

# Ciments de l'Atlas SA



## PROSPECTUS SUMMARY

ISSUE OF LISTED AND NON LISTED BOND LOAN

GLOBAL AMOUNT OF ISSUE: 3 000 000 000 MAD

	Block A: Non listed revisable rate bonds redeemable in 5 years	Block B: Listed fixed rate bonds redeemable in 5 years	Block C: Non listed fixed rate bonds redeemable in 5 years	Block D: Non listed revisable bonds redeemable in 7 years	Block E: Listed fixed rate bonds redeemable in 7 years	Block F: Non listed fixed rate bonds redeemable in 7 years
<b>Ceiling</b>	3 000 000 KMAD					
<b>Maximum number</b>	30 000 Bonds					
<b>Par value</b>	100 000 MAD	100 000 MAD	100 000 MAD	100 000 MAD	100 000 MAD	100 000 MAD
<b>Maturity</b>	5 years	5 years	5 years	7 years	7 years	7 years
<b>Rate</b>	<u>Revisable annually</u> determined by referring to 52 weeks full rate calculated from secondary BDT curve plus The risk premium. For the 1 <sup>st</sup> year, the nominal interest rate is determined by referring to 52 weeks full rate calculated from secondary BDT curve as published by Bank Al-Maghreb on June 25th, 2012, plus the risk premium.	<u>Fixed</u> in reference to the secondary curve of 5-year treasury bills published on June 25th, 2012 by Bank Al-Maghrib, increased by the risk premium.	<u>Fixed</u> in reference to the secondary curve of 5-year treasury bills published on June 25th, 2012 by Bank Al-Maghrib, increased by the risk premium.	<u>Revisable annually</u> determined by referring to 52 weeks full rate calculated from secondary BDT curve plus The risk premium. For the 1 <sup>st</sup> year, the nominal interest rate is determined by referring to 52 weeks full rate calculated from secondary BDT curve as published by Bank Al-Maghreb on June 25th, 2012, plus the risk premium.	<u>Fixed</u> in reference to the secondary curve of 5-year treasury bills published on June 25th, 2012 by Bank Al-Maghrib, increased by the risk premium.	<u>Fixed</u> in reference to the secondary curve of 5-year treasury bills published on June 25th, 2012 by Bank Al-Maghrib, increased by the risk premium.
<b>Risk premium</b>	125 pbs	135 pbs	135 pbs	135 pbs	145 pbs	145 pbs
<b>Negotiability</b>	Joint agreement	At Casablanca Stock Exchange	Joint agreement	Joint agreement	At Casablanca Stock Exchange	Joint agreement
<b>Reimbursement</b>	Bullet repayment	Bullet repayment	Bullet repayment	Bullet repayment	Bullet repayment	Bullet repayment
<b>Allocation</b>	Prorata of request priority being given to categories A and D (see part X.5.2 – Allocation Methods).					

SUBSCRIPTION PERIOD: FROM JUNE 26<sup>TH</sup>, 2012 TO JUNE 28<sup>TH</sup>, 2012

SUBSCRIPTION RESERVED TO QUALIFIED INVESTORS SUBJECT TO THE MOROCCAN LAW AS LISTED IN THE PROSPECTUS

Advisor and global coordinator			
Centralizing body and leader of the underwriting syndicate	Co-leader of the underwriting syndicate	Members of the underwriting syndicate	
Body responsible for registration of the operation at Casablanca Stock Exchange		Body responsible for domiciliation in charge of the financial service of the issuer	

### APPROVAL OF CONSEIL DEONTOLOGIQUE DES VALEURS MOBILIERES (Financial Authority)

In accordance with the CDVM Circular effective since April 1, 2012, taken pursuant to Article 14 of the Dahir No. 1-93-212 of September 21, 1993 relative to the Conseil Déontologique des Valeurs Mobilières (CDVM) and the information required by legal persons with public offering as amended and supplemented, the original of this present prospectus has been approved by the CDVM on June 19<sup>th</sup>, 2012 under the reference number VI/EM/023/2012.

## WARNING

The Securities Council approved on June 19<sup>th</sup>, 2012 a prospectus related to Ciments de l'Atlas (hereinafter referred to as "Cimat" or the "Company") bond issue.

The prospectus approved by the Securities Council can be consulted at any time in Cimat headquarter and in the counselor headquarter. The prospectus can be also consulted after a deadline of 48 hours in the underwriting syndicate headquarters.

The prospectus is made available to the public at the Casablanca Stock Exchange headquarters and on its website [www.casablanca-bourse.com](http://www.casablanca-bourse.com). It can also be viewed on the Securities Council website [www.cdvm.gov.ma](http://www.cdvm.gov.ma)

## **Part I. ISSUE OVERVIEW**

## I. Issue's Objectives

Ciments de l'Atlas was created in June 2007. A month after its creation an investment agreement has been concluded between the company and the government. This agreement aims to build two cement works with a total capacity of 3.2 million tons. To realize this objective, the required investment amount is 5.8 billion MAD.

This investment main purpose is to be able to fulfill the growing demand on cement, primarily due to the significant increase on the production of housing and infrastructures observed in Morocco during these last years.

The company has two cement works :

- The first one is located in Ben Ahmed. Its complete production line has been launched in December 2010, and reach a capacity of 1.6 million tons ;
- The second one is located in Beni Mellal. Its complete production line is operational since December 2011 and disposes of a 1.6 million tons capacity ;

Through this bond issue, the Company aims to refinance exclusively a debt amounting to 3.0 billion MAD on the eve of this operation. This amount is composed of (i) a long term bank debt of 2 739 million MAD, and (ii) a bridging credit of 261 million MAD. This debt had as a primary objective to finance a part of the investment agreement aiming to build the two cement works presented above.

This refinancing will benefit from advantageous conditions offered by the private debt market, in particular through the reduction of the cost of financing.

## II. Operation Schedule

The subscription has been opened with the bodies in charge of the investment. The operation schedule stands as follows:

Sequence	Steps	At latest
1	Receipt of the complete issue record by Casablanca stock exchange	June 19, 2012
2	Issue of the issue approval notice and timetable by Casablanca stock exchange	June 19, 2012
3	Receipt by Casablanca Stock Exchange of the prospectus approved by Securities Council (CDVM)	June 19, 2012
4	Publishing of the admission notice of the bonds issued in the stock-list.	June 20, 2012
5	Publishing the prospectus extract in a legal advertisement newspaper	June 21, 2012
6	Publishing of the interest rate by block	June 26, 2012
7	Opening the subscription period	June, 26 2012
8	Closing of subscription period.	June, 28 2012
9	Receipt of the issue results by Casablanca Stock Exchange	June 29, 2012 before 10h00
10	- Listing of the bonds; - Announcement of issue results in the stock-list bulletin; - Registering the issue in the stock exchange.	July 03, 2012
11	Publishing the issue results in a legal advertisement newspaper	July 06, 2012
12	Settlement / delivery	July 09, 2012

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### **III. Bond issue characteristics**

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The bond issue dealt with in this prospectus concerns 30 000 bonds of 100 000 MAD face value per bond and for a total amount of 3 000 000 000 MAD. It is broken down into 6 blocks described in detail hereafter:

### III.1. Characteristics of block A Bonds (floating rate bonds, with bullet repayment, and a maturity of 5 years and negotiable by joint agreement)

Block A consists of bonds with a floating rate revised annually. These bonds will be subject to a bullet repayment of the principal, with a 5-years maturity and negotiable by joint agreement. The characteristics of block A stand as follows :

<b>Nature of securities</b>	Non listed negotiable bonds dematerialized by registration at the Central Depository (Maroclear) and entered into accounts of the authorized affiliates.
<b>Legal form</b>	Bearer
<b>Block ceiling</b>	3 000 000 000 MAD.
<b>Maximum number of securities to be issued</b>	30 000
<b>Face value per bond</b>	100 000 MAD.
<b>Maturity</b>	5 years
<b>Subscription period</b>	From June 26, 2012 to June 28, 2012 inclusive.
<b>Vesting date</b>	July 6, 2012
<b>Due date</b>	July 6, 2017
<b>Issuance price</b>	100,000 DH at par on the date of subscription
<b>Interest payment</b>	<p>The coupons shall be paid annually on vesting date anniversaries of the issue, i.e. July 06<sup>th</sup> of each year.</p> <p>The payment shall be made on the same day or on the first working day following if it is not a working day.</p> <p>The interest will be calculated as per the following formula: [Face value x nominal rate x exact number of days / 360].</p>
<b>Risk premium</b>	125 basis points (bps). (fixed risk premium)
<b>Nominal interest rate</b>	<p>The interest rate is revised annually.</p> <p>For the first year, the nominal interest rate is determined by referring to 52 weeks full rate calculated from secondary BDT curve as published by Bank Al-Maghreb on June 25<sup>th</sup>, 2012, plus a risk premium of 125 basis points.</p> <p>For the first year, the nominal interest rate will be published at the latest on June 26, 2012 by the company on a legal advertisement newspaper</p> <p>After the first year, the nominal interest rate at each coupon payment date will be equal to 52 weeks reference rate calculated from the secondary BDT curve as published by Bank Al-Maghreb 5 working days before the coupon payment date plus the nominal spread that was determined at the time of allocation of bonds in the primary market (125 pbs).</p>
<b>Calculation method</b>	Rate determination will be done by the linear interpolation method using two points surrounding full 52 weeks maturity (monetary basis).
<b>Allocation method</b>	In proportion to demand (priority given to blocks A and D (see part X.5.2 – Allocation method)).
<b>Repayment of principal</b>	<p>The bond loan will be subject to a bullet repayment of the principal.</p> <p>In case of any merger, split or partial provision of Ciments de l'Atlas company's assets during the term of the loan resulting in the transfer of assets for the benefit of a separate legal entity, the rights and obligations of the bond holders will be automatically transferred to the legal entity substituted into Ciments de l'Atlas company's rights and obligations.</p>
<b>Early repayment</b>	The Company undertakes not to make the repayment before bond due date

