

PROSPECTUS SUMMARY

Crédit du Maroc S.A.



ISSUE OF A SUBORDINATED BOND LOAN FOR A MAXIMUM AGGREGATE AMOUNT OF MAD 1,000,000,000

The AMMC-approved prospectus consists of:

- The securities note;
- Crédit du Maroc's reference document for the 2024 financial year and the first half of 2025 registered by the AMMC on 09/23/2025 under reference EN/EM/020/2025.

	Tranche A, unlisted	Tranche B, unlisted
Ceiling	MAD 1,000,000,000	
Maximum number of securities	10,000 subordinated bonds	
Unit nominal value	MAD 100,000	
Maturity	10 years	
Face interest rate	<u>Fixed</u> , in reference to the 10-year rate determined from the reference yield curve of the secondary market for 10-year Treasury bills as it will be published by Bank Al-Maghrib on October 16, 2025. This rate will be increased by a risk premium.	<u>Revisable annually</u> : For the first year, the face interest rate is the full 52-week rate (money market rate) determined on the basis of the reference yield curve for the secondary Treasury bill market as it will be published by Bank Al-Maghrib October 16, 2025. This rate will be increased by a risk premium.
Risk premium	Between 70 and 85 basis points	Between 65 and 80 basis points
Allocation method	Bullet	
Repayment guarantee	French auction method with priority given to tranche A (<u>at a fixed rate</u>) and then to tranche B (<u>at an annually revisable rate</u>)	
Tradability of securities	This issue is not covered by any specific guarantee.	
Ceiling	Over-the-counter (Off-market)	

Subscription Period: from 10/20/2025 to 10/22/2025, inclusive

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

Financial Advisor and Global Coordinator	Placement Body

VISA OF THE MOROCCAN CAPITAL MARKET AUTHORITY (AMMC)

In accordance with the provisions of the AMMC circular, issued pursuant to Article 5 of law no. 44-12 relating to public offerings and the information required from legal entities and organizations making public offerings, the prospectus in its original form was approved by the AMMC on 09/10/2025, under reference No. VI/EM/034/2025.

The securities note constitutes only part of the AMMC-approved prospectus. The latter comprises the following documents:

- The securities note;
- Crédit du Maroc's reference document for the 2024 financial year and the first half of 2025 registered by the AMMC on 09/23/2025 under reference EN/EM/020/2025.

Disclaimer

On 10/09/2024, the Moroccan Capital Markets Authority (AMMC) approved a prospectus relating to the issue of subordinated bonds by Crédit du Maroc.

The AMMC-approved prospectus is available at any time from Crédit du Maroc's head office, on its website www.creditdumaroc.ma, and from its financial advisor. It is also available within 48 hours from order-collecting institutions.

The prospectus is available to the public at the Casablanca Stock Exchange headquarters and on its website www.casablanca-bourse.com. It is also available on the AMMC website www.ammc.ma.

This summary is translated by **Lissaniat** under the joint responsibility of the said translator and Crédit du Maroc. 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. Offer structure

Crédit du Maroc plans to issue ten thousand (10,000) subordinated bonds with a nominal value of one hundred thousand dirhams (MAD 100,000). The total amount of the operation is one billion dirhams (MAD 1,000,000,000), broken down as follows:

- A tranche “A” with a maturity of 10 years, at a fixed rate and not listed on the Casablanca Stock Exchange, with a ceiling of MAD 1,000,000,000, i.e. 10,000 subordinated bonds with a nominal value of MAD 100,000 each;
- A tranche “B”, with a maturity of 10 years, at an annually revisable rate and not listed on the Casablanca Stock Exchange, with a ceiling of MAD 1,000,000,000, i.e. 10,000 subordinated bonds with a nominal value of MAD 100,000 each;

The total amount awarded for both tranches shall in no case exceed MAD 1,000,000,000.

In the event that the issue is not fully subscribed, the amount of the issue may be limited to the amount actually subscribed by investors (capped at MAD 1,000,000,000).

II. Objectives

The main objective of this subordinated bond issue is to strengthen Crédit du Maroc's capital base in order to support the development of its activity, in particular by increasing its capacity to distribute loans while complying with the solvency ratio as defined by applicable banking regulations.

In accordance with Bank Al-Maghrib Circular 14/G/2013 on the calculation of regulatory capital for credit institutions, as amended and supplemented, the funds raised through this operation will be classified as additional Tier 2 capital.

III. Information on Crédit du Maroc's subordinated bonds

Disclaimer:

Subordinated bonds differ from classic bonds in terms of the ranking of receivables contractually defined by the subordination clause. The effect of the subordination clause is to make the repayment of the loan conditional, in the event of the issuer's liquidation, on the satisfaction of all creditors or unsecured creditors.

Characteristics of Tranche A

Fixed-rate bonds with a maturity of 10 years, not listed on the Casablanca Stock Exchange, with bullet principal repayment

Nature of securities	Subordinated bonds, not listed on the Casablanca Stock Exchange, fully dematerialized by book entry with authorized financial intermediaries and admitted to the operations of the central depository (Marocclear).
Legal form	Bearer bonds
Tranche ceiling	MAD 1,000,000,000
Maximum number of securities to be issued	10,000 subordinated bonds

Unit nominal value	MAD 100,000
Issue price	100% of the nominal value, i.e. MAD 100,000
Loan maturity	10 years
Subscription period	From October 20 to 22, 2025, inclusive
Entitlement date	October 27, 2025
Maturity	October 27, 2035
Allocation method	French auction method with priority given to tranche A (at a fixed rate) and then to tranche B (at an annually revisable rate)
Face interest rate	Fixed rate The nominal interest rate is determined in reference to the 10-year rate determined from the reference yield curve of the secondary market for 10-year Treasury bills as it will be published by Bank Al-Maghrib on October 16, 2025. This rate will be increased by a risk premium ranging between 70 and 85 basis points. Crédit du Maroc will determine the reference rate using the linear interpolation method, based on the two points flanking the full 10-year maturity (actuarial basis). The reference rate and the interest rate selected will be published by Crédit du Maroc on its website and in a legal announcement journal, no later than October 16, 2025.
Issue premium	Between 70 and 85 basis points.
Interests	Interests will be paid annually on the anniversary dates of the loan's effective date, i.e., October 27 of each year. Payment will be made on the same day or on the first business day following October 27 if that date is not a business day. Interests on subordinated bonds will cease to accrue on the date on which the principal is repaid by Crédit du Maroc. No deferral of interest will be possible in connection with this operation. Interest will be calculated according to the following formula: [Nominal value x face interest rate].
Amortization / Capital repayment	The subordinated bond issue, which is the subject of this securities note, will be subject to a bullet principal repayment, subject to early repayment (see below). In the event of a merger, demerger, or partial transfer of assets of Crédit du Maroc occurring during the term of the loan and resulting in the universal transfer of assets to a separate legal entity, the rights and obligations under the subordinated bonds will be automatically transferred to the legal entity substituting Crédit du Maroc's rights and obligations. In the event of the liquidation of Crédit du Maroc, the repayment of the principal is subordinate to all conventional, preferential, or unsecured debts.

Early repayment	Crédit du Maroc shall refrain, throughout the term of the loan, from early repayment of the subordinated bonds that are the subject of this issue. However, the bank reserves the right, with the prior approval of Bank Al-Maghrib, to repurchase subordinated bonds on the secondary market, provided that this is permitted by legal and regulatory provisions. The bank must offer, in writing, the same price to all holders of subordinated bonds by inserting a notice in a legal announcement journal, and redeem on a pro rata basis from those who accept, in accordance with the quantities held by each of them. In this case, the issuer shall inform the AMMC and the representative of the pool of bondholders of this redemption operation five trading days prior to the said operation. These redemptions shall have no consequences for subscribers wishing to hold their securities until normal maturity and shall not affect the normal amortization schedule. The redeemed bonds will be canceled and cannot be distributed. In the event of repurchase, the issuer must inform the AMMC and the representative of the pool of bondholders of the canceled bonds.
Securities' tradability	Tradable over the counter. There are no restrictions imposed by the terms of the issue on the free tradability of the subordinated bonds.
Assimilation clauses	The perpetual subordinated notes referred to in this offer document will not be assimilated into subordinated notes previously issued. In the event that Crédit du Maroc were to subsequently issue new securities with identical rights in every aspect to those of this issue, it may, without requiring the bearers' consent, and providing that the issue contracts so allowed, assimilate all the securities of the subsequent issues, thereby unifying all transactions as far as their management and trading are concerned.
Loan rank / Subordination	The capital and interests shall be subject to a subordination clause. The application of this clause does not in any way affect the rules of law concerning accounting principles for the allocation of losses, the obligations of shareholders, and the rights of subscribers to obtain, in accordance with the terms of the contract, payment of their securities in principal and interest. In the event of the liquidation of Crédit du Maroc, the subordinated securities of this issue will only be repaid after all ordinary, preferred, and unsecured creditors have been paid. These subordinated securities will be repaid on the same basis as any other subordinated loans that may be issued subsequently by Crédit du Maroc, both in Morocco and internationally, in proportion to their amount, where applicable.
Maintaining the loan's rank	Crédit du Maroc undertakes, until all securities of this loan are fully repaid, not to establish any priority in terms of their ranking for repayment in the event of liquidation in favor of other subordinated securities that it may issue at a later date, without granting the same rights to the subordinated securities of this loan.
Repayment guarantee	This issue is not subject to any specific guarantee.

Rating	No rating has been requested for this issue.
Representation of bondholders' pool	The Management Board of Crédit du Maroc, meeting on September 29, 2025, and pending the general meeting of Subordinated Bondholders, appointed Hdid Consultants, represented by Mr. Mohamed Hdid, as provisional representative of the bondholders' pool. This decision will take effect at the start of the subscription period. It should be noted that the provisional representative appointed is the same for tranches A and B, which are grouped together in a single pool. Within a period of six (6) months from the closing date of subscriptions, the provisional representative shall convene the general meeting of bondholders to appoint the definitive representative of the bondholders' group, 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 relating to public limited companies, as amended and supplemented, it was decided to set the remuneration of the provisional representative and the representative of the bondholders' group at MAD 30,000 (excl. VAT) per year in respect of the group. The representative's compensation will be disclosed to the public when the notice convening the Bondholders' Meeting is published. In accordance with article 302 of the aforementioned law, the representative of the bondholders' group has the power, unless otherwise restricted by the general meeting of bondholders, to carry out on behalf of the group all acts of management necessary to safeguard the common interests of the bondholders. It should also be noted that HDID is the representative of the bondholders' group for the following unmatured issues carried out by Crédit du Maroc between 2016 and 2024: ▪ MMAD 500 subordinated bond issue in 2016; ▪ MMAD 750 subordinated bond issue in 2018; ▪ AT1 MMAD 500 perpetual subordinated bond issue in 2023; ▪ AT1 500 MMAD perpetual subordinated bond issue in 2024. Apart from the above-mentioned mandates, the firm HDID holds no mandate vis-à-vis Crédit du Maroc and has no capital or business relationship with the latter.
Applicable law	Moroccan Law
Competent jurisdiction	Casablanca Commercial Court.

