



Casablanca, December 26<sup>th</sup> 2008

**NOTICE N° 234/08**  
**RELATING TO LISTING OF THE HOLCIM (MOROCCO) DEBENTURE LOAN,**  
**TRANCHE "A " OF DECEMBER 12<sup>th</sup> 2008**  
**Casablanca Stock Exchange Notice of Approval n° 16/08 dated of November 28<sup>th</sup> 2008**  
**CDVM Visa n° VI/EM/050/2008 dated of November 28<sup>th</sup> 2008**

Under Dahir providing Law n°1-93-211, of September 21<sup>st</sup> 1993, amended and supplemented by Laws n°34-96, 29-00 and 52-01, and 45-06 relating to the Stock Exchange, and namely Article 14 a;

Considering provisions of the Stock Exchange General Rules, approved by Ministerial Order n° 1268-08 of July 7<sup>th</sup> 1998, issued by the Ministry of Economy and Finance and namely Article 1.1.12.

**ARTICLE 1: PURPOSE OF THE OPERATION**

▪ **Framework of the Operation**

The Board of Directors, held on August 5<sup>th</sup> 2008, examined the possibility for Holcim (Morocco) to have recourse to a debenture floating, with or without going public. To that end, the Board of Directors drew up a report for the attention of the Supervisory Board as regards the floating of one or several debenture loans for a maximum amount of MAD 1.5 billion. The Board of Directors conferred all powers to the President of the Board of Directors, Mr. Dominique DROUET, with the end of taking all useful measures and of fulfilling all formalities necessary to the carrying out of debenture floating operations, which would be decided by the Ordinary General Meeting on proposal of the Supervisory Board.

The Supervisory Board, of August 28<sup>th</sup> 2008, decided to propose to the Ordinary General Meeting the principle of one or several debenture floating operations and also decided to propose to the Ordinary General Meeting to delegate to the Board of Directors, the powers necessary to carry out the said floating operation.

After having heard reading of reports of the Board of Directors and of the Supervisory Board, The Ordinary General Meeting authorizes the Board of Directors to float one or several debenture loans, with or without going public, up to and not exceeding the amount of one billion and five hundred million MAD (MAD 1,500,000,000), as for all loans to be floated.

To that end, the same Ordinary General Meeting delegated all powers to the Board of Directors for carrying out, within a 5-year period, the floating of (a) debenture loan(s) and to fix the modalities of these operations in the best of the Company's interests.

## ▪ **Objectives of the Operation**

Over the period 2005-2007, Holcim S.A. (Morocco) carried out several investment projects in order to follow the sustained growth of demand within the framework of the development of its output. In deed, over the said period, Holcim S.A. (Morocco) approved investments of a total envelope of KMAD 2,707.3 regarding:

- The building of a new cement works in Settat;
- The fitting out of three concrete mixing plants in Casablanca, Tangiers and Tamesna;
- The increase in the output of Nador's grinding plant;
- The building of a platform for industrial waste pre-treatment in El Gara;
- The Modernization of the concrete mixing plants situated in Salé, Tangiers and Casablanca.

Holcim (Morocco) is carrying out a program of sustained development with as a target to achieve a reinforced presence on the local market. Therefore, after the putting into service in July 2007 of the Settat new cement works (Output: 1.5 million tons per year) and the increase in the output of the Nador's grinding plant in 2006 (brought up to 450,000 tons per year), Holcim (Morocco) considers also doubling the output of the Fez Ras El Ma Unit by the year 2010 (+ 600,000 tons of cement per year).

The debenture floating of MAD 1.5 billion lies within a program of global financing of about MAD 2.25 billion between 2008 and 2010, made up from a bank financing of a total envelope of MAD 750 Million besides the current debenture floating.

This financing program will have as main purpose:

- The financing of the organic growth of the company's commercial and industrial activities;
- The optimization of the global financing cost, and finally;
- The diversification of the financing sources.