	<p>throughout the entire term of the loan mentioned in this issue.</p> <p>However, the Company reserves the right to buy back bonds from the secondary market, provided that the laws and regulations allow as these purchases have no consequences for a subscriber wishing to keep his shares until the normal maturity without affecting the normal amortization schedule. The bonds thus repurchased will be cancelled.</p>
<b>Assimilation clause</b>	<p>There is no assimilation of bonds of this issue with those of a previous issue.</p> <p>In case the company issues new securities later with rights identical to block A in all respects and provided that their indentures allow it, it may undertake the assimilation of all securities from successive issues, without requiring the consent of former bondholders, thus unifying all transactions relating to their management and negotiation.</p>
<b>Rank /Subordination</b>	<p>The bonds issued by Ciments de l'Atlas have the same rank among them and the same rank as all the other present or future unsecured fixed maturity debt that are not privileged by law.</p>
<b>Rating</b>	<p>This issue was not subject to a rating request.</p>
<b>Guarantee of repayment</b>	<p>No guarantee.</p>
<b>Bond holder representative</b>	<p>Awaiting the Bondholders General Assembly, the company's Board of Directors has appointed Mr. Mohamed Hdid as temporary representative</p> <p>This decision shall take effect from the opening of subscription period. It is specified that it is the same appointed temporary representative agent for A, B, C, D, E and F blocks of this issue which are grouped into a single mass.</p>
<b>Negotiability</b>	<p>Mutual agreement (outside stock market).</p> <p>No restrictions are imposed by the issue conditions for free negotiability of the bonds in block A.</p>
<b>Applicable law</b>	<p>Moroccan law.</p>
<b>Competent jurisdiction</b>	<p>The tribunal commerce of Casablanca</p>

### III.2. Characteristics of block B Bonds (fixed rate bonds, subject to a bullet repayment with 5-years maturity and listed on Casablanca Stock Exchange)

Block B consists of fixed rate bonds. These bonds will be subject to a bullet repayment of the principal, with a 5-years maturity and listed on the Casablanca Stock Exchange. The characteristics of block B stand as follows :

<b>Nature of securities</b>	Bonds listed in Casablanca stock exchange, dematerialized by registration to the central depository (Maroclear) and book-entry with authorized affiliates.
<b>Legal form</b>	Bearer.
<b>Block ceiling</b>	3 000 000 000 MAD.
<b>Maximum number of securities to be issued</b>	30 000
<b>Face value per bond</b>	100 000 MAD.
<b>Maturity</b>	5 years.
<b>Subscription period</b>	From june 26, 2012 to june 28, 2012 inclusive.
<b>Date of entitlement</b>	July 6, 2012
<b>Expiry date</b>	July 6, 2017
<b>Issue price</b>	Par, i.e. 100 000 MAD.
<b>Interest payment</b>	<p>The coupons shall be paid annually on vesting date anniversaries of the issue, i.e. july 6<sup>th</sup> of each year.</p> <p>The payment shall be made on the same day or on the first working day following if it is not a working day.</p> <p>Bond interest will cease to accrue from the day on which Ciments de l'Atlas company put the principal for repayment and it will not be possible to carry forward the interests within the framework of this issue.</p>
<b>Risk premium</b>	135 basis points (bps).(Fixed risk premium)
<b>Nominal interest rate</b>	<p>Fixed rate.</p> <p>The nominal interest rate is determined in reference to the secondary curve of 5-year treasury bills published on june 25<sup>th</sup>, 2012 by Bank Al-Maghrib, increased by a premium risk of 135 bps.</p> <p>The nominal interest rate will be published at the latest on june 26<sup>th</sup>, 2012 by the Company on a legal advertisement newspaper, and transmitted to Casablanca stock exchange the same day.</p>
<b>Calculation method</b>	Rate determination will be done by the linear interpolation method using two points surrounding full 5 years maturity (actuarial basis).
<b>Allocation method</b>	In proportion to demand (priority given to blocks A and D (see part X.5.2 – Allocation method).
<b>Repayment of principal</b>	<p>The bond loan will be subject to a bullet repayment of the principal.</p> <p>In case of any merger, split or partial provision of Ciments de l'Atlas company's assets during the term of the loan resulting in the transfer of assets for the benefit of a separate legal entity, the rights and obligations of the bond holders will be automatically transferred to the legal entity substituted into Ciments de l'Atlas company's rights and obligations.</p>
<b>Early repayment</b>	The Company undertakes not to make the repayment before bond due date throughout the entire term of the loan mentioned in this issue.

	<p>However, the Company reserves the right to buy back bonds from the secondary market, provided that the laws and regulations allow as these purchases have no consequences for a subscriber wishing to keep his shares until the normal maturity without affecting the normal amortization schedule. The bonds thus repurchased will be cancelled.</p>
<b>Assimilation clause</b>	<p>There is no assimilation of bonds of this issue with those of a previous issue.</p> <p>In case the company issues new securities later with rights identical to block B in all respects and provided that their indentures allow it, it may undertake the assimilation of all securities from successive issues, without requiring the consent of former bondholders, thus unifying all transactions relating to their management and negotiation.</p>
<b>First listing procedure</b>	<p>Listing of category B will occur via direct listing in accordance with articles 1.2.6 and 1.2.22 of the General Stock Exchange Rules.</p>
<b>Rank/Subordination</b>	<p>The bonds issued by Ciments de l'Atlas have the same rank among them and the same rank as all the other present or future unsecured fixed maturity debt that are not privileged by law.</p>
<b>Rating</b>	<p>This issue was not subject to a rating request.</p>
<b>Guarantee of repayment</b>	<p>No guarantee.</p>
<b>Bond holder representative</b>	<p>Awaiting the Bondholders General Assembly, the company's Board of Directors has appointed Mr. Mohamed Hdid as temporary representative</p> <p>This decision shall take effect from the opening of subscription period. It is specified that it is the same appointed temporary representative agent for A, B, C, D, E and F blocks of this issue which are grouped into a single mass.</p>
<b>Negotiability</b>	<p>Freely tradable in Casablanca stock exchange. There is non restriction imposed on free negotiability of these bonds by the conditions of issuance.</p>
<b>Listing of bonds</b>	<p>The block B bonds will be listed in Casablanca stock exchange and thus shall be subject to an application for admission to Casablanca stock exchange bond compartment. Their listing date in the bond compartment under code OB159 and 990159 ticker is planned for July 03, 2012.</p> <p>To be listed in Casablanca stock exchange, the total amount allocated to the blocks B and E must be at least 20 million dirhams. The subscriptions relating to these blocks will be cancelled if the total amount allocated to blocks B and E is less than 20 million dirham at the subscription period's closing.</p>
<b>Applicable law</b>	<p>Moroccan law.</p>
<b>Competent jurisdiction</b>	<p>The tribunal commerce of Casablanca</p>

### III.3. Characteristics pursuant to block C bonds (fixed rate bonds subject to a bullet repayment with 5-years maturity and negotiable by joint agreement)

Block C consists of fixed rate bonds. These bonds will be subject to a bullet repayment of the principal with 5-year maturity and negotiable by joint agreement. The characteristics of block C stand as follows:

<b>Nature of securities</b>	Non listed negotiable bonds dematerialized by registration at the Central Depository (Maroclear) and entered into accounts of the authorized affiliates.
<b>Legal form</b>	Bearer.
<b>Block ceiling</b>	3 000 000 000 MAD.
<b>Maximum number of securities to be issued</b>	30 000
<b>Face value per bond</b>	100 000 MAD.
<b>Maturity</b>	5 years.
<b>Subscription period</b>	From June 26, 2012 to June 28, 2012 inclusive.
<b>Date of entitlement</b>	July 6, 2012
<b>Expiry date</b>	July 6, 2017
<b>Issue price</b>	Par, i.e. 100 000 MAD.
<b>Interest payment</b>	<p>The coupons shall be paid annually on vesting date anniversaries of the issue, i.e. July 6<sup>th</sup> of each year.</p> <p>The payment shall be made on the same day or on the first working day following if it is not a working day.</p> <p>Bond interest will cease to accrue from the day on which Ciments de l'Atlas company put the principal for repayment and it will not be possible to carry forward the interests within the framework of this issue.</p>
<b>Risk premium</b>	135 basis points (bps). (Fixed rate)
<b>Nominal interest rate</b>	<p>Fixed rate.</p> <p>The nominal interest rate is determined in reference to the secondary curve of 5-year treasury bills published on June 25<sup>th</sup>, 2012 by Bank Al-Maghrib, increased by a premium risk of 135 bps.</p> <p>The nominal interest rate will be published at the latest on June 26<sup>th</sup>, 2012 by the Company on a legal advertisement newspaper.</p>
<b>Calculation method</b>	Rate determination will be done by the linear interpolation method using two points surrounding full 5 years maturity (actuarial basis).
<b>Allocation method</b>	In proportion to demand (priority given to blocks A and D (see part X.5.2 – Allocation method).
<b>Repayment of principal</b>	<p>The bond loan will be subject to a bullet repayment of the principal.</p> <p>In case of any merger, split or partial provision of Ciments de l'Atlas company's assets during the term of the loan resulting in the transfer of assets for the benefit of a separate legal entity, the rights and obligations of the bond holders will be automatically transferred to the legal entity substituted into Ciments de l'Atlas company's rights and obligations.</p>
<b>Early repayment</b>	<p>The Company undertakes not to make the repayment before bond due date throughout the entire term of the loan mentioned in this issue.</p> <p>However, the Company reserves the right to buy back bonds from the secondary market, provided that the laws and regulations allow as these</p>

	purchases have no consequences for a subscriber wishing to keep his shares until the normal maturity without affecting the normal amortization schedule. The bonds thus repurchased will be cancelled.
<b>Assimilation clause</b>	There is no assimilation of bonds of this issue with those of a previous issue. In case the company issues new securities later with rights identical to block C in all respects and provided that their indentures allow it, it may undertake the assimilation of all securities from successive issues, without requiring the consent of former bondholders, thus unifying all transactions relating to their management and negotiation.
<b>Rank/Subordination</b>	The bonds issued by Ciments de l'Atlas have the same rank among them and the same rank as all the other present or future unsecured fixed maturity debt that are not privileged by law.
<b>Rating</b>	This issue was not subject to a rating request.
<b>Guarantee of repayment</b>	No guarantee.
<b>Bond holder representative</b>	Awaiting the Bondholders General Assembly, the company's Board of Directors has appointed Mr. Mohamed Hdid as temporary representative This decision shall take effect from the opening of subscription period. It is specified that it is the same appointed temporary representative agent for A, B, C, D, E and F blocks of this issue which are grouped into a single mass.
<b>Negotiability</b>	Mutual agreement (outside stock market). No restrictions are imposed by the issue conditions for free negotiability of the bonds in block C.
<b>Applicable law</b>	Moroccan law.
<b>Competent jurisdiction</b>	The tribunal commerce of Casablanca

