



OCP S.A.

SUMMARY OF THE FINAL PROSPECTUS

Perpetual subordinated bond issue with redemption options and interest deferral
Maximum issuance amount: MAD 5 billion

	Tranche A Unlisted	Tranche B Listed	Tranche C Unlisted	Tranche D Listed	Tranche E Unlisted	Tranche F Listed
Maximum amount	MAD 5 000 000 000 (five billion)					
Maximum No of notes	50 000 perpetual subordinated notes					
Nominal value	MAD 100 000					
Interest Rate	<u>10-year resettable</u> In reference to the 10-year rate based on the primary market Treasury bond yield curve as at 31 October 2016, i.e 3,07% , for the first 10 years, increased by a risk premium, i.e between 3,77% and 4,27% for the first 10 years.		<u>Annually resettable</u> In reference to the 52-week rate based on the primary market Treasury bond yield curve (money market base) as at 21 November 2016, i.e 2,28% , for the first year, increased by a risk premium, i.e between 2,98% and 3,48% for the first year.		<u>5-year resettable</u> In reference to the 5-year rate based on the primary market Treasury bond yield curve as at 14 November 2016, i.e 2,67% , increased by a risk premium, i.e between 3,37% and 3,87% for the first 5 years.	
Risk Premium	Between 70 and 120 bps					
Maturity	Perpetual					
1 st optional redemption date	23 December 2026					
Tradability	Over-the-counter	Casablanca Stock exchange	Over-the-counter	Casablanca Stock exchange	Over-the-counter	Casablanca Stock exchange
Step-up	From 23 December 2026 : a step-up of +25 basis points From December 2046: an additional step-up of +75 basis points					
Allocation method	French method without prioritization amongst the tranches					

SUBSCRIPTION PERIOD: FROM 14-16 DECEMBER 2016 INCLUDED
 (POSSIBLE EARLY CLOSING OF THE SUBSCRIPTION PERIOD ON 15 DECEMBER 2016)

The subscription is limited to qualified investors under Moroccan law, as listed in the present Prospectus

Trading on the secondary market is strictly limited to qualified investors listed in the present Prospectus, and prohibited in the United States, or to a United States resident

Financial Advisor and Global Coordinator	Placement Agent	Custodian	Entity in charge of the registration of the transaction with the Casablanca Stock Exchange
CDG CAPITAL GROUPE CDG	CDG CAPITAL GROUPE CDG	CDG CAPITAL GROUPE CDG	CDG CAPITAL BOURSE CASABLANCA

FINAL VISA OF THE MOROCCAN CAPITAL MARKET AUTHORITY

In accordance with the provisions of the AMMC's circular, taken pursuant to Article 14 of the Dahir No. 1- 93- 212 dated September 21st, 1993 as amended and supplemented, the original of the present final prospectus has been approved by the AMMC on 9th December 2016 under the reference n° VI/EM/031/2016/D

The present final prospectus completes and replaces the preliminary prospectus approved by the AMMC on 28 November, 2016 under the reference n° VI/EM/031/2016/P.



DISCLAIMER

The Moroccan Capital Markets Authority (AMMC) has approved on 8 December 2016 a prospectus relative to a subordinated bond issuance by OCP SA.

The prospectus approved by the AMMC is available at any time at the headquarters of OCP and can be provided by its financial advisor CDG Capital.

The prospectus is also publicly available at the Casablanca Stock Exchange headquarters and on its website (www.casablanca-bourse.com). It is also available for download on the website of the AMMC (www.ammc.ma).

PART I. PRESENTATION OF THE OFFERING

I. CHARACTERISTICS OF THE TRANSACTION

Warning:

A subordinated note differs from a classic bond in terms of the ranking of the claims defined contractually by the subordination clause. The effect of the subordination clause is to condition the repayment of the notes, in the event of the issuer's liquidation, to that of all preferred and unsecured creditors. The principal and interest on the notes represent subordinated commitments of the lowest ranking, and are and will be senior only to the Issuer's equity.

Tranche A: 10-year resettable rate perpetual subordinated unlisted notes, with a first redemption option at year 10

Description of the Securities	Subordinated notes unlisted and dematerialized through registration with Maroclear, the central securities depository, and registered in an account with authorized affiliates.
Type of Securities	Notes
Legal Form	Bearer notes
Tranche Size	Five (5) billion MAD
Maximum Number of Securities to be Issued	50 000 notes
Nominal Value Per Security	MAD 100 000
Subscription Price	At par, ie MAD 100 000
Maturity	Perpetual. The securities are perpetual notes of the Issuer, have no specified maturity date, but may be redeemed at the option of the Issuer from year 10, at any time under certain circumstances (see " Optional Redemption " and " Other Optional Early Redemption Event ").
Interest Rate Type	Resettable rate
Subscription Period	From 14 December to 16 December 2016 included with a possible early closing of the subscription period on 15 December 2016 at 3.30 pm
Entitlement Date	23 December 2016
First Redemption Option Date	23 December 2026 (Entitlement Date + 10 years)



Interest Rate Reset Date(s)	23 December 2026 (Entitlement Date + 10 years) included and thereafter every 10 years
Allocation Method	French method without prioritization amongst the tranches
Nominal Interest Rate	<p>Before and excluding the First Redemption Option Date, the Nominal Interest Rate is based on a calculated rate with reference to the 10 years Treasury bond yield on the primary market as at 31 October 2016, i.e 3.07% plus a risk premium between [70;120] basis points as set after the auction. For the first 10 years, the nominal interest rate ranges between [3,77%; 4,27%].</p> <p>Starting and including the First Redemption Option Date, and at each Interest Rate Reset Date, the interest rate will be reset to a new rate calculated or observed during the last Treasury bonds auction, 5 trading days prior to the coupon anniversary date, on the basis of the 10 years Treasury bonds yield on the primary market, plus a risk premium between [70;120] basis points, and the Applicable Step Up.</p> <p>In case of non-adjudication during that auction, the used interest rate shall be the granted rate during the prior auction.</p> <p>In case of non-adjudication during the last 2 auctions of 10 years Treasury bonds preceding the day falling 5 trading days prior to the coupon anniversary date, the reference rate shall be observed or calculated on the basis of the 10 years Treasury bonds yield curve on the secondary market, as published by Bank Al-Maghrib 5 trading days prior to the coupon anniversary date.</p> <p>The new Nominal Interest Rate will be published by the Issuer in a legal announcements newspaper 4 trading days prior to the coupon payment anniversary.</p> <p>In case the 10 years Treasury bond rate is not directly observable on the yield curve, the 10 years Treasury bond reference will be based on the linear interpolation method using two points around the full 10 years maturity (actuarial basis).</p>
Coupon Payment Date(s)	<p>Annually at the anniversary of the notes' Entitlement Date, ie 23 December of each year, or on the 1st business day following this date if it is not a business day..</p> <p>The interest will cease to accrue from the date the principal is redeemed.</p>
Risk Premium	Between [70;120] basis points
Applicable Step-up	<ul style="list-style-type: none"> ▪ Before and excluding the First Redemption Option Date, no step-up shall be added to the Risk Premium. ▪ From and including 23 December 2026 (Entitlement Date + 10 years), a first step-up of 25 basis points shall be added to the Risk Premium. ▪ From and including 23 December 2046 (Entitlement Date + 30 years), an additional step-up of 75 basis points shall

	apply.
Payable Coupon	At each Coupon Payment Date , the payable coupon shall be the sum of : (i) Base Coupon ; and (ii) Interest Account
Base Coupon	$C = T \times P \times J/365$ or 366 (in the case of a leap year) <ul style="list-style-type: none"> ▪ C : Base coupon ▪ P : Principal ▪ T : Nominal Interest Rate ▪ J : Exact number of days
Interest Account	<ul style="list-style-type: none"> ▪ Nil at the date of the first Coupon Payment Date ▪ At the following Coupon Payment Dates, means the product of: <ul style="list-style-type: none"> (i) Payable Coupon at the preceding Coupon Payment Date minus the coupon paid at the preceding Coupon Payment Date; and (ii) $(1 + \text{Nominal Interest Rate})$ applicable for the period $\times J/365$ or 366 (in the case of a leap year))
Coupon Payment	The Payable Coupon shall be paid annually at each anniversary date of the Entitlement Date of the notes, ie 23 December of each year, or the next business day if this day is not a business day. However, the Issuer may at its option, elect to defer this payment, in whole, but not in part subject to compliance with the Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration .
Cases of Coupon Deferral	Deferral of the Coupon at the issuer's discretion At each Coupon Payment Date , the Issuer can elect, subject to a prior notice to the note holders at least 30 business days before that date, through the Centralizing Body and Custodian, the Representative of the Note Holders , the AMMC and after a publication by the Issuer of a notice in a legal announcements newspaper, to defer the payment in whole but not in part of the Payable Coupon for all the tranches from A to F. Any payment deferral shall not constitute a default by the Issuer, subject to compliance with the Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration .
Restriction on <i>Parri Passu</i> and Junior Tranches Remuneration	If the issuer, at its own discretion, elects to differ the payment of a Payable Coupon , the issuer will not be entitled to: <ul style="list-style-type: none"> - Declare or distribute any dividend on ordinary shares relative to the current financial year, or pay an interest on any tranche which is <i>pari-passu</i> to the present notes, or - Redeem, cancel, purchase or buy-back any tranches that are <i>pari-passu</i> to the present notes, or ordinary shares.



Optional Redemption	<p>From and including the First Redemption Option Date, and annually at each Interest Rate Reset Date, the Issuer may, subject to a prior notice to the Representative of the Note Holders, the Centralizing Body and Custodian, the AMMC and through a publication of a notice in a legal announcements newspaper at least 30 calendar days before that date, redeem the notes in whole, but not in part, at their principal amount, together with the Payable Coupon at the redemption date.</p> <p>This notification remains firm and irrevocable.</p> <p>Any optional redemption of the present tranche A systematically triggers the full redemption of tranches A and B.</p>
Other Optional Early Redemption Event	<p>The Issuer may, subject to a prior written notice with acknowledgement of receipt of at least 30 calendar days to the Representative of the Note Holders, to the Centralizing Body and Custodian, to the AMMC and through a publication of a notice in a legal announcements newspaper, redeem the Issue in whole, but not in part, including all the tranches, at its principal amount, together with the Payable Coupon at the set redemption date if the following event occurs:</p> <ul style="list-style-type: none">- at any time, the Issuer has received written confirmation from any rating agency from whom the Issuer is assigned solicited ratings either directly or via a publication by such agency, that an amendment or a change has occurred regarding the Equity Content criteria of such rating agency, which amendment or change results in a lower Equity Content for the notes than the then respective Equity Content assigned on the issue date, or if Equity Content is not assigned on the issue date, at the date at which the Equity Content is assigned for the first time (a "Rating Methodology Event")
Equity Content	<p>The portion of the Issue incorporated in the Issuer's equity by the rating agencies.</p>
Assimilations	<p>The perpetual subordinated notes issued in the present Transaction have not been assimilated to any previously issued notes.</p> <p>In the event that the Issuer were to subsequently issue new securities that have identical rights, in all aspects, to those of the present issue, it may, without requiring the bearers' consent, and provided the issue contracts allow it, assimilate all the securities of the subsequent issues, thereby unifying all operations relating to their management and trading.</p>
Ranking/Subordination	<p>The issued notes are subordinated securities.</p> <p>The principal and interest of the notes represent unconditional, unsecured, direct commitments. They are subordinated with the lowest ranking, and are and shall be senior solely to the Issuer's ordinary shares.</p>

Guarantee	This issue is unsecured
Notes Tradability	The notes are tradable over-the-counter only between qualified investors as listed in Part 2. IV of the Prospectus. These notes cannot be offered, sold, or resold in the United States, or to a United States resident.
Payment of the Notes in the Event of the Liquidation of the Issuer	<p>If any judgment is rendered by the competent court declaring the judicial liquidation of the Issuer or to sell off the business as a whole following a legal redress in respect of the Issuer or in the event of the liquidation of the Issuer for any other reason, the payments of the creditors of the Issuer shall be made according to the order of priority set out below (in each case subject to the payment in full of priority creditors) and no payment of principal and interests (including the Interest Account) on the notes may be made until all holders of other indebtedness (other than securities ranking <i>pari-passu</i>) have been paid in full.</p> <p>This means that:</p> <ul style="list-style-type: none"> ▪ unsubordinated creditors under the Issuer’s unsubordinated obligations; ▪ ordinary subordinated creditors under the Issuer’s ordinary subordinated obligations; <p>will be paid in priority to the creditors ranking <i>pari-passu</i> with the holders of the present notes.</p>
Representative of the Note Holders	<p>The President of the Board of Directors decided, in accordance with the General Assembly decision of 4 October 2016, to designate the firm HDID Consultants, represented by Mr. Mohamed HDID, acting as managing partner, 294 Bd Yacoub Mansour Etage 4 n°15 Casablanca, as the interim representative of Tranche A note holders pending the holding of the general meeting of note holders that should designate these note holders’ representative, on the understanding that the date of entry into force of this decision is the opening date for the subscription period of tranche A notes, and that the appointed interim representative is identical for Tranches A and B, that are gathered in a single and same note holders group.</p> <p>Furthermore, the President of the Board of Directors undertakes to call a note holders’ general meeting within a maximum period of one year from the opening date of the subscription period, in order to designate the permanent representative. The identity of this person shall be made public via press release.</p>
Rating	The present Issue is not rated
Governing Law Competent Jurisdiction	Moroccan law Casablanca Commercial Court
Centralizing Body and Custodian	Refers to CDG Capital as the centralizing body and custodian, in charge of the notes’ financial servicing.