## **ARTICLE 2: STRUCTURE OF THE OFFER AND MAIN FEATURES OF THE FLOATED BONDS**

### ▪ **Structure of the offer**

The debenture floating concerns 15,000 bonds with a 100,000 nominal value each and an amount of MAD 1.5 billion. It will be floated in two tranches:

- A first listed tranche (Tranche A) of an amount not exceeding MAD 1.5 billion, registered in the Casablanca Stock Exchange;
- A second unlisted tranche (Tranche B) of an amount not exceeding MAD 1.5 billion.

The total amount awarded on both tranches should not exceed the amount of MAD 1.5 billion authorized by the Ordinary General Meeting.

The Operation is reserved to institutional investors of Moroccan law.

▪ **Main features of the HOLCIM (MOROCCO) bonds, Tranche A (listed on the Casablanca Stock Exchange):**

<b>Legal Form</b>	Bearer bonds
<b>Maximum Amount of Tranche A</b>	MAD 1,500,000,000
<b>Maximum Number of bonds to be floated</b>	15,000 bonds
<b>Nature of Securities</b>	Negotiable Bonds, listed on the Casablanca Stock Exchange; entirely dematerialized through registration at the Central Trustee/ Depository (Maroclear) and entered into account at the Authorized affiliated members.
<b>Nominal Value per Bond</b>	MAD 100,000
<b>Loan Maturity</b>	7 years.
<b>Period of subscription</b>	From December 03 <sup>rd</sup> to December 05 <sup>th</sup> 2008 inclusive.
<b>Date from which interest begins to run</b>	December 12 <sup>th</sup> 2008.
<b>Maturity Date</b>	December 12 <sup>th</sup> 2015.
<b>1<sup>st</sup> quotation procedure</b>	Direct quotation.
<b>Premium at floating</b>	110 base points.
<b>Nominal interest rate</b>	5.49 %; The nominal interest rate is determined in reference to the 7-year linear interpolation (i.e. 4.39 %) of the market value specific to the 5-year Treasury Bonds, interpolated by the secondary curve of the 5-year Treasury Bonds (4,26 %) and of the market value specific to the 10-year Treasury Bonds, interpolated by the secondary curve of the 10-year Treasury Bonds (i.e. 4.59 %) at November 24 <sup>th</sup> 2008. The nominal interest rate corresponds to the reference rate (i.e. 4.39 %) increased by a risk premium of 110 base points.
<b>Floating Price</b>	At par, i.e. 100 %
<b>Allotment Method</b>	The first arrived / the first served.
<b>Payment of Interests</b>	Interests will be annually served at anniversary dates of the date from which loan interests begin to run, or the first working day following this date if this one is not a working day. Payment of interests will be made for the first time, on December 12 <sup>th</sup> 2009.
<b>Depreciation / Normal redemption Of Principal</b>	The principal will be redeemed in fine, i.e. at the loan maturity date.
<b>Redemption before maturity</b>	The Company abstains from carrying out the redemption before maturity, of bonds, subject of the floating operation. However, the Company reserves the right to carry out the redemption before maturity through buy-back operations within the context, which will provided for in the law in force, these operations being with no incidence for a subscriber wishing to keep its bonds until the normal redemption date of the total debenture loan, and on the

timetable of normal redemption; the bonds thus redeemed will be cancelled.

**Prior Assimilations**

The bonds floated within the framework of the current operation will not be subjected to any assimilation to bonds of an **HOLCIM** previous floatation.

**Further Assimilations**

In case the Company will have subsequently to float new bonds having in all respects rights identical to those of the current floating operation, it could carry out, without demanding the consent of holders of former bonds, the assimilation of all securities, issued from successive floating operations unifying thus operations of their management and negotiation.

**Debt rank / Subordination**

There is no subordination of this debenture loan to the other debts of the Company

**Guarantee**

No guarantee

**Rating**

The current floating operation has not been subjected to any rating.