### III.4. Characteristics of block D Bonds (floating rate bonds subject to a bullet repayment, and a maturity of 7 years and negotiable by joint agreement)

Block D consists of bonds with a floating rate revised annually. These bonds will be subject to a bullet repayment of the principal, with a 7-years maturity and negotiable by joint agreement. The characteristics of block D stand as follows :

<b>Nature of securities</b>	Non listed negotiable bonds dematerialized by registration at the Central Depository (Maroclear) and entered into accounts of the authorized affiliates.
<b>Legal form</b>	Bearer
<b>Block ceiling</b>	3 000 000 000 MAD.
<b>Maximum number of securities to be issued</b>	30 000
<b>Face value per bond</b>	100 000 MAD.
<b>Maturity</b>	7 years
<b>Subscription period</b>	From June 26, 2012 to June 28, 2012 inclusive.
<b>Vesting date</b>	July 6, 2012
<b>Due date</b>	July 6, 2019
<b>Issuance price</b>	100,000 DH at par on the date of subscription
<b>Interest payment</b>	<p>The coupons shall be paid annually on vesting date anniversaries of the issue, i.e. July 06<sup>th</sup> of each year.</p> <p>The payment shall be made on the same day or on the first working day following if it is not a working day.</p> <p>The interest will be calculated as per the following formula: [Face value x nominal rate x exact number of days / 360].</p>
<b>Risk premium</b>	135 basis points (bps). (fixed risk premium)
<b>Nominal interest rate</b>	<p>The interest rate is revised annually.</p> <p>For the first year, the nominal interest rate is determined by referring to 52 weeks full rate calculated from secondary BDT curve as published by Bank Al-Maghreb on June 25<sup>th</sup>, 2012, plus a risk premium of 135 basis points.</p> <p>For the first year, the nominal interest rate will be published at the latest on June 26, 2012 by the company on a legal advertisement newspaper.</p> <p>After the first year, the nominal interest rate at each coupon payment date will be equal to 52 weeks reference rate calculated from the secondary BDT curve as published by Bank Al-Maghreb 5 working days before the coupon payment date plus the nominal spread that was determined at the time of allocation of bonds in the primary market (135 pbs).</p>
<b>Calculation method</b>	Rate determination will be done by the linear interpolation method using two points surrounding full 52 weeks maturity (monetary basis).
<b>Allocation method</b>	In proportion to demand (priority given to blocks A and D (see part X.5.2 – Allocation method).
<b>Repayment of principal</b>	<p>The bond loan will be subject to a bullet repayment of the principal.</p> <p>In case of any merger, split or partial provision of Ciments de l'Atlas company's assets during the term of the loan resulting in the transfer of</p>

assets for the benefit of a separate legal entity, the rights and obligations of the bond holders will be automatically transferred to the legal entity substituted into Ciments de l'Atlas company's rights and obligations.

<b>Early repayment</b>	<p>The Company undertakes not to make the repayment before bond due date throughout the entire term of the loan mentioned in this issue.</p> <p>However, the Company reserves the right to buy back bonds from the secondary market, provided that the laws and regulations allow as these purchases have no consequences for a subscriber wishing to keep his shares until the normal maturity without affecting the normal amortization schedule. The bonds thus repurchased will be cancelled.</p>
<b>Assimilation clause</b>	<p>There is no assimilation of bonds of this issue with those of a previous issue.</p> <p>In case the company issues new securities later with rights identical to block D in all respects and provided that their indentures allow it, it may undertake the assimilation of all securities from successive issues, without requiring the consent of former bondholders, thus unifying all transactions relating to their management and negotiation.</p>
<b>Rank /Subordination</b>	<p>The bonds issued by Ciments de l'Atlas have the same rank among them and the same rank as all the other present or future unsecured fixed maturity debt that are not privileged by law.</p>
<b>Rating</b>	<p>This issue was not subject to a rating request.</p>
<b>Guarantee of repayment</b>	<p>No guarantee.</p>
<b>Bond holder representative</b>	<p>Awaiting the Bondholders General Assembly, the company's Board of Directors has appointed Mr. Mohamed Hdid as temporary representative</p> <p>This decision shall take effect from the opening of subscription period. It is specified that it is the same appointed temporary representative agent for A, B, C, D, E and F blocks of this issue which are grouped into a single mass.</p>
<b>Negotiability</b>	<p>Mutual agreement (outside stock market).</p> <p>No restrictions are imposed by the issue conditions for free negotiability of the bonds in block D.</p>
<b>Applicable law</b>	<p>Moroccan law.</p>
<b>Competent jurisdiction</b>	<p>The tribunal commerce of Casablanca</p>

### III.5. Characteristics of block E Bonds (fixed rate bonds, subject to a bullet repayment with 7-years maturity and listed on Casablanca Stock Exchange)

Block B consists of fixed rate bonds. These bonds will be subject to a bullet repayment of the principal, with a 7-years maturity and listed on the Casablanca Stock Exchange. The characteristics of block E stand as follows :

<b>Nature of securities</b>	Bonds listed in Casablanca stock exchange, dematerialized by registration to the central depository (Maroclear) and book-entry with authorized affiliates.
<b>Legal form</b>	Bearer.
<b>Block ceiling</b>	3 000 000 000 MAD.
<b>Maximum number of securities to be issued</b>	30 000
<b>Face value per bond</b>	100 000 MAD.
<b>Maturity</b>	7 years.
<b>Subscription period</b>	From june 26, 2012 to june 28, 2012 inclusive.
<b>Date of entitlement</b>	July 6, 2012
<b>Expiry date</b>	July 6, 2019
<b>Issue price</b>	Par, i.e. 100 000 MAD.
<b>Interest payment</b>	<p>The coupons shall be paid annually on vesting date anniversaries of the issue, i.e. july 6<sup>th</sup> of each year.</p> <p>The payment shall be made on the same day or on the first working day following if it is not a working day.</p> <p>Bond interest will cease to accrue from the day on which Ciments de l'Atlas company put the principal for repayment and it will not be possible to carry forward the interests within the framework of this issue.</p>
<b>Risk premium</b>	145 basis points (bps).(Fixed risk premium)
<b>Nominal interest rate</b>	<p>Fixed rate.</p> <p>The nominal interest rate is determined in reference to the secondary curve of 7-year treasury bills published on june 25<sup>th</sup>, 2012 by Bank Al-Maghrib, increased by a premium risk of 145 bps.</p> <p>The nominal interest rate will be published at the latest on june 26<sup>th</sup>, 2012 by the Company on a legal advertisement newspaper, and transmitted to Casablanca stock exchange the same day.</p>
<b>Calculation method</b>	Rate determination will be done by the linear interpolation method using two points surrounding full 7 years maturity (actuarial basis).
<b>Allocation method</b>	In proportion to demand (priority given to blocks A and D (see part X.5.2 – Allocation method).
<b>Repayment of principal</b>	<p>The bond loan will be subject to a bullet repayment of the principal.</p> <p>In case of any merger, split or partial provision of Ciments de l'Atlas company's assets during the term of the loan resulting in the transfer of assets for the benefit of a separate legal entity, the rights and obligations of the bond holders will be automatically transferred to the legal entity substituted into Ciments de l'Atlas company's rights and obligations.</p>
<b>Early repayment</b>	The Company undertakes not to make the repayment before bond due date throughout the entire term of the loan mentioned in this issue.

