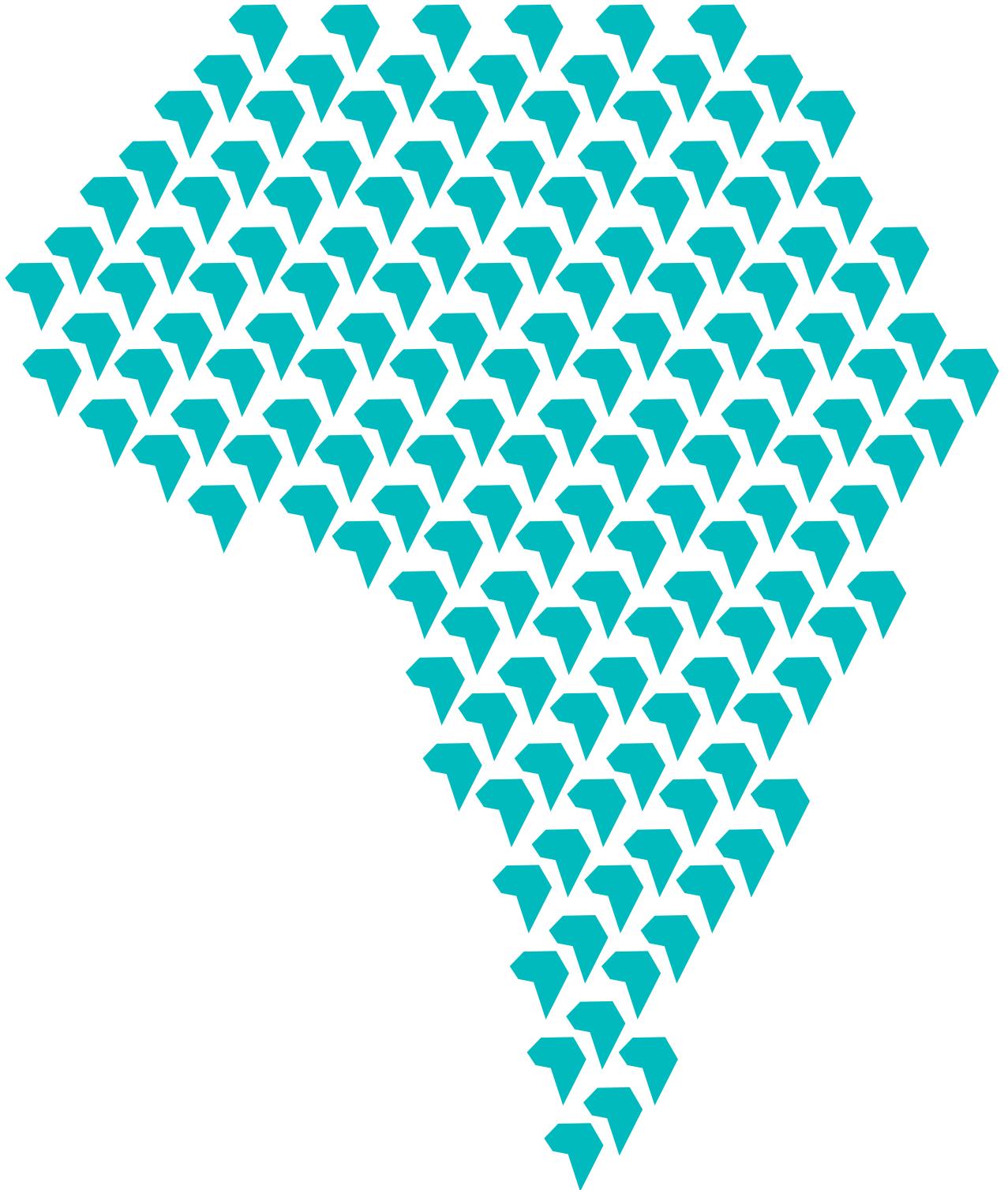
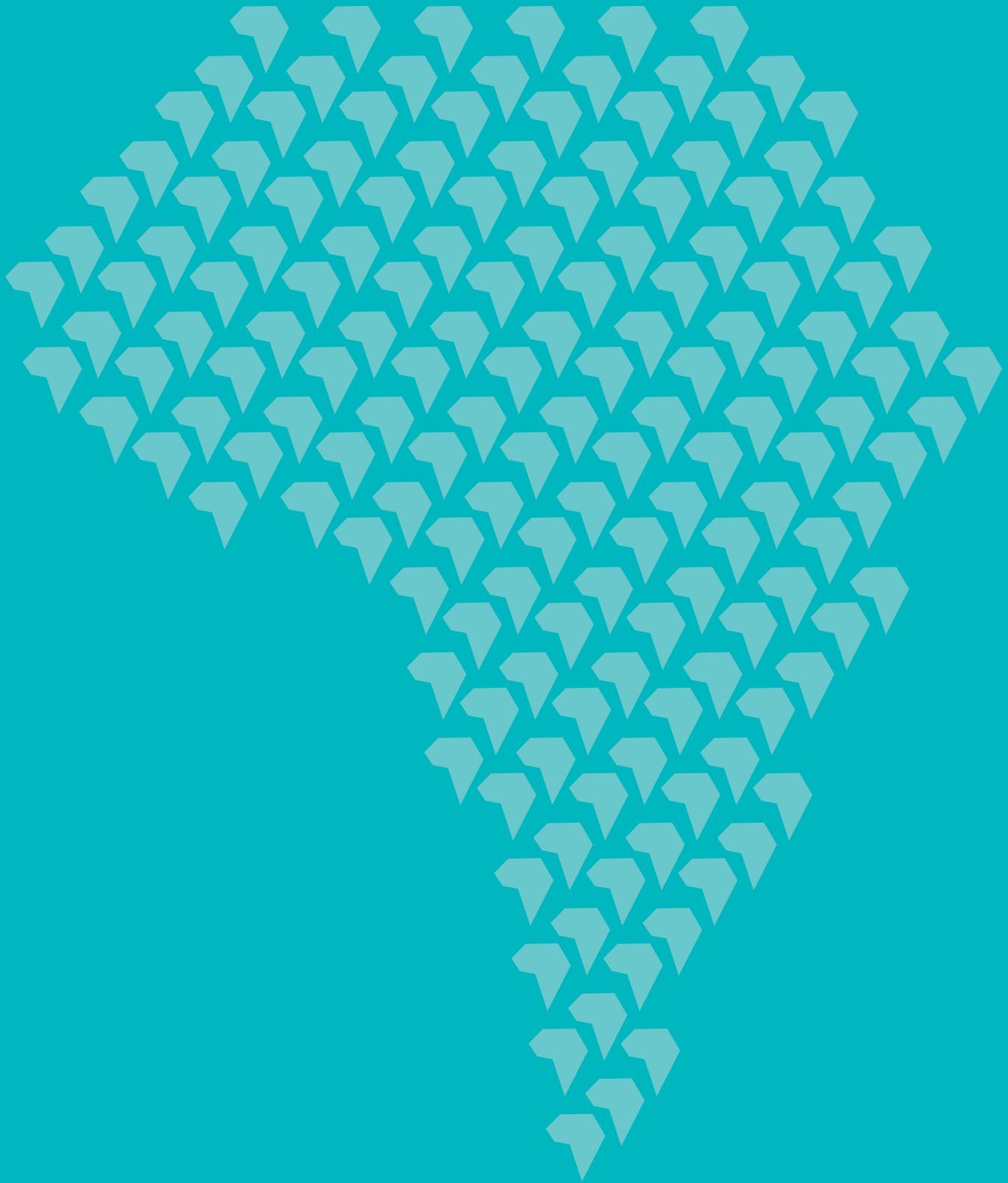
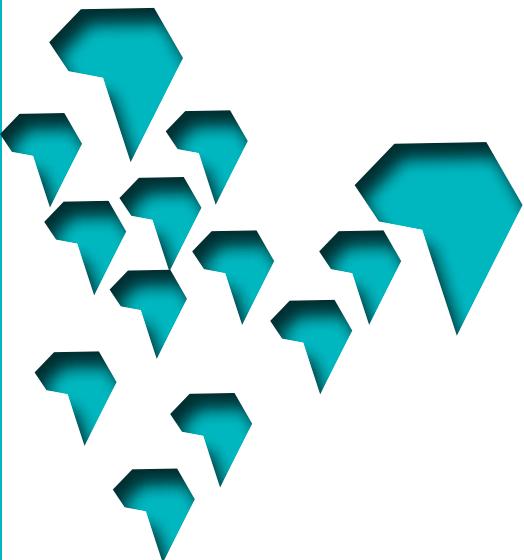


BANK OF AFRICA

BMCE GROUP







| | |
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BANK OF AFRICA's wholehearted commitment to its stakeholders is best illustrated by the exemplary manner in which it has responded to the COVID-19 pandemic. The Moroccan government, as instructed by His Majesty King Mohammed VI, has introduced strong and rapid measures in response to this unprecedented situation and its consequences.

As one of Morocco's major banking groups, BANK OF AFRICA's response to the national emergency has been robust, contributing MAD 1 billion to the special fund set up to manage the pandemic.

Targeted support has been provided to the domestic economy, particularly small and medium-sized enterprises, with more than MAD 14 billion of additional funding set aside, specific measures adopted, and products adapted to meet the needs of our customers.

As well as implementing exceptional measures to protect our employees and customers, we activated a business continuity plan so as to mitigate the impact from the crisis on our various businesses.

BANK OF AFRICA has demonstrated a high level of resilience, a solid business model and sound strategic choices.

We continued to grow our business in 2020 with outstanding consolidated loans up 4% at MAD 194 billion. Customer savings also held up well with total consolidated deposits up 2% at MAD 207 billion at 31 December 2020. This strong performance in terms of loan and deposit growth was reflected in BANK OF AFRICA's operational performance, with consolidated net banking income up 1% at MAD 14 billion.

BANK OF AFRICA's reputation as a pioneer in digital banking, a catalyst for financial and social inclusion, and a banking group which is resolutely turned towards the future, was further enhanced in 2020 with the introduction of new scalable remote banking services. Our personal, professional and corporate banking customers, both in Morocco and in African countries, benefited from having a variety of channels available to them to be able to carry out their day-to-day banking transactions. An

extensive range of straightforward, flexible and innovative solutions is now available, in a context in which remote banking services have become vital.

Longer term, post-COVID, banks will be required to adapt their business model.

Whereas the challenges of sustainable development and social responsibility were once a simple aspiration, they are now a global priority. Very early on, BANK OF AFRICA made a conscious decision to incorporate such considerations within its development strategy and prioritise them, becoming the first African signatory to the UNEP FI's Statement of Commitment by Financial Institutions on the Environment and Sustainable Development and adopting the UN's Principles for Responsible Banking. We are now fully committed to helping our customers and our institutional partners meet the future challenges of our African continent by funding growth, social inclusion and sustainable economic development.

In this regard, the *Intelaka* Programme launched by His Majesty Mohammed VI promoting entrepreneurship is a blueprint for banks when it comes to engaging with entrepreneurs and those youngsters wanting to set up a business, by providing not only financial but also non-financial support.

2020 was clearly a year in which BANK OF AFRICA delivered a strong performance across a wide range of businesses, demonstrating its solid fundamentals, a constantly improving environmental footprint and a positive social impact with regard to its stakeholders.

Our goal, which drives the daily actions of BANK OF AFRICA's entire staff, remains unchanged, which is to enhance the African continent's reputation and ensure that it emerges as a leader in sustainable development and positive impact finance.

Othman BENJELLOUN
Chairman & Chief Executive Officer



**BANK OF AFRICA
A GROUP UNDERGOING A
GRADUAL TRANSFORMATION
OVER TIME**

- BANK OF AFRICA today
- Contributing to the African continent's economic and social development for more than 60 years
- Shareholder structure
- A member of O CAPITAL GROUP, a leading international group with multiple business lines
- High value-added businesses and extensive geographical coverage
- A pan-African vocation
- A socially responsible and committed banking group

BANK OF AFRICA **TODAY**

BANK OF AFRICA is a multi-national banking group with multiple business lines. Established in 1959 by Royal Decree as 'Banque Marocaine du Commerce Extérieur', the Group has undergone a considerable transformation over the past 60 years, becoming 'BANK OF AFRICA' in 2020. Its universal banking model enables it to leverage its expertise and know-how in the pursuit of innovation, progress and excellence. With one of the continent's most extensive banking networks and a global outreach, BANK OF AFRICA'S longstanding ambition is to contribute to Africa's emergence and ensure that the 21st century belongs to the continent.

They continuously strive to foster high quality relationships with customers, adopting a disciplined approach to business practice and a highly developed sense of integrity.

Over and above its stature as a pan-African banking group, BANK OF AFRICA Group works hand in hand with public and private sector institutions in those countries in which it has operations, actively contributing to those countries' economic development and providing their citizens with access to banking services.

BANK OF AFRICA, A GROUP WITH STRONG VALUES

Adopting a global outlook and capitalising on its longstanding reputation as a major contributor to the Kingdom's development, BANK OF AFRICA Group's values system is based on tolerance and altruism. Its success lies in its multiculturalist identity. BANK OF AFRICA Group's women and men are driven by a common identity. They are proud to be working at a leading international group with multiple business lines and a common set of values. Their actions are fully aligned with those of their customers, partners and suppliers.

BANK OF AFRICA

CONTRIBUTING TO THE AFRICAN CONTINENT'S ECONOMIC AND SOCIAL DEVELOPMENT FOR MORE THAN 60 YEARS

1959-1994

A BANK WITH GLOBAL ASPIRATIONS IS BORN

Banque Marocaine du Commerce Extérieur was founded in 1959 at the instigation of His Majesty, the late King Mohammed V, to promote Morocco's overseas trade.

1995-2006

A UNIVERSAL BANK TO SUPPORT MOROCCO'S DEVELOPMENT

After being privatised in 1995, Banque Marocaine du Commerce Extérieur became a subsidiary of FinanceCom Group, itself becoming O CAPITAL GROUP in 2021. This milestone proved to be a turning-point in its history since it enabled it to expand its business portfolio. Leveraging its expertise as a specialist international trade bank, BANK OF AFRICA adopted a universal banking business model and rapidly began to play a major role in the Kingdom's economic development.

BANK OF AFRICA accelerated the development of its international operations by establishing a large number of subsidiaries in both Africa and Europe.

2007-2020

PAN-AFRICAN AND INTERNATIONAL AMBITIONS

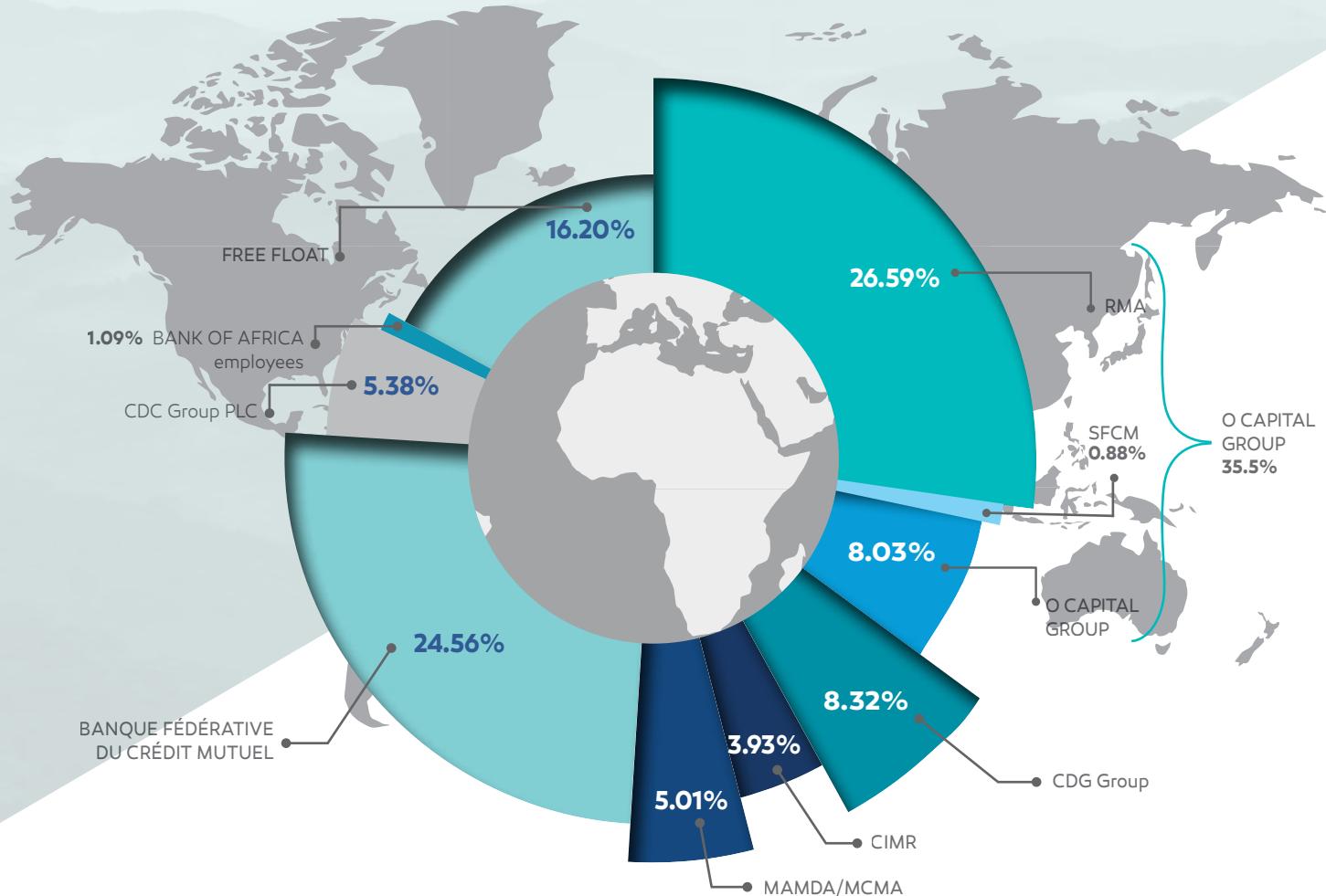
With the African continent showing significant growth potential, BANK OF AFRICA is fulfilling its aspirations of becoming a pan-African bank with an international outlook. A series of acquisitions has underlined the Group's longstanding commitment to the continent.

Bolstered by its overseas success, BANK OF AFRICA has continued to expand, establishing operations in China via a branch office in support of Africa's development. The Bank recently changed its corporate name to 'BANK OF AFRICA', a natural choice. The Group has emerged as one of Africa's key economic and financial institutions with a powerful network and operations in 20 countries across the continent's five main regions.



SHAREHOLDER STRUCTURE

SHAREHOLDER STRUCTURE AT 30 MAY 2021



INTRODUCING THE GROUP'S MAIN SHAREHOLDERS

RMA

One of North Africa's leading insurance companies, a solid yet ambitious player, leveraging its extensive distribution network and constantly focusing on innovation.

O CAPITAL GROUP

A leading Moroccan industrial and financial group with operations in a variety of high growth sectors, resulting from a merger between FinanceCom and Mezian Benjelloun Holdings, becoming O Capital Group.

CDG GROUP

A Moroccan public institution whose purpose is to invest in and support large-scale projects aimed at bolstering Morocco's economic development and infrastructure.

BFCM – CRÉDIT MUTUEL GROUP – ALLIANCE FÉDÉRALE

BFCM is a leading banking group with operations in France and overseas and businesses ranging from retail banking and bank-insurance to bank card operations.

CDC GROUP PLC

The UK's leading development finance institution with an investment portfolio of more than USD 6 billion. Its main focus is to invest in businesses in Africa.



A MEMBER OF O CAPITAL GROUP A LEADING INTERNATIONAL GROUP WITH MULTIPLE BUSINESS LINES

BANK OF AFRICA is a subsidiary of O CAPITAL GROUP, a private sector Moroccan group, resulting from a merger between FinanceCom and Mezian Benjelloun Holdings.

O CAPITAL GROUP's corporate name, which derives from the first name initial of its founder as well as the 'Enso' Asian calligraphy character, embodies its global outlook and solidity whilst suggesting a sense of movement and creativity, hallmarks of its corporate identity.

O CAPITAL GROUP owns a diversified portfolio of businesses in complementary high-growth industries. This portfolio is structured around 5 divisions – core business, growth drivers, private equity, real estate and international.

O CAPITAL GROUP, which advocates optimism and aspiration as core values, firmly believes that its human capital is its greatest asset. It is a group that has constantly reinvented itself, one that is able to anticipate change in an ever-evolving world so as to embrace the future with confidence and invest in new strategic businesses.



O CAPITAL GROUP

CORE BUSINESS

- BANK OF AFRICA

A universal bank and Morocco's 3rd private sector bank with a 12.5% share of the loan market and a 13% share of the deposit market.

- RMA

One of Morocco's leading insurance companies with a 13% market share.

GROWTH DRIVERS

- MEDI TELECOM / ORANGE MAROC

Morocco's second telecoms operator, providing mobile telephone, mobile internet and fixed line telephone services to 17 million subscribers at 31 December 2020.

- GREEN OF AFRICA

Company specialising in investment in renewable energy.

- CTM

An industry leader in Morocco's passenger transport, inter-urban mobility and messaging sectors.

- ADAROUCH RANCH

Africa's largest bovine breeder.

- BIO BEEF

Morocco's leading red meat slaughtering, cutting and processing operation and compliant with ONSSA's hygiene standards.

PRIVATE EQUITY

- FINATECH

A holding company specialising in new information technologies structured around two business lines : - Energie & Infrastructure; - Systems & Technologies

- AIR ARABIA MAROC

Morocco's leading low-cost airline.

- BRICO INVEST

DIY equipment and home improvement retail chain.

REAL ESTATE AND INVESTMENT

- ARGAN INVEST

Division managing O CAPITAL GROUP's investment funds.

- CAP ESTATE

The Group's real estate subsidiary capitalised at MAD 225 million.

- REVLY'S

A joint venture between O CAPITAL GROUP and Aman Resort specialising in funding tourism projects and owner of the Amanjena Hotel in Marrakech.

- VILLAJENA

Real estate company owning a dozen or so hectares of land in Marrakech with a view to developing Aman-branded villas.

- RISMA

Morocco's leading hotel group and owner of 27 hotels managed by the Accor hotel chain in Morocco.

- O TOWER

Joint venture between BANK OF AFRICA, RMA and O CAPITAL GROUP, overseeing the Mohamed VI Tower project.

INTERNATIONAL

- O CAPITAL EUROPE

Subsidiary overseeing the Group's asset management and real estate companies around the world.

HIGH VALUE-ADDED BUSINESSES AND EXTENSIVE GEOGRAPHICAL COVERAGE



BANK OF AFRICA is one of the continent's main pan-African financial groups. With an extensive portfolio of brands and subsidiaries, its universal banking business model has seen it diversify into a variety of business lines, including commercial banking, investment banking as well as specialised financial services such as leasing, factoring, consumer credit and participatory banking.

+15,200
Employees

MAD 332
Billion
Total assets

32
Countries

+1,868
Points of sale

6.6
Customers



Bank by Total assets

with a 12.54% share of the loan market and a 13% share of the deposit market



Bank-Insurer

with a product penetration ratio of 34.53%



Asset manager

with 13.5% market share

SYNERGIES BENEFITING **BUSINESS DEVELOPMENT** ACROSS THE CONTINENT

BOA GROUP BANK OF AFRICA

Synergies generated in a number of operational areas including finance, risk management, consolidation, audit, compliance, training and IT.

BOA GROUP SALAFIN

Solution acquired for managing loan recovery by amicable settlement and by litigation for retail and corporate customers.

Comprehensive car finance system introduced.

BOA GROUP BMCE CAPITAL

Joint venture with BMCE Capital, encompassing advisory, securities brokerage and asset management services.

BOA GROUP RM EXPERTS

BOA GROUP BMCE EUROSERVICES

Organisational structure introduced for managing non-performing loan recovery.

Synergies developed between BMCE EuroServices and BOA-France in money transfers.

BMCE INTERNATIONAL HOLDINGS (LONDON, PARIS, MADRID)

BANK OF AFRICA SHANGHAI

Promoting Chinese investment in Africa through trade finance and project finance.

Specialised Corporate & Investment banking business developed in Africa.

A PAN-AFRICAN VOCATION

BANK OF AFRICA is today one of Morocco's leading banking groups. It has the most extensive international and African network with 1,800 branches in 32 countries in Africa, Europe, Asia and North America. The Group employs more than 15,200 staff around the world, serving just under 6.6 million customers.

BOA-BENIN
Established : 1990
Number of branches : 50

BOA-BURKINA FASO
Established : 1997
Number of branches : 52

BOA-IVORY COAST
Established : 1996
Number of branches : 40

BOA-GHANA
Established : 2011
Number of branches : 26

BOA-MALI
Established : 1983
Number of branches : 44

BOA-NIGER
Established : 1994
Number of branches : 30

BOA-TOGO
Established : 2013
Number of branches : 14

BDM SA-MALI
Established : 1983
Number of branches : 59

BANK OF AFRICA
Established : 1959
Number of branches : 704

TUNISIA
Established : 2006
BMCE Capital Tunisie

BOA-RWANDA
Established : 2015
Number of branches : 14

BOA-MER ROUGE
Established : 2010
Number of branches : 10

BURUNDI
Banque de Crédit du Bujumbura : 2008
Number of branches : 23

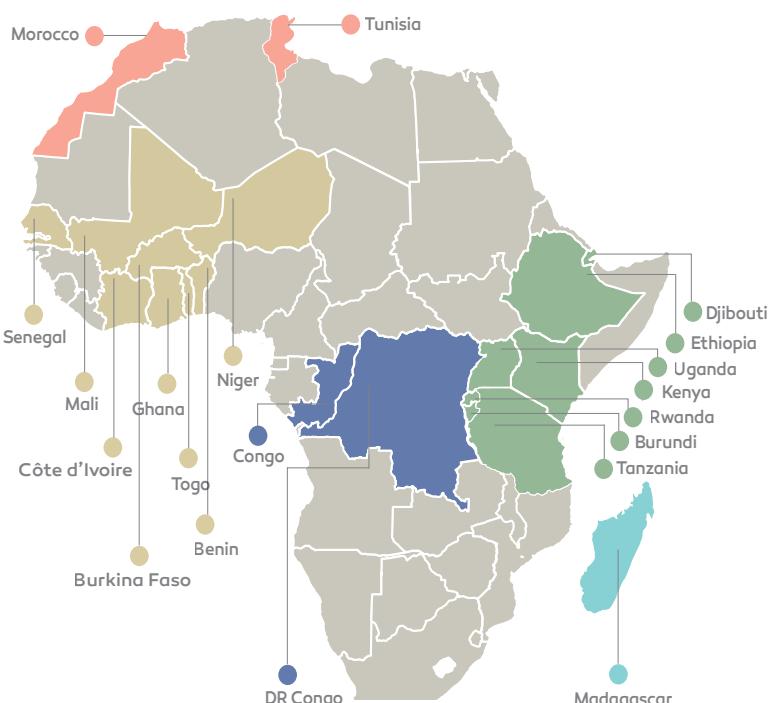
BOA-UGANDA
Established : 2006
Number of branches : 35

BOA-TANZANIA
Established : 2007
Number of branches : 20

BOA-KENYA
Established : 2004
Number of branches : 29

BOA MADAGASCAR
Established : 1999
Number of branches : 93

BOA-ETHIOPIA
Established : 2014
Representative office



█ East Africa
█ Central Africa
█ Southern Africa
█ West Africa
█ North Africa

1st

2nd

3

632

7 246

Moroccan bank to establish operations in sub-Saharan Africa in 1989

Pan-African group by geographical coverage – 20 countries and 5 economic zones

Notable African subsidiaries – BOA Group, Banque de Développement du Mali and LCB Bank

Bank branches (outside Morocco)

Employees (outside Morocco)

A SOCIALLY RESPONSIBLE AND COMMITTED BANKING GROUP

BANK OF AFRICA Group's strong commitment to environmental issues and to social and societal responsibility began more than 25 years ago with its BMCE Bank Foundation. Today, BMCE Bank Foundation continues to innovate and implement educational, environmental and community development programmes, while providing significant support to African start-ups.

BMCE BANK FOUNDATION SUPPORTING EDUCATION AND THE ENVIRONMENT IN AFRICA



BANK OF AFRICA also leverages the capabilities of BOA Foundation, established in 1999 in Benin and now operational in seven countries. BOA Foundation's various initiatives seek to address the major challenges facing the continent.

In addition to the initiatives and undertakings of its Foundations, BANK OF AFRICA has established a team of CSR and sustainable development professionals which ensures that environmental and social criteria are

incorporated within the Bank's decision-making processes. The Bank intends to remain at the cutting edge as far as these issues are concerned, responding positively to major international initiatives and adopting best international standards. BANK OF AFRICA has acquired a reputation in Morocco and around the world for its leadership and performance in environmental, social and corporate governance (ESG).

BANK OF AFRICA COMMITTED TO SUSTAINABLE DEVELOPMENT AND CSR FOR MORE THAN 20 YEARS



BANK OF AFRICA the first African signatory in 2000 to UNEP FI's Statement of Commitment by Financial Institutions on the Environment and Sustainable Development.



Environmental and Social (E&S) Risk Management System adopted in conjunction with the IFC in 2008.



Equator Principles (EP) voluntarily adopted by BANK OF AFRICA in May 2010. These provide a framework for determining, assessing and managing environmental and social (E&S) risks in funded projects of USD 10 million or more.



United Nations Global Compact signed by BANK OF AFRICA, underlining its support for the ten principles relating to human rights, social and labour standards, environmental protection and combating corruption.

First report, 'Communication on Progress' published online in October 2017 after obtaining 'Global Compact Active COPs' status in 2016.



BANK OF AFRICA's commitment to climate action is underlined by joining the 'Mainstreaming Climate Action within Financial Institutions' initiative in 2016.



Founding member of Principles for Responsible Banking in 2019 and Principles for Positive Impact Finance in 2017.



BANK OF AFRICA the first African bank to support China's 'Green Investment Principles for the Belt and Road (GIP)' initiative.



BANK OF AFRICA ranked amongst the top global companies rated by Vigeo Eiris (4,880 in total) and 1st out of 90 in the banking sector – 'Retail & Specialised Banks – Emerging Markets' category.

BANK OF AFRICA awarded an A1+ (Advanced level) rating, retaining its status as 'Top Performer CSR' in 2020 for the 7th consecutive year.



BANK OF AFRICA's ISO 14001 certification for environmental management successfully renewed for the 9th consecutive year with the scope of certification extended to the Bank's Environmental and Social Management System.

OHSAS 18001 certification of the occupational health and safety risk management renewed for the 3rd consecutive year.

The Group's Anti-Bribery Management System awarded ISO 37001 international certification.



COVID-19 prevention SafeGuard label awarded by Veritas Group, underlining the Group's overseas social undertakings as well as reassuring stakeholders about the effectiveness of its business recovery plan, consistent with global health, hygiene and safety standards.



BANK OF AFRICA an award-winner for the 7th consecutive year at the 2020 Arabia CSR Awards in Dubai in the Financial Services category..



BANK OF AFRICA named 'Most Active Partner Bank in Morocco in 2019' by the European Bank for Reconstruction and Development (EBRD) in respect of its Trade Facilitation Programme.

GOVERNANCE

- A robust and committed governance system
- A highly rigorous compliance system
- CSR at the heart of governance
- Regular risk assessment

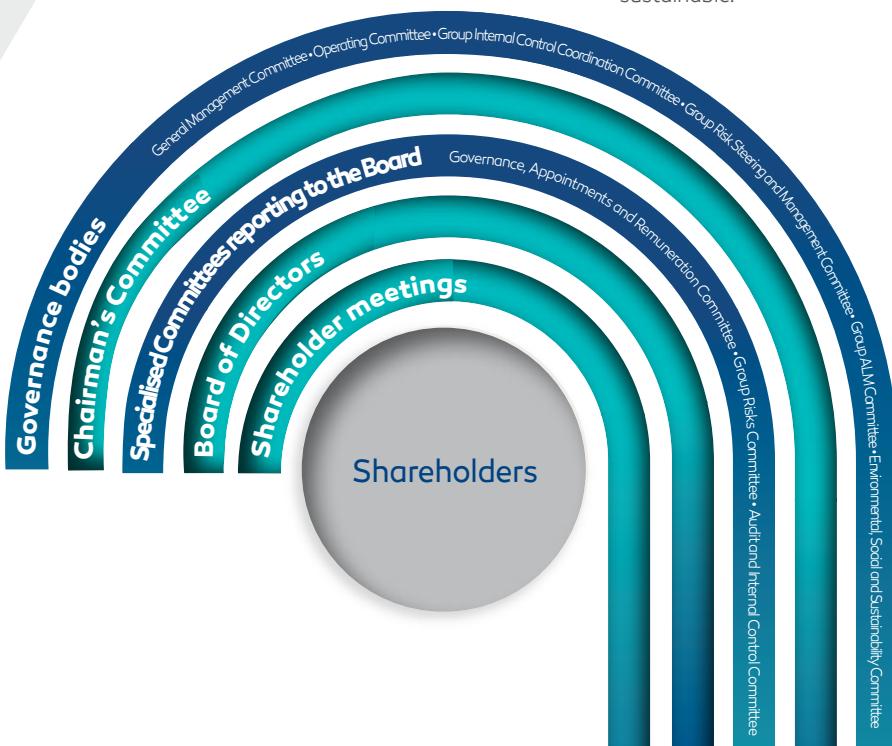
A ROBUST AND COMMITTED **GOVERNANCE SYSTEM**

Given the scale of its business activities and its wide-ranging commitments and aspirations, BANK OF AFRICA's governance model not only meets the legal and regulatory requirements of domestic and international regulatory authorities but also strives to reach exemplary standards, as part of a process of ongoing improvement. Furthermore, given its strategic role within the domestic and African economies and its determination to protect the interests of its stakeholders, the Group has adopted a robust governance system with effective control procedures that ensure that its business model is sustainable.

BANK OF AFRICA's governance system is underpinned by various decision-making and supervisory bodies as well as specialised committees which are responsible for ensuring that the Group's main strategic and operational policies are properly implemented.

GOVERNANCE CHARTER

Consistent with its reputation as a responsible organisation within its industry, BANK OF AFRICA was one of the first institutions to adopt a Governance Charter, drawn up in accordance with Bank Al-Maghrib's regulatory provisions. This Charter defines the powers of each body, where those powers stop and how they interact. The Charter enables BANK OF AFRICA to more effectively organise the functioning and the decision-making processes of its most important decision-making bodies – the Annual General Meeting of Shareholders, the Board of Directors and Corporate Governance.





From left to right
Othman BENJELLOUN
Zouheir BENSAID
Lucien MIARA
Abdellatif ZAGHNOUN
Hicham EL AMRANI
Azeddine GUESSOUS
Marc BEAUJEAN
Mohamed KABBAJ
François HENROT
Brian C. McK. HENDERSON
Nezha LAHRICHI
Abdou BENSOUDA
Brahim BENJELLOUN-TOUIMI
Myriem BOUAZZAOUI

**THE BOARD COMPRISSES
14 DIRECTORS, FOUR OF WHOM
ARE INDEPENDENT DIRECTORS***

OTHMAN BENJELLOUN

- BANK OF AFRICA Group's Chairman and Chief Executive Officer
- Date initially appointed : 1995¹
- Current term of office : 2019-2025

RMA

- Represented by Zouheir Bensaid
- Date initially appointed : 1994
- Current term of office : 2019-2025

**BANQUE FÉDÉRATIVE DU CRÉDIT MUTUEL -
CRÉDIT MUTUEL GROUP - ALLIANCE FÉDÉRALE**

- Represented by Lucien Miara
- Date initially appointed : 2005
- Current term of office : 2020-2026

CAISSE DE DÉPÔT ET DE GESTION

- Represented by Abdellatif Zaghnoun
- Date initially appointed² : 2010
- Current term of office : 2016-2022

O CAPITAL GROUP

- Represented by Hicham El Amrani
- Date initially appointed : 2021³
- Current term of office : 2021-2027

AZEDDINE GUESSOUS

- *Intuitu Personae*
- Date initially appointed : 2017⁴
- Current term of office : 2017-2023

CDC LIMITED

- Represented by Marc Beaujean
- Date initially appointed : 2019
- Current term of office : 2019-2024

MOHAMED KABBAJ

- Independent Director
- Date initially appointed : 2021⁵
- Current term of office : 2021-2027

FRANÇOIS HENROT

- Independent Director
- Date initially appointed : 2016
- Current term of office : 2016-2022

BRIAN C. MCK. HENDERSON

- Independent Director
- Date initially appointed : 2016
- Current term of office : 2016-2022

NEZHA LAHRICHI

- Independent Director
- Date initially appointed : 2021
- Current term of office : 2021-2027

ABDOU BENSOUDA

- *Intuitu Personae*
- Date initially appointed : 2018
- Current term of office : 2018-2024

BRAHIM BENJELLOUN - TOUIMI

- Deputy Chief Executive Officer and BOA Group's Chairman
- Date initially appointed : 2004
- Current term of office : 2016-2022

MYRIEM BOUAZZAOUI

- *Intuitu Personae*
- Date initially appointed : 2021
- Current term of office : 2021-2027

(1) For each term of office, the year corresponds to that in which the Annual General Meeting is held to rule on the previous year's financial statements.

(2) CDG had a seat on BANK OF AFRICA's Board of Directors from 1966 to 1997 and was then reappointed at the Annual General Meeting of 26 May 2010.

(3) O Capital Group is the result of the merger-absorption in May 2021 of FinanceCom by the Holding Benjelloun Mezian. FinanceCom sat on the Board from 2001 to 2021.

(4) Mr Azeddine GUESSOUS sat on the Board as an *Intuitu Personae* Director from 2005 to 2008, then as RMA's permanent representative before being appointed again as an *Intuitu Personae* Director in 2017.

(5) Mr Mohamed KABBAJ was a Director of the Bank between 1997 and 2000.

BOARD OF DIRECTORS

The Board of Directors' primary responsibility is to maintain a balance between shareholders' interests and growth prospects, between long- term value creation and depositor protection.

This body is responsible for strategic planning, determining and managing risk, internal control, governance and the Corporate Social Responsibility Charter.

BANK OF AFRICA's Board of Directors is renowned for taking a collegial approach to decision making and for its mix of domestic and international banking and finance experts.

Like other internationally listed companies, BANK OF AFRICA has adopted Internal Rules that define the Board of Directors'

modus operandi, thereby enhancing the Bank's credibility and stature vis-a- vis each of its stakeholders. These Internal Rules specify :

- 1- The composition and responsibilities of the Board of Directors ;
- 2- The Board of Directors' *modus operandi* ;
- 3- The Specialised Committees that report directly to the Board ;
- 4- The rules of ethics and professional conduct that apply to Directors (Ethics Charter for Directors).



14
DIRECTORS

BOARD OF DIRECTORS' ROLES AND RESPONSIBILITIES



4
INDEPENDENT
DIRECTORS

2
FEMALE
DIRECTORS

4
NATIONALITIES

5
BOARD
MEETINGS
IN 2020

88%
ATTENDANCE
RATE

SPECIALISED COMMITTEES REPORTING TO THE BOARD OF DIRECTORS

Governance, Appointments and Remuneration Committee

Non-executive directors

50%

Group Risks Committee

No. of meetings in 2020

8

Attendance rate

100%

Non-executive directors

50%

Group Audit and Internal Control Committee

No. of meetings in 2020

8

Attendance rate

96%

Non-executive directors

67%

CORPORATE GOVERNANCE

CHAIRMAN AND CHIEF EXECUTIVE OFFICER **Mr OTHMAN BENJELLOUN**

SENIOR MANAGEMENT

Mr Brahim BENJELLOUN-TOUIMI
Board Member & Deputy
Chief Executive Officer

Mr Driss BENJELLOUN
Deputy Chief Executive Officer
responsible for Group Finance

Mr M'Fadel EL HALAISI
Deputy Chief Executive Officer
responsible for Financial Engineering, Debt
Collection and Specific Assignments

Mr Mounir CHRAIBI
Deputy Chief Executive Officer
responsible for Group Operations

Mr Omar TAZI
Deputy Chief Executive Officer
responsible for Banking in Morocco

Mr Mohammed AGOUMI
Deputy Chief Executive Officer responsible
for International Coordination

Mr Khalid LAABI
Deputy Chief Executive Officer
responsible for Group Risks

Mr Khalid NASR
Head of the Corporate & Investment
Banking Division



A COMMITMENT TO PROMOTING THE REPRESENTATION OF WOMEN IN THE WORKPLACE

- 12 women on the Board of Directors of BANK OF AFRICA subsidiaries
- 2 women on the Board of Directors of BANK OF AFRICAA
- 4 female Deputy CEOs of BANK OF AFRICA

After bolstering women's representation on its management bodies in 2019 with the appointment of three women as Deputy CEOs,

BANK OF AFRICA has since appointed a number of women with recognised expertise in management and governance to its Board of Directors. This is just the latest step in a success story which has seen women successfully integrated within BANK OF AFRICA and its subsidiaries, which now have 14 female directors and 4 female Deputy CEOs.

