PILLAR III

at 30 June 2018

التجاري وفا بنك
Attijariwafa bank

Believe in you

Pillar III : Risks and capital adequacy

The publication of financial information with regard to regulatory capital and risk exposure is conducted on a consolidated basis in compliance with Article 2 of directive 44/G/2007. Other information about the parent company and significant subsidiaries is published separately, in compliance with Article 8 of the same directive.

Pillar 3 of the Basel III framework aims to promote market discipline through regulatory disclosure requirements with regard to supplementary financial communication. These requirements enable market participants to access key information relating to a bank's regulatory capital and risk exposure, in order to increase transparency and confidence about a bank's exposure to risk and the overall adequacy of its regulatory capital.

I. Capital management and capital adequacy of Attijariwafa bank Group

1- Moroccan regulatory framework

The Moroccan regulatory framework is changing in compliance with the principles laid down by the Basel Committee. In 2007, Bank Al- Maghrib put forward the Basel II accord, which is based on three pillars:

- **Pillar 1** : calculation of minimum capital requirements for various prudential risks: credit risk, market risk, and operational risk;
- **Pillar 2** : implementation of internal reviews of capital adequacy and risks incurred. This pillar covers all quantitative and qualitative risks;
- **Pillar 3** : disclosure requirements and standardization of financial information.

Bank Al-Maghrib has also applied the Basel III Committee guidelines for regulatory capital. The new requirements took effect in June 2014.

2- Prudential scope of application

Solvency ratios prepared on a parent-company basis (domestic banking) and on a consolidated basis are subject to Basel Committee international standards and governed by Bank Al-Maghrib regulatory directives:

- circular 26/G/2006 (see technical note NT 02/DSB/2007) about the standard calculation of capital requirements with regard to credit, market, and operational risk;
- circular 14/G/2013 (see technical note NT 01/DSB/2014) about the Basel III calculation of regulatory capital of banks and credit institutions.

For ratios prepared on a consolidated basis, in accordance with Article 38 of circular 14/G/2013, the shareholdings of insurance and reinsurance companies shall be treated on a consolidated basis using the equity method, even where the shareholdings are wholly owned or part of a joint venture.

Name	Business activity	Country	Method	% control	% stake
Attijariwafa bank	Banking	Morocco	Top		
Attijariwafa Europe	Banking	France	IG	99.78%	99.78%
Attijari International Bank	Banking	Morocco	IG	100.00%	100.00%
Attijariwafabank Egypt	Banking	Egypt	IG	100.00%	100.00%
CBAO groupe Attijariwafa bank	Banking	Senegal	IG	83.07%	83.01%
Attijaribank Tunisie	Banking	Tunisia	IG	58.98%	58.98%
La Banque Internationale pour le Mali	Banking	Mali	IG	66.00%	66.00%
Crédit du Sénégal	Banking	Senegal	IG	95.00%	95.00%
Union Gabonaise de Banque	Banking	Gabon	IG	58.71%	58.71%
Crédit du Congo	Banking	Congo	IG	91.00%	91.00%
Société Ivoirienne de Banque	Banking	Ivory Coast	IG	67.00%	67.00%
Société Commerciale De Banque	Banking	Cameroon	IG	51.00%	51.00%
Attijaribank Mauritanie	Banking	Mauritania	IG	80.00%	53.60%
Banque Internationale pour l'Afrique Togo	Banking	Togo	IG	56.76%	56.76%
Wafasalaf	Consumer loans	Morocco	IG	50.91%	50.91%
Wafabail	Leasing	Morocco	IG	98.10%	98.10%
Wafa immobilier	Mortgage loans	Morocco	IG	100.00%	100.00%
Attijari Factoring Maroc	Factoring	Morocco	IG	100.00%	100.00%
Wafa LLD	Long Term Leasing	Morocco	IG	100.00%	100.00%
Attijari immobilier	Mortgage loans	Morocco	IG	100.00%	100.00%

3- Capital composition

In June 2014, Bank Al-Maghrib's prudential regulations for the adoption of Basel III entered into force. Consequently, Attijariwafa bank is required to comply with, on both an individual and a consolidated basis, a core-capital ratio of no less than 8.0% (including a conservation buffer of 2.5%), a Tier 1[1] capital ratio of no less than 9.0%, and a Tier 1 and Tier 2 capital ratio of no less than 12.0%.At the end of December 2017, in accordance with circular 14/G/2013, the regulatory capital of Attijariwafa bank Group comprised both Tier 1 and Tier 2 capital.

