2023

# UNIVERSAL REGISTRATION DOCUMENT

including the Annual Financial Report

Maroc Telecom

# CONTENT

# UNIVERSAL REGISTRATION DOCUMENT

including the Annual Financial Report

This Universal Registration Document was filed on March 26, 2024, with the AMF in its capacity as the French financial regulator under Regulation (EU) 2017/1129 without prior approval pursuant to Article 9 of said regulation.

The Universal Registration Document may be used when stocks and shares are sold to the public or listed on a regulated market if it is accompanied by a securities Note and, where applicable, a summary as well as any supplements to the Universal Registration Document. The whole is approved by the AMF under Regulation (EU) 2017/1129.

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# MESSAGE FROM THE CHAIRMAN OF THE MANAGEMENT BOARD

## ABDESLEM AHIZOUNE

“2023 marks the return to growth in revenue and net income for the Maroc Telecom Group. Operational and financial achievements exceeded the objectives set, in particular thanks to the activity of the subsidiaries in Sub-Saharan Africa, which continues to drive the Group’s performance.

Operating in countries with a young and growing population, eager for exchanges and new information technologies, Maroc Telecom is pursuing its inclusive approach focused on innovation. The Group is working to adapt its commercial offers to the specific needs of its markets in order to support the changes that are underway and meet the challenges they bring with them.

One of the Group’s fundamental assets is its infrastructure. Meeting the demands of the accelerating digital economy and meeting the growing demand for connectivity are an integral part of its daily efforts.

The Group is preparing for the arrival of new generations of technology by setting up the necessary infrastructure to offer widespread access to very high-speed internet. It is thus contributing to the continent’s economic and social development, while supporting revenue growth.

The Group’s commitment to the well-being of communities is as important as ever. As well as creating jobs and being a major contributor to the economic growth of the countries it operates in, Maroc Telecom consistently sponsors humanitarian work, supports culture and sport, and plays an active role in supporting sustainable development and protecting the environment.

Building on its results, and relying on all its teams, the Group will continue to strengthen itself in 2024, ensuring its leadership with confidence and determination.”

# CORPORATE GOVERNANCE

## MANAGEMENT BOARD

**François VITTE**
*Managing Director Administration & Finance (CFO)*

**Hassan RACHAD**
*Managing Director Networks & Systems*

**Abdeslem AHIZOUNE**
*Chairman of the Management Board*

**Brahim BOUDAOUD**
*Managing Director Legal and Regulatroy Affairs*

**Abdelkader MAAMAR**
*Managing Director Services*

Maroc Telecom also includes **8 regional offices** reporting to the Chairman of the Management Board.

## SUPERVISORY BOARD

### CHAIRMAN

**Nadia FETTAH ALAOUI,**
*Minister of the Economy and Finance*

### VICE-CHAIRMAN

**Jassem Mohammed Bu Ataba AL ZAABI,**
*Chairman of Abu Dhabi Department of Finance, Chairman of Etisalat Group*

### MEMBERS

**Abdelouafi LAFTIT,**
*Minister of the Interior*

**Abdellatif ZAGHNOUN,**
*General Manager of the National Agency for Strategic Management of State Holdings and Monitoring of the Performance of Public Establishments and Enterprises*

