i>In % of the turnover</i>	<i>90%</i>	<i>86%</i>	<i>-4.6%</i>	<i>85%</i>	<i>0.1%</i>
Gross cost of financial debt	(114 487)	(139 017)	21.4%	(149.948)	7.9%
Investment income	2 329	14 168	>100.0%	20.988	48.1%
Net cost of financial debt	(112 158)	(124 849)	11.3%	(128.961)	3.3%
Other financial income and expenses	22 487	10 993	-51.1%	17.411	58.4%
Before tax current earnings	348 194	383 399	10.1%	405.501	5.8%
Corporate income tax	(86 062)	(102 345)	18.9%	(108.048)	5.6%
Net income from continuing operations	262 132	281 054	7.2%	297.453	5.8%
Earnings from discontinued operations	-	-	0.0%	-	0.0%
Net income for the period	262 132	281 054	7.2%	297.453	5.8%
<i>In % of the turnover</i>	<i>54%</i>	<i>49%</i>	<i>-9.6%</i>	<i>49%</i>	<i>1.9%</i>
Net income - Parent company owners' share	227 051	271 574	19.6%	297.453	8.2%
Net income - non-controlling interests	35 082	9 480	-73.0%	-	-100.0%
Consolidated Net Income	262 132	281 054	7.2%	297.453	5.8%

Source: Aradei Capital

I.2.6. Consolidated balance sheet

The following table summarizes the primary indicators of the consolidated financial statement of Aradei Capital for the period 2022-2024 :

Table 7: Changes in Aradei Capital's consolidated financial statement for the period (2022-2024)

ASSETS (In KMAD)	2022	2023	Var. 22-23	2024	Var. 23-24
Other intangible fixed assets	9 812	9 812	0.0%	9 812	0.0%
Other intangible assets	7 475	8.114	8.5%	8 025	-1.1%
Investment properties	7 199 349	7 630 606	6.0%	7 897 651	3.5%
Other property, plant and equipment	14 679	16 769	14.2%	22 854	36.3%
Other financial assets	5 625	4 867	-13.5%	7 756	59.4%
Deferred income tax assets	4 575	4 575	0.0%	3 965	-13.3%
Total non-current assets	7 241 516	7 674 743	6.0%	7 950 063	3.6%
Inventories and work-in-progress	99 429	117 435	18.1%	141 189	20.2%
Clients	140 470	141 147	0.5%	148 920	5.5%
Corporate income tax receivables	6 417	7 884	22.9%	29 170	>100.0%
Other current assets	537 784	440 378	-18.1%	373 122	-15.3%
Cash and other cash equivalents	378 459	682 328	80.3%	813 652	19.2%
Total current assets	1 162 560	1 389 171	19.5%	1 506 053	8.4%
Total Assets	8 404 076	9 063 914	7.85%	9 456 115	4.33%
LIABILITIES (In KMAD)	2022	2023	Var. 22-23	2024	Var. 23-24
Capital	1 121 396	1 121 396	0.0%	1 256 813	12.1%
Capital-related premiums	1 029 372	829 372	-19.4%	1 143 955	37.9%
Reserves	2 086 013	2 277 815	9.2%	2 493 606	9.5%
Special reserve	227 051	271 574	21.1%	297 453	8.2%
Income for the financial year	4 463 832	4 500 158	0.8%	5 191 827	15.3%
Shareholders' equity group share	55 788	65 276	17.0%	-0	-100.0%
Interest attributable to non-controlling interests	4 519 620	4 565 434	1.0%	5 191 827	13.6%
Shareholders' equity					
	1 913 622	2 866 508	49.8%	2 873 846	0.3%
Financial debt - non-current portion	2 614	2 614	0.0%	2 614	100.0%
Provisions - non-current portion	72 543	67 703	-6.7%	72 317	6.8%
Other non-current liabilities	180 586	212 499	17.7%	255 184	20.1%
Deferred taxes	2 169 364	3 149 325	45.2%	3 203 960	1.8%
Total non-current liabilities					
Financial debt --current portion	902 738	485 539	-46.2%	468 778	-3.5%
Corporate income tax liability	4 313	25 740	>100.0%	1 406	-94.7%
Suppliers	350 206	320 361	-8.5%	189 349	-40.9%
Provisions --current portion	39 160	42 976	9.7%	70 437	69.1%
Other-current liabilities	418 674	474 537	13.3%	330 358	-30.4%
Liabilities related to discontinued operations	-	-	100.0%	0	0.0%
Total current liabilities	1 715 091	1 349 155	-21.3%	1 060 328	-21.4%
Total liabilities	3 884 455	4 498 479	15.8%	4 264 288	-5.1%
Total liabilities and shareholders' equity	8 404 076	9 063 914	7.85%	9 456 115	4.33%

Source: Aradei Capital

Part IV. RISK FACTORS

I. Issuer risks

I.1. General risks

I.1.1. Economic environment risk

Due to its exposure to the retail sector, Aradei Capital is dependent on macroeconomic conditions and the financial position of the leasing companies. In order to diversify its real estate offer, Aradei Capital intends to invest in the development of new asset classes, particularly in professional, residential and industrial real estate.