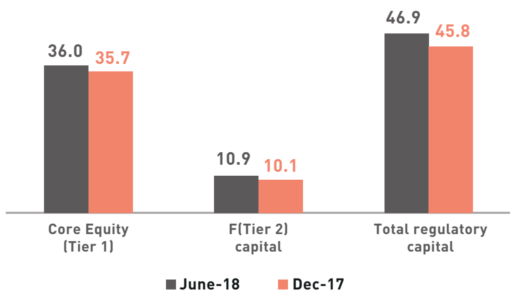
Tier 1 capital is determined on the basis of Core Equity Tier 1 capital (CET1) adjusted for: the anticipated distribution of dividends; the deduction of goodwill, intangible assets, and unconsolidated equity investments[2] that are held in the capital of credit institutions and equivalent in Morocco and abroad, and in the capital of entities with banking-related operations in Morocco and abroad; and prudential filters.

Tier 2 capital consists mainly of subordinated debt whose initial maturity is less than five years. An annual discount of 20% is applied to subordinated debt with less than five years of residual maturity. Tier 2 capital is restricted to 3% of risk-weighted assets.

(in thousand MAD)

	June-18	Dec.-17
Tier 1 capital= CET1+AT1	**35,994,000**	**35,663,318**
Items to be included in core capital	47,647,555	46,749,432
Share capital	2,035,272	2,035,272
Reserves	40,558,763	38,022,965
Retained earnings	1,523,377	2,799,260
Minority interests	3,608,588	3,989,767
Ineligible core capital	-78,446	-97,833
Items to be deducted from core capital	-12,153,555	-11,586,115
Core Equity Tier 1 (CET1)	**35,494,000**	**35,163,318**
Additional Tier 1 capital (AT1)	**500,000**	**500,000**
Tier 2 capital	**10,919,993**	**10,131,050**
Subordinated debt with maturity of at least five years	10,633,348	9,877,884
Unrealized gains from marketable securities	160,869	155,495
Other items	155,776	129,672
Ineligible Tier 2 capital	**-30,000**	**-32,000**
Total regulatory capital	**46,913,993**	**45,794,368**

Changes of Attijariwafa bank's regulatory capital (in MAD billion)



4- Solvency ratios

At June 30, 2018, the Group's Core Equity Tier 1 ratio (CET1) amounted to 9.66% and its capital adequacy ratio stood at 12.59%.

(in thousand MAD)

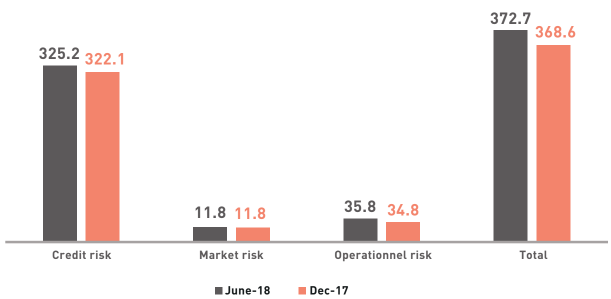
	June-18	Dec.-17
Core capital	35,994,000	35,663,318
Total capital	46,913,993	45,794,368
Risk-weighted assets	**372,723,034**	**368,643,888**
Core equity Tier 1 ratio (CET1)	**9.66%**	**9.67%**
Core equity Tier 1 ratio (CET1)	**12.59%**	**12.42%**

II. Capital requirements and risk-weighted assets of Attijariwafa bank Group

At June 30, 2018, total risk-weighted assets for Pillar I, in compliance with circular 26/G/2006 (standards for calculating capital requirements under credit and market risk, using the standardized approach) for Attijariwafa bank Group amounted to MAD 372,723,974 thousands. Risk weighted assets are calculated by means of the standardized approach for credit, counterparty, and market risks, and by means of the Basic Indicator approach for operational risks.

	Pillar I	
	Hedged risk	Method for assessment and management
Credit and counterparty risk	√	Standardized approach
Market risk	√	Standardized approach
Operational risk	√	BIA (Basic Indicator Approach)

Changes in weighted risks in Attijariwafa bank group (in MAD billions)



1) Tier 1 capital is composed of equity capital and additional capital (any instrument that can be converted to capital or depreciated when the solvency ratio falls below a predefined threshold of 6%) after deductions and prudential adjustments

2) Equity holdings of more than 10% whose historical value is less than 10% of Group Tier 1 capital are weighted at 250%.

The following table shows the annual change of capital requirements and risk-weighted assets under Pillar 1:

(in thousand MAD)

