



الهيئة المغربية لسوق الرساميل  
ⵜⴰⵎⴰⵔⴰⵏⵜ ⵜⴰⵎⴰⵔⴰⵏⵜ ⵜⴰⵎⴰⵔⴰⵏⵜ ⵜⴰⵎⴰⵔⴰⵏⵜ  
AUTORITÉ MAROCAINE DU MARCHÉ DES CAPITAUX

# ANNUAL REPORT

2022





الهيئة المغربية لسوق الرساميل

ⵜⴰⵎⴻⵔⴰⵏⵜ ⵜⴰⵎⴳⴷⵓⵔⴰⵏⵜ ⵜⴰⵎⴳⴷⵓⵔⴰⵏⵜ | ⵎⴰⵔⴰⵎⴰⵏⵜ ⵜⴰⵎⴳⴷⵓⵔⴰⵏⵜ

AUTORITÉ MAROCAINE DU MARCHÉ DES CAPITAUX





HIS MAJESTY KING MOHAMMED VI, MAY GOD ASSIST HIM

# TABLE OF CONTENTS

<b>THE AMMC IN 2022</b>	<b>15</b>
<b>1. ABOUT THE AMMC</b>	<b>16</b>
1.1. Missions	16
1.2. Scope of intervention and participants under its supervision	16
1.3. Prerogatives and powers	16
1.4. The AMMC bodies	16
<b>2. 2022 HIGHLIGHTS</b>	<b>24</b>
<b>3. INSTITUTIONAL DEVELOPMENT</b>	<b>26</b>
3.1. The AMMC's digital transformation plan	26
3.2. Consolidation of the risk management system	27
3.3. Setting up an internal document repository for processes and procedures	27
3.4. Governance and data management	27
3.5. Functional upgrade of the market authority's exchange and supervision system - SESAM	28
3.6. Setting up an anti-corruption management system	28
3.7. Digitalizing inspection management	28
3.8. Digitalizing the Board of Directors' meetings	29
3.9. Strengthening information security	29
<b>4. ORGANIZATION CHART AND HUMAN RESOURCES</b>	<b>31</b>
4.1. Organization chart	31
4.2. Workforce	32
4.3. Training	33
4.4. Contributing to the training and employability of young people	33
<b>5. ACCOUNTING AND FINANCIAL POSITION</b>	<b>34</b>
5.1. Operating revenues	34
5.2. Financial income	35
5.3. Operating expenses	35
5.4. Net income	36
5.5. Shareholders' equity	36
<b>CHAPTER I. THE AMMC AND ITS ENVIRONMENT IN FIGURES</b>	<b>39</b>
<b>1. STOCK MARKET</b>	<b>41</b>
1.1. Index trends	41
1.2. Change in market capitalization	43
1.3. Change in transaction and liquidity volumes	44
1.4. Types of investors	46
<b>2. SECURITIES LENDING</b>	<b>48</b>

<b>3. PUBLIC OFFERINGS</b>	<b>50</b>
3.1. Equity securities transactions	50
3.2. Issues of debt securities	50
3.3. Other financial transactions	51
<b>4. COLLECTIVE INVESTMENT PRODUCTS</b>	<b>52</b>
4.1. Undertakings for collective investment in transferable securities (UCITS)	52
4.2. Securitization vehicles (FPCTs)	58
4.3. Private equity investment vehicles (OPCCs)	60
4.4. Real estate investment schemes (OPCIs)	61
<b>5. MARKET PARTICIPANTS</b>	<b>62</b>
5.1. Brokerage firms	62
5.2. Securities account keepers	65
5.3. The Central Depository	66
5.4. Asset management companies	68

## **CHAPTER II. THE AMMC AND CAPITAL MARKET SUPERVISION** **77**

---

<b>1. AUTHORIZATIONS AND APPROVALS</b>	<b>78</b>
1.1. Approval of market participants	78
1.2. Authorization of financial transactions	79
1.3. The authorization of collective investment schemes	87
<b>2. CONTROL OF FINANCIAL INFORMATION</b>	<b>90</b>
2.1. Periodic disclosure	90
2.2. Other disclosure requirements	90
2.3. Threshold crossing disclosures	91
2.4. Repurchase programs of listed companies	92
2.5. Ethics of listed companies	94
2.6. Monitoring issuers' compliance with corporate governance rules	95
2.7. Management of relations with statutory auditors	96
2.8. Reporting on corporate social responsibility	96
<b>3. CONTROL OF PARTICIPANTS</b>	<b>99</b>
3.1. On-site inspections	99
3.2. Documentary audits	101
<b>4. SUPERVISING MARKET UNDERTAKINGS AND INFRASTRUCTURE</b>	<b>104</b>
4.1. Supervising the Casablanca Stock Exchange	105
4.2. Supervision of the Central Depository	108
4.3. Market undertakings and infrastructure development projects	112

<b>5. MARKET DISCIPLINE</b>	<b>114</b>
5.1. Monitoring stock market transactions	114
5.2. Investigations	115
5.3. Complaints handling	115
<b>6. ENFORCEMENT POWER</b>	<b>116</b>
6.1. Organization of the AMMC's enforcement power	116
6.2. Exercising the AMMC's enforcement power	116
<b>7. ANTI-MONEY LAUNDERING AND COMBATING THE FINANCING OF TERRORISM (AML/CFT)</b>	<b>117</b>
7.1. Regulations and guidelines	117
7.2. Awareness raising and support	118
7.3. Control of capital market participants	119
7.4. National coordination and cooperation	119
7.5. Enhanced monitoring process by the FATF	119
<b>8. FIGHTING CORRUPTION WITHIN THE CAPITAL MARKET</b>	<b>121</b>
<b>9. SYSTEMIC RISK MONITORING</b>	<b>121</b>
<b>CHAPTER III. THE AMMC AND THE DEVELOPMENT OF THE CAPITAL MARKET</b>	<b>123</b>
<hr/>	
<b>1. REGULATORY DEVELOPMENT</b>	<b>124</b>
1.1. Legislative and regulatory texts published in the Official Gazette	124
1.2. Draft legislative and regulatory texts	127
1.3. Circulars of the AMMC	129
<b>2. CAPACITY BUILDING OF PLAYERS AND INVESTORS</b>	<b>132</b>
2.1. Financial literacy	132
2.2. Accreditation of market professionals by the AMMC	133
<b>3. INSTITUTIONAL COOPERATION</b>	<b>134</b>
3.1. Activities of the Systemic Risk Coordination and Monitoring Committee	134
<b>4. PROXIMITY TO MARKET PLAYERS</b>	<b>135</b>
4.1. Market attentiveness	135
4.2. Handling of legal queries	136
<b>5. INTERNATIONAL COOPERATION</b>	<b>138</b>
5.1. Multilateral cooperation	138
5.2. Cooperation on surveys, exchange of experience and capacity building	144

<b>LIST OF TABLES, GRAPHS, BOXES AND ACRONYMS</b>	<b>147</b>
LIST OF TABLES	148
LIST OF GRAPHS	149
LIST OF BOXES	150
LIST OF ACRONYMS	151
<b>APPENDICES</b>	<b>153</b>
APPENDIX 1 : FINANCIAL STATEMENTS AT 31 DECEMBER 2022	154
APPENDIX 2 : SUMMARY OF PENALTIES	161

# MESSAGE FROM THE CHAIRPERSON & CEO



**NEZHA HAYAT**  
Chairperson and CEO

A difficult international and domestic backdrop defined the year 2022. Global geopolitical tensions and rising inflation prompted tighter monetary policies and higher interest rates.

Global supply chain reorganization resulted in higher inflation and slower growth in Morocco, as it has in much of the rest of the world, compared to 2021. Against this tense background, the major capital market indicators showed contrasting trends.

While the value of financial instruments fell, causing a drop in market capitalization and UCITS net asset value, the other market segments posted results similar to, if not better than, those recorded in 2021.

Market-based financing was driven by debt securities and bond issues, two IPOs and capital increases, totalling MAD 66.3 billion, a level comparable to the previous year.

The real estate investment schemes (OPCIs) sector grew further, confirming its role as a complementary financing solution. At year-end 2022, the AMMC had approved 51 OPCIs, with net assets under management totalling MAD 57.8 billion. Assets under management of active securitization vehicles (FPCTs) increased by 20.97% to MAD 14.07 billion at the end of 2022. Three new private equity investment vehicles (OPCCs) were launched in 2022, bringing the total to 11, up from eight a year earlier, with MAD 2,307.93 million in net assets under management, a 65% increase over 2021.

I am convinced that the capital market can and must play a larger role in financing the economy. In 2022, and as part of our strategic plan, we continued our efforts to develop the market and make it more appealing to companies and investors alike.

Our efforts were primarily focused on providing companies with access to the capital market, modernizing and developing the market, increasing the public's financial literacy, fostering innovation and strengthening international cooperation.

The AMMC's main mission remains, of course, to protect investors and savings invested in financial instruments. In 2022, we continued our monitoring efforts and tightened controls to ensure that the market operates smoothly.

As such, the AMMC carried out over 70 on-site inspections, as well as remote controls, of market participants and infrastructure. These inspections will be stepped up in 2023 to include new market participants and activities.

Moreover, developing the capital market also entails assisting with its regulatory development. In 2022, several implementing regulations were published in the Official Gazette, and work on draft laws and regulations continued.

Furthermore, several implementing regulations relating to crowdfunding and Islamic bonds (Sukuk) were published in order to facilitate the implementation of new funding mechanisms. On the legislative front, amendments to the law on UCITS and OPCCs introduced a number of new features aimed at improving the channeling of savings to better meet investors' expectations, by offering a wide range of possibilities. The amendments to the law on OPCCs will also help the Mohammed VI Investment Fund become operational.

The AMMC's draft circular on financial investment advisors was completed in 2022, and entered into force in early 2023. These are not exhaustive examples, as there are other draft texts that are at various stages of completion. These regulatory developments are expected to continue and accelerate in 2023 so as to support the development and modernization of market instruments and the capital market.

Also, as part of its commitments, the AMMC collaborated with other stakeholders in 2022 to support innovation in the capital market. I am specifically referring to crowdfunding, whose regulatory framework is now complete and should be operational by 2023; to Fintech, for which we have adopted a multifaceted approach by launching a POC (Proof Of Concept) on Blockchain; to the legislative framework for Crypto-assets; and to the launch of the Fintech portal on the AMMC website, which allows project holders to exchange views with the Authority on their projects and to learn about the legal and

regulatory framework applicable to them.

We also pursued our commitment to the development of sustainable finance through a series of initiatives aimed at encouraging market players, both issuers and market participants, to incorporate sustainability considerations into their practices. The year 2022 saw the issue of a one billion dirham green bond, carried out in accordance with the framework established by the AMMC, which, since 2016, has made it possible to finance several other projects, particularly in the field of renewable energies and energy efficiency.

In addition, we also played an active role at the international level, taking part in a number of international events and setting up a sustainable finance working group within IOSCO's Africa and Middle East Committee. Besides, six new signatories have joined the Marrakech Pledge, an initiative we launched at COP 22 to promote sustainable finance in Africa so as to consolidate the continent's market authorities and stock exchanges, and whose work we are closely monitoring.

International cooperation is a strategic priority for the AMMC. In addition to participating in the works of the various committees of international regulatory bodies, such as IOSCO, the AMMC also takes part in global discussions on the main, current regulatory issues. It represents the voice of the Africa and Middle East Regional Committee (AMERC) member countries, who re-elected me as Chair in July 2022.

A further recognition of our efforts was the designation of Morocco as host country for IOSCO's 47<sup>th</sup> annual meeting, the world's largest gathering of capital markets regulators. This event, held in Marrakech in October 2022, drew over 400 participants and was a resounding success.

On the sidelines of this meeting, the AMMC organized an international conference, under the High Patronage of His Majesty King Mohammed VI, May God Assist Him, under the theme: Global Capital Markets: "Expect the unexpected: a trilemma for capital markets."

The event brought together government officials, leading economists, financial experts and capital market regulators for a series of debates and discussions on the issues and challenges facing the world's financial markets. We focused on topics that are relevant to our concerns and consistent with our priorities.

This conference covered five topics: predicting and managing crises, sustainable finance and financial inclusion, the role of capital markets in post-crisis recovery, Fintech, and the new African disruption.

In an increasingly complex and ever-changing environment, the experts underlined the crucial role that capital market regulators must play in addressing new challenges, as well as the importance, for us regulators, of identifying structural and cyclical crises to better prevent them and forecast the markets' future.

As regulators, we are also called upon to play a greater role in developing sustainable finance, financial inclusion and poverty alleviation. We must reconcile the need for flexibility to roll out initiatives with the need to regulate new risks. Today's challenge is to turn environmental and social constraints into opportunities for new green and inclusive growth.

The role of emerging capital markets in the post-Covid recovery was also highlighted. It was noted that these markets were able to overcome the health crisis thanks to their agility and the measures taken by the various jurisdictions to ensure transactional continuity and maintain communication with investors.

The experts also discussed the rise of digital technology, the development of Fintech and the new types of risks associated with them, including money laundering and cyber risks. They agreed on the need for appropriate, uniform regulation across the globe, for regulatory authorities to be given clear powers in this area, and for measures to be taken to protect the public, such as warnings about the often speculative and volatile nature intrinsic to crypto-assets and, more broadly, the associated risks.

Concerning Africa in particular, discussions centered on the continent's challenges in the face of the new wave of globalization, the fourth industrial revolution and the major disruptions brought about by digital technology. Two key levers were highlighted: the need to leverage regional cooperation to address market fragmentation and achieve an integrated pan-African capital market capable of financing economic growth. The second is financial literacy, a means of financial inclusion that helps economic players, especially young entrepreneurs, capitalize on the capital market's potential and thus contribute to wealth creation.

Increasing the public's financial literacy is one of our strategic priorities. In 2022, we strengthened our financial literacy initiatives by investing in new media and stepping up field activities, particularly for the benefit of young people.

In 2023, we will continue to work toward an inclusive capital market that is appealing to all types of investors and issuers, regardless of their size. Today's capital market has the tools it needs to significantly contribute to the financing of our economy, and offers a variety of financial instruments that can interest different categories of investors.

In my opinion, one of the most difficult challenges we face is encouraging issuers, project holders and investors alike to turn to the capital market. To accomplish this, the collaboration of all players in our ecosystem --- brokerage firms, asset management companies, account keepers, market undertakings and banking networks --- is essential, if not imperative.





# **THE AMMC IN 2022**

# 1. ABOUT THE AMMC

The Moroccan Capital Market Authority (AMMC) is the regulatory body in charge of the supervision and control of the Moroccan capital market by virtue of the provisions of Law No. 43-12 establishing the Authority.

## 1.1 Missions

The AMMC's main missions are as follows:

- ensure the protection of savings invested in financial instruments;
- ensure the equal treatment of investors, the transparency and integrity of the capital market and information to investors;
- ensure the sound functioning of the capital market and oversee the enforcement of laws and regulations;
- ensure compliance with the laws and regulations in force relating to anti-money laundering by the persons and organizations under its supervision;
- contribute to fostering the financial literacy of investors.

## 1.2 Scope of intervention and participants under its supervision

The AMMC exercises the supervisory powers under the laws in force with regard to the bodies and persons subject to its supervision. In this context, the Authority ensures that they comply with the laws and regulations applicable to them, in particular, those relating to:

- transactions involving financial instruments, including repurchase agreements, securities lending and transactions involving public offerings and marketable debt securities;
- financial intermediaries (brokerage firms, asset management companies, UCIs management companies, FPCT (securitization vehicles) management companies, and financial investment advisors);
- market undertakings (the Stock Exchange management company, the futures market management company, the Central Depository, and the Clearinghouse for the futures market);
- securities account-keepers;
- issuers making public offerings;
- persons licensed to perform one of the functions requiring the AMMC's licensing, as well as persons who, under their activities, assist in transactions on financial instruments.

## 1.3 Prerogatives and powers

To fulfill its missions, the AMMC is vested with broad prerogatives, and in this capacity, it:

- controls information and approves disclosure documents;
- carries out documentary controls and on-site inspections;
- approves and authorizes market players and some financial instruments;
- imposes disciplinary sanctions and fines in the event of violations;
- refers to the relevant judicial authority any matter likely to constitute an offense;
- establishes rules of professional and ethical conduct through circulars;
- assists the government in the regulation of the capital market.

## 1.4 The AMMC bodies

The AMMC is a collegial institution with several bodies and committees vested with specific prerogatives. Its two governing bodies are the Board of Directors and the Enforcement Committee.

## 1.4.1 The Board of Directors

In addition to its Chairperson and CEO, the AMMC's Board of Directors consists of an equal number of representatives of the Administration and independent members, chosen for their integrity and expertise in the financial and legal fields. The Board's attributions, as well as the distribution of roles between its members and the Chairmanship are defined by Law No. 43-12.

### Composition of the AMMC Board of Directors



**Ms Nezha HAYAT**  
*AMMC's Chairperson and CEO*



**Ms Faouzia ZAABOUL**  
*Director of the Treasury and  
External Finances (representing the  
Government)*



**Ms Hiba ZAHOU**  
*Director of Banking Supervision Department  
(representing Bank Al-Maghrib)*



**Mr Abdelaziz TALBI**  
*Appointed intuitu personae*



**Mr Abdelaziz TAZI**  
*Appointed intuitu personae*



**Mr Soulaymane KACHANI**  
*Appointed intuitu personae*

### Government Commissioner

**Mr Hicham EL MDAGHRI**  
*Appointed by the Administration from among  
High-ranking officials of the Ministry of Finance*

Considering the powers of the Chairperson and CEO and the Enforcement Committee, the Board of Directors is vested with the required powers and responsibilities for the management of the AMMC and the fulfillment of its duties.

In this context, the Board:

- adopts the rules and procedures applicable to the Board of Directors and all the AMMC staff;
- examines the AMMC's General Regulations prior to their approval by the Administration;
- approves the AMMC's annual budget and any amendments to it during the year;
- appoints the external auditor responsible for the annual audit of the AMMC's financial statements;
- examines the statutory auditor's report and takes the final decision regarding his observations;
- approves the AMMC's annual report;
- adopts the articles of association and the general system of remuneration and allowances, as well as the pension and welfare schemes for the AMMC staff;
- selects the AMMC's directors after completing the procedure for appointment to high-ranking positions in accordance with the current regulations;
- defines the AMMC's organization chart and the powers of the various departments on the proposal of the AMMC Chairperson and CEO;
- approves the regulations setting out the rules and procedures for procurement in compliance with the legislative and regulatory provisions applicable to government procurement;
- deliberates on all matters relating to the organization and general policy of the AMMC;
- may request the AMMC Chairperson and CEO to conduct an investigation within the scope of the AMMC's mission.

The law on the AMMC sets the Government Commissioner's supervisory duties. Among other things, he ensures the AMMC's compliance with the legislative provisions governing its activities. He also attends the meetings of the Board of Directors in an advisory capacity.

## BOX 1. ACTIVITIES OF THE BOARD OF DIRECTORS

In 2022, the Moroccan Capital Market Authority held four Board of Directors' meetings, chaired by Ms. Nezha HAYAT :

### March 21, 2022

- Review of the AMMC Audit Committee report of March 10, 2022;
- Approval of the financial statements for the year ended December 31, 2021;
- Appropriation of the net income for 2021;
- Taking note of the draft overhaul of the AMMC's General Regulations.

### July 8, 2022

- Review of the AMMC Audit Committee report of June 20, 2022;
- Self-assessment of the activities of the AMMC Board of Directors;
- Review of AMMC highlights in 2021 and the first semester of 2022;
- Update on the progress of the AMMC information system strategic plan;
- Update on the AMMC's public communications strategy.

## October 5, 2022

- Approval of amendments to the Board of Directors' Internal Rules;
- Taking note of the digital platform for managing the Board's meetings;
- Taking note of the IOSCO's annual meeting in Marrakech and the AMMC's public conference;
- Review of the results of the AMMC's workforce sizing study;
- Approval of AMMC's Annual Report for the financial year 2021.

## December 16, 2022

- Review of the AMMC Audit Committee report of November 25, 2022;
- Approval of the AMMC budget for the fiscal year 2023;
- Review of the AMMC Nominations and Remuneration Committee report of November 25, 2022;
- Approval of changes to the AMMC's articles of association.

On the margins of the December 16<sup>th</sup> meeting, the members of the Board of Directors met with the members of the Enforcement Committee to examine the Committee's activity report.

### 1.4.1.1 The Audit Committee

The Audit Committee is a body created by the Board of Directors. Its mission is to ensure the:

- monitoring of the process of preparing accounting information;
- independence of the Statutory Auditor and the External Auditor;
- effectiveness of the internal control and risk management systems and the statutory audit of the financial statements.

At the request of the Board of Directors, the Audit Committee may also review any issue relating to the Committee's powers, in particular, the proposed budget and the report on its implementation. More generally, its areas of intervention include:

- the approval of the AMMC annual financial statements;
- the procedures for selecting the External Auditor and the budget to cover their fees;
- the internal audit programs;
- the implementation of recommendations issued by the External Auditor and the internal audit department.

The Audit Committee consists of at least two members chosen from among the members of the Board of Directors. The Committee Chairperson is selected from among the members appointed *intuitu personae*.

These members are chosen based on their qualifications and expertise in the financial and accounting fields.

The AMMC Audit Committee is chaired by **Mr Abdelaziz TALBI**.

## BOX 2. ACTIVITIES OF THE AUDIT COMMITTEE

The AMMC Audit Committee held three meetings in 2022, whose agenda was as follows:

### March 10, 2022

- Review of the Audit Committee's decisions;
- Review of the AMMC's draft financial statements for the 2021 financial year;
- Review of the external auditor's report on the financial statements for the 2021 financial year;
- Review of the external auditor's report on AMMC's internal control system;
- Approval of the 2021 internal report;
- Validation of the 2022 internal audit plan.

### June 20, 2022

- Presentation of the methodology for following up the recommendations of the Court of Accounts's mission.

### November 25, 2022

- Review of the Audit Committee's decisions;
- Review of the proposed budget for the 2023 financial year;
- Review of proposed adjustments to the AMMC's Procurement Regulations.

### 1.4.1.2 The Appointments and Remuneration Committee

The Board of Directors of the AMMC has also set up an Appointments and Remuneration Committee composed of :

- **Mr Abdelaziz TAZI**, Director, Committee Chair
- **Mr Abdelaziz TALBI**, Director, Member

The Appointments and Remuneration Committee assists the AMMC Board of Directors in matters relating to the selection of directors and the remuneration of the AMMC's select committee members and staff members.

In particular, this Committee is in charge of :

- examining applications for the selection and/or renewal of the terms of office of The Enforcement Committee members appointed *intuitu personae*, and proposing their remuneration;
- determining the remuneration and compensation of members of select committees set up by the Board, as well as the terms and conditions of their payment;
- giving an opinion on the articles of association and the general system of remuneration and allowances, as well as the pension and welfare schemes for the AMMC staff;
- examining any proposed changes to the remuneration scale;
- examining applications of the Authority's directors once the recruitment procedure has been completed in accordance with the regulatory and statutory provisions in force;
- proposing the appointment of selected directors and the level of their remuneration;
- formulating, at the Board's request, opinions on issues relating to appointments, compensation and benefits.

## 1.4.2 The Enforcement Committee

The role of the Enforcement Committee is to investigate facts likely to give rise to a sanction imposed by the AMMC Chairperson and CEO, and to propose the corresponding disciplinary sanction once the case has been investigated. Prior to any referral to the competent legal authorities, it may also give its opinion to the Chairperson and CEO on any facts that could be classified as an offence.

Independent of the Board of Directors, the Enforcement Committee has three permanent members. Its Chairperson is a magistrate who, since the entry into force of Law No. 100-13 relating to the Supreme Council of the Judicial Power, has been appointed by the Minister of Economy and Finance on the recommendation of the Chairperson of the Supreme Council of the Judicial Power. Two other members are appointed *intuitu personae* by the Board of Directors, after the examination of their curriculum vitae, on the basis of their integrity and competence in the legal and financial fields.

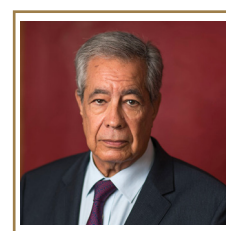
The AMMC's Enforcement Committee is made up of :



**Mr Hassan EL AFOUI**  
*Chairperson*



**Mr Azzedine KETTANI**  
*Member appointed intuitu personae*



**Mr Abdeljalil CHRAIBI**  
*Member appointed intuitu personae*

## BOX 3. ACTIVITIES OF THE ENFORCEMENT COMMITTEE

Over the course of 2022, the Committee spent an average of 40 days processing cases, thus reinforcing the trend towards improved processing times.

In 2022, the Enforcement Committee received six cases concerning one securities account keeper, two UCITS management companies and three natural persons. Of the six cases dealt with, three involved administrative breaches relating to the activities of market participants, while the other three involved facts that could be classified as offences attributable to non-professional natural persons.

In the same year, the Committee issued four opinions, as follows:

- an assent recommending disciplinary sanctions and financial penalties against a securities account keeper;
- three opinions recommending referral to the judicial authorities of facts liable to be classified as offences and attributed to natural persons.

On December 16, 2022, the Chairperson of the Enforcement Committee, in the presence of the other members, presented the Committee's activity report for 2022. The report reviews the Committee's activities during the year, and presents for discussion and debate issues of common interest relating to the AMMC's enforcement activities. During the meeting, the members of the Enforcement Committee also presented a series of items pertaining to the sanctioning procedure, in addition to discussing with the Board members ways of improving the procedure.

### 1.4.3 The Consultative Licensing Committee

As part of the implementation of the licensing system, a Consultative Licensing Committee (CLC) was put in place. Its mission is to provide and issue opinions and/or recommendations to the Chairperson of the AMMC on all matters relating to the licensing of professionals, including:

- the required training program;
- the content of the examinations;
- the rules for the conduct of the examinations, in particular the dates, the procedures, the evaluation methods, and the criteria for passing the exams.

In 2022, the Committee held a meeting at which it examined the following aspects:

- an assessment of the range of services offered by CISI (Chartered Institute for Securities and Investments), the certification body selected to certify managers of financial instrument portfolios;
- the various options for financial analyst certification ;
- the program of licensing sessions scheduled for the year.

On the sidelines of the works of the Consultative licensing Committee, five working meetings were held with representatives of the Casablanca Stock Exchange, Maroclear Central Depository and OPCIs, OPCCs and FPCTs management companies. The aim of these meetings was to present the licensing system to these players, with a view to planning the licensing of their eligible staff.

### 1.4.4 The Scientific Committee

#### I Missions

Established to strengthen the Authority's contribution to the development of the Moroccan financial market, the Scientific Committee reflects further on the market and the regulatory issues, and supports academic research in the fields under the AMMC scope of action.

The main missions of the Scientific Committee are to:

- inform the Authority on the state of academic research in the fields of financial markets and regulations;
- strengthen its strategic intelligence;
- produce or supervise studies on topics related to these fields;
- discuss on market and regulatory issues at symposiums, seminars and the Authority's scientific journals;
- support any initiative by the Authority to encourage scientific research in Morocco in the field of capital markets.

#### I Composition

The AMMC's Scientific Committee is co-chaired by:

- **Ms Nezha HAYAT**, Chairperson and CEO of the Moroccan Capital Market Authority;
- **Mr. Soulaymane KACHANI**, Member of the Board of Directors of the Moroccan Capital Market Authority, Vice-Provost and Professor at Columbia University (New York), expert in financial engineering, big data, corporate finance and industrial economics.

The other members are :

- **Ms Rajae ABOULAICH**, Professor at the Mohammadia School of Engineering, Mohamed V University-Rabat, expert in applied mathematics, risk management, financial engineering and participative finance;
- **Ms Najat EL MEKKAOUI DE FREITAS**, Lecturer-researcher at Paris Dauphine PSL University and Research Fellow at the Economic Research Forum (ERF), expert in risk management, financial accumulation behaviors and investment policies of institutional investors;
- **Ms Hélyette GEMAN**, Professor of Financial Mathematics at Birkbeck University (London) and Johns Hopkins University (Washington), an associate of OCP Group and several oil companies since 2008, expert in the field of futures, options and commodities;

- **Mr. Christian DE BOISSIEU**, Emeritus Professor at the University of Paris 1 (Panthéon-Sorbonne), former Chairman of the Council of Economic Analysis (France), former member of the Board of AMF-France, expert in monetary issues, banking and financial regulation as well as European integration;
- **Mr. Karim EL AYNAOUI**, Economist, Chairman of the Policy Center for the New South think tank, Dean of the Faculty of Governance, Economic and Social Sciences at Mohammed VI Polytechnic University and Advisor to the CEO of the OCP Group;
- **Mr. Issouf SOUMARÉ**, Professor and Director of the Financial Engineering Laboratory at Laval University (Quebec), expert in finance, financial engineering, risk management and international finance.

## BOX 4. ACTIVITIES OF THE SCIENTIFIC COMMITTEE

The AMMC's Scientific Committee held two working meetings in 2022, on April 22 and May 27, under the chairmanship of Ms. Nezha HAYAT and Mr. Soulaymane KACHANI.

The main points discussed at these meetings were:

- the organization of the Scientific Committee biennial conference;
- planning contributions from members of the Scientific Council;
- AMMC Research Award: update on the evaluation progress of the research papers currently being examined by members of the Scientific Committee, the deliberations and the organization of the awards ceremony.

## AMMC RESEARCH AWARD

To consolidate its links with the academic world and encourage scientific research, the Moroccan Capital Market Authority (AMMC) launched in June 2021, with the support of its Scientific Committee, an award for research on economic and financial themes focusing on the Moroccan economy and the capital market, which are of interest to the Authority.

The Award secretariat received 59 research papers, consisting of 21 articles and 38 theses, from candidates affiliated to national universities and higher education institutions, as well as foreign universities.

The applications received were subject to a pre-selection process based on eligibility criteria, the relevance of the subject and its added value for the AMMC. These applications were then assessed on a peer-to-peer basis by members of the Scientific Committee, according to well-established evaluation criteria.

Following deliberations by the members of its Scientific Committee, the AMMC rewarded two doctoral theses and one scientific article. The first thesis focused on the modeling of dynamic interactions between the Moroccan and international stock markets and the economic arena, and the second on the mathematical modeling of participative finance. The scientific article focused on mimetic behavior on the Moroccan stock market.

At a ceremony at which the winning papers were presented to leading figures from the academic world and the capital market ecosystem, the prizes were awarded to the finalists in recognition of their qualitative contribution to the development of scientific research.

# 2. 2022 HIGHLIGHTS



## JANUARY

- The AMMC publishes its priority actions for 2022.



## FEBRUARY

- The AMMC organizes, in partnership with the National Authority for Probity, Prevention and the Fight against Corruption (Instance Nationale de la Probité, de la Prévention et de la Lutte contre la Corruption - INPPLC), an awareness-raising seminar on anti-money laundering in the capital markets.
- The AMMC, Bank Al-Maghrib (BAM) and the Supervisory Authority of Insurance and Social Welfare (ACAPS), in partnership with the INPPLC, publish a guide for players in the financial sector.
- The AMMC and the Competition Council co-organize an exchange meeting with capital market players.
- The AMMC takes part in the second annual follow-up meeting of the Anti-Corruption Agreement in the Financial Sector.



## MARCH

- The AMMC publishes the report on the profile of stock market investors for the fourth quarter of 2021.
- The AMMC publishes an updated handbook on real estate investment schemes
- The AMMC and the Casablanca Stock Exchange organize the Morocco Capital Markets Days (MCMD) in Dubai, with the aim of highlighting the opportunities offered by the Moroccan capital market.
- The AMMC publishes a short video on financial instruments.
- The AMMC holds its first Board of Directors meeting of the year.
- The AMMC publishes the investor's guide games handbook.
- The AMMC takes part in Global Money Week alongside the Moroccan Foundation for Financial Education.



## APRIL

- The AMMC publishes the investor handbook "Understanding securities transactions."



## MAY

- The AMMC publishes a handbook on the best practices for internal audit systems in UCITS management companies.
- The AMMC launches a new AML-FT section on its website, aimed at capital market professionals and the general public.
- The AMMC publishes a reminder of the new corporate governance rules for companies making public offerings.



## JUNE

- The AMMC organizes an awards ceremony and awards the winners of the second edition of the "Quiz Finance" competition.
- The AMMC publishes educational videos on financial instruments and sustainable finance.
- The AMMC welcomes magistrates from the Public Prosecutor's Office for an exchange seminar.
- The AMMC publishes the first edition of the "Capital Markets in Figures" report.
- The AMMC organizes, in collaboration with The National Financial Intelligence Authority and the Moroccan Industrial and Commercial Property Office, exchange and training workshops for capital market participants.
- The AMMC and IFC sign a new cooperation agreement for the development of sustainable finance on the Moroccan capital market.
- The AMMC publishes its report on the profile of stock market investors for the first quarter of 2022.



## JULY

- The AMMC organizes an awards ceremony and presents the AMMC Research Award.
- The AMMC takes part in the fifteenth meeting of the Systemic Risk Coordination and Monitoring Committee (SRMC).
- Ms. Nezha HAYAT, the AMMC Chairperson and CEO, is re-elected as Chairperson of the Africa and Middle East Regional Committee (AMERC) of the International Organization of Securities Commissions (IOSCO).
- The AMMC holds its second Board of Directors meeting of the year.



## AUGUST

- The AMMC publishes, together with BAM and ACAPS, the ninth Financial Stability Report for the year 2021.
- The AMMC launches a Fintech portal on its website, designed to facilitate dialogue between the AMMC and companies active in the innovative financial technology sector.



## SEPTEMBER

- The AMMC publishes the report on foreign investment in financial instruments for the year 2021.
- The AMMC publishes the report on the profile of investors in the stock market for the second quarter of 2022.



## OCTOBER

- The AMMC takes part in the sixth World Investor Week (WIW) to promote financial literacy for investors.
- The AMMC organizes an international conference on the sidelines of the 47th annual meeting of the International Organization of Securities Commissions (IOSCO) on the theme "Global Capital Markets - Expect the unexpected: a trilemma for capital markets."
- The AMMC holds its third Board of Directors meeting of the year.



## NOVEMBER

- The AMMC publishes a new version of the anti-money laundering and combating the financing of terrorism (AML/CFT) practical handbook.
- The AMMC publishes the report on the profile of stock market investors for the third quarter of 2022.



## DECEMBER

- The AMMC, in partnership with the Chartered Accountants Association (Ordre des Experts Comptables), organizes a workshop for statutory auditors of publicly traded companies.
- The AMMC takes part in the sixteenth meeting of the Systemic Risk Coordination and Monitoring Committee (CCSR).
- The AMMC circular no. 02/2022 of June 1, 2022 on due diligence and internal monitoring obligations incumbent on organizations and persons subject to the AMMC supervision has been published in the Official Gazette.
- The AMMC publishes a new guide entitled "Disclosure documents you absolutely need to know" in the "Investor Handbook" series.
- The AMMC publishes the first edition of the "Half-yearly indicators for real estate investment schemes (OPCI)" report.
- The AMMC holds its fourth Board of Directors meeting of the year.

# 3. INSTITUTIONAL DEVELOPMENT

## 3.1 The AMMC's digital transformation plan

In line with its 2021-2023 strategic plan, the AMMC is committed to a digital transformation process supported by a number of actions.

### BOX 5. DIGITAL TRANSFORMATION: A STRATEGIC FOCUS

#### Launch of the 2023-2026 digital transformation plan

As part of the 4<sup>th</sup> pillar of its 2021-2023 strategic plan, designed to accelerate the AMMC's upgrading and digital transformation process, in 2022, the Authority drew up its digital transformation plan for the 2023-2026 period, featuring a roadmap of around forty structuring projects. This transformation plan covers several areas, including data and data analysis, digitalization of processes as well as dematerialization of documents, information systems architecture and cyber-resilience.

This digital roadmap is the product of a preliminary diagnosis of the existing situation, a comparative study of best practices and new technological trends in the market, as well as feedback from national and international regulators, participants, market undertakings and professional associations.

With this new approach, and by drawing on the technologies best suited to its sector of activity, the AMMC plans to extend digitalization to all its activities, and to accelerate the dematerialization of processes and exchanges both in-house and with its ecosystem.

#### Achievements under the Information System Strategic Plan 2019-2022

As part of the implementation of the 2019-2022 IS strategic plan, several projects were carried out with a focus on security, the AMMC's Information System infrastructure, and on structuring projects for the capital market ecosystem. It should be recalled that in 2018, the AMMC drew up its 2019-2022 IS strategic plan, which aims to modernize the Authority's information system with a view to aligning it with the strategic objectives it has set.

A portfolio of 36 projects has been included in the plan's roadmap, covering the capital market ecosystem, the AMMC's activities as well as infrastructure, IS security and innovation.

## 3.2 Consolidation of the risk management system

The AMMC is consolidating its risk management policy through a series of projects carried out in 2022:

- reviewing the results of the internal risk mapping update;
- monitoring the implementation of actions decided by the Risk and Internal Audit Committee, as well as projects undertaken by the AMMC as part of the Financial Stability Roadmap;
- monitoring the implementation of the risk-based approach to the control processes of participants and market undertakings, and reviewing the related consolidated risk maps;
- validation of the biannual systemic risk assessment reports and the financial stability report for 2021.

An update of internal risk mapping was also carried out in 2022. The exercise revealed an improvement in the institution's risk profile, and no new risks were recorded.

It is worth mentioning that an internal structure dedicated to the risk management process has been set up, headed by the Risk and Internal Audit Committee.

## 3.3 Setting up an internal document repository for processes and procedures

In 2022, the AMMC adopted a new internal document repository of processes and procedures covering all its activities.

In line with its strategic vision, this repository is designed to support the modernization and digital transformation of the AMMC.

Beyond the objectives of harmonizing and securing processes and controlling the conduct of the Authority's activities, the repository has helped develop a collective dynamic capable of meeting the growing expectations of all stakeholders. This is a prerequisite for setting up a quality management system and for obtaining the ISO 9001 certification.

## 3.4 Governance and data management

Capitalizing on the projects started in 2021, the AMMC continues its momentum by adopting concrete actions to strengthen its data governance and become part of a more global digitalization process.

### I Business Intelligence (BI) and Analytics Project

The aim of this project is to provide a BI solution that meets the centralization, quality and security challenges associated with processing data from a variety of sources.

This solution will give users autonomous access to reliable, timely data, as well as monitoring dashboards offering optimum visibility for advanced analysis and better decision-making.

The year 2022 was marked by the implementation of the business intelligence technology foundation and the design of a data warehouse covering priority activities' needs.

### I Financial Sector Nomenclature Project

Coordinated by the AMMC, in close collaboration with BAM and ACAPS, this project will provide the three regulators with a common syntax and a unified reference data.

To implement this common nomenclature, the three regulators have launched a study project in 2022 to draw up a roadmap for the implementation of the Financial Sector Nomenclature.

The project will provide the Moroccan financial system with a clear vision, and will have a positive impact on exchanges between regulators and players in the ecosystem.

### **3.5 functional upgrade of the market authority's exchange and supervision system - SESAM**

The SESAM platform is a capital market exchange and supervision solution that enables participants and market undertakings to communicate with the AMMC in a structured and automated way, both for authorization requests and reporting purposes.

As part of the ongoing improvement of regulatory reporting processes and the upgrading of the system for producing statistics published by the AMMC, the following developments took place in 2022:

- the launch of the new version of the "Simplified Breakdown of Net Assets" reporting system. The reporting structure has been revised to classify the assets held by UCITS by category of financial instrument. This change has helped strengthen the control of UCITS and to better meet the needs of economic decision-makers, capital market participants and the general public, by providing them with more detailed and accurate data;
- a review of the reporting process for the "List of securities held by foreigners and Moroccans living abroad". The aim of this development is to integrate an additional level of control, making it possible to structure and automate the consistency analysis of reporting data and their integration into SESAM.

### **3.6 Setting up an anti-corruption management system**

In 2022, the AMMC began implementing its anti-corruption management system, dedicated to the prevention, detection and handling of corruption-related issues. This project consolidates the AMMC's achievements in terms of ethics and control, and is part of a dealing standardized by the ISO 37001 certification that the AMMC plans to obtain.

Deployment and evaluation of the anti-corruption management system is scheduled for 2023.

### **3.7 Digitalizing inspection management**

The AMMC continues to invest in new technologies to achieve its strategic vision and objectives. One of its priorities is to improve its inspection management system by implementing a digital inspection management solution.

The new system, part of the AMMC's strategic plan, is designed to digitalize inspection processes, optimize inspection management procedures, streamline information exchanges, reinforce control and offer greater agility in the conduct of inspections.

### **3.8 Digitalizing Board of Directors' meetings**

In order to digitalize the management of the activities of its governance bodies, the AMMC has deployed a digital solution for the management of governance bodies, enabling the organization and holding of meetings, and a more efficient monitoring of the various bodies.

This project has also enabled the AMMC to optimize the management of its committees' work through a more efficient tracking tool and an improved management of the security and conformity of documents exchanged.

### 3.9 Strengthening information security

In 2022, the AMMC enhanced its level of cyber security vigilance and strengthened its measures to reduce cyber risks, notably through:

1. developing awareness-raising initiatives for employees and holding the third cybersecurity and cyber resilience awareness campaign (2022 Edition);
2. strengthening and securing IT infrastructures;
3. finalizing its roadmap to improve the continuity of its activities, and carrying out an exercise to assess its local redundancy;
4. organizing IS security committees to improve governance of cybersecurity-related aspects;
5. ongoing improvement of information system security monitoring and cyber-incident management;
6. launching an IS security audit mission to improve the security level of its information system;
7. launching a project to implement an information security management system (SMSI).

## BOX 6. THE AMMC'S APPROACH TO SUPPORTING FINTECH

In 2022, the AMMC adopted a multidimensional approach to encourage the introduction of innovative products by supporting the development of Fintech:

- Setting up a dedicated Fintech unit with a twofold objective:
  - identify and manage Fintech-related risks;
  - assess the extent to which Fintech can be a lever for capital market development.

This unit, which coordinates three internal multidisciplinary working groups, is responsible for driving the Fintech dynamic by contributing to the development of knowledge in the field, participating in the work of the Fintech ecosystem both nationally and internationally, and raising awareness of Fintech issues among market players.

