PROSPECTUS SUMMARY

ATTIJARIWAFA BANK S.A

PERPETUAL SUBORDINATED BOND ISSUE WITH LOSS ABSORPTION AND COUPON PAYMENT CANCELLATION MECHANISM FOR A TOTAL AMOUNT OF MAD 1,000,000,000

The AMMC-approved prospectus consists of:

- This Securities Note
- Attijariwafa bank's Reference Document relating to the 2021 financial year, registered by the AMMC on June 17, 2022, under the reference EN/EM/010/2022

	Tranche A (not listed)	Tranche B (not listed)
Ceiling	MAD 1,000,000,000	MAD 1,000,000,000
Maximum number of securities	10,000 perpetual subordinated bonds	10,000 perpetual subordinated bonds
Nominal value	MAD 100,000	MAD 100,000
Maturity	Perpetual, with the possibility of redemption beyond the 5th year of the dividend date. This can only be done at the issuer's initiative and upon approval by Bank Al-Maghrib with a minimum notice of five years	
Face interest rate	Revisable every 10 years: For the first 10 years, the face interest rate is determined in reference to the secondary 10-year Treasury bill yield curve, as it will be published by Bank Al-Maghrib on June 23, 2022. This rate will be increased by a risk premium ranging between 225 and 235 basis points	Revisable annually: For the first year, the face interest rate is determined in reference to the full 52-week rate (monetary rate) based on the secondary Treasury bills yield curve as it will be published by Bank Al-Maghrib on June 23, 2022. This rate will be increased by a risk premium ranging between 205 and 215 basis points
Risk premium	Between 225 and 235 bps	Between 205 and 215 bps
Repayment guarantee	None	None
Allocation method	French auction with priority to tranche A (at a revisable rate every 10 years), then to tranche B (at an annually-revisable rate)	
Tradability of securities	Over-the-counter (off-market)	Over-the-counter (off-market)

Subscription period: from June 24 to 28, 2022 included

Subscription to these bonds and their trading on the secondary market are strictly reserved for qualified investors under Moroccan law listed in this Securities Note

Advisory Body

Attijari Finances Corp.

Placement Agent

APPROVAL OF THE MOROCCAN CAPITAL MARKET AUTHORITY (AMMC)

In accordance with the provisions of the AMMC circular, issued pursuant to Article 5 of the Dahir Law No. 1 -12-55 dated December 28, 2012, promulgating Law No. 44-12 on public offerings and information required of legal entities and savings organizations, this prospectus was approved by the AMMC on June 17, 2022, under reference no. VI/EM/016/2022.

This Securities Note forms only part of the AMMC-approved prospectus. The latter consists of the following documents:

- This Securities Note

Attijariwafa bank's Reference Document relating to the 2021 financial year, registered by the AMMC on June 17, 2022, under the reference EN/EM/010/2022

DISCLAIMER

The Moroccan Capital Market Authority (AMMC) approved, on June 17, 2022, a prospectus related to the issue of perpetual subordinated bonds by Attijariwafa bank.

The perpetual subordinated bond is distinguished from the classical bond by the rank of claims contractually defined by the subordination clause and by its indefinite duration. The effect of the subordination clause is to condition, in the event of the liquidation of the issuer, repayment of the loan to the satisfaction of all other debts including subordinated bonds with a fixed maturity that have been issued and which could be issued later. The investment in perpetual subordinated bonds includes provisions for depreciation of the nominal value of the securities and cancellation of interest payments.

The AMMC-approved prospectus is available at any time at the following places:

- **Attijariwafa bank headquarters: 2, boulevard Moulay Youssef -Casablanca. Phone: 05.22.29.88.88, and on its website: http://ir.attijariwafabank.com/;**
- **Attijari Finances Corp.: 163, avenue Hassan II - Casablanca. Phone: 05.22.47.64.35.**

The prospectus is available to the public on AMMC website (www.ammc.ma).

This summary has been translated by LISSANIAT under the joint responsibility of the said translator and Attijariwafa bank. In the event of any discrepancy between the contents of this summary and the AMMC-approved prospectus, only the approved prospectus will prevail.

PART I: PRESENTATION OF THE OPERATION

I. OBJECTIVES OF THE OPERATION

The main objective of this issue is to:

- strengthen the current regulatory capital and, consequently, strengthen the solvency ratio of Attijariwafa bank;
- finance the bank's organic development in Morocco and abroad;
- anticipate the various regulatory changes in the countries of presence.

In accordance with Bank Al-Maghrib’s Circular 14/G/2013 on the calculation of the regulatory capital requirements of credit institutions, as amended and supplemented, funds collected through this operation will be classified as additional Tier 1 capital.

II. STRUCTURE OF THE OFFER

Attijariwafa bank intends to issue 10,000 perpetual subordinated bonds with a nominal value of MAD 100,000. The total amount of the operation amounts to MAD 1,000,000,000 divided as follows:

- Tranche “A” with a perpetual maturity and a rate revisable every 10 years, not listed in the Casablanca Stock Exchange, with a MAD 1,000,000,000 ceiling and a nominal value of MAD 100,000;
- Tranche “B” with a perpetual maturity and a rate revisable annually, not listed in the Casablanca Stock Exchange, with a MAD 1,000,000,000 ceiling and a nominal value of MAD 100,000.
- The total amount allotted on both tranches may under no circumstances exceed the amount of MAD 1,000,000,000.

In case the bond issue is not totally subscribed for, the amount of the issue will be limited to the amount effectively subscribed for.

The subscription to these bonds as well as their trading on the secondary market are strictly reserved to qualified investors of Moroccan Law listed in this Securities Note.

III. INFORMATION RELATED TO ATTIJARIWAFA BANK'S PERPETUAL SUBORDINATED BONDS

***Disclaimer**: Perpetual subordinated bonds differ from traditional bonds, on the one hand by virtue of the order of creditor ranking contractually defined by the subordination clause, and on the other hand by its indefinite term. The effect of the subordination clause is to determine, in the event of winding-up of the issuer, the repayment of the loan that will be subject to the repayment of all other claims, including subordinated bonds with a fixed maturity, which have been issued and which may subsequently be issued. The principal and interest relating to these securities constitute a last-rank commitment and will rank and rank higher only in relation to the equity securities of Attijariwafa bank. Furthermore, the attention of potential investors is drawn to the fact that:*

- ***This perpetual bond issue has no fixed maturity date but may be repaid at the issuer's discretion and with the agreement of Bank Al-Maghrib, which may have an impact on the expected maturity and reinvestment conditions;***
- ***Investment in perpetual subordinated bonds includes clauses for the depreciation of the nominal value of the securities and the cancellation of interest payments exposing investors to the risk presented in Section IV of this Part.[1]***

Characteristics of Tranche A (At a revisable rate every 10 years, with a perpetual maturity, and not listed on the Casablanca Stock Exchange)

Nature of securities	Perpetual subordinated bonds not listed on the Casablanca Stock Exchange, entirely dematerialized by registration in an account with the financial intermediaries authorized and approved for the operations of the central custodian (Maroclear).
Legal form	Bearer bond
Tranche ceiling	**MAD 1,000,000,000**
Maximum number of securities to be issued	**10,000 subordinated bonds**
Initial nominal value	**MAD 100,000**
Issue price	**100%, i.e. MAD 100,000**
Loan maturity	Perpetual, with the possibility of early repayment, beyond the 5th year of the interest accrual date, which can only be made at the issuer's initiative and with the agreement of Bank Al-Maghrib with a minimum notice period of five years.
Subscription period	From June 24 to 28, 2022 included
Dividend date	June 30, 2022
Allocation method	French auction with priority to tranche A (at a revisable rate every 10 years), then to tranche B (at an annually-revisable rate).
Face interest rate	**Revisable every 10 years** For the first 10 years, the face interest rate is determined by reference to the 10-year rate calculated using the yield curve for

[1] See Part II. Presentation of the operation – Section IV. Risks related to perpetual subordinated bonds.

	secondary market reference rates for Treasury Bills as published by Bank Al-Maghrib on June 23, 2022. This rate will be increased by a risk premium ranging between 225 and 235 basis points. The reference rate and the face interest rates will be published by Attijariwafa bank on its website and in a legal announcement journal on June 23, 2022. Beyond the first 10 years and for each 10-year period, the reference rate is the 10-year rate observed or calculated using the secondary yield curve of Treasury bills, as it will be published by Bank Al-Maghrib, preceding the last coupon anniversary date of each 10-year period by 5 business days. The reference rate thus obtained will be increased by the risk premium set at the end of the auction (risk premium between 225 and 235 basis points) and will be communicated to bondholders, in a newspaper of legal announcement, 5 business days before the anniversary date of each rate revision date. In the event that the 10-year Treasury bill rate is not directly observable on the yield curve, the reference rate by Attijariwafa bank will be determined by linear interpolation using the two points surrounding the full 10-year maturity (actuarial basis).
Risk premium	**Between 225 and 235 basis points**
Interests	Interest will be paid annually on the anniversary dates of the interest accrual date of the loan, i.e. on June 30 of each year. Payment will be made on the same day or on the first business day following June 30 if it is not a business day. Interest on the perpetual subordinated bonds will cease to accrue from the date on which the capital is repaid by Attijariwafa bank. Attijariwafa bank may decide, at its discretion and with the prior agreement of Bank Al-Maghrib, to cancel (in whole or in part) the payment of interest for an indefinite period and on a non-cumulative basis in order to meet its obligations (notably following a request from Bank Al-Maghrib). As a result of this decision, any amount of interest cancelled is no longer payable by the issuer or considered to be accrued or due to all holders of perpetual bonds issued by Attijariwafa bank. Each cancellation decision will relate to the amount of the coupon that was originally scheduled for payment on the next anniversary date. Attijariwafa bank is required to apply the provisions of Bank Al-Maghrib's circular No. 14/G/2013 of August 13, 2013 on the calculation of regulatory capital of credit institutions, including Article 10 of the aforementioned circular defining core capital instruments as shares and any other item comprising share capital and the allocation meeting a certain number of criteria (listed below), including primarily the provision stipulating that distributions in the form of dividends or other distributions are made only after all legal and contractual obligations have been met and payments on senior equity instruments have been made, including the perpetual subordinated bonds covered by this Prospectus. All the above-mentioned criteria are described as follows:

- the instruments are issued directly by the institution after prior approval by its administrative body;
- the instruments are perpetual;
- the principal amount of the instruments may not be reduced or redeemed, except in the event of winding up of the institution or with the prior consent of Bank Al-Maghrib;
- the instruments rank after all other claims in the event of insolvency or winding-up of the institution;
- the instruments do not benefit from any of the related entities' sureties or guarantees that have the effect of raising the ranking of the claims;
- the instruments are not subject to any arrangement, contractual or otherwise, that would raise the priority of claims arising from such instruments in the event of insolvency or winding-up;
- the instruments make it possible to absorb the first part and proportionally the largest part of the losses as soon as they occur;
- the instruments give its owner a claim on the residual assets of the institution, which, in the event of winding-up and after payment of all higher-ranking claims, is proportional to the amount of the instruments issued. The amount of the said claim is neither fixed nor subject to a ceiling, except in the event of shares in the company;
- the purchase of the instruments is not financed directly or indirectly by the institution;
- distributions in the form of dividends or other distributions are made only after all legal and contractual obligations have been met and payments on senior equity instruments have been made. These distributions can only come from distributable items. The level of distributions is not related to the price at which the instruments were acquired at the time of issue, except in the case of shares;
- the provisions to which the core capital instruments are subject do not provide for (i) preferential rights for the payment of dividends, (ii) a ceiling or other restrictions on the maximum amount of distributions, except in the case of shares, (iii) an obligation for the institution to make distributions to its holders;
- the non-payment of dividends does not constitute an event of default for the institution; and
- the cancellation of distributions does not impose any constraints on the institution.

In the event of cancellation of the payment of the interest amount, the issuer must inform the holders of perpetual bonds and the AMMC of this cancellation decision at least 60 calendar days before the payment date. Holders of perpetual bonds shall be informed by a notice published by Attijariwafa bank on its website and in a newspaper of legal announcement specifying the amount of interest cancelled and the reasons for this decision to cancel payment of the amount of interest and the corrective measures that have been implemented.

The distribution of interest can only come from distributable items and is not linked to the credit quality of Attijariwafa bank.

Attijariwafa bank may decide, at its discretion and with the prior agreement of Bank Al-Maghrib, to increase the amount of a coupon

	payable which will therefore become higher than the amount of the coupon determined by using the formula below. In the event of a decision to increase the coupon amount, the issuer must inform the holders of perpetual bonds and the AMMC of this decision at least 60 calendar days before the payment date, all of the perpetual bondholders issued by Attijariwafa bank and the AMMC, of this decision. Holders of perpetual bonds shall be informed by a notice published by Attijariwafa bank on its website and in a newspaper of legal announcement. In the event of other instruments having a coupon payment cancellation mechanism, the decision to cancel / increase the amount of the coupon to be paid will be prorated to the amount of the coupon between all instruments. Interest will be calculated according to the following formula: [Nominal x face interest rate]. Interest will be calculated on the basis of the last nominal amount as defined in the "Loss Absorption" clause or on the basis of the outstanding capital as defined in the "Capital Redemption" clause.
Capital redemption	The redemption of the capital is subject to Bank Al-Maghrib's approval and is made on a straight-line basis over a minimum period of 5 years (see "early redemption" clause).
Early redemption	Attijariwafa bank undertakes not to proceed with the early redemption of the perpetual subordinated bonds, the subject of this issue, before a period of 5 years from the interest accrual date. Beyond 5 years, the early redemption of all or part of the capital may only be made at the issuer's initiative, subject to a minimum notice period of five years and after approval by Bank Al-Maghrib. Any early redemption (total or partial) will be made in proportion to all tranches of the perpetual subordinated bonds covered by this issue on a straight-line basis over a minimum period of 5 years. Holders of perpetual bonds will be informed of the early redemption, as soon as the decision on early redemption has been taken, with a reminder at least sixty calendar days before the start date of this redemption. These notices shall be published in a newspaper of legal announcement and on the issuer's website and shall specify the amount and duration and the start date of the redemption. The issuer may not proceed with the early redemption in whole or in part of the perpetual subordinated bonds, which are the subject of this issue, as long as their par value is depreciated in accordance with the "Loss Absorption" clause. In the event that the Common Equity Tier1 (CET 1) ratio, as defined by Bank Al Maghrib, falls below 6.0% of the weighted risks, on an individual or consolidated basis, during the redemption period, the latter shall be based on the initial par value of the securities. Any early redemption (total or partial) made before the anniversary date will be made on the basis of the amount of the outstanding principal and the accrued interest on the date of redemption. Attijariwafa bank undertakes not to repurchase the perpetual subordinated bonds, the subject of this issue, as long as their par value is depreciated in accordance with the "Loss Absorption"