**Representation of the bondholders' Body:**

Until debenture holders convene their General Meeting, The Company's Board of Directors will appoint, as soon as subscription starts, a temporary proxy among the persons authorized to carry out the functions of business agent. The identity of the said person will be brought to the public knowledge by press release on December 12<sup>th</sup> 2008 at the latest.

**Debenture Negotiability**

The bonds, subject of Tranche A, are freely negotiable at the Casablanca Stock Exchange. There is no floating-related restriction laid down on debenture free negotiability within Tranche A.

**Applicable Law**

Moroccan Law

**Competent Jurisdiction**

Arbitral Court.

## **ARTICLE 3: TERMS AND CONDITIONS OF SUBSCRIPTION**

▪ **Period of Subscription**

The period of subscription will be open for bodies in charge of underwriting, from December 03<sup>rd</sup> 2008 to December 05<sup>th</sup> 2008 inclusive.

▪ **Subscribers**

The subscription for bonds, subject of the current floating operation, is reserved to national institutional investors as defined hereafter:

- Financial Companies mentioned in Article 14 of Dahir n° 1-05-178, issued on December 14<sup>th</sup> 2006, that provides Law n° 34-03 relating to credit institutions and similar bodies, subject to the respect of statutory, regulatory or legislative provisions and prudential regulations that govern these companies;

- Credit institutions referred to in first Article of Dahir n° 1-05-178 aforementioned, subject to the respect of statutory, regulatory or legislative provisions and prudential regulations that govern these institutions;
- The following qualified investors of the Moroccan law:
  - OPCVM or Mutual Funds governed by Dahir that provides Act n°1-93-213 of Rabii II 1414 (September 21st 1993) relating to OPCVM, as amended and supplemented, subject to the respect of statutory, regulatory or legislative provisions and prudential regulations that govern these funds;
  - Authorized Reinsurance and Insurance companies, subject to the respect of statutory, regulatory or legislative provisions and prudential regulations that govern these companies;
  - CDG (Caisse de Dépôt et de Gestion) subject to the respect of statutory, regulatory or legislative provisions and of prudential regulations that govern it;
  - Retirement and pension funds, subject to the respect of statutory, regulatory or legislative provisions and prudential regulations that govern these funds.

All subscriptions are made in cash, whatever the category of subscribers.

#### ▪ **Identification of Subscribers**

The IP members must make sure of the appurtenance of the subscriber to either of the categories defined herein. As such, they must obtain a copy of the supporting document and attach it to the subscription form.

For every category of subscribers, the ID documents to be presented are as follows:

#### **Institutional Investors of Moroccan Law (off OPCVM)**

Model of registration in the Trade Register including the Company's object that brings out their appurtenance to the concerned category.

#### **OPCVM – Mutual Funds-**

Photocopy of the acceptance ruling for FCP (Fonds Communs de Placement – Mutual Funds);  
 For FCP or mutual funds, number of the certificate of deposit at the office of the court clerk;  
 As for SICAV – Unit trusts- Model of registration in the trade register.

#### ▪ **Subscription Methods**

Every subscriber has the possibility to formulate one or several subscription applications while specifying the number of bonds applied for and the nature of the tranche subscribed within. Unless they are rendered void,

Applications are cumulative on a daily basis by amount of subscription. The subscribers could be served up to their cumulated applications and within the limit of available securities.

There is no floor or ceiling instituted for subscription within this debenture floating operation.

Every subscriber has the possibility to bid for the unlisted or/and listed loan.

The bodies in charge of underwriting will have to collect subscription orders from investors, through firm and irrevocable subscription forms, duly signed, and filled in by subscribers. Every subscription form

must be signed by the subscriber or his proxy and handed over to the body in charge of underwriting. All subscriptions will be made in cash and must be expressed in number of securities.

Every investor should hand over before 04.00 p.m. to the IP member of his choosing, the firm and irrevocable subscription form duly filled in and signed.