- Exchange and open dialogue with the Fintech ecosystem:

With the aim of federating the Fintech ecosystem and boosting innovation for a more attractive capital market, the AMMC has proceeded in two different but complementary ways:

- increasing the number of meetings and exchanges with players in the Fintech ecosystem (startups, business angels, incubators and boosters, other relevant public players), as well as with academia, whether faculty or student project leaders;
  - setting up, on August 8, 2022, a dedicated space on the AMMC web portal to enable players operating in technologies related to the financial sector to discuss their projects with the AMMC, as well as the legal and regulatory framework applicable to them. Around 30 requests were processed in 2022.
- Legislative framework for crypto-assets:
    - a national working group on crypto-assets (GTNCA) was set up in January 2022 to provide a framework governing the use of Crypto-assets (CA). The GTNCA is composed of the Ministry of Economy and Finance, the AMMC, Bank Al-Maghrib, the Foreign Exchange Office, the ACAPS, the ANRF and the Presidency of the Public Prosecutor's Office;
    - the aim is to formulate a coherent and comprehensive stance on crypto-assets, while ensuring the integrity and efficient functioning of financial markets, maintaining financial stability, protecting the rights and interests of clients and investors, and combating illegitimate cross-border financial flows, money laundering and the financing of terrorism, while promoting innovation and the competitiveness of our market.
  - Use of "POC Blockchain" technology:
    - launch of a POC (Proof Of Concept) on Blockchain in close collaboration with certain market players, involving a bond issue by private placement.

Carried out in accordance with current issuance rules, this operation uses the best standards of Blockchain technology, guaranteeing a high level of security and enabling a reduction in costs and timescales, as well as a high degree of processing fluidity.

This initiative represents the first "bond issue" operation launched in Morocco on a Blockchain platform.

# 4. ORGANIZATION CHART AND HUMAN RESOURCES

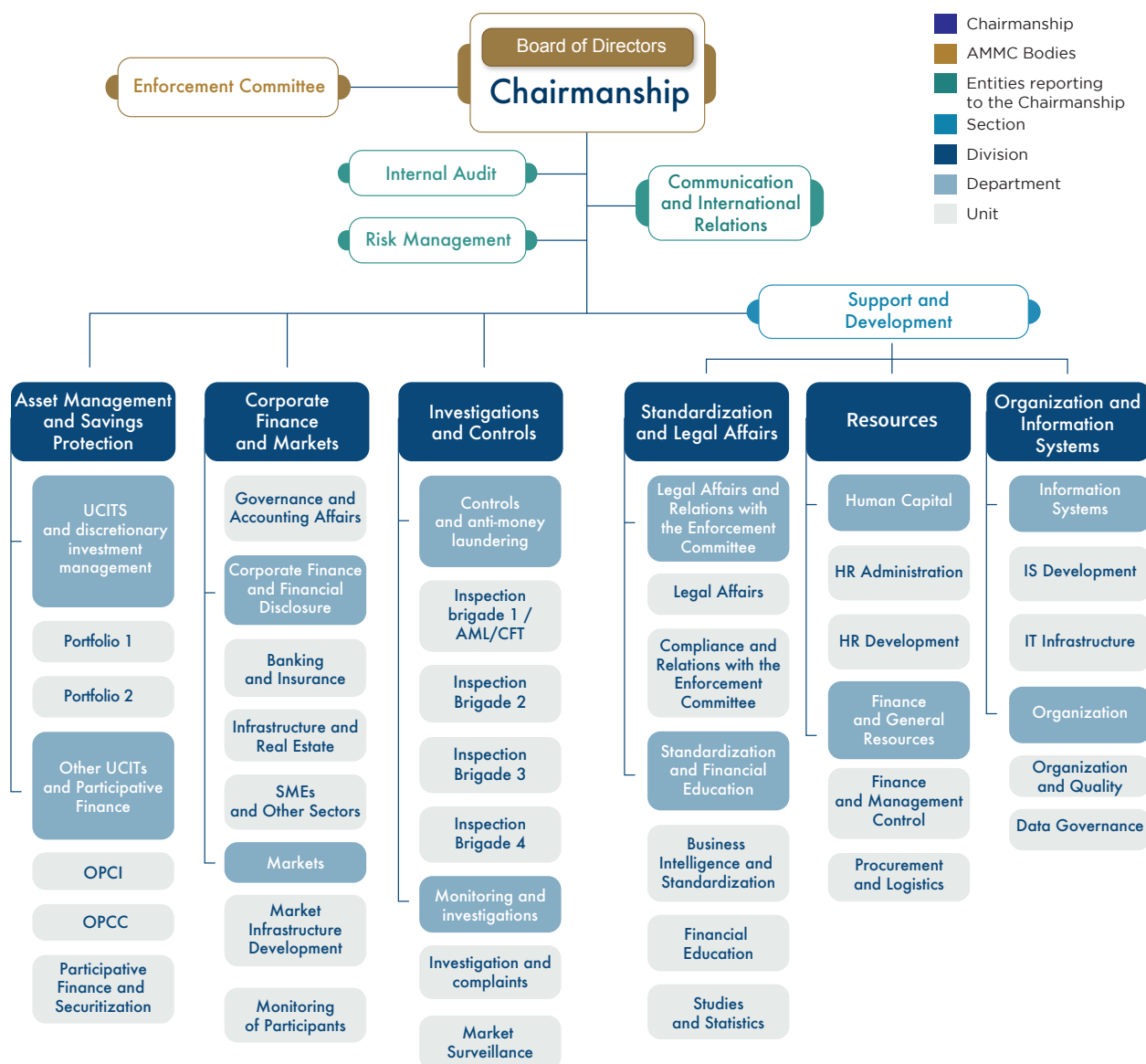
At the end of 2022, the AMMC had 174 employees, 47% of whom are women. The average age is 37, with an average seniority of 7 years.

In order to fully fulfill its role and missions, the AMMC recruited 26 new staff members during 2022.

In addition, the Authority has implemented an internal mobility and promotion policy designed to value its staff. As a result, the year 2022 ended with 6 transfers and an internal promotion rate of 7% for positions of responsibility.

## 4.1 Organization chart

Adopted by the AMMC Board of Directors on May 24, 2018, the Authority's organization chart meets its strategic ambitions and covers all its prerogatives and major missions.



## 4.2 Workforce

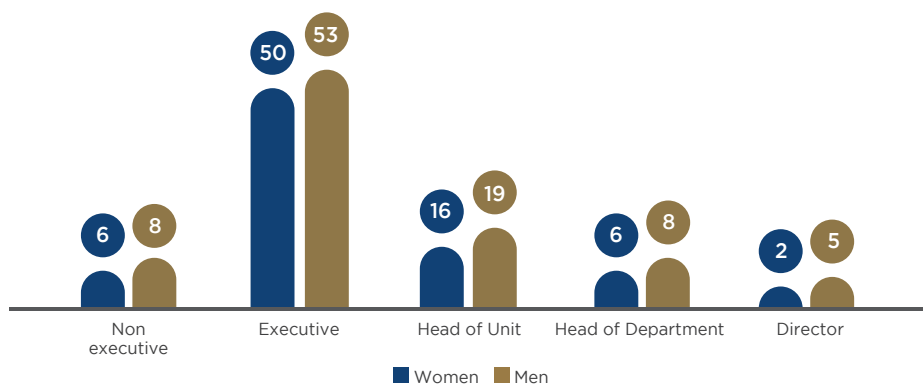
Table 1. Staff headcount between 2018 and 2022

2018	2019	2020	2021	2022
107	131	151	164	174

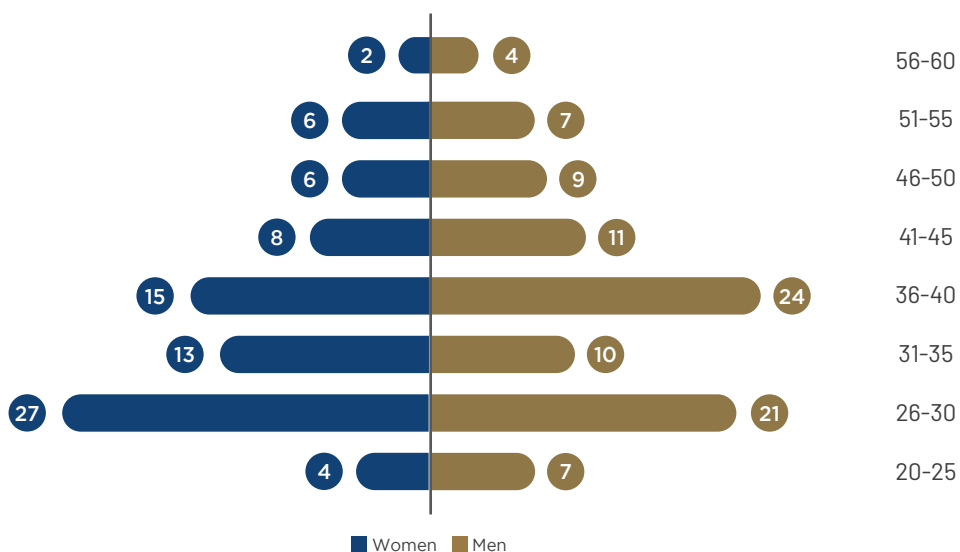
Table 2. Overall breakdown of staff members as at December 31, 2022

	Staff headcount	%
Men	93	53%
Women	81	47%
<b>Total</b>	<b>174</b>	<b>100%</b>

Graph 1. Breakdown of positions by gender



Graph 2. Age pyramid



## 4.3 Training

In 2022, 86% of the AMMC's employees benefited from a training course. With over 430 participations, training courses covered a wide range of areas, the main ones being:

- financial markets regulations;
- fintech;
- financial instruments;
- capital markets regulation;
- crowdfunding;
- financial risks;
- participative finance;
- corporate finance;
- leadership and foreign languages.

In addition, seminars held at the AMMC premises and provided by in-house staff members are organized under the "AMMC University" concept. This is a space for the employees of the AMMC to share experiences and knowledge. In addition, the "AMMC University" concept has proved to be a valuable means of speeding up the integration of new staff members.

## 4.4 Contributing to the training and employability of young people

Over the course of 2022, 34 trainees were welcomed by the AMMC and received supervision and support to maximize their learning. These internships, carried out within the various AMMC units, focused on the application and deepening of knowledge, as well as on research, analysis and development of the Authority's activities.

This way, the AMMC has maintained its commitment to the training and employability of young students and graduates from various levels of education.

# 5. ACCOUNTING AND FINANCIAL POSITION

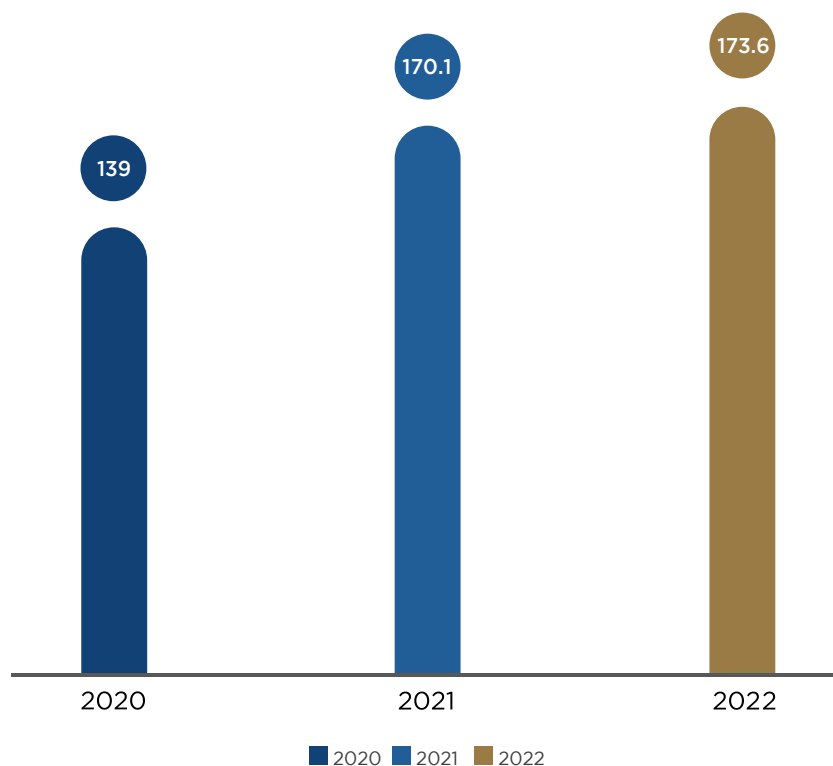
The AMMC's financial statements are prepared in compliance with the provisions of the General Code of Accounting Standards (CGNC) according to the standard model and are certified by independent external auditors appointed by the Board of Directors.

## 5.1 Operating revenues

Operating revenues increased by 2% in 2022 to MAD 173.6 million, compared to MAD 170 million in 2021.

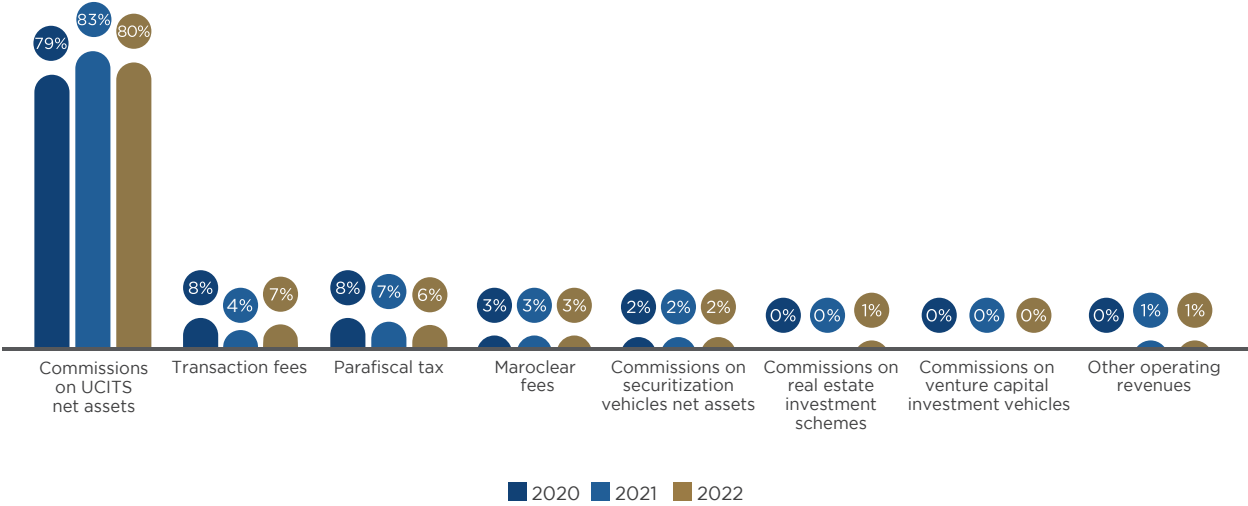
This change was mainly driven by the rise in commissions on financial transactions to MAD 10.6 million from MAD 6.3 million in 2021, representing a growth of 68% (+MAD 4.3 million), and the increase in commission on net assets of real estate investment schemes (OPCI) with a rise of 154% MAD (+1.1 million). However, the year 2022 was marked by a stabilization in the amount of commission on net UCITS assets. In addition, the parafiscal tax decreased, reflecting the decline in transaction volumes between 2021 and 2022.

**Graph 3: Change in operating revenues**  
(in MAD million)



In 2022, commissions on UCITS net assets represented 80% of total commissions, against 83% in 2021. Fees on financial transactions accounted for 7% of total fees in 2022, compared with 4% in 2021.

**Graph 4: Breakdown of operating revenues**



### 5.2 Financial income

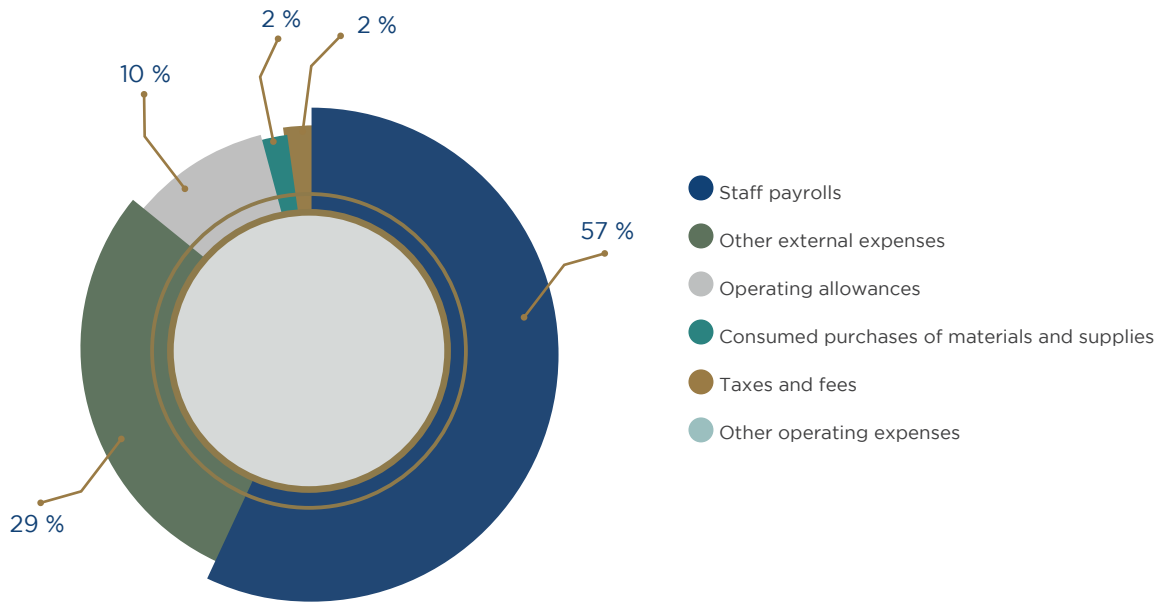
In 2022, the AMMC’s financial income amounted to MAD 3 million, i.e. the same level as in 2021, due to the stability of cash invested.

### 5.3 Operating expenses

In 2022, operating expenses stood at MAD 158.4 million, up 23% compared to 2021. This change is mainly due to the rise in other external expenses (MAD +20.8 million) and payrolls (MAD 7.7 million).

In terms of breakdown, operating expenses are mainly made up of payrolls (57%), other external expenses (29%) and depreciation of fixed assets (10%).

**Graph 5: Breakdown of operating expenses**



### 5.4 Net income


For the 2022 financial year, operating, current and net results are profitable and stand at MAD 15.1 million, MAD 17.9 million and 12.7 million, respectively.

### 5.5 Shareholders' equity

Shareholders' equity for the year ended December 31, 2022 amounted to MAD 247.8 million, taking into account the allocation to the State budget of the amount provided for in the 2022 Finance Law (MAD 16.5 million gross).







CHAPTER I.  
**THE AMMC AND  
ITS ENVIRONMENT  
IN FIGURES**

---

## BOX 7. CAPITAL MARKET INDICATORS

	2022
<b>STOCK MARKET</b>	
Number of listed companies	76
Market capitalization (in MAD billion)	561.1
Market capitalization/GDP* ratio (%)	42.2
Share of capitalization held by foreigners and Moroccans residing abroad (%)	27.8
MASI (annual change in %)	-19.75
Total volume (in MAD billion)	57.6
Number of transactions (central and block markets)	270,035
Number of orders (Central stock market)	683,604
Stock market liquidity ratio (%)	8.8
<b>SECURITIES LENDING</b>	
Volume of securities lending transactions (in MAD billion)	301.2
<b>AUTHORIZED FINANCIAL TRANSACTIONS</b>	
Initial public offerings (IPOs) (Number   Value in MAD million)	2   1,372
Public offer of withdraw (Number   Value in MAD million)	2   50
Takeover bid (Number   Value in MAD million)	1   2,160
Capital increases (Number   Value in MAD million)	5   1,330
Bond issues (Number   Value issued in MAD billion)	27   18.8
Issues of marketable debt securities (Number of programs   Value issued in MAD billion)	24   43.3
Repurchase programs (Number of programs processed   Authorized Value in MAD billion)	2   3.9
<b>COLLECTIVE MANAGEMENT</b>	
UCITS net assets (in MAD billion)	500.9
OPCC net assets (in MAD billion)	2.3
FPCT assets under management (in MAD billion)	14.0
OPCI net assets (in MAD billion)	57.7
UCI's net assets/GDP* ratio (%)	37.66
Number of UCITS	559
Number of OPCCs	11
Number of FPCTs (Funds   Sub-funds)	18   27
Number of OPCIs (Approved   Legally established)	51   43
<b>MARKET PARTICIPANTS</b>	
Brokerage firms	16
Securities account keepers	24
Asset management companies	45
<b>INVESTORS</b>	
Number of securities accounts	173,152
- Residents	161,235
- Non-residents	11,917
Number of holders of UCITS units/shares	21,916
- Residents	20,476
- Non-residents	1,440

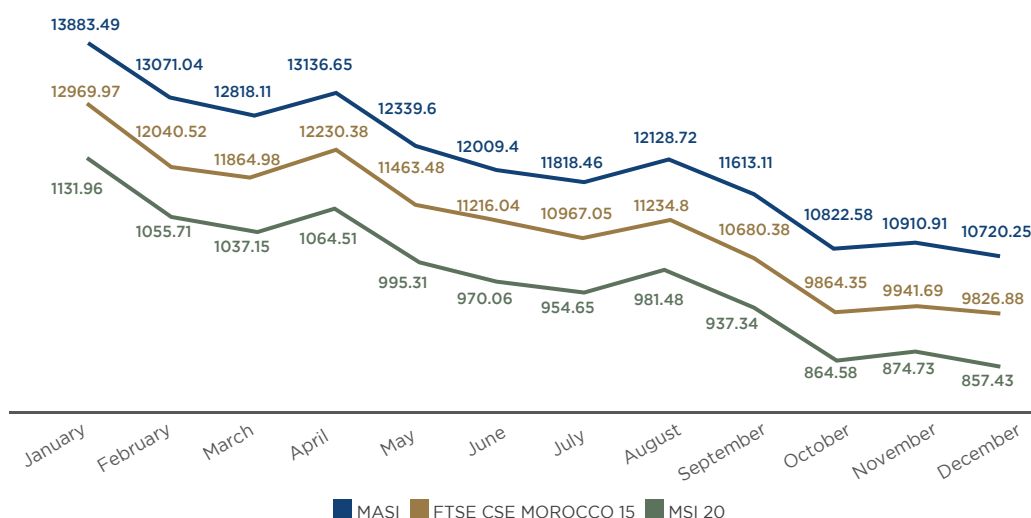
(\*) SOURCE: HIGH COMMISSION FOR PLANNING - 2022 PROVISIONAL NATIONAL ACCOUNTS - 2014 BASE.

# 1. STOCK MARKET

## 1.1 Index trends

The Moroccan stock market indices MASI, MSI 20 and FTSE CSE Morocco 15 showed downward trends in 2022. They reached their lowest levels at the end of the year with 10,720.25, 857.43 and 9,826.88 points respectively. Several upward adjustments were observed during the year, but the overall trend remained bearish and the year ended with an annual underperformance of 19.75% for the MASI, 21.03% for the MSI 20 and 21.62% for the FTSE CSE.

**Graph 6: Change in the MASI, MSI 20 and FTSE CSE MOROCCO 15 indices in 2022**

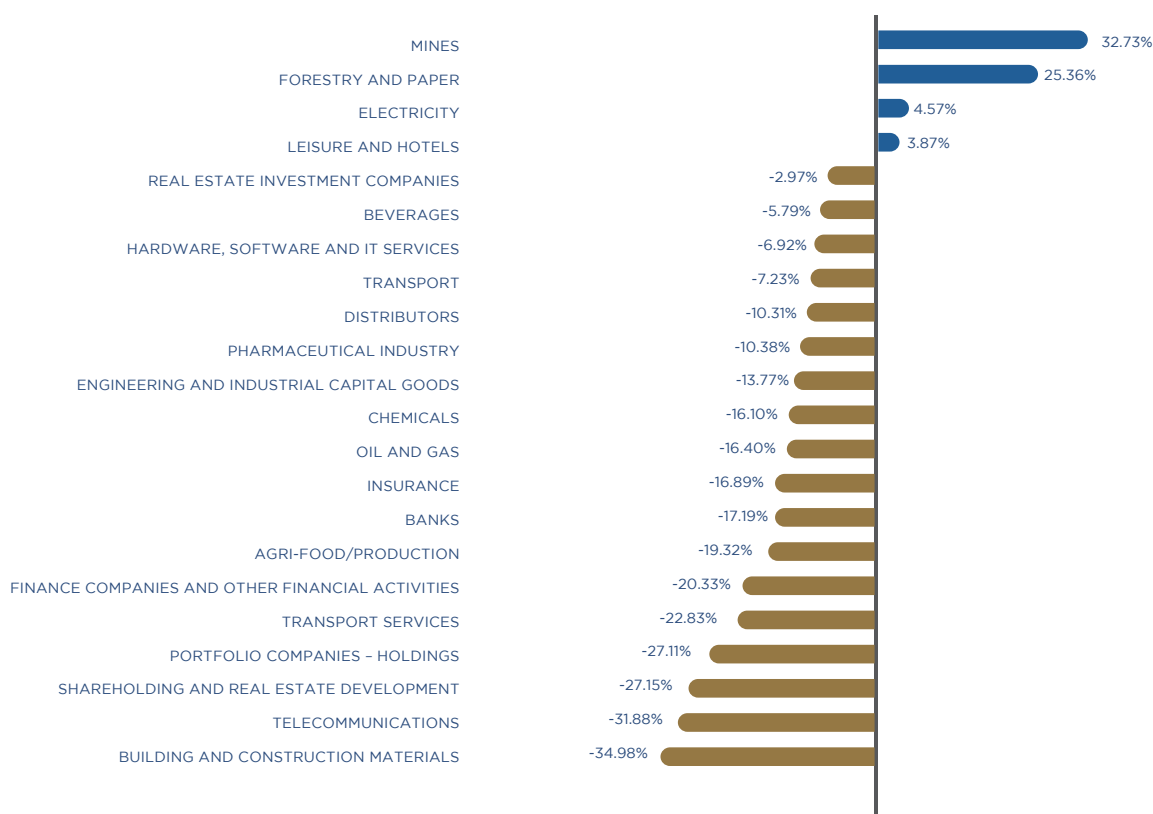


Source : Casablanca Stock Exchange

With the exception of four sectors, sector indices posted declines ranging from -2.97% for the "Real estate investment companies" sector to -34.98% for the "Buildings and construction materials" sector.

Also noteworthy is the disappearance of the "Public Utilities" sector index, following the delisting of Lydec, and the introduction of a "Healthcare" index following the listing of Akdital.

**Graph 7: Change in sector indices in 2022**

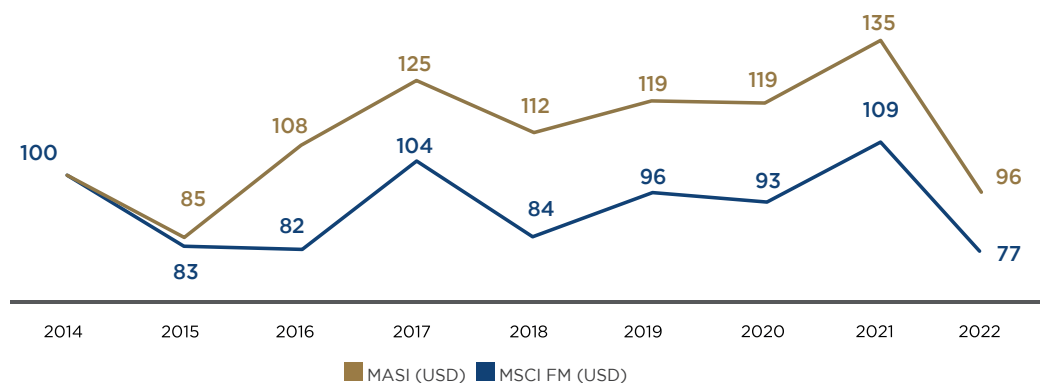


Source : Casablanca stock exchange

In 2022, despite a decline of 28.71%, the Moroccan benchmark index expressed in dollars (MASI USD) outperformed the MSCI Frontier Markets, which fell by 29.04%. It should be remembered that the MSCI Frontier Markets index, in which the Moroccan market is represented, is made up of comparable stock markets.

Over the same period, the emerging markets index (MSCI EM USD) fell by 22.37% year on year, while the developed markets index (MSCI DM World USD) fell by 19.46%.

**Graph 8: Change in the MASI USD and MSCI FM USD indices**  
(Baseline 100 = 2014)



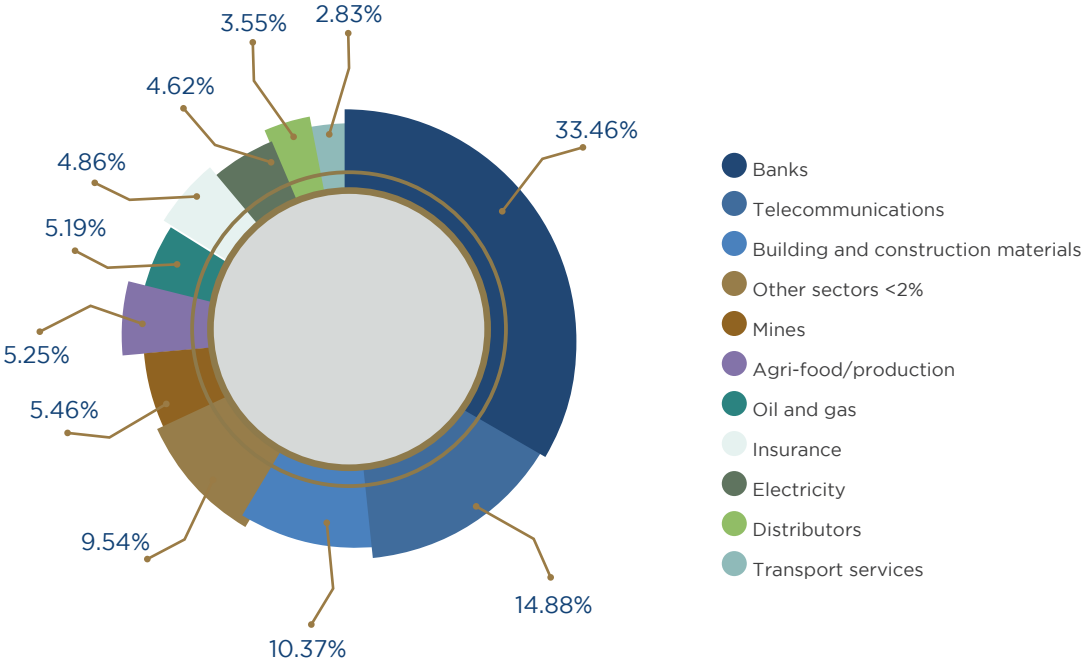
Source: Casablanca Stock Exchange and MSCI inc.

## 1.2 Change in market capitalization

At the end of 2022, market capitalization stood at MAD 561.10 billion, down from MAD 690.72 billion at the end of 2021, representing an annual decline of 18.77%.

The capitalization breakdown by sector remained broadly unchanged from last year. Banks continued to be the most represented sector, accounting for 33% of market capitalization, the same share as in 2021. The "Telecommunications" sector dropped 3% to 15% of market capitalization while the weight of the "Building and Construction Materials" sector fell from 13% to 10%.

Graph 9: Breakdown of market capitalization by business sector in 2022



Source : Casablanca Stock Exchange

### 1.3 Change in transaction and liquidity volumes

The overall transactional volume in 2022 stood at approximately MAD 58 billion, a 22.83% decrease from 2021. This change was due to lower volumes in the central and block markets, which fell by 20.56% and 11.05% respectively, as well as lower volumes in securities contribution and capital increases transactions.

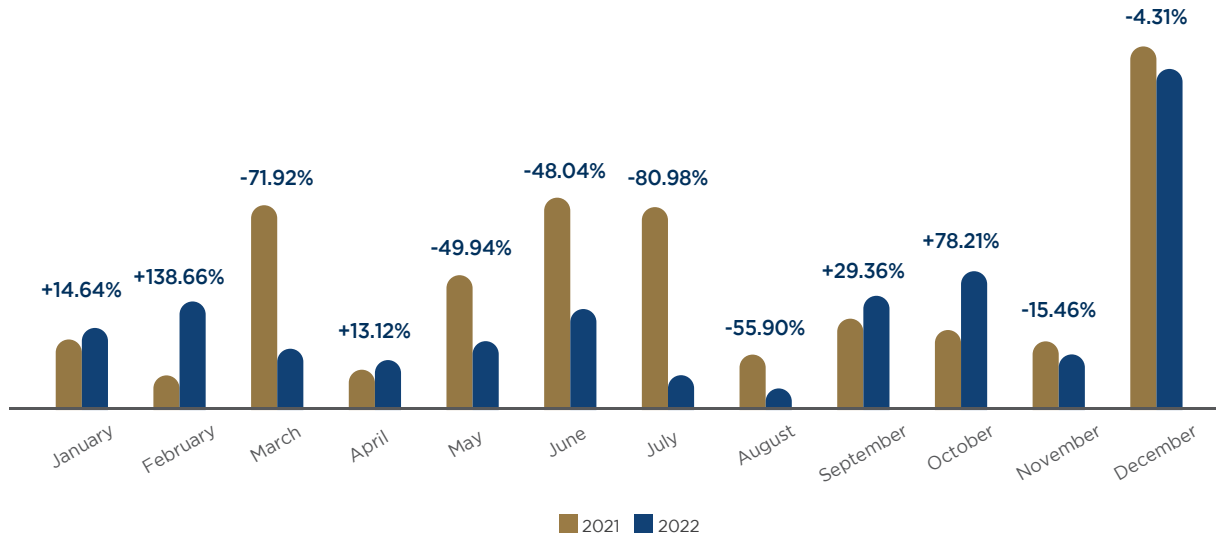
It is worth noting that central market volume accounted for nearly 56% of total transactional volume.

**Table 3. Change in transaction volumes by category**  
(in MAD million)

	2018	2019	2020	2021	2022
<b>Equities volume</b>					
1. Central market	37,122	31,200	33,001	40,781	32,275
2. Block market	8,791	26,676	15,837	23,474	20,821
<b>Total A = (1+2)</b>	<b>45,913</b>	<b>57,876</b>	<b>48,838</b>	<b>64,255</b>	<b>53,096</b>
3. IPOs	799	-	600	600	1,372
4. Securities contributions	251	4,135	2,096	6,778	64
5. Public offerings	25	2,383	-	28	1,056
6. Transfers	430	622	1,368	503	391
7. Capital increases	3,497	9,848	2,406	2,393	1,376
<b>Total B = (3+4+5+6+7)</b>	<b>5,002</b>	<b>16,988</b>	<b>6,470</b>	<b>10,302</b>	<b>4,259</b>
<b>I. Total equities volume (A+B)</b>	<b>50,915</b>	<b>74,864</b>	<b>55,309</b>	<b>74,557</b>	<b>57,355</b>
<b>Bonds volume</b>					
8. Central market	55	4	-	36	149
9. Block market	950	527	187	130	175
<b>Total C (8+9)</b>	<b>1,005</b>	<b>531</b>	<b>187</b>	<b>166</b>	<b>324</b>
10. Issues	767	-	-	20	-
11. Securities contributions	-	-	281	-	-
<b>Total D = (10+11)</b>	<b>767</b>	<b>-</b>	<b>281</b>	<b>20</b>	<b>-</b>
<b>II. Total bonds volume (C+D)</b>	<b>1,773</b>	<b>531</b>	<b>468</b>	<b>186</b>	<b>324</b>
<b>III. General total</b>	<b>52,688</b>	<b>75,395</b>	<b>55,777</b>	<b>74,743</b>	<b>57,679</b>

Source : Casablanca Stock Exchange

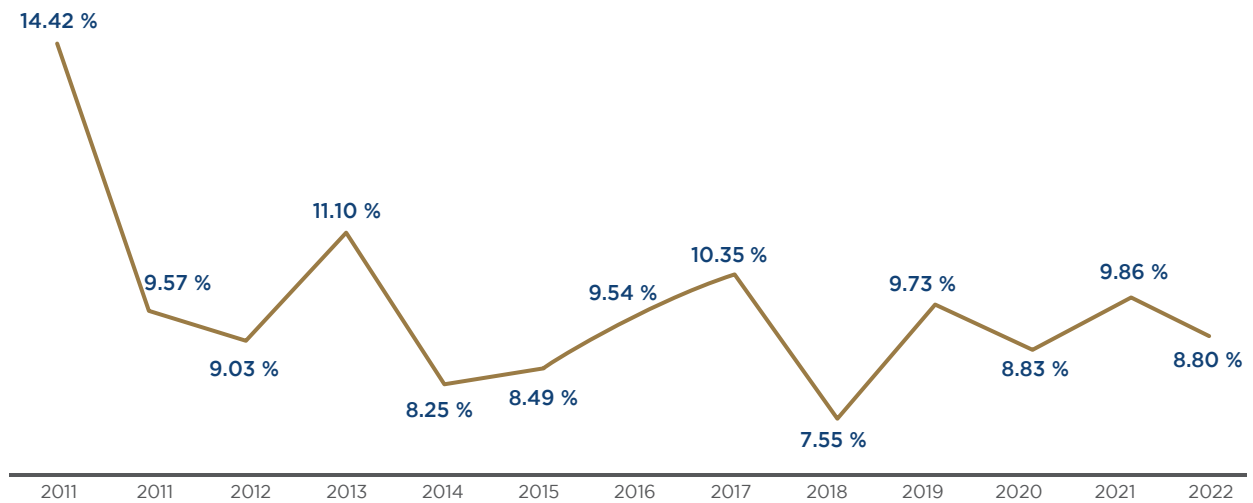
**Graph 10. Monthly trading volumes**  
(in MAD million)



Source : Casablanca Stock Exchange

The liquidity indicator stood at 8.80% in 2022, which is close to the average observed over the past five years.

**Graph 11. Change in stock market liquidity ratio**



Source : Casablanca Stock Exchange

## 1.4 Types of investors

### 1.4.1 On the central market of the Casablanca Stock Exchange

The activity on the Casablanca Stock Exchange's central market confirmed the market structure, which was driven by UCITS and Moroccan legal persons. These two accounted for 78% of the trading volume, a figure that remained virtually unchanged from 74% in 2021. Moroccan natural persons accounted for 12%, a two-point decrease year-on-year. Foreigners accounted for 7%, a two percentage point decrease from 2021.

**Table 4. Breakdown of central market trading volume by investor category**

	UCITS	Moroccan legal persons	Moroccan natural persons	Foreign legal persons	Foreign natural persons	Banking network	Total
<b>2020</b>	37%	36%	12%	12%	1%	2%	<b>100%</b>
<b>2021</b>	32%	42%	14%	9%	NS	3%	<b>100%</b>
<b>2022</b>	36%	42%	12%	7%	NS	3%	<b>100%</b>

(Excluding capital contributions, IPOs, public offerings and capital increases in cash).  
NS: Not significant

Source : Brokerage firms

**Table 5. Breakdown of trading volume by investor category on the central market**  
(in MAD million)

Category	Purchase			Sale		
	2021	2022	Change	2021	2022	Change
UCITS	16,220.6	10,702.5	-34.0%	9,836.7	12,350.0	+25.6%
Moroccan legal persons	16,264.3	14,646.3	-9.9%	18,110.8	12,771.2	-29.5%
Moroccan natural persons	5,624.8	4,250.8	-24.4%	6,163.7	3,816.2	-38.1%
Foreign legal persons	2,174.2	2,204.9	+1.4%	4,961.6	2,322.8	-53.2%
Foreign natural persons	38.8	33.8	-12.8%	42.3	26.6	-37.2%
Banking network	494.8	585.5	+18.3%	1,702.3	1,137.0	-33.2%
<b>Total</b>	<b>40,817.4</b>	<b>32,423.8</b>	<b>-20.6%</b>	<b>40,817.4</b>	<b>32,423.8</b>	<b>-20.6%</b>

(Excluding contributions, IPOs, public offerings and capital increases in cash)

Source : Brokerage firms

## 1.4.2 Foreign investors at the Casablanca Stock Exchange

Against a backdrop of negative performance on the equity market, the overall amount of foreign investment in listed equities fell by 25.3%, from MAD 208.9 billion at the end of 2021 to MAD 156 billion at the end of 2022.

Foreign investment accounted for 27.8% of total market capitalization. Strategic holdings, the share of which in the total amount stood at 91.8%, accounted for the majority of foreign investment in listed equities. Moreover, the minority shareholding of foreign capital invested in the Casablanca Stock Exchange amounted to 2.3% of total market capitalization and 9% of floating capitalization.

**Table 6. Types of investments by foreigners and Moroccans residing abroad in listed Moroccan equities**  
(in MAD million)

	31/12/2021		31/12/2022	
	Value	%	Value	%
Investments held in Morocco by foreigners and Moroccans residing abroad, including:	<b>208,946</b>	<b>100</b>	<b>156,030</b>	<b>100%</b>
- Strategic shareholding (1)	194,558	93.1	143,227	91.8%
- Minority shareholding (2)	14,388	6.9	12,803	8.2%
<b>Market capitalization</b>	<b>690,717</b>		<b>561,104</b>	
<b>Floating market capitalization</b>	<b>175,022</b>		<b>142,715</b>	
Foreign investment and Moroccans residing abroad/stock market capitalization (%)	30.3		27.8	
Strategic shareholding / Market capitalization (%)	28.2		25.5	
Minority shareholding / Market capitalization (%)	2.1		2.3	
Minority shareholding / Floating market capitalization (%)	8.2		9.0	

(1) A contribution that is greater than or equal to four percent of a listed company's capital.