	June-18		Dec-17		Change	
	Risk-weighted assets	Capital requirements[3]	Risk-weighted assets	Capital requirements[3]	Risk-weighted assets	Capital requirements
Credit risk on balance sheet	**247,164,018**	**19,773,121**	**251,546,749**	**20,123,740**	**-4,382,732**	**-350,619**
Sovereigns	17,444,454	1,395,556	16,774,642	1,341,971	669,812	53,585
Institutions	12,467,248	997,380	16,560,106	1,324,808	-4,092,858	-327,429
Corporate	174,382,205	13,950,576	173,829,958	13,906,397	552,247	44,180
Retail	42,870,111	3,429,609	44,382,043	3,550,563	-1,511,932	-120,955
Credit risk off balance sheet	**51,879,114**	**4,150,329**	**43,816,037**	**3,505,283**	**8,063,077**	**645,046**
Sovereigns	933,013	74,641	1,020,414	81,633	-87,402	-6,992
Institutions	2,091,666	167,333	1,523,570	121,886	568,096	45,448
Corporate	48,497,452	3,879,796	41,015,556	3,281,244	7,481,896	598,552
Retail	356,983	28,559	256,497	20,520	100,487	8,039
Counterparty risk[4]	**759,837**	**60,787**	**1,003,653**	**80,292**	**-243,816**	**-19,505**
Institutions	124,265	9,941	122,578	9,806	1,687	135
Corporate	635,571	50,846	881,074	70,486	-245,503	-19,640
Credit risk from other assets[5]	**25,356,046**	**2,028,484**	**25,750,543**	**2,060,043**	**-394,498**	**-31,560**
Market risk	**11,789,261**	**943,141**	**11,763,334**	**941,067**	**25,927**	**2,074**
Operational risk	**35,774,759**	**2,861,981**	**34,763,572**	**2,781,086**	**1,011,188**	**80,895**
Total	**372,723,034**	**29,817,843**	**368,643,888**	**29,491,511**	**4,079,146**	**326,332**

1- Credit risk

The amount of weighted credit risk is calculated by multiplying the assets and the off balance sheet by the weight coefficients provided for in Articles 11-18 and 45-47 of circular 16/G/2006. Credit risk depends mainly on the type of commitment and the counterparty.

Risk-weighted assets are calculated from net exposure less guarantees and collateral, then adjusted by risk weight (RW). Off-balance-sheet commitments are also weighted by the conversion coefficient factor (CCF).

• Analysis of credit risk by segment

The following table shows the net and weighted exposure to credit risk for various segments, by type of commitment: on and off balance sheet.

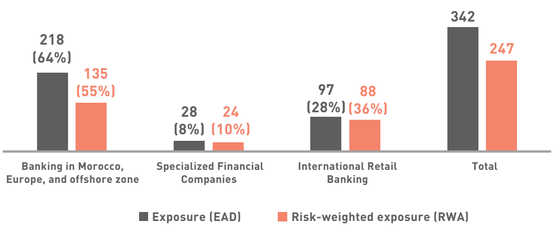
(in thousand MAD)

	Exposure before CRM[6] (EAD)		Risk-weighted exposure after CRM (RWA)	
	Balance sheet	Off balance sheet[7]	Balance sheet	Off balance sheet[7]
Souverains	38,107,137	8,330,127	17,444,454	933,013
Institutions	26,891,471	1	174,762	0
Credit establishments and equivalent	19,207,938	10,547,919	12,292,486	2,091,665
Corporate	173,981,135	130,296,394	174,382,205	48,497,452
Retail	84,230,163	1,309,201	42,870,111	356,983
Total	**342,417,844**	**150,483,642**	**247,164,018**	**51,879,114**

• Analysis of balance-sheet credit risk by business line

The following Breakdown shows the net and weighted exposure to Group balance-sheet credit risk by business line.

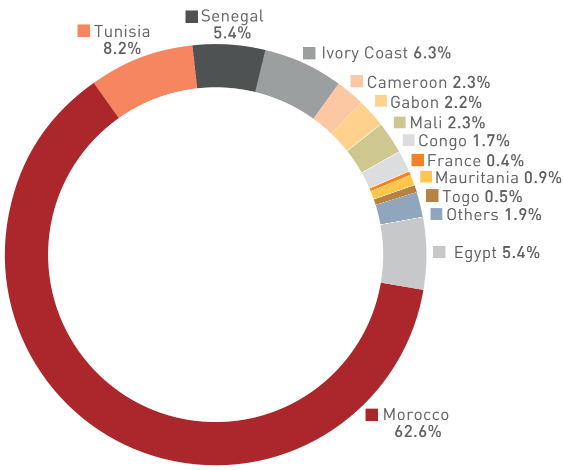
Breakdown of credit risk by business activity in June 2018 (XX%) share in total (in MAD billion)



• Geographic analysis of risk-weighted assets

Below is a breakdown of balance-sheet credit risk, by country of the counterparty bearing the default risk. In compliance with Bank Al-Maghrib regulations, when a country rating is less than B- (eg Mali, Mauritania, and Togo), sovereign and corporate risk is weighted at 150%.

Geographical breakdown of weighted risks



2- Counterparty Risk

Market activities (involving contracts with two counterparties) expose the bank to default risk of the counterparty. The amount of risk depends on market factors that might affect the future value of the transactions involved.

• Analysis of net and weighted exposure to counterparty risk, by prudential segment

At June 30, 2018, the Group's net exposure to counterparty risk to security-financed transactions and derivative products totaled to security-financed transactions and derivative products totaled MAD 33,233,203 KDH, increased by 49% compared to December 2017. Risk-weighted exposure came to MAD 759,837 thousand down by 24% compared to December 2017.