	<p>However, the Company reserves the right to buy back bonds from the secondary market, provided that the laws and regulations allow as these purchases have no consequences for a subscriber wishing to keep his shares until the normal maturity without affecting the normal amortization schedule. The bonds thus repurchased will be cancelled.</p>
<b>Assimilation clause</b>	<p>There is no assimilation of bonds of this issue with those of a previous issue.</p> <p>In case the company issues new securities later with rights identical to block E in all respects and provided that their indentures allow it, it may undertake the assimilation of all securities from successive issues, without requiring the consent of former bondholders, thus unifying all transactions relating to their management and negotiation.</p>
<b>First listing procedure</b>	<p>Listing of category E will occur via direct listing in accordance with articles 1.2.6 and 1.2.22 of the General Stock Exchange Rules.</p>
<b>Rank/Subordination</b>	<p>The bonds issued by Ciments de l'Atlas have the same rank among them and the same rank as all the other present or future unsecured fixed maturity debt that are not privileged by law.</p>
<b>Rating</b>	<p>This issue was not subject to a rating request.</p>
<b>Guarantee of repayment</b>	<p>No guarantee.</p>
<b>Bond holder representative</b>	<p>Awaiting the Bondholders General Assembly, the company's Board of Directors has appointed Mr. Mohamed Hdid as temporary representative</p> <p>This decision shall take effect from the opening of subscription period. It is specified that it is the same appointed temporary representative agent for A, B, C, D, E and F blocks of this issue which are grouped into a single mass.</p>
<b>Negotiability</b>	<p>Freely tradable in Casablanca stock exchange. There is non restriction imposed on free negotiability of these bonds by the conditions of issuance.</p>
<b>Listing of bonds</b>	<p>The block E bonds will be listed in Casablanca stock exchange and thus shall be subject to an application for admission to Casablanca stock exchange bond compartment. Their listing date in the bond compartment under code OB160 and 990160 ticker is planned for July 03, 2012.</p> <p>To be listed in Casablanca stock exchange, the total amount allocated to the blocks B and E must be at least 20 million dirhams. The subscriptions relating to these blocks will be cancelled if the total amount allocated to blocks B and E is less than 20 million dirham at the subscription period's closing.</p>
<b>Applicable law</b>	<p>Moroccan law.</p>
<b>Competent jurisdiction</b>	<p>The tribunal commerce of Casablanca</p>

### III.6. Characteristics of Block F bonds (fixed rate bonds subject to a bullet repayment with 7-years maturity and negotiable by joint agreement)

Block F consists of fixed rate bonds. These bonds will be subject to a bullet repayment of the principal with 7-year maturity and negotiable by joint agreement. The characteristics of block F stand as follows:

<b>Nature of securities</b>	Non listed negotiable bonds dematerialized by registration at the Central Depository (Maroclear) and entered into accounts of the authorized affiliates.
<b>Legal form</b>	Bearer.
<b>Block ceiling</b>	3 000 000 000 MAD.
<b>Maximum number of securities to be issued</b>	30 000
<b>Face value per bond</b>	100 000 MAD.
<b>Maturity</b>	7 years.
<b>Subscription period</b>	From June 26, 2012 to June 28, 2012 inclusive.
<b>Date of entitlement</b>	July 6, 2012
<b>Expiry date</b>	July 6, 2019
<b>Issue price</b>	Par, i.e. 100 000 MAD.
<b>Interest payment</b>	<p>The coupons shall be paid annually on vesting date anniversaries of the issue, i.e. July 6<sup>th</sup> of each year.</p> <p>The payment shall be made on the same day or on the first working day following if it is not a working day.</p> <p>Bond interest will cease to accrue from the day on which Ciments de l'Atlas company put the principal for repayment and it will not be possible to carry forward the interests within the framework of this issue.</p>
<b>Risk premium</b>	145 basis points (bps). (Fixed rate)
<b>Nominal interest rate</b>	<p>Fixed rate.</p> <p>The nominal interest rate is determined in reference to the secondary curve of 7-year treasury bills published on June 25<sup>th</sup>, 2012 by Bank Al-Maghrib, increased by a premium risk of 145 bps.</p> <p>The nominal interest rate will be published at the latest on June 26<sup>th</sup>, 2012 by the Company on a legal advertisement newspaper.</p>
<b>Calculation method</b>	Rate determination will be done by the linear interpolation method using two points surrounding full 7 years maturity (actuarial basis).
<b>Allocation method</b>	In proportion to demand (priority given to blocks A and D (see part X.5.2 – Allocation method).
<b>Repayment of principal</b>	<p>The bond loan will be subject to a bullet repayment of the principal.</p> <p>In case of any merger, split or partial provision of Ciments de l'Atlas company's assets during the term of the loan resulting in the transfer of assets for the benefit of a separate legal entity, the rights and obligations of the bond holders will be automatically transferred to the legal entity substituted into Ciments de l'Atlas company's rights and obligations.</p>
<b>Early repayment</b>	<p>The Company undertakes not to make the repayment before bond due date throughout the entire term of the loan mentioned in this issue.</p> <p>However, the Company reserves the right to buy back bonds from the secondary market, provided that the laws and regulations allow as these</p>

	purchases have no consequences for a subscriber wishing to keep his shares until the normal maturity without affecting the normal amortization schedule. The bonds thus repurchased will be cancelled.
<b>Assimilation clause</b>	There is no assimilation of bonds of this issue with those of a previous issue. In case the company issues new securities later with rights identical to block F in all respects and provided that their indentures allow it, it may undertake the assimilation of all securities from successive issues, without requiring the consent of former bondholders, thus unifying all transactions relating to their management and negotiation.
<b>Rank/Subordination</b>	The bonds issued by Ciments de l'Atlas have the same rank among them and the same rank as all the other present or future unsecured fixed maturity debt that are not privileged by law.
<b>Rating</b>	This issue was not subject to a rating request.
<b>Guarantee of repayment</b>	No guarantee.
<b>Bond holder representative</b>	Awaiting the Bondholders General Assembly, the company's Board of Directors has appointed Mr. Mohamed Hdid as temporary representative This decision shall take effect from the opening of subscription period. It is specified that it is the same appointed temporary representative agent for A, B, C, D, E and F blocks of this issue which are grouped into a single mass.
<b>Negotiability</b>	Mutual agreement (outside stock market). No restrictions are imposed by the issue conditions for free negotiability of the bonds in block F.
<b>Applicable law</b>	Moroccan law.
<b>Competent jurisdiction</b>	The tribunal commerce of Casablanca

#### IV. Financial intermediaries and underwriting syndicate

Table 1. Financial intermediaries and underwriting syndicate

intermediaries	Identity	Adress
Advisor	BMCE Capital Conseil	63, Boulevard My Youssef, Casablanca
Lead manager	BMCE Bank	140, Boulevard Hassan II, Casablanca
Co-lead manager	Banque Centrale Populaire	101, Boulevard Zerktouni, Casablanca
Member of underwriting syndicate	CDG Capital	Immeuble Mamounia, Place Moulay El Hassan - Rabat
Member of underwriting syndicate	Société Générale	55, Boulevard Abdelmoumen, Casablanca
Centralizing Organization	BMCE Bank	140, Boulevard Hassan II, Casablanca
Establishment responsible for registering the issue in Casablanca stock exchange	BMCE Capital Bourse	140, Boulevard Hassan II, Casablanca
Paying agent establishment ensuring the Issuer's financial service	BMCE Bank	140, Boulevard Hassan II, Casablanca

## Part II. ISSUER OVERVIEW

## I. General overview

### General overview

<b>Corporate Name</b>	<b>Ciments de l'Atlas</b>
<b>Head office</b>	Km 7 Route de Rabat, Ain Sebaâ, Casablanca.
<b>Legal form</b>	Business Corporation with Board of Directors, governed by law n° 17-95 on business corporations as amended and completed by law n°20-05.
<b>Capital</b>	1 100 000 000 MAD divided in 11 000 000 share with a par value of 100 MAD each representing cash contributions numbered from 1 to 11 000 000, all of the same category and entirely paid up.
<b>Corporate purpose</b>	<p>According to article 5 of the bylaws, the purpose of the Company is:</p> <ul style="list-style-type: none"> <li>▪ Production, distribution, purchase, sales, import, export and marketing of cement, its derived-products and related materials;</li> <li>▪ All activities in connection with standardized cement and concrete, special concrete and granulates;</li> <li>▪ Operation of cement works, crushing units, bagging and distribution;</li> <li>▪ Operation of quarries and extraction of raw materials, in particular those required for cement production;</li> <li>▪ Deliver, concrete pumping and all other related activities;</li> </ul> <p>Generally, all real estate and property operation in connection either directly or indirectly with the company purpose.</p>

## II. Issuer Shareholders

The following table shows the historical background of CIMAT shareholders from 31 December 2008 to the date of publication of the Prospectus

Table 1. Shareholders

Shareholders	31/12/2008		31/12/2009		31/12/2010		31/12/2011		Current position	
	Number of shares	% of the capital and voting rights	Number of shares	% of the capital and voting rights	Number of shares	% of the capital and voting rights	Number of shares	% of the capital and voting rights	Number of shares	% of the capital and voting rights
Mr. Anas Sefrioui	2 992	99,7%	5 999 992	100,0%	5 999 992	75,0%	5 999 994	75,0%	8 999 994	81,8%
Omnium des Industries and de la Promotion	2	0,1%	2	0,0%	2 000 002	25,0%	2 000 002	25,0%	2 000 002	18,2%
Ms Kenza Sefrioui	2	0,1%	2	0,0%	2	0,0%	2	0,0%	2	0,0%
Mr. Noureddine El Ayoubi	2	0,1%	2	0,0%	2	0,0%	-	0,0%	-	0,0%
Mr. Mohamed Benzekri	2	0,1%	2	0,0%	2	0,0%	-	0,0%	-	0,0%
Mr. Malik Sefrioui	-	-	-	-	-	-	1	-	1	0,0%
Ms Alia Sefrioui	-	-	-	-	-	-	1	-	1	0,0%
<b>Total shares</b>	<b>3 000</b>	<b>100,0%</b>	<b>6 000 000</b>	<b>100%</b>	<b>8 000 000</b>	<b>100%</b>	<b>8 000 000</b>	<b>100%</b>	<b>11 000 000</b>	<b>100%</b>

Source: CIMAT

At the time of the publication of this prospectus, the shareholders of reference are (i) Mr Anas Sefrioui, and Omnium des Industries et de la Promotion. These shareholders hold respectively and directly 81,8% and 18,2% of capital and voting rights.

During these 4 last years, Omnium des Industries et de la Promotion has known an increase in its participation by 25%.

The Sefrioui family holds 50% of the stake of “Omnium des Industries et de la Promotion” which is a holding company in charge of investment and management of share portfolios.

At present, none of the aforementioned shareholders holds any shares attached to double voting rights or preferential share over a period stretching from 31 December 2008 to the date of publication of the Prospectus.