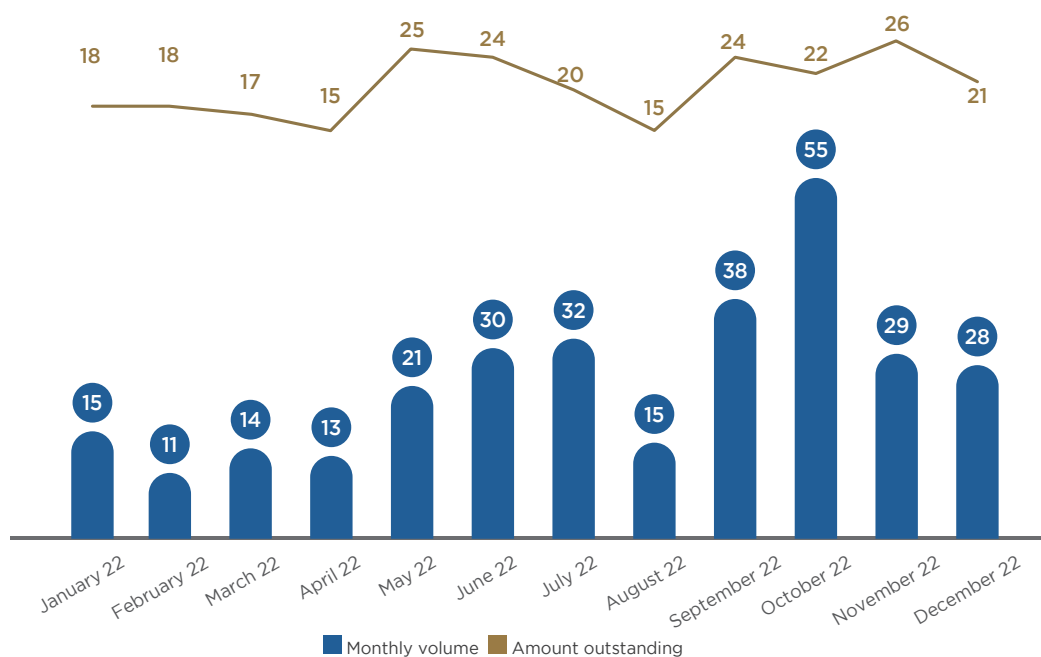
(2) A contribution that accounts for less than four percent of a listed company's capital.

Source: Account keepers, Casablanca Stock Exchange, AMMC calculations

## 2. SECURITIES LENDING

In 2022, the volume of securities lending transactions reached MAD 301.23 billion, a 62.59% increase over 2021. At the end of December 2022, the amount outstanding of securities lending transactions stood at MAD 20.53 billion.

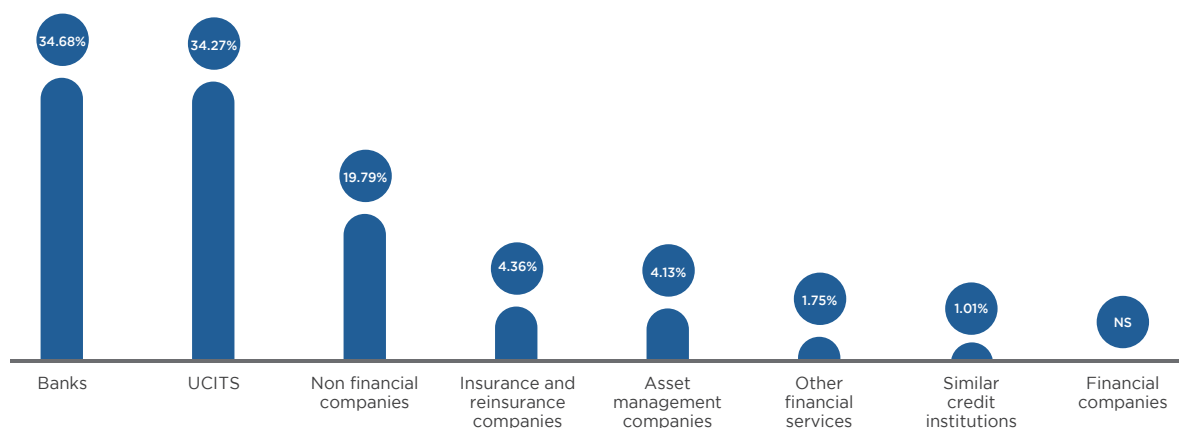
**Graph 12. Change in volume and amount outstanding of securities lending transactions**  
(in MAD billion)



Source: Banks, AMMC calculations

The breakdown of volumes by type of borrower client category shifted in 2022, with banks ranking first with 34.68%, followed by UCITS with 34.27%. On the lender side, the ranking remained unchanged from the previous year, with UCITS predominating, accounting for 84.85% of achieved volumes.

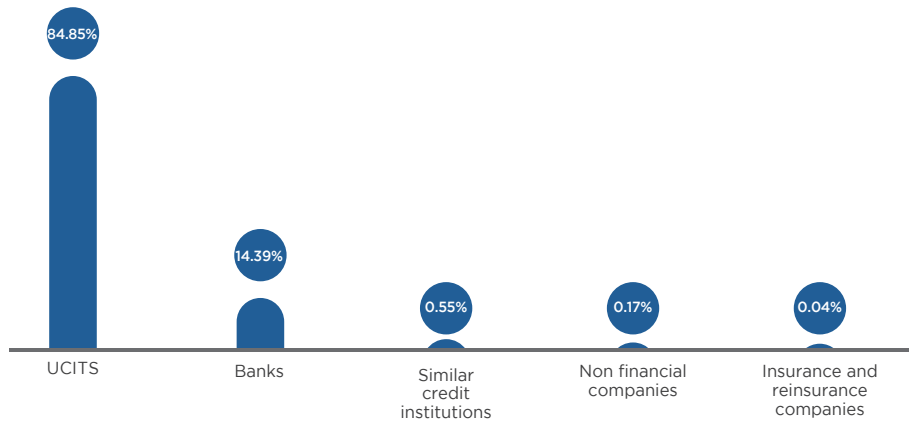
**Graph 13. Share of handled volume by client category (borrowing)**



NS : Not significant

Source: Banks, AMMC calculations

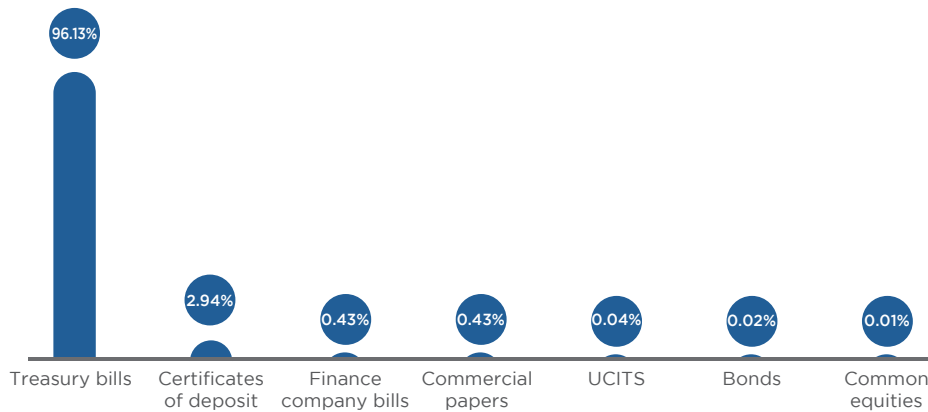
**Graph 14. Share of handled volume processed by client category (lending)**



Source: Banks, AMMC calculations

In 2022, securities lending transactions mainly concerned treasury bills, issued through auction, accounting for 96.13% of the total volume, up from 88.79% in 2021. Certificates of deposit and other marketable debt securities (finance company bills and commercial papers) accounted for 2.94% and 0.86% of securities lending transactions, respectively.

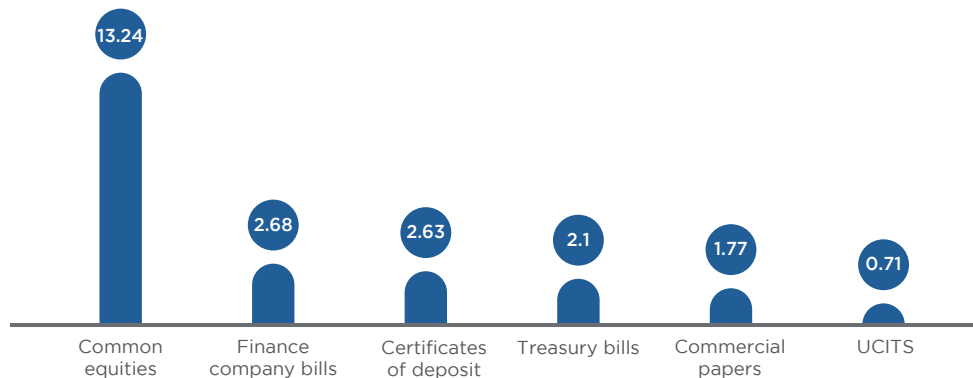
**Graph 15. Share of handled volume by securities category**



Source: Banks, AMMC calculations

The average duration of a securities lending transaction varies between one and 13 weeks, depending on the type of financial instrument. The longest holding periods recorded were 52 weeks for treasury bills, 22 weeks for equities and 8 weeks for certificates of deposit.

**Graph 16. Average lending duration by securities category**  
(in weeks)



Source: Banks, AMMC calculations

# 3. PUBLIC OFFERINGS

The AMMC processed 77 financial transactions in 2022. In terms of volume, equity securities transactions increased significantly over the previous year, while debt securities transactions increased slightly.

## 3.1 Equity securities transactions

Compared with the previous year, 2022 was marked by a sharp increase in the volume of equity securities transactions. Indeed, the overall volume amounted to around MAD 4.9 billion, up from MAD 2.3 billion in 2021, a 106% increase.

This significant increase was primarily the result of the combined effect of the following factors:

- a 129% increase in initial public offerings (IPOs) following the completion of two transactions (Disty Technologies and Akdital) totaling nearly MAD 1.4 billion;
- a sharp increase in the value of public offerings, owing to the launch of the takeover bid and the public offer of withdraw for Lydec equities;
- a 29% drop in the volume of capital increases.

**Table 7. Equity securities transactions**

Transactions subject to AMMC approval	Number of handled transactions		Transaction values (in MAD million)	
	2021	2022	2021	2022
IPOs	1	2	600	1,372
Capital increases	3	5	1,721	1,330
<i>In cash</i>	-	5	-	1,330
<i>By dividend conversion</i>	2	-	1,701	-
<i>By debt conversion</i>	1	-	20	-
Public offerings	1	3	61	2,210
<i>Takeover bids</i>	-	1	-	2,160
<i>Public offer of withdrawal</i>	1	2	61	50
<b>Total equity securities transactions</b>	<b>5</b>	<b>10</b>	<b>2,382</b>	<b>4,912</b>

Source : AMMC

## 3.2 Issues of debt securities

The overall volume of debt securities issues processed in 2022 totalled MAD 62 billion, a 2% increase over the previous year.

Bond issues increased by 3% overall, while the volume of marketable debt securities remained virtually stable in 2022, rising slightly by 1%.

**Table 8. Debt securities transactions**

	Number of handled transactions*		Transaction values (in MAD million)*	
	2 021	2 022	2 021	2 022
Bond issues	23	27	18,228	18,758
<i>By public offering</i>	10	9	8,248	5,700
<i>By private placement</i>	13	18	9,980	13,058
Issues of marketable debt securities	25	24	42,804	43,298
<i>Commercial papers</i>	9	6	2,388	3,955
<i>Certificates of deposit</i>	9	11	31,706	34,200
<i>Finance company bills</i>	7	7	8,710	5,143
<b>Total issues of debt securities</b>	<b>48</b>	<b>51</b>	<b>61,032</b>	<b>62,056</b>

(\*) : The number of transactions handled corresponds to the number of disclosure documents processed by the AMMC, while the transaction values correspond to the values issued (source: Maroclear).

Source : AMMC, Maroclear

### 3.3 Other financial transactions

The volume of repurchase programs processed during 2022 remained stable due to the renewal of the Banque Centrale Populaire and Maroc Telecom repurchase programs.

The value of public offerings transactions carried out by foreign groups and reserved for their employees increased by 20% to MAD 418 million.

**Table 9. Other financial transactions**

	Number of handled transactions		Transaction values (in MAD million)	
	2021	2022	2021	2022
Repurchase programs	3	2	3,851	3,846
Public offerings by foreign groups	13	14	349*	418*
<b>Total of other financial transactions</b>	<b>16</b>	<b>16</b>	<b>4,200</b>	<b>4,264</b>

(\*) Sum of the maximum amounts authorized under the general foreign exchange statement.

Source : AMMC

# 4. COLLECTIVE INVESTMENT PRODUCTS

## 4.1 Undertakings for collective investment in transferable securities (UCITS)

### 4.1.1 UCITS in the Moroccan economy

In 2022, UCITS net assets fell by 15.52%, resulting in a decline in UCITS' weight in the Moroccan economy.

As a result, total UCITS assets accounted for 37.66% of GDP at the end of 2022, down from 46.51% at the end of 2021. This 8.85 percentage point drop was due not only to the aforementioned fall in net assets, but also to the 1.3% annual increase in GDP.

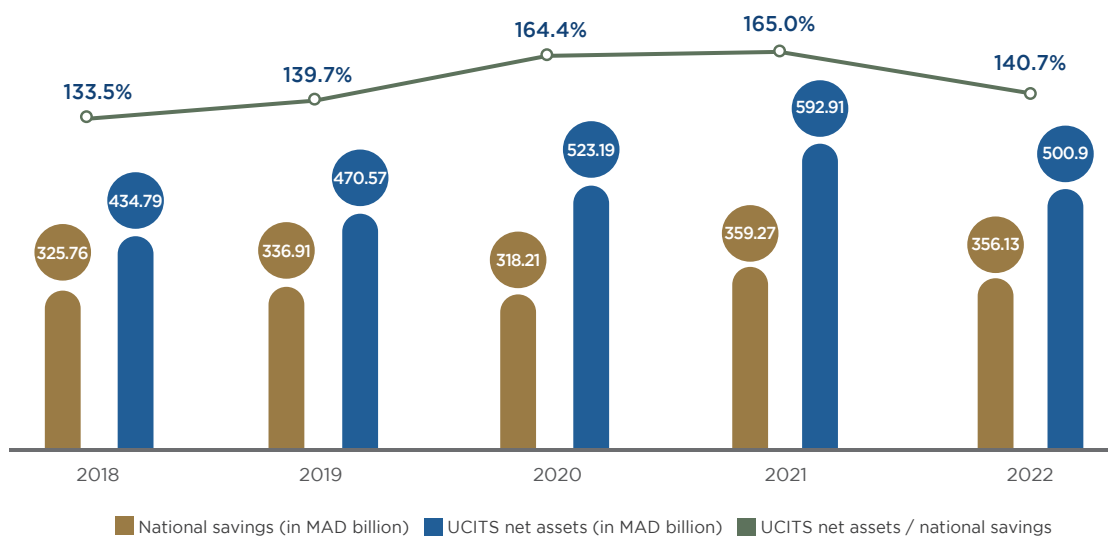
**Table 10. Change in GDP, UCITS net assets and the [UCITS net assets/GDP] ratio**

	2020	2021	2022
GDP (in MAD billion)	1,152.42	1,274.73	1,330.16
UCITS net assets (in MAD billion)	523.19	592.91	500.90
UCITS net assets/GDP (in %)	45.40%	46.51%	37.66%

Source: UCITS management companies, High commission for planning

The UCITS net assets to national savings ratio stood at 140.65% at the end of 2022, down 24.38 percentage points from 2021. This decrease can be explained by a greater depreciation in UCITS net assets (-15.52%) compared to national savings, which fell by 0.87%, according to figures published by the High Commission for Planning.

**Graph 17. Change in the [UCITS net assets / national savings] ratio**



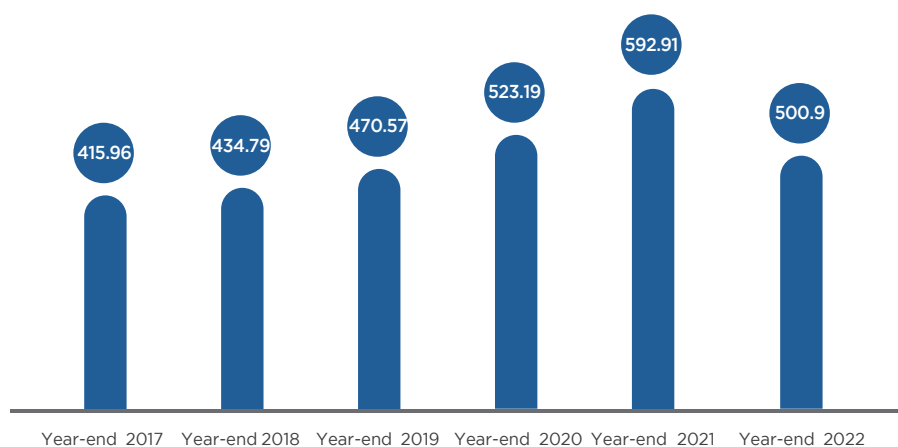
Source: UCITS management companies, High commission for planning

## 4.1.2 Change in UCITS net assets over the 2017-2022 period

Over the last six years, UCITS net assets had risen by 20.42%. However, this increase has not been steady. In fact, total UCITS amount outstanding increased gradually between 2017 and 2021, reaching MAD 592.91 billion at the end of 2021, before falling back to MAD 500.90 billion at the end of 2022.

The increase in net assets recorded over the last six years (MAD 85+ billion) was primarily due to the growth in the amounts outstanding of "MLTB" and "Diversified" UCITS, which rose by MAD 38.75 billion and MAD 31.33 billion, respectively. Other UCITS categories' net assets also showed positive growth (MAD 20.67+ billion for "Money market" UCITS, MAD +9.85 billion for "Contractual" UCITS and MAD +2.49 billion for "Equity" UCITS), with the exception of "STB" UCITS, whose net assets fell by MAD 18.15 billion.

**Graph 18. Change in UCITS net assets over the 2017- 2022 period**  
(in MAD billion)

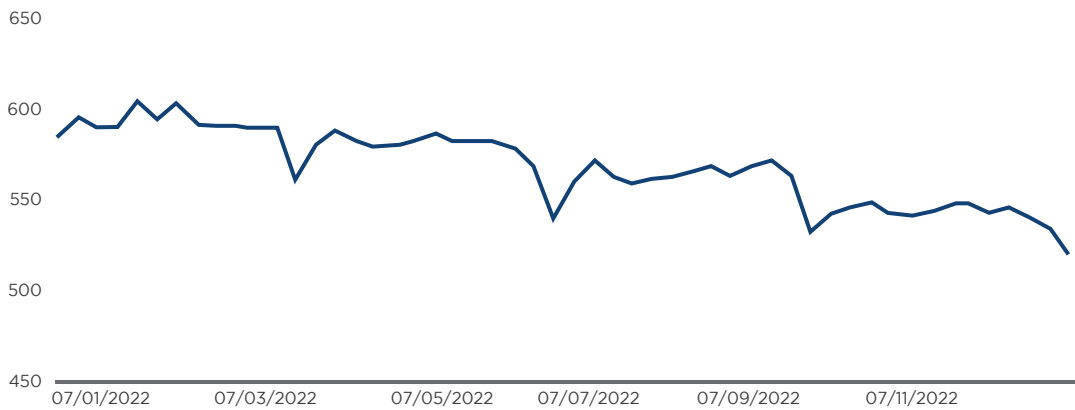


Source: UCITS management companies

## 4.1.3 Change in UCITS net assets in 2022

In contrast to previous years, the year 2022 saw a nearly MAD 92 billion decrease in overall UCITS amount outstanding, from MAD 592.91 billion at the end of 2021 to MAD 500.90 billion at the end of 2022. This 15.52% annual decline was the result of an uncertain economic environment marked by slow growth, high inflation and a lack of visibility for investors, resulting in a total outflow of MAD 73.9 billion.

**Graph 19. Change in UCITS net assets in 2022**  
(in MAD billion)



Source: UCITS management companies

#### 4.1.4 Breakdown of UCITS by category

Thanks to the creation of 22 UCITS during 2022, the number of UCITS operating in the market increased from 537 at the end of 2021 to 559 at the end of 2022. These 22 funds break down into 11 "MLTB" UCITS, six "diversified" UCITS, two "STB" UCITS, two "Equity" UCITS and one "Contractual" UCITS (all of which are all mutual funds (FCP)). FCPs continued to be the most common legal form for UCITS, with 513 funds compared to 46 open-end investment companies (SICAV).

The structure of UCITS net assets remained unchanged at the end of 2022. The "MLTB" category remained dominant, with 200 UCITS and over MAD 257 billion in assets under management, accounting for more than half of total assets.

The change in the various UCITS categories during 2022 was as follows:

##### I Equity UCITS

Following the creation of two equity UCITS and the conversion of one equity UCITS into a diversified UCITS, the number of equity UCITS stood at 104 at year-end 2022, up from 103 at year-end 2021. This category's net assets fell by MAD 9.21 billion, from MAD 47.14 billion at the end of 2021 to MAD 37.92 billion at the end of 2022. This decline was caused more by the equities market's annual underperformance than by funds outflows. Indeed, the "Equities" category posted the lowest annual performance with -16.23% (a loss of almost MAD 7.5 billion), while net repurchases amounted to MAD -1.2 billion.

##### I Diversified UCITS

The net assets of "Diversified" UCITS fell by 8.01% to MAD 58.01 billion at the end of 2022, compared to MAD 63.06 billion at the end of 2021. This drop was caused by a 7.74% negative annual change (due to the equity market's downward trend), which was partially offset by net inflows of MAD 2.21 billion. At year-end 2022, this category comprised 118 UCITS, following the creation of six new UCITS.

##### I Money market UCITS

Except for the "Contractual" category, the "Money Market" category was the only one with a positive annual change in its net assets (+10.16%) at the end of 2022, whose value rose from MAD 80.96 billion in 2021 to MAD 89.18 billion in 2022. This increase was the result of a net inflow of MAD 7.08 billion, combined with a 1.31% positive annual performance.

The number of UCITS in this category was reduced to 67 following the conversion of a "Money market" UCITS into an "STB" UCITS.

## I STB UCITS

The number of "STB" UCITS increased from 62 in 2021 to 65 in 2022 as a result of the creation of two "STB" UCITS and the conversion of a "Money market" UCITS into an "STB" one.

At year-end 2022, this category's net assets fell the most (-37.82%) compared to other categories. "STB" UCITS saw their net assets drop by more than MAD 28 billion from MAD 75.28 billion in 2021 to MAD 46.81 billion in 2022. This decrease can be attributed to net repurchases of MAD 29.41 billion, which were partially offset by a 1.11% increase in annual performance.

## I MLTB UCITS

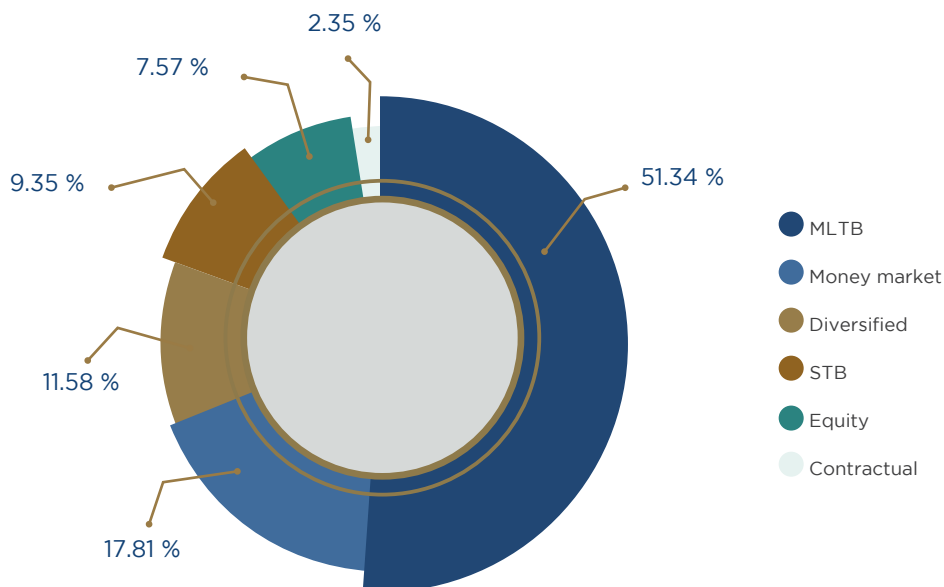
The net assets of "MLTB" UCITS recorded a negative annual change of -20.82% in 2022, standing at MAD 257.17 billion versus MAD 324.79 billion the previous year. This MAD 67.61 billion decline was the largest among all UCITS categories. It was mainly due to net outflows of MAD 62.54 billion, accounting for more than 92% of the decline, combined with a negative annual performance of -2.26%.

## I Contractual UCITS

At the end of 2022, the category's net assets increased by MAD 10.13 billion, representing a remarkable annual growth rate of 612.72%. Contractual UCITS' net assets rose to MAD 11.78 billion as a result of net inflows of MAD 10.07 billion.

The creation of a Contractual UCITS during the year brought the number of UCITS in this category to five.

Graph 20: UCITS net asset structure by category at year-end 2022



Source: UCITS management companies

#### 4.1.5 UCITS' annual performance

The performance of all UCITS categories was impacted by a difficult economic backdrop, as detailed below.

- Following the stock market downturn, "Equity" UCITS posted a negative annual performance of -16.23% at the end of 2022. Indeed, the MASI index ended the year with a negative return of -19.75%.
- As for the bond market, the cumulative 100 basis point increase in the key interest rate over the year caused the yield curve to move upward, affecting all segments. As such, "MLTB" UCITS posted a negative annual performance of -2.26%, whereas "STB" UCITS recorded a 1.11% positive annual performance owing to their low sensitivity and investment in short-maturity securities.
- At the end of 2022, "Diversified" UCITS showed a negative annual change of -7.74%. This decline was caused by the equity market's poor performance, combined with the bond market's rise in interest rates.
- "Money market" UCITS recorded the best annual performance (compared with other UCITS categories) with 1.31% at the end of 2022. Nevertheless, this performance remains below the annual average of the MONIA index, which stood at 1.58%.
- With the exception of one UCITS that reached maturity, all UCITS in the "Contractual" category performed well. It should be noted that at the end of 2022, "Contractual" UCITS were divided into money-market strategy UCITS with a capital guarantee and index-linked UCITS.

#### 4.1.6 UCITS portfolio composition

In 2022, UCITS assets remained primarily invested in unlisted securities, which accounted for 78.2% of total assets, followed by other assets (12.7%) and listed securities (9.04%).

The value of unlisted securities amounted to MAD 431.10 billion. Other assets and listed securities totalled MAD 70.04 billion and MAD 49.81 billion, respectively.

**Table 11. Breakdown of total UCITS assets by investment category (2020- 2022)**

	Year-end 2020	Year-end 2021	Year-end 2022
<b>Investment category</b>			
Listed securities	7.9%	9.8%	9.0%
Equities	7.7%	9.7%	8.9%
Corporate bonds	0.2%	0.1%	0.2%
Bonds issued or guaranteed by the State	-	-	-
Unlisted securities	81.0%	77.2%	78.2%
Bonds issued or guaranteed by the State	49.3%	46.9%	48.1%
Corporate bonds	15.5%	15.0%	17.9%
Marketable debt securities	11.1%	9.6%	9.7%
UCITS securities	5.1%	5.6%	2.4%
Other	0.1%	0.1%	0.1%
Other assets	11.1%	13.0%	12.7%
<b>Total assets</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

Source: UCITS management companies

## I Unlisted securities

The weighting of unlisted securities in UCITS overall assets increased by 1.06 percentage points at the end of 2022. This upward trend can be attributed to an increase in bonds issued or guaranteed by the State, corporate bonds and marketable debt securities, the weights of which increased by 1.17, 2.83 and 0.12 percentage points, respectively.

## I Listed securities

The weighting of listed securities (consisting mostly of listed equities) fell by 0.75 percentage points in 2022 to 9.04%, down from 9.79% a year earlier. This decline was primarily due to the equity market's poor performance in 2022 (annual decline in MASI of -19.75%).

## I Other assets

Other assets, which are mainly made up of liquid assets and receivables representing securities received under repurchase agreements, fell from MAD 84.17 billion in 2021 to MAD 70.04 billion in 2022. As a result, the weight of this category in UCITS assets fell by 0.32% to 12.71%, down from 13.03% the previous year.

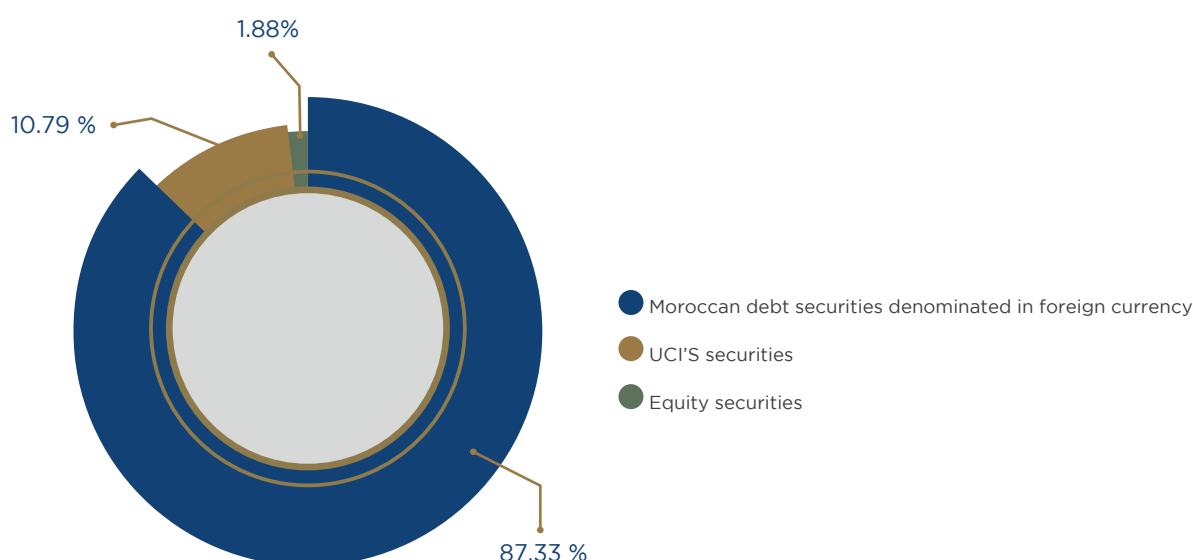
### 4.1.7 UCITS investments abroad

UCITS investments in foreign currencies totalled MAD 5.47 billion at the end of 2022, a 2.71% increase over last year. These investments accounted for nearly 1.09% of total net assets.

Most foreign currency investments are made in Moroccan debt securities denominated in foreign currencies, accounting for 87.33% of the total amount invested. These correspond to Eurobonds issued by the Moroccan government and bonds issued by a public institution.

Other investments included UCIs' (MAD 591.28 million) and equity securities (MAD 103.10 million), both of which were lower than in 2021, standing at MAD 1 billion and MAD 175 million, respectively.

**Graph 21. Structure of foreign currency investments by UCITS at the end of 2022**



Source: UCITS management companies

## 4.1.8 Investors in UCITS

In 2022, there were 21,916 UCITS investors, compared to 22,031 in 2021. This decline was most noticeable in the "resident legal persons" category, where the number of investors fell from 5,013 at the end of 2021 to 4,619 at the end of 2022.

**Table 12. Breakdown of net assets by investor type**  
(in MAD million)

	Equity & Diversified UCITS	Bond UCITS	Money market UCITS	Contractual UCITS	TOTAL UCITS	Share (in %)
Financial companies including :	79,792.2	254,082.5	35,673.6	993.0	370,541.2	74.0%
Insurance companies and pension funds and provident institutions	58,820.3	156,990.9	19,019.7	292.9	235,123.8	46.9%
Banks	8,125.9	67,957.6	5 439.2	3.6	81,526.2	16.3%
UCITS	4,908.2	6,136.9	3 441.7	-	14,486.8	2.9%
Caisse de dépôt et de gestion (CDG)	6,570.4	3,526.2	854.0	170.3	11,120.9	2.2%
Other financial institutions	1,238.1	14,188.3	3,067.9	480.4	18,974.7	3.8%
Finance companies	3.1	4,503.2	1,677.2	-	6,183.4	1.2%
Other holding companies	93.0	379.4	1,636.7	28.7	2,137.9	0.4%
Brokerage firms	33.2	400.0	537.3	17.1	987.6	0.2%
Non-financial companies	5,316.8	38,444.2	39,687.9	9,704.5	93,153.4	18.6%
Resident natural persons	10,594.7	10,741.7	13,098.4	1,071.9	35,506.7	7.1%
Non-resident natural persons and legal persons	241.6	716.4	727.1	14.2	1,699.3	0.3%
<b>Total</b>	<b>95,945.3</b>	<b>303,984.8</b>	<b>89,187.0</b>	<b>11,783.6</b>	<b>500,900.6</b>	<b>100.0%</b>

Source: UCITS depositories

As in previous years, financial companies held the majority of total net assets (73.98%), making them the largest investors in UCITS. Banks, insurance companies, pension funds and provident institutions, belonging to this category of investors, held 63.22% of the aforementioned assets, which were mainly invested in bond UCITS securities.

The remainder, or 26.02% of UCITS net assets, was split between non-financial companies, resident natural persons and non-resident natural and legal persons, who held 18.60%, 7.09% and 0.34% of total net assets, respectively.

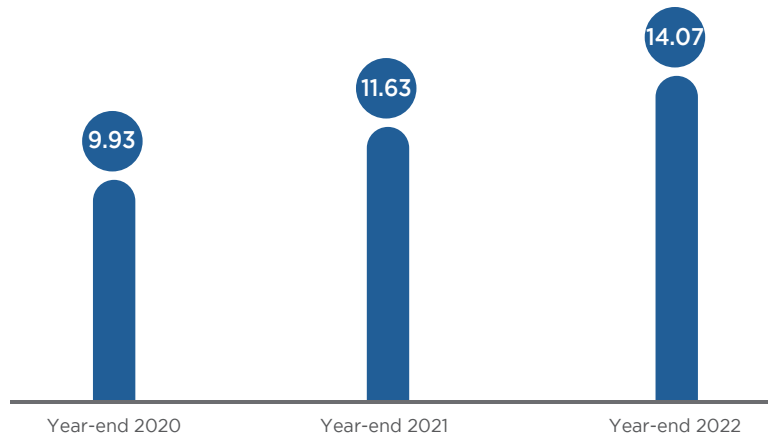
## 4.2 Securitization vehicles (FPCTs)

Following the approval of two securitization transactions in 2022, there were eighteen FPCTs in operation at the end of 2022, including seven with sub-funds. It should be noted that one FPCT was liquidated in 2022, in accordance with its management regulations, after the value of the remaining capital balance (RCB) of the securitized receivables fell to less than 10% of the initial RCB recorded when the fund was set up. Investors received payments due on the final maturity date in accordance with the fund's management regulations.

Assets under management<sup>1</sup> of operational FPCTs reached MAD 14.07 billion at the end of 2022, up 20.97% from the end of 2021.

(1) Total assets under management, including securitized assets, amounts owing, amounts forfeited, liquid assets and invested liquid assets.

**Graph 22. Change in FPCT assets under management**  
(in MAD billion)



Source: FPCT management companies

The two securitization transactions approved in 2022 were financed by the issuance of MAD 2 billion of shares and bonds by FPCTs, with a view to acquiring commercial lending as well as receivables resulting from consumer credit contracts.

Securitization transactions authorized up to the end of 2022 involved :

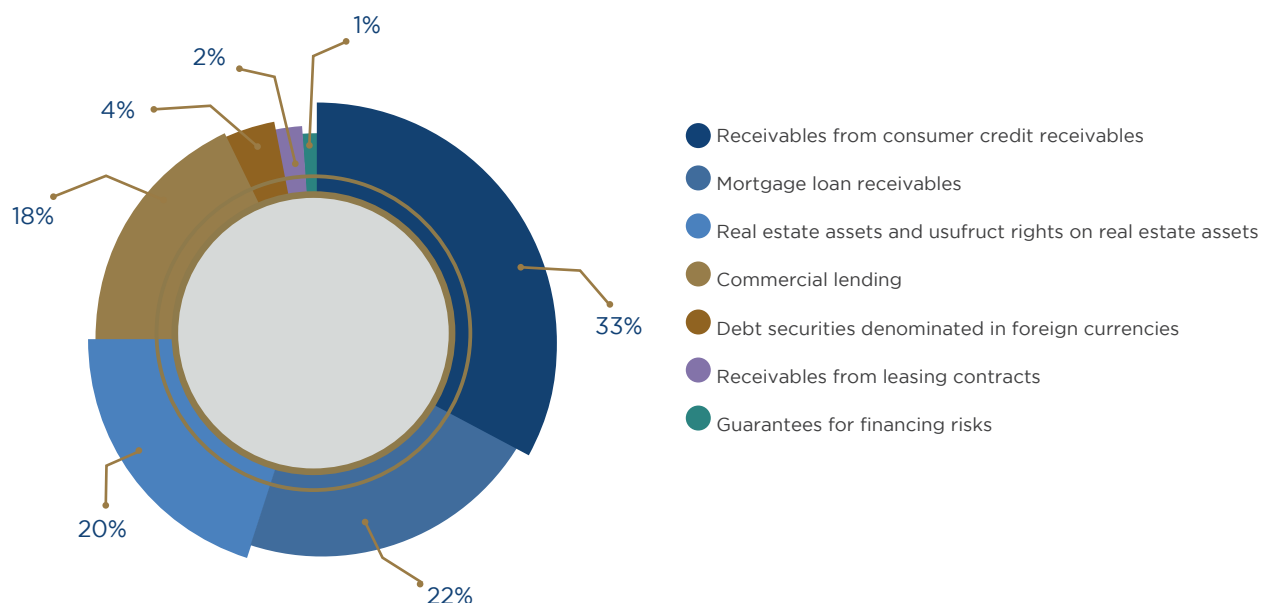
**I- FPCT acquisition of various asset classes:**

- Mortgage loan receivables ;
- receivables from consumer credit contracts ;
- commercial lending ;
- receivables from leasing contracts (LOA) ;
- debt securities denominated in foreign currencies ;
- real estate assets ;
- usufruct rights on real estate assets.

**II- Guaranteeing financing risks by an FPCT (synthetic securitization) :**

As regards the breakdown of FPCT assets under management by type of securitization transaction at the end of 2022, 33% of assets under management corresponded to receivables from consumer credit contracts (four funds, including one fund with two sub-funds). Mortgage loan receivables accounted for 22% of assets under management (four funds, including one with three sub-funds). Real estate assets and rights accounted for 20% of assets under management (five funds, including three with sub-funds), followed by commercial lending, which accounted for 18% of assets under management (two funds). Debt securities denominated in foreign currencies accounted for 4% of assets under management (one fund with a single sub-fund). Receivables from leasing contracts (one fund) and financing risk guarantee receivables (one fund) represented 2% and 1% of total assets under management, respectively.

**Graph 23. Breakdown of FPCT assets under management by transaction type**



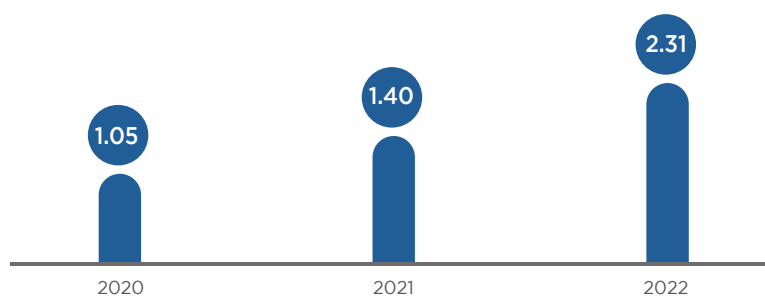
Source: FPCT management companies, AMMC calculations

### 4.3 Private equity investment vehicles (OPCCs)

The year 2022 was marked by the launch of three new OPCCs, including two as private equity companies (Sociétés de Placement Collectif en Capital) and one as a private equity fund (Fonds de Placement Collectif en Capital), bringing the total number of OPCCs in operation to eleven, up from eight the previous year.

The eleven operational OPCCs managed total net assets of MAD 2.31 billion at the end of 2022, a 65% increase over 2021.

**Graph 24. Change in OPCCs net assets**  
(in MAD billion)



Source: OPCC management companies, AMMC calculations

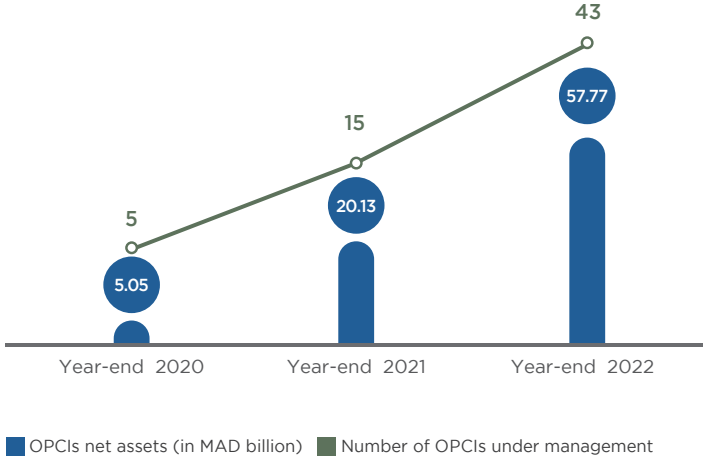
OPCCs in operation have investment strategies that target different stages of company development. Among these OPCCs, we distinguish between general-interest OPCCs and OPCCs that specialize in or prioritize the following sectors:

- energy;
- technology;
- agro-industry;
- infrastructure;
- services;
- manufacturing industries;
- real estate.

### 4.4 Real estate investment schemes (OPCIs)

The number of OPCIs<sup>2</sup> increased to 43 at the end of 2022, up from 15 in 2021. These include 34 OPCIs set up as real estate investment trusts with streamlined operating rules (SPI-RFA) and 9 OPCIs as real estate investment companies (SPI).

**Graph 25: Change in OPCIs net assets**  
(in MAD billion)



Source: OPCI management companies, AMMC calculations.

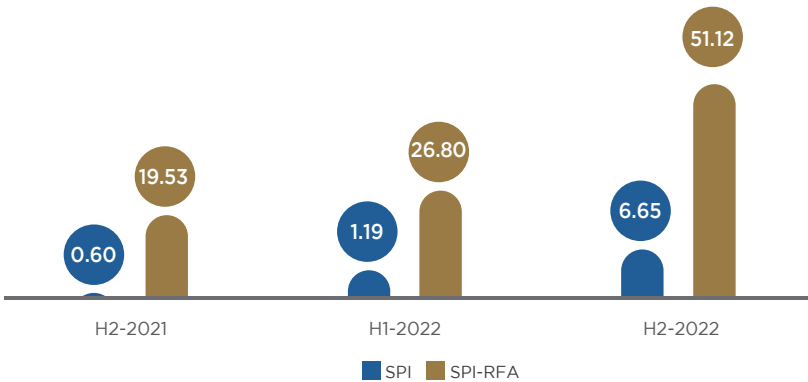
Operational OPCIs had total net assets of MAD 57.77 billion at the end of 2022, up from MAD 20.13 billion in 2021.