A HIGHLY RIGOROUS COMPLIANCE SYSTEM

BANK OF AFRICA is committed to complying scrupulously with legal and regulatory requirements and has extremely high standards when it comes to compliance. Its entire operations are regularly checked against Group Compliance policy, ensuring that financial and banking industry regulations are strictly complied with. The Group's Compliance policy, which underpins its corporate culture, extends to each of the Group's subsidiaries. Group Compliance, which works closely with the risk management function, plays a key role in ensuring that all stakeholders, particularly BANK OF AFRICA's customers, are fully protected.

In 2020, the Group continued to play its role in combating money laundering and terrorism financing, complying with FATCA legislation and ensuring the highest standards in ethics and professional conduct. In this regard, the Bank continued to exchange information with its partners, Bank Al-Maghrib, UTRF, AMMC, CNDP and the IRS in the US, foreign correspondent banks as well as its network of branches and business centres.

BANK OF AFRICA has also initiated a number of cornerstone projects in response to changes in money laundering (AML-CFT) regulatory

requirements. These projects and solutions will enable it to continue to improve know-your-customer (KYC) systems, bolster its control strategy and carry out risk assessment.

GENERAL DATA PROTECTION REGULATION (GDPR)

The General Data Protection Regulation, approved by the European Parliament April 2016 and applicable since May 2018, consists of protecting individuals with regard to the processing of their personal data, promoting a secure digital environment and enabling digital services to be developed.

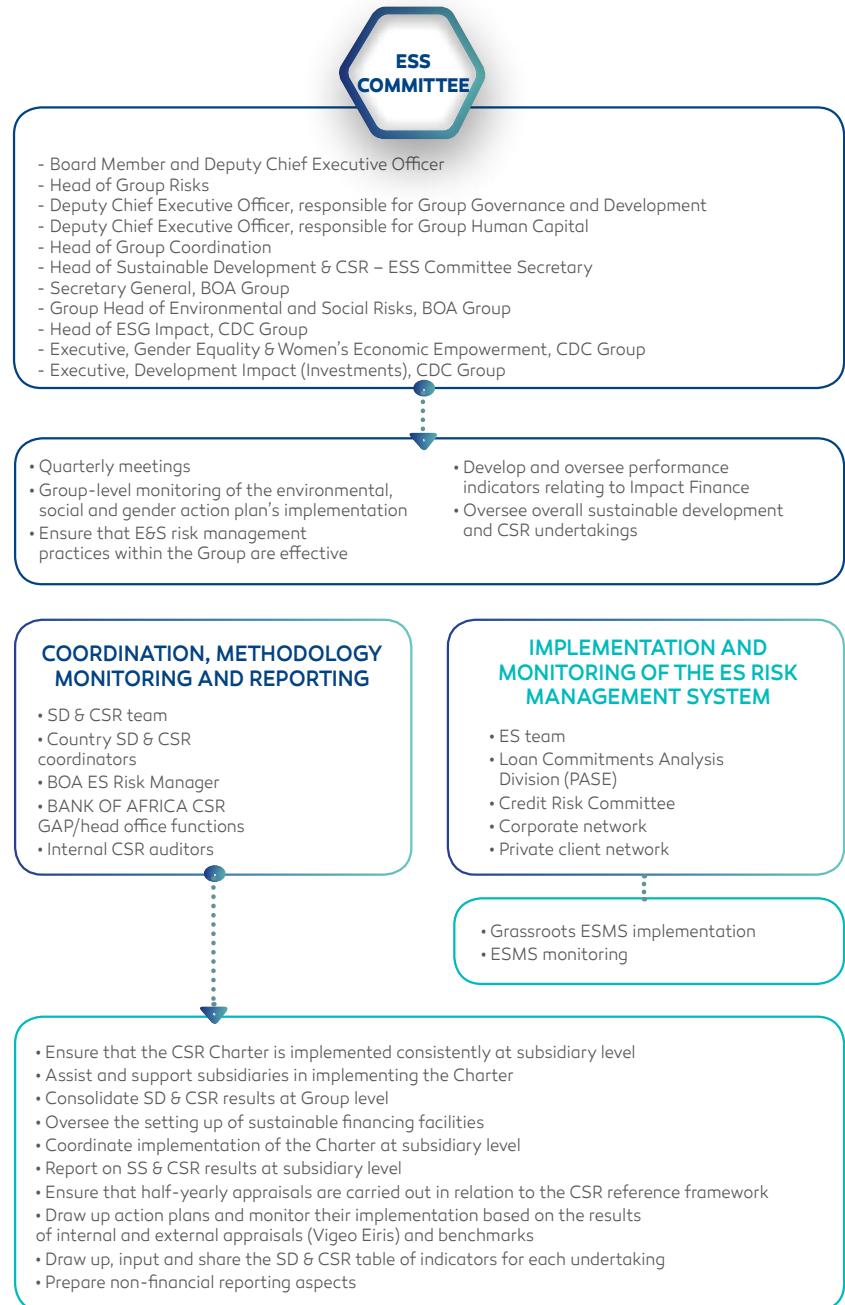
After carrying out a number of initial projects to ensure that its European subsidiaries were fully compliant and given the need to comply with extra-territorial regulations, in early 2020, BANK OF AFRICA embarked on a project to upgrade systems at both the parent and subsidiary levels.

CSR AT THE HEART OF GOVERNANCE

The Group bolstered CSR governance in 2019 by establishing an Environmental, Social and Sustainability (ESS) Committee. This new committee enables environmental, social and governance (ESG) aspects to be incorporated within the Group's governance system, thereby ensuring that sustainability is fully embedded within its organisational structure.

The ESS Committee's main responsibilities consist of :

- Ensuring that the Environmental, Social and Gender action plan is implemented across the Group;
- Ensuring that ES risk management practices within the Group are effective ;
- Developing and supervising Impact Finance performance indicators ;
- Supervising sustainable development and CSR global undertakings.



REGULAR RISK ASSESSMENT

BANK OF AFRICA's approach to risk management is consistent with professional and regulatory standards, international rules and recommendations issued by supervisory authorities.

The main risks identified are credit risk, market risk, operational risk and country risk.

As part of its governance system, the Group Risks Committee met frequently during the year to assess the latest developments regarding the COVID-19 pandemic and preempt its impact on the operations of the Bank and its subsidiaries.

RISK CONTROL SYSTEM

| GROUP RISK GENERAL MANAGEMENT | GOVERNANCE BODIES | CREDIT COMMITTEES |
|-------------------------------|--|---|
| | Group Risks Committee | Senior Credit Committee |
| | Audit and Internal Control Committees | Regional Credit Committee |
| | General Management Committee | Loan Commitments Monitoring Committee (CSE) |
| | Group Risk Steering and Management Committee | |
| | Group ALM Committee | |

VALUE CREATION & POSITIVE IMPACT FINANCE

- Business model enabling the Group to generate economic and social value across the continent
- CSR policy and strategy
- BMCE Bank Foundation

BUSINESS MODEL ENABLING THE GROUP TO GENERATE ECONOMIC **AND SOCIAL VALUE ACROSS THE CONTINENT**

BANK OF AFRICA, UNRIVALLED PAN-AFRICAN COVERAGE

With operations in 20 countries in Africa and more than 1,400 branches, BANK OF AFRICA has the most extensive territorial coverage on the continent. Its operations encompass Africa's various regions and different economic and monetary systems..

A PAN-AFRICAN GROUP WITH A GLOBAL OUTLOOK

Very early on, BANK OF AFRICA made overseas expansion a key priority of its growth strategy. Today, BANK OF AFRICA has operations in some of the major global financial capitals. It also stands out from its peers after establishing operations in China, one of only a handful of African groups to set up in that country..



A MULTI-FACETED COMMITMENT TO THE CONTINENT'S DEVELOPMENT

Given its extensive coverage and the breadth of its expertise, BANK OF AFRICA has made Africa's development one of its strategic priorities. These are embodied in a number of strategic initiatives ranging from responsible finance for economic development, to financial and social inclusion as well as the many initiatives implemented by BMCE Bank Foundation.

SOLID EXPERTISE AND ROBUST BUSINESS LINE PLATFORMS

After successfully diversifying its operations and leveraging their respective expertise, BANK OF AFRICA has developed potential synergies which provide strong impetus to regional initiatives, consistent with the Group's undertakings in terms of sustainable and responsible development.



CSR POLICY AND STRATEGY

CSR STRATEGY FOCUSING ON KEY PRIORITIES

For more than 25 years, BANK OF AFRICA has been committed to and contributed to initiatives promoting economic and social development, initially via BMCE Bank Foundation and subsequently via a proactive and ambitious CSR strategy.

BANK OF AFRICA has been at the forefront of banking institutions in Morocco and Africa in embracing CSR undertakings as growth drivers and catalysts for value generation. Adopting a concerted approach involving internal departments, non-financial performance experts and independent third parties, BANK OF AFRICA is entirely empathetic to the needs of each of its stakeholders and regularly assesses their expectations.

Materiality analysis is a key component in drawing up CSR strategy. It enables the Group to identify the environmental, social and governmental challenges that it faces while taking into account stakeholders' expectations and the challenges facing the Bank in its day-to-day operations.

EFFICIENT METHODOLOGY FOR IDENTIFYING AND APPRAISING ISSUES

A number of workshops were organised by the Group which enabled it to produce a map of the key issues faced by each stakeholder and then to prioritise their relative importance. The strategic relevance of ESG aspects was appraised at two levels – their relative importance to stakeholders and their influence on BANK OF AFRICA's business.

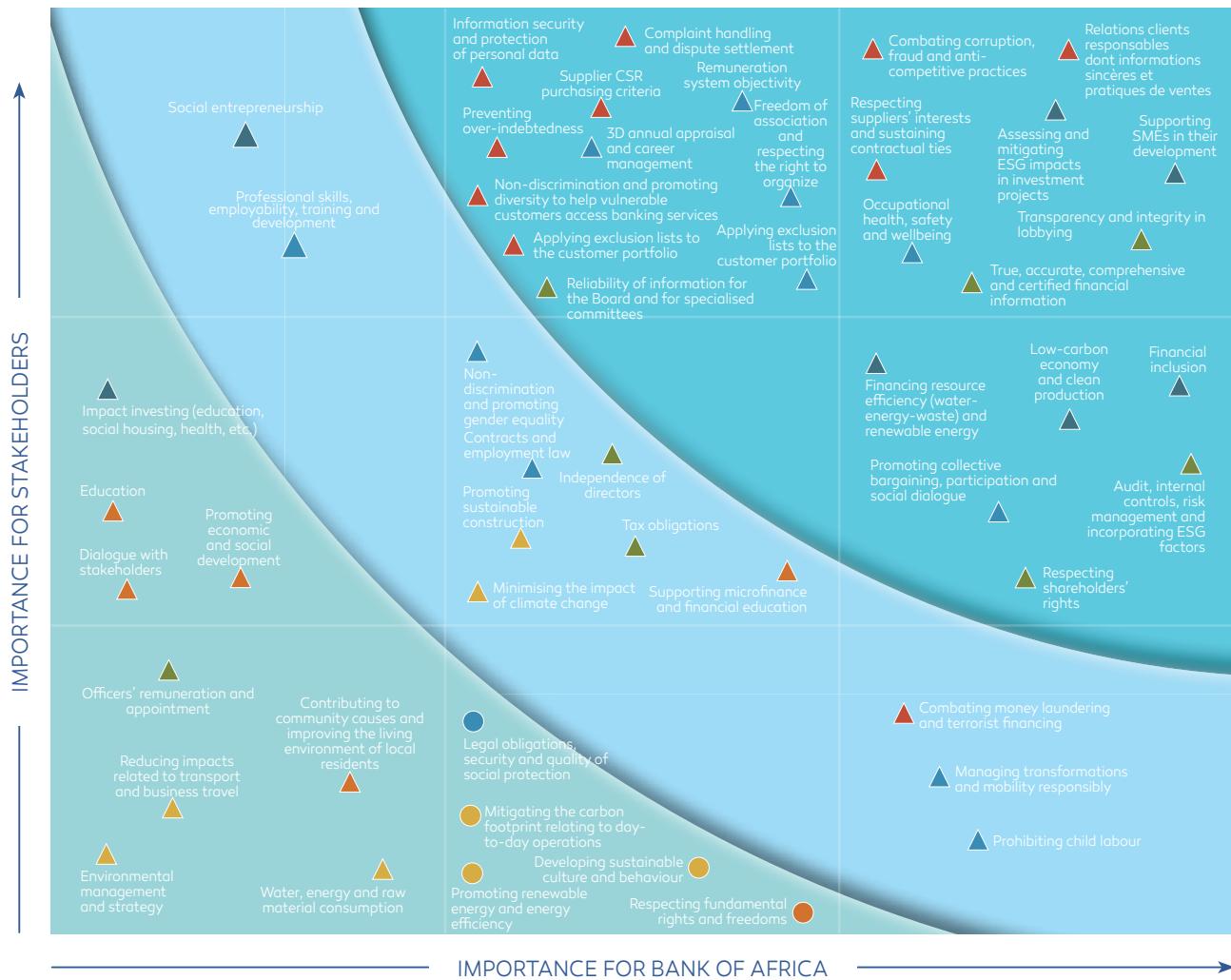
This process of consulting, listening to and working alongside its stakeholders enabled the Group to map 51 major CSR issues at 3 levels of importance, broken down under 6 core CSR policy headings. These constitute the backbone of BANK OF AFRICA's CSR strategy. In 2020, an extensive review of all issues was carried out without any major change to the materiality matrix.

As well as being involved in a number of international sustainable development initiatives at the highest level, BANK OF AFRICA is inspired by internationally recognised frameworks such as the United Nations Sustainable Development Goals, Principles for Responsible Banking and Principles for Responsible Investment.

A structured 4-stage process used to appraise the extent to which issues are relevant:



CSR CHARTER'S 6 UNDERTAKINGS



1 Business ethics and responsible customer relations

2 Sustainable finance and social entrepreneurship

3 Responsible employer

4 Governance and risk management

5 Environment

6 Community interest and dialogue with stakeholders

VITAL GOALS
VERY IMPORTANT GOALS
IMPORTANT GOALS

A FORMAL APPROACH TO CSR IN THE FORM OF A CHARTER UNDERPINNED BY 6 UNDERTAKINGS

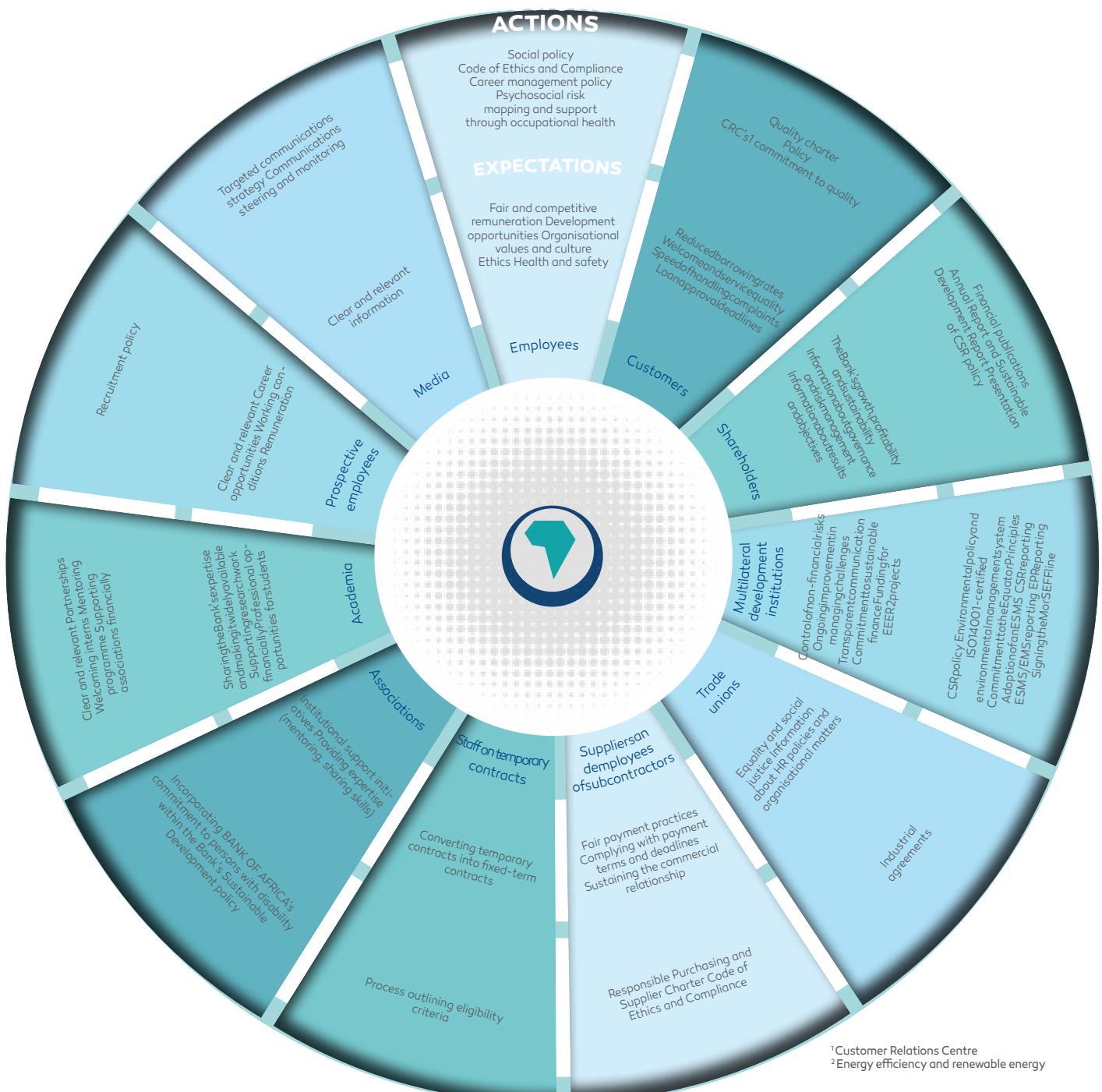
BANK OF AFRICA's Social Responsibility Charter is the result of a joint consultative process and a desire to ensure that its day-to-day business operations are aligned with its CSR undertakings. The Charter provides a clear response to the various ethical, environmental and social issues that it faces. With each subsidiary contributing actively to the Charter's undertakings, BANK OF AFRICA is able to ensure that its operations are sustainable and that it makes a positive impact.



SOCIAL AND ENVIRONMENTAL UNDERTAKINGS DRAWN UP IN CONCERTATION WITH THE GROUP'S STAKEHOLDERS

BANK OF AFRICA maintains an ongoing dialogue with its stakeholders to ensure that its actions are consistent with their expectations and undertakings.

BANK OF AFRICA identified 11 major categories of stakeholder with whom it was quick to engage in a constructive and ongoing dialogue. These include customers, employees, suppliers and subcontractors, academia, multilateral development institutions, the financial community, shareholders, civil society as well as associations with whom BANK OF AFRICA has a relationship.





HUMAN CAPITAL AT THE VERY CORE OF THE GROUP'S CSR STRATEGY

As a responsible employer that is attentive to its employees, BANK OF AFRICA has adopted, through its Human Resources policy, a number of measures designed to support their development. Whether through the training programmes provided by BANK OF AFRICA ACADEMY for developing banking-related or managerial skills or the myriad of internal transfer opportunities domestically or overseas, BANK OF AFRICA ensures that its employees' skills development and careers are managed in the best possible way.

Consistent with its ethical and socially responsible values, BANK OF AFRICA ensures that it promotes equal opportunity, non-discrimination and diversity within its workforce. Operating procedures and rules have been drawn up by the Group's Human Resources department to ensure that the Group complies with such values when recruiting, promoting and remunerating employees.

BANK OF AFRICA's commitment to its staff has led the institution to actively promote female employment in recent years. The percentage of women employed by the Bank has gradually risen, reaching a little over 40% in 2020. BANK OF AFRICA has introduced a Gender Action Plan to accelerate the process and achieve gender parity, consistent with the United Nations Sustainable Development Goals.

As part of its efforts to promote equal opportunity, BANK OF AFRICA also fosters diversity by positively encouraging the recruitment and integration of disabled persons.

RESPONSIBLE PURCHASING WITH REGARD TO PARTNERS

With a strong desire to contribute to a more sustainable and responsible world, BANK OF AFRICA has implemented a Responsible Purchasing Charter which aims to promote principles related to human rights, labour law, environmental protection and combating corruption. Based on an appraisal system, the institution's supplier-partners are encouraged to gradually improve their standards in line with current business practice. BANK OF AFRICA's purchasing process has been ISO 9001:2015-certified since 2018.

Consistent with its Responsible Purchasing policy and its role as a major institution within the domestic economy, BANK OF AFRICA endeavours to include SMEs and small businesses in its purchasing decisions with a view to boosting domestic economic growth. Local SMEs and small businesses are encouraged to submit an application whenever the Group announces a request for tender and to develop a sustainable partnership with the Group. This policy is designed to diversify the supplier pool and increase the number of Group suppliers whilst reducing suppliers' financial dependency.

BANK OF AFRICA, A MAJOR PLAYER IN SUSTAINABLE FINANCE

BANK OF AFRICA is convinced that it has an important role to play in the economic development of those countries in which it has operations. As a result, it has adopted sustainable finance principles, initially, as a socially committed pioneer in responsible finance and subsequently, as a pan-African banking group and partner to international sustainable development institutions at the continental level.

BANK OF AFRICA, a pioneer in responsible finance, adopted the Equator Principles (EP) in May 2010, thereby providing a framework for incorporating environmental and social (E&S) risks in funded projects. After signing the Positive Impact Manifesto in October 2015, the Group underlined its ongoing commitment to sustainable finance by becoming a member of the Positive Impact Finance Initiative in 2017, before publicly supporting the recommendations of the TCFD, the G20 Climate Task Force, in 2018.

BANK OF AFRICA has acquired a reputation as a leading institution in responsible finance in Morocco and on the continent, with financial and non-financial support provided for green investment and an ongoing commitment to promoting energy transition and social inclusion. Leveraging its solid undertakings' framework and its extensive range of institutional partners in responsible finance, BANK OF AFRICA has introduced a variety of funding mechanisms for every type of business in Africa, enabling businesses to finance their projects in renewable energy, energy efficiency, waste management and recovery, sanitation and wastewater treatment as well as providing funding for Africa's female entrepreneurs.

BANK OF AFRICA, partnering the economy's energy transition

BANK OF AFRICA's *CAP Energie* financing facility enables customers to borrow up to EUR 65 million under the Moroccan Sustainable Energy Financing Facility (MorSEFF). This facility is arranged in partnership with the European Bank for Reconstruction and Development (EBRD), the French Development Agency (AFD) and Kreditanstalt für Wiederaufbau (KfW). *CAP Energie* provides up to MAD 150 million of funding and technical assistance to businesses that wish to invest in energy-efficient or renewable energy projects.

BANK OF AFRICA is also partnering the European Bank for Reconstruction and Development (EBRD) and the Green Climate Fund, a United Nations' global financing platform, as part of the Green Value Chain (GVC) programme. This facility, which combines technical assistance and subsidies alongside a EUR 10 million financing line, is designed to support SMEs with their energy efficiency and resource optimisation projects and enable them to integrate into regional value chains.

CAP Valoris, building a circular economy

In partnership with the European Investment Bank (EIB) and the FMO, BANK OF AFRICA is providing businesses with a EUR 20 million credit line for solid waste management, waste collection, recycling and recovery.

CAP Bleu, financing water resource management

The *CAP Bleu* programme, launched in 2019 and subsequently relaxed in 2020 due to the pandemic, is a credit line offered by the Bank enabling the Kingdom's water resources to be managed intelligently. In partnership with the French Development Agency (AFD) and the European Investment Bank (EIB), BANK OF AFRICA set up *CAP Bleu*, a EUR 20 million financing facility for private and public sectors enterprises from a variety of business sectors but whose core business is related to water, especially agriculture, piped drinking water and sanitation, real estate and hospitality.



BMCE BANK FOUNDATION – PRESTIGIOUS AWARDS

THE FRENCH REPUBLIC'S LEGION D'HONNEUR

Dr Leïla Mezian-Benjelloun, BMCE Bank Foundation's Chair, was awarded the Officer medal of the French Republic's *Légion d'Honneur* Tuesday 3 March 2020 in Rabat. This decoration was presented to her by France's Ambassador to Morocco, Mrs Hélène Le Gal, at a ceremony attended by several Moroccan and French dignitaries from the diplomatic, political and business world.

HONORARY PRESIDENT OF TEACH FOR MOROCCO

Dr Leïla Mezian Benjelloun has accepted an invitation to become Teach for Morocco's Honorary President.

AFRICAN-NESS AWARD

Dr Leïla Mezian Benjelloun was honoured to receive the African-ness Award 2020 in recognition of her initiative, commitment and contribution to acknowledging the dignity of African men and women around the world. The African-ness Award was presented to her 23 November 2020 at the 'ICESCO Day for Africa – Perspectives and Potential', organised jointly by ICESCO and the African-ness Award Foundation.





BMCE BANK FOUNDATION, AN UNRIVALLED COMMITMENT TO EDUCATION AND THE ENVIRONMENT

BANK OF AFRICA Group's commitment to the Kingdom's economic and social development is underpinned by a deep-seated belief that education plays a vital role in economic, social and cultural development. Established in 1995, its Foundation's primary aim is to support the actions of the public authorities in combating illiteracy, pupil drop-out and young girls not attending school. With this in mind, BMCE Bank Foundation for Education and the Environment provides pragmatic and long-term solutions to the challenges of providing education in the Kingdom's underprivileged areas and in those countries in which the Group has operations. Its actions are aimed at improving access to education and combating insecurity as a result of educational inequality in an era of digital development.

Through its flagship Medersat.com programme which focuses on pre-school and primary education, more than 10,000 children in Morocco and sub-Saharan Africa are provided with an education.

The Foundation's educational programme, which espouses values such as tolerance, modernity and open-mindedness, encourages foreign language learning as well as promoting the use of mother tongues such as Tamazight.

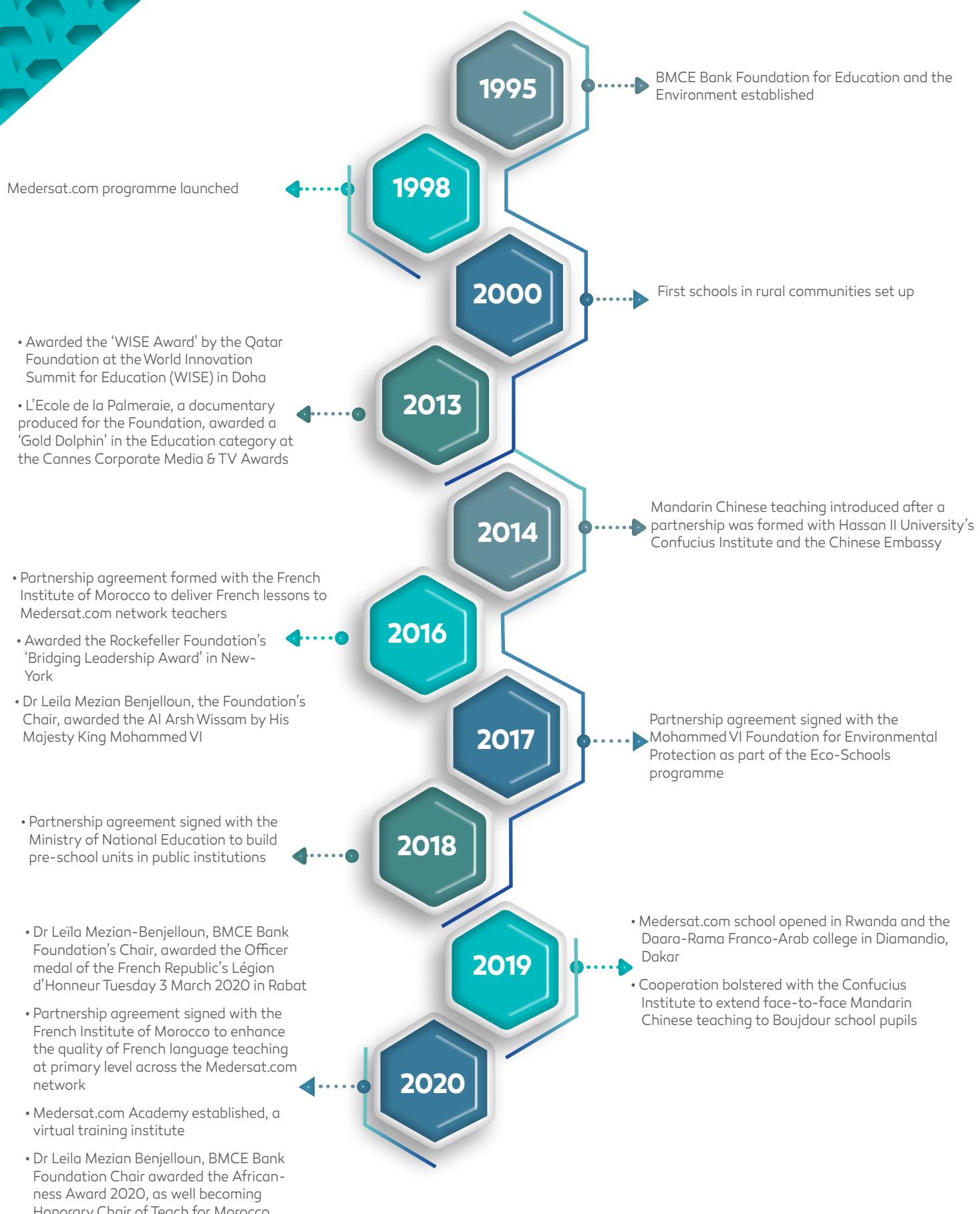
This ground-breaking initiative in Morocco has been made possible as a result of a number of partnerships. These include those with Hassan II University's Confucius Institute and the Chinese Embassy for Mandarin Chinese teaching, the French Institute in Morocco for high-quality French teaching and the Royal Institute for Berber Culture (IRCAM), renowned for its expertise in teaching Tamazight.

BMCE Bank Foundation's commitment to environmental causes was further highlighted in the Eco-Schools programme, in partnership with the Mohammed VI Foundation for Environmental Protection. In addition to incorporating environmental aspects into the construction of schools, the Eco-Schools programme is an educational project that raises pupils' awareness about sustainable development and invites them to adopt eco-friendly behaviour in their daily lives.

BMCE BANK FOUNDATION'S STRATEGIC PRIORITIES



A BRIEF HISTORY OF BMCE BANK FOUNDATION



BMCE BANK FOUNDATION IN 2020

PUPILS CONTINUING TO RECEIVE AN EDUCATION DESPITE THE PANDEMIC

The particular context of 2020 saw distance learning adopted as an alternative learning platform across the Kingdom. This phenomenon underlined further educational inequalities, primarily due to a growing digital divide resulting from a lack of technological equipment in homes and sometimes non-existent network coverage. The quality of distance learning has also been hindered by a lack of teaching experience and a shortage of appropriate support mechanisms. This situation is a further reminder of the extent to which BMCE Bank Foundation's commitment is vital to building equitable access to knowledge.

During the pandemic, Medersat.com network schools have adapted their way of working to be able to continue to educate their pupils. In schools with smaller pupil numbers and where conditions allowed for social distancing, the mode of teaching remained face-to-face teaching. In schools with larger pupil numbers, teaching was organised on an alternate face-to-face basis.

All network schools benefited from specific measures to prevent contamination and the spread of the virus. In addition to social distancing measures, temperature checks at the school gate as well as shifting entry and exit times to limit the number of students and teachers mixing, a protocol was put in place to ensure regular disinfection and handwashing, the compulsory wearing of masks and the continuous disinfection of school premises, with classrooms and common use areas permanently ventilated. All pupils and teachers were provided with appropriate hygiene products and protective kits to ensure that they were protected. Despite such unprecedented circumstances, the 2019-20 school year ended with a pass rate of 97.69% for those students moving on to higher education.

MEDERSAT.COM ACADEMY, OVERCOMING THE STAFF TRAINING CHALLENGE

In response to a lack of teacher training during the global pandemic, BMCE Bank Foundation for Education and the Environment created Medersat.com Academy, a virtual training institute. The initial aim of this institute is to provide teacher training and qualification in digital format. Subsequently, the institute aims to digitise practices and teaching in network schools.

BMCE Bank Foundation is one of the pioneers in digital education with the Medersat.com network beginning to introduce digital technology into its classrooms as long ago as 2007 with the introduction of interactive whiteboards and the use of videoconferencing to teach Mandarin Chinese.



PRE-SCHOOL EDUCATION BOLSTERED ACROSS THE MEDERSAT.COM NETWORK

BMCE Bank Foundation endeavours to enable as many pupils as possible to gain access to knowledge, opening 18 middle section pre-school classes in Medersat.com network schools. This initiative was carried out in response to the Royal Appeal to make preschool education widely accessible and in partnership with Teach For Morocco, of which Dr Leila Mezian Benjelloun is Honorary President. Teach For Morocco is the Moroccan representative for Teach For All, a New York-based international NGO.

Since 5 October 2020, 500 pupils aged 4-5 years have been taught in the middle section of preschool. The teachers assigned to this project received training by distance learning in August and September 2020, organised in partnership with BMCE Bank Foundation as part of the Summer Institute programme.

Despite the restrictions imposed due to the pandemic and a temporary halt to building and renovation projects, the Foundation continued to support the Ministry of National Education by building and equipping preschool units within state schools. Four preschool classrooms were delivered in two schools in Témara, under the jurisdiction of the Rabat-Salé-Kénitra local education authority. The Foundation also began work on building twenty preschool classrooms in state schools coming under the jurisdiction of the Al

Hoceima province local education authority. At the start of the 2020-2021 school year, a new Medersat.com unit opened in the municipality of Kétama, Al Hoceima province.

Construction work on the new Medersat.com Djibouti school suffered a three-month interruption due to the introduction of precautionary healthcare measures. Work is scheduled for completion in first half 2021.

In 2020, maintenance work was carried out at four schools.

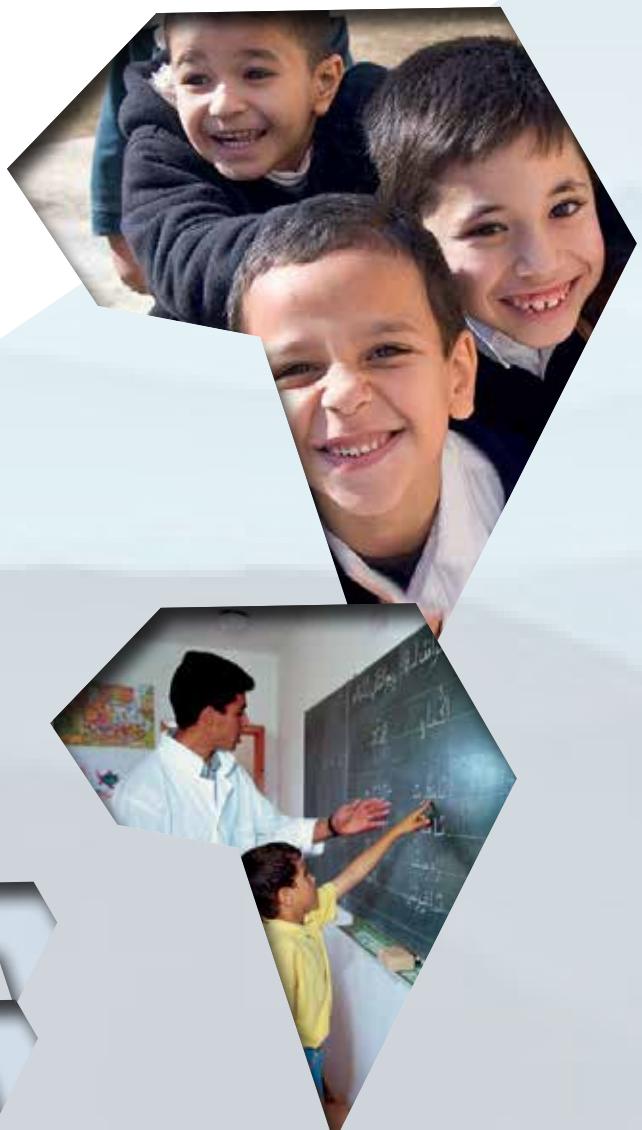


STRATEGIC PARTNERSHIPS SIGNED

BMCE Bank Foundation, relentless in its pursuit of excellence, strives to ensure that its Medersat.com network schools enjoy an optimal environment to be able to provide the best possible educational experience. In addition to the strategic partnership between BMCE Bank Foundation for Education and the Environment and the Ministry of National Education to build schools and manage human resources as part of the Medersat.com programme, BMCE Bank Foundation has also teamed up with the following Moroccan and overseas partners :

FRENCH INSTITUTE OF MOROCCO

The main aims of the partnership agreement signed 13 February 2020, between BMCE Bank Foundation and the French Institute of Morocco, are to support French language learning for pupils at the Foundation's Medersat.com network schools, support the training of supervisors by pooling best professional practices, contribute to developing a supervisory framework and enhance French language skills in BMCE Bank Foundation schools. Through this partnership, the Foundation also aims to develop a digital training programme for supervisory staff which can be delivered digitally, promote teaching staff enrolment in distance learning courses and encourage teachers and supervisory staff across the entire Medersat.com network to communicate with each other by fostering inter-school ties.



AGREEMENT WITH TEACH FOR MOROCCO

Under the terms of the partnership agreement signed 8 February 2020 with Teach for Morocco, BMCE Bank Foundation will be provided with the necessary human resources to deliver a preschool education in eighteen Medersat.com network schools. Teach for Morocco will provide training and follow-up for those teachers working in these schools. Teach for Morocco is a member of Teach for All, a New York-based international NGO.

AGREEMENT WITH THE MOHAMMED VI FOUNDATION FOR ENVIRONMENTAL PROTECTION

The renewal of the partnership agreement between BMCE Bank Foundation for Education and the Environment and the Mohammed VI Foundation for the Protection of the Environment is designed to foster closer ties with a view to raising awareness, promoting and fostering an eco-friendly culture and helping network schools obtain the Eco-School Label.

PARTNERING THE MINISTRY OF CULTURE

BMCE Bank Foundation was the Official Sponsor of the 26th International Publishing and Book Fair organised by the Ministry of Culture held 6-16 February 2020 at the Casablanca Fairs and Exhibitions Centre.



GOALS AND STRATEGIC PRIORITIES

- Provide fresh impetus to retail banking and corporate banking
- Develop new growth drivers
- Accelerate Digital Banking
- Ensure that Africa benefits from the Group's international growth strategy
- Bolster SME coverage in Africa
- Emphasise sustainable development

Driven by a deep-seated desire to contribute to the continent's development, BANK OF AFRICA has drawn up a set of strategic priorities that take into account current trends within the banking industry as well as learning from the various experiences brought about by the pandemic in 2020. Additional growth drivers include improving operational efficiency and bolstering risk management and recovery systems.

PROVIDE FRESH IMPETUS TO RETAIL BANKING AND CORPORATE BANKING

With an unrivalled regional network across Africa, BANK OF AFRICA is determined to leverage its expertise in providing funding and support to retail banking as well as corporate banking customers. With an extensive branch network and a vast array of remote banking services resulting from digital innovations, BANK OF AFRICA has managed to foster close ties with its customers. As a result, it has grown its market share not only in Morocco but in Africa.