3) Calculated as 8% of risk-weighted assets.
4) Credit risk arising from market transactions, investments, and settlements.
5) Fixed assets, various other assets, and equity holdings not deducted from capital.
6) CRM: Credit-risk mitigation: techniques employed by financial institutions to reduce their counterparty risk.
7) Off-balance-sheet commitments comprise financial and other guarantees.

(in thousand MAD)

	June-18		Dec-17	
	Exposure at default (EAD)	Risk-Weighted Assets (RWA)	Exposure at default (EAD)	Risk-Weighted Assets (RWA)
Sovereign	28,482,871	0	12,670,841	0
Credit establishments and equivalent	306,175	124,265	3,080,549	122,578
Corporate	4,444,157	635,571	6,577,710	881,074
Total	**33,233,203**	**759,837**	**22,329,101**	**1,003,653**

3- Market risk

Pursuant to Article 48 of circular 26/G/2006 of Bank Al-Maghrib, market risk is defined as risk of losses due to fluctuations in market prices. The definition comprises:

- risk related to instruments in the trading book;
- currency risk and commodities risk for all assets on and off the balance sheet except those in the trading book.

Article 54 of circular 26/G/2006 describes the regulatory authority's methods for calculating all categories of market risk.

Market risk comprises:

• Interest-rate risk

Interest-rate risk is calculated for fixed-income products in the trading book. It is the total general and specific risk related to interest rates.

Capital requirements for general interest-rate risk are calculated using the amortization-schedule method. Specific risk is calculated from the net position. The weighting depends on the type of issuer and the maturity of the security, on the basis of the criteria listed in the technical note for 26 G 2006 (see Article 54, part I, paragraph A of the technical note for 26/G/2006).

• Equity risk

The calculation of equity risk comprises: stock positions, stock options, stock futures, index options, and other derivatives whose underlying instrument is a stock or an index. Total equity risk is the sum of general and specific equity risk.

Capital requirements for general equity risk (see Article 54, part II, paragraph B of the technical note for 26/G/2006) represents 8% of the total net position.

Specific risk is calculated on the total position by applying the weightings indicated by the regulatory authority, in accordance with the type of asset.

• Currency risk

Capital requirements for currency risk are calculated whenever the total net position exceeds 2% of the core capital. The total net position corresponds to the difference between the long and short positions for the same currency.

• Capital requirements for market risks

(in thousand MAD)

Capital requirements	June-18	Dec-17
Interest-rate risk	**922,954**	**771,574**
Specific interest-rate risk	242,052	126,626
General interest-rate risk	680,902	644,948
Equity risk	**20,187**	**10,524**
Currency risk	**-**	**158,968**
Commodity risk	**-**	**-**
Total	**943,141**	**941,067**

4- Operational risk

Operational risk is calculated using annual NBI for the three past years and Basic Indicator Approach. Capital requirements are 15% of the average NBI for the past three years.

• Capital requirements for operational risk by business line

(in thousand MAD)

Capital requirements	Banking in Morocco, Europe, and offshore zone	Specialized financial companies	International retail banking	Total
June 2018	1,523,755	354,655	983,570	2,861,981
December 2017	1,514,104	348,985	917,997	2,781,086

5- Credit-risk mitigation techniques

Credit-risk mitigation techniques are recognized pursuant to the regulations of Basel II. Their effect is measured by scenario analysis of an economic slowdown. There are two main categories of credit-risk mitigation techniques: personal guarantees and collateral.

- A personal guarantee is a commitment made by a third party to replace the primary debtor in the event of default by the latter. By extension, credit insurance and credit derivatives (e.g., protective calls) also belong to this category.
- Collateral is a physical asset placed with the bank as guarantee that the debtor's financial commitments will be satisfied in a timely manner.
- As shown below, exposure can be mitigated by collateral or a guarantee in accordance with criteria established by the regulatory authority.

Collateral	**Personal guarantees**
Cash, equities, mutual funds, etc. Mortgages	Collateral, Insurance, Credit derivatives

Bank Al Maghrib regulations by standardized approach

Eligibility criteria

• Eligibility of credit-risk mitigation techniques

Attijariwafa bank Group calculates its solvency ratio using the standardized approach, which, contrary to IRB approaches, limits credit-risk mitigation techniques.

For risks treated using the standardised approach:

- personal guarantees are taken into account (subject to eligibility) by enhanced weighting that corresponds to that of the guarantor, for the guaranteed portion of the exposure which accounts for any currency and maturity mismatch.
- collateral (e.g., cash, securities) are subtracted from exposure after any currency and maturity mismatch has been accounted for.
- collateral (e.g., mortgages) that meet eligibility conditions which allow a more favorable weighting for the debt that they guarantee (exclusively for mortgages, buyers, and property leasing whose weightings are between 35% and 50%).

Below is a comparative table of collateral eligible on the basis of two methods: standardized and advanced.