OPCIs with streamlined operating rules accounted for 88.5% of total net assets, or MAD 51.12 billion at the end of 2022.

The investment strategy of the active OPCIs focused on the following asset classes:

- head offices, branches and bank agencies;
- administrative buildings;
- business premises;
- offices;
- education and training buildings;
- industrial plants;
- residences.

**Graph 26: Change in OPCIs net assets by category**  
(in MAD billion)



Source: OPCI management companies, AMMC calculations

(2) These are OPCIs set up at the end of 2022. The AMMC approved 51 OPCIs as at 31/12/2022, up from 21 at the end of 2021.

# 5. MARKET PARTICIPANTS

## 5.1 Brokerage firms

### 5.1.1 Legal and corporate aspects

At the end of 2022, the number of brokerage firms fell from 17 to 16, following the withdrawal of approval from Crédit du Maroc Capital. The AMMC made this decision in response to the participant's request.

The legal and corporate life of brokerage firms was characterized in 2022 by changes in governance and staffing.

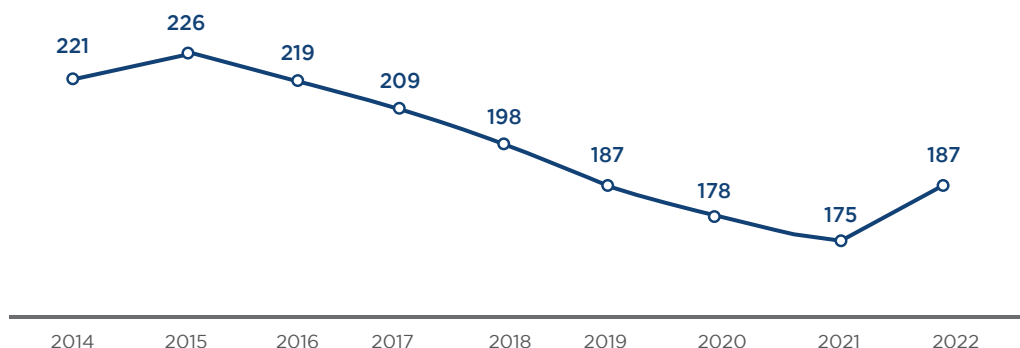
**Table 13. Changes in brokerage firms governance**

Nature of change	Brokerage firms
Appointment of new executives	BMCE Capital Bourse
	Capital Trust Securities
	Sogecapital Bourse
	Valoris Securities
Appointment of new members to the Board of Directors/Supervisory Board	CDG Capital Bourse
	Maroc Service Intermédiation

Source: Brokerage firms

The majority of brokerage firms (13) experienced team rotation in 2022, with 28 new hires and 16 departures. As a result, the total brokerage firms headcount stood at 187 at the end of 2022, up from 175 in 2021.

**Graph 27. Change in the total brokerage firms headcount**



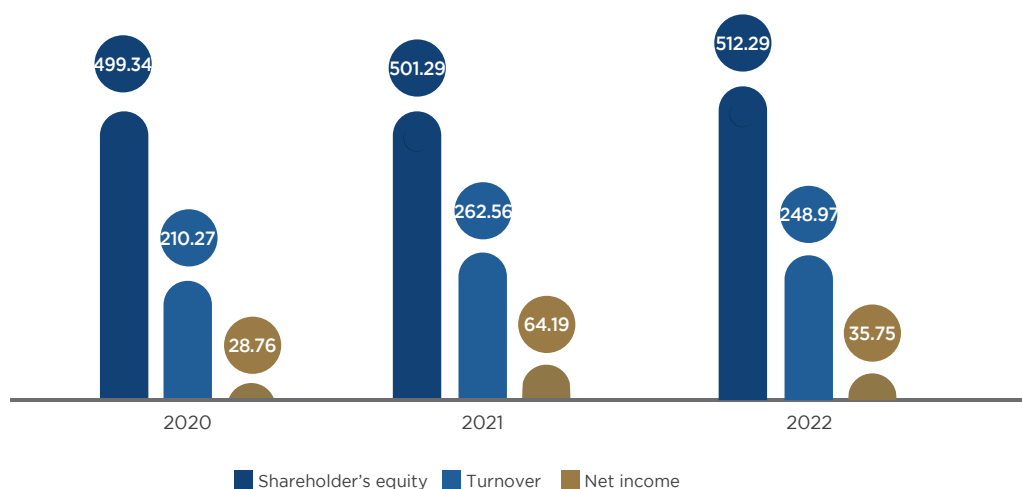
Source: Brokerage firms, AMMC calculations

## 5.1.2 Business indicators

### I Financial indicators

Brokerage firms generated MAD 248.97 million in revenue in 2022, a 5.18% decrease from the previous year. Furthermore, six brokerage firms out of 16 recorded a negative operating income in 2022, against eight in 2021. However, brokerage firms achieved an overall net income of MAD 35.75 million, a 44.31% decrease from a net profit of MAD 64.19 million in 2021.

**Graph 28. Change in the financial indicators of brokerage firms**  
(in MAD million)



Source: Brokerage firms, AMMC calculations

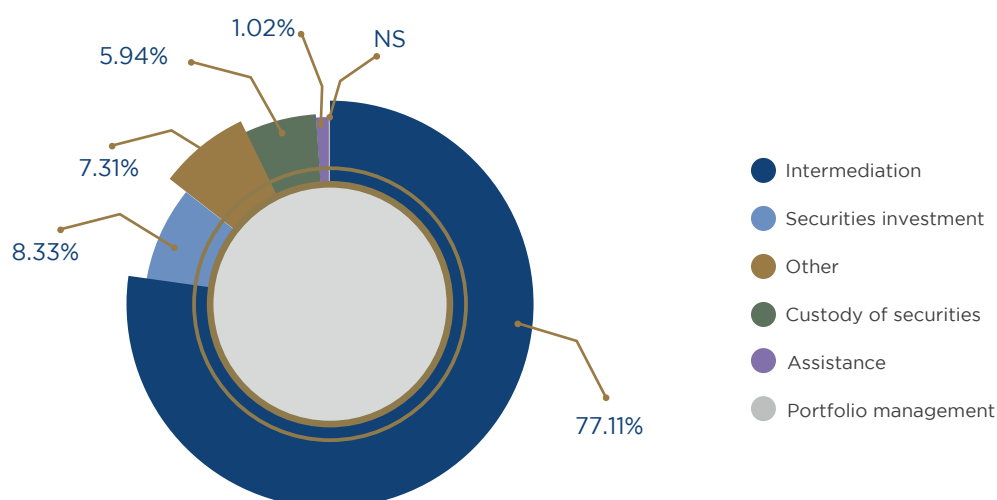
Brokerage firms' turnover breakdown showed a preponderance of intermediation activities, which generated 77.11% of total revenues.

**Table 14. Key figures of brokerage firms**  
(in MAD million)

	2020	2021	2022
<b>Number of brokerage firms</b>	<b>17</b>	<b>17</b>	<b>16</b>
<b>Overall turnover</b>	<b>210.27</b>	<b>262.56</b>	<b>248.97</b>
<i>Intermediation</i>	155.89	210.42	191.98
<i>Custody of securities</i>	14.54	7.85	14.79
<i>Financial transactions advisory services</i>	0.1	0.10	0.00
<i>Securities investment</i>	9.49	18.07	20.73
<i>Portfolio Management</i>	0.58	0.73	0.72
<i>Other</i>	29.67	25.36	20.75
<b>Overall net income</b>	<b>28.76</b>	<b>64.19</b>	<b>35.75</b>
<b>Guarantee fund</b>	<b>52.3</b>	<b>54.62</b>	<b>56.85</b>

Source: Brokerage firms, AMMC calculations

**Graph 29. Breakdown of brokerage firms' turnover by type of activity**



NS: Not significant

Source: Brokerage firms, AMMC calculations

In 2022, ten brokerage firms, all bank subsidiaries, captured a 80.77% market share, with five of them accounting for 65.41%.

### I Brokerage firms' guarantee fund

The purpose of the guarantee fund is to compensate clients of liquidated brokerage firms, should the liquidated firm fail to comply with the rules governing the segregation of clients' assets from its own. This fund is financed by a contribution calculated as a percentage of the value of securities and cash held by each brokerage firm.

The guarantee fund's assets totalled MAD 56.85 million in 2022. The contributions paid increased by 2% compared to 2021, owing in particular to a 1.4% increase in the value of assets held by account-keeping brokerage firms, which averaged MAD 7.53 billion in 2022.

#### 5.1.3 Client structure

The number of brokerage firm active stock market clients fell by 7.01% in 2022 compared to 2021. This decrease was mainly due to an 18.61% drop in the number of UCITS clients.

As regards client structure, Moroccan natural persons (MNP) accounted for 78% of clients, followed by UCITS (14%), with the remainder distributed among the other categories.

**Table 15. Structure of brokerage firms' clients**

	MNP		UCITS		MLE		FLE		FNP		Total
	Number	%	Number	%	Number	%	Number	%	Number	%	
<b>2018</b>	5,838	79	772	10	510	7	150	2	110	2	<b>7,380</b>
<b>2019</b>	6,512	78	1,027	12	511	6	174	2	132	2	<b>8,356</b>
<b>2020</b>	6,755	79	1,031	12	453	5	144	2	118	1	<b>8,501</b>
<b>2021</b>	6,228	75	1,311	16	500	6	127	2	95	1	<b>8,261</b>
<b>2022</b>	5,991	78	1,067	14	426	6	117	2	81	1	<b>7,682</b>

Source: Brokerage firms, AMMC calculations

## 5.2 Securities account keepers

With a total of 173,152 accounts, the number of securities accounts increased by 16.93% in 2022 compared to 2021. This increase was mainly due to a rise in the number of securities accounts held by resident natural persons, from 126,127 accounts in 2021 to 148,810 accounts in 2022. This category accounted for 85.94% of the total number of securities accounts.

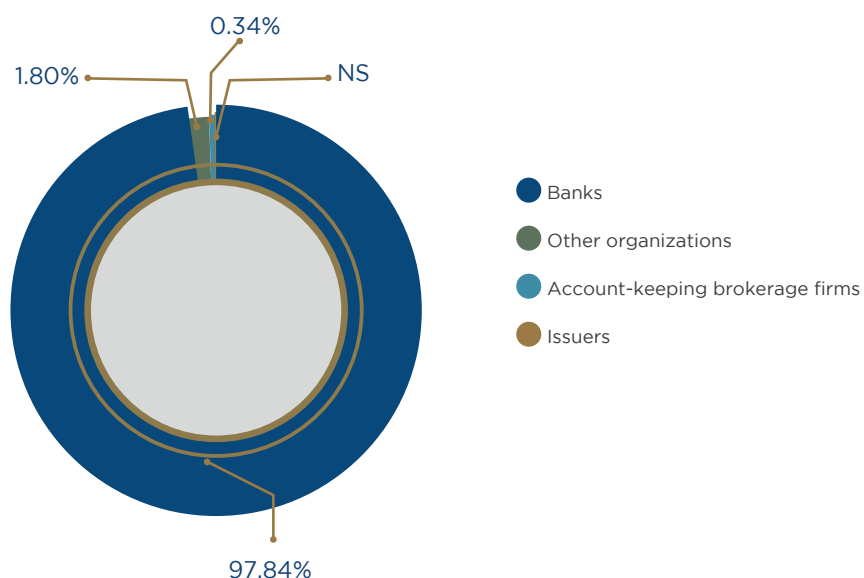
Bank-held assets continued to dominate, accounting for nearly 98% of total assets in custody.

**Table 16. Key figures of account keepers**

	2021	2022
Number of account keepers	25	24
Number of securities accounts	148,079	173,152
<i>Resident natural persons</i>	126,127	148,810
<i>Resident legal entities</i>	11,236	12,425
<i>Non-resident natural persons</i>	10,195	11,355
<i>Non-resident legal entities</i>	521	562
Assets managed A = (1) +(2) +(3) +(4) (in MAD million)	2,191,857	2,047,659
<i>By banks (1)</i>	2,143,667	2,003,521
<i>By account-keeping brokerage firms (2)</i>	7,325	7,043
<i>By issuers (3)</i>	166	191
<i>By other organizations (4)</i>	40,700	36,904
Balance of assets managed in technical accounts ( in MAD million) (B)	-	-
<b>Total assets C=A+B</b>	<b>2,191,857</b>	<b>2,047,659</b>

Source: Account keepers and Maroclear

**Graph 30. Breakdown of assets in custody**



NS: Not significant  
Source: Maroclear

## 5.3 The Central Depository

The global amount outstanding of assets held by the Central Depository Maroclear fell by 6.58%, from MAD 2,191.86 billion at the end of 2021 to MAD 2,047.65 billion at the end of 2022. This decrease was primarily due to a decline in the amount outstanding of equity and UCITS securities, which dropped by 17.24% and 14.17%, respectively.

**Table 17. Key figures of the Central Depository activity**

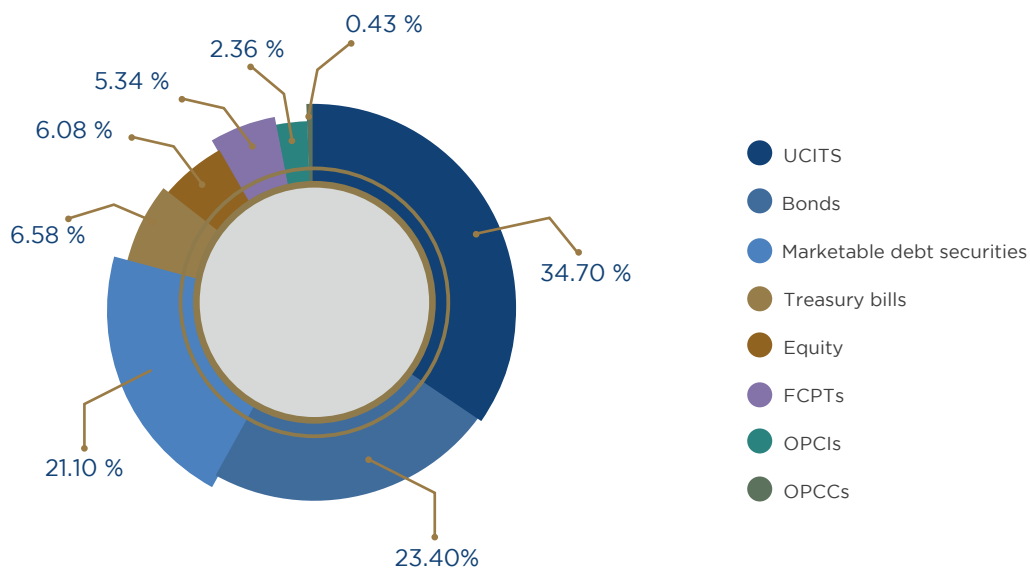
	2021	2022
<b>Number of assets in custody</b>	<b>1,534</b>	<b>1,611</b>
<i>Equity</i>	94	98
<i>Bonds</i>	362	377
<i>Marketable debt securities</i>	352	340
<i>FPCTs</i>	89	86
<i>Treasury bills</i>	75	106
<i>UCITS</i>	543	559
<i>OPCIs</i>	15	38
<i>OPCCs</i>	4	7
<b>Total assets (in MAD billion)</b>	<b>2,191.86</b>	<b>2,047.65</b>
<i>Equity</i>	701.58	580.62
<i>Bonds</i>	159.47	170.70
<i>Marketable debt securities</i>	83.90	77.59
<i>FPCTs</i>	10.99	11.40
<i>Treasury bills</i>	646.58	664.51
<i>UCITS</i>	568.61	488.04
<i>OPCIs</i>	20.39	53.97
<i>OPCCs</i>	0.32	0.82
<b>Daily average settled transactions (in MAD million)</b>	<b>57,887.00</b>	<b>68,588.27</b>
<i>Over-the-counter</i>	57,055.00	67,872.27
<i>Stock exchange</i>	832.00	716.00
<i>Free of payment</i>	-	-
<b>Number of securities administration transactions</b>	<b>1,077</b>	<b>1,169</b>
<i>Number of dividend distribution transactions managed</i>	104	127
<i>Number of securities transactions managed</i>	973	1,042

Source: Central Depository Maroclear

In addition, the number of securities held by the Central Depository Maroclear increased by 5.02%, from 1,534 securities at the end of 2021 to 1,611 securities at the end of 2022. This rise owed mainly to an increase in the number of Treasury bills and OPCIs.

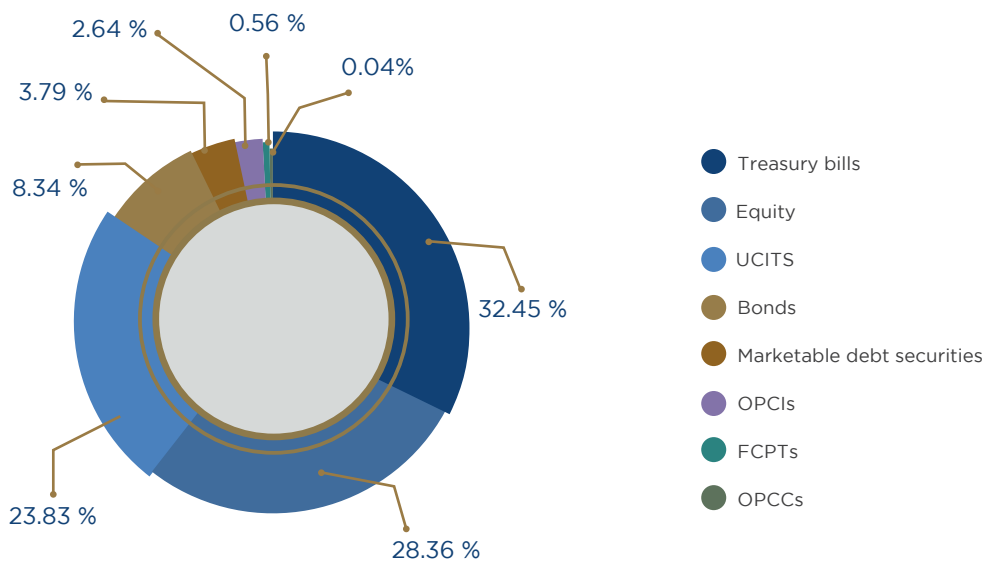
The average settled transactions rose by 18.43% between 2021 and 2022.

Graph 31. Breakdown of admitted securities by category at year-end 2022



Source: Central Depository Maroclear

Graph 32. Breakdown of total assets of admitted securities by category at year-end 2022



Source: Central Depository Maroclear

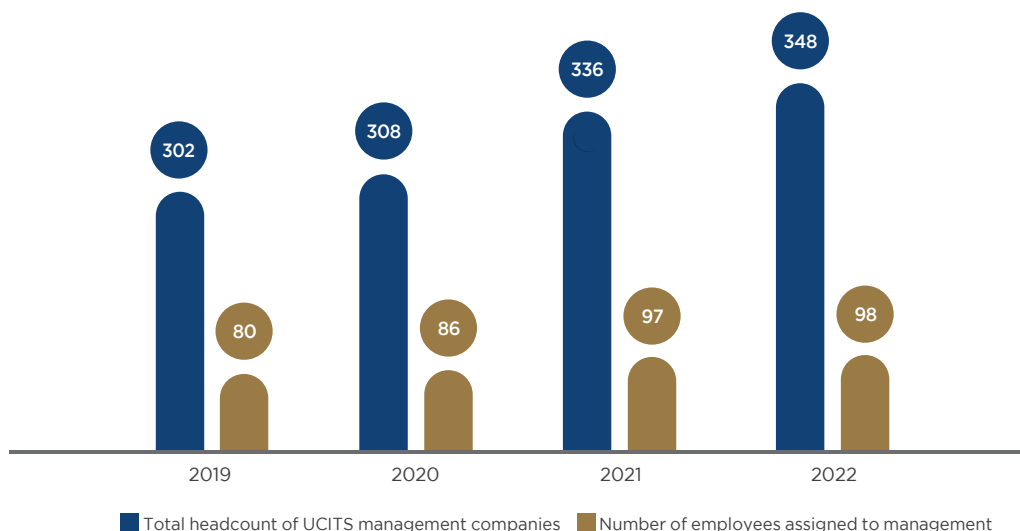
## 5.4 Asset management companies

### 5.4.1 UCITS management companies

The number of UCITS management companies remained unchanged at 19 in 2022.

In terms of headcount, UCITS management companies had 348 employees, including 98 managers at the end of 2022, compared to 336 employees, including 97 managers, in 2021.

Graph 33. Change in the headcount of UCITS management companies



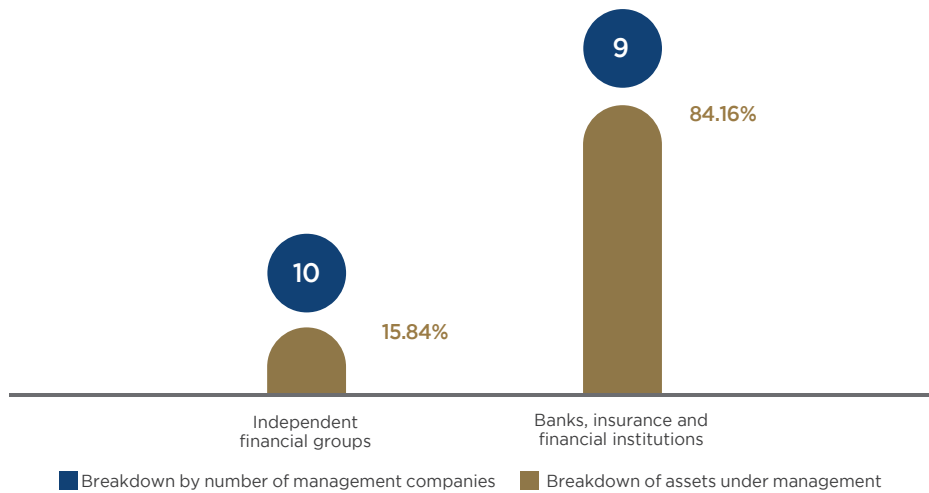
Source: UCITS management companies

### I Business indicators

Against a declining backdrop, UCITS average net assets fell by 1.12%, from MAD 574.03 billion in 2021 to MAD 567.6 billion at the end of 2022.

The number of UCITS management companies that are subsidiaries of banking groups or insurance companies, as well as those that are independent, remained unchanged at 9 and 10, respectively. Furthermore, assets under management by subsidiaries of banking groups or insurance companies totalled MAD 421.56 billion at the end of 2022, accounting for an 84.16% market share, a 1.43 percentage point increase over the previous year. Independent management institutions managed MAD 79.34 billion in assets, representing a market share of 15.84%, down from 17.27% a year earlier.

**Graph 34. Breakdown of market shares of UCITS management companies by type of shareholding**

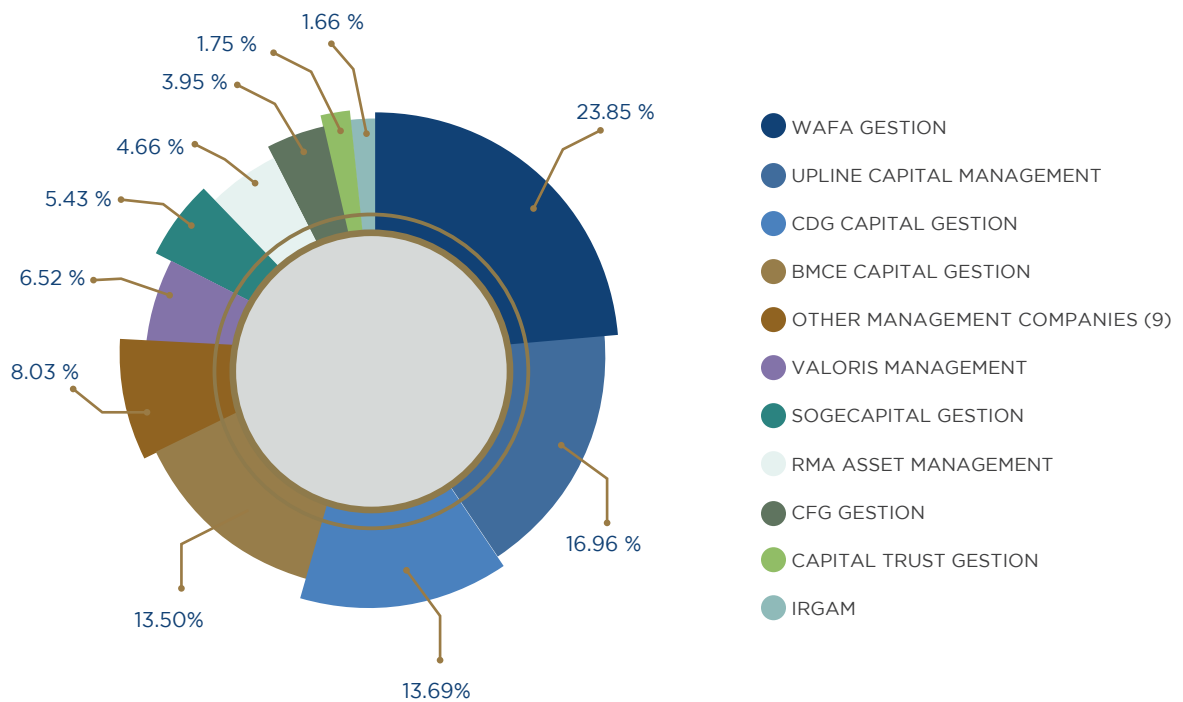


Source: UCITS management companies

In terms of assets under management, four UCITS management companies affiliated with banks or insurance companies managed more than two-thirds of total net assets under management (68.00%), totalling MAD 340.61 billion.

Despite the decline in UCITS net assets in 2022, four independent management companies saw their net assets increase. These increases ranged between 14.73% and 55.68%.

**Graph 35. Breakdown of net assets by UCITS management company**



Source: UCITS management companies

## Financial indicators

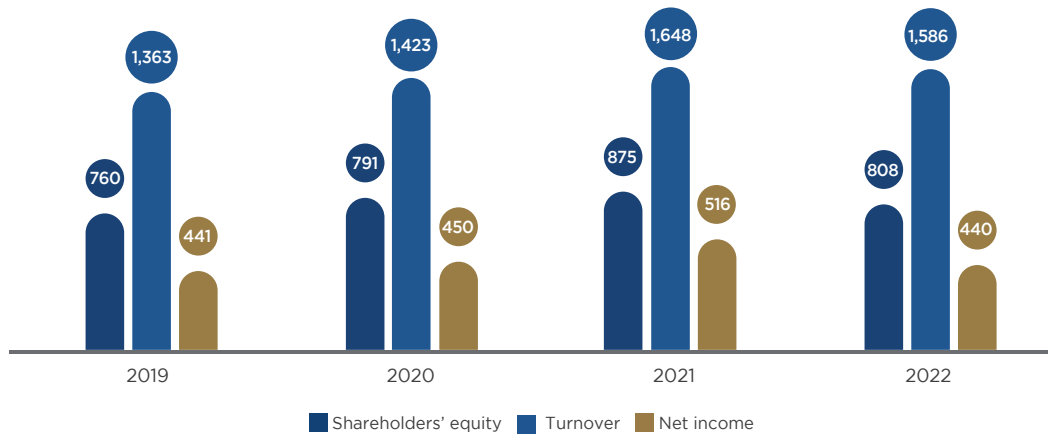
At the end of 2022, the decline in UCITS total assets affected consolidated revenues of UCITS management companies, which fell from MAD 1.65 billion in 2021 to MAD 1.59 billion in 2022, a 3.72% decrease.

In the same trend, UCITS management companies' consolidated net income fell by 14.86% to MAD 439.52 million at year-end 2022, compared to MAD 516.24 million at year-end 2021. As such, the overall net margin stood at 27.71% at the end of 2022, down from 31.33% a year earlier, a 3.62 percentage point decrease.

Following the same downward trend, UCITS management companies' shareholders' equity decreased by 7.6% from MAD 874.76 million in 2021 to MAD 808.25 million in 2022.

The sector's aggregate return on equity fell by 4.63 percentage points to 54.38% in 2022, from 59.01% the previous year. This decline was caused by a greater fall in UCITS management companies' overall net income than in their shareholders' equity.

**Graph 36. Change in the financial indicators of UCITS management companies**  
(in MAD million)



Source: UCITS management companies

### 5.4.2 FPCT management companies

There were four approved FPCT management companies at the end of 2022:

- Maghreb Titrisation, approved in February 2002;
- Attijari Titrisation, approved in November 2014;
- BMCE Capital Titrisation, approved in December 2015;
- SOFAC STRUCTURED FINANCE, approved in August 2019.

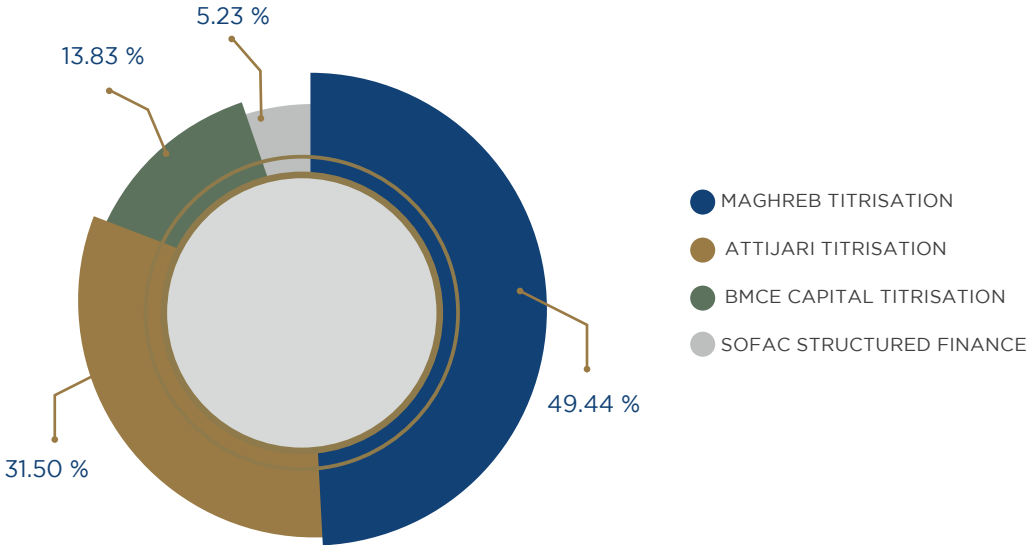
In terms of headcount, the four FPCT management companies had 24 employees at the end of 2022, including 11 in charge of managing and structuring securitization funds.

#### I Business indicators

At the end of 2022, FPCTs total assets under management amounted to MAD 14.07 billion, distributed among FPCT management companies as follows:

- **Maghreb Titrisation** manages ten funds (including four funds with one sub-fund each), totalling MAD 6.96 billion in assets under management, or 49.44% of the market share;
- **Attijari Titrisation** manages three funds (including one with three sub-funds and a second with two sub-funds), totalling MAD 4.43 billion in assets under management, or 31.50% of the market share;
- **BMCE Capital Titrisation** manages three funds (including one with eighteen sub-funds), totalling MAD 1.95 billion in assets under management, or 13.83% of the market share;
- **SOFAC Structured Finance** manages two funds totalling MAD 735.28 million in assets under management, or 5.23% of the market share.

Graph 37. Breakdown of net assets under management by FPCT management company



Source: FPCT management companies, AMMC calculations

## I Financial indicators

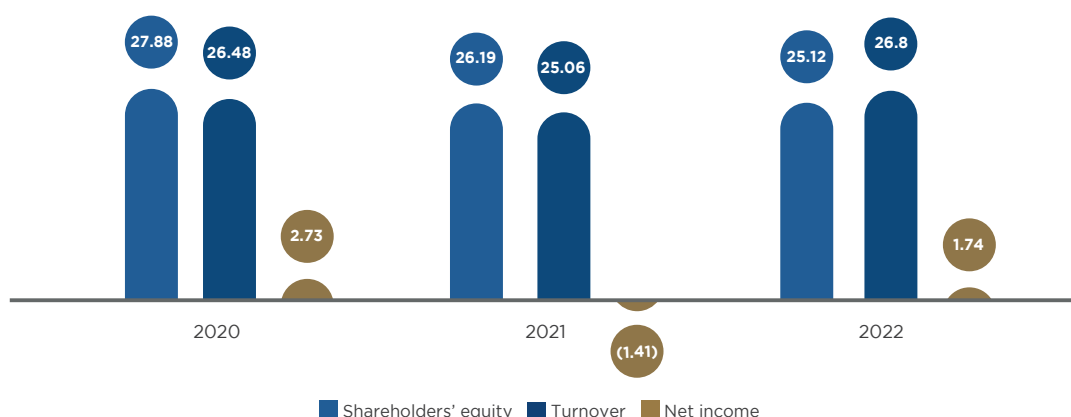
The consolidated revenues of the four FPCT management companies amounted to MAD 25.12 million in 2022, down from MAD 26.19 million in 2021, representing a 4% decline.

The consolidated net income of FPCT management companies improved significantly, reaching MAD 1.74 million in 2022, up from a loss of MAD 1.41 million in 2021.

The shareholders' equity of FPCT management companies increased by nearly 7% from MAD 25.06 million in 2021 to MAD 26.8 million in 2022.

**Graph 38: Change in the financial indicators of FPCT management companies**

(in MAD million)



Source: FPCT management companies, AMMC calculations

### 5.4.3 OPCC management companies

In 2022, a new company was approved by the Minister of Economy and Finance, further to an opinion from the AMMC, to manage OPCCs. The new company, Atlamed Capital, is majority-owned by Atlamed SA and specializes in private equity and financial investment consulting. This brought the total number of OPCC management companies to fourteen, including ten active management companies managing eleven OPCCs.

Furthermore, following amendments to the articles of association of three OPCR management companies, the latter received new approvals from the Ministry of Economy and Finance, after consultation with the AMMC, to carry out OPCC management activities. The three management companies are CDG Invest Growth, Private Equity Initiatives and Valoris Capital.

Moreover, an OPCC management company changed its name in 2022 following a change in its shareholder structure. The company in question is Seaf Morocco Capital Partners, now EmergingTech Ventures.

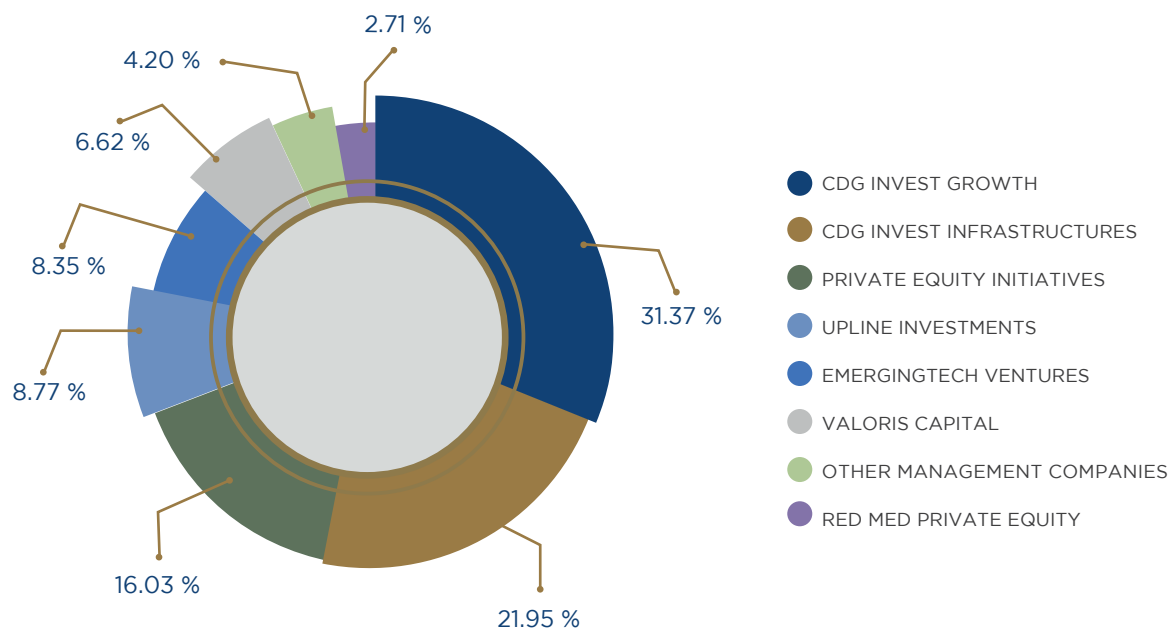
In terms of headcount, OPCC management companies had 70 employees at the end of 2022, including 21 investment managers and investment officers.

## I Business indicators

At the end of 2022, total net assets managed by OPCC management companies totalled MAD 2,307.93 million, up from MAD 1,398.78 million in 2021, accounting for a 65% increase.

In terms of business concentration, the top three OPCC management companies had a combined market share of 69.35%, with MAD 1,600.5 million in net assets under management.

**Graph 39. Breakdown of net assets by OPCC management company**



Source: OPCC management companies, AMMC calculations

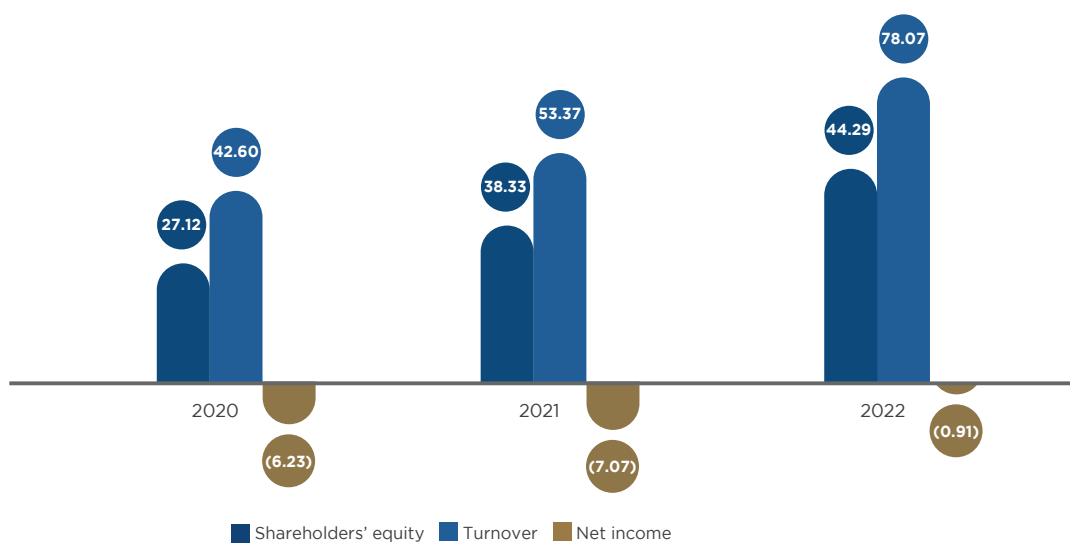
## I Financial indicators

The consolidated revenues of OPCC management companies increased by 46.29% in 2022 to MAD 78.07 million, up from MAD 53.37 million in 2021. This was mainly due to the start-up of three new OPCCs managed by three management companies.

The consolidated net income of OPCC management companies improved significantly, with only a loss of MAD 0.91 million in 2022, compared to a loss of MAD 7.07 million the previous year. This was primarily explained by the net results of four management companies that began managing OPCCs between 2021 and 2022.

The shareholders' equity raised by all OPCC management companies rose by 15.56% in 2022 to MAD 44.29 million, up from MAD 38.33 million a year earlier.

**Graph 40: Change in OPCC management companies' financial indicators**  
(in MAD million)



Source: OPCC management companies, AMMC calculations

#### 5.4.4 OPCI management companies

At the end of 2022, there were nine OPCI management companies.

Furthermore, OPCI management companies also grew in terms of headcount, with 89 employees as at December 31, 2022, 34 of whom are fund managers or asset managers.

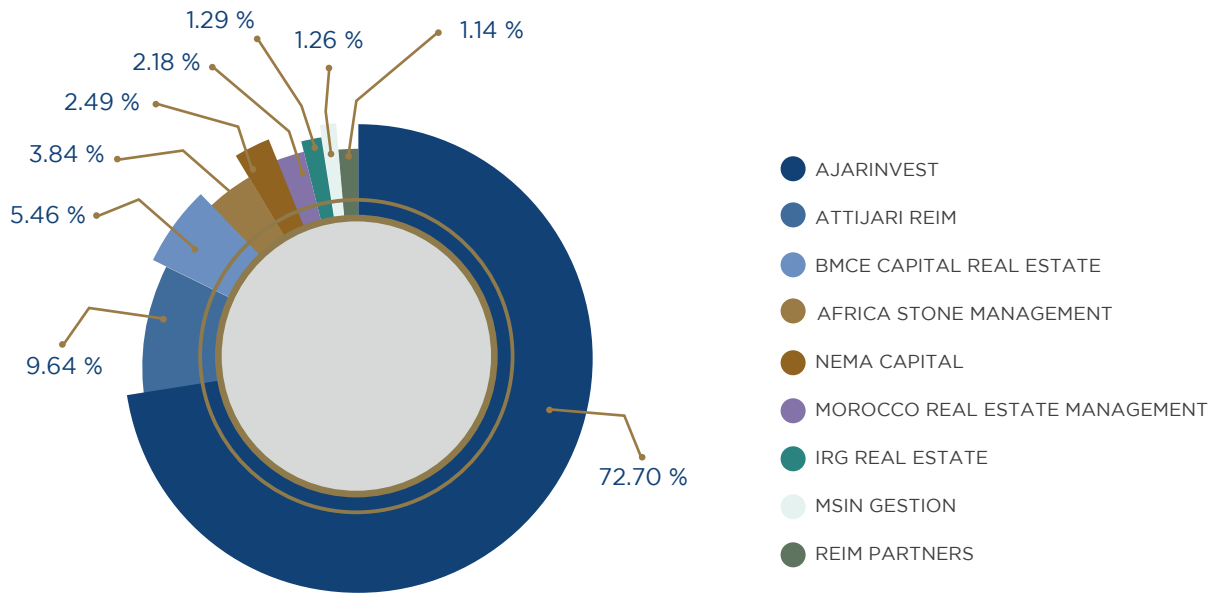
##### I Business indicators

The total net assets of the 43 active OPCIs reached MAD 57.77 billion at the end of 2022, held by 34 SPI-RFA OPCIs and 9 SPI OPCIs, managed by the market's nine OPCI management companies.