### III. Issuer administrative and management bodies

#### III.1. Board of Directors

The CIMAT Board of Directors as of 30 April 2012 is as follows:

Member of the Board of Directors	Current function	Date of nomination or renewal	Expiry of term	Link to the Company	Number of shares held	Family link with Chairman
Mr. Anas Sefrioui	Chairman	2010	OGM deciding on accounts for FY 2015	Shareholder	8 999 994	Himself
Omnium des Industries et de la Promotion <sup>1</sup>	Administrator	2010	OGM deciding on accounts for FY 2015	Shareholder	2 000 002	N/A
Ms Kenza Sefrioui	Administrator	2010	OGM deciding on accounts for FY 2015	Shareholder	2	Daughter

Source: CIMAT

<sup>1</sup> Represented by Kenza Sefrioui as administrator.

### III.2. Management bodies

In accordance with the provisions of article 18 of the bylaws, the Board of Directors decides that the General Management of the Company will be provided by the Chairman of the Board of Director operating under the title of CEO. The CEO will be invested with the widest of powers.

In addition to the CEO the management bodies of CIMAT include all the Company departmental managers, i.e. for i) Operations Management, (ii) the Marketing and Sales management and the (iii) Administration and Finance management, as well as a Vice President and Advisor to the Chairman.

The following table presents the management bodies of CIMAT on 30 April 2012:

Table 1. Principal CIMAT managers

Principal CIMAT managers	Position
Mr. Anas Sefrioui	CEO
Ms Kenza Sefrioui	Vice President
Mr. Saad Sefrioui	Advisor to the Chairman
Mr. Mohamed Naciri	Operations Manager and Deputy General Manager
Mr. Omar Ameziane El Hassani	Administrative and Financial Manager
Mr. Hatim Khattabi	Marketing and Sales Manager
Mr. Adil Chennouf	Concrete and Granulate Manager

Source: CIMAT

### IV. Issuer Activity

The CIMAT Group is an industrial undertaking specialized in the creation and operation of cement's factories and all building materials, as well as the production and marketing of all hydraulic binders used in construction and public works projects, in particular clinker, cement and concrete.

The principal activities of CIMAT group focus on the production of cement (via CIMAT Company) and ready mix concretes (via the subsidiary Bétons et Granulats du Maroc).

#### Cement

As the historical cement operators, CIMAT puts out several types of cement including (i) 3 types of cement (CPJ 35, CPJ 45 and CPJ 55) and (ii) special cements. In 2011, the Company reported a turnover of 1 214 MMAD with a sales volume of 1 539 Kt representing a market share of 9.5%.

Its main customers are distributors (with 75.7% of Company turnover in 2011) and building and public works firms (12.0%).

#### Ready mix concrete

Bétons and Granulats du Maroc (BGM), a CIMAT subsidiary, operates on the Moroccan market via four concrete plants set up in 2011 in the regions of (i) Rabat-Sale, (ii) the Grand Casablanca, (iii) Tadla-Azilal and (iv) Marrakech-Tensift-Al Haouz. In 2012, the company launched a concrete plant at Rahma in the region of Grand Casablanca.

BGM sells a range of ready mix concrete meeting the needs of its customers and including standardized and specialized concrete. BGM positions itself over the full value chain from delivery to pumping, as well as technical assistance in the choice of ready mix, sizing and implementation.

BGM purchases cement from CIMAT at market conditions in order to produce and sell the ready mix concretes which constitutes one of the cement distribution channels. Cement sales made by CIMAT with BGM represented 1,9% of CIMAT turnover in 2011.

#### IV.1. CIMAT Historical Background

The key events marking the activity of CIMAT since its creation can be summarized as follows:

Table 5 – CIMAT historical background

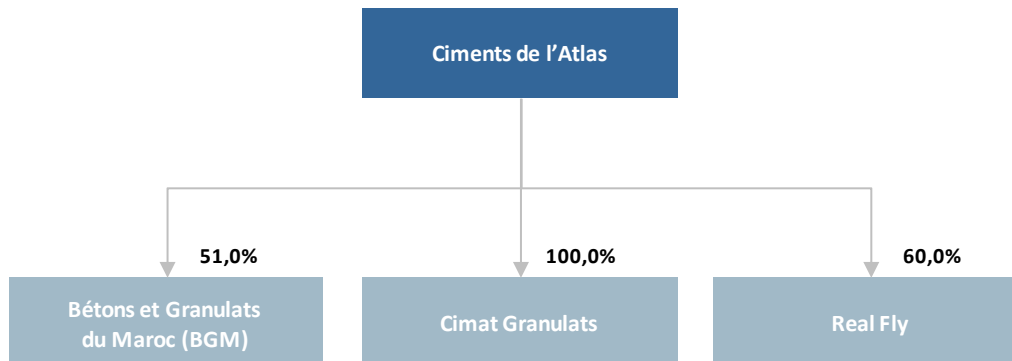
<b>2007</b>	<ul style="list-style-type: none"> <li>▪ June: Creation of CIMAT by Mr. Anas Sefrioui with a registered capital of 300 KMAD.</li> <li>▪ July: CIMAT signs an investment agreement with the Government.</li> </ul>
<b>2008</b>	<ul style="list-style-type: none"> <li>▪ April: CIMAT signs a building contract for the construction of two cement works with German prime contractor Polysius.</li> </ul>
<b>2009</b>	<ul style="list-style-type: none"> <li>▪ February and October: Two capital increases via the compensation of Mr Sefrioui's receivables, which bring CIMAT registered capital to 50 MMAD and later to 600 MMAD.</li> </ul>
<b>2010</b>	<ul style="list-style-type: none"> <li>▪ April:               <ul style="list-style-type: none"> <li>- Start up of the first cement mill at Ben Ahmed ;</li> <li>- Sale of the first cement bag originated from the Ben Ahmed plant ;</li> <li>- Start up of SAP software ;</li> </ul> </li> <li>▪ June: Capital increase via cash contribution reserved to the Omnium des Industries et de la Promotion (OIP) shareholder bring CIMAT registered capital to 800 MMAD ;</li> <li>▪ December:               <ul style="list-style-type: none"> <li>- Start up of oven and 2<sup>nd</sup> cement mill at Ben Ahmed plant ;</li> <li>- Start up of clinker output in Ben Ahmed;</li> <li>- Start up of cement sales from Beni Mellal plant;</li> <li>- Creation of Bétons and Granulats du Maroc (BGM), subsidiary held at 51% by CIMAT.</li> </ul> </li> </ul>
<b>2011</b>	<ul style="list-style-type: none"> <li>▪ January 2011: Start up of Bagging and Expedition workshop at Beni Mellal plant.</li> <li>▪ June:               <ul style="list-style-type: none"> <li>- Start up of the first cement mill at Beni Mellal;</li> <li>- Creation of the Ciments de l'Atlas Granulats (CIMAT Granulats) held at 100% by CIMAT;</li> </ul> </li> <li>▪ December:               <ul style="list-style-type: none"> <li>- Start up of oven at the Beni Mellal plant;</li> <li>- Start up of clinker output at Beni Mellal.</li> </ul> </li> <li>▪ CIMAT entered in the capital of Real Fly (created in November 2010) through different capital increases reserved to CIMAT.</li> </ul>
<b>2012</b>	<ul style="list-style-type: none"> <li>▪ April: Capital increase via the incorporation of associate current accounts bring CIMAT registered capital to 1 100 MMAD.</li> </ul>

Source: CIMAT

## IV.2. CIMAT Legal Flowchart

As of 30 April 2012, the legal flowchart of CIMAT is as follows:

Figure 1. CIMAT legal flowchart



Source: CIMAT

As of today, CIMAT holds (i) 51.0% of the capital of Bétons et Granulats du Maroc, (ii) 100% of the capital of CIMAT Granulats (created in 2011) and (iii) 60.0% of Real Fly (stake taken out by CIMAT in 2011).

### IV.2.1. Bétons et Granulats du Maroc (BGM)

Held at 51% by CIMAT, Bétons et Granulats du Maroc is a business corporation created on 17 December 2010 specializing on the output and marketing of granulates and ready mix concrete in Morocco.

Springing from a partnership between CIMAT and Mr. Khalid Lahlou (manager of Béton Chantiers<sup>2</sup>), BGM has five concrete plant, a « city » plant in Marrakech and four “worksite” plants in Salé (Plage des Nations), Bouskoura, Casablanca (Rahma) and Fkih Bensaleh.

The activity of BGM actually began in early March 2011 further to the installation and operation of four concrete plants (i) in Marrakech, (ii) at the Plage des Nations real estate project by Douja Promotion of the Addoha group, (iii) at Bouskoura and (iv) at Fkih Bensaleh. The concrete plan located at Rahma was created in 2012.

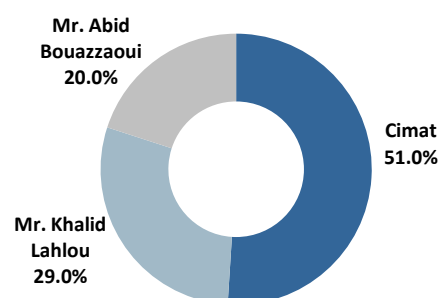
<sup>2</sup> SARL created in 2004 by Mr. Khalid Lahlou, with registered capital of 6 MMAD, specializing in the sale of concrete in Morocco.