	clause. The issuer is required to inform the AMMC and all holders of the perpetual subordinated bonds subscribed to this issue of any repurchase procedure, subject to prior approval by Bank Al-Maghrib, by a notice published in its website and in a newspaper of legal announcement specifying the number of bonds to be repurchased, the timeframe and the price of the repurchase. Attijariwafa bank will redeem pro rata to the sale orders submitted (in the event that the number of securities submitted is greater than the number of securities to be repurchased). The repurchased bonds will be cancelled. In the event of a merger, spin-off or partial contribution of assets of Attijariwafa bank occurring during the term of the loan and resulting in the universal transfer of the assets to a separate legal entity, the rights and obligations under the perpetual subordinated bonds will automatically be transferred to the legal entity substituted in the rights and obligations of Attijariwafa bank. In the event that Attijariwafa bank is wound up, the repayment of the capital is subordinated to all other debts (see "Rank of the loan").
Loss absorption	Securities are written down[2] when the Common Equity Tier1 (CET 1) ratio, as defined by Bank Al Maghrib, falls below 6.0% of the weighted risks, on an individual or consolidated basis. Securities are written down by the amount corresponding to the difference between theoretical Tier 1 core capital (CET1) allowing to reach 6.0% of the weighted risks of the CET 1 ratio and actual CET 1 capital (after taking into account the tax effect).[3] This write-down is made within a period not exceeding one calendar month from the date on which the non-compliance with the minimum ratio of 6.0% is noted, on an individual or consolidated basis, by reducing the par value of the securities by the corresponding amount, up to a minimum par value of MAD 50 (pursuant to Article 292 of Law 17-95 on public limited companies, as amended and supplemented). Within 30 days following each semi-annual period end (semi-annual solvency ratio publication cut-off dates) or an extraordinary or intermediate calculation date requested by the regulator, the issuer must verify that the Common Equity Tier 1 ratio (CET 1), as defined by Bank Al Maghrib, complies with the minimum level of 6.0% of weighted risks, on an individual and consolidated basis. Attijariwafa bank will publish its CET1 ratio as well as the forecast levels of the said ratio over an 18-month horizon, after prior approval by its Board of Directors. This publication will take place before the end of April for each annual accounts closing and before the end of October for each half-year accounts closing and will be made through Attijariwafa bank's Pillar III publications (available on its website). This publication will also take place, through a newspaper of legal announcement, within thirty days of the occurrence of any significant event affecting regulatory ratios.

[2] Any write-down of the par value of the securities would allow Attijariwafa bank to recognize exceptional income that would increase its net income and improve its shareholders' equity.
[3] The historical evolution of the core capital ratio (CET 1) and the solvency ratio is presented in Attijariwafa bank's reference document relating to the financial year 2021 in section II.4. Analysis of the IFRS balance sheet (for the ratios on consolidated basis) and in section I.2.2. Risk management - Solvency ratios and in Part VII. Risk factors - Section IV. Regulatory Risks (for ratios on a corporate basis as well as ratios established on a forecast basis).

	These publications will be sent to the representative of the bondholders' group comprising the holders of the perpetual subordinated bonds covered by this issue, at the same time as to Bank Al-Maghrib and the AMMC, and must contain details of the prudential ratios (Core Capital Ratio or CET1 and Solvency Ratio), regulatory capital composition and weighted risk allocation. In the event of non-compliance with the minimum ratio of 6.0%, on an individual or consolidated basis, the issuer must immediately inform Bank Al-Maghrib and the AMMC and send the holders of perpetual bonds, within 5 business days from the date on which it is established that the minimum ratio of 6.0% has not been complied with, on an individual or consolidated basis, a notice published on its website and in a newspaper of legal announcement specifying the occurrence of events that trigger the loss absorption mechanism, the amount by which the par value of the securities has been written down, the method used to determine this amount, the corrective measures implemented and the date on which this write-down will be effective. After a possible write-down of the par value of the securities, and if the financial situation of the issuer that required the write-down improves, Attijariwafa bank may immediately trigger, with the prior agreement of Bank Al-Maghrib, the mechanism for appreciating in whole or in part the par value that was the subject of the write-down. The issuer must inform the holders of perpetual subordinated bonds, within one month, by notice published on its website and in a newspaper of legal announcement, of the decision to increase the par value, the amount, the method of calculation and the effective date of such increase. In the event that other instruments with a loss absorption mechanism exist, the depreciation/appreciation of the par value will be made on a pro rata basis between all instruments whose trigger point has been exceeded, on the basis of the last par value preceding the trigger date of the loss absorption mechanism. Interest will be calculated on the basis of the last nominal amount preceding the coupon payment date (taking into account the depreciation/appreciation of the nominal amount). In the event of a depreciation or appreciation of the nominal value of the securities, the issuer must immediately inform the AMMC.
Tradability of securities	Traded over-the-counter. Perpetual subordinated bonds, which are the subject of this issue, may only be traded between qualified investors listed in this securities note. Each qualified investor holding the perpetual subordinated bonds covered by this prospectus undertakes to transfer the said bonds only to the qualified investors listed in this prospectus. In addition, account keepers must under no circumstances accept settlement instructions for the perpetual subordinated bonds covered by this prospectus from qualified investors other than the investors listed in this securities note.
Assimilation clauses	There is no assimilation of the perpetual subordinated bonds, subject of this prospectus, to the securities from a previous issue.

	In the event that Attijariwafa bank subsequently issues new securities enjoying in all respects the same rights as this issue, it may, without requiring the consent of the holders, and provided that the issue contracts so provide, assimilate all the securities of the successive issues, thus unifying all the transactions relating to their management and trading.
Loan rank / Subordination	The capital will be subject to a subordination clause. The application of this clause shall in no way affect the rules of law concerning the accounting principles for the allocation of losses, the obligations of shareholders and the rights of the subscriber to obtain, under the conditions laid down in the contract, the payment of its securities in capital and interest. In the event of the winding-up of Attijariwafa bank, the perpetual subordinated securities of this issue will only be redeemed after all classical, preferential or unsecured creditors have been paid. These perpetual subordinated securities will be redeemed after all other fixed-term subordinated loans that have been issued and that may subsequently be issued by Attijariwafa bank both in Morocco and internationally. This repayment will be made on the basis of the lesser of the following two amounts: ▪ the initial par value reduced by the amount of any repayments made previously; ▪ the amount available after payment of all preferential or unsecured creditors and holders of subordinated fixed-term bonds that have been issued and that may subsequently be issued by Attijariwafa bank both in Morocco and internationally; These perpetual subordinated bonds will rank *pari passu* with all the perpetual subordinated bonds of the same kind. As a reminder, Attijariwafa bank carried out perpetual subordinated bonds issues in December 2016, in December 2018, in June 2019, in December 2019, in June 2020, in December 2020 and in December 2021 for a total amount of MAD 5,000,000,000.
Repayment guarantee	This issue is not the subject of any particular guarantee.
Rating	This issue has not been the subject of any rating request.
Representation of the bondholders' body	The Board of Directors held on June 13, 2022, appointed the firm Hdid Consultants represented by Mr. Mohamed Hdid as temporary proxy. It is specified that the provisional proxy appointed is identical for tranches A and B (perpetual subordinated bonds), which are grouped together in a single body. The provisional proxy proceeds, within a 6-month period as from the closing date of subscriptions to the convening of the ordinary general meeting of bondholders with a view to electing the proxy of the bondholders' body in accordance with the provisions of articles 301 and 301 bis of Law 17-95 relating to public limited companies, as amended and supplemented.

	In accordance with Article 301 bis of Law 17-95 public limited companies, as amended and supplemented, it has been decided to fix the remuneration of the provisional proxy and the proxy of the bondholders' group at MAD 30,000 (excl. tax) per year for the whole body. In accordance with Article 302 of the above-mentioned law, the proxy of the bondholders' body has, except restriction decided by the general assembly of bondholders, the power to carry out in the name of the group all management acts necessary to the safeguarding of the common interests of bondholders. Attijariwafa Bank has no capital or business link with the firm Hdid Consultants represented by Mr. Mohamed Hdid. Besides, the firm HDID Consultants represented by Mr. Mohamed Hdid is the representative of the bondholders' body of issues carried out by Attijariwafa bank between 2014 and 2021.
Applicable law	Moroccan law
Competent jurisdiction	Commercial Court of Casablanca

Characteristics of Tranche B (At an annually revisable, with a perpetual maturity, and not listed on the Casablanca Stock Exchange)

Nature of securities	Perpetual subordinated bonds not listed on the Casablanca Stock Exchange, entirely dematerialized by registration in an account with the financial intermediaries authorized and approved for the operations of the central custodian (Maroclear).
Legal form	Bearer bond
Tranche ceiling	**MAD 1,000,000,000**
Maximum number of securities to be issued	**10,000 subordinated bonds**
Initial nominal value	**MAD 100,000**
Issue price	**100%, i.e. MAD 100,000**
Loan maturity	Perpetual, with the possibility of early repayment, beyond the 5th year of the interest accrual date, which can only be made at the issuer's initiative and with the agreement of Bank Al-Maghrib with a minimum notice period of five years.
Subscription period	From June 24 to 28, 2022 included
Dividend date	June 30, 2022
Allocation method	French auction with priority to tranche A (at a revisable rate every 10 years), then to tranche B (at an annually-revisable rate).
Face interest rate	**Annually-revisable rate**

	For the first year, the face interest rate is the full 52-week rate (monetary policy rate) determined using the yield curve of secondary market reference rates for Treasury bills as it will be published by Bank Al-Maghrib on June 23, 2022. This rate will be increased by a risk premium ranging between 205 et 215 basis points. The reference rate and the facial interest rates will be published by Attijariwafa bank on its website and in a legal announcement journal on June 23, 2022. On each anniversary date, the reference rate is the full 52-week rate (monetary rate) determined with reference to the secondary yield curve for Treasury bills published by Bank Al-Maghrib, preceding the anniversary date of the coupon by 5 business days. The reference rate thus obtained will be increased by the risk premium set at the end of the auction (risk premium between 205 and 215 basis points) and will be communicated by Attijariwafa bank, via its website) to bondholders 5 business days before the anniversary date of each rate revision date.
Method of calculating the reference rate	The reference rate will be determined by Attijariwafa bank by the linear interpolation method using the two points surrounding the full 52-week maturity (monetary basis). This linear interpolation will take place after the conversion of the rate immediately above the 52-week maturity (actuarial basis) into the equivalent monetary rate. The formula for this calculation is: (((Actuarial rate + 1)^ (k / exact number of days*))-1) x 360/k; where k: maturity of the actuarial rate we wish to transform *Exact number of days: 365 or 366 days.
Risk premium	**Between 205 and 215 basis points**
Interest rate determination date	The coupon will be revised annually on the anniversary dates of the interest accrual date of the loan, i.e. on June 30 of each year. The new rate will be communicated by the issuer to bondholders via its website, 5 business days before the anniversary date.
Interests	Interest will be paid annually on the anniversary dates of the interest accrual date of the loan, i.e. on June 30 of each year. Payment will be made on the same day or on the first business day following June 30 if it is not a business day. Interest on the perpetual subordinated bonds will cease to accrue from the date on which the capital is repaid by Attijariwafa bank. Attijariwafa bank may decide, at its discretion and with the prior agreement of Bank Al-Maghrib, to cancel (in whole or in part) the payment of interest for an indefinite period and on a non-cumulative basis in order to meet its obligations (notably following a request from Bank Al-Maghrib). As a result of this decision, any amount of interest cancelled is no longer payable by the issuer or considered to be accrued or due to all holders of perpetual bonds issued by Attijariwafa bank. Each cancellation decision will be based on the

amount of the coupon originally scheduled for payment on the next anniversary date.

Attijariwafa bank is required to apply the provisions of Bank Al-Maghrib's circular No. 14/G/2013 of August 13, 2013 on the calculation of regulatory capital of credit institutions, including Article 10 of the aforementioned circular defining core capital instruments as shares and any other item comprising share capital and the allocation meeting a certain number of criteria (listed below), including primarily the provision stipulating that distributions in the form of dividends or other distributions are made only after all legal and contractual obligations have been met and payments on senior equity instruments have been made, including the perpetual subordinated bonds covered by this Prospectus. All the above-mentioned criteria are described as follows:

- the instruments are issued directly by the institution after prior approval by its administrative body;
- the instruments are perpetual;
- the principal amount of the instruments may not be reduced or redeemed, except in the event of winding up of the institution or with the prior consent of Bank Al-Maghrib;
- the instruments rank after all other claims in the event of insolvency or winding-up of the institution;
- the instruments do not benefit from any of the related entities' sureties or guarantees that have the effect of raising the ranking of the claims;
- the instruments are not subject to any arrangement, contractual or otherwise, that would raise the priority of claims arising from such instruments in the event of insolvency or winding-up;
- the instruments make it possible to absorb the first part and proportionally the largest part of the losses as soon as they occur;
- the instruments give its owner a claim on the residual assets of the institution, which, in the event of winding-up and after payment of all higher-ranking claims, is proportional to the amount of the instruments issued. The amount of the said claim is neither fixed nor subject to a ceiling, except in the event of shares in the company;
- the purchase of the instruments is not financed directly or indirectly by the institution;
- distributions in the form of dividends or other distributions are made only after all legal and contractual obligations have been met and payments on senior equity instruments have been made. These distributions can only come from distributable items. The level of distributions is not related to the price at which the instruments were acquired at the time of issue, except in the case of shares;
- the provisions to which the core capital instruments are subject do not provide for (i) preferential rights for the payment of dividends, (ii) a ceiling or other restrictions on the maximum amount of distributions, except in the case of shares, (iii) an obligation for the institution to make distributions to its holders;
- the non-payment of dividends does not constitute an event of default for the institution; and

	▪ the cancellation of distributions does not impose any constraints on the institution. In the event of cancellation of the payment of the interest amount, the issuer must inform the holders of perpetual bonds and the AMMC of this cancellation decision at least 60 calendar days before the payment date. Holders of perpetual bonds shall be informed by a notice published on Attijariwafa bank website and in a newspaper of legal announcement specifying the amount of interest cancelled, the reasons for this decision to cancel payment of the amount of interest and the corrective measures that have been implemented. The distribution of interest can only come from distributable items and is not linked to the credit quality of Attijariwafa bank. Attijariwafa bank may decide, at its discretion and with the prior agreement of Bank Al-Maghrib, to increase the amount of a coupon payable which will therefore become higher than the amount of the coupon determined by using the formula below. In the event of a decision to increase the coupon amount, the issuer must inform the holders of perpetual bonds and the AMMC of this decision at least 60 calendar days before the payment date. Holders of perpetual bonds shall be informed by a notice published by Attijariwafa bank on its website and in a newspaper of legal announcement. In the event of other instruments having a coupon payment cancellation mechanism, the decision to cancel / increase the amount of the coupon to be paid will be prorated to the amount of the coupon between all instruments. Interest will be calculated according to the following formula: [Nominal x nominal rate x Exact number of days/360]. Interest will be calculated on the basis of the last nominal amount as defined in the "Loss Absorption" clause or on the basis of the outstanding capital as defined in the "Capital Redemption" clause.
Capital redemption	The redemption of the capital is subject to Bank Al-Maghrib's approval and is made on a straight-line basis over a minimum period of 5 years (see "early redemption" clause).
Early redemption	Attijariwafa bank undertakes not to proceed with the early redemption of the perpetual subordinated bonds, the subject of this issue, before a period of 5 years from the interest accrual date. Beyond 5 years, the early redemption of all or part of the capital may only be made at the issuer's initiative, subject to a minimum notice period of five years and after approval by Bank Al-Maghrib. Any early redemption (total or partial) will be made in proportion to all tranches of the perpetual subordinated bonds covered by this issue on a straight-line basis over a minimum period of 5 years. Holders of perpetual bonds will be informed of the early redemption, as soon as the decision on early redemption has been taken, with a reminder at least sixty calendar days before the start date of this redemption. These notices shall be published in a newspaper of legal announcement and on the issuer's website and shall specify the amount and duration and the start date of the redemption.