Characteristics of Tranche B

Bonds with an annually revisable rate, not listed on the Casablanca Stock Exchange, with bullet principal repayment

Nature of securities	Subordinated bonds, not listed on the Casablanca Stock Exchange, fully dematerialized by book entry with authorized financial intermediaries and admitted to the operations of the central depository (Maroclear).
Legal form	Bearer bonds
Tranche ceiling	MAD 1,000,000,000
Maximum number of securities to be issued	10,000 subordinated bonds
Unit nominal value	MAD 100,000
Issue price	100% of the nominal value, i.e. MAD 100,000
Loan maturity	10 years
Subscription period	From October 20 to 21, 2025, inclusive
Entitlement date	October 27, 2025
Maturity	October 27, 2035
Allocation method	French auction method with priority given to tranche A (at a fixed rate) and then to tranche B (at an annually revisable rate)
Face interest rate	Annually revisable rate For the first year, the facial interest rate is the full 52-week rate (money market rate) determined on the basis of the reference yield curve for the secondary market in Treasury bills, as it will be published by Bank Al-Maghrib on October 16, 2025. This rate will be increased by a risk premium ranging between 65 and 80 basis points. The reference rate and the face interest rates will be published by Crédit du Maroc on its website and in a legal announcement journal on October 16, 2025. On each anniversary date, the reference rate is the full 52-week rate (money market rate) determined by reference to the reference yield curve of the secondary market for Treasury bills as published by Bank Al-Maghrib, preceding the coupon anniversary date by five (5) business days. The reference rate thus obtained will be increased by the risk premium fixed at the end of the auction (risk premium of between 65 and 80 basis points) and will be communicated by Crédit du Maroc, via its website, to bondholders five (5) business days before the anniversary date of each rate review date and on the same day as the reference rate observation date.
Calculation of the reference rate	If the fifty-two (52)-week rate is not observable, Crédit du Maroc will determine the reference rate by linear interpolation using the two points surrounding the full fifty-two (52)-week maturity (monetary basis). This linear interpolation will be made after converting the rate immediately above the fifty-two (52)-week maturity (actuarial basis) into the equivalent monetary rate.

	The calculation formula is: $(((\text{Actuarial rate} + 1)^{(k / \text{exact number of days}^*)}) - 1) \times 360/k;$ where k: maturity of the actuarial rate immediately above 52 weeks to be converted *Exact number of days: 365 or 366 days. The rate thus obtained will be increased by the risk premium retained at the time of auction.
Risk premium	Between 65 and 80 basis points.
Interest rate determination date	The coupon will be revised annually on the anniversary date of the maturity date of the bond, i.e. on October 27 of each year. The new rate will be communicated by the issuer to bondholders via its website, five (5) business days before the anniversary date.
Interests	Interests will be paid annually on the anniversary date of the loan's effective date, i.e., October 27 of each year. Payment will be made on that date or on the first trading day following October 27 if that date is not a business day. Interest on subordinated bonds will cease to accrue on the date on which the principal is repaid by Crédit du Maroc. No deferral of interest will be possible under this operation. Interest will be calculated according to the following formula: $[\text{Nominal} \times \text{Face rate} \times (\text{Exact number of days} / 360 \text{ days})].$
Amortization / Capital repayment	The subordinated bond issue, which is the subject of this securities note, will be subject to a bullet principal repayment, subject to early repayment (see below). In the event of a merger, demerger, or partial transfer of assets of Crédit du Maroc occurring during the term of the loan and resulting in the universal transfer of assets to a separate legal entity, the rights and obligations under the subordinated bonds will be automatically transferred to the legal entity substituting Crédit du Maroc's rights and obligations. In the event of the liquidation of Crédit du Maroc, the repayment of the principal is subordinate to all conventional, preferential, or unsecured debts.
Early repayment	Crédit du Maroc shall refrain, throughout the term of the loan, from early repayment of the subordinated bonds that are the subject of this issue. However, the bank reserves the right, with the prior approval of Bank Al-Maghrib, to repurchase subordinated bonds on the secondary market, provided that this is permitted by legal and regulatory provisions. The bank must offer, in writing, the same price to all holders of subordinated bonds by inserting a notice in a legal announcement journal, and redeem on a pro rata basis from those who accept, in accordance with the quantities held by each of them. In this case, the issuer shall inform the AMMC and the representative of the pool of bondholders of this redemption operation five trading days prior to the said operation. These redemptions shall have no consequences for subscribers wishing to hold their securities until normal maturity and shall not affect the normal amortization schedule. The redeemed bonds will be canceled and cannot be distributed.

	In the event of repurchase, the issuer must inform the AMMC and the representative of the pool of bondholders of the canceled bonds.
Securities' tradability	Tradable over the counter. There are no restrictions imposed by the terms of the issue on the free tradability of the subordinated bonds.
Assimilation clauses	The perpetual subordinated notes referred to in this offer document will not be assimilated into subordinated notes previously issued. In the event that Crédit du Maroc were to subsequently issue new securities with identical rights in every aspect to those of this issue, it may, without requiring the bearers' consent, and providing that the issue contracts so allowed, assimilate all the securities of the subsequent issues, thereby unifying all transactions as far as their management and trading are concerned.
Loan rank / Subordination	The capital and interests shall be subject to a subordination clause. The application of this clause does not in any way affect the rules of law concerning accounting principles for the allocation of losses, the obligations of shareholders, and the rights of subscribers to obtain, in accordance with the terms of the contract, payment of their securities in principal and interest. In the event of the liquidation of Crédit du Maroc, the subordinated securities of this issue will only be repaid after all ordinary, preferred, and unsecured creditors have been paid. These subordinated securities will be repaid on the same basis as any other subordinated loans that may be issued subsequently by Crédit du Maroc, both in Morocco and internationally, in proportion to their amount, where applicable.
Maintaining the loan's rank	Crédit du Maroc undertakes, until all securities of this loan are fully repaid, not to establish any priority in terms of their ranking for repayment in the event of liquidation in favor of other subordinated securities that it may issue at a later date, without granting the same rights to the subordinated securities of this loan.
Repayment guarantee	This issue is not subject to any specific guarantee.
Rating	No rating has been requested for this issue.
Representation of bondholders' pool	The Management Board of Crédit du Maroc, meeting on September 29, 2025, and pending the general meeting of Subordinated Bondholders, appointed Hdid Consultants, represented by Mr. Mohamed Hdid, as provisional representative of the bondholders' pool. This decision will take effect at the start of the subscription period. It should be noted that the provisional representative appointed is the same for tranches A and B, which are grouped together in a single pool. Within a period of six (6) months from the closing date of subscriptions, the provisional representative shall convene the general meeting of bondholders to appoint the definitive representative of the bondholders' group, 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 relating to public limited companies, as amended and supplemented, it was decided to set the remuneration of the provisional representative and the representative of the

bondholders' group at MAD 30,000 (excl. VAT) per year in respect of the group. The representative's compensation will be disclosed to the public when the notice convening the Bondholders' Meeting is published.

In accordance with article 302 of the aforementioned law, the representative of the bondholders' group has the power, unless otherwise restricted by the general meeting of bondholders, to carry out on behalf of the group all acts of management necessary to safeguard the common interests of the bondholders.

It should also be noted that HDID is the representative of the bondholders' group for the following unmatured issues carried out by Crédit du Maroc between 2016 and 2024:

- MMAD 500 subordinated bond issue in 2016;
- MMAD 750 subordinated bond issue in 2018;
- AT1 MMAD 500 perpetual subordinated bond issue in 2023;
- AT1 500 MMAD perpetual subordinated bond issue in 2024.

Apart from the above-mentioned mandates, the firm HDID holds no mandate vis-à-vis Crédit du Maroc and has no capital or business relationship with the latter.

Applicable law	Moroccan Law
Competent jurisdiction	Casablanca Commercial Court.

IV. Event of Default

The term ‘Event of Default’ stands for the failure to pay all or a part of the interest due by the Company on any Bond, unless such payment is made within 14 business days of the due date.

In the event of an Event of Default, the representative of the pool of bondholders must immediately send a formal notice to the Company to remedy the Event of Default with an order to pay any interest amount owed by the Company within 14 business days of the formal notice.

If the Company has not resolved the Event of Default within fourteen (14) business days following the date on which it received the formal request, the noteholders’ representative may, after convening a general meeting of noteholders and, if the latter, fulfilling legal requirements regarding quorum validity and voting majorities and, notifying the Issuer in writing with copies sent to the depositary representative and to the AMMC, may request payment of the entire sum issued. This would automatically oblige the Company to repay the principal plus any interest accrued since the last interest payment date plus any accrued interest outstanding.

The capital is the initial capital (initial nominal value x number of securities) or in the event of repayment, the capital remaining due.

V. Operation calendar

Order	Steps	Dates
1	Obtaining AMMC visa	10/09/2025
2	Publication of the prospectus extract on the issuer's website (www.creditdumaroc.ma)	10/09/2025
3	Publication by the issuer of the press release in a legal announcements journal	10/10/2025
4	Observation of reference rates	10/16/2025
5	Publication of reference and coupon rates in a legal announcements journal and on the issuer's website	10/16/2025
6	Opening of subscription period	10/20/2025
7	Closing of subscription period (inclusive)	10/22/2025
8	Allocation of securities	10/22/2025
9	Settlement / delivery	10/27/2025
10	Publication by the issuer of the operation results and rates in a legal announcements journal and on its website	10/28/2025

PART II. ABOUT CREDIT DU MAROC

I. General information

Corporate name	Crédit du Maroc
Registered Office	201, boulevard d'Anfa, Casablanca
Phone and fax number	Phone: (212) 05 22 47 70 00 Fax: (212) 05 22 27 71 27
Website	www.creditdumaroc.ma
Legal form	Crédit du Maroc is a public limited company with an Executive Board and a Supervisory Board.
Date of incorporation	04/10/1963
Life span	99 years from the date of its registration in the Commercial Register.
Commercial register number	The Company is registered in the Casablanca Commercial Register under number RC 28 717 of the analytical register.
Financial year	From January 1 st to December 31 st .
Legal documents	The Company's legal documents, in particular the Articles of Association, minutes of General Meetings and statutory auditors' reports, may be consulted at the Company's registered office.
Corporate purpose (Article 3 of the Articles of Association)	The purpose of the company is to carry out, in accordance with law 103-12 relating to credit institutions and similar bodies, with law 15-95 forming the Commercial Code and with all existing or future laws directly or indirectly affecting its activity, all banking and participative banking operations, principally the receipt of funds from the public, including investment deposits, the distribution of all types of credit, the provision and management of all means of payment and client financing through Murabaha, Modaraba, Ijara, Musharaka, Salam, Istina'a or any other product approved by the Oulémas High Council. It may also carry out: ■ All foreign exchange, foreign trade and asset management operations; ■ advice and management in financial matters and securities; ■ The acquisition of equity interests in existing or new companies, both in Morocco and abroad. For the purposes of its activities, it may: ■ Acquire, lease, equip and operate all premises, buildings and businesses, both in Morocco and abroad; ■ Acquire or lease any equipment, materials and vehicles; ■ Set up any agency or subsidiary, in Morocco or abroad. And in general, carry out, within the limits set by the laws and regulations applicable to banks, directly or indirectly, all financial, securities, real estate, commercial or other transactions likely to promote its development.