DEVELOP NEW GROWTH DRIVERS

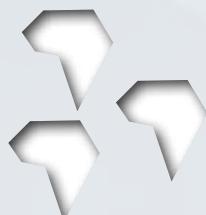
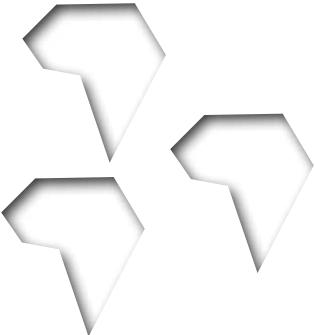
As part of a process of ongoing development, BANK OF AFRICA is constantly looking for new sources of growth to consolidate its position as a multi-business pan-African banking group with a global outlook. Leveraging its close ties with international partners, BANK OF AFRICA is developing financing facilities which can have a strong economic, social and environmental impact.

ACCELERATE DIGITAL BANKING

In order to meet the challenges arising from the profound changes taking place in the banking industry and a growing challenge from e-banking competitors, BANK OF AFRICA has implemented an ambitious 'Digital Transformation Programme'. This is basically aimed at improving customer experience across all distribution channels and improving the operational efficiency of each business line by digitising front-to-back-office business processes. Achieving these two goals will further underline BANK OF AFRICA's growing reputation as a digital innovation leader in banking and non-banking services whilst enabling it to explore new revenue sources through innovative business models.

By 2030, BANK OF AFRICA aims to become a pan-African group with operations in more than 25 countries, a leader in social and environmental responsibility and a catalyst for positive impact finance to promote trade and investment across the continent and serve Africans around the world.

To fulfil its ambitions, BANK OF AFRICA is able to leverage its extensive banking network in 20 countries in Africa, its leadership in a number of key markets (Morocco, WAEMU zone) and its universal banking know-how with a strong value proposition in the Corporate Banking, SME Banking and Professional Banking market segments.



ENSURE THAT AFRICA BENEFITS FROM THE GROUP'S INTERNATIONAL GROWTH STRATEGY

BANK OF AFRICA has built an outward-looking organisation underpinned by high levels of expertise of the Moroccan and African markets. Thanks to the complementary nature of its businesses in the 32 countries in which it has operations and its presence in some of the world's major financial centres – London, Paris, Zurich, Dubai and Shanghai – BANK OF AFRICA aims to offer large enterprises in Africa, Europe and Asia its expertise in corporate banking and trade finance. Its unique profile on the continent and its extensive geographical coverage are just some of its attributes that should enable it to fulfil its aspirations.

BOLSTER COVERAGE OF SMES IN AFRICA

BANK OF AFRICA is convinced of the importance of the SME ecosystem to Africa's development. As a result, it is committed to supporting African businesses through tailor-made financing packages and to monitoring those businesses appropriately, to ensure that the SME sector plays a fundamental role in the development of the African economy. In addition, risk management systems will be further bolstered, and synergies developed between BANK OF AFRICA's various business entities.

EMPHASISE SUSTAINABLE DEVELOPMENT

Sustainable development, which has historically played an essential role in BANK OF AFRICA's development and which permeates its corporate culture, remains one of its strategic priorities. By building on its achievements of recent years and by continuing to enhance its reputation as a key player in positive impact finance, BANK OF AFRICA aims to add a fresh dimension to its social, societal and environmental undertakings. This approach, which is embraced by every Group subsidiary, is consistent with BMCE Bank Foundation's various initiatives.

BANK OF AFRICA's Positive Impact Portfolio Analysis approach will enable it to steer its portfolio of loan commitments, optimise their positive impact whilst mitigating their potential negative impact.

PERFORMANCE & ACHIEVEMENTS

- BANK OF AFRICA and its ecosystem
- Accelerated digital transformation benefiting customers
- BANK OF AFRICA fully supportive of the domestic economy to counter the effects of the pandemic
- Results resilient despite the pandemic

BANK OF AFRICA AND ITS ECOSYSTEM IN 2020

With events in 2020 dominated by the COVID-19 pandemic, economies around the world saw a sharp slowdown. A number of regions, including Africa, proved relatively resilient. Given the broader context, however, the banking sector was directly impacted by economic weakness with both investment and consumer spending contracting and the financial situation of a number of countries deteriorating. 2020 saw high financial market volatility due to disruptions in supply circuits and poor visibility during the year as to when the crisis might end.

Prior to 2020, the banking industry had seen a series of regulatory measures introduced aimed at bolstering the fundamentals of banks and financial institutions in a number of countries including Morocco. The challenging operating environment also underlined the solidity of Morocco's financial system and that of its institutions which, supported by the country's banking authority, Bank Al-Maghrib, were successfully met.

Furthermore, the Bank's business lines have undergone a transformation due to the development of digital banking. The various innovations made have proved a real asset in managing the business in a context of reduced mobility due to the pandemic.

In what was an unprecedented year, BANK OF AFRICA's solid fundamentals and appropriate strategic choices in terms of geographic diversification were underlined, so too, its astuteness in the technological choices made previously.



ACCELERATED DIGITAL TRANSFORMATION **BENEFITING CUSTOMERS**

The successful digitisation of BANK OF AFRICA's operations was one of the highlights of 2020 and received a boost with new customer needs emerging. During the year, BANK OF AFRICA consolidated its status as an industry leader and a digital banking pioneer with a number of major innovations which enabled customers to subscribe online for an array of banking and non-banking services such as mortgage loans, consumer loans, assistance contracts for retail customers and cash loans for corporate customers. The functionality of the *BMCE Direct Mobile* application was enhanced during the year, enabling customers to consult their savings contracts online.

A revamped *Agence Directe*, which saw efficiency gains during the year, has been transformed into a genuine vehicle for attracting new customers. The process of opening accounts remotely was simplified, resulting in improved customer experience.

In addition, BANK OF AFRICA merged its Cash Management and Trade platforms to offer corporate customers a unique interface and a more streamlined and secure customer experience. 2020 also saw *Credit Business Online* launched, an interactive solution enabling business customers to make loan applications and renew or consult existing credit lines. The *BMCE Direct Entreprise* app now enables customers to access their banking documentation directly and execute their transactions and pay invoices free of charge.



BANK OF AFRICA FULLY **SUPPORTIVE OF THE DOMESTIC ECONOMY TO COUNTER THE EFFECTS OF THE PANDEMIC**

Ever faithful to its values as a socially responsible and committed banking group, BANK OF AFRICA has done its utmost to provide immediate and effective support to customers and the public authorities in those countries in which it has operations. BANK OF AFRICA activated its Business Continuity Plan at the very outset of the pandemic to ensure that operations ran smoothly, especially at branch level and across its ATM network. Dedicated crisis management units were also set up to meet customer requests to defer loan repayments and access social security benefits via ATMs.

BANK OF AFRICA's engagement is best illustrated by its response to the appeal from His Majesty, which saw it contribute MAD 1 billion to the special fund for managing the COVID-19 pandemic.

In response to a slowing economy due to the effects of the pandemic and with a number of business sectors registering a complete halt in business activity, BANK OF AFRICA introduced a series of financing solutions for businesses backed by a guarantee provided by the Caisse Centrale de Garantie (CCG). These include *Damane Oxygène* and *Damane Relance* and their equivalents for small businesses. During such a challenging period, BANK OF AFRICA has provided support to more than 10,000 Moroccan small businesses with MAD 12 billion of funding.

For those customers particularly affected by the effects of the pandemic, BANK OF AFRICA agreed to suspend loan repayments as well as providing a number of its remote banking services free of charge.

Contribution to the
COVID-19 Fund

**MAD
1 Billion**

Loan repayment
deferrals

Customers benefiting :

63 000

Outstandings :

**MAD
11 Billion**

DAMANE
OXYGÈNE

Number of loans :

5 593

Outstandings :

MAD

846 Million

DAMANE
RELANCE

Number of loans :

3 867

Outstandings :

**MAD 968
Million**



RESULTS RESILIENT DESPITE THE PANDEMIC

TARGETED SUPPORT FOR THE BUSINESS SECTOR

Whilst the disruptions caused by the pandemic had a dampening effect on the recently strong momentum generated by BANK OF AFRICA in the entrepreneur market segment, the Bank's domestic network provided MAD 289 million of funding to more than 1,900 entrepreneurs as part of the 'INTELAKA' Integrated Business Support and Financing Programme.

The focus was on female-run business start-ups and entrepreneurs during the year with the launch of the *Women in Business* package. As well as allocating sizeable funds, *Women in Business* supports customers through a variety of training programmes organised by the Bank's Economic Intelligence Centre.

Entrepreneurship was also promoted as part of the nationwide rollout of the *Blue Space* incubator network aimed at young entrepreneurs wanting to set up a business. The young entrepreneurs receive a personalised follow-up in the form of mentoring and training.

STRONG SALES MOMENTUM IN THE PERSONAL AND PROFESSIONAL BANKING SEGMENT

In 2020, BANK OF AFRICA continued to develop its portfolio of Personal and Professional Banking customers by entering into a number of partnership agreements with trade union and other representative organisations. Within the Personal Banking segment, a package for civil servants was expanded during the year whilst a number of agreements were signed with government departments.

SOLID GROWTH AND PERFORMANCE BY INVESTMENT BANKING

Progress was made by BANK OF AFRICA's investment banking businesses in 2020, despite the pandemic. This was due to the division activating its Business Continuity Plan, enabling the various business lines to deal with the operational challenges posed by the pandemic and engineer a gradual recovery in business activity.



By continuing to operate as normally as possible and by focusing on innovation and business development, BMCE Capital saw its revenues rise by 10% to MAD 1.2 billion while gross operating income increased by 18% to MAD 946 million.

2020 was also a year of innovation for BMCE Capital with the launch of *BK Financial Bot*, Morocco's first specialised investment banking chatbot. This chatbot enables clients to receive, instantly and securely, key information about transactions and their mutual fund investments via WhatsApp. In 2020, BMCE Capital also launched *CAP'Innov*, an in-company innovation programme.

The investment banking business also earned distinction in 2020 in two other ways. Whilst BMCE Capital Asset Management in Tunisia obtained ISO 9001:2015 certification, BMCE Capital Conseil received the Single Deal Local Advisor award at the Private Equity Africa 2020 Awards, in recognition of its role as advisor to one of Morocco's leading private healthcare providers.

DEVELOPING AND MOBILISING SPECIALISED FINANCIAL SERVICES

The synergies-based business model adopted by BANK OF AFRICA has enabled it to continue to grow its Specialised Financial Services activities and implement a number of strategic initiatives, despite the unprecedented context of 2020.

Synergies bolstered with Salafin

In 2020, SALAFIN demonstrated the effectiveness of developing synergies with BANK OF AFRICA's other subsidiaries and businesses, which included managing maturity extensions and loan deferrals on behalf of the Bank's consumer loan and mortgage customers. SALAFIN also introduced several online management and monitoring platforms such as the new Collect online debt recovery solution as well as the IMÉDI@T console for processing online consumer loan applications.

Working closely with other Group subsidiaries, SALAFIN introduced a vehicle finance product in partnership with BOA Kenya as well as a loan product distributed by the Damane Cash network.

In 2020, SALAFIN's net banking income stood at MAD 338 million, down 13.9% compared to 2019.

Positive performance by Maghrebail

In 2020, Maghrebail continued to grow its business and support its customers whilst ensuring financial stability. With a market share of 24.2% at 31 December 2020, Maghrebail saw net banking income grow by 2.23% year-on-year to MAD 392.5 million.

Maroc Factoring – Business line Centre of Excellence

Despite the knock-on effect from the pandemic on its order book, Maroc Factoring's factoring portfolio registered growth of 3% (excluding imports) to MAD 861 million.

Similarly, factoring receivables grew by 2%. However, the slowdown in overall business activity saw Maroc Factoring post parent net income of MAD 3 million, down 24% versus 2019.

BTI Bank – A new business development strategy

BTI Bank, the Group's specialised participatory finance subsidiary adopted a new business development strategy aimed at gaining market share by extending its product range and diversifying its funding sources.

BTI Bank saw outstanding customer loans rise by 2.66% to MAD 319 million. However, as a result of the pandemic and the resulting cash withdrawals experienced by the entire participatory finance industry, customer deposits fell by 28% to MAD 96 million in 2020.



ROBUST GROWTH IN INTERNATIONAL OPERATIONS DESPITE THE CRISIS

A resilient performance by BOA Group despite the challenging environment

BOA Group's regional diversification strategy and its solid fundamentals, built up over several years, enabled it to meet the challenges of 2020 and register growth in its main indicators. Although Africa's economies have proved relatively resilient, currency depreciation has had an impact on the performance of their banking sectors.

In what was an unprecedented context, BOA Group saw deposits grow by 6.1% to EUR 6.2 million in 2020. Strong top-line growth was reflected at the operating level with net banking income up 5.7% to MAD 574 million. This was due to an improvement in net interest income and an increase in revenues from available-for-sale securities.

BOA Group's efforts at operational efficiency enabled it to control costs, with the cost-to-income ratio improving significantly to 57.9% at 31 December 2021.

Consolidated net income, however, was impacted by an increase in the cost of risk, falling by 8.6% to EUR 102.7 million.

BANK OF AFRICA Europe seeing strong profit growth with good cost control at BMCE Bank International London PLC

BMCE Bank Europe was able to take advantage of the high volatility on global financial markets and the ensuing cuts in central bank interest rates as well as minimising the impact on its performance from a slowdown in foreign trade transactions. Net income growth of 11.3% to EUR 10.3 million would suggest that BANK OF AFRICA was fully justified in reorganising its business operations in recent years.

Furthermore, given the unusual double-whammy of Brexit and the effects of a full-blown pandemic in the United Kingdom, the Group's London-based subsidiary was obliged to adopt a cost reduction plan (-4.8%) to limit the decline in earnings. Net income came in at GBP 1.7 million at 31 December 2020 versus GBP 2.9 million in 2019.

Strong top-line growth at BANK OF AFRICA Shanghai Branch

Consistent with its goal of establishing itself as partner to Chinese corporations and as a catalyst for economic and trade relations between China and Africa, BANK OF AFRICA Shanghai Branch attracted a high level of interest from businesses on both the Asian and African continents. In 2020, it appraised more than 179 investment projects worth USD 650 million.

After making a successful start to operations and given its chosen market positioning, BANK OF AFRICA Shanghai Branch is increasingly popular with both Chinese and African businesses thanks to an array of well-adapted financing solutions that leverage the Group's various synergies.

BOA Group
Net banking income
+5.7%

BANK OF AFRICA Europe
Net income +11.3%

BANK OF AFRICA Shanghai Branch
USD 650 million
of funding applications

A POSITIVE IMPACT WITH REGARD TO OUR STAKEHOLDERS

BANK OF AFRICA's commitment and contribution to economic and social development for more than 25 years has earned it a reputation as a pioneer in Morocco and Africa.

Drawing on internationally recognised frameworks such as the United Nations Sustainable Development Goals, Principles for Responsible Banking and Principles for Responsible Investment, BANK OF AFRICA delivered a strong performance in 2020, resulting in a number of domestic and international awards.

Complying with the highest international standards

In 2020, BANK OF AFRICA was named 'Top Performer' by VIGEO EIRIS, a non-financial rating agency, one of only 14 of Morocco's 44 leading listed companies to earn this recognition. The Bank, which saw its score improve compared to 2019, topped the rankings among 95 emerging markets banks. It was ranked 2nd among 851 companies across the region, all sectors combined, and 47th among 4,842 companies from around the world, when rankings were published in June 2020. This award, obtained for the 7th consecutive year, underlines BANK OF AFRICA's growing reputation, under the leadership of its Chairman, Mr Othman Benjelloun, as a leading international group when it comes to positive impact sustainable and inclusive finance.

BANK OF AFRICA's nomination as 'Top Performer CSR Morocco' proved just reward for the efforts of each business line within the Group to implement the Group's Social Responsibility Charter's 6 undertakings. Sociétale du Groupe.

4.11
CO₂ Footprint per
Employee

95%
Percentage of
local companies
mandated by the
Bank across all
projects

BANK OF AFRICA'S sustainability rating by Vigeo Eiris, 1st in Morocco and in the top 2% of companies rated around the world

BANK OF AFRICA was also ranked in the top 2% of all global companies rated by Vigeo Eiris (4,880 in total) and 1st among 90 in the banking sector – 'Retail & Specialised Banks – Emerging Markets' category – as per the first corporate sustainability rating undertaken in Morocco. BANK OF AFRICA was also awarded an A1+ rating (Advanced level) based on an overall score of 64/100, again underlining its reputation as a leader in CSR.

First bank in Morocco to be awarded the SafeGuard hygiene excellence and safety label by Bureau Veritas Group

This label illustrates the Bank's commitment to safeguarding the health and safety of employees and customers in the context of the COVID-19 pandemic. It also underlines the Group's commitment to corporate social responsibility internationally as well as reassuring stakeholders as to the effectiveness of its business continuity plan in accordance with global health standards. The labelling project focused on four specific COVID-prevention measures – taking appropriate medical precautions, introducing screens barriers, adapting and disinfecting workspaces and transport, and reorganising working practices.



4.11
CO₂ Footprint per
Employee

95%
Percentage of
local companies
mandated by the
Bank across all
projects



PERFORMANCE CONSISTENT WITH THE UNDERTAKINGS GIVEN BY THE INSTITUTION

UNDERTAKING 1: COMPLYING WITH BUSINESS ETHICS AND SAFEGUARDING CUSTOMERS' INTERESTS

BANK OF AFRICA operates in an industry in which fairness in business dealings, integrity and transparency are vital to the smooth running of the business. That is why the Group takes every step to prevent corruption and conflicts of interest, combat fraud and comply with competition rules. Its ethical undertakings also encompass combating tax evasion, money laundering and terrorism financing.

Ethics and professional conduct

In accordance with the relevant requirements, BANK OF AFRICA duly filed its ethics activity reports with the Moroccan Capital Markets Authority. In addition to these reports, the Authority was provided with an updated list of persons with insider knowledge in accordance with agreed procedures. Furthermore, the periodic reporting statements relating to transactions by insiders did not reveal any anomaly nor any atypical or suspicious transaction.

Bolstering and embedding the compliance system across the entire Group

Consistent with its compliance-related undertakings and after completing the initial rollout of the Convergence project in 2019, BANK OF AFRICA has continued to bolster its compliance systems at Group level with a number of initiatives.

Measuring systems efficiency

BANK OF AFRICA Group appointed an international consulting firm to conduct an independent review of its AML-CFT system, with a focus on sub-Saharan subsidiaries. The review focused on a variety of system components with effectiveness testing carried out on a panel of pre-selected subsidiaries. A number of initiatives were implemented to bolster these subsidiaries' compliance systems.



Support and assistance

BANK OF AFRICA's Group Compliance provided assistance to subsidiaries as they endeavoured to bolster their customer and transaction monitoring systems. A number of cornerstone initiatives were completed with others now underway. These include updating the body of standards in response to the various recommendations made in the wake of in-company and external audits and bolstering European subsidiaries' systems for screening customers and their transactions as part of the process of carrying out FATCA due diligence (e.g. certification and reporting to the IRS).

Subsidiaries have also been asked to implement an anti-bribery management system based on the parent company's system, which has itself been certified in accordance with the ISO 37001 anti-bribery management standard.

Lastly, Group Compliance made its subsidiaries aware of the need to resize their Compliance teams to ensure that the newly implemented systems are efficient and to improve compliance activity performance indicators.

Compliance community seminar

To foster a culture of dialogue and sharing across the Group's various subsidiaries, BANK OF AFRICA organised the 4th Compliance Community seminar held in February 2020. The international expert who was the guest speaker at this year's seminar shared his experience of a variety of compliance-related issues with the subsidiaries' Compliance Officers.

Know your customer (KYC)

2020 saw the ongoing implementation of the project to outsource prospective customer checks to the Operation Global Services (OGS) subsidiary. The revamped KYC value chain now enables the Bank to automate the account opening process and make it more secure.

This solution was piloted at a number of branches from February 2020 and has been rolled out on a gradual basis. The results of this pilot phase have shown a significant improvement in the quality of the KYC process.

AML-CFT Risk assessment

In accordance with existing regulations, BANK OF AFRICA conducts an annual analysis and assessment of the AML-CFT risks for different customer categories, countries or geographic zones as well as products, services, operations and distribution channels. In conducting this analysis, all relevant risk factors are assessed prior to determining the overall risk level.

The assessment methodology was shared with all the Group's subsidiaries and a simulation was carried out at the Compliance seminar in February 2020 in which all Compliance Officers participated.

Transaction Monitoring

In 2020, despite the sense of crisis as a result of the global pandemic, Group Compliance managed to process, in real time, every alert generated from screening incoming and outgoing SWIFT messages and alerts relating to account openings. It also monitored customer transactions with the help of specialised screening solutions.

Compliance with US FATCA Legislation

As part of the process of complying with US FATCA legislation, FATCA reports were filed with the US tax authorities for all eligible subsidiaries ahead of the reporting deadlines. In 2020, three new subsidiaries registered with the Internal Revenue Service (IRS) (US tax authorities) – LCB Bank, BOA Madagascar and BOA Rwanda. At 31 December 2020, from a total of 23 subsidiaries, 70% or 16 subsidiaries had been certified. The 7 remaining subsidiaries will be certified in 2021 in accordance with the IRS-imposed certification.

Anti-bribery Management System (SMAC) ISO 37001-certified

In 2019, the Group's anti-bribery management system was awarded ISO 37001 certification which certifies that all procedures and controls have been adopted to mitigate the potential corruption risks to which the Bank is exposed. A communications campaign was conducted for all stakeholders to raise awareness and provide training about corruption risk. BANK OF AFRICA is playing a pioneering role in combating corruption as the first banking group in Africa to obtain this award. The Group has since rolled out the system at subsidiary level which is adapted to meet local regulatory requirements.

This certification, which is renewed annually, will impact four Group subsidiaries, three of which are in Africa and one Europe in 2020 and 2021.

A certified quality management system

BANK OF AFRICA was the first Moroccan bank to obtain ISO 9001 certification in the early 2000s. The Bank has had its ISO 9001:2015 certificate renewed for the following activities: Bankcards, Securities, Overseas, Project Finance, Bank-Insurance, Loans to retail customers and Human capital. These certifications were renewed by Bureau Veritas Certification (BVC), an international certification organisation, on completion of audits carried out by BVC.



UNDERTAKING 2 : PROMOTING SUSTAINABLE FINANCE AND SOCIAL ENTREPRENEURSHIP

BANK OF AFRICA – A key player in positive impact finance

In 2020, BANK OF AFRICA contributed to UNEP FI's first report on sustainable finance in the Arab world, entitled 'Promoting Sustainable Finance and Climate in the Arab Region'. The Group adopted the Equator Principles (EP) in May 2010, providing it with a suitable framework for incorporating environmental, climate-related and social risks in funded projects.

In signing the Positive Impact Manifesto in October 2015 and then becoming a member of the Positive Impact Finance Initiative in 2017, the Group accelerated its commitment to sustainable finance. BANK OF AFRICA is committed to conducting impact analysis of its entire portfolio and adopting an impact-based approach to economic development by identifying and monitoring environmental, climate-related and social impacts.

The aim of this kind of analysis is to enable the Bank to set ambitious goals when it comes to increasing its positive impacts and reducing the negative ones. Attaining these goals requires a combination of commitments towards its customers. That means encouraging them to embrace transition and innovation as well as making adjustments to the portfolio i.e. gradually reducing or even eliminating some business activities.

In just a few years, BANK OF AFRICA has emerged as a genuine leader in responsible and inclusive finance. Underlining its status as a pioneer, in 2018, the Bank became the first in Africa to publicly support the recommendations of the TCFD, the G20 Climate Task Force, and has already started to incorporate climate risks within its governance system, strategy and funding.

The initial results of the Positive Impact Portfolio Analysis conducted by BANK OF AFRICA enabled the Bank to assess the impact from a specific part of its loan portfolio whilst ensuring that subsidiaries were fully compliant with the sustainable development priorities of those countries in which the Group has operations.

In 2020, a climate finance training programme was rolled out at Group level in partnership with IFC involving BOA subsidiaries in sub-Saharan Africa as well as BBI London and the Shanghai branch office. This capped the Bank's efforts at incorporating sustainable finance at Group level.

GREEN BOND

In 2016, BANK OF AFRICA became the first Moroccan bank to issue a green bond, formerly classified as a 'positive impact bond', which raised MAD 500 million via a public offering on the domestic market for investment in renewable energy.

SECOND PARTY OPINION

Vigeo Eiris' second party opinion enables investors to gain an insight into a funded project's sustainability and impact, the ESG performance of the issuing company, BANK OF AFRICA and the degree of compatibility between the two.

CAP BLEU

BANK OF AFRICA has developed an exclusive offer in partnership with the AFD and the EIB, enabling Moroccan companies to finance water treatment and sanitation projects. The Cap Bleu credit line offers an attractive interest rate with free technical assistance also provided.

EBRD'S GEFF PROGRAMME

BANK OF AFRICA is an investor in a mechanism set up in partnership with the Green Climate Fund (GCF) designed to help businesses fund, via local banks, investment in sustainable energy, particularly energy efficiency and renewable energy projects.

ARABIA CSR AWARDS

For the 7th consecutive year, BANK OF AFRICA was an award-winner at the CSR Arabia Awards. This label provides global recognition of its cutting-edge approach to sustainable development and CSR.

Green Bond

BANK OF AFRICA has published its annual Green Bond impact report on the www.ir-bankofafrica.ma website. This report demonstrates the Bank's sustained and well-documented commitment to funding energy transition projects.

In 2020, close cooperation with the IFC enabled BANK OF AFRICA to add further credibility to its project-related climate finance data. The funds raised from BANK OF AFRICA's green bond issue were helped fund the Khalladi wind farm, a 120 MW facility located in the Tangier region. The wind farm intends to supply competitively priced clean energy to a number of large industrial companies operating primarily in Morocco's cement industry. MAD 1.7 billion has been invested in this wind farm, developed by ACWA Power in partnership with ARIF, an investment fund. The money raised to finance this investment has come entirely from the private sector with ACWA Power and ARIF providing equity finance and long-term debt from the EBRD in partnership with the Clean Technology Fund (CTF) and BANK OF AFRICA.

In 2020, Vigeo Eiris, a non-financial rating agency, was appointed to provide an updated independent opinion as to the extent to which sustainability factors were taken into account by BANK OF AFRICA in designing and managing its green bond. This independent opinion once again confirmed that BANK OF AFRICA is managing its Green Bond effectively.

BANK OF AFRICA GROUP UNDERGOING A GRADUAL TRANSFORMATION INTO A BANK WHICH MAXIMISES ITS POSITIVE IMPACT ON THE ENVIRONMENT, SOCIETY AND ECONOMIC DEVELOPMENT

After adopting UNEP FI's Positive Impact initiative, in 2020, BANK OF AFRICA made considerable progress in its commitment to sustainable development when financing development projects. 2020 heralded a major change in the way in which BANK OF AFRICA appraises environmental, social and societal responsibility aspects in managing its loan portfolio. The focus is now on continuously assessing the extent to which E&S risks impact its various loan commitments. During the year, BANK OF AFRICA also bolstered the different measures and systems adopted to promote positive impact finance through four main areas of development :

- Increase specialised loans having a positive environmental or social impact, promoting inclusion and supporting small businesses and SMEs
- Support the domestic economy and introduce specific loan packages to support small businesses and SMEs
- Systematically carry out an assessment of the potential positive and negative aspects when deciding on whether to approve an investment loan by the Group
- Undertake an overall analysis of the loan portfolio in Morocco using the Portfolio Impact Analysis Tool for Banks developed by UNEP-FI.



Increase specialised loans having a positive environmental or social impact, promoting inclusion and supporting small businesses and SMEs

As a major supporter of Morocco's energy strategy which aims to generate 30% of the Kingdom's power from renewable energy sources as well as improving the energy efficiency of the business sector, BANK OF AFRICA's *Cap Energie* financing facility is targeted at private sector corporations and state-owned enterprises. Four wind power projects have been financed to date with a total capacity of 808 MGW.

| | |
|---------------------------------------|--------------------------------------|
| Taza wind farm 87 MGW | Boujdour wind farm 301 MGW |
| Acwa Poser Khalladi 120 MGW | Tarfaya wind farm 300 MGW |

In 2020, BANK OF AFRICA's Large Enterprises division's *Cap Valoris* financing facility, together with measures to support the circular economy, helped finance a number of projects including a waste sorting and recovery plant in Marrakech.

BANK OF AFRICA has also allocated funding and support for conserving water resources. In 2020, the *Cap Bleu* financing line, in partnership with AFD and the EIB, provided funding to Société d'Eau Desselée d'Agadir (SEDA), a desalination plant designed to produce 400,000 m³ of water per day for drinking and irrigation purposes. A sustainable development approach has been adopted for this project, which uses renewable energy sources to meet its needs.

The *Cap Bleu* financing line has also helped finance drinking water purification projects for AMENDIS and REDAL, public utilities responsible for providing drinking water and electricity in the Tangier-Tétouan-Al Hoceima and Rabat-Salé-Kénitra regions respectively.

Despite the backdrop of the pandemic, BANK OF AFRICA has continued to implement its roadmap promoting financial inclusion, both in terms of the *Women In Business* programme and in providing financial support for high social impact projects. Significant progress was made in 2020 in financing social infrastructure, such as the Mohamed VI University of Health Sciences, the *Cité Universitaire* in Casablanca and the International University of Rabat.

BANK OF AFRICA also won plaudits for its financing of the Mazagan urban hub and projects to electrify rural areas and the city of Dakhla.

Supporting the domestic economy and offering specific credit lines in support of small businesses

In response to the COVID-19 pandemic, BANK OF AFRICA has endeavoured to support small businesses by introducing a number of appropriate funding vehicles. BANK OF AFRICA's wholehearted commitment has enabled its small business customers to counter the negative effects of the crisis and mitigate the latter's impact on their business.

Systematically carry out an appraisal of the potential positive and negative aspects when deciding on whether to approve an investment loan by the Group

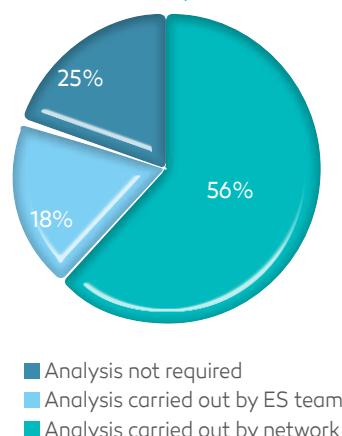
Impact analysis is carried out for all investment loans, an approach that enables BANK OF AFRICA to develop a genuine dialogue with customers. It also helps improve the quality of the portfolio in terms of environmental and social aspects. To ensure that each appraisal is carried out effectively, each loan application is processed either by the sales force or by the subsidiary's ES risk expert based on its environmental and social complexity.

After identifying and appraising the positive and negative impacts of each loan application, the Bank will assign :

- An initial 'positive impact' rating after identifying and qualifying the project's positive impact in terms of economic, environmental and social criteria
- A second 'negative E&S risks' rating after identifying the project's negative environmental and social aspects and the measures taken by the customer to mitigate these risks.

To ensure that these measures were properly implemented, BANK OF AFRICA ran a major training programme over a 3-month period, reaching out to 443 users with an 81% participation rate. Thanks to these efforts, more than 103 loan applications were submitted for E&S risk assessment as follows :

Breakdown by number of loan dossiers and by loan amount



As well as adopting an E&S appraisal approach, BANK OF AFRICA leverages the Equator Principles framework which it adopted in 2010. This has enabled it to establish effective Group-wide processes in order to avoid, reduce and mitigate the negative E&S impacts for funded projects or corporate loans.

In addition, as part of its Group General Risks policy, BANK OF AFRICA has initiated a process for identifying physical climate risks in managing its overall loan portfolio. The Bank has set up a Climate Risks Working Group with the support of UNEP FI following a decision taken by the ESS Committee. Furthermore, an initial process to identify the Project Finance portfolio's transition risks was carried out by using the UNEP FI's Transition Check solution.



MAD 4 BILLION

Green and sustainable investment

4

Number of programmes focusing on sustainable finance

BANK OF AFRICA – A leading player in social entrepreneurship

Financial inclusion and support for business start-ups

In 2020, BANK OF AFRICA, which is fully supportive of the financial inclusion strategy promoted by His Majesty King Mohammed VI, adopted a proactive approach to the INTELAKA programme targeting eligible business start-ups. The Bank has supported a variety of INTELAKA projects including a community of more than 80 horse-drawn carriage drivers in Marrakech. By registering on the national register for self-employed persons, they were able to benefit from the BOA INTELAKA offer. This initiative provided them with a formal framework to conduct their business as well as giving them access to financial support.

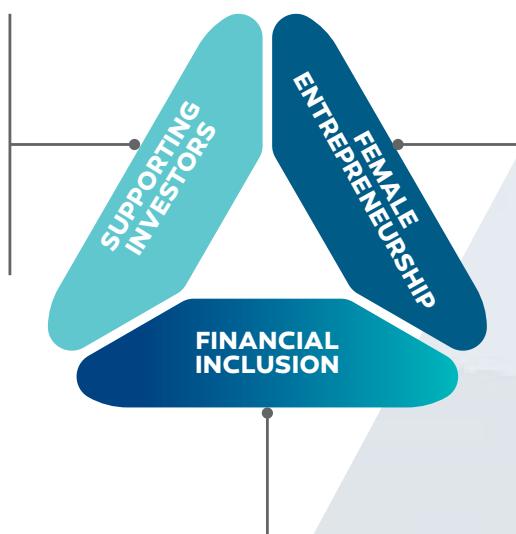
In July 2020, an initiative was launched at the Diour Chioukh shopping complex in Khenifra which saw street vendors provided with business premises under the National Human Development Initiative (INDH). This initiative, which is part of a socio-economic support programme, saw 211 bank accounts opened at BANK OF AFRICA.

BANK OF AFRICA took part in a presentation of the INTELAKA Integrated Business Support and Financing programme at a special event organised by the Safi Chamber of Handicrafts. This seminar was attended by a number of craftsmen from Safi. Following this BOA INTELAKA promotional event, 160 applications were received to register on the national register for self-employed persons and 15 INTELAKA applications were processed.

In partnership with the Khouribga Al Wahda Young Entrepreneurs Association, a meeting with 52 self-employed business start-ups was organised which resulted in 17 registrations on the national register for self-employed persons, 11 account openings and 14 BOA INTELAKA applications.

In Kasbat Ait Ben Haddou, a rural district a few kilometres from Ouarzazate, an event was organised for local craftsmen to promote the Al Moustatmir Al Qarawi BOA INTELAKA offer. This grassroots initiative resulted in a number signing up for *Hissabi Pro*, registering on the register of self-employed persons and initiating the BOA INTELAKA credit application process in support of business start-ups in the Kasbat Ait Ben Haddou village.

BANK OF AFRICA's commitment extends to every sector of the economy as illustrated by its *Damane Relance* and *CAP TPE* credit facilities. BANK OF AFRICA has once again demonstrated its willingness and readiness to support the domestic economy as one of the Kingdom's major financial intermediaries.



In partnership with the EBRD, BANK OF AFRICA launched Women in Business, a EUR 20 million credit line for female entrepreneurs.

Fully supportive of the financial inclusion strategy promoted by His Majesty King Mohammed VI, which is also a major priority for the Bank, BANK OF AFRICA proactively engaged in its INTELAKA programme in 2020.



Contributing to the UNESCO study on financial inclusion

Consistent with its vocation as a socially responsible bank, BANK OF AFRICA contributed to a study on financial inclusion co-published by UNESCO, the European Financial Management Association (EFMA), Ecole des Ponts Business School and Wavestone. ‘Financial Inclusion: New Ambitions for 2020’ aims to establish an overview of the financial sector’s considerable scope for action on the corporate social responsibility front.

Several eco-responsible initiatives by financial institutions were reviewed in this study. The Group’s leadership in this area was highlighted with praise reserved for its many corporate social responsibility initiatives and its endeavours to promote financial inclusion. This study also revealed an increase in the number of support initiatives by major financial institutions that have had a direct positive impact on entrepreneurs and SMEs.

Female entrepreneurship and gender equality

BANK OF AFRICA is pursuing its strategy of supporting women entrepreneurs through its ‘Women in Business’ programme. Consistent with its policy of promoting gender equality, BANK OF AFRICA has implemented a ‘gender’ roadmap as well as endorsing Women’s Empowerment Principles, a partnership initiative established by UN Women and the UN Global Compact.

Increased non-financial assistance and support for small businesses

BANK OF AFRICA, which is heavily committed to supporting the small business sector and entrepreneurs, launched its Entrepreneurship Observatory in 2009. The latter involves a three-pronged approach to providing non-financial support in the form of training, mentoring and networking, as well as raising awareness about entrepreneurship.

Each year, advice and training are provided to 15,000 would-be entrepreneurs and youngsters wanting to set up their own business.

BANK OF AFRICA, in partnership with the EBRD, also launched *Women Entrepreneur*, the first product specifically for women entrepreneurs offering a training programme and a subsidised rate of interest.

40.4%
of staff in Morocco
are female

1st
bank in Morocco
to be OHSAS-
certified

39%
of staff benefiting from
training in 2020

12,963
screening tests
carried out in 2020

1st
bank in Morocco
to be awarded the
SafeGuard hygiene
excellence label
by Bureau Veritas
Group

2,392
training days



UNDERTAKING 3 : BEING A RESPONSIBLE EMPLOYER, ATTENTIVE TO ITS EMPLOYEES AND SUPPORTING THEIR DEVELOPMENT

Human capital lies at the very core of BMCE Bank of Africa's corporate strategy. The Bank strives for collective, social and responsible development. The Bank's state-of-the-art HR system is underpinned by solid principles and fundamentals, cemented by a strong corporate culture.

Career management emphasising skills development for every employee

As a responsible employer that is attentive to its employees, BANK OF AFRICA has adopted, through its Human Resources policy, a number of measures that promote its employees' personal and professional development. Whether through the training courses provided by BANK OF AFRICA ACADEMY focusing on developing banking-related and managerial skills or the various possibilities for internal transfer within Morocco or overseas, BANK OF AFRICA ensures that its employees' skills and careers are managed as best as possible.

Skills development is carried out through in-person training or distance learning, experience-sharing among colleagues and self-study via daily management-related situations as well as new assignments. In 2020, 916 internal transfers were recorded at BANK OF AFRICA, which resulted in either a change in business line or post in what was a sideways move or a promotion.

In 2020, 39% of the workforce benefited from at least one training initiative. More than 100 training courses were offered i.e. around 2,392 training days. Since a state of emergency was officially declared in Morocco, training activity has been temporarily suspended. A revamp of all business line training courses has been initiated.

Keen on employing youngsters and recruiting people with special needs

The Bank is committed to employing recently qualified graduates and strives to make it easier for them to get their first job, primarily through internships.

In 2020, nearly 400 students from different universities, OFPPT institutes and graduate colleges, 65% of whom were young women, were offered internships by the Bank's different business units.

Nearly 80% of BANK OF AFRICA's employees are under the age of 45 with 38.5 years being the average age of staff in Morocco.

The institution also promotes diversity by positively encouraging the recruitment and integration of disabled persons. Each year, it participates in a number of events and forums specifically organised for people with special needs.

Measures underlining a strong commitment to gender equality

As part of its social commitment to promoting female employment, BANK OF AFRICA has continued to see an increase in the ratio of female staff to total Bank employees in Morocco. This ratio stood at 40.4% in 2020 versus 40.2% in 2019.

In 2020, BANK OF AFRICA decided to prioritise its Gender Action Plan in line with the United Nations Sustainable Development Goals with the aim of achieving gender parity within the Group's overall workforce, its managerial functions and on its governance bodies.

The Bank also aims to promote women's financial inclusion through specific products and to protect women's fundamental rights more extensively.

