



التجاري وفا بنك
Attijariwafa bank

NOTICE OF THE ANNUAL

General Meeting

April 28, 2015

151

The stakeholders 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 Tuesday April 28th, 2015, 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 31st, 2014.
- 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.
- Income appropriation.
- Discharge of the Directors and Statutory Auditors.
- Determination of the Board of Directors' attendance fees.
- Mandate renewal of a Director.
- Resignation of a Director.
- Ratification of the appointment of a new Director.
- Report on the capital increase reserved to employees.
- Powers to carry out legal formalities.
- Other matters.

Requests from the stakeholders, who meet the requirements set in article 117 of Act 17-95 relating to public limited companies, as amended and supplemented by Law 20/05, 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.

• 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, 2014, expressly approves the summary financial statements for financial year 2014, as presented, as well as the transactions reflected in those financial statements or summarized in those reports, which show earnings of MAD 3,544,113,989.36.

• 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, approves the conclusions of said report and the agreements detailed therein.

• Third resolution

The General Meeting approves the allocation of earnings proposed by the Board of Directors, namely:

Net income for the year	3,544,113,989.36
Earnings brought forward	6,509,709.04
DISTRIBUTABLE EARNINGS	3,550,623,698.40
ALLOCATION:	
Statutory dividend (6%)	122,116,335.60
Amount necessary to raise the dividend per share to MAD 10	1,913,155,924.40
TOTAL DISTRIBUTION OF	2,035,272,260.00
Allocation to extraordinary reserves	1,509,000,000.00
Retained earnings	6,351,438.40

Accordingly, the Ordinary General Meeting resolves to allocate to each share constituting the Company's share capital an annual dividend of MAD 10, payable as from July 1, 2015, 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 2015. 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 mandate of SIGER represented by Mr. Mohamed Mounir El Majidi will expire at the close of this General Meeting, resolves to renew said mandate for a term of six years, expiring on the day of the General Meeting convened to deliberate on the financial statements for financial year 2020.

• Seventh Resolution

The General Meeting hereby acknowledges the resignation of Mr. Hassan Ouriagli as director and his appointment as permanent representative of the SNI.

• Eighth Resolution

The General Meeting, pursuant to the Board of Director's decision on December 9, 2014, resolves to ratify the co-optation of Mr. Abdelmjid Tazlaoui as director, in replacement of Mr. Hassan Ouriagli, for the remainder of the latter's term, which shall expire on the date of the General Meeting convened to deliberate on the financial statements for fiscal year 2016.

• Ninth resolution

The General Meeting hereby acknowledges that it has been informed by the Board of Directors with regard to powers granted to the latter to carry out share capital increases reserved for employees of Attijariwafa bank and its subsidiaries in Morocco and abroad.

• Tenth 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.



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Attijariwafa bank, a limited company with a capital of 2,035,272.260 DH. Head office : 2, boulevard Moulay Youssef, Casablanca. Approved as a credit institution by order of the Minister of Finance and Privatization n° 2269-03 of the 22 December 2003 as amended and supplemented. Trade Register n° 333. Tel. : +212 522 22 41 69/29 88 88.