

PROSPECTUS SUMMARY

CAPITAL INCREASE THROUGH OPTION FOR CONVERSION OF 2011 DIVIDENDS INTO NEW CDM SHARES

Maximum number of shares to be issued: 366,852
Issue Price: DH699
Par value: DH100
Maximum transaction amount: DH256,429,548
Option exercise period: From 09 July 2012 to 06 August 2012 inclusive

ISSUE RESERVED FOR HOLDERS OF CDM SHARES (cum 2011 dividend)

Financial Advisor and Global Coordinator



Registration Agent



Centralising Agent



CDVM Approval

In accordance with the provisions of the CDVM circular that became effective on 1 April 2012, implementing article 14 of the DAHIR decreeing Act No. 1-93-212 of 21 September 1993 relating to the Financial Markets Authority (Conseil Déontologique des Valeurs Mobilières - CDVM) and the information to be disclosed by listed companies, as amended and supplemented, the original of this prospectus was approved by the CDVM on 25 June 2012, under reference no. VI/EM/025/2012.

Disclaimer

On 25 June 2012, the CDVM approved a prospectus relating to the capital increase through the option for conversion of FY 2011 dividends into the Crédit du Maroc shares.

The prospectus approved by the CDVM may be consulted at any time at the registered office of Crédit du Maroc. It is also available within a maximum of 48 hours from the order collection agents.

This document may be consulted by the public at the registered office of the Casablanca Stock Exchange and on its website (www.casablanca-bourse.com). It is also available on the CDVM website (www.cdvm.gov.ma)

DESCRIPTION OF THE TRANSACTION

I. Characteristics of the transaction

▪ Regulatory framework governing the transaction

At its meeting on 16 March 2012, the Executive Board decided to propose to the Supervisory Board that it call a Combined General Meeting to vote on the proposal to offer payment of the dividend in respect of the 2011 financial year in cash or in shares, or as a combination of both.

At its meeting on 23 March 2012, the Supervisory Board of Crédit du Maroc proposed to the Combined General Meeting, convened on 04 May 2012, a capital increase through option for payment of the amount of the dividend for the 2011 financial year in cash or in shares of the Company, or as a combination of both.

At the Combined General Meeting on 04 May 2012, the Ordinary General Meeting, acting on the recommendation of the Executive Board, resolved to propose to each Shareholder the option to receive the dividend in respect of the 2011 financial year in cash or in cash or in shares of the Company, or as a combination of both.

In connection with the dividend payment option proposed by the Ordinary General Meeting for payment of the dividend, the Combined General Meeting resolves that the only method of subscription shall be to allocate 90% of the gross dividend set by the ordinary general meeting, i.e. DH 28.8 per share.

In the case that the dividend amount does not correspond to an integer number of shares, the subscriber could choose:

- The integer number of shares directly lower: by choosing this option, the shareholder will receive the integer number of shares directly lower, completed by a cash payment of the difference. The payment will take place the 14 September 2012.
- The integer number of shares directly higher: The shareholder will then complete his subscription by a cash payment up to a limit of a new share.

Acting in accordance with Article 191 of the Joint Stock Companies Act 17-95, the Combined General Meeting specifically authorises the Executive Board to limit the capital increase to the amount of subscriptions received.

In its second resolution, the Extraordinary General Meeting charges the Executive Board with formalising and carrying out this capital increase.

Accordingly, the Executive Board is permitted to take the following action, either directly or through its Chairman or any authorised representative:

- Collect subscriptions and payments;
- Open a blocked account named “Crédit du Maroc –Capital Increase”;
- Limit the capital increase to the amount of subscriptions received, if appropriate;
- Prepare, sign and file with the clerk of the Casablanca commercial court the declaration of subscription and payment, a statement of subscription and payment, and the amending entry to the companies register, as prescribed by law (these documents may also be filed by an authorised person); ;
- Officially record the completion of the capital increase and decide on the corresponding amendments to the articles of incorporation;
- Generally take charge of any and all declarations, filings, public announcements and formalities.

▪ **Transaction amount**

Should all shareholders elect to receive payment of the dividend in CDM shares, the capital increase would total DH256,429,548 (including the share premium in excess of par value).

This capital increase would be effected by issuing 366,852 new shares with a par value of DH100 each, and with a share premium of DH599 each, i.e., a price of DH699 per share.

The amount of the capital increase effected through conversion of the dividend may vary between DH197,527,681 and DH256,429,548 depending on the participation of shareholders other than the majority shareholder.

▪ **Price assessment factors**

The issuing price for shares linked to the payment of 2011 dividends is set at DH 699. It was calculated as the mean of CDM listed share price for the 20 trading sessions before the Executive Board meeting of 16 March 2012, when the share was traded, reduced by 10% and rounded to a dirham.

This method consists on the valuation of the mean of CDM share prices weighted by the volumes. The calculation period was from 27 December 2011 to 15 March 2012 included.

▪ **Intentions of the main shareholders**

To the best of management's knowledge, Crédit du Maroc's largest shareholder plans to participate fully in the capital increase covered by this prospectus by electing to receive the 2011 dividend in CDM shares.

The impact of the Capital increase on CDM's shareholder structure appears in the table below:

Shareholder	Pre-transaction		Post-transaction ¹	
	Number of shares	% ownership	Number of shares	% of share capital ²
Crédit Agricole S.A. Group	6,858,759	77.03%	7,141,352	77.03%
Wafa Assurance	905,088	10.17%	942,379	10.17%

¹ Assuming that all shareholders opt for payment in CDM shares

² Each share gives the right to a single voting right

Other shareholders*	1,139,956	12.80%	1,186,924	12.80%
Total	8,903,803	100.00%	9,270,655	100.00%

*As of this date, no shareholders in the "Other shareholders" category hold more than 5% of Crédit du Maroc's share capital.