Social security cover of a high standard

BANK OF AFRICA ensures that it complies with social security regulations and with labour law. The Bank's social security cover goes well beyond the regulatory framework, providing employees with additional social security and retirement benefits such as a top-up pension, and a solidarity fund. The Bank's health and social unit enables each employee to benefit from preventive measures, annual health check-ups and vaccination campaigns. A number of management initiatives were carried out in response to the COVID-19 pandemic. These included implementing hygiene, prevention and disinfection measures at head office and across the branch network.

To ensure that preventive measures were applied, officers were appointed to liaise with regional representatives whilst COVID-19 cases and contact cases were monitored on a daily basis. As a result, 12,963 screening tests were carried out during the year.

The Group is fully aware that occupational well-being is a performance driver, which is why it implemented a cornerstone initiative to reduce psychosocial risks and manage workplace stress.

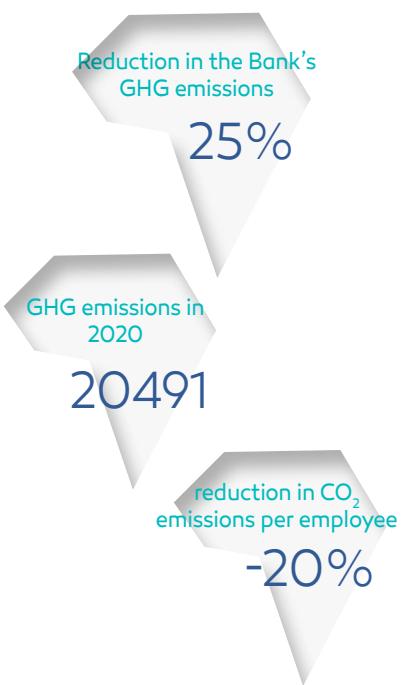
An innovative programme promoting intrapreneurship and skills enhancement

Launched at the end of 2019, the In'Pulse Programme is intended to be an in-company innovation programme. Adopting a flexible approach, it aims to pool knowledge within the organisation, foster a sense of creativity amongst employees and involve them in high-impact projects.

The programme is open to any BANK OF AFRICA Group employee with an innovative project idea that might be transformed into an actual project and be used as a growth driver or as a means of enabling the Group to stand out from its peers. Throughout their entire 'intrapreneur' experience, project owners benefit from a bespoke support programme consisting of bootcamps and training provided by entrepreneurs, business line experts and

experienced entrepreneurs. The selected project owners then undergo an in-company incubation programme to bring their ideas to fruition. Four innovative projects were chosen in the programme's first year which are currently being incubated.

The second edition is nearing completion with nearly 20 projects selected. The third edition was launched in April 2021.



UNDERTAKING 4 : EXERCISING GOVERNANCE AND RISK MANAGEMENT WITH DILIGENCE

Governance

Given the scale of its business activities and its wide-ranging commitments and ambitions, BANK OF AFRICA's governance model not only meets the legal and regulatory requirements of domestic and international regulatory authorities but also strives to reach exemplary standards, as part of a process of ongoing improvement. Furthermore, given its strategic role within the domestic and African economies and a determination to protect the interests of its stakeholders, the Group has adopted a solid governance system and effective control procedures that ensure that its business model is sustainable.

BANK OF AFRICA's governance system is underpinned by various decision-making and supervisory bodies as well as specialised committees which are responsible for ensuring that the Group's main strategic and operational policies are properly implemented.

The Board of Directors, whose primary responsibility is to maintain a balance between shareholders' interests and growth prospects, long-term value creation and depositor protection, is made up of 14 directors.

Among these 14 directors, two are women, one of whom is an independent director alongside three other independent directors.

The Governance, Appointments and Remuneration Committee, the Group Risks Committee and the Group Audit and Internal Control Committee are tasked with ensuring sustainability, managing risk proactively and carrying out operational control at Group level.

Risk Management

BANK OF AFRICA's approach to risk management is consistent with professional and regulatory standards, international rules and recommendations issued by supervisory authorities.

The main risks identified are credit risk, market risk, operational risk and country risk.

BANK OF AFRICA ensures that it complies at all times with Bank Al Maghrib's regulatory requirements and those of the various supervisory authorities of the countries in which it has operations.

Risk management and monitoring are carried out entirely independently of each of BANK OF AFRICA's operational entities, ensuring that information is independent, objective and comprehensive and that the Group's risk appetite is appropriately aligned to corporate strategy.

UNDERTAKING 5 : PROTECTING THE ENVIRONMENT AND REDUCING THE CARBON FOOTPRINT ACROSS THE GROUP

BANK OF AFRICA carries out its 4th carbon assessment

As part of ongoing efforts to promote climate action, BANK OF AFRICA has undertaken to voluntarily conduct an inventory of its greenhouse gas (GHG) emissions every two years which consists of monitoring trends in the Bank's overall carbon footprint by comparison with the first assessment carried out in 2015, drawing up a roadmap for mitigating and/or offsetting GHG emissions and measuring the effectiveness of the reduction initiatives implemented. The 2020 carbon assessment was carried out in April 2021 and took into account the main direct and indirect emission categories. The latter primarily refer to different types of energy consumption, investments and leased assets, purchases, cash-in-transit, business travel and end-of-life treatment.

In terms of results, this latest carbon assessment underlined the Bank's efforts to protect the environment. Overall CO₂ emissions fell by 25% in 2020 by comparison with 2018, largely due to the impact from the COVID-19 pandemic which resulted in many employees working from home and to restrictions in business travel.

| | 2018 | 2019 | 2020 |
|---|------------|------------|------------|
| Energy consumption in kWh | 24 610 710 | 23 847 440 | 22 964 602 |
| CO ₂ emissions per employee in T CO ₂ , eq. | 5.16 | 5.16 | 4.11 |
| Waste assessment | | | |
| Paper and archives (t) | 53 | 34 | 48 |
| IT equipment (units) | 579 | 667 | 887 |
| Cooking oils (kg) | 867 | 990 | 0 |
| Cartridges (kg) | 3 860 | 3 548 | 2 779 |
| Maintenance (kg) | 1 643 | 2 120 | 1 400 |

¹ GHG emissions were calculated in accordance with ISO 14064-1 and 14069 standards and with the help of the GHG assessment solution adopted in 2013 by the Mohammed VI Foundation for Environmental Protection, which is modelled on the carbon assessment method developed by the French Environment and Energy Management Agency (ADEME).

ISO 14001 certification renewed

As part of its commitment to managing environmental impacts, BANK OF AFRICA's ongoing contribution to the collective effort to combat global warming resulted in its ISO 14001 certification being renewed in 2020. Bureau Veritas, the consulting firm responsible for certification renewal, commended Management's commitment to continuously improve its system, the setting up of a Group Environmental, Social and Sustainability (ESS) Committee which resulted in improved ESS performance and the Bank's commitment to funding projects with a positive environmental impact.

Reducing our buildings' carbon footprint

BANK OF AFRICA has implemented a sustainable construction policy which applies to renovation and construction projects for buildings and new sites.

The HQE-certified BANK OF AFRICA Academy building was designed in such a way so as to reduce the impact from construction on the environment while providing occupants with a healthy and comfortable indoor environment. This multi-criteria approach combines eco-construction and eco-management with comfort and health in mind.

Raising awareness and training in sustainable development

BANK OF AFRICA is committed to an ambitious environmental and energy policy. Over and above its main implementation priorities, the Bank is keen to foster a culture and awareness of issues relating to sustainable development at Group level. Various training initiatives and internal campaigns are regularly implemented to encourage employees to adopt good habits and behaviour.

UNDERTAKING 6 : ACTING IN THE INTERESTS OF COMMUNITIES AND MAINTAINING A DIALOGUE WITH STAKEHOLDERS

In addition to BMCE Bank Foundation's very strong commitment to education, BANK OF AFRICA participates in and supports numerous events as a socially engaged institution that is committed to each of its stakeholders.

Partnership with Nahda Zénata Association

An annual partnership agreement was signed with the Nahda Zénata Association to finance the association's entire cultural, social, environmental and sports programme for 2020 in the Casablanca-Settat region. This programme is focused on four initiatives aimed at providing support to individuals and families in difficult circumstances. In 2020, eye tests were carried out and spectacles distributed to 200 children and 150 women in the towns of Aïn Harrouda and Chellalate. Around 1,400 food parcels were distributed to families affected by COVID-19. A circumcision campaign saw 270 children from disadvantaged families circumcised from Aïn Harrouda, Chellalate and Sidi Moussa Al Majdoub as well as the children of sub-Saharan migrant families. This partnership again underlines the Bank's endeavours in addressing social problems and its tireless work in supporting associations and civil society.





BOA Group's screening campaign

To celebrate International Women's Day, in partnership with Junior Chamber International, BANK OF AFRICA, for the 5th consecutive year, renewed its breast and cervical cancer screening operations in underprivileged communities. In 2020, subsidiaries in Benin, Burkina Faso, Ivory Coast, Mali, Niger and Senegal participated in the initiative. Over the past 5 years, more than 24,000 women have been screened, around 5% of whom have required further medical attention. Breast cancer is the leading killer of African women whilst cervical cancer is the second most common cancer. Almost 80% of deaths occur in low-income countries, where access to testing and treatment is challenging.

Sidaction campaign

BANK OF AFRICA took part in the 8th AIDS solidarity campaign held in December 2020, of which His Majesty King Mohammed VI is Royal Patron. Following the event, BANK OF AFRICA collected donations in cash, by transfer, as well as by cheque via its banking network, branches and business centres across the Kingdom. To ensure that this large-scale public-spirited event ran smoothly, a multi-channel mechanism was set up to encourage and facilitate regular donor support. As a result, all those wanting to make a donation to such a worthy cause could do so using electronic platforms such as ATMs and BMCE Direct and via a specific bank account.

Promoting women's handicrafts

Entirely consistent with its desire to promote rural development through education and inclusion, BMCE Bank Foundation for Education and the Environment, under the leadership of its Chair, Dr Leila Mezian Benjelloun, organised, 9 March 2020, an exhibition showcasing the handicrafts of Moroccan women in rural areas, especially from the Tangier-Tétouan-Al Hoceima region. To celebrate International Women's Day, this exhibition was held at BANK OF AFRICA's head office and organised in partnership with Mrs Marga Crespo, Director of Innovarte, a consulting firm. The proceeds from this exhibition were donated to low-income women in rural areas. This sales exhibition gave visitors an opportunity to discover and appreciate handicrafts reflecting the rich tradition and cultural heritage of the Kingdom's different regions as well as the exceptional talent and creativity of women from rural areas, whose *savoir-faire* has been inherited from forebears and passed down from generation to generation.

Official sponsor of the international Publishing and Book Fair

As in preceding years, BMCE Bank Foundation for Education and the Environment was the Official Sponsor of the 26th International Publishing and Book Fair (SIEL) held 6-16 February 2020 at the Casablanca International Fair. It was an opportunity for the Foundation to present and showcase Medersat.com's innovative educational programme and highlight its educational and cultural activities through films, brochures, magazines and textbooks.

This event was marked by the visit of Dr Leila Mezian Benjelloun, the Foundation's Chair, who was welcomed by Mrs Latifa Mouftaqir, Director of Libraries and Archives and by Mr Mohammed Bekkali, Director of the Casablanca International Fair. After visiting the Foundation's stand,

Dr Leila Mezian Benjelloun spent some time visiting the stands of this year's guest countries, France, Spain, Canada, China and Mauritania. The Foundation also took this opportunity to organise a cultural visit for pupils of the Medersat.com Bouskoura school.

OUTLOOK

BANK OF AFRICA Group has drawn up a Strategic Development Plan for the 2019-21 period aimed at bolstering its domestic and international operations.

Its development vision is structured around 6 strategic priorities, in addition to other growth drivers :

| Development priorities | | | | | |
|---|----------------------------|----------------------------|--|--|-----------------------------------|
| Provide fresh impetus to retail banking and corporate banking | Develop new growth drivers | Accelerate Digital Banking | Ensure that Africa benefits from the Group's international growth strategy | Bolster coverage of SMEs in Africa | Emphasise sustainable development |
| Strategic drivers | | | | | |
| Improved operational efficiency | | | | More robust risk management and recovery systems | |

To be sufficiently capitalised to be able to implement its strategic development plan, the Bank bolstered its capital base with MAD 3.6 billion raised in 2019 and a further MAD 793 million in 2020, with shareholders given the option of converting their dividends into equity.

Furthermore, as part of a real estate securitisation transaction, BANK OF AFRICA set up a Real Estate Investment Trust (REIT) to optimise its balance sheet. The net impact was MAD 304 million.

METHODOLOGY

BANK OF AFRICA has chosen to publish an integrated annual report for the second consecutive year. This decision underlines a desire to report its achievements in a context of sustainability and shared value.

Methodology and materiality

This report is inspired by the globally accepted integrated reporting framework of the International Integrated Reporting Council's (IIRC). Its preparation has involved BANK OF AFRICA's internal resources as well as various experts and partners of the Group. The figures are sourced from BANK OF AFRICA's internal reporting processes and from indicators audited by the competent bodies.

Target audience

The integrated annual report is aimed at each of BANK OF AFRICA's stakeholders, including investors, shareholders, customers and partners. It is also intended as a showcase for associations, NGOs and civil society organisations.

GOVERNANCE REPORT

- Board of Directors
- Corporate Governance

BOARD OF DIRECTORS

THE BOARD COMPRISSES 14 DIRECTORS, FOUR OF WHOM ARE INDEPENDENT DIRECTORS*

OTMAN BENJELLOUN

- BANK OF AFRICA Group's Chairman and Chief Executive Officer
- Date initially appointed : 1995¹
- Current term of office : 2019-2025

RMA

- Represented by Zouheir Bensaid
- Date initially appointed : 1994
- Current term of office : 2019-2025

BANQUE FÉDÉRATIVE DU CRÉDIT MUTUEL - CRÉDIT MUTUEL GROUP - ALLIANCE FÉDÉRALE

- Represented by Lucien Miara
- Date initially appointed : 2005
- Current term of office : 2020-2026

CAISSE DE DÉPÔT ET DE GESTION

- Represented by Abdellatif Zaghnoun
- Date initially appointed² : 2010
- Current term of office : 2016-2022

O CAPITAL GROUP

- Represented by Hicham El Amrani
- Date initially appointed : 2021³
- Current term of office : 2021-2027

AZEDDINE GUESSOUS

- *Intuitu Personae*
- Date initially appointed : 2017⁴
- Current term of office : 2017-2023

CDC LIMITED

- Represented by Marc Beaujean
- Date initially appointed : 2019
- Current term of office : 2019-2024

MOHAMED KABBAJ

- Independent Director
- Date initially appointed : 2021⁵
- Current term of office : 2021-2027

FRANÇOIS HENROT

- Independent Director
- Date initially appointed : 2016
- Current term of office : 2016-2022

BRIAN C. MCK. HENDERSON

- Independent Director
- Date initially appointed : 2016
- Current term of office : 2016-2022

NEZHA LAHRICHI

- Independent Director
- Date initially appointed : 2021
- Current term of office : 2021-2027

ABDOU BENSOUDA

- *Intuitu Personae*
- Date initially appointed : 2018
- Current term of office : 2018-2024

BRAHIM BENJELLOUN - TOUIMI

- Deputy Chief Executive Officer and BOA Group's Chairman
- Date initially appointed : 2004
- Current term of office : 2016-2022

MYRIEM BOUAZZAOUI

- *Intuitu Personae*
- Date initially appointed : 2021
- Current term of office : 2021-2027

(1) For each term of office, the year corresponds to that in which the Annual General Meeting is held to rule on the previous year's financial statements.

(2) CDG had a seat on BANK OF AFRICA's Board of Directors from 1966 to 1997 and was then reappointed at the Annual General Meeting of 26 May 2010.

(3) O Capital Group is the result of the merger-absorption in May 2021 of FinanceCom by the Holding Berjelloun Mezian. FinanceCom sat on the Board from 2001 to 2021.

(4) Mr Azeddine GUESSOUS sat on the Board as an Intuitu Personae Director from 2005 to 2008, then as RMA's permanent representative before being appointed again as an Intuitu Personae Director in 2017.

(5) Mr Mohamed KABBAJ was a Director of the Bank between 1997 and 2000.

DIRECTORS' FEES

In consideration of their contribution to the Board of Directors and the Specialised Committees, each Director receives Directors' fees.

The overall amount allocated for Directors' fees is set annually by the Annual General Meeting, upon the proposal of the Board of Directors.

| MAD thousands | 31/12/2020* | | | 31/12/2019* | | |
|--|--------------|--------------|-----------------|--------------|--------------|-----------------|
| | GROSS amount | Tax withheld | Net amount paid | GROSS amount | Tax withheld | Net amount paid |
| Morocco-domiciled individuals and legal entities | 3 842 | 992 | 2 850 | 3 842 | 992 | 2 850 |
| Foreign-domiciled individuals and legal entities | 3 235 | 485 | 2 750 | 3 235 | 485 | 2 750 |
| TOTAL | 7 077 | 1 477 | 5 600 | 7 077 | 1 477 | 5 600 |

(*) Previous year's Directors' fees.

BOARD OF DIRECTORS' APPRAISAL PROCESS

An annual self-appraisal regarding the structure, powers, remit and functioning of the Board of Directors is carried out by each Director.

This process is overseen by the Governance, Appointments and Remuneration Committee, a body reporting directly to the Board of Directors and comprising independent and non-executive Directors. The work of the Board is appraised on the basis of an individual questionnaire comprising thirty or so questions relating to the composition of the Board and the Specialised Committees, meeting frequency, the quality of the minutes, the Board discussions, the documentation made available to the Directors and timeframes, the choice of topics on the agenda including CSR-related matters etc.

On completing the self-appraisal process, a summary report of the results of the appraisal is submitted to the Board of Directors and an action plan drawn up.

The self-appraisal questionnaire, which is drawn up by the Governance, Appointments and Remuneration Committee, is frequently updated to take into account any regulatory changes, Board meeting discussions and recommendations made in previous questionnaires.

SPECIALISED COMMITTEES REPORTING TO THE BOARD OF DIRECTORS*

| | | |
|--|--------------------|------|
| | No. of meetings | 8 |
| Group Risks Committee | No. of members | 8 |
| | Independence | 50% |
| | Attendance rate | 100% |
| | No. of meetings | 8 |
| Group Audit and Internal Control Committee | No. of members | 6 |
| | Independence | 67% |
| | Attendance rate | 96% |
| Governance, Appointments and Remuneration Committee | Number of meetings | 4 |
| | Independence | 50% |

*Prevailing composition of Specialised Committees in 2020

BOARD OF DIRECTORS – MAIN INDICATORS 2020

BOARD OF DIRECTORS – MAIN INDICATORS 2020

| | |
|-------------------------|-----|
| No. of Board members | 13 |
| No. of Board meetings | 5 |
| Overall attendance rate | 88% |

INDEPENDENCE CRITERIA

BANK OF AFRICA complies with the regulatory requirements regarding independence criteria as stipulated in Bank Al-Maghrib Circular 5/W/2016.

GOVERNANCE, APPOINTMENTS AND REMUNERATION COMMITTEE

COMPOSITION

CHAIRMAN

Mr François Henrot, Independent Director

STANDING MEMBERS

- Mr Azeddine Guessous, *Intuitu Personae* Director
- CDC Limited, represented by Mr Marc Beaujean
- Mr Brian Henderson, Independent Director

INVITED MEMBERS

The Corporate Governance, Appointments and Remuneration Committee may invite, at its discretion, any member or non-member of BANK OF AFRICA or of its Group, depending on the items on the agenda for discussion, including those matters to be dealt with by committees in relation to agreements, appointments or remuneration.

WORK OF THE GOVERNANCE, APPOINTMENTS AND REMUNERATION COMMITTEE

Given the unprecedented situation faced by the Group in 2020 due to the pandemic, an unprecedentedly high number of meetings have been held by the Group Audit and Internal Control Committee and by the Group Risks Committee to assess and anticipate the effects of the pandemic. The focus has been on stress tests as well as ensuring that the main financial and risk management indicators were regularly monitored.

During 2020, discussions between the members of the Governance, Appointments and Remuneration Committee focused largely on reviewing and amending the latter's operating charter as well as on the founding principles of the Group's integration model in addition to the key aspects of its implementation, particularly by means of the Convergence Programme.

GROUP RISKS COMMITTEE

COMPOSITION* - June 2021

CHAIRMAN

Mr Brian Henderson, Independent Director

STANDING MEMBERS

- RMA, represented by Mr Zouheir Bensaid
- Q Capital Group represented by Mr Hicham El Amrani
- Mr Azeddine Guessous, *Intuitu Personae* Director
- CDC Limited, represented by Mr Marc Beaujean
- Mr François Henrot, Independent Director
- Mrs Nezha Lahrichi, Independent Director

ASSOCIATE MEMBERS

- Deputy Chief Executive Officer
- Deputy Chief Executive Officer responsible for Group Finance
- Deputy Chief Executive Officer responsible for Group Risks
- Adviser to General Management
- Group General Controller
- Deputy Managing Director responsible for Finance & Investments

INVITED MEMBERS

The Committee may invite any person who is a member of the Group's management or any manager whose responsibilities fall within its remit, depending on the items for discussion on the Committee's agenda.

COMMITTEE SECRETARY

Deputy Chief Executive Officer responsible for Group Risks

WORK OF THE GROUP RISKS COMMITTEE

In 2020, the Group Risks Committee met on as many as 8 occasions to assess the unprecedented situation resulting from the COVID-19 pandemic and to anticipate its impact on the Bank and on the Group.

In this regard, the Committee acknowledged the support measures taken by the regulatory authority, Bank Al Maghrib and by the Professional Association of Moroccan Banks in dealing with the COVID-19 crisis. It also bolstered steering of the Group's subsidiaries by, among other things, introducing a set of management indicators for managing the crisis at Group level. The Committee also closely monitored customer applications for the government-backed *Damane Oxygène* products.

Committee work focused on capital use, risk indicator monitoring, the Internal Disaster Recovery Plan, the ICAAP system, regulatory ratio simulations, the system for managing and monitoring country risk limits, the cost of risk, stress tests, non-operating real estate assets, subsidiaries' prudential situation and monitoring matters relating to regulatory authorities' assignments.

In accordance with regulatory requirements, the Committee approved the Internal Disaster Recovery Plan (PRCI) and the Internal Capital Adequacy Assessment Process (ICAAP) report for 2020.

The Committee also regularly monitors how recommendations made at previous Committee meetings are handled.

*Change in composition in June 2021 following the resignation of two foreign independent directors, Messrs Philippe De Fontaine Vive and Christian de Boissieu.

GROUP AUDIT AND INTERNAL CONTROL COMMITTEE

COMPOSITION* - June 2021

CHAIRMAN

Mr Mohamed Kabbaj, Independent Director

STANDING MEMBERS

- RMA, represented by Mr Zouheir Bensaid
- Mr Azeddine Guessous, *Intuitu Personae* Director
- Mr François Henrot, Independent Director
- Mr Brian Henderson, Independent Director

ASSOCIATE MEMBERS

- Deputy Chief Executive Officer
- Deputy Chief Executive Officer responsible for Group Finance
- Deputy Chief Executive Officer responsible for Group Risks
- Adviser to General Management
- Group General Controller
- Deputy Managing Director responsible for Finance & Investments

INVITED MEMBERS

- External auditors ;
- Heads of Permanent Control and Compliance ;
- The Committee may invite any person who is a member of the management or any manager whose responsibilities fall within its remit, depending on the items for discussion on the Committee's agenda.

COMMITTEE SECRETARY

BANK OF AFRICA – BMCE GROUP'S GENERAL INSPECTOR

WORK OF THE GROUP AUDIT AND INTERNAL CONTROL COMMITTEE

The Group CACI met on 8 occasions in 2020.

Committee work focused primarily on the health crisis resulting from the COVID-19 pandemic and its impact on the Group, particularly the financial performance of the Bank and of the Group in 2020 and 2021.

The main issues dealt with included reviewing BANK OF AFRICA Group's consolidated and parent financial performance, reviewing the Statutory Auditors' Report, monitoring implementation of the strategy for managing non-operating real estate assets and practicalities associated with contributing operating assets to a REIT.

As far as internal control was concerned, the 2020 consolidated Audit Plan was appraised in the context of the pandemic. The Committee's operating charter was also reviewed in accordance with the provisions of Bank Al-Maghrib's Circular No. 4/W/2018, which sets out the operating terms and conditions of the Audit Committee responsible for monitoring and appraising implementation of internal control systems.

In addition, the Group CACI monitored correspondence with Bank Al-Maghrib, particularly the latter's recommendations regarding the accounting treatment for COVID-19-related aid as well as the Statutory Auditors' recommendations. It also acknowledged the crisis management system introduced in the context of the operational Business Continuity Plan.

With Statutory Auditors' terms of office scheduled to expire at the 2020 AGM, the Committee acknowledged that Bank Al-Maghrib had no objection to KPMG being reappointed for a 3rd consecutive time and Grant Thornton replacing Ernst & Young.

The Committee noted that the IT risk management system had been bolstered during the pandemic in Morocco and in Africa.

As far as compliance was concerned, the Group CACI reviewed the Group's anti-money laundering (AML/CFT) system as well as measures taken to bolster Group Compliance.

The Committee also monitored the progress made by a number of the Group's subsidiaries.

*Change in composition in June 2021 following the resignation of two foreign independent directors, Messrs Philippe De Fontaine Vive and Christian de Boissieu.

CORPORATE GOVERNANCE

CHAIRMAN AND CHIEF EXECUTIVE OFFICER **OTHMAN BENJELLOUN**

SENIOR MANAGEMENT

Mr BRAHIM BENJELLOUN-TOUIMI

Board Member and Deputy Chief Executive Officer

Mr DRISS BENJELLOUN

Deputy Chief Executive Officer responsible for Group Finance

Mr M'FADEL EL HALAISI

Deputy Chief Executive Officer responsible for Financial Engineering, Debt Collection and Specific Assignments

Mr MOUNIR CHRAIBI

Deputy Chief Executive Officer responsible for Group Operations

Mr OMAR TAZI

Deputy Chief Executive Officer responsible for Banking in Morocco

Mr MOHAMMED AGOUMI

Deputy Chief Executive Officer responsible for Group Risks

Mr KHALID LAABI

Directeur Général Délégué, en charge des Risques Groupe

Mr KHALID NASR

Head of the Corporate & Investment Banking Division

CHAIRMAN'S COMMITTEE

COMPOSITION

CHAIRMAN

Mr OTHMAN BENJELLOUN

Chairman and Chief Executive Officer

VICE -CHAIRMAN

Mr Azeddine Guessous

Administrateur *intuitu personae*

MEMBRES

Mr Brahim BENJELLOUN-TOUIMI

Board Member and Deputy Chief Executive Officer

Mr Driss BENJELLOUN

Deputy Chief Executive Officer responsible for Group Finance

Mr Amine BOUABID

Chief Executive Officer of BOA Group

Mr Mounir CHRAIBI

Deputy Chief Executive Officer responsible for Group Operations

Mr Khalid LAABI

Deputy Chief Executive Officer responsible for Group Risks

Mr Khalid NASR

Head of the Corporate

& Investment Banking Division

Mr Omar TAZI

Deputy Chief Executive Officer responsible for Banking in Morocco

WORK OF THE CHAIRMAN'S COMMITTEE

Chaired by Mr Othman Benjelloun, the Chairman's Committee, established 1 December 2020, is responsible for approving the Group's strategy, ensuring that it is executed and monitoring its performance. Whenever necessary, this body will also have to prioritise between the operational, transversal or critical issues concerning the Group. The Chairman's Committee meets at least once every fortnight and as often as necessary, at the request of one of its members.

GROUP GENERAL MANAGEMENT COMMITTEE

COMPOSITION

CHAIRMAN

Deputy Chief Executive Officer

STANDING MEMBERS

- Deputy Chief Executive Officer responsible for Group Finance
- Deputy Chief Executive Officer responsible for Financial Engineering, Debt Collection and Specific Assignments
- Deputy Chief Executive Officer responsible for Group Operations
- Deputy Chief Executive Officer responsible for Banking in Morocco
- Deputy Chief Executive Officer responsible for International Coordination
- Deputy Chief Executive Officer responsible for Group Risks
- Chief Executive Officer of BOA Group
- Head of the Corporate & Investment Banking Division
- Adviser to General Management
- Deputy Chief Executive Officer, Group General Control
- Deputy Chief Executive Officer, Finance & Investments
- Deputy Chief Executive Officer, Group Governance and Development

COMMITTEE SECRETARY

Deputy Chief Executive Officer, Group Governance and Development

WORK OF THE GROUP GENERAL MANAGEMENT COMMITTEE

The General Management Committee meets weekly.

Faced with a health crisis like none other before, Senior Management was fully mobilised in 2020, introducing a series of measures aimed at shoring up the Bank's resilience. These were designed to combat the effects of the current pandemic as well as ensuring the best possible conditions to enable each business line to continue to perform effectively.

At an organisational level, this mobilisation also involved setting up a Group Crisis Management Committee as an offshoot of the General Management Committee which, in addition to the regular Wednesday meeting, also met on Mondays and Fridays during the entire lockdown period. The baton was then handed over to the Group Recovery Committee to provide fresh impetus.

Among the key issues reviewed during the 45 regular meetings were discussions about optimising the return on capital, improving operational efficiency by accelerating the Group's digital transformation and bolstering commercial effectiveness by launching new counter-cyclical products.

As far as the issue of capital was concerned, the Committee has been fully mobilised to manage the use of capital more effectively and ensure optimal allocation in a context in which the Bank is endeavouring to bolster its capital base, reduce general operating expenses and prioritise initiatives at loan recovery and at cleaning up the loan portfolio.

On the commercial front, the Bank has taken a proactive approach by launching counter-cyclical products and introducing support measures, introduced by the public authorities at the very start of the pandemic. *Damane Oxygène* and *Damane Relance* are loans backed by guarantees from the Caisse Centrale de Garantie that do not use up much capital. At the end of 2020, nearly MAD 9 billion of loans had been authorised, with more than MAD 6.5 disbursed, in addition to loan repayment deferrals to support households.

The Bank also adopted a commercial strategy for corporate customers that was specifically aimed at supporting a high-quality clientele with a lower risk profile.

Alongside each of the initiatives implemented, enhancements were made to the system for monitoring and modelling trends in macroeconomic indicators.

In addition, a variety of digital transformation projects were accelerated at the outbreak of the pandemic. Customer experience was further improved as a result whilst new revenue sources are being developed.

Furthermore, particular attention was paid to the latest developments at a number of Group subsidiaries in Morocco and in sub-Saharan Africa, for which specific action plans have been drawn up.

In addition, protecting Bank employees and safeguarding their health were core priorities of the crisis management system during and after the lockdown period with health and safety procedures bolstered. From the end of June 2020, a plan was implemented to gradually resume operations. A number of major projects were initiated with the Bank reorganising working practices and encouraging some employees to work from home, raising awareness around health and safety risks and supporting change.

The so-called 'COVID' policy adopted by the Bank with regard to its human capital was widely commended with the Bank being awarded the SafeGuard Hygiene Excellence and Safety Label from Bureau Veritas. The label provides confirmation that the Bank has met stringent requirements in minimising the onsite risk of the virus spreading and is adhering to best-in-class hygiene and safety protocols.

OPERATING COMMITTEE

COMPOSITION

CHAIRMAN

Deputy Chief Executive Officer responsible for Group Operations

STANDING MEMBERS

- Group General Control
- Personal and Professional Banking
- SME Banking
- Group Human Capital
- Technology Processes and Group Organisation
- Group Permanent Control
- Casa North Regional Division
- Casa South Regional Division
- Governance and Management
- Global Services Operations
- Group Risk Management

COMMITTEE SECRETARY

Group Quality

ASSOCIATE MEMBERS

In addition to the above standing members, associate members include all divisional and departmental heads. They attend meetings to discuss issues that they have submitted to the Operating Committee for deliberation.

WORK OF THE OPERATING COMMITTEE/BCP COMMITTEE

In 2020, the Operating Committee met on 6 occasions prior to handing over the baton to the BCP Committee in March when the government introduced a series of support measures. The BCP Committee met on 94 occasions.

The Operating Committee dealt with a range of issues during the 6 sessions including paying vehicle tax via BMCE Direct, suspending loans in the wake of a court decision, reviewing the release order process, assessing the impact of having activated the 'cash management' BCP in response to strike action taken by staff at service provider Brink's in January 2020, assessing Level 1 of the collateral notification process based on digitised documents and proposing to expand it to Level 2, potentially introducing a control system for approving small business loans and an electronic national register for security rights in movable property.

This Committee oversees a number of the Bank's business units such as Technology, Group Processes & Organisation, Group Human Capital, Group Logistics, Banking in Morocco, Group General Control, Group Risk, Eurafric Information, Global Services Operations. It is responsible for ensuring and coordinating the uninterrupted functioning of the Group's core business operations by mitigating the risk of loss in the event of any serious interruption and organising any technology-related aspects requested by the Bank during the pandemic. All decisions taken by the BCP Committee must be approved by the Bank's General Management Committee.

With the government declaring financial services as 'critical' during the pandemic, bank branches remained open throughout the entire

lockdown period. A number of measures resulting from the BCP strategy were therefore implemented to ensure business continuity, despite the virus' high infection rate around the country.

The COVID-19 business continuity strategy, adopted in the context of this crisis, is structured around the following:

- Preventive logistical measures adopted providing maximum protection for employees who might happen to come into contact with someone infected with the virus as well as reducing the risk of the virus spreading: distributing hydro-alcoholic gels and protective masks which are either disposable or washable by all staff, systematically disinfecting contaminated sites, installing plexiglass in bank branches in addition to tightening access controls, especially temperature checks.
- Working practices adapted in accordance with government guidelines, allowing some staff to work from home with priority given to vulnerable employees, reducing on-site staff numbers, tightening hygiene rules and introducing barrier measures, as well as ensuring effective employee communication regarding these measures.
- BCP processes reviewed for bank branches and business centres to reduce the time taken to close disaster-stricken branches and ensure service continuity for customers whilst the digitisation of customer signatures has enabled branches and business centres to conduct business remotely.
- Ongoing coordination with critical subsidiaries to ensure that their BCP is aligned with the Group's BCP strategy - critical organisation, working from home etc.
- Customers encouraged to use remote channels and accelerating digital transformation.

GROUP INTERNAL CONTROL COORDINATION COMMITTEE

COMPOSITION

CHAIRMAN

Chairman of the Group General Management Committee and, in his absence, the Group General Controller

STANDING MEMBERS

- Deputy Chief Executive Officer responsible for Group Finance
- Deputy Chief Executive Officer responsible for Group Operations
- Deputy Chief Executive Officer responsible for Group Risks
- Group General Controller
- Deputy Chief Executive Officer, responsible for Finance & Investments
- Deputy Chief Executive Officer, responsible for Group Compliance
- Head of Group Permanent Control

COMMITTEE SECRETARY

Deputy Chief Executive Officer, responsible for Group Compliance

ASSOCIATE MEMBERS

- Head of Subsidiaries' Risk, Internal Control and Compliance functions, depending on the items on the Committee's agenda for discussion.
- Group Governance and Development division
- The Committee may invite, at its discretion, any member or non-member of BANK OF AFRICA or of the Group, depending on the items on the Committee's agenda for discussion

WORK OF THE GROUP INTERNAL CONTROL COODINATION COMMITTEE

The Group Internal Control Coordination Committee met on 4 occasions in 2020.

As part of its work and in accordance with its commitment to place greater emphasis on control and compliance at subsidiary level, the Committee acknowledged the ongoing improvement in the compliance systems of a number of Group subsidiaries. It expected this trend to continue given the acquisition of new software solutions and the ongoing implementation of a variety of key compliance-related projects.

The Committee also took note of the new Common Reporting Standard for the automatic exchange of information for tax purposes and asked for the related compliance work to be initiated. It also oversaw the process of monitoring the European General Data Protection Regulation (GDPR) compliance project.

In addition, the Committee reviewed the latest developments in the project to automate the exchange of data with the Financial Intelligence Unit, the goal being to continuously improve the process.

Another major matter dealt with by the Committee related to the revamp of the Know Your Customer value chain with the aim of enhancing performance.

Furthermore, the Committee continued to monitor the permanent control function by reviewing the results of control operations and initiating corrective action where necessary.

GROUP RISK STEERING AND MANAGEMENT COMMITTEE

COMPOSITION

CHAIRMAN

Deputy Chief Executive Officer

STANDING MEMBERS

- Deputy Chief Executive Officer responsible for Group Finance
- Deputy Chief Executive Officer responsible for Financial Engineering, Debt Collection and Specific Assignments
- Deputy Chief Executive Officer responsible for Group Operations
- Deputy Chief Executive Officer responsible for Banking in Morocco
- Deputy Chief Executive Officer responsible for International Coordination
- Deputy Chief Executive Officer responsible for Group Risks
- Chief Executive Officer of BOA Group
- Head of Corporate & Investment Banking Division
- Adviser to General Management
- Group General Controller
- Deputy Chief Executive Officer, responsible for Finance & Investments.

COMMITTEE SECRETARY

- Head of Group Risk Management.

ASSOCIATE MEMBERS

- The Chairmen and Chief Executive Officers of the subsidiary in question
- Any other person in connection with the item for discussion by the Committee

WORK OF THE GROUP RISK STEERING AND MANAGEMENT COMMITTEE

The Group Risk Steering and Management Committee met as an offshoot of the General Management Committee on 8 occasions in 2020.

The main issues dealt with at its meetings included reviewing credit, market, operational and country risk indicators at both the parent and consolidated levels, reviewing the sensitivity of market operations to interest rate changes, reviewing processes for setting and monitoring country limits, reviewing and approving overall risk limits for 2020, prudential capital adequacy ratios, monitoring credit customers placed on the Watch List, reviewing the Internal Capital Adequacy Assessment Process (ICAAP) Report and the Internal Disaster Recovery Plan submitted to the regulatory authority, Bank Al Maghrib and their rollout at sub-Saharan African subsidiaries as well as monitoring the recommendations made at previous committee meetings and those made by the regulatory authority, Bank Al Maghrib.

Against the backdrop of the COVID-19 pandemic and its impact on banking activity, the work of the Group Steering and Risk Management Committee focused to a large extent on the 'Stress Tests' impact study analysing the impact from an economic recession on BANK OF AFRICA's loan-loss experience and capital adequacy, the allocation of capital, capital optimisation measures, the situation of non-operating real estate assets, the drawing up of a risk indicator matrix, sector limits and post-COVID Groups.

Lastly, the Group Risk Steering and Management Committee also ensured that support measures taken by the Economic Monitoring Committee, in concert with Bank Al Maghrib and the Professional Association of Moroccan Banks (GPBM) for dealing with the COVID-19 pandemic, were disseminated.

GROUP ALM COMMITTEE

COMPOSITION

CHAIRMAN

- Deputy Chief Executive Officer

STANDING MEMBERS

- Deputy Chief Executive Officer responsible for Group Finance
- Deputy Chief Executive Officer responsible for Banking in Morocco
- Deputy Chief Executive Officer responsible for International Coordination
- Deputy Chief Executive Officer responsible for Group Risks
- Head of Corporate & Investment Banking Division
- Adviser to General Management
- Deputy Chief Executive Officer, Finance & Investments

COMMITTEE SECRETARY

- Deputy Chief Executive Officer, Finance & Investments

ASSOCIATE MEMBERS

- Head of Group ALM
- Heads of Group subsidiaries or their appointed proxies, depending on the items on the agenda for discussion
- Any person, at the Committee's discretion, depending on the items on the agenda for discussion

WORK OF THE GROUP ALM COMMITTEE

In 2020, the Group ALM Committee, an offshoot of the General Management Committee, regularly monitored issues relating to balance sheet/ALM management, particularly in the context of its work on stress-tests against the backdrop of the pandemic.

As a result, in such a context, the Committee discussed (i) impact simulations on financial year 2020 performance, in terms of trends in loans and deposits, refinancing and the liquidity coverage ratio, (ii) the situation in terms of MAD and foreign currency liquidity balances of the Bank and of some subsidiaries, particularly overseas subsidiaries, (iii) estimates of the impact of loan repayment deferrals in the context of providing support for households. In addition, the Committee continued its work on balance sheet optimisation, particularly the project to contribute operating assets to a REIT. It also examined the liquidity situation of the Group's participatory banking subsidiary.