In terms of business concentration, the two leading management companies, Ajarinvest and Attijari REIM, had a combined market share of 82.34%, with net assets under management totalling MAD 47.56 billion at the end of 2022.

In terms of assets under management, the top two OPCIs accounted for 59.59% of total net assets under management.

**Graph 41. Breakdown of net assets by OPCI management company at year-end 2022**



Source: OPCI management companies, AMMC calculations.

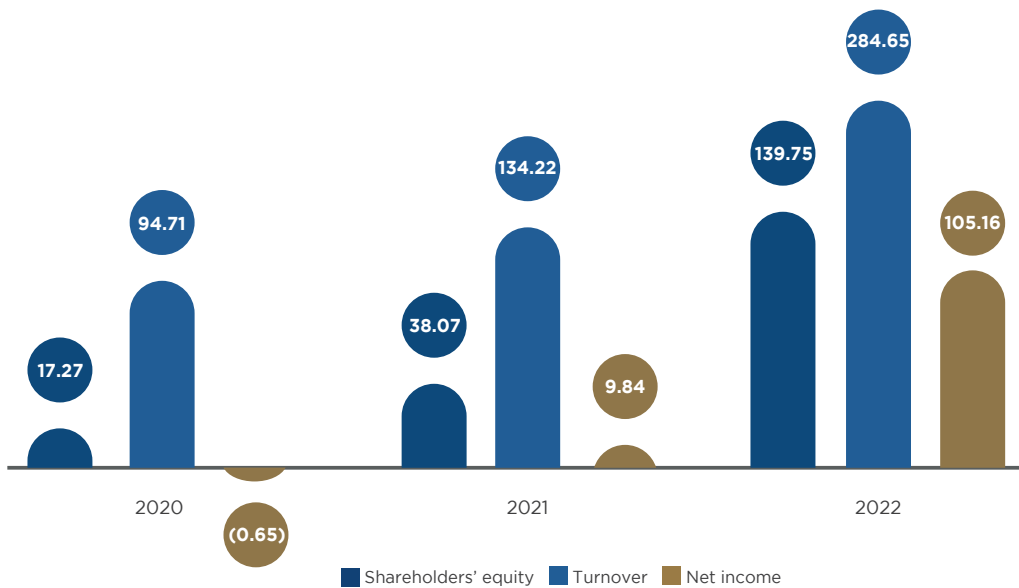
### Financial indicators

The consolidated revenues of OPCI management companies increased by 112% in 2022 to MAD 284.65 million, up from MAD 134.22 million in 2021, owing to the start-up of 28 new OPCIs in 2022.

The consolidated net income of OPCI management companies increased more than tenfold in 2022 to MAD 105.16 million, up from MAD 9.84 million in 2021.

In line with this upward trend, the shareholders' equity raised by OPCI management companies more than tripled in 2022, to more than MAD 139.75 million, up from MAD 38.07 million a year earlier.

**Graph 42. Change in OPCI management companies' financial indicators**  
(in MAD million)



Source: OPCI management companies, AMMC calculations.





CHAPTER II.  
**THE AMMC AND  
CAPITAL MARKET  
SUPERVISION**

---

# 1. AUTHORIZATIONS AND APPROVALS

## 1.1 Approval of market participants

In 2022, four new OPCC management companies were approved. These authorizations involved changes to the corporate purpose of three venture capital investment schemes (OPCR) management companies and the creation of a new OPCC management company.

The AMMC issued a decision in 2022 to withdraw the approval of the brokerage firm Crédit du Maroc Capital (CDMC). This decision was rendered following a request from the market participant.

As regards OPCI management activities, the AMMC granted approval to the management company REIM Partners to relocate its headquarters and the effective location of its operations.

**Table 18. List of applications processed by the AMMC in 2022**

Entity	Action taken
Atlamed Capital - OPCC management company	The company was approved by the Ministry of Economy and Finance after consultation with the AMMC.
CDG Invest Growth - OPCR management company	All three companies were granted further approval by the Ministry of Economy and Finance, after consultation with the AMMC.
Private Equity Initiatives - OPCR management company	
Valoris Capital - OPCR management company	
Crédit du Maroc Capital (CDMC) - Brokerage firm	The withdrawal of approval was pronounced by the Ministry of Economy and Finance after consultation with the AMMC.
REIM PARTNERS - OPCI management company	The company has obtained the agreement of the AMMC for the relocation of its headquarters and effective location of its operations.

Source: AMMC

## 1.2 Authorization of financial transactions

### 1.2.1 Equity transactions

The AMMC authorized ten equity securities transactions during the 2022 fiscal year. The processed transactions are listed in the table below:

**Table 19. Equity securities transactions**  
(in MAD million)

Transaction Type	Issuer	Authorization date	Value in MAD million	Transaction Date	Value in MAD million	Transaction Description
Initial Public offering (IPO)	Disty Technologies	27/06/2022	172	20/07/2022	172	Initial public offering through the issue and the sale of shares.
	AKDITAL	21/11/2022	1,200	14/12/2022	1,200	Initial public offering through the issue and the sale of shares.
Capital Increase	MUTANDIS SCA	21/01/2022	300	15/02/2022	300	Cash capital increase without pre-emptive subscription rights.
	Aradei Capital SA	24/10/2022	250	21/11/2022	250	Cash capital increase without pre-emptive subscription rights.
	LABEL VIE SA	25/10/2022	180	30/11/2022	180	Cash capital increase reserved for employees of the company, its subsidiaries and other Group companies.
	CIH BANK	28/10/2022	200	09/12/2022	180	Cash capital increase reserved for shareholders and holders of pre-emptive rights.
	CIH BANK	15/11/2022	400	20/12/2022	400	Cash capital increase reserved for employees of the company and its subsidiaries.
	Centrale Danone	15/03/2022	17	19/04/2022	5	Public offer of withdraw to delist the company from the Casablanca stock exchange.
Takeover bid	Lydec	08/04/2022	2,160	23/05/2022	1 024	Mandatory takeover bid following the crossing of the 40% threshold by the offerors acting jointly.
	Lydec	15/09/2022	33	18/10/2022	26	Mandatory public offer of withdraw following the crossing of the 95% threshold by the offerors as part of a takeover bid.

source: AMMC and Casablanca Stock Exchange

## BOX 8. PUBLIC OFFERINGS ON THE STOCK MARKET

Public offerings are special financial transactions governed by Law No. 26-03 on public offerings on the stock market. These are procedures whereby a natural person or legal entity, acting alone or jointly, known as the bidder or the offeror, makes it publicly known that they intend to acquire, exchange or sell all or part of the securities giving access to the share capital or voting rights of a company whose securities are listed on the stock exchange (the company targeted by the bid).

The aforementioned Law No. 26-03 defines four types of public offerings:

- takeover bids («offre publique d'achat» or «OPA»): where the offeror proposes to acquire the target securities for a cash consideration;
- exchange offers («offre publique d'échange» or «OPE»): where the offeror proposes to acquire the target securities in exchange for other securities;
- public offers of withdraw (offre publique de retrait or «OPR»): where the offeror, who holds the majority of the target company's voting rights, proposes to buy out the target company's shares to enable other shareholders to withdraw from the company's share capital;
- public sales («offre publique de vente» or OPV): where the offeror offers to sell shares of the target company.

Voluntary public offerings, which can be issued at the sole initiative of the bidder, should also be differentiated from mandatory public offerings, which must be issued by the bidder in some cases.

Any person who crosses the threshold of 40% of the voting rights of a listed company (this threshold is raised to 50% for companies listed on the alternative market) must file a takeover bid for the said company within three days of crossing the aforementioned threshold. The AMMC may grant an exemption from this requirement if the crossing of the threshold does not affect control of the company, or in some cases explicitly listed in Law 26-03.

Furthermore, the issue of a public offer of withdraw is compulsory (i) when a shareholder crosses the threshold of 95% of the voting rights in a listed company, (ii) prior to the delisting of a company from the Stock Exchange (with the possibility of an exemption in the event of the company being delisted following its compulsory winding-up as a result of an irretrievably compromised situation), or (iii) when it is imposed by the AMMC following a request from minority shareholders under certain conditions laid down by law.

Before issuing a public offer for securities listed on the Casablanca Stock Exchange, the bidder must comply with the procedure laid down in the aforementioned Law No. 26-03. The main stages of this procedure are as follows:

- **submission of the proposed bid to the AMMC by the offeror:** this includes the characteristics and terms of the bid (number of shares to be offered, proposed price, etc.), the proposed prospectus, which is submitted to the AMMC for approval, and any prior authorizations required under applicable laws and regulations. As soon as the proposed bid has been filed with the AMMC, the latter publishes a notice of filing of the proposed public offering in an official gazette and requests that the Casablanca Stock Exchange suspend the listing of the securities of the company targeted by the bid;

**- review of the admissibility of the proposed public offering:** during this phase, the AMMC assesses the admissibility of the proposed public offering by reviewing its characteristics in the light of the principles of shareholder equality, market integrity and fair trading, as well as the required prior authorizations. To do so, the AMMC has a 15-day period during which it may request any additional information it deems necessary. Any requests made by the AMMC suspend the aforementioned deadline. At the same time, the AMMC forwards the proposed public offering to the Ministry of Economy and Finance, which then determines whether it is in the national strategic economic interest. In addition, when the AMMC considers that the proposed bid may undermine the above-mentioned principles, it requests the bidder to modify its proposal. In the case of a mandatory public offering, the bidder is obliged to amend its bid accordingly. In the case of a voluntary public offering, if the bidder fails to amend its bid in accordance with the AMMC's recommendations, the AMMC shall rule that the bid is inadmissible. If the AMMC rules that the bid is admissible, it publishes a notice of admissibility in an official gazette, setting out the main features of the bid. At the same time, the AMMC asks the Casablanca Stock Exchange to resume listing the shares of the company targeted by the bid;

**- review of the prospectus:** at this stage, the AMMC reviews the disclosure document. The purpose of this document, whose content is set out in AMMC circular No. 03-19, is to inform shareholders of all relevant information required to make a decision on whether or not to participate in the bid, in particular the terms of the bid, the bidder's intentions, and the timetable and procedures for taking part in the bid. The AMMC informs the bidder of its comments on the proposed prospectus, and when the circular complies with the AMMC's requirements, the AMMC grants its approval for the transaction;

**- opening of the bid period:** once the prospectus has been approved and published by the bidder, the bid period is opened in accordance with the timetable set out in the aforementioned prospectus. During this stage, persons wishing to take part in the public offering forward their orders to the brokerage firms;

**- end of the bid period:** at the end of the bid period, the Casablanca Stock Exchange centralizes the orders of those who have participated in the bid and sends the results to the AMMC, which publishes a notice in an official gazette informing the public of the results, in particular the number of shares tendered to the bid.

It should be noted that public offerings may be subject to competition insofar as any person may file with the AMMC a competing public bid for securities covered by a public bid. The bidder of a public offering may also improve the terms of its initial bid, either spontaneously or following a competing public offering.

Lastly, the aforementioned Law No. 26-03 also lays down a number of rules relating to target companies and bidders, including restrictions applicable to trading on the market, in order to ensure that public offerings are conducted in an orderly fashion and to protect the interests of the holders of securities targeted by the bid.

## 1.2.2 Bond issues

During the 2022 financial year, the AMMC authorized nine bond issues by public offering, as shown in the following table:

**Table 20. Authorized debt securities**  
(in MAD million)

Issuer	Authorization date	Value in MAD million	Description of the transaction
<b>MANAGEM</b>	01/03/2022	500	Issue of ordinary bonds with a maturity of 7 years.
<b>Bank Of Africa</b>	16/06/2022	1,000	Issue of subordinated bonds with a maturity of 10 years.
<b>Attijariwafa Bank</b>	17/06/2022	1,000	Issue of perpetual subordinated bonds with loss absorption and coupon cancellation mechanisms.
<b>Crédit Agricole du Maroc</b>	06/07/2022	300	Issue of perpetual subordinated bonds with loss absorption and coupon cancellation mechanisms.
<b>Crédit Agricole du Maroc</b>	06/07/2022	1,200	Issue of subordinated bonds with a maturity of 10 years.
<b>CFG Bank</b>	15/09/2022 (03/10/2022 : Approval of the prospectus update of specific terms of the transaction)	40	Issue of perpetual subordinated bonds with loss absorption and coupon cancellation mechanisms.
<b>CFG Bank</b>	15/09/2022 (03/10/2022 : Approval of the prospectus update of specific terms of the transaction)	160	Issue of subordinated bonds with a maturity of 10 years.
<b>Bank Of Africa</b>	13/12/2022	500	Issue of perpetual subordinated bonds with loss absorption and coupon cancellation mechanisms.
<b>Attijariwafa Bank</b>	15/12/2022	1,000	Issue of perpetual subordinated bonds with loss absorption and coupon cancellation mechanisms.

Source: AMMC

Furthermore, ONCF carried out a "Green Bond" guaranteed by the Fonds de Garantie des Etablissements et Entreprises Publics (FGEEP) managed on behalf of the State by TAMWILCOM (formerly known as the Caisse Centrale de Garantie).

Lastly, 18 private placement bond issues were authorized by the AMMC, for a total amount of MAD 13.06 billion.

## 1.2.3 Other granted approvals

### I Marketable debt securities issuance programs

In the 2022 financial year, the AMMC granted six approvals relating to commercial paper issuance programs, one of which concerned the introduction of a new commercial paper program by OCP SA.

The AMMC also reviewed 21 disclosure documents relating to issuance programs for certificates of deposit and finance company bills.

The marketable debt securities programs processed in 2022 are presented in the following table:

**Table 21. Marketable debt securities issuance programs**

(in MAD million)

Instrument Type	Issuer	Program ceiling
Commercial papers	Aradei Capital	500
	LABEL VIE SA	800
	JET CONTRACTORS	200
	OCP SA	7,500
	Résidences Dar Saada	500
	IMMORENTE INVEST	300
Certificates of deposit	SGMB (2 updates)	15,000
	FEC	7,000
	BMCI	12,000
	Bank of Africa	15,000
	CDM	9,000
	CFG Bank	5,000
	CDG Capital	5,000
	Attijariwafa Bank	20,000
	Banque centrale populaire (2 updates)	12,000
	CAM (2 updates)	10,000
Finance company bills	CIH	10,000
	Sogelease	4,000
	RCI Finance Maroc (2 updates)	3,500
	EQDOM	7,000
	Salafin	2,213
	Maghrebail	5,950
	Wafasalaf	6,500

Source: AMMC

## I Share repurchase programs

In 2022, the AMMC approved two share repurchase programs:

**Table 22. Approved share repurchase programs**  
(in MAD million)

Issuer	Authorization Date	Description	Maximum amount to be committed
<b>ITISSALAT AL-MAGHRIB</b>	08/04/2022	Program covering 0.17% of the capital, with an intervention range of MAD 97-185, and including a liquidity contract covering 20% of the program. The program runs from 16 May 2022 to 15 November 2023.	278
<b>BCP</b>	10/06/2022	Program covering 5% of the capital, with an intervention range of MAD 189-351, and including a liquidity contract covering 20% of the program. The program runs from 15 July 2022 to 15 January 2024.	3,568

Source : AMMC

## I Public offerings carried out indirectly in Morocco by foreign groups

During the 2022 financial year, the AMMC authorized 14 public offerings carried out indirectly in Morocco. These were exclusively made by foreign groups for their employees worldwide, including those of their Moroccan subsidiaries.

**Table 23. Public offerings carried out indirectly in Morocco**  
(in MAD)

Issuer	Authorization Date	Security Type	Total value of the offering in Morocco	Subsidiaries benefiting from the transaction in Morocco
<b>Airbus Group</b>	07/03/2022	Equity security	7,328,322	STELIA AEROSPACE MAROC SA AND AEROLIA CONSTRUCTION AÉRONAUTIQUE DU MAROC SA
<b>Vinci (France)</b>	08/04/2022 17/05/2022	Equity security	24,363,931	FREYSSIMA MAROC, CEGELEC MAROC, DUMEZ MAROC, SOGEA MAROC, SOLSIF MAROC, EXPROM FACILITIES, VIGIPROM, SIXENSE MAROC AND THE SUBSIDIARIES SIXENSE SOLDATA MAROC AND TERRE ARMEE MAROC
<b>TotalEnergies (France)</b>	09/05/2022	Company mutual funds Shares	14,030,427	TOTAL ENERGIES MARKETING MAROC, EMBLISSAGE DE GAZ D'OUARZAZATE2, SOCIÉTÉ D'EMBLISSAGE DE GAZ DE BERRECHID3, MAHATTA AND COMPOSITE INDUSTRIE MAROC
<b>Nexans (France)</b>	10/05/2022 23/06/2022	Company mutual funds Shares	8,092,003	NEXANS MAROC, SIRMEL, TOURETS, EMBALLAGES DU MAROC AND NEXANS INTERFACE MAROC
<b>L'Oréal</b>	17/05/2022 07/06/2022	Equity security	5,181,155	L'OREAL MAROC
<b>Société Générale France</b>	25/05/2022	Equity security	83,630,138	ATHÉNA COURTAGE, EQDOM, LA MAROCAINE VIE, SOCIÉTÉ GÉNÉRALE MAROCAINE DE BANQUES, SOGELEASE MAROC, SG ATS AND SG ABS
<b>Sanofi (France)</b>	02/06/2022 10/06/2022	Company mutual funds Shares	5,215,861	SANOFI-AVENTIS MAROC
<b>Décathlon International Shareholding Plan</b>	15/06/2022	Company mutual funds Shares	5,809,487	DECAPRO MAROC, DÉCATHLON MAROC, PROXYLINE AND DÉCATHLON REGIONAL SUPPORT
<b>Axa (France)</b>	30/08/2022 13/10/2022	Company mutual funds Shares	44,383,905	AXA ASSURANCE MAROC, AXA ASSISTANCE MAROC SERVICES S.A., CARRÉ ASSURANCE MAROC
<b>Capgemini</b>	15/09/2022 07/11/2022	Equity security	61,411,352	CAPGEMINI TECHNOLOGY SERVICES MAROC S.A., ALTRAN MAROC AND MG2 ENGINEERING
<b>VEOLIA ENVIRONNEMENT</b>	30/09/2022 10/11/2022	Equity security	63,951,447	VÉOLIA SERVICES A L'ENVIRONNEMENT MAROC, VÉOLIA ENVIRONNEMENT, INDUSTRIE MAROC, AMENDIS, REDAL, AMANOR, VEOS DECHETS DANGEREUX AND COMPAGNIE DE TRAVAUX HYDRAULIQUES DU MAGHREB
<b>EssilorLuxottica</b>	27/10/2022	Equity security	2,117,000	ESSILOR MANAGEMENT NORTH AND WEST AFRICA, OPTIBEN SA, COMPAGNIE INDUSTRIELLE D'OPTIQUE DU MAROC SA, MOVISIA SA AND ESSILOR TECHNOLOGIE ET SERVICES
<b>Renault</b>	23/11/2022	Company mutual funds Shares	87,274,070	RENAULT TANGER EXPLOITATION, RENAULT COMMERCE MAROC, SOMACA AND RCI FINANCE MAROC
<b>Suez Environnement Company</b>	25/11/2022	Equity security	5,169,508	METALIMPEX MAROC SARLAU, SUEZ ATLAS SARL, SUEZ EL BEIDA SARL, SUEZ SERVICES MAROC SARLAU, SUEZ SERVICES ZONES FRANCHES MAROC SARLAU, SUEZ KENITRA ZONES FRANCHES MAROC SARLAU AND SOCIETE DES EAUX DE L'OUM ER RBIA SA

Source : AMMC

## I The annual information form

The annual information form (AIF) contains information about the issuer. It is examined and registered by the AMMC under the same conditions as a prospectus, then published after its registration. The AIF then remains valid until the closing of the issuer's new financial statements, for a maximum period of 12 months.

During the validity period of the AIF, the latter can be used for the issuer's various financial transactions. The form can be supplemented by a simplified prospectus, which only contains information relating to the planned transaction, in order to constitute a multi-document prospectus. The adoption of this scheme allows the issuer to benefit from exit opportunities on the market given the reduced time required to review the simplified prospectus. The market is also better prepared for the issuer's transactions since it will have had access to all information about the issuer prior to the launch of such transactions.

It should be noted that since the entry into force of Circular No. 03/19, the disclosure documents relating to marketable debt securities issuance programs must be composed of an annual information form (to be updated each year) and a simplified prospectus relating to the marketable debt securities program (to be updated in case there are any changes in the program's characteristics).

As such, in 2022 the AMMC registered the following 27 annual information forms:

**Table 24. Registered annual information forms**

Issuer	Registration date	Period covered
<b>Wafasalaf</b>	03/01/2022	2020 and H1 2021
<b>Crédit Agricole du Maroc</b>	04/02/2022	2020, H1 2021 and Q3-2021
<b>Maghrebail</b>	11/02/2022	2020 and H1 2021
<b>BCP</b>	17/02/2022	2020 and H1 2021
<b>SGMB</b>	25/02/2022	2020 and H1 2021
<b>BOA</b>	16/06/2022	2021
<b>Attijariwafa Bank</b>	17/06/2022	2021
<b>Crédit Agricole du Maroc</b>	24/06/2022	2021 and Q1 2022
<b>CDG Capital</b>	05/07/2022	2021
<b>FEC</b>	07/07/2022	2021 and Q1 2022
<b>Aradei Capital S.A</b>	22/07/2022	2021
<b>CDM</b>	28/07/2022	2021 and Q1 2022
<b>Label'Vie</b>	29/07/2022	2021
<b>BCP</b>	05/08/2022	2021
<b>JET CONTRACTORS</b>	01/09/2022	2021
<b>CFG Bank</b>	08/09/2022	2021
<b>SOGLEASE</b>	15/09/2022	2021
<b>OCP SA</b>	20/09/2022	2021
<b>RCI Finance Maroc</b>	27/09/2022	2021
<b>SGMB</b>	27/09/2022	2021
<b>Résidences Dar Saada</b>	27/09/2022	2021
<b>EQDOM</b>	29/09/2022	2021
<b>Salafin</b>	29/09/2022	2021
<b>CIH BANK</b>	26/10/2022	2021 and H1 2022
<b>AKDITAL</b>	21/11/2022	2021 and H1 2022
<b>BMCI</b>	14/12/2022	2021 and H1 2022
<b>Immoyente Invest</b>	28/12/2022	2021 and H1 2022

Source : AMMC

When the issuer publishes its half-yearly financial statements, or when significant developments occur in its organization, business, risks, financial situation, results or prospects, the annual information form must be updated before it can be included in a prospectus used for a financial transaction.

As such, the AMMC granted its approval for the updating of five AIFs, detailed as follows:

**Table 25. Updated annual information forms**

Issuer	Registration date	Period covered
<b>Mutandis</b>	18/01/2022	H1 2021
<b>Aradei Capital S.A</b>	24/10/2022	H1 2022
<b>Label Vie</b>	25/10/2022	H1 2022
<b>BOA</b>	09/12/2022	H1 2022
<b>Attijariwafa Bank</b>	15/12/2022	H1 2022

Source : AMMC

## 1.3 The authorization of collective investment schemes

### 1.3.1 UCITS

The AMMC approved 197 UCITS in 2022. These consist of 85 approvals of draft management regulations, as well as 112 authorizations of prospectuses.

The 85 UCITS approvals included 64 renewals and 21 creations.

As for the approved prospectuses, 20 corresponded to newly marketed UCITS and 92 were updates.

**Table 26. Summary of approved UCITS in 2022**

UCITS	Authorizations			Approvals of prospectuses		
	Creation	Renewal	Total	Creation	Update	Total
<b>Equity</b>	2	7	<b>9</b>	2	17	<b>19</b>
<b>Diversified</b>	9	14	<b>23</b>	6	11	<b>17</b>
<b>Money Market</b>	0	7	<b>7</b>	0	17	<b>17</b>
<b>Short-term bonds</b>	0	11	<b>11</b>	1	15	<b>16</b>
<b>Medium and long-term bonds</b>	9	25	<b>34</b>	10	31	<b>41</b>
<b>Contractual</b>	1	0	<b>1</b>	1	1	<b>2</b>
<b>Total</b>	<b>21</b>	<b>64</b>	<b>85</b>	<b>20</b>	<b>92</b>	<b>112</b>

Source : AMMC

The applications for authorizations processed during 2022 illustrate the determination of management companies to adapt their products to the needs of their investors, and have contributed to enriching the range of investment products on the Moroccan capital market. In fact, the applications processed covered the following:

- UCITS with thematic investment sections, including UCITS adopting socially responsible investment (SRI) strategies;
- UCITS with capital-guaranteed investment strategies;
- UCITS aimed at the general public, offering distribution of their profits.

### 1.3.2 Securitization vehicles (FPCTs)

In 2022, the AMMC authorized the creation of two new FPCTs. Two different types of loans have been securitized: trade receivables and loans resulting from consumer credit contracts.

The authorized transactions are as follows:

- **FT ENERGIA:** a fund set up by Maghreb Titrisation to acquire existing and future trade receivables held by ONEE on its key accounts. This acquisition is financed by the proceeds from the issue of bonds to qualified investors under Moroccan law as part of a public offering;
- **FT PRIMACRED:** a fund set up on the initiative of the management company SOFAC Structured Finance to securitize receivables arising from consumer credit contracts granted by CIH BANK to its employees, in order to finance the acquisition of CIH BANK shares as part of a public sale. The ordinary shares issued by the said fund were issued through a private placement reserved for qualified investors incorporated under Moroccan law.

### 1.3.3 Private equity investment vehicles (OPCCs)

The AMMC approved five OPCCs in 2022, including three approvals of the draft management regulations for three OPCCs and two renewals of an opinion on the articles of association for two OPCR.

As for the approval of the draft management regulations, the three OPCCs concerned, whose securities are issued as part of a private placement, are as follows:

- **"Colombus 1,"** managed by Red Med Private Equity. This general-interest OPCC targets mainly Moroccan SMEs and mid-sized companies;
- **"Valoris Equity Fund,"** managed by Valoris Capital. This general-interest OPCC invests mainly in companies with strong growth potential in their sector of activity;
- **"Capital Venture Fund,"** managed by BMCE Capital Investments. This OPCC invests in innovative Moroccan start-ups.

The renewed AMMC opinions concerned two OPCR, set up as venture capital companies (Sociétés de Capital-Risque - SCR), whose articles of association were amended following a reduction in their share capital. These are the following SCRs:

- **"PME Croissance,"** managed by Private Equity Initiatives;
- **"CAP MEZZANINE II,"** managed by CDG Invest Growth.

### 1.3.4 Real estate investment schemes (OPCIs)

In 2022, the AMMC approved the draft management regulations of 36 OPCIs, 23 of which are OPCIs with streamlined operating rules. These are:

- Immovert Placement, CMR RPatrimoine, Real Estate Security and Barid Immo managed by Ajarinvest;
- Educapital, CDV Patrimoine, CMR MF Stone, Martis Capital, Anfa REIT and Attijari Prime Stone managed by Attijari REIM;

- Soprirent Fund, CMR TBinayat, Property Fund and Diversipierre Immo managed by BMCE Capital Real Estate;
- Al Akhawayn University and CMR Astone managed by Africa Stone Management;
- Selectiv Placement, Selectiv Stratimmo, CMR LStone, Selectiv Patrimoine, Sanam Properties, Immomat, IIF Rendement and IIF Securite managed by IRG Real Estate;
- Multi-Asset Fund, Immo Secure Fund, Terramis, Global Health Fund and CFC Real Estate managed by Morocco Real Estate Management;
- Secure Real Estate Invest managed by MSIN Gestion;
- Apexia Social Infrastructures, Morocco RE Opportunities, Apexia Business Infrastructures and LMV IMMO INVEST managed by NEMA Capital.

In addition, in 2022, the AMMC approved the disclosure document for 32 OPCIs.

# 2. CONTROL OF FINANCIAL INFORMATION

## 2.1 Periodic disclosure

The periodic disclosure required from issuers is intended to inform investors about their performance and financial situation.

- In 2022, issuers published the following periodic disclosures:
- publication of the annual financial reports for the year 2021;
- publication of half-yearly financial reports for the first half of 2022;
- publication of quarterly indicators for the fourth quarter of 2021 and the first, second and third quarters of 2022.

These disclosures were subject to regular controls by the AMMC, in particular with regard to:

- compliance with publication deadlines and media;
- comprehensiveness of the content required by the regulations;
- clarity, consistency and relevance of the information published.

**Table 27. Result of the control of publications**

Nature of observations	Q4 2021	2021	Q1 2022	Q2 2022	H1 2022	Q3 2022
Non-compliance with financial publication deadlines	2	2	1	0	2	1
Non-publication	0	4	3	1	1	2

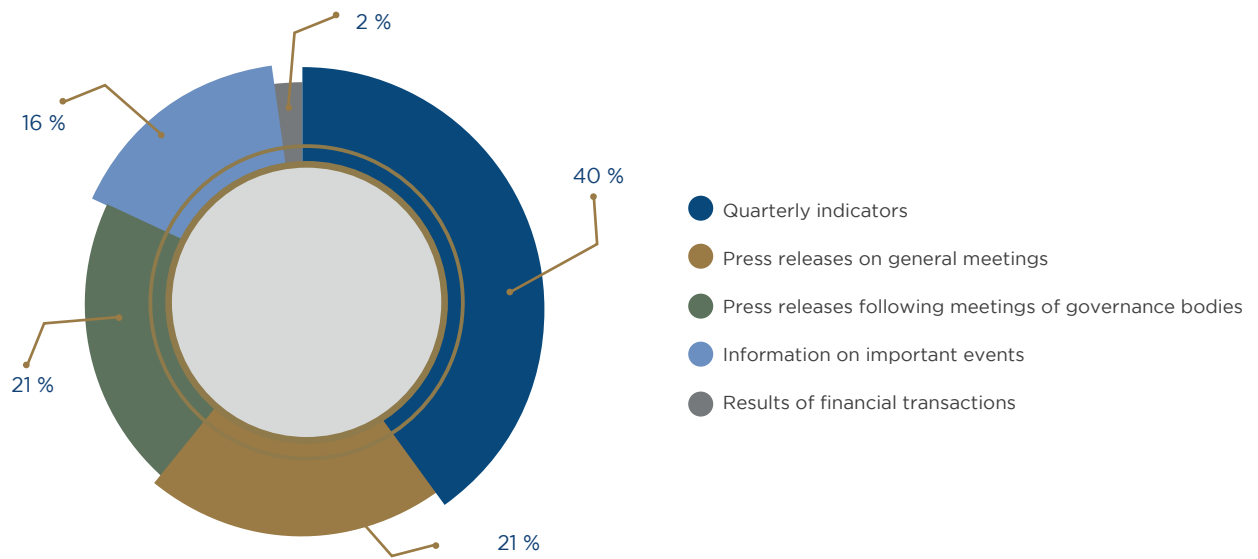
Source : AMMC

It should be noted that the cases of non-compliance with publication deadlines and non-publication mainly concern companies facing financial difficulties that have persisted for several years.

## 2.2 Other disclosure requirements

Legal entities making public offerings are required to publish any information relating to their organization, their commercial, technical or financial situation that may have a significant impact on the stock market price of their securities or the assets of security holders, as soon as they become aware of it.

**Graph 43. Breakdown of publications by press release topic in 2022**



Source : AMMC

Issuers published 850 press releases<sup>3</sup> in 2022, compared to 891 in 2021. Almost 40% of the press releases published were related to quarterly indicators, 21% were related to general meetings<sup>4</sup>, 21% were published following meetings of governance bodies, and 16% were related to an important event.

### I Suspension requests in 2022

In some cases, and to ensure equal access to information, the AMMC steps in and requests that the Casablanca Stock Exchange temporarily suspend the listing of some securities, pending the publication of important information or as part of the filing of a draft public offering.

As such, three securities were suspended during 2022, all of which were in connection with the filing of a draft IPO.

## 2.3 Threshold crossing disclosures

Threshold crossing disclosures are a disclosure requirement incumbent on shareholders who have crossed the thresholds of ownership in listed companies, either upwards or downwards. These thresholds of 5%, 10%, 20%, 33.33%, 50% and 66.66% are set by Articles 97 and 98 of Law No. 19-14 on the Stock Exchange, brokerage firms and financial investment advisors. The AMMC controls and processes threshold crossing disclosures and makes them public on its website in order to report on changes in the shareholding structure of listed companies.

(3) Excluding publication of financial statements and related press releases  
 (4) Notice of meeting, corrective notice, post GM press release, etc.

**Table 28. Breakdown of disclosures by investor category**

<b>Investor Category</b>	<b>2022</b>
<b>Threshold crossing disclosure (upward)</b>	<b>9</b>
<i>Legal entities established under foreign law</i>	3
<i>Legal entities established under Moroccan law</i>	5
<i>Natural persons</i>	1
<b>Threshold crossing disclosures (downward)</b>	<b>18</b>
<i>Legal entities established under foreign law</i>	2
<i>Legal entities established under Moroccan law</i>	16
<i>Natural persons</i>	
<b>TOTAL threshold crossing disclosures</b>	<b>27</b>

Source : AMMC

## 2.4 Repurchase programs of listed companies

Listed companies that have an ongoing repurchase program are required to submit a monthly statement to the AMMC, disclosing all transfers and acquisitions made either directly or through their subsidiaries during the previous month.

**Table 29. Repurchase programs in 2022**

<b>4 repurchase programs as at 31/12/2021</b>	<b>2 programs expired in 2022</b>	<b>2 repurchase programs renewed in 2022</b>	<b>3 repurchase programs as at 31/12/2022</b>
Douja Promotion Groupe Addoha, Stokvis Nord Afrique, BCP and IAM	Addoha and IAM	BCP and IAM	Stokvis Nord Afrique, BCP and IAM

Source : AMMC

Table 30. Status of pending repurchase programs as at 31/12/2022

Companies	Addoha	BCP	IAM		Stokvis Nord Afrique
			Casablanca	Paris	
<b>Characteristics of the repurchase program / Liquidity contract</b>					
<b>Program start date</b>	11/09/2020	15/07/2022	16/05/2022		16/09/2021
<b>Program end date</b>	10/03/2022	15/01/2024	15/11/2023		15/03/2023
		10 165 623	1 500 000		459,758
<b>Maximum number of shares authorized for purchase</b>	4,025,512	(including max 20% under the liquidity contract)	(including max 20% under the liquidity contract)		(including max 20% under the liquidity contract)
<b>Equity share</b>	1%	5%	0.17%		5%
<b>Maximum purchase price</b>	MAD 12	MAD 351	MAD 185		MAD 20
<b>Minimum selling price</b>	MAD 6	MAD 189	MAD 97		MAD 8
<b>Performance of the repurchase program / Liquidity contract</b>					
<b>Number of shares held at the beginning of 2022</b>	<b>2,723,024</b>	<b>45,193</b>	<b>22,525</b>	<b>62,100</b>	<b>387,648</b>
<b>Total number of shares purchased under the repurchase program</b>	-	43,577	620,396	137,073	6,315
<b>Total number of shares purchased under the liquidity contract</b>	-	704,169	889,912	-	-
<b>Weighted average purchase price</b>	-	MAD 250.42	MAD 119.63	€12.47	MAD 14.37
<b>Total number of shares sold under the repurchase program</b>	-	-	530,396	116,963	-
<b>Total number of shares sold under the liquidity contract</b>	-	434,913	787,437	-	-
<b>Weighted average purchase price</b>	-	MAD 260.51	MAD 121.62	€12.57	-
<b>Number of shares held at the end of 2022</b>	<b>2,723,024 (*)</b>	<b>358,026</b>	<b>215,000</b>	<b>82,210</b>	<b>393,963</b>
<b>(Equity share)</b>	0.68%	0.18%	0.034%		4.28%

(\*) : Number of shares held at the end of the repurchase program.

Source : AMMC

## 2.5 Ethics of listed companies

Listed companies are required to submit a half-yearly ethics report to the AMMC. This report includes, in particular, the assessments of the listed company's compliance officer regarding compliance with ethical rules governing the use of information by insiders, as well as any difficulties encountered in applying these rules. A list of permanent and occasional insiders, updated at the end of each half-year, is also attached to this report.

In 2022, over 80% of these listed companies submitted their reports via "SESAM," both for the first half of 2022 and for the second half of the same year.

Monitoring compliance with the deadline for submissions showed that :

- two reports were submitted late for the first half of 2022 and three were submitted late for the second half;
- four companies did not submit their ethics reports for the first and second halves of 2022. These are mainly companies undergoing insolvency proceedings.

As for the comprehensiveness of the reports, the controls carried out revealed :

- compliance of all reports with appendix III.2.W of the AMMC circular no. 03-19 on financial transactions and disclosures;
- the failure to update four lists of insiders for the 1<sup>st</sup> half of 2022 and 11 for the 2<sup>nd</sup> half of 2022. The companies concerned by this discrepancy have all made the necessary adjustments at the request of the AMMC.

**Table 31. Results of the control of listed companies' ethics reports**

	H1 2022	H2 2022
No submission	4	4
Non-compliance with the submission deadline	2	3
Non-compliance with regard to the comprehensiveness of the report	0	0
Failure to update insider lists	4	11

In addition, the analysis of the content of the ethics reports for 2022 revealed certain findings, including:

### I Features of the code

- 6 companies updated their code of ethics during 2022;
- 12 companies chose discretionary management;
- 57 companies required occasional insiders to sign a confidentiality undertaking;
- 53 companies had rules for drawing up financial statements designed to ensure the confidentiality of information prior to publication.

### I Ethics activity

- 25 compliance officers declared that they record insider transactions in a dedicated register;
- no compliance officer was consulted by insiders prior to trading in the listed company's shares.

## I Information on compliance officers

- five listed companies changed their compliance officer in the course of 2022;
- the majority of compliance officers in listed companies held positions as General Counsel, Compliance Director or Chief Financial Officer.

## 2.6 Monitoring issuers' compliance with corporate governance rules

Monitoring issuers' compliance with the new rules of good governance highlighted the following key findings for 2022:

### I Compliance with the composition of audit committees

Article 106a of Law No. 17-95 on public limited companies states that audit committees of listed companies must comprise at least three members, all of whom must be non-executive directors or Supervisory Board members exercising no management functions, and at least two of whom must be independent for companies listed on the main market. The committee must be chaired by one of the independent members.

In this respect, monitoring issuers' compliance with corporate governance rules revealed that, of the 74 listed companies reporting that they have an audit committee, 59% are compliant in terms of composition.

For issuers whose audit committees have yet to comply in terms of composition, the AMMC carried out a number of awareness-raising actions and asked the companies in question to implement the necessary measures to comply with the applicable rules.

### I Monitoring of gender parity

The latest amendments to law No. 17-95 have introduced the principle of balanced representation of men and women on the governing bodies of publicly-traded companies.

The principle of balanced representation states that by 2024, the proportion of Board of Directors and Supervisory Board members of each gender must be at least 30%, rising to 40% by 2027.

Similarly, the composition of Board committees must include at least one representative of each gender by 2024.

As part of the preparations for the implementation of these new rules, it was noted that at the end of 2022, there were 883 directors or members of supervisory boards, 177 of whom were women, i.e. 20%. This compares with 19.7% a year earlier.

In listed companies, women represented 20.2% of directors or supervisory board members, and 19.4% in unlisted companies.

In addition, 59 directors or Supervisory Board members were appointed during 2022, including 17 women (29%), and 54 directors left their positions, nine of which were women.

Listed companies				
Quotas	0 - 15 %	16 - 25 %	26 - 29 %	30 % and more
Number of companies	29	22	5	19

Although the 30% quota obligation will not take effect until 2024, monitoring issuers' Board gender parity revealed that 24 issuers were already compliant, 19 of which were listed issuers.

On the other hand, 17 issuers had no women on their Board of Directors or Supervisory Board (compared with 19 a year earlier), and six issuers had a Board of Directors or Supervisory Board chaired by a woman.

## 2.7 Management of relations with statutory auditors

Monitoring the new AMMC disclosure requirements by issuers and their auditors revealed the main following trends:

### I Proposals for the appointment or reappointment of statutory auditors

As a reminder, all proposals for the appointment or reappointment of the statutory auditors of persons subject to the AMMC supervision must be submitted to the AMMC in advance, at least 15 days before publication of the notice convening the general meeting which is required to approve them.

In addition, in 2022 the first effective implementation of the new provisions of article 163 of Law no. 17-95 was introduced, providing for the rotation of issuers' statutory auditors at the end of 12 financial years, with a 4-year waiting period.

Over the course of 2022, the AMMC reviewed 33 disclosure documents of statutory auditors, 20 of which concerned the appointment of a new statutory auditor and 13 proposals for the renewal of an existing appointment. Of these 13 proposals, 5 received observations from the AMMC, all concerning compliance with the rotation principle. All the issuers concerned have made the necessary adjustments and proposed the appointment of new statutory auditors at the Annual General Meeting.

### I Statutory auditors' disclosure duties

Statutory auditors are required to inform the AMMC of any fact or decision likely to affect the issuer's financial position, jeopardize its ability to continue as a going concern, or result in a reservation or refusal of certification. Similarly, the statutory auditors are required to inform the AMMC of any discrepancies or inaccuracies they may have detected in the performance of their duties.

In this respect, in 2022, the AMMC was informed of eight intended reservations, five of which represented old reservations and three new reservations relating mainly to the inadequacy of certain provisions.

## 2.8 Reporting on corporate social responsibility

### 2.8.1 ESG Reporting (Environmental, Social and Governance)

The ESG report published annually by issuers aims to inform the public about the impact of the issuer's activities on the environment, on its relations with employees and stakeholders, and on its corporate governance. The report is structured in two main parts, the first containing general information and the second specific information.

In 2022, with the support of the IFC, the AMMC designed and rolled out a new tool for assessing the quality of ESG reports. This tool enables ESG reports to be assessed both for compliance with AMMC circular No. 03/19 and for quality, based on the best international standards in ESG reporting. The aim is to enhance the quality of ESG reports, standardize their content and improve issuer practices in this area.

