Summary prospectus

Bank Of Africa

Perpetual subordinated debt issue of up to MAD 1,000,000,000 with a loss absorption and coupon payment cancellation provision

The prospectus approved by the AMMC comprises:

- The offer document
- BANK OF AFRICA's reference document for the 2024 financial year, registered by the AMMC 13 June 2025, reference number EN/EM/006/2025.

	Tranche A (adjustable every 5 years – unlisted)	Tranche B (adjusted annually - unlisted)
Maximum size	MAD 1,000,000,000	
Maximum number of securities	10,000 perpetual subordinated notes	
Nominal value	MAD 100,000	
Securities' tradability	**Over-the-counter (not traded on the Casablanca Stock Exchange)**	
Nominal interest rate	**Adjustable every 5 years** For an initial 5-year period, the nominal interest rate will be based on the 5-year rate, in turn based on the 5-year benchmark yield for Treasury bonds traded on the secondary market as published by Bank Al-Maghrib 16 June 2025, plus a risk premium	**Adjustable annually** For the first year, the nominal interest rate will be based on the full 52-week rate, in turn based on the benchmark yield for Treasury bonds traded on the secondary market as published by Bank Al-Maghrib 16 June 2025, plus a risk premium
Risk premium	Between 220 and 230 basis points	Between 210 and 220 basis points
Repayment guarantee	No specific guarantee is provided in respect of this issue	
Maturity	Perpetual, with the possibility of early repayment from the 5th anniversary of the cum-coupon date, and only at the issuer's request, on condition that notice of at least five years is given and with Bank Al-Maghrib's prior approval	
Allotment method	French auction method with priority given to Tranche A (floating rate adjustable every 5 years) and then Tranche B (rate adjustable annually)	

Subscription period: 20 June 2025 to 24 June 2025 inclusive

Only those qualified Moroccan investors listed in this offer document may subscribe for these notes and trade them on the secondary market

Advisory institution	Book-runner
BMCE CAPITAL CONSEIL	BANK OF AFRICA BMCE GROUP

MOROCCAN CAPITAL MARKETS AUTHORITY'S VISA

In accordance with the provisions of the AMMC circular published in application of Article 5 of Act No. 44-12 relating to public offerings and information required of legal entities and organisations making a public offering, this prospectus has been approved by the AMMC 13 June 2025, reference number VI/EM/018/2025.

The offer document forms only part of the prospectus approved by the AMMC. The latter comprises the following documents:

- This offer document
- BANK OF AFRICA'S reference document for the 2024 financial year, registered by the AMMC 13 June 2025, reference number EN/EM/006/2025.

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WARNING

The prospectus approved by the Moroccan Capital Markets Authority (AMMC) comprises the following documents:

- **The offer document**
- **BANK OF AFRICA's reference document for the 2024 financial year, registered by the AMMC 13 June 2025, reference number EN/EM/006/2025.**

Potential investors are asked to read the information contained in each of the aforementioned documents prior to making their decision on whether to participate in the transaction referred to in this offer document.

The visa of the Moroccan Capital Markets Authority (AMMC) does not imply that it approves the opportunity presented by this transaction nor that it authenticates the information presented. The visa has been granted following a review to ensure that the information given to investors in respect of the proposed transaction is relevant and consistent.

The attention of potential investors is drawn to the fact that investing in financial instruments incurs risk.

The AMMC does not comment on whether the proposed transaction is appropriate or provide qualitative judgement of the issuer's position. Neither does the AMMC visa offer any safeguard against the risks associated with the issuer or the securities offered in the context of the transaction referred to in this prospectus.

Investors must therefore ensure, prior to subscribing, that they have a good understanding of the nature and characteristics of the securities offered and that they are able to manage their exposure to the risks inherent in the said securities.

Investors are therefore asked to:
▪ Carefully read each of the documents and the information provided, especially that provided in this offer document's Risk Factors section as well as in the aforementioned registration document.
▪ Consult, if necessary, any professional who is competent in matters of investment in financial instruments.

The aforementioned prospectus is not intended for persons who are not legally authorised to participate in the proposed transaction due to their place of residence.

Persons who may happen to have a copy of the said prospectus in their possession are invited to make the necessary enquiries to ensure that they comply with the regulations which govern their participating in this type of transaction.

The financial instruments referred to in the aforementioned prospectus will only be offered by the transaction's book-runner in strict accordance with the current laws and regulations in those countries in which the latter will make such an offer.

Neither the Moroccan Capital Markets Authority (AMMC) nor BMCE Capital Conseil shall be liable in the event that the book-runner fails to comply with such laws or regulations.

A perpetual subordinated note differs from a classic bond in terms of the rank of claims contractually defined by the subordination clause as well as it not having any maturity date.

The effect of the subordination clause is, in the event of the issuer's liquidation, to subordinate the repayment of the note to that of all other obligations, including the fixed-maturity subordinated notes that have already

been issued and those which might subsequently be issued. The principal and interest relating to these securities constitute a subordinated obligation which ranks or will rank only above BANK OF AFRICA's equity securities.

The attention of potential investors is also drawn to the fact that:

▪ This perpetual debt issue has no set maturity date but may be redeemed whenever the issuer chooses with Bank Al-Maghrib's prior approval, which might in turn have an impact on the expected maturity and the conditions for reinvesting.

▪ Investment in perpetual subordinated notes includes clauses for writing down the securities' nominal value and cancelling interest payments.

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▪ PART I: Overview of BANK OF AFRICA's perpetual subordinated debt issue

I. Offer structure

BANK OF AFRICA envisages issuing 10,000 perpetual subordinated notes, each with a nominal value of 100,000 dirhams. The overall amount issued will be 1,000,000,000 dirhams, broken down as follows:

- Tranche A, a perpetual note with no maturity date, 5-year adjustable rate, not listed on the Casablanca Stock Exchange, for up to 1,000,000,000 dirhams, the nominal value of each security being 100,000 dirhams
- Tranche B, a perpetual note with no maturity date, rate adjustable annually, not listed on the Casablanca Stock Exchange, for up to 1,000,000,000 dirhams, the nominal value of each security being 100,000 dirhams

The total amount allotted to both tranches must not under any circumstances exceed 500,000,000 dirhams. In the event that this debt issue is not fully subscribed, the amount issued will be limited to the amount actually subscribed.

II. Transaction aims

The primary aims of this transaction are to:

- Support the Bank in implementing its financial strategy up to 2027 and to ensure that it complies with regulatory requirements
- Finance the Bank's organic growth in Morocco and overseas
- Pre-empt changes to regulatory requirements in those countries in which it has operations.

In accordance with Bank Al-Maghrib's Circular No. 14/G/2013, as amended and completed, as to how credit institutions should calculate regulatory capital, the funds raised from this transaction will be classified as additional Tier 1 capital.

III. Information about BANK OF AFRICA's perpetual subordinated notes

Warning

A perpetual subordinated note differs from a classic bond in terms of the rank of claims contractually defined by the subordination clause as well as it not having any maturity date. The effect of the subordination clause is, in the event of the issuer's liquidation, to subordinate the repayment of the note to that of all other obligations, including the fixed-maturity subordinated notes that have already been issued and those which might subsequently be issued.

The principal and interest relating to these securities constitute a subordinated obligation which ranks or will rank only above BANK OF AFRICA's equity securities. The attention of potential investors is also drawn to the fact that:

▪ *This perpetual debt issue has no set maturity date but may be redeemed whenever the issuer chooses with Bank Al-Maghrib's prior approval, which might in turn have an impact on the expected maturity and the conditions for reinvesting.*

▪ *Investment in perpetual subordinated notes includes clauses for writing down the securities' nominal value and cancelling interest payments, exposing investors to the risks outlined in Section V of this part of the offer document.*

1. Characteristics of Tranche A

Characteristics of Tranche A (Floating rate notes, rate adjustable every 5 years, not listed on the Casablanca Stock Exchange)	
Type of securities issued	Perpetual subordinated notes not listed on the Casablanca Stock Exchange, entirely in non-physical form and registered in a financial intermediary's account at Maroclear, the central securities depositary
Legal form	Notes in bearer form
Maximum tranche size	MAD 1,000,000,000
Maximum number of securities issued	10,000 perpetual subordinated notes
Nominal value	MAD 100,000
Issue price	100% of the nominal value, i.e. MAD 100,000
Maturity	Perpetual, with the possibility of early repayment from the 5th anniversary of the cum-coupon date, only at the request of the issuer, on the condition that notice of at least five years is given and with Bank Al-Maghrib's prior approval
Subscription period	20-24 June 2025 inclusive
Cum-coupon date	26 June 2025
Allotment method	French auction method with priority given to Tranche A (floating rate adjustable every 5 years), then Tranche B (rate adjustable annually)
Nominal interest rate	<u>**Floating rate adjustable every 5 years**</u> For the first 5 years, the nominal interest rate will be based on the benchmark yield for 5-year Treasury bonds traded on the secondary market as published by Bank Al-Maghrib 16 June 2025, plus a risk premium of between 220 and 230 basis points. This benchmark yield will be published 17 June 2025 by BANK OF AFRICA on its website and 17 June 2025 in a gazette containing legal notices.

	Beyond the initial 5 years and for each successive 5-year period, the benchmark rate shall be calculated on the basis of the secondary market benchmark rate for 5-year Treasury bond yields as published by Bank Al-Maghrib, 5 business days prior to the coupon's latest anniversary for each 5-year period. To the resulting benchmark rate will be added a risk premium of between 220 and 230 basis points which will be set at the end of the subscription period. Noteholders will be informed of the rate by BANK OF AFRICA via the latter's website 5 business days prior to the anniversary on which the coupon is adjusted and on the same day that the benchmark rate is calculated. In the event that the benchmark yield for 5-year Treasury bonds is not directly observable on the curve, the benchmark yield will be determined by the linear interpolation method, using both the opening and the closing values of the note's entire 5-year maturity (actuarial basis).
Risk premium	Between 220 and 230 basis points
Interest	Interest will be paid annually on the anniversary of the loan's cum-coupon date i.e. 26 June each year. Payment will be made on that day or the first business day after 26 June if the latter is not a business day. Interest on the perpetual subordinated notes will cease to accrue from the date that the capital is repaid by BANK OF AFRICA. BANK OF AFRICA may decide, at its discretion and with Bank Al-Maghrib's prior approval, to cancel, entirely or partially, interest payments for an indefinite period of time and on a non-cumulative basis to fulfil its obligations (in particular following a request from Bank Al-Maghrib). Following this decision, all amounts of cancelled interest are no longer payable by the issuer or considered as accumulating or owing to holders of the perpetual subordinated notes issued by BANK OF AFRICA. Each cancellation decision will relate to the coupon for which payment was initially scheduled for the next anniversary. BANK OF AFRICA is required to apply the provisos of Bank Al-Maghrib's Circular No. 14/G/2013 of 13 August 2013 as to how credit institutions should calculate regulatory capital, including Article 10 of the said circular which defines core capital instruments as being equity capital and any other item making up the share capital as well as a requirement to meet a certain number of criteria (listed below), primarily including the proviso which stipulates that dividend or similar distributions should only be made after all legal and contractual obligations have been met and payment in respect of senior equity instruments made, including the perpetual subordinated bonds referred to in this offer document. The criteria mentioned above include the following: - The instruments are issued directly by the institution with the prior approval of its Board of Directors - The instruments are perpetual - The instruments' principal may not be reduced or redeemed, except in the event of the institution's liquidation and only with Bank Al-Maghrib's prior approval - The instruments are subordinate to all other claims in the event of the institution's insolvency or liquidation - The instruments do not benefit from any collateral provision or guarantee from any related party which would see these instruments' claims ranking raised

- The instruments are not subject to any contractual or other arrangement which would see these instruments' claims ranking raised in the event of insolvency or liquidation
- The instruments make it possible to absorb the first and proportionally largest part of the losses as soon as they occur
- The instruments give their owner a claim on the institution's residual assets which, in the event of liquidation and after paying all higher-ranking claims, is proportional to the instruments' issued amount. The said outstanding amount is neither set nor capped, except in the case of equity securities
- The purchase of the instruments is not directly or indirectly financed by the institution
- - Dividend or similar distributions should only be made after all legal and contractual obligations have been met and payment made in respect of senior equity instruments. These distributions may only be made out of distributable sources. The level of distributions shall not be linked to the price at which the instruments were acquired on issue, except in the case of equity securities
- - The provisos governing core capital instruments do not provide for (i) preferential rights for dividend payments (ii) a cap or other restrictions on the maximum amount distributed, except in the case of equity securities (iii) the institution being obliged to make distributions to its holders
- - Non-payment of dividends does not constitute an event of default for the institution, and
- - Cancellation of distributions does not impose any constraint on the institution.

In the event of ceasing to pay interest, the issuer shall be obliged to inform, at least sixty calendar days prior to the payment date, the perpetual subordinated noteholders and the AMMC of this cancellation decision. The perpetual subordinated noteholders shall be informed via a notice published by BANK OF AFRICA on its website and in a gazette containing legal notices specifying the amount of interest cancelled, the reasons for this decision to cancel an interest payment and the corrective measures that have been implemented.

The distribution of interest may only be made out of distributable sources and shall not be linked to BANK OF AFRICA's creditworthiness.

BANK OF AFRICA may decide, at its discretion and with Bank Al-Maghrib's prior approval, to increase the coupon payment which, as a result, will be higher than the coupon amount determined on the basis of the below formula.

Should it decide to increase the coupon payment, the issuer will be obliged to inform, at least sixty calendar days prior to the payment date, all holders of perpetual subordinated notes issued by BANK OF AFRICA and the AMMC of this decision. The perpetual subordinated noteholders shall be informed by a notice published by BANK OF AFRICA on its website and in a gazette containing legal notices.

In the event that there are other instruments with a coupon payment cancellation provision, the decision to cancel/increase the coupon payment will be made pro rata to the coupon amount across all these instruments.

Interest will be calculated as per the following formula:

[Nominal x nominal interest rate].