I.1.2. Competitive risk

The commercial real estate leasing market is a capital-intensive sector of activity but one that does not present any regulatory barriers to entry, which is increasingly attracting the interests of national and international operators. However, the arrival of new operators in the commercial real estate leasing sector would not have a major significant impact on Aradei Capital's revenues given the geographical diversity of its assets.

I.1.3. Rising land costs risk

The upward trend in land prices in urban areas is a trend that has been observed in recent years due to the pressure exerted on land supply by steadily increasing demand in line with population growth. However, when establishing rental pricing, the cost of land is taken into consideration. In addition, as part of its development strategy, Aradei Capital will focus on developing its land reserve and improving its operating assets. Naturally, the cost of land is tracked and rigorously monitored in order to identify good investment opportunities.

I.1.4. Environmental risks

Aradei Capital's activity is subject to various current environmental and safety regulations. In addition, Aradei Capital is contractually bound to comply with certain obligations defined by the EBRD in the framework agreement. Aradei Capital is also bound by certain obligations set out in the investment agreement signed between LabelVie and PIC.

(See section "I.2.7 Investment agreement signed between LabelVie and PIC", and "I.2.8 Framework agreement signed between Aradei Capital and the EBRD" under heading I "General Presentation of Aradei Capital")

Aradei Capital could incur legal liability in the event of failure to comply with its obligation to monitor and control the facilities.

If Aradei Capital is held liable in this way, this could have a negative impact on its business, prospects and reputation. In order to limit these risks, Aradei Capital adopts a preventive policy of carrying out diagnostics and, where necessary, works to bring its facilities into compliance with environmental standards.

I.1.5. Legal and regulatory risk

Aradei Capital must comply with numerous regulations in various fields, including urban planning, construction, operating permits, health and safety, environment, lease law, corporate law, and taxation, particularly through current provisions. Variations in the regulatory environment could require Aradei Capital to adapt its business, assets or strategy, which could affect the value of its assets and liabilities, its financial position or its results, increase expenses or slow down or even prevent the development of certain investment projects.

I.2. Specific risks

I.2.1. Risk of dependence on the LabelVie Group and Best Financière

As of 31/12/2024, Aradei Capital SA is a company 36.0% owned by the LabelVie Group (following (i) two capital increases carried out by REIM International and GEPIF, (ii) the initial public offering and capital increase carried out in November 2022). LabelVie, through its subsidiaries, represents 38.1% of Aradei Capital's total commercial space at the end of 2024.

As of 31/12/2024, Aradei Capital SA is a company 37.8% owned by the LabelVie Group, which in turn is 51.06% owned by Retail Holding, 50.6% of which belongs to the Best Financière group.

As of 31/12/2024, the Best Financière Group, through its subsidiaries, represents 41.1% of Aradei Capital's total commercial space (38.1% of the commercial space is occupied by the LabelVie Group and 3% of the commercial space is occupied by Virgin NA (under the “Virgin” brand), GFFS (under the “Burger King” brand) and Modes & Nuances (under the “KIABI” brand).

The concentration of Aradei Capital's revenues around the Best Financière group, which operates in the distribution sector, among others, falls within the standards observed abroad in other comparable real estate companies, where the share of revenues from tenants operating in the distribution (food and non-food) and fast food sectors represents a significant share of their overall revenues.

I.2.2. Interest rate risk

Interest rate risk can impact the cost of servicing the debt. In addition, should interest rates on future debt potentially rise, Aradei Capital will adjust the capitalization rates used to value these assets to be acquired and financed by debt accordingly.

The trend in Bank Al Maghrib's key interest rate may lead to a variation in interest rates resulting, if necessary, in an increase in the cost of financing.

Aradei Capital may finance its investments by using Aradei Capital floating rate loans, which are subject to both upward and downward fluctuations in interest rates.

I.2.3. EBRD and PIC, acting on behalf of GEPP, Contractual Compliance Risk

Aradei Capital is required to comply with its contractual obligations to the EBRD and PIC, including ESG policy, governance and information rights. Aradei Capital is also bound by its contractual obligations to the EBRD regarding internal procedures, fraud and corruption and financial reporting.

(See section “I.2.7 Investment agreement signed between LabelVie and PIC”, and “I.2.8 Framework agreement signed between Aradei Capital and the EBRD” under heading I “General Presentation of Aradei Capital”)

I.2.4. Risk related to subcontracting

REIM Partners has contributed to the structuring, governance and development of the Company since 2015 in terms of investments, financing (debt and equity) and the organization of the Company. In view of this situation, the Company is exposed to a risk of dependence on REIM Partners in the event of non-renewal of the mandate, which will end on December 31, 2030.