Tranche B: 10-year resettable rate perpetual subordinated notes listed on the Casablanca Stock Exchange, with a first redemption option at year 10

Description of the Securities	Subordinated notes listed on the Casablanca Stock Exchange dematerialized through registration with Maroclear, the central securities depository, and registered in an account with authorized affiliates.
Type of Securities	Notes
Legal Form	Bearer notes
Tranche Size	Five (5) billion MAD
Maximum Number of Securities to be Issued	50 000 notes
Nominal Value Per Security	MAD 100 000
Subscription Price	At par, ie MAD 100 000
Maturity	Perpetual. The securities are perpetual notes of the Issuer, have no specified maturity date, but may be redeemed at the option of the Issuer from year 10, at any time under certain circumstances (see “ Optional Redemption ” and “ Other Optional Early Redemption Events ”).
Interest Rate Type	Resettable
Subscription Period	From 14 December to 16 December 2016 included with a possible early closing of the subscription period on 15 December 2016 at 3.30 pm
Entitlement Date	23 December 2016
First Redemption Option Date	23 December 2026 (Entitlement Date + 10 years)
Interest Rate Reset Date(s)	23 December 2026 (Entitlement Date + 10 years) included and thereafter every 10 years.
Allocation Method	French method without prioritization amongst the tranches
Nominal Interest Rate	Before and excluding the First Redemption Option Date , the Nominal Interest Rate is based on a calculated rate with reference to the 10 years Treasury bond yield on the primary

	<p>market as at 31 October 2016, i.e 3.07% plus a risk premium between [70;120] basis points as set after the auction. For the first 10 years, the nominal interest rate ranges between [3,77%; 4,27%].</p> <p>Starting and including the First Redemption Option Date, and at each Interest Rate Reset Date, the interest rate will be reset to a new rate calculated or observed during the last Treasury bonds auction, 5 trading days prior to the coupon anniversary date, on the basis of the 10 years Treasury bonds yield on the primary market, plus a risk premium between [70;120] basis points, and the Applicable Step Up.</p> <p>In case of non-adjudication during that auction, the used interest rate shall be the granted rate during the prior auction.</p> <p>In case of non-adjudication during the last 2 auctions of 10 years Treasury bonds preceding the day falling 5 trading days prior to the coupon anniversary date, the reference rate shall be observed or calculated on the basis of the 10 years Treasury bonds yield curve on the secondary market, as published by Bank Al-Maghrib 5 trading days prior to the coupon anniversary date.</p> <p>The new Nominal Interest Rate will be published by the Issuer in a legal announcements newspaper 4 trading days prior to the coupon payment anniversary.</p> <p>In case the 10 years Treasury bond rate is not directly observable on the yield curve, the 10 years Treasury bond reference will be based on the linear interpolation method using two points around the full 10 years maturity (actuarial basis).</p>
Coupon Payment Date	<p>Annually at the anniversary of the notes' Entitlement Date, ie 23 December of each year, or on the 1st business day following this date if it is not a business day.</p> <p>The interest will cease to accrue from the date the principal is redeemed.</p>
Risk Premium	Between [70;120] basis points
Applicable Step-up	<ul style="list-style-type: none"> ▪ Before and excluding the First Redemption Option Date, no step-up shall be added to the Risk Premium. ▪ From and including 23 December 2026 (Entitlement Date + 10 years), a first step-up of 25 basis points shall be added to the Risk Premium. ▪ From and including 23 December 2046 (Entitlement Date), or the next business day if this date is not a business day, an additional step-up of 75 basis points shall apply.
Payable Coupon	<p>At each Coupon Payment Date, the payable coupon shall be the sum of :</p> <ul style="list-style-type: none"> (i) Base Coupon ; and (ii) Interest Account
Base Coupon	$C = T \times P \times J/365$ or 366 (in the case of a leap year)



	<ul style="list-style-type: none"> ▪ C : Base coupon ▪ P : Principal ▪ T : Nominal Interest Rate ▪ J : Exact number of days
<p>Interest Account</p>	<ul style="list-style-type: none"> ▪ Nil at the date of the first Coupon Payment Date ▪ At the following Coupon Payment Dates, means the product of: <ul style="list-style-type: none"> (i) Payable Coupon at the preceding Coupon Payment Date minus the coupon paid at the preceding Coupon Payment Date; and (ii) $(1 + \text{Nominal Interest Rate})$ applicable for the period $\times J/365$ or 366 (in the case of a leap year))
<p>Coupon Payment</p>	<p>The Payable Coupon shall be paid annually at each anniversary date of the Entitlement Date of the notes, ie 23 December of each year, or the next business day if this day is not a business day.</p> <p>However, the Issuer may at its option, elect to defer this payment, in whole, but not in part subject to compliance with the Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration.</p>
<p>Cases of Coupon Deferral</p>	<p>Deferral of the Coupon at the issuer's discretion</p> <p>At each Coupon Payment Date, the Issuer can elect, subject to a prior notice to the note holders at least 30 business days before that date, through the Centralizing Body and Custodian, the Note Holders Representative, the AMMC, the Casablanca Stock Exchange, and after a publication by the Issuer of a notice in a legal announcements newspaper, to defer the payment, in whole but not in part of the Payable Coupon for all tranches from A to F. Any payment deferral shall not constitute a default by the Issuer, subject to compliance with the Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration.</p>
<p>Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration</p>	<p>If the issuer, at its own discretion, elects to differ the payment of a Payable Coupon, the issuer will not be entitled to:</p> <ul style="list-style-type: none"> - Declare or distribute any dividend on ordinary shares relative to the current financial year, or pay an interest on any tranche which is <i>pari-passu</i> to the present notes, or - Redeem, cancel, purchase or buy-back any tranches that are <i>pari-passu</i> to the present notes, or ordinary shares.
<p>Optional Redemption</p>	<p>From and including the First Redemption Option Date, and annually at each Interest Rate Reset Date, the Issuer may, subject to a prior notice to the Representative of the Note Holders, the Centralizing Body and Custodian, the AMMC, the Casablanca Stock Exchange and a publication of a notice in a legal announcements newspaper at least a 30 calendar days before that date, redeem the notes in whole, but not in part, at</p>

	<p>their principal amount, together with the Payable Coupon at the redemption date.</p> <p>This notification remains firm and irrevocable.</p> <p>Any optional redemption of the present tranche B systematically triggers the full redemption of tranches A and B.</p>
Other Optional Early Redemption Event	<p>The Issuer may, subject to a prior written notice with acknowledgement of receipt of at least a 30 calendar days to the Representative of the Note Holders to the Centralizing Body and Custodian, to the AMMC, to the Casablanca Stock Exchange and a publication of a notice in a legal announcements newspaper, redeem the Issue in whole, but not in part, including all the tranches, at its principal amount, together with the Payable Coupon at the set redemption date if the following event occurs:</p> <ul style="list-style-type: none"> - at any time, the Issuer has received written confirmation from any rating agency from whom the Issuer is assigned solicited ratings either directly or via a publication by such agency, that an amendment or a change has occurred regarding the Equity Content criteria of such rating agency, which amendment or change results in a lower Equity Content for the notes than the then respective Equity Content assigned on the issue date, or if Equity Content is not assigned on the issue date, at the date at which the Equity Content is assigned for the first time (a "Rating Methodology Event")
Equity Content	<p>The portion of the Issue incorporated in the Issuer's equity by the rating agencies.</p>
Assimilations	<p>The perpetual subordinated notes issued in the present Transaction have not been assimilated to any previously issued notes.</p> <p>In the event that the Issuer were to subsequently issue new securities that have identical rights, in all aspects, to those of the present issue, it may, without requiring the bearers' consent, and provided the issue contracts allow it, assimilate all the securities of the subsequent issues, thereby unifying all operations relating to their management and trading.</p>
Ranking/Subordination	<p>The issued notes are subordinated securities.</p> <p>The principal and interest of the notes represent unconditional, unsecured direct commitments. They are subordinated with the lowest ranking and are and shall be senior solely to the Issuer's ordinary shares.</p>
Guarantee	<p>This issue is unsecured</p>
Notes Tradability	<p>The notes are tradable on the Casablanca Stock Exchange, only between qualified investors as listed in Part 2. IV of the Prospectus. These notes cannot be offered, sold, or resold in the United States, or to a United States resident.</p>

<p>Payment of the Notes in the Event of the Liquidation of the Issuer</p>	<p>If any judgment is rendered by the competent court declaring the judicial liquidation of the Issuer or to sell off the business as a whole following a legal redress in respect of the Issuer or in the event of the liquidation of the Issuer for any other reason, the payments of the creditors of the Issuer shall be made according to the order of priority set out below (in each case subject to the payment in full of priority creditors) and no payment of principal and interests (including the Interest Account) on the notes may be made until all holders of other indebtedness (other than securities ranking <i>pari-passu</i>) have been paid in full.</p> <p>This means that:</p> <ul style="list-style-type: none"> ▪ unsubordinated creditors under the Issuer’s unsubordinated obligations; ▪ ordinary subordinated creditors under the Issuer’s ordinary subordinated obligations; <p>will be paid in priority to the creditors ranking <i>pari-passu</i> with the holders of the present notes.</p>
<p>Securities Listing</p>	<p>Tranche B notes will be listed on the Casablanca Stock Exchange and will be subject to an application for admission to the fixed-income compartment of the Casablanca Stock Exchange. Their listing date on this compartment is scheduled for 20 December 2016 under the Ticker OOCPB, in order to be listed on the Casablanca Stock Exchange, the aggregate amount allocated to tranches B, D and F must be greater than or equal to MAD 20,000,000. If at the end of the subscription period the aggregate amount allocated to tranches B, D and F is less than MAD 20,000,000, the subscriptions relative to these tranches will be canceled.</p>
<p>Initial Trading Procedure</p>	<p>Tranche B notes will be traded via a direct trading mechanism in accordance with Articles 1.2.6 and 1.2.22 of the General Rules of the Stock Exchange.</p>
<p>Registration of the Transaction with the Casablanca Stock Exchange</p>	<p>The entity responsible for the registration of the transaction with the Casablanca Stock Exchange is the brokerage firm CDG Capital Bourse.</p>
<p>Representative of the Note Holders</p>	<p>The President of the Board of Directors decided, in accordance with the General Assembly decision of 4 October 4 2016, to designate the firm HDID Consultants, represented by Mr. Mohamed HDID, acting as managing partner, 294 Bd Yacoub Mansour Etage 4 n°15 Casablanca, as the interim representative of Tranche B note holders pending the holding of the general meeting of note holders that should designate these note holders’ representative, on the understanding that the date of entry into force of this decision is the opening date for the subscription period of tranche B notes and that the appointed interim representative is identical for Tranches A and B, that are gathered in a single and same note holders group.</p> <p>Furthermore, the President of the Board of Directors undertakes to call a note holders’ general meeting within a maximum period of one year from the opening date of the subscription period, in order to designate the permanent representative. The identity of</p>



	this person shall be made public via press release.
Rating	The present Issue is not rated
Governing Law Competent Jurisdiction	Moroccan law Casablanca Commercial Court
Centralizing Body and Custodian	Refers to CDG Capital as the centralizing body and custodian, in charge of the notes' financial servicing.



Tranche C: Annually resettable rate perpetual subordinated unlisted notes with a first redemption option at year 10

Description of the securities	Perpetual subordinated notes unlisted and dematerialized through registration with the central securities depository (Maroclear) and registered in an account with authorized affiliates
Legal form	Bearer bonds
Tranche size	Five (5) billion dirhams
Maximum Number of Securities to be issued	50 000 notes
Nominal Value Per Security	MAD 100 000
Subscription price	At par, ie MAD 100 000
Maturity	Perpetual. The securities are perpetual notes of the Issuer, have no specified maturity date, but may be redeemed at the option of the Issuer from year 10, at any time under certain circumstances (see “ Optional Redemption ” and “ Other Optional Early Redemption Events ”).
Interest Rate Type	Resettable
Subscription period	From 14 December to 16 December 2016, included with a possible early closing of the subscription period on 15 December 2016 at 3.30pm
Entitlement Date	23 December 2016
First Redemption Option Date	23 December 2026 (Entitlement Date + 10 years)
Allocation Method	French method without prioritization amongst the tranches
Nominal Interest Rate	Resettable annually. The interest rate will be reset annually to a rate equivalent to the Reference Interest Rate plus: <ul style="list-style-type: none"> (i) A risk premium between [70;120] basis points for the first 10 years period; (ii) A risk premium between [70;120] basis points and the Applicable Step-up beyond 10 years. The Nominal Interest Rate will be published by the Issuer in a legal announcements newspaper 4 trading days prior to the coupon payment anniversary. For the first year, the nominal interest rate ranges between [2,98%; 3,48%], calculated on the basis of the 52 weeks Treasury bonds yield (money market rate) on the primary market, on 21 November 2016, ie. 2,28%, plus a risk premium between [70;120] basis points.
Reference Interest rate	At each anniversary of the notes’ entitlement date, the reference rate shall be: Observed or calculated on the basis of the 52 weeks’ Treasury bonds yield on the primary market (money market rate), on the last auction preceding the day falling 5 trading days before the

	<p>coupon anniversary date.</p> <p>In case of non-adjudication during that auction, the used interest rate shall be the granted rate during the prior auction.</p> <p>In case of non-adjudication during the last two 52 weeks' Treasury bonds auctions preceding the day falling 5 trading days prior to the coupon anniversary date, the reference rate shall be observed or calculated on the basis of the 52 weeks Treasury bonds' yield curve on the secondary market, as published by Bank-Al Maghrib 5 trading days prior to the coupon anniversary.</p> <p>In case the 52 weeks Treasury bond rate is not observable on the yield curve, the determination of the Reference Interest Rate will be based on the linear interpolation method using two points around the full 52 weeks (money-market basis) maturity. This linear interpolation will be done after the conversion of the rate immediately above the 52-weeks maturity (actuarial basis) into an equivalent money-market rate. The calculation formula is:</p> $(((\text{Actuarial rate} + 1)^{(k / \text{exact number of days}}) - 1) \times 360/k)$ <p>;Where:</p> <p>k: is the maturity of the actuarial rate to be transformed.</p> <p>Exact number of days: 365 or 366 days (in case of a leap year).</p> <p>The Reference Interest Rate will be published by the Issuer in a legal announcements newspaper 4 trading days prior to the coupon payment anniversary, or the next business day following this date if it is not a business day.</p>
Coupon Payment Date	<p>Annually at the anniversary of the notes' Entitlement Date, ie 23 December of each year, or on the 1st business day following this date if it is not a business day.</p> <p>The interest will cease to accrue from the date the principal is redeemed.</p>
Risk Premium	Between [70;120] basis points
Applicable Step-up	<ul style="list-style-type: none"> ▪ Before and excluding the First Redemption Option Date, no step-up shall be added to the Risk Premium. ▪ From and including 23 December 2016 (Entitlement Date + 10 years), a first step-up of 25 basis points shall be added to the Risk Premium. ▪ From and including 23 December 2046 (Entitlement Date + 30 years), an additional step-up of 75 basis points shall apply .
Payable Coupon	<p>At each Coupon Payment Date, the payable coupon shall be the sum of:</p> <ul style="list-style-type: none"> (i) Base Coupon; and (ii) Interest Account.
Base Coupon	$C = T \times P \times J/360$ <ul style="list-style-type: none"> ▪ C : Base Coupon ▪ P : Principal ▪ T : Nominal Interest Rate ▪ J: Exact number of days
Interest Account	<ul style="list-style-type: none"> ▪ Nil at the date of the first Coupon Payment Date