In this respect, the analysis carried out on ESG reports published in 2022 (reports relating to the 2021 financial year), showed that 96% of issuers complied within the legal deadlines. The analysis of this 3<sup>rd</sup> edition of ESG reports also highlighted the following key points:

## 2.8.2 General Information

- **Profile description:** 87% of issuers described their profile, with 41% providing information on products and brands marketed, markets served and geographical locations, as well as key figures (capital, revenues, headcount, etc.).
- **CSR Strategy:** 82% of issuers published their CSR strategy, but only 43% provided a statement from the most senior decision-maker clarifying the resources and measures allocated to implementing this strategy.
- **Reporting framework:** 64% of issuers relied on benchmarks or reporting frameworks, compared with 57% a year earlier. The main frameworks mentioned were the Global Reporting Initiative (GRI), ISO 26000 and the Sustainable Development Goals (SDGs).
- **Scope of the report:** 58% of issuers indicated the scope taken into account in the preparation of the report, of which 30% included the entire scope of consolidation and did not exclude any subsidiary.
- **Materiality of ESG issues:** 52% of issuers published a materiality analysis, compared with 34% for the 2020 financial year and 24% for the 2019 financial year. Similarly, 30% of 2021 ESG reports presented comprehensive information on materiality analysis, such as:
  - the process used to identify issues (scores assigned to each issue, materiality threshold, reference frameworks used, etc.);
  - the number and identity of stakeholders involved, and the consultation methods (questionnaire, survey, interviews, etc.);
  - the methods used to process the data resulting from the consultation and the analysis adopted (verification of data quality, calculations, analysis and prioritization, selection of issues).
- **Information collection method:** 51% of issuers mentioned their information-gathering methods, compared with 48% for the 2020 financial year.

## 2.8.3 Specific Information

The **"environmental" dimension** addresses the issuer's environmental policy and covers the impacts related to the use of natural resources and waste treatment, highlighting the company's participation in the preservation of these resources and the efforts made to reduce their consumption.

An analysis of the ESG reports published for the 2021 financial year revealed the following:

- activities with an impact on the environment were reported by 57% of issuers, five of whom stated that they had carried out a full carbon assessment (scopes 1, 2 and 3) to analyze the direct and indirect greenhouse gas emissions generated by all their activities;
- 84% of issuers had an environmental policy, and only one issuer reported being involved in an environmental dispute;
- 63% of issuers reported on waste management, compared with 75% a year earlier;
- 69% of issuers provided figures for resource consumption, defining year-on-year changes and the measures implemented to optimize consumption of said resources, which mainly involve the widespread use of LED lighting, the installation of photovoltaic panels and employee awareness-raising.

The **"social" dimension** describes the main aspects of the issuer's human resources management policy. In this dimension, most of the indicators required by Circular No. 03/19 have been provided, in particular recruitment, dismissals, strike days and information on the workforce.

An analysis of the 90 ESG reports for the 2021 financial year revealed the following:

- Inclusion of people with disabilities: 48% of issuers reported on measures taken for the inclusion of people with disabilities, and 11% indicated the number of disabled persons in their workforce. The measures taken are varied and mainly concern the following aspects: awareness raising, accessibility, mapping of positions that can be filled by people with disabilities, participation in the Handicap Morocco Forum, etc;
- Gender equality: the analysis of the reports revealed that 70% of issuers adopted measures promoting gender equality, in all HR-related processes (recruitment, integration, compensation, career, training, etc.);
- Workforce distribution: the most frequently reported aspect of workforce distribution is gender, with 93% of companies reporting on this aspect;
- Breakdown of the workforce by branch of activity: companies provided the least information on this aspect. Only half of issuers provided this information.

**The "governance" dimension:** provides an overview of the composition of the governance body and its functioning, as well as its role in risk management and sustainable development.

The analysis of this section showed that:

- 43% of the reports reviewed contained a description of the gender equality rules in place;
- 68% of issuers addressed the issue of board meeting attendance, including the number of board meetings held during the year and/or the average or individual attendance rate of each member, compared with 60% in 2020;
- 56% of issuers mentioned executive compensation, versus 51% in 2020 and 40% in 2019;
- The process for evaluating the performance of the governance body was mentioned by 21% of issuers, compared to 26% in 2020;
- 73% of issuers reported that they implemented measures to prevent corruption.

# 3. CONTROL OF PARTICIPANTS

The AMMC supervises the activities, organization and resources of market participants to ensure that they operate under secure conditions, in compliance with the legal and regulatory provisions that govern them.

This supervision takes two complementary forms: on-site inspections at the participants' premises, and documentary audits through the analysis of the regulatory reports submitted to the AMMC via the "Market Authority Exchange and Supervision System" (SESAM) platform.

## 3.1 On-site inspections

In 2022, the AMMC increased the number of inspections it conducts, inspecting 76 operators, or nearly 96% of those subject to inspection, representing an 81% increase over 2021.

**Table 32. 2022 inspections : Coverage rate**

	Total number	Number inspected
Brokerage firms	16	16
Management companies	46	44
Banks – Account keepers	15	15
Market undertakings	2	1
<b>Total</b>	<b>79</b>	<b>76</b>
<b>Coverage rate (Number of market participants inspected/total number of market participants)</b>		<b>96%</b>

## BOX 9. REMINDER OF THE TYPOLOGY OF INSPECTIONS

Post-inspections (SCAN) are planned on an annual or multi-year basis and cover all of a market participant's business areas and processes.

Thematic inspections (SCRIN) are triggered on the basis of feedback related to the occurrence of a new risk or conducted on the basis of a risk management-oriented reference framework.

Periodic inspections (SCOP) consist of short thematic audits, targeted on a specific topic, carried out on several market participants at the same time. The main objective is to compare some practices of market players in a specific area with a view to identifying good and bad practices based on a reference framework (national regulations, international standards, etc.).

SCAN: Annual Scheduled Supervision and Control of an Actor

SCRIN: Supervision and Control Restricted to Identified or Reported Risks

SCOP: Supervision and Control of Operations on Certain Market Practices

In 2022, the following highlights were achieved:

- the completion of eight inspections covering the year 2021;
- the launch of 18 inspections with a predominance of SCAN and SCRIN inspections;
- the planning of two SCOP inspections involving all market participants;
- conducting a SCRIN inspection of Maroclear ;
- the publication of a handbook of best practices for the internal control system of UCITS management companies;
- the publication of an updated AML/CFT handbook in November 2022.

### 3.1.1 SCAN Inspections

#### I The control of brokerage firms and management companies

Three SCAN inspections, which started in 2021, were completed in 2022 with the brokerage firm Artbourse and the management companies BMCE Capital Gestion and IRGAM.

In addition, five SCAN inspections were initiated in 2022 of the brokerage firm MSIN and the UCITS management companies Marogest, Upline Capital Management, Valoris Management and WAFA Gestion. In addition to ensuring compliance with legal and regulatory requirements, these inspections focused on evaluating:

- governance;
- financial, human, organizational and technical resources;
- the processing of transactions;
- the methods used to manage customer relations;
- the internal control and risk management system;
- the anti-money laundering and combating the financing of terrorism system.

Other specific areas covered by these inspections included:

- the processing of stock market orders and transactions, as well as compliance with prudential rules by brokerage firms;
- fund management, processing of fund assets and liabilities, calculation of prudential ratios, portfolio valuation and calculation of net asset value by management companies.

### 3.1.2 SCRIN Inspections

#### I The inspection of brokerage firms and securities account-keepers

In 2022, ten SCRIN inspections were carried out at brokerage firms and securities account-keepers.

One inspection was carried out at the brokerage firm and account-keeper Crédit du Maroc Capital, following the company's request to withdraw its authorization. The aim of this inspection was to monitor the process by which the company's activities were terminated, and to ensure that customers' interests were respected when their securities and cash assets were transferred to other designated account-keepers.

In addition, four other inspections were carried out at BCP Securities Services, Attijariwafa Bank, Bank of Africa and Crédit Immobilier et Hôtelier, with the aim of assessing the conditions under which UCITS custodians operate.

Lastly, five SCRIN missions were carried out as part of market surveillance activities at the brokerage firms BMCE Capital Bourse, CDG Capital Bourse, CFG Marchés, Maroc Service Intermédiation and Sogécapital Bourse.

### 3.1.3 SCOP Inspections

The AMMC carried out two SCOP inspections of all those involved in the fight against money laundering and the financing of terrorism.

The first SCOP inspection covered aspects relating to the identification of customers and their beneficial owners, due diligence on high-risk customers, customer classification, transaction monitoring and control, and the suspicious transaction reporting system.

The second SCOP inspection covered the components of the AML/CFT system, ML/FT risk assessment, due diligence measures, transaction monitoring and relations with the The National Committee in charge of the implementation of UN Security Council sanctions related to terrorism and arms proliferation and their financing (CNASNU).

#### I The publication of a best practices handbook for the internal control system of UCITS management companies.

Following the completion of a SCOP inspection in 2020 on the internal control system of UCITS management companies, the AMMC published a handbook of best practices in order to :

- provide a reference framework to enable UCITS management companies to roll out and strengthen their internal control and risk management systems;
- facilitate the identification of internal control and risk management issues to be implemented and/or improved;
- set out the best practices encouraged by the AMMC.

## 3.2 Documentary audits

### 3.2.1 Control of brokerage firms and account keepers

#### I Monitoring incidents

In 2022, the AMMC received 97 incident notifications from brokerage firms and banks (for securities account keeping), compared with 69 notifications in 2021.

**Table 33. Number and typology of incidents reported to the AMMC**

	Activity-related Incidents	Technical Incidents	Other incidents
Brokerage firms	17	36	9
Banks – Account keepers	16	6	13

Source : Market participants, AMMC calculations

**Table 34. Typology of incidents reported by brokerage firms**

	Technical Incidents	Activity-related Incidents	Other incidents
<b>Brokerage firms</b>	System bugs (abnormal operation)	16	Incident relating to the implementation of stock exchange orders (excluding stabilization and outstanding) 5
	Incidents relating to telecommunications links	13	Incident relating to repurchase activities 5
	Incident relating to the trading/ listing platform	4	Incident related to triangular transactions 3
	Incident relating to the telephone recorder	2	Overstepping prudential rules 2
	Incident relating to time synchronization between systems	1	Incident relating to the constitution of the PONA 1
			Incident relating to securities transactions 1
			<b>Other incidents 9</b>

Source : Brokerage firms, AMMC calculations

**Table 35. Typology of incidents reported by account keepers-banks**

	Activity-related Incidents	Technical Incidents	Other incidents
<b>account keepers-banks</b>	Incident relating to securities transactions	12	Incidents relating to telecommunications links 3
	Incident relating to the completion of transactions	2	System bugs (abnormal operation) 2
	Incident relating to the UCITS controller mission	1	Incident relating to the Maroclear platform 1
	Incident relating to the management of the issuer's accounts	1	
			<b>Other incidents 13</b>

Source : Account keepers-banks, AMMC calculations

It should be noted that a large proportion of the incidents reported were of low to moderate criticality and relate, in particular, to technical problems such as system bugs that caused a temporary halt in activity, breakdowns in telecommunication links and problems relating to securities transactions.

In addition, all of the reported incidents were closely followed up by the AMMC. These included:

- technical incidents affecting the information systems;
- incidents relating to customer-related activities.

## 3.2.2 Control of Collective Investment Undertakings (UCIs) and their management companies

### I Control of UCIs

UCIs shall comply with the laws and regulations to which they are subject and which mainly relate to compliance with:

- prudential rules relating to the composition of their assets, which define the proportions of securities, repurchase agreements, securities lending transactions and cash constituting their portfolio, as well as the maximum level of debt that they are authorized to contract. The rules aim at circumscribing and managing the main risks to which UCIs are subject, namely market risk, counterparty risk, liquidity risk and leverage risk;
- the classification and the investment strategy as specified in their prospectus;
- the management and operating rules set out in their management regulations;
- the exclusive interest of their unitholders or shareholders in all the operations they initiate;
- the principle of fair treatment of shareholders;
- the obligations in terms of investor information.

### I Control of UCIs management companies

The documentary audit of UCIs management companies mainly concerns:

- compliance by management companies with all the legal and regulatory provisions governing their activities;
- adequacy between the resources implemented by the management companies (financial, human, technical and organizational resources) and the activities carried out by these companies;
- the primary consideration of said companies of the interests of the investors whose assets they manage;
- compliance by the said companies with their disclosure requirements;
- evaluation and monitoring of the risks borne by the said companies;
- validation of advertising campaigns concerning the said companies or the UCIs that they manage;
- the control of documents and information submitted by the management companies, with regard to the legal and regulatory provisions in force.

### I Control of UCITS and their management companies

UCITS are required to comply at all times with all the legal and regulatory provisions to which they are subject, once they have been in operation for three months and their prospectus has been approved by the AMMC.

The aforementioned legislative and regulatory provisions, which are subject to ongoing monitoring by the AMMC, mainly concern UCITS compliance with the following requirements:

- prudential rules governing the composition of their assets ;
- their classification and investment strategy, as specified in their prospectus;
- the exclusive interest of their unitholders or shareholders in all transactions initiated by them;
- their investor disclosure requirements.

In 2022, the AMMC required management companies to carry out two "stress-test" campaigns for UCITS under management, in addition to the usual and regular controls to which it subjects UCITS. These tests enable management companies to measure the ability of UCITS to meet massive redemption requests, or to cope with a significant deterioration in market conditions, in terms of both valuation and liquidity.

# 4. SUPERVISING MARKET UNDERTAKINGS AND INFRASTRUCTURE

Market undertakings are companies created by specific laws, and constitute an essential component of capital market organization in terms of the services they offer to market participants and their central dimension.

Subject to strict supervision by the regulator, they manage technical infrastructure operating regulated activities, notably listing, clearing and settlement systems.

## I Overview of the legal basis for the supervision of market undertakings and infrastructure

Pursuant to the provisions of Law No. 43-12 on the Moroccan Capital Market Authority, Law No. 19-14 on the Casablanca Stock Exchange, brokerage firms and financial investment advisers, and Law No. 35-96 on the creation of a central depository and the establishment of a general system for the book-entry of certain securities, the Moroccan Capital Market Authority controls and supervises capital market undertakings and infrastructure.

It should be noted that the activities of market undertakings and infrastructure cover on a main and regular basis one or more of the following activities:

- trading of financial instruments;
- clearing of financial instruments;
- settling financial instrument transactions;
- custody of financial instruments.

The AMMC controls and supervises the Stock Exchange Management Company and the infrastructure it manages. These infrastructure cover, on the one hand, the securities listing and trading system and, on the other hand, the guarantee system for the proper completion of listed securities transactions.

Furthermore, Article 33 of Law No. 19-14 relating to the Casablanca Stock Exchange, brokerage firms and financial investment advisers empowers the AMMC to ascertain that Stock Exchange management companies comply with the specifications of the concession, as approved by the Minister in charge of finance.

The AMMC also controls and supervises Maroclear as well as the infrastructure it manages. These infrastructure concern, on the one hand, the custody of financial instruments admitted to Maroclear's transactions and, on the other hand, the settlement of transactions on financial instruments in custody.

In addition, the AMMC is in charge, individually and jointly with Bank Al-Maghrib, as part of the Futures Market Coordination Authority, of the functioning and supervision of the futures market, of the clearinghouse and of the trading and clearing members, empowered to carry out the trading and clearing activities of transactions on listed financial instruments.

## I Overview of the powers of the AMMC to supervise market undertakings and infrastructure

With a view to ensuring the resilience and proper functioning of the managed market infrastructure, the AMMC monitors the compliance of market undertakings with the operating rules governing them provided for by the various legal and regulatory provisions.

Furthermore, and in accordance with the regulatory framework provided for, in particular, by the circulars of the AMMC, the latter ensures the adequacy of the resources rolled out by market undertakings, mainly in terms of governance, compliance, organizational, human, financial, IT and technical resources, and business continuity.

To this end, these market undertakings are required to send to the AMMC, at defined intervals, all documents and information necessary for the accomplishment of its missions. Thus, the list, content and models of the above-mentioned documents and information, as well as the media and deadlines for their transmission, are set by a circular of the AMMC.

Aside from the control of the above-mentioned means, the AMMC closely monitors the following aspects: internal control, internal and external audits, risk management system, and decisions of governance bodies.

In this respect, various controls are carried out to verify all the submitted reports, particularly with regard to their completeness, consistency and timeliness. In addition to checking the rolled out resources, the checks also concern the activities managed. These controls are mainly based on an analysis of market and post-trade indicators, in particular transaction volumes, confirmation slips, assets under custody, flows settled and pending items.

Moreover, and for the purpose of investigating and ascertaining violations of legal and regulatory provisions, the AMMC is empowered to have sworn agents, specially commissioned for this purpose, carry out documentary and on-site inspections of market undertakings.

## 4.1 Supervising the Casablanca Stock Exchange

In 2022, the supervision activity of the Casablanca Stock Exchange SA ensured the adequacy of the rolled out means and the resilience of the managed infrastructure. Indeed, the technology platforms managed have ensured a 100% reliability rate for the sixth consecutive year.

### 4.1.1 Assessment of the supervision of the Stock Exchange management company

#### I Recorded incidents

The year 2022 recorded 19 operational incidents on the managed technical platforms. These incidents, classified as of low to moderate criticality, had no major impact on the activity of market participants and concerned in particular the clearing system and networks.

Furthermore, the recorded incidents were handled by the Casablanca Stock Exchange management company and were the subject of a diagnosis, which led to a set of corrective and preventive actions.

#### I Audits carried out by the Casablanca Stock Exchange management company

The governance bodies of the Casablanca Stock Exchange set up an annual audit plan covering several areas of activity. In this respect, four internal audit inspections as well as six follow-up missions were carried out in 2022.

Moreover, 11 normative audit missions and four external audit missions were carried out to assess the effectiveness and relevance of Information Systems Security processes, and the company's compliance with Cyber Resilience Oversight Expectations and Quality Management System requirements.

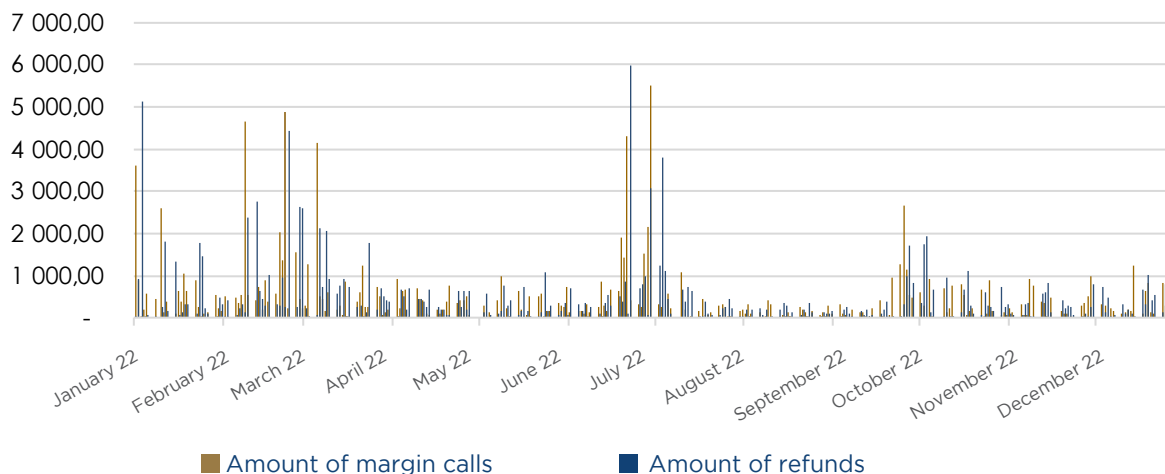
### 4.1.2 Focus on the clearing and settlement guarantee system

The transactions performance guarantee system makes it possible to streamline the settlement of transactions by ensuring to the brokerage firms the delivery of securities against cash settlement. Pursuant to Article 28 of Law No. 19-14, the management company implements mechanisms allowing the efficient and secure settlement of transactions on financial instruments listed on the Stock Exchange in order to guarantee their successful completion.

The analysis of the activity of the performance guarantee system covers its two main components. The risk management, which is based on the system of margin calls and the guarantee deposit provided by brokerage firms to cover the risks associated with their transactions, and the management company's system of managing pending transactions and unwinding positions.

Despite the lower volume recorded on the Casablanca Stock Exchange's central market, the volume of trades outstanding in 2022 was virtually stable, representing a mere +4%. However, the number of trades outstanding rose by +64% compared with 2021.

**Graph 44. Status of margin calls in 2022** (in MAD thousand)



Source : Casablanca Stock Exchange

## BOX 10. TERMS AND CONDITIONS OF ADMISSION TO THE CASABLANCA STOCK EXCHANGE'S ALTERNATIVE MARKET

The Casablanca Stock Exchange's alternative market is a streamlined market dedicated to trading in securities issued by small and medium-sized enterprises (SMEs). This market comprises the following three segments:

Alternative A	Alternatif B	Alternatif C
For trading equity securities issued by small and medium-sized companies.	For trading debt securities issued by small and medium-sized companies.	For trading : <ul style="list-style-type: none"> <li>equity securities issued by small or medium-sized companies, by qualified investors and by any investor holding a portion of the issuer's capital prior to the listing of these instruments ;</li> <li>debt securities issued by small or medium-sized companies, by qualified investors.</li> </ul>

### Conditions of admission to the alternative market

To be eligible for admission of its securities to the alternative market, the SME must meet one of the following three conditions:

Condition 1	Condition 2	Condition 3
Having employed, over the last six (6) months, an average of less than 300 people.	Having a balance sheet total not exceeding MAD 200 million for the last financial year preceding the date of submission of the application for admission of its shares.	Having revenues not exceeding MAD 500 million for the last financial year preceding the date of submission of the application for admission of its shares.

In addition to the general provisions for admission to the alternative market, there are specific admission conditions for each segment, as described in the table below:

<b>Alternatif A</b>	Having fully paid-up share capital.
	Having issued to the public equity securities representing at least MAD 5 million.
	Having drawn up and certified the financial statements for the financial year preceding the submission date.
	Having entered into an assistance agreement with a brokerage firm or a financial investment advisor, for the purpose of advising and assisting the issuer in the listing process, and for a minimum consecutive period of two years.
	Having entered into a liquidity agreement with a liquidity provider for a minimum period of two years.
<b>Alternatif B</b>	Having fully paid-up share capital.
	Having issued debt securities representing a total amount of at least MAD 20 million, including at least MAD 10 million per tranche of the issue admitted to listing on the stock exchange.
	Having drawn up and certified the financial statements for the last two financial years preceding the date of application for listing.
<b>Alternatif C</b>	Having fully paid-up share capital.
	Having drawn up and certified the financial statements : <ul style="list-style-type: none"> <li>• for the financial year preceding the date of application for listing the equity securities ;</li> <li>• for the two financial years preceding the date of application for listing the debt securities.</li> </ul>

### 4.1.3 Monitoring Committee of the Casablanca Stock Exchange concession

The Monitoring Committee of the Stock Exchange concession was created by the aforesaid Law No.19-14, and is in charge of monitoring that the Casablanca Stock Exchange management company carries out the main missions entrusted to it by the law and the specifications of the concession. It should be pointed out that the management company holds a concession to run the Stock Exchange market, by virtue of specifications, approved in 2015 by the Minister of Finance.

This committee, which is composed of the Ministry in charge of Finance, the Moroccan Capital Market Authority and the Casablanca Stock Exchange management company, has met several times since its creation, in order to inquire particularly about the progress of the various roadmap projects, emanating from the aforementioned specifications.

Moreover, the Moroccan Capital Market Authority has been mandated by Law No.19-14 to ensure the monitoring of the management company's compliance with the terms of the said specifications. In this respect, several meetings and regular exchanges have been set up with the Casablanca Stock Exchange Management Company in order to ensure this monitoring.

In 2022, the committee's work and discussions focused mainly on the following aspects:

- status of the implementation of the new market infrastructure, i.e. the futures market and the clearing house;
- shareholding of the clearing house;
- status of overall market organization;
- legal implications of transforming the Casablanca Stock Exchange into a holding company;
- assessment of the various potential schemes for implementing the said transformation.

## 4.2 Supervision of the Central Depository

### I Legal status and powers of the Central Depository

Maroclear is a public limited company under private law, created on July 1, 1997, pursuant to the provisions of Dahir No. 1-96-246 of January 9, 1997 promulgating Law No. 35-96 relating to the creation of a Central Depository and the establishment of a general system of the book-entry of certain securities, as amended and supplemented by Law No. 43-02.

As part of the legal prerogatives at its disposal, Maroclear is in charge of ensuring, on behalf of its affiliates, the custody of financial instruments, the management of the Settlement-Delivery system that allows the settlement of transactions as well as the administration of all the events related to the life of a security. Maroclear is involved in the post-trading phase as well for stock exchange trading as for transactions on unlisted securities.

### I Missions of Maroclear

Maroclear carries out the matching and the settlement, according to the principle of Settlement against Delivery, of any transaction on the instruments admitted to its operations. This results, on the one hand, in securities flows charged directly to the accounts that Maroclear keeps and, on the other hand, in corresponding cash flows, processed concomitantly via the Moroccan Gross Settlement System (SRBM).

Furthermore, Maroclear follows international standards of coding of financial instruments, by generalizing the use of the ISIN (International Securities Identification Number) codification. Such codification is compulsorily used by all the affiliates. In fact, Maroclear has the quality of "Moroccan Agency of Codification" and consequently assigns codes to the instruments admitted to its operations.

The main missions of Maroclear can be summarized as follows:

- custody of financial instruments admitted to its operations, facilitating their circulation and simplifying their administration on behalf of its affiliates;
- managing the Settlement-Delivery System;
- managing the current accounts of financial instruments opened in the name of its affiliates;
- carrying out transfers between current accounts upon instructions from its affiliates;
- Implementing all procedures in order to assist its members in exercising the rights linked to the financial instruments and in collecting the income generated by them;
- codifying the financial instruments admitted to its operations.

#### 4.2.1 Assessing the supervision of the Central Depository Maroclear

Supervising Maroclear in 2022 ensured the smooth running of post-trade transactions and the effective control of risks linked to the settlement of transactions by the settlement/delivery system.

Maroclear's overall risk rating remained stable in 2022 as a result of an effective risk management system that kept the residual risk at an average level.

##### I SCRIN Inspection

In 2022, a SCRIN inspection was carried out at Maroclear to assess the Central Depository's internal control system. This inspection covered the operation of governance bodies, the internal audit function, the internal control function, procedures and information systems, and risk management.

##### I Recorded incidents

In 2022, there were nine incidents of low to moderate criticality, mainly involving the IT system, the settlement platform and telecommunications lines, in addition to incidents external to Maroclear concerning operations management.

The incidents reported had no major impact on the activity of market participants. They were handled by Maroclear teams and were the subject of a diagnosis which led to a set of corrective and preventive actions.

##### I Audits carried out by Maroclear

The Central Depository's governing bodies established an annual audit plan covering several areas of activity.

In this regard, six internal and two external audits were carried out in 2022 to assess the effectiveness and relevance of operational processes, including the Information Security Management System in accordance with ISO 27 001: 2013, the Business Continuity Management System in accordance with ISO 22 301: 2012 and the Quality Management System.

## BOX 11. STOCK MARKET TRANSACTIONS: ARCHITECTURE OF STOCK MARKET TRANSACTION SETTLEMENT FLOWS

Stock market transactions are adjusted for settlement on D-Day+3. More specifically, this process involves the adjustment of confirmation slips in relation to contracts executed on the stock exchange between brokerage firms and account-keepers.

- Contract refers to settlement/delivery movements between brokerage firms.
- Confirmation slips refer to settlement/delivery movements between brokerage firms and their account holders.

There are four main stages in the stock market adjustment process:

### 1. Integration of contracts

Once the orders of the brokerage firms have been executed, the Casablanca Stock Exchange forwards the resulting contracts to Maroclear. This is done in real time during the trading day.

### 2. Issuing confirmation slips

Once Maroclear has received the contracts, the brokerage firms are in a position to issue the corresponding confirmation slips. These are then forwarded by Maroclear to the respective account holders, after formal and substantive controls have been carried out, notably concerning the contract number, the type of transaction, the value and the quantity.

Any modification or cancellation of confirmation slips by brokerage firms can only be made after refusal by the relevant account holder. This refusal, as well as the deadline for the issue of slips by brokerage firms, determines the categorization of confirmation slips and consequently their subsequent adjustment:

- the confirmation slip is qualified as "Normal" if it is issued by the brokerage firm on D-Day before 7 p.m.;
- the confirmation slip is qualified as "Late" if it is issued by the brokerage company after this deadline or refused by the relevant account keeper.

### 3. Adjustment of confirmation slips

Maroclear forwards confirmation slips to the relevant account keepers throughout the day, in real time. The account keepers then fully or partially accept or reject the trade confirmation slips that are sent to them.

- "Normal" confirmation slips are automatically accepted by the account keeper at the end of the D-Day+2 deadline at 2 p.m.
- For "late" confirmation slips, the account keeper must explicitly accept the confirmation slip.

### 4. Settlement of stock market transactions

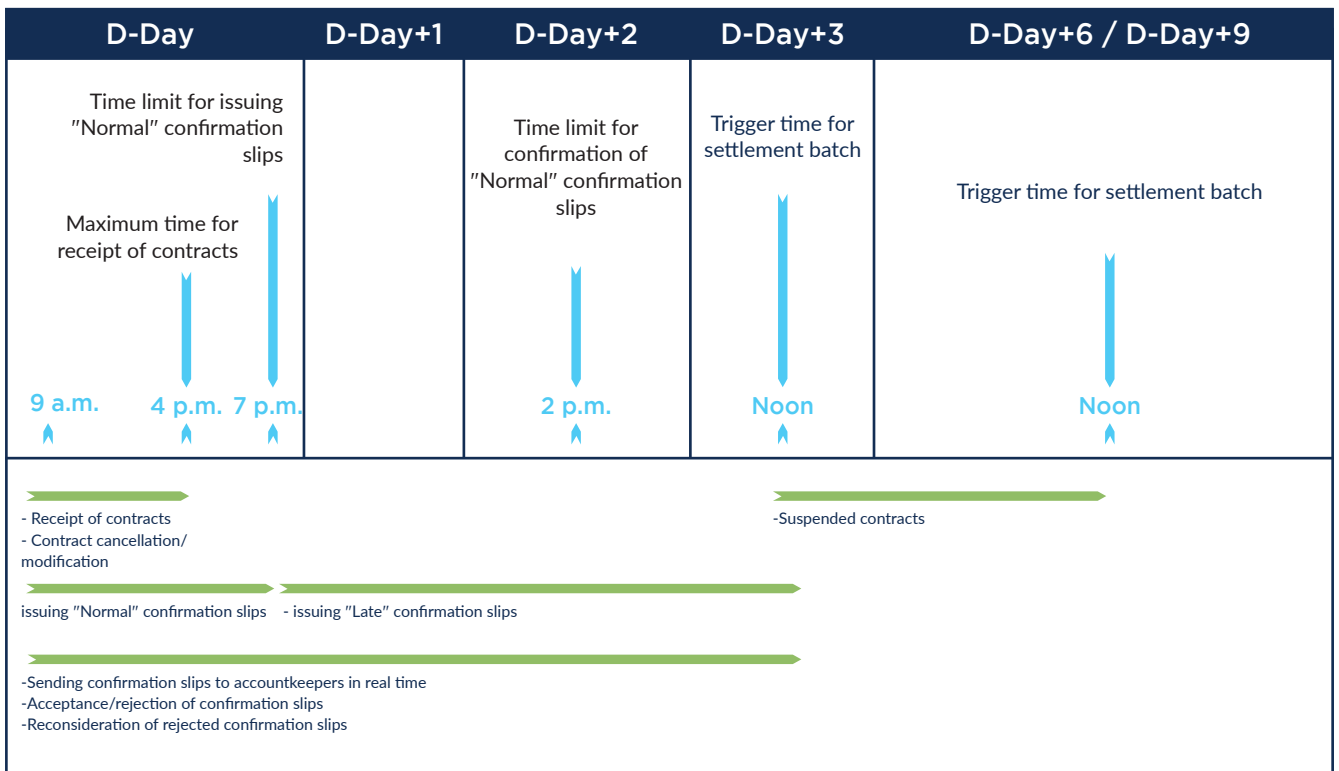
Batch settlement is triggered once a day at noon.

Contracts and associated confirmation slips are presented for settlement only if the following conditions are met:

- the contract is properly covered by buy and sell confirmation slips issued by brokerage firms;
- confirmation slips associated with a contract are accepted by the relevant account keeper.

- If these conditions are not met, the transaction is considered as suspended from its theoretical settlement date of D-Day+3.
- We refer to suspension of securities when the problem is on the sell-side. In this case, the suspension is the responsibility of the delivering trader.
- We refer to suspension of cash when the issue is on the buy side. In this case, the suspension is the responsibility of the delivered trader.

### Adjustment schedule for stock market transactions



## 4.3 Market undertakings and infrastructure development projects

### 4.3.1 Roadmap of the Stock Exchange Management Company

The Bourse de Casablanca SA (Casablanca Stock Exchange SA), the Casablanca Stock Exchange management company, has continued the implementation of its roadmap relating to the development of the market and the diversification of the products and markets offer.

As such, several meetings of the concession monitoring committee were held and regular exchanges were set up with the management company in order to ensure the follow-up of the roll out of the said roadmap.

### 4.3.2 Establishing the financial futures market and the clearing house

It should be noted that the implementation of the listing and clearing infrastructure is at an advanced stage, both in terms of technical and legal aspects. In fact, in addition to the roll-out of IT solutions for listing and clearing transactions on financial futures instruments, as well as the risk calculation engine, several other achievements have been recorded.

The clearing house general regulations, which set out the rules and operating procedures for clearing activities, have been finalized and are scheduled for publication in the Official Gazette in early 2023. The rules and regulations governing the listing and trading of derivatives are currently being finalized, after incorporating comments from the Futures Market Coordination Body.

In addition, the regulatory texts governing the capital requirements applicable to the futures market management company, the clearing house, the trading members and the clearing members, as well as those relating to the prudential rules governing the clearing house, are currently being finalized, following a series of workshops held with the various stakeholders concerned by the aforementioned subjects.

### 4.3.3 Activities of the Futures Market Coordination Body

The Futures Market Coordination Authority is a body set up by law No. 42-12 on the futures market of financial instruments, comprising Bank Al-Maghrib and the AMMC. It is responsible for coordinating the joint role of both authorities in overseeing and supervising the futures market.

Its main prerogatives include :

- assessment of futures market operating rules;
- assessment of clearing house operating rules;
- proposal for the size of the clearing house's financial resources;
- proposal for the prudential regulations applicable to the clearing house;
- assessment of the financial resources of trading and/or clearing members;
- assessment of the prudential regulations applicable to trading and/or clearing members;
- assessment and review of member approval applications;
- monitoring the operational aspects of clearing members.

Since the publication in the Official Gazette of Decree No. 2-18-827 setting out the composition and operating procedures of this authority, several working meetings have been held and a number of achievements recorded.

The main achievements are as follows:

- establishment of the Authority's by-laws, which define the rules and procedures for its organization and operation, as well as those relating to the fulfillment of its legal missions. These rules were approved in 2022, by decision of the Minister of Finance;

- implementation of the memorandum of understanding which provides a framework for the relationship between the two authorities in terms of joint intervention on the futures market, particularly in terms of the rolling out of resources. The signing of this memorandum by the legal representatives of Bank Al-Maghrib and AMMC is scheduled for early 2023;
- review and validation of the draft general regulations for the futures market and the clearing house, as well as of the standard models for ancillary agreements. As previously noted, the general regulations of the clearing house have been published in the Official Gazette;
- proposal for the size of the financial resources required of the clearing house;
- finalization of the proposed prudential regulations applicable to the clearing house, which will be submitted to the Directorate of Treasury and External Finance (DTFE) in 2023;
- assessment and validation of proposals relating to the financial resources required of futures market trading and clearing members;
- assessment of proposals concerning the prudential rules applicable to futures market trading and clearing members.

# 5. MARKET DISCIPLINE

## 5.1 Monitoring stock market transactions

The purpose of market surveillance is to detect any event or behavior that may constitute a stock market violation or any other breach of the regulations that apply to market participants or any behavior likely to disrupt the smooth operation of the market. It provides real-time monitoring of stock market orders sent by brokerage firms to the stock market, thereby adding data to the AMMC databases and triggering various alerts.

The monitoring system is based on an integrated monitoring solution as well as on database management tools.

**Table 36. Surveillance data**

	2021	2022
<b>Securities under surveillance<sup>6</sup></b>	<b>111</b>	<b>107</b>
Listed stocks	76	76
Listed bonds	35	31
<b>Number of orders introduced<sup>7</sup></b>	<b>643,013</b>	<b>683,604</b>
Daily average	2,582	2,691
<b>Number of recorded transactions<sup>8</sup></b>	<b>263,427</b>	<b>270,035</b>
Daily average	1,058	1,063

Source : Casablanca stock exchange

Results in 2022 indicate 1,738 significant events<sup>9</sup>, including six cases of suspected breach of regulations, which were thoroughly analyzed. As a result, five awareness-raising actions were carried out for market participants and investors, and one case led to the opening of an investigation.

Significant events are detected in real time on the basis of the monitoring of stock market sessions and market events. They are reviewed in particular with regard to the information collected from intermediaries on investors and their profiles, in order to identify suspicious behavior leading to in-depth analysis.

**254**

trading sessions

**1 738**

significant events

**6**

in-depth analysis of records

(6) As at 31/12.

(7) On the central equity market.

(8) Central and block market

(9) A significant event may relate to exceptional volume, price volatility, non-compliance with the terms of execution of repurchase or incentive programs, etc.

## 5.2 Investigations

The investigations conducted by the AMMC are opened by the Chairperson and CEO of the Authority, and may be triggered following a complaint, an inspection of a market participant or issuer, or suspicion of a violation or failure to comply with the legislation in force.

Two investigations opened in 2021 were finalized in 2022, and a new investigation was opened concerning behavior likely to undermine the proper functioning of the capital market. The handling of these three investigations led to referral to the relevant judicial authorities.

The investigation opened in 2022 followed the detection of anomalies by the AMMC's market surveillance department. It concerned behavior likely to be assimilated to attempted price manipulation, linked to the transmission of orders and the execution of transactions by a natural person.

Furthermore, the AMMC provides assistance to national authorities in the processing of requests from the various judicial authorities in the Kingdom. In 2022, it received 573 requisitions, representing a 13% increase over 2021. 40% of these were issued by the Regional Judicial Police Brigades (BRPJ), 38% by the National Judicial Police Brigade (BNPJ), 19% by the Royal Gendarmerie, 3% by the Prefectural Services of the Judicial Police (SPPJ) and 0.2% by the Central Bureau of Judicial Investigations (BCIJ). These requisitions mainly concerned the identification of securities accounts opened on behalf of persons under judicial investigations.

## 5.3 Complaints handling

The AMMC received 40 complaints in 2022, up 60% from 2021. With reference to admissibility criteria of these complaints, 17 were inadmissible because their subject matter did not fall within the AMMC's purview.

It should be recalled that the admissibility of a complaint is the following:

- having made a prior complaint to the person concerned, having remained unsuccessful for more than a month from the date of its submission or having been rejected in whole or in part;
- not be the subject of legal proceedings pending before any court, or not have been the subject of a judicial decision which has the force of res judicata.

In 2022, the average processing time for admissible complaints was 22 days. Most of the admissible complaints handled in 2022 concerned disputes between investors and market participants.

# 6. ENFORCEMENT POWER

## 6.1 Organization of the AMMC's enforcement power

With the introduction of the Enforcement Committee, Law No. 43-12 sets out the principle of separation of powers to investigate reprehensible acts in connection with capital market regulation, and the power to impose disciplinary and/or financial sanctions on the perpetrators of such acts.

After the Enforcement Committee reviews the sanction case, and following its opinion, the AMMC Chairperson and CEO may either impose an administrative sanction or close the case without taking any further action. It should also be noted that the decision made by the AMMC Chairperson and CEO must be in line with the opinion expressed by the Enforcement Committee.

## 6.2 Exercising the AMMC's enforcement power

In 2022, the Chairperson and CEO of the AMMC issued five administrative sanctions (disciplinary and financial) against a non-professional, a brokerage firm, a management company, a UCITS custodian and a securities account keeper. Penalties ranged from warnings and reprimands, in the case of disciplinary sanctions, to between MAD 5,000 and MAD 2,800,000, in the case of financial penalties.

In addition, in the light of the opinions issued by the Enforcement Committee, it was decided to refer three cases to the competent judicial authority, concerning facts likely to be classified as criminal offences.

## BOX 12. REVIEW OF THE ENFORCEMENT COMMITTEE'S ACTIVITIES

Since their appointment in 2017 and until the end of 2022, the members of the Enforcement Committee, whose second term of office ends in 2025, have held 49 meetings and 19 hearings with the parties involved.

During the period under review, the Enforcement Committee issued 40 opinions, including 31 opinions recommending the imposition of disciplinary and/or financial penalties, three opinions recommending that no further action be taken on a case because the facts were time-barred or there was no legal basis for imposing a penalty, and six opinions recommending that facts likely to constitute a criminal offence be referred to the courts.

It should be recalled that, in accordance with Law No. 43-12 relating to the AMMC, the members of the Enforcement Committee must meet at least once a year with the Authority's Board of Directors to review the Committee's activities. In addition to presenting statistics on the cases handled, both bodies of the AMMC exchange views and discuss issues of common interest, particularly the AMMC's enforcement activities.

In this respect, the activity reports presented by the Enforcement Committee to the Board of Directors outline the various challenges encountered in investigating cases brought before the Committee. The members of this body table various proposals aimed at improving the activity and efficiency of the appraisal procedure, and reinforcing the rights of the defense. On a number of occasions, the Enforcement Committee has shared with the members of the Board of Directors the regulatory or procedural provisions whose limitations it has identified during its term of office, along with proposals for amendments or overhauls to remedy the situation.

In this way, the recommendations made by the Enforcement Committee contribute to the AMMC's ongoing efforts to improve its actions to ensure a more efficient market, and are incorporated into the AMMC's internal audit plan, which in turn gives rise to an action plan.

## 7. ANTI-MONEY LAUNDERING AND COMBATING THE FINANCING OF TERRORISM (AML/CFT)

### 7.1 Regulations and guidelines

#### I Publication of the circular No. 02/2022

Following the evolution of the AML/CFT legal framework in Morocco and in order to meet the requirements of the FATF recommendations, the AMMC has drawn up circular No. 02/2022 relating to the due diligence and internal monitoring incumbent on organizations and persons subject to AMMC supervision, which repeals and replaces AMMC circular No. 01/18.