The following data sheet contains the principal legal information on BGM:

Table 5 - BGM

<b>Corporate name</b>	Bétons and Granulats du Maroc
<b>Date of creation</b>	17 December 2010
<b>Headquarters</b>	Km 7 Route de Rabat, Ain Sebaâ, Casablanca
<b>Legal form</b>	Business corporation
<b>Field of activity</b>	Production and marketing of concrete and granulates
<b>Registered capital</b>	9 500 000 MAD on 31 December 2011, divided into 95 000 shares with a par value of 100 MAD.
<b>Corporate purpose</b>	<p>According to article 2 of BGM bylaws, the corporate purpose is:</p> <ul style="list-style-type: none"> <li>▪ The output, distribution, purchase, import, export and marketing of cement, concrete, granulates, the by-products thereof and materials connected thereto;</li> <li>▪ All activities connected to cement standardized concrete, special concrete and granulates;</li> <li>▪ Operation of concrete plants, delivery, pumping of concrete and all other activities in connection therewith;</li> <li>▪ Generally, all real estate and property operations directly or indirectly attached to the company purpose.</li> </ul>
<b>Fiscal Year</b>	From 1 <sup>st</sup> January to 31 December

**Breakdown of registered capital and voting rights of BGM on 31 December 2011**



Also, each of the below shareholders holds a BGM share:

- Mr. Anas Sefrioui;
- Ms Mounia Benzakri;
- Ms Kenza Sefrioui;
- Béton Chantier.

Source: CIMAT

Mr Khalid Lahlou is a professional actor in the ready mix concretes sector. He is an architect who occupied the position of commercial director at Lafarge Béton, and the position of Director at Holcim Beton. He is the co-founder of Béton Chantier, the 4<sup>th</sup> mixer of concrete in Morocco.

M. Abid Bouazzaoui is an entrepreneur and a real-estate developer in Morocco. He is also the co-founder of the company Béton Chantier.

The main financial aggregates of BGM in 2010-2011 were as follows:

In KMAD	2010	2011
Turnover	-	54 885
Registered capital	9 500	9 500
Equity	9 273	10 961
Net debt	-9 500	29 162
Net income	-227	1 688
Dividends paid to CIMAT	-	N/A

Source: CIMAT

In 2011, BGM registered a turnover amounting to 54 ;8 MMAD corresponding to a ready mix volume of 81 Km<sup>3</sup> marketed for the most part among building and public works entities (by 92.5%) and ready mix producers (7.5%) in the regions of Grand Casablanca, Rabat-Salé and Tadla Azilal.

The operating and net margins of BGM were respectively 4.8% and 3.1% en 2011, and the net debt came to 29.2 MMAD, i.e. a net gearing<sup>3</sup> of 72.7%.

#### IV.2.2. Description of CIMAT Granulats

CIMAT Granulats is a company created in 2011 and held at 100% by CIMAT. Its purpose is the extraction, crushing, purchase and sale of granulates on the Moroccan market.

CIMAT Granulats isn't intending to develop or to acquire quarries.

#### Data sheet of CIMAT Granulats

<b>Corporate name</b>	Ciments de l'Atlas Granulats (CIMAT Granulats)
<b>Date de creation</b>	24 June 2011
<b>Headquarters</b>	Km 7 Route de Rabat, Aïn Sebaâ, Casablanca
<b>Legal form</b>	Limited Liability Company (SARL)
<b>Field of activity</b>	Extraction, crushing, purchase and sale of granulates
<b>Registered capital</b>	100 000 MAD on 31 December 2011, consisting of 1 000 share at par value of 100 MAD each
<b>Corporate purpose</b>	<p>According to article 2 of the Ciments de l'Atlas Granulats by-laws, the corporate purpose is the following:</p> <ul style="list-style-type: none"> <li>▪ Output, distribution, purchase, import, export and marketing of granulates and related by-products and other materials;</li> <li>▪ The operation of quarries and extraction of raw materials, in particular those needed for the production of cement and granulates as well as all construction materials;</li> <li>▪ Generally, all real estate or property operations directly or indirectly attached to the corporate purpose.</li> </ul>
<b>Fiscal year</b>	From 1 <sup>st</sup> January to 31 <sup>st</sup> December
<b>Breakdown of registered capital and voting rights on 31 December 2011</b>	Ciments de l'Atlas: 100.0%

Source: CIMAT

In 2011 the principal financial aggregates of CIMAT Granulats were as follows:

<sup>3</sup> Gearing net = Net debt / (net debt + shareholders' equity)

The main financial aggregates of CIMAT Granulats in 2011 were as follows:

In KMAD	2011
Turnover	-
Registered capital	100
Equity	100
Net debt	-100
Net income	-
Dividends paid to CIMAT	-

Source: CIMAT

CIMAT Granulats is a company created recently and has not yet initiated any activity. By the end of 2011, its registered capital amounted to 100 KMAD.

#### IV.2.3. Description of Real Fly

Created in November 2010, Real Fly is held at 60.0% by CIMAT and at 33.3% by Douja Promotion Addoha Group at the end of 2011. Real Fly is a business aviation company.

At present, Real Fly has one aircraft. The turnover is composed of the revenues from the rent of this aircraft to other companies held by Mr. Sefrioui.

In 2011, the rentals billed by Real Fly to CIMAT amounted to 1.4 MMAD.

Table 5. Data sheet of Real Fly

<b>Corporate name</b>	Real Fly
<b>Date of creation</b>	09 November 2010
<b>Headquarters</b>	Km 7 Route de Rabat, Ain Sebaâ, Casablanca
<b>Legal form</b>	Limited Liability Company (SARL)
<b>Field of activity</b>	Rental of private executive aircraft for business travel
<b>Registered capital</b>	15 000 000 MAD on 31 December 2011, consisting of 150 000 shares at par value of 100 MAD each
<b>Corporate purpose</b>	<p>According to article 3 of the Real Fly by-law the corporate purpose is:</p> <ul style="list-style-type: none"> <li>▪ Regular or non regular public air passenger traffic (home and international) for tourism or other purposes);</li> <li>▪ Home and domestic air travel for goods and merchandise;</li> <li>▪ Any air travel activity;</li> <li>▪ Purchase, charter and rental of all items of equipment and other supplies connected to air transport activities and services;</li> <li>▪ Signing of all agreements and the execution of all commercial and financial operation useful to the execution of the corporate purpose;</li> <li>▪ Generally, all commercial, industrial, real estate and property and financial activities directly or indirectly attached to the performance of the aforementioned activities or likely to boost the development thereof.</li> </ul>
<b>Fiscal year</b>	From 1 <sup>st</sup> January to 31 <sup>st</sup> December
<b>Breakdown of registered capital and voting rights on 31 December 2011</b>	<ul style="list-style-type: none"> <li>▪ Ciments de l'Atlas: 60;0%</li> <li>▪ Douja Promotion Groupe Addoha: 33.3%</li> <li>▪ O.I.P: 5.3%</li> <li>▪ Anas Sefrioui: 1.3%</li> </ul>

Source: CIMAT

The main financial aggregated of Real Fly in 2010-2011 were as follows:

In KMAD	2010	2011
Turnover	-	2 300
Registered capital	1 000	15 000
Shareholders' equity	-12	- 1 920
Current accounts – Liability	-	18 614
State	-	20 754
Net debt	-1 000	-40 241
Net income	-12	-16 908
Dividends paid to CIMAT	N/A	N/A

Source: CIMAT

In 2011 Real Fly reported a turnover amounting to 2.3 MMAD corresponding to earnings generated from rental of the executive jet via a Sale & lease-back operation carried out in 2011.

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The net income recorded a deficit of 16.9 MMAD in FY 201 primarily due to the following factors :

- Negative operating income (-5.6 MMAD) comprising (i) leasing fees for executive jet (1.4 MMAD), (ii) amortization entered prior to the *lease-back* (1.7 MMAD), (iii) aircraft operating costs (4.2 MMAD) and (iv) payroll expenses (0.7 MMAD);
- Negative financial income (-4.2 MMAD) in connection with the remuneration of associate current accounts amounting to 18.6 MAD on 31/12/2011;
- Non-operating income of -7.0 MMAD with regard to the loss registered on sale of the executive jet further to the *lease-back*. Real fly did in 2011 an airplane cease and a recovery of this asset financed via leasing. The leasing contract is 10 year maturity. The annual fee is 17.0 million MAD and the residual value of 1.3 million MAD.

Elsewhere, Real Fly posted surplus cash position at the end of 2011 of 40.2 MMAD.

## Part III. ISSUER FINANCIAL DATA

## I. Cimat consolidated Balance Sheet 2009-2011

The below table presents the main indicators of the CIMAT Group consolidated balance sheet:

### Consolidate balance sheet of CIMAT group (2009-2011)

Assets - In KMAD	2009 <sup>(*)</sup>	% Total balance sheet	2010	% Total balance sheet	2011	% Total balance sheet	Var 09-10	Var 10-11
Goodwill	-	0.0%	-	0.0%	-	0.0%	-	-
Intangible fixed assets	530	0.0%	11 198	0.2%	11 658	0.2%	n/s	4.1%
Tangible fixed assets	2 401 103	97.1%	4 065 962	88.7%	5 280 460	87.0%	69.3%	29.9%
Financial fixed assets	7	0.0%	4 746	0.1%	13 563	0.2%	n/s	n/s
Equity method securities	-	0.0%	-	0.0%	-	0.0%	n/s	-
Differed taxes assets	3 660	0.1%	4 138	0.1%	2 659	0.0%	n/s	-35.7%
<b>Total fixed assets</b>	<b>2 405 300</b>	<b>97.3%</b>	<b>4 086 044</b>	<b>89.1%</b>	<b>5 308 341</b>	<b>87.5%</b>	<b>69.9%</b>	<b>29.9%</b>
Inventories and outstanding	-	0.0%	99 967	2.2%	149 644	2.5%	100.0%	49.7%
Supplier advances and installments	-	0.0%	29 872	0.7%	22 872	0.4%	100.0%	-23.4%
Customer and connected accounts	-	0.0%	39 440	0.9%	96 697	1.6%	100.0%	n/s
Staff	11	0.0%	91	0.0%	1 280	0.0%	n/s	n/s
Debtor statements	65 964	2.7%	206 476	4.5%	180 618	3.0%	n/s	-12.5%
Various debts	-	0.0%	10 624	0.2%	6 455	0.1%	n/s	-39.2%
<b>Total current assets</b>	<b>65 975</b>	<b>2.7%</b>	<b>386 472</b>	<b>8.4%</b>	<b>457 565</b>	<b>7.5%</b>	<b>485.8%</b>	<b>18.4%</b>
Investment goodwill	-	0.0%	-	0.0%	-	0.0%	-	-
Funds on hand	430	0.0%	113 162	2.5%	303 767	5.0%	n/s	n/s
<b>Assets cash position</b>	<b>430</b>	<b>0.0%</b>	<b>113 162</b>	<b>2.5%</b>	<b>303 767</b>	<b>5.0%</b>	<b>n/s</b>	<b>Ns</b>
<b>Total Assets</b>	<b>2 471 704</b>	<b>100.0%</b>	<b>4 585 677</b>	<b>100.0%</b>	<b>6 069 673</b>	<b>100.0%</b>	<b>85.5%</b>	<b>32.4%</b>
Liabilities - In KMAD	2009	% Total balance sheet	2010	% Total balance sheet	2011	% Total balance sheet	Var 09-10	Var 10-11
<b>Shareholders' equity (group share)</b>	<b>574 718</b>	<b>23.3%</b>	<b>627 562</b>	<b>13.7%</b>	<b>960 601</b>	<b>15.8%</b>	<b>9.2%</b>	<b>53.1%</b>
Capital	600 000	24.3%	650 000	14.2%	800 000	13.2%	8.3%	23.1%
Premiums	-	0.0%	-	0.0%	-	0.0%	-	-
Consolidated reserves	-14 313	-0.6%	-29 805	-0.6%	-17 320	-0.3%	n/s	-41.9%
Other	-	0.0%	-	0.0%	-	0.0%	n/s	-
Net income (Group share)	-10 969	-0.4%	7 368	0.2%	177 922	2.9%	n/s	n/s
<b>Minority interest</b>	<b>-</b>	<b>0.0%</b>	<b>4 544</b>	<b>0.1%</b>	<b>10 887</b>	<b>0.2%</b>	<b>100.0%</b>	<b>n/s</b>
Minority reserves	-	0.0%	4 655	0.1%	4 565	0.1%	100.0%	-1.9%
Minority income	-	0.0%	-111	0.0%	6 322	0.1%	n/s	n/s
<b>Consolidated shareholders' equity</b>	<b>574 718</b>	<b>23.3%</b>	<b>632 106</b>	<b>13.8%</b>	<b>971 488</b>	<b>16.0%</b>	<b>10.0%</b>	<b>53.7%</b>
Provisions for risks and expenditures	-	0.0%	133	0.0%	2 282	0.0%	100.0%	ns
Financial debts	1 007	0.0%	2 198 420	47.9%	2 885 889	47.5%	100.0%	31.3%
Liabilities differed taxes	-	0.0%	-	0.0%	-	0.0%	-	-
Suppliers	378 038	15.3%	230 779	5.0%	300 259	4.9%	-39.0%	30.1%
Customer advances and installments	-	0.0%	720	0.0%	3 460	0.1%	100.0%	n/s
Staff and social organisms	7 270	0.3%	8 098	0.2%	15 194	0.3%	11.4%	87.6%
Creditor statements	1 359	0.1%	27 631	0.6%	147 026	2.4%	n/s	n/s
Various debts	83 086	3.4%	913 533	19.9%	1 229 304	20.3%	n/s	34.6%
Other provisions	-	0.0%	584	0.0%	-	0.0%	n/s	-100.0%
<b>Total current liabilities</b>	<b>469 754</b>	<b>19.0%</b>	<b>1 181 345</b>	<b>25.8%</b>	<b>1 695 243</b>	<b>27.9%</b>	<b>n/s</b>	<b>43.5%</b>
Overdrafts	1 426 225	57.7%	573 673	12.5%	514 771	8.5%	-59.8%	-10.3%
<b>Total Liabilities</b>	<b>2 471 704</b>	<b>100.0%</b>	<b>4 585 677</b>	<b>100.0%</b>	<b>6 069 673</b>	<b>100.0%</b>	<b>85.5%</b>	<b>32.4%</b>

Source: CIMAT Group – (\*) CIMAT corporate accounts comprising consolidation restatements

## II. Consolidated Income statement of CIMAT for 2009-2011

The below table shows the historical data of the CIMAT Group consolidated income statement for 2009-2011:

Table 1. CIMAT Group income statement (2009-2011)

In KMAD	2009 <sup>(*)</sup>	2010	2011	Var 09-10	Var 10-11
Turnover	-	324 958	1 247 531	100.0%	n/s
Other operating income <sup>4</sup>	-	108 124	75 066	100.0%	-30.6%
<b>Operating income</b>	<b>-</b>	<b>433 082</b>	<b>1 322 597</b>	<b>100.0%</b>	<b>n/s</b>
Purchases consumed	482	271 418	582 826	n/s	n/s
Payroll expenses	6 594	57 605	77 744	n/s	35.0%
Other operating expenses	1 570	62 053	111 357	n/s	79.5%
Taxes and duty	60	6 775	5 901	n/s	-12.9%
Operating allocations	815	17 944	143 353	n/s	n/s
<b>Operating expenses</b>	<b>9 520</b>	<b>415 795</b>	<b>921 182</b>	<b>n/s</b>	<b>n/s</b>
<b>Operating income</b>	<b>-9 520</b>	<b>17 287</b>	<b>401 415</b>	<b>ns</b>	<b>ns</b>
Gains de change	-	5 328	586	100.0%	-89.0%
Interest and other financial income	12	-	1	-	100.0%
Financial, expense transfer write-downs	-	177 691	96 824	100.0%	-45.5%
<b>Financial income</b>	<b>12</b>	<b>183 019</b>	<b>97 411</b>	<b>100.0%</b>	<b>-46.8%</b>
Interest charges	93	171 083	208 280	100.0%	21.7%
Exchange rate losses	103	20 180	12 994	n/s	-35.6%
Financial allocations	140	584	862	n/s	47.6%
<b>Financial charges</b>	<b>336</b>	<b>191 847</b>	<b>222 136</b>	<b>n/s</b>	<b>15.8%</b>
<b>Financial income</b>	<b>-324</b>	<b>-8 828</b>	<b>-124 725</b>	<b>n/s</b>	<b>n/s</b>
<b>Current income of integrated enterprises</b>	<b>-9 844</b>	<b>8 459</b>	<b>276 691</b>	<b>n/s</b>	<b>n/s</b>
Income from sale of fixed assets	-	0	128 254	0.0%	100.0%
Other non operating income	0	12	389	100.0%	n/s
<b>Non operating income</b>	<b>0</b>	<b>12</b>	<b>128 643</b>	<b>100.0%</b>	<b>n/s</b>
Net worth of depreciation on fixed assets sold	-	0	135 289	0.0%	100.0%
Other non operating expenses	12	11	26	-8.3%	n/s
<b>Non operating expenses</b>	<b>12</b>	<b>11</b>	<b>135 315</b>	<b>-8.3%</b>	<b>n/s</b>
<b>Non operating income</b>	<b>-12</b>	<b>1</b>	<b>-6 673</b>	<b>n/s</b>	<b>n/s</b>
Income tax	1 113	1 204	85 774	8.2%	ns
<b>Net income from integrated enterprises</b>	<b>-10 969</b>	<b>7 256</b>	<b>184 244</b>	<b>n/s</b>	<b>n/s</b>
Quota of income from enterprises by the equity method	0	0	0	n/a	-
Allocation to depreciation of goodwill	0	0	0	n/a	-
<b>Consolidated net income</b>	<b>-10 969</b>	<b>7 256</b>	<b>184 244</b>	<b>n/s</b>	<b>n/s</b>
Minority interest	0	-111	6 322	n/s	n/s
<b>Net income ( group share)</b>	<b>-10 969</b>	<b>7 368</b>	<b>177 922</b>	<b>n/s</b>	<b>n/s</b>
<b>Number of shares (*1000)</b>	<b>6 000</b>	<b>8 000</b>	<b>8 000</b>	<b>33.3%</b>	<b>-</b>
<b>Income per share</b>	<b>-2</b>	<b>1</b>	<b>22</b>	<b>n/s</b>	<b>n/s</b>

Source: CIMAT Group – (\*) CIMAT corporate account comprising consolidated restatements and has been subject to a limited review by the auditors.

<sup>4</sup> Other operating income = Inventory differences + Operating, expense transfer write-downs.

## Part IV. RISK FACTORS

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## I. Real Estate risk and public works sector

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The cement sector remains dependent on the activity levels in the building and public works sector tightly attached to trends correlated to the production of dwelling units and the scope of the public, tourist and industrial infrastructure projects currently underway.

Therefore the cement industry remains sensitive to certain factors such as purchase power, demographic growth and urban development, loans available to households in real estate segment, as well as government policies in the field of housing and infrastructure refurbishment.

### I.1. Public works sector

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Development of the cement sector is directly stimulated by the policy of upgrading and extension of infrastructures underway in Morocco over the past few years.

However, despite the outlook advocated by the Government of Morocco in collaboration with specialized bodies pointing to steady growth in these upgrading investments, given the context marked by budgetary constraints on public finances, there is a risk of a slowdown in the pace of public investment for infrastructures.

### I.2. Real estate sector

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In spite of the growth potential offered by the real estate sector, account must be taken of the risk of a slowdown in demand for upscale and medium scale housing due to the effect of (i) higher prices, (ii) possible tightening of credit terms due to lack of liquidities and (iii) a drop in demand from Moroccans residing abroad.

However, to be noted is that the aforementioned risk factors should be evaluated while taking account of the stimulus injected by the determined policy applied by the public authorities in the struggle against sub-standard housing and attempt to stem the deficit in offerings needed to cover domestic needs.