	<ul style="list-style-type: none"> ▪ At the subsequent Coupon Payment Dates, means the product of: <ul style="list-style-type: none"> (i) Payable Coupon at the preceding Coupon Payment Date minus the coupon paid at the preceding Coupon Payment Date; and (ii) $(1 + \text{Nominal Interest Rate applicable for the period} \times J/360)$
Coupon Payment	<p>The Payable Coupon shall be paid annually at each anniversary date of the Entitlement Date of the notes, ie 23 December of each year, or the next business day if this day is not a business day.</p> <p>However, the Issuer may at its option, elect to defer this payment, in whole but not in part subject to compliance with the Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration.</p>
Cases of Coupon Deferral	<p>Deferral of the coupon at the discretion of the Issuer</p> <p>At each Coupon Payment Date, the Issuer can elect, subject to a prior notice to the note holders at least 30 business days before that date through the Centralizing Body and Custodian, the Representative of the Note Holders, the AMMC and after a publication by the Issuer of a notice in a legal announcements newspaper to defer the payment, in whole but not in part of the Payable Coupon for all the tranches from A to F. Any payment deferral shall not constitute a default by the Issuer, subject to compliance with the Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration.</p>
Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration	<p>If the Issuer at its discretion, elects to differ a payment of the Payable Coupon, the issuer will not be entitled to:</p> <ul style="list-style-type: none"> - Declare or distribute any dividend on ordinary shares relative to the current financial year, or pay an interest on any tranche which is <i>pari-passu</i> to the present notes, or - Redeem, cancel, purchase or buy-back any tranches that are <i>pari-passu</i> to the present notes, or ordinary shares.
Optional Redemption	<p>From and including the First Redemption Option Date, and annually at each Interest Rate Reset Date, the Issuer may, subject to a prior notice to the Representative of the Note Holders, to the Centralizing Body and Custodian, the AMMC and a publication of a notice in a legal announcements newspaper at least 30 calendar days before that date, redeem the notes in whole, but not in part, at their principal amount, together with the Payable Coupon at the redemption date.</p> <p>This notification remains firm and irrevocable.</p> <p>Any optional redemption of the present tranche C systematically triggers the full redemption of tranches C and D.</p>
Other Optional Early Redemption Event	<p>The Issuer may, subject to a written prior notice with acknowledgement of receipt of at least 30 calendar days to the Representative of the Note Holders, to the Centralizing Body and Custodian, to the AMMC and through a publication of a notice in a legal announcements newspaper, redeem the Issue in whole, but not in part, including all the tranches, at its principal amount, together with the Payable Coupon at the set redemption date if the following event occurs:</p>

	<p>at any time, the Issuer has received written confirmation from any rating agency from whom the Issuer is assigned solicited ratings either directly or via a publication by such agency, that an amendment or change has occurred regarding the Equity Content criteria of such rating agency, which amendment, clarification or change results in a lower Equity Content for the notes than the then respective Equity Content assigned on the issue date, or if Equity Content is not assigned on the issue date, at the date at which the Equity Content is assigned for the first time (a "Rating Methodology Event")</p>
Equity Content	The portion of the notes incorporated in the Issuer's equity by the rating agencies.
Assimilations	<p>The perpetual subordinated notes issued in the present Transaction have not been assimilated to any previously issued notes.</p> <p>In the event that the Issuer were to subsequently issue new securities that have identical rights, in all aspects, to those of the present issue, it may, without requiring the bearers' consent, assimilate all the securities of the subsequent issues, thereby unifying all operations relating to their management and trading.</p>
Ranking/Subordination	<p>The issued notes are subordinated securities.</p> <p>The principal and interest of the notes represent unconditional, unsecured direct commitments. They are subordinated with the lowest ranking and are and shall be senior solely to the Issuer's ordinary shares.</p>
Guarantee	This issue is unsecured
Notes Tradability	The notes are tradable over-the-counter only between qualified investors as listed in Part 2. IV of the Prospectus. These notes cannot be offered, sold, or resold in the United States, or to a United States resident.
Payment of the Notes in the Event of the Liquidation of the Issuer	<p>If any judgment is rendered by the competent court declaring the judicial liquidation of the Issuer or to sell off the the business as a whole following a legal redress in respect of the Issuer or in the event of the liquidation of the Issuer for any other reason, the payments of the creditors of the Issuer shall be made according to the order of priority set out below (in each case subject to the payment in full of priority creditors) and no payment of principal and interests (including the Interest Account) on the notes may be made until all holders of other indebtedness (other than securities ranking <i>pari-passu</i>) have been paid in full.</p> <p>This means that:</p> <ul style="list-style-type: none"> ▪ unsubordinated creditors under the Issuer's unsubordinated obligations; ▪ ordinary subordinated creditors under the Issuer's ordinary subordinated obligations; <p>will be paid in priority to the creditors ranking <i>pari-passu</i> with the holders of the present notes.</p>
Representative of the Note Holders	The President of the Board of Directors decided, in accordance with the General Assembly decision of 4 October 2016, to designate the firm HDID Consultants , represented by Mr. Mohamed HDID , acting as managing partner, 294 Bd Yacoub



	<p>Mansour Etage 4 n°15 Casablanca, as the interim representative of Tranche C note holders pending the holding of the general meeting of note holders that should designate these note holders' representative, on the understanding that the date of entry into force of this decision is the opening date for the subscription period of tranche C notes and that the appointed interim representative is identical for Tranches C and D, that are gathered in a single and same note holders group.</p> <p>Furthermore, the President of the Board of Directors undertakes to call a note holders' general meeting within a maximum period of one year from the opening date of the subscription period in order to designate the permanent representative. The identity of this person shall be made public via press release.</p>
Rating	The present Issue is not rated
Governing Law Competent Jurisdiction	Moroccan law Casablanca Commercial Court
Centralizing Body and Custodian	Refers to CDG Capital as the centralizing body and custodian, in charge of the notes' financial servicing.

Tranche D: Annually resettable rate perpetual subordinated notes, listed on the Casablanca Stock exchange with a first redemption option at year 10

Description of the securities	Perpetual subordinated notes listed on the Casablanca Stock Exchange, dematerialized through registration with the central securities depository (Maroclear) and registered in an account with authorized affiliates
Legal form	Bearer bonds
Maximum issue amount	Five (5) billion dirhams
Maximum Number of Securities to be issued	50 000 notes
Nominal Value Per Security	MAD 100 000
Subscription price	At par, ie MAD 100 000
Maturity	Perpetual. The securities are perpetual notes of the Issuer, have no specified maturity date, but may be redeemed at the option of the Issuer from year 10, at any time under certain circumstances (see “ Optional Redemption ” and “ Other Optional Early Redemption Events ”).
Interest Rate Type	Resettable
Subscription period	From 14 December to 16 December 2016 included with a possible early closing of the subscription period on 15 December 2016 at 3.30pm
Entitlement Date	23 December 2016
First Redemption Option Date	23 December 2026 (Entitlement Date + 10 years).
Allocation Method	French method without prioritization amongst the tranches
Nominal Interest Rate	Resettable annually. The interest rate will be reset annually to a rate equivalent to the Reference Interest Rate plus: (i) A risk premium between [70;120] basis points for the first 10 years period; (ii) A risk premium between [70;120] basis points and the Applicable Step-up beyond 10 years. The Nominal Interest Rate will be published by the Issuer in a legal announcements newspaper 4 trading days prior to the coupon payment anniversary. For the first year, the nominal interest rate ranges between [2,98%; 3,48%], calculated on the basis of the 52 weeks Treasury bonds yield (money market rate) on the primary market, on 21 November 2016, ie. 2,28%, plus a risk premium between [70;120] basis points.
Reference Interest rate	At each anniversary of the notes’ entitlement date, the reference rate shall be: Observed or calculated on the basis of the 52 weeks’ Treasury bonds yield on the primary market (money market rate) on the last auction preceding the day falling 5 trading days before the coupon anniversary date. In case of non-adjudication during that auction, the used interest rate shall be the granted rate during the prior auction.

	<p>In case of non-adjudication during the last two 52 weeks' Treasury bonds auctions preceding the day falling 5 trading days prior to the coupon anniversary date, the reference rate shall be observed or calculated on the basis of the 52 weeks Treasury bonds' yield curve on the secondary market, as published by Bank-Al Maghrib 5 trading days prior to the coupon anniversary.</p> <p>In case the 52 weeks Treasury bonds interest rate is not observable on the yield curve, the determination of the Reference Interest Rate will be based on the linear interpolation method using two points around the full 52 weeks (money-market basis) maturity. This linear interpolation will be done after the conversion of the rate immediately above the 52-weeks maturity (actuarial basis) into an equivalent money-market rate. The calculation formula is: $((\text{Actuarial rate} + 1)^{\frac{k}{\text{exact number of days}}}) - 1 \times \frac{360}{k}$; Where:</p> <p>k: is the maturity of the actuarial rate to be transformed.</p> <p>Exact number of days: 365 or 366 days (in case of a leap year).</p> <p>The Reference Interest Rate will be published by the Issuer in a legal announcements newspaper 4 trading days prior to the coupon payment anniversary, or the next business day following this date if it is not a business day.</p>
Coupon Payment Date	<p>Annually at the anniversary of the notes' Entitlement Date, ie 23 December of each year, or on the 1st business day following this date if it is not a business day.</p> <p>The interest will cease to accrue from the date the principal is redeemed.</p>
Risk Premium	Between [70;120] basis points
Applicable Step-up	<ul style="list-style-type: none"> ▪ Before and excluding the First Redemption Option Date, no step-up shall be added to the Risk Premium. ▪ From and including 23 December 2026 (Entitlement Date + 10 years), a first step-up of 25 basis points shall be added to the Risk Premium. ▪ From and including 23 December 2046 (Entitlement Date + 30 years), an additional step-up of 75 basis points shall apply.
Payable Coupon	<p>At each Coupon Payment Date, the payable coupon shall be the sum of:</p> <ul style="list-style-type: none"> (i) Base Coupon; and (ii) Interest Account.
Base Coupon	<p>$C = T \times P \times J/360$</p> <ul style="list-style-type: none"> ▪ C : Base Coupon ▪ P : Principal ▪ T : Nominal Interest Rate ▪ J: Exact number of days
Interest Account	<ul style="list-style-type: none"> ▪ Nil at the date of the first Coupon Payment Date ▪ At the subsequent Coupon Payment Dates, means the product of: <ul style="list-style-type: none"> (i) Payable Coupon at the preceding Coupon Payment Date minus the coupon paid at the preceding Coupon

	<p>Payment Date; and</p> <p>(ii) $(1 + \text{Nominal Interest Rate})$ applicable for the period $\times J/360$</p>
Coupon payment	<p>The Payable Coupon shall be paid annually at each anniversary date of the Entitlement Date of the notes, ie 23 December of each year, or the next business day if this day is not a business day.</p> <p>However, the Issuer may at its option, elect to defer this payment, in whole but not in part, subject to compliance with the Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration.</p>
Cases Coupon Deferral	<p>Deferral of the coupon at the discretion of the Issuer</p> <p>At each Coupon Payment Date, the Issuer can elect, subject to a prior notice to note holders at least 30 business days before that date through the Centralizing Body and Custodian, the Representative of the Note Holders, the AMMC and after a publication of a notice by the Issuer in a legal announcements newspaper, to defer the payment, in whole but not in part, of the Payable Coupon for all the tranches from A to F. Any payment deferral shall not constitute a default by the Issuer, subject to compliance with the Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration.</p>
Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration	<p>If the Issuer at its discretion, elects to differ a payment of the Payable Coupon, the issuer will not be entitled to:</p> <ul style="list-style-type: none"> - Declare or distribute any dividend on ordinary shares relative to the current financial year, or pay an interest on any tranche which is <i>pari-passu</i> to the present notes, or - Redeem, cancel, purchase or buy-back any tranches that are <i>pari-passu</i> to the present notes, or ordinary shares.
Optional Redemption	<p>From and including the First Redemption Option Date, and annually at each Interest Rate Reset Date, the Issuer may, subject to a prior notice of at least 30 calendar days before that date to the Representative of the Note Holders, to the Centralizing Body and Custodian, to the AMMC, to the Casablanca Stock Exchange and after a publication of a notice in a legal announcements newspaper, redeem the notes in whole, but not in part, at their principal amount, together with the Payable Coupon at the redemption date.</p> <p>This notification remains firm and irrevocable.</p> <p>Any early optional redemption of the present tranche systematically triggers the full redemption of tranches C and D.</p>
Other Optional Early Redemption Event	<p>The Issuer may, subject to a written prior notice of at least 30 calendar days with acknowledgement of receipt to the Representative of the Note Holders, to the Centralizing Body and Custodian, to the AMMC and a publication of a notice in a legal announcements newspaper, redeem the Issue in whole, but not in part, including all the tranches, at its principal amount, together with the Payable Coupon at the set redemption date the following event occurs:</p> <ul style="list-style-type: none"> - at any time, the Issuer has received written confirmation from any rating agency from whom the Issuer is assigned solicited ratings either directly or via a publication by such agency, that an amendment or change has occurred in the Equity Content criteria of such rating agency, which