ENVIRONMENTAL, SOCIAL AND SUSTAINABILITY COMMITTEE

COMPOSITION

CHAIRMAN

- Deputy Chief Executive Officer, BANK OF AFRICA

STANDING MEMBERS

BANK OF AFRICA BMCE Group

- Deputy Chief Executive Officer responsible for Group Finance
 - Deputy Chief Executive Officer, responsible for Group Governance and Development
 - Deputy Chief Executive Officer, responsible for Group Human Capital
 - Head of Sustainable Development & CSE
 - Head of Group Coordination
- BOA Group**
- Secretary General (Group)
 - Head of Social and Environmental Risks (Group)
- CDC Group**
- Head of Social and Environmental Responsibility

COMMITTEE SECRETARY

Head of Sustainable Development & CSR

WORK OF THE ENVIRONMENTAL AND SOCIAL SUSTAINABILITY COMMITTEE

The Environmental and Social Sustainability (ESS) Committee met on 3 occasions in 2020.

In matters relating to environmental and social sustainability, the Committee reviewed a number of issues including the progress made on implementing the environmental and social risk management system by the Bank and its subsidiaries, management of operational risk exposure with regard to the European Development Finance Institutions' exclusion list and the development of new positive impact financial products and services.

Against the backdrop of the COVID-19 pandemic in 2020, the Committee approved a list prioritising measurable and significant goals and indicators for improving overall CSR performance. Accordingly, the Committee introduced the SafeGuard label to ensure employee health and safety and a roadmap to promote gender equality in the workplace and the economic empowerment of women, by implementing appropriate programmes and products.

In addition, the Committee continued to monitor the progress made on rolling out the CSR Charter at each of the Group's subsidiaries.

REMUNERATION OF THE MAIN OFFICERS (MAD thousands)

| | Dec 20 | Dec 19 |
|--------------------------|--------|--------|
| Short-term benefits | 26 048 | 24 878 |
| Post-retirement benefits | 2 870 | 1 956 |
| Other long-term benefits | 6 383 | 6 383 |

It is worth noting that short-term employee benefits relate to the fixed remuneration, inclusive of employer social security contributions, received by Officers in 2020.

Post-retirement benefits relate to outstanding leave reimbursed should an employee leave the company, while termination benefits include end-of-career bonuses and long-service awards payable to those in question on leaving the company.

OFFICERS' BORROWINGS (MAD thousands)

| | Dec 20 | Dec 19 |
|---------------------------------|---------------|---------------|
| A. Short-term outstanding loans | 64 423 | 56 019 |
| B. Outstanding property loans | 20 716 | 17 764 |
| TOTAL OUTSTANDING LOANS | 85 139 | 73 783 |

BIOGRAPHIES BOARD OF DIRECTORS



Mr Othman BENJELLOUN is Chairman and Chief Executive Officer of BANK OF AFRICA Group, formerly Banque Marocaine du Commerce Extérieur, which was privatised in 1995, Chairman of Q Capital Group Holdings, Chairman of Royale Marocaine d'Assurance and Chairman of Medi Telecom Orange.

He has been the Chairman of the Professional Association of Moroccan Banks (GPBM) since 1995 and was Chairman of the Union of North African Banks from 2007 to 2009.

Mr BENJELLOUN is the founder of BMCE Bank Foundation, which has two main aims :

Mr OTHMAN BENJELLOUN CHAIRMAN & CHIEF EXECUTIVE OFFICER OF BANK OF AFRICA

- Education, primarily combating illiteracy by building and managing community schools in rural areas in Morocco and Africa.

- Environmental protection.

Mr BENJELLOUN was appointed as Chancellor of Al Akhawayn University of Ifrane between 1998 and January 2004 by His Majesty the late King Hassan II. In 2007, he was awarded an Honorary Fellowship by King's College, London.

Since 1981, he has been an Adviser to the Washington-based Center for Strategic International Studies (CSIS) that was formerly overseen by Dr Henry Kissinger. In 2013, the CSIS conferred upon him the prestigious title of Honorary Trustee.

Mr BENJELLOUN has received a number of decorations including Officer of the Order of the Throne by His Majesty the late King

Hassan II and Commander of the Order of the Polar Star by His Majesty the King of Sweden.

Other distinctions include Commander of the National Order of the Republic of Senegal, Commander by Number of the Order of Isabella the Catholic by His Majesty King Juan Carlos of Spain, Commander of France's Order of Arts and Letters and, more recently, Commander of the Order of the Grand Star by the Republic of Djibouti.

On 7 April 2010, Mr BENJELLOUN was elevated to the rank of Commander of the Order of the Throne by his Majesty King Mohammed VI.

Born in 1932 in Casablanca, he is a graduate of École Polytechnique Fédérale de Lausanne in Switzerland. Mr BENJELLOUN is married to Dr Leïla Mezian Benjelloun, an ophthalmologist. They have two children, Dounia and Kamal.

APPOINTMENTS LIST

| Chairman and Chief Executive Officer | Chairman of the Board of Directors | Chairman of the Supervisory Board | Director | Other appointments |
|---|-------------------------------------|-----------------------------------|---|--|
| O Capital Group | BMCE International Holdings (B.I.H) | Financière Yacout ¹ | Argan Invest | Manager of Abbas Benjelloun Holdings (H.A.B) |
| FinanceCom Afrique | Medi Telecom | Saida Star Auto ² | Casablanca Finance City Authority | Chairman of the Professional Association of Moroccan Banks (GPBM) |
| Cap d'Argent | M.B.T | | O CAPITAL EUROPE | Chairman of the Othman Benjelloun Foundation |
| Cap Estate | Revol's Marrakech | | Maghrebail | |
| Internationale de Financement et de Participation (INTERFINA) | RMA | | MEDI 1 Radio ³ | Chairman of the Mezian Benjelloun Foundation for Science and Education |
| O Tower | RMA Alternative Investments | | Société Marocaine de Gestion des Fonds de Garantie des Dépôts Bancaires | |
| Ranch Adarouch | RMA Asset Management | | | |
| Société Financière du Crédit du Maghreb (S.F.C.M) | RMA Capital | | | |
| | RMA Mandates | | | |
| | Société d'Aménagement Tanger Tech | | | |

1. Also, representative of Q Capital Group

2. Also, representative of Abbas Benjelloun Holdings (H.A.B.)

3. Q Capital Group's representative



Mr ZOUHEIR BENSAID | RMA's Permanent Representative

Mr Zouheir BENSAID has a wealth of experience spanning more than 36 years of the banking, financial and manufacturing industries. In the mid '80s, after assuming responsibility for financial institutions at CITIBANK Maghreb, he spearheaded the expansion of ABN AMRO's branch network.

In 1994, after a three-year period in which he headed up an agri-business, Mr Zouheir BENSAID returned to the financial sector and played an active role in reforming Morocco's capital markets.

He became Chief Executive Officer of Maroc Inter Titres (MIT), BMCE Bank's brokerage firm, where he oversaw the latter's first

capital-raising transactions as well as being involved in privatisations and initial public offerings on the Moroccan Stock Exchange.

Mr Zouheir BENSAID was Vice-Chairman of the Professional Association of Brokerage Firms (APSB) between 1996 and 1998. Between 1998 and 1999, he was Chairman of the Casablanca Stock Exchange, overseeing the development and modernisation of Morocco's capital markets.

A former student of Cornell, Mr Zouheir BENSAID graduated in Finance from the University of Nevada in 1985. He is a member of the Phi Kappa Phi Honour Society.

Mr Zouheir BENSAID is currently CEO of RMA, the insurance arm of O Capital Group, of which he was Deputy Chief Executive Officer between January 2005 and December 2014. He sits on the Boards of several companies including BANK OF AFRICA Group, Maghrebail, RISMA, LYDEC, CTM and other Group subsidiaries, as well as being a member of several audit committees.

APPOINTMENTS LIST

| Chairman | Chairman and Chief Executive Officer | Chairman of the Board of Directors | Chief Operating Officer | Director | Co-Manager |
|---------------------------|---|---|--|--|-----------------------------------|
| RMA Capital International | Medium Finance RMA Asset Management Abidjan RMA Casa Anfa RMA Elan | Infra Invest RMA Assistance RMA Investment Partners | RMA RMA Alternative Investments RMA Asset Management RMA Capital RMA Mandates MBT | Air Arabia Argan Invest Cap Estate CFG CTM DBM Media Group ¹ Decrow Capital EurAfric Information O Capital Group O Capital Europe Finatech Lydec Maghrebail Mutandis Mutandis Automobile Mutatis O'Tower Refly's ² Risma Saemog T Capital Tanger Med Zones Villa Roosevelt | Terrasses de l'Océan Villajena |

1. O Capital Group's representative
2. RMA's representative

BIOGRAPHIES BOARD OF DIRECTORS

**Mr LUCIEN MIARA | Banque Fédérative du Crédit Mutuel's Permanent Representative**

Mr Lucien MIARA is Banque Fédérative du Crédit Mutuel's Permanent Representative.

Mr Lucien MIARA has been the Chairman of Fédération du Crédit Mutuel Méditerranéen and Caisse Régionale du Crédit Mutuel Méditerranéen since 2014.

He began his career at Crédit Mutuel du Centre in 1973 before moving to Crédit Mutuel Méditerranée in 1978. From 1995 to 2014, he was Chief Executive of Crédit Mutuel Méditerranéen.

He is a technology graduate of the University of Nice Alpes Maritime with an elective in corporate administration.

APPOINTMENTS LIST

| Chairman of the Board of Directors | Director | Member of the Supervisory Board | Non-Voting Director |
|---|---|--|----------------------------------|
| Fédération du Crédit Mutuel Méditerranéen | Assurance du Crédit Mutuel Vie SAM ¹ | Euro-Information Production | Crédit Industriel et Commercial |
| Caisse régionale du Crédit Mutuel Méditerranéen | Assurance du Crédit Mutuel Vie SA ¹ | | Caisse Fédérale de Crédit Mutuel |
| Caisse de Crédit Mutuel Saint- Laurent du Var | | | |
| Caisse de Crédit Mutuel Tarascon | | | |
| Caisse de Crédit Mutuel Sainte-Maxime Cogolin | | | |
| Caisse de Crédit Mutuel Saint Cyr-sur-Mer | | | |
| Caisse de Crédit Mutuel Marseille Prado | | | |
| Camefi | | | |

1. CRCM Méditerranéen's representative



Mr ABDELLATIF ZAGHNOUN | Caisse de Dépôt et de Gestion's Permanent Representative

specialisation in mining, Abdellatif ZAGHNOUN began his career at the Office Chérifien des Phosphates (OCP), where he held a number of positions of responsibility until 2004.

In 2004, he was appointed as head of the Directorate General of Customs and Indirect Taxes.

In 2007, Mr ZAGHNOUN became Vice-Chairman of the World Customs Organization (WCO) and Chairman of the WCO MENA region. In 2008, he was

appointed as Chairman of the World Customs Organization's Audit Committee. In 2010, he became Director-General of the Directorate General of Taxes.

In January 2015, Mr ZAGHNOUN was appointed by His Majesty as Chief Executive Officer of the Caisse de Dépôt et de Gestion (CDG).

Mr Abdellatif ZAGHNOUN is married and has 3 children.

Mr Abdellatif ZAGHNOUN has been Chairman and Chief Executive Officer of Caisse de Dépôt et de Gestion since 2015.

After graduating in 1982 from the Ecole Mohammedia des Ingénieurs with a

APPOINTMENTS LIST

| Chairman of the Board of Directors | Vice-Chairman of the Board of Directors | Chairman of the Supervisory Board | Member of the Supervisory Board | Director |
|--|---|------------------------------------|----------------------------------|--|
| CDG Capital | CIMAR | Université Internationale de Rabat | Tanger Med Special Agency - TMSA | CIH |
| CDG Développement | Société Marocaine de Valorisation des Kasbahs | MEDZ | | BARID AL MAGHRIB |
| CDG INVEST | | | | Casablanca Finance City Authority - CFCA |
| CGI | | | | MEDITELECOM ORANGE |
| Fipar Holding | SONADAC | | | Tanger Med Port Authority - TMPA- ¹ |
| Foncière Chellah | | | | Fonds Marocain de Placement - FMP - |
| FONDATION AHLY | | | | Oued Chbika Development - OCD - |
| FONDATION CDG | | | | Al Omrane Holding |
| Institut Marocain des Administrateurs | | | | |
| MADAEF | | | | |
| NOVEC | | | | |
| PATRILOG | | | | |
| SAZ | | | | |
| SCR | | | | |
| Société d'Aménagement Ryad | | | | |
| Société de Développement de Saidia | | | | |
| Société d'Aménagement et de Promotion de la Station de Taghazout | | | | |
| AUDA | | | | |

1. CDG's permanent representative

BIOGRAPHIES BOARD OF DIRECTORS



Mr Hicham EL AMRANI has more than 25 years' experience of private equity investment, financing and corporate strategy across a wide range of industries.

When FinanceCom was founded in 2001, subsequently becoming O Capital Group following the merger with Mezian Benjelloun Holdings in May 2021, Mr EL AMRANI assumed responsibility for the Technologies & Telecommunications division.

Mr HICHAM EL AMRANI | O Capital Group's Permanent Representative

Appointed as Director of Strategy & Development between 2005 and 2008, Mr EL AMRANI was subsequently promoted to the post of Deputy Chief Executive Officer in 2008. He then went on to become the holding company's Chief Executive Officer in June 2010. He has been responsible for adopting best practice in steering the performance of the various entities within the holding company's portfolio.

He also spearheaded a number of M&A deals, LBOs and restructurings as part of a process of rationalising the holding company's portfolio and reducing debt.

In 2009, Mr EL AMRANI coordinated the process that enabled Portugal Télécom and Téfónica to acquire a stake in Medi Telecom and the sale of a 40% stake in this company to Orange in 2010. He is a Director

and standing member of Medi Telecom-Orange's various governing bodies.

In addition to these roles, Mr EL AMRANI is a Director of RMA, CTM, Risma, Air Arabia, Finatech, Colliers International Morocco and Chairman of the Audit Committee of Air Arabia Morocco, Meditel, RISMA and CTM.

Mr Hicham EL AMRANI is an engineering graduate of Ecole Hassania des Travaux Publics and holds an MBA and a Graduate Certificate in Manufacturing and Service Management from Southern New Hampshire University, Singularity University's Executive Program and Yale University's Leadership Executive Program.

Born in 1973, Mr EL AMRANI is married and has two children.

APPOINTMENTS LIST

| Chairman and Chief Executive Officer | Deputy Chief Executive Officer | Vice-Chairman of the Board of Directors | Member of the Executive Board | Director | Other appointments |
|--------------------------------------|--|--|--------------------------------------|---|--|
| Argan Invest | O Capital Group -fonction principale- INTERFINA CAP ESTATE | DBM Media Group (ex-Africa Teldis & Communication) | Financière Yacout Saida Star Auto | O Capital Group Air Arabia Maroc Brico Invest ² Colliers International Maroc ³ CTM CTM Messagerie FinanceCom Afrique ² O Capital Europe Medi Telecom ORANGE O Tower ² INTERFINA ¹ Revlly's ⁴ RMA SFCM ² BLACKPEARL FINANCE CAP D'ARGENT ⁵ DBM Media Group -ex-Africa Teldis & Communication- FINATECH GROUP CAP ESTATE ² | Member of RISMA's Supervisory Board Members of AIR ARABIA MAROC's Audit Committee Member of BANK OF AFRICA's Group Risk Committee Member of CTM's Audit Committee Member of CTM's HR Committee Chairman of CTM's Strategy Committee Chairman of MEDITELECOM's Audit Committee Member of MEDITELECOM's Strategy Committee Member MEDITELECOM's HR Committee Member of RISMA's Audit Committee Member of RMA's Audit Committee |

1. Deputy Chief Executive Officer

2. O Capital Group's permanent representative

3. Argan Invest's permanent representative

4. INTERFINA's permanent representative

5. Financière Yacout's representative



Mr Azeddine GUESSOUS has been Chairman and Chief Executive Officer Maghrébail since 2004.

He also sits on the Boards of a number of companies including RMA, BANK OF AFRICA (formerly BMCE Bank), BOA Group, BANK OF AFRICA Europe (formerly BMCE Bank International Madrid), Al Mada, Sonasid, Lydec and Imperial Tobacco Maroc. He is also a director of Al Akhawayn University.



Mr Marc BEAUJEAN is the founder, in 2019, and principal partner of Beaujean & Partners, a strategic consulting firm specialising in banking and insurance. He is also Chief Executive Officer of Atlantic Financial Group SA since 1 January 2021.

From 1993 to 2012, he was Senior Partner and Director at McKinsey & Co, with responsibility for developing customer relationships in North Africa and in Western Europe – France, Belgium, Switzerland and Luxembourg – in retail banking, private banking, investment funds, life insurance and non-life insurance.

From 1997 to 2014, Mr BEAUJEAN was co-founder and non-executive Director at Geneva-based BlueOrchard, now one of the world's leading inclusive finance institutions

Mr AZEDDINE GUESSOUS | *Intuitu Personae* Director

Between 2010 and 2012, Mr GUESSOUS was Chairman of Risma's Managing Board. In 2001, he became Chairman and Chief Executive Officer of Al Watanya, an insurance company and, in 1995, Caisse Interprofessionnelle Marocaine de Retraite (CIMR).

Between 1978 and 1994, Mr GUESSOUS held a number of senior government positions including Minister of Trade, Industry and Tourism in 1978, Minister responsible for relations with the European Economic Community in 1985 and Morocco's Ambassador to Spain between 1986 and 1995.

Mr GUESSOUS has received a number of decorations including Officer of the Order of Wissam, Spain's Order of Civil Merit and Grand Cross, France's National Order of Merit and the Order of the British Empire.

Mr GUESSOUS was born in 1941.

APPOINTMENTS LIST

| Director |
|---|
| BANK OF AFRICA EUROPE (Ex BMCE Bank International Madrid) |
| BOA GROUP |
| RMA |
| SETTAVEX |
| LYDEC |
| AL MADA |
| SONASID |
| RISMA |
| MAROCAINES DES TABACS |
| ALMA PACK |
| ALMA BAT |
| AL AKHAWAYN |

Mr MARC BEAUJEAN | CDC Limited's Permanent Representative

specialising in micro-finance. The firm was recently sold to Schroders Asset Management. One of his main responsibilities was strategic thinking and partnerships.

From 2012 to 2018, he was Executive Director at PGV Assurances, Belgium, a systemically important financial institution as defined by the European Central Bank. As Director of Operations, which included overseeing IT and Human Resources, he was responsible for redesigning the group's core insurance systems and for transformation programmes in general.

From 2018 to 2020, he was Chief Operating Officer of CBP Quilvest, a Luxembourg-based private bank.

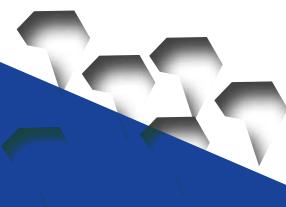
Mr BEAUJEAN is also a co-investor in Profinpar, a EUR 40 million fund specialising in financing the growth, transmission and optimisation of mature SMEs with development potential. He was also a lecturer at HEC Liège between 2010 and 2020.

Born in 1965, Mr BEAUJEAN holds an MBA from Columbia Business School and a Bachelor of Business Administration from Liège's School of Business Administration.

APPOINTMENTS LIST

| Director |
|---|
| BOA Group SA ¹ |
| Banque Internationale Arabe de Tunisie ² |

¹ CDC's representative
² Independent Director



BIOGRAPHIES BOARD OF DIRECTORS



Mr Mohamed KABBAJ is currently Chancellor of the Euromed University of Fez. He formerly served as Minister of Finance and Foreign Investment, overseeing implementation of vital financial reforms resulting in the modernisation and deregulation of the banking system.

As Minister, he also oversaw the successful privatisation, in 1995, of Banque Marocaine du Commerce Extérieur, which attracted investment from a consortium of Moroccan and foreign institutional and financial

Mr MOHAMED KABBAJ | Independent Director

investors led by Royale Marocaine d'Assurance.

Mr KABBAJ is a graduate of the prestigious École Française Polytechnique and the École Nationale des Ponts et Chaussées in Paris. He also has a Diploma in Advanced Studies in Econometrics from the Sorbonne, Paris. He had a long and successful career as head of various departments at the Ministry of Public Works prior to becoming Minister. As such, he represented the contracting authority and the prime contractor for many of the country's infrastructure projects.

From 2000 to 2005, he was Adviser to His Majesty King Mohammed VI, before being appointed Governor of the Greater Casablanca region for nearly 4 years.

Previous socio-professional appointments include two terms as Member of Parliament from 1993 to 2003, Chairman of several foundations and associations, including the Spirit of Fez Foundation, Fez-Saiss, the Fez Festival of World Sacred Music and Chairman of Lafarge Holcim Maroc, the Development Committee of the IMF and the World Bank. He was also a Member of Lafarge International Group's Advisory Board, Coordinator of the Permanent Inter-ministerial Committee of State-owned Enterprises and Chairman of the Watch Committee of State-owned Enterprises as well as Vice-Chancellor of Al Akhawayn University.



Mr François HENROT is a leading figure in the world of European finance.

He has held several important positions within the Rothschild Group, including that of Chairman of the investment bank and Vice-Chairman of Rothschild & Co.'s Supervisory Board, of which he was a Director until 2020 and is currently a non-voting member. He is also an Advisory Director and Vice-Chairman of the Board of Rexel, a global leader in

Mr FRANÇOIS HENROT | Independent Director

the distribution of low-voltage electrical products, Chairman of the Board of COPEBA, a Belgian privately held investment company.

Mr HENROT began his career in the public sector at France's Council of State and then at the Directorate General for Telecommunications before moving to the private sector with Compagnie Financière de Paribas and, for the past 20 years, Rothschild Group.

Having a keen interest in cultural and philanthropic affairs, Mr HENROT was Chairman of France's Ecole Nationale Supérieure des Arts Décoratifs and a member of the Association pour le Rayonnement de l'Opéra de Paris until 2015. He is responsible for reviving the Evian Musical Encounters Festival, founded by Mstislav Rostropovich

and is currently Chairman of the Bordeaux International String Quartet Competition.

In the field of medicine, Mr HENROT has actively contributed for more than 12 years to the work of the Brain and Spine Institute (ICM).

He has co-authored a number of works including *The Banker and the Philosopher*, which deals with the 2007-08 financial crisis.

Born in 1949, Mr François HENROT is a graduate of Ecole Nationale d'Administration (ENA) and Stanford University.

APPOINTMENTS LIST

| Chairman of the Board of Directors | Member of the Supervisory Board |
|------------------------------------|---------------------------------|
| Cobepa (Belgique) | Rexel SA |



Mr BRIAN MCK HENDERSON | Independent Director

Executive Assistant to the Chairman and Chief Executive Officer, Vice-Chairman of Merrill Lynch Europe, Middle East and Africa and Chairman of the Global Public Sector division.

He is currently non-executive Chairman of Augustea Bunge Maritime Ltd., Malta, Advisor to Cremades & Calvo Sotelo, Madrid and Senior Advisor to Rockefeller Capital Management.

He also served as Chairman of Prime Merrill S.p.a Italy and as member of the Board of Merrill Lynch South Africa Pty Ltd.

His civic engagements include those of Chairman of the Chatham House Foundation, Honouring Nations' Board of Governors, American Indian Economic Development at Harvard University's JFK School of Government and Director of the Fort Apache Heritage Foundation.

Mr HENDERSON began his career at Chase Manhattan Bank where he held a number of important positions within the Group's European Institutions division, including Vice-Chairman and Director of the sub-Saharan Africa region as well as within the Investment Banking division. He was also a Board member of Banque Ivoirienne du Développement Industriel and Chase Bank Cameroon SA as well as being Vice-President and Treasurer of the Atlantic Council of the United States.

Mr HENDERSON holds a Bachelor of Science degree in International Economic Relations from Georgetown University, School of Foreign Service, Washington DC.

Mr Brian C. McK. HENDERSON is the Founding Partner of Henderson International Advisors, LLC.

During a career spanning 43 years in international banking, he has forged significant client relationships in both the private and public sectors as well as acquiring expertise in management and corporate governance.

At Merrill Lynch, where he spent a large part of his career, Mr HENDERSON held several positions of responsibility including

APPOINTMENTS LIST

| Director | Non-Executive Chairman | Vice-Chairman | Advisor | Senior Advisor | Founding Partner |
|---|-------------------------------------|------------------------------------|---------------------------------|--------------------------------|---------------------------------------|
| Fort Apache Heritage Foundation | Augustea Bunge Maritime Ltd., Malta | Middle East institute – Washington | Cremades & Calvo Sotelo, Madrid | Rockefeller Capital Management | Henderson International Advisors, LLC |
| Harvard Project on American Indian Economic Development, Honoring Nations | | | | | |

BIOGRAPHIES INDEPENDENT DIRECTOR



Mrs NEZHA LAHRICHI | Independent Director

After time spent as a member of parliament, her second responsibility was to chair the National Foreign Trade Council. The latter's transformation into an observatory was the catalyst for establishing a business intelligence and strategic planning system.

Mrs LAHRICHI was Director of the National Telecommunications Regulatory Agency (ANRT) for two terms of office. She also sat for 10 years on the National Savings and Investment Council (CNME) as well as being a member of the Caisse de Dépôt et de Gestion's supervisory committee as the Prime Minister's representative.

The majority of her publications, categorised by theme, may be accessed on her website www.nezhalahrichi.com.

Mrs Nezha LAHRICHI holds a State Doctorate in Economics, the first awarded to a woman in Morocco. She began her career in academia and research as Professor of Higher Education, specialising in domestic and international monetary and financial economics. She was concurrently a member of the Centre Marocain de Conjoncture, an economics think tank.

After acting as special advisor to three Prime Ministers with responsibility for economic and financial affairs, Mrs LAHRICHI was then initially entrusted with the responsibility of heading up Société Marocaine d'Assurance à l'Exportation (SMAEX) as Chairman and Chief Executive Officer, a post that enabled her to gain experience of the credit insurance and risk business.



Mr ABDOU BENSOUDA | *Intuitu Personae* Director

Since 2008, Mr BENSOUDA has held a number of positions of responsibility within Q Capital Group including that of Chairman & Chief Executive Officer of Finatech Group, a systems integrator specialising in digital and energy infrastructure.

Mr BENSOUDA has a degree in information systems engineering from Boston University and a Master of Business Administration (MBA) specialising in finance and entrepreneurship from Babson College, Massachusetts.

Prior to this, he was a founding partner of Finaventures Advisors in California where he helped set up a technology fund in partnership with TL Ventures, an asset management company. His experience in private equity dates back to 1995 in New York.

He began his career at Westinghouse where he worked as an engineer and project leader.

Mr BENSOUDA has more than 25 years' experience across a number of disciplines including asset management, private equity, mergers & acquisitions and corporate restructuring.

He is currently Chief Executive Officer of Q CAPITAL EUROPE, a company which steers Q Capital Group's overseas asset management and investment advisory operations.

APPOINTMENTS LIST

| Chairman of the Board of Directors | Chairman | Vice-Chairman | Director | Manager |
|------------------------------------|---|------------------------------|--|--|
| Olkad Group | FinanceCom Capital FinanceCom Europe | FinanceCom Green Investments | Q Capital Group ¹ Decrow Capital Africa Investments Holdings Argan Infrastructure Fund Infra Invest Argan Infra Dounia Productions BANK OF AFRICA Bridges for Africa Finatech Group Green of Africa | FCOMI-L SCI FinanceCom Global Strategic Holdings B4A Advisory |

1. Chief Executive Officer

BIOGRAPHIES BOARD OF DIRECTORS



Mr BRAHIM BENJELLOUN-TOUIMI | Board Member and Deputy Chief Executive Officer

As far as his other posts are concerned, he is Chairman or Director of a number of Group companies in Morocco, in investment banking, specialised financial services – factoring, consumer credit, leasing and loan recovery – and insurance brokerage.

Within the framework of strategic partnerships with reference shareholders, Mr Brahim BENJELLOUN-TOUIMI is a Director of RMA, an insurance company and of O Capital Group, its holding company. He is also Chairman of the Supervisory Board of EurAfric Information, a technology company and Director of Euro Information France, a technology subsidiary of Crédit Mutuel Group – Alliance Fédérale.

Reflecting the Group's commitment to corporate social responsibility, Mr Brahim BENJELLOUN-TOUIMI is a Director of BMCE Bank Foundation for Education and the Protection of the Environment.

He also sits on the Board of Proparco, a development finance institution as well as being a Director of the Casablanca Stock Exchange.

Born in 1960, Mr Brahim BENJELLOUN-TOUIMI is a Doctor of Money, Finance and Banking from Université Paris I Panthéon Sorbonne. He began his career in financial markets in France and went on to become Head of Research within the Securities division at one of France's leading investment banks. He joined BANK OF AFRICA in 1990. He is married and has 3 children.

As such, he is a member of the Chairman's Committee, Chairman of the General Management Committee and Vice-Chairman of the Senior Credit Committee.

As part of BANK OF AFRICA Group's international strategy, Mr Brahim BENJELLOUN-TOUIMI is Chairman of BOA Group, a banking group in which BANK OF AFRICA Group has a stake of just under 73%, with operations in 17 countries in Africa. He is also Director of the Group's European banking subsidiaries.

APPOINTMENTS LIST

| Chairman of the Board of Directors | Vice-Chairman of the Board of Directors | Chairman of the Supervisory Board | Director |
|------------------------------------|---|-----------------------------------|--|
| BMCE ASSURANCES | BTI BANK | EURAFRIC INFORMATION | BANK OF AFRICA ¹ |
| BMCE EUROSERVICES | | BMCE CAPITAL | RMA |
| BOA GROUP | | SALAFIN | O Capital Group |
| BOA WEST AFRICA | | MAROC FACTORING | FONDATION BMCE BANK |
| | | OPERATIONS GLOBAL SERVICES | EURO INFORMATION FRANCE |
| | | | BMCE BANK INTERNATIONAL UK |
| | | | BMCE INTERNATIONAL HOLDINGS |
| | | | BANK OF AFRICA EUROPE (Ex BMCE Bank International Madrid) |
| | | | MAGHREBAIL |
| | | | RM EXPERTS |
| | | | PROPARCO ² |
| | | | O TOWER |
| | | | SOCIETE D'AMENAGEMENT TANGER TECH |
| | | | BOURSE DE CASABLANCA ² |

1. Deputy Chief Executive Officer

2. BANK OF AFRICA Group's representative



Mrs MYRIEM BOUAZZAOUI | *Intuitu Personae* Director

On returning to Morocco in 1999, she joined BMCE BANK Group's portfolio management subsidiary as an Equity Portfolio Manager, then as Head of Investment Management.

Whilst working at the company, Mrs BOUAZZAOUI obtained, in 1999, the certificate of financial analyst from the French Society of Financial Analysts (SFAF) and then, in 2000, the French Diploma of Accounting and Finance (DECF).

In 2007, she was appointed Chief Executive Officer of the BMCE Capital Gestion Privée subsidiary, which she has managed since it was founded. She also became a Member of BMCE Capital's Executive Board in 2013.

At the end of 2018, Mrs Myriem BOUAZZAOUI was appointed Managing Director of BMCE Capital Gestion, taking over the management of BMCE Capital's Asset & Wealth Management division.

After obtaining a science-based high school diploma with honours in 1993 at the Lycée Descartes in Rabat, Myriem BOUAZZAOUI continued her studies at the University of Paris IX Dauphine, obtaining a Master's in Management Sciences – Finance with honours in 1998.

APPOINTMENTS LIST

| Director | Chair of the Board of Directors | Member of the Executive Board |
|---|--|----------------------------------|
| BMCE Capital Gestion ¹ | BMCE Capital Asset Management -Tunisie- | BMCE Capital |
| BMCE Capital Gestion Privée | | |
| BMCE Capital Solutions | | |
| BMCE Capital Investments | | |
| BOA Capital Holding | | |
| BMCE Capital Securities -Tunisie- | | |
| BOA Capital Asset Management -Côte d'Ivoire- | | |
| BMCE Capital Research ² | | |
| BMCE Capital Gestion sous Mandat ² | | |
| BMCE Capital Titrisation ³ | | |
| BMCE Capital Gestion Privée International ⁴ | | |

1. Chief Executive Officer

2. BMCE Capital Gestion's permanent representative

3. BMCE Capital Gestion Privée's permanent representative

BIOGRAPHIES SENIOR MANAGEMENT



Mr Driss BENJELLOUN is Deputy Chief Executive Officer responsible for Group Finance at BANK OF AFRICA.

He is also a Director of BANK OF AFRICA Group subsidiaries including BMCE Capital, Banque de Développement du Mali, Salafin and until recently, BOA Group, BOA Benin and BOA Madagascar.

Mr DRISS BENJELLOUN | Deputy Chief Executive Officer responsible for Group Finance

After joining BANK OF AFRICA Group in 1986, Mr Driss BENJELLOUN was asked to oversee the project to set up a Management Control entity aimed at improving the steering of operations. In 1990, he assumed responsibility for a project to set up an Audit and Management Control department. After BMCE Bank was privatised in 1995, Mr Driss BENJELLOUN became Head of the Banking Production division.

In 1998, he was appointed as Deputy Chief Executive Officer responsible for a number of departments that make up the Bank's Group Support division – Banking Production, Information Systems, Organisation, General Services and Security.

In 2003, Mr Driss BENJELLOUN became Head of the Group Financial Division with a remit to integrate BANK OF AFRICA's various subsidiaries in Morocco, Europe and Africa. He also helped to restructure Banque de Développement du Mali and steered the latter's merger with Banque Malienne de Crédits et de Dépôts.

Mr BENJELLOUN is a Doctor of Finance from Université Paris Dauphine in addition to having a postgraduate diploma in accounting.



Mr M'Fadel EL HALAISSI, Deputy Chief Executive Officer, has been responsible for the Financial Engineering, Debt Collection and Special Assignments division since January 2019. His main responsibilities include hands-on management of the Bank's portfolio of sub-standard and non-performing loans, carrying out specific assignments mandated by the Chairman and representing the Bank at a number of subsidiaries.

Mr M'FADEL EL HALAISSI | Deputy Chief Executive Officer responsible for Financial Engineering, Debt Collection & Specific Assignments

Previously, Mr M'fadel EL HALAISSI was Deputy Chief Executive Officer responsible for Corporate Banking, Morocco. This division, which comes under General Management's remit, brings together corporate customers, SMEs and Large Enterprises. This specific responsibility for corporate banking was entrusted to him after a career spanning more than 25 years at BANK OF AFRICA, in credit, investment finance, loan restructuring and long-term financing solutions.

On joining BMCE Bank, he was entrusted with the responsibility of setting up the investment loans restructuring department. He subsequently went on to become Head of the Investment and Corporate Markets division in 1998. In April 2002, he was

appointed as Deputy Chief Executive Officer responsible for Corporate Banking, a division which was then subsequently expanded to include overseas operations.

Mr M'fadel EL HALAISSI is a Doctor of Economics from Lille University. He is married and has 2 children.



Mr Mounir CHRAIBI is Deputy Chief Executive Officer responsible for Group Operations. He joined BANK OF AFRICA in 2010.

Mr Mounir CHRAIBI is responsible for BANK OF AFRICA Group's technology, legal affairs, logistics, quality and banking processing departments.

As such, he oversees strategic projects such as designing its Banking and Insurance information systems (SIBEA), converging the information systems of BANK OF AFRICA's domestic and overseas subsidiaries, spinning-off the Bank's back-office operations and managing the Bank's digital transformation project.

Mr MOUNIR CHRAIBI | Deputy Chief Executive Officer responsible for Group Operations

Mr CHRAIBI is Chairman of the Board of BMCE Immobilier, a subsidiary responsible for proactively managing BANK OF AFRICA's non-operating real estate portfolio and Chairman of the Board of Damancash, a Morocco-based payment institution. Since 2020, he has chaired the Morocco mobile payment services economic interest group (GP2M).

Mr CHRAIBI sits on the Board of Royale Marocaine d'Assurance (RMA), as well as being a Director of BANK AL-TAMWEEL WA AL-INMA (BTI Bank) and BMCE Euroservices. He is also a Director of O TOWER and BMCE Capital Real Estate.

He began his career in 1987 as Project Manager of Crédit du Maroc's information systems master plan and then, from 1989 to 1994, was made Head of Organisation and Information Systems of the Office d'Exploitation des Ports.

In 1994, he was appointed as Chief Executive Officer of the Office de la Formation Professionnelle et de la Promotion du Travail and then, in 2001, as Chief Executive Officer of the Caisse Nationale de la Sécurité Sociale.

In 2005, Mr CHRAIBI was appointed as Governor of the Marrakesh Tensift Al Haouz region which, during his tenure, attracted a high level of private sector investment and oversaw the launch of several major flagship public projects.

Mr Mounir CHRAIBI is a graduate engineer of Ecole Polytechnique de Paris and Ecole Nationale Supérieure des Télécommunications de Paris. He was decorated Commander of the Order of Al Arsh Wissam by His Majesty the King in 2008. He is also a Commander of Belgium's Order of Leopold.



Mr Omar TAZI is Deputy Chief Executive Officer responsible for Banking in Morocco which, since January 2019, encompasses (i) Personal and Professional Banking which, in turn, incorporates a pool of specialised marketing competencies organised by market segment – Personal Banking, Professional Banking, Private Banking and

Mr OMAR TAZI | Deputy Chief Executive Officer responsible for Banking in Morocco

Migrant Banking – the BMCE Euroservices subsidiary, a payments institution and Multi-channel banking and (ii) SME Banking which encompasses Investment, Financial Engineering and Corporate Banking as well as (iii) the 8 Regional Divisions.

Previously, Mr Omar TAZI was Deputy Chief Executive Officer responsible for Personal and Professional Banking.

Mr Omar TAZI began his career at the Banque de Développement du Canada. In 1992, he joined Wafa Bank as Head of Treasury.

From 1993 to 2005, Mr Omar TAZI held a number of posts of responsibility within Société Générale Maroc, including Head of the Specialised Finance and Industrial Research Division, Head of the retail, professional and corporate banking network

and then Deputy Chief Executive Officer responsible for Retail Banking.

During this period, he was also Director, Vice Chairman or Chairman of a number of Société Générale subsidiaries, including its leasing, consumer credit, securities brokerage, asset management and insurance subsidiaries.

From 2005 to 2010, Mr Omar TAZI was Chief Executive Officer of AFMA Group.

Mr Omar TAZI joined BANK OF AFRICA Group in June 2011 with a remit to boost retail banking operations and improve the effectiveness of the Bank's sales force.

Mr Omar TAZI holds a master's degree in finance from the University of Sherbrooke, Canada.



BIOGRAPHIES SENIOR MANAGEMENT



Mr Mohammed AGOUMI is Deputy Chief Executive Officer of BANK OF AFRICA with responsibility for Coordinating Overseas Operations.

As such, he is responsible for coordinating the Group's various overseas subsidiaries and, in some cases, has direct responsibility for them. He also has direct responsibility for each of the Group's European corporate entities and its offshore network in Morocco

Mr MOHAMMED AGOUMI | Deputy Chief Executive Officer responsible for Coordinating Overseas Operations

as well as the BANK OF AFRICA Shanghai Branch. He is also responsible for Banque de Développement du Mali.

Mr AGOUMI chairs BANK OF AFRICA Europe's Board of Directors (formerly BMCE Bank International Madrid) and is a member of the board of Banque de Developpement du Mali.

He joined BANK OF AFRICA Group in 2012, after a long international career in audit and consulting.

Prior to that, he held a number of functions and positions of responsibility at Credit Agricole France Group (CASA). He was appointed Deputy Chief Executive Officer of Le Crédit Lyonnais (LCL) in 2006 and was a member of CASA

Group's Executive Committee. He was responsible for operations, strategy and the Loan Commitments Division. In 2008, he was appointed to CASA Group's Executive Committee with responsibility for overseeing the Group's overseas development.

In 2010, he founded Europa Corporate Business Group (ECBG). He is also the Chairman of ECBG's Moroccan subsidiary, Financing Access Morocco.

Mr Mohammed AGOUMI is a graduate of ESSEC (1979) and holds a DEA in Mathematical Economics and Econometrics (1980). He qualified as a chartered accountant in Paris in 1993 and taught for two years at ESSEC.