Share capital as of 06/30/2025 Crédit du Maroc's share capital amounts to MAD 1,088,121,400, divided into 10,881,214 shares with a nominal value of MAD 100 each.

Texts governing Crédit du Maroc's legal form:

- Law no. 17-95 on limited companies, as amended and supplemented.

Texts governing Crédit du Maroc's activity:

- Law no. 103-12 relating to credit institutions and similar bodies (Banking Law).

Legislation governing Crédit du Maroc's recourse to public offerings and the listing of its shares:

- The general regulations of the Moroccan Capital Market Authority approved by the order of the Minister of Economy and Finance no. 2169-16 dated July 14, 2016;
- AMMC circulars;
- Law no.19-14 relating to the stock exchange, brokerage firms and financial investment advisors;
- Law no.35-96 relating to the creation of a central depository and the institution of a general regime for the book-entry of certain securities, amended and supplemented by law no.43-02;
- Law no. 26-03 on public offerings on the stock market, as amended and supplemented by Law no. 46-06;
- The general regulations of the Stock Exchange, approved by Order no. 2208-19 of July 3, 2019 issued by the Minister of the Economy and Finance;
- The general regulations of the central depository approved by order of the Minister of the Economy and Finance n°932-98 dated April 16, 1998 and amended by order of the Minister of the Economy and Finance n°1961-01 dated October 30, 2001 and order 77-05 dated March 17, 2005;
- Law no. 43-12 relating to the Moroccan Capital Market Authority;
- Law no. 44-12 relating to public offerings and the information required from legal entities and organizations making public offerings.

Legal and regulatory texts applicable to the issuer

Texts governing Crédit du Maroc's right to issue certificates of deposit:

- Law no. 35-94 relating to certain negotiable debt securities, as amended and supplemented, and Ministry of Finance and Foreign Investment order no. 2560-95 of October 9, 1995 relating to negotiable debt securities, as amended and supplemented, and Bank Al-Maghrib circular no. 2/G/96 of January 30, 1996 relating to certificates of deposit and its amendment.

Competent court in case of dispute Casablanca Commercial Court

Tax regime As a credit institution, Crédit du Maroc is subject to VAT at a rate of 10% and to corporate income tax, the rate of which will rise gradually to reach 40% in 2026. In 2025, the current tax rate is 39.25%. The Bank is governed by ordinary commercial and tax legislation.

Source: *Crédit du Maroc*

II. Information on Crédit du Maroc's share capital

As of June 30, 2025, Crédit du Maroc's share capital amounts to MAD 1,088,121,400 and is fully paid up. It is made up of 10,881,214 shares with a nominal value of MAD 100 each.

The table below shows Crédit du Maroc's shareholder structure:

Shareholders	Number of shares held	% in share capital and voting rights
Holmarcom Finance Company (HFC)	5 941 968	54.61%
AtlantaSanad	1 201 744	11.04%
Wafa Assurance	1 168 523	10.74%
Various shareholders ¹	2 568 979	23.61%
Total	10 881 214	100.00 %

Source: Crédit du Maroc

III. Members of the Supervisory Board as of June 30, 2025

Identity	Age	Origin	Nationality	First appointment date	Latest renewal	Mandate expiry	Committee member	Main function
Mohamed Hassan Bensalah <i>Chairman</i>	54		Moroccan	12/2022	–	Annual Meeting to approve the financial statements for the year ending December 31, 2024	-	Chief Executive Officer Holmarcom Group
Karim Chiouar <i>Member</i>	61		Moroccan	12/2022	–	Annual Meeting to approve the financial statements for the year ending December 31, 2024	A & R	Deputy Managing Director Holmarcom Group
Zouhair Chorfi ⁽³⁾ <i>Member</i>	68		Moroccan	12/2022	–	Annual Meeting to approve the financial statements for the year ending December 31, 2024	C & R	Retired civil servant
AtlantaSanad S.A ⁽²⁾ <i>represented by Mrs. Madame Fatima Zahra Bensalah</i> <i>Member</i>	55		Moroccan	12/2022	–	Annual Meeting to approve the financial statements for the year ending December 31, 2024	C	Vice-President of AtlantaSanad S.A.
Holmarcom Finance Company S.A <i>represented by Mrs. Lamiæ Kendili</i> <i>Member</i>	40		Moroccan	12/2022	–	Annual Meeting to approve the financial statements for the year ending December 31, 2024	A	Deputy Managing Director - Holmarcom Finance Company

¹Mainly floating on the stock market.

Mohammed Kadiri ^{(1) (4)} Independent member	Ali 69		Moroccan	12/2022	—	Annual Meeting to approve the financial statements for the year ending December 31, 2024	General Meeting to approve financial statements for the year ending December 31, 2024	A & C	Managing Director of the Dictys firm
Nadine Ziadé ^{(1) (5)} Independent member	Koniski- 49		Franco-Lebanese	03/2024	-	Annual Meeting to approve the financial statements for the year ending December 31, 2024	General Meeting to approve financial statements for the year ending December 31, 2024	R	Senior Advisor (Finance)

Source: Crédit du Maroc

(A) Audit Committee (R) Risk Committee (C) Nomination and Remuneration Committee

(1) Independent member

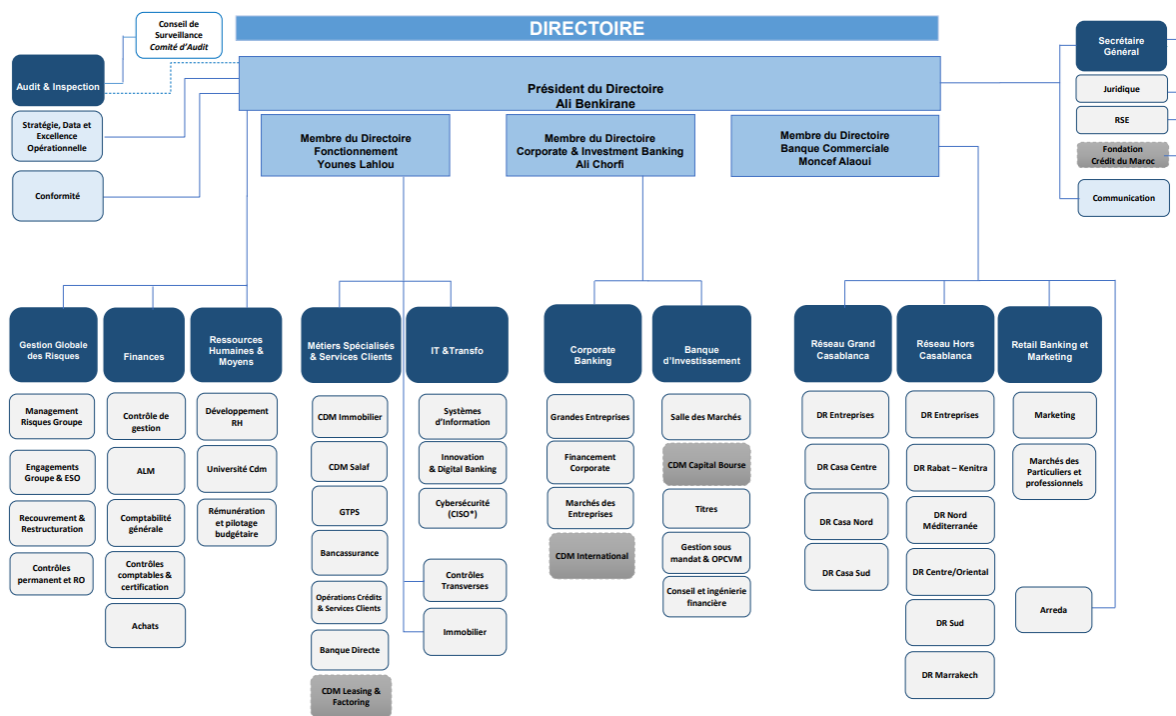
(2) Chairperson of the Nomination and Remuneration Committee

(3) Chairman of the Audit Committee

(4) Chairman of the Risk Committee

(5) Ratification of co-optation by 2025AGM, subject to BAM approval.