**Hatem DOWIDAR,**
*Chief Executive Officer of Etisalat Group*

**Luis ENRIQUEZ,**
*Partner, Grafine Capital Partners*

**Hesham Abdulla AL QASSIM,**
*Chief Executive Officer of Wasl Asset Management Group*

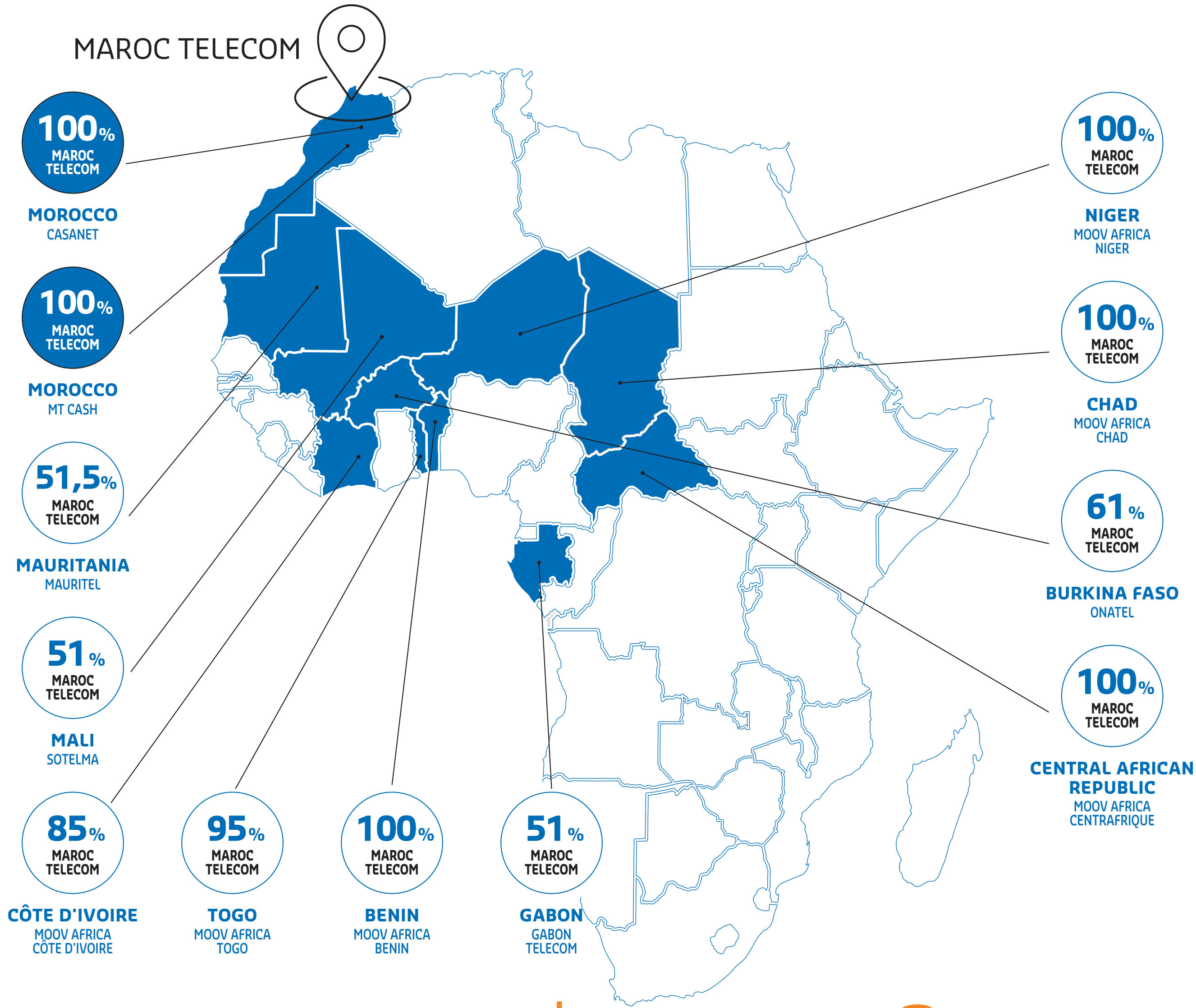
**Mohammed Karim BENNIS,**
*Chief Financial Officer of Etisalat Group*

**Khaled HEGAZY,**
*Chief Strategy and Regulatory Officer of Etisalat International*

# MAROC TELECOM IN BRIEF

A major player in economic and social development in

**11 African countries**




CONSOLIDATED REVENUES
**36.8**
billions of MAD

GROUP ADJUSTED** EBITDA* MARGIN
**52.7 %**
of revenue

GROUP INVESTMENTS
**7.8** billion of MAD

GROUP EMPLOYEES
**9,013**

ADJUSTED** GROUP SHARE OF NET INCOME
**6.2** billion of MAD

NUMBER OF CUSTOMERS
**75.9** million

* *The definition of EBITDA is detailed in section 5.2.*
** *EBITDA and Net income - Group share adjustments are set out in the schedule on page 149.*

## HISTORY

Maroc Telecom is the incumbent telecommunications operator in the Kingdom of Morocco. It operates in the Fixed-line telephony, Mobile telephony and Internet segments.