I.2.5. Risk related to the incorporation of a business by the tenant

The business is defined by Articles 79 and following of the Commercial Code as “an intangible movable asset consisting of all movable property allocated to the exercise of one or more commercial activities” which “must include the clientèle and goodwill but also all other assets necessary for the operation of the business such as the trade name, signs, leasehold rights, commercial furniture, goods, equipment and tools, patents, licenses, trademarks and service marks, industrial designs and models and, in general, any industrial, literary or artistic property rights attached thereto”.

The tenant may only claim to form a business if the tenant has enjoyed the property for two (2) consecutive years.

In the event that the landlord wishes to evict the tenant after an occupancy of more than two (2) years, the landlord shall compensate the tenant for an amount as defined by the Commercial Leases Act and determined in particular based on the value of the business declared in the last four (4) tax bundles to which are added, *inter alia*, moving costs and expenses for renovation works.

The landlord could evict the tenant without being required to pay eviction compensation in the following cases:

- If the landlord has a serious and legitimate reason against the tenant;
- If it is established that the building must be demolished for public health reasons recognized by the competent authorities;
- If the landlord takes over the place and occupies it himself/itself.

Nevertheless, the Company would only consider evicting a tenant in the event of a dispute with the latter (non-payment of rent, failure to comply with the terms of the lease agreement, etc.). In this case, legal proceedings would be initiated to demonstrate that the landlord has a serious and legitimate reason against the tenant and is therefore not liable for such compensation.

I.2.6. Sectoral risks

Aradei Capital is active in the commercial real estate sector, particularly in shopping centers throughout Morocco. As such, Aradei Capital is exposed to the risk of fluctuations in the value of its property assets and rents. These fluctuations are likely to have a significant impact, whether positive or negative, on its activity, earnings, solvency and development prospects.

I.2.7. Real estate market fluctuation risk

The appraised value of the assets depends on the conditions of balance between supply and demand for commercial premises by real estate investors. In addition to the general economic environment, the availability of modern real estate assets, the level of interest rates and the credit granting facility are key factors in this market which are independent of Aradei Capital and whose trends are difficult to predict.

In addition, the assets are held with a long-term perspective and are valued in the accounts at their cost net of depreciation, with short-term changes in value having no direct impact on results. On the other hand, they have an impact on the Net Asset Value. Fluctuations in the valuation of real estate assets may have an upward or downward impact on the Company's profitability as part of the financial statements published under IFRS standards and in particular on operating income, which includes the change in fair value of investment properties.

I.2.8. Rental fluctuation risk

At the expiry of existing leases, which may be renewed, the Group is subject to the vagaries of the rental market for the re-renting of vacated premises. In this competitive market, macroeconomic conditions and in particular the development of commercial activity have an effect on the length of time required for re-renting and its price (rental value). Any adaptation of the premises to demand may, in some cases, result in a prolonged period of vacancy of the assets.

I.2.9. Construction risk as the project owner

As part of its development plan Aradei Capital intends to carry out building construction projects and will use subcontractors for the construction of its projects. To this end, Aradei Capital will draw up specifications specifying the quality of the services required as well as the deadlines for their completion, which it will submit to calls for tenders or expressions of interest from pre-selected companies or partner companies, based on their technical resources and their references in similar projects.

Nevertheless, and in order to mitigate the risk associated with construction as general contractor, Aradei Capital has established a network of general contractors with the human and technical resources to carry out these projects to the highest professional standards.

I.2.10. Real estate development risk

Aradei Capital is considering residential projects that carry risks such as reduced demand due to economic fluctuations, demographic changes or consumer preferences. Other risks include construction schedule delays, cost overruns and construction quality problems. A related reputational risk is that if the project fails to meet customer expectations, or if problems arise after the sale has been completed, this can negatively impact the company's reputation and affect future projects. A particularly important risk to consider is that of unsold stock. Indeed, if demand for residential units is not as strong as expected, the company could find itself with a significant number of unsold properties.

I.2.11. Counterparty risk

Client Risk

Benefiting from a client portfolio concentrated on the subsidiaries of the Best Financière Group, Aradei Capital is exposed to client credit risk and occasional payment defaults or delays cannot be excluded.

Client solvency is assessed at the signing of the leases by the General Management of Aradei Capital based on the payment histories for existing clients and solvency analyses for new clients.

During the term of the lease, client credit risk is regularly monitored by Aradei Capital's Asset Management department.

Banking counterparty risk

Financial transactions, consisting mainly of bank borrowings, short and medium-term investments and short-term drawdowns on a line of credit, are carried out with the main Moroccan financial institutions.