	The issuer may not proceed with the early redemption in whole or in part of the perpetual subordinated bonds, which are the subject of this issue, as long as their par value is depreciated in accordance with the “Loss Absorption” clause. In the event that the Common Equity Tier1 (CET 1) ratio, as defined by Bank Al Maghrib, falls below 6.0% of the weighted risks, on an individual or consolidated basis, during the redemption period, the latter shall be based on the initial par value of the securities. Any early redemption (total or partial) made before the anniversary date will be made on the basis of the amount of the outstanding principal and the accrued interest on the date of redemption. Attijariwafa bank undertakes not to repurchase the perpetual subordinated bonds, the subject of this issue, as long as their par value is depreciated in accordance with the “Loss Absorption” clause. The issuer is required to inform the AMMC and all holders of the perpetual subordinated bonds subscribed to this issue of any repurchase procedure, subject to prior approval by Bank Al-Maghrib, by a notice published in its website and in a newspaper of legal announcement specifying the number of bonds to be repurchased, the timeframe and the price of the repurchase. Attijariwafa bank will redeem pro rata to the sale orders submitted (in the event that the number of securities submitted is greater than the number of securities to be repurchased). The repurchased bonds will be cancelled. In the event of a merger, spin-off or partial contribution of assets of Attijariwafa bank occurring during the term of the loan and resulting in the universal transfer of the assets to a separate legal entity, the rights and obligations under the perpetual subordinated bonds will automatically be transferred to the legal entity substituted in the rights and obligations of Attijariwafa bank. In the event that Attijariwafa bank is wound up, the repayment of the capital is subordinated to all other debts (see “Rank of the loan”).
Loss absorption	Securities are written down [4] when the Common Equity Tier1 (CET 1) ratio, as defined by Bank Al Maghrib, falls below 6.0% of the weighted risks, on an individual or consolidated basis. Securities are written down by the amount corresponding to the difference between theoretical Tier 1 core capital (CET1) allowing to reach 6.0% of the weighted risks of the CET 1 ratio and actual CET 1 capital (after taking into account the tax effect).[5] This write-down is made within a period not exceeding one calendar month from the date on which the non-compliance with the minimum ratio of 6.0% is noted, on an individual or consolidated basis, by reducing the par value of the securities by the corresponding amount, up to a minimum par value of MAD 50 (pursuant to Article 292 of Law 17-95 on public limited companies, as amended and supplemented).

[4] Any write-down of the par value of the securities would allow Attijariwafa bank to recognize exceptional income that would increase its net income and improve its shareholders’ equity.
[5] The historical evolution of the core capital ratio (CET 1) and the solvency ratio is presented in Attijariwafa bank's reference document relating to the financial year 2021 in section II.4. Analysis of the IFRS balance sheet (for the ratios on consolidated basis) and in section I.2.2. Risk management - Solvency ratios and in Part VII. Risk factors - Section IV. Regulatory Risks (for ratios on a corporate basis as well as ratios established on a forecast basis).

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Hay Nassim Lot. Nassim Imm 130 N° 11
Lissasfa - Casablanca
Tél.: 0522 89 78 89
GSM : 0664 78 99 40

	Within 30 days following each semi-annual period end (semi-annual solvency ratio publication cut-off dates) or an extraordinary or intermediate calculation date requested by the regulator, the issuer must verify that the Common Equity Tier 1 ratio (CET 1), as defined by Bank Al Maghrib, complies with the minimum level of 6.0% of weighted risks, on an individual and consolidated basis. Attijariwafa bank will publish its CET1 ratio as well as the forecast levels of the said ratio over an 18-month horizon, after prior approval by its Board of Directors. This publication will take place before the end of April for each annual accounts closing and before the end of October for each half-year accounts closing and will be made through Attijariwafa bank's Pillar III publications (available on its website). This publication will also take place, through a newspaper of legal announcement, within thirty days of the occurrence of any significant event affecting regulatory ratios. These publications will be sent to the representative of the bondholders' group comprising the holders of the perpetual subordinated bonds covered by this issue, at the same time as to Bank Al-Maghrib and the AMMC, and must contain details of the prudential ratios (Core Capital Ratio or CET1 and Solvency Ratio), regulatory capital composition and weighted risk allocation. In the event of non-compliance with the minimum ratio of 6.0%, on an individual or consolidated basis, the issuer must immediately inform Bank Al-Maghrib and the AMMC and send the holders of perpetual bonds, within 5 business days, from the date on which it is established that the minimum ratio of 6.0% has not been complied with, on an individual or consolidated basis, a notice published by Attijariwafa bank on its website and in a newspaper of legal announcement specifying the occurrence of events that trigger the loss absorption mechanism, the amount by which the par value of the securities has been written down, the method used to determine this amount, the corrective measures implemented and the date on which this write-down will be effective. After a possible write-down of the par value of the securities, and if the financial situation of the issuer that required the write-down improves, Attijariwafa bank may immediately trigger, with the prior agreement of Bank Al-Maghrib, the mechanism for appreciating in whole or in part the par value that was the subject of the write-down. The issuer must inform the holders of perpetual subordinated bonds, within one month, by notice published by Attijariwafa bank on its website and in a newspaper of legal announcement, of the decision to increase the par value, the amount, the method of calculation and the effective date of such increase. In the event that other instruments with a loss absorption mechanism exist, the depreciation/appreciation of the par value will be made on a pro rata basis between all instruments whose trigger point has been exceeded, on the basis of the last par value preceding the trigger date of the loss absorption mechanism. Interest will be calculated on the basis of the last nominal amount preceding the coupon payment date (taking into account the depreciation/appreciation of the nominal amount). In the event of a depreciation or appreciation of the nominal value of the securities, the issuer must immediately inform the AMMC.

Tradability of securities	Traded over-the-counter. Perpetual subordinated bonds, which are the subject of this issue, may only be traded between qualified investors listed in this securities note. Each qualified investor holding the perpetual subordinated bonds covered by this prospectus undertakes to transfer the said bonds only to the qualified investors listed in this prospectus. In addition, account keepers must under no circumstances accept settlement instructions for the perpetual subordinated bonds covered by this prospectus from qualified investors other than the investors listed in this securities note.
Assimilation clauses	There is no assimilation of the perpetual subordinated bonds, subject of this prospectus, to the securities from a previous issue. In the event that Attijariwafa bank subsequently issues new securities enjoying in all respects the same rights as this issue, it may, without requiring the consent of the holders, and provided that the issue contracts so provide, assimilate all the securities of the successive issues, thus unifying all the transactions relating to their management and trading.
Loan rank / Subordination	The capital will be subject to a subordination clause. The application of this clause shall in no way affect the rules of law concerning the accounting principles for the allocation of losses, the obligations of shareholders and the rights of the subscriber to obtain, under the conditions laid down in the contract, the payment of its securities in capital and interest. In the event of the winding-up of Attijariwafa bank, the perpetual subordinated securities of this issue will only be redeemed after all classical, preferential or unsecured creditors have been paid. These perpetual subordinated securities will be redeemed after all other fixed-term subordinated loans that have been issued and that may subsequently be issued by Attijariwafa bank both in Morocco and internationally. This repayment will be made on the basis of the lesser of the following two amounts: ▪ the initial par value reduced by the amount of any repayments made previously; ▪ the amount available after payment of all preferential or unsecured creditors and holders of subordinated fixed-term bonds that have been issued and that may subsequently be issued by Attijariwafa bank both in Morocco and internationally; These perpetual subordinated bonds will rank *pari passu* with all the perpetual subordinated bonds of the same kind. As a reminder, Attijariwafa bank carried out perpetual subordinated bonds issues in December 2016, in December 2018, in June 2019, in December 2019, in June 2020, in December 2020 and in December 2021 for a total amount of MAD 5,000,000,000.
Repayment guarantee	This issue is not the subject of any particular guarantee.

Rating	This issue has not been the subject of any rating request.
Representation of the bondholders' body	The Board of Directors held on June 13, 2022, appointed the firm Hdid Consultants represented by Mr. Mohamed Hdid as temporary proxy. It is specified that the provisional proxy appointed is identical for tranches A and B (perpetual subordinated bonds), which are grouped together in a single body. The provisional proxy proceeds, within a 6-month period as from the closing date of subscriptions to the convening of the ordinary general meeting of bondholders with a view to electing the proxy of the bondholders' body in accordance with the provisions of articles 301 and 301 bis of Law 17-95 relating to public limited companies, as amended and supplemented. In accordance with Article 301 bis of Law 17-95 public limited companies, as amended and supplemented, it has been decided to fix the remuneration of the provisional proxy and the proxy of the bondholders' group at MAD 30,000 (excl. tax) per year for the whole body. In accordance with Article 302 of the above-mentioned law, the proxy of the bondholders' body has, except restriction decided by the general assembly of bondholders, the power to carry out in the name of the group all management acts necessary to the safeguarding of the common interests of bondholders. Attijariwafa Bank has no capital or business link with the firm Hdid Consultants represented by Mr. Mohamed Hdid. Besides, the firm HDID Consultants represented by Mr. Mohamed Hdid is the representative of the bondholders' body of issues carried out by Attijariwafa bank between 2014 and 2021.
Applicable law	Moroccan law
Competent jurisdiction	Commercial Court of Casablanca

IV. Risks related to perpetual subordinated bonds

1. General risks related to subordinated bonds

- **Interest rate risk**: The risk of changes in interest rates may affect the yield on bonds, the rate of which is revised every 10 years. Indeed, an increase in interest rates would have the impact of decreasing the value of the bonds held;
- **Risk of repayment default**: The bonds covered by this securities note may present a risk that the issuer may not be able to honor its contractual commitments to the bondholders. This risk results in the non-payment of coupons and/or the non-repayment of principal.

2. Risks specific to perpetual subordinated bonds

The risk factors listed below should not be considered exhaustive and may not cover all the risks associated with an investment in perpetual subordinated bonds.

The attention of potential investors who may subscribe to the perpetual subordinated bonds, which are the subject of this prospectus, is drawn to the fact that an investment in this type of bond is subject to the following main risks:

- Risk related to the introduction of a new instrument on the Moroccan financial market: Perpetual subordinated bonds are considered, in accordance with the international standards of the Basel Committee and Circular No. 14/G/2013 of Bank AL-Maghrib, as additional capital instruments. These instruments are regularly issued by international banks, but remain new for some Moroccan investors. Each potential investor should determine the suitability of such investment in light of its own circumstances and should have sufficient financial resources and liquidity to bear the risks of such an investment, including the possibility of a depreciation of the par value of such securities (see risk associated with the depreciation of the par value of the securities below) as well as the possibility of canceling the payment of the amount of interest (see risk associated with the possibility of cancellation of the payment of the amount of interest below);

- Risk related to the instrument's complexity: Bonds subject of the present issue are complex instruments insofar as the "pay-offs" associated with them are not entirely foreseeable. Indeed, the issuer has the sole discretion to cancel the payment of interests for an indefinite period and on a non-cumulative basis. Also, the nominal value of the bonds can be depreciated in the case where the trigger threshold is reached. In addition, a nominal appreciation is foreseen but remains subject to the approval of Bank Al-Maghrib. Finally, an increase in the coupon is possible, but it remains at the sole discretion of the issuer and there is no deterministic mechanism of its activation. These aspects make the future cash flows of the bonds hard to predict. Their forecasts are based on several assumptions and parameters (financial health of the issuer, predictive level of prudential ratios, other commitments and obligations of the issuer, etc.). The complexity of bonds thus means that their management, and their valuation notably, is complex;

- Risk related to the perpetual nature of these securities: Perpetual subordinated bonds are issued for an indefinite maturity and, consequently, the redemption of the capital can only be made at the issuer's initiative and with the prior agreement of Bank Al-Maghrib. This redemption may not be made before a period of 5 years from the date of issue, subject to a minimum notice period of five years;

- Risk related to the subordination clause: The capital is subject to a subordination clause, according to which, in the event of winding-up of the issuer, the perpetual subordinated bonds will be redeemed at a price equal to the nominal value that may be depreciated (see risk related to the depreciation of the nominal value of the securities below). This redemption will only take place after payment of all preferential or unsecured creditors and after all other subordinated loans that have been issued and that may subsequently be issued by the issuer;

- Risk related to the depreciation of the nominal value of the securities (loss absorption mechanism): As soon as the Common Equity Tier 1 (CET 1) ratio, as defined by Bank Al Maghrib, falls below the trigger set by the issuer (set at 6.0% for the purposes of this prospectus, in accordance with the provisions of Bank Al-Maghrib's technical notice setting out the terms of application of circular no. 14/G/2013 on credit institutions' own funds), on an individual or consolidated basis, securities are depreciated by the amount corresponding to the difference between theoretical core Tier 1 capital (CET1) allowing to reach 6.0% of the CET1 ratio and actual CET1 capital.

  Interest will therefore be calculated on the basis of the nominal amount, which is subject to change as defined in the loss absorption mechanism.

  However, after a possible depreciation of the nominal value of the securities, and if the financial situation of the issuer that caused the depreciation improves, Attijariwafa bank may immediately trigger, with the prior agreement of Bank Al-Maghrib, the mechanism for appreciating in whole or in part the nominal value that was the subject of the depreciation.