	<p>amendment, clarification or change results in a lower Equity Content for the notes than the then respective Equity Content assigned on the issue date, or if Equity Content is not assigned on the issue date, at the date at which the Equity Content is assigned for the first time 'a "Rating Methodology Event")</p>
Equity Content	<p>The portion of the Issue incorporated in the Issuer's equity by the rating agencies.</p>
Assimilations	<p>The perpetual subordinated notes issued in the present Transaction have not been assimilated to any previously issued notes.</p> <p>In the event that the Issuer were to subsequently issue new securities that have identical rights, in all aspects, to those of the present issue, it may, without requiring the bearers' consent, provided the issuer contract allows it, assimilate all the securities of the subsequent issues, thereby unifying all operations relating to their management and trading.</p>
Ranking/Subordination	<p>The issued notes are subordinated securities.</p> <p>The principal and interest of the notes represent unconditional, unsecured direct commitments. There are subordinated with the lowest ranking and are and shall be senior solely to the Issuer's ordinary shares.</p>
Guarantee	<p>This issue is unsecured</p>
Notes Tradability	<p>The notes are tradable on the Casablanca Stock exchange only between qualified investors as listed in Part 2. IV of the Prospectus. These notes cannot be offered, sold, or resold in the United States, or to a United States citizen.</p>
Payment of the Notes in the Event of the Liquidation of the issuer	<p>If any judgment is rendered by the competent court declaring the judicial liquidation of the Issuer or to sell off the business as a whole following an order of legal redress in respect of the Issuer or in the event of the liquidation of the Issuer for any other reason, the payments of the creditors of the Issuer shall be made according to the order of priority set out below (in each case subject to the payment in full of priority creditors) and no payment of principal and interests (including the Interest Account) on the notes may be made until all holders of other indebtedness (other than securities ranking <i>pari-passu</i>) have been paid in full.</p> <p>This means that:</p> <ul style="list-style-type: none"> ▪ unsubordinated creditors under the Issuer's unsubordinated obligations; ▪ ordinary subordinated creditors under the Issuer's ordinary subordinated obligations; <p>will be paid in priority to the creditors ranking <i>pari-passu</i> with the holders of the present notes.</p>
Securities Listing	<p>Tranche D notes will be listed on the Casablanca Stock Exchange and will be subject to an application for admission to the fixed-income compartment of the Casablanca Stock Exchange. Their listing date on this compartment is scheduled for 20 December 2016 under the Ticker OOCPC. To be listed on the Casablanca Stock Exchange, the aggregate amount allocated to tranches B, D and F must be greater than or equal to MAD 20,000,000. If at the end of the subscription period the aggregate amount allocated to tranches B, D and F is less than MAD 20,000,000, the subscriptions relative to these</p>

	tranches will be canceled.
Initial Trading Procedure	Tranche D notes will be traded via a direct trading method in accordance with Articles 1.2.6 and 1.2.22 of the General Rules of the Stock Exchange.
Registration of the Transaction with the Casablanca Stock Exchange	The entity responsible for the registration of the transaction with the Casablanca Stock Exchange is the brokerage firm CDG Capital Bourse.
Representative of the Note Holders	<p>The President of the Board of Directors decided, in accordance with the General Assembly decision of 4 October 2016, to designate the firm HDID Consultants, represented by Mr. Mohamed HDID, acting as managing partner, 294 Bd Yacoub Mansour Etage 4 n°15 Casablanca, as the interim representative of Tranche D note holders pending the holding of the general meeting of note holders that should designate these note holders' representative, on the understanding that the date of entry into force of this decision is the opening date for the subscription period of tranche D notes, and that the appointed interim representative is identical for Tranches C and D, that are gathered in a single and same note holders group.</p> <p>Furthermore, the President of the Board of Directors undertakes to call a note holders' general meeting within a maximum period of one year from the opening date of the subscription period, in order to designate the permanent representative. The identity of this person shall be made public via press release.</p>
Rating	The present Issue is not rated
Governing Law	Moroccan law
Competent Jurisdiction	Casablanca Commercial Court
Centralizing Body and Custodian	Refers to CDG Capital as the centralizing body and custodian, in charge of the notes' financial servicing.



Tranche E: 5-year resettable Rate perpetual subordinated unlisted notes with a first redemption option at year 10

Description of the securities	Perpetual subordinated notes unlisted on the Casablanca Stock Exchange, dematerialized through registration with the central securities' depository (Maroclear) and registered in an account with authorized affiliates
Type of Securities	Notes
Legal Form	Bearer notes
Tranche size	Five (5) billion dirhams
Maximum Number of Securities to be issued	50 000 notes
Nominal Value Per Security	MAD 100 000
Subscription price	At par, ie MAD 100 000
Maturity	Perpetual. The securities are perpetual notes of the Issuer, have no specified maturity date, but may be redeemed at the option of the Issuer from year 10, at any time under certain circumstances (see " Optional Redemption " and " Other Optional Early Redemption Events ").
Interest Rate Type	Resettable
Subscription period	From 14 December to 16 December 2016 included with a possible early closing of the subscription period on 15 December 2016 at 3.30pm.
Entitlement Date	23 December 2016
First Redemption Option Date	23 December 2026 (Entitlement Date + 10 years)
Interest Rate Reset Date(s)	23 December 2021 (Date of Entitlement + 5 years) included and thereafter every 5 years.
Allocation Method	French method without prioritization amongst the tranches
Nominal Interest Rate	<p>Before and excluding the First Redemption Option Date, the Nominal Interest Rate is based on a calculated rate with reference to the 5 years Treasury bond yield on the primary market as at 14 November 2016, i.e 2,67% plus a risk premium between [70;120] basis points as set after the auction. For the first 5 years, the nominal interest rate ranges between [3,37%; 3,87%].</p> <p>Starting and including the First Redemption Option Date, and at each Interest Rate Reset Date, the interest rate will be reset to a new rate calculated or observed during the last Treasury bonds auction, 5 trading days prior to the coupon anniversary date, on the basis of the 5 years Treasury bonds yield on the primary market, plus a risk premium between [70;120] basis points, and the Applicable Step Up.</p> <p>In case of non-adjudication during that auction, the used</p>

	<p>interest rate shall be the granted rate during the prior auction.</p> <p>In case of non-adjudication during the last 2 auctions of 5 years Treasury bonds preceding the day falling 5 trading days prior to the coupon anniversary date, the reference rate shall be observed or calculated on the basis of the 5 years Treasury bonds yield curve on the secondary market, as published by Bank Al-Maghrib 5 trading days prior to the coupon anniversary date.</p> <p>The new Nominal Interest Rate will be published by the Issuer in a legal announcements newspaper 4 trading days prior to the coupon payment anniversary.</p> <p>In case the 5 years Treasury bond rate is not directly observable on the yield curve, the 5 years Treasury bond reference will be based on the linear interpolation method using two points around the full 5 years maturity (actuarial basis).</p>
Coupon Payment Date(s)	<p>Annually at the anniversary of the notes' Entitlement Date, ie 23 December of each year.</p> <p>The interest will cease to accrue from the date the principal is redeemed.</p>
Risk Premium	Between [70;120] basis points
Applicable Step-up	<ul style="list-style-type: none"> ▪ Before and excluding the First Redemption Option Date, no step-up shall be added to the Risk Premium. ▪ From and including 23 December 2026 (Entitlement Date + 10 years), or the next business day if this date is not a business day, a first step-up of 25 basis points shall be added to the Risk Premium. ▪ From and including 23 December 2046 (Entitlement Date + 30 years), an additional step-up of 75 basis points shall apply.
Payable Coupon	<p>At each Coupon Payment Date, the payable coupon shall be the sum of:</p> <ul style="list-style-type: none"> (i) Base Coupon; and (ii) Interest Account.
Base Coupon	<p>$C = T \times P \times J/365$ or 366 (in the case of a leap year)</p> <ul style="list-style-type: none"> ▪ C : Base Coupon ▪ P : Principal ▪ T : Nominal Interest Rate ▪ J: Exact number of days
Interest Account	<ul style="list-style-type: none"> ▪ Nil at the date of the first Coupon Payment Date ▪ At the subsequent Coupon Payment Dates, it is equal to the product of: <ul style="list-style-type: none"> (i) Payable Coupon at the preceding Coupon Payment Date minus the coupon paid at the preceding Coupon Payment Date; and (ii) $(1 + \text{Nominal Interest Rate})$ applicable for the period $\times J/365$ or 366 (in the case of a leap year))
Coupon Payment	The Payable Coupon shall be paid annually at each



	<p>anniversary of the Entitlement Date of the notes, ie 23 December of each year, or the next business day if this day is not a business day.</p> <p>However, the Issuer may at its option, elect to defer this payment, in whole but not in part subject to compliance with the Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration.</p>
Cases of Coupon Deferral	<p>Deferral of the coupon at the discretion of the Issuer</p> <p>At each Coupon Payment Date, the Issuer can elect, subject to a prior notice to the note holders of at least 30 business days before that date, through the Centralizing Body and Custodian, the Representative of the Note Holders, the AMMC, and after a publication by the Issuer of a notice in a legal announcements newspaper, to defer the payment, in whole but not in part, of the Coupon Payable for all the tranches from A to F. Any payment deferral shall not constitute a default by the Issuer, subject to compliance with the Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration.</p>
Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration	<p>If the Issuer at its discretion, elects to differ a payment of the Payable Coupon, it cannot :</p> <ul style="list-style-type: none"> - Declare or distribute any dividend on ordinary shares relative to the current financial year, or pay an interest on any tranche which is <i>pari-passu</i> to the present notes, or - Redeem, cancel, purchase or buy-back any tranches that are <i>pari-passu</i> to the present notes, or ordinary shares.
Optional Redemption	<p>From and including the First Redemption Option Date, and annually at each Coupon Payment Date, the Issuer may, subject to a prior notice to the Representative of the Note Holders, to the Centralizing Body and Custodian, to the AMMC and a publication of a notice in a legal announcements newspaper at least 30 calendar days redeem the notes in whole, but not in part, at their principal amount, together with the Payable Coupon at the redemption date.</p> <p>This notification remains firm and irrevocable.</p> <p>Any optional redemption of the present tranche systematically triggers the full redemption of tranches E and F.</p>
Other Optional Early Redemption Event	<p>The Issuer may, subject to a written prior notice of at least 30 calendar days with acknowledgement of receipt to the Representative of the Note Holders, to the Centralizing Body and Custodian, to the AMMC, and a publication of a notice in a legal announcements newspaper, redeem the Issue in whole, but not in part, including all the tranches, at its principal amount, together with the Payable Coupon at the set redemption date if the following event occurs:</p> <ul style="list-style-type: none"> - at any time, the Issuer has received written confirmation from any rating agency from whom the Issuer is assigned solicited ratings either directly or via a publication by such agency, that an amendment, clarification or change has occurred in the Equity Content criteria of such rating agency, which amendment, clarification or change results in a lower Equity Content for the notes than the then respective Equity Content assigned on the issue date, or if Equity Content is not assigned on the issue date, at the

	date when the Equity Content is assigned for the first time ('a " Rating Methodology Event ")
Equity Content	The portion of the notes incorporated in the Issuer's equity by the rating agencies.
Assimilations	<p>The perpetual subordinated notes issued in the present Transaction have not been assimilated to any previously issued notes.</p> <p>In the event that the Issuer were to subsequently issue new securities that have identical rights, in all aspects, to those of the present issue, it may, without requiring the bearers' consent, provided the issue contracts allow it, assimilate all the securities of the subsequent issues, thereby unifying all operations relating to their management and trading.</p>
Ranking/Subordination	<p>The issued notes are subordinated securities.</p> <p>The principal and interest of the notes represent unconditional, unsecured direct commitments. They are subordinated with the lowest ranking, and that are and shall be senior solely to the Issuer's ordinary shares.</p>
Guarantee	This issue is not subject to any guarantee
Notes Tradability	The notes are tradable over-the-counter only between qualified investors as listed in Part 2. IV of the Prospectus. These notes cannot be offered, sold, or resold in the United States, or to a United States resident.
Payment of the Notes in the Event of the Liquidation of the Issuer	<p>If any judgment is rendered by the competent court declaring the judicial liquidation of the Issuer or for the sale of the whole of the business following an order of legal redress in respect of the Issuer or in the event of the liquidation of the Issuer for any other reason, the payments of the creditors of the Issuer shall be made in the order of priority set out below (in each case subject to the payment in full of priority creditors) and no payment of principal and interest (including the Interest Account) on the notes may be made until all holders of other indebtedness (other than parity securities) have been paid in full.</p> <p>This means that:</p> <ul style="list-style-type: none"> ▪ unsubordinated creditors under the Issuer's unsubordinated obligations; ▪ ordinary subordinated creditors under the Issuer's ordinary subordinated obligations; <p>will be paid in priority to the creditors ranking <i>pari-passu</i> with the holders of the present notes.</p>
Representative of the Note Holders	<p>The President of the Board of Directors decided, in accordance with the General Assembly decision of 4 October 2016, to designate the firm HDID Consultants, represented by Mr. Mohamed HDID, acting as managing partner, 294 Bd Yacoub Mansour Etage 4 n°15 Casablanca, as the interim representative of Tranche E note holders pending the holding of the general meeting of note holders that should designate these note holders' representative, on the understanding that the date of entry into force of this decision is the opening date for the subscription period of tranche E notes and that the appointed interim representative is identical for Tranches E</p>



	<p>and F, that are gathered in a single and same note holders group.</p> <p>Furthermore, the President of the Board of Directors undertakes to call a note holders' general meeting within a maximum period of one year from the opening date of the subscription period, in order to designate the permanent representative. The identity of this person shall be made public via press release.</p>
Governing Law Competent Jurisdiction	Moroccan law Casablanca Commercial Court
Centralizing Body and Custodian	Refers to CDG Capital as the centralizing body and custodian, in charge of the notes' financial servicing.