	Interest will be calculated on the basis of the most recent nominal amount as defined in the 'Loss absorption' clause or on the basis of the outstanding capital due, as defined in the 'Repayment of capital' clause.
Repayment of capital	Repayment of capital is subject to Bank Al-Maghrib's approval and will be carried out on a straight-line basis over a minimum 5-year period from the 5th year onwards (cf. 'Early repayment' clause).
Early repayment	BANK OF AFRICA shall not be permitted to redeem the perpetual subordinated notes referred to in this offer document within the initial 5 years from the cum-coupon date. Beyond this initial 5-year period, the capital may be entirely or partially redeemed at the borrower's request on condition that notice of at least five years is given and with Bank Al-Maghrib's approval. Any early repayment (full or partial) will be made pro-rata to all tranches of the perpetual subordinated notes referred to in this offer document on a straight-line basis over a minimum 5-year period. The perpetual noteholders will be informed of the early repayment via notices, as soon as the decision to redeem early has been taken, with a reminder at least sixty calendar days prior to the date on which the repayment is to start. These notices will be published in a gazette containing legal notices and on the issuer's website, specifying the amount, duration and date on which the repayment is to start. The issuer may not redeem (fully or partially) the perpetual subordinated notes referred to in this offer document if their nominal value has been written down, in accordance with the 'Loss absorption' clause. In the event that the Common Equity Tier 1 (CET1) ratio, as defined by Bank Al-Maghrib, falls below 6.0% of risk-weighted assets on an individual or consolidated basis during the repayment period, then the repayment will be carried out on the basis of the securities' initial nominal value. Any early repayment (fully or partially), arising prior to the anniversary, will be made on the basis of the outstanding capital due and the interest incurred at the repayment date BANK OF AFRICA shall not be permitted to repurchase the perpetual subordinated notes referred to in this offer document if their nominal value has been written down in accordance with the 'Loss absorption' clause. The issuer shall be obliged to inform the AMMC and all perpetual subordinated noteholders subscribing to this issue of any possible repurchase procedure, which itself should be approved by Bank Al-Maghrib, via a notice published on its website and in a gazette containing legal notices, specifying the number of notes to be repurchased, the period and the repurchase price. BANK OF AFRICA will carry out the repurchase pro-rata to the sell orders received (in the event that the number of securities offered is higher than the number of securities to be repurchased). The repurchased notes will be cancelled and may not be subsequently reissued or resold. In the event that a merger, demerger or partial contribution of BANK OF AFRICA's assets occurs during the loan's duration, resulting in a universal transfer of the assets to a separate legal entity, the rights and obligations in respect of the subordinated notes shall be automatically transferred to the legal entity substituting for BANK OF AFRICA's rights and obligations. The repayment of the capital is, in the event of BANK OF AFRICA's liquidation, subordinate to all other claims (cf. 'Loan's ranking').
Loss absorption	The securities shall be written down as soon as the Common Equity Tier 1 (CET1) ratio, as defined by Bank Al-Maghrib, falls below 6.0% of risk-weighted assets on an individual or consolidated basis. The securities shall be written down[1] by an amount that is equivalent to the difference between the

[1] A potential write-down of the securities' nominal value would enable BANK OF AFRICA to record an exceptional gain, resulting in a higher level of net income and, in turn, increased shareholders' equity.

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theoretical Tier 1 core capital (CET1[2]) required for a CET1 to risk-weighted assets ratio of 6.0% and actual Tier 1 core capital (after taking into account any tax-related effect).

The said write-down shall be carried out within a period of one calendar month from the date of realising that the 6% minimum ratio has not been complied with, on an individual or consolidated basis, by decreasing the nominal value of the securities by an equivalent amount by up to a nominal value of 50 dirhams (in accordance with Article 292 of Act No. 17-95 relating to public limited companies, as amended and completed).

Within 30 days following the end of each half-yearly period (date for drawing up the half-yearly financial statements and publishing capital adequacy ratios) at an extraordinary or intermediary date set by the regulatory authority, the issuer must check to see that the Common Equity Tier 1 (CET1) ratio, as defined by Bank Al-Maghrib, complies with the minimum 6.0% level of risk-weighted assets on an individual and consolidated basis.

BANK OF AFRICA shall publish its CET1 ratio on an individual and consolidated basis and its projections of this ratio for each half-yearly period on an 18-month horizon. The ratio, as defined by Bank Al-Maghrib, relating to the financial period in question and the Bank's projections of this ratio, will be published on an individual and consolidated basis prior to end-April in respect of the annual financial statements and end-October in respect of the half-yearly financial statements in the context of BANK OF AFRICA publishing its Pillar III publications (consultable on its website). The AMMC will be concurrently informed of these ratios. The ratio will also be published in a gazette containing legal notices within thirty days following the occurrence of a material event which may impact the regulatory ratios. These publications will be conveyed to the noteholders' representative, acting on behalf of the holders of the perpetual subordinated notes referred to in this offer document as well as to Bank Al-Maghrib and the AMMC. They must contain details about the prudential ratios (core capital or CET1 ratio and capital adequacy ratios), the composition of regulatory capital as well as a breakdown of risk-weighted assets.

In the event of non-compliance with the 6.0% minimum ratio, on an individual or consolidated basis, the issuer shall be obliged to immediately inform Bank Al-Maghrib and the AMMC and send the perpetual subordinated noteholders, within 5 business days from the time that non-compliance with the 6.0% minimum ratio, on an individual or consolidated basis, is noted, a notice published on its website and in a gazette containing legal notices, specifying the occurrence of an event triggering the loss absorption provision, the amount by which the securities' nominal value will be written down, the method used to calculate this amount, the corrective measures implemented and the date on which the write-down will take effect.

After any potential write-down of the securities' nominal value, if the issuer's financial situation requiring this write-down were to improve, BANK OF AFRICA may immediately trigger, with Bank Al-Maghrib's prior approval, the mechanism for appreciating, entirely or partially, the nominal value which had been written down. The issuer must inform the perpetual subordinated noteholders within one month by notice published on its website and in a gazette containing legal notices of the decision to appreciate the nominal value, the amount, the calculation method and the effective date of the said appreciation.

In the event that there are other instruments containing a loss absorption provision, the write-down/appreciation of the nominal value will be carried out pro-rata to all the other instruments whose trigger limit has been

[2] It is worth noting that BANK OF AFRICA's historical and projected prudential ratios (CET1, Tier 1 and capital adequacy ratios) are presented in its reference document.

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	breached, based on the most recent nominal value preceding the date that the loss absorption provision was triggered. Interest will be calculated on the basis of the most recent nominal value preceding the coupon payment date (taking into account write-down/appreciation to the nominal value). The issuer must immediately inform the AMMC of any write-down or appreciation in the securities' nominal value
Securities' tradability	Tradable over the counter The perpetual subordinated notes referred to in this offer document may only be traded by the qualified investors listed in this offer document. Each qualified investor owning the perpetual subordinated notes referred to in this offer document shall undertake to transfer the said notes only to other qualified investors listed in this offer document. Furthermore, custodians must not under any circumstance accept instructions for settlement and delivery of the perpetual subordinated notes referred to in this offer document from investors other than the qualified investors listed in this offer document.
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 BANK OF AFRICA 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's ranking/Subordination	The capital shall be subject to a subordination clause. Applying this clause shall not in any way breach the legal rules relating to the accounting principles for appropriating losses, shareholders' obligations and subscribers' rights to obtain, in accordance with the terms and conditions set out in the contract, payment for its securities in capital and interest. In the event of BANK OF AFRICA's liquidation, this issue's perpetual subordinated securities will only be repaid after all preferred and common stockholders have been repaid and after payment has been made to holders of all other fixed-maturity or perpetual subordinated notes without a loss absorption and coupon cancellation provision which have already been or may subsequently be issued by BANK OF AFRICA both in Morocco and overseas. This repayment will be made on the basis of the lower of the following two amounts: ▪ The initial nominal value less any potential amounts previously repaid ▪ The amount available after reimbursement has been made to all preferred or common stockholders and holders of fixed-maturity subordinated notes that have already been or may subsequently be issued by BANK OF AFRICA in Morocco or overseas. These perpetual subordinated notes will rank pari passu with subordinated perpetual notes of the same type. It is worth recalling that BANK OF AFRICA carried out (i) in June 2017, a MAD 1,000,000,000 AT1 perpetual subordinated debt issue, (ii) in August 2021, a MAD 1,000,000,000 AT1 perpetual subordinated debt issue, (iii) in December 2022, a MAD 500,000,000 AT1 perpetual subordinated debt issue, (iv) in June 2023, a MAD 500,000,000 ATI perpetual subordinated debt issue, (v) in November 2023, a MAD 500,000,000 ATI perpetual subordinated debt issue, and (vi) in June 2024, a MAD 1,000,000,000 ATI subordinated debt issue.
Repayment guarantee	No specific guarantee is provided under the terms of this issue.
Credit rating	BANK OF AFRICA has not solicited a credit rating for the issued securities.
Noteholders' representative	A meeting of the Board of Directors 11 June 2025 appointed Mr Hamad JOUAHRI as the noteholders' interim representative. This decision shall take

	effect from the start of the subscription period. It is specifically stipulated that the aforementioned interim representative will be the same for Tranches A and B (perpetual subordinated notes), which are grouped together within the same and single entity. In addition, the interim representative will convene a general meeting of the noteholders, within 6 months of the subscription period's closing date, to appoint a permanent representative, in accordance with the terms by which they are able to access and exercise their rights as well as any incompatibility provided for in Articles of 301(i) and 301(ii) of Act No. 17-95 relating to public limited companies, as amended and completed. The Board of Directors, meeting 11 June, set, as required, the interim representative's annual remuneration at 100,000 dirhams (inclusive of all taxes). The public will be informed of the representative's remuneration when the notice convening the general meeting of noteholders is published. In accordance with Article 302 of the aforementioned Act, unless restrictions are placed by the general meeting of noteholders, the noteholders' representative is entrusted with powers to carry out any necessary management-related actions on the noteholders' behalf and to protect their shared interests. There are no shareholding or business ties between BANK OF AFRICA and Mr Hamad Jouahri. Furthermore, Mr Hamad Jouahri also represents noteholders in respect of outstanding notes previously issued by BANK OF AFRICA between 2008 and 2024. BANK OF AFRICA shall undertake to convey to the AMMC the minutes of the said meeting as soon as it is held.
Governing law	Moroccan law
Competent jurisdiction	Casablanca Commercial Court

2. Characteristics of Tranche B

Characteristics of Tranche B (Floating rate notes, rate adjustable annually, no maturity date, not listed on the Casablanca Stock Exchange)	
Type of securities issued	Perpetual subordinated notes not listed on the Casablanca Stock Exchange, entirely in non-physical form and registered in a financial intermediary's account at Maroclear, the central securities depositary
Legal form	Notes in bearer form
Maximum tranche size	MAD 1,000,000,000
Maximum number of securities issued	10,000 perpetual subordinated notes
Nominal value	MAD 100,000
Issue price	100% of the nominal value, i.e. MAD 100,000
Maturity	Perpetual, with the possibility of early repayment from the 5th anniversary of the cum-coupon date, only at the request of the issuer, on condition that notice of at least five years is given and with Bank Al-Maghrib's approval
Subscription period	20-24 June 2025 inclusive
Cum-coupon date	26 June 2025
Allotment method	French auction method with priority given to Tranche A (floating rate adjustable every 5 years), then Tranche B (rate adjustable annually)

Nominal interest rate	**<u>Rate adjustable annually</u>** For the first year, the nominal interest rate will be the full 52-week money market rate based on the benchmark yield for Treasury bonds traded on the secondary market as published by Bank Al-Maghrib 16 June 2025, plus a risk premium of between 210 and 220 basis points. This benchmark yield will be published 17 June 2025 by BANK OF AFRICA on its website and 17 June 2025 in a gazette containing legal notices. At each anniversary, the benchmark yield will be the full 52-week money market rate based on the benchmark yield for Treasury bonds traded on the secondary market as published by Bank Al-Maghrib 5 business days prior to each anniversary. To the resulting benchmark rate will be added a risk premium of between 210 and 220 basis points which will be set at the end of the subscription period. Noteholders will be informed of the rate by BANK OF AFRICA via the latter's website 5 business days prior to the anniversary on which the coupon is adjusted and on the same day that the benchmark rate is calculated.
Calculation method	In the event that the 52-week rate is not directly observable, BANK OF AFRICA will determine the benchmark yield by the linear interpolation method, using both the opening and the closing values of the note's entire 52-week maturity (monetary basis). This linear interpolation will be arrived at by converting the rate immediately above that of the 52-week maturity (actuarial basis) into the equivalent money market rate. The calculation formula is: (((Actuarial rate + 1)^ (k/exact number of days*))-1) x 360/k ; where k is the maturity date of the actuarial rate requiring conversion. *Exact number of days is 365 or 366 days.
Risk premium	Between 210 and 220 basis points
Date for determining the interest rate	The coupon will be revised annually on the anniversary of the loan's cum-coupon date, i.e. 26 June each year. BANK OF AFRICA will notify subordinated noteholders of the rate via its website 5 business days prior to each anniversary.
Interest	Interest will be paid annually on the anniversary of the loan's cum-coupon date i.e. 26 June each year. Payment will be made on that day or the first business day after 26 June if the latter is not a business day. Interest on the perpetual subordinated notes will cease to accrue from the date that the capital is repaid by BANK OF AFRICA. BANK OF AFRICA may decide, at its discretion and with Bank Al-Maghrib's prior approval, to cancel, entirely or partially, interest payments for an indefinite period of time and on a non-cumulative basis to fulfil its obligations (in particular following a request from Bank Al-Maghrib). Following this decision, all amounts of cancelled interest are no longer payable by the issuer or considered as accumulating or owing to holders of the perpetual subordinated notes issued by BANK OF AFRICA. Each cancellation decision will relate to the coupon for which payment was initially scheduled for the next anniversary. BANK OF AFRICA is required to apply the provisos of Bank Al-Maghrib's Circular No. 14/G/2013 of 13 August 2013 as to how credit institutions should calculate regulatory capital, including Article 10 of the said circular which defines core capital instruments as being equity capital and any other item making up the share capital as well as a requirement to meet a certain number of criteria

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(listed below), primarily including the proviso which stipulates that dividend or similar distributions should only be made after all legal and contractual obligations have been met and payment in respect of senior equity instruments made, including the perpetual subordinated bonds referred to in this offer document. The criteria mentioned above include the following:

- The instruments are issued directly by the institution with the prior approval of its Board of Directors
- The instruments are perpetual
- The instruments' principal may not be reduced or redeemed, except in the event of the institution's liquidation and only with Bank Al-Maghrib's prior approval
- The instruments are subordinate to all other claims in the event of the institution's insolvency or liquidation
- The instruments do not benefit from any collateral provision or guarantee from any related party which would see these instruments' claims ranking raised
- The instruments are not subject to any contractual or other arrangement which would see these instruments' claims ranking raised in the event of insolvency or liquidation
- The instruments make it possible to absorb the first and proportionally largest part of the losses as soon as they occur
- The instruments give their owner a claim on the institution's residual assets which, in the event of liquidation and after paying all higher-ranking claims, is proportional to the instruments' issued amount. The said outstanding amount is neither set nor capped, except in the case of equity securities
- The purchase of the instruments is not directly or indirectly financed by the institution
- Dividend or similar distributions should only be made after all legal and contractual obligations have been met and payment made in respect of senior equity instruments. These distributions may only be made out of distributable sources. The level of distributions shall not be linked to the price at which the instruments were acquired on issue, except in the case of equity securities
- The provisos governing core capital instruments do not provide for (i) preferential rights for dividend payments (ii) a cap or other restrictions on the maximum amount distributed, except in the case of equity securities (iii) the institution being obliged to make distributions to its holders
- Non-payment of dividends does not constitute an event of default for the institution, and
- Cancellation of distributions does not impose any constraint on the institution.

In the event of ceasing to pay interest, the issuer shall be obliged to inform, at least sixty calendar days prior to the payment date, the perpetual subordinated noteholders and the AMMC of this cancellation decision. The perpetual subordinated noteholders shall be informed by a notice published by BANK OF AFRICA on its website and in a gazette containing legal notices specifying the amount of interest cancelled, the reasons for this decision to cancel an interest payment and the corrective measures that have been implemented.