IV. Organizational Chart



V. Crédit du Maroc's activity

1. Credit evolution

Over the period 2022 - 2024, Crédit du Maroc's total outstanding loans have evolved as follows:

Net receivables (Corporate) in MMAD	2022	2023	Var. 23/22	2024	Var. 24/23
Cash credits	14 856	14 826	-0.2%	14 838	0.1%
%	28%	26%	-1.7 pt	24%	-2.1 pt
Consumer credits	3 476	3 547	2.0%	3 962	11.7%
%	6%	6%	-0.3 pt	6%	0.2 pt
Equipment credits	6 803	9 570	40.7%	12 118	26.6%
%	13%	17%	4.1 pt	19%	2.7 pts
Real estate credits	17 579	18 503	5.3%	19 752	6.7%
%	33%	32%	-0.4 pt	32%	-0.7 pt
Other credits	1 834	1 124	-38.7%	1 660	47.7%
%	3%	2%	-1.5 pt	3%	0.7 pt
Accrued interest receivable	325	360	10.8%	348	-3.5%
%	1%	1%	-	1%	-0.1
Past-due receivables	1 066	1 107	3.8%	1 203	8.7%
%	2%	2%	-0.1 pt	1.93%	-
Client receivables	45 939	49 037	6.7%	53 881	9.9%
%	86%	86%	0.2 pt	86.5%	0.7 pt
Receivables acquired through factoring	919	715	-22.1%	557	-22.1%
%	2%	1%	-0.2 pt	0.9%	-0.4 pt
Receivables from demand credit institutions	2 046	918	-55.1%	2 923	218.5%
Term loans and advances	4 769	6 488	36.1%	4 904	-24.4%
Receivables from credit institutions and similar entities	6 815	7 406	8.7%	7 827	5.7%
%	13%	13%	0.3 pt	12.6%	-0.4 pt
Total credits	53 672	57 158	6.5%	62 265	8.9%

Source: Crédit du Maroc - Corporate accounts

% Share of total credits

As of end-2024, Crédit du Maroc's outstanding credit portfolio rose by 8.9% (+MAD 5.1 billion) to nearly MAD 62,265 million. This improvement is mainly due to the following combined factors:

- a 9.9% increase (+MAD 4.8 billion) in outstanding client loans to MAD 53,881 million as of December 31, 2024. This change is explained by:
 - ✓ a 26.6% increase (+MAD 2.6 billion) in equipment loans compared with end-2023;
 - ✓ a growth in real estate credits (+MAD 1.2 billion) to reach more than MAD 19,752 million, marked by an increase in loans to real estate developers in the corporate market and in home loans, including Murabaha loans, which grew significantly in 2024;
 - ✓ an increase in “Other Credits” of 47.7% , i.e., (+MAD 536 million);
 - ✓ an 11.7% increase in consumer loans (+MAD 415.2 million) compared with December 31, 2023;
 - ✓ an 8.7% increase in non-performing loans (+MAD 96.2 million) compared with 2023;

- the increase in outstanding receivables from credit institutions and similar entities to MAD 7,827 million, explained by contrasting trends between demand receivables, which rose sharply (+MAD 2 billion), and term receivables, which fell by 24.4% (-MAD 1.6 billion) compared with 2023.
- the 22.1% decrease (-MAD 157.8 million) in receivables acquired through factoring, linked to the repayments of VAT credit advances in March 2024.

Client credit accounts for 86.5% of total credit. Its share has increased compared to the previous financial year.

In retail banking, home loans increased by MAD 608 million, part of which relates to Murabaha real estate receivables, which rose sharply.

Consumer credit also increased by MAD 13 million compared with 2023.

In the corporate market, short-term loans were marked by an increase in current accounts (+MAD 253 million), offset by declines in import loans and receivables acquired through factoring (VAT credit financing). Medium- and long-term loans were marked by an increase in equipment loans (MAD 2.6 billion) and loans to real estate developers (+MAD 622 million).

2. Deposit evolution

Crédit du Maroc's outstanding debt evolved as follows over the period under review:

Amounts in MMAD	2022	2023	Var. 23/22	2024	Var. 24/23
Current credit accounts	34 014	35 900	5.5%	39 806	10.9%
%	66.4%	68.0%	1.6 pt	68.2%	0.2 pt
Savings accounts	9 888	9 990	1.0%	10 032	0.4%
%	19.3%	18.9%	-0.4 pt	17.2%	-1.7 pt
Term deposits	3 133	4 090	30.6%	5 988	46.4%
%	6.1%	7.7%	1.6 pt	10.3%	2.5 pt
Other credit accounts	1 459	1 578	8.2%	903	-42.8%
%	2.8%	3.0%	0.1 pt	1.5%	-1.4 pt
Client deposits on equity-linked products	15	12	-16.1%	16	24.4%
%	-	-	-	-	-
Accrued interest payable	53	120	127.7%	136	13.1%
%	0.1%	0.2%	0.1%	0.2%	0.01 pt
Client deposits	48 562	51 691	6.4%	56 880	10.0%
%	94.7%	97.9%	3.2 pt	97.5%	-0.4 pt
Demand	630	752	19.4%	713	-5.1%
Term	2 068	362	-82.5%	772	>100%
Amounts owed to credit institutions and similar entities	2 698	1 113	-58.7%	1 485	33.4%
%	5.3%	2.1%	-3.2 pt	2.5%	0.4 pt
Total debt	51 259	52 804	3.0%	58 365	10.5%

Source: Crédit du Maroc – Corporate accounts

As of end-2024, Crédit du Maroc generated balance sheet resources of more than MAD 58,365 million, up 10.5% (+MAD 5.6 billion) as of December 31, 2023. This increase is mainly due to the following combined effects:

- a 10% increase (+MAD 5.2 billion) in client resources, which stood at MAD 56,880 million as of December 31, 2024, explained by:
 - ✓ an increase in credit demand accounts (+MAD 3.9 billion), explained by the actions taken by the Bank to improve collection;
 - ✓ a 46.4% increase (+MAD 1.9 billion) in term deposits, which stood at MAD 5,988 million at the end-2024, thanks in particular to the launch of attractive offers;
 - ✓ a 42.8% decrease in “Other credit accounts” compared with the 2023 financial year;
- a 33.4% increase in outstanding debt to credit institutions and similar entities, from MAD 1,113 million to MAD 1,485 million in 2024, following the increase in term deposits. These resources represent 2.5% of the debt structure, an improvement compared with their level in 2023.

The structure of client deposits shows a predominance of demand accounts, which represent 68.2% of total resources, the same level as in 2023.

Savings accounts fell by 1.7 points compared with the previous financial year and represent 17.2% of outstanding resources.

Term deposits, for their part, represent 10.3%, up 2.5 points compared with end-2023.

Non-interest-bearing resources grew by 8.5% and represent 71.4% of total client resources.

Interest-bearing resources rose by 14.3%, driven by a \$1.5 billion increase in term accounts.

PART III. FINANCIAL DATA - IFRS CONSOLIDATED FINANCIAL STATEMENTS

1. Consolidated income statement

Crédit du Maroc's consolidated income statement for the last three years is as follows:

<i>IFRS Consolidated</i> MMAD)	(Amounts in	2022	2023	Var. 23/22	2024	Var. 24/23
Interest and similar income		2 336.3	2 821.1	20.7%	3 147.0	11.6%
Interest expense		340	595.2	75.1%	718.9	20.8%
Interest margin		1 996.4	2 225.9	11.5%	2 428.1	9.1%
Commissions received		454.5	494.9	8.9%	532.2	7.5%
Commissions paid		51.3	58.5	14%	72.2	23.4%
Commission margin		403.2	436.4	8.2%	460.0	5.4%
Net gains or losses on financial instruments at fair value through profit or loss		263.9	355.4	34.7%	502.5	41.4%
Net gains or losses on financial instruments at fair value through equity		-0.1	-	100%	1.3	>100%
Income from other activities		14.8	20.7	39.3%	31.7	53.4%
Expenses from other activities		109.6	111.5	1.7%	120.4	8.0%
Net banking income		2 568.7	2 926.9	13.9%	3 303.2	12.9%
General operating expenses		1 309.8	1 366.0	4.3%	1 345.4	-1.5%
Depreciation, amortization and impairment of intangible and tangible fixed assets		190.3	232.9	22.4%	259.7	11.5%
Gross operating income		1 068.6	1 328.0	24.3%	1 698.1	27.9%
Cost of risk		-309.9	-445.3	43.7%	-398.4	-10.5%
Operating income		758.6	882.7	16.4%	1 299.7	47.2%
Net gains or losses on other assets		-15.4	-4.4	71.3%	-6.1	38.8%
Income before tax		743.2	878.3	18.2%	1 293.5	47.3%
Income taxes/Deferred taxes		345.1	380.1	10.1%	552.6	45.4%
Net income		398.1	498.2	25.2%	740.9	48.7%
Minority interests		-6.2	-4.9	-21.4%	0.0	-100.0%
Net income, Group share		404.3	503.1	24.4%	740.9	47.3%

Source: Crédit du Maroc

2. IFRS consolidated balance sheet

Crédit du Maroc has a majority share in the Crédit du Maroc Group's consolidated balance sheet. The balance sheet for the period 2022 – 2024 under IFRS is as follows:

Assets

Amounts in MMAD	2022	2023	Var. 23/22	2024	Var. 24/23
Cash in hand, Central banks, Treasury, Postal cheque service	1 867	2 266	21.3%	2 235	-1.4%
Financial assets at fair value through profit or loss	1 567	2 597	65.8%	4 785	84.3%
<i>Financial assets held for trading</i>	<i>1 367</i>	<i>2 367</i>	<i>73.1%</i>	<i>4 544</i>	<i>92.0%</i>
Other financial assets at fair value through profit or loss	199	230	15.4%	241	4.8%
Financial assets at fair value through CP	2 948	1 054	-64.2%	675	-36.0%
<i>Debt instruments at fair value through equity - recyclable</i>	<i>2 948</i>	<i>1 054</i>	<i>-64.2%</i>	<i>675</i>	<i>-36.0%</i>
Securities at amortized cost	8	1 397	>100%	915	-34.5%
Loans and advances to banks and similar institutions, at amortized cost	5 231	6 012	14.9%	5 666	-5.8%
Loans and advances to clients, at amortized cost	48 497	51 062	5.3%	56 622	10.9%
Current tax assets	148	3	-97.8%	6	79.2%
Deferred tax assets	152	160	5.5%	150	-6.2%
Accruals and other assets	366	422	15.3%	587	38.9%
Property, plant and equipment	1 478	1 496	1.2%	1 498	0.1%
Intangible assets	601	796	32.5%	912	14.6%
Total Assets	62 863	67 265	7%	74 051	10%

Source: Crédit du Maroc – IFRS consolidated financial statements

Liabilities

Amounts in MMAD	2022	2023	Var. 23/22	2024	Var. 24/23
Central banks, Treasury, Post Office Cheque Service	0.1	0.9	>100%	0.7	-20.6%
Financial liabilities at fair value through profit or loss	14	16	15.1%	25	57.2%
<i>Financial liabilities held for trading</i>	14	16	15.1%	25	57.2%
Amounts owed to credit institutions and similar entities	2 881	1 137	-60.5%	1 739	52.9%
Client deposits	48 582	51 755	6.5%	56 997	10.1%
Debt securities in issue	1 612	3 424	>100%	3 180	-7.1%
Current tax liabilities	58	124	>100%	189	51.1%
Deferred tax liabilities	9	18	>100%	5	-72.0%
Accruals and other liabilities	1 496	1 892	26.5%	2 243	18.6%
Provisions	600	566	-5.7%	554.4	-2%
Subordinated debt and special guarantee funds	1 251	1 251	-0.01%	1 237	-1.1%
Shareholders' equity	6 360	7 080	11.3%	7 879	11.3%
Shareholders' equity, Group share	6 309	7 034	11.5%	7 878.9	12.0%
Capital and related reserves	3 854	4 347	12.8%	4 823	11.0%
Consolidated reserves	2 097	2 198	4.8%	2 273	3.4%
Group share	2 040	2 147	5.3%	2 273	5.9%
Minority share	57	51	-10.9%	0.0	<-100%
Gains and losses recognized directly in equity	11	37	>100%	41	11.2%
Group share	11	37	>100%	41	11.2%
Minority share	-	-			
Net income for the financial year	398	498	25.2%	741	48.7%
Group share	404	503	24.4%	741	47.3%
Minority share	-6	-5	-21.4%	0.0	>100%
Total Liabilities	62 863	67 265	7%	74 051	10%

