

Notice N° AV-2016-198

(Only the french version prevails)

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|-------------------------------|-----------------------------|
| Event | Issue of subordinated bonds |
| Involved Instrument(s) | ATTIJARIWafa BANK |

- NOTICE SUBJECT

Issue of subordinated bonds of "ATTIJARIWafa BANK", listed tranches "A", "B", "E", "F"

- REFERENCES

- In accordance with the Royal Decree (Dahir) No. 1-93-211 of September 21st 1993 relating to the Stock Exchange, as modified and completed by Laws No. 34-96, 29-00, 52-01 and 45-06, namely section 14 bis ;
 - Given the provisions of the Stock Exchange General Regulation, approved by Order of Economy and Finance Ministry No. 1268-08 dated July 7th 2008, as amended and completed by Order No.1156-10 of April 7th 2010, No.30-14 of January 6th 2014 and No.1955-16 of 4th July 2016, namely section 1.1.12 ;
 - Casablanca Stock Exchange's approval notice No 10/16 of 07/12/2016 ;
 - Visa of Moroccan Capital Market Authority (AMMC) No VI/EM/34/2016 of 07/12/2016;
- The following has been decided:

- GENERAL CHARACTERISTICS OF THE OPERATION

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|--|------------------------------|
| Bonds issue type | Subordinated bonds |
| Maximum amount of bonds issue (MAD) | 1.500.000.000,00 |
| Nominal value (MAD) | 100.000,00 |
| Listed Tranches | "A", "B", "E", "F" |
| Subscriber(s) | Moroccan qualified investors |
| Maximum number of bonds to issue | 15.000 |
| Subscription starting date | 14/12/2016 |
| Subscription closing date | 16/12/2016 |
| Due date | |

| | |
|--|----------------------------|
| | 23/12/2016 |
| Compartment | DEBENTURE COMPARTMENT |
| First quotation procedure | Direct |
| Organization in charge of operation's centralization | Attijariwafa bank |
| Financial Advisor and Global Coordinator | Attijariwafa Finance Corp. |
| Brokerage Firm in charge of operation's registration | Attijari Intermédiation |

- TRADING CHARACTERISTICS BY VALUE

| Listed tranches | "A" | "B" | "E" | "F" |
|---------------------------|-------------|----------------|-------------|----------------|
| Bonds maturity (years) | 7 | 7 | 10 | 10 |
| Nominal interest rate (%) | [3,39-3,49] | [2,81-2,91] | [3,49-3,59] | [2,91-3,01] |
| Type rate | Fixed rate | Non Fixed rate | Fixed rate | Non Fixed rate |
| Refund method | In fine | In fine | In fine | In fine |
| Securitie Ticker | OATWN | OATWO | OATWP | OATWQ |
| Maturity date | 23/12/2023 | 23/12/2023 | 23/12/2026 | 23/12/2026 |
| Minimum Block Size | 100 | 100 | 100 | 100 |

- TIMETABLE OF THE OPERATION

| Number | Steps | Dates |
|--------|---|------------|
| 1 | Receipt by Casablanca Stock Exchange of the operation documents | 07/12/2016 |
| 2 | Issue by Casablanca Stock Exchange of the approval notice for the operation | 07/12/2016 |
| 3 | Receipt by Casablanca Stock Exchange of the prospectus approved by the AMMC | 07/12/2016 |
| 4 | Publication of the notice relating to the operation in the listing bulletin | 08/12/2016 |
| 5 | Start of subscription period | 14/12/2016 |
| 6 | End of subscription period | 16/12/2016 |
| 7 | Receipt of subscriptions by the Casablanca Stock Exchange before 12:00 am | 19/12/2016 |
| 8 | - Admission of bonds - Stock exchange registration of the operation - Announcement of the operation results in the listing bulletin | 20/12/2016 |
| 9 | Settlement / Delivery | 23/12/2016 |

- FURTHER INFORMATION

For further information about the operation, an extract of the prospectus is available on the following link :

http://www.casablanca-bourse.com/BourseWeb/Documents/ATW/en/NI_AWB_ANG_en.pdf