The distribution of interest may only be made out of distributable sources and shall not be linked to BANK OF AFRICA's creditworthiness.

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	BANK OF AFRICA may decide, at its discretion and with Bank Al-Maghrib's prior approval, to increase the coupon payment which, as a result, will be higher than the coupon amount determined on the basis of the below formula. Should it decide to increase the coupon payment, the issuer will be obliged to inform, at least sixty calendar days prior to the payment date, all holders of perpetual subordinated notes issued by BANK OF AFRICA and the AMMC of this decision. The perpetual subordinated noteholders shall be informed by a notice published by BANK OF AFRICA on its website and in a gazette containing legal notices. In the event that there are other instruments with a coupon payment cancellation provision, the decision to cancel/increase the coupon payment will be made pro rata to the coupon amount across all these instruments. Interest will be calculated as per the following formula: **[Nominal x nominal interest rate x exact number of days/360].** Interest will be calculated on the basis of the most recent nominal amount as defined in the 'Loss absorption' clause or on the basis of the outstanding capital due, as defined in the 'Repayment of capital' clause.
Repayment of capital	Repayment of capital is subject to Bank Al-Maghrib's approval and will be carried out on a straight-line basis over a minimum 5-year period from the 5th year onwards (cf. 'Early repayment' clause).
Early repayment	BANK OF AFRICA shall not be permitted to redeem the perpetual subordinated notes referred to in this offer document within the initial 5 years from the cum-coupon date. Beyond this initial 5-year period, the capital may be entirely or partially redeemed at the borrower's request on condition that notice of at least five years is given and with Bank Al-Maghrib's approval. Any early repayment (full or partial) will be made pro-rata to all tranches of the perpetual subordinated notes referred to in this offer document on a straight-line basis over a minimum 5-year period. The perpetual noteholders will be informed of the early repayment via notices, as soon as the decision to redeem early has been taken, with a reminder at least sixty calendar days prior to the date on which the repayment is to start. These notices will be published in a gazette containing legal notices and on the issuer's website, specifying the amount, duration and date on which the repayment is to start. The issuer may not redeem (fully or partially) the perpetual subordinated notes referred to in this offer document if their nominal value has been written down, in accordance with the 'Loss absorption' clause. In the event that the Common Equity Tier 1 (CET1) ratio, as defined by Bank Al-Maghrib, falls below 6.0% of risk-weighted assets on an individual or consolidated basis during the repayment period, then the repayment will be carried out on the basis of the securities' initial nominal value Any early repayment (fully or partially), arising prior to the anniversary, will be made on the basis of the outstanding capital due and the interest incurred at the repayment date. BANK OF AFRICA shall not be permitted to repurchase the perpetual subordinated notes referred to in this offer document if their nominal value has been written down in accordance with the 'Loss absorption' clause. The issuer shall be obliged to inform the AMMC and all perpetual subordinated noteholders subscribing to this issue of any possible repurchase procedure, which itself should be approved by Bank Al-Maghrib, via a notice published on its website and in a gazette containing legal notices, specifying the number of notes to be repurchased, the period and the repurchase price. BANK OF AFRICA will carry out the repurchase pro-rata to the sell orders received (in the event that the number of securities offered is higher than the number of

	securities to be repurchased). The repurchased notes will be cancelled and may not be subsequently reissued or resold. In the event that a merger, demerger or partial contribution of BANK OF AFRICA's assets occurs during the loan's duration, resulting in a universal transfer of the assets to a separate legal entity, the rights and obligations in respect of the subordinated notes shall be automatically transferred to the legal entity substituting for BANK OF AFRICA's rights and obligations. The repayment of the capital is, in the event of BANK OF AFRICA's liquidation, subordinate to all other claims (cf. 'Loan's ranking').
Loss absorption	The securities shall be written down as soon as the Common Equity Tier 1 (CET1) ratio, as defined by Bank Al-Maghrib falls below 6.0% of risk-weighted assets on an individual or consolidated basis. The securities shall be written down[3] by an amount that is equivalent to the difference between the theoretical Tier 1 core capital (CET1[4]) required for a CET1 to risk-weighted assets ratio of 6.0% and actual Tier 1 core capital (after taking into account any tax-related effect). The said write-down shall be carried out within a period of one calendar month from the date of realising that the 6% minimum ratio has not been complied with, on an individual or consolidated basis, by decreasing the nominal value of the securities by an equivalent amount by up to a nominal value of 50 dirhams (in accordance with Article 292 of Act No. 17-95 relating to public limited companies, as amended and completed). Within 30 days following the end of each half-yearly period (date for drawing up the half-yearly financial statements and publishing capital adequacy ratios) at an extraordinary or intermediary date set by the regulatory authority, the issuer must check to see that the Common Equity Tier 1 (CET1) ratio, as defined by Bank Al-Maghrib, complies with the minimum 6.0% level of risk-weighted assets on an individual and consolidated basis. Bank Of Africa shall publish its CET1 ratio on an individual and consolidated basis and its projections of this ratio for each half-yearly period on an 18-month horizon. The ratio, as defined by Bank Al-Maghrib, relating to the financial period in question and the Bank's projections of this ratio will be published on an individual and consolidated basis prior to end-April in respect of the annual financial statements and end-October in respect of the half-yearly financial statements in the context of BANK OF AFRICA publishing its Pillar III publications (consultable on its website). The AMMC will be concurrently informed of these ratios. The ratio will also be published in a gazette containing legal notices within thirty days following the occurrence of a material event which may impact the regulatory ratios. These publications will be conveyed to the noteholders' representative, acting on behalf of the holders of the perpetual subordinated notes referred to in this offer document as well as to Bank Al-Maghrib and the AMMC. They must contain details about the prudential ratios (core capital or CET1 ratio and capital adequacy ratios), the composition of regulatory capital as well as a breakdown of risk-weighted assets. In the event of non-compliance with the 6.0% minimum ratio, on an individual or consolidated basis, the issuer shall be obliged to immediately inform Bank Al-Maghrib and the AMMC and send the perpetual subordinated noteholders, within 5 business days from the time that non-compliance with the 6.0% minimum ratio, on an individual or consolidated basis, is noted, a notice published on its website and in a gazette containing legal notices, specifying the occurrence of an event triggering the loss absorption provision, the

[3] A potential write-down of the securities' nominal value would enable BANK OF AFRICA to record an exceptional gain, resulting in a higher level of net income and, in turn, increased shareholders' equity.

[4] It is worth noting that BANK OF AFRICA's historical and projected prudential ratios (CET1, Tier 1 and capital adequacy ratios) are presented in its reference document.

	amount by which the securities' nominal value will be written down, the method used to calculate this amount, the corrective measures implemented and the date on which the write-down will take effect. After any potential write-down of the securities' nominal value, if the issuer's financial situation requiring this write-down were to improve, BANK OF AFRICA may immediately trigger, with Bank Al-Maghrib's prior approval, the mechanism for appreciating, entirely or partially, the nominal value which had been written down. The issuer must inform the perpetual subordinated noteholders within one month by notice published on its website and in a gazette containing legal notices of the decision to appreciate the nominal value, the amount, the calculation method and the effective date of the said appreciation. In the event that there are other instruments containing a loss absorption provision, the write-down/appreciation of the nominal value will be carried out pro-rata to all the other instruments whose trigger limit has been breached, based on the most recent nominal value preceding the date that the loss absorption provision was triggered. Interest will be calculated on the basis of the most recent nominal value preceding the coupon payment date (taking into account write-down/appreciation to the nominal value). The issuer must immediately inform the AMMC of any write-down or appreciation in the securities' nominal value.
Securities' tradability	Tradable over the counter. The perpetual subordinated notes referred to in this offer document may only be traded by the qualified investors listed in this offer document. Each qualified investor owning the perpetual subordinated notes referred to in this offer document shall undertake to transfer the said notes only to other qualified investors listed in this offer document. Furthermore, custodians must not under any circumstance accept instructions for settlement and delivery of the perpetual subordinated notes referred to in this offer document from investors other than the qualified investors listed in this offer document.
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 BANK OF AFRICA 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's ranking / Subordination	The capital shall be subject to a subordination clause. Applying this clause shall not in any way breach the legal rules relating to the accounting principles for appropriating losses, shareholders' obligations and subscribers' rights to obtain, in accordance with the terms and conditions set out in the contract, payment for its securities in capital and interest. In the event of BANK OF AFRICA's liquidation, this issue's perpetual subordinated securities will only be repaid after all preferred and common stockholders have been repaid and after payment has been made to holders of all other fixed-maturity or perpetual subordinated notes without a loss absorption and coupon cancellation provision which have already been or may subsequently be issued by BANK OF AFRICA both in Morocco and overseas. This repayment will be made on the basis of the lower of the following two amounts: ▪ The initial nominal value less any potential amounts previously repaid ▪ The amount available after reimbursement has been made to all preferred or common stockholders and holders of fixed-maturity

	subordinated notes that have already been or may subsequently be issued by BANK OF AFRICA in Morocco or overseas These perpetual subordinated notes will rank pari passu with subordinated perpetual notes of the same type. It is worth recalling that BANK OF AFRICA carried out (i) in June 2017, a MAD 1,000,000,000 AT1 perpetual subordinated debt issue, (ii) in August 2021, a MAD 1,000,000,000 AT1 perpetual subordinated debt issue (iii) in December 2022, a MAD 500,000,000 AT1 perpetual subordinated debt issue (iv) in June 2023, a MAD 500,000,000 AT1 perpetual subordinated debt issue, (v) in November 2023, a MAD 500,000,000 AT1 perpetual subordinated debt issue, and (vi) in June 2024, a MAD 1,000,000,000 perpetual subordinated debt issue.
Repayment guarantee	No specific guarantee is provided under the terms of this issue.
Credit rating	BANK OF AFRICA has not solicited a credit rating for the issued securities.
Noteholders' representative	A meeting of the Board of Directors 11 June 2025 appointed Mr Hamad Jouahri as the noteholders' interim representative. This decision shall take effect from the start of the subscription period. It is specifically stipulated that the aforementioned interim representative will be the same for Tranches A and B (perpetual subordinated notes), which are grouped together within the same and single entity. In addition, the interim representative will convene a general meeting of the noteholders, within 6 months of the subscription period's closing date, to appoint a permanent representative, in accordance with the terms by which they are able to access and exercise their rights as well as any incompatibility provided for in Articles of 301(i) and 301(ii) of Act No. 17-95 relating to public limited companies, as amended and completed. The Board of Directors, meeting 11 June 2025, set, as required, the interim representative's annual remuneration at 100,000 dirhams (inclusive of all taxes). The public will be informed of the representative's remuneration when the notice convening the general meeting of noteholders is published. In accordance with Article 302 of the aforementioned Act, unless restrictions are placed by the general meeting of noteholders, the noteholders' representative is entrusted with powers to carry out any necessary management-related actions on the noteholders' behalf and to protect their shared interests. There are no shareholding or business ties between BANK OF AFRICA and Mr Hamad Jouahri. Furthermore, Mr Hamad Jouahri also represents noteholders in respect of outstanding notes previously issued by BANK OF AFRICA between 2008 and 2023. BANK OF AFRICA shall undertake to convey to the AMMC the minutes of the said meeting as soon as it is held.
Governing law	Moroccan law
Competent jurisdiction	Casablanca Commercial Court

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IV. Event of Default

The term 'Event of Default' may be defined as the non-payment of some or all of the interest and/or principal owing by the Company with regard to any debt security unless payment is made within 14 business days of its due date and unless the Company has decided, with Bank Al-Maghrib's prior approval, to cancel payment of some or all of the interest in accordance with the provisos detailed above in the perpetual subordinated notes' characteristics in Part II – Section I – 'Information about BANK OF AFRICA's perpetual subordinated notes'.

If an Event of Default were to occur, the noteholders' representative must immediately file a formal request with the Company to resolve the Event of Default together with an order to pay any interest due by the Company within 14 business days following the formal request.

If the Company has not resolved the Event of Default within 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 agent 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.

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V. Risks in connection with subordinated notes

1. General risks in connected with subordinated notes

→Interest rate risk:

Interest rate fluctuations may impact the yield of notes for which the rate is adjustable every 5 years. An increase in interest rates may therefore negatively impact the value of these notes.

→Default risk:

The subordinated notes to which this offer document relates may present a risk of BANK OF AFRICA being unable to fulfil its contractual obligations vis-à-vis noteholders, resulting in the non-repayment of interest and/or principal.

2. Risks specific to perpetual subordinated notes

The risk factors listed below should not be regarded as exhaustive and may not encompass every possible risk incurred when investing in perpetual subordinated bonds.

The attention of investors considering subscribing for the perpetual subordinated notes referred to in this offer document is drawn to the fact that an investment in this type of security is subject to the following main risks:

→Risk associated with the instrument's complexity:

The notes hereby offered are complex instruments insofar as the associated pay-offs are not entirely predictable. In fact, the issuer has full discretion to cancel interest payments for an indefinite period and on a non-cumulative basis. Furthermore, the nominal value of the notes may be written down if the trigger threshold is reached. In addition, whilst an increase in the nominal value is anticipated, it remains subject to Bank Al-Maghrib's approval. Lastly, an increase in the coupon is possible but remains at the issuer's sole discretion and there is no deterministic mechanism for it to be activated. These aspects make it difficult to predict the notes' future cash flows as forecasts require several assumptions and parameters (the issuer's financial health, projected capital adequacy ratios, other commitments and liabilities of the issuer, etc.). The very nature of the notes therefore makes their management, particularly their valuation, complex.

→Risk associated with the perpetual nature of these securities:

These perpetual subordinated notes are issued for an indefinite period and, as a result, the capital may only be redeemed on the issuer's initiative and with Bank Al-Maghrib's prior approval. Capital repayment is not permitted within a period of five (5) years from the issue date and, thereafter, on condition that notice of at least five years is given.

→Risk associated with the subordination clause:

The capital and interest are subject to a subordination clause, according to which, in the event of the issuer's liquidation, the perpetual subordinated notes hereby offered will only be repaid after all conventional, preferred and common stockholders have been repaid and after repayment has been made to holders of all other fixed-maturity or perpetual subordinated notes without a loss absorption and coupon cancellation provision which have already been or may subsequently be issued by the issuer in Morocco or overseas.

→Risk associated with writing down the nominal value of securities (loss absorption provision):

As soon as the Common Equity Tier 1 (CET 1) ratio, as defined by Bank Al Maghrib, falls below the trigger set by the issuer (set at 6.0% in respect of this offer document, in accordance with the provisos of Bank Al-Maghrib's technical notice which stipulates the terms and conditions for applying Circular 14/G/2013 relating to credit institutions' regulatory capital), on an individual or consolidated basis, the securities shall be written down by an amount that is equivalent to the difference between the theoretical Tier 1 core capital (CET1) required for a CET1 to risk-weighted assets ratio of 6% and actual Tier 1 core capital.

Interest will therefore be calculated on the basis of the nominal amount, which is subject to change, as defined in the loss absorption provision.