	Standardized approach	Advanced approach	
		IRBF	IRBA
Financial collateral			
• Liquidities/DAT/OR	√	√	√
• Fixed-income securities			
- Sovereign issuer with a rating of ≥ BB-	√	√	√
- Other issuers ≥ BBB-	√	√	√
- Other (without external rating but included in internal-rating models)	X	X	√
• Equities			
- Principal index	√	√	√
- Primary stock exchange	√	√	√
- Other	X	X	√
• Mutual funds and private equity	√	√	√
Collateral			
• Mortgage on a residential property loan	√	√	√
• Mortgage on a commercial property lease	√	√	√
• Other collateral as long as: - there is a liquid market for disposal of the collateral; - there is a reliable market price applicable to the collateral.	X	√	√
Personal guarantees			
• Sovereign banks and other • entities ≥ A-	√	√	√
• Other entities < A-	X	X	√
• Unrated entities	X	X	√
Credit derivatives			
• Sovereign issuers, MDB, and financial institutions or other entities with a rating ≥ A-	√	√	√
• Other	X	√	√

• CRM amounts

Below are the guarantees and collateral (real and financial) as at the end of June 2018, as well as the hedge amounts for credit risk included in the calculation of risk-weighted assets (standardised approach) at the end of June 2018:

(in thousand MAD)

	June-18
Guarantees and collateral	**171 877 982**
Guarantees	7 132 310
Real[8] and financial collateral	164 745 672
Guarantees and collateral eligible for the standardized approach	**71 269 809**
Guarantees	7 132 310
Real and financial collateral	64 137 499
- Mortgage on residential home loan	58 095 650
- Mortgage on residential home loan	6 041 849
- Other	

8) Collateral at domestic-banking level.

III. Information on significant subsidiaries

1- Regulatory framework

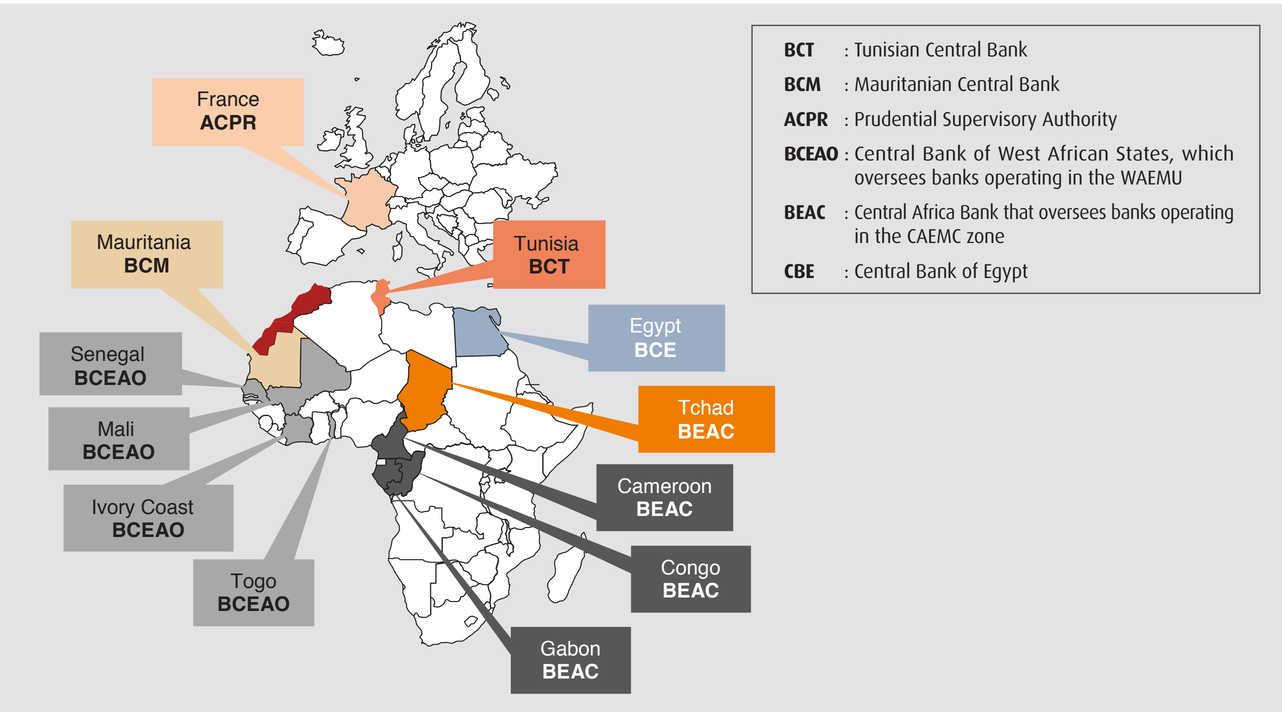
At the parent-company level, Attijariwafa bank must satisfy capital requirements calculated in accordance with the same prudential standards required by Bank Al-Maghrib as those for the consolidated level. All subsidiary credit institutions in Morocco: Wafabail, Wafasalaf, and Attijari Factoring individually report their solvency ratios to Bank Al-Maghrib, as governed by:

- circular 25/G/2006 (in compliance with Basel I) on calculating capital requirements for credit risk;
- circular 14/G/2013 (see technical note NT 01/DSB/2014) on calculating the regulatory capital of banks and credit institutions (in compliance with Basel III).