Source: CDM

II. Purpose of the transaction

The main purpose of the capital increase resulting from the option for conversion of dividends into CDM shares is to reinforce the capital funds of Crédit du Maroc so as to support development of its business activity, namely by increasing its lending capacity, while complying with the solvency ratio set out by the Basel II directives.

III. Information concerning the securities to be issued

Type of securities	Equity shares, all of the same class
Form of the shares	Bearer shares, all in paperless form and registered in an account with Maroclear
Maximum number of shares to be issued	366,852 new shares
Subscription price	DH699 per share
Par value	DH100
Share premium in excess of par value	DH599
Payment for the shares	The new shares will be fully paid and free of any encumbrance
Dividend vesting date*	1 January 2012
Listing of the new shares	The newly issued shares will be treated in the same way as existing shares and will be listed on the first line.
Rights attached to the shares	All shares carry the same rights with respect to appropriation of profits and in the distribution of any winding-up surplus. Each share entitles the holder to the right to vote in general meetings. None of the shares carry double voting rights.

* Dividend vesting date: entitlement to dividends with respect to the 2012 financial year payable in 2013

IV. Transaction timetable

Orders	Stages	Latest date
1	Receipt of complete transaction application file by Casablanca Stock Exchange	25/06/2012
2	Casablanca Stock Exchange issues approval opinion	25/06/2012
3	Casablanca Stock Exchange receives prospectus approved by CDVM	25/06/2012
5	Publication in <i>Bulletin de la cote</i> of notice setting out payment terms and conditions, clearing of order book and adjustment of share price	27/06/2012
6	Publication in <i>Bulletin de la cote</i> of notice setting out listing characteristics of the new shares and transaction timetable	27/06/2012
7	Publication by the issuer of the notice relating to the issuance of new shares in a notice published in the Bulletin Officiel.	28/06/2012
8	Publication by the issuer of the notice relating to the issuance of new shares in a notice published in a journal of legal notices.	28/06/2012
9	Publication by the issuer of the extract of the prospectus in a journal of legal notices	28/06/2012
10	Ex-dividend date/ Adjustments of share listing characteristics and clearing of order book	04/07/2012
11	Start of period for exercising option to convert 2011 dividends into shares	09/07/2012
12	End of period for exercising option to convert 2011 dividends into shares	06/08/2012
13	Meeting of regulatory body in charge of approving capital increase through conversion of 2011 dividends into shares	13/08/2012
14	- Casablanca Stock Exchange receives minutes of the meeting of body that approved the capital increase	15/08/2012
	- Casablanca Stock Exchange receives results of the capital increase	15/08/2012
15	- Settlement and delivery	24/08/2012
16	- Admittance of new shares to trading and recording of capital increase	27/08/2012
	- Publication of results of the capital increase	27/08/2012
17	Dividend payment	14/09/2012

GENERAL PRESENTATION OF CRÉDIT DU MAROC

➤ General information

Corporate name:	Crédit du Maroc
Registered office:	48-58, Boulevard Mohamed V. Casablanca
Telephone and fax:	Telephone: (212) 05 22 47 70 00 Fax: (212) 05 22 27 71 27
Website:	www.cdm.co.ma
Legal form:	Crédit du Maroc is a public limited company with an Executive Board and Supervisory Board (Société Anonyme à Directoire et Conseil de Surveillance).
Date created	10/04/1963.
Financial year:	From 1 January to 31 December.
Corporate purpose: (Article 3 of the articles of association)	<p>In accordance with Act No. 1-93-147 of 15 Moharrem 1414 (6 July 1993) pertaining to the conduct of business by credit institutions and their control, and Act No. 15-95 constituting the Commercial Code and all existing or future laws related to its business operations, whether directly or indirectly, the company's purpose is to carry out all banking operations and primarily to receive deposits of funds from the public, to grant credit in all forms and to make available all forms of payment instruments to customers and to manage such instruments.</p> <p>It may also engage in:</p> <ul style="list-style-type: none"> ▶ All foreign exchange, foreign trade and wealth management transactions; ▶ Advisory and financial and securities management activities; ▶ Acquisition of equity interests in companies, whether existing or to be created, in Morocco and in other countries. <p>For purposes of its business operations, it may:</p> <ul style="list-style-type: none"> ▶ Purchase, lease, outfit and operate all premises, buildings and business franchises, in Morocco and in other countries; ▶ Purchase or lease all equipment and vehicles ; ▶ Create any branch or subsidiary, in Morocco and in other countries; ▶ And, more generally, acting within the scope defined by the laws and regulations applicable to banks, carry out, directly or indirectly, all financial, securities, real estate, commercial or other transactions liable to promote its development.
Share capital at 31/12/2011:	Crédit du Maroc's share capital is DH890,380,300.