However, after any potential write-down of the securities' nominal value, if the issuer's financial situation requiring this write-down were to improve, BANK OF AFRICA may immediately trigger, with Bank Al-Maghrib's prior approval, the mechanism for appreciating, entirely or partially, the nominal value which had been written down. BANK OF AFRICA continuously monitors its ratios to ensure that it complies with the international standards of the Basel Committee and Bank Al-Maghrib's regulatory guidelines. For this purpose, the Group's regulatory risk steering policy enables it to:

- Have a solid financial base, enabling it to meet all its commitments

- Comply with all the regulatory ratios required by Bank Al-Maghrib

- Build up an additional capital buffer, enabling it to absorb the shocks of regulatory and internal stress tests and ensure that it complies with post-stress test thresholds

- Meet the regulatory authority's requirements for reporting capital adequacy ratios (half-yearly Pillar III publications to ensure financial information transparency: detailed capital adequacy ratios, composition of regulatory capital, breakdown of risk-weighted assets).

At 31 December 2024, BANK OF AFRICA's capital adequacy ratios[5] were as follows:

	Parent company	*Consolidated*
CET1 ratio (minimum 8%)	**9.7%**	**9.5%**
Tier 1 ratio (minimum 9%)	**12.6%**	**11%**
Capital adequacy ratio (minimum 12%)	**15.1%**	**12.7%**

Source: Bank Of Africa

→Risk associated with the possibility of interest payments being cancelled:

Investors incur the risk of interest payments being cancelled, entirely or partially, for an indefinite period of time and on a non-cumulative basis. The decision to cancel, for the purpose of meeting its obligations, remains at the issuer's discretion and requires Bank Al-Maghrib's prior approval.

→Risk factors impacting the CET 1 ratio:

A deterioration in the Common Equity Tier 1 (CET 1) ratio, as defined by Bank Al Maghrib, to a level below 6.0%, thus triggering a write-down of the nominal value of the securities, could be caused by a number of factors, namely:

- ✓ Incurring substantial losses following a possible increase in non-performing loans or a materially adverse change in the interest rate environment
- ✓ The introduction of new accounting standards
- ✓ The introduction of new regulatory requirements

If one or more of these risk factors were to arise, the CET 1 ratio would only deteriorate if BANK OF AFRICA and its shareholders were unable to implement all the corrective measures enabling the Bank to comply with all the regulatory ratios required by Bank Al-Maghrib.

→Risk associated with the securities' liquidity and tradability:

Due to their complexity, the notes referred to in this offer document are not suitable for non-qualified investors. Furthermore, trading in the said notes is strictly reserved for the qualified investors listed in this offer document,

[5] *BANK OF AFRICA's capital adequacy ratios are presented in its reference document for the 2024 financial year, registered by the AMMC 13 June 2025, reference number EN/EM/006/2025.*

even on the secondary market. This restriction might result in these notes' reduced liquidity compared to other notes for which tradability is not restricted.

→Risk associated with several options benefiting the issuer:
The notes referred to in this offer document contain several options benefiting the issuer, namely:

- ✓ Early repayment option
- ✓ Option to write-down/appreciate the securities' nominal value
- ✓ Option to cancel interest payments

Potential investors must take these options into account when making an investment decision based on their own goals and constraints. Investors must also factor these options when submitting their tender as well as in determining the securities' fair value.

→Risk associated with additional debt issuance:
The issuer might subsequently issue other debt securities with an equal or higher ranking than the notes referred to in this offer document. Such issues would reduce the amount potentially recoverable by the holders of these notes in the event of the issuer's liquidation.

VI. Transaction calendar

The following table outlines the transaction calendar:

Order	Stage	Date
1	AMMC visa obtained	Friday 13 June 2025
2	Prospectus excerpt published on BANK OF AFRICA's website	Friday 13 June 2025
3	BANK OF AFRICA publishes a press release in a gazette containing legal notices	Monday 16 June 2025
4	Benchmark yields monitored	Monday 16 June 2025
5	Benchmark yields and nominal interest rates published on BANK OF AFRICA's website	Tuesday 17 June 2025
6	Benchmark yields and nominal interest rates published in a gazette containing legal notices	Tuesday 17 June 2025
7	Subscription period opens	Friday 20 June 2025
8	Subscription period closes	Tuesday 24 June 2025
9	Allotment of securities	Tuesday 24 June 2025
10	Settlement and delivery	Thursday 26 June 2025
11	BANK OF AFRICA publishes the transaction results and its decision on interest rates in a gazette containing legal notices and on its website	Friday 27 June 2025

PART II: Information about BANK OF AFRICA, the issuer

I. General information

Company name:	BANK OF AFRICA, abbreviated to 'BOA'
Head office:	140, avenue Hassan II, Casablanca
Telephone:	05 22 49 80 04/03
Fax:	05 22 26 49 65
Website:	www.bankofafrica.ma
Legal form:	Public limited company with a Board of Directors
Date of incorporation:	31 August 1959
Life:	99 years
Trade Register registration number:	27,129 Casablanca
Financial year:	From 1 January to 31 December
Purpose: *(Article 3 of the Memorandum and Articles of Association)*	BANK OF AFRICA's purpose, under Act No. 103-12 relating to credit and similar institutions, is to: ▪ Conduct any type of banking, foreign exchange, treasury, guarantee, acceptance, discount, rediscount, current account overdraft transactions and any form of short-, medium- and long-term lending; contract any loan and any commitment in any currency; buy, sell or dispose of any movable or immovable property; conduct any type of transit, fee-based or precious metals transaction ; ▪ Make any investment, subscription, stock market or other purchase or sale in cash or using futures in any type of security or other financial instrument ▪ Make, hold or manage investments in any banking, financial, real estate, industrial or commercial undertaking for its own account or on behalf of third parties ▪ And, generally, conduct any banking, financial, commercial, industrial, movable and immovable transaction that may be directly or indirectly related to its purpose.
Share capital at 31 March 2025:	MAD 2,157,863,330 comprising 215,786,333 shares, each with a par value of 10 dirhams
Legal documents:	The Company's legal documents, including the Memorandum and Articles of Association, the minutes of shareholder meetings and the statutory auditors' reports, may be consulted at BANK OF AFRICA's head office
List of applicable legislation:	By virtue of its legal form, BANK OF AFRICA is governed by Moroccan law and Act No. 17-95, amended and completed By virtue of its business activity, BANK OF AFRICA is governed by Act No. 103-12 relating to credit and similar institutions (Banking Act) By virtue of its shares being listed on the Casablanca Stock Exchange, its bond issues and its certificate of deposit issuance programme, BANK OF AFRICA is

	subject to all legal and regulatory provisos relating to financial markets including: ▪ Act No. 19-14 relating to the stock exchange, securities brokerage firms and investment advisors ▪ General Rules of the Stock Exchange approved by Decree No. 2208-19 of 3 July 2019 of the Minister of the Economy and Finance ▪ Act No. 44-12 relating to public offerings and information required of legal entities and organisations making a public offering ▪ Act No. 35-94 relating to certain negotiable debt securities and the Ministry of Finance and Foreign Investment's Decree No. 2560-95 of 9 October 1995 relating to negotiable debt securities ▪ Act No. 43-12 relating to the AMMC ▪ The AMMC's General Rules, approved by Decree No. 2169-16 of the Minister of the Economy and Finance ▪ AMMC circulars ▪ Act No. 35-96 relating to certain negotiable debt securities and the Ministry of Finance and Foreign Investment's Decree No. 2560-95 of 9 October 1995 relating to negotiable debt securities ▪ Act No. 35-96 relating to establishing a Central Securities Depository and a system for registering certain types of securities in accounts, as amended and completed ▪ The General Rules of the Central Securities Depository, approved by Decree No. 932-98 of 16 April 1998 of the Minister of the Economy and Finance, as amended and completed ▪ Act No. 26-03 relating to public offerings on the Moroccan stock market, as amended and completed.
Tax regime:	Prior to the Finance Law for fiscal year 2023, BANK OF AFRICA was, as a credit institution, subject to a corporate tax rate of 37%. As the provisions of Framework Law No. 69.19 on tax reform continue to be implemented, the 2023 Finance Law introduced a general reform of tax rates based on a gradual methodology over four (4) years. A corporate tax rate of 40% is targeted for credit institutions in 2026. The tax rate appliable to BANK OF AFRICA in a first phase will be 37.75% and 38.5% in 2024. As a credit institution, BANK OF AFRICA is subject to a VAT rate of 10%.
Competent court in the event of litigation:	Casablanca Commercial Court

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II. BANK OF AFRICA's shareholders

1. Shareholder breakdown

At 31 March 2025, BANK OF AFRICA's share capital stood at MAD 2,157,863,330 comprising 215,786,333 fully paid-up shares of the same class and with the same rights, each with a par value of 10 dirhams.

Tableau 1 : Shareholder breakdown at 31 December 2024[6]

Shareholders	31/12/2024	
	Number of shares	% of share capital
Controlling interest	**76 614 183**	**35.51%**
*RMA**	*59 137 729*	27.41%
O CAPITAL GROUP	*15 457 619*	7.16%
SFCM	*2 018 835*	0.94%
Long-term shareholders	**99 499 164**	**46.11%**
Banque Fédérative du Crédit Mutuel	*52 991 909*	24.56%
Caisse de Dépôt et de Gestion	*17 534 537*	8.13%
BRITISH INTERNATIONAL INVESTMENT Group plc	*9 662 459*	4.48%
CIMR	*8 489 292*	3.93%
*MAMDA/MCMA/MAC Group***	*10 820 967*	5.01%
Other	**39 672 986**	**18.39%**
Bank Of Africa staff	*2 299 530*	1.07%
Miscellaneous and free float	*37 373 456*	17.32%
Total	**215 786 333**	100%

Source: Bank Of Africa

- The reported shareholder breakdown is based on:

- Information provided by BOA custodian bank for shareholders whose securities are deposited with BOA

(*) including shares held by RMA's specialised mutual funds (3,075,082 shares)

(**) Breakdown of MAMDA/MCMA/MAC Group's shareholding as declared by the shareholder: MAMDA: None, MCMA: 1,551,163 shares, MAC: 9,269,804 shares

[6] **Shareholder breakdown unavailable at a more recent date.**

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2. Board of Directors

Tableau 2 : Board Members (April 2025)

Director	Date initially appointed	Description	Term of office expiry
Mr Othman BENJELLOUN	1995	Chairman and Chief Executive Officer	AGM convened to approve the financial statements 2024(*)
RMA *represented by Mr Azeddine GUESSOUS*	1994	31 January 2023, RMA informed BANK OF AFRICA of a change in its permanent representative with the appointment of Mr Azeddine Guessous	AGM convened to approve the financial statements 2024(*)
BANQUE FÉDÉRATIVE DU CRÉDIT MUTUEL *(Crédit Mutuel-Alliance Fédérale Group holding company)* *represented by Mr Lucien MIARA*	2005	Mr Lucien MIARA is the permanent representative of Banque Fédérative du Crédit Mutuel, a BANK OF AFRICA shareholder. He has spent his entire career at Crédit Mutuel-Alliance Fédérale Group	AGM convened to approve the financial statements 2025
CAISSE DE DEPOT ET DE GESTION *represented by Mr* Khalid SAFIR	2010	CDG had a seat on BANK OF AFRICA's Board of Directors from 1966 to 1997 before being reappointed at the Annual General Meeting of 26 May 2010. Mr Khalid SAFIR is Chief Executive Officer of CDG since July 2022, a BANK OF AFRICA shareholder.	AGM convened to approve the financial statements 2027
O CAPITAL GROUP *represented by* Mr Hicham EL AMRANI	2001	O Capital Group resulted from the acquisition, in May 2021, of FinanceCom by Holding Benjelloun Mezian. FinanceCom was a Director of the Bank from 2001 to 2021	AGM convened to approve the financial statements 2026
Mr Azeddine GUESSOUS	2017	Mr Azeddine Guessous sat on the Board as an *Intuitu Personae* from 2005 to 2008, then as RMA's permanent representative, before being reappointed as an *Intuitu Personae* Director in 2017. In January 2023, he was reappointed as RMA's permanent representative.	AGM convened to approve the financial statements 2028

British International Investment – CDC Ltd - *represented by* Mr MARC BEAUJEAN	2019	Mr Marc BEAUJEAN is a Director of BANK OF AFRICA and British International Investment's representative. He is the founder, in 2019, and principal partner of Beaujean & Partners, a strategic consulting firm specialising in banking and insurance	AGM convened to approve the financial statements 2029
Mr Mohamed KABBAJ	2021	Independent Director Mr Mohamed KABBAJ was a Director of the Bank between 1997 and 2000	AGM convened to approve the financial statements 2026
Mrs Nezha LAHRICHI	2021	Independent Director	AGM convened to approve the financial statements 2026
Mrs Ngozi EDOZIEN	2023	Independent Director	AGM convened to approve the financial statements 2028
Mrs Laureen KOUASSI-OLSSON	2023	Independent Director	AGM convened to approve the financial statements 2028
Mrs Jinane LAGHRARI	2024	Independent Director	AGM convened to approve the financial statements 2029
Mr Abdou BENSOUDA	2018	*Intuitu Personae* Director Director of O Capital Group, one of BANK OF AFRICA's key shareholders	AGM convened to approve the financial statements 2029
Mr Brahim BENJELLOUN TOUIMI	2004	Director and Delegate General Manager	AGM convened to approve the financial statements 2027
Mme Myriem BOUAZZAOUI	2021	*Intuitu Personae* Director Chief Executive Officer of BMCE Capital Gestion	AGM convened to approve the financial statements 2026
Adviser to the Chairman			
Mr Brian HENDERSON			