**2021**

Launch of the West Africa cable

New visual identity "Moov Africa" which brings together the ten subsidiaries of the Maroc Telecom Group (present in Mauritania, Burkina Faso, Gabon, Mali, Côte d'Ivoire, Benin, Togo, Niger, Central African Republic and Chad)

**2020**

Launch of the Mobile payment solution "MT Cash"

**2019**

Acquisition of Tigo Chad

Disposal of 8% of the capital of Maroc Telecom held by the Kingdom of Morocco

Liquidation of the Prestique Telecom subsidiary

**2018**

Acquisition of a 10% stake in Onatel SA on the Abidjan Regional Stock Exchange, bringing Maroc Telecom's stake in its Burkinabe subsidiary to 61%

**2016**

Merger of Gabon Telecom and AT Gabon

**2015**

Acquisition of Etisalat's six African subsidiaries in Benin, Côte d'Ivoire, Gabon, Niger, The Central African Republic and Togo

**2014**

Etisalat acquires a stake in Maroc Telecom

**2009**

Acquisition of a 51% stake in Sotelma

**2007**

Acquisition of a 51% stake in Gabon Telecom

Disposal of 4% of the capital of Maroc Telecom held by the Kingdom of Morocco on the Casablanca Stock Exchange

**2006**

Acquisition of a 51% stake in Onatel

**2004**

IPO in Casablanca and Paris

**2001**

Acquisition of a 54% stake in Mauritel SA

Vivendi's entry into Maroc Telecom's capital

**1998**

Creation of Maroc Telecom SA

Promulgation of Law 54-96 and related implementing decrees on telecommunications

**1984**

Création of the National Post and Telecommunications Office (ONPT)

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# 01

# PRESENTATION OF THE GROUP

# 1.1 Highlights of 2023

## January

- In Morocco, enhancement of the credit financing method for Mobile handsets with new 18-month and 24-month plans;
- In Morocco, launch of the new games and e-Sport portal "Playzone," replacing the "Playweez" service and integration of additional services;
- From January 1, 2023, national Mobile call termination rates decreased in Gabon (from FCFA 6 / min to FCFA 5 / min), in Mali (from FCFA 2.5 / min to FCFA 2.0 / min), in Niger (from FCFA 3.5/min to FCFA 2.7 FCFA/ min), in Chad (from FCFA 14 / min to FCFA 12 / min) and in the Central African Republic (from FCFA 35 / min to FCFA 12 / min for incoming calls and FCFA 10 / min for outgoing calls);
- In Niger, abolition, through the 2023 Finance Act, of the tax on the termination of incoming international traffic;
- In the Central African Republic, introduction, following the promulgation of the 2023 Finance Act, of a "tax on intervention and technical control of electronic communications" at 7% of the amount excluding VAT invoiced (national Voice, Data and SMS traffic).

## February

- In Morocco, introduction of two new Data-rich plans: 11 GB 1 H at MAD 59 / month and 22 GB 2 H at MAD 119 / month to strengthen the competitiveness of the Liberté range of packages and stimulate postpaid acquisitions;
- In Morocco, launch of the Shahid service, the world leader in Premium Arab VOD content;
- In Morocco, exclusive launch of a new Pass* 88 dedicated to young Mobile gamers. This new Pass offers internet access to the most popular games (Free Fire PUBG, League of Legends, etc.) as well as Discord, the popular social network for gamers;

## April

- In Morocco, enhancement of the current range of internet passes by the addition of new Passes: 3GB at MAD 30 and 10GB at MAD 100;
- In Morocco, launch of the Africa Roaming Pass *77 valid in 38 destinations, to strengthen the position of leader in roaming offers on the African continent. The Pass offers 3GB +20min +20SMS for MAD 300 and is valid for 14 days;
- In Morocco, enrichment of the Gaming offering with the launch of the new Disney Club games service, bringing together more than 100 games from major studios such as Disney, Marvel, Pixar and StarWars;
- In Mauritania, decision of the Regulatory Authority introducing new measures for sales of SIM cards, including the limitation of sales to the operator's own branches and the biometric identification of all customers within six months;
- In Togo, launch of the number portability project with the target being operational from October 2023.