Source: Crédit du Maroc – IFRS consolidated financial statements

3. IFRS consolidated income statement as of June 30, 2025

The income statements from June 30, 2024 to June 30, 2025 are as follows:

<i>IFRS Consolidated</i> (Amounts in MMAD)	June-24	June-25	Var.
Interest, remuneration and similar income	1 544.0	1 614.2	4.5%
Interest, remuneration and similar expenses	357.6	306.8	-14.2%
Interest margin	1 186.5	1 307.4	10.2%
Commissions received	270.8	291.3	7.6%
Commissions paid	24.5	33.8	37.8%
Commission margin	246.3	257.5	4.6%
Net gains/losses on financial instruments at fair value through profit or loss	218.9	262.8	20.1%
Net gains or losses on trading assets/liabilities	-	-	-
Income from other activities	16.5	16.9	2.6%
Expenses from other activities	62.2	70.2	12.8%
Net banking income	1 606.0	1 774.5	10.5%
General operating expenses	650.0	673.0	3.6%
Depreciation, amortization and impairment of intangible and tangible fixed assets	132.3	136.1	2.9%
Gross operating income	823.7	965.4	17.2%
Risk cost	-111.9	-129.9	16.1%
Operating income	711.84	835.5	17.4%
Net gains or losses on other assets	-3.5	10.6	>100%
Income before tax	708.3	846.0	19.4%
Income taxes/Deferred taxes	317.5	400.9	26.3%
Net income from discontinued operations	-	-	-
Net income	390.8	445.1	13.9%
Minority interests	-	-	-
Net income, Group share	390.8	445.1	13.9%

Source: Crédit du Maroc – IFRS consolidated financial statements

4. Analysis of IFRS consolidated balance sheet

As of June 30, 2025, total assets stood at MAD 76,6 billion, an increase of 3.4% compared with December 31, 2024.

Amounts in MMAD	Dec. 2024	Dec 2025	Var.
Cash in hand, Central banks, Treasury, Postal cheque service	2 235.0	1 304.5	-41.6%
Financial assets at fair value through profit or loss	4 785.2	4 203.9	-12.1%
<i>Financial assets held for trading</i>	4 544.1	3 932.5	-13.5%
<i>Other financial assets at fair value through profit or loss</i>	241.1	271.4	12.6%
Derivative hedging instruments			
Financial assets at fair value through equity	675.1	1 915.7	>100%
<i>Debt instruments at fair value through equity - recyclable</i>	675.1	1 915.7	>100%
Securities at amortized cost	915.3	1 210.0	32.2%
Loans and advances to credit institutions and similar entities, at amortized cost	5 665.5	4 598.4	-18.8%
Loans and advances to clients, at amortized cost	56 622.0	59 997.8	6.0%
Deferred tax assets	5.8	20.0	>100%
Accruals and other assets	149.9	165.9	10.7%
Investment property	586.7	708.9	20.8%
Property, plant and equipment	1 497.9	1 490.9	-0.5%
Intangible assets	912.4	972.3	6.6%

Total Assets	74 050.9	76 588.5	3.4%
Amounts in MMAD	Dec. 2024	Dec 2025	Var.
Central banks, Treasury, Post Office Cheque Service	0.7	0.7	-
Financial liabilities at fair value through profit or loss	25.1	28.9	15.1%
<i>Financial liabilities held for trading</i>	25.1	28.9	15.1%
Derivative hedging instruments			
Amounts owed to credit institutions and similar entities	1 738.8	2 707.5	55.7%
Client deposits	56 997.9	58 019.5	1.8%
Debt securities in issue	3 180.5	2 909.3	-8.5%
Current tax liabilities	189.0	171.5	-9.2%
Deferred tax liabilities	5.0	1.4	-72.1%
Accruals and other liabilities	2 243.4	3 050.4	36.0%
Provisions	554.4	573.0	3.4%
Subordinated debt and special guarantee funds	1 237.2	1 261.9	2.0%
Shareholders' equity	7 878.9	7 864.3	-0.2%
Capital and related reserves	4 823.5	4 823.5	-
Consolidated reserves	2 273.0	2 551.2	12.2%
<i>Group share</i>	2 273.0	2 551.2	12.2%
<i>Minority share</i>	0	0	0.0%
Gains and losses recognized directly in equity	41.4	44.5	7.3%
<i>Group share</i>	41.4	44.5	7.3%
<i>Minority share</i>	0	0	0.0%
Net income for the financial year	740.9	445.1	-39.9%
<i>Group share</i>	740.9	445.1	-39.9%
<i>Minority share</i>	-	-	-
Total Liabilities	74 050.2	76 588.5	3.4%

Source: Crédit du Maroc – IFRS consolidated financial statements

PART 4. RISK FACTORS

The Crédit du Maroc Group is faced with a multitude of risks arising from the diversity of its activities, both at bank level and across all its subsidiaries.

In accordance with Bank Al-Maghrib regulations, and drawing on international best practice, the Group's internal control system not only complies with current regulations, but also provides an appropriate mechanism for monitoring and controlling risks.

More generally, the aim of this system is to ensure optimum control of the risks to which Crédit du Maroc is exposed. It should therefore be seen as a major steering tool for all those involved, and an essential instrument for ensuring the Group's long-term viability.

Drawing on the experience of its parent group, Crédit du Maroc has adopted a centralized risk management system. It is placed under the authority of the Group Risks and Permanent Controls Department (DRCPG), whose overall mission is to " assure the bank's management that all its activities are carried out in conditions of acceptable security ".

Totally independent of the business lines, it reports directly to the Chairman of the Executive Board and to the Supervisory Board, via the Risk Committee.

The DRCPG assists the business lines in drawing up risk maps and implementing controls, organizes second-level hierarchical or functional controls, and consolidates them to obtain an overall view of the quality of execution of all the bank's activities.

The main risks covered are grouped into the following categories: Market risk, ALM risk, Currency risk, Credit or Counterparty risk, Operational risk, etc.

1. Market risk

Market or price fluctuation risks represent potential losses arising from adverse movements in prices, rates or interest rates.

Market activities are governed by global and operational limits defined as part of the bank's risk strategy.

The format of both global and operational limits is threefold: quantitative (VaR, Stress, detailed sensitivities), qualitative (authorized products, authorized currencies, maximum maturity, etc.) and loss thresholds. Limit sets concern the activities of the capital markets department, whose role is to carry out intermediation operations with clients (FX, bond, loans, repos), as well as the market activities of the bank's treasury department.

Market activities are organized into three independent areas:

- **Front Office:** The Front Office is literally the bank's interface with the market. It centralizes and processes all the hedging and financing needs of the bank and its clients. It commits the bank to respecting internal market limits, regulatory limits and the credit lines granted to it. It reports directly to the Corporate & Investment Banking Division.
- **Middle Office:** The Middle Office is in charge of controls and compliance with the limits set by Risk Management.
- **Back-Office:** The Back Office handles the post-market operation processing: confirmation, payment, settlement - delivery and accounting. It reports directly to the Client Banking Services Division.

In terms of monitoring and controlling market activities, the Market and Financial Risks Department is responsible for:

- monitoring compliance with limits, whether quantitative (risk levels), qualitative (authorized instruments, currencies or maturities) or relating to tolerated loss levels;

- handling overruns (analysis of reasons, method and deadline for regularization, etc.);
- monitoring risks and results in relation to market trends;
- analysis and control of management P&L;
- production and quality control of risk indicators;
- VaR (Value at Risk) back testing;
- production and analysis of stress scenarios;
- verification of market data;
- checking that the Back Office has verified the consistency of inventories between Front Office tools and accounting data;
- production and analysis of risk exposure monitoring reports.

Risk monitoring must be carried out at different levels of the bank, with separation of powers between the front office, middle office, back office, risk management and financial control, in other words between those who place orders and those who monitor them.

This organization enables us to:

- ensure compliance with procedures, standards and limits;
- analyze the causes of any non-compliance with procedures and limits;
- inform the entities and/or persons designated for this purpose of the extent to which limits have been exceeded, and of any corrective action proposed or taken.

In terms of IT tools, the bank has an Arpson front-to-back system with functions for monitoring risks and calculating results. The RMF Department has access to this information and additional tools for carrying out its analyses.

Main risks and control mechanisms

Market or price fluctuation risks represent potential losses arising from adverse movements in prices or interest rates.

Interest-rate risk: These risks represent the risk of incurring losses as a result of variations in the absolute level of the interest rate, a spread between two interest rate curves, or the deformation of the curve. There are several components to this risk: directional risk, slope risk and basis or spread risk.

This risk concerns securities trading and cash management. It is governed by a set of quantitative limits (VaR, Stress, nominal and detailed sensitivities).

Foreign exchange risk: The risk of incurring losses as a result of variations in the exchange rate of foreign currencies against the reference or local currency.

Like all banking institutions, Crédit du Maroc is exposed to foreign exchange risk in connection with its various activities (foreign branches, foreign currency loans, foreign currency borrowings, forward exchange, etc.). The bank may find that future exchange rates evolve against it, resulting in a reduction in its margin.

Positions are governed by regulatory and internal limits (VaR, Stress, individual and global nominal, Loss alert, etc.).

For the bank, this risk is limited insofar as it is borne by the client in most foreign currency transactions, with the bank playing only an intermediary role. This applies in particular to foreign currency financing, transfers for Moroccans living abroad, etc.

Net foreign exchange positions for the financial year totaled MAD 201,565 thousand (long positions), i.e. 3.1% of net equity.

The table below shows that Crédit du Maroc remains within the prudential limits set by Bank Al-Maghrib, which are set at 10% of equity per currency and 20% for all currencies combined.

Foreign exchange risk by currency type as of December 31, 2024

Currency	Currency positions	Countervalue in KMAD	% Equity
AED	311	856	0.013%
BHD	1	23	0.000%
CAD	214	1505	0.023%
CHF	396	4427	0.067%
DKK	0	0	0.000%
DZD	76	6	0.000%
EUR	10 860	11 4237	1.738%
GBP	494	6264	0.095%
GIP	0	12	0.000%
JPY	143	9	0.000%
KWD	114	3726	0.057%
NOK	35	31	0.001%
QAR	35	98	0.002%
SAR	1011	2720	0.041%
SEK	-10	-9	0.000%
TND	35	111	0.002%
USD	311	856	0.013%

Source: Crédit du Maroc

Default risk: A significant proportion of the risks taken by financial institutions on the markets is linked to default events (default of several counterparties, risk of non-transfer, etc.).