Elsewhere, the tourism real estate section, one of the principal cement sector customers, remains subject to the risk of a slowdown in hotel infrastructure investments under the effect of a potential drop in demand as expressed by the principal issuer markets.

### I.3. Seasonality of the building and public works sector

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The cement and building materials market is generally affected by the seasonality of the real estate activity (due primarily to rainfall). Indeed, periods marked by heavy rains could affect production in the building and public works sector, consequently causing a downturn in concrete sales volumes.

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## II. Environmental and security risks

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### II.1. Environmental risks

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Cement production requires fossil fuel combustion and therefore causes gas emissions potentially harmful to the environment. In this respect, green movements and greater mobilization of public opinion against greenhouse gas emitting industries could constitute a risk factor for Moroccan cement industrialists.

Having ratified the Kyoto protocol, due to its commitments to the international community, Morocco could (i) establish a stricter regulatory framework with the aim of limiting CO<sub>2</sub> emissions and/or (ii) ratify other international environmental conventions.

On these bases, any change in Morocco's regulatory environment regarding gas emission and unknown at the date of publication of this Prospectus could lead to additional costs for the Company (special taxes, additional investments, etc.).

Also to be noted is that the cement industry is subject to other environmental, sanitary and security regulations concerning control of waste dumps, environmental protection, the struggle against pollution, ISO certification, the health and security of laborers and production standards, etc.

Any strengthening, modification and/or amendment to the regulatory provisions unknown at the date of publication of this Prospectus could have an effect on the volume, the modalities and/or the profitability in the cement industry.

In addition, the plants run by the Company put out or have already produced industrial waste disposed of in compliance with the laws currently in force. In the event of more restrictive laws having a retroactive effect, the Company may be subject to sanctions with regard to (i) investigations or soil decontamination, (ii) any sort of damage affecting personnel working on the spot, or (iii) contamination of natural resources.

To better apprehend the aforementioned risks, to be pointed out is that the Company since its creation has been committed to an environmental policy based on « sustainable development ». Indeed, 15% of the amount of the global outlay for the construction of the two CIMAT cement plants was set aside for measurement and equipment pursuant to environmental protection.

The Company has undertaken several actions as presented hereafter:

- Reduction of dust emission at the production sites to 20 mg/Nm<sup>3</sup> (vs. 50 mg/Nm<sup>3</sup> stipulated by Moroccan regulations)<sup>5</sup>;
- Fitting out of all points deemed critical with specific dust removal apparatuses.
- Covering of materials and fuel storage spaces making it possible to rule out the spreading of dust or pollutant infiltration;
- The implementation of preventive measures at quarries, i.e. (i) provision of drills with dust removal system, (ii) sprinkling of access and driving surfaces, (iii) vehicle speed limits, (iv) installation of a dust removal system for crushing machine and (v) fitting out of a cleaning area for trucks;
- Rational selection of materials and fuels via analysis making it possible to remove any harmful item apt to general emissions surpassing the limits set by the law and agreements of the sector;
- Organization of annual measurement campaigns by an independent and duly approved body with the aim of controlling gas emissions and the fallout thereof on the environment;

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<sup>5</sup> The actual measurements carried out by public laboratory LPEE give evidence to emission rates under 3 mg/Nm<sup>3</sup>.

- The integration of greenhouse gas reduction in the CIMAT investment policy through strict choice of production technologies with regard to environmental requirements;
- The establishment of specific technologies allowing the reduction of greenhouse gas emissions generated by the production of clinker (frequency variators, high yield turbine for substantial reduction in specific electrical consumption, etc.);
- Systematic and continuous analysis of gas emissions produced by ovens;
- Establishment of a development strategy for the use of clinker substitutes with the aim of reducing fuel consumption (use of fly ash and pouzzolan, the conducting of industrial clinker mineralization trials, etc.);
- Establishment of the « carbon » approach developed by the French Environmental and Energy Control Agency for estimating greenhouse gas emissions;
- Establishment of several processes for the protection of water resources<sup>6</sup>: jointly used filter; recycling of waste water used for production, sending off site external water to avoid contamination, protection of the water table from the infiltration of harmful materials, and the installation of sanitary and extinction water treatment stations;
- Setting up of a controlled waste dump on production sites;
- Planting on production site and progressive rehabilitation of the quarries operated by the Company.
- Adoption of a development plan for the quarry at Beni Mellal to protect the landscape on the mountain side, etc.

## II.2. Security risks

Cement production required industrial operations causing a risk of occupational accidents. CIMAT places security in the work place at the heart of its social policy and adheres to a demanding and fully controlled system that has made it possible to minimize the number of accidents since the time of its inception. Indeed, CIMAT has not registered any lethal accidents since its creation.

In spite of the preventive measures put in place, the risk of accidents cannot be entirely ruled out. In addition, industrial accidents entail additional costs and expenditure potentially harmful to the image and reputation of the Company.

## III. Competition risks

CIMAT operate on a highly competitive market. The prices offered by the Company remain close to those of the competition within the same region.

With a reduced margin of maneuver in terms of increased sales prices, the Company's profitability is highly sensitive to fluctuations in the cost of fuel, energy in addition to the prevailing economic conditions.

Further, the barriers to entry are relatively weak and the positive profit outlook offered by the sector might cause the entry of new arrivals on the market.

The multiplication of Moroccan and international operators could cause a double effect on CIMAT activities:

- Slowdown in the growth of sales;
- Narrowing of sales margins.

In front of these risks the Company has established several commercial measures with the aim of securitizing its market share:

- Regional diversification and improvement of product mix;
- Close watch on market and competition;
- Implication across the entire value chain of the cement sector;
- A continuous enhancement of the quality of its products and services;

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<sup>6</sup> Specific water consumption for cooling of the oven comes to 31 l/tons of cement, i.e. among the lowest ratios in the trade.

- Promotional policy aimed at customer loyalty.

#### **IV. Production risks**

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The Company's profitability remains highly dependent on its industrial performance, itself closely linked to the full availability of the output capacity. Any interruption of production due to failure of an essential components (crusher, oven, etc.), social unrest, accidents or events of force majeure can cause a significant drop in the Company's productivity.

To enable evaluation of the risk of industrial breakdowns, consideration must be taken of the fact that the Company keeps in place a policy of maintenance in line with the very highest standards of the cement sector. This policy is founded on preventive and curative maintenance making it possible to organize and render reliable all actions undertaken in compliance with a computer-based management and monitoring system.

To be noted is that the aforementioned risk factors are insured by insurance policies concerning (i) damage to property and (ii) any extensive operating losses caused thereby.

#### **V. Risks related to assets**

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##### **V.1. Asset depreciation risk**

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The cement industry is highly capitalistic. Therefore any technological advance or trend in the production standards in this sector can inject a risk of depreciation of current assets and oblige cement producers to foresee upgrading investments that may prove costly.

##### **V.2. Risk related to lands**

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At December 31, 2011, Accounts, "Land" and "Assets under construction - land" are respectively about 37.1 MMAD and 176.3 MMAD. CIMAT has completed the acquisition of 941 ha including 304 ha that have been the subject of a registration in the register of the land conservation. The formalities of registration are in process for the remainder area of 637 ha of which 409 ha are being registered in the conservation land and 228 ha in preparation for introduction to the land conservation. Finally, parcels of land totaling 59 acres are being acquired and the related sale agreement is signed.

CIMAT has so far registered no dispute or litigation relating to the registration of land.

#### **VI. Market risk**

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CIMAT is exposed to exchange rate risks, as well as market risks in particular with regard to the prices of some types of fuel derived from petroleum.

##### **VI.1. Exchange rate risk**

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CIMAT obtains a part of its supplies in foreign currency, the US dollar in particular. The said purchases are primarily for petcoke.

To cover possible exchange rate risks affecting operations in currency, CIMAT underwrite time base exchange contract to be in a position to cover all currency transactions as soon as they are identified.

##### **VI.2. Risk linked to energy costs**

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The energy bill primarily consisting of petcoke, electricity and fuel represents one of the most significant cost factors in the expense structure of cement works. Any upward variation in the said costs could negatively affect the margins of cement industrialists.

In addition, the inefficiency of alternative types of fuel or the failure to respect commitments by supplier scan also negatively impact the activity of cement industrialists.

In this respect and due to its activity, CIMAT consumes substantial amounts of fuel and remains subject to the risk of continuous variation in materials prices and the cost of transport.

However, to allow evaluation of this risk, the following must be taken into consideration:

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- In view of optimization of fuel consumption CIMAT is developing the use of alternative types of fuel. In this respect, an agreement has been signed by CIMAT with a petroleum group for the recovery of waste oil by service stations.
  - To optimize the cost of electricity:
    - ✓ At the time of signing of a contract for the construction of its production units, CIMAT opted for recent technologies making possible energy savings;
    - ✓ From an operational standpoint, the Company operates cement crushers during busy and non busy hours thereby ruling out peak times generating higher costs.

### VI.3. Risk in connection with the availability of raw materials

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CIMAT has its own limestone reserves. These quarries represent a life span of 68 years at Ben Ahmed and 82 years at Beni Mellal and therefore comprise no medium term risk of depletion.

### VI.4. Risk of interest rates

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Ciments de l'Atlas is exposed to an interest rate risk as part of this bond issue. In fact, the reference rate included in blocks A and D of this issue corresponds to a floating rate revised annually and indexed on the 52 weeks full rate determined on the secondary curve published by Bank Al Maghrib.

Therefore, the increase of the floating rate could lead to additional financial costs for the Company.

## **WARNING**

The above information only represents a part of the prospectus approved by the Conseil Déontologique des Valeurs Mobilières (CDVM) on June 19<sup>th</sup>, 2012 under the reference number VI/EM/023/2012. The CDVM recommends reading the full information note available in French.