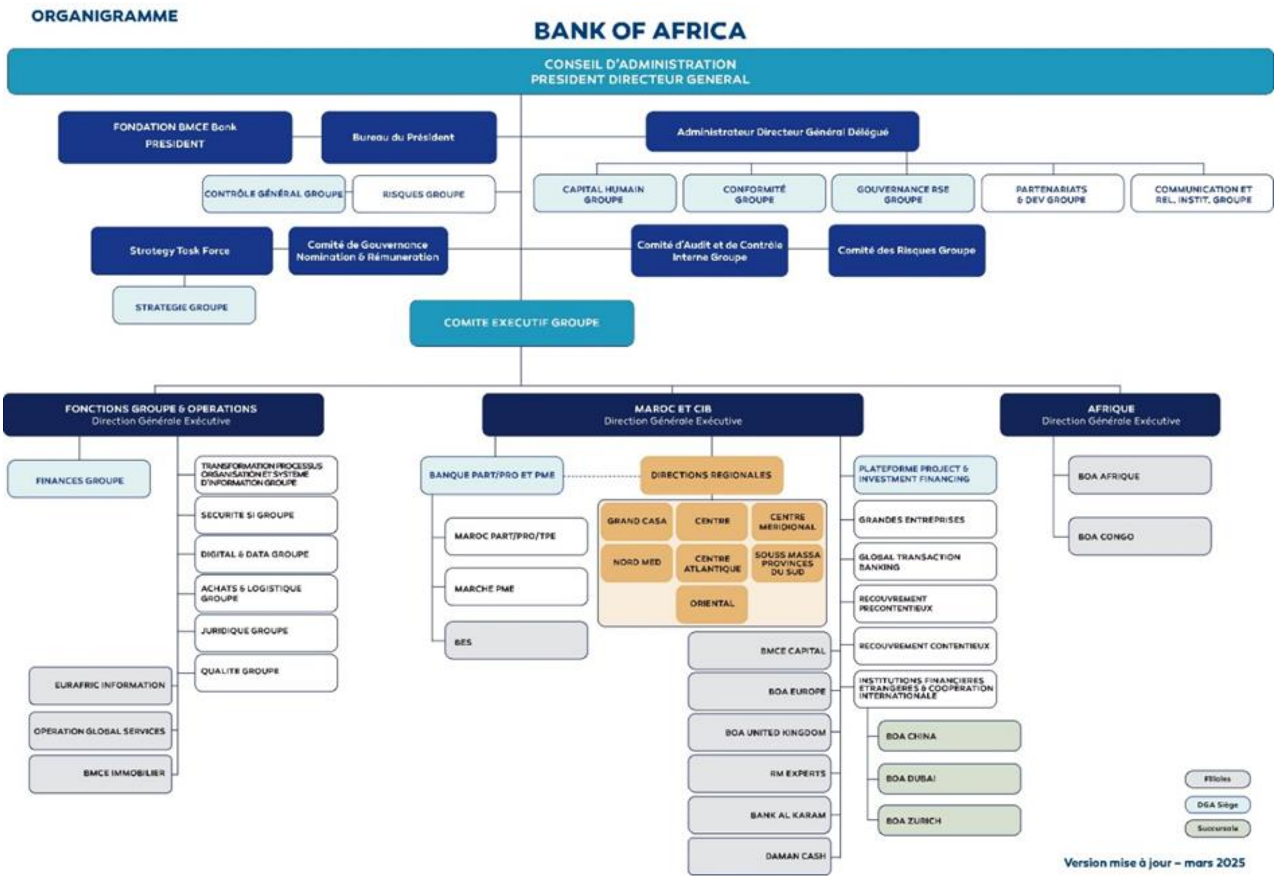
Source: Bank Of Africa

The Bank complies with regulatory requirements regarding independence criteria as defined in Bank Al-Maghrib Circular 5/W/2016 of 10 June 2016, setting the terms and conditions for the appointment of independent directors or members to the administrative or supervisory bodies of credit institutions.

BANK OF AFRICA's Board of Directors currently includes five Independent Directors and five women (four of whom are independent), meeting Bank Al-Maghrib's requirement that one third of members be independent.

(*) It should be noted that the terms of office of Chairman Othman Benjelloun and RMA will expire at the AGM convened to approve the financial statements 2024. It has been proposed that they be reappointed for a period of six years, with their terms expiring at the AGM convened to approve the financial statements for period ended 31 December 2030.

III. BMCE BANK OF AFRICA organisational structure (March 2025)



Source: Bank Of Africa

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IV. Business activity

1. Loan growth

For the period under review, the following table shows loan growth by customer type:

Tableau 3 : Net loans by customer type over the period 2022-2024

MAD M	2022	2023	Change	2024	Change
Loans and advances to credit and similar institutions	**30 627**	**30 013**	**-2,01%**	**29 239**	**-2,58%**
Loans and advances to customers	**132 708**	**136 665**	**2,98%**	**150 143**	**9,86%**
Operating loans	34 117	34 274	0,46%	33 660	-1,79%
Consumer loans	7 870	8 037	2,12%	8 412	4,66%
Equipment loans	20 898	27 347	30,86%	33 531	22,61%
Property loans	41 210	41 039	-0,42%	39 712	-3,23%
Other loans	20 238	17 287	-14,58%	25 947	50,09%
Accounts receivable acquired through factoring	2 745	2 627	-4,32%	2 738	4,24%
Accrued interest receivable	659	960	45,55%	1 030	7,28%
Non-performing loans	4 970	5 093	2,49%	5 113	0,39%
Total loans	**163 335**	**166 678**	**2,05%**	**179 382**	**7,62%**

Source: BANK Of Africa – Parent company[7]

At 31 December 2023, outstanding loans rose by 2.05% to MAD 166,678 million. This was primarily due to a 30.86% increase to MAD 27,347 million in equipment loans and a 45.55% rise to MAD 960 million in accrued interest receivable, offsetting a 14.58% decline to MAD 17,287 million in other loans and a 0.42% fall to MAD 41,039 million in property loans. Loans and advances to credit and similar institutions declined by 2.01% to MAD 30,013 million. The trend observed between 2022 and 2023 mainly reflected commitments at CMR Group, amounting to MAD 6.2 billion.

At 31 December 2024, outstanding loans rose by 7.62% to MAD 179,382 million. This included a 9.86% increase in loans and advances to customers to MAD 150,143 million, offset in part by a 2.58% fall in loans and advances to credit and similar institutions to MAD 29,239 million. Other loans jumped by 50.09% to MAD 25,947 million, following a rise in repurchase agreements, while equipment loans increased by 22.61% to MAD 33,531 million. Conversely, property loans and operating loans contracted by 3.23% and 1.79%, respectively, to MAD 39,712 million and MAD 33,660 million.

2. Customer deposit growth

The following table shows deposit growth by product type over the 2022-2024 period:

Tableau 4 : Customer deposit growth by deposit type

MAD M	2022	2023	Change	2024	Change
Sight deposits in credit	101 005	106 549	5,49%	116 966	9,78%
Savings accounts	27 072	27 814	2,74%	27 651	-0,58%
Term deposits	23 234	13 233	-43,05%	13 718	3,66%
Other accounts in credit	4 318	4 320	0,04%	4 614	6,80%
Accrued interest payable	259	299	15,84%	265	-11,43%
Total customer deposits	**155 888**	**152 215**	**-2,36%**	**163 213**	**7,23%**

[7] Includes the financial statements of head office entities, Morocco-based branches and a number of overseas branch offices and branches such as Paris, Shanghai and Tangier Offshore.

Source: BANK Of Africa – Parent company

At 31 December 2023, customer deposits fell by 2.36% to MAD 152,215 million due to a 43.05% drop to MAD 13,233 million in term deposits, offset by a 5.49% increase to MAD 106,549 million in sight deposits in credit and a 2.74% rise to MAD 27,814 million in savings accounts.

Non-interest-bearing account outstandings rose by 5.6% year-on-year to MAD 103 billion at 31 December 2023. This was primarily due to: (i) a 6% or MAD 4 billion increase in cheque account outstandings to MAD 72 billion at 31 December 2023 and (ii) a 4% or MAD 1.2 billion increase in current account outstandings in 2023.

Passbook savings account outstandings grew by 2.7% to MAD 27.8 billion at 31 December 2023. The Bank's share of passbook savings accounts rose by 0.14 percentage points from 15.15% at 31 December 2022 to 15.29% at 31 December 2023.

Term deposits stood at almost MAD 12 billion at 31 December 2023 versus MAD 18 billion at 31 December 2022, a managed contraction due to the need to comply with prudential liquidity requirements. The Bank's share of term deposits stood at 9.40% at 31 December 2023 versus 13.69% at 31 December 2022.

With the key interest rate rising, BOA has turned its focus to increasing the base of non-interest-bearing deposits in order to contain the rise in funding costs.

At 31 December 2024, customer deposits rose by 7.23% to MAD 163,213 million, mainly on a 9.78% rise in sight deposits in credit to MAD 116,966 million and a 3.66% increase in term deposits to MAD 13,718 million. Other accounts in credit increased by 6.80% during the year, to MAD 4,614 million. Conversely, savings accounts and accrued interest payable decreased by 0.58% to MAD 27,651 million and by 11.43% to MAD 265 million, respectively.

▪ PART III: Financial information

I. BANK OF AFRICA's consolidated financial position

1. BANK OF AFRICA's consolidated income statement under IFRS between 2022 and 2024:

The following table shows the consolidated income statement from 31 December 2022 to 31 December 2024:

Tableau 5 : Changes in consolidated income statement over the period 2022-2024

MAD K	*2022*	*2023*	*Change*	*2024*	*Change*
Interest and similar income	*16 863 155*	*19 374 050*	*14,89%*	*20 367 886*	*5,13%*
Interest and similar expenses	*-4 940 870*	*-6 924 139*	*40,14%*	*-7 184 574*	*3,76%*
NET INTEREST INCOME	***11 922 285***	***12 449 911***	***4,43%***	***13 183 312***	***5,89%***
Fees received	*4 323 156*	*4 679 933*	*8,25%*	*4 766 379*	*1,85%*
Fees paid	*-1 026 342*	*-928 406*	*-9,54%*	*-850 427*	*-8,40%*
FEE INCOME	***3 296 814***	***3 751 527***	***13,79%***	***3 915 952***	***4,38%***
Net gains or losses resulting from net hedging positions					
Net gains or losses on financial instruments at fair value through profit or loss	*-172 119*	*215 851*	*-225,41%*	*827 800*	*283,50%*
Net gains or losses on trading assets/liabilities	*-281 121*	*193 410*	*-168,80%*	*726 969*	*275,87%*
Net gains or losses on other assets/liabilities at fair value through profit or loss	*109 002*	*22 441*	*-79,41%*	*100 831*	*349,32%*
Net gains or losses on financial instruments at fair value through other comprehensive income	*201 412*	*225 460*	*11,94%*	*234 465*	*3,99%*
Net gains or losses on debt instruments through other comprehensive income (recyclable)	*-*	*-*	*-*		
Remuneration of equity instruments through other comprehensive income (non-recyclable)	*201 412*	*225 460*	*11,94%*	*234 465*	*3,99%*
Net gains or losses on available-for-sale financial assets					
Net gains or losses from the derecognition of financial assets at amortised cost					
Net gains or losses from reclassifying financial assets at amortised cost as financial assets at fair value through profit or loss					
Net gains or losses from reclassifying financial assets through other comprehensive income as financial assets at fair value through profit or loss					
Net income from insurance activities					
Net income from other activities	*1 073 630*	*901 376*	*-16,04%*	*1 091 930*	*21,14%*
Expenses from other activities	*-697 614*	*-591 295*	*-15,24%*	*-536 885*	*-9,20%*

NET BANKING INCOME	***15 624 409***	***16 952 830***	***8,50%***	***18 716 574***	***10,40%***
General operating expenses	*-7 318 762*	*-7 899 389*	*7,93%*	*-7 760 566*	*-1,76%*
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment	*-962 165*	*-900 256*	*-6,43%*	*-929 472*	*3,25%*
GROSS OPERATING INCOME	***7 343 481***	***8 153 185***	***11,03%***	***10 026 536***	***22,98%***
Cost of risk	*-2 646 347*	*-2 758 286*	*4,23%*	*-3 177 600*	*15,20%*
OPERATING INCOME	***4 697 135***	***5 394 899***	***14,86%***	***6 848 936***	***26,95%***
Share of earnings of companies accounted for using the equity method	*142 334*	*142 674*	*0,24%*	*141 150*	*-1,07%*
Net gains or losses on other assets	*30 841*	*-22 340*	*-172,44%*	*-9 809*	*-56,09%*
Changes in value of goodwill		*0*	*-*		
PRE-TAX INCOME	***4 870 310***	***5 515 232***	***13,24%***	***6 980 277***	***26,56%***
Corporate income tax	*-1 330 135*	*-1 436 723*	*8,01%*	*-2 004 171*	*39,50%*
NET INCOME	***3 540 174***	***4 078 509***	***15,21%***	***4 976 106***	***22,01%***
Non-controlling interests	*1 235 561*	*1 416 350*	*14,63%*	*1 548 686*	*9,34%*
NET INCOME ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT COMPANY	**2 304 613**	**2 662 160**	***15,51%***	**3 427 420**	***28,75%***

Source: BANK Of Africa

2. BANK OF AFRICA's consolidated balance sheet under IFRS over the period 2022-2024

ASSETS – MAD K	2022	2023	Change	2024	Change
Cash and balances at central banks, the Public treasury and postal cheque centre	18 425 856	18 474 878	*0,27%*	21 190 824	*14,70%*
Financial assets at fair value through profit or loss	-	-			
- Financial assets held for trading purposes	42 305 151	46 812 574	*10,65%*	58 960 670	*25,95%*
- Other financial assets at fair value through profit or loss	1 555 980	1 716 731	*10,33%*	1 720 743	*0,23%*
Derivative hedging instruments					
Financial assets available for sale					
Financial assets at fair value through other comprehensive income					
- Debt instruments at fair value through other comprehensive income (recyclable)	553 274	477 287	*-13,73%*	713 984	*49,59%*
- Equity instruments at fair value through other comprehensive income (non-recyclable)	5 575 246	6 068 863	*8,85%*	6 949 970	*14,52%*
Assets held to maturity					
Securities at amortised cost	51 299 202	50 152 565	*-2,24%*	44 929 732	*-10,41%*
Loans and advances to credit and similar institutions at amortised cost	26 324 021	25 409 242	*-3,48%*	35 151 660	*38,34%*

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Loans and advances to customers	209 469 232	212 196 303	*1,30%*	225 617 043	*6,32%*
Revaluation adjustment on portfolios hedged against interest rate risk					
Financial instruments from insurance operations					
Current tax assets	1 290 422	1 098 772	*-14,85%*	1 406 755	*28,03%*
Deferred tax assets	2 443 684	2 537 183	*3,83%*	2 610 179	*2,88%*
Prepayments, accrued income and other assets	8 377 263	7 822 343	*-6,62%*	8 395 221	*7,32%*
Non-current assets held for sale					
Investments in companies accounted for using the equity method	1 215 549	967 149	*-20,44%*	1 008 702	*4,30%*
Investment property	3 434 112	3 381 408	*-1,53%*	3 314 403	*-1,98%*
Property, plant and equipment	8 560 774	8 642 451	*0,95%*	8 693 686	*0,59%*
Intangible assets	1 292 679	1 408 667	*8,97%*	1 597 149	*13,38%*
Goodwill	1 032 114	1 018 097	*-1,36%*	1 018 097	*0,00%*
Total Assets	**383 154 559**	**388 184 512**	***1,31%***	**423 278 818**	***9,04%***

Source : BANK OF AFRICA – Consolidated financial statements under IFRS

LIABILITIES – MAD K	2022	2023	Change	2024	Change
Amounts due to central banks, the Public treasury and postal cheque centre					
Financial liabilities at fair value through profit or loss					
- Financial liabilities held for trading purposes					
- Financial liabilities at fair value through profit or loss on option					
Derivative hedging instruments					
Debt securities issued	9 167 945	10 050 436	*9,63%*	11 723 938	*16,65%*
Amounts due to credit or similar institutions	65 731 476	73 195 714	*11,36%*	80 247 308	*9,63%*
Amounts due to customers	246 179 646	238 681 080	*-3,05%*	257 627 725	*7,94%*
Revaluation adjustment on portfolios hedged against interest rate risk					
Current tax liabilities	1 551 727	1 440 385	*-7,18%*	2 036 293	*41,37%*
Deferred tax liabilities	1 179 479	1 166 946	*-1,06%*	1 226 720	*5,12%*
Accruals, deferred income and other liabilities	13 942 922	15 945 325	*14,36%*	19 579 349	*22,79%*
Liabilities related to non-current assets held for sale					
Liabilities under insurance contracts					
Provisions	1 458 938	1 672 828	*14,66%*	1 876 793	*12,19%*
Subsidies – public funds and special guarantee fund					
Subordinated debt	12 100 668	12 137 981	*0,31%*	12 145 994	*0,07%*
TOTAL LIABILITIES	**351 312 800**	**354 290 695**	*0,85%*	**386 464 120**	*9,08%*
Shareholders' equity					