Wafa assurance is governed by the regulations of the Autorité de Contrôle des Assurances et de Prévoyance Sociale (ACAPS, the Moroccan insurance regulatory authority).

Attijariwafa bank Group's international banking subsidiaries calculate their capital requirements in accordance with local prudential standards in the jurisdictions of the countries in which they do business. They are in compliance with Basel I standards in Africa (Tunisia, Mauritania,WAEMU, CAEMC) and with Basel III standards in Europe.

Regulatory authorities of Attijariwafa bank international subsidiaries



2- Ratios of principal subsidiaries

The following table provides information on the solvency of Group subsidiaries. The parent-company scope corresponds to in-house outstandings.

Entity	Regulatory authority	Minimum Required	Regulatory capital requirements (thousands)	Risk-weighted assets (thousands)	Total ratio	Regulatory capital Requirements (MAD thousands)[9]	Risk-weighted assets (MAD thousands)
Attijariwafa bank	Bank Al-Maghrib	12%	32,535,839	240,479,703	13.53%	32,535,839	240,479,703
Wafasalaf	Bank Al-Maghrib	12%	1,624,358	12,138,052	13.38%	1,624,358	12,138,052
Wafabail	Bank Al-Maghrib	12%	1,120,852	8,873,569	12.63%	1,120,852	8,873,569
Wafa Immobilier	Bank Al-Maghrib	12%	56,913	326,442	17.43%	56,913	326,442
Attijari Factoring	Bank Al-Maghrib	12%	224,498,	730,965	30.71%	224 498	730,965
Attijari bank Tunisie	BCT	10%	655,876	5,840,108	11.23%	655 876	5,840,108
CBAO	BCEAO	8.625%	86,756,252	852,984,487	10.17%	1,464,012	14,394,113
Attijariwafa bank Europe	ACPR	12%					
Attijariwafa bank Egypte	BCE	11.25%	3,784,582	25,094,716	15.08%	2,009,613	13,325,294

9) Exchange rate : TND (3,6298 MAD) FCFA (0,016875 MAD) EUR (0,531 MAD).

Subsidiaries	Regulatory authority	Margin	Minimum solvency margin	Ratio
Wafa Assurance	ACAPS	7 167 100	1 848 100	388%

IV. Internal capital management

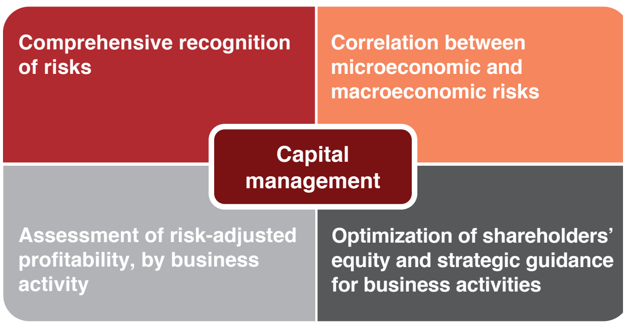
1- Capital management

In recent years, the forecasting of capital requirements has become a vital part of Attijariwafa bank Group's strategic planning. Since Bank Al-Maghrib adopted Basel II in 2006, regulations have undergone constant change, resulting in ever-increasing needs for capital.

The Group's capital-management policy is designed to control this costly obligation and all associated factors. The policy aims to ensure that the Group and its subsidiaries remain solvent and satisfy prudential requirements on both the consolidated and parent-company levels (respecting prudential rules of the local regulatory authority) while simultaneously optimizing returns for shareholders, who provide the required capital.

The capital-management policy extends beyond the regulatory framework, to overseeing investments and their returns (calculations of IRR, dividend forecasts, divestments, tax engineering, etc.), thereby ensuring optimal capital allocation for all business lines and fulfilling capital requirements for both strategic goals and regulatory changes.

Targets for « Capital Management »



2- Gouvernance

The Finance Department's Capital Management Committee (CMC) meets quarterly, under the supervision of General Management, in order to:

- define the capital-management policy and the changes needed on the basis of market conditions and competition, regulations, interest rates, cost of capital, etc,
- anticipate capital requirements for the Group and its subsidiaries and credit institutions, for the next 18 months;
- analyze capital allocation by business line and division;
- make decisions on subjects that can impact capital (all Group entities). In general, support all actions and initiatives that promote optimized capital management.

3- Regulatory stress tests

The results of regulatory stress tests (Bank Al-Maghrib directive 01/ DSB/2012) are reported twice yearly to the regulatory authority.