➤ Information on Crédit du Maroc's share capital

At 31 December 2011, Crédit du Maroc's share capital amounted to DH890,380,300 and was fully paid. It consists of 8,903,803 shares with a par value of DH100 each.

a - Ownership structure

At 31 December 2008, 2009, 2010 and 2011, Crédit du Maroc's ownership structure was as follows:

Shareholder*	2008		2009		2010		2011	
	No.** of shares	No.** of shares	No.** of shares	No.** of shares	No.** of shares	% of share capital and voting rights	No.** of shares	% of share capital and voting rights
Crédit Agricole S.A. Group	4,389,555	52.64%	6,392,046	76.66%	6,637,508	76.71%	6,858,759	77.03%
Wafa Assurance CNIA	2,602,791	31.22%	839,654	10.07%	875,892	10.12%	905,088	10.17%
Other shareholders	-	-	276,827	3.32%	-	-	-	-
	1,345,830	16.14%	829,649	9.95%	1,139,415	13.17%	1,139,956	12.80%
Total	8,338,176	100.0%	8,338,176	100.0%	8,652,815	100.0%	8,903,803	100.0%

Source: CDM

* Each share entitles its owner to a single vote,

** Number of shares.

➤ Composition of the Executive Board

At 30/04/2012, Crédit du Maroc's Executive Board comprised the following members:

Composition of the Executive Board	Name	Date appointed	Term expires
Chairman of the Executive Board	Mr Pierre-Louis Boissiere	Supervisory Board meeting on 20/05/2011	Shareholders General Meeting called to vote on 2014 accounts
Executive Board member	Mr Jamal Lemridi	Supervisory Board meeting on 20/05/2011	Shareholders General Meeting called to vote on 2014 accounts
Executive Board member	Mr Adnane El Gueddari	Supervisory Board meeting on 20/05/2011	Shareholders General Meeting called to vote on 2014 accounts
Executive Board member	Mr Michel Zanatta	Supervisory Board meeting on 20/05/2011	Shareholders General Meeting called to vote on 2014 accounts

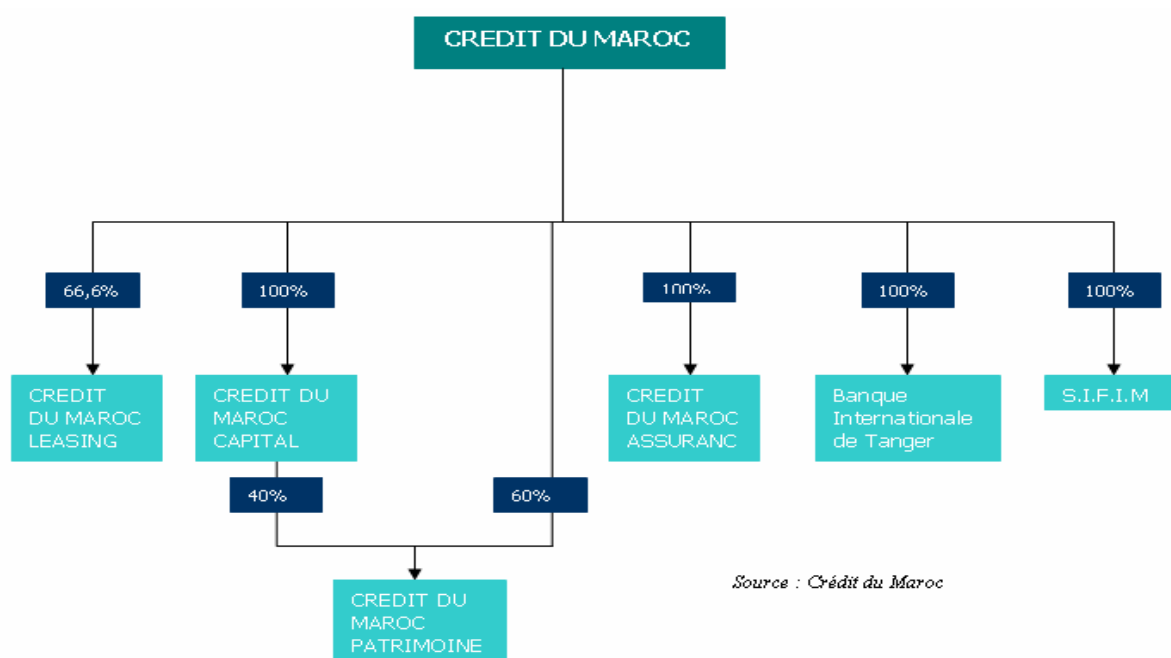
Source: Crédit du Maroc

➤ **Composition of the Supervisory Board**

At 30/04/2012, Crédit du Maroc's Supervisory Board comprised the following members:

Composition of the Board		Name	Date appointed	Term expires
Chairman	Mrs Saida Lamrani Karim		Shareholders General Meeting on 03/06/2009	Shareholders General Meeting called to vote on 2013 accounts
Member	Mr Ismail Fassi-Fihri		Shareholders General Meeting on 03/06/2009	Shareholders General Meeting called to vote on 2013 accounts
Member	Mr Bruno de Laage de Meux		Shareholders General Meeting on 20/05/2011	Shareholders General Meeting called to vote on 2013 accounts
Member	Mr Marc Oppenheim		Shareholders General Meeting on 20/05/2011	Shareholders General Meeting called to vote on 2013 accounts
Member	Mr Gérard Ouvrier-Buffer		Shareholders General Meeting on 04/05/2012	Shareholders General Meeting called to vote on 2013 accounts
Member	Mr Marc Pouzet		Shareholders General Meeting on 03/06/2009	Shareholders General Meeting called to vote on 2013 accounts
Member	Mr M'hamed Sagou		Shareholders General Meeting on 03/06/2009	Shareholders General Meeting called to vote on 2013 accounts

➤ Organisational structure



Source : Crédit du Maroc

➤ Change in loan book

Between 2009 and 2011, movements in aggregate customer loans outstanding were as follows:

<i>Parent company accounts (Amounts in DHm)</i>	2009	2010	Change	2011	Change
Cash and consumer loans	10,441	9,343	-10.52%	11,108	18.89%
Equipment loans	8,961	9,767	8.99%	9,719	-0.49%
Mortgage loans	9,234	10,358	12.17%	11,003	6.23%
Other loans	3,577	2,631	-26.45%	2,212	-15.93%
Loans and advances to customers	32,212	32,099	-0.35%	34,043	6.06%
Due from credit institutions - demand deposit accounts	2,057	191	-90.71%	399	>100%
Due from credit institutions - term accounts	2,311	5,771	>100%	4,765	-17.43%
Due from credit and similar institutions	4,367	5,962	36.52%	5,164	-13.38%
Total loans	36,579	38,061	4.05%	39,207	3.01%

Source: CDM

➤ Change in deposits

<i>Parent company accounts (amounts in MDH)</i>	2009	2010	Chg.	2011	Chg.
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CDM: Capital increase

Demand deposit accounts in credit	17,969	19,062	6.08%	19,761	3.67%
Savings accounts	6,015	6,458	7.36%	7,108	10.07%
Term deposits	5,988	6,898	15.20%	5,729	-16.95%
Other accounts in credit	726	1,317	81.40%	1,083	-17.77%
Client deposits	30,698	33,735	9.89%	33,681	-0.16%
Demand	156	153	-1.92%	162	5.88%
Term	594	109	-81.65%	997	> 100%
Due to banks and similar	751	262	-65.11%	1,159	> 100%
Total debts	31,449	33,997	8.10%	34,840	2.48%

Source: CDM

RISK FACTORS

Risk management at Crédit du Maroc falls under the responsibility of the Credit and Risk Management Department (DCGR), which is in charge of supervision, control and measurement of the group's risk exposure.

I. Interest rate risk

The banking system is experiencing a secular downtrend in interest rates. Returns on loans coupled with the rising cost of funds have adversely affected intermediation margins. Crédit du Maroc, like all local banks, is exposed to a risk that future trends in interest rates will reduce net banking income.

When hedging instruments are not used, interest rate risk is mitigated by optimising management of the bank's assets and liabilities through its strategy in the area of deposits and lending. This involves achieving an adequate balance between sources and uses of funds, in terms of maturity and type of interest rate.

Crédit du Maroc's ALM policy is designed to maintain an adequate balance, to the best possible extent, between the structure of sources funds in terms of interest rates (fixed and variable) and the structure of uses of funds.

The ALM department monitors interest rate risk on an ongoing basis and is in charge of hedging any interest rate gaps within the limits set by the ALM Committee.

II. Currency risk

Like all banking institutions, Crédit du Maroc is exposed to currency risk associated with its various business operations (branches in other countries, loans denominated in foreign currencies, forward forex, etc.). The bank may in the future be exposed to adverse trends in foreign exchange rates, which would result in a reduction in its margin.

However, this risk is limited insofar as the risk in most foreign currency transactions is borne by the customer, since the bank only acts as an intermediary. This is the case for foreign currency loans, transfers from Moroccans residing abroad, and other transactions.

CDM foreign currency exposures at 31/12/2011

Currency	Foreign currency position in thousands	Equivalent value in MADk	% Equity
EUR	-17,430	-193,660	-4.2
USD	-5,040	-43,147	-0.94

GBP	153	1,400	0.03
CAD	128	722	0.02
CHF	74	679	0.01
JPY	998	111	0
DKK	300	449	0.01
NOK	187	267	0.01
SEK	57	72	0
DZD	11	1	0
TND	5	29	0
SAR	435	996	0.02
AED	237	554	0.01
KWD	24	744	0.02
MRO	0	0	0
LYD	0	0	0
BHD	1	20	0
QAR	11	26	0
GIP	0	0	0

Source: Crédit du Maroc

III. Liquidity risk

The different maturities of sources and uses of funds on Crédit du Maroc's balance sheet result in differences between volumes of assets and liabilities that are a source of liquidity risk. As a result, the bank could find itself in the position where it is unable to procure sufficient volumes of cash at normal interest rate conditions.

The regulatory liquidity ratio³ at end-December 2011 was 130.58%.

To comply with the minimum regulatory rate of 100% required by BAM, the bank applies a stringent medium- and long-term cash management policy and monitors its short-term liquidity on a monthly basis. In addition, it favours longer term sources of funding and passbook accounts for reasons of cost, but may turn to other forms of funding, such as certificates of deposit.

IV. Counterparty risk

In a climate of economic liberalisation in Morocco, with the opening of borders, dismantling of tariff barriers and institution of free-trade areas with the European Union and the United States, there exists the possibility of deterioration in counterparty risk for the banking sector as a whole. This could cause a systemic increase in non-performing loan ratios overall. This trend could be exacerbated by unfavourable economic conditions.

Crédit du Maroc has made substantial efforts to clean up its loan portfolio and continues to do so as part of its risk management policy and in compliance with the prudential rules defined by Bank al-Maghrib.

To manage credit risk, Crédit du Maroc has defined three levels of control:

- ▶ Ex-ante control of credit applications: Requests for risk coverage from the group's various sales units are submitted to the Credit and Risk Management Department (DCGR), which is in charge of analysing loan applications, assessing customer's business volume and the economic soundness of the financing requested, and evaluating the consistency and validity of the loan guarantees.

Loan applications accepted by the DCGR are then submitted to an Investment Committee for approval.

