

# ANNUAL GENERAL MEETING

May 24, 2017

## Notice of meeting

The shareholders of Attijariwafa bank, a Public Limited Company with a capital amounting to MAD 2,035,272,260.00, headquartered in Casablanca - 2, Bd Moulay Youssef, registered at the Casablanca trade register under number 333, are invited to attend the Ordinary General Meeting to be held at 11:00 am on Wednesday May 24<sup>th</sup>, 2017, at the headquarter in order to deliberate on the following agenda :

### AGENDA

- Reading of the reports of the Board of Directors and the Statutory Auditors, and approval of the statements of the financial year ended December 31<sup>st</sup>, 2016.
- Approval of the agreements referred to in Article 56 and subsequent to Act 17-95 relating to public limited companies, as amended and supplemented by Act 20/05 and Act 78-12.
- Income appropriation.
- Discharge of the Directors and Statutory Auditors.
- Determination of the Board of Directors' attendance fees.
- Renewal of the appointment of three Directors.
- Mandate of the current external auditors
- Powers to carry out legal formalities.
- Other matters.

*Requests from the shareholders, who meet the requirements set in article 117 of Act 17-95 referred to public limited companies, as amended and supplemented by Act 20/05 and Act 78-12, to record draft resolutions in the agenda must be sent to the registered office within the 10 days following this notice by registered letter with an acknowledgement of receipt.*

*The description of the procedures that shareholders must follow to participate and vote at the meeting and the voting form by proxy or by mail, are available on the website of the company: [www.attijariwafa.com](http://www.attijariwafa.com), in accordance with Articles 121 and 121 bis of Law 17-95 on Public Limited Companies as amended and supplemented by Act 20/05 and Act 78-12..*

#### First resolution

The General Meeting, having been informed of the reports of the Board of Directors and the Statutory Auditors for the financial year ended December 31, 2016, expressly approves the summary financial statements for financial year 2016, as presented, as well as the transactions reflected in those financial statements or summarized in those reports, which show earnings of **MAD 6,936,134,617.92\***.

#### Second resolution

The General Meeting, having been informed of the special report of the Statutory Auditors on the agreements falling within the scope of Articles 56 et seq. of Act 17/95 pertaining to limited liability companies, as amended and supplemented by Act 20/05 and Act 78-12, approves the conclusions of said report and the agreements detailed therein.

#### Third resolution

The General meeting decide to allocate the earnings, proposed by the Board of Directors, amounting to **MAD 6,936,134,617.92** as follows:

Net income for the year	6,936,134.617.92*
Earnings brought forward	159,816.30
<b>DISTRIBUTABLE EARNINGS</b>	<b>6,936,294,434.22</b>
<b>ALLOCATION :</b>	
Statutory dividend (6%)	122,116,335.60
Amount necessary to raise the dividend per share to MAD 12	2,320,210,376.40
<b>TOTAL DISTRIBUTION OF</b>	<b>2,442,326,712.00</b>
Allocation to extraordinary reserves	4,493,500,000.00
Retained earnings	467,722.22

Accordingly, the Ordinary General Meeting resolves to allocate to each share constituting the Company's share capital an annual dividend of MAD 12, payable as from July 3<sup>rd</sup>, 2017, at the bank's headquarters, in compliance with the regulations in force.

#### Fourth resolution

As a consequence of the aforementioned resolutions, the General Meeting confers on the members of the Board of Directors the final discharge, without reservations, of management duties during the financial year for which the financial statements have been approved. Final discharge is also conferred on the Statutory Auditors for the term held during the financial year in question.

#### Fifth resolution

The General Meeting sets at MAD 4,000,000 the amount of directors' fees to be allocated to members of the Board of Directors for financial year 2017.

The Board of Directors shall divide this sum among its members in whatever manner it sees fit.

#### Sixth resolution

The General Meeting, having acknowledged that the director's mandates of SNI represented by Mr. Hassan Ouriagli, of Mr Abed Yacoubi Soussane and of Mr Abdelmjid Tazlaoui will expire at the close of this General Meeting, resolves to renew said mandates for a six years term, expiring at the General Meeting convened to deliberate on the financial statements for financial year 2022.

#### Seventh Resolution

The General Meeting, having acknowledged the expiration of the term of the Statutory Auditors Ernst&Young and Fidaroc Grant Thornton, hereby resolves to appoint external auditors, for the financial years ending December 31, 2017, 2018, and 2019\*\*.

#### Eighth Resolution

The General Meeting confers all powers on the holder of an original or copy of this document to perform disclosure and other formalities prescribed by law.

Board of directors

\* Net income of Attijariwafa bank Morocco [excluding foreign branches]. The aggregate net profit amounted to thousand MAD 6,935,048.

\*\* The name of the new external auditors will be included in the current resolution after completion of the formalities.