Attijariwafa bank continuously monitors compliance with the international standards of the Basel Committee and the regulatory guidelines of Bank AL-Maghrib. To this end, the Group has a regulatory risk management policy that allows it to:

- ✓ have a solid financial base to meet all its commitments;
- ✓ comply with all regulatory ratios required by Bank Al-Maghrib;
- ✓ provide an additional capital cushion to absorb shocks from regulatory and internal stress tests and ensure compliance with post-stress tests, namely:
  - A Tier 1 capital ratio of at least to 8%;
  - A Tier 1 capital ratio of at least 9.0% (vs a ratio of 12.7% on a corporate basis and 11.3% on a consolidated basis for Attijariwafa bank as of December 31, 2021);
  - A total Tier 1 and Tier 2 capital ratio of at least 12.0% (vs a ratio of 15.8% on corporate basis and 13.5% on consolidated basis for Attijariwafa bank as of December 31, 2021).
- ✓ meet the regulator's requirements for reporting solvency ratios (half-yearly publications of Pillar III to ensure transparency of financial information: details of prudential ratios, composition of regulatory capital, allocation of weighted risks).

- Risk associated with the possibility of cancellation of the payment of the amount of interest: The investor is subject to the risk of interest payment cancellation (in whole or in part) for an indefinite period of time and on a non-cumulative basis. The decision to cancel is at the issuer's discretion, after prior approval by Bank Al-Maghrib, with a view to meeting its obligations.

- Risk factors impacting the CET 1 ratio: the deterioration of the Common Equity Tier 1 ratio (CET 1), as defined by Bank Al Maghrib, at a level below 6.0%, thus triggering the depreciation of the nominal value of the securities, could be caused by several factors, mainly:
  - ✓ the occurrence of substantial losses following a possible increase in claims or an adverse and material change in the interest rate environment;
  - ✓ the introduction of new accounting standards;
  - ✓ the coming into force of new regulatory requirements.

In the event of the occurrence of one or more of these risk factors, the level of the CET 1 ratio may only deteriorate if Attijariwafa bank and its shareholders do not implement all the corrective measures enabling it to comply with all the regulatory ratios required by Bank Al-Maghrib, namely: a minimum CET 1 ratio of 9.0% and a minimum solvency ratio of 12.0%.

- Risk related to liquidity and tradability of securities: Due to their complexity, the bonds subject to this prospectus are not suitable for unqualified investors. Also, the trading of these bonds is strictly reserved for qualified investors, even on the secondary market. This limitation could reduce the liquidity of the bonds subject of this issue in relation to other bonds whose tradability is not restricted.

- Risk related to the presence of several options in favor of the issuer: The bonds subject of this prospectus contain several options in favor of the issuer, namely:
  - ✓ Early repayment option;
  - ✓ Depreciation/appreciation option of the nominal value of securities;

- ✓ Payment cancellation option of interest amount.

  Any potential investor must take these options into account when making an investment based on its own objectives and constraints. The issuer must also integrate its options into its bid submission proposal and into the determination of the fair value of securities.

- Risk related to additional indebtedness: The issuer may subsequently issue other debts having a rank that is equal or above that of the bonds described in this prospectus. Such issues would reduce the amount recoverable by the holders of these bonds in the event of the liquidation of the issuer.

IV. Schedule of the operation

This operation schedule is as follows:

Orders	Stages	Timeline
1	Receipt of the AMMC approval	June 17, 2022
2	Publication of the prospectus extract on the issuer's website (http://ir.attijariwafabank.com/)	June 17, 2022
3	Publication by the issuer of the press release in a legal announcement journal	June 21, 2022
4	Observation of reference rates	June 23, 2022
5	Publication of the reference and face interest rates on the issuer's website	June 23, 2022
6	Publication of the reference and face interest rates in a legal announcement journal	June 23, 2022
7	Opening of the subscription period	June 24, 2022
8	Closing of the subscription period	June 28, 2022
9	Allocation of securities	June 28, 2022
10	Payment / Delivery	June 30, 2022
11	Publication by the issuer of the operation results and the used rates in a legal announcement journal and on its website	June 30, 2022

PART II: OVERVIEW OF ATTIJARIWAFA BANK

I. General information

Company name	Attijariwafa bank
Headquarters	2, boulevard Moulay Youssef – Casablanca 20 000
Phone / Fax	Phone: 0522.29.88.88 Fax: 0522.29.41.25
Web site	www.attijariwafabank.com // http://ir.attijariwafabank.com/
Email	ir@attijariwafa.com
Legal form	Limited Company with Board of Directors
Incorporation date	1911
Company lifetime	May 31, 2060 (99 years)
Trade Register	Casablanca Trade Register No.333
Financial Year	From January 1 to December 31
Corporate purpose (article 5 of the articles of association)	"The company's purpose is to carry out, in all countries, all banking, finance, credit and commission operations and, in general, subject only to the restrictions resulting from the legal provisions in force, all operations directly or indirectly related to them, in particular the following operations, the list of which is not exhaustive: ▪ Receive from the public deposits on accounts or otherwise, interest bearing or not, repayable on demand, upon notice or at maturity; ▪ discount all commercial paper, bills of exchange, promissory notes, checks, warrants, bills, notes issued by the Public Treasury or by Public or semi-public authorities and, in general, all kinds of commitments resulting from industrial, agricultural, commercial or financial operations or operations made by any Public Administration, trade or rediscount the aforementioned items, provide and accept all orders, bills of exchange, promissory notes, checks, etc.; ▪ grant loans in any form whatsoever, with or without guarantees, make advances on Moroccan and foreign annuities, on securities issued by the State, Public or semi-public Authorities and on securities issued by industrial, agricultural, commercial or financial companies, whether Moroccan or foreign; ▪ receive in custody all securities, instruments and objects; accept or make all payments and recoveries of bills of exchange, promissory notes, checks, warrants, interest or dividend coupons, act as an intermediary for the purchase or sale of any kind of public funds, shares, bonds or profit shares; ▪ accept, or grant in connection with loans or borrowings, any mortgage allocations and any other guarantees; underwrite any guarantee commitments, sureties or endorsements, make any acquisitions, sales of movable or immovable property and any lease or rental of buildings; ▪ proceed to or participate in the issue, placement, introduction on the market, trading of any securities of public or private entities, bid on any loans of these entities, acquire or dispose of any securities of annuities, public bills, shares, units, bonds, warrants or notes of any kind of these entities, ensure the incorporation of companies and accept accordingly any mandate or power, possibly take a share in the capital of these companies; ▪ establish in any place in Morocco, or outside Morocco, the branches, agencies, offices and subsidiaries necessary to carry out the operations indicated above;

	▪ take stakes in existing or newly created companies, subject to compliance with the limits set, in relation to its own funds and the share capital or voting rights of the issuing company, in accordance with the regulations in force. ▪ And generally, any operation related to its corporate purpose."
Capital as of December 31, 2021	MAD 2,151,408,390
Number of shares forming the capital as of December 31, 2021	215,140,987 shares with a nominal value of MAD 10/share.
Location of legal documents	The legal documents of the company, including the articles of associations, companies' articles and General Meetings and auditors' reports may be consulted at Attijariwafa bank's Headquarters.
List of the laws applicable on the issuer	Due to its legal form, Attijariwafa bank is governed by Moroccan law and Law No. 17-95, promulgated by Dahir No. 1-96-124 of August 30, 1996, on public limited Companies as amended and supplemented; Due to its activity, Attijariwafa bank is governed by the Dahir No. 1-14-193 of Rabii I 1, 1436 promulgating Law No. 103-12 on credit institutions and similar bodies (Banking Act). Due to its listing on the Casablanca Stock Exchange, it is subject to all applicable laws and regulations related to the financial markets, including: ▪ Dahir No. 19-14 related to the stock exchange, brokerage firms and financial investment advisors; ▪ General Rules of the Stock Exchange approved by the Ordinance of the Minister of Economy and Finance No 2208-19 dated July 3, 2019; ▪ Law No. 44-12 related to public offering and information required of legal entities and bodies making public offerings; ▪ Law No. 43-12 related to the AMMC; ▪ General Rules of AMMC as approved by the Decree of the Minister of Economy and Finance No. 2169-16; ▪ AMMC circular; ▪ Dahir No. 1-95-03 of January 26, 1995, promulgating the Law No. 35-94 on some tradable debt securities and the Decree of the Ministry of Finance and Foreign Investments No. 2560-95 of October 9, 1995, on tradable debt securities; ▪ Dahir No. 1-96-246 of January 9, 1997, promulgating the law No. 35-96 relating to the creation of the Central Depository and the establishment of a general system of registration in accounts of some securities, amended and supplemented by Law No. 43-02; ▪ General rules of the Central Depository approved by the Ordinance of the Minister of Economy and Finance No. 932-98 dated April 16, 1998, and amended by the Ordinance of the Minister of Economy, Finance, Privatization and Tourism No. 1961-01 of October 30, 2001; ▪ Dahir No. 1-04-21 of April 21, 2004, promulgating the Law No. 26-03 relating to public offerings on the stock market and amended.
Tax system	As a credit institution, Attijariwafa bank is subject to the corporate tax (37%) and the VAT (10%).
Competent court in the event of dispute	Trade Court of Casablanca

II. INFORMATION ON THE ISSUER'S SHARE CAPITAL [6]

As of December 31, 2021, Attijariwafa bank's capital amounts to MAD 2,151,408,390, divided into 215,140,839 shares with a nominal value of MAD 10 each. The distribution of the capital is as follows:

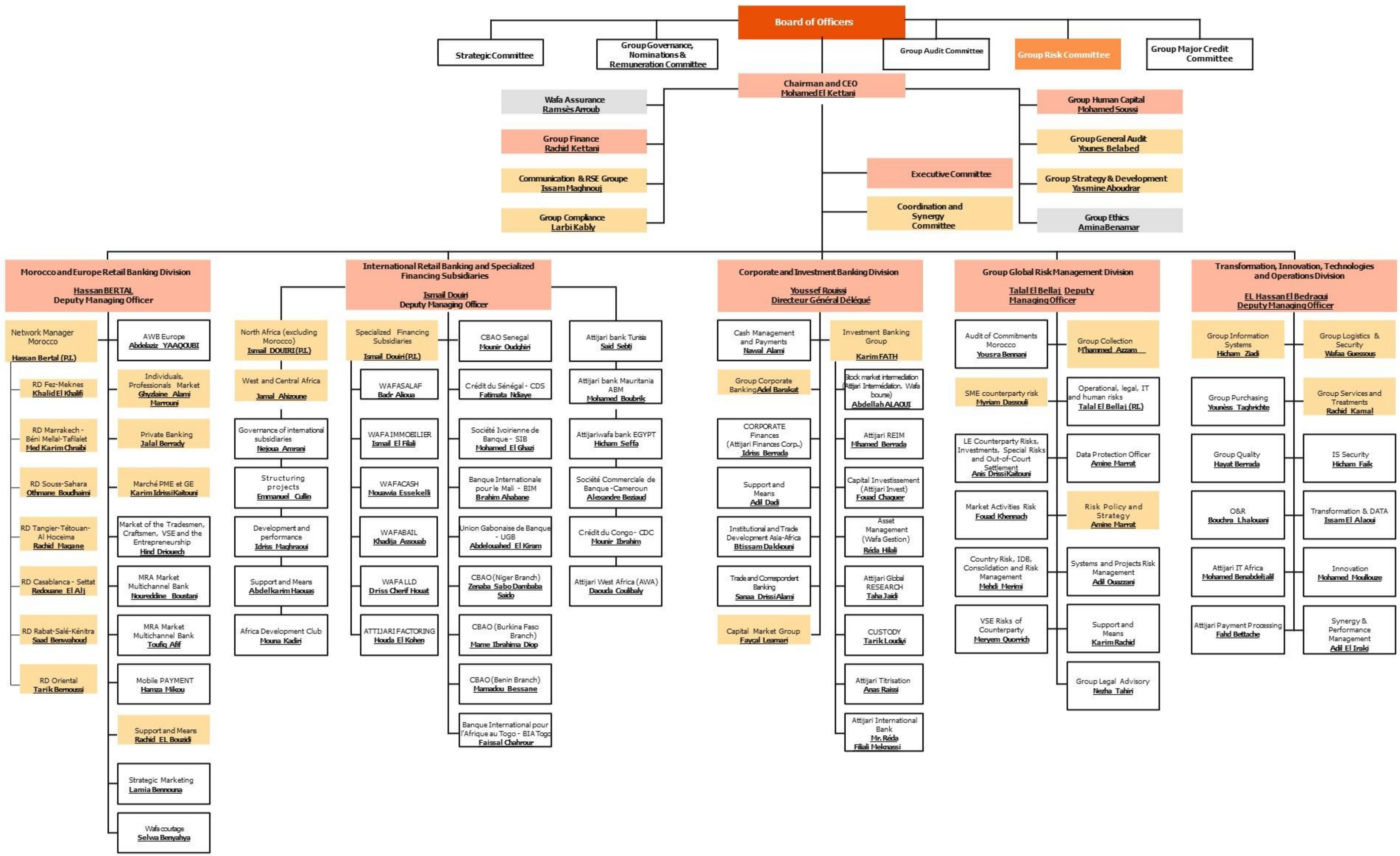
	Address	Number of held securities	% in capital	% in voting rights
1- National shareholders		**157 383 293**	**73.15%**	**73.15%**
1-1- Al Mada	Angle rue d'Alger et Duhaume - Casablanca	**100 135 387**	**46.54%**	**46.54%**
1-2- Insurance companies		**29 553 634**	**13.74%**	**13.74%**
MAMDA	Avenue Mohammed VI – ex Zaers, angle Houmane ElFetouaki 10200 Rabat	13 222 621	6.16%	6.16%
MCMA	Avenue Mohammed VI – ex Zaers, angle Houmane ElFetouaki 10200 Rabat			
RMA	83 avenue des FAR - Casablanca	2 049 754	0.95%	0.95%
Wafa Assurance	1 rue Abdelmoumen - Casablanca	13 602 015	6.32%	6.32%
Axa Assurances Maroc	120 avenue hassan II - Casablanca	679 244	0.32%	0.32%
1-3- Other institutions		**27 694 272**	**12.87%**	**12.87%**
Caisse de Dépôt et de Gestion (CDG)	140 Place My El Hassan - Rabat	1 393 091	0.65%	0.65%
Caisse Marocaine de Retraite	Avenue Al Araar, BP 2048, Hay Riad, Rabat	5 174 512	2.41%	2.41%
CIMR	100 Bd Abdelmoumen - Casablanca	8 850 987	4.11%	4.11%
RCAR	Hay Riad - BP 2038 - Rabat	12 275 682	5.71%	5.71%
2- Foreign shareholders		**10 968 254**	**5.10%**	**5.10%**
Santusa Holding	Paseo de la Castellana n°24 - Madrid (Spain)	10 968 254	5.10%	5.10%
3- Floating		**46 789 292**	**21.75%**	**21.75%**
UCITS and others	NA	42 120 632	19.58%	19.58%
Bank directors	NA	0	0.00%	0.00%
Bank staff	NA	4 668 660	2.17%	2.17%
Total		**215 140 839**	**100.00%**	**100.00%**

Source: Attijariwafa bank

[6] Al Mada became Attijariwafa bank's reference shareholder with a 46.43% stake, mainly following the merger of ONA into Al Mada on 31, December 2010.