## May

- In Morocco, launch of the new Azure Public Cloud service of the Microsoft hyperscaler, one of the world's leaders in hosting solutions;
- In Morocco, launch of the Software as a Service (SaaS) e-learning version hosted in a national sovereign cloud and installed at Maroc Telecom's highly secure Datacenter, in addition to the On-Premise version;
- In Morocco, lowering of the subscription price of the Premium OSN+ offer to MAD 60 / month instead of MAD 89 / month and enrichment of the range by the new OSN+ Standard plan at the price of MAD 35 / month, reserved for individual use on Mobile;

## March

- In Morocco, enhancement of the Pass Roaming* 7 by increasing the Data volume from MAD 100 and adding new destinations;
- In Morocco, launch, by the ANRT and the DGSSI, of a consultation for the implementation, management and turnkey administration of an internet exchange point (IXP) in Morocco;
- In Mali, relaunch, by the regulator, of the process of identifying subscribers with requirements, for subscriptions from February 1, 2023, identification exclusively on the basis of the National Identification Number (NINA);
- In Togo, 5G frequencies were assigned by the regulator to the subsidiary, following the latter's request, for testing over a period of 12 months.
- In Morocco, introduction of the Fiber Optic routers plan for a fee of MAD 200 for Wi-Fi 5 and MAD 400 for Wi-Fi 6, for better accessibility to Fiber Optic offers;
- In Morocco, launch of "Backup as a Service," a managed backup solution that allows B2B customers to recover Data automatically and periodically and secure them on the sovereign Cloud, hosted in the Maroc Telecom Datacenter. The service is offered in monthly subscription plans starting at MAD 590 excl. VAT / month, for 250 GB of backup volume;
- In Morocco, extension of the Pass *6 to the Discord social network, one of the most popular online communication platforms for gamers;
- In Burkina Faso, creation, by decision of the Council of Ministers, of the Patriotic Support Fund (FSP) providing for a contribution of 5% borne by customers.

## June

- In Benin, decision on the guidelines for national roaming, considering the latter an obligation for operators and with extension throughout the national territory.
- In Morocco, increase in FTTH upload speeds and their alignment with download speeds. The upload speed of the 100 Mega plan will increase from 50 Mega to 100 Mega and that of the 200 Mega plan will increase from 100 Mega to 200 Mega. This upgrade is valid for new and old Fiber Optic customers;
- In Burkina Faso, signature on June 30, 2023 of a decree establishing a special contribution of 5% on the purchase of credit for prepaid Mobile services;
- In Mauritania, publication of the Moov Mauritel interconnection and access catalog for 2023-2024. This mainly resulted in a decrease in Mobile call termination from 0.16 to 0.15 UM / min from July 1, 2023;
- In Mauritania, two new provisions were introduced by the 2023 amending Finance Act passed in June 2023: an increase in the VAT rate on telecom services from 16% to 18% and the introduction of a new tax of 5% on the revenue of telecom operators.

## July

- In Morocco, implementation of the Provisional Fiber Optic 100 Mega offer, to meet the temporary needs of customers requiring a very high speed internet connection for a limited period, in particular for Moroccans residing abroad (MRE) during the summer;
- In Mauritania, invitation, by the Regulatory Authority, of all unidentified subscribers to authenticate biometrically with their operators before October 6, 2023, date from which unidentified customers would have their lines suspended;
- In the Central African Republic, abolition, by interministerial decree, of the tax on international traffic entering the countries of the CEMAC zone (Economic and Monetary Community of Central African States) as part of the implementation of Free Roaming.

## August

- Maroc Telecom expanded its range of passes to offer postpaid customers without a ceiling a new internet Roaming Pass *78, guaranteeing perfect control of mobile Data consumption in roaming situations, and thus developing uses;
- In Morocco, launch of the first edition of the "National Unlimited Pass" promotion. Weekly Pass *22 at 100 MAD incl. VAT offering unlimited national Voice;
- In Chad, notification of a ministerial decree setting the rules for identifying subscribers, and limiting the number of SIM cards per customer to 3.

## October

- In Morocco, launch of the new unlimited Voice plan to national +12 GB of internet + unlimited SMS at MAD 259 per month;
- In Mauritania, suspension from October 6, 2023, in accordance with the decision of the Regulatory Authority, of customer lines not identified through the biometric system;
- In Mauritania, decision of the Regulatory Authority on National Roaming providing in particular for the effective implementation of this service by operators before December 31, 2023;
- In Burkina Faso, adoption of a decree on new methods for identifying subscribers which, among other things, reduces the number of SIM cards per subscriber and per operator to two and limits sales of SIM cards to operators' own branches and authorized points of sale;
- In Niger, creation of a Solidarity Fund for the Protection of the Homeland whose contributions, for the telecoms sector, will be made by end customers on the one hand, and by ARCEP from the annual fees paid by operators on the other hand;
- In Togo, conclusion, between the regulators of Togo and Benin, of a memorandum of understanding for the implementation of Free Roaming under the ECOWAS regulation, with a target launch date of January 1, 2024.