Khalid LAABI, Deputy Chief Executive Officer, has been responsible, since January 2019, for Group Risks, which encompasses risk management, risk analysis and monitoring loan commitments.

In 2018, Mr Khalid LAABI was appointed as Deputy Chief Executive Officer responsible for Group General Control.

Mr LAABI has a wealth of experience acquired over more than 35 years within the Group, during which he has held a number of positions of responsibility, including Director of inspection of central services,

Mr KHALID LAABI | Deputy Chief Executive Officer responsible for Group Risks

the branch network and the overseas network and Chief Director responsible for the Audit and General Inspection Division.

As far as his functions are concerned, he is Associate Member and Secretary of the Group Risks Committee, Associate Member of the Group Audit and Internal Control Committee and Member of the Group Internal Control Coordination Committee.

He is also a Permanent Member of the Audit and Risks Committees of several BANK OF AFRICA Group subsidiaries, particularly in sub-Saharan Africa, as well as being a Director of BTI Bank, the Group's participatory banking subsidiary, Director of BOA Holding, Maroc Factoring and RM Experts, the Group's subsidiary responsible for loan recovery.

Since 2015, Mr LAABI has overseen implementation of the Convergence Programme for the Internal Control functions within 25 subsidiaries. This is a major programme aimed at structuring the Group.

In addition, he is a highly regarded keynote conference speaker, sharing his expertise on a wide range of subjects including finance, risk management, internal audit, internal control and compliance.

Mr Khalid LAABI is an Economic Science graduate specialising in The Theory of the Firm. He has undertaken training in a variety of disciplines, both in Morocco and overseas. He is married and has two children.



M. KHALID NASR | Head of the Corporate & Investment Banking Division

Mr Khalid NASR has more than 25 years' experience of finance, the majority of which has been spent in senior management positions. He began his career in France at one of Europe's leading insurance companies. After gaining experience in capital markets at a Moroccan bank, Mr Khalid NASR then joined BMCE Capital when it was founded in 1998. He was responsible for developing its capital markets businesses as Head of Fixed Income Trading and then, from 2005, as Head of the Dealing Room.

In 2010, Mr Khalid NASR was appointed Chairman of BMCE Capital's Managing Board, overseeing the entire Investment Banking business – Capital Markets, Asset Management, Private Portfolio Management, Financial Advisory, Custody, Securities Brokerage, Financial Research and Securitisation. Since January 2019, Mr Khalid NASR has been responsible for

BANK OF AFRICA's Corporate & Investment Banking division.

Mr Khalid NASR holds an Executive MBA from ESSEC Business School, Paris, a Master's in Finance from ESC Marseilles and a Master's in Mathematics from Marseilles' Saint Charles University. He is also the holder of a number of certificates in specialised disciplines such as Asset & Liability Management (ALM) and Market Risk Management.

Born in 1967, Mr Khalid NASR is married and has three children.

Mr Khalid NASR is Head of BANK OF AFRICA's Corporate & Investment Banking business. He is also Chairman of the Managing Board of BMCE Capital, the Group's investment banking subsidiary.

As such, he is a member of BANK OF AFRICA Group's Chairman's Committee and General Management Committee. He also holds a number of directorships at Group entities such as Director of BOA Group, Chairman and Chief Executive Officer of BOA Capital and Director of Maghrebail.

BANK OF AFRICA



RISK MANAGEMENT

RISK MANAGEMENT ORGANISATION AND RESPONSIBILITIES

Board of Directors' responsibilities with regard to controlling the risks related to the Bank's operations include reviewing the systems implemented by General Management to manage these risks to ensure that it complies with the applicable requirements relating to regulations, companies, transferable securities and other legal obligations. As a result, BANK OF AFRICA has set up a risk management system that is underpinned by a number of governance bodies as well as bodies responsible for day-to-day management.

The following bodies are involved in managing and monitoring the risks of the Bank and the Group – the Group Risks Committee, the Group CACI, the General Management Committee, the Credit Committees, the Committee for Monitoring Accounts Showing Anomalies and Downgrading and the Group Risk Steering and Management Committee.



Furthermore, Group General Control is tasked with carrying out inspection and audit missions at the Group's various operational entities in Morocco and abroad.

The Risk function is entirely independent of any of the Group's operational functions and business entities so as to ensure that the information provided to senior management regarding the Group's risk situation is independent, objective and comprehensive.

It also ensures that the risk management system is efficient, exhaustive and homogeneous and that the level of risk assumed is consistent with the Group's corporate strategy, in particular, the strategic goals and the resources of the Group and of its business entities.

The Group and its business entities also ensure ongoing compliance with the regulatory requirements decreed by Bank Al Maghrib as well as those required by local central banks.

Group Risks General Management, through its Group Risk Management Divisions, Loan Commitments Analysis, Loan Commitments Monitoring and Africa Counterparty Risk and Cross-Departmental Projects, with the support of the Group's business entities, ensures that risks are managed and monitored in addition to reviewing credit approval procedures. The Group Risks Division is responsible for managing risk by actively contributing to:

- Determining BANK OF AFRICA Group's risk policy
- Establishing a risk control system
- Determining and managing the credit approval and monitoring processes.

CREDIT RISK

Credit risk is the risk of customers not repaying their obligations toward the Bank in full or within the allotted time, resulting in potential losses for the Bank. It is the broadest risk category and may be correlated with other risk categories.

Decision-making system

The Group has adopted a dual approach to the credit approval process as follows:

A standardised approach for commonplace products intended for retail customers, which may be implemented in two ways:

- Use of a self-check form with formatted acceptance criteria forming the basis of the risk assessment. This self-check form outlines the credit approval terms and checks that credit standards are complied with and adhered to.
- A delegation system by which credit approval decisions are delegated to different levels of power. This ensures consistency in decision-making in the credit approval process and a high level of integrity from the person to whom powers have been delegated. Each credit application is processed by subordinate entities prior to its approval by the duly responsible decision-making entity.

An individualised approach based on the particular characteristics and requirements of corporates based on three fundamental principles:

- The management of the loan portfolio, which provides Senior Management with sufficient information to be able to assess the customer's risk profile

- The delegation of authority to intuitu personae individuals on the basis of their experience, judgement, competence, and professional training
- The balance of powers, with an offer of credit made based on the judgment of at least three persons ('Troika' principle).

For certain risk levels, approval must be sought from the Senior Credit Committee or the Major Loan Commitments Committee (CGE). It is also worth noting that Group General Control provides additional independent control of credit quality and ensures that procedures have been complied with.

Similarly, Group Risks General Management independently monitors and maintains a high quality of risk management and ensures that internal rules and procedures are complied with.

The level of approval required is generally determined by the amount offered to the customer, the customer's rating, whether the loan needs to be approved by a business sector specialist, whether a reliable loan guarantee has been provided and the loan's maturity date.

Portfolio diversification

The diversification of the loan portfolio remains an ongoing priority of Group risk policy. Potential concentration by counterparty or by business sector must be regularly reviewed and, if necessary, corrective action taken to enable the exposure to be managed proactively.

As a result, concentration limits are introduced and reviewed every six months for business sectors as well as for economic interest groups. Also, regular reports are sent to Bank Al-Maghrib, including a report on the Bank's risk division ratio.

Monitoring and steering

Group Risks General Management is responsible for carrying out missions to prevent and monitor credit risks on a continuous basis at BANK OF AFRICA Group level.

This type of preventive management, which is a key function within the risk management process, consists of pre-empting situations in which there has been a deterioration in the risk outlook and making the appropriate adjustments.

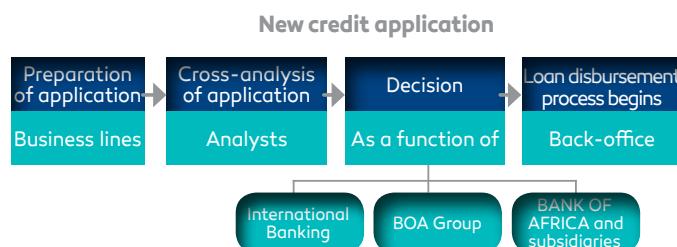
In carrying out this function, Group Risks General Management is required to:

- Monitor loan commitments' regularity – compliance with the initially stated purpose of the loan and with credit limits, investigating payment incidents, reviewing loans in arrears etc.
- Detect loans exhibiting persistent signs of weakness
- Monitor, in partnership with the network, any developments in relation to the main risks incurred (problem loans, the largest or most sensitive loan commitments)

Non-performing loans

On carrying out a monthly review of its portfolio and an analysis of high-risk accounts, each subsidiary reviews its regulatory loan classification as required by local regulatory requirements.

This review is finalised by the Committees for Monitoring Accounts Showing Anomalies and Downgrading on the recommendation of each entity's Risk function. The decisions taken by these committees are implemented by executing and monitoring the transfer of these accounts from the 'healthy' to the 'non-performing', requires provisioning category. Provisioning is checked and monitored by Group General Control, the external auditors and the Group Risks Committee.



- Determine which loans are eligible for downgrading as required by regulations governing non-performing loans
- Monitor credit risk indicators on a continuous basis, including healthy loans, sensitive loans and non-performing loans, stating loan-loss provisions, the non-performing loan ratio and the loan-loss coverage ratio.

Internal rating system

An internal rating system for businesses – large enterprises and SMEs – is employed by the commercial network. Similarly, the Bank has a specialised decision-making system for approving consumer credit for retail customers. This has been integrated into the Bank's credit decision-making information systems.

BANK OF AFRICA also uses score-based matrices for Moroccans living abroad, professional customers and small businesses. These matrices are also integrated into the Bank's information systems.

MARKET RISK

Market risk, defined as the risk of loss on balance sheet and off-balance sheet positions resulting from adverse changes in market prices, includes:

- Interest rate risk
- Equity risk
- Foreign currency risk
- Commodity risk.

And two types of credit risk relating to market transactions:

- Counterparty risk
- Settlement risk.

BANK OF AFRICA Group's market risk management system is structured around two main aspects:

LIMITS

Counterparty limits on market transactions

The approval process for counterparty limits and applications to overrun those limits in market transactions is governed within BANK OF AFRICA Group via a system of delegation of powers within a framework of procedures specific to each counterparty type.

Limits are set beforehand for market transactions in accordance with a scheme of delegation based on the troika principle.

Market limits

In order to control market risk within BANK OF AFRICA Group and to diversify the trading portfolio, a set of market limits has been jointly adopted. These limits reflect the Group's risk profile and help it steer market risk effectively by arbitrating between the various market activities. BANK OF AFRICA Group's set of market limits comprises the following:

- Stop-loss limits
- Position limits
- VaR limits
- Trading limits.

Risk indicators

A variety of risk indicators, reflecting the level of exposure to market risk, are used by BANK OF AFRICA Group:

Overall value-at-Risk (VaR) and by asset class

Value-at-Risk is a technique used to quantify overall market risk. It helps to quantify the risk incurred by calculating the potential loss over a given time horizon and the degree of probability.

Stress-testing by risk factor

BANK OF AFRICA Group conducts stress tests in order to evaluate the vulnerability of the Group's trading portfolio under extreme scenarios. Stress tests encompass every component of the trading portfolio by simulating all risk factors that might impact it.

OVERALL LIQUIDITY AND INTEREST RATE RISK

In order to maintain balance sheet stability in a context of asset growth, the system adopted by BANK OF AFRICA for managing liquidity and interest rate risks is designed to:

- Ensure earnings stability when interest rates change, thereby maintaining net interest income and optimising the economic value of equity
- Ensure an adequate level of liquidity, thereby enabling the Bank to meet its obligations at any given time and protect it from any eventual crisis
- Ensure that the risk inherent in its foreign exchange positions does not have a negative impact on the Bank's profit margins
- Steer the Bank's strategy in such a way as to be able to take full advantage of growth opportunities available in the market.

Liquidity Risk

The Bank's strategy in terms of liquidity risk management aims to ensure that its financing mix is adapted to its growth ambitions 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 commitments in the event of unforeseen cash or collateral 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), in line with the Basel III standard
- The profile of static periodic or cumulative gaps over a 12-month horizon.

The method of periodic or cumulative gaps in dirhams and in foreign currencies helps measure the level of liquidity 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.

Interest Rate Risk

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 is measured by conducting 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 to ensuring earnings stability when interest rates change, thereby maintaining 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 helps 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.

OPERATIONAL RISK

Operational risk relates to the possibility of incurring a loss as a result of a failing internal procedure, systems failure, human error or an external event.

The primary goal of BANK OF AFRICA - BMCE Group's operational risk management system is to reduce exposure to operational risks, optimise monitoring processes and bolster its control system.

The internal system for measuring operational risks is closely linked to the Group's day-to-day risk management process via risk events collection, mapping operational risks and Key Risk Indicators (K.R.I.).

A specific operational risk management organisational structure has been put in place based on operational risk intermediaries.

These include Operational Risk Correspondents – Business Lines and Subsidiaries (CRO), Operational Risk Coordinators (CORO) and Operational Risk Liaison Officers (RRO).

Several types of attitude may be envisaged to manage operational risks:

- Reinforce checks
- Hedge risks, especially via insurance contracts
- Avoid risks, in particular, by redeploying activities
- Draw up business continuity plans

BANK OF AFRICA - BMCE Group has a control policy, resulting in a significant reduction in operational risks. However, in terms of operational risk management, over and above its risk control policy, the Group is at liberty to find the best possible solution on a case-by-case basis, depending on the different types of risks.

Additionally, the Group has insurance policies to mitigate risks such as damage to office buildings, fraud, theft of valuable items and third-party liability cover etc.

Governance of operational risks within BMCE Bank Group is

organised by three operational risk Committees:

- Operational Risk Monitoring Committee
- Operational Risk (Subsidiaries) Committee
- Group Operational Risk Committee.

These committees are tasked with periodically:

- Reviewing changes in operational risk exposure and in the environment for controlling the risks
- Identifying the main risk areas in terms of business activity and risk type
- Determining the preventive and corrective action required to mitigate the level of risk
- Reviewing the amount of capital to be allocated to operational risks, the cost of preventive action required and the insurance cost.

Business Continuity Plan

The Business Continuity Plan is a response to the rising 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 the planned resumption of normal operations.

The environment, climate change and social responsibility

Underpinning BANK OF AFRICA Group's management framework relating to its undertakings regarding the environment, climate change and social responsibility is a set of values and an underlying commitment to respecting human rights and the environment. This framework has been adopted by each of the Group's banking and banking-related subsidiaries. It should also be noted that this framework applies to all financial products and services offered by the Bank.

As a result, BANK OF AFRICA Group factors sustainable development considerations and goals into its commercial approach and manages the environmental, climate-related and social risks associated with its commercial commitments.

Risks arising from environmental, climate-related and social (ECS) factors are inherent in any financial transaction. They translate into financial, legal, collateral-related or reputational impacts on the Bank.

The ECS risk identification, measurement and internal analysis systems are now tied in with the day-to-day operational risk management process.

COUNTRY RISK

Country risk refers to the possibility that a sovereign counterparty in a given country, as well as other counterparties in this country, is unable to or refuses to fulfil its foreign obligations due to socio-political, economic or financial reasons. The Group's country risk management system, which is described in detail in its country risk management policy, is underpinned by the following aspects:

- Identifying country risk
- Calculating exposure for each country and on a consolidated basis
- Drawing up a country risk profile including a country risk rating
- Assigning country limits
- Reporting and alerts
- Provisioning.

The process of monitoring the Group's country risk exposure is carried out by a monthly report from overseas subsidiaries to Group Risk Management.

STRESS TESTING

Stress testing consists of analysing a variety of scenarios in light of extreme shocks that might impact the Group's business activities and its credit, market and country risk profiles. It has a dual purpose – to bolster risk measurement systems so as to enable the Bank to anticipate and pre-empt potential risk situations and to allocate capital more effectively.

Stress testing is a fundamental component of BANK OF AFRICA Group's risk management policy. As such, stress tests are carried out regularly in addition to the requirement instigated by the regulatory authority to file half-yearly reports.

ICAAP SYSTEM

The Internal Capital Adequacy Assessment Process (ICAAP) is a process for assessing internal capital adequacy. Its purpose is to ensure that the Bank, on a continuous basis, has adequate internal capital in relation to its risk profile.

There are 3 main aspects to ICAAP:

- Determining and steering BANK OF AFRICA SA's risk appetite
- Identifying and steering risks
- As well as establishing a capital buffer aimed at mitigating Pillar 2 risks (interest rate risk, liquidity risk, concentration risk, compliance risk etc.)

The Internal Capital Adequacy Assessment Process (ICAAP) enables the Bank to define a capital structure, dynamic projections of solvency ratios and additional capital requirements.

To complement this process, the Bank carries out simulations and stress tests based on various criteria to assess the impact of risk factors on its resilience in terms of capital.

The introduction of a risk appetite framework has been achieved by incorporating two frames of reference:

- A risk appetite framework which defines the governance and organisational scheme and the process for defining and presenting the Bank's risk appetite
- A risk appetite statement which, consistent with the Group's development strategy, defines the risk appetite aspects which reflect the Bank's risk profile.

These aspects have been broken down into quantitative indicators with related thresholds.

The Risk Department ensures that the risk appetite system is properly aligned to the capital allocation process and limits system.

As far as the Group's main risks are concerned, the Group's risk appetite is governed by limits and alert thresholds. These indicators ensure that the Group is well-positioned to meet its target values and reach its goals in terms of profitability.

INTERNAL CRISIS RECOVERY PLAN (PRCI)

In response to new measures introduced under Bank Al Maghrib's Circular 4/W/2017 relating to the introduction of an Internal Crisis Recovery (PRCI), BANK OF AFRICA has taken the necessary steps to comply with this regulation.

The purpose of this prevention system is to assess BANK OF AFRICA Group's resilience, as a systemic institution, in the event of an extreme crisis and to identify the key drivers to restore its viability in terms of solvency, liquidity, asset quality and profitability. The various risks to which the group is exposed are also covered by this PRCI. These include credit risk, market risk, country risk, balance sheet risk, operational risk, cybercrime risk, non-compliance risk and reputational risk.

As a result, a taxonomy of the Group's risks has been developed in conjunction with the ICAAP system, with more robust internal stress tests based on extreme but plausible scenarios covering every category of risk to which the Group is exposed.

The work carried out has enabled the Group to draw up an inventory of which business entities are considered as significant, which operations are fundamental and which functions are critical in the event of a major crisis. Crisis scenarios have been drawn up and simulations and impact calculations carried out. In addition, a simulation of the COVID-19 pandemic has been factored in which assumes a pessimistic and extreme development of the pandemic, similar to the scenarios considered by the IMF.

As a result, for each estimated impact, recovery measures have been defined with objectives established to restore the Bank's financial viability via previously identifiable and quantifiable drivers. As such, the list of recovery measures has been reviewed, detailing the preparatory and prerequisite measures and the operational and financial risks to facilitate implementation of recovery measures as well as prioritising the defined measures.

BANK OF AFRICA Group has adopted a system of early warning indicators with the aim of identifying crises in a timely manner as well as defining a set of indicators for triggering recovery measures. The monitoring of these indicators is carried out as part of the Group's overall risk management and monitoring system.

This plan is updated annually to ensure that it complies with the relevant regulatory requirements. The aim is for it to become a genuine tool within the risk prevention process.

The Risk Management Report is available in full on the Investor Relations website [ir-bankofafrica.ma](#) and can be accessed through the code below.





FINANCIAL
REPORT

BOARD OF DIRECTORS' DRAFT MANAGEMENT REPORT TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders, Ladies and Gentlemen,

We are honoured to invite you to the Annual General Meeting of Shareholders in accordance with the Memorandum and Articles of Association and the amended and completed Act 17-95 relating to limited companies and Articles 29 et seq. of BANK OF AFRICA's Memorandum and Articles of Association to report on BANK OF AFRICA's business activity and results for the period ended 31 December 2020 and its future prospects and to submit, for your approval, the balance sheet and annual financial statements for the said period.

These financial statements are attached to this report.

The statutory notices have been sent to you on a regular basis and all documents and items as required by the applicable regulations have been made available to shareholders within the requisite deadlines.

CONSOLIDATED RESULTS AND BALANCE SHEET INDICATORS

BANK OF AFRICA Group's financial performance

BANK OF AFRICA Group's total assets stood at MAD 331.9 billion at 31 December 2020, an increase of 5% compared to 31 December 2019.

BANK OF AFRICA Group's shareholders' equity attributable to shareholders of the parent company stood at MAD 22.6 billion at 31 December 2020, broadly unchanged on the previous year.

Consolidated outstanding loans rose by 4% from MAD 186.6 billion at 31 December 2019 to MAD 194.2 billion at 31 December 2020. Restated for repurchase agreements, loans and advances to customers grew by 0.9%.

Customer deposits increased by 2% over the same period to MAD 207.1 billion versus MAD 202.8 billion at 31 December 2019.

The scope of consolidation was broadly unchanged compared to the previous year.

As far as the consolidated financial performance was concerned, net banking income rose by a modest 1% year-on-year to MAD 14 billion in 2020.

Net interest income increased by 5% and income from market operations by 3%, offsetting the decline in fee income and net income from other operations.

The Bank made a MAD 1 billion contribution to the COVID-19 Fund, recognised under consolidated general operating expenses. Other operating expenses stood at MAD 7.8 billion, down 3% compared to 31 December 2019.

Gross operating income was MAD 5.2 billion, down 10%.

Restated for the donation, gross operating income rose by 7% to MAD 6.2 billion.

The cost of risk was MAD 3.5 billion at 31 December 2020 versus MAD 2.2 billion at 31 December 2019, an increase of 57%.

Net income attributable to shareholders of the parent company came in at MAD 738 million in 2020, down 62%. Excluding the donation, it stood at MAD 1.368 billion, a decrease of 29%.

Net income (Group) amounted to MAD 1.364 billion, down 47% year-on-year. Excluding the donation, it was MAD 1.994 billion, a decrease of 23%.

Contribution by business line to net income attributable to shareholders of the parent company

The following table shows contributions to net income attributable to shareholders of the parent company by business line – in MAD millions :-:

| CONTRIBUTIONS TO NET INCOME attributable to shareholders of the parent company MAD millions | Dec. 20 | Dec. 20 | Hors don COVID-19 | | | Change |
|---|------------|--------------|-------------------|--------------|-------------|---------------|
| | | | % weighting | Dec. 19 | % weighting | |
| MOROCCO | 4 | 634 | 46% 1 | 146 | 60% | -44.7% |
| BANK OF AFRICA | -112 | 518 | 38% | 900 | 7% | -42.3% |
| SUBSIDIARIES | 116 | 116 | 8% | 246 | 3% | -53.1% |
| SPECIALISED FINANCIAL SERVICES | 44 | 44 | 3% | 140 | 7% | -68.7% |
| INVESTMENT BANKING & ASSET MANAGEMENT | 83 | 83 | 6% | 113 | 6% | -27.1% |
| OTHERS | -11 | -11 | -1% | -6 0% | na | |
| OVERSEAS OPERATIONS | 734 | 734 | 54% | 775 | 40% | -5.4% |
| EUROPE | 129 | 129 | 9% | 137 | 7% | -5.9% |
| AFRICA | 605 | 605 | 44% | 638 | 33% | -5.3% |
| NET INCOME ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT COMPANY | 738 | 1 368 | 100% | 1 922 | 100% | -28.8% |

The contribution from Moroccan operations to net income attributable to shareholders of the parent company was impacted by recognition of the MAD 1 billion donation to the COVID-19 Fund. After restatement for this donation, the contribution from Moroccan operations was MAD 634 million, down 45% compared to 31 December 2019.

The contribution from international operations was MAD 734 million, a decline of 5% year-on-year.

RESULTS AND CONTRIBUTIONS FROM BANK OF AFRICA – BMCE GROUP SA'S OPERATIONS

The Bank's total assets stood at MAD 215 billion at 31 December 2020 versus MAD 201 billion at 31 December 2019, up 7.1%.



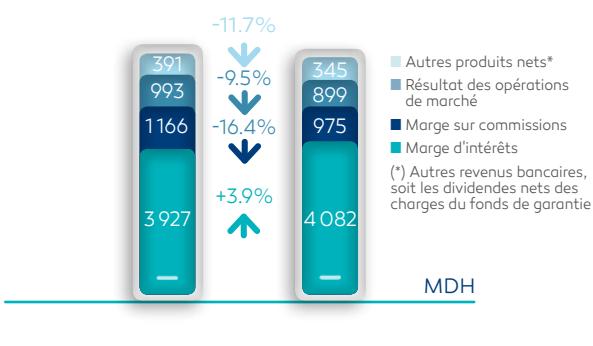
The Bank's net banking income fell by 2.7% to MAD 6,301 million due to a combination of:

NET BANKING INCOME



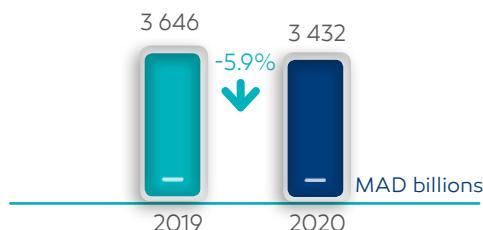
- A fall of almost 16.4% in fee income due to the impact from the COVID-19 pandemic on a number of banking business lines such as foreign currency exchange and bank card activity due to a drop in international business
- A 9.5% decrease in income from market operations
- A decline of almost 5% in dividend income in 2020
- A 3.9% increase in net interest income, driven by growth in commercial activity and the ongoing optimisation of the Bank's cost of funding

BREAKDOWN OF NET BANKING INCOME



General expenses fell by 5.9% to MAD 3,432 million at 31 December 2020 versus MAD 3,646 million at 31 December 2019, resulting in a cost-to-income ratio of 54.5% at 31 December 2020 versus 56.3% at 31 December 2019 i.e. a 1.8 percentage point improvement.

GENERAL OPERATING EXPENSES



Gross operating income rose by 10.7% to MAD 3,271 million at 31 December 2020, after factoring in a MAD 373 million capital gain resulting from the contribution of operating assets to the REIT in 2020.

GROSS OPERATING INCOME



The overall cost of risk stood at MAD 1,509 million at 31 December 2020 versus MAD 906 million at 31 December 2019, up 66.7%, after factoring in:

- MAD 1,673 million of loan-loss provisions at 31 December 2020 versus MAD 1,181 million at 31 December 2019, up 41.7%
- MAD 234 million of write-backs versus MAD 303 million last year, down 23%.

OVERALL COST OF RISK



BANK OF AFRICA - BMCE Group SA's net income was MAD 724 million at 31 December 2020 versus

MAD 1,372 million at 31 December 2019, down 47.2%, after factoring in a MAD 1,000 million donation to the Special Fund for managing COVID-19.

PARENT NET INCOME



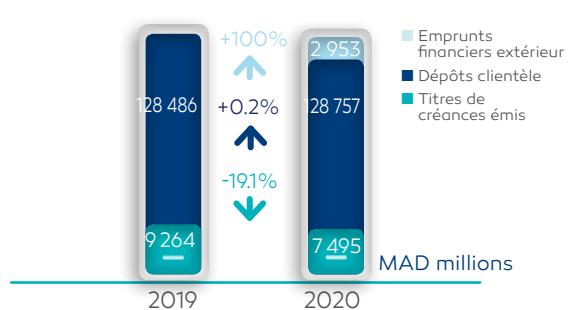
HIGHLIGHTS OF THE BANK'S MOROCCAN OPERATIONS

THE BANK'S FUNDING SOURCES

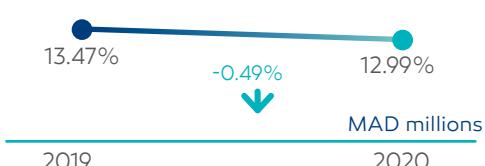
The Bank's funding sources rose by a modest 0.6% year-on-year to MAD 139 billion at 31 December versus MAD 138.8 billion at 31 December 2019. Its share of the funding market declined by 0.49 percentage points to 12.99% at 31 December 2020 versus 13.47% at 31 December 2019.

Customer deposits increased by a modest 0.2% to almost MAD 129 billion at 31 December 2020, resulting in a 0.61 percentage point decline in market share to 13.00% at 31 December 2020 versus 13.62% at 31 December 2019. This decrease was primarily due a steep fall of 30.4% in term deposits. Sight deposits grew by 8.5% with cheque accounts registering a 9.2% increase and current accounts up 6.9%.

FUNDING SOURCES



SHARE OF THE FUNDING MARKET



SIGHT DEPOSIT ACCOUNTS IN CREDIT

As far as the structure of the Bank's funding sources was concerned, non-interest-bearing deposits accounted for almost 63% of total sources at 31 December 2020 versus 59% at 31 December 2019.

Sight deposit accounts in credit grew by 8.5%, driven by the 9.2% or MAD 5 billion increase in outstanding cheque accounts to MAD 59.2 billion at 31 December 2020. Similarly, current accounts increased by 6.9% to MAD 24 billion.

The Bank's share of sight deposit accounts in credit declined by 0.23 percentage points from 13.06% at 31 December 2019 to 12.83% at 31 December 2020.

Passbook savings account outstandings grew by 2.2% from MAD 24.5 billion at 31 December 2019 to MAD 25 billion at 31 December 2020.

The Bank's share of passbook savings accounts rose by a modest 0.05 percentage points to 14.84% at 31 December 2020 versus 14.79% at 31 December 2019.

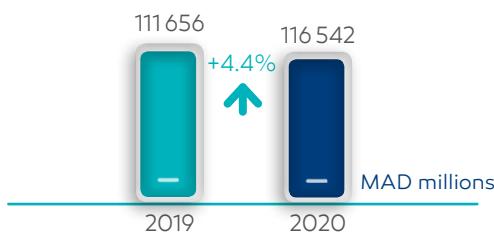
SAVINGS ACCOUNTS

Term deposits declined by 30% or MAD 6.9 billion to MAD 15.9 billion at 31 December 2020 versus MAD 22.8 billion at 31 December 2019.

The Bank's share of term deposits fell by 3.09 percentage points to 11.54% at 31 December 2020 versus 14.64% at 31 December 2019.

TERM DEPOSITS**LOANS AND ADVANCES TO CUSTOMERS**

Loans and advances to customer rose by 4.4% to MAD 116 billion at 31 December 2020 versus MAD 112 billion at 31 December 2019.

LOANS AND ADVANCES TO CUSTOMERS

Similarly, the Bank's share of the loan market increased by 0.20 percentage points from 12.28% at 31 December 2019 to 12.48% at 31 December 2020.

Corporate loans registered growth of 1.6% to MAD 55 billion at 31 December 2020, driven primarily by a 13.2% increase in operating loans, including the Caisse Centrale de Garantie-backed Damane Oxygène and Damane Relance loans relating to the COVID-19 pandemic with MAD 6.5 billion of total outstandings at 31 December 2020.

SHARE OF THE LOAN MARKET**CORPORATE LOANS**

By contrast, equipment loans and FPI mortgages registered declines of 11.7% and 6.4% respectively.

The Bank's share of the corporate loan market contracted by 0.12 percentage points to 11.72% at 31 December 2020 versus 11.85% at 31 December 2019.

Retail loans registered a modest decline of 0.2% to MAD 38.9 billion at 31 December 2020, after factoring

in growth of almost 1.5% in retail mortgages and a 6.4% fall in consumer loans.



- A 26% decline in 'loan' fees due to a 24% year-on-year fall in account overshoots in 2020, resulting primarily from a 23.2% drop in volume.



The Bank's share of the retail loans market fell by 0.07 percentage points from 14.71% at 31 December 2019 to 14.65% at 31 December 2018.

NET BANKING INCOME

BANK OF AFRICA – BMCE GROUP SA's net banking income stood at MAD 6,301 million at 31 December 2020 versus MAD 6,477 million at 31 December 2019, down 2.7%.

Net interest income rose by 3.9% to MAD 4,082 million at 31 December 2020 versus MAD 3,927 million at 31 December 2019, resulting from 3.6% growth in the Bank's intermediation margin on customer loans, due to a combination of:

i) An increase of almost 1.5% year-on-year in average deposits in 2020, primarily non-interest-bearing deposits which rose by 9% or MAD 6.5 billion, with cheque accounts registering 7.8% growth and current accounts up 11.5%.

At the same time, interest-bearing accounts registered an 8.3% year-on-year or MAD 4.6 billion decline in 2020, with terms deposits falling by 20.3%.

As a result, the Bank's cost of funding improved by 19 basis points to 0.94% at 31 December 2020 versus 1.13% at 31 December 2019.

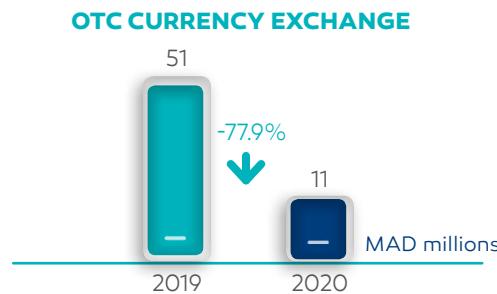
ii) Average outstanding loans rose by 3.7% year-on-year or MAD 4 billion in 2020. This was primarily due to an 11% increase in operating loans due to the launch of new products, Damane Oxygène and Damane Relance, whose outstandings totalled MAD 2.5 billion.

It is worth underlining that the interest rate spread fell by 28 basis points to 4.50% at 31 December 2020, primarily due to the spread on the Damane Oxygène and Damane Relance loans, whose interest rate is 200 basis points over the key lending rate i.e. 3.5%.

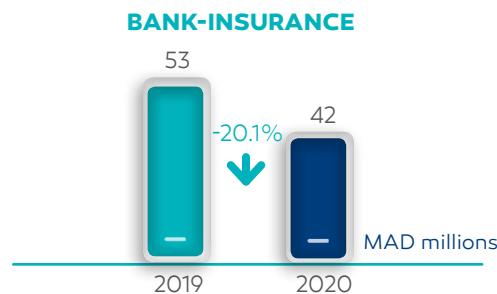
FEE INCOME

Fee income fell by almost 16.4% to MAD 975 million at 31 December 2020, primarily due to:

- A 77.9% fall in OTC currency exchange fees due to a volume decrease in 2020 as a result of the COVID-19 pandemic.

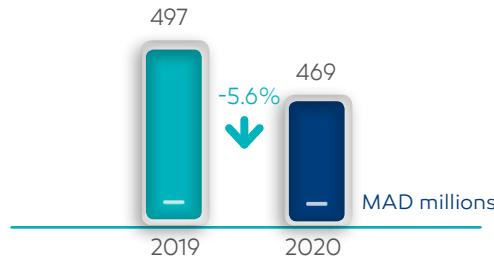


- A 20.1% drop in Bank-Insurance fees, especially on life insurance products, resulting primarily from a slowdown in mortgage and consumer loan disbursements.



- A 5.6% decline in fees from packages, bank cards and account management, after factoring in:

FEES FROM ACCOUNT MANAGEMENT, BANK CARDS AND ACCOUNT MANAGEMENT



- A 24% decline in bank card fees due to a fall in ATM access fees charged to foreign cardholders on their cash withdrawals in Morocco, a 1.1% volume decrease in card payments at retailers as well as a volume contraction in overseas purchases and withdrawals of 45% and 33% respectively.
- A 3.4% year-on-year increase in fees from packages in 2020 due to the stock of packages growing by almost 5.7% or 36,232 packages.

INCOME FROM MARKET OPERATIONS

Income from market operations declined by almost 9.5% to MAD 899 million at 31 December 2020 versus MAD 993 million at 31 December 2019, a commendable achievement given the exceptional performance in 2019.

In 2020, the yield on the fixed income portfolio was 2.7% due to a series of interest rates cuts during the year which saw the key interest rate fall from 2.25% to 1.5%. It is worth noting that the mutual fund portfolio's assets were valued at MAD 20 billion in 2020 versus MAD 18.6 billion in 2019.

INCOME FROM MARKET OPERATIONS



GENERAL OPERATING EXPENSES

General operating expenses stood at MAD 3,432 million at 31 December, down 5.9% compared to 31 December 2019.

GENERAL OPERATING EXPENSES



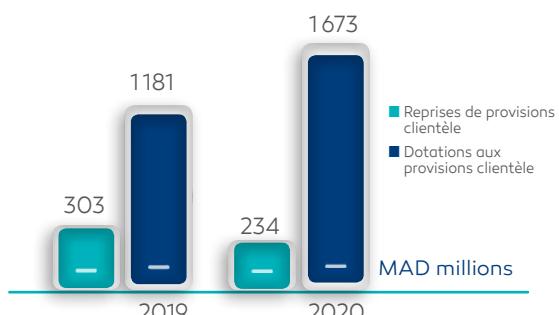
- Employee expenses registered a fall of 4.8% to MAD 1,554 million at 31 December 2020 due to a decrease in staff salaries as a result of the 1.2% contraction in staff numbers in 2020.

- Other operating expenses declined by 6.8% to MAD 1,878 million thanks to ongoing efforts by the Bank to control expenditure as well as the impact from the COVID-19 pandemic on certain categories of expenditure – employee travel and accommodation expenses, postage etc.

COST OF RISK

The overall cost of risk stood at MAD 1,509 million at 31 December 2020 versus MAD 906 million at 31 December 2019:

LOAN-LOSS PROVISIONS AND WRITE-BACKS ON CUSTOMER ACCOUNTS



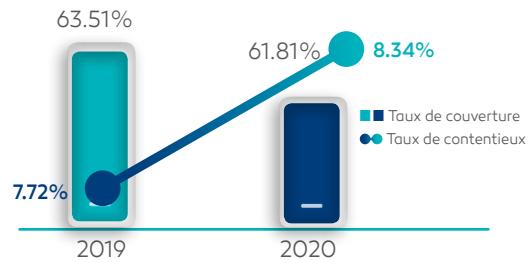
- Loan-loss provisions on customer accounts stood at MAD 1,673 million at 31 December 2020 versus MAD 1,181 million at 31 December 2019, an increase of 41.7%;

- Write-backs on customer accounts were MAD 234 million versus MAD 303 million, a decline of 23%.

The loan-loss provision coverage ratio declined from 63.51% at 31 December 2019 to 61.81% at 31 December 2020.

The non-performing loan ratio rose from 7.72% at 31 December 2019 to 8.34% at 31 December 2020.

NON-PERFORMING LOAN RATIO AND LOAN-LOSS PROVISION COVERAGE RATIO



NET INCOME

BANK OF AFRICA - BMCE Group SA's net income at 31 December 2020, which factors in a MAD 1,000 million donation to the Special Fund for managing the COVID-19 pandemic, stood at MAD 724 million at 31 December 2020 versus MAD 1,372 million at 31 December 2019, down 47.2%.

PARENT NET INCOME



SPECIALISED FINANCIAL SERVICES

| CONTRIBUTION | SFS | | Salafin | | Maghrébail | | M.Factoring | | RM Experts | | Euler Hermes Acmar | | |
|---|--------------|--------|---------|------|------------|------|-------------|-------|------------|-------|--------------------|------|------|
| | MAD millions | D 20 | D 19 | D 20 | D 19 | D 20 | D 19 | D 20 | D 19 | D 20 | D 19 | D 20 | D 19 |
| Consolidated Net Banking Income | | 701 | 723 | 279 | 322 | 411 | 389 | 10 | 12 | 0.8 | -0.8 | na | na |
| Change | | | -3% | | -13% | | 6% | | -22% | | | | |
| General Expenses | | -240,7 | -239,9 | -126 | -125 | -74 | -71 | -20,8 | -20,9 | -19,2 | -23,6 | na | na |
| Change | | | 0.3% | | 1% | | 5% | | -1% | | -19% | | |
| Cost of risk | | -444 | -210 | -234 | -101 | -208 | -100 | -1,8 | -9,8 | na | na | na | na |
| Change | | | 111% | | 132% | | 109% | | -81% | | | | |
| Net income attributable to shareholders of the parent company | | 44 | 140 | -16 | 69 | 59 | 68 | 3,0 | -2,0 | 0,5 | -0,4 | -2,6 | 4,4 |
| Change | | | -69% | | | | -14% | | | | | | |

The Specialised Financial Services business line's contribution to net income attributable to shareholders of the parent company declined by 69% from MAD 140 million at 31 December 2019 to MAD 44 million at 31 December 2020.