The default of one or more of these counterparties could have a significant impact on the Group's liquidity. However, no banking counterparty accounts for more than one-third of the financial resources or derivative instruments that may be used by the Group.

Insurance counterparty risk

Aradei Capital has taken out a multi-risk insurance policy covering buildings used for commercial purposes for its entire portfolio with Saham Assurance.

Contractual indemnity limits are set per asset, based on the value of the buildings.

Construction and renovation works are insured, on a case-by-case basis, by “All Risks Construction Site” type insurance policies.

Periodic monitoring of insurance and premiums is updated by Asset Management.

I.2.12. Financial liquidity risk

Debt risk

Aradei Capital's strategy is to use bank debt to finance a share of its growth. Furthermore, at the end of 2024, the group will have a Loan to Value (LTV) ratio of 39% and an EPRA Loan Value (EPRA LTV) ratio of 33%.

The group will use debt to finance its development program in order to improve the return on capital under certain conditions. Financing needs and conditions are reviewed for each acquisition. The same applies to the monitoring of contractual obligations related to existing debt covenants.

Access to debt risk

Also, a significant and lasting restriction on the terms and conditions of access to banking and/or capital markets could hamper the development of Aradei Capital.

Access to credit is conditional, in the case of bank resources, on compliance with a number of financial ratios concerning, in particular, balance sheet structure (LTV & LTV EPRA) and the ability of the business to cover the cost of its debt. These ratios are communicated to banking institutions in accordance with contractual commitments.

I.2.13. Vacancy risk

Aradei Capital has 35 assets, including six independent assets and one real estate investment trust (OPCI) with an occupancy rate of nearly 100%. For shopping centers, malls, industrial units, the “Prism” office asset, and health clinics (25 assets), the lowest occupancy rate is around 52% (as of March 31, 2025, the date compared with the appraisal report).

The vacancy risk (loss of income resulting from the property not being leased between two tenants) is taken into account in the development plan, which is based on very conservative assumptions. In addition, REIM Partners' Sales Department aims to diversify the portfolio of potential tenants, taking into account their sectors of activity, brand awareness, and creditworthiness.

I.2.14. Contract default risk

The Company is bound by contracts with its partners and tenants in the course of conducting its business. In order to ensure the reliability of all the legal documentation governing the Company's leases and to neutralize the risks inherent in this legal documentation, Aradei Capital's Asset Manager has a legal department which ensures that the legal

documentation safeguards the Company's interests and complies with current legislation. In addition, the Company regularly calls on leading external legal firms to assist and advise it in protecting itself against this risk.

I.2.15. Tax risks

The options/hypotheses retained during the merger of BRE into Aradei Capital SA may be challenged by the tax authorities. Likewise, and in accordance with Moroccan tax law, adjustments may arise from any audit of consolidated companies by the tax authorities in respect of financial years that are not statute-barred for corporate income tax (CIT), income tax (IT), value added tax (VAT) and other indirect taxes and duties.

I.2.16. Shareholder structure risk

As of 31/12/2024, the Best Financière group holds 42.9% of the capital and voting rights of Aradei Capital SA. It is likely to exercise significant influence at shareholders' meetings, enabling them to adopt or reject proposed resolutions.

I.2.17. Key person risk

On March 11, 2025, the Board of Directors approved the dissociation of the functions of Chairman of the Board of Directors and General Manager of Aradei Capital, with the appointment of Mr. Nasser Benjelloun as General Manager of Aradei Capital. This decision partially mitigates the risk identified.

II. Commercial paper risk factors

Risks inherent in an investment in Commercial Paper:

- **Default risk:** the commercial paper described in this note is a debt security with no guarantee of repayment. Consequently, all investors are subject to the risk of non-repayment in the event of default by Aradei Capital;
- **Liquidity risk:** the existence of an active secondary market for negotiable debt securities is not guaranteed, and investors may be exposed to the risk of holding illiquid securities that cannot be sold quickly without a major impact on price;
- **Rate risk:** In general, a rise in interest rates has a negative impact on the value of debt securities, particularly negotiable debt securities;
- **Inflation risk:** changes in inflation rates could have an impact on the return to holders of Negotiable Debt Securities (i) if inflation exceeds the return on Negotiable Debt Securities held, and (ii) in the event of a readjustment in interest rates. Thus, an increase in interest rates will reduce the value of negotiable debt securities held;
- **Additional debt risk:** Aradei Capital may subsequently issue other debt ranking pari passu or senior to the commercial paper covered by this bill. Such issues would reduce the amount recoverable by the holders of the present securities in the event of liquidation of the issuer.

Disclaimer

The aforementioned information constitutes only part of the information package approved by the Moroccan Capital Markets Authority (AMMC) under reference No VI/EM/032/2025 on 25/09/2025
The AMMC recommends reading the complete information package that is available to the public in the French language