Share capital and related reserves	19 975 690	20 661 573	*3,43%*	21 375 867	*3,46%*
Consolidated reserves	-	-			
-Attributable to shareholders of the parent company	2 253 001	2 680 849	*18,99%*	3 449 115	*28,66%*
-Non-controlling interests	4 878 592	5 217 456	*6,95%*	5 642 190	*8,14%*
Gains and losses recognised directly in equity	-	-			
- Attributable to shareholders of the parent company	671 763	744 004	*10,75%*	877 045	*17,88%*
- Non-controlling interests	522 540	511 425	*-2,13%*	494 375	*-3,33%*
Net income for the period	-	-			
-Attributable to shareholders of the parent company	2 304 613	2 662 160	*15,51%*	3 427 420	*28,75%*
-Non-controlling interests	1 235 561	1 416 350	*14,63%*	1 548 686	*9,34%*
TOTAL CONSOLIDATED SHAREHOLDERS' EQUITY	**31 841 759**	**33 893 817**	*6,44%*	**36 814 698**	*8,62%*
TOTAL Liabilities	**383 154 559**	**388 184 512**	***1,31%***	**423 278 818**	***9,04%***

Source : BANK Of Africa – Consolidated financial statements under IFRS

3. BANK OF AFRICA consolidated income statement at Q1 2025

Income statement under IFRS	31/03/2025	31/03/2024	Change
Interest and similar income	5 205 611	5 067 864	3%
Interest and similar expenses	- 1 658 572	-1 837 509	-10%
Net interest income	3 547 039	**3 230 355**	**10%**
Fees received	1 170 569	1 142 066	2%
Fees paid	- 205 367	-182 344	13%
FEE INCOME	965 201	**959 722**	**1%**
Net gains or losses resulting from hedging positions	-	0	
Net gains or losses on financial instruments at fair value through profit or loss	371 522	211 477	76%
Net gains or losses on trading assets/liabilities	*343 569*	183 660	87%
Net gains or losses on other assets/liabilities at fair value through profit or loss	*27 953*	27 817	0%
Net gains or losses on financial instruments at fair value through other comprehensive income	28 628	57 961	-51%
Net gains or losses on debt instruments through other comprehensive income (recyclable)			
Remuneration of equity instruments through other comprehensive income (non-recyclable)	*28 628*	57 961	-51%
Net gains or losses from the derecognition of financial assets at amortised cost			
Net gains or losses from reclassifying financial assets at amortised cost as financial assets at fair value through profit or loss			
Net gains or losses from reclassifying financial assets through other comprehensive income as financial assets at fair value through profit or loss			
Net income from insurance activities			
Net income from other activities	193 494	137 482	41%
Expenses from other activities	- 138 039	-131 521	5%
Net banking income	4 967 845	**4 465 476**	**11%**
General operating expenses	- 1 789 336	-1 810 103	-1%
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment	- 301 559	-276 898	9%
Gross operating income	2 876 950	2 378 475	**21%**
Cost of risk	- 936 001	-932 323	0%
Operating income	1 940 948	**1 446 152**	31%

Share of earnings of companies accounted for using the equity method	38 802	38 650	0%
Net gains or losses on other assets	9 105	2 394	280%
Changes in value of goodwill			
Pre-tax income	1 988 855	**1 487 196**	**34%**
Corporate income tax	- 660 984	-398 531	66%
Income net of tax from discontinued operations			
Net income	1 327 871	**1 088 665**	**22%**
Non-controlling interests	407 543	356 638	14%
Net income attributable to shareholders of the parent company	920 328	**732 027**	**26%**

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4. BANK OF AFRICA's consolidated balance sheet at Q1 2025

ASSETS UNDER IFRS	31/03/2025	31/12/2024	Change
Cash and balances at central banks, the Public treasury and postal cheque centre	**16 602 722**	**21 190 824**	**-21,7%**
Financial assets at fair value through profit or loss	-	-	
- Financial assets held for trading purposes	61 906 962	58 960 670	5,0%
- Other financial assets at fair value through profit or loss	1 743 397	1 720 743	1,3%
Derivative hedging instruments	-	-	
Financial assets at fair value through other comprehensive income	-	-	
- Debt instruments at fair value through other comprehensive income (recyclable)	813 839	713 984	14,0%
- Equity instruments at fair value through other comprehensive income (non-recyclable)	6 805 125	6 949 970	-2,1%
Securities at amortised cost	**44 158 900**	**44 929 732**	**-1,7%**
Loans and advances to credit and similar institutions at amortised cost	**29 126 591**	**35 151 660**	**-17,1%**
Loans and advances to customers at amortised cost	**229 524 104**	**225 617 043**	**1,7%**
Revaluation adjustment on portfolios hedged against interest rate risk	-	-	
Financial investments from insurance operations	-	-	
Current tax assets	**1 588 338**	**1 406 755**	**12,9%**
Deferred tax assets	**2 607 201**	**2 610 179**	**-0,1%**
Prepayments, accrued income and other assets	**8 072 679**	**8 395 221**	**-3,8%**
Non-current assets held for sale	-	-	
Investments in companies accounted for using the equity method	**1 011 945**	**1 008 702**	**0,3%**
Investment property	**3 308 990**	**3 314 403**	**-0,2%**
Property, plant and equipment	**8 510 925**	**8 693 686**	**-2,1%**
Intangible assets	**1 676 347**	**1 597 149**	**5,0%**
Goodwill	**1 018 097**	**1 018 097**	**0,0%**
TOTAL ASSETS UNDER IFRS	418 476 163	423 278 818	-1,1%

Source : Bank Of Africa – Consolidated financial statements under IFRS

LIABILITIES UNDER IFRS	31/03/2025	31/12/2024	Change
Amounts due to central banks, the Public treasury and postal cheque centre			
Financial liabilities at fair value through profit or loss			
- Financial liabilities held for trading purposes	-	-	
- Financial liabilities at fair value through profit or loss on option	-	-	
Derivative hedging instruments			
Debt securities issued	**12 138 227**	**11 723 938**	**3,5%**
Amounts due to credit and similar institutions	**74 901 365**	**80 247 308**	**-6,7%**
Amounts due to customers	**256 679 231**	**257 627 725**	**-0,4%**
Revaluation adjustment on portfolios hedged against interest rate risk	-	-	
Current tax liabilities	**2 105 506**	**2 036 293**	**3,4%**
Deferred tax liabilities	**1 214 381**	**1 226 720**	**-1,0%**
Accruals, deferred income and other liabilities	**19 570 430**	**19 579 349**	**0,0%**
Liabilities related to non-current assets held for sale	-	-	
Liabilities under insurance contracts	-	-	
Provisions	**1 984 788**	**1 876 793**	**5,8%**
Subsidies – public funds and special guarantee fund	-	-	
Subordinated debt	**12 288 251**	**12 145 994**	**1,2%**
TOTAL LIABILITIES	**380 882 179**	**386 464 120**	**-1,4%**
Shareholders' equity			

Capital and related reserves	**21 372 465**	**21 375 867**	**0,0%**
Consolidated reserves	**-**	**-**	
- Attributable to shareholders of the parent company	6 840 237	3 449 115	98,3%
- Non-controlling interests	6 768 930	5 642 190	20,0%
Gains and losses recognised directly in equity	**-**	-	
- Attributable to shareholders of the parent company	795 273	877 045	-9,3%
- Non-controlling interests	489 208	494 375	-1,0%
Net income for the period	**-**	**-**	
- Attributable to shareholders of the parent company	920 328	3 427 420	-73,1%
- Non-controlling interests	407 543	1 548 686	-73,7%
TOTAL CONSOLIDATED SHAREHOLDERS' EQUITY	**37 593 985**	**36 814 698**	**2,1%**
TOTAL LIABILITIES UNDER IFRS	**418 476 164**	**423 278 818**	**-1,1%**

Source : Bank Of Africa – Consolidated financial statements under IFRS

II. BANK OF AFRICA parent company financial position

1. BANK OF AFRICA parent company income statement at Q1 2025

	31/03/2025	31/03/2024	Change
OPERATING INCOME FROM BANKING OPERATIONS	**4 534 013**	**4 001 618**	**13,30%**
Interest, remuneration and similar income from transactions with credit institutions	140 874	193 470	-27,19%
Interest, remuneration and similar income from transactions with customers	1 721 519	1 686 571	2,07%
Interest and similar income from debt securities	362 500	310 476	16,76%
Income from equity securities(1) and Sukuk certificates	345 431	362 080	-4,60%
Income from Mudarabah and Musharakah securities	0	-	
Income from lease-financed non-current assets	9 282	8 925	4,00%
Income from Ijara assets	0	-	
Fee income	416 375	351 169	18,57%
Other banking income	1 538 033	1 088 927	41,24%
Transfer of expenses on investment deposits received	0	-	
OPERATING EXPENSES ON BANKING OPERATIONS	**1 942 293**	**1 777 003**	**9,30%**
Interest and expenses on transactions with credit and similar institutions	412 888	527 029	-21,66%
Interest and expenses on transactions with customers	282 075	328 333	-14,09%
Interest and similar expenses on debt securities issued	203 604	202 305	0,64%
Expenses on Mudarabah and Musharakah securities	0	-	
Expenses on lease-financed non-current assets	7 512	7 569	-0,75%
Expenses on Ijara assets	0	-	
Other banking expenses	1 036 215	711 767	45,58%
Transfer of income on investment deposits received	**0**	-	
NET BANKING INCOME	**2 591 720**	**2 224 616**	**16,50%**
Non-banking operating income	17 526	12 756	37,40%
Non-banking operating expenses	3 782	3 650	3,61%
GENERAL OPERATING EXPENSES	**913 194**	**874 730**	**4,40%**
Employee expenses	422 793	398 644	6,06%
Taxes other than on income	9 575	9 905	-3,33%
External expenses	393 289	395 408	-0,54%
Other general operating expenses	60	79	-24,05%

Depreciation, amortisation and impairment of intangible assets and property, plant and equipment	87 477	70 695	23,74%
PROVISIONS AND LOSSES ON IRRECOVERABLE LOANS	**712 928**	**617 804**	**15,40%**
Provisions for non-performing loans and signature loans	585 745	563 067	4,03%
Losses on irrecoverable loans	20 320	4 908	314,02%
Other provisions	106 863	49 830	114,46%
WRITE-BACKS AND AMOUNTS RECOVERED ON IMPAIRED LOANS	**94 140**	**54 509**	72,71%
Write-backs for non-performing loans and signature loans	77 413	50 676	52,76%
Amounts recovered on impaired loans	16 726	3 833	336,38%
Other write-backs	-	-	
INCOME FROM ORDINARY OPERATIONS	**1 073 483**	**795 696**	**34,91%**
Non-recurring income	7 708	39 960	-80,71%
Non-recurring expenses	41 868	82 118	-49,01%
PRE-TAX INCOME	**1 039 323**	**753 538**	**37,93%**
Corporate income tax	306 016	165 530	**84,87%**
NET INCOME FOR THE YEAR	**733 307**	**588 008**	**24,71%**

2. BANK OF AFRICA parent company balance sheet at Q1 2025

ASSETS	31/03/2025	31/12/2024	Change
Cash and balances at central banks, the Public treasury and postal cheque centre	**3 805 169**	**6 094 414**	**-37, 56%**
Loans and advances to credit and similar institutions	**23 829 208**	**26 946 771**	**-11,57%**
Sight	5 952 066	8 124 129	-26,74%
Fixed-term	17 877 142	18 822 641	-5,02%
Loans and advances to customers	**153 219 611**	**147 404 686**	**3,94%**
Cash and consumer loans and participatory financing arrangements	47 637 424	42 450 884	12,22%
Equipment loans and participatory financing arrangements	35 979 492	34 074 735	5,59%
Mortgage loans and participatory financing arrangements	39 649 378	39 814 816	-0,42%
Other loans and participating financing arrangements	29 953 318	31 064 250	-3,58%
Factoring receivables	**2 699 241**	**2 738 363**	**-1,43%**
Trading and available-for-sale securities	**62 625 283**	**59 868 143**	**4,61%**
Treasury bonds and similar assets	42 357 263	40 411 234	4,82%
Other debt securities	325 968	248 348	31,25%
Equity securities	19 942 053	19 208 562	3,82%
Sukuk certificates	0	-	
Other assets	**8 070 429**	**8 162 050**	**-1,12%**
Investment securities	**10 992 647**	**10 988 955**	**0,03%**
Treasury bonds and similar assets	8 728 374	8 705 033	0,27%
Other debt securities	2 264 272	2 283 922	-0,86%
Sukuk certificates	0	-	
Investments in associates and similar assets	**13 841 736**	**13 661 852**	**1,32%**
Investments in related companies	10 742 014	10 747 084	-0,05%
Other equity securities and similar assets	3 099 721	2 914 768	6,35%
Mudarabah and Musharakah securities	0	-	
Subordinated loans	**187 326**	**188 400**	**-0,57%**
Investment deposits given	**371865,072**	**251 550**	**47,83%**
Leased and rented assets	**409 479**	**363 298**	**12,71%**

Ijara assets	**0**	**-**	
Intangible assets	**1 035 147**	**981 947**	**5,42%**
Property, plant and equipment	**2 724 920**	**2 735 593**	**-0,39%**
Total assets	**283 812 060**	**280 386 021**	**1,22%**

LIABILITIES	31/03/2025	31/03/2024	Change
Amounts due to central banks, the Public treasury and postal cheque centre	0	-	-
Amounts due to credit and similar institutions	**59 425 257**	**59 087 344**	**0,57%**
Sight	4 461 890	5 745 853	-22,35%
Fixed-term	54 963 367	53 341 492	3,04%
Customer deposits	**166 687 226**	**163 213 170**	**2,13%**
Sight deposit accounts in credit	122 867 844	116 980 318	5,03%
Savings accounts	27 723 781	27 765 858	-0,15%
Term deposits	11 991 619	13 853 315	-13,44%
Other accounts in credit	4 103 982	4 613 680	-11,05%
Amounts due to customers on participatory products	0	-	
Debt securities issued	**7 170 089**	**7 888 099**	**-9,10%**
Negotiable debt securities	7 170 089	7 888 099	-9,10%
Bonds	0	-	
Other debt securities issued	0	-	
Other liabilities	**12 075 732**	**12 677 501**	**-4,75%**
Provisions, contingent liabilities	**2 136 574**	**2 026 454**	**5,43%**
Statutory provisions	**77 597**	**85 305**	**-9,04%**
Subsidies – public funds and special guarantee fund	0	-	
Subordinated debt	**12 288 251**	**12 145 994**	**1,17%**
Investment deposits received	0	-	
Revaluation reserve	0	-	
Reserves and premiums related to capital	**19 214 604**	**19 218 005**	**-0,02%**
Share capital	**2 157 863**	**2 157 863**	**0,00%**
Shareholders, unpaid share capital (-)	0	-	
Retained earnings (+/-)	**89,27**	**89**	**0,30%**
Net income to be appropriated (+/-)	**1 845 471**		**-**
Net income for the year (+/-)	**733 307**	**1 886 195**	**-61,12%**
Total liabilities	**283 812 060**	**280 386 021**	**1,22%**

▪ PART III: Risks

I. Risks in connection with BANK OF AFRICA, the issuer, and its industry

1. Counterparty risk management

Net loans distributed by the Bank (consolidated basis) to customers and to credit institutions totalled MAD 260.8 billion at 31 December 2024 versus MAD 237.6 billion a year earlier.