At the end of June 2018, post-shock solvency ratios for Tier 1 and total capital of Attijariwafa bank were superior than the minimum regulatory requirements.

Regulatory stress tests at the end of June 2018 covered the following scenarios:

- **Credit risk**: claims rising from 10% to 15%, representing high risk for total portfolio and per business segment
- **Concentration risk**: default of key business relationships
- **Market risk**:
  - MAD weakening against the EUR;
  - MAD weakening against the USD;
  - yield curve shifts;
  - interest rates rise;
  - share prices fall;
  - NAVs of mutual funds (bond, money market, etc.) decline.

- **Country risk**:
• stress tests on loans to non-residents in countries with political instability;
• stress tests on loans to non-residents in countries to which the bank.

4- Forecast ratios

Individual and consolidated capital adequacy ratios (CAR) forecast over the next 18 months are well above the current minimum regulatory level of 9.0% for Tier 1 and 12.0% for CAR through the internal policy of capital management.

The prudential capital of banks is calculated in accordance with 14 G 2013 circular and 01/DSB/2018 technical notice which include IFRS9 impacts.

Forecast ratio in an individual basis[10]

In MAD billion	June-18	Dec-18F	June-19F	Dec-19F
Tier 1 capital	24.0	27.0	27.5	27.7
Tier 2 capital	8.5	8.0	9.7	10.0
Total regulatory capital	**32.5**	**35.1**	**37.2**	**37.8**
Risk-weighted assets	**240.5**	**247.0**	**253.2**	**259.3**
Core equity Tier 1 ratio	10.00%	10.94%	10.86%	10.70%
Capital adequacy ratio	13.53%	14.20%	14.69%	14.57%

Forecast ratio in a consolidated basis

In MAD billion	June-18	Dec-18F	June-19F	Dec-19F
Tier 1 capital	36.0	39.4	39.9	41.6
Tier 2 capital	10.9	11.1	11.5	11.8
Total regulatory capital	**46.9**	**50.5**	**51.4**	**53.4**
Risk-weighted assets	**372.7**	**387.2**	**401.6**	**416.2**
Core equity Tier 1 ratio	9.66%	10.16%	9.93%	10.00%
Capital adequacy ratio	12.59%	13.03%	12.81%	12.84%

V. Corporate Governance

Governance system established adheres to the general corporate principles. This system consists of six control and management bodies emanating from the Board of Directors.

Board of Directors

The Board of Directors (BD) consists of a group of institutions and individual persons (administrators) in charge of managing the bank. They are appointed by the shareholders general meeting. The BD includes several members including a chairman and a secretary.

Any institution which is member of the BD appoints an individual person to represent it. The organization and the prerogatives of the BD are set by the bank by-laws and are subject to national law.

1- General Management Committee

The general management committee joins together the heads of the various centers under the chairmanship of the Chairman and Chief Executive Officer.

This Committee meets once a week and provides a summary view of the operational activities in the different sectors and prepares questions to be submitted to the Board of Directors in a joint approach.

Member	Function	Since
Mr. Mohamed EL KETTANI	Chairman and Chief Executive Officer	2007
Mr. Boubker JAI	Managing Director	2003
Mr. Omar BOUNJOU	Managing Director	2004
Mr. Ismail DOUIRI	Managing Director	2008
Mr. Talal EL BELLAJ	Managing Director	2014

2- General Management and Coordination Committee

The General Management and Coordination Committee is a discussion body to exchange and share information. More particularly, this committee:

- Provides overall coordination between the different programs of the Group and focuses primarily on the review of key performance indicators;
- Acknowledges the major strategic guidelines, the Group's general policy and also the decisions and the priorities defined in ad hoc meetings;
- Takes functional and operational decisions to maintain objectives and optimize results.

Chaired by the Committee's chairman or at least by two senior managers, this committee meets monthly and consists of members of the General Management and also the managers of the main business lines.

Member	Function	Title
Mr. Mohamed EL KETTANI	Chairman and Chief Executive Officer	Chairman and Chief Executive Officer
Mr. Omar BOUNJOU	Managing Director, Retail Banking Division	Managing Director
Mr. Ismail DOUIRI	Managing Director, Finance, Technology and Operations Division	Managing Director
Mr. Boubker JAI	Managing Director, Corporate and Investment Banking, Capital Markets and Financial Subsidiaries	Managing Director
Mr. Talal EL BELLAJ	Managing Director, Global Risk Management	Managing Director
Mr. Hassan BERTAL	Transformation Office	Deputy Managing Director
Mr. Saad BENWAHOUD	Head of North-West region	Deputy Managing Director
Mr. Said SEBTI	Head of North-East region	Deputy Managing Director
Mr. Mohamed BOUBRIK	Head of South-West region	Executive Director
Mr. Fouad MAGHOUS	Head of South region	Executive Director
Mr. Hassan BEDRAOUI	Managing Director, Attijariwafa bank Europe	Deputy Managing Director
Mr. Mouaouia ESSEKELLI	Transaction Banking Group	Deputy Managing Director

10) Projections conducted with a constant prudential environment and constant accounting standard.