III. ATTIJARIWAFA BANK GROUP ORGANIZATIONAL CHART

On the date of the prospectus registration, the organizational chart of Attijariwafa bank Group is as follows:


Board of Officers
Strategic Committee
Group Governance, Nominations & Remuneration Committee
Group Audit Committee
Group Risk Committee
Group Major Credit Committee
Chairman and CEO
Mohamed El Kettani
Wafa Assurance
Ramsès Arroub
Group Finance
Rachid Kettani
Communication & RSE Groupe
Issam Maghnouj
Group Compliance
Larbi Kably
Executive Committee
Coordination and Synergy Committee
Group Human Capital
Mohamed Soussi
Group General Audit
Younes Belabed
Group Strategy & Development
Yasmine Aboudrar
Group Ethics
Amina Benamar
Morocco and Europe Retail Banking Division
Hassan BERTAL
Deputy Managing Officer
Network Manager Morocco
Hassan Bertal (P.I.)
RD Fez-Meknes
Khalid El Khalifi
RD Marrakech - Béni Mellal-Tafilalet
Med Karim Chraibi
RD Souss-Sahara
Othmane Boudhaimi
RD Tangier-Tétouan-Al Hoceima
Rachid Magane
RD Casablanca - Settat
Redouane El Alj
RD Rabat-Salé-Kénitra
Saad Benwahoud
RD Oriental
Tarik Bernoussi
AWB Europe
Abdelaziz YAAQOUBI
Individuals, Professionals Market
Ghyzlaine Alami Marrouni
Private Banking
Jalal Berrady
Marché PME et GE
Karim Idrissi Kaitouni
Market of the Tradesmen, Craftsmen, VSE and the Entrepreneurship
Hind Driouech
MRA Market Multichannel Bank
Noureddine Boustani
MRA Market Multichannel Bank
Toufiq Afif
Mobile PAYMENT
Hamza Mikou
Support and Means
Rachid EL Bouzidi
Strategic Marketing
Lamia Bennouna
Wafa coutage
Selwa Benyahya
International Retail Banking and Specialized Financing Subsidiaries
Ismail Douiri
Deputy Managing Officer
North Africa (excluding Morocco)
Ismail DOUIRI (P.I.)
West and Central Africa
Jamal Ahizoune
Governance of international subsidiaries
Nejoua Amrani
Structuring projects
Emmanuel Cullin
Development and performance
Idriss Maghraoui
Support and Means
Abdelkarim Haouas
Africa Development Club
Mouna Kadiri
Specialized Financing Subsidiaries
Ismail Douiri (P.I.)
WAFASALAF
Badr Alioua
WAFA IMMOBILIER
Ismail El Filali
WAFACASH
Mouawia Essekelli
WAFABAIL
Khadija Assouab
WAFA LLD
Driss Cherif Houat
ATTIJARI FACTORING
Houda El Kohen
CBAO Senegal
Mounir Oudghiri
Crédit du Sénégal - CDS
Fatimata Ndiaye
Société Ivoirienne de Banque - SIB
Mohamed El Ghazi
Banque Internationale pour le Mali - BIM
Brahim Ahabane
Union Gabonaise de Banque - UGB
Abdelouahed El Kiram
CBAO (Niger Branch)
Zenaba Sabo Dambaba Saido
CBAO (Burkina Faso Branch)
Mame Ibrahima Diop
CBAO (Benin Branch)
Mamadou Bessane
Banque International pour l'Afrique au Togo - BIA Togo
Faissal Chahrour
Attijari bank Tunisia
Said Sebti
Attijari bank Mauritania ABM
Mohamed Boubrik
Attijariwafa bank EGYPT
Hicham Seffa
Société Commerciale de Banque - Cameroun
Alexandre Beziaud
Crédit du Congo - CDC
Mounir Ibrahim
Attijari West Africa (AWA)
Daouda Coulibaly
Corporate and Investment Banking Division
Youssef Rouissi
Directeur Général Délégué
Cash Management and Payments
Nawal Alami
Group Corporate Banking Adel Barakat
CORPORATE Finances (Attijari Finances Corp.)
Idriss Berrada
Support and Means
Adil Dadi
Institutional and Trade Development Asia-Africa
Btissam Dakdouni
Trade and Correspondent Banking
Sanaa Drissi Alami
Capital Market Group
Fayçal Leamari
Investment Banking Group
Karim FATH
Stock market intermediation (Attijari Intermédiation, Wafa bourse)
Abdellah ALAOUI
Attijari REIM
Mhamed Berrada
Capital Investissement (Attijari Invest)
Fouad Chaquer
Asset Management (Wafa Gestion)
Réda Hilali
Attijari Global RESEARCH
Taha Jaidi
CUSTODY
Tarik Loudiyi
Attijari Titrisation
Anas Raissi
Attijari International Bank
Mr. Réda Filali Meknassi
Group Global Risk Management Division
Talal El Bellaj Deputy Managing Officer
Audit of Commitments Morocco
Yousra Bennani
SME counterparty risk
Myriam Dassouli
LE Counterparty Risks, Investments, Special Risks and Out-of-Court Settlement
Anis Drissi Kaitouni
Market Activities Risk
Fouad Khennach
Country Risk, IDB, Consolidation and Risk Management
Mehdi Merimi
VSE Risks of Counterparty
Meryem Quorrich
Group Collection
M'hammed Azzam
Operational, legal, IT and human risks
Talal El Bellaj (P.I.)
Data Protection Officer
Amine Marrat
Risk Policy and Strategy
Amine Marrat
Systems and Projects Risk Management
Adil Ouazzani
Support and Means
Karim Rachid
Group Legal Advisory
Nezha Tahiri
Transformation, Innovation, Technologies and Operations Division
EL Hassan El Bedraoui
Deputy Managing Officer
Group Information Systems
Hicham Ziadi
Group Purchasing
Younès Taghrichte
Group Quality
Hayat Berrada
O&R
Bouchra Lhalouani
Attijari IT Africa
Mohamed Benabdeljalil
Attijari Payment Processing
Fahd Bettache
Group Logistics & Security
Wafaa Guessous
Group Services and Treatments
Rachid Kamal
IS Security
Hicham Faik
Transformation & DATA
Issam El Alaoui
Innovation
Mohamed Moulouze
Synergy & Performance Management
Adil El Iraki

IV. ATTIJARIWAFA BANK'S ACTIVITY

Evolution of loans

The outstanding loans of Attijariwafa bank evolved over the period under review as follows:

	2019	2020	2021	Var.20/19	Var.21/20
Loans to credit institutions and similar entities (C1)	**33 288**	**42 771**	**35 291**	**28.5%**	**-17.5%**
Demand	5 796	13 703	6 272	>100.0%	-54.2%
Term	27 492	29 068	29 018	5.7%	-0.2%
Customer loans (C2)	**210 376**	**217 716**	**223 039**	**3.5%**	**2.4%**
Treasury and consumer loans	55 766	58 806	63 382	5.5%	7.8%
Investment loans	63 301	61 297	59 020	-3.2%	-3.7%
Mortgage loans	62 683	64 082	64 679	2.2%	0.9%
Other loans	12 176	17 143	17 250	40.8%	0.6%
Factoring loans	10 940	10 092	11 870	-7.7%	17.6%
Past due receivables net of provision	4 066	4 764	5 494	17.2%	15.3%
Accrued interest receivable	1 444	1 532	1 345	6.1%	-12.2%
Total loans (C1) + (C2)	**243 664**	**260 487**	**258 330**	**6.9%**	**-0.8%**

MAD million - Source: Attijariwafa bank – Corporate accounts

Analytical Review - 2020-2021

At the end of the 2021 financial year, the outstanding loans of Attijariwafa bank amount to nearly MAD 258.3 bn, dropping by 0.8% (- MAD 1.2 bn) compared to the end-December 2020. This evolution is explained by the following main elements combined:

- The improvement of the outstanding loans to customers by 2.4% (+MAD 5.3 bn) to nearly MAD 223.0 bn as of end December 2021. This evolution is mainly due to:
  - the increase in receivables acquired through factoring by 17.6% (+MAD 1.8 bn) to reach more than MAD 11.9 bn as of end December 2021 compared to MAD 10.1 bn as of end December 2020.
  - the increase of cash and consumer loans by 7.8% (+MAD 4.6 bn) compared to end December 2020.
- The decrease of the outstanding receivables from credit and similar institutions by 17.5% (-MAD 7.5 billion) to MAD 35.3 billion as of end December 2021. This situation is consecutive to a strong decrease of the outstanding demand receivables by MAD 6.5 bn compared to end 2020.

Evolution of deposits

The outstanding debts of Attijariwafa bank evolved as follows over the period under review:

	2019	2020	2021	Var.20/19	Var.21/20
Debts to credit institutions (D1)	**37 493**	**42 805**	**35 471**	**14.2%**	**-17.1%**
Demand	3 759	2 325	3 732	-38.2%	60.5%
Term	33 734	40 480	31 739	20.0%	-21.6%
Debts to customers (D2)	**233 129**	**245 156**	**261 097**	**5.2%**	**6.5%**
Current accounts payable	152 229	171 769	188 651	12.8%	9.8%
Savings accounts	29 213	29 432	29 939	0.7%	1.7%
Term deposits	36 462	31 811	28 981	-12.8%	-8.9%
Other accounts payable	14 637	11 681	13 147	-20.2%	12.5%
Accrued interest payable	587	463	379	-21.1%	-18.1%
Total debts (D1+D2)	**270 622**	**287 961**	**296 568**	**6.4%**	**3.0%**

MAD million - Source: Attijariwafa bank – Corporate accounts

Analytical Review - 2020-2021

As of the end of the 2021 financial year, debts to customers amounted to more than MAD 261.1 bn, representing an increase of 6.5% (+MAD 15.9 bn) compared to end 2020. This evolution is mainly explained by the following combined elements:

- The increase in demand accounts in credit of MAD 17 billion;
- The increase of other credit accounts by 12.5% (+MAD 2 bn) to reach nearly MAD 13.1 bn as of end December 2021.

On the other hand, the outstanding debts to credit institutions showed a decrease of 17.1% (-MAD 6.4 billion), to reach more than MAD 35.5 billion as of end December 2021. This decrease come as a result to the increase of the outstanding demand deposits of +MAD 4.1 billion to reach MAD 3.7 billion and the decrease of the outstanding term loans of 21.6% (-MAD 8.3 bn).

V. Consolidated financial statements under IFRS

V.1. Consolidated balance sheet

	2019	2020	2021	Var.20/19	Var.21/20
Assets	**532 602**	**568 108**	**596 326**	**6.7%**	**5.0%**
Cash in hand, Central banks, Treasury, Postal cheque service	24 732	26 334	25 738	6.5%	-2.3%
Financial assets at fair value through profit or loss	55 788	60 156	70 983	7.8%	18.0%
Hedging derivative instruments	-	-	-	Ns	Ns
Financial assets at fair value through equity	51 845	60 165	69 624	16.0%	15.7%
Available-for-sale financial assets	-	-	-	Ns	Ns
Securities at amortized cost	16 120	17 233	18 124	6.9%	5.2%
Loans and receivables from credit institutions and similar entities	23 394	31 305	28 607	33.8%	-8.6%
Customer loans and receivables	323 753	333 702	345 112	3.1%	3.4%
Asset revaluation difference on portfolios hedged against interest rate risk	-	-	-	Ns	Ns
Held-to-maturity investments	-	-	-	Ns	Ns
Current tax assets	142	716	194	>100.0%	-72.8%
Deferred tax assets	2 935	3 768	4 104	28.4%	8.9%
Accruals and other assets	11 112	12 171	11 363	9.5%	-6.6%
Deferred policyholder profit sharing	-	-	-	Ns	Ns
Non-current assets held for sale	75	79	70	4.7%	-10.7%
Investments in companies accounted for by the equity method	84	87	73	3.6%	-15.9%
Investment properties	2 466	2 539	2 288	2.9%	-9.9%
Intangible assets	7 289	6 813	6 927	-6.5%	1.7%
Tangible assets	2 953	3 092	3 252	4.7%	5.2%
Goodwill on acquisitions	9 913	9 948	9 868	0.4%	-0.8%

MAD million - Source: Attijariwafa bank - Consolidated accounts

	2019	2020	2021	Var. 20/19	Var. 21/20
Liabilities	**532 602**	**568 108**	**596 326**	**6.7%**	**5.0%**
Central banks, Treasury, Postal cheque service	4	4	9	1.1%	>100.0%
Financial liabilities at fair value through profit or loss	688	1 500	1 887	>100.0%	25.8%
Hedging derivative instruments	0	0	0	Ns	Ns
Amounts owed to credit institutions and similar entities	45 995	49 238	42 431	7.1%	-13.8%
Amounts owed to customers	335 577	356 614	380 852	6.3%	6.8%
Debt securities issued	21 994	23 106	24 658	5.1%	6.7%
Passive revaluation difference on portfolios hedged against interest rate risk	0	0	0	Ns	Ns
Current tax liabilities	1 179	1 022	1 415	-13.3%	38.5%
Deferred tax liabilities	2 604	2 696	2 093	3.5%	-22.4%
Accruals and other liabilities	16 614	20 338	17 602	22.4%	-13.5%
Liabilities related to non-current assets held for sale	-	-	-	Ns	Ns
Technical provisions for insurance contracts	36 482	38 957	44 567	6.8%	14.4%
Provisions for risks and charges	-	-	-	Ns	Ns
Provisions	2 762	3 080	3 101	11.5%	0.7%
Subsidies, allocated public funds and special guarantee funds	-	-	-	Ns	Ns
Subordinated debts	-	-	-	Ns	Ns
Subsidies and similar funds	157	160	146	2.0%	-9.1%
Subordinated debts and special guarantee funds	14 622	17 099	17 773	16.9%	3.9%
Equity	53 925	54 293	59 792	0.7%	10.1%
Capital and related reserves	*12 552*	*12 552*	*14 646*	0.0%	16.7%
Consolidated reserves	31 792	35 446	37 075	11.5%	4.6%
Group share	*28 210*	*31 159*	*31 938*	*10.5%*	*2.5%*
Minority interests	*3 581*	*4 288*	*5 136*	*19.7%*	*19.8%*
Unrealized or deferred gains or losses	2 631	2 590	1 915	-1.6%	-26.1%
Group share	*1 050*	*1 071*	*724*	*2.0%*	*-32.4%*
Minority interests	*1 581*	*1 519*	*1 191*	*-3.9%*	*-21.6%*
Net income for the financial year	6 951	3 705	6 157	-46.7%	66.2%
Group share	*5 816*	*3 018*	*5 144*	*-48.1%*	*70.5%*
Minority interests	*1 135*	*687*	*1 012*	*-39.5%*	*47.3%*