Salafin's parent net income was negative MAD 16 million in 2020 versus a profit of MAD 130 million in 2019, primarily due to a 13% fall in revenue and an exceptional 182% increase in net provisions for non-performing loans.

Maghrebail's parent net income fell by 40% to MAD 64 million in 2020 versus MAD 107 million in 2019 million due to a 98% increase in the cost of risk. The introduction of moratoria for customers in financial difficulty proved insufficient to slow the growth in overdue accounts and in provisioning. The company recognised a MAD 33 million general risk provision.

Maroc Factoring's parent net income fell by 24% year-on-year to MAD 3 million in 2020.

RM Experts registered parent net income of MAD 2 million in 2020 versus a loss of MAD 0.12 million in 2019.

ACMAR, a credit insurance subsidiary in which the Group has a 20% stake and which is accounted for under the equity method, posted a net loss of MAD 13 million at parent level in 2020 versus a profit of MAD 22 million in 2019.

INVESTMENT BANKING AND ASSET MANAGEMENT

The Investment Banking & Asset Management business line comprises BMCE Capital, BMCE Capital Bourse and BMCE Capital Gestion.

| Contribution | GABA | | BMCE Capital | | BK Bourse | | BK Gestion | | |
|---|--------------|--------|--------------|--------|-----------|-------|------------|-------|-------|
| | MAD millions | D 20 | D 19 | D 20 | D 19 | D 20 | D 19 | D 20 | D 19 |
| Consolidated Net Banking Income | | 333,0 | 362,7 | 177,1 | 196,9 | 19,2 | 15,2 | 136,8 | 150,6 |
| Change | | | -8% | | -10% | | 26% | | -9% |
| General Expenses | | -297,6 | -306,7 | -231,5 | -234,2 | -16,0 | -33,8 | -50,1 | -38,7 |
| Change | | | -3% | | -1% | | -53% | | 29% |
| Cost of risk | | -2,9 | -9,3 | 0,4 | -7,3 | -1,2 | 0,0 | -2,1 | -2,0 |
| Change | | | | | | | | | |
| Net income attributable to shareholders of the parent company | | 82,6 | 113,2 | 39,3 | 52,8 | 0,6 | 1,8 | 42,7 | 58,6 |
| Change | | | -27% | | -25,6% | | | | -27% |

The Investment Banking & Asset Management business line's contribution to net income declined by 27% year-on-year to MAD 82.6 million in 2020.

BMCE Capital posted consolidated net income of MAD 40 million in 2020 versus MAD 53.8 million in 2019. Against the backdrop of the COVID-19 pandemic, local subsidiaries' commercial operations were impacted, resulting in the postponement of the completion of a number of advisory deals and new issues.

The pandemic also had a negative impact on the commercial operations of the business line's Ivorian and Tunisian subsidiaries.

BMCE Capital Bourse registered a profit of MAD 0.7 million in 2020 versus MAD 1.9 million in 2019, with the stock market index falling by 7.3% and overall trading volumes down 15.3%.

BMCE Capital Gestion posted net income of MAD 43 million in 2020 versus MAD 59 million in 2019. Despite the low interest rate environment and equity market weakness, BMCE Capital Gestion managed to ensure operational continuity and demonstrated its resilience, with assets under management growing by 17%.

OTHER MOROCCAN OPERATIONS

BANK OF AFRICA Group's 'Other operations' comprise Locasom, EAI, CID, AML and BTI, the majority of which are accounted for under the equity method.

| CONTRIBUTION | Autres | | Locasom | | EAI | | CID | | AML | | btb Bank | | |
|---|--------------|-------|---------|-------|-------|------|------|------|------|------|----------|-------|-------|
| | MAD millions | D 20 | D 19 | D 20 | D 19 | D 20 | D 19 | D 20 | D 19 | D 20 | D 19 | D 20 | D 19 |
| Consolidated Net Banking Income | | 125,5 | 125,9 | 125,5 | 125,9 | na | na | na | na | na | na | na | na |
| Change | | -0,3% | | -0,3% | | | | | | | | | |
| General Expenses | | -87,3 | -98,9 | -87,3 | -98,9 | na | na | na | na | na | na | na | na |
| Change | | -12% | | -12% | | | | | | | | | |
| Cost of risk | | 0,02 | 3,8 | 0,02 | 3,8 | na | na | na | na | na | na | na | na |
| Change | | -67% | | -2% | | | | | 39% | | | | 17% |
| Net income attributable to shareholders of the parent company | | -10,8 | -6,5 | 21,7 | 22,0 | -1,5 | 0,0 | 0,9 | 0,7 | -6,6 | 1,1 | -25,2 | -30,2 |
| Change | | | | | | | | | | | | | |

Locasom, a specialist vehicle leasing subsidiary, posted parent net income of MAD 22.4 million, broadly unchanged, contributing MAD 21.7 million to net income attributable to shareholders of the parent company.

EAI, a technology subsidiary, registered a profit of MAD 5 million in 2020 versus MAD 6 million in 2019.

Conseil, Ingénierie et Développement, an engineering company specialising in civil engineering, building, transport and hydraulic projects, registered net income of MAD 2.3 million in 2020 versus MAD 2 million in 2019.

Africa Morocco Link « AML », a subsidiary specialising in maritime transport, registered a loss of MAD 13 million in 2020 versus a profit of MAD 2.2 million in 2019.

Bank Al-Tamweel Wa Al-Inma « BTI », a participatory bank, registered a loss of MAD 49 million in 2020 versus a loss of MAD 59 million in 2019.

This decline was due to the performance of the Group's African operations as well as the European subsidiaries.

EUROPEAN OPERATIONS

BMCE International Holding saw its contribution to net income attributable to shareholders of the parent company decline by 6% year-on-year to MAD 129 million in 2020. However, the pandemic has had a contrasting impact on its two subsidiaries.

BBI Madrid demonstrated a high level of resilience with parent net income of EUR 10.3 million in 2020, an increase of 11% year-on-year. A 9% decline in net banking income was largely offset by good cost control and by a significant fall in the cost of risk.

BBI UK saw parent net income decline by 52% to GBP 1.69 million in 2020 versus GBP 2.85 million in 2019, due to a fall in revenues in its capital markets, trade finance and correspondent banking businesses, together with an increase in the cost of risk as a result of downgrades in counterparty credit ratings.

RESULTS AND CONTRIBUTIONS FROM OVERSEAS OPERATIONS

| Contribution | International | | Europe | | Afrique | | |
|---|---------------|--------|--------|-------|---------|--------|------|
| | MAD millions | D 20 | D 19 | D 20 | D 19 | D 20 | D 19 |
| Consolidated Net Banking Income | 6 974 | 6 687 | 522 | 575 | 6 452 | 6 112 | |
| Change | | 4% | | -9% | | 6% | |
| General Expenses | -4 033 | -4 051 | -259 | -258 | -3 774 | -3 794 | |
| Change | | -0,4% | | 0,7% | | -0,5% | |
| Cost of risk | -1 406 | -999 | -28 | -5 | -1 378 | -994 | |
| Change | | 41% | | 511% | | 38,6% | |
| Net income attributable to shareholders of the parent company | 734 | 775 | 129 | 137 | 605 | 638 | |
| Change | | -5,4% | | -5,9% | | -5,3% | |

In 2020, the contribution from overseas operations to consolidated net income attributable to shareholders of the parent company fell by 5% from MAD 775 million to MAD 734 million, accounting for 54% of overall net income attributable to shareholders of the parent company, excluding the donation.

AFRICAN OPERATIONS

| Contribution | Afrique | | BOA | | LCB | | BDM | | |
|---|--------------|--------|--------|--------|--------|--------|------|------|------|
| | MAD millions | D 20 | D 19 | D 20 | D 19 | D 20 | D 19 | D 20 | D 19 |
| Consolidated Net Banking Income | 6 452 | 6 112 | 6 284 | 5 891 | 168 | 221 | na | na | |
| Change | | 6% | | 7% | | -24% | | | |
| General Expenses | -3 774 | -3 794 | -3 591 | -3 611 | -182,7 | -183,0 | na | na | |
| Change | | -0,5% | | -0,5% | | -0,1% | | | |
| Cost of risk | -1 378 | -994 | -1 493 | -851 | 115 | -143 | na | na | |
| Change | | 39% | | 75% | | | | | |
| Net income attributable to shareholders of the parent company | 605 | 638 | 495 | 602 | 35 | -39 | 74,9 | 74,8 | |
| Change | | -5% | | -18% | | | | | 0,2% |

BOA subsidiaries' contribution to net income attributable to shareholders of the parent company in 2020 fell by 18% year-on-year.

The contribution to overall net banking income stood at MAD 6,284 million, up 7% compared to 2019. The

contribution to the consolidated cost of risk, after restatements under IFRS, amounted to -MAD 1,493 million, an increase of 75% year-on-year.

The net income attributable to shareholders of the parent company of BOA subsidiaries, based on local accounting standards, fell by 4.6% to EUR 65.7 million in 2020 versus EUR 68.9 million in 2019.

LCB Bank registered a profit of EUR 0.6 million in 2020 versus a loss of EUR 21.8 million in 2019. Its contribution to net income attributable to shareholders of the parent company in 2020 rose by -MAD 39 million to MAD 35 million.

La Banque de Développement du Mali, accounted for under the equity method, saw its net income broadly unchanged year-on-year at EUR 21.3 million in 2020.

THE BANK'S GROWTH PROSPECTS

The Strategic Development Plan 2019-21 drawn up by BANK OF AFRICA Group is enabling it to continue to bolster its operations both:

- i) In Morocco, by attracting new customers, fostering customer loyalty, continuing to grow its deposit base and promoting its banking services based on a 'phygital' hybrid business model, consisting of a network of physical branches as well as a digital approach.
- ii) And overseas, by
 - Expanding and rationalising the Group's operations in Sub-Saharan Africa
 - Optimising the Group's European operations.

To be sufficiently capitalised to be able to fulfil its growth ambitions, the Bank bolstered its capital base with MAD 3.6 billion raised in 2019 and a further MAD 793 million in 2020, in a deal which saw shareholders given the option to convert their 2019 dividends into equity.

In addition, against a backdrop of cost rationalisation, the Bank introduced a series of cost-reduction measures in 2018. These included adopting ISO quality principles at branch level in line with the Bank's strategy.

The Bank will also continue its efforts to recover non-performing loans and will carry out a phased disposal of nonoperating assets as market conditions improve.

In response to the pandemic and its impact on the economy in 2020, BANK OF AFRICA Group has made every effort to support the economy and mitigate the pandemic's impact on the Group's financial performance and on its customers, partners and employees.

As such, a series of measures have been taken domestically, including:

- Contributing MAD 1 billion to the Special Fund for managing the COVID-19 pandemic, underlining the Group's strong commitment to the national cause

- Adopting a Crisis Management system to ensure business continuity whilst conforming with health and safety standards in response to customers' needs and expectations whilst ensuring staff safety
- Accelerating digitisation of the Bank's operations by continuing to enhance its range of digital and multichannel products and services – rolling out an online mortgage application platform, Agence Directe, Daba Pay and Credit Business Online;
- Introducing loan repayment moratoria and closely supporting customers in the form of Caisse Centrale de Garantie-backed credit lines – Damane Oxygène, enabling businesses to finance current and operating expenditure and Damane Relance, helping businesses with their recovery.

ASSET-LIABILITY MANAGEMENT AT 31 DECEMBER 2020:

LIQUIDITY RISK:

The Liquidity Coverage Ratio (LCR) stood at 172% on an individual basis and 167% on a consolidated basis at 31 December 2020.

INTEREST RATE RISK:

The results of stress tests carried out at 31 December 2020 on the impact from a 200-basis points change in interest rates on net interest income and the economic value of shareholders' equity complied with the limits set by the ALCO committee.

At 31 December 2020, if the trading book portfolio were excluded, the impact from a 200-basis points change in interest rates on net interest income was estimated to be MAD 0.359 billion or 8.3% of projected net interest income.

The change in the economic value of shareholders' equity, if the trading book portfolio were excluded, in the event of a 200-basis points shock was estimated to be MAD 0.749 billion or 6.0% of regulatory capital.

A LIST OF DIRECTORS' APPOINTMENTS IS AVAILABLE IN THE ESG REPORT.

THE STATUTORY AUDITORS' SPECIAL REPORT FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2020 IS AVAILABLE ON THE INVESTOR RELATIONS WEBSITE IR-BANKOFAFRICA.MA AND CAN BE ACCESSED THROUGH THE CODE BELOW.



BANK OF AFRICA'S ANNUAL GENERAL MEETING OF 29 JUNE 2021

BANK OF AFRICA's Annual General Meeting, convened by Mr Othman Benjelloun, Chairman of the Board of Directors, was validly held at 11 o'clock Tuesday 29 June 2021 at the company's head office, 140, Avenue Hassan II, Casablanca. Given the unprecedented circumstances due to the pandemic, the Bank's shareholders were able to attend the meeting via videoconference. As a result, the shareholders present or represented, and those voting by correspondence, owned a total of 163,091,119 shares or 79.3% of the Bank's share capital and voting rights.

FIRST RESOLUTION

The Annual General Meeting, after being read the Board of Directors' Management Report and the Statutory Auditors' General Report, shall unreservedly approve these documents in their entirety as well as the financial statements for the financial year ended 31 December 2020 showing net income of 724,181,390.12 dirhams.

The Annual General Meeting shall acknowledge that the individual financial statements as well as the results relating to BMCE Bank's Moroccan operations, branch offices and subsidiaries and the related statements of income (income statement and management accounting statement), as of 31 December 2020, reflect the Bank's entire operations.

SECOND RESOLUTION

The Annual General Meeting shall acknowledge that annual income in respect of the financial year ended 31 December 2020 is as follows:

| | |
|--|-------------------|
| For Moroccan operations | 577,803,256.87 DH |
| For the Paris branch office | |
| Dirham equivalent of foreign currency value | - |
| For BMCE Bank Offshore branch office | |
| Dirham equivalent of foreign currency value | 132,299,118.62 DH |
| For the BANK OF AFRICA Shanghai branch office | 14,079,014.63 DH |
| Resulting in net income of | 724,181,390.12 DH |
| Net income | 724,181,390.12 DH |
| To extraordinary reserves | 303,852,000.00 DH |

| | |
|---------------------------------------|---------------------|
| Distributable income | 1,028,033,390.12 DH |
| Ordinary dividend | 123,363,988.80 DH |
| Balance | 904,669,401.32 DH |
| Extraordinary dividend | 904,669,251.20 DH |
| Balance | 150.12 DH |
| Balance brought forward | 20,151.81 DH |
| Balance to be carried forward: | 20,301.93 DH |

The portfolio of subsidiaries and investments in associates generated dividends of MAD 557 million in financial year 2020.

Net provisions for investments in associates amounted to MAD 40.5 million. All of the above items have been included in the parent financial statements.

The Annual General Meeting shall set the dividend amount at 5 dirhams per share.

This dividend will be paid on or after 29 July 2020 at the company's head office, 140 Avenue Hassan II, Casablanca, BMCE Capital Titres. The dividend payment will be made by transferring coupon payments into BMCE BANK's account held in MAROCLEAR's ledgers.

THIRD RESOLUTION

The Annual General Meeting shall set the total net amount of Directors' fees in respect of the financial year ended 31 December 2020 at six million three hundred thousand dirhams (MAD 6,300,000).

FOURTH RESOLUTION

The Annual General Meeting, after being read the Statutory Auditors' Special Report on the related party agreements referred to in Article 56 et seq. of Act No. 17-95, as amended and completed, relating to limited companies and Article 26 of the Memorandum and Articles of Association, shall approve the conclusions of the said report and the related party agreements mentioned therein.

FIFTH RESOLUTION

The Annual General Meeting shall acknowledge that the Bank's Statutory Auditors, KPMG and Fidaroc Grant Thornton, will have completed their assignments in respect of the financial year ended 31 December 2020 in accordance with the applicable legal and statutory requirements.

SIXTH RESOLUTION

The Annual General Meeting shall wholly and unreservedly discharge the Directors of their managerial responsibilities in respect of the financial year ended 31 December 2020.

SEVENTH RESOLUTION

The Annual General Meeting shall acknowledge the resignation of Messrs Philippe DE FONTAINE VIVE and Christian de BOISSIEU as Independent Directors and shall wholly and unreservedly discharge them of their managerial responsibilities. The Board would like to thank them for their contribution and extends to them its warmest wishes.

EIGHTH RESOLUTION

The Annual General Meeting, upon the proposal of the Board of Directors, shall choose to appoint the following persons for a 6-year term of office, expiring at the Annual General Meeting convened to approve the financial statements for the financial year ended 31 December 2026:

- Mr Mohamed KABBAJ, of Moroccan nationality, as an Independent Director
- Mrs Nezha LAHRICHI, of Moroccan nationality, as an Independent Director
- Mrs Myriem BOUAZZAOUI, of Moroccan nationality, as an intuitu personae Director.

NINTH RESOLUTION

The Annual General Meeting shall decide to amend this resolution, as published, following the dissolution of FINANCECOM, 14 May 2021, following its acquisition by Mezian Benjelloun Holdings (HBM), itself becoming O CAPITAL GROUP.

Shareholders are reminded that any potential amendment to the agenda drawn up by the Board of Directors 26 March 2021 could not be taken into account with regard to the agenda published 28 May 2021.

Consequently, the Ninth Resolution, as published, is amended as follows, taking into account the reference (*) appended to the text of the draft resolutions:

The Annual General Meeting:

- 1.** Shall acknowledge that FINANCECOM, whose term of office was due to expire at the close of this meeting, was dissolved 14 May 2021,

And shall wholly and unreservedly discharge it of its managerial responsibilities from the time of its appointment until 14 May 2021.

- 2.** Shall appoint O CAPITAL GROUP as Director for a 6-year term of office, expiring at the Annual General Meeting convened to approve the financial statements for the financial year ended 31st December 2026.

As a result, the Company's Board of Directors will be composed of the following twelve Directors:

- Mr Othman BENJELLOUN, Chairman & Chief Executive Officer
- RMA, represented by Mr Zouheir BENSAID
- Banque Fédérative du Crédit Mutuel Group – Crédit Mutuel Alliance Fédérale, represented by Mr Lucien MIARA
- Caisse de Dépôt et de Gestion, represented by Mr Abdellatif ZAGHNOUN
- O CAPITAL GROUP, represented by Mr Hicham EL AMRANI
- Mr Azeddine GUESSOUS, intuitu personae Director
- CDC Limited, represented by Mr Marc BEAUJEAN
- Mr Mohammed KABBAJ, Independent Director
- Mr François HENROT, Independent Director
- Mr Brian C. Mck. HENDERSON, Independent Director
- Mrs Nezha LAHRICHI, Independent Director
- Mr Abdelwahab (Abdou) BENSOUDA, intuitu personae Director

- Mr M'hamed Brahim BENJELLOUN-TOUIMI, Deputy Chief Executive Officer

- Mrs Myriem BOUAZZAOUI, intuitu personae Director

If needed, the Annual General Meeting shall expressly approve any amendment with regard to:

- a)** Point 10 on the agenda as published, which mentions the merger of 14 May 2021,
- b)** The Ninth Resolution as published, now formulated as stated above.

It shall expressly and unreservedly discharge the Board of Directors.

TENTH RESOLUTION

The Annual General Meeting, after being read the Board of Directors' Management Report, shall authorise the latter, or any person duly delegated by it for the purpose, to carry out one or more subordinated debt issues, governed by the provisions of Articles 292-315 of Act No. 17-95 relating to limited companies, as amended and completed, up to a maximum of 1,000,000,000 dirhams.

The authorised issue(s) may be carried out in one or more tranches within a period of up to 5 years.

The subordinated bond's issue amount may be limited to the amount subscribed by investors in compliance with the provisions of Article 298 of Act No. 17-95 relating to limited companies.

ELEVENTH RESOLUTION

The Annual General Meeting, after being read the Board of Directors' Management Report, shall authorise the latter, or any person duly delegated by it for the purpose thereof, to carry out one or more perpetual subordinated debt issues with a loss absorption mechanism, as governed by the provisions of Articles 292-315 of Act No. 17-95 relating to limited companies, as amended and completed, up to a maximum of 1,000,000,000 dirhams.

The authorised issue(s) may be carried out via a public offering in one or more tranches within a period of up to 5 years.

The perpetual subordinated bond's issue amount may be limited to the amount subscribed by investors in compliance with the provisions of Article 298 of Act No. 17-95 relating to limited companies.

TWELFTH RESOLUTION

The Annual General Meeting shall delegate full powers, by virtue of Article 294 of Act No. 17-95 relating to limited companies, as amended and completed, to the Board of Directors for the following purpose:

- To decide on and establish the characteristics and final terms of the approved subordinated bond issue(s) mentioned above
- To carry out the approved subordinated bond issue(s) mentioned above
- And, generally, to ensure that these bond issues comply with the applicable legal and regulatory requirements.

THIRTEENTH RESOLUTION

The Annual General Meeting, after being read the Board of Directors' Management Report in relation to the issuance of equity by allowing shareholders to convert their 2019 dividend entitlement into shares, as decided by the Extraordinary General Meeting, convened 23 June 2020 as part of a Combined General Meeting, and acknowledged by the Board of Directors 5 September 2020, amounting to MAD 792,707,756 overall, including MAD 57,861,880 as nominal and MAD 734,845,876 as issue premium, shall acknowledge the contents of the said report and shall unreservedly discharge the Board of Directors in respect of this transaction.

FOURTEENTH RESOLUTION

The Annual General Meeting shall give full powers to the bearer of the original, copy or extract of this report to carry out all legal formalities.

VOTING RESULTS

| | | Votes 'For' | Votes 'Against' | Abstentions | Number of shares for which voting intentions have been expressed | Proportion of the share capital represented by 'For' votes |
|------------|----------|------------------|-----------------|-------------|--|--|
| Resolution | Type | Numbers of votes | | | | |
| 1 | Ordinary | 163,091,119 | - | - | 163,091,119 | 79.3% |
| 2 | Ordinary | 152,034,899 | - | 11,056,220 | 163,091,119 | 73.9% |
| 3 | Ordinary | 163,091,119 | - | - | 163,091,119 | 79.3% |
| 4 | Ordinary | 163,091,119 | - | - | 163,091,119 | 79.3% |
| 5 | Ordinary | 163,091,119 | - | - | 163,091,119 | 79.3% |
| 6 | Ordinary | 163,091,119 | - | - | 163,091,119 | 79.3% |
| 7 | Ordinary | 163,091,119 | - | - | 163,091,119 | 79.3% |
| 8 | Ordinary | 163,091,119 | - | - | 163,091,119 | 79.3% |
| 9 | Ordinary | 146,581,096 | - | - | 146,581,096 | 71.3% |
| 10 | Ordinary | 163,091,119 | - | - | 163,091,119 | 79.3% |
| 11 | Ordinary | 163,091,119 | - | - | 163,091,119 | 79.3% |
| 12 | Ordinary | 163,091,119 | - | - | 163,091,119 | 79.3% |
| 13 | Ordinary | 163,091,119 | - | - | 163,091,119 | 79.3% |
| 14 | Ordinary | 163,091,119 | - | - | 163,091,119 | 79.3% |



CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2020

7, Boulevard Driss Slaoui
Casablanca
Maroc

11, Avenue Bir Kacem
Souissi 10000 Rabat
Maroc

BANK OF AFRICA - BMCE GROUP

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

To the Shareholders of
BANK OF AFRICA Group - BMCE GROUP
140 Avenue Hassan II,
Casablanca

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Qualified opinion

We have audited the attached consolidated financial statements of BANK OF AFRICA Group – BMCE GROUP and its subsidiaries (the ‘Group’), which comprise the consolidated financial position at 31 December 2020, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the period ended 31 December 2020 as well as the notes to the financial statements, including a summary of significant accounting policies. These financial statements show consolidated shareholders’ equity of MAD 27,980,530 K, including consolidated net income of MAD 1,363,819 K.

These financial statements were drawn up by the Board of Directors 26 March 2021 against the evolving backdrop of the COVID-19 pandemic based on information available at the time.

In our opinion, except for the possible effects of the matter described in the ‘Basis for qualified opinion’ section, the consolidated financial statements referred to above in the first paragraph give a true and fair view, in all material aspects, of the consolidated financial position of the Group at 31 December 2020, as well as its consolidated financial performance and consolidated cash flows for the period ended 31 December 2020, in accordance with International Financial Reporting Standards (IFRS).

Basis for qualified opinion

BANK OF AFRICA S.A has a stock of non-operating real estate assets, acquired by dation-inpayment, totalling MAD 4.7 billion at 31 December 2020. Given the risks inherent in these real estate assets and, in particular, uncertainties surrounding their net realisable value and the period of time required to dispose of them, we are unable to express an opinion as to the value of these assets at 31 December 2020.

We conducted our audit in accordance with Moroccan accounting standards. Our responsibilities by virtue of those standards are further described in the ‘Auditor’s responsibilities for the audit of the consolidated financial statements’ section of our report. We are independent of the Group in accordance with the ethical requirements that apply to the audit of consolidated financial statements in Morocco and we have fulfilled our other responsibilities in accordance with those relevant ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Observation

We draw your attention to the appended note relating to the effects of the COVID-19 crisis on the financial statements for the period ended 31 December 2020. Our opinion remains unchanged regarding this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the period in question. Our audit procedures relating to these matters were designed in the context of our audit of the consolidated financial statements as a whole and for the purpose of forming an opinion on these. We do not express an opinion on these individual matters.

In addition to the matter described in the ‘Basis for Qualified Opinion section’ of our report, we have determined the matters described below to be the key audit matters which should be communicated in our report:

| Risk identified | Our audit response |
|--|--|
| Credit risk appraisal for loans and advances to customers <p>Customer loans carry a credit risk which expose the Group to a potential loss if customers or counterparties are unable to meet their financial obligations. The Group recognises loan loss provisions to cover this risk. These impairment losses are determined in accordance with the requirements of IFRS 9 ‘Financial Instruments’ and the principle of expected credit losses.</p> | <p>We have taken note of the Group’s internal control systems and we tested the key control processes for assessing credit risk and measuring expected losses. We focused our work on the outstanding customer loans and/or portfolios of greatest significance, particularly on the funding granted to companies in sensitive economic sectors.</p> |

| | |
|---|---|
| <p>An assessment of expected credit losses for customer loan portfolios requires judgement to be exercised, particularly in:</p> <ul style="list-style-type: none"> -Determining the criteria for classifying loans in buckets 1, 2 or 3 - Estimating the amount of expected credit losses as a function of the various buckets -Drawing up macroeconomic forecasts which are incorporated both in the impairment criteria and in the calculation of expected credit losses. <p>Detailed information regarding recognition of expected credit losses and the methods used to estimate them is provided in the summary of the main accounting policies in the notes to the consolidated financial statements.</p> <p>At 31 December 2020, total gross customer loan exposure to credit risk amounted to MAD 210,145 billion whilst total impairment amounted to MAD 15,978 billion.</p> <p>We considered the assessment of credit risk and the measurement of impairment and loan loss provisions to be a key audit matter given that (i) the amount recognised in the Group's financial statements in respect of these assets was significant and (ii) Management was required to exercise judgement and to make estimates..</p> | <p>Concerning impairment, our audit work consisted primarily of:</p> <ul style="list-style-type: none"> - Reviewing whether the principles implemented by the Group comply with IFRS 9 'Financial instruments' - Familiarising ourselves with the Group's governance system and the key controls implemented at Group level -Conducting tests on a selection of models implemented by the Group -Analysing the main criteria and rules used by the Group to classify outstandings at 31 December 2020 (buckets 1, 2 and 3) - Testing the calculation of expected credit losses on selected loans in buckets 1 and 2 - Testing the main assumptions used to estimate impairment of loans classified in bucket 3. |
| <p>Measurement of goodwill</p> <p>At 31 December 2020, the net carrying amount of goodwill recognised in the Group's consolidated financial statements was MAD 1,032 billion or 3.7% of the Group's consolidated shareholders' equity. These intangible assets are not amortised but must undergo impairment tests whenever there is any sign of impairment and at least once a year at the financial year end, as mentioned in the summary of the main accounting policies in the notes to consolidated financial statements. The annual impairment test is based on the recoverable amount of each group of assets, determined on the basis of discounted future net cash flow forecasts. This requires the exercise of assumptions, estimates or judgements. We considered goodwill measurement to be a key audit matter, given the importance of these assets in the group's consolidated financial statements and the importance of Management's judgments and uncertainties in determining cash flow assumptions, particularly the likelihood of achieving the forecasts adopted by Management.</p> | <p>Our audit approach consisted of reviewing the assessments carried out in the context of measuring the amount of goodwill reported on the Group's balance sheet.</p> <p>Our approach focused on examining the main assumptions used to arrive at a value, particularly with regard to:</p> <ul style="list-style-type: none"> • Future projections based on historical data, the economic environment and the consistency of these factors with the growth assumptions used • The discount rates used and approved by Management. |

Responsibilities of Management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and true and fair presentation of the financial statements in accordance with IFRS and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements, as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Moroccan accounting standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or collectively, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Moroccan accounting standards, we exercise professional judgment and maintain critical thinking throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements,

whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of aspects of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern.

If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the information provided in the notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that provides a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements.

We are responsible for the direction, supervision, and performance of the Group audit. We remain solely responsible for our audit opinion. Nous communiquons aux responsables de la gouvernance notamment l'étendue et le calendrier prévus des travaux d'audit et nos constatations importantes, y compris toute déficience importante du contrôle interne que nous aurions relevée au cours de notre audit.

We communicate with those responsible for governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant shortcomings in internal control that we identify during our audit.

Casablanca, 14 April 2021

Statutory auditors

FIDAROC GRANT THORNTON
FIDAROC GRANT THORNTON
 Member KPMG Grant Thornton
 International
 7 Bd. Ouled Slaoui - Casablanca
 Tel : 05 22 54 48 09 - Fax : 05 22 29 66 70

Faïça MEKOUAR
Associé

KPMG

Abderrazzak MZOUGUI
Associé

I. BALANCE SHEET, CONSOLIDATED INCOME STATEMENT, STATEMENT OF NET INCOME, STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY, CASH FLOW STATEMENT AND SUMMARY OF ACCOUNTING POLICIES

1.1. CONSOLIDATED BALANCE SHEET

| ASSETS UNDER IFRS | Note | dec.-20 | dec.-19 |
|--|------|--------------------|--------------------|
| Cash and balances at central banks, the Public treasury and postal cheque centre | 4,1 | 16 291 624 | 14 450 591 |
| Financial assets at fair value through profit or loss | | - | - |
| - Financial assets held for trading purposes | 4,2 | 29 529 201 | 29 913 430 |
| - Financial assets at fair value through profit or loss | 4,2 | 774 086 | 794 295 |
| Derivative hedging instruments | | - | - |
| Financial assets at fair value through other comprehensive income | | - | - |
| - Debt instruments at fair value through other comprehensive income (recyclable) | 4,3 | 1 222 818 | 1 667 868 |
| - Equity instruments at fair value through other comprehensive income (non-recyclable) | 4,3 | 4 642 101 | 4 446 599 |
| Securities at amortised cost | 4,4 | 37 324 605 | 30 042 750 |
| Loans and advances to credit and similar institutions at amortised cost | 4,5 | 22 392 263 | 22 403 739 |
| Loans and advances to customers at amortised cost | 4,5 | 194 166 699 | 186 645 591 |
| Revaluation adjustment for portfolios hedged against interest rate risk | | - | - |
| Financial investments from insurance operations | | - | - |
| Current tax assets | 4,8 | 797 935 | 920 499 |
| Deferred tax assets | 4,8 | 2 083 871 | 1 767 563 |
| Prepayments, accrued income and other assets | 4,9 | 6 751 532 | 6 631 296 |
| Non-current assets held for sale | | - | - |
| Investments in companies accounted for using the equity method | 4,1 | 962 952 | 930 990 |
| Investment property | 4,11 | 3 684 810 | 3 800 224 |
| Property, plant and equipment | 4,11 | 8 945 178 | 9 222 503 |
| Intangible assets | 4,11 | 1 310 012 | 1 079 156 |
| Goodwill | 4,12 | 1 032 114 | 1 032 114 |
| TOTAL ASSETS UNDER IFRS | | 331 911 802 | 315 749 207 |

(In thousand MAD)

| LIABILITIES UNDER IFRS | Note | dec.-20 | dec.-19 |
|---|------|--------------------|--------------------|
| Amounts due to central banks, the Public treasury and postal cheque centre | | - | - |
| Financial liabilities measured using the fair value option through profit or loss | | - | - |
| - Financial liabilities held for trading purposes | | - | - |
| - Financial liabilities at fair value through profit or loss | | - | - |
| Derivative hedging instruments | | - | - |
| Debt securities issued | 4,7 | 14 111 265 | 16 346 393 |
| Amounts due to credit and similar institutions | 4,5 | 59 960 481 | 45 071 844 |
| Amounts due to customers | 4,6 | 207 086 841 | 202 816 657 |
| Revaluation adjustment on portfolios hedged against interest rate risk | | - | - |
| Current tax liabilities | 4,8 | 877 982 | 1 396 103 |
| Deferred tax liabilities | 4,8 | 1 258 073 | 1 179 957 |
| Accruals, deferred income and other liabilities | 4,9 | 9 634 263 | 10 379 406 |
| Liabilities related to non-current assets held for sale | | - | - |
| Liabilities under insurance contracts | | - | - |
| Provisions | 4,13 | 1 407 895 | 1 172 574 |
| Subsidies - public funds and special guarantee funds | | - | - |
| Subordinated debt | 4,6 | 9 594 473 | 9 590 170 |
| TOTAL LIABILITIES | | 303 931 273 | 287 953 104 |
| Shareholders' equity | | | |
| Share capital and related reserves | | 19 624 631 | 18 473 069 |
| Consolidated reserves | | - | - |
| - Attributable to shareholders of the parent company | | 1 587 064 | 1 474 765 |
| - Non-controlling interests | | 4 283 718 | 4 149 154 |
| Gains and losses recognised directly in equity | | - | - |
| - Attributable to shareholders of the parent company | | 609 900 | 618 563 |
| - Non-controlling interests | | 511 398 | 504 535 |
| Net income for the period | | - | - |
| - Attributable to shareholders of the parent company | | 737 832 | 1 921 510 |
| - Non-controlling interests | | 625 987 | 654 507 |
| TOTAL CONSOLIDATED SHAREHOLDERS' EQUITY | | 27 980 530 | 27 796 103 |
| TOTAL LIABILITIES UNDER IFRS | | 331 911 802 | 315 749 207 |

(In thousand MAD)

1.2. CONSOLIDATED INCOME STATEMENT

| CONSOLIDATED INCOME STATEMENT UNDER IFRS | Note | dec.-20 | dec.-19 |
|--|------------|-------------------|-------------------|
| Interest and similar income | | 15 709 686 | 15 350 928 |
| Interest and similar expenses | | -5 281 297 | -5 436 906 |
| Net interest income | 2,1 | 10 428 389 | 9 914 022 |
| Fees received | | 3 098 389 | 3 240 485 |
| Fees paid | | -456 931 | -529 236 |
| Fee income | 2,2 | 2 641 458 | 2 711 249 |
| Net gains or losses resulting from net hedging positions | | - | - |
| Net gains or losses on financial instruments at fair value through profit or loss | 2,3 | 377 678 | 353 259 |
| Net gains or losses on trading assets/liabilities | | 310 364 | 343 728 |
| Net gains or losses on other assets/liabilities at fair value through profit or loss | | 67 314 | 9 531 |
| Net gains or losses on financial instruments at fair value through other comprehensive income | 2,4 | 226 137 | 231 334 |
| Net gains or losses on debt instruments through other comprehensive income | | 5 449 | 19 627 |
| Remuneration of equity instruments (dividends) through other comprehensive income (non-recyclable) | | 220 688 | 211 707 |
| 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 though profit or loss | | | |
| Net income from insurance activities | | | |
| Net income from other activities | 2,5 | 792 923 | 1 235 176 |
| Expenses from other activities | 2,5 | -464 539 | -584 437 |
| Net banking income | | 14 002 045 | 13 860 603 |
| General operating expenses | 2,6 | -7 845 739 | -7 117 766 |
| Depreciation, amortisation and impairment of intangible assets and property, plant and equipment | 2,6 | -954 340 | -947 015 |
| Gross operating income | | 5 201 967 | 5 795 821 |
| Cost of risk | | -3 451 978 | -2 196 435 |
| Operating income | | 1 749 989 | 3 599 386 |
| Share of earnings of companies accounted for using the equity method | | 59 699,64 | 69 866 |
| Net gains or losses on other assets | 2,7 | 67 657,86 | -13 106 |
| Changes in value of goodwill | | - | - |
| Pre-tax income | | 1 877 347 | 3 656 146 |
| Corporate income tax | 2,8 | -513 528 | -1 080 129 |
| Income net of tax from discontinued operations | | | |
| Net income | | 1 363 819 | 2 576 017 |
| Non-controlling interests | | 625 987 | 654 507 |
| Net income attributable to shareholders of the parent company | | 737 832 | 1 921 510 |

(In thousand MAD)

1.3. STATEMENT OF NET INCOME AND GAINS AND LOSSES RECOGNISED DIRECTLY IN OTHER COMPREHENSIVE INCOME

| | dec.-20 | dec.-19 |
|---|------------------|------------------|
| Net income | 1 363 819 | 2 576 017 |
| Gains or losses recognised directly in other comprehensive income that will be subsequently reclassified | 142 651 | 27 964 |
| Exchange differences | 142 651 | 27 964 |
| Financial assets at fair value through other comprehensive income (recyclable) | | |
| <i>Revaluation adjustments</i> | | |
| Gains or losses recognised directly in other comprehensive income that will not be subsequently reclassified | -81 976 | 68 026 |
| Actuarial gains or losses on defined benefit plans | | |
| Items recognised at fair value through other comprehensive income (non-recyclable) | -81 976 | 68 026 |
| Share of gains or losses recognised directly through other comprehensive income of companies accounted for | | |
| Total gains or losses recognised directly in other comprehensive income | 60 676 | 95 990 |
| Net income and gains or losses recognised directly through other comprehensive income | 1 424 494 | 2 672 007 |
| Attributable to shareholders of the parent company | 733 603 | 2 006 084 |
| Non-controlling interests | 690 891 | 665 923 |

(In thousand MAD)

1.4. STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY AT 31 DECEMBER 2020

| | Share capital | Reserves related to share capital | Treasury shares | Reserves & consolidated earnings | Total assets and liabilities recognised directly through other comprehensive income | Shareholders' equity attributable to shareholders of the parent company | Non-controlling interests | Total |
|---|------------------|-----------------------------------|-----------------|----------------------------------|---|---|---------------------------|-------------------|
| Opening adjusted shareholders' equity at 31 December 2018 | 1 794 634 | 12 571 140 | 0 | 4 499 659 | -490 350 | 18 375 083 | 5 466 427 | 23 841 511 |
| Changes in accounting policies | | | | | | | | |
| Opening shareholders' equity at 1 January 2019 | 1 794 634 | 12 571 140 | | 0 | 4 499 659 | -490 350 | 18 375 083 | 5 466 427 |
| Corporate actions | 203 571 | 3 903 724 | | | -445 698 | | 3 661 597 | 3 661 597 |
| Share-based payment arrangements | | | | | | | 0 | 0 |
| Treasury stock transactions | | | | | | | 0 | 0 |
| Dividends | | | | | -897 317 | | -897 317 | -600 722 |
| Net Income | | | | | 1 921 510 | | 1 921 510 | 654 507 |
| Changes in assets and liabilities recognised directly in other comprehensive income | | | | | | 67 246 | 67 246 | 67 246 |
| Exchange differences | | | | | | -23 149 | -23 149 | -31 181 |
| Unrealised or deferred gains or losses | 0 | 0 | 0 | 0 | 44 096 | 44 096 | -31 181 | 12 915 |
| Changes in the scope of consolidation | | | | | -170 937 | | -170 937 | 33 527 |
| Other | | | | | -446 127 | | -446 127 | -214 362 |
| Closing shareholders' equity at 31 December 2019 | 1 998 205 | 16 474 864 | | 0 | 4 461 090 | -446 253 | 22 487 906 | 5 308 196 |
| Recognition of expected credit losses (on financial instruments) | | | | | | | | |
| Opening shareholders' equity at 1 January 2020 | 1 998 205 | 16 474 864 | | 0 | 4 461 090 | -446 253 | 22 487 906 | 5 308 196 |
| Corporate actions | 57 861 | 1 093 701 | | | -1 093 701 | | 57 861 | 57 861 |
| Share-based payment arrangements | | | | | | | 0 | 0 |
| Treasury stock transactions | | | | | | | 0 | 0 |
| Dividends | | | | | -255 802 | | -255 802 | -502 837 |
| Net Income | | | | | 737 832 | | 737 832 | 625 986 |
| Changes in assets and liabilities recognised directly in other comprehensive income | | | | | | -14 730 | -14 730 | -14 730 |
| Exchange differences | | | | | | 54 597 | 54 597 | 33 724 |
| Unrealised or deferred gains or losses | 0 | 0 | 0 | 0 | 39 867 | 39 867 | 33 724 | 73 591 |
| Changes in the scope of consolidation | | | | | | | 0 | 0 |
| Other | | | | | -508 237 | | -508 237 | -43 967 |
| Closing shareholders' equity at 31 December 2020 | 2 056 066 | 17 568 565 | | 0 | 3 341 182 | -406 386 | 22 559 427 | 5 421 103 |
| | | | | | | | | 27 980 530 |

1.5. STATEMENT OF CASH FLOWS AT 31 DECEMBER 2020

| STATEMENT OF CASH FLOWS | NOTE | 31/12/2020 | 31/12/2019 |
|---|------|-------------------|-------------------|
| Pre-tax income | | 1 877 347 | 3 656 146 |
| +/- Net depreciation, amortisation and impairment of intangible assets and property, plant and equipment | 2,6 | 954 340 | 956 552 |
| +/- Net impairment of goodwill and other non-current assets | | - | - |
| +/- Net impairment of financial assets | 2,7 | 190 303 | 118 603 |
| +/- Net provisions | 2,7 | 2 196 280 | 693 860 |
| +/- Share of earnings of companies accounted for using the equity method | 4,1 | -59 700 | -55 210 |
| +/- Net gain/loss from investing activities | | -592 445 | -507 520 |
| +/- Net gain/loss from financing activities | | - | - |
| +/- Other movements | | 74 622 | 34 548 |
| Total non-cash items included in pre-tax income and other adjustments | | 2 763 400 | 1 240 832 |
| +/- Flows related to transactions with credit and similar institutions | | 10 498 337 | 2 949 832 |
| +/- Flows related to transactions with customers | | -8 189 863 | 1 762 667 |
| +/- Flows related to other transactions affecting financial assets or liabilities | | -3 105 869 | -9 109 225 |
| +/- Flows related to other transactions affecting non-financial assets or liabilities | | -2 344 868 | 600 504 |
| +/- Taxes paid | | -1 111 654 | -1 131 214 |
| Net increase/decrease in assets and liabilities from operating activities | | -4 253 917 | -4 927 436 |
| Net cash flow generated by operating activities | | 386 829 | -30 458 |
| +/- Flows related to financial assets at fair value through other comprehensive income | | -268 892 | 22 037 |
| +/- Flows related to investment property | | 176 889 | -98 686 |
| +/- Flows related to plant, property and equipment and intangible assets | | -32 510 | -865 878 |
| Net cash flow related to investing activities | | -124 513 | -942 527 |
| +/- Cash flows from or to shareholders | | -657 011 | 2 158 929 |
| +/- Other net cash flows from financing activities | | -2 274 578 | 2 731 844 |
| Net cash flow related to financing activities | | -2 931 589 | 4 890 773 |
| Effect of exchange rate changes on cash and cash equivalents | | 63 473 | -33 948 |
| Net increase/decrease in cash and cash equivalents | | -2 605 799 | 3 883 840 |
| Cash and cash equivalents at beginning of year | | 20 873 669 | 16 989 829 |
| Cash and balances at central banks, the Public treasury and postal cheque centre (assets and liabilities) | 4,1 | 14 450 591 | 14 310 554 |
| Sight deposits (assets and liabilities) and loans/borrowings with credit institutions | | 6 423 079 | 2 679 275 |
| Cash and cash equivalents at end of year | | 18 267 870 | 20 873 669 |
| Cash and balances at central banks, the Public treasury and postal cheque centre (assets and liabilities) | 4,1 | 16 291 624 | 14 450 591 |
| Sight deposits (assets and liabilities) and loans/borrowings with credit institutions | | 1 976 247 | 6 423 079 |
| Net change in cash and cash equivalents | | -2 605 799 | 3 883 840 |

CONSOLIDATED STATEMENTS AT 31 DECEMBER 2020, NOTES TO THE FINANCIAL STATEMENTS AS WELL AS ACCOUNTING PRINCIPLES APPLIED BY THE GROUP ARE AVAILABLE ON THE INVESTOR RELATIONS WEBSITE IR-BANKOAFRICA.MA AND CAN BE DOWNLOADED THROUGH THE CODE BELOW.