- ▶ Ex-post controls on loans: The Risk Management function monitors the bank's commitments
- ▶ Compliance with the rules defined by Bank al-Maghrib, via risk analyses for individual customers and for all customers belonging to a given group. Crédit du Maroc also shares risks on major investment deals with other banks.

V. Regulatory Risk

Crédit du Maroc has sound fundamentals that enable it to meet all of its commitments, as evidenced by its solvency ratio at end-2010 and 2011: its capital funds were reinforced over the period, following the capital increases through conversion of dividends in 2009 and 2010 and the issuance of subordinated debt.

³ Ratio between available assets realisable in the short term and signature commitments received, and demand and short-term amounts due and signature commitments given. Calculation method defined by the Bank al-Maghrib circular 31/G/2006.

Year	2011	2010
Equity	4 597	3 980
Total risk-weighted assets	36 736	34 392
Solvency ratio	12,51%	11,57%

Source: *Crédit du Maroc*

However, Crédit Du Maroc could face a possible hardening of prudential rules enacted by Bank Al Maghrib.

VI. Competition Risk

Crédit du Maroc is a universal bank. It is active in all customer segments (personal and small business customers, small and medium-size companies, and large corporations) and in all segments of banking.

Its main competitors are Attijariwafa Bank, BCP, BMCE Bank, Société Générale, BMCI and, more recently, CIH and CAM, which are developing commercial banking operations.

Crédit du Maroc's strategy in the area of competitive position is based on:

- ❖ Quality of service and meeting commitments to customers (e.g.: "Your mortgage loan within 48 hours" campaign, consumer finance.)
- ❖ A corporate culture focused on innovation to serve customers (paying bills through ATMs, prepaid rechargeable Daba Daba card, e-banking, etc.)
- ❖ Making the Group dimension a factor of differentiation for all customer segments (mobility offer for personal banking customers with the RIBAT range in partnership with Le Crédit Lyonnais, Intermed and e-Ris with the Crédit Agricole Regional Banks in France for small and medium-sized companies and a close relationship with the Group's Corporate and Investment Banking arm for corporate customers.)

VII. Operational risk

Crédit du Maroc has adopted the definition of operational risk recommended by Basel II. Operational risk results from shortcomings in internal procedures or information systems, human error or external events. It includes legal risk.

Operational risk management system implemented by the bank

The operational risk management system implemented by the bank aims to identify all sources of major risks in view of covering them (internal fraud, external fraud, employment and workplace safety practices, customer products and commercial practices, damage to property assets, business operation and system malfunctions, settlement-delivery and process management).

1. Main issues

- Control over the cost of operational risk,
- Prevention of major risks,
- Optimisation of risk cover,
- Integration of the threefold regulatory impact, i.e. equity-based management, regulatory oversight and financial reporting.

2. System components

The operational risk management system that has been implemented comprises four components:

Organisational component

- *Oversight of operational risk is assigned to an entity that reports to permanent risk control, the body that oversees the bank's overall internal control system.*

The internal audit function periodically ascertains that the operational risk management system is effectively applied throughout the institution.

The Executive Board ascertains that the risk situation is monitored on an ongoing basis through an Operational Risk Committee chaired by the Chairman of the Executive Board.

The Supervisory Board is informed of large exposures via the Audit Committee and ensures that such exposures are taken into account.

Qualitative component

This component serves to assess and prevent risks through operational risk mapping.

Quantitative component

This component measures and monitors the cost of risk and incidents through loss monitoring and the institution of a warning system.

Capital allocation component

As a precautionary measure, the institution has adopted a capital funds allocation system based on the "basic indicators" approach; it intends to transition to the "standardised" approach in the near future.

3. Information systems security

IT systems security is provided through the implementation of a security policy and a permanent control system. Intrusion detection tests and vulnerability scans, as well as IT systems security assessments, are carried out on a regular basis.

4. Business Continuity Plan

To ensure the continuity of banking operations in the event of a major incident, the bank has implemented a Business Continuity Plan consisting of:

- an Information Systems Backup Plan to safeguard critical IT services,
- a User Backup Plan with a backup site to be used in case of a major incident,
- a crisis management system,
- a special business continuity plan in case of an influenza pandemic.

This business continuity plan undergoes testing and improvement on a regular basis. As such, each year, several tests are conducted on each User Backup Plan and at least one test is conducted on the Information Systems Backup Plan.

I. Consolidated financial statements under IFRS at 31 December 2011
IFRS CONSOLIDATED BALANCE SHEET at 31 December 2011
(DH thousands)

ASSETS	Note	31 Dec 2011	31 Dec. 2010
Cash and amounts due from central banks, Treasury and postal cheque services		2,115,652	2,620,954
Financial assets at fair value through profit or loss	3.5	4,133	14,858
Derivatives used for hedging purposes		-	-
Available-for-sale financial assets	3.3/3.5	3,736,991	1,991,700
Loans and receivables due from credit institutions	3.2	4,064,318	5,229,375
Loans and receivables due from customers	3.2	35,275,505	33,258,932
Remeasurement adjustment on interest-rate risk hedged portfolios		-	-
Held-to-maturity investments	3.4	-	-
Current taxes		4,792	59,058
Deferred taxes		92,564	65,848
Accrual accounts and other assets		193,020	188,240
Non-current assets held for sale		-	-
Investments in associates		-	-
Investment property		-	-
Property, plant and equipment	3.6	1,267,131	1,182,078
Intangible assets	3.6	122,304	111,300
Goodwill		-	-
TOTAL		46,876,410	44,722,344