MAD million - Source: Attijariwafa bank - Consolidated accounts

V.2. Consolidated income statements

	2019	2020	2021	Var. 20/19	Var 21/20
Interest and similar income	21 901	22 512	22 320	2.8%	-0.9%
Interest and similar expenses	6 965	6 727	6 150	-3.4%	-8.6%
Interest margin	**14 937**	**15 785**	**16 170**	**5.7%**	**2.4%**
Commissions received	5 964	5 597	6 130	-6.2%	9.5%
Commissions paid	816	825	937	1.1%	13.6%
Commission margin	**5 148**	**4 771**	**5 192**	**-7.3%**	**8.8%**
Net gains or losses on financial instruments at fair value through profit or loss	3 066	2 398	2 882	-21.8%	20.2%
Net gains or losses on available-for-sale financial assets	643	633	664	-1.7%	4.9%
Income from market activities	**3 709**	**3 031**	**3 546**	**-18.3%**	**17.0%**
Income from other activities	9 544	8 973	10 400	-6.0%	15.9%
Expenses from other activities	9 865	8 702	10 929	-11.8%	25.6%
Net banking income	**23 473**	**23 858**	**24 380**	**1.6%**	**2.2%**
General operating expenses	9 679	10 618	9 858	9.7%	-7.2%
Depreciation, amortization and impairment of intangible and tangible assets	1 544	1 617	1 431	4.7%	-11.5%
Gross operating income	**12 250**	**11 623**	**13 090**	**-5.1%**	**12.6%**
Cost of risk	1 589	5 454	3 607	>100.0%	-33.9%
Operating income	**10 661**	**6 169**	**9 484**	**-42.1%**	**53.7%**
Share of income from companies accounted for by the equity method	13	-16	-11	<-100%	30.0%
Net gains or losses on other assets	31	-71	-42	<-100%	41.1%
Changes in the value of goodwill	0	0	0	Ns	Ns
Pre-tax income	**10 705**	**6 082**	**9 430**	**-43.2%**	**55.1%**
Income tax	3 754	2 377	3 274	**-36.7%**	**37.7%**
Net income	**6 951**	**3 705**	**6 157**	**-46.7%**	**66.2%**
Income from non-group companies	1 135	687	1 012	**-39.5%**	**47.3%**
Net income, group share	**5 816**	**3 018**	**5 144**	**-48.1%**	**70.5%**

MAD million - Source: Attijariwafa bank - Consolidated accounts

VI. Overview of corporate quarterly financial statements

VI.1. Consolidated quarterly balance sheet

	31/03/2022	31/12/2021	Var.
Assets	**598 108**	**596 326**	**-0.30%**
Cash in hand, Central banks, Treasury, Postal cheque service	23 668	25 738	8.75%
Financial assets at fair value through profit or loss	74 215	70 983	-4.35%
Hedging derivative instruments	-	-	
Financial assets at fair value through equity	70 458	69 624	-1.18%
Available-for-sale financial assets	-	-	
Securities at amortized cost	18 513	18 124	-2.10%
Loans and receivables from credit institutions and similar entities	27 331	28 607	4.67%
Customer loans and receivables	344 459	345 112	0.19%
Asset revaluation difference on portfolios hedged against interest rate risk	-	-	
Held-to-maturity investments	-	-	
Current tax assets	68	194	185.29%
Deferred tax assets	4 284	4 104	-4.20%
Accruals and other assets	12 607	11 363	-9.87%
Deferred policyholder profit sharing	-	-	
Non-current assets held for sale	71	70	-1.41%
Investments in companies accounted for by the equity method	75	73	-2.67%
Investment properties	2 323	2 287	-1.55%
Intangible assets	6 840	6 927	1.27%
Tangible assets	3 291	3 252	-1.19%
Goodwill on acquisitions	9 910	9 868	-0.42%

MAD million - Source: Attijariwafa bank - Consolidated accounts

	31/03/2022	31/12/2021	Var.
Liabilities	**598 108**	**596 326**	**-0.30%**
Central banks, Treasury, Postal cheque service	7	9	28.57%
Financial liabilities at fair value through profit or loss	1 612	1 887	17.06%
Hedging derivative instruments	0	0	
Amounts owed to credit institutions and similar entities	40 696	42 431	4.26%
Amounts owed to customers	378 666	380 852	0.58%
Debt securities issued	24 866	24 658	-0.84%
Passive revaluation difference on portfolios hedged against interest rate risk	0	0	
Current tax liabilities	1 085	1 415	30.41%
Deferred tax liabilities	2 109	2 093	-0.76%
Accruals and other liabilities	21 567	17 602	-18.38%
Liabilities related to non-current assets held for sale	-	-	
Technical provisions for insurance contracts	44 875	44 567	-0.69%
Provisions for risks and charges	-	-	
Provisions	3 122	3 101	-0.67%
Subsidies, allocated public funds and special guarantee funds	-	-	
Subordinated debts	-	-	
Subsidies and similar funds	160	146	-8.75%
Subordinated debts and special guarantee funds	17 943	17 773	-0.95%
Equity	61 401	59 792	-2.62%
Capital and related reserves	*14 646*	*14 646*	*0.00%*
Consolidated reserves	43 081	37 074	-13.94%
Group share	*36 874*	*31 938*	-13.39%
Minority interests	*5 228*	*5 136*	*-1.76%*
Unrealized or deferred gains or losses	1 728	1 915	10.82%
Group share	*634*	*724*	*14.20%*
Minority interests	*1 092*	*1 191*	9.07%
Net income for the financial year	1 946	6 157	216.39%
Group share	*1 585*	*5 144*	*224.54%*
Minority interests	*361*	*1 012*	*180.33%*

MAD million - Source: Attijariwafa bank - Consolidated accounts

VI.2. Consolidated quarterly income statement

	31/03/2022	31/03/2021	Var.
Interest and similar income	5 684	5 540	-2.5%
Interest and similar expenses	1 514	1 540	1.7%
Interest margin	**4 170**	**4 001**	**-4.1%**
Commissions received	1 642	1 435	-12.6%
Commissions paid	224	201	-10.3%
Commission margin	**1 419**	**1 235**	**-13.0%**
Net gains or losses on financial instruments at fair value through profit or loss	681	652	-4.3%
Net gains or losses on available-for-sale financial assets	590	527	-10.7%
Income from market activities	**90**	**141**	**56.7%**
Income from other activities	2 495	2 393	-4.1%
Expenses from other activities	2 254	2 249	-0.2%
Net banking income	**6 601**	**6 173**	**-6.5%**
General operating expenses	2 419	2 357	-2.6%
Depreciation, amortization and impairment of intangible and tangible assets	388	396	2.1%
Gross operating income	**3 794**	**3 420**	**-9.9%**
Cost of risk	773	844	9.2%
Operating income	**3 021**	**2 576**	**-14.7%**
Share of income from companies accounted for by the equity method	-2	-4	100.0%
Net gains or losses on other assets	8	27	237.5%
Changes in the value of goodwill	0	0	
Pre-tax income	**3 027**	**2 599**	**-14.1%**
Income tax	1 080	993	-8.1%
Net income	**1 946**	**1 606**	**-17.5%**
Income from non-group companies	361	288	-20.2%
Net income, group share	**1 585**	**1 319**	**-16.8%**

MAD million - Source: Attijariwafa bank - Consolidated accounts

PART III: RISK FACTORS

Attijariwafa bank's risk management is centralized at the Global Risk Management (GGR) division level, which is responsible for supervising, controlling and measuring the risks incurred by the Group, with the exception of operational risks.

The independence of this structure from other divisions and lines of business ensures optimal objectivity in the risk taking proposals it submits to the Credit Committee and to their control.

VII. INTEREST RATE AND CURRENCY RISK

In 2005, Attijariwafa bank decided to set up a specific market risk control system as part of the overall Internal Control system in accordance with the provisions of Bank Al-Maghrib's circular No. 6/G/2001.

This system focuses on three action levels:

- first-level internal control, carried out by Front Office operators who are required to comply with regulatory provisions and the bank's risk monitoring and management policy;
- risk monitoring by the Middle Office, which ensures daily compliance with limits relating to foreign exchange, interest rate and counterparty risks. It periodically informs Management and other control entities through a reporting system. On the other hand, the “Market Risk Monitoring and Surveillance” unit is responsible for detecting, analyzing and monitoring the bank’s various interest rate and currency positions, then streamlining these positions through formal authorizations and finally being notified of any deviation from these positions. This monitoring is carried out in particular through the following means:
- Value at Risk (VaR), which measures the maximum potential loss related to the institution's exposure to currency risk;
- a monthly reporting summarizes the bank's exposure to currency risk in relation to the limits set.
- the control bodies carry out critical and independent analyses of the quality of the system, either as part of audit assignments or on an ad hoc basis at the request of the General Management.

The VaR mode[7] was developed by Attijariwafa bank's global risk management department.

It covers the Dirham interest rate risk as well as spot and forward exchange rate risk. The choice of the RiskMetrics method developed by JP Morgan to capture a VaR measure has several advantages: it is easy to implement, takes into account existing correlations between asset prices and takes into account recent and historical price fluctuations. Therefore, the RiskMetrics method is based on a matrix of variances and covariance of the returns on the portfolio assets and their composition within the portfolio.

Global risk management produces detailed monthly reports that track the calculation and evolution of VaR and the control of regulatory and internal limits. The model allows back-testing, which is a technique used to test the validity of the VaR calculation model. It consists in using historical operations to calculate the VaR and then seeing whether this VaR actually managed the potential loss realized by comparing it to the theoretical P&L.

Furthermore, the bank has set up a system of internal limits to measure and control market risks. These limits relate to the trading portfolio, foreign exchange position, commodities and currency options.

[7] Value at Risk represents the maximum potential loss on the value of a financial asset or portfolio of financial assets and liabilities over a holding period and a confidence interval.

Interest rate risk

Interest rate risk is the risk that the value of positions or future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. The limits for interest rate risk are as follows:

- Nominal limits
- Duration limits
- Stop-Loss limits

The following table shows the positions in the trading portfolio as of end 2021, as well as the 1-day and 10-day VaR for foreign exchange and equity activities:

Activities	Position	1-day VaR	Regulatory 10-day VaR
Foreign exchange	-3 066 844	10 068	31 837
Equities	315 434	2 735	8 649
MAD rate	62 603 320	52 584	166 284
Currency rate	5 381 655	8 788	27 789

In MAD thousand - Source: Attijariwafa bank

Currency risk

All banks are exposed to foreign exchange risks arising from their various activities (equity investments, foreign subsidiaries, foreign currency loans, foreign currency securities, foreign currency borrowings, swaps, currency options, forward exchange, etc.). The bank may find that future exchange rates change unfavorably, and consequently record a reduction in its forecast margin.

This risk corresponds to the risk that a position or a financial instrument will change as a result of changes in market exchange rates.

Technically, foreign exchange risk is measured by the foreign exchange position, which includes:

- Spot exchange
- Forward exchange contracts
- Foreign exchange swaps
- Currency options

The limits for managing foreign exchange risk are as follows:

- Position limit per currency at the end of the day;
- Global position limit at the end of the day;
- Short position limit;
- Greeks limit;
- Stop-Loss limit;
- Counterparty limit.

The foreign exchange risk of Attijariwafa bank, as of December 31, 2021, can be analyzed according to the following table:

Currencies	Position in currencies	Exchange rate	Counter-value (MAD thousand)	% of equity
EUR	- 172 977	10.5165	- 1 819 113	-4.32%
USD	498 139	9.2804	4 622 929	10.98%
GBP	- 1 220	12.526	- 15 282	-0.04%
CAD	394	7.2929	2 873	0.01%
CHF	158	10.1739	1 607	0.00%
JPY	85 155	0.0806	6 863	0.02%
DKK	4 540	1.4142	6 420	0.02%
NOK	- 348	1.0539	- 367	0.00%
SEK	3 989	1.0262	4 094	0.01%
SAR	3 973	2.4716	9 820	0.02%
AED	2 736	2.5267	6 913	0.02%
KWD	107	30.689	3 284	0.01%
TND	748	3.2274	2 414	0.01%
DZD	12 700	0.0668	848	0.00%
LYD	51	2.0227	103	0.00%

In thousands - Source: Attijariwafa bank

As of end 2021, the forward foreign exchange position amounts to MAD 41.8 billion, broken down as follows:

	< 3 months	3 months - 6 months	> 6 months
Hedging (MAD thousand)	**26 550 049**	**7 073 892**	**8 209 332**

Source: Attijariwafa bank

As of end 2021, the foreign exchange options position amounts to MAD 6.9 billion.

Asset and liability management

Structural ALM risks relate to risks of loss of economic value or decline in future interest margins due to interest rate differentials and maturities between the bank's assets and liabilities.

ALM provides indicators for monitoring the risks and expected returns on the various balance sheet items and sets out management rules to limit the bank's balance sheet exposure to risks and to manage its positions optimally.

Attijariwafa bank's Asset and Liability Management has a set of ALM models and agreements based on the reality of the bank's outstanding and taking into account market and economic factors that have an influence on the behavior of the bank's balance sheet lines.

These financial assumptions are dynamic and are reviewed regularly at least once a year to ensure that they truly reflect the evolution of the bank's uses and resources. Indeed, the measurement of liquidity, interest rate and exchange rate risks requires effective management of the intrinsic characteristics of the contracts, in this case maturity, the nature of the interest rate (fixed/revisable/variable rate) and the currency of each balance sheet item must be identified.

Moreover, in addition to the contractual characteristics of balance sheet items, hidden balance sheet options (e.g., early repayment options) and customer behavior (e.g. in terms of the holding period of deposit accounts) have been modeled.

The approach adopted is based on the production and static and dynamic projection of balance sheet items over time until the outstanding amounts in stock and new production from the bank's budget and strategic plan have been used up.

LIQUIDITY RISK

Liquidity risk is the risk that a credit institution will not be able to meet its commitments or maturities, even with the use of its assets, over all time horizons, from the short to the long term.

This risk may arise from a decline in financing sources, drawdowns on financing commitments or a reduction in the liquidity of certain assets. It may be linked to the institution itself ("intrinsic risk") or to external factors ("market risk").

The liquidity risk of the Attijariwafa bank group is monitored within the framework of a liquidity policy validated by the ALM committee, the audit committee and the board of directors. This policy makes it possible to identify, measure, follow and cover the liquidity risk in a normal situation and in a crisis situation. The Group's liquidity situation is assessed on the basis of a set of internal and regulatory indicators.

Objectives

The general principle of the AWB Group's liquidity policy is to:

- hold available and realizable assets allowing the bank to face exceptional cash outflows over different time horizons, including intraday, and for all types of currencies;
- ensure a balanced and sufficiently diversified funding structure at an optimal cost;
- and, respect regulatory liquidity indicators.