▪ **Guarantee of successful conclusion**

The current floating operation is accompanied with a guarantee of successful conclusion. In deed, the IP members are bound by due care and remain entirely accountable for subscriptions collected by them and undertake firmly and irrevocably to successfully conclude the floating operation.

As such, the IP members undertake irrevocably and unconditionally to subscribe for all bonds not yet underwritten at the end of the subscription period, within the limit of the respective amounts and percentages defined in the Chart below and this at the latest at the date subscriptions are closed:

<b>Member</b>	<b>Guaranteed Number of securities to be underwritten</b>	<b>Guaranteed Amount</b>	<b>% of floating</b>
Attijariwafa bank	3,400	340,000,000	22.67%
Banque Centrale Populaire	3,400	340,000,000	22.67%
Financia garanti par BMCE Capital	3,200	320,000,000	21.33%
CDG Capital	2,000	200,000,000	13.33%
Société Générale Marocaine des Banques	2,000	200,000,000	13.33%
BMCI	1,000	100,000,000	6.67%
<b>Total</b>	<b>15,000</b>	<b>1,500,000,000</b>	<b>100.00%</b>

At the end of the subscription period, the amounts collected by every IP member will be deducted from the amount guaranteed by the said member. If the totality of the amount guaranteed by a member is underwritten by this one, therefore, the member will not be obliged to exercise the guarantee for the remainder not underwritten by the other IP members.

▪ **Financial Intermediaries and Investment Pool**

<b>Financial Intermediaries and Investment Pool</b>	<b>Name</b>	<b>Address</b>
<b>IP Leader</b>	Financia	30, bd Moulay Youssef - Casablanca
<b>IP member</b>	Attijariwafa bank	2, Bd Moulay Youssef - Casablanca
<b>IP member</b>	Banque Centrale Populaire	101, Bd Mohammed Zerktouni - Casablanca
<b>IP member</b>	CDG Capital	Immeuble Mamounia, Place Moulay El Hassan - Rabat
<b>IP member</b>	Société Générale Marocaine des Banques	55, Bd Abdelmoumen - Casablanca

<b>IP member</b>	BMCI	26, place des Nations Unies - Casablanca
<b>Centralizing body of the operation</b>	Financia	30, bd Moulay Youssef - Casablanca
<b>Body in charge of registering the operation at the Casablanca Stock Exchange.</b>	BMCE Capital Bourse	Tour BMCE Capital, Rond-point Hassan II - Casablanca
<b>Paying agent providing the financial service of the floating body</b>	BMCE Bank	140, avenue Hassan II - Casablanca

## **ARTICLE 4: METHODS OF ORDER PROCESSING AND ALLOTMENT**

### ▪ **Centralization of Orders**

During the subscription period, the IP members are obliged to daily communicate to the IP leader the status of subscriptions registered in the day. The IP members undertake not to accept subscriptions collected by an entity, which is not an IP member.

During the subscription period, every IP member must daily transmit to Financia (The Centralizing body) at 05.00 p.m. a consolidated and summarized statement of subscriptions it will have collected during the day. The subscription daily statement must be sent by fax 022 43 00 21 and at the latest at 05.00 p.m. to the Centralizing body of the current floating operation.

In the event of non subscription during the day, the subscription statement must be transmitted with the mention "None".

During the last day of the subscription period, I.E. December 05<sup>th</sup> 2008, each of the underwriting bodies must hand over to the leader, at 05.00 p.m. a consolidated, itemized, final and summarized statement of subscriptions it will have received.

### ▪ **Decanting / Transfer Rules**

If the number of securities subscribed for within Tranche A is inferior to the corresponding offer, the remainder is allotted to Tranche B.

Likewise, if the number of securities subscribed for within Tranche B is inferior to the corresponding offer; the remainder is allotted to Tranche A.

### ▪ **Allotment methods**

Debenture allotment will be daily made during the subscription period, at 05.00 p.m., according to subscriptions presented by IP members.