PARENT FINANCIAL STATEMENTS

AT 31 DECEMBER 2020

BANK OF AFRICA S.A.
STATUTORY AUDITORS' GENERAL REPORT
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

To the Shareholders of
BANK OF AFRICA S.A
140 Avenue Hassan II
Casablanca

STATUTORY AUDITORS' GENERAL REPORT
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Financial statement audit

Qualified opinion

In accordance with the assignment entrusted to us by your Annual General Meeting of 23 June 2020, we have audited the attached financial statements of BANK OF AFRICA S.A., which comprise the balance sheet, the off-balance sheet statement, the income statement, the management accounting statement, the cash flow statement and the additional information statement for the period ended 31 December 2020. These financial statements show shareholders' equity and equivalent of MAD 29,943,306 K, including net income of MAD 724,181 K.

These financial statements were drawn up by the Board of Directors 26 March 2021 against the evolving backdrop of the COVID-19 pandemic based on information available at the time.

In our opinion, except for the possible effects of the matter described in the 'Basis for qualified opinion' section, the financial statements referred to above in the first paragraph give a true and fair view, in all material aspects, of the income from operations for the period ended 31 December 2020 and of the financial position and assets of BANK OF AFRICA S.A. at 31 December 2020 in accordance with Moroccan generally accepted accounting principles.

Basis for qualified opinion

BANK OF AFRICA S.A has a stock of non-operating real estate assets, acquired by dation-in-payment, totalling MAD 4.7 billion at 31 December 2020. Given the risks inherent in these real estate assets and, in particular, uncertainties surrounding their net realisable value and the period of time required to dispose of them, we are unable to express an opinion as to the value of these assets at 31 December 2020.

We conducted our audit in accordance with Moroccan accounting standards. Our responsibilities by virtue of those standards are further described in the 'Auditor's responsibilities for the audit of the consolidated financial statements' section of our report. We are independent of the Bank in accordance with the ethical requirements that apply to the audit of financial statements in Morocco and we have fulfilled our other responsibilities in accordance with those relevant ethical requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion..

Observation

We draw your attention to the appended note relating to the effects of the COVID-19 crisis on the financial statements for the period ended 31 December 2020. Our opinion remains unchanged regarding this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the period in question. Our audit procedures relating to these matters were designed in the context of our audit of the consolidated financial statements as a whole and for the purpose of forming an opinion on these. We do not express an opinion on these individual matters.

In addition to the matter described in the ‘Basis for Qualified Opinion section’ of our report, we have determined the matters described below to be the key audit matters which should be communicated in our report:

| Risk identified | Our audit response |
|--|---|
| <p>Credit risk appraisal for loans and advances to customers</p> <p>Customer loans carry a credit risk which expose BANK OF AFRICA S.A to a potential loss if customers or counterparties are unable to meet their financial obligations vis-a-vis the Bank.</p> <p>The Group recognises loan loss provisions to cover this risk. Loan loss provisions are calculated in accordance with the requirements of Bank Al Maghrib's Circular No. 19/G/2002 relating to the classification of loans and their provisioning, central bank rules relating to the provisioning of underperforming loans and internal policies adopted by the Bank's Management.</p> <p>The amount of loan loss provisions set aside to cover this risk requires:</p> <ul style="list-style-type: none"> • Outstanding loans to be classified as performing loans, underperforming loans or non-performing loans • The amount of loan loss provisions to be set aside on the basis of the loan classification category. <p>At 31 December 2020, total gross customer loan outstandings, including invoice factoring, amounted to MAD 134,947 billion, whilst the total amount of loan loss provisions set aside for nonperforming loans amounted to MAD 6,021 billion.</p> <p>We considered the assessment of credit risk and the measurement of impairment and loan loss provisions to be a key audit matter given that (i) the amount recognised in the Bank's financial statements in respect of these assets was significant and (ii) Management was required to exercise judgement and to make estimates, particularly for funding granted to companies in sensitive economic sectors.</p> | <p>Our audit approach consisted of familiarising ourselves with the process adopted by the Bank for measuring and estimating credit risk in terms of:</p> <ul style="list-style-type: none"> • The system adopted for classifying loans and setting aside the appropriate level of provisions in light of the collateral held • The governance system adopted in terms of management bodies and key monitoring and control committees. <p>We also:</p> <ul style="list-style-type: none"> • Carried out a reconciliation between the non-performing loan situation and resulting loan loss provisions and the accounting data • Tested the correct classification of loans by category • Tested provisions for downgraded loans (CES) based on a sample in light of the collateral held by the Bank • Tested provisions for underperforming loans (WL) based on a sample • Took note of the conclusions of the monitoring committees responsible for estimating loan loss provisions • Appraised the qualitative criteria used as part of the process of determining credit risk. |

Management report

We are confident that the information provided in the Board of Directors' Management report to shareholders is consistent with the Bank's financial statements.

Responsibilities of Management and those charged with governance for the financial statements

Management is responsible for the preparation and true and fair presentation of the financial statements in accordance with Moroccan generally accepted accounting principles. This responsibility involves designing, implementing and monitoring the internal control process to ensure that, in terms of preparation and presentation, the financial statements are free from material misstatement and that accounting estimates are reasonable under the circumstances.

In preparing the financial statements, Management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Bank or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Bank's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements, as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Moroccan accounting standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or collectively, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Moroccan accounting standards, we exercise professional judgment and maintain critical thinking throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of aspects of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Bank's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Bank's ability to continue as a going concern.

If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit

evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Bank to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the information provided in the notes, and whether the financial statements represent the underlying transactions and events in a manner that provides a true and fair view.

We communicate with those responsible for governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant shortcomings in internal control that we identify during our audit.

Specific checks and information

We also carried out specific checks required by law. Furthermore, in accordance with the provisions of Article 172 of Act 17-95 as amended and completed, we hereby inform you that, in 2020, the Bank acquired a 99.99% stake in BMCE CASH for MAD 44,000 K.

Casablanca, 14 April 2021

Statutory auditors


FIDUCIA GRANT THORNTON
FIDUCIA GRANT THORNTON
Membre Ressau Grant Thornton
International
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Faiça MEKOUAR
Associé


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Tél : 00152960400091
Abderrazzak MZOUNGI
Associé

PARENT COMPANY BALANCE SHEET

| ASSETS | dec-20 | dec-19 |
|--|--------------------|--------------------|
| Cash and balances at central banks, the Public treasury and postal cheque centre | 4 700 288 | 5 110 572 |
| Loans and advances to credit and similar institutions | 20 148 615 | 22 149 097 |
| Sight | 3 934 452 | 7 698 907 |
| Fixed-term | 16 214 163 | 14 450 190 |
| Loans and advances to customers | 126 812 254 | 116 625 100 |
| Cash and consumer loans and participatory financing arrangements | 38 746 351 | 35 594 227 |
| Equipment loans and participatory financing arrangements | 20 263 591 | 22 104 094 |
| Mortgage loans and participatory financing arrangements | 41 057 176 | 40 527 424 |
| Other loans and participatory financing arrangements | 26 745 136 | 18 399 355 |
| Factoring receivables | 2 113 945 | 2 283 749 |
| Trading and available-for-sale securities | 30 931 541 | 30 005 813 |
| Treasury bonds and similar assets | 9 458 897 | 10 154 073 |
| Other debt securities | 220 787 | 506 783 |
| Equity securities | 21 193 183 | 19 267 730 |
| Sukuk certificates | 58 674 | 77 227 |
| Other assets | 4 831 475 | 3 459 599 |
| Investment securities | 8 433 543 | 4 375 064 |
| Treasury bonds and similar assets | 4 115 642 | 2 125 081 |
| Other debt securities | 4 317 901 | 2 249 983 |
| Sukuk certificates | - | - |
| Investments in associates and similar assets | 10 873 764 | 10 691 682 |
| Investments in related companies | 8 892 226 | 8 630 476 |
| Other equity securities and similar assets | 1 981 538 | 2 061 206 |
| Mudarabah and Musharakah securities | - | - |
| Subordinated loans | 200 743 | 192 807 |
| Investment deposits given | - | - |
| Leased and rented assets | 190 816 | 191 147 |
| Ijara assets | - | - |
| Intangible assets | 583 738 | 410 050 |
| Property, plant and equipment | 5 395 263 | 5 470 550 |
| TOTAL ASSETS | 215 215 987 | 200 965 233 |

| LIABILITIES | dec-20 | dec-19 |
|--|--------------------|--------------------|
| Amounts due to central banks, the Public treasury and postal cheque centre | - | - |
| Amounts due to credit and similar institutions | 37 034 499 | 22 630 542 |
| Sight | 2 539 628 | 1 932 813 |
| Fixed-term | 34 494 871 | 20 697 729 |
| Customer deposits | 134 792 521 | 134 441 241 |
| Sight deposit accounts in credit | 85 875 583 | 79 783 847 |
| Savings accounts | 25 102 696 | 24 562 835 |
| Term deposits | 17 674 709 | 23 723 341 |
| Other accounts in credit | 6 139 533 | 6 371 218 |
| Amounts due to customers on participatory products | - | - |
| Debt securities issued | 8 166 405 | 9 372 817 |
| Negotiable debt securities | 7 666 405 | 8 872 817 |
| Bonds | 500 000 | 500 000 |
| Other debt securities issued | - | - |
| Other liabilities | 3 543 407 | 3 968 135 |
| Provisions, contingent liabilities | 1 221 143 | 1 117 336 |
| Statutory provisions | 514 706 | - |
| Subsidies, public funds and special guarantee funds | - | - |
| Subordinated debt | 9 594 473 | 9 590 170 |
| Investment deposits received | - | - |
| Revaluation reserve | - | - |
| Reserves and premiums related to capital | 17 568 566 | 16 474 865 |
| Share capital | 2 056 066 | 1 998 204 |
| Shareholders, unpaid share capital (-) | - | - |
| Retained earnings (+/-) | 20 | 75 |
| Net income to be appropriated (+/-) | - | - |
| Net income for the year (+/-) | 724 181 | 1 371 848 |
| TOTAL LIABILITIES | 215 215 987 | 200 965 233 |

(in thousand MAD)

BALANCE SHEET

| | dec-20 | dec-19 |
|--|-------------------|-------------------|
| Given commitments | 20 820 845 | 19 446 241 |
| Financing commitments on behalf of credit institutions and equivalent | 418 241 | 182 309 |
| Financing commitments on behalf of customers | 6 661 576 | 6 217 752 |
| Guarantee commitments given to credit institutions and equivalent | 4 027 365 | 2 742 845 |
| Guarantee commitments given to customers | 9 539 868 | 10 132 584 |
| Securities repos purchased | 78 358 | 78 357 |
| Other securities to be delivered | 95 437 | 92 394 |
| Received commitments | 21 105 044 | 13 300 541 |
| Financing commitments received from credit institutions and equivalent | - | - |
| Guarantee commitments received from credit institutions and equivalent | 18 598 222 | 11 315 888 |
| Guarantee commitments received from the State and various guarantee bodies | 2 410 428 | 1 984 260 |
| Securities repos sold | - | - |
| Other securities to be received | 96 394 | 393 |
| Moucharaka and Moudaraba securities to be received | - | - |

(in thousand MAD)

STATEMENT OF INCOME AND EXPENSES

| | dec-20 | dec-19 |
|---|-------------------|-------------------|
| BANK OPERATING INCOME | 11 448 179 | 11 145 100 |
| Interests and assimilated revenues on transactions with credit institutions | 710 550 | 761 414 |
| Interests and assimilated revenues on transactions with customers | 5 334 205 | 5 467 179 |
| Interests and assimilated revenues on debt securities | 557 275 | 511 501 |
| Revenue from property securities (1) and Sukuks certificates | 611 251 | 658 083 |
| Revenue from Moudaraba and Moucharaka securities | - | - |
| Revenues from leased and rented fixed assets | 28 781 | 16 627 |
| Revenue from leased assets (Ijara) | - | - |
| Fees on provided services | 1 115 875 | 1 265 476 |
| Other banking revenues | 3 090 242 | 2 464 820 |
| Cost transfer on received investment deposits | - | - |
| BANK OPERATING EXPENSES | 5 147 548 | 4 668 371 |
| Interests and assimilated expenses on transactions with credit institutions | 1 250 026 | 1 279 079 |
| Interests and assimilated expenses on transactions with customers | 1 052 972 | 1 282 212 |
| Interests and assimilated expenses on debt securities issued | 229 687 | 255 028 |
| Expenses from Moudaraba and Moucharaka securities | - | - |
| Expenses on leased and rented fixed assets | 16 216 | 13 568 |
| Expenses from leased assets (Ijara) | - | - |
| Other banking expenses | 2 598 647 | 1 838 484 |
| Cost transfer on received investment deposits | - | - |
| NET BANKING INCOME | 6 300 631 | 6 476 729 |
| Non-banking operating revenues | 472 279 | 190 578 |
| Non-banking operating expenses | 29 683 | 63 685 |
| GENERAL OPERATING EXPENSES | 3 432 499 | 3 645 941 |
| Staff expenses | 1 553 520 | 1 631 096 |
| Tax expenses | 93 624 | 117 836 |
| External expenses | 1 479 989 | 1 617 320 |
| Other general operating expenses | 8 887 | 8 994 |
| Allowances for depreciation and provisions for intangible and tangible fixed assets | 296 479 | 270 695 |
| ALLOWANCES FOR PROVISIONS AND LOAN LOSSES | 2 585 199 | 2 122 518 |
| Allowances for non performing loans and commitments | 1 651 794 | 858 615 |
| Loan losses | 783 717 | 930 178 |
| Other allowances for provisions | 149 688 | 333 725 |
| PROVISION WRITE-BACKS AND RECOVERY ON AMORTISED DEBTS | 1 035 725 | 1 212 727 |
| Provision write-backs on non performing loans and commitments | 968 557 | 1 171 684 |
| Recovery on amortised debts | 27 808 | 30 543 |
| Other provision write-backs | 39 360 | 10 500 |
| CURRENT INCOME | 1 761 253 | 2 047 889 |
| Non-current revenues | - | - |
| Non-current expenses | 762 260 | 35 100 |
| PRE-TAX EARNINGS | 998 993 | 2 012 789 |
| Corporate tax | 274 812 | 640 941 |
| NET EARNINGS FOR THE YEAR | 724 181 | 1 371 848 |

(-) minus
(+) plus

(in thousand MAD)

PARENT COMPANY MANAGEMENT ACCOUNTING STATEMENT**MANAGEMENT ACCOUNTING STATEMENT**

| | dec-20 | dec-19 |
|--|------------------|------------------|
| (+) Interest and similar income | 6 602 029 | 6 740 094 |
| (-) Interest and similar expenses | 2 532 685 | 2 816 318 |
| NET INTEREST INCOME | 4 069 344 | 3 923 776 |
| (+) Income from participatory finance arrangements | - | - |
| (-) Expenses on participatory finance arrangements | - | - |
| NET INCOME FROM PARTICIPATORY FINANCE ARRANGEMENTS | - | - |
| (+) Income from lease-financed non-current assets | 28 781 | 16 627 |
| (-) Expenses on lease-financed non-current assets | 16 216 | 13 568 |
| Net income from leasing and rental transactions | 12 565 | 3 059 |
| (+) Income from Ijarah assets | - | - |
| (-) Expenses on Ijarah assets | - | - |
| Net income from Ijara transactions (1) | - | - |
| (+) Fees received | 1 315 378 | 1 570 234 |
| (-) Fees paid | 340 759 | 404 709 |
| NET FEE INCOME (1) | 974 619 | 1 165 525 |
| (+) Income from trading securities transactions | 606 715 | 743 976 |
| (+) Income from available-for-sale securities transactions | 56 533 | -14 934 |
| (+) Income from foreign exchange transactions | 343 740 | 394 452 |
| (+) Income from derivatives transactions | -108 323 | -130 313 |
| INCOME FROM MARKET TRANSACTIONS (1) | 898 665 | 993 181 |
| (+/-) Income from Mudarabah and Musharakah securities transactions | - | - |
| (+) Other banking income | 611 279 | 658 083 |
| (-) Other banking expenses | 265 843 | 266 893 |
| (+/-) SHARE OF INCOME FROM INVESTMENT ACCOUNT HOLDERS' DEPOSITS | - | - |
| NET BANKING INCOME | 6 300 629 | 6 476 731 |
| (+) Income from long-term investments (2) | -41 283 | 17 104 |
| (+) Other non-banking operating income | 464 029 | 168 460 |
| (-) Other non-banking operating expenses | 20 302 | 62 874 |
| (-) General operating expenses | 3 432 499 | 3 645 941 |
| GROSS OPERATING INCOME | 3 270 574 | 2 953 480 |
| (+) Net provisions for non-performing loans and signature loans | -1 439 147 | -586 567 |
| (+) Other net provisions | -70 175 | -319 024 |
| INCOME FROM ORDINARY OPERATIONS | 1 761 253 | 2 047 889 |
| NON-RECURRING INCOME | -762 260 | -35 100 |
| (-) Corporate income tax | 274 812 | 640 941 |
| NET INCOME FOR THE YEAR | 724 181 | 1 371 848 |

(in thousand MAD)

OFF-BALANCE SHEET

| | dec-20 | dec-19 |
|---|------------------|------------------|
| COMMITMENTS GIVEN | 724 181 | 1 371 848 |
| Financing commitments given to credit and similar institutions | 296 479 | 270 695 |
| Financing commitments to customers | 52 814 | 4 720 |
| Guarantees given to credit and similar institutions | 2 923 | 295 747 |
| Guarantee commitments given to customers | - | - |
| Securities purchased with repurchase agreement | 514 706 | - |
| Other securities to be delivered | 12 661 | 518 |
| COMMITMENTS RECEIVED | 384 032 | 47 797 |
| Financing commitments received from credit and similar institutions | 304 | - |
| Guarantees received from credit and similar institutions | 8 250 | 22 117 |
| Guarantee commitments received from government and other guarantee institutions | 9 381 | 811 |
| Securities sold with repurchase agreement | - | - |
| Other securities to be received | 1 195 844 | 1 873 390 |
| Mudarabah and Musharakah securities to be received | - | - |
| (+) NET CASH EARNINGS | 1 195 844 | 1 873 390 |

(in thousand MAD)

STATEMENT OF CASH FLOW

| | dec-20 | dec-19 |
|---|-------------------|-------------------|
| (+) Operating income received from banking operations | 10 761 260 | 10 452 239 |
| (+) Recovery of amortised debts | 27 808 | 30 543 |
| (+) Non-banking revenues received | 79 997 | 190 578 |
| (-) Banking operating expenses paid | 7 789 295 | 4 940 728 |
| (-) Non-banking operating expenses paid | 1 029 683 | 63 685 |
| (-) General operating expenses paid | 3 136 020 | 3 375 246 |
| (-) Corporate tax paid | 274 812 | 640 940 |
| I.Net Cash Flows from the Income Statement | -1 360 744 | 1 652 761 |
| Change in: | | |
| (+) Loans to credit institutions and equivalent | 2 000 482 | -1 503 654 |
| (+) Loans to customers | -10 017 350 | -6 672 571 |
| (+) Debt and marketable securities | -925 728 | -4 824 869 |
| (+) Other assets | -1 323 245 | 876 455 |
| (-) Moudaraba and Moucharaka securities | - | - |
| (+) Leasing and renting operations | 331 | -39 881 |
| (+) Ijara operations | - | - |
| (+) Investments placed through credit institutions and equivalent | - | - |
| (+) Amounts owed to credit institutions and equivalent | 14 403 957 | 2 760 604 |
| (+) Customer deposits | 351 280 | 5 681 835 |
| (+) Customer borrowings on participatory financing | - | - |
| (+) Debt securities issued | -1 206 412 | 776 851 |
| (+) Other liabilities | -426 824 | -717 718 |
| II.Balance of changes in operating assets and liabilities | 2 856 490 | -3 662 948 |
| III.Net cash flows from operating activities (I + II) | 1 495 746 | -2 010 187 |
| (+) Revenues from equity investments (1) (4) | 102 355 | 432 351 |
| (+) Revenues from disposals of intangible and tangible fixed assets (4) | 700 683 | 179 800 |
| (-) Acquisitions of equity investments (1) | 2 214 714 | 1 328 397 |
| (-) Acquisitions of intangible and tangible fixed assets | 561 230 | 942 301 |
| (+) Interests received | 99 459 | 250 |
| (+) Dividends received | 528 036 | 575 280 |
| IV.FLUX DE TRESORERIE NETS PROVENANT DES ACTIVITES D'INVESTISSEMENT | -1 345 410 | -1 083 017 |
| (+) Subsidies, public funds and guarantee funds received | - | - |
| (+) Issues of subordinated debts | 4 303 | 5 299 |
| (+) Received investment deposits | - | - |
| (+) Stock issues | 2 970 415 | |
| (-) Repayment of shareholders equity and equivalent | - | - |
| (-) Reimbursed investment deposits (2) | - | - |
| (-) Interests paid | 403 821 | 397 860 |
| (-) Rémunérations versées sur dépôts d'investissement (3) (4) | - | - |
| (-) Dividends paid | 161 102 | - |
| V.Net Cash Flows from Financing Activities | -560 620 | 2 577 854 |
| VI.Net Change In Cash (III + IV + V) | -410 284 | -515 350 |
| VII.Cash & Cash Equivalent at Beginning of Year | 5 110 572 | 5 625 922 |
| VIII.Cash & Cash Equivalent at Year-end | 4 700 288 | 5 110 572 |

(in thousand MAD)

- (1) Other than Moucharaka and Moudaraba securities
 (2) Including used IRR
 (3) Including used PER
 (4) Excluding net cash flows from income and expense accounts

STATEMENT OF ADDITIONAL INFORMATION**LOANS AND ADVANCES TO CREDIT AND SIMILAR INSTITUTIONS**

| LOANS AND ADVANCES | Bank Al Maghrib, Treasury | Banks in Morocco | Other credit institutions and equivalent in marrakech | Foreign credit institutions | TOTAL 31 / 12 / 2020 | TOTAL 31 / 12 / 2019 |
|-----------------------------|------------------------------|---------------------|--|--------------------------------|-------------------------|-------------------------|
| Current accounts in debit | 2 905 099 | 301 965 | 1 831 665 | 3 202 925 | 8 241 654 | 10 664 369 |
| Repurchase agreements | - | 66 589 | - | - | 66 589 | 1 029 412 |
| Overnight | - | 60 062 | - | - | 60 062 | 1 029 412 |
| Fixed-term | - | 6 527 | - | - | 6 527 | - |
| Cash loans | - | 3 426 762 | 1 155 329 | 1 189 008 | 5 771 099 | 6 320 310 |
| Overnight | - | - | 296 993 | 26 714 | 323 707 | 1 057 559 |
| Fixed-term | - | 3 426 762 | 858 336 | 1 162 293 | 5 447 391 | 5 262 751 |
| Financial loans | - | 278 578 | 6 919 180 | 85 530 | 7 283 288 | 5 841 192 |
| Other loans and advances | 2 895 759 | 254 891 | - | 289 136 | 3 439 786 | 3 364 364 |
| Accrued interest receivable | - | 35 825 | 7 966 | 2 696 | 46 487 | 40 017 |
| Non-performing loans | - | - | 0 | - | 0 | 4 |
| TOTAL | 5 800 858 | 4 364 610 | 9 914 140 | 4 769 295 | 24 848 903 | 27 259 669 |

(in thousand MAD)

TANGIER OFFSHORE FINANCIAL STATEMENTS

| ASSETS | dec-20 | dec-19 |
|--|-------------------|-------------------|
| Cash and balances at central banks, the Public treasury and postal cheque centre | 1 746 | 2 332 |
| Loans and advances to credit and similar institutions | 6 630 827 | 5 894 899 |
| Sight | 1 188 017 | 928 663 |
| Fixed-term | 5 442 810 | 4 966 236 |
| Loans and advances to customers | 3 735 501 | 3 910 009 |
| Cash and consumer loans and participatory financing arrangements | 424 067 | 673 805 |
| Equipment loans and participatory financing arrangements | 3 311 434 | 3 236 204 |
| Mortgage loans and participatory financing arrangements | - | - |
| Other loans and participatory financing arrangements | - | - |
| Factoring receivables | - | - |
| Trading and available-for-sale securities | 580 626 | 1 995 953 |
| Treasury bonds and similar assets | 439 600 | 1 887 787 |
| Other debt securities | - | - |
| Equity securities | 141 026 | 108 166 |
| Sukuk certificates | - | - |
| Other assets | 742 739 | 505 802 |
| Investment securities | 2 259 763 | 1 321 903 |
| Treasury bonds and similar assets | - | - |
| Other debt securities | 2 259 763 | 1 321 903 |
| Sukuk certificates | - | - |
| Investments in associates and similar assets | - | - |
| Investments in related companies | - | - |
| Other equity securities and similar assets | - | - |
| Mudarabah and Musharakah securities | - | - |
| Subordinated loans | - | - |
| Investment deposits given | - | - |
| Leased and rented assets | 86 393 | 73 673 |
| Ijara assets | - | - |
| Intangible assets | 2 181 | 2 037 |
| Property, plant and equipment | 364 | 812 |
| Total Assets | 14 040 140 | 13 707 423 |

| LIABILITIES | dec-20 | dec-19 |
|--|-------------------|-------------------|
| Amounts due to central banks, the Public treasury and postal cheque centre | - | - |
| Amounts due to credit and similar institutions | 11 732 765 | 11 342 536 |
| Sight | 734 303 | 524 440 |
| Fixed-term | 10 998 462 | 10 818 096 |
| Customer deposits | 1 504 805 | 1 646 838 |
| Sight deposit accounts in credit | 1 248 272 | 1 267 308 |
| Savings accounts | - | - |
| Term deposits | 189 056 | 335 204 |
| Other accounts in credit | 67 477 | 44 326 |
| Amounts due to customers on participatory products | - | - |
| Debt securities issued | - | - |
| Negotiable debt securities | - | - |
| Bonds | - | - |
| Other debt securities issued | - | - |
| Other liabilities | 557 161 | 462 790 |
| Provisions, contingent liabilities | 567 | 565 |
| Statutory provisions | - | - |
| Subsidies, public funds and special guarantee funds | - | - |
| Subordinated debt | - | - |
| Investment deposits received | - | - |
| Revaluation reserve | - | - |
| Reserves and premiums related to capital | 108 091 | 112 079 |
| Share capital | 4 452 | 4 797 |
| Shareholders, unpaid share capital (-) | - | - |
| Retained earnings (+/-) | - | - |
| Net income to be appropriated (+/-) | - | - |
| Net income for the year (+/-) | 132 299 | 137 819 |
| Total Liabilities | 14 040 140 | 13 707 423 |

(in thousand MAD)

BALANCE SHEET

| | dec-20 | dec-19 |
|---|------------------|------------------|
| COMMITMENTS GIVEN | 375 316 | 658 167 |
| Financing commitments given to credit and similar institutions | - | - |
| Financing commitments to customers | 4 231 | 7 869 |
| Guarantees given to credit and similar institutions | 318 438 | 544 923 |
| Guarantee commitments given to customers | 49 417 | 105 375 |
| Securities purchased with repurchase agreement | - | - |
| Other securities to be delivered | 3 230 | - |
| COMMITMENTS RECEIVED | 2 750 890 | 1 620 849 |
| Financing commitments received from credit and similar institutions | - | - |
| Guarantees received from credit and similar institutions | 1 753 481 | 1 082 837 |
| Guarantee commitments received from government and other guarantee institutions | 994 181 | 538 012 |
| Securities sold with repurchase agreement | - | - |
| Other securities to be received | 3 228 | - |
| Mudarabah and Musharakah securities to be received | - | - |

(In thousand MAD)

INCOME STATEMENT

| | dec-20 | dec-19 |
|--|------------------|----------------|
| OPERATING INCOME FROM BANKING OPERATIONS | 1 144 533 | 736 859 |
| Interest, remuneration and similar income from transactions with credit institutions | 306 191 | 278 044 |
| Interest, remuneration and similar income from transactions with customers | 125 513 | 129 645 |
| Interest and similar income from debt securities | 101 437 | 125 448 |
| Income from equity securities and Sukuk certificates | 2 256 | 1 573 |
| Income from Mudarabah and Musharakah securities | - | - |
| Income from lease-financed non-current assets | 12 157 | 777 |
| Income from Ijarah assets | - | - |
| Fee income | 8 398 | 9 579 |
| Other banking income | 588 581 | 191 793 |
| Transfer of expenses on investment deposits received | - | - |
| OPERATING EXPENSES ON BANKING OPERATIONS | 945 786 | 482 349 |
| Interest and expenses on transactions with credit and similar institutions | 314 700 | 285 835 |
| Interest and expenses on transactions with customers | 7 315 | 12 171 |
| Interest and similar expenses on debt securities issued | - | - |
| Expenses on Mudarabah and Musharakah securities | - | - |
| Expenses on lease-financed non-current assets | 2 104 | 1 279 |
| Expenses on Ijarah assets | - | - |
| Other banking expenses | 621 667 | 183 064 |
| Transfer of income on investment deposits received | - | - |
| NET BANKING INCOME | 198 747 | 254 510 |
| Non-banking operating income | - | - |
| Non-banking operating expenses | - | 10 |
| GENERAL OPERATING EXPENSES | 7 737 | 6 230 |
| Employee expenses | 4 111 | 3 520 |
| Taxes other than on income | - | - |
| External expenses | 2 494 | 1 687 |
| Other general operating expenses | - | - |
| Depreciation, amortisation and impairment of intangible assets and property, plant and equipment | 1 132 | 1 023 |
| PROVISIONS AND LOSSES ON IRRECOVERABLE LOANS | 8 | 21 524 |
| Provisions for non-performing loans and signature loans | - | - |
| Losses on irrecoverable loans | 8 | 44 |
| Other provisions | - | 21 480 |
| WRITE-BACKS AND AMOUNTS RECOVERED ON IMPAIRED LOANS | 22 216 | 518 |
| Write-backs for non-performing loans and signature loans | - | - |
| Amounts recovered on impaired loans | - | - |
| Other write-backs | 22 216 | 518 |
| INCOME FROM ORDINARY OPERATIONS | 213 218 | 227 264 |
| Non-recurring income | - | - |
| Non-recurring expenses | 5 503 | 7 991 |
| PRE-TAX INCOME | 207 715 | 219 273 |
| Corporate income tax | 75 416 | 81 456 |
| NET INCOME FOR THE YEAR | 132 299 | 137 819 |

(-) minus
(+) plus

(In thousand MAD)

MANAGEMENT ACCOUNTING STATEMENT-TANGIER OFFSHORE**EARNINGS FORMATION TABLE**

| | dec-20 | dec-19 |
|--|----------------|----------------|
| (+) Interest and similar income | 533 141 | 533 136 |
| (-) Interest and similar expenses | 322 015 | 298 006 |
| NET INTEREST INCOME | 211 126 | 235 130 |
| (+) Income from participatory finance arrangements | - | - |
| (-) Expenses on participatory finance arrangements | - | - |
| NET INCOME FROM PARTICIPATORY FINANCE ARRANGEMENTS | - | - |
| (+) Income from lease-financed non-current assets | 12 157 | 777 |
| (-) Expenses on lease-financed non-current assets | 2 104 | 1 279 |
| Net income from leasing and rental transactions | 10 053 | -502 |
| (+) Income from Ijarah assets | - | - |
| (-) Expenses on Ijarah assets | - | - |
| Net income from Ijara transactions (1) | - | - |
| (+) Fees received | 8 906 | 10 076 |
| (-) Fees paid | 440 | 1 551 |
| NET FEE INCOME (1) | 8 466 | 8 525 |
| (+) Income from trading securities transactions | -2 095 | -17 647 |
| (+) Income from available-for-sale securities transactions | 56 533 | -14 934 |
| (+) Income from foreign exchange transactions | -86 360 | 32 879 |
| (+) Income from derivatives transactions | -995 | 9 693 |
| INCOME FROM MARKET TRANSACTIONS (1) | -32 917 | 9 991 |
| (+/-) Income from Mudarabah and Musharakah securities transactions | - | - |
| (+) Other banking income | 2 256 | 1 574 |
| (-) Other banking expenses | 236 | 206 |
| (+/-) SHARE OF INCOME FROM INVESTMENT ACCOUNT HOLDERS' DEPOSITS | - | - |
| NET BANKING INCOME | 198 748 | 254 512 |
| (+) Income from long-term investments (2) | 396 | 518 |
| (+) Other non-banking operating income | - | - |
| (-) Other non-banking operating expenses | - | 10 |
| (-) General operating expenses | 7 738 | 6 230 |
| GROSS OPERATING INCOME | 191 406 | 248 790 |
| (+) Net provisions for non-performing loans and signature loans | -8 | -44 |
| (+) Other net provisions | 21 820 | -21 480 |
| INCOME FROM ORDINARY OPERATIONS | 213 218 | 227 266 |
| NON-RECURRING INCOME | -5 503 | -7 991 |
| (-) Corporate income tax | 75 417 | 81 456 |
| NET INCOME FOR THE YEAR | 132 299 | 137 819 |

(In thousand MAD)

CASH FLOW

| | dec-20 | dec-19 |
|--|----------------|----------------|
| (+) NET INCOME FOR THE YEAR | 132 299 | 137 819 |
| (+) Depreciation, amortisation and impairment of intangible assets and property, plant and equipment | 1132 | 1 023 |
| (+) Provisions for impairment of long-term investments | - | - |
| (+) General provisions | - | - |
| (+) Statutory provisions | - | - |
| (+) Extraordinary provisions | - | - |
| (-) Write-backs | 396 | 518 |
| (-) Capital gains on disposal of intangible assets and property, plant and equipment | - | - |
| (+) Losses on disposals of intangible and tangible fixed assets | - | - |
| (-) Capital gains on disposal of long-term investments | - | - |
| (+) Losses on disposal of long-term investments | - | - |
| (-) Write-backs of investment subsidies received | - | - |
| (+) TOTAL CASH EARNINGS | 133 034 | 138 324 |
| (-) Distributed earnings | - | - |
| (+) NET CASH EARNINGS | 133 034 | 138 324 |

(In thousand MAD)

**THE PARENT COMPANY FINANCIAL STATEMENTS,
STATEMENTS OF ADDITIONAL INFORMATION AND
OFF SHORE ACCOUNTS AT 31 DECEMBER 2020 ARE
AVAILABLE ON THE INVESTOR RELATIONS WEBSITE
IR-BANKOFAFRICA.MA AND CAN BE DOWNLOADED
THROUGH THE CODE BELOW.**



BANK OF AFRICA

BP 20 039 Casa Principale
Tel: 05 22 20 04 92/96
Fax: 05 22 20 05 12
Capital: 2056 066 480 dirhams
Swift: bmce ma mc
Telex: 21.931 - 24.004
Trade register: casa 27.129
PO checking account: Rabat 1030
Social security: 10.2808.5
Fiscal ID N°: 01085112
Trading license: 35502790

Governance and Development Group - FINANCIAL COMMUNICATION

Tel: 05 22 49 80 03 / 05 22 46 28 06
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BMCE BANK WEB SITE

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www.notremondeestcapital.com

INTERNATIONAL TRADE WEB SITE

www.bmcetrade.com

INVESTMENT BANK WEB SITE

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