Tranche F: 5 year resettable rate perpetual subordinated notes listed on the Casablanca Stock exchange, with a first redemption option at year 10

Description of the securities	Perpetual subordinated notes listed on the Casablanca Stock Exchange, dematerialized through registration with the central securities' depository (Maroclear) and registered in an account with authorized affiliates
Type of Securities	Notes
Legal Form	Bearer notes
Tranche size	Five (5) billion dirhams
Maximum number of Securities to be issued	50 000 notes
Nominal Value Per Security	MAD 100 000
Subscription price	At par, ie MAD 100 000
Maturity	Perpetual. The securities are perpetual notes of the Issuer, have no specified maturity date, but may be redeemed at the option of the Issuer from year 10, at any time under certain circumstances (see " Optional Redemption " and " Other Optional Early Redemption Events ").
Interest Rate Type	Resettable
Subscription period	From 14 December to 16 December 2016 included with a possible early closing of the subscription period on 15 December 2016 at 3.30pm
Entitlement Date	23 December 2016
First Redemption Option Date	23 December 2026 (Entitlement Date + 10 years)
Interest Rate Reset Date(s)	23 December 2021 (Entitlement Date + 5 years) included and thereafter every 5 years.
Allocation Method	French method with prioritization amongst the tranches
Nominal Interest Rate	<p>Before and excluding the First Redemption Option Date, the Nominal Interest Rate is based on a calculated rate with reference to the 5 years Treasury bond yield on the primary market as at 14 November 2016, i.e 2,67% plus a risk premium between [70;120] basis points as set after the auction. For the first 5 years, the nominal interest rate ranges between [3,37%; 3,87%].</p> <p>Starting and including the First Redemption Option Date, and at each Interest Rate Reset Date, the interest rate will be reset to a new rate calculated or observed during the last Treasury bonds auction, 5 trading days prior to the coupon anniversary date, on the basis of the 5 years Treasury bonds yield on the primary market, plus a risk premium between [70;120] basis points, and the Applicable Step Up.</p> <p>In case of non-adjudication during that auction, the used interest rate shall be the granted rate during the prior auction.</p>



	<p>In case of non-adjudication during the last 2 auctions of 5 years Treasury bonds preceding the day falling 5 trading days prior to the coupon anniversary date, the reference rate shall be observed or calculated on the basis of the 5 years Treasury bonds yield curve on the secondary market, as published by Bank Al-Maghrib 5 trading days prior to the coupon anniversary date.</p> <p>The new Nominal Interest Rate will be published by the Issuer in a legal announcements newspaper 4 trading days prior to the coupon payment anniversary.</p> <p>In case the 5 years Treasury bond rate is not directly observable on the yield curve, the 5 years Treasury bond reference will be based on the linear interpolation method using two points around the full 5 years maturity (actuarial basis).</p>
Coupon Payment Date	<p>Annually at the anniversary of the notes' Entitlement Date, ie 23 December of each year.</p> <p>The interest will cease to accrue from the date the principal is redeemed.</p>
Risk Premium	Between [70;120]
Applicable Step-up	<ul style="list-style-type: none"> ▪ Before and excluding the First Redemption Option Date, no step-up shall be added to the Risk Premium. ▪ From and including 23 December 2026 (Entitlement Date + 10 years), a first step-up of 25 basis points shall be added to the Risk Premium. ▪ From and including 23 December 2046 (Entitlement Date + 30 years), an additional step-up of 75 basis points shall apply.
Payable Coupon	<p>At each Coupon Payment Date, the payable coupon shall be the sum of:</p> <ul style="list-style-type: none"> (i) Base Coupon; and (ii) Interest Account.
Base Coupon	<p>$C = T \times P \times J/365$ or 366 (in the case of a leap year)</p> <ul style="list-style-type: none"> ▪ C : Base Coupon ▪ P : Principal ▪ T : Nominal Interest Rate ▪ J: Exact number of days
Interest Account	<ul style="list-style-type: none"> ▪ Nil at the date of the first Coupon Payment Date ▪ At the subsequent Coupon Payment Dates, it is equal to the product of: <ul style="list-style-type: none"> (i) Payable Coupon at the preceding Coupon Payment Date minus the coupon paid at the preceding Coupon Payment Date; and (ii) $(1 + \text{Nominal Interest Rate})$ applicable for the period $\times J/365$ or 366 (in the case of a leap year)
Coupon Payment	The Payable Coupon shall be paid annually at each anniversary of the Entitlement Date of the notes, ie 23 December of each year, or the next business day if this day is

	<p>not a business day.</p> <p>However, the Issuer may at its option, elect to defer this payment, in whole but not in part subject to compliance with the Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration.</p>
<p>Cases of Coupon Deferral</p>	<p>Deferral of the coupon at the discretion of the Issuer</p> <p>At each Coupon Payment Date, the Issuer can elect, subject to a prior notice of at least 30 business days to the note holders through the Centralizing Body and Custodian, the Representative of the Note Holders, the AMMC, and after a publication by the issuer of a notice in a legal announcements newspaper to defer the payment, in whole but not in part, of the Coupon Payable for all the tranches from A to F. Any payment deferral shall not constitute a default by the Issuer, subject to compliance with the Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration.</p>
<p>Restriction on <i>Pari-Passu</i> and Junior Tranches Remuneration</p>	<p>If the Issuer at its discretion, elects to differ a payment of the Payable Coupon, it cannot :</p> <ul style="list-style-type: none"> - Declare or distribute any dividend on ordinary shares relative to the current financial year, or pay an interest on any tranche which is <i>pari-passu</i> to the present notes, or - Redeem, cancel, purchase or buy-back any tranches that are <i>pari-passu</i> to the present notes, or ordinary shares.
<p>Optional Redemption</p>	<p>From and including the First Redemption Option Date, and annually at each Coupon Payment Date, the Issuer may, subject to a prior notice to the Representative of the Note Holders, to the Centralizing Body and Custodian, to the AMMC, to the Casablanca Stock Exchange and a publication of a notice in a legal announcements newspaper at least 30 calendar days before that date, redeem the notes in whole, but not in part, at its principal amount, together with the Payable Coupon at the redemption date.</p> <p>This notification remains firm and irrevocable.</p> <p>Any optional redemption of the present tranche systematically triggers the full redemption of tranches E and F.</p>
<p>Other Optional Early Redemption Event</p>	<p>The Issuer may, subject to a prior written notice of at least 30 calendar days with acknowledgement of receipt to the Representative of the Note Holders and to the Centralizing Body and Custodian, to the AMMC, to the Casablanca Stock Exchange, and a publication of a notice in a legal announcements newspaper, redeem the Issue in whole, but not in part, including all the tranches, at its principal amount, together with the Payable Coupon at the set redemption date if the following event occurs:</p> <ul style="list-style-type: none"> - at any time, the Issuer has received written confirmation from any rating agency from whom the Issuer is assigned solicited ratings either directly or via a publication by such agency, that an amendment, clarification or change has occurred in the Equity Content criteria of such rating agency, which amendment, clarification or change results in a lower Equity Content for the notes than the then respective Equity Content assigned on the issue date, or if Equity Content is not assigned on the issue date, at the date when the Equity Content is assigned for the first



	time 'a " Rating Methodology Event ")
Equity Content	The portion of the Issue incorporated in the Issuer's equity by the rating agencies.
Assimilations	<p>The perpetual subordinated notes issued in the present Transaction have not been assimilated to any previously issued notes.</p> <p>In the event that the Issuer were to subsequently issue new securities that have identical rights, in all aspects, to those of the present issue, it may, without requiring the bearers' consent, provided the issue contracts allow it, assimilate all the securities of the subsequent issues, thereby unifying all operations relating to their management and trading.</p>
Ranking/Subordination	<p>The issued notes are subordinated securities.</p> <p>The principal and interest of the notes represent unconditional unsecured direct commitments. They are subordinated with the lowest ranking, and shall be senior solely to the Issuer's ordinary shares.</p>
Guarantee	This issue is not subject to any guarantee
Notes Tradability	The notes are tradable on the Casablanca Stock Exchange only between qualified investors as listed Part 2. IV of the Prospectus. These notes cannot be offered, sold, or resold in the United States, or to a United States resident.
Payment of the Notes in the Event of the Liquidation of the Issuer	<p>If any judgment is rendered by the competent court declaring the judicial liquidation of the Issuer or for the sale of the whole of the business following an order of legal redress in respect of the Issuer or in the event of the liquidation of the Issuer for any other reason, the payments of the creditors of the Issuer shall be made in the order of priority set out below (in each case subject to the payment in full of priority creditors) and no payment of principal and interest (including the Interest Account) on the notes may be made until all holders of other indebtedness (other than parity securities) have been paid in full.</p> <p>This means that:</p> <ul style="list-style-type: none"> ▪ unsubordinated creditors under the Issuer's unsubordinated obligations; ▪ ordinary subordinated creditors under the Issuer's ordinary subordinated obligations; <p>will be paid in priority to the creditors ranking <i>pari-passu</i> with the holders of the present notes.</p>
Securities Listing	Tranche F notes will be listed on the Casablanca Stock Exchange and will be subject to an application for admission to the fixed-income compartment of the Casablanca Stock Exchange. Their listing date on this compartment is scheduled for 20 December 2016 under the Ticker OOC PD. In order to be listed on the Casablanca Stock Exchange, the aggregate amount allocated to tranches B, D and F must be greater than or equal to MAD 20,000,000. If at the end of the subscription period the aggregate amount allocated to tranches B, D and F is less than MAD 20,000,000, the subscriptions relative to these tranches will be canceled.

Initial Trading Procedure	Tranche F notes will be traded via a direct trading mechanism in accordance with Articles 1.2.6 and 1.2.22 of the General Rules of the Stock Exchange.
Registration of the Transaction with the Casablanca Stock Exchange	The entity responsible for the registration of the transaction with the Casablanca Stock Exchange is the brokerage firm CDG Capital Bourse.
Representative of the Note Holders	<p>The President of the Board of Directors decided, in accordance with the General Assembly decision of 4 October 2016, to designate the firm HDID Consultants, as represented by Mr. Mohamed HDID, acting as managing partner, 294 Bd Yacoub Mansour Etage 4 n°15 Casablanca, as the interim representative of Tranche F note holders pending the holding of the general meeting of note holders that should designate these note holders' representative, on the understanding that the date of entry into force of this decision is the opening date for the subscription period of tranche F notes and that the appointed interim representative is identical for Tranches E and F, that are gathered in a single and same note holders group..</p> <p>Furthermore, the President of the Board of Directors undertakes to call a note holders' general meeting within a maximum period of one year from the opening date of the subscription period in order to designate the permanent representative. The identity of this person shall be made public via press release.</p>
Rating	The present Issue is not rated
Governing Law Competent Jurisdiction	Moroccan law Casablanca Commercial Court
Centralizing Body and Custodian	Refers to CDG Capital as the centralizing body and custodian, in charge of the notes' financial servicing.



II. OBJECTIVES OF THE OFFERING

In 2008, OCP has launched its Capital Expenditure Program, which aims to improve its operating performance and make the Group consolidate and strengthen its leading position across the phosphate value chain.

This major capital expenditure program amounts to approximately 200 billion dirhams over the 2008-2025 period and is financed through both equity and debt.

In order to finance its investment program, and in accordance with the decision of the Board of Directors, the company decided to issue local subordinated notes. This offering is consistent with the company's strategy to optimize its access to the capital market and to diversify its financing sources.

III. TRANSACTION SCHEDULE

Order	Steps	Dates
1	Full transaction filing received by the Casablanca Stock Exchange	9 December 2016
2	Notice of approval of the transaction by the Casablanca Stock Exchange	9 December 2016
3	AMMC-approved prospectus received by the Casablanca Stock Exchange	9 December 2016
4	Publication of the notice relative to the transaction in the Casablanca Stock Exchange official bulletin (<i>Bulletin de la Cote</i>), for tranches B,D and F.	9 December 2106
5	Publication of the extract of the prospectus in a newspaper for legal announcements	10 December 2016
6	Opening of the subscription period	14 December 2016
7	- Possible early subscription period closing at 3.30pm, if applicable - Publication of the notice relative to the early closing (listed and unlisted tranches)	15 December 2016
8	Receipt by the Casablanca Stock Exchange of the transaction results before 10:00 a.m in the case of an early subscription period closing	16 December 2016
9	Normal closing of the subscription period	16 December 2016
10	Receipt by the Casablanca Stock Exchange of the transaction results and the nominal rates before 10:00 a.m in the case of a normal closing.	19 December 2016
11	- Listing of the notes - Registration of the transaction on the stock market - Announcement of the transaction results in the official bulletin of the Casablanca stock exchange (<i>Bulletin de la cote</i>)	20 December 2016
12	Settlement and delivery	23 December 2016
13	Publication of the transaction results on a legal announcements newspaper	23 December 2016



PART II. INFORMATION ON THE ISSUER

I. GENERAL INFORMATION

Corporate name	OCP SA
Head office	2, Al Abtal street, Hay Erraha, Casablanca
Telephone	05.22.23.00.25
Fax	05.22.22.17.53
Website	www.ocpgroup.ma
Legal form	<i>Société Anonyme</i> (Joint Stock Company) governed by the laws and regulations in force, including Dahir no. 1-96-124 of Rabii II 14 , 1 417 promulgating Law no 17-95 on <i>Société Anonyme</i> as amended and supplemented by the laws no 81-99, 23-01, 20-05 et 72-12 .
Date of incorporation	Office Chérifien des Phosphates : August 7 th , 1920 OCP SA: Law no. 46-07 of February 26 th , 2008 relative to the transformation of <i>Office Chérifien des Phosphates</i> into a <i>Société Anonyme</i> (SA)
Term of the company	The term of the Company is set at 99 years starting April 1 st , 2008, except in the case of an early dissolution or an extension under the conditions provided by the company's charter or by law
Commercial register	Casablanca, 40 327
Fiscal year	Starting January 1 st until December 31 st
Share capital	MAD 8 287 500 000 composed of 82 875 000 shares with a nominal value of MAD100 each, all fully paid and of the same category
Access to legal documentation	The Company's charter, the minutes of the Ordinary General Meetings, and the auditors' reports are available at the headquarters of OCP SA: 2 Rue Al Abtal, Hay Erraha, Casablanca.
Company's purpose	<p>Pursuant to article 2 of the company's charter, the Company's purpose is:</p> <ul style="list-style-type: none">▪ The use of a monopoly over research and operations of phosphate reserves granted by the State under article 6 of the Dahir¹ of 9 Rejeb 1370 (16 April 1951) on mining regulation and more generally in accordance with Law no 46 -07;▪ All activities, operations and services of any kind, directly or indirectly related to the operation, processing and / or marketing in addition to the promotion and development, both in Morocco and abroad, of phosphates and its derivatives;▪ More generally, any transactions or structuring of financial, commercial, industrial, real estate, securities or other transactions linked directly or indirectly, in whole or in part to the corporate purpose described herein and to any similar or related purpose likely to facilitate or to promote the development of the Company and its business;▪ All directly or indirectly, for its own account or on behalf of third parties, either alone or with third parties, through the creation of new companies of any form, contribution, sponsorship, subscription, purchase of securities or social rights, merger, alliance, partnership, or taking or giving in rent or management of any property or rights, or otherwise, subject to the limitations imposed by law, both in Morocco and abroad.