Market transactions can generate:

- settlement/delivery risks;
- variation risks.

A transaction may involve just one of these risks, or a combination of two or three. A forward exchange transaction generates both variation and delivery risks.

If one counterparty defaults while the other has already fulfilled its own obligations, i.e. to deliver funds, then the loss relates to the full (nominal) amount of the transaction (on delivery), i.e. the risk of delivery or non-concurrence of the exchanged flows.

This risk affects foreign exchange (spot and forward) and foreign exchange swaps (treasury or foreign exchange swaps). In the case of securities transactions (firm or temporary), this risk does not exist, as transactions are carried out via a DVP (Delivery Versus Payment) system. If, on the other hand, a default occurs between trading and delivery, then the potential loss corresponds to the variation in the exchange rate between the traded rate and the prevailing market rate at the time when a new replacement counterparty has to be found - this is the replacement cost and is known as the variation risk.

These risks are governed by individual limits on counterparties, including dealing room correspondents, granted by the Bank as part of the annual risk review.

CDM VaR (Value at Risk) consumption is calculated using the Global View Risk tool, which is supplied with market risk data (sensitivity vectors, foreign exchange positions, MAD rate curve) by CDM tools.

GVR also automatically calculates historical stresses (1994 and 1997 crises, subprimes, Covid-19, etc.) according to the observed shocks parameterized in the tool, as well as hypothetical stresses (liquidity tightening, international tensions, etc.).

Finally, the daily results of trading activities (on bonds and foreign exchange) are fed into another tool, and VaR is back-tested.

Work is underway to replace GVR and CADRE by a tool with the same functionalities, in order to make CDM autonomous.

Segregation of Banking and Trading books

Crédit du Maroc has reorganized its portfolios and profit centers in line with the risk tree, to ensure sound, prudent management of its treasury and coverage of its own risks. This reorganization ensures a separation between the banking book (ALM & treasury activities) and the activities of the Capital Markets Division (DMC), whose role is to carry out intermediation operations with clients.

2. Asset-Liability Management

Asset and liability management (ALM) is a process for identifying, measuring, controlling and hedging the financial risks that can affect a bank's balance sheet. These are mainly liquidity, interest rate and foreign exchange risks.

At Crédit du Maroc, ALM is managed by the Financial Management Department, which reports to the Group Finance Department and the ALM Committee.

Global interest rate risk (GIR)

This is the risk of the bank's results being adversely affected by movements in interest rates.

These movements have an influence on the remuneration and costs generated by the financial products and instruments (assets, liabilities and off-balance sheet instruments) available to the bank. Consequently, their movements have a direct impact not only on the income generated, but also on the present value of the various future revenues.

It is therefore important to understand how movements in the yield curve can impact the bank's margins.

RTIG is measured using a static approach, based on several models to transform monthly data into quantifiable risk indicators over the entire future life of the balance sheet.

The main and mandatory measure of RTIG is the interest rate gap, which represents the signed difference over each period between fixed-rate liabilities and assets (outstandings and associated transfer rates) in a given currency.

Global Interest Rate Risk is the result of various risk components, represented in particular by gaps:

- A directional risk on fixed-rate transactions: the "Fixed-rate" gap.
- An option risk on explicit options (caps, floors, etc.) if the bank has developed option models, and implicit options, notably for early repayment of loans.
- A base risk on revisable and variable-rate operations induced by de-correlations between indexes: Index gaps

In March 2021, Bank Al-Maghrib published a new circular providing a framework for measuring the interest rate risk inherent in the banking book and setting new economic capital requirements. This circular came into force in June 2021.

The main changes introduced by this new regulation, which significantly impacts the Banking Book's assessment of interest rate risk:

- Items that are not interest-rate-sensitive, in particular core capital, trading securities and marketable securities, are not included in interest-rate risk exposure;
- Forecast cash flows are broken down into 20 maturity tranches;
- The regulatory limit on shareholders' equity has been lowered from 20% of total shareholders' equity to 15% of Tier 1 capital (CET1). It should be noted that the regulator has provided for a transitional

period for compliance with the regulatory minimum on Δ EvE: 20% of global FP at 12-31-21, 20% of CET1 FP at 01-31-22, 15% of CET1 FP at 01-01-23;

- Identification of the basis risk, specifying for variable-rate instruments the revision date, the reference considered for indexation and the rates applied;
- Calculation of the average life of discounted balance sheet and off-balance sheet flows, in accordance with a specific duration formula;
- Application of 6 interest rate shock scenarios on three currencies: MAD / EUR / USD.

Crédit du Maroc has set up a monitoring and control system. Volume limits have been set.

Liquidity risk

Liquidity risk is defined as the risk that the bank will not be able to meet its commitments as they fall due, under normal conditions. It can take two forms:

- **Liquidity risk:** where the bank is unable to raise the funds needed to meet unexpected short-term obligations, such as a massive withdrawal of deposits;
- **Transformation risk:** where the term of assets is generally greater than the term of liabilities, a transformation inherent to the banking business.

Liquidity risk occurs at three levels:

- **Funding risk:** risk arising from the need to obtain new resources when one of the bank's previous resources is no longer available (for example, in the event of a massive withdrawal from demand deposits);
- **Time risk:** risk that arises when the bank is unable to obtain the cash inflows it is expecting (e.g. inability of a client to repay a loan);
- **Call risk:** risk of obtaining new resources (following, for example, large-scale borrowing on lines of credit).

The liquidity approach highlights the bank's transformation situation. It makes it possible to measure short-, medium- and long-term funding requirements, or the extent of surplus liquidity to be replaced by maturity type.

Within the framework of liquidity risk management, the ALM Committee's role is to:

- Approve the overall liquidity risk management strategy;
- Manage the bank's MLT cash position;
- Establish an approach for measuring and monitoring liquidity risk;
- Establish a system of appropriate limits for the main indicators used;
- Ensure that stress scenario simulations are carried out to assess the bank's ability to cope with liquidity crisis situations;
- Decide on the contingency plan to be implemented in the event of liquidity tensions or crises;
- Plan liquidity risk hedging instruments and strategies;
- Define the reporting system for normal situations and liquidity crises;
- Ensure compliance with regulatory ratios, including the Liquidity Coverage Ratio (LCR).

In addition to the quarterly ALM Committee, a monthly Treasury Committee was set up in January 2016 with the aim, among other things, of operationally steering the bank's short-term treasury.

Run-off conventions

The bank's ALM models follow a "run-off" logic, based on a balance sheet as of the calculation date. This approach provides a view of the balance sheet run-off over time, and a precise measurement of the margin under a run-off assumption that takes no account of future commercial production or financial activity.

The run-off rules are based on a segmented approach to outstandings. This segmentation is based on the definition of homogeneous populations in terms of "behavior" (in the statistical sense).

These models are the common basis for measuring interest-rate and liquidity risks, and for margin management. They serve:

- for calculating RTIG and thus influencing hedging decisions;
- to calculate internal transfer rates between the commercial pool and the ALM pool. As such, they determine the analytical margins on loans and collections.

The ALM models, calibrated and reviewed annually, must minimize the risk of over-hedging; to this end, the statistical study has the following main objectives:

- To eliminate the risk of concentration: If a small fraction of clients holds a high proportion of outstandings, overall outstandings are likely to fall sharply and unpredictably. The rule of prudence therefore calls for this fraction of outstandings to be removed (volatile part);
- To take account of cycles/seasonality: If the history of outstandings shows seasonality, the variable "account balance" will be replaced by "sliding average of account balances", this average being calculated over a sufficiently long period to avoid cycle effects;
- To maintain relevance over time, in order to maintain a commercial logic of flow.

Foreign exchange risk (Banking Book)

Foreign exchange risk on the Banking book is monitored and managed by the ALM Committee, which is informed of exposures and trends through quarterly reporting.

The ALM function monitors all the Bank's foreign exchange positions, with the exception of positions managed as part of trading activities, in line with international standards for measuring and managing foreign exchange risk.

The main objectives of the ALM Committee are to:

- Analyze the risk;
- Validate proposed limits and their compatibility with overall and regulatory limits;
- Verify compliance with these limits;
- Validate management proposals.

Operational Foreign Exchange Positions (OFP) can be measured using the "flow" or "stock" method. For Crédit du Maroc, this position comprises clients' on- and off-balance sheet foreign exchange positions, as well as cash in banknotes.

Structural foreign exchange positions (PCS) result mainly from equity investments in foreign-currency-denominated establishments. It should be noted, however, that foreign currency holdings accounted for at fair value through profit or loss (FVTPL) are included in the operating foreign exchange position rather than the structural position, since the resulting foreign exchange position is revalued through the income statement. For Crédit du Maroc, this position consists of the USD position in the equity securities of the subsidiary "CDM International", which is subject to an overall limit in terms of amount.

3. Credit or counterparty risk

Crédit du Maroc's policy is based on general principles and in compliance with the standards set by the regulator. It covers aspects relating to ethics, independence, responsibility, collegial decision-making, risk control and monitoring, remuneration of operations, etc. It is reviewed each year as part of the risk strategy which examines all the bank's activities.

It is reviewed annually, as part of the risk strategy which examines all the bank's activities and the risks they entail, and sets operational limits in terms of client segments, business sectors, concentration, etc. This strategy is presented to the Executive Board for approval.

This strategy is presented by the Executive Board to the Supervisory Board, which approves it.

To manage its credit risk, Crédit du Maroc has defined several levels of control:

- A priori control of credit applications: risk applications from the Group's various sales units are submitted to the Risk Department, which is responsible for analyzing the credit file, assessing the client's business volume and the economic merits of the financing requested, as well as evaluating the consistency and validity of guarantees. Validated credit applications are then submitted to a Credit Committee for approval;
- Post-financing control: monitoring the bank's commitments;
- Compliance with the rules laid down by Bank Al-Maghrib, notably in terms of risk analysis for each client and for all clients belonging to the same group;
- Periodic control by the General Inspection Department, which regularly reviews the entire portfolio. In the event of a deterioration in risk quality, the General Inspectorate ensures a closer presence.

➤ ***Decision-making and risk management system***

➤ Study and decision

The decision-making process derives from the powers held by the Chairman of the Executive Board and the sub-delegations he has distributed to the players, according to an intuitu-personae mode, declined according to the markets. Beyond these sub-delegated limits, decisions are taken by the Credit Committee, whose decisions are collegial.