Mr. Omar GHOMARI	Specialized Financial Companies	Deputy Managing Director
Mrs. Wafaa GUESSOUS	Procurement, Logistics and Secretary of the Board	Deputy Managing Director
Mr. Jamal AHIZOUNE	International Retail Banking	Deputy Managing Director
Mr. Youssef ROUISSI	Corporate & Investment Banking	Deputy Managing Director
Mr. Rachid EL BOUZIDI	Retail Banking Support Functions	Executive Director
Mrs Saloua BENMEHREZ	Group Communication	Executive Director
Mr. Younes BELABED	Group General Audit	Executive Director
Mrs Malika EL YOUNSI	Group Legal Advisory	Executive Director
Mr. Badr ALIOUA	Private Banking	Executive Director
Mr. Rachid KETTANI	Group Finance Division	Executive Director
Mrs. Soumaya LRHEZZIOUI	Group Information Systems	Executive Director
Mr. Driss MAGHRAOUI	Retail & Business Markets	Executive Director
Mr. Ismail EL FILALI	Back Offices and Customer Services	Executive Director
Mr. Mohamed SOUSSI	Group Human Resources	Executive Director
Mr. KARIM IDRISSI KAITOUNI	Head of SMEs Banking	Executive Director

3- Other Committees reporting to the Board of Directors

• Strategic Committee:

Chaired by the Chairman and Chief Executive Officer, this committee is in charge of operational results and strategic projects of the Group. This committee meets every two months.

Member	Function
Mr. Mohamed EL KETTANI	Chairman and Chief Executive Officer Attijariwafa bank
Mr. Hassan OURIAGLI	Director, Representing AL MADA
Mr. Abdelmjid TAZALOUI	Director
Mr. José REIG	Director
Mr. Aymane TAUD	Director

• Group Risk Committe:

The Group Risk Committee meeting upon call from the Chairman and Chief Executive Officer, examines and hands down judgment on the direction to be taken by the commitments and investments beyond a certain threshold.

Member	Function
Mr. Mohamed EL KETTANI	Chairman and Chief Executive Officer Attijariwafa bank
Mr. Hassan OURIAGLI	Director
Mr. José REIG	Director
Mr. Aymane TAUD	Director
Guest Members	
Mr. Ismail DOUIRI	Managing Director, Global Risk Management
Mr. Talal EL BELLAJ	Executive Director - General Audit
Mme Wafaa GUESSOUS	Procurement, Logistics and Secretary of the Board

• Group Audit Committee:

The Group Audit Committee monitors the Risk, Audit, Internal Control, Accounting and Compliance functions. This committee meets quarterly.

Member	Function
Mr. Abed YACOUBI-SOUSSANE	Chairman
Mr. Abdelmjid TAZLAOUI	Director
Mr. José REIG	Director
Guest Members	
Mr. Talal EL BELLAJ	Managing Director, Global Risk Management
Mr. Younes BELABED	Executive Director - General Audit
Mr. Rachid KETTANI	Executive Director - Group Finance
Mrs Bouchra BOUSSERGHINE	Group Compliance Officer

• Appointment and Remuneration Committee:

Three sub-committees issued from "Appointment and Remuneration Committee", with different compositions depending on the prerogatives of each sub-committee:

Member	Function
Mr. Mounir EL MAJIDI	Director, Representing SIGER
Mr. Hassan OURIAGLI	Director, Representing AL MADA

The second sub-committee is composed of the following members:

Member	Function
Mr. Mounir EL MAJIDI	Director, Representing SIGER
Mr. Hassan OURIAGLI	Director, Representing AL MADA
Mr. José REIG	Director
Mr. Mohamed EL KETTANI	Chairman and Chief Executive Officer Attijariwafa bank
Mr. Abdelmjid TAZLAOUI	Director

The third sub-committee is composed of the following members:

Member	Function
Mr. Mohamed EL KETTANI	Chairman and Chief Executive Officer Attijariwafa bank
Mr. Hassan OURIAGLI	Director, Representing AL MADA
Mr. José REIG	Director
Mr. Abdelmjid TAZLAOUI	Director

• The Senior Purchase Committee:

The Senior Purchase Committee approves high-cost purchases. In the tender process, the Committee opens financial bids and approves high-cost purchases.

Member	Function
Mr. Mohamed EL KETTANI	Chairman and Chief Executive Officer
Mr. Aymane Taud	Director, Representing AL MADA
Mr. Abdelmjid TAZLAOUI	Director
Mr. José REIG	Director
No permanent	
Mr. Ismail DOUIRI	Managing Director, Finance, Technology and Operations Division
Mme Wafaa GUESSOUS	Procurement, Logistics and Secretary of the Board

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Attijariwafa bank

Believe in you

Attijariwafa bank
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