(DH thousands)

LIABILITIES AND EQUITY	Note	31 Dec. 2011	31 Dec. 2010
Due to central banks, Treasury and postal cheque services		1,184	123
Financial liabilities at fair value through profit or loss	3.5	18,218	2,769
Derivatives used for hedging purposes		-	-
Due to credit institutions		1,083,347	203,528
Due to customers		33,711,606	33,777,973
Debt securities issued		6,301,539	5,846,045
Remeasurement adjustment on interest-rate risk hedged portfolios		-	-
Current tax liabilities		18,612	7,735
Deferred tax liabilities		140,780	121,430
Accrual accounts and other liabilities		504,903	441,140
Liabilities related to non-current assets held for sale		-	-
Technical reserves of insurance companies		-	-
Provisions		216,367	244,863
Subsidies, allocated public funds and special guarantee funds	3.7	-	-
Subordinated debt and special guarantee funds		1,527,370	1,009,366
Equity		3,352,484	3,067,374
Equity attributable to owners of the parent		3,301,247	3,024,734
Share capital and related reserves		2,586,551	2,215,008
Consolidated reserves and retained earnings		377,402	442,115
Unrealised or deferred gains and losses		5,427	4,634
Net income for the year		331,866	362,976
Non-controlling interests		51,237	42,640
TOTAL		46,876,410	44,722,344

CONSOLIDATED INCOME STATEMENT for the year ended 31 December 2011
(DH thousands)

CONSOLIDATED INCOME STATEMENT	Note	31 Dec. 2011	31 Dec. 2010
Interest and related income	2.2	2,524,024	2,451,348
Interest and related expense	2.2	780,224	789,618
Net interest income		1,743,800	1,661,730
Fee and commission income	2.3	332,684	326,542
Fee and commission expense	2.3	26,697	24,824
Net fee and commission income		305,987	301,718
Net gains (losses) on financial instruments at fair value through profit or loss		69,650	91,858
Net gains (losses) on available-for-sale financial assets		8,617	8,156
Income from other activities		10,187	3,931
Expense on other activities		71,171	67,169
NET BANKING INCOME		2,067,071	2,000,223
General operating expenses		927,714	843,265
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		98,255	86,805
Gross operating income		1,041,103	1,070,153
Risk-related costs	2.1	-509,606	-481,384
Operating income		531,497	588,770
Share of earnings of associates		-	-
Net gains (losses) on other assets	2.4	3,552	-256
Change in value of goodwill		-	-
Income before taxes		535,048	588,514
Income tax and deferred taxes		198,755	220,405
Net income (loss) from discontinued operations and operations in the process of sale		-	-
Net income		336,294	368,108
Non-controlling interests		4,427	5,132
Net income attributable to owners of the parent		331,866	362,976

Earnings per share		37.27	41.95
Diluted earnings per share		37.27	41.95

II. Consolidated financial statements under IFRS at 31 December 2010

Balance sheet

IFRS CONSOLIDATED BALANCE SHEET at 31 December 2010		
	DH thousands	
	31.12.2010	31.12.2009
ASSETS		
Cash and amounts due from central banks, Treasury and postal cheque services	2 820 354	2 005 704
Financial assets at fair value through profit or loss	14 858	4 889
Derivatives used for hedging purposes	-	-
Available-for-sale financial assets	1 901 700	1 670 188
Loans and receivables due from credit institutions	5 229 375	3 714 825
Loans and receivables due from customers	33 258 932	33 322 844
Remeasurement adjustment on interest-rate risk hedged portfolio	-	-
Held-to-maturity investments	-	-
Current taxes	58 058	5 061
Deferred taxes	66 848	85 306
Accrued accounts and other assets	188 240	186 068
Non-current assets held for sale	-	-
Investments in associates	-	-
Investment property	-	-
Property, plant and equipment	1 182 078	901 266
Intangible assets	111 300	104 425
Goodwill	-	-
TOTAL	44 722 348	42 160 046
LIABILITIES AND EQUITY		
DH thousands		
	31.12.2010	31.12.2009
Due to central banks, Treasury and postal cheque services	123	7
Financial liabilities at fair value through profit or loss	2 789	2 025
Derivatives used for hedging purposes	-	-
Due to credit institutions	203 528	802 721
Due to customers	35 777 873	30 720 678
Debt securities issued	5 846 045	6 132 465
Remeasurement adjustment on interest-rate risk hedged portfolio	-	-
Current tax liabilities	7 735	24 175
Deferred tax liabilities/Deferred tax liabilities	121 420	107 900
Accrued accounts and other liabilities	441 140	428 163
Liabilities related to non-current assets held for sale	-	-
Technical reserves of insurance companies	-	-
Provisions	244 883	204 029
Subsides, allocated public funds and special guarantee funds	-	-
Subordinated debt and special guarantee funds	1 000 366	1 009 105
Equity	3 067 374	2 728 184
Equity attributable to owners of the parent	3 004 734	2 686 445
Share capital and related reserves	2 215 008	1 807 817
Consolidated reserve and retained earnings	442 115	366 812
Unrealised or deferred gains and losses	4 934	107
Net income for the year	362 978	421 817
Non-controlling interests	42 840	41 741
TOTAL	44 722 348	42 160 046