This circular was approved and published in the Official Gazette in Arabic and French on June 27 and December 1, 2022, respectively.

#### I Update of the AML/CFT handbook

As part of the AMMC's ongoing efforts to improve the compliance and effectiveness of AML/CFT systems used by capital market professionals, this handbook provides a step-by-step guide to the various legal and regulatory requirements incumbent on these professionals to protect them against any potential risks of exploitation for ML/FT purposes.

The handbook has been updated to cover the following main aspects:

- technical details relating to compliance with new legal and regulatory provisions;
- the public register of beneficial owners;
- obligations relating to the application of targeted financial sanctions;
- definition of the responsibilities of governance and management bodies;
- due diligence measures with regard to politically exposed persons.

## I Dissemination of ML/FT risk indicators

The AMMC has shared practical guidelines on ML/FT suspicion indicators with capital market participants. The document contains a number of suspicion indicators for the detection of atypical behavior, actions and transactions, which may trigger the sending of a suspicious transaction report to the Moroccan National Financial Intelligence Authority (ANRF). The risk indicators proposed in this guide concern customer identity, customer funds and accounts, and transactions carried out.

## 7.2 Awareness raising and support

### I Awareness raising of market participants

In 2022, the AMMC held eight awareness-raising sessions for executives and internal controllers of brokerage firms, management companies and account-keepers, in collaboration with the Moroccan National Financial Intelligence Authority (ANRF), the National Committee in charge of the implementation of UN Security Council sanctions related to terrorism and arms proliferation and their financing (CNASNU), the Moroccan Industrial and Commercial Property Office (OMPIC) and professional associations.

During these awareness-raising sessions, the following topics were addressed:

- the effectiveness of the internal due diligence and monitoring system;
- indicators of suspicion;
- suspicious transaction reports;
- use of third parties;
- register of beneficial owners;
- CNASNU system;
- the results of the national ML/FT risk assessment;
- the results of AMMC's sectoral ML/FT risk analysis.

### I Exchanges with capital market participants

As part of the AMMC's ongoing efforts to improve the level of compliance and effectiveness of AML/CFT systems for regulated parties, in 2022, the AMMC maintained a permanent flow of exchanges with all capital market participants. The purpose of these exchanges was to provide answers to questions regarding the implementation of certain regulatory obligations, to assess the quality of relations with the ANRF and the CNASNU, and to recall certain legal provisions.

### I Addition of an AML/CFT section to the AMMC website

The AMMC has dedicated a section of its corporate website to AML/CFT, with the aim of disseminating AML/CFT documentation produced by national and international bodies. The section also provides links to the websites of the main stakeholders in the national AML/CFT system, as well as to international AML/CFT standards. The section includes the following key features:

- Law on AML/CFT and its implementing regulations ;
- ANRF decisions and guidelines;
- AMMC handbooks and guidelines;
- handbooks published by the FATF and national authorities ;
- international standards;
- CNASNU decisions;
- results of the National Risk Assessment.

## 7.3 Control of capital market participants

As in previous years, the AMMC conducted an annual survey of capital market participants to assess the compliance and effectiveness of the AML/CFT system in place.

Analysis of the responses to the questionnaire helped assess the level of risk of each player, and to define corrective measures likely to remedy any gaps identified. In addition, the results of this analysis were shared with all stakeholders during awareness-raising sessions.

The results of this assessment were also used to update the ML/FT risk mapping of capital market players and to identify priority risk areas to be covered during on-site inspections.

The year 2022 was also marked by two AML/CFT SCOP inspections of all capital market participants.

## 7.4 National coordination and cooperation

### I Cooperation with the ANRF

Discussions with the ANRF over the course of 2022 were intense, and focused primarily on consultation on the measures to be adopted to implement the action plan defined by the FATF as part of the enhanced monitoring of Morocco. To this end, several coordination meetings and exchanges of information took place.

As a member, the AMMC also took part in the work of the ANRF board during 2022.

In addition, and as part of the extension of joint AML/CFT coordination actions, the technical committee set up under the AMMC/ANRF Memorandum of Understanding held consultation meetings in 2022 on subjects of common interest. These meetings focused mainly on the relationship between ANRF and reporting entities with regard to suspicious transaction reports and requests for information, awareness-raising initiatives for capital market participants, information exchanges and closer monitoring by the FATF and MENAFATF.

### I Activation of the CNASNU system

Under the decree defining the composition and operating procedures of the CNASNU, the AMMC has been designated as a member of the said Committee. It is represented on the CNASNU by a permanent member and an alternate member, who were appointed in January 2022.

The AMMC took part in all the work of this Committee, in particular :

- adoption of normative decisions governing the application of targeted financial sanctions;
- validation of handbooks and guidelines;
- designation of persons and entities on the local list.

## 7.5 Enhanced monitoring process by the FATF

Similar to 2021, the AMMC continued to actively contribute to the preparation of follow-up reports, addressed to the FATF, describing the measures taken by the Authority in response to the action plan adopted in February 2021. These measures included raising awareness and providing guidance to capital market participants, carrying out documentary and on-site audits, increasing the number and diversification of suspicious transaction reports, and implementing the national system for the application of targeted financial sanctions.

In the same vein, the AMMC took part in the "Face-to-Face" meeting organized in September 2022 in Zambia, to present the progress made in the AML/CFT system since the adoption of the above-mentioned action plan.

## BOX 13. MORROCCO'S EXIT FROM ENHANCED FATF MONITORING

In 2021, Morocco was placed under the FATF's enhanced monitoring scheme, following the assessment of the AML/CFT system by the FATF's regional body, "MENAFATF" in 2018. The aforementioned enhanced monitoring involved the implementation of an action plan to strengthen the AML/CFT system within a specific timeframe, and the periodic reporting of achievements to the FATF.

The action plan identified by the FATF focused in particular on upgrading the legal and regulatory framework, strengthening risk-based control, publishing guides, AML/CFT training and operationalizing supervision of the non-financial sector.

To achieve these objectives, all ministerial departments, supervisory and control authorities, and all stakeholders in charge of AML/CFT, in coordination with the ANRF, have drawn up sectoral strategies to reinforce technical compliance, as well as the effectiveness of the AML/CFT system with regard to the FATF recommendations.

At national level, Law 43-05 on AML/CFT has been amended and its implementing regulations published, in particular those relating to the ANRF, the Beneficial Owner Register and the CNASNU. The National Risk Assessment has also been updated, and its results published and shared with reporting entities and the general public.

In the financial sector, structured coordination has been established around a sectoral roadmap, which is monitored by the Systemic Risk Coordination and Monitoring Committee.

Within the AMMC, AML/CFT has been prioritized as a central element in the Authority's various strategic plans. In addition to its participation in the aforementioned national and sectoral initiatives, the AML-CFT roadmap has been developed around a number of key areas, including :

- improving and updating the AML/CFT regulatory framework: drafting and publication of circular no. 02/22 on the duty of due diligence and internal monitoring, replacing circular no. 01/18;
- awareness-raising and support for market participants: publication of several practical guides and guidelines, organization of several awareness-raising and training sessions, and the launch of a dedicated AML/CFT section on the AMMC's institutional website;
- risk-based supervision: consolidation of risk-based AML/CFT control, automation of AML/CFT risk mapping, conduct of several AML/CFT control inspections and preparation of AML/CFT sector analyses.

All these actions and achievements have been the subject of regular reporting to the FATF and its various bodies via periodic reports and "face-to-face" meetings with the assessors. In January 2023, following an on-site visit by FATF experts, who noted that all the corrective measures were completed within the desired timeframe, Morocco exited the enhanced monitoring process.

## 8. FIGHTING CORRUPTION WITHIN THE CAPITAL MARKET

On February 27, 2022, the three financial sector authorities (AMMC, BAM and ACAPS), in partnership with the National Authority for Probity, Prevention and Fight against Corruption (INPPLC), held the annual high-level meeting to monitor the anti-corruption convention in the financial sector.

This meeting was devoted to reviewing the implementation of the said convention for the year 2021, and approving the roadmap for the year 2022.

In 2022, the AMMC continued to implement the actions set out in the roadmap for combating corruption in the financial sector, in collaboration with the INPPLC. These included raising awareness among stakeholders, publishing guidelines and participating in workshops.

### I Awareness raising for capital market players

The AMMC organized an awareness-raising initiative for capital market participants on February 1, 2022. This action served as a reminder of:

- national and international anti-corruption commitments, highlighting the impact of corruption on the country's business climate and economy;
- changes in the remit of the INPPLC;
- the components of the national anti-corruption system;
- international developments.

### I Publication of a joint anti-corruption handbook

Drawn up by the financial sector regulators (AMMC, BAM and ACAPS) and the INPPLC, this handbook presents the key concepts associated with corruption and highlights the main lines of an approach to preventing and combating corruption, while underlining the key factors for its success. As such, it serves as a reference and source of inspiration for the various players in the financial system in designing and strengthening their own anti-corruption measures.

### I Participation in workshops

The AMMC employees took part in five workshops during 2022 that were organized by the INPPLC in partnership with international anti-corruption bodies.

## 9. SYSTEMIC RISK MONITORING

Systemic risk assessments are carried out every six months in preparation for meetings of the Systemic Risk Coordination and Monitoring Committee. This work consists in analyzing the level of capital market stability and identifying, on the basis of market trends, the various risks likely to negatively impact this stability. This work is based on the analysis of several types of indicators, in particular those relating to asset prices, liquidity, interconnection, indebtedness and the macro-economic context. Risks are assessed using a five-level scale: very low, low, moderate, high and critical.

The results of this assessment are published in the Financial Stability Report.





CHAPTER III.  
**THE AMMC AND  
THE DEVELOPMENT  
OF THE CAPITAL  
MARKET**

---

# 1. REGULATORY DEVELOPMENT

The 2022 financial year was marked by the publication of a series of legislative and regulatory texts in the Official Gazette, as well as by the AMMC's contribution to several draft projects and amendments to texts.

## 1.1 Legislative and regulatory texts published in the Official Gazette

### 1.1.1 Legislative texts

#### I Law No. 94-21 on covered bonds

Law No. 94-21, published in the Official Gazette No. 7122 of September 1<sup>st</sup>, 2022, sets out the legal regime applicable to covered bonds issued by authorized banks, in accordance with Law No. 103-12 on credit institutions and similar bodies.

The text defines the notion of "covered bonds" and sets the conditions for issuing such bonds. Banks may issue these bonds after obtaining the authorization of Bank Al-Maghrib. The text also lays down the rules governing covered bonds, those relating to the specific control of issuing institutions and the control of the hedge portfolio, the protection of the holders, the institutional framework and the applicable penalties.

Law No. 94-21 also provides that institutions issuing covered bonds are subject to the disclosure and transparency requirements of Law No. 44-12 on public offerings.

## BOX 14. THE LEGAL FRAMEWORK APPLICABLE TO COVERED BONDS

Pursuant to article 292 of Law No. 17-95 on public limited companies, covered bonds are not convertible into shares and are backed by a guarantee consisting of a hedge portfolio and preferential rights.

Depending on the nature of the hedge allocated to them, covered bonds are classified into two categories:

- Mortgage-Backed Bonds (Obligations Sécurisées Hypothécaires - OSH), which are covered by a hedge portfolio of mortgage loans and;
- Publicly-Secured Bonds (Obligations Sécurisées Publiques - OSP), which are covered by a hedge portfolio of loans to local authorities and/or state-owned companies.

Covered bond issues are subject to the prior authorization of their issuance program by the Wali of Bank Al Maghrib, and are governed by the provisions of Law No. 44-12 relating to public offerings and the information required from legal persons and organizations making public offerings.

Besides the banks' risk management obligations, issuing banks are also required to set up a specific system for managing the risks associated with covered bonds, and to appoint a hedge portfolio auditor, selected from among persons registered with the Chartered Accountants Association who can guarantee independence from the issuing bank.

Similarly, Law No. 94-21 provides prudential guarantees, in particular through the obligation to cover the amount of the outstanding of covered bonds, hedge ratios and the conditions governing the eligibility of guarantees used as a hedge.

Other guarantees include:

- transparency and hedge obligations;
- the obligation to maintain a hedge register;
- privileges granted to holders of covered bonds;
- the specific regime applicable to debts and their guarantees in the event of the opening of provisional administration or judicial liquidation proceedings.

## 1.1.2 Regulatory texts

### I Decree No. 2-21-158 implementing Law No. 15-18 on crowdfunding

Published in the Official Gazette No. 7098 of June 9, 2022, Decree No. 2-21-158 implementing Law No. 15-18 consists of a set of provisions that:

- provide a framework for the angel investor status;
- define the guarantees relating to organizational and technical means as well as human resources that crowdfunding companies must provide to be able to carry out their activities;
- determine the conditions and procedures for carrying out related activities and for setting up crowdfunding companies;
- establish the list of legal activities and legal persons excluded from crowdfunding transactions;
- set ceilings for the amounts to be raised per project and per contributor for the various forms of funding.

### I Order No. 897-22 issued by the Minister of Economy and Finance, setting out the prudential and supervisory requirements and procedures for granting financing by a securitization vehicle (FPCT) or one of its sub-funds.

Published in the Official Gazette No. 7119 of August 22, 2022, Order No. 897-22 :

- defines the concept of financing granted by an FPCT;
- sets a ceiling for the total amount released by the FPCT and on the financing commitments made by the FPCT or one of its sub-funds during the course of its activity;
- sets the maximum duration of financing granted by an FPCT or one of its sub-funds;
- introduces the obligation to hedge against risks linked to financing operations;
- sets out the conditions for managing the risks associated with financing;
- lists the information to be included in the management regulations;
- establishes the list of subscribers to securities issued by an FPCT or one of its sub-funds that provides financing to one or more originator;
- establishes the list of originators excluded from the benefit of financing granted by the FPCT or one of its sub-funds;
- introduces an obligation for institutions managing FPCTs which grant financing to originators, to produce the necessary statistics for the AMMC.

## I Orders of the Minister of Economy and Finance setting out the content and technical characteristics of financing sukuk (Islamic bonds) and investment sukuk certificates placed with resident investors

To finalize the implementing regulations for Law No. 33-06, the Ministry of Economy and Finance has published a number of orders in the Official Gazette relating to the terms and technical characteristics of six categories of Sukuk certificates. These are the certificates of:

- Financing Sukuk: Istisna'a, Mourabaha, Salam,
- Investment Sukuk: Wakala, Moucharaka, Moudaraba.

For each of these new categories, the legislator lays down specific issue, trading and guarantee conditions.

## BOX 15. DEVELOPMENTS IN THE REGULATORY FRAMEWORK FOR SUKUK CERTIFICATES IN MOROCCO

As part of the ongoing efforts to create a participative segment in the Moroccan capital market, the regulatory framework for participative finance was enhanced in 2022 by new legislation aimed at diversifying the range of participative financial instruments available, through the introduction of new categories of Sukuk certificates.

As defined in Law No. 33-06 on asset securitization, Sukuk certificates are units of equal value issued by a securitization vehicle and representing an undivided right of ownership in assets held by the fund or in investments made by it. The target assets include immovable or movable property, usufruct rights, services or goods constituting the assets of a specific project or investment.

The introduction of Sukuk certificates in Morocco was marked by the publication of Order No. 1346-18 on Sukuk Ijara certificates in June 2018. This first Order paved the way for the inaugural issue of sovereign Sukuk certificates in October of the same year.

In August 2022, the regulatory framework governing Sukuk certificates was further supplemented by the publication of implementing orders setting out the content and technical characteristics relating to Sukuk certificates for financing (Murabaha, Salam and Istisna'a) and investment (Mudaraba, Musharaka and Wakala) placed with resident investors.

The main provisions of these orders are as follows:

- the general provisions applicable to each category of Sukuk certificates;
- the technical characteristics relating to the different categories of Sukuk certificates;
- the rules governing the trading of the different categories of Sukuk certificates.

The passing of these orders will enable the structuring of new Sukuk certificate issues, and the introduction on the capital market of a wide range of financial products to meet the needs of participative finance players.

As a reminder, any issue of Sukuk certificates requires the authorization of the AMMC and the assent of the Higher Council of Ulemas (Conseil Supérieur des Oulémas - CSO).

## **I Order of the Minister of Economy and Finance No. 1916-22 on crowdfunding setting the list of related activities as well as the terms and conditions for carrying them out**

Published in the Official Gazette No. 7150 of December 8, 2022, Order No. 1916-22 allows crowdfunding companies "SFCs" to carry out activities related to their core business. The text lists these related activities, which are as follows:

- advising project holders before posting their projects on the crowdfunding platform (CFP);
- advertising projects presented on the CFP on media other than the CFP itself;
- advising and managing products on behalf of contributors.

Each chapter of this order defines the conditions and procedures for carrying out one of these activities, and sets out the obligations incumbent on crowdfunding companies when carrying out one or more related activities.

## **I Order No. 1917-22 of the Minister of Economy and Finance setting out the contents of the declaration file for the angel investor network and the procedure for submitting it, as well as the elements of the form required to request membership of the said network.**

Published in the Official Gazette No. 7150 of December 8, 2022, Order No. 1917-22 sets out the list of documents that must be included in the documentation accompanying the application for the declaration of an angel investor network, as well as the standard form to be completed by the applicant for the network.

The aforementioned order also sets out the procedures for submitting the application for the declaration of an angel investor network.

## **I Order No. 1918-22 of the Minister of Economy and Finance setting out the minimum information to be included in the annual report of angel investor networks.**

Published in the Official Gazette No. 7150 of December 8, 2022, Order No. 1918-22 sets out a non-exhaustive list of the minimum information that must be included in the annual report on the activities of registered angel investor networks. This report must be sent to the Minister of Finance within six months following the end of each financial year.

## **1.2 Draft legislative and regulatory texts**

### **1.2.1 Draft legislative texts**

#### **I Draft amendment to Law No. 41-05 on private equity investment vehicles (OPCCs)**

The draft amendment to Law No. 41-05 aims to update the legal and regulatory framework for Moroccan private equity, particularly through:

- the creation of a new category of OPCCs governed by streamlined operating rules for professional investors;
- the broadening of investor categories through the introduction of a specific framework for professional investors;
- the establishment of new procedures for granting and withdrawing authorizations, a prerogative that has been transferred from the Ministry of Finance to the AMMC;
- the granting of loans by OPCCs with streamlined operating rules, which will be governed by a series of rules applicable to these organizations and their management companies, notably in terms of prudential rules;
- the clarification of the OPCCs dissolution and liquidation process.

## I Draft amendment to the Dahir establishing Law No. 1-93-213 on Undertakings for Collective Investment in Transferable Securities (OPCVM)

The objective of the draft amendment is to establish a range of diversified and complementary investment vehicles, while standardizing, to the extent possible, the rules for their creation, approval, issue, operation and investment. As such, this draft amendment is structured around the following main points:

- a new classification of UCITS;
- the introduction of a mechanism for compartmentalizing funds and assets;
- the possibility of listing on the stock exchange introduction of Exchange Traded Funds;
- the extension of the geographical scope of issue and investment of securities;
- the approval of management companies by the AMMC.

A draft text was prepared by the joint working group (AMMC, DTFE and ASFIM) set up for this purpose. The said draft was sent to the General Secretariat of the Government (SGG).

## I Draft amendment to the Law No. 17-95 on Public limited companies

The draft Law No. 96-21 amends and completes Law No. 17-95 and lays down transitional provisions covering the conversion of bearer shares into registered shares.

The purpose of this draft amendment is to abolish the issue of bearer shares by public public limited companies, with the exception of those issued or sold in the context of a public offering.

The main contributions of draft Law No. 96-21 are the following:

- the abolition of the issue of bearer shares by public limited companies, with the exception of securities issued and sold in connection with a public offering;
- the obligation to convert bearer securities issued or sold outside a public offering into registered securities;
- the definition of the procedure for cancelling bearer shares not converted into registered shares;
- the introduction of a transitional period of 18 months, during which public limited companies issuing bearer shares, before the draft law comes into force, must complete a series of measures;
- the introduction of a financial penalty for managers (Chairman of the Board of Directors or members of the Administration Board) who fail to keep a register of transfers, or who fail to do so in accordance with the provisions of articles 12 and 245 of the Law on public public limited companies.

### 1.2.2 Draft regulatory text

#### I Draft amendment to the General Regulations of the AMMC

The amendment to the General Regulations of the AMMC was driven by the objective of improving the regulatory framework of the processes linked to the Enforcement Committee, in order to address the issues encountered in performing its mission.

The intended amendments mainly cover two sets of rules, relating to the functioning of the Enforcement Committee and the implementation of the sanctioning procedure, and those governing the procedure for handling claims and complaints. The changes introduced are aimed at clarifying certain concepts, optimizing certain measures and procedures, and making a few adjustments to the sanctioning procedure in relation to breaches not covered by sanctions, or inappropriate qualifications and sanctions.

The amendment will be limited to those regulatory provisions which only address the terms and conditions of application, and which require no legislative revision.

## 1.3 Circulars of the AMMC

### I Circular No. 02/20 amending and complementing the AMMC Circular No. 03/19 on financial transactions and disclosures

Approved by Order No. 3730-21 of the Minister of Economy and Finance and published in the Official Gazette No. 7055 issued on January 10, 2022, the main changes to the AMMC Circular no. 02/20 are as follows:

- improving the flexibility of the private placement regime by extending the list of qualified investors to include subsidiaries of legal persons meeting the criteria for qualified investors, the deposit guarantee fund of participative banks and the collective bank deposit guarantee fund;
- optimizing disclosure requirements for issuers, by introducing an exemption from the requirement to publish quarterly indicators for the second and fourth quarters if the half-yearly or annual financial report is published within two months following the end of the half-year or financial year;
- a clearer definition of certain aspects of extra-financial reporting.

### I Circular No. 02/2022 relating to the obligations of due diligence and internal monitoring incumbent on bodies and persons subject to the supervision of the Moroccan Capital Market Authority

Approved by Order No. 09-22 of the Minister of Economy and Finance and published in the Official Gazette No. 7103 issued on June 27, 2022, the AMMC Circular No. 02/2022 repeals and replaces Circular No. 01/18 on the obligations of due diligence and internal monitoring incumbent on organizations and persons subject to the AMMC supervision. The main amendments of the new circular are as follows:

- the introduction of new definitions relating to the concepts of customer, customer representative, legal arrangement, targeted financial sanctions, freeze, governance body, etc;
- the broadening of the definition of "beneficial owner" and the inclusion of financial investment advisors and OPCIs among those subject persons;
- encouraging permanent diligence and internal monitoring, to identify, understand and assess the risks associated with money laundering and the financing of terrorism, in order to manage and mitigate identified risks;
- reinforced diligence with regard to high-risk customers (persons acting on behalf of third parties, legal persons);
- the obligation for the subject person to apply a risk-based approach and carry out an assessment of money laundering and terrorism financing risks;
- determination of the information to be collected from legal entities prior to entering into a business relationship or carrying out any transaction;
- the establishment of a risk-based approach to assessing the ML/FT risks of the subject person, and the application of reinforced/simplified measures;
- clarification of the concept of the politically exposed person and the diligence measures to be taken in their regard, with the extension of the scope to include family members of certain high-risk individuals or entities;
- the obligation to impose targeted financial penalties, in particular the freezing of assets;
- the requirement for external auditing of the diligence and internal monitoring framework to ensure its efficiency;
- the possibility of imposing the disciplinary sanctions and financial penalties provided for in current AML/CFT legislation.

## I Draft Circular on financial investment advisors (CIF)

Law No. 19-14 on the Casablanca Stock Exchange, brokerage firms and financial investment advisors introduced a framework for the financial investment advisor (CIF) profession. To this end, the aforementioned law has provided for the compulsory registration with the AMMC for persons carrying out the activity of financial investment advisors, and has required that the AMMC establish some rules of application of the legislative provisions, in particular:

- the scope of activities covered by the new framework;
- the conditions for practicing the financial investment advisors' activity and the terms of registration with the AMMC;
- the ethical rules and rules of good conduct that financial investment advisors must comply with;
- the obligations of financial investment advisors with regard to the reporting of information to the AMMC;
- the terms and conditions to delist financial investment advisors.

## BOX 16. THE NEW FRAMEWORK GOVERNING FINANCIAL INVESTMENT ADVISORS

The AMMC circular on financial investment advisors (CIFs) has been finalized and has been published in the Official Gazette in early 2023, marking the entry into force of the new framework for the practice of financial investment advising activities.

First and foremost, the circular specifies the scope of the activities covered by the new framework. These include, on the one hand, advisory services to investors:

- advice on the acquisition and sale of financial instruments;
- advice on the management of financial instrument portfolios;
- advice and assistance in asset management;

and advisory services to companies making public offerings:

- advice on financial transactions;
- advice on initial public offerings (IPOs) and assistance after the completion of an IPO;
- advice and assistance in financial management and financial engineering.

The circular also specifies the conditions for practicing the CIF activity and the terms of registration with the AMMC. In particular, CIFs must ensure that they have the human, material, organizational and financial resources required for the activities they carry out in or intend to carry out.

In addition, it subjects CIFs to rules of professional ethics and good practice, particularly with regard to the identification, prevention and management of conflicts of interest, as well as compliance with the principles of fairness, transparency, market integrity and the primacy of the customer's interest.

As soon as this circular comes into force, the AMMC will publish a handbook outlining the various components of the system governing the aforementioned activities, and providing guidance to the professionals in question on how to register and carry out their activities.

A conference will also be held to present the new framework to capital market professionals and stakeholders, and to discuss the main aspects associated with it.

## I Draft circular on management companies of investment-grade crowdfunding platforms

The draft circular comes in application of the provisions of articles 9, 26, 33, 34, 45, 47 and 57 of law no. 15-18 on crowdfunding. The draft circular aims to set out:

- the list of documents and information to be included in the approval file for crowdfunding companies (CFCs);
- how CFCs must inform contributors about the financing of a project, and its progress after financing;
- the form and content of the annual report published by the CFC for each platform it manages;
- the conditions under which the CFC implements an internal control system;
- the minimum clauses of the crowdfunding contract to be entered into between the project owner and the contributor;
- the list, content, model and media, as well as the frequency and deadlines for submitting the documents and information required by the AMMC to monitor CFCs.

# 2. CAPACITY BUILDING OF PLAYERS AND INVESTORS

## 2.1 Financial literacy

As part of its mission to protect investments in financial instruments, the Moroccan Capital Market Authority (AMMC) is committed to promoting financial literacy to help investors better understand key capital market concepts. By providing investors with educational tools designed to be accessible to all levels of financial knowledge, the AMMC ensures that they are able to make sound and informed investment decisions.

In 2022, the AMMC reaffirmed its commitment to two international financial literacy campaigns, World Investor Week (WIW) and Global Money Week (GMW). These initiatives, which represent an opportunity for the AMMC to reach out to the general public, aim to help investors improve their knowledge of the capital market and encourage them to take an active role in developing their financial awareness to better protect themselves.

### 2.1.1 Participation in the 2022 edition of the Global Money Week

Organized by the OECD International Network on Financial Education (OECD/INFE), Global Money Week is an annual global campaign to raise awareness of financial issues and provide young people with the opportunity to gain the knowledge they need to make informed financial decisions for their future.

The AMMC's participation in the tenth edition of this campaign, which is celebrated around the world, consisted of a varied program in line with the campaign's objectives.

Thus, the program developed by the AMMC consisted of several actions including:

- organizing information sessions and conferences for students of higher schools and universities;
- launching the second edition of the " Quiz Finance " competition for secondary school students;
- making educational content available to the public:
  - a pre-recorded educational module covering the basic concepts of capital markets;
  - a new investor's handbook on securities transactions;
  - a booklet on capital market games;
  - various digital contents available on social networks and the AMMC's website.

### 2.1.2 Participation in the 2022 edition of the World Investor Week (WIW)

World Investor Week (WIW) is an initiative launched by the International Organization of Securities Commissions (IOSCO) to promote public financial literacy and investor protection, through a series of events and awareness-raising activities organized by participating stakeholders around the world.

The AMMC renewed its commitment to this major event, taking part for the sixth consecutive year in this international campaign with a range of financial education content aimed at investors, industry professionals and the general public:

- a new edition of the investor's handbooks, focusing on the disclosure documents you absolutely need to know. The aim of this edition is to simplify understanding and access to the various disclosure documents relating to financial transactions and instruments;
- three educational videos with voice-over explanations designed to introduce the general public to the Moroccan capital market, covering basic concepts, the capital market in Morocco and market regulation through the role and missions played by the AMMC;
- a series of awareness-raising messages broadcast on the AMMC's two social networking platforms, LinkedIn and Twitter;
- a new thematic quiz published on the " Finance Quiz " mobile application.

In 2022, the AMMC took part in three meetings of the "Raising awareness, educating investors and improving financial inclusion" working group, which resulted in the following actions:

- organizing a webinar which brought together all members of the Union of Arab Securities Authorities (UASA) to discuss the awareness-raising and financial inclusion initiatives undertaken by the various member authorities of the "Awareness-raising, investor literacy and improving financial inclusion" working group. The aim of the webinar was to highlight the various awareness-raising and financial inclusion initiatives undertaken by each of the members;
- launching a project to issue a generic handbook on investor protection in capital markets, based on international norms and standards and the best practices of the working group's member authorities.

These initiatives have enabled the members to share best practices and consolidate their efforts in the area of investor protection.

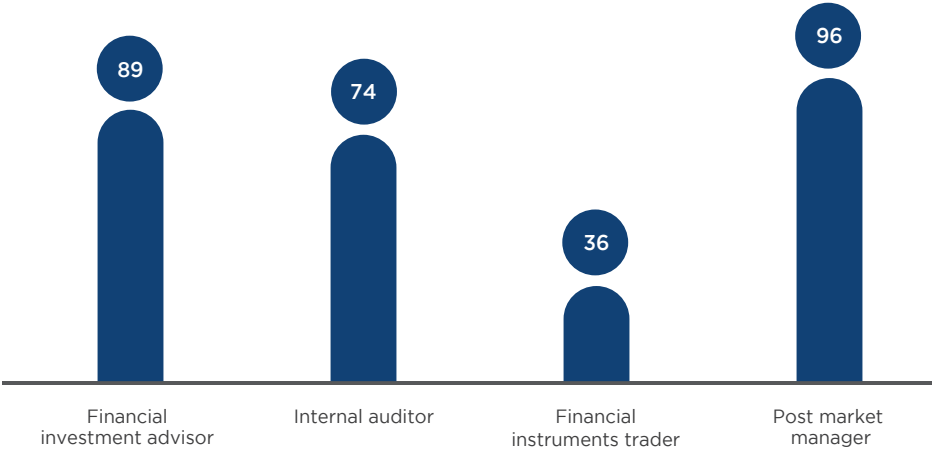
## 2.2 Accreditation of market professionals by the AMMC

The accreditation of market professionals is a compulsory system whose objective is to ensure that professionals, who perform specific functions within the market participants subject to the AMMC's supervision, have the required knowledge to perform these functions in compliance with the regulations and ethics governing their profession.

In 2022, 37 new professionals were accredited, including 8 internal auditors, 15 financial advisors, 5 financial instrument traders and 9 post-trade managers.

Since the introduction of the accreditation system in 2019, a total of 295 professionals have been accredited.

**Graph 45. Accredited professionals at 31 December 2022**



Source : AMMC

# 3. INSTITUTIONAL COOPERATION

In line with its strategic vision, the AMMC continues to strengthen cooperation at the national level through various initiatives in partnership with regulators and other market players.

## 3.1 Activities of the Systemic Risk Coordination and Monitoring Committee

The Systemic Risk Coordination and Monitoring Committee (CCSRS), which includes the AMMC, ACAPS and Bank Al-Maghrib, met twice in 2022. The Committee is assisted by a task force composed of representatives from the various financial sector authorities and the Treasury and External Finance Department. The work of the CCSRS focused primarily on the following points:

- monitoring the crisis situation linked to the impact of the Covid-19 pandemic on the financial sector;
- half-yearly assessment of risks to financial stability;
- preparing the financial stability report for 2021;
- monitoring the implementation of the financial stability roadmap 2022-2024;
- monitoring the inter-authority AML/FT roadmap for the financial sector.

Regular monitoring of risk indicators for the three components of the financial sector shows that the domestic financial sector continues to be resilient, despite the persistence of several risk factors inherent in the difficult economic environment. Regular monitoring of risk indicators for the three components of the financial sector will continue in 2023.

As part of the Financial Stability Roadmap 2022-2024, the AMMC is conducting twelve projects covering a number of areas, including personal data protection, the supervision of the secondary market in debt securities and discretionary management activities, the nomenclature of financial sector data, cyber security, climate risks and the FinTech support scheme, which has entered its operational phase. In addition, the AMMC is involved in six other roadmap projects led by other financial sector authorities.

# 4. PROXIMITY TO MARKET PLAYERS

## 4.1 Market attentiveness

As part of the market consultation process established by the AMMC, regular meetings were held with market undertakings and the main professional associations in the financial sector. This privileged channel enables the Authority to discuss issues of interest to the profession, to keep it informed of institutional and regulatory developments, and to coordinate with them on market development and the implementation of structuring projects.

### 4.1.1 The Professional Association of Stock Exchange Companies (APSB) and the Professional Association of Moroccan Banks (GPBM)

In 2022, the AMMC maintained a close contact with market participants and held several meetings with professional associations, during which various topics were discussed, including:

- the AMMC 2021-2023 Strategic Plan;
- the AMMC's priorities for 2022;
- the developments of regulatory texts governing market activities;
- the progress of the projects of the financial market;
- the AML/CFT system;
- the project to operationalize the new law on securities lending;
- the Morocco Capital Market Days (MCMD), held on March 30 and 31, 2022 during Dubai Expo, and the importance of mass participation by market players in promoting the Moroccan financial market;
- preparing for the visit of FATF experts.

### 4.1.2 The Moroccan Investment Management Companies' Association (ASFIM)

In 2022, the AMMC held 11 meetings with ASFIM, the professional entity representing UCIs management companies.

The main points discussed at these meetings were the following:

- the outlook for the UCITS management sector;
- draft amendments to the law on UCITS;
- issues relating to the yield curve and the valuation of UCITS bond portfolios;
- the resources deployed by UCITS management companies (in particular human resources and information systems);
- the enhancement of UCITS statistics transmitted to the AMMC;
- management companies' AML/FT systems.

### 4.1.3 The Moroccan Private Equity Association (AMIC)

In 2022, AMMC held five working meetings with AMIC as part of the market attentiveness process. These meetings resulted in discussions that focused on:

- terms and conditions for setting up the Mohamed VI Fund for Investment;
- amendment of law No. 41-05 relating to OPCCs;
- project to introduce model management regulations for SPCCs and FPCCs;

- proposed introduction of handbooks on OPCCs, including an educational handbook and a handbook for professionals;
- accreditation system for market professionals;
- measures to combat money laundering and the financing of terrorism within OPCC management companies.

#### 4.1.4 OPCI management companies

In 2022, the AMMC discussed the following key issues with OPCI management companies:

- awareness-raising for real estate appraisers of OPCI assets;
- OPCI chart of accounts;
- progress in setting up a professional association of OPCI management companies;
- accreditation system for market professionals;
- anti-money laundering and terrorism financing measures.

#### 4.1.5 The Association of Securitization Vehicles Managers (AGFT)

In 2022, the AMMC maintained close contact with the AGFT. A number of topics were discussed, including:

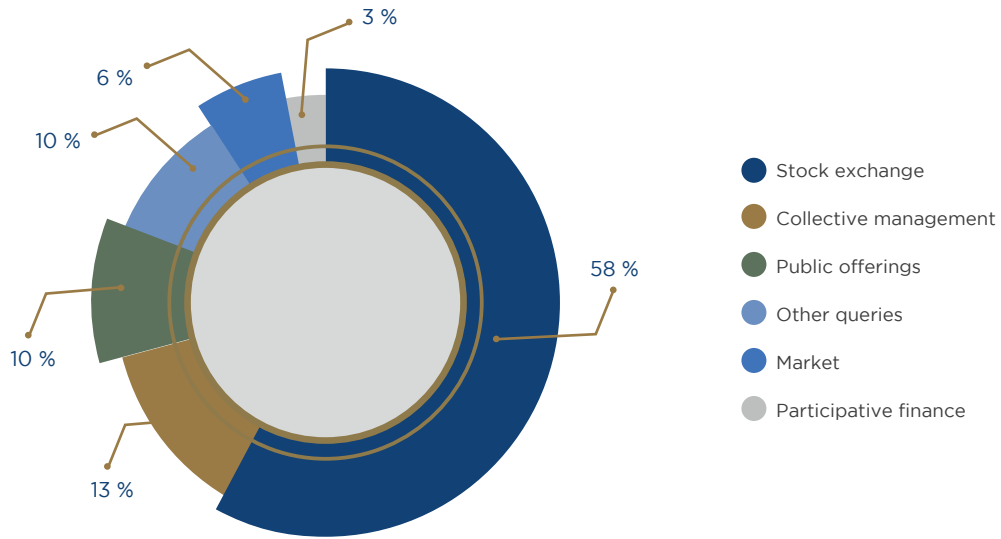
- the draft order on debt funds;
- the accreditation system for market professionals;
- a handbook on asset securitization for stakeholders in securitization transactions;
- streamlining the securitization fund authorization process;
- anti-money laundering and terrorism financing measures.

### 4.2 Handling of legal queries

The AMMC regularly receives legal queries from market professionals and the public. A channel is provided for this purpose on the Authority's website under the heading "File a Legal Request."

In 2022, the AMMC received 31 external legal queries from law firms, capital market professionals, and publicly traded companies. These queries covered several topics.

Graph 46. Breakdown by theme of queries processed in 2022



Source : AMMC

Table 37. Breakdown of queries processed in 2022 by requester profile

Profiles	Number of queries
Lawyers	2
Financial advisors	1
Depositories	3
Issuers	2
Students	2
Institutions	2
Individuals	16
Brokerage firms	3
<b>Total</b>	<b>31</b>

Source : AMMC

# 5. INTERNATIONAL COOPERATION

The AMMC has continued to play an active role at the regional level, contributing significantly to the work of multilateral cooperation bodies, focusing on initiatives to support economic recovery and contributing in particular to issues relating to sustainable finance.

## 5.1 Multilateral cooperation

This form of cooperation takes place within the framework of international and regional bodies.

### 5.1.1 International Organization of Securities Commissions (IOSCO)

The AMMC is a member of the Board of the International Organization of Securities Commissions (IOSCO), the leading organization for inter-regulatory cooperation and the development of capital market regulation standards.

In 2022, the AMMC hosted for the first time the 47<sup>th</sup> IOSCO Annual Meeting. In addition, the AMMC continued to be actively involved in IOSCO's various committees and working groups, participating in a number of major international events.

## BOX 17. ORGANIZING THE ANNUAL MEETING OF THE INTERNATIONAL ORGANIZATION OF SECURITIES COMMISSIONS (IOSCO) AND THE AMMC'S PUBLIC CONFERENCE

For the first time, the 47th annual meeting of the International Organization of Securities Commissions (IOSCO) was held in Marrakech, Morocco, from October 17 to 19, 2022. This major international event brought together over 400 participants, representing more than 130 bodies, including capital market regulators and other players from the international financial community. IOSCO members collectively supervise nearly 95% of the world's financial sector.

As an active member of IOSCO, the Moroccan Capital Market Authority (AMMC) has held a seat on the organization's Board and has chaired the Africa and Middle East Regional Committee since 2020. This committee brings together 42 representatives of the region's capital markets. IOSCO also maintains close ties with bodies such as the G20, the Financial Stability Board (FSB), the World Bank and the International Monetary Fund, which have adopted IOSCO standards as a benchmark for the industry.

The event organized in Marrakech was a significant milestone on the international financial regulation agenda. Discussions focused on sustainable finance, digital finance and financial stability.

In addition, the AMMC hosted a public conference on the sidelines of the 47th annual IOSCO meeting in Marrakech on October 20, 2022. It brought together experts, heads of financial institutions and capital markets regulators representing different international jurisdictions. The central theme of the conference was "Expecting the unexpected: a trilemma for capital markets". Sessions covered topics such as the new risks facing global markets, the role of capital markets in achieving the Sustainable Development Goals,

the contribution of emerging markets to the post-COVID recovery, the impact of financial technologies and associated risks, and the challenges and opportunities in Africa against a backdrop of increasing globalization and industrial revolution.

The meeting was an opportunity for participants to exchange views on recent developments impacting capital markets, and to discuss key drivers to meet these challenges and seize opportunities in order to foster strong and sustainable capital markets worldwide.

## I Africa/Middle-East Regional Committee meetings (AMERC)

### Market regulation intelligence

As part of its policy of publishing standards, IOSCO, with the support of its various committees, keeps a permanent watch and organizes discussions on regulatory issues identified as priorities. One of the issues explored in this context is "Market fragmentation and cross-border regulation" and the measures to be put in place to mitigate its impact. Following IOSCO's first report in 2019, the regional committees organize an annual discussion session on market fragmentation and its impact. Some common areas of fragmentation were identified, such as sustainable finance, crypto-asset regulation or resilience in the face of cybercrime. General recommendations were suggested, including capacity-building programs and the role of regional committees in regularly discussing cross-border regulatory issues.

### IOSCO's Risk Outlook: a forward-looking analysis of emerging regulatory issues in capital markets

The Risk Outlook is IOSCO's forward-looking analysis of emerging regulatory issues in capital markets. It encompasses risks, trends and vulnerabilities relevant to IOSCO's regulatory objectives. It provides the IOSCO Board with information on the environmental context, enabling it to identify and prioritize its future work.

This process was carried out by all IOSCO regional and technical committees in 2022. AMERC members shared their perspectives for the coming year.

## I Regional representation on the IOSCO Board

In her capacity as Chairperson of the Africa and Middle East Regional Committee (AMERC), Ms. Nezha HAYAT, Chairperson and CEO of AMMC, is also a member of the Board of the International Organization of Securities Commissions (IOSCO).

Within this framework, the AMMC took part in the virtual meetings held on March 9, June 22, September 22 and October 18, 2022. These meetings covered the progress of the organization's projects, in particular those relating to financial stability, as well as recent developments in the capital markets.

## I Participation in meetings of the Growth and Emerging Markets Committee

As a member of the Growth and Emerging Markets Committee (GEMC), the AMMC took part in the committee's two meetings on July 4 and October 17, 2022.