## November

- In Morocco, enhancement of the current range of the Pass *3 by the addition of new values: 45 GB at MAD 300, 75 GB at MAD 500 and 150 GB at MAD 1,000;
- In Burkina Faso, adoption of a decree defining the general terms and conditions for infrastructure sharing;
- In Niger, rectification of the Finance Act 2023 with reintroduction of the tax on the termination of international incoming traffic;
- In Togo, conclusion, between the regulators of Togo and Ghana, of a memorandum of understanding for the implementation of Free Roaming under the ECOWAS regulation, with a target launch date of March 1, 2024.

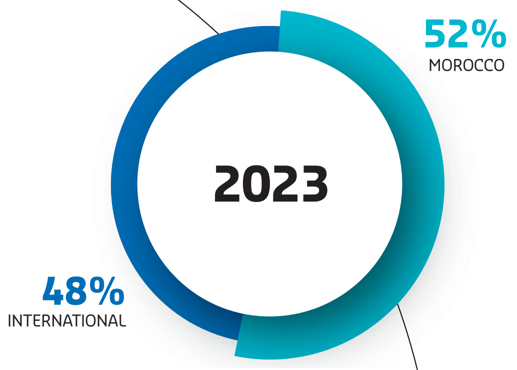
## September

- In Benin, conclusion of a National Roaming contract between Moov Africa Benin and SBIN (Société Béninoise d'Infrastructures Numériques), as part of the implementation of the ARCEP decision on the guidelines on national roaming.

## December

- In Morocco, first launch in Africa of the Fiber to the Room solution. New technology that offers FTTH customers a wider coverage of the Fiber Optic network guaranteeing ultra-smooth very high-speed broadband in all rooms, without loss of Wi-Fi signal;
- Maroc Telecom continued to expand the destinations included in its Roaming Multiservices *7 and Roaming internet *78 passes with the addition of 14 new destinations, bringing the total coverage of these Passes to 52 destinations;
- ARCEP Togo signed a bilateral memorandum of understanding with the regulators of Côte d'Ivoire and Mali for the implementation of Free Roaming within the framework of the ECOWAS regulation.

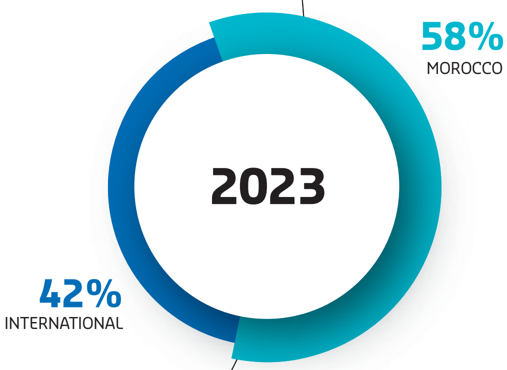
# 1.2 Key figures for 2023




### REVENUES BY GEOGRAPHICAL SEGMENT

*(in MAD million)*

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Morocco | 19,543 | 19,546 | 19,906 |
| International | 18,381 | 17,242 | 16,912 |
| **NET TOTAL** | **36,786** | **35,731** | **35,790** |

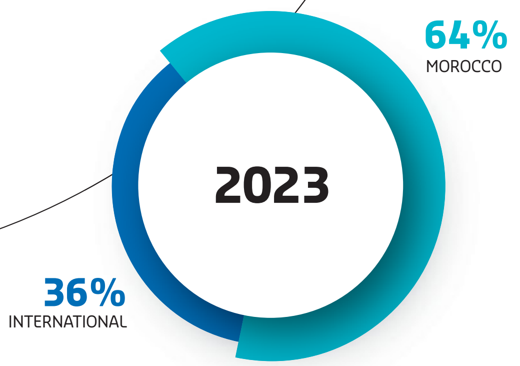



### ADJUSTED EBITDA(1) BY GEOGRAPHICAL SEGMENT

*(in MAD million)*

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Morocco | 11,266 | 10,974 | 11,234 |
| International | 8,102 | 7,518 | 7,355 |
| **TOTAL** | **19,369** | **18,492** | **18,589** |

*(1) The definition of EBITDA is detailed in section 5.2.*
*The adjustments to EBITDA are described on page 149.*