Income statement

CONSOLIDATED INCOME STATEMENT at 31 December 2010

DH thousands

	31.12.2010	31.12.2009
Interest and related income	2 451 345	2 255 003
Interest and related expense	780 818	798 600
Net interest income	1 661 730	1 407 203
Fee and commission income	328 541	202 137
Fee and commission expense	24 834	25 745
Net fee and commission income	301 718	286 362
Net gains (losses) on financial instruments at fair value through profit or loss	91 898	92 800
Net gains (losses) on available-for-sale financial assets	8 156	15 615
Income from other activities	3 031	4 376
Expense on other activities	67 182	82 400
NET BANKING INCOME	2 000 223	1 700 173
General operating expenses	843 295	732 573
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment	86 805	75 345
Gross operating income	1 070 103	891 200
Risk-related costs	(481 254)	(220 305)
Operating income	688 770	691 800
Share of earnings of associates	-	-
Net gains (losses) on other assets	(258)	(134)
Change in value of goodwill	-	-
Income before taxes	688 514	691 720
Income tax and deferred taxes	320 405	258 343
Net income (loss) from discontinued operations and operations in the process of sale	-	-
Net income	368 109	433 482
Non-controlling interests	5 132	11 665
Net income attributable to owners of the parent	362 976	421 817
Earnings per share	41,88	00,00
Diluted earnings per share	41,88	00,00

III. Parent company accounts at 31 December 2011

BALANCE SHEET (INCLUDING FOREIGN BRANCHES) at 31 December 2011

(DH thousands)

ASSETS	31 Dec. 2011	31 Dec. 2010
Cash and amounts due from central banks, Treasury and postal cheque services	2,115,646	2,620,949
Due from credit institutions	5,164,253	5,962,154
. Demand accounts	399,173	190,641
. Term accounts	4,765,081	5,771,513
Due from customers	34,042,871	32,099,457
. Cash and consumer loans	11,107,866	9,343,145
. Equipment loans	9,719,382	9,766,855
. Property loans	11,003,413	10,358,188
. Other loans	2,212,210	2,631,269
Receivables acquired in factoring operations	-	-
Trading and short-term investment securities	3,804,518	2,322,320
. Government securities	3,012,436	1,746,799
. Other debt securities	786,231	569,875
. Securities evidencing and ownership interest	5,851	5,646
Other assets	107,404	168,609
Held-to-maturity securities	-	-
. Government securities	-	-
. Other debt securities	-	-
Equity interests and similar investments	256,006	224,335
Subordinated receivables	-	-
Assets provided under finance and operating leases	-	-
Intangible assets	117,765	110,611
Property plant and equipment	917,946	859,399
Total Assets	46,526,408	44,367,834

(DH thousands)

LIABILITIES AND SHAREHOLDERS' EQUITY	31. Dec 2011	31 Dec. 2010
Due to central banks, Treasury and postal cheque services	1,184	123
Due to credit institutions	1,158,714	262,016
. Demand accounts	161,742	152,494
. Term accounts	996,972	109,522
Due to customers	33,681,206	33,734,712
. Demand accounts	19,760,939	19,061,775
. Savings accounts	7,107,823	6,458,006
. Term deposits	5,729,494	6,897,855
. Other	1,082,950	1,317,077
Debt securities issued	6,301,539	5,846,045
. Negotiable debt securities	6,301,539	5,846,045
. Bonds	-	-
. Other	-	-
Other liabilities	356,205	312,540
Provisions for contingencies and expenses	390,950	347,738
Regulated provisions	-	-
Subsidies, allocated public funds and special guarantee funds	-	-
Subordinated debt	1,527,370	1,009,366
Revaluation adjustments	-	-
Reserves and additional paid-in capital	1,696,171	1,349,727
Capital	890,380	865,282
Shareholders. Unpaid capital(-)	-	-
Retained earnings (losses)	212,452	279,478
Net income (loss) subject to appropriation	-	-
Net income (loss) for the year	310,237	360,808
Total Liabilities and Shareholder's Equity	46,526,408	44,367,834

STATEMENT OF INCOME AND EXPENSES (including foreign branches)
Year ended 31 December 2011
(DH thousands)

	31 Dec. 2011	31 Dec. 2010
Bank Operating Revenue	2,797,220	2,742,596
Interest and related income on interbank transactions	208,649	193,316
Interest and related income on customer transactions	2,105,347	2,045,742
Interest and related income on debt securities	88,260	91,311
Income from securities evidencing an ownership interest	35,897	31,437
Lease income	-	-
Fees and commissions on services provided	269,588	287,114
Other banking income	89,480	93,676
Bank Operating Expenses	878,534	880,114
Interest on interbank transactions	23,690	22,377
Interest on customer transactions	476,388	443,250
Interest on debt securities issued	276,762	321,360
Lease expenses	-	-
Other banking expenses	101,694	93,127
Net Banking Income	1,918,688	1,862,482
Non-bank operating revenue	26,924	14,247
Non-bank operating expenses	110	-
General Operating Expenses	1,024,810	944,439
Personnel expenses	558,448	521,961
Taxes other than on income	19,973	16,428
External charges	310,522	281,354
Other general operating expenses	15,763	19,232
Depreciation, amortisation and additions to provisions for intangible assets and property, plant and equipment	120,103	105,463
Additions to Provisions and Losses on Irrecoverable Loans	687,361	801,398
Additions to provisions for non-performing loans and off balance sheet commitments	597,289	683,142