The decision-making process is managed by a centralized, integrated IT application that determines the required levels of delegation according to parameterized standards and criteria. Decisions in favor of professional and corporate clients require a dual view of sales and risk.

Subsidiaries have recourse to an opinion from Crédit du Maroc's specialized lines, which conditions the granting of credit.

Credit requests from commercial lines are formalized and documented in accordance with regulatory rules and bank standards.

➤ Implementation - Guarantees

Loans are arranged after verification of compliance with loan conditions.

Guarantee files are managed centrally.

➤ Risk monitoring and receivables downgrading

This is the responsibility of a dedicated, independent structure, supported by correspondents in the various markets and regions.

This structure, which has access to all the Bank's information systems, is tasked with monitoring the quality of commitments, identifying and monitoring any deterioration in risk (non-payment, account freezes, etc.) with a view to prevention.

Based on internal indicators, it organizes close monitoring of sensitive receivables by a dedicated monthly committee. It identifies receivables that need to be downgraded to "overdue" status, in accordance with the criteria laid down by the regulator, and sets aside provisions accordingly. These decisions are validated by a dedicated Committee, to ensure perfect risk coverage and compliance with regulatory standards.

➤ **Collection**

For the Retail and PRO/TPE markets, the network handles collection from the first non-payment on clients segmented as low risk and on debits up to 30 days past due. The central collection structures handle collection from the first non-payment on clients segmented as medium and high risk, as well as debits from 30 days overdue.

For the SME/SMI and Large Corporates market, collection is handled by the account managers, with the support of a central structure dedicated to Debt Recovery and Restructuring, depending on the case and on the decision of a dedicated committee or at the request of the sales line.

If the case reaches "Compromise", it is taken over by the Debt Recovery Department, which continues the collection process and takes legal action at the same time.

The entire decision-making and risk monitoring process is traceable and auditable.

➤ **Internal rating**

Crédit du Maroc has its own rating system. It covers all corporate receivables (SMEs, large corporates and companies in the property development and hotel sectors), except banks and financial institutions, which have a specific rating.

Crédit du Maroc's rating system complies with Basel 2 recommendations.

The system is based on a quantitative and qualitative assessment. It involves the various players in the decision-making process: account managers, risk managers and decision-makers. It is back-tested annually.

For Banque de Réseau, all consumer loans are subject to either Crédit du Maroc's own credit score, or that of our partner Wafasalaf, according to well-defined criteria.

➤ **Corporate rating scale**

It comprises 13 steps from A to E, with intermediate steps for sound counterparties and 2 steps F and Z for counterparties in default, the last of which is for counterparties in legal recovery.

These grades are compatible with the rating scales of the main international rating companies: Standard & Poor and Moody's.

➤ **Delegation**

Rating is an essential part of the decision-making process. It determines the level of delegation.

➤ **Sensitive risks**

Counterparties showing signs of fragility are monitored within the framework of the monthly Sensitive Risks anticipation and monitoring committee, on the basis of qualitative and quantitative criteria.

Concentration risk

Credit concentration risk is the risk inherent in excessive exposure that could result in losses for the bank; sector limits are reviewed periodically.

A quarterly analysis is carried out of changes in the concentration of commitments in order to prevent excessive exposure to a given segment.

The measurement and management of this risk enable us to understand the form and level of credit concentration risk incurred by each type of exposure. Crédit du Maroc has put in place measures such as guarantee mechanisms...

However, Crédit du Maroc remains exposed to certain counterparties:

In KMAD

Number of beneficiaries as of 03/31/2025	Weighted risks exceeding 10% of net equity			
	Credits by disbursement	Credits by signature	Other commitments	TOTAL
8	7 367 377	383 232	-	7 750 609
Number of beneficiaries as of 03/31/2024	Weighted risks exceeding 10% of net equity			
	Credits by disbursement	Credits by signature	Other commitments	TOTAL
5	4 922 521	87 288	-	5 009 669

Sensitive risk

Sensitive risks are monitored by a dedicated department independent of the Risk Division, supported by correspondents in the various markets and regions.

This department, which has access to the bank's information system, is responsible for monitoring the quality of commitments, and for anticipating and monitoring any deterioration in risk (non-payment, account freezes, etc.).

The risk monitoring system is based on a regular review of counterparties showing possible signs of fragility, according to various qualitative and quantitative criteria, such as leading risk indicators.

This system is coordinated by the monthly Risk Anticipation and Monitoring Committee.

This monthly committee is divided into five (5) sub-committees for each market, namely: (i) Large Corporations, (ii) the Casablanca network, (iii) the network outside Casablanca, (iv) Retail and (v) the participative window and subsidiaries.

At the end of each committee meeting, decisions may be taken concerning:

- monitoring the progress of action plans decided at the previous committee meeting, for which the markets are responsible;
- removal of a sensitive risk file following an improvement in its situation;
- downgrading of a Sensitive Risks file;
- transfer of a sensitive case to the Collections department, so that it can intervene jointly with the market in the monitoring of such cases;
- downgrading of a sensitive client's rating;
- action plans for safeguarding and collecting receivables on sensitive risks;
- provisions, if any, within the framework of current regulations, to be validated at the monthly Debt Recovery Committee meeting;
- transfer of the file to Litigation.

Default risk

Default risk is defined as the risk associated with the failure of a counterparty to perform its obligations to Crédit du Maroc Group.

The definition of default used in management complies with the prudential requirements in force in relation to the Bank Al Maghrib circular (19/G/2002).

A debtor is considered to be in default when at least one of the following two conditions is met:

- Payment arrears generally exceeding 90 days;
- Account frozen;

More generally, the bank considers it unlikely that the debtor will meet his credit obligations in full, without resorting to measures such as the realization of a security interest.

4. Solvency risk

Crédit du Maroc is subject to Bank Al-Maghrib prudential regulations concerning the calculation of and compliance with the minimum solvency ratio. In accordance with Bank Al-Maghrib's circular on the minimum solvency ratio for credit institutions, the bank is required to maintain a minimum solvency ratio of 12% on an individual and/or consolidated basis, including a Tier 1 ratio of 9%.

In addition, as part of its Risk Appetite Framework, Crédit du Maroc has set itself management targets and appetite thresholds for the solvency ratio that are higher than the regulatory minimums.

The role of the Treasury & ALM department is to ensure that the bank's available capital is always in line with its RWAs, in line with its management objectives.

The calculation of the capital requirement is established by taking into consideration:

- RWAs and shareholders' equity to date;
- forecasts for balance sheet aggregates;
- projected outflow of equity (subordinated debt / earnings, etc.);
- dividend distribution policy;
- any changes in regulations or standards affecting calculation methods.

The capital planning process is carried out at the same time as the budget exercise, with which it is closely linked. Capital planning is updated whenever necessary.

Treasury & ALM reports quarterly to the ALM Committee on the level of the solvency ratio and its evolution. Where necessary, it proposes planned actions to meet the management target, and implements these actions once they have been validated. Financial instruments (e.g. subordinated debt) issued by Crédit du Maroc as part of its equity management are the responsibility of the Treasury and ALM Department.

2022 - 2024 solvency ratio

Crédit du Maroc's solid fundamentals enable it to meet all its commitments, as demonstrated by the solvency ratio for the period 2022 - 2024:

Corporate (MMAD)	June. -22	Dec-22	June-23	Dec-23	June-24	Dec-24
TIER 1 CAPITAL (T1)	5 111	5 005	5 053	5 478	5 559	6 130
TIER 2 CAPITAL (T2)	1 699	1 567	1 556	1 456	1 446	1 196
SHAREHOLDERS' EQUITY	6 811	6 572	6 609	6 934	7 005	7 326
Weighted credit, operational and market risks	44 955	44 951	46 029	47 587	51 520	50 674
Weighted credit risk	40 200	40 371	41 338	42 142	45 686	44 244
Weighted Operational Risk	4 336	4 464	4 514	4 689	4 913	5 158
Weighted Market Risk	419	116	177	756	921	1 272
Tier 1 capital ratio	11.37%	11.13%	10.98%	11.51%	10.79%	12.10%
Minimum Solvency Ratio (Tier 1+Tier 2)	15.15%	14.62%	14.36%	14.57%	13.60%	14.46%

Source: *Crédit du Maroc*

Over the period 2022-2024, Crédit du Maroc meets regulatory requirements in terms of solvency and Tier 1 ratio, which stands at 12.10% at the end of 2024.

The solvency ratio as of December 31, 2024, stands at 14.31%. This ratio reflects a level of solvency that demonstrates the bank's significant capacity to meet its commitments through its equity capital.

Weighted risks are calculated using the standard approach for credit, counterparty, and market risks, and using the basic indicator method for operational risks.

Since 2019, for macroprudential supervision reasons, Bank Al-Maghrib has required credit institutions to build up a capital buffer known as a “countercyclical capital buffer” on an individual and/or consolidated basis. This buffer, which ranges from 0% to 2.5% of risk-weighted assets, is composed of Tier 1 capital. Compliance with this additional threshold is preceded by 12 months' notice. Solvency ratios must be reported to the regulator every six months, accompanied by the publication of Pillar III information designed to ensure financial transparency: details of prudential ratios, composition of regulatory capital, and distribution of risk-weighted assets.

Forecast solvency ratio

Crédit du Maroc's forecast ratios on an individual and consolidated basis at the end of 2023 are well above the regulatory minimums in force: 9.0% for the solvency ratio on Tier 1 capital and 12.0% on total capital thanks to the internal capital management policy.

Prudential capital is calculated in accordance with circular 14 G 2013 and technical notice 01/DSB/2018, integrating IFRS9 impacts.

The tables below show Crédit du Maroc's forecast solvency ratio over the next 18 months:

Corporate

	Dec.-24 r	June-25	Dec.-25	June-26
CET 1 ratio	9.81%	9.76%	9.52%	9.44%
Tier 1 capital ratio	12.10%	11.95%	11.62%	11.46%
Minimum Solvency Ratio (Tier 1+Tier 2)	14.46%	14.22%	15.17%	14.85%

Source: Crédit du Maroc

Corporate

	Dec.-24 r	June-25	Dec.-25	June-26
CET 1 ratio	10.50%	10.37%	9.96%	9.93%
Tier 1 capital ratio	12.72%	12.48%	11.96%	11.84%
Minimum Solvency Ratio (Tier 1+Tier 2)	14.20%	13.88%	14.60%	14.36%

Source: Crédit du Maroc

Crédit du Maroc's forecast ratios remain above the regulatory minimum in force: 9% for the solvency ratio on Tier 1 capital and 12% on total capital, thanks to its internal capital management policy.