Furthermore, the following will be carried out:

- The cancellation of applications not fulfilling the afore-mentioned subscription methods and conditions;
- The consolidation of all admissible subscription applications, i.e. all subscription applications not rendered void.

The allotment of bonds will be made, by each of the underwriting bodies, in accordance with the method called "first arrived/ first served" within the limit of bonds allotted to this underwriting body.

During the allotment session, every IP member will be represented by a person duly designated by it at Financia.

At the end of allotment, Financia will hand over to the IP representatives a summary statement of all subscriptions, as well as the result of the allotment.

- **Methods of subscription cancellation**

In case of failure of the financial operation, subscriptions will be cancelled and must be repaid back within a period of 10 working days, as from the date of results publishing.

Any subscription, not meeting the conditions aforementioned in the prospectus, is likely to be cancelled by the IP leader.

## **ARTICLE 5: METHODS OF PAYMENT AND DELIVERY OF SECURITIES**

- **Modalities of payment for subscriptions**

The settlement of subscriptions will be made at the date from which interests begin to run through transmission of delivery orders against payment (LCP) by IP members at BMCE Bank, in its capacity as the body in charge of managing the financial service.

The securities are payable cash at once.

BMCE Bank will be in charge, at the date from which interests begin to run, of entering into account the Company's bonds.

- **Paying Agent of the floating operation**

BMCE BANK is designated as the paying agent of the bonds floated within the framework of this operation.

As such, it will represent the Company **HOLCIM** at the central trustee and will carry out all operations inherent to the securities floated within the framework of this operation.

- **Procedure of debenture registration**

Once allotment is made, the bonds allocated to every subscriber are registered in his securities account the day of payment/ delivery.

## **ARTICLE 6: LISTING ON THE CASABLANCA STOCK EXCHANGE**

<b>Listing and quotation date</b>	December 12 <sup>th</sup> 2008
<b>Code</b>	990124
<b>Ticker</b>	OB124
<b>First quotation Procedure:</b>	direct quotation
<b>Centralizing Body</b>	Financia.
<b>Body in charge of the operation registration in the Casablanca Stock Exchange</b>	BMCE Capital Bourse

<b>Results of the operation</b>	The operation results will be published by the Casablanca Stock Exchange on the quotation Bulletin at <b>December 12<sup>th</sup> 2008</b> for Tranche A, and by the Company for both tranches A and B in an official newspaper of legal announcements at December 14 <sup>th</sup> 2008.
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▪ **Indicative Timetable of the Operation**

<b>Order</b>	<b>Steps</b>	<b>At the latest on</b>
<b>1</b>	Receipt by the Casablanca Stock Exchange of the operation complete file.	November 27 <sup>th</sup> 2008
<b>2</b>	Issuing by the Casablanca Stock Exchange of the Notice of Approval on the operation and of the indicative timetable.	November 28 <sup>th</sup> 2008
<b>3</b>	Receipt by the Casablanca Stock Exchange of the CDVM-visaed prospectus.	November 28 <sup>th</sup> 2008
<b>4</b>	Publication in the Quotation Bulletin of the notice relating to the debenture loan listing operation.	December 1 <sup>st</sup> 2008
<b>5</b>	Opening of the subscription period.	December 3 <sup>rd</sup> 2008
<b>6</b>	Closing of the subscription period.	December 5 <sup>th</sup> 2008
<b>7</b>	Receipt by the Casablanca Stock Exchange of the operation results.	December 5 <sup>th</sup> 2008
<b>8</b>	<ul style="list-style-type: none"> <li>▪ debenture admission into quotation;</li> <li>▪ Announcement of results in the quotation bulletin;</li> <li>▪ Registration of the transaction in the Stock Exchange;</li> <li>▪ Payment/Delivery (LCP).</li> </ul>	December 12 <sup>th</sup> 2008
<b>9</b>	Levy of the admission fee	December 15 <sup>th</sup> 2008

**MARKETS DIVISION**