During these meetings, the members discussed the progress of the Committee's work, particularly in the field of Fintech: the publication on July 14, 2022 of the report "The Use of Innovation Facilitators in Growth and Emerging Markets" and a round table on Robot Advising - Roboadvising.

## I Exchange of information through IOSCO's Multilateral Memorandum of Understanding on Consultation, Cooperation and Exchange of Information (MMoU)

As Chair of IOSCO's Africa and Middle East Regional Committee (AMERC), the AMMC has been reappointed by members as its regional committee's representative in the Steering Committee of the Monitoring Group of IOSCO's Multilateral Memorandum of Understanding on Consultation, Cooperation and Information Exchange (MMoU).

The Financial Services Commission (FSC) of Mauritius has been elected as the region's representative among the largest users of the multilateral agreement (MMoU).

As an active member of the Monitoring Group Steering Committee (MG-SC), the AMMC took part in a meeting that took place on September 20, 2022.

## I Participation in IOSCO's technical and standardization work

As a member of Committee 3 on the regulation of market intermediaries and at the working meetings held virtually on February 22 and March 22, 2022, the AMMC participated in the assessment of the Committee's current projects, including:

- methodologies for identifying global systemically important non-bank and non-insurance financial institutions (SIFIs). This work complements the work of the Financial Stability Board (FSB) in this area;
- the report on Digitalization and cross-border distribution published in October 2022;
- conduct risk on leveraged loans and CLO markets;
- the report on the operational resilience of trading platforms and market intermediaries during the COVID-19 pandemic and lessons for future disruptions, published in July 2022.

On the other hand, as a member of IOSCO's Committee 5 on investment management, the AMMC took part in the work sessions held on March 23, April 21 and July 21, 2022, that focused mainly on current projects, including:

- methodologies for identifying global systemically important non-bank and non-insurance financial institutions (SIFIs). This work complements the work of the Financial Stability Board (FSB);
- reports on investment fund statistics to follow up on leverage measures in accordance with Recommendation 12 of the Financial Stability Board (FSB);
- work on exchange-traded funds (ETFs);
- index providers;
- conduct risk in the leveraged loan and CLO markets (in collaboration with C3).

IOSCO's standardization work is conducted by eight technical committees. The AMMC is a member of two of these committees: Committee 3 on the regulation of market intermediaries and Committee 5 on asset management.

## I Promoting sustainable finance within IOSCO

In 2022, the Sustainability Task Force (STF) adopted a new organization. Members agreed to create the following new groups:

- evaluation of ISSB standards and recommendations for IOSCO approval;
- promoting good practices;;
- carbon markets.

The AMMC is a member of the Promotion of Good Practices (PGP) sub-group.

As a member of the STF, the AMMC took part in the February 22, March 30, April 8, June 2 and December 21, 2022 meetings, presenting the progress made by the STF's 3 sub-working groups.

## **I Investor protection and market integrity concerns in the crypto-asset area**

### **Participation in the meetings of IOSCO's Fintech working group**

During its meeting held on March 9, 2022, the IOSCO Board agreed to dissolve the Fintech Network and create a Fintech Task Force (FTF) to enhance its work in this area from simple information sharing to technical standardization. The FTF currently comprises 28 members, all of which are Board members, and it is chaired by the Monetary Authority of Singapore (MAS).

According to its terms of reference, the FTF's mission is to develop, oversee, deliver and implement IOSCO's regulatory agenda with regard to Fintech and crypto-assets. It is also responsible for coordinating IOSCO's commitment to the Financial Stability Board (FSB) and other standard-setting bodies on Fintech and crypto-asset issues.

The FTF has created two sub-working groups: the Crypto and Digital Assets Working Group (CDAWG) and the Decentralized Finance Working Group (DeFi WG). Both working groups focus on investor protection and market integrity in the crypto-asset space. The aim is to develop recommendations and guidelines for each sector by 2023.

As an active member of the Fintech Working Group (FTF) and a member of the crypto subgroup, the AMMC participated in the meetings held on June 22, July 7, July 12 and November 1, 2022.

### **Participation in the Singapore Fintech Festival (SFF)**

As part of FTF's technical meeting in Singapore on November 1, 2022, members were invited to take part in the Singapore Fintech Festival (SFF) from November 2 to 4, 2022.

The SFF is one of the world's leading fintech events for discussing the opportunities and challenges facing the financial sector. Three themes were addressed: resilience in the face of volatile market conditions, balancing corporate responsibility and profitability, as well as inclusion.

## **5.1.2 Other international bodies**

### **I Participation in the 16<sup>th</sup> annual meeting of the Union of Arab Securities Authorities (UASA)**

The AMMC took part in the 16<sup>th</sup> meeting of the Board of the Union of Arab Securities Authorities (UASA) held on May 11, 2022 in Muscat (Oman).

The Chairs' meeting has mainly focused on institutional and regulatory developments in member jurisdictions, discussions on the Union's internal work, particularly the progress of the various thematic working groups, as well as aspects relating to the organization's regular operations.

This event was an opportunity for the AMMC to strengthen its cooperative ties with its Arab counterparts, and to exchange views on common regional issues. The event also saw the signing ceremony of the multilateral cooperation agreement between members of the union. the AMMC is a signatory to this agreement.

### **I Sharing experiences between French-speaking capital market regulators who are members of the Francophone Institute Of Financial Regulation (IFREFI)**

As a member of the Francophone Institute of Financial Regulation (IFREFI), the AMMC took part in the work of the Institute's 20<sup>th</sup> annual session 2022, held from May 19 to 20, 2022 in Brussels, (Belgium).

The Chairs' meeting mainly focused on major developments in member jurisdictions and issues relating to the protection of retail investors.

The AMMC has also been asked by Belgium's Financial Services and Markets Authority (FSMA) to take part in various round-table discussions with market players on financial literacy and investor protection, and to speak at a technical seminar on the same subject, focusing on the role of the regulator.

## **I Cooperation with regulators in the West African region through participation in the work of the West Africa Securities Regulators Association - WASRA**

### **Participation in the organization of the second biennial conference of the West Africa Securities Regulators Association - WASRA**

As a member of the West Africa Association of Financial Market Authorities (WASRA) and the West Africa Capital Market Conference (WACMaC) Organizing Committee, the AMMC was involved in organizing the second biennial WASRA conference, under the theme "Deepening and strengthening capital markets across West Africa through effective regulation" from May 23 to 24, 2022 in Accra (Ghana).

The public conference was attended by over 20 speakers and panelists from Africa and other regions, including policymakers, business leaders, investors, opinion leaders and guest speakers.

The conference featured sessions on sustainable finance and regional development, innovative finance and technology in an integrated market, private equity and venture capital in SME financing in Africa, and deepening West African capital markets, among others.

The AMMC took part in panels on "Private equity and venture capital in SME financing in Africa" and «Sustainable finance and regional development».

### **Hosting the Executive Board meeting for the first time in Morocco**

For the first time in Morocco, WASRA members held their Executive Board meeting in Marrakech, on October 16, 2022.

In 2015, capital market regulators in the West African region agreed to establish a mutually acceptable basis for consultation and cooperation to foster market integration in the region as part of the West African capital market integration program.

As a result, they formed the West African Securities Regulators Association (WASRA).

At WASRA's inaugural meeting in July 2015, member countries signed a memorandum of understanding (MoU) aimed at facilitating information sharing, cooperation and harmonization of rules, regulations and policies governing cross-border transactions in the West African sub-region.

The signatories are committed to the implementation of the West African Capital Market Integration (WACMI) program, which should facilitate :

- the linking of all WACMI member exchanges in a virtual West African Securities Market (WASM);
- access by qualified West African brokers to listed securities and related market information to enable them to execute transactions.

It is worth noting that WACMI (West African Capital Market Integration) was established on January 18, 2013 as the lead body for West African capital market integration. It is composed of the CEOs of the region's regulators and stock exchanges and is responsible for designing the policy framework and managing the implementation of the process that will facilitate the creation of an integrated capital market in West Africa.

Since the MoU was signed in 2015, three countries in the West African region have joined the WASRA Charter as ordinary members:

- Regional Council for Public Savings and Financial Markets (CREPMF) ;
- Securities and Exchange Commission Ghana (SEC Ghana);
- Securities and Exchange Commission Nigeria (SEC Nigeria).

The Moroccan Capital Market Authority (AMMC) is an observer member. This status confers the right to attend and participate in the Technical Committee.

## I Meeting with FATF evaluators

As a follow-up to the FATF's enhanced monitoring of the national AML/CFT framework, Morocco presented and discussed the monitoring report at a so-called Face-to-Face meeting with FATF experts.

A delegation comprising all the supervisory and regulatory authorities of the national AML/CFT system was formed to prepare and conduct this meeting, which took place from September 10 to 15, 2022 in Livingstone (Zambia).

## I Promotion of the Moroccan capital market on the sidelines of the Dubai World Expo 2020

The AMMC and the Casablanca Stock Exchange organized the Morocco Capital Markets Days (MCMD) in Dubai, on March 30 and 31, 2022, to boost the attractiveness of the Moroccan capital market and attract more investors from the region, on the sidelines of Expo 2020 Dubai. The program featured presentations on the Moroccan economy and markets, meetings with professionals and a conference on investing in the stock market. The second day was marked by a public conference entitled "Moroccan Capital Market: Trends & Opportunities".

## I Contribution to the interconnection of the African market

The AMMC took part in the 25<sup>th</sup> annual conference of the Association of African Stock Exchanges from December 7 to 9, 2022 in Abidjan (Côte d'Ivoire).

The event was highlighted by the launch of the African Exchanges Linking Project (AELP). The African Exchanges Linkage Project (AELP) is a project to integrate African capital markets initiated in 2018 by Association of African Stock Exchanges, in order to foster intra-African investment flows. It aims to improve the depth and liquidity of African capital markets while creating more financing opportunities for companies seeking growth and job creation.

## I Strengthening cooperation with African counterparts as part of Africa's recovery

The AMMC took part in the Side-Event "The Challenges of mobilizing the Capital Market in favor of the Financing of Sustainable Energy Transition" organized in conjunction with the 54<sup>th</sup> session of the Conference of African Ministers of Finance, Planning and Economic Development, held at the International Conference Center Abdou Diouf (CICAD) in Dakar, Senegal, on May 15, 2022.

The theme of the 54<sup>th</sup> session of the Conference was "Financing Africa's recovery: finding innovative solutions". It was an opportunity to explore measures to attract private sector financing, identify mechanisms to leverage Special Drawing Rights and climate finance, and build consensus on how to help governments create synergies between domestic and external financing from public and private sources.

The event was also an opportunity for the AMMC to strengthen its cooperation with its African counterparts and exchange views on common issues in the region.

## I Strengthening cooperation with European bodies in the field of financial regulation

As a member of the "Association Europe Finance Régulations" (AEFR) and of the Revue d'Economie Financière's Advisory Board, the AMMC took part in the Ordinary Meeting held on June 2, 2022 in Paris (France).

At this meeting, members discussed the Association's management elements.

The General Meeting was marked by "the AEFR talks" on the theme " What purpose for financial regulation: stability, protection, incentives, competitiveness?".

## 5.2 Cooperation on surveys, exchange of experience and capacity building

International cooperation for investigative purposes takes place mainly within the framework of the IOSCO "MMoU" multilateral cooperation agreement.

In 2022, the AMMC issued two requests for investigations and was called upon once within this framework.

As part of bilateral relations, eight exchange meetings were organized in 2022 with foreign counterparts.

Event	Authority
Exchange meeting between Chairs	CNMV Spain
Technical meeting with Omani players on sustainable finance	CMA Oman
Participation in CMA Oman's public conference on sustainable finance to share the Moroccan experience	CMA Oman
Virtual meeting to share Crowdfunding practices	CMA Oman
Participation in AMF France's internal periodic review of the use and transfer of personal data to counterparts	AMF France
Meeting on "UCITS in Morocco, their regulation and evolution".	COSUMAF
Meeting on the theme of "Current UCITS amendment project".	COSUMAF
Exchanges with the Abu Dhabi regulator (ADGM) and national players on sustainable finance taxonomy.	ADGM


The AMMC also regularly turns to regional and international bodies as part of its internal capacity-building policy.

In 2022, 57 AMMC employees benefited from exchange and training programs on a variety of themes, including:

- AMF France 2022 International seminar;
- Financial risk manager;
- Business ethics & corporate social responsibility;
- Participation in the institute for securities regulation, supervision, and enforcement for the african region held virtually;
- Fintech summer sessions;
- IOSCO AMCC Learning series webinar on "securities and derivatives clearing and the role of CCPS - 2.0";
- Derivatives;
- Artificial intelligence in financial institutions.







# **LIST OF TABLES, GRAPHS, BOXES AND ACRONYMS**

# LIST OF TABLES

Table 1	Staff headcount between 2018 and 2022	32
Table 2	Overall breakdown of staff members as at december 31, 2022	32
Table 3	Change in transaction volumes by category	44
Table 4	Breakdown of central market trading volume by investor category	46
Table 5	Breakdown of trading volume by investor category on the central market	46
Table 6	Types of investments by foreigners and Moroccans residing abroad in listed Moroccans equities	47
Table 7	Equity securities transactions	50
Table 8	Debt securities transactions	51
Table 9	Other financial transactions	51
Table 10	Change in GDP, UCITS net assets and the [UCITS net assets/GDP] ratio	52
Table 11	Breakdown of total UCITS assets by investment category (2020-2022)	56
Table 12	Breakdown of net assets by investor type	58
Table 13	Changes in brokerage firms governance	62
Table 14	Key figures of brokerage firms	63
Table 15	Structure of brokerage firms clients	64
Table 16	Key figures of account keepers	65
Table 17	Key figures of the central depository activity	66
Table 18	List of applications processed by the AMMC in 2022	78
Table 19	Equity securities transactions	79
Table 20	Authorized debt securities	82
Table 21	Marketable debt securities issuance programs	83
Table 22	Approved share repurchase programs	84
Table 23	Public offerings carried out indirectly in Morocco	85
Table 24	Registered annual information forms	86
Table 25	Updated annual information forms	87
Table 26	Summary of approved UCITS in 2022	87
Table 27	Result of the control of publications	90
Table 28	Breakdown of disclosures by investor category	92
Table 29	Repurchase programs in 2022	92
Table 30	Status of pending repurchase programs as at 31/12/2022	93
Table 31	Results of the control of listed companies' ethics reports	94
Table 32	2022 inspections: Coverage rate	99
Table 33	Number and typology of incidents reported to the AMMC	101
Table 34	Typology of incidents reported by brokerage firms	102
Table 35	Typology of incidents reported by account keepers-banks	102
Table 36	Surveillance data	114
Table 37	Breakdown of queries processed in 2022 by requester profile	137

# LIST OF GRAPHS

Graph 1.	Breakdown of positions by gender	32
Graph 2.	Age pyramid	32
Graph 3.	Change in operating revenues	34
Graph 4.	Breakdown of operating revenues	35
Graph 5.	Breakdown of operating expenses	36
Graph 6.	Change in the MASI, MSI 20 and FTSE CSE MOROCCO 15 indices in 2022	41
Graph 7.	Change in sector indices in 2022	42
Graph 8.	Change in the MASI USD and MSCI FM USD indices	42
Graph 9.	Breakdown of market capitalization by business sector in 2022	43
Graph 10.	Monthly trading volumes	45
Graph 11.	Change in stock market liquidity ratio	45
Graph 12.	Change in volume and outstandings of securities lending transactions	48
Graph 13.	Share of handled volume by client category (borrowing)	48
Graph 14.	Share of handled volume processed by client category (lending)	49
Graph 15.	Share of handled volume by securities category	49
Graph 16.	Average lending duration by securities category	49
Graph 17.	Change in the [UCITS net assets / national savings] ratio	52
Graph 18.	Change in UCITS net assets over the 2017- 2022 period	53
Graph 19.	Change in UCITS net assets in 2022	54
Graph 20.	UCITS net assets structure by category at end-2022	55
Graph 21.	Structure of foreign currency investments by UCITS at the end of 2022	57
Graph 22.	Change in FPCT assets under management	59
Graph 23.	Breakdown of FPCT assets under management by transaction type	60
Graph 24.	Change in OPCCs net assets	60
Graph 25.	Change in OPCIs net assets	61
Graph 26.	Change in OPCIs net assets by category	61
Graph 27.	Change in total brokerage firms headcount	62
Graph 28.	Change in the financial indicators of brokerage firms	63
Graph 29.	Breakdown of brokerage firms' turnover by type of activity	64
Graph 30.	Breakdown of assets in custody	65
Graph 31.	Breakdown of admitted securities by category at year-end 2022	67
Graph 32.	Breakdown of total assets of admitted securities by category at year-end 2022	67
Graph 33.	Change in the headcount of UCITS management companies	68
Graph 34.	Breakdown of market shares of UCITS management companies by type of shareholding	69
Graph 35.	Breakdown of net assets by UCITS management company	69
Graph 36.	Change in the financial indicators of UCITS management companies	70
Graph 37.	Breakdown of net assets under management by FPCT management company	71
Graph 38.	Change in financial indicators of FPCT management companies	72
Graph 39.	Breakdown of net assets by OPCC management company	73
Graph 40.	Change in OPCC management companies' financial indicators	74
Graph 41.	Breakdown of net assets of OPCI management companies at year-end 2022	75
Graph 42.	Change in OPCI management companies' financial indicators	75
Graph 43.	Breakdown of publications by press release topic in 2022	91
Graph 44.	Status of margin calls in 2022	106
Graph 45.	Accredited professionals at 31 December 2022	133
Graph 46.	Breakdown by theme of queries processed in 2022	137

# LIST OF BOXES

Box 1.	Activities of the Board of Directors	18
Box 2.	Activities of the Audit Committee	20
Box 3.	Activities of the Enforcement Committee	21
Box 4.	Activities of the Scientific Committee	23
Box 5.	Digital transformation: a strategic focus	26
Box 6.	The AMMC's approach to supporting Fintech	30
Box 7.	Capital market indicators	40
Box 8.	Public offerings on the stock market	80
Box 9.	Reminder of the typology of inspections	99
Box 10.	Terms and conditions of admission to the casablanca stock exchange's alternative market	106
Box 11.	Stock market transactions: architecture of stock market transaction settlement flows	110
Box 12.	Review of the Enforcement Committee's activities	116
Box 13.	Morocco's exit from enhanced fatf monitoring	120
Box 14.	The legal framework applicable to covered bonds	124
Box 15.	Developments in the regulatory framework for sukuk certificates in Morocco	126
Box 16.	The new framework governing financial investment advisors	130
Box 17.	Organizing the annual meeting of the international organization of securities commissions (IOSCO) and the AMMC's public conference	138

# LIST OF ACRONYMS

ACAPS	Insurance and Social Welfare Control Authority AMCC Affiliate Members
AMCC	Affiliate Members Consultative Committee
AMERC	Africa/Middle East Regional Committee
AMF	Autorité des Marchés Financiers
APSB	Professional Association of Brokerage Firms
ASFIM	Association of Moroccan Management Companies and Investment Funds
CCSRS	Systemic Risk Coordination and Monitoring Committee
CGNC	General Code of Accounting Standards
COSUMAF	Central African Financial Market Supervisory Commission
CREPMF	Regional Council for Public Savings and Financial Markets
DFSP	Major holding notifications and declarations of intent
FCPE	Company mutual fund
FPCT	Securitization Vehicle
AML/CFT	Anti-Money Laundering/Combating the Financing of Terrorism
FATF	Financial Action Task Force
MENAFATF	Middle East and North Africa Financial Action Task Force
GEMC	Growth and Emerging Markets Committee
GMW	Global Money Week
IFC	International Finance Corporation
INPPLC	National Instance of Probity, Prevention and Fight against Corruption
IOSCO	International Organization of Securities Commissions
STB	Short-term bond
MLTB	Medium and long-term bonds
SESAM	Market Authority Exchange and Supervision System
TCN	Marketable debt securities
UASA	Union of Arab Securities Authorities
WASRA	West African Securities Regulators Association
WIW	World Investor Week



# APPENDICES



# APPENDIX 1 :

## FINANCIAL STATEMENTS AT 31 DECEMBER 2022

### BALANCE SHEET (assets)

	ASSETS		FISCAL YEAR		PREVIOUS FISCAL YEAR
		Gross	Depreciation and provisions	Net	Net
<b>NIL VALUE ASSETS (A)</b>		<b>29,885,241.86</b>	<b>15,444,729.60</b>	<b>14,440,512.26</b>	<b>19,488,485.63</b>
. Preliminary expenses		-	-	-	-
. Deferred charges		29,885,241.86	15,444,729.60	14,440,512.26	19,488,485.63
. Bond redemption premium		-	-	-	-
<b>INTANGIBLE FIXED ASSETS (B)</b>		<b>24,321,799.30</b>	<b>20,418,733.71</b>	<b>3,903,065.59</b>	<b>2,780,747.36</b>
. Research and development fixed assets		-	-	-	-
. Patents, trademarks, assets and similar rights		23,028,877.90	19,125,812.31	3,903,065.59	2,780,747.36
. Goodwill		-	-	-	-
. Other intangible fixed assets		1,292,921.40	1,292,921.40	-	-
<b>PROPERTY, PLANT AND EQUIPMENT (C)</b>		<b>51,976,333.08</b>	<b>36,383,348.00</b>	<b>15,592,985.08</b>	<b>20,771,523.34</b>
. Land		-	-	-	-
. Buildings		-	-	-	-
. Technical installations, plant and machinery, equipment and fixtures		-	-	-	-
. Transport equipment		-	-	-	-
. Furniture, fixtures and equipment		51,976,333.08	36,383,348.00	15,592,985.08	20,771,523.34
. Other intangible fixed assets		-	-	-	-
. Tangible fixed assets in progress		-	-	-	-
<b>FINANCIAL FIXED ASSETS (D)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
. Long-term loans		-	-	-	-
. Other financial debts		-	-	-	-
. Equity securities		-	-	-	-
. Other financial fixed assets		-	-	-	-
<b>TRANSLATION ADJUSTMENTS - ASSETS (E)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
. Decrease in fixed debts		-	-	-	-
. Increase in financing debts		-	-	-	-
<b>TOTAL I (A+B+C+D+E)</b>		<b>106,183,374.24</b>	<b>72,246,811.31</b>	<b>33,936,562.93</b>	<b>43,040,756.33</b>
<b>INVENTORY (F)</b>		<b>778,222.13</b>	<b>-</b>	<b>778,222.13</b>	<b>785,194.37</b>
. Goods		-	-	-	-
. Consumable materials and supplies		778,222.13	-	778,222.13	785,194.37
. Goods-in-process		-	-	-	-
. Intermediate and residual products		-	-	-	-
. Finished products		-	-	-	-
<b>CLAIMS ON CURRENT ASSETS (G)</b>		<b>59,893,124.52</b>	<b>-</b>	<b>59,893,124.52</b>	<b>56,240,322.84</b>
. Prepayments, payments on account		-	-	-	-
. Accounts receivable		48,253,812.96	-	48,253,812.96	52,925,763.35
. Payroll		667,009.34	-	667,009.34	723,895.88
. Government		10,118,246.87	-	10,118,246.87	1,771,710.38
. Partners' accounts		-	-	-	-
. Other accounts receivable		21,209.42	-	21,209.42	11,563.44
. Adjustment accounts, Assets		832,845.93	-	832,845.93	807,389.79
<b>INVESTMENT SECURITIES (H)</b>		<b>175,000,000.00</b>	<b>-</b>	<b>175,000,000.00</b>	<b>175,000,000.00</b>
<b>TRANSLATION ADJUSTMENTS - ASSETS (I)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
(Current items)		-	-	-	-
<b>TOTAL II (F+G+H+I)</b>		<b>235,671,346.65</b>	<b>-</b>	<b>235,671,346.65</b>	<b>232,025,517.21</b>
<b>CASH - ASSETS</b>		<b>6,477,219.41</b>	<b>-</b>	<b>6,477,219.41</b>	<b>9,542,339.45</b>
. Cheques and cash values		-	-	-	2,500.00
. Bank, treasury and post office account		6,473,186.91	-	6,473,186.91	9,525,854.27
. Cash, petty cash and credit lines		4,032.50	-	4,032.50	13,985.18
<b>TOTAL III</b>		<b>6,477,219.41</b>	<b>-</b>	<b>6,477,219.41</b>	<b>9,542,339.45</b>
<b>TOTAL GENERAL I + II + III</b>		<b>348,331,940.30</b>	<b>72,246,811.31</b>	<b>276,085,128.99</b>	<b>284,608,612.99</b>

## BALANCE (Liabilities)

	LIABILITIES	FISCAL YEAR	PREVIOUS FISCAL YEAR
	<b>SHAREHOLDERS' EQUITY</b>		
	. Corporate or personal capital (1)	235,133,808.52	222,200,627.37
	. Less: shareholders, subscribed uncalled capital, called capital , 235,133,808.52 including paid-in 222,200,627.37	235,133,808.52	222,200,627.37
	. Issue, merger and contribution premiums	-	-
	. Revaluation reserve	-	-
	. Legal reserve	-	-
	. Other reserves	-	-
	. Retained earnings (2)	-	-
	. Net income pending appropriation (2)	-	-
	. Net income of the fiscal year (2)	12,713,652.63	29,403,769.39
	<b>TOTAL SHAREHOLDERS' EQUITY (A)</b>	<b>247,847,461.15</b>	<b>251,604,396.76</b>
	<b>QUASI EQUITY (B)</b>	-	-
	. Investment grants		
	. Regulated provisions		
	. Other quasi-equity		
	<b>FINANCING DEBTS (C)</b>	-	-
	. Bonded debt		
	. Other financing debt		
	. Miscellaneous financing debt		
	<b>LONG-TERM PROVISIONS FOR LIABILITIES AND CHARGES (D)</b>	-	-
	. Provisions for liabilities		
	. Provisions for charges		
	<b>TRANSLATION ADJUSTMENTS - LIABILITIES (E)</b>	-	-
	. Increase in fixed debts		
	. Decrease in financing debts		
	<b>TOTAL I (A+B+C+D+E)</b>	<b>247,847,461.15</b>	<b>251,604,396.76</b>
	<b>CURRENT LIABILITIES DEBTS (F)</b>	<b>28,237,667.84</b>	<b>33,004,216.23</b>
	. Trade and other accounts payable	7,807,211.44	6,800,943.74
	. Trade receivables, prepayments and advances	38,400.00	20,400.00
	. Payroll	4,458,188.91	4,233,476.22
	. Social organizations	393,017.39	374,184.49
	. Government	14,292,854.90	21,089,090.04
	. Partner's accounts		
	. Other creditors	1,247,995.20	486,121.74
	. Adjustment accounts - liabilities	-	-
	<b>OTHER PROVISIONS FOR LIABILITIES AND CHARGES (G)</b>	-	-
	<b>TRANSLATION ADJUSTMENTS - LIABILITIES (current items) (H)</b>	-	-
	<b>TOTAL II (F+G+H)</b>	<b>28,237,667.84</b>	<b>33,004,216.23</b>
	<b>CASH - LIABILITIES</b>		
	. Discount credit facilities	-	-
	. Cash loans	-	-
	. Banks, (credit balance)	-	-
	<b>TOTAL III</b>	-	-
	<b>GENERAL TOTAL I + II + III</b>	<b>276,085,128.99</b>	<b>284,608,612.99</b>

(1) Negative personal capital

(2) Profit (+). Loss (-)

# INCOME STATEMENT

		TRANSACTIONS		FISCAL YEAR FROM 01/01/22 TO 31/12/22	
NATURE		Particular to the Fiscal year 1	For the Previous fiscal years 2	TOTAL OF THE FISCAL YEAR 3 = 1 + 2	TOTAL OF THE PREVIOUS FISCAL YEAR 4
EXPLOITATION	<b>I OPERATING INCOME</b>				
	. Sales of goods (as is)	-	-	-	-
	. Sales of goods and services produced Turnover	173,587,546.41	-	173,587,546.41	170,092,286.65
	. Changes in product inventory (+ - ) (1)	-	-	-	-
	. Fixed assets produced by the company itself	-	-	-	-
	. Operating grants	-	-	-	-
	. Other operating income	-	-	-	-
	. Resumption of operations; expense transfers	-	-	-	-
	<b>TOTAL I</b>	<b>173,587,546.41</b>	<b>-</b>	<b>173,587,546.41</b>	<b>170,092,286.65</b>
	<b>II OPERATING EXPENSES</b>				
	. Cost of goods sold (2)	-	-	-	-
	. Cost of materials and (2) supplies consumed	3,114,941.34	-	3,114,941.34	2,720,264.21
	. Other external charges	45,885,944.33	-	45,885,944.33	25,075,518.49
. Taxes and duties	2,997,668.00	-	2,997,668.00	2,998,368.00	
. Payroll	89,750,473.21	-	89,750,473.21	82,048,515.26	
. Other operating charges	697,857.19	-	697,857.19	653,571.48	
. Operating allowances	15,993,106.05	-	15,993,106.05	15,057,941.72	
<b>TOTAL II</b>	<b>158,439,990.12</b>	<b>-</b>	<b>158,439,990.12</b>	<b>128,554,179.16</b>	
<b>III OPERATING INCOME (I-II)</b>	<b>15,147,556.29</b>	<b>-</b>	<b>15,147,556.29</b>	<b>41,538,107.49</b>	
FINANCIAL	<b>IV FINANCIAL INCOME</b>				
	. Income from equity holdings and other fixed assets	-	-	-	-
	. Translation gains	26,180.73	-	26,180.73	13,539.62
	. Interest and other financial income	2,884,076.18	-	2,884,076.18	2,964,799.20
	. Financial writebacks;; expense transfers	-	-	-	-
	<b>TOTAL IV</b>	<b>2,910,256.91</b>	<b>-</b>	<b>2,910,256.91</b>	<b>2,978,338.82</b>
	<b>V FINANCIAL EXPENSES</b>				
	. Interest charges	-	-	-	-
	. Translation losses	105,593.02	-	105,593.02	17,427.88
	. Other financial expenses	-	-	-	-
. Financial allowances	-	-	-	-	
<b>TOTAL V</b>	<b>105,593.02</b>	<b>-</b>	<b>105,593.02</b>	<b>17,427.88</b>	
<b>VI FINANCIAL INCOME (IV - V)</b>	<b>2,804,663.89</b>	<b>-</b>	<b>2,804,663.89</b>	<b>2,960,910.94</b>	
<b>VII CURRENT INCOME (III + VI)</b>	<b>17,952,220.18</b>	<b>-</b>	<b>17,952,220.18</b>	<b>44,499,018.43</b>	

(1) Changes in inventory: closing inventory - opening inventory; increase (+) ; decrease (-)

(2) Purchases resold or consumed: purchases - change in inventory

		TRANSACTIONS		FISCAL YEAR FROM 01/01/22 TO 31/12/22		
NATURE		Particular to the Fiscal year 1	For the Previous fiscal years 2	TOTAL OF THE FISCAL YEAR 3 = 1 + 2	TOTAL OF THE PREVIOUS FISCAL YEAR 4	
NON CURRENT	VII	CURRENT INCOME (Report)	17,952,220.18	-	17,952,220.18	44,499,018.43
	VIII	NON CURRENT INCOME				
		. Proceeds from disposal of fixed assets	-	-	-	34,000.00
		. Equalization subsidies	-	-	-	-
		. Reversals of investment grants	-	-	-	-
		. Other non-current income	5,495,122.45	-	5,495,122.45	288,019.84
		. Non-current reversals; expense transfers	-	-	-	10,000,000.00
		<b>TOTAL VIII</b>	<b>5,495,122.45</b>	<b>-</b>	<b>5,495,122.45</b>	<b>10,322,019.84</b>
	IX	NON CURRENT EXPESNES				
		. Net depreciation value of disposed assets	-	-	-	-
		. Subsidies granted	-	-	-	-
		. Other non-current expenses	2,832,034.00	-	2,832,034.00	11,200,154.88
		. Non-current allowances to depreciation and prov.	-	-	-	-
		<b>TOTAL IX</b>	<b>2,832,034.00</b>	<b>-</b>	<b>2,832,034.00</b>	<b>11,200,154.88</b>
	X	NON CURRENT INCOME (VIII-IX)	<b>2,663,088.45</b>	<b>-</b>	<b>2,663,088.45</b>	<b>-878,135.04</b>
XI	PRE-TAX INCOME (VII+ X)	<b>20,615,308.63</b>	<b>-</b>	<b>20,615,308.63</b>	<b>43,620,883.39</b>	
XII	CORPORATE INCOME TAX	<b>7,901,656.00</b>	<b>-</b>	<b>7,901,656.00</b>	<b>14,217,114.00</b>	
XIII	NET INCOME (XIV-XV)	<b>12,713,652.63</b>	<b>-</b>	<b>12,713,652.63</b>	<b>29,403,769.39</b>	
XIV	TOTAL INCOME (I + IV + VIII)	181,992,925.77		181,992,925.77	183,392,645.31	
XV	TOTAL EXPENSES(II + V + IX + XII)	169,279,273.14		169,279,273.14	153,988,875.92	
XVI	NET INCOME (Total income - Total expenses)	<b>12,713,652.63</b>		<b>12,713,652.63</b>	<b>29,403,769.39</b>	

## **RAPPORT DE L'AUDITEUR EXTERNE**

### **EXERCICE DU 1<sup>ER</sup> JANVIER AU 31 DECEMBRE 2022**

#### ***Aux membres du Conseil d'Administration***

#### **Autorité Marocaine du Marché des Capitaux (AMMC)**

Avenue Annakhil, Hay Riad – Rabat

### **Audit des états de synthèse**

#### **Opinion**

Conformément à la mission qui nous a été confiée par votre Conseil d'Administration du 21 mars 2022, nous avons effectué l'audit des états de synthèse ci-joints de l'Autorité Marocaine du Marché des Capitaux (AMMC), qui comprennent le bilan au 31 décembre 2022, le compte de produits et charges, l'état des soldes de gestion, le tableau de financement pour l'exercice clos à cette date, ainsi que l'état des informations complémentaires (ETIC). Ces états de synthèse font ressortir un montant de capitaux propres et assimilés de 247 847 461,15 MAD dont un bénéfice net de 12 713 652,63 MAD. Ces états ont été arrêtés par la Présidente de l'AMMC le 24 février 2023 dans un contexte évolutif de la crise sanitaire de l'épidémie de Covid-19, sur la base des éléments disponibles à cette date.

A notre avis, les états de synthèse cités au premier paragraphe ci-dessus donnent, dans tous leurs aspects significatifs, une image fidèle du patrimoine et de la situation financière de l'Autorité Marocaine du Marché des Capitaux (AMMC) au 31 décembre 2022, ainsi que du résultat de ses opérations pour l'exercice clos à cette date, conformément au référentiel comptable en vigueur au Maroc.

#### **Fondement de l'opinion**

Nous avons effectué notre audit selon les Normes de la Profession au Maroc. Les responsabilités qui nous incombent en vertu de ces normes sont plus amplement décrites dans la section « Responsabilités de l'auditeur à l'égard de l'audit des états de synthèse » du présent rapport. Nous sommes indépendants de la société conformément aux règles de déontologie qui s'appliquent à l'audit des états de synthèse au Maroc et nous nous sommes acquittés des autres responsabilités déontologiques qui nous incombent selon ces règles. Nous estimons que les éléments probants que nous avons obtenus sont suffisants et appropriés pour fonder notre opinion d'audit.

#### ***Responsabilités de la direction et des responsables de la gouvernance à l'égard des états de synthèse***

La direction est responsable de la préparation et de la présentation fidèle des états de synthèse, conformément au référentiel comptable en vigueur au Maroc, ainsi que du contrôle interne qu'elle considère comme nécessaire pour permettre la préparation d'états de synthèse exempts d'anomalies significatives, que celles-ci résultent de fraudes ou d'erreurs.

Lors de la préparation des états de synthèse, c'est à la direction qu'il incombe d'évaluer la capacité de la société à poursuivre son exploitation, de communiquer, le cas échéant, les questions se rapportant à la continuité de l'exploitation et d'appliquer le principe comptable de continuité d'exploitation, sauf si la direction a l'intention de liquider la société ou de cesser son activité ou si aucune autre solution réaliste ne s'offre à elle.

Il incombe aux responsables de la gouvernance de surveiller le processus d'information financière de la société.

### **Responsabilités de l'auditeur à l'égard de l'audit des états de synthèse**

Nos objectifs sont d'obtenir l'assurance raisonnable que les états de synthèse pris dans leur ensemble sont exempts d'anomalies significatives, que celles-ci résultent de fraudes ou d'erreurs et de délivrer un rapport de l'auditeur contenant notre opinion. L'assurance raisonnable correspond à un niveau élevé d'assurance, qui ne garantit toutefois pas qu'un audit réalisé conformément aux normes de la profession au Maroc permettra toujours de détecter toute anomalie significative qui pourrait exister. Les anomalies peuvent résulter de fraudes ou d'erreurs et elles sont considérées comme significatives lorsqu'il est raisonnable de s'attendre à ce que, individuellement ou collectivement, elles puissent influencer sur les décisions économiques que les utilisateurs des états de synthèse prennent en se fondant sur ceux-ci.

Dans le cadre d'un audit réalisé conformément aux normes de la profession au Maroc, nous exerçons notre jugement professionnel et faisons preuve d'esprit critique tout au long de cet audit. En outre :

- nous identifions et évaluons les risques que les états de synthèse comportent des anomalies significatives, que celles-ci résultent de fraudes ou d'erreurs, concevons et mettons en œuvre des procédures d'audit en réponse à ces risques, et réunissons des éléments probants suffisants et appropriés pour fonder notre opinion. Le risque de non-détection d'une anomalie significative résultant d'une fraude est plus élevé que celui d'une anomalie significative résultant d'une erreur, car la fraude peut impliquer la collusion, la falsification, les omissions volontaires, les fausses déclarations ou le contournement du contrôle interne ;
- nous acquérons une compréhension des éléments du contrôle interne pertinents pour l'audit afin de concevoir des procédures d'audit appropriées aux circonstances, et non dans le but d'exprimer une opinion sur l'efficacité du contrôle interne de la société ;
- nous apprécions le caractère approprié des méthodes comptables retenues et le caractère raisonnable des estimations comptables faites par la direction, de même que des informations y afférentes fournies par cette dernière ;
- nous tirons une conclusion quant au caractère approprié de l'utilisation par la direction du principe comptable de continuité d'exploitation et, selon les éléments probants obtenus, quant à l'existence ou non d'une incertitude significative liée à des événements ou situations susceptibles de jeter un doute important sur la capacité de la société à poursuivre son exploitation. Si nous concluons à l'existence d'une incertitude significative, nous sommes tenus d'attirer l'attention des lecteurs de notre rapport sur les informations fournies dans les états de synthèse au sujet de cette incertitude ou, si ces informations ne sont pas adéquates, d'exprimer une opinion modifiée. Nos conclusions s'appuient sur les éléments probants obtenus jusqu'à la date de notre rapport. Des événements ou situations futurs pourraient par ailleurs amener la société à cesser son exploitation ;

- nous évaluons la présentation d'ensemble, la structure et le contenu des états de synthèse, y compris les informations fournies dans l'ETIC, et apprécions si les états de synthèse représentent les opérations et événements sous-jacents d'une manière propre à donner une image fidèle.

Nous communiquons aux responsables de la gouvernance notamment l'étendue et le calendrier prévus des travaux d'audit et nos constatations importantes, y compris toute déficience importante du contrôle interne que nous aurions relevée au cours de notre audit.

**Casablanca, le 23 mars 2022**

**L'auditeur externe  
Deloitte Audit**



Deloitte Audit  
Boucadi Mohammed Benabdellah  
Bâtiment C - Ivoire 3, La Marina  
Casablanca  
Tél: 0522 22 40 25 / 05 22 22 47 34  
Fax: 05 22 22 40 78 / 47 59

**Sakina Bensouda Korachi  
Associée**

## APPENDIX 2 : SUMMARY OF PENALTIES

Party involved	Alleged violations	Date of penalty	Penalty
Shareholder of an issuer (natural person)	- Failure to disclose several upward and downward breaches of the 5% shareholding threshold in the capital of a listed company.	19 January 2022	Financial penalty of MAD 5,000.
Atlas Capital Bourse	- Irregularities affecting transaction processing rules; - Insufficient human, technical and organizational resources to conduct activities; - Insufficient internal vigilance and monitoring system to prevent money laundering and the financing of terrorism (ML/FT); - Insufficient internal control system; - Deteriorating financial situation and decline in the share of intermediation commissions in sales.	19 January 2022	- Warning ; - Financial penalty of MAD 500,000.
Atlas Capital Management	- Irregularities affecting transaction processing rules; - Insufficient human resources; - Insufficient internal control and risk management systems; - Insufficient internal vigilance and monitoring system to prevent money laundering and the financing of terrorism (ML/FT); - Insufficient technical resources, particularly with regard to information system.	19 January 2022	- Warning ; - Financial penalty of MAD 500,000.
CIH	- Insufficient frequency of prudential ratio monitoring and delays in reporting recorded breaches; - Failure to detect and disclose certain breaches of prudential ratios in accordance with the terms and conditions set out in the AMMC Circular; - Insufficient reconciliation of securities, cash and UCITS unit-holders.	19 January 2022	- Warning ; - Financial penalty of MAD 200,000.
BMCI	- Non-compliance with rules governing the disclosure of information to the AMMC; - Non-compliance with rules relating to the adequacy of human resources and the accreditation of certain members of staff; - Non-compliance with the terms and conditions for processing client orders; - Non-compliance with rules applicable to the internal control and risk management system; - No minimum procedure ; - Information system malfunctions; - Non-compliance with certain client disclosure obligations.	6 June 2022	- Reprimand; - Financial penalty of MAD 2,800,000







الهيئة المغربية لسوق الرساميل  
+lΘ+E+ +oCγOoΘξ+ | %XoΛo\* | ٪ξΛXoOI  
AUTORITÉ MAROCAINE DU MARCHÉ DES CAPITAUX

---

Avenue Annakhil, Hay Riad - Rabat, Maroc  
Tel. : +212 (0) 5 37 68 89 00 / Fax : +212 (0) 5 37 68 89 46



[www.ammc.ma](http://www.ammc.ma)



[/ammc](https://www.linkedin.com/company/ammc)



[@ammc\\_news](https://twitter.com/ammc_news)