Losses on irrecoverable loans	27,497	72,296
Other additions to provisions	62,574	45,960
Reversals of Provisions and Recoveries of Loans Written off	267,960	406,487
Reversals of provisions for non-performing loans and off balance sheet commitments	224,849	288,180
Recoveries of loans written off	14,266	20,097
Other reversals of provisions	28,845	98,211
Income from Ordinary Operations	501,289	537,380
Non-recurring income	7,026	14,189
Non-recurring expenses	15,821	18,840
Income before Tax	492,494	532,729
Income tax	182,257	171,921
NET INCOME FOR THE YEAR	310,237	360,808

IV. Parent company accounts at 31 December 2010

BALANCE SHEET (INCLUDING FOREIGN BRANCHES) at 31 December 2010

BALANCE SHEET (INCLUDING FOREIGN BRANCHES) at 31 December 2010

	DH thousands	
ASSETS	31.12.2010	31.12.2009
Cash and amounts due from central banks, Treasury and postal cheque services	2 620 940	2 000 793
Due from credit institutions	0 062 104	4 367 486
. Demand accounts	190 841	2 056 643
. Term accounts	5 771 513	2 310 843
Due from customers	32 099 467	32 212 476
. Cash and consumer loans	9 343 145	10 440 606
. Equipment loans	9 796 855	8 990 065
. Property loans	10 358 188	9 233 067
. Other loans	2 631 269	3 576 939
Receivables acquired in factoring operations		
Trading and short-term investment securities	2 322 320	1 003 970
. Government securities	1 745 709	1 500 706
. Other debt securities	599 875	307 492
. Securities evidencing and ownership interest	5 648	5 602
Other assets	188 600	110 778
Held-to-maturity securities		
. Government securities		
. Other debt securities		
Equity interests and similar investments	224 330	214 180
Subordinated receivables		
Assets provided under finance and operating leases		
Intangible assets	110 611	103 762
Property, plant and equipment	800 300	606 264
TOTAL ASSETS	44 367 834	41 704 728

	DH thousands	
LIABILITIES AND SHAREHOLDERS' EQUITY	31.12.2010	31.12.2009
Due to central banks, Treasury and postal cheque services	123	7
Due to credit institutions	262 016	790 607
. Demand accounts	152 404	152 229
. Term accounts	109 522	634 379
Due to customers	23 734 712	30 608 300
. Demand accounts	19 061 775	17 669 532
. Savings accounts	6 493 008	6 015 384
. Term deposits	6 807 955	5 938 401
. Other	1 317 077	739 008
Debt securities issued	6 646 040	6 132 460
. Negotiable debt securities	5 645 045	6 132 465
. Bonds		
. Other		
Other liabilities	312 540	326 919
Provisions for contingencies and expenses	347 738	288 002
Regulated provisions	-	65 006
Securities, allocated public funds and special guarantee funds		
Subordinated debt	1 000 366	1 000 100
Revaluation adjustments		
Reserves and additional paid-in capital	1 340 727	1 064 000
Capital	680 282	633 818
Shareholders, unpaid capital(-)		
Retained earnings (losses)	270 478	216 260
Net income (loss) subject to appropriation		
Net income (loss) for the year	360 608	400 378
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	44 367 834	41 704 728

STATEMENT OF INCOME AND EXPENSES (including foreign branches)
Year ended 31 December 2010
STATEMENT OF INCOME AND EXPENSES (including foreign branches)
Year ended 31 December 2010

	DH thousands	
	31.12.2010	31.12.2009
BANK OPERATING REVENUE	2 742 096	2 607 129
Interest and related income on interbank transactions	103 316	102 732
Interest and related income on customer transactions	2 045 742	1 896 659
Interest and related income on debt securities	91 311	73 043
Income from securities evidencing an ownership interest	31 437	45 421
Lease income	-	-
Fees and commissions on services provided	287 114	390 579
Other banking income	93 676	130 693
BANK OPERATING EXPENSES	890 114	848 903
Interest on interbank transactions	22 377	21 161
Interest on customer transactions	443 259	454 657
Interest on debt securities issued	321 380	279 541
Lease expenses	-	-
Other banking expenses	93 127	93 464
NET BANKING INCOME	1 882 402	1 748 323
Non-bank operating revenue	14 247	12 794
Non-bank operating expenses	-	62
GENERAL OPERATING EXPENSES	944 430	873 236
Personnel expenses	621 981	494 348
Taxes other than on income	16 428	11 663
External charges	231 354	272 686
Other general operating expenses	19 232	16 867
Depreciation, amortisation and additions to provisions for intangible assets and property, plant and equipment	105 483	97 653
ADDITIONS TO PROVISIONS AND LOSSES ON IRRECOVERABLE LOANS	901 308	624 029
Additions to provisions for non-performing loans and off balance sheet commitments	693 142	462 260
Losses on irrecoverable loans	72 296	95 143
Other additions to provisions	45 960	77 513
REVERSALS OF PROVISIONS AND RECOVERIES OF LOANS WRITTEN OFF	406 487	384 706
Reversals of provisions for non-performing loans and off balance sheet commitments	299 190	284 010
Recoveries of loans written off	30 007	38 274
Other reversals of provisions	98 211	72 512
INCOME FROM ORDINARY OPERATIONS	537 289	647 669
Non-recurring income	14 184	6 701
Non-recurring expenses	18 540	22 640
INCOME BEFORE TAX	632 729	631 821
Income tax	171 921	222 443
NET INCOME FOR THE YEAR	360 808	409 378

DISCLAIMER

The information hereinabove constitutes only a part of the prospectus approved by the Conseil Déontologique des Valeurs Mobilières (CDVM) under reference number VI/EM/025/2012, on 25 June 2012.

The CDVM recommends reading the full text of the prospectus made available to the public in the French language.