Non-performing loan growth was consistent with that of overall loan growth. The Group's non-performing loan ratio was broadly unchanged at 9.2% compared with 9.3% at 31 December 2023. The loan-loss coverage ratio stood at 68.5% at 31 December 2024, an improvement on the previous year (67.6%).

The reason for the Group's non-performing loan ratios being below the industry average is due to BOA Group subsidiaries' loan portfolios' high exposure to corporate customers, which provide solid guarantees.

The Bank has made a considerable effort to clean up its customer loan portfolio, and continues to do so as part of its risk management policy, in compliance with Bank Al-Maghrib's prudential rules as well as adopting healthy risk management practices.

The Bank's resulting risk management policy is underpinned by various governing bodies as well as an ongoing proactive management approach.

The following bodies are involved in managing and monitoring the risks of the Bank and of the Group:

▪ The Group Audit and Internal Control Committee (Group CACI).

▪ The Executive Committee (COMEX), which is responsible for translating and monitoring the Group's corporate strategy into operational initiatives and measures.

▪ The Credit Committees, which approve all loan commitments.

▪ The Committee for supervising accounts showing anomalies and downgrading

▪ The Group Risk Committee, which assists the Board of Directors in matters such as strategy and risk management. In particular, it ensures that overall risk policy is adapted to the risk profile of both the Bank and of the Group, the degree of risk aversion, its systemic importance, its size and its capital base

▪ BANK OF AFRICA's Group Risk Steering and Management Committee, a sub-committee of COMEX, ensures that risk steering policy is effective and consistent with risk management policy relating to credit, market and operational risks.

The Bank's credit division operates in accordance with the general credit policy approved by the Group's senior management bodies. The Group's requirements in terms of ethics, reporting lines, compliance with procedures and discipline in risk analysis are guiding principles. This general policy is further broken down into specific policies and procedures depending on the character of specific operations or counterparties, using an internal ratings system, a system for delegating authority and a system for managing limits to reduce concentration risk.

The system for delegating authority is one in which credit approval decisions are delegated to different levels of authority depending on the customer segment, the cumulative amount of credit offered to the customer and the type of exposure (public enterprises, semi-public enterprises, exposure to banks, etc.).

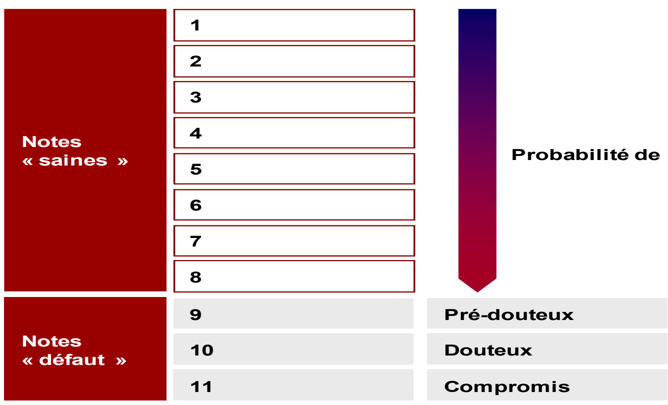
The Bank's ratings system is a two-dimensional system, combining a credit rating, enabling the Bank to assess the risk inherent in the transaction and a financial rating, based on the borrower's financial standing. In addition to these quantitative factors, other qualitative factors are taken into consideration when attributing a rating e.g. growth potential, business sector, parent company's rating, country risk as well as payment incidents.

In accordance with the Basel regulations, Bank Al-Maghrib has set a minimum number of classes that a ratings model should contain:

- 7 classes for healthy counterparties
- 1 class for defaulting counterparties

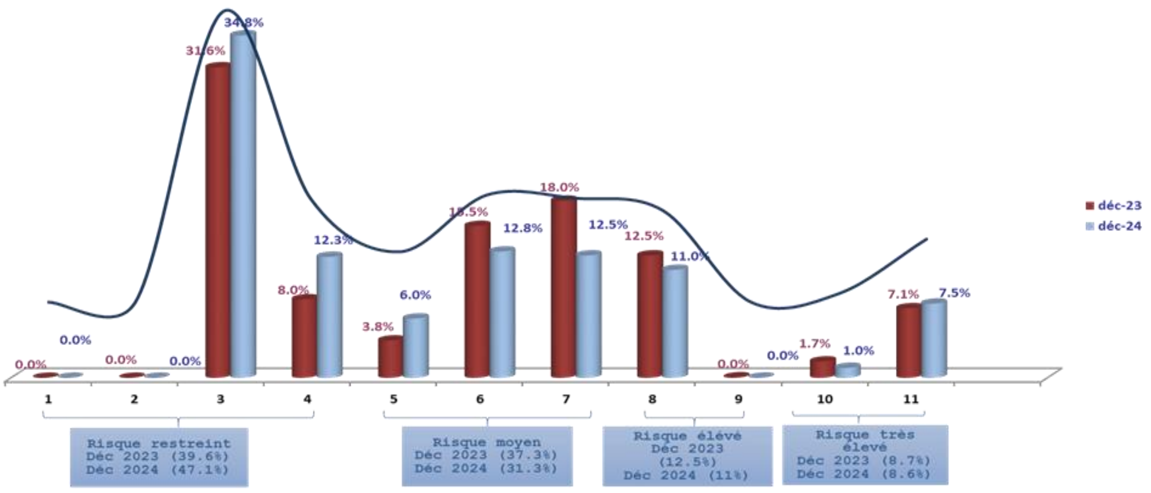
BANK OF AFRICA has adopted an 11-level ratings scale to attribute a final counterparty rating:

Category		Class	Definition
Investment grade	Limited risk	1	Extremely stable short- and medium-term; very stable long-term; solvent despite serious disruptions
		2	Very stable short- and medium-term; stable long-term; sufficiently solvent despite persistently negative events
		3	Solvent short- and medium-term despite significant difficulties; moderately negative developments can be withstood long-term
		4	Very stable short-term; no expected change to threaten the loan in the coming year; sufficiently solid medium-term to be able to survive; long-term outlook still uncertain
	Average risk	5	Stable short term; no expected change to threaten the loan in the coming year; can only withstand small negative developments medium-term
		6	Ability limited to withstand unexpected negative developments
		7	Ability very limited to withstand unexpected negative developments
Sub-investment grade	High risk	8	Ability limited to repay interest and principal on time; any change in internal and external economic and commercial conditions will make it difficult to fulfil obligations
		9	Incapable of repaying interest and principal on time; fulfilling obligations dependent on favourable internal and external commercial and economic conditions
	Very high risk	10	Very high risk of default; incapable of repaying interest and principal on time; partial default in repayment of interest and capital
		11	Total default in repayment of interest and capital



Source : BANK OF AFRICA

- The following chart shows the breakdown of loan commitments by risk category at 31 December 2024:



Source : BANK OF AFRICA

It is worth noting that customers placed on the watch list are specifically monitored and that their corresponding loan commitments are provisioned under General Risk Provisions, in accordance with regulatory requirements.

2. Interest rate and liquidity risk

1. Liquidity risk analysis

The Bank's strategy in terms of liquidity risk management aims to ensure that its funding mix is appropriate to enable it to successfully expand its operations in a stable manner.

Liquidity risk is the risk of the Bank being unable to fulfil its obligations in the event of unforeseen requirements by using its liquid assets.

Such an event may be due to reasons other than liquidity, for example, significant losses that result from defaulting counterparties or due to adverse changes in market conditions.

There are two major sources of liquidity risk:

• The institution's inability to raise the required funds to deal with unexpected situations in the short term, such as a massive deposit withdrawal or a maximum drawdown of off-balance sheet commitments

• A mismatch of assets and liabilities or the financing of medium- or long-term assets by short-term liabilities. An acceptable liquidity level is a level that enables the Bank to finance asset growth and to fulfil its commitments when they are due, thereby protecting the Bank from any eventual crisis. Two indicators are used to evaluate the Bank's liquidity profile:

• The Liquidity Coverage Ratio (LCR), which stood at 178% on a consolidated basis at 31 December 2024, above the regulatory requirement of 100% set by Bank Al Maghrib.

• The profile of static periodic or cumulative gaps in dirhams and in foreign currencies, which enables the Bank to measure the level of liquidity risk incurred over the short, medium and long term.

This method is used to estimate asset-liability mismatches over different time periods and determine an appropriate hedging strategy.

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At 31 December 2024, monetary liabilities stood at MAD 39,275 million with an equivalent duration of 19.7 days whilst liquid assets amounted to MAD 37,606 million. It is also worth pointing out that Treasury bonds accounted for 99% of the Bank's fixed income assets, implying almost full liquidity. This asset category amounted to MAD 37,404 million.

2. Interest rate risk analysis

Interest rate risk is the risk that future changes in interest rates have a negative impact on the Bank's profitability.

Changes in interest rates also impact the net present value of expected cash flows. The extent to which the economic value of assets and liabilities is impacted will depend on the sensitivity of the various components of the balance sheet to changes in interest rates.

Interest rate risk may be measured by conducting a series of simulation-based stress tests under a scenario in which interest rates are raised by 200 basis points as recommended by the Basel Committee.

The Bank's strategy in terms of interest rate risk management is aimed at ensuring earnings stability when interest rates change, thereby protecting net interest income and optimising the economic value of equity.

Changes in interest rates may negatively impact net interest income and result in the Bank significantly undershooting its initial projections.

In order to counter such risks, the ALM department regularly steers the Bank's strategy by establishing rules for matching assets and liabilities by maturity and by defining a maximum tolerance departure threshold for net interest income by comparison with projected net banking income.

The method of periodic or cumulative gaps in dirhams and in foreign currencies enables the Bank to measure the level of interest rate risk incurred by the Bank over the short, medium and long term.

This method is used to estimate asset-liability mismatches over different time periods and determine an appropriate hedging strategy.

The assets primarily consist of Treasury bonds, negotiable debt securities and other bonds.

Sensitivity of the value of the banking portfolio

Simulation-based stress tests are carried out to assess the impact from a change in interest rates on net interest income and on the economic value of equity. At 31 December 2024, if the trading book portfolio were excluded, the impact from a positive 200-basis points change in interest rates on net interest income was estimated to be positive MAD 0.230 billion or +5.12% of projected net interest income. The impact from a negative 200-basis points change was estimated to be negative MAD 0.236 billion or -5.25% of projected net interest income.

The change in the economic value of equity, if the trading book portfolio were excluded, in the event of a 200-basis points shock, was estimated to be MAD 1.178 billion or 8.47% of regulatory capital.

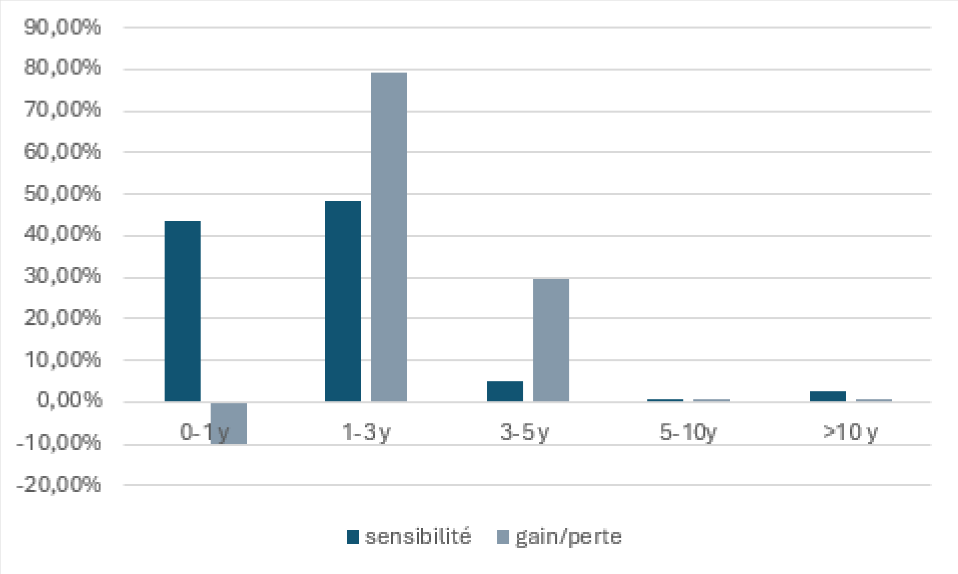
Fixed income portfolio

The fixed income portfolio had an average duration of 3.84 years and an average sensitivity of 3.72 years. Its market value was MAD 29,097 million.

A parallel +50 bps move in interest rates would result in an average loss of MAD 541 million.

A parallel +100 bps move in interest rates would result in an average loss of MAD 1,082 million.

The following sensitivity spectrum shows the breakdown of overall sensitivity by different categories of paper and therefore the choice of interest rate projections on different maturities:



3. Foreign exchange risk

Tableau 1 Foreign exchange risk by currency

	Net long position*	Net short position*	% shareholders' equity
EUR	12 547	-	0.05%
LYD	8	-	0.00%
QAR	1 492	-	0.01%
BHD	80	-	0.00%
SEK	2 881	-	0.01%
CHF	-	22 498	0.10%
TND	2 725	-	0.01%
CAD	3 431	-	0.01%
DZD	292	-	0.00%
KWD	-	143 041	0.62%
SAR	6 942	-	0.03%
AED	6	-	0.00%
JPY	-	674	0.00%
DKK	-	188	0.00%
NOK	2 300	-	0.01%
USD	-	57 221	0.25%
GBP	11 480	-	0.05%

Source: Bank Of Africa

(*)Assets-liabilities in the same currency +/- net forward commitments +/- options delta (data at 31/12/2024)

The net balance of positions was as follows:

- For long positions: MAD 44 million, or 0.2% of net shareholders' equity
- For short positions: MAD 224 million, or 1% of net shareholders' equity

The above table shows that BANK OF AFRICA remains within the prudential limits established by Bank Al-Maghrib which are set at 10% of shareholders' equity per foreign currency and 20% for foreign currencies as a whole.