This system is accompanied by a contingency plan providing for actions to be taken in the event of a liquidity crisis.

In order to ensure the convergence of Morocco's prudential framework with international standards, the central bank has implemented a major reform of Basel III relating to the short-term liquidity coverage ratio (LCR), aimed at replacing the liquidity ratio.

The "LCR" ratio, which relates high quality liquid assets to net cash outflows over a 30-day period, is intended to strengthen the liquidity profile of banks and promote their resilience to a possible liquidity shock.

The short-term liquidity coverage ratio (LCR) is as follows:

Date	Short-term liquidity ratio (LCR)	Evolution
31-Dec-14	120.00%	+38.9 pts
30-June-15	114.10%	-6.0 pts
31-déc-15	155.00%	+35.0 pts
30-June-16	131.40%	+17.3 pts
31-Dec-16	142.00%	-13.0 pts
30-June-17	120.00%	-11.4 pts
31-Dec-17	147.00%	+5.0 pts
30-June -18	118.00%	-2.0 pts
31-Dec-18	104.00%	-43.0pts
30- June -19	115.00%	+11.0pts
31-Dec-19	127.00%	+23.0pts
31-Dec-20	202.00%	+75.0pts
31-Dec-21	184.00%	-28.0pts

Source: Attijariwafa bank

COUNTERPARTY RISK MANAGEMENT

In a context of profound changes in Morocco, namely economic liberalization, the opening of borders, customs dismantling and the entry into force of several free trade agreements, the banking sector's counterparty risk could deteriorate and, consequently, lead to an increase in the overall litigation ratio. This trend could be accentuated by unfavorable economic conditions.

To manage counterparty risk, the "credit risk" entity within GGR is mainly responsible for analyzing and investigating risk-taking requests from the Group's various sales teams. It also has the prerogative to assess the consistency and validity of the guarantees, the volume of activity of the relationship and the economic justification of the financing requested. Each Business Unit has a clearly independent commitment structure and recovery structure that are hierarchically linked to the Global Risk Management division.

Breakdown of the institution's commitments[8]

By activity sector

The allocation of risks by sector of the economy is the subject of particular attention and is coupled with a forward-looking analysis that allows for a dynamic management of the Bank's exposure. It is based on studies expressing an opinion on the evolution of the sectors and identifying the factors that explain the risks incurred by their main players.

The breakdown of commitments given by sector, as a proportion of the Bank's total commitments as of December 31, 2021, is as follows:

- financial activities representing 9.0%. Commitments in this sector are of very good risk;
- construction accounts represent 13% of the total (+3 pts compared to end 2020) and real estate accounts are set at 6% (vs. 5% as of December 31, 2020).

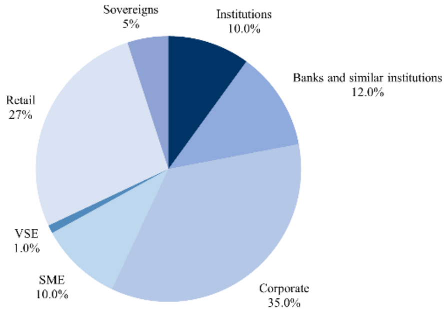
By counterparty

Assessed by taking into account all the commitments made to the same beneficiary, diversification is a permanent feature of the Bank's risk policy. The scope and variety of the Group's activities could contribute to this.

Any concentrations are subject to regular review and corrective action, if necessary.

This diversification is illustrated as follows:

Breakdown of the bank's commitments by counterparty category as of December 31, 2021



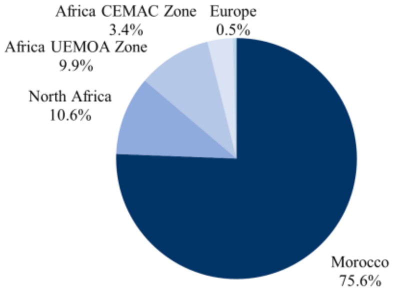
[8] Source: Attijariwafa bank

Source: Attijariwafa bank

By geographical area

The graph below shows that the Group's exposure is concentrated in Morocco with nearly 75.6%. The remainder is distributed among sub-Saharan African countries, North Africa and Europe.

Breakdown of the bank's commitments by geographical area as of December 31, 2021



Source: Attijariwafa bank

By portfolio quality

In order to assess all its counterparties, the Group has developed a rating system in line with Basel II requirements. Thus, the implementation of the internal rating approach is based on minimum requirements that enable the Group to assess counterparty risk.

Indeed, the rating system is characterized by the probability of default. The time horizon for default risk assessments is estimated at 1 year.

This system is regularly validated and its performance monitored through a proven statistical approach. The fundamentals of the model, its design and operational procedures are formalized. In particular, the aspects of portfolio differentiation, rating criteria, responsibility of the various stakeholders, frequency of the review and management involvement are discussed in depth. The documentation system in place demonstrates to the central bank that their validation process allows it to assess, in a consistent and meaningful way, the performance of their internal rating and risk assessment systems.

Data relating to the rating system are collected and stored in historical databases allowing the periodic review and back-testing of risk models.

As early as June 2003, a first generation of Attijariwafa bank's internal rating systems was developed with the technical assistance of the International Finance Corporation and Mercer Oliver Wyman. This system took into account two parameters: a six-point rating scale (A, B, C, D, E and F) and estimated default probabilities (PD). The initial model was limited to five financial factors that explain credit risk.

In 2010, the Attijariwafa bank Group deployed a new internal rating model in the bank's operating system that is in line with Basel II requirements. This model, dedicated to companies, not only takes into account financial factors, but also qualitative and behavioral factors. It covers most of the bank's commitments. Its design is based on the analysis of homogeneous classes and proven statistical analyses.

The rating system is essentially based on the Counterparty Rating, which reflects its probability of default over a one-year observation horizon. The rating is assigned to a risk class within the rating scale, which consists of eight risk classes, one of which is in default (A, B, C, D, E, F, G, and H).

The rating system has the following characteristics:

- scope: portfolio of companies excluding local authorities, financing companies and real estate development companies;
- the rating system of the Attijariwafa bank Group is essentially based on the Counterparty's Rating, which reflects its probability of default over a one-year observation horizon;
- the calculation of the system rating results from the combination of three types of ratings: Financial rating, qualitative rating and behavioral rating;
  - ✓ the financial rating is based on several financial factors related to the size, dynamism, indebtedness, profitability and financial structure of the company;
  - ✓ the qualitative rating is based on information about the market, the environment, shareholders and company management. This information is provided by the Network;
  - ✓ the behavior rating is based on the account's physiognomy.
- any counterparty system rating is subject to approval (at each rating) by the Credit Committee in accordance with the delegations of authority in force;
- the probability of default only assesses the creditworthiness of the counterparty, regardless of the characteristics of the transaction (guarantees, ranks, clauses, etc.);
- the risk classes of the model have been calibrated against the risk classes of the international rating agencies;
- use of internal rating: the internal rating system is currently an integral part of the credit assessment and decision-making process. Indeed, when processing the credit proposal, the rating is taken into consideration. The levels of delegation of powers in terms of credit decisions are also a function of the risk rating;
- update of the rating: counterparty ratings are reviewed at each file renewal and at least once a year. However, for clients falling within the scope of the files of companies under supervision (Class F, G or pre-recovery), the Counterparty rating must be reviewed on a semi-annual basis. In general, any significant new information must be an opportunity to question the relevance of the Counterparty's rating for an upward or downward adjustment.
- As part of its risk quality monitoring, the Risk Management Systems unit produces periodic reporting on risk mapping according to various analytical areas (Commitment, business sector, pricing, networks, expired files, etc.) and ensures that the portfolio's coverage rate is improved.

In 2017, following the completion of back-testing, which aims to test the predictive power of the rating model and ensure that the probabilities of default are correctly calibrated, a new rating model was developed to assess the counterparty risk of companies, while maintaining the same process. The system rating is still based on a combination of three types of ratings (Financial, Qualitative and Behavioral), but is adjusted by a series of qualitative criteria and decision rules. The rating grid remains structured into eight classes (A to H), including the H class reserved for default.

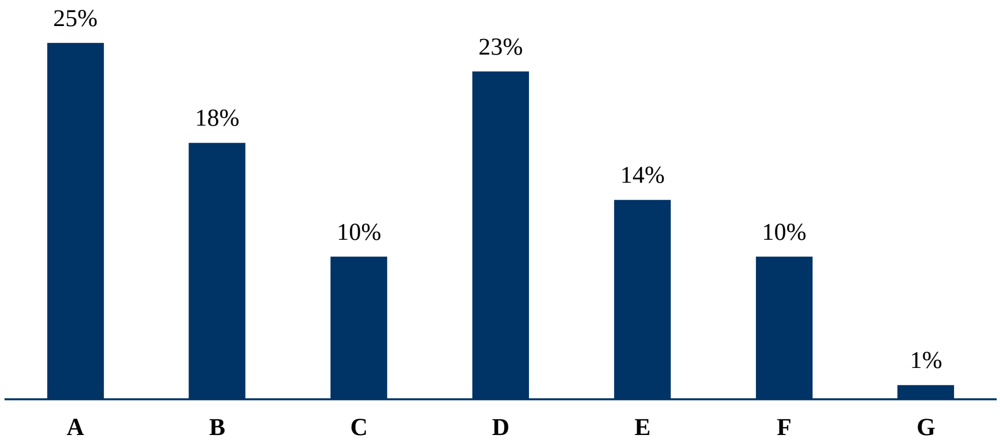
- the rating is assigned to a risk class of the rating scale, which consists of 8 classes grouped into 3 categories:
  - ✓ healthy counterparties: classes A to E;
  - ✓ sensitive counterparties: F and G;
  - ✓ defaulting counterparties: class H.

Rating	Risk level
A	Very good
B	Good
C	Quite good
D	Average
E	Fair
F	Poor
G	Very poor
H	Default

Source: Attijariwafa bank

In terms of commitments as of end 2021, the breakdown of risks relating to the corporate scope is as follows:

Breakdown of the bank's commitments (corporate scope) by risk class as of December 31, 2021*



Source: Attijariwafa bank
* Financing companies, public administrations, real estate development companies and litigation cases are outside the scope.

A rating system for real estate development based on two main dimensions (client / project) is operational.

This approach is part of the process to align with the advanced Basel II approaches and the new IFRS 9 accounting standard in force since January 2018.

Rate risk

The net book value of Attijariwafa bank's marketable and investment securities as of December 31, 2021 stood as follows:

	Gross book value	Present value	Repayment value	Unrealized capital gains	Unrealized capital losses	Provisions
Trading securities	**75 283 119**	**75 283 119**	-	-	-	-
Bills and similar securities	51 664 091	51 664 091		-	-	-
Bonds	91 150	91 150		-	-	-
Other debt securities	5 084 388	5 084 388		-	-	-
Equities	18 376 572	18 376 572		-	-	-
SUKUKUS certificates	66 918	66 918				
Investment securities	**2 419 160**	**2 389 066**	-	**15 679**	**27 094**	**27 094**
Bills and similar securities	-	-		-	-	
Bonds	1 497 678	1 497 678		-	-	
Other debt securities	851 897	851 897		-	-	
Equities	66 585	39 491		15 679	27 094	27 094
SUKUKUS certificates	-			-	-	
Investment securities			-	-	-	-
Bills and similar securities	9 309 906	9 309 906				

Bonds	9 240 303	9 240 303
Other debt securities	69 603	69 603
SUKUKUS certificates	-	-

Source: Attijariwafa bank

It should be noted that the book value of trading securities is equal to the market value. For investment securities, the book value is the historical value while the current value is the market value. In the event of an unrealized capital loss, a provision is recorded.

REGULATORY RISKS

2019 – 2021 solvency ratio

Attijariwafa bank has a solid financial base enabling it to meet all its commitments, as evidenced by the solvency ratio achieved over the 2019 –2021 period:

	2019	2020	2021	Var 20/19	Var. 21/20
Core capital (Tier 1) (1)	29 303	30 802	33 837	5.12%	-6.38%
Regulatory capital (2)	38 870	40 209	42 102	3.44%	4.71%
Weighted risks (3)	264 449	261 760	267 041	-1.02%	0.87%
CET1 ratio	**9.95%**	**10.05%**	**10.80%**	+0.69 pt	-0.85 pt
Core capital ratio (1) / (3)	**11.08%**	**11.77%**	**12.67%**	+0.66 pt	+0.58 pt
Solvency ratio (2) / (3)	**14.70%**	**15.36%**	**15.77%**	+0.10 pt	+0.06 pt

MAD million - Source: Attijariwafa bank - Corporate accounts

The preparation of solvency ratios on an individual and consolidated basis complies with the international standards of the Basel Committee and is governed by Bank Al-Maghrib's regulatory guidelines:

- Circular 26/G/2006 (detailed in the technical notice NT 02/DSB/2007) on the calculation of capital requirements for credit, market and operational risks using the standard approach;
- Circular 14/G/2013 (detailed in the technical notice NT 01/DSB/2014) on the calculation of banks' and credit institutions' regulatory capital according to the Basel III standard.

Attijariwafa bank group is required to comply with, on an individual and consolidated basis:

- a core capital ratio of at least 8.0% (this threshold includes the obligation to build a retention buffer from core capital equivalent to 2.5% of weighted risks);
- a Tier 1 capital ratio of at least 9.0%;
- a ratio of total Tier 1 and Tier 2 capital of at least 12.0%.

Attijariwafa bank is also required to build up an additional capital base to absorb the shocks of regulatory and internal stress tests and to ensure compliance with the thresholds described above after stress tests:

- stress tests on credit risk: default of the most vulnerable counterparties, migration from 10% to 15% of high-risk receivables;
- stress tests on market risk: depreciation of the MAD against the EUR, shift in the yield curve, depreciation of the net asset value of the various UCITS (bonds, money market funds, etc.);
- country risk stress tests: Stress tests on non-resident loans in countries with risks of political instability;
- scenarios combining several hypotheses.

From January 2019, for macro-prudential supervision considerations, Bank Al-Maghrib may ask credit institutions to set up a so-called "counter-cyclical capital cushion" on an individual and/or consolidated basis. The said cushion, the level of which is within a range of 0% to 2.5% of the weighted risks, is composed of core Tier 1 capital. Compliance with this additional threshold is preceded by a 12-month notice period.

The frequency of reporting solvency ratios to the regulator is half-yearly. This is accompanied by the publication of Pillar III, which is designed to ensure transparency of financial information: details of prudential ratios, composition of regulatory capital, distribution of weighted risks, etc.

Projected solvency ratio

AWB's projected ratios on an individual and consolidated basis at the end of 2021 are well above the regulatory minimums in force: 9.0% in terms of solvency ratio on Tier 1 capital and 12.0% on overall capital thanks to the internal capital management policy.