¹ Royal decree

Given its legal form and its predominantly state-owned capital, OCP SA is governed by Moroccan Law, particularly by:

Laws and regulations applicable to the issuer

- Law no 17-95 on joint stock companies (Sociétés Anonymes), promulgated by the dahir no 1-96-124 of August 30th, 1996, as amended and supplemented by the laws no 20-05 and 78-12;
- Law no 69-00 relative to the State's financial control over public companies and other organizations;
- Law no 02-12 relative to nominations to senior government posts according to the provisions of articles 49 and 92 of the Constitution, promulgated by the dahir no 1-12-20 of July 17th, 2012

Given its operations, OCP is governed by:

- Law no 46-07 relative to the transformation of the Office Chérifien des Phosphates into a joint stock company, promulgated by the dahir no 1-08-5 of February 26th, 2008. Article 2 of this law specifies that the main purpose of OCP SA is the use of a monopoly over research and operations of phosphate reserves granted by the State under article 6 of the Dahir of April 16th, 1951 on mining regulation;
- Dahir of April 16th 1951 on mining regulation;
- Dahir of November 30th, 1918, relative to temporary occupations of the public domain;
- Dahir no 1-95-154 of August 16th, 1995, promulgating law no 10-95 relative to water (Official Bulletin of September 20th, 1995);
- Dahir no 1-03-61 of May 12th, 2003, promulgating Law no 13-03 relative to the fight against air pollution (Official Bulletin of June 19th, 2003);
- Dahir no 1-06-153 of November 22nd, 2006, promulgating Law no 28-00 relative to waste management and disposal (Official Bulletin no 5480 of December 7th 2006);
- Dahir no 1-03-60 of May 12th, 2013, promulgating law no 12-03 relative to environmental impact studies (Official Bulletin of June 19th, 2003);
- Dahir no 1-14-09 of March 6th, 2014 promulgating the framework law no 99-12 relative to the national charter for environment and sustainable development (Official Bulletin no 6240 of March 20th, 2014);
- Dahir of August 25th, 1914, promulgating the rules governing unhealthy, inconvenient or dangerous establishments (Official Bulletin of September 7th, 1914);

Due to its public offering, OCP SA is governed by all statutory and regulatory provisions relating to public offering, namely:

- Dahir providing Law no 1-93-212 dated September 21st, 1993 as amended and supplemented by laws n° 23-01, 36-05, and 44-06;
- Dahir no 1-93-211 of September 21st, 1993 on the Stock Exchange as amended and supplemented by laws no 34-96, 29-00, 52-01 and 45-06;
- The General Rules of the Stock Exchange approved by the decree of the Minister of Economy and Finance no 499-98 of July 27th, 1998 and amended by the decree of the Minister of Economy, Finance, Privatization and Tourism no 1960-01 of October 30th, 2001, and as modified by the amendment of June 2004 that came into effect in November 2004 by decree no 1268-08 of July 7th, 2008;
- Dahir no 1-96-246 of January 9th, 2011, providing Law no 35-96 on the creation of a central depository and the establishment of a general system of registration of certain securities, as amended and supplemented by Law no 43-02;
- The General Regulation of the Central Depository approved by the decree of the Minister of Economy and Finance no 932-98 of April 16th, 1998, amended by the decree of the Minister of Economy and Finance, Privatization and Tourism no 1961-01 of October 30th, 2001.
- The General Regulations of AMMC as approved by the decree of the



Minister of Economy and Finance no 822/08 of April 14th, 2008.

Competent court for disputes	Commercial court of Casablanca
Applicable taxation regime	OCP SA is subject to the proportional corporate tax rate, that currently amounts to 31%, and to a VAT rate of 20% Given that the Company is an exporter, OCP SA has an income tax exemption ensuring a favorable rate of 17.5% on its exports.

II. INFORMATION ON THE CAPITAL OF OCP SA

II.1 GENERAL INFORMATION

At the time of this offering, the share capital of OCP SA amounts to 8,287,500,000 MAD, and is fully paid-up. It is composed of 82,875,000 shares with a nominal value of MAD 100.

II.2 CAPITAL AND SHAREHOLDING HISTORY

II.2.1 Share capital

As at December 31st, 2015, the share capital of OCP SA amounted to 8,287,500,000 dirhams. It was composed of 82,875,000 shares with a nominal value of MAD 100.

The share capital of OCP SA has been subject to the following changes:

Date	Transaction	Number of shares issued	Share price (MAD)	Nominal value	Transaction amount	Total number of shares	Share capital (post transaction) (KMAD)
26/02/2008	Transformation of <i>Office Chérifien des Phosphates</i> into a Joint Stock Company (SA)	78 000 000	100	100	7 800 000	78 000 000	7 800 000
13/01/2009	Capital Increase for BCP	4 875 000	1 025.64	100	5 000 000	82 875 000	8 287 500

Source: OCP SA

On February 26th, 2008, the *Office Chérifien des phosphates*, a state office, has been transformed into joint stock company (*société anonyme*) and renamed "OCP SA". It had a share capital of MAD 7,800,000,000 composed of 78,000,000 shares with a nominal value of MAD 100 each.

II.2.2 History of the shareholding over the past five years

Shareholder	31/12/2011			31/12/2012		
	Number of shares	% of capital	% of voting rights	Number of shares	% of capital	% of voting rights
Moroccan State	78 000 000	94.12%	94.12%	78 000 000	94.12%	94.12%
Banque Centrale Populaire	4 046 250	4.88%	4.88%	3 789 457	4.57%	4.57%
SADV	-	-	-	729 300	0.88%	0.88%
Moussahama II Fund	472 507	0.57%	0.57%	-	-	-
Infra Maroc Capital	356 243	0.43%	0.43%	356 243	0.43%	0.43%
Total	82 875 000	100%	100%	82 875 000	100%	100%

Source: OCP SA



Shareholder	31/12/2013			31/12/2014			31/12/2015		
	Number of shares	% of capital	% of voting rights	Number of shares	% of capital	% of voting rights	Number of shares	% of capital	% of voting rights
Moroccan State	78 000 000	94.12%	94.12%	78 000 000	94.12%	94.12%	78 000 000	94.12%	94.12%
Banque Centrale Populaire	3 789 457	4.57%	4.57%	3 789 457	4.57%	4.57%	2 280 381	2.75%	2.75%
SADV	729 300	0.88%	0.88%	729 300	0.88%	0.88%	729 300	0.88%	0.88%
Infra Maroc Capital	356 243	0.43%	0.43%	356 243	0.43%	0.43%	1 865 319	2.25%	2.25%
Total	82 875 000	100%	100%	82 875 000	100%	100%	82 875 000	100%	100%

Source: OCP SA

II.3 SHAREHOLDING STRUCTURE

The shareholding structure of OCP SA as of September 30th, 2016 is as follows:

Shareholder	Number of shares	% of capital & voting rights
Moroccan State	78 000 000	94.12%
Banque Centrale Populaire	1 674 570	2.02%
SADV	729 300	0.88%
Infra Morocco Capital	2 471 130	2.98%
Total	82 875 000	100%

Source: OCP SA

III. ADMINISTRATIVE BODIES

Articles 12 to 19 of OCP's charter contain rules on the composition, convening notice modes, powers, functioning and quorum of OCP SA's Board of Directors. They comply with Law no. 17-95 on joint stock company (*Société anonyme*) and Article 3 of Law no. 46-07 pertaining to the transformation of *Office Chérifien des Phosphates* into a joint stock company (*Société anonyme*).

III.1 COMPOSITION OF THE BOARD

Articles 12 and 14 of OCP SA's charter provide that:

- The Company is managed by a Board of Directors composed of at least three members and at most twelve members from amongst the shareholders and appointed in accordance with Law no 17-95 on joint stock company (*Société anonyme*) as amended and supplemented by Law no 20-05;
- The term of office of the first directors designated by the charter is three years;
- The term of office of directors appointed by the General Meeting of Shareholders (AGO) is six years. It expires following the Ordinary General Meeting that approves the accounts for the previous financial year, held in the year in which their mandate expires;
- The Board of Directors elects a Chairman, from amongst its individual members, and sets his/her term of office which may not exceed his/her term as a director;
- The Board also appoints a secretary, even outside of its members;

- The Board of OCP SA is chaired by Mr. Mostafa TERRAB whose mandate has been renewed on June 30th, 2011.

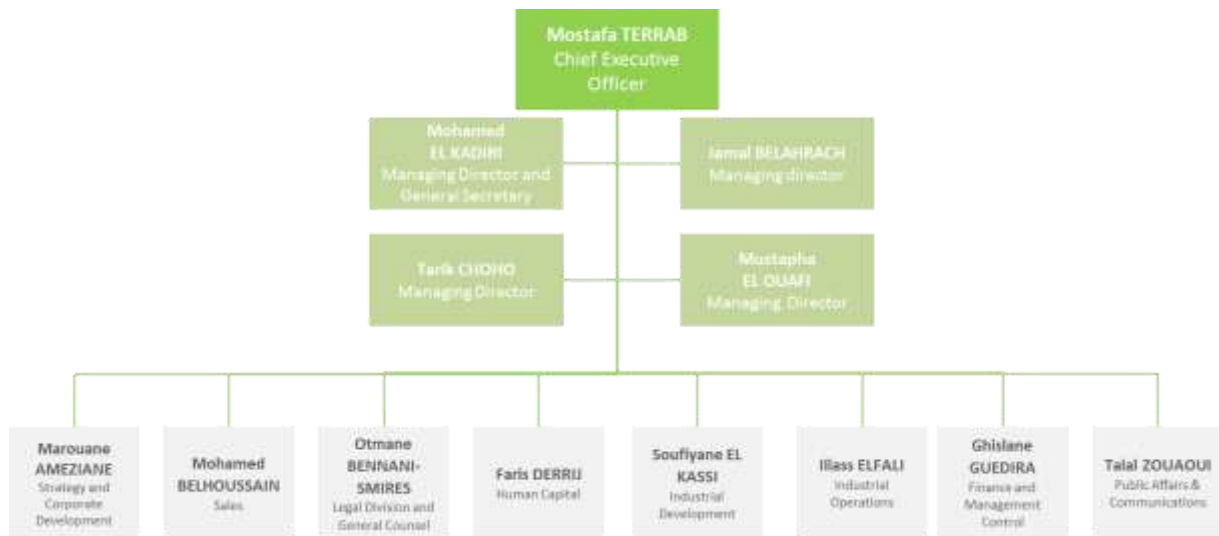
The composition of the Board of OCP SA as at September 30th, 2016 is as follows:

Members of the Board	Current function	Appointment date / Cooptation	Mandate expiry date
Mr. Mostafa TERRAB Chairman and CEO	Chairman and CEO	2008	OGM Accounts 2016
Mr. Abdelkader AMARA Minister of Energy, Mines, Water and Environment	Director	2012 Cooptation	OGM Accounts 2016
BCP as represented by Mr. Mohamed BENCHABOUN CEO of Banque Centrale Populaire	Director	2015 Renewal	OGM Accounts 2020
Mr. Mohamed BOUSSAID Minister of Economy and Finance	Director	2014	OGM Accounts 2016
Mr. Moulay Hafid ELALAMY Minister of Industry, Trade, Investment and Digital Economy	Director	2014	OGM Accounts 2019
Mr. Mohamed HASSAD Minister of Interior	Director	2014	OGM Accounts 2016
Mr. Mohamed LOUFA Deputy Minister to the Head of the Government in charge of General Affairs and Governance	Director	2014	OGM Accounts 2016
Mr. Salaheddine MEZOUAR Minister of Foreign Affairs and Cooperation	Director	2016 Renewal	OGM Accounts 2021
Mr. Mohamed SADIKI General Secretary to the Ministry of Agriculture and Maritime Fishing	Director	2015 Cooptation	OGM Accounts 2016

Source: OCP SA

The secretariat of the board shall be provided by Mr. Mohamed EL KADIRI (Managing Director and General Secretary of OCP SA).

III.2 SENIOR MANAGEMENT



Source : OCP SA

IV. ORGANISATIONAL STRUCTURE OF OCP

LEGAL ORGANISATIONAL STRUCTURE

The following chart sets forth the Group's organizational structure as of June 30th, 2016. The chart provides information in respect of the Company's principal subsidiaries and sets forth the Group's ownership of the subsidiaries' share capital:



Source : OCP SA

V. OCP BUSINESS

OCP Group is the world's largest phosphate producer and a vertically integrated leading global fertilizer player, backed by almost a century of production history. OCP has exclusive access to the largest phosphate rock reserve base in the world. It is one of the producers of phosphate rock with the lowest cost in the industry and has become a leading player in production and trade volumes across the phosphate value chain.

The mining activities of OCP Group are located in the regions of Khouribga, Gantour and Boucraâ. They consist in the extraction, processing, beneficiation and supply of phosphate to the Group's chemical units that are based in Jorf Lasfar and Safi, as well as in exports of phosphate rock to more than thirty countries.