Details and changes in RWA (in thousands of dirhams)

(en milliers de dirhams)

	déc-23		déc-24		Variation	
	Actifs pondérés	Exigences en fonds propres	Actifs pondérés	Exigences en fonds propres	Actifs pondérés	Exigences en fonds propres
Risque de crédit	42 375 958	3 390 077	45 358 894	3 628 712	2 982 936	238 635
Dont Souverain	8 167	653	66 078	5 286	57 911	4 633
Dont Établissements	2 870 776	229 662	1 968 774	157 502	-902 002	-72 160
Dont Entreprises	26 987 922	2 159 034	30 885 736	2 470 859	3 897 814	311 825
Dont Clientèle de détail	9 696 433	775 715	9 915 822	793 266	219 388	17 551
Risque de Marché	755 608	60 449	1 272 009	101 761	516 400	41 312
Risque Opérationnel	4 970 090	397 607	5 497 993	439 839	527 903	42 232
Total	48 101 656	3 848 133	52 128 896	4 170 312	4 027 240	322 179

Source: *Crédit du Maroc*

Market risk details

In MAD thousand

	12/31/2022	12/31/2023	12/31/2024
Tier 1 capital (1)	5 540 206	5 986 956	6 629 034
Total shareholders' equity (2)	6 648 040	7 008 784	7 401 240
Risk-weighted assets (3)	45 936 796	48 101 656	52 128 896
Tier 1 capital ratio (1)/(3) (min.9%)	12.06%	12.45%	12.72%
Solvency ratio (2)/(3) (min.12%)	14.47%	14.57%	14.14%

Source: *Crédit du Maroc*

ICAAP (Internal Capital Adequacy Process)

The Internal Capital Adequacy Assessment Process (ICAAP) is a process which aims, on the one hand, to ensure a constant balance between the bank's equity capital and all the risks incurred, and to anticipate any imbalances which could affect its financial viability and the continuity of its business, and on the other hand, to implement appropriate recovery solutions.

It's a process that makes a substantial contribution to valuation:

- the bank's business model
- Internal governance and overall risk management
- Major risks - risk appetite
- regulatory and internal capital requirements
- Prudential capital management (pillars 1 and 2)

The ICAAP approach is a continuously enriching process, which evolves at the request of management, to take account of regulatory developments (Directive 3/W/2021 and increasing BAM requirements) and integrate international best practices.

The general risk appetite framework presents ICAAP as one of its key operational mechanisms.

For ICAAP 2021, this framework has been respected and enriched. The Supervisory Board was kept regularly informed of significant changes to the ICAAP, and the Risk Committee regularly reported to it. The latest changes to the ICAAP were included on the agenda of the Executive Board meeting.

Lastly, ownership of the system has been strengthened through:

- ICAAP training for members of the Executive Board and Supervisory Board in 2021;
- Increased support from the Finance Department, which is responsible for centralizing the ICAAP system, and which over the past year has carried out significant work to improve and strengthen the system (see Major changes integrated into the 2021 ICAAP system);
- Technical support from an external firm, with a view to continuously improving the ICAAP system and incorporating international best practices;
- The key elements of the ICAAP are integrated into the reporting statements sent to the management bodies, as well as to the Supervisory Board, and enriched with a regularly updated forward-looking dimension.

5. Competitive risk

Crédit du Maroc is a universal bank, present in all client segments (individuals and professionals, SMEs and large corporations) and in all banking businesses.

Its main competitors are Attijariwafa Bank, BCP, Bank of Africa, Société Générale, BMCI and, more recently, CIH BANK, CAM and CFG BANK, which operate in the commercial banking sector.

Crédit du Maroc's positioning strategy is based on:

- Quality of service and respect for client commitments (e.g. 48-hour mortgage and consumer credit campaigns);
- Innovation as a corporate culture at the service of its clients (ATM bill payment, Daba Daba reloadable prepaid card, e-banking...);
- Making the Group's scale a differentiating factor for all client segments (mobility offer for individuals with the RIBAT range in partnership with Crédit Lyonnais, Intermed and e-Ris with Crédit Agricole's Regional Banks in France for SME-SMIs, and strong proximity with the Group's Corporate and Investment Banking arm for corporate clients).

6. Operational risk

Crédit du Maroc Group has adopted the Basel 2 definition of operational risk. It refers to losses resulting from the inadequacy or failure of internal processes, people, systems or external events, including events with a low probability of occurrence but a high risk of loss.

Operational risk, defined in this way, includes legal and compliance risks, but excludes strategic and reputational risks.

➤ Operational risk management system in place

Operational risk is inherent in all banking products, activities, processes and systems. Effective operational risk management is a fundamental component of the risk management system of the bank and its subsidiaries. Sound operational risk management reflects the effectiveness of the Executive Board's management of the risks associated with the bank's portfolio of products, activities, processes and systems.

It is divided into 7 risk categories as defined by Basel II, which are broken down into sub-categories in the internal risk event framework (level 2 and level 3):

1. Internal fraud;
2. External fraud;
3. Employment practices and workplace safety;
4. Clients, products and business practices;
5. Damage to tangible assets;
6. Business and systems malfunctions;
7. Process execution, delivery and management.

These various categories may fall within the scope of non-compliance risk: as a whole, the "Fraud" and "Clients, products and commercial practices" categories; on a case-by-case basis, the other categories.

Crédit du Maroc Group's operational risk management system is designed to meet the following objectives:

- assessment and prevention of operational risks;
- assessment of controls;
- implementation of preventive and/or corrective actions against major risks;

- integration of the triple regulatory impact of capital management, regulatory supervision and financial communication.

1. System components

Our operational risk management system is built around four components:

➤ Organizational component

The monitoring of operational risks is entrusted to a permanent risk control unit, the apex of the bank's internal control system.

The internal audit system periodically verifies that the operational risk management system is being effectively implemented throughout the bank.

The Executive Board regularly monitors the risk situation via the Internal Control Committee, chaired by the Chairman of the Executive Board.

The Supervisory Board, via the Risk Committee, is informed of major risks and ensures that they are taken into account.

➤ Qualitative component

It enables risks to be assessed and prevented through the mapping of operational risks.

The operational risk mapping exercise consists of using a qualitative, forward-looking approach to assess the exposure of the Bank's departments to operational risks, taking into account the activities and functions performed (operational and support), in order to focus prevention and monitoring measures on the most sensitive processes/functions.

The regularly updated mapping, together with the proposed actions (action plans) and the envisaged prioritization, are validated and monitored by the Internal Control Committee.

➤ Quantitative component

It enables us to measure and monitor the cost of risk and incidents by tracking losses and setting up a warning system.

The collection of incidents is one of the main pillars of the operational risk management system, which feeds into the regulatory statements presenting the list of the most significant operational risks, as well as a certain number of indicators.

All internal alerts and reports to management bodies also depend on high-quality, regularly-updated data collection.

➤ Capital allocation component

The objectives of collecting operational incidents are fundamental, as they fall within the scope of regulatory requirements and contribute to the process of calculating capital requirements within the framework of the internal model adopted by the Crédit du Maroc Group.

For reasons of prudence, the bank has adopted a capital allocation based on the "basic indicators" method, with the aim of moving rapidly towards the "standard" method.

2. Information systems security

Information systems security is ensured by the implementation of a security policy and a permanent control system. Intrusion tests and vulnerability scans, as well as information system security assessments, are carried out on a regular basis.

3. **Business Continuity Plan**

To ensure the continuity of the bank's activities in the event of a disaster, the company has drawn up a Business Continuity Plan:

- a Disaster Recovery Plan for critical IT services;
- a User Fallback Plan, including the creation of a fallback site to be used in the event of a disaster;
- a crisis management system;
- a business continuity plan specific to the influenza pandemic scenario.

This BCP is regularly tested and improved.

4. **Essential outsourced services**

With regard to the management of outsourced activities, the Bank has a formal outsourcing policy, which specifies:

- the terms and conditions under which the Bank outsources its services;
- the legal clauses that bind the service provider;
- indicators for monitoring service quality and measuring performance.

Service agreements including quality indicators have enabled the Bank to integrate the monitoring of these activities into its internal control system.

5. **System for managing financial risks related to climate change and the environment**

Environmental, social and corporate governance risks are assessed and managed accordingly through the bank's SGES environmental and social management system, which was developed by Crédit du Maroc in line with the good governance requirements for financial risks linked to climate change and the environment of Bank Al Maghrib (BAM) directive 5W2021 and in collaboration with our preferred partner the International Finance Corporation (IFC).

The system guarantees a holistic and structured approach to financial risks related to climate change and the environment.

Our environmental and social policy has been drafted in line with international standards and approved by Crédit du Maroc's Supervisory Board.

The bank will ensure that its system for managing financial risks related to climate change and the environment is increasingly integrated into the organizational structure in order to protect the value of the bank's assets and align itself with a responsible and sustainable growth trajectory.

As of December 31, 2024, no financial risks related to environmental issues have been recorded.

6. **Management of risks identified by Crédit du Maroc arising from the change of majority shareholder**

The risks associated with the change of control are well under control. The transition is proceeding in accordance with the plan and timetable established between the various parties and the regulator.

7. **Risks related to subordinated bonds**

- **Liquidity risks**: Subscribers to Crédit du Maroc subordinated bonds may be exposed to liquidity risk on the secondary market for private debt. Depending on market conditions (liquidity, changes in the yield curve, etc.), the liquidity of CDM subordinated bonds may be temporarily affected.
- **Interest rate risk**: The bond issue covered by this securities note provides for a fixed-rate tranche (tranche A), calculated on the basis of the benchmark yield curve for the secondary market for Treasury

bills as published by Bank Al Maghrib on October 16, 2025. As a result, the value of fixed-rate bonds may vary upwards or downwards, depending on changes in the reference yield curve of the secondary market for Treasury bills published by Bank Al Maghrib;

- **Risk related to the subordination clause:** The principal and interest are subject to a subordination clause, , according to which, in the event of the issuer's liquidation, repayment will only occur after all ordinary, preferred, or unsecured creditors have been paid and after all other subordinated fixed-term loans that have been issued and that may be issued in the future by the issuer in Morocco or abroad have been repaid;
- **Risk of default:** The bonds covered by this securities note may present a risk that the issuer will be unable to meet its contractual obligations to bondholders, which risk may result in non-payment of coupons and/or the principal not being repaid.

DISCLAIMER

The aforementioned information constitutes only part of the prospectus approved by the Moroccan Capital Market Authority (AMMC) on 10/09/2025 under reference no. VI/EM/034/2025.

The AMMC recommends reading the entire prospectus, which is available to the public in French.