4. Regulatory risk

Local subsidiaries as well as the Economic Intelligence Centre continuously monitor regulatory developments in those countries in which the Group has operations. The results are regularly shared with the Risk departments, as part of the Group risk community, to estimate the potential impact on subsidiaries' loan portfolios and on the Group as a whole. These factors are taken into consideration when setting exposure limits on a parent and consolidated basis

Tableau 2 Capital adequacy ratio at 31 December 2024 (Basel III) on a consolidated basis

	Risk-weighted assets (MAD M)
Weighted credit risk	260 599
Weighted market risk	10 346
Weighted operational risk	30 638
Total risk-weighted assets	**301 583**

Source: BANK OF AFRICA

Tableau 3 Tier 1 capital ratio

	Total (MAD M)
Tier 1 capital	**33 288**
Total risk-weighted assets	**301 583**
Tier 1 capital ratio	**11.0%**

Source: BANK OF AFRICA

Tableau 4 Minimum capital adequacy ratio

	TOTAL (MAD M)
Core capital	**28 788**
Eligible capital	**38 170**
Total risk-weighted assets	**301 583**
Minimum capital adequacy ratio	**12.7%**

Source : BANK OF AFRICA

The Bank's capital adequacy ratio, which reflects its ability to entirely meet its obligations out of shareholders' equity, remains above the regulatory minimum of 12%.

The minimum capital adequacy ratio is defined as being a ratio of at least 12% between total Tier 2 capital and the Bank's total risk-weighted exposure to credit, operational and market risks.

This ratio was 12.7% on a consolidated basis at 31 December 2024.

It is worth noting that an Internal Capital Adequacy Assessment Process (ICAAP) has been introduced in Morocco. Its aim is to ensure that the Bank has adequate capital to meets all material risks on a permanent basis.

The ICAAP is central to the risk management system. It is organised around **seven components: (i) Risk taxonomy, (ii) Risk appetite, (iii) Economic capital adequacy, (iv) Risk governance and policies, (v) Capital management, (vi) System of limits and (vii) Stress test system.**

The introduction of the risk appetite system led to the incorporation of two reference frameworks:

- The Risk Appetite Framework, which outlines the governance and organisational framework and the process for determining risk appetite within the Bank
- The Risk Appetite Statement which, consistent with the Group's strategic development plan, determines risk appetite guidelines that reflect the Bank's risk profile

The Bank uses models to calculate the capital buffer required to cover the Pillar 1 risks (credit, market and operational risks) and Pillar 2 risks (concentration, structural interest rate, country, non-compliance, AML-CFT, climate, reputational, cyber, liquidity, structural foreign exchange rate and strategic risks) to which it is exposed.

Bank Al-Maghrib does not insist on any specific model for calculating the capital buffer but, instead, has allowed banks to develop their own calculation methodology (internal model).

In this regard, the Bank estimates its economic capital on a consolidated and parent company basis, consistent with the risk taxonomy, the risk appetite framework, the system of limits and the stress test system.

A quantification of economic capital shows that the Group's Core Tier One (CET1) capital covers the Pillar 1 and Pillar 2 risks to which it is exposed, on a parent company and consolidated basis.

Tableau 5 Projected minimum capital adequacy ratio

Parent company	2024	June 25	2025	June 26
Core capital	**15 048**	**15 618**	**15 182**	**15 581**
Tier 1 capital	**19 548**	**20 118**	**19 682**	**20 081**
Shareholders' equity	**23 370**	**24 610**	**23 840**	**25 102**
Risk-weighted assets	**154 623**	**159 389**	**163 777**	**165 707**
CET 1 ratio	**9.7%**	**9.8%**	**9.3%**	**9.4%**
Tier 1 capital ratio	**12.6%**	**12.6%**	**12.0%**	**12.1%**
Capital adequacy ratio	**15.1%**	**15.4%**	**14.6%**	**15.1%**
Consolidated	2024	June 25	2025	June 26
Core capital	**28 788**	**30 613**	**31 543**	**33 127**
Tier 1 capital	**33 288**	**35 113**	**36 043**	**37 627**

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Shareholders' equity	38 170	40 664	41 263	43 710
Risk-weighted assets	301 582	313 651	320 920	326 503
CET 1 ratio	9.5%	9.8%	9.8%	10.1%
Tier 1 capital ratio	11.0%	11.2%	11.2%	11.5%
Capital adequacy ratio	12.7%	13.0%	12.9%	13.4%

Source: BANK OF AFRICA

BANK OF AFRICA's projected capital ratios on an individual and consolidated basis remain above the current regulatory minimum requirements of 9.0% for the Common Equity Tier 1 (CET1) ratio and 12% for the capital adequacy ratio thanks to the Group's internal capital management policy.

To comply with European regulations as applicable in France, BANK OF AFRICA has embarked on a transaction to buy out BOA Holding Luxembourg's holding in BOA France, as approved by the Bank's Board of Directors. The transaction, currently being finalised with regulatory authorities, will ensure that, from a regulatory perspective, BOA Holding Luxembourg will continue to be governed solely by Luxembourg company law.

5. Operational risk

Operational risk is defined as the risk of loss due to inadequate or failing internal procedures, systems failure or external events that are liable to impact the smooth running of the business.

The Bank's operational risk management policy has three aims:

- Identify, analyse and appraise operational risks
- Appraise internal control procedures
- Monitor operational risks using alert indicators.

Operational risk is managed by adopting preventive and/or corrective action to counter the major risks identified.

The risk management system is regularly reviewed and monitored to ensure its ongoing improvement.

Operational risks may be analysed, classified and ranked on the basis of the following factors: cause, effect (financial impact or otherwise), score, qualification, level of control and event type under Basel.

The senior management of the entity in question, General Management and the Board of Directors are regularly notified of operational risk exposure and any losses incurred. The management system is properly documented, ensuring compliance with a formalised set of checks and internal procedures and corrective measures in the event of non-compliance. Internal and/or external auditors are invited to periodically review management processes and systems for measuring operational risk. These audits relate to units' activities and the independent operational risk management function. Operational risk management at BANK OF AFRICA Group has been entirely automated by means of specialised MEGA HOPEX software. This software is now used to collect risk events and map operational risks and key risk indicators.

Information technology risk is included within the Operational Risk Mapping of the Group's business activities. Shortcomings have been identified as far as the Group's information systems integration is concerned. The IS Convergence project endeavours to address this risk.

As with the Group's various projects which aim to restructure and integrate the risk function across the entire Group, such as the Convergence Programme, the Group has wanted to continue in a similar vein by extending the Internal Crisis Recovery Plan (PRCI) and ICAAP system to systemically important subsidiaries, particularly given that, for some, it has become a regulatory requirement.

Credit risk management system

With various projects underway aimed at better structuring and integrating the Risk function, the Group has completed implementation of its ICAAP and PPR (PRCI equivalent) systems at subsidiaries that are systemically important within WAEMU and at BOA Togo. Staff at the BOA Group head office are continuing to roll out the systems to the other subsidiaries. In regard to the maintenance of these systems, staff involved in risk management at the BOA Group head office have received training on the tools and checklists used.

Head office staff also provided close support and regularly monitored progress made regarding the roll-out, while working to make ongoing improvements to the reports produced by subsidiaries.

The Risk Appetite of subsidiaries is reviewed during Audit Committee and Risk Committee meetings.

BANK OF AFRICA is committed to complying with international tax transparency laws, particularly US FATCA legislation. The Group Compliance Division has established a system for complying with legal requirements by identifying customers who are 'US persons' and helping them complete the requisite procedures as well as the filings required by the US tax authorities. In 2022, BANK OF AFRICA implemented a series of initiatives, as a result of which its FATCA compliance system obtained 'Compliance' certification status without any 'Event Of Default' (unconditional certification). FATCA-eligible subsidiaries filed their declarations end-June 2022 in respect of the 2021 financial year.

The Business Continuity Plan is a response to the growing demand to minimise the impact in the event of any interruption to the Bank's operations. This is due to a growing reliance on the resources underpinning those operations, including human, IT or logistical resources.

The Plan comprises a set of measures and procedures aimed at ensuring that the Bank, under different crisis scenarios such as a major shock, is able to maintain essential services in fail-soft mode on a temporary basis, prior to resuming normal operations as planned.

A targeted rescue organisation has been set up, along with alternative locations and backup systems. A specific project is underway at Group level, with disaster avoidance planning a priority.

The main strategic transversal principles underpinning the Business Continuity Plan are as follows:

• BANK OF AFRICA has a moral responsibility to enable its customers to access the funds that they have entrusted to it. Any breach of this obligation in times of crisis may have an impact on public order.

This principle shall prevail above any other.

• BANK OF AFRICA must fulfil its obligations towards Morocco's interbank clearing system.

• BANK OF AFRICA intends, as a priority, to fulfil its existing legal and contractual obligations (relating to loans and other commitments) before assuming any other obligation.

• BANK OF AFRICA intends to maintain its international credibility by guaranteeing, as a priority, its commitments vis-à-vis foreign correspondents:

✓ BANK OF AFRICA Group's existing customers take priority over all others using its services

✓ Services are provided along the entire chain from front-office to back-office e.g. from branch level up until they are recognised in accounting terms.

IT risk:

Incidents which are considered an operational risk are reported via the MEGA HOPEX solution. The latter is used by operational risk correspondents, coordinators and liaison officers at various levels of the Bank and at those subsidiaries in which the solution has been implemented to declare operational risk incidents on an ongoing basis.

6. Non-operating risk

At 31 December 2024, the Bank possessed a stock of non-operating assets, acquired as dation-in-payment, with a net carrying value of MAD 4.4 billion. This amount includes assets recorded on the Bank's balance sheet under 'Other assets' and assets housed in real estate subsidiaries.

BOA Morocco, in concertation with the Statutory Auditors, has gradually, since 2021, set aside gross provisions of MAD 500 million.
This provision has allowed the Bank to comply with Bank Al-Maghrib's accounting and prudential regulations, ensuring that its provisions align with the values assessed by experts designated by the Central Bank.

This situation has made it possible to change the statutory auditors' view of the accounts to no longer focus on a single asset with a value of MAD 1 billion that was already the subject of provisioning taking into account assessments by certified experts in the field.

Out of caution, the Statutory Auditors estimate that additional provisions would be recommended for this asset to take into account disposal timing, though the current valuation of this asset corresponds to its assessment.

This issue is monitored regularly by Group management and by the Statutory Auditors as part of a broader programme to dispose of non-operating real estate assets.

In terms of regulatory capital and RWA, Bank Al-Maghrib has defined a strict framework for valuing dation-in-payment and sale and buyback transactions. In accordance with Circular No. 26/G/2006, credit institutions must apply differentiated weightings to balance sheet holdings depending on the assets' respective holding periods, with weightings ranging 100% for a period of fewer than 24 months to 200% for 24 to 48 months, and up to 250% for a period of more than 48 months.

7. Country risk:

By country risk is meant the possibility that a sovereign counterparty of a given country, or other counterparties of this country, may be unable or unwilling to fulfil its obligations to a foreign country due to socio-political, economic or financial reasons.

Country risk may also result from restrictions to the free movement of capital or other political or economic factors and is therefore referred to as transfer risk. It may also arise from other risks in connection with the occurrence of events impacting the value of the commitments to the country in question (natural disasters, external shocks).

The primary aim of the Group's country risk policy is to establish a system that enables the Group to appraise, restrict, mitigate and, if necessary, suspend, in both a prudent and synchronised manner, its exposure to high-risk countries.

The Group's country risk policy comprises, in addition to the country risk management strategy, the principles for identifying, managing and controlling these risks as well as the organisational bodies responsible. The system for delegating and reducing exposure is the core feature of this managerial approach to risk prevention

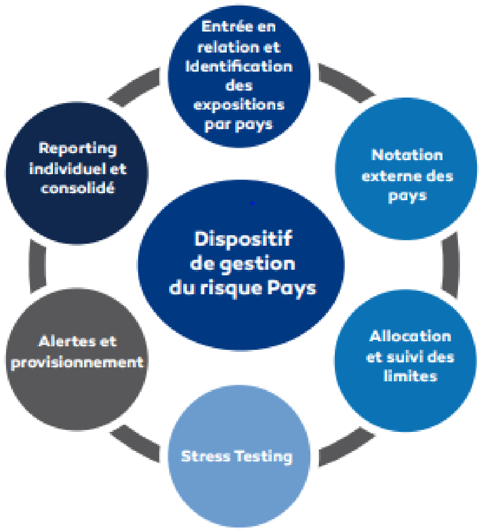
The system has been designed so as to be increasingly restrictive as country risk increases. The level of exposure is therefore calibrated to the level of country risk, reflected by the rating assigned to each country and the extent to which each Group entity is capitalised.

BANK OF AFRICA Group's commitments are continuously monitored through reporting documents that offer an overall view of its commitments.

In addition to these reports, Group Risk Management prepares a monthly analytical report on BANK OF AFRICA Group's foreign exposure. This report enables BANK OF AFRICA Group to assess its level of foreign exposure and provides a framework for monitoring risk trends in each country.

At 31 December 2024, BANK OF AFRICA Group's exposure to sovereign risk stood at MAD 35 billion, mainly comprising government bonds in the amount of MAD 32.8 billion.

The Group's country risk system is presented below:



- Exposure limits by country

As part of the Country Risk Management process, the Group's banking subsidiaries are required to calculate country limits by considering qualitative and quantitative criteria when appraising risk and the extent to which the bank is capitalised.

As such, country limits are set on the basis of each country's risk profile, quantitative and qualitative indicators as well as past consolidated levels of exposure.

These limits are regularly reviewed and readjusted in the wake of an updated appraisal of each country and the occurrence of any factor likely to substantially impact the former (suspension, reduction or even removal). These macro-limits are proposed by Group Risks and submitted for approval by the Group Risks Committee.

8. Environment-related financial risk

The appraisal and management of risks as well as environmental and social impacts is an integral part of the overall risk management process for potentially funded projects. This approach is essential for ensuring not only sustainable environmental performance but also the long-term success of projects.

With this in mind, the due diligence process implemented by BANK AFRICA has several objectives. The first is to identify the various environmental, social, health and safety impacts and risks that may arise. Early identification is key to anticipating potential problems and taking appropriate measures.

Next, the process involves a thorough assessment of the project's compliance with national regulations and performance standards set by the IFC (International Finance Corporation).

It also takes into account the World Bank's general and business sector guidelines, the Equator Principles, and the best environmental and social practices. This assessment makes it possible to ensure that the project meets the highest standards when it comes to sustainability.

The final step in the due diligence process is the presentation of a detailed action plan designed to mitigate the risks identified and resolve any detected incidents of non-compliance. This plan is key to guaranteeing that projects do not run counter to environmental and social objectives.

It is important to note that during the 2024 financial year, BANK OF AFRICA did not record any financial risk related to environmental issues, a reflection of its commitment to responsible and sustainable finance.

McDonald Communications

WARNING

The above information forms only part of the prospectus approved by the Moroccan Capital Markets Authority (AMMC) 13/06/2025 with reference number VI/EM/018/2025. The AMMC recommends that interested parties read the entire prospectus which is available to the general public in French.