The Group's operations are organized in two main axes:

- Northern axis: includes the mining site of Khouribga, and the chemical site of Jorf Lasfar.
- Central axis: includes the Gantour basin, the mining site of Boucraa and the chemical site of Safi.

The Group is involved across the entire phosphate value chain and specializes in the extraction, processing, marketing and sale of (i) phosphate rock, (ii) phosphoric acid (including purified phosphoric acid) and (iii) phosphate fertilizers.

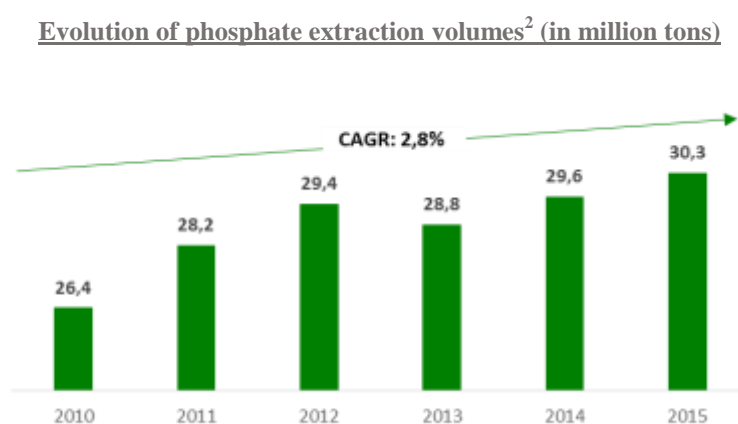
The Group processes approximately two-thirds of its phosphate rock production into phosphoric acid, a significant part of which is in turn further processed into phosphate-based fertilizers. In addition to phosphoric acid, the Group produces and exports four major types of phosphate-based fertilizers: MAP, DAP, NPK, TSP. The Group also started producing a number of specialized fertilizer products, such as Sulphur-enriched fertilizers, reactive phosphate rock, fertilizers enriched with micronutrients and feed phosphate products.

The Group sells its products to other industrial companies, including integrated and non-integrated players, large and established traders and distributors.

Phosphate rock operations

The total phosphate rock production of OCP Group, as at the end of 2015 amounts to 30.3 million tons. The Khouribga site alone represents more than 71% of this production.

The evolution of phosphate extraction volumes between 2010 and 2015 is presented in the following chart:

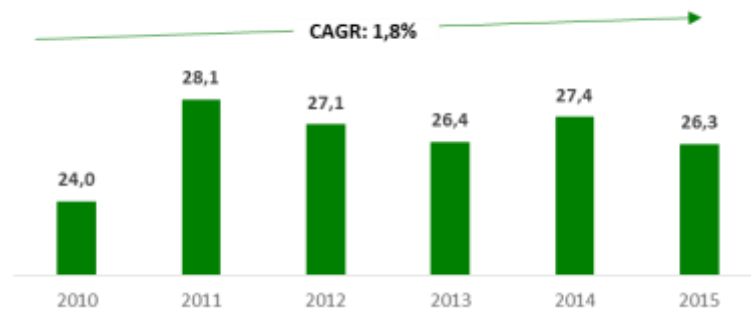


Source : OCP SA

² These volumes are expressed in TSM (Tonne Sec Marchand)

The evolution of processed phosphate volumes over the past five years is presented in the following chart:

Evolution of market production volumes - Processed phosphates - (in million tons)

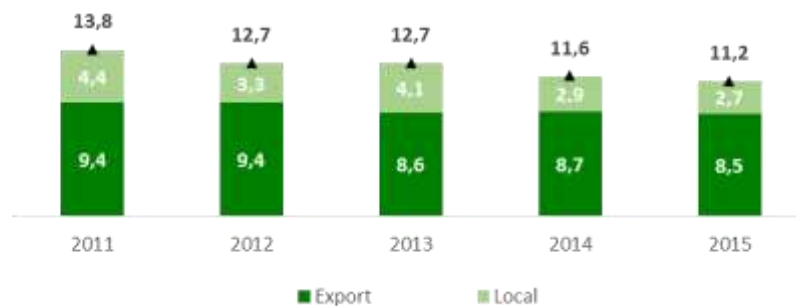


Source : OCP SA

The evolution of phosphate volumes sold (consolidated) between 2011 and 2015 is as follows:

Evolution of phosphate sales volumes - exports and local sales (in million tons)

Local CAGR: -11,5%
 Export CAGR: -2,5%
 Total CAGR: -5,1%



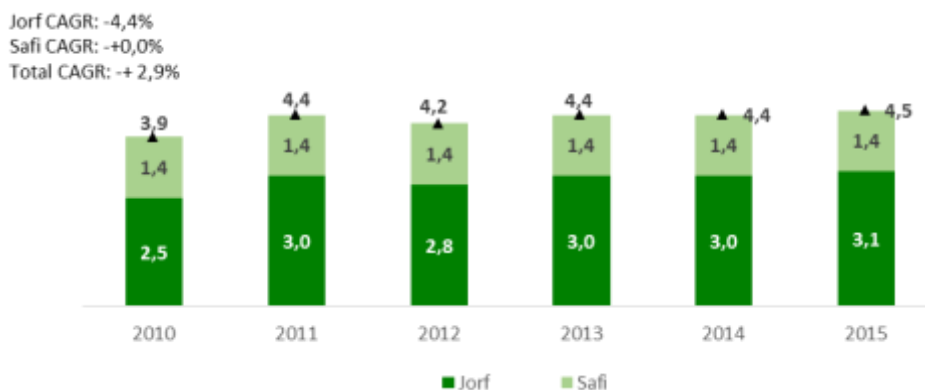
Source : OCP SA, IFRS net of intra-group transactions

(i) Phosphoric acid operations

The total phosphoric acid production by OCP Group, as at the end of 2015, reached 4.5 million tons P2O5, 68% of which has been produced in the Jorf Lasfar site, and 32% in Safi.

The evolution of phosphoric acid volumes produced (all subsidiaries combined) between 2010 and 2015 is presented in the following chart:

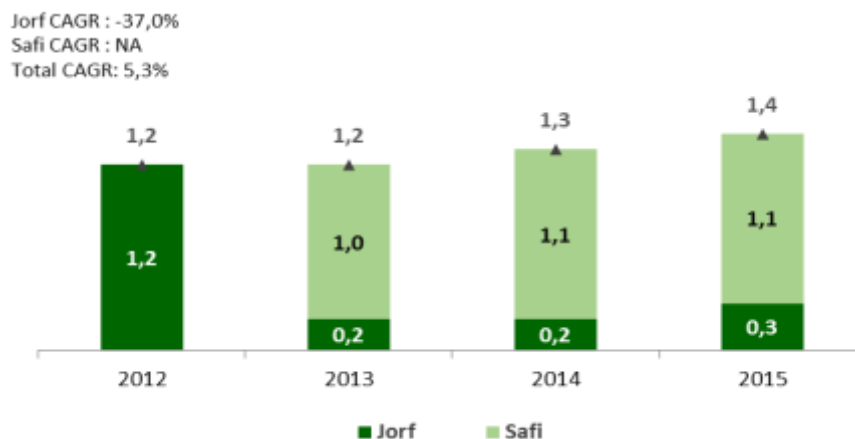
Evolution of phosphoric acid production volumes by site (in million P2O5 tons)



Source : OCP SA

The evolution of sold phosphoric acid volumes (consolidated) between 2012 and 2015 is as follows :

Evolution of sold phosphoric acid volumes by site (in million P2O5 tons)



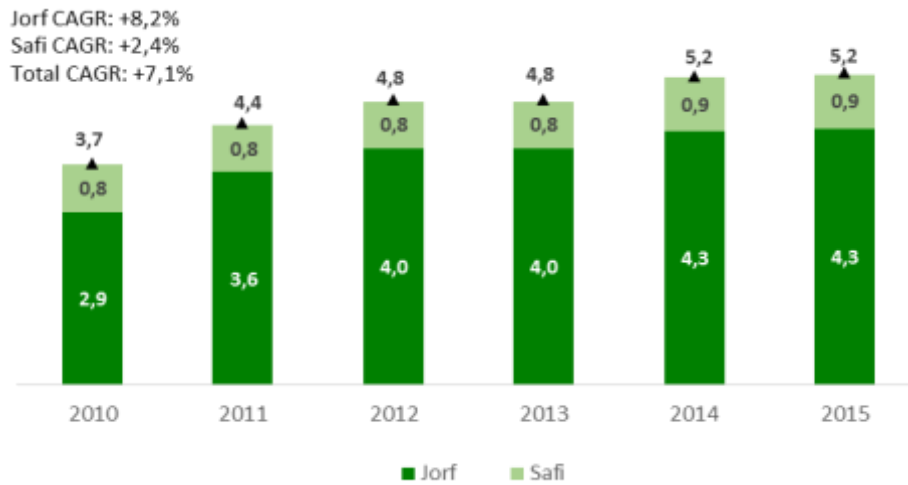
Source : OCP SA, IFRS net of intra-group transactions

(ii) Fertilizers operations

The total OCP Group's production of fertilizers amounts to 5.2 million tons as at the end of 2015, more than 83% of which was produced in Jorf Lasfar.

The evolution of fertilizers production volumes between 2010 and 2015 is presented below:

Evolution of fertilizers production volumes between 2010-2015 (in million tons)

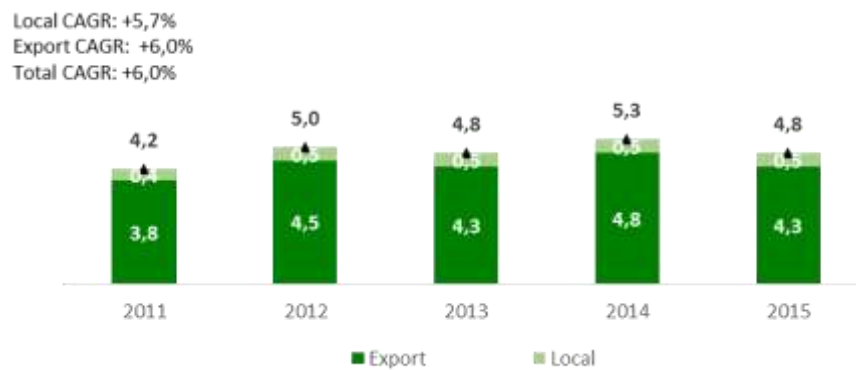


Source : OCP SA

The volumes of fertilizers produced have shown an upward trend since 2010. Similar to phosphate rock, this rise is supported by the demand for fertilizers.

The evolution of sold fertilizers volumes between 2011 and 2015 is presented below:

Evolution of fertilizers volumes sold (in million P2O5 tons)



Source : OCP SA, IFRS net of intra-group transactions



PART III. FINANCIAL INFORMATION

I. OCP GROUP CONSOLIDATED BALANCE SHEET

The following table shows the main items of the Group's consolidated balance sheet for the periods ending on December 31th, 2013, 2014, 2015 and on June 30th, 2016:

In MMAD	June 30, 2016	December 31, 2015	December 31, 2014	December 31, 2013
ASSETS				
Current assets				
Cash and Cash equivalents	10 421	9 246	8 996	5 440
Cash financial assets	3 527	7 097	4 767	4 627
Inventories	10 075	10 224	9 039	7 832
Trade receivables	5 737	5 409	6 412	3 843
Other current assets	9 511	10 836	9 713	19 536
Total current assets	39 272	42 812	38 927	41 277
Non-current assets				
Non-current financial assets	13 194	11 227	13 072	2 632
Investments in associates	3 316	3 437	2 668	2 296
Deferred tax assets	92	195	110	135
property, plant and equipment	88 804	83 981	73 360	55 944
Intangible assets	170	187	109	71
Total non-current assets	105 576	99 027	89 319	61 079
Total assets	144 849	141 839	128 247	102 355

Source: OCP SA

In MMAD	June 30, 2016	December 31, 2015	December 31, 2014	December 31, 2013
LIABILITIES				
Current liabilities				
Current loans and financial debts	6 214	4 798	4 418	3 442
Current provisions	151	142	24	7
Trade payables	14 970	13 945	15 903	11 328
Other current liabilities	7 366	7 412	10 117	6 053
Total current liabilities	28 700	26 298	30 461	20 830
Non-current liabilities				
Non-current loans and financial debts	46 536	46 792	35 589	17 206
Non-current provisions for employee benefits	4 691	4 477	4 216	9 172
Other non-current provisions	644	449	324	234
Deferred tax liabilities	289	45	67	46
Total non-current liabilities	52 161	51 763	40 196	26 658
Issued capital	8 288	8 288	8 288	8 288
Paid-in capital	18 698	18 698	18 698	18 698
Consolidated reserves	33 929	28 780	25 232	20 795
Net profit for the period	3 069	8 011	5 077	7 087
Shareholder's equity	63 983	63 776	57 294	54 867
Non-controlling interests	5	3	296	0
Total Equity	63 988	63 778	57 590	54 867
Total equity and liabilities	144 849	141 839	128 247	102 355



II. OCP GROUP CONSOLIDATED INCOME STATEMENT

The following table presents the historical figures of the Group's consolidated income statement for the periods ending on December 31st of 2013, 2014, 2015 and on June 30th, 2016:

In MMAD	S1 2016	S1 2015	2015	2014	2013
REVENUE	21 656	23 895	47 747	41 436	38 986
Production held as inventory	-377	695	2 205	250	-131
Purchases consumed	-7 587	-8 780	-17 404	-16 456	-14 293
External expenses	-3 356	-3 447	-7 241	-6 480	-6 112
Personnel Expenses	-4 076	-3 989	-8 093	-8 102	-8 270
Added-Value	10 336	12 363	25 307	18 750	18 450
<i>% Added-value (AD/Revenue)</i>	<i>48%</i>	<i>52%</i>	<i>53%</i>	<i>45%</i>	<i>47%</i>
Taxes	-176	-156	-244	-241	-231
Profit (loss) of equity-accounted operating companies	-64	173	358	312	-69
Exchange gains and losses on operating receivables and payables	-104	205	329	706	19
Other operating income and expenses	-1	37	0	-22	-55
EBITDA	5 916	8 634	17 659	11 402	9 845
<i>EBITDA margin (EBITDA / Revenue)</i>	<i>27%</i>	<i>36%</i>	<i>37%</i>	<i>28%</i>	<i>25%</i>
Amortization, depreciation and operating provisions	-2 047	-1 446	-3 840	-2 304	-1 394
Current operating income	3 869	7 188	13 820	9 099	8 451
Other non-current operating income and expenses	76	-214	145	-167	418
OPERATING PROFIT	3 946	6 975	13 965	8 932	8 869
<i>Operating margin (OP / Revenue)</i>	<i>18%</i>	<i>29%</i>	<i>29%</i>	<i>22%</i>	<i>23%</i>
Cost of gross financial debt	-481	-384	-591	-425	-479
Financial income from cash investments	468	243	228	311	756
Cost of net financial debt	-13	-141	-363	-114	277
Exchange gains and losses on financial receivables and payables	493	-1 584	-2 188	-2 262	49
Other financial income and expenses	12	-3	-986	-330	52
Financial profit	492	-1 728	-3 537	-2 707	378
PROFIT BEFORE TAX	4 438	5 246	10 428	6 225	9 246
<i>Pre-tax margin (PBT / Revenue)</i>	<i>20%</i>	<i>22%</i>	<i>22%</i>	<i>15%</i>	<i>24%</i>
Corporate income tax	-1 370	-1 249	-2 418	-1 152	-2 159
NET PROFIT FOR THE PERIOD	3 068	3 997	8 010	5 073	7 087
<i>Net margin (NP / Revenue)</i>	<i>14%</i>	<i>17%</i>	<i>17%</i>	<i>12%</i>	<i>18%</i>
Net profit – Group share	3 069	3 997	8 011	5 077	7 087
Net profit – Non controlling interests	-	-	-	-4	-
BASIC AND DILUTED EARNINGS PER SHARE IN MAD	37.36	48.66	97.52	61.81	86.28

Source: OCP SA



PART IV. RISK FACTORS

I. RISKS RELATED TO THE PHOSPHATE AND FERTILIZERS INDUSTRY

I.1 THE GROUP OPERATES IN A CYCLICAL SECTOR

The international market of fertilizers and other phosphate-derived products is impacted by periodic imbalances of supply and demand. Periods of high demand and rising prices lead industry players to invest in new facilities implying an increase in the production. When the supply exceeds the demand, the resulting overcapacity and falling prices lead to a restriction on investments and the beginning of a new cycle.

I.2 DEMAND FOR FERTILIZERS MAY BE VOLATILE IN RESPONSE TO MACROECONOMIC FACTORS

The Group operates on a global basis and generally attempts to mitigate reduced sales volumes in a particular region experiencing adverse economic conditions by increasing sales in regions where economic conditions are more favorable. Such mitigation, however, can be difficult when economic conditions are unfavorable globally.

I.3 THE OPERATIONS OF OCP GROUP ARE CLOSELY RELATED TO THE AGRICULTURAL SECTOR

The Group's operations largely depend on the agricultural sector and are substantially affected by the same trends that impact the latter, including agricultural products prices, adverse weather conditions and seasonality.

The following factors could have an impact on OCP Group's activity:

- Lower agricultural product prices may impact negatively agricultural production, which could decrease demand for fertilizers and result in downward pressure on fertilizers prices;
- Replacement of fertilizer application with other products or techniques aimed at improving crop yield (such as GMOs) could result in a decline in fertilizer use;
- Adverse weather conditions and climate change in some regions which may lead to decline in demand for fertilizers;
- Fertilizers application periods differ from region to region, which may lead to significant fertilizers' demand variation throughout the year. In addition, the purchase timing of farmers and distributors can increase the seasonality of the business.

I.4 THE GROUP IS EXPOSED TO GOVERNMENT POLICIES

The Group is exposed to governmental policies in Morocco and its export countries as well as in the countries where its raw materials' suppliers operate, including:

- Export and import duties on fertilizers and import or export quotas on phosphate products;
- The allocation of subsidies to farmers;
- Environmental policies pertaining to heavy metals;
- Trade barriers such as antidumping duties and quotas.



II.5 RISKS RELATED TO COMPETITION

The Group faces intense competition from foreign producers. Phosphate rock, phosphoric acid and phosphate-based fertilizers are global commodities. Customers base their purchasing decisions primarily on the price of delivery, customer service, product quality and time to market.

OCP competes with a number of foreign producers, including some producers that benefit from government support as state owned or government-subsidised entities. Some of the Group's competitors may have competitive advantages similar to, or even superior to those of the Group.

These benefits include control over certain raw materials or access to low-cost raw materials, access to low-cost financing, geographical proximity to major suppliers or customers, or long-standing commercial relationships with international market players.

II. RISKS RELATED TO THE GROUP'S OPERATIONS

II.1 CAPITAL EXPENDITURE PROGRAM

The Group is engaged in a significant capital expenditure program. As part of these projects, the Group is exposed to various risks that could affect its ability to implement its program within budget and on time, and consequently, to achieve the efficiency gains and cost reductions expected in the investment program. The program is funded partially by cash flows from operating activities in addition to external funding. The Group's business and financial condition may be adversely affected if it is unable to raise the necessary funds on acceptable cost and terms.

II.2 RISK RELATED TO JOINT-VENTURES

OCP'S Group conducts some of its production capital partnerships resulting in joint ventures in which it can sometimes have minority interests.

OCP is party to several joint-venture entities and agreements relating principally to phosphoric acid and purified phosphoric acid production, either directly or through its subsidiaries. The Group holds a 50% or less interest in the majority of these joint ventures. Accordingly, while it has a certain degree of influence, OCP does not solely control the operations or the assets of these joint-venture entities nor can it unilaterally make major decisions with respect to such entities. This lack of majority control may constrain the issuer's ability to have such entities take actions that would be in the best interests of the Group or refrain from taking actions that would be adverse to the interests of the Group and may result in operational inefficiencies or delays, which could in turn, negatively affect the Group's business.

II.3 TRANSPORTATION

The cost of transportation has an impact on the overall cost of the product. As a result, when transportation costs rises, sales volumes may decline. The Group may also be required, in such cases, to reduce its margins so that the overall price of the product remains competitive.

The bulk of the group's exports are shipped by sea via the ports of Casablanca, Jorf Lasfar, Safi and the wharf at Laayoune. In case of adverse weather conditions, these facilities may experience disturbances which can make the group's products exports and imports of raw materials difficult.

II.4 INCREASING PRODUCTION COSTS COULD HAVE A NEGATIVE IMPACT ON THE GROUP'S BUSINESS

The Group needs to purchase Ammonia and sulfur as raw material in the production of phosphate derivatives. Their prices may be subject to changes, which may affect the Group's profitability, particularly if it fails to pass on this increase on its sale price.

If any of the Group's principal raw materials suppliers were to experience business interruptions or if the Group was unable to renew contracts with its suppliers, it could have a negative impact on the business and Group's earnings.

II.5 OPERATIONAL RISK RELATED TO THE INDUSTRY

The Group is exposed to a hazard risk related to the mining activities. This risk includes, amongst others, risks associated with blasting operations, accidents related to construction activities and the collapse of the mine walls. The occurrence of these risks could have an impact on production costs and cause serious human and material damage.

Moreover, the Group's business involves the use and storage of chemicals and hazardous substances whose impact on the environment could be disastrous in case of leakage or explosion.

II.6 NATURAL CATASTROPHE RISK

The Group's facilities may be damaged as a result of unforeseen events, including natural disasters such as floods or fires causing property damages, loss or death.

II.7 FOREIGN EXCHANGE RISK

The Group is exposed to foreign exchange risk principally because its reporting currency is Moroccan Dirhams and the major part of the Group's revenues is derived from export sales and received in USD. In addition, OCP Group conducts its purchases of raw materials (sulfur, ammonia) by freight services and a substantial part of its industrial purchasing is in USD. Therefore, the USD/MAD exchange rate, particularly a weaker US dollar compared to the MAD, may have a negative impact on the Group's operational earnings, causing an increase in interest expense on USD-denominated debt.

The Group is also indirectly impacted by the exchange rate to which customers are exposed. In case of an appreciation of the USD against the MAD, the customers' purchasing power decreases, and the Group's sales are impacted.

II.8 INTEREST RATE RISK

Interest rates are subject to factors beyond the Group's control, including the policies of central banks, economic conditions and, in general, political factors.

A rise in interest rates will result in an increased interest expense of the Group, mainly relative to non-incurred debts.

II.9 FINANCING AND REFINANCING RISK

OCP may not be able to obtain financing, or refinancing for its current borrowings, on commercially acceptable terms, if at all.

As of December 31st, 2015, the Group's total outstanding loans amounted to 51.6 billion MAD. If the Group's cash flow is insufficient to repay its loans, it will have to renegotiate them or seek alternative financing from the capital markets.



The Group's ability to raise alternative financing or to renegotiate loans on commercially acceptable terms, or at all, depends, among other factors, on the general conditions of the domestic and international capital markets.

If alternative financing becomes necessary, the Group may not be able to obtain such financing or at least not on acceptable commercial terms.

III. RISKS RELATED TO THE OFFERED NOTES

The risk factors listed herein should not be considered as exhaustive, and may not cover all the risks that investing in the present notes involve.

Potential investors should be aware that the offered notes are subject to the following main risks:

III.1 RISK RELATED TO THE NATURE OF THE NOTES AND THE TYPE OF TARGETED INVESTORS

The notes may not be a suitable investment for all investors. Each potential investor must make its own determination of the suitability of any such investment, with particular reference to its own investment objectives and experience, and any other factors which may be relevant to it in connection with such investment, either alone or with the help of a financial adviser.

It should be noted that the subscriptions to the notes are limited to qualified investors under Moroccan law, as listed in the present Prospectus. The trading of such notes on the secondary market is limited to the qualified investors listed in the present Prospectus. (See "Notes tradability"). Furthermore, there are no instruments similar to the offered notes on the Moroccan market, which implies a lack of benchmark in terms of the notes conditions, including the offered risk premium.

III.2 RISK RELATED TO THE RANKING OF THE NOTES

The issued notes are subordinated securities. The principal and interest pertaining to the notes are direct, unconditional, unsecured and subordinated obligations and are and will be senior solely to the Issuer's equity securities. In the event of any judgment rendered by any competent court declaring the judicial liquidation of the Issuer, or in the event of a transfer of the whole of the business of the Issuer subsequent to the opening of a legal redress, or if the Issuer is liquidated for any other reason, the rights of the note holders' to payment under the notes will be subordinated to the full payment of the unsubordinated creditors and of the ordinary subordinated creditors of the Issuer. Thus, the note holders face a higher risk of no repayment than holders of unsubordinated and ordinary subordinated obligations of the Issuer.

III.3 RISK RELATED TO THE PERPETUAL NATURE OF THE NOTES

The notes are perpetual securities, with no specified maturity date. The issuer is under no obligation to redeem the notes at any time. The note holders have no right to require redemption of the notes, except if a judgment is issued for the judicial liquidation of the Issuer or for the sale of the whole of the business following a legal redress of the Issuer or in the event of the liquidation of the Issuer for any other reason. Note holders should therefore be aware that the principal amount of the Notes may not be repaid and that they may lose the value of their capital investment.

III.4 RISK RELATED TO OPTIONAL REDEMPTION

The securities are perpetual notes of the Issuer with no fixed maturity date but may be redeemed at the option of the issuer as from year 10 and at any time in the event of the occurrence of a rating methodology

event (see “Other Case of Optional Redemption”). Such early redemption may have an impact on the expected maturity of the notes and the note holders’ reinvestment conditions.

It should be noted that the early redemption is at par (principal and payable coupon) and could occur at a time when the market value of the note is greater than the amount offered by the Issuer.

III.5 RISK RELATED TO COUPON PAYMENT DEFERRAL

On any applicable interest payment date, the Issuer may elect to defer payment of all (but not some only) of the interest accrued to that date, and any failure to pay shall not constitute a default by the Issuer subject to compliance with the restriction on *pari-passu* and junior tranches remuneration (see “Restriction on *Pari-Passu* and Junior Tranches Remuneration”). Deferred interest payments, even if they bear interest, expose note holders to reinvestment risk in the event that the deferred interest occurs during a period when the market rates for an equivalent risk is higher than the rate offered by the notes.

III.6 RISK RELATED TO INTEREST RATES FLUCTUATIONS

The value of the notes depends, among other factors, on the prevailing interest rates on the market. Thus, fluctuations in interest rates on the market can negatively impact the value of the notes. Moreover, the existence of options in favor of the issuer (redemption option, deferred interest option, etc.) means that the sensitivity of the notes to fluctuations in interest rates is different from that of notes with no options.

III.7 RISK RELATED TO A METHODOLOGY EVENT

A rating methodology event may occur after the notes issue, and might authorize the Issuer, subject to a prior notice to the note holders, to redeem the notes. (See “Other Case of Optional Redemption”).

III.8 RISK RELATED TO THE AMOUNT OF DEBT THE ISSUER CAN ISSUE OR SECURE

There are no restrictions in the terms of the securities regarding the amount of debt that the Issuer may raise or guarantee. The Issuer and its subsidiaries and affiliates may raise additional debt or provide collateral relative to third parties’ debt, including debt or collateral ranking *pari-passu*, or senior to the notes. The issuance of such securities or any other debt could reduce the recovery rate of a note holder in the case of liquidation of the Issuer for any reason and / or could increase the probability of a interest deferral on the notes.

III.9 RISK RELATED TO LIQUIDITY AND TRADABILITY

The notes are subject to a restriction on tradability on the secondary market (see “Notes tradability”), which could reduce the liquidity of the notes compared to other notes which are not subject to restrictions.



DISCLAIMER

The aforementioned information is only a part of the information given in the prospectus approved by the Moroccan Capital Market Authority (AMMC) under the reference n° VI/EM/031/2016/D on December 9th, 2016.

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