Prudential capital is calculated in accordance with Circular 14 G 2013 and the technical notice 01/DSB/2018 incorporating IFRS9 impacts.

Taking into account the uncertainties related mainly to the sanitary context of the "Covid-19" epidemic, the Attijariwafa bank group proceeded to the review and revision of its projections on the basis of a conservative scenario. In this context, the table below presents the evolution of the projected solvency ratio of Attijariwafa bank over the next 18 months.

The evolution of the projected solvency ratio of Attijariwafa bank over the next 18 months is as follows:

	Dec-21	June-22	Dec-22	June-23
Core Tier 1 capital (CET1) (1)	28.84	30.43	30.26	31.97
Tier 1 capital (2)	33.84	36.43	36.26	37.97
Tier 2 capital	8.26	7.46	7.27	6.37
Regulatory capital (3)	**42.10**	**43.89**	**43.53**	**44.35**
Weighted risks (4)	**267.04**	**275.76**	**281.13**	**288.04**
Core capital ratio (CET1) (1) / (4)	**10.80%**	**11.03%**	**10.76%**	**11.10%**
Tier 1 capital ratio (2) / (4)	**12.67%**	**13.21%**	**12.90%**	**13.18%**
Overall solvency ratio (3) / (4)	**15.77%**	**15.92%**	**15.49%**	**15.40%**

MAD billion - Source: Attijariwafa bank - Individual basis

The evolution of the projected solvency ratio of Attijariwafa bank Group over the next 18 months is as follows:

	Dec-21	June-22	Dec-22	June-23
Core Tier 1 capital (CET1) (1)	42.73	43.28	44.79	46.76
Tier 1 capital (2)	47.73	49.28	50.79	52.76
Tier 2 capital	9.53	8.67	7.47	6.41
Regulatory capital (3)	**57.26**	**57.95**	**58.26**	**59.17**
Weighted risks (4)	**422.60**	**444.79**	**454.18**	**465.72**
Core capital ratio (CET1) (1) / (4)	**10.11%**	**9.73%**	**9.86%**	**10.04%**
Tier 1 capital ratio (2) / (4)	**11.29%**	**11.08%**	**11.18%**	**11.33%**
Overall solvency ratio (3) / (4)	**13.55%**	**13.03%**	**12.83%**	**12.71%**

MAD billion - Source: Attijariwafa bank - Consolidated basis

COUNTRY RISK MANAGEMENT

The study conducted by the Country Risk entity with the support of an external consultant, to automate the country risk management has allowed:

- the diagnosis of the system in place and its adequacy with regulatory requirements while identifying the necessary actions for change in relation to an international benchmark;
- the development of a conceptual model for optimal country risk management (functional blocks and dedicated information system) for IT implementation with a gradual extension of the system to foreign subsidiaries.

The process of strengthening the regulatory framework and the implementation of the new organization have had the combined effect of strengthening the monitoring of BDI risks and consolidating the country risk management system. Similarly, the establishment of the Country Risks committee, the adoption of the Country Risk appetite framework and the project to set up a Risk database will contribute decisively to the culmination of this consolidation trend.

In addition, investments are tested for impairment at each closing date. The result of this test is sensitive to the different hypotheses (rate, volatility, fiscal framework, prudential system, regulatory environment, etc.) which leads to a sensitivity of the participating interests.

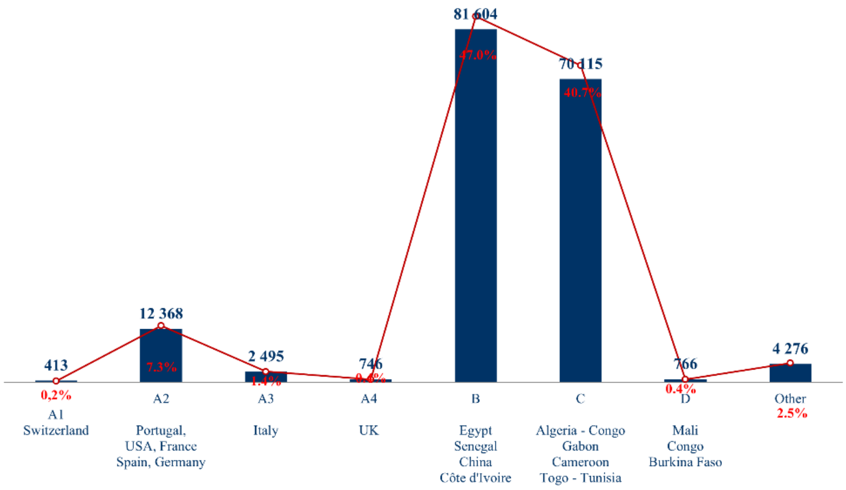
Country risk management system:

The roll-out of the bank's international growth strategy and the provisions of Bank Al Maghreb's Directive 1/G/2008 prompted the implementation of a country risk management system in view of the ever-increasing importance of international business in the group's overall exposure.

This system is structured around the following areas:

- a country risk charter adopted by the management body and approved by the administrative body, which constitutes the reference framework governing the bank's international risk generating activities;
- the identification and assessment of international risks: The Attijariwafa bank group carries out its banking and para-banking activities both on its domestic market and in foreign countries through subsidiaries and even branches. As such, its exposure to international risks includes all types of commitments made by the bank as a creditor entity towards non-resident counterparties in both dirhams and foreign currencies;
- the restatement and calculation of country risk exposure according to the risk transfer principle. This makes it possible to highlight the areas and countries with high exposure (in value and as a % of the bank's equity) and the corresponding risk typologies. Thus, as shown in the graph below, we note a weight of 51% on countries presenting a high risk by quality of exposure to country risk on the Co face scale.

Distribution of country risk exposures by Co face scale[9] - December 31, 2021



Source: Attijariwafa bank

- rules for consolidating country risk exposures that allow, in addition to an individual analysis of the commitment by country of each subsidiary and headquarters, an overview of the group's total commitment;
- the preparation and distribution of a weekly report on the evolution of country risk summarizing all the highlights that occurred during the week (agency rating changes and others...) with an update of the "World" database on country ratings by Standard & Poor's, Moody's, Fitch, Coface, OECD, the bank's internal score and the countries' CDS;
- the development of an internal economic country risk score reflecting the vulnerability index by country. This score is based on a multi-criteria evaluation approach combining macroeconomic indicators, agency ratings and market data, mainly CDS (Credit Default Swap), as a barometer of the probability of default associated with each issuer;
- the development of an internal political country risk score reflecting a country's vulnerability to political instability. This score is based on a multi-criteria evaluation approach combining the assessment of qualitative indicators relating to justice (legal guarantee, regulatory environment), administration and bureaucracy, redistribution of wealth, the Democracy Index as well as the Doing Business score which makes it possible to study regulations that promote economic activity and those that limit it;
- the allocation of limits, calibrated according to the country's risk profile and the level of the bank's equity capital and broken down by zone, country, sector, type of activity, maturity...);
- monitoring and surveillance of compliance with limits;
- the provisioning of country risk based on the deterioration of exposures (materialization of risk, debt rescheduling, default, benefit of debt relief initiatives, etc.) or due to highly significant negative alerts;
- stress testing, a half-yearly process that consists of ensuring the bank's ability to withstand extreme risk factors (such as the materialization of political risk in Tunisia and Côte d'Ivoire) and measuring its impact on capital and profitability.

Ultimately, country risk management is governed by a system that ensures the coverage of international risks from their origination to their final unwinding.

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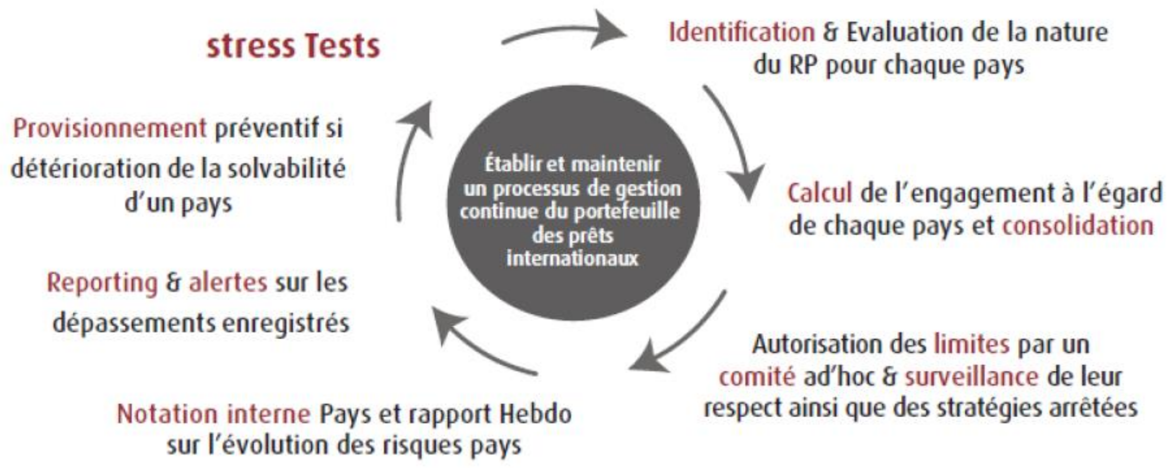
[9] The percentage represents the weight of each geographic zone in the distribution of country risk exposures according to the Coface scale

Country risk management system



Source: Attijariwafa bank

OPERATIONAL RISK AND BCP

Operational risk

The implementation of the operational risk management (ORM) system is in line with the "Basel 2" reform and its implementation for Morocco by Directive DN/29/G/2007, issued by Bank Al Maghrib on April 13, 2007. The latter defines operational risk as "a risk of loss resulting from deficiencies or failures attributable to internal procedures, personnel and systems or external events". This definition includes legal risk but excludes strategic and reputation risks.

For Attijariwafa bank, this operational risk management system is managed by the "Operational, Legal, IT and Human Risks" entity created within the "Global Risk Management" department. This entity has drawn up a risk map for each of the business lines based on the Bank's process reference framework. Each of the risks in the mapping is defined according to a frequency of occurrence and an impact in the event of an occurrence.

For major risks in risk mapping, action plans are defined to mitigate or prevent risks.

This risk mapping is regularly updated on the basis of incidents identified in each of the entities and/or changes in the Bank's products and services.

The methodological approach to risk mapping adopted by the Attijariwafa bank group is presented in the following 6 steps:

- process validation;
- risk identification and assessment;
- identification of risk monitoring indicators;
- development of a risk reduction action plan;
- collection of incidents and monitoring of risks to be monitored;
- Back-Testing & risk reassessment.

Business Continuity Plan (BCP)

The implementation of the BCP, which is the responsibility of the "Operational, legal, IT and human risks" entity, enables the bank to complete the operational risk management system set up in 2009, which resulted in the drafting of a charter and a complete mapping of operational risks.

The establishment of the BCP is in line with the provisions of the second pillar of Basel II and BAM Circular No. 47/G/2007, which stipulates that the BCP is a regulatory obligation.

The implementation of a Business Continuity Plan ensures the continuity of the bank's activities and the respect of its commitments when there is an occurrence of:

- a major crisis or operational disruption affecting a large urban or geographical area;
- a disruption affecting physical infrastructure;
- a natural disaster;
- an external attack;
- a major failure of information systems;
- a dysfunction resulting from a significant rate of absenteeism (e.g., Pandemic);
- a failure of a critical service.

Risk related to the unpredictable duration of the Covid-19 pandemic's effects

The consequences of the Covid-19 pandemic have materialized in various requests for extensions and suspensions of allocated credits. In addition, the cost of risk related to it has increased during the 2020 fiscal year but the Group is on the right track with a gradual return to the pre-covid-19 level.
Attijariwafa bank has also contributed to the support of VSE-SMEs through products dedicated to the support of companies during the health crisis and then to the economic recovery, afterwards.
The duration of the Covid-19 pandemic is uncertain given the appearance of the different variants. Therefore, the impact on the Moroccan economy is difficult to predict. The impact on the Attijariwafa Bank Group depends on the duration of the pandemic, the decisions taken by the governments and central banks of the countries where the pandemic is present, as well as the evolution of the health, economic, financial and social context.
The health crisis could have lasting effects, particularly for certain sectors of the economy. The activities of some of the Group's clients could be affected, which could have negative consequences on Attijariwafa bank's revenues, and an impact on its cost of risk linked to the increase of the default rate/insolvency on trade receivables.

Financial risk management system for climate change and the environment

The breakdown of risks is as follows:

- Physical risks: resulting from the occurrence of extreme climatic and environmental events (floods, storms, drought, etc.), or chronic events (increase in average temperatures, changes in precipitation patterns, scarcity of natural resources, etc.) that may materialize as credit, market, liquidity and operational risks.
- Transition risks: resulting from the implementation of a more environmentally friendly economic system. The causes may be technological, behavioral or regulatory, which may lead to revaluations of certain assets and materialize in credit, market and liquidity risk.
- Liability risk: resulting in particular from legal proceedings for having contributed to environmental damage. This is a sub-component of physical and transition risks.

In accordance with the directive D 5 W 2021 of Bank Al Maghrib and with the ambitions of the Group with regard to the development of green finance in Morocco, Attijariwafa Bank has decided to consolidate its global risk management system, notably the integration of climate and environmental risks:

- The processes of identification, measurement, monitoring and control of risks (as well as the global and individual piloting of the exposures to the various risks);

- Risk strategy and governance, in particular the definition of strategy, policy and risk appetite, as well as the approval of these elements by the Board of Directors;
- Credit granting policies and internal rating models;
- The various specific and systemic stress testing programs.

CONCENTRATION OF RISKS ON THE SAME BENEFICIARY

The concentration of credit risk is the risk inherent in an exposure to a small group of counterparties likely to generate significant losses, in the event of default by these counterparties that could threaten the financial strength of an institution or its ability to continue its essential operations.

In accordance with Circular 3 / G / 2001 on the maximum risk division ratio of credit institutions, credit institutions must at all times, on an individual and consolidated basis, comply with a maximum ratio of 20% between the total risks incurred on the same beneficiary impacted by a weighting rate according to their degree of risk, excluding the risks incurred on the State, and on the other hand, their net equity.

This coefficient is used to identify potential sources of risk concentration and to measure, manage, monitor and control them.

2019- 2021 concentration of risks on the same beneficiary

Years	Number of beneficiaries	Total commitment (in MAD thousands)
2019	16	56 302 225
2020	18	59 760 841
2021	18	63 057 324

Source: Attijariwafa bank – Corporate accounts

DISCLAIMER

The aforementioned information constitutes only part of the prospectus approved by the Moroccan Capital Market Authority (AMMC) under the reference VI/EM/016/2022 on June 17, 2022. The AMMC recommends that the entire prospectus, which is available to the public in French, be read in its entirety.