### ADJUSTED EBITA(1) BY GEOGRAPHICAL SEGMENT

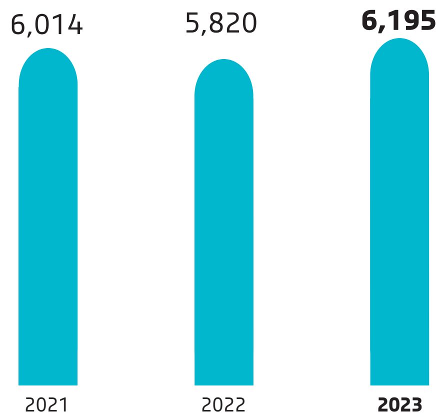
*(in MAD million)*

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Morocco | 7,819 | 7,446 | 7,599 |
| International | 4,408 | 4,022 | 3,988 |
| **TOTAL** | **12,226** | **11,468** | **11,586** |

*(1) The definition of EBITA is detailed in section 5.2.*
*The adjustments to EBITA are detailed in the table on page 149.*

## ADJUSTED NET INCOME – OWNERS OF THE PARENT

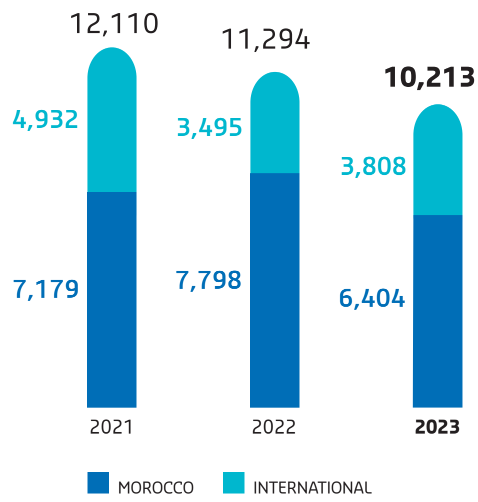
*(in MAD million)*




*Adjustments to Net Income – Group share are detailed in page 149.*

## ADJUSTED CFFO(1) BY GEOGRAPHICAL SEGMENT

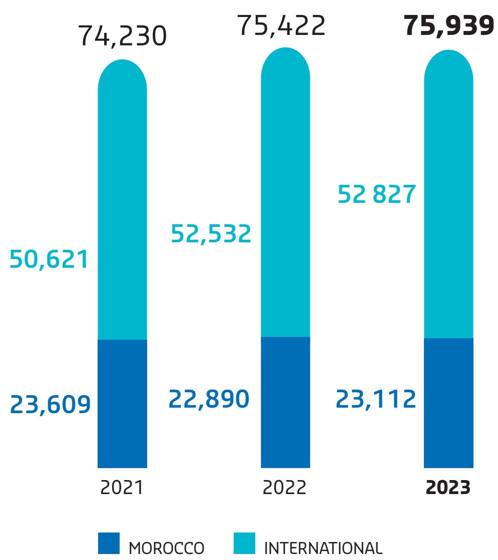
*(in MAD million)*




*(1) The definition of CFFO is detailed in section 5.2.*
*The adjustments to the CFFO are detailed in the table on page 149.*

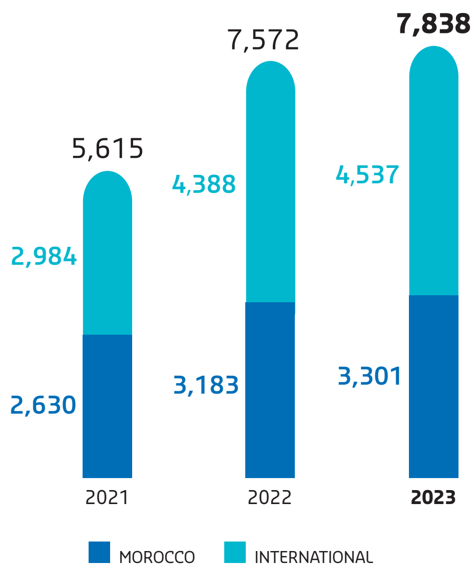
## GLOBAL CUSTOMER BASE BY GEOGRAPHICAL SEGMENT

*(in thousands of customers)*




## INVESTMENTS BY GEOGRAPHICAL SEGMENT

*(in MAD million)*



# 1.3 Group guidelines and strategy

The comments relating to market outlook contain forward-looking statements and information relating to Company expectations. Forward-looking statements involve risks and uncertainties inherent to forecasts and are based solely on assessments undertaken as of the date on which such statements are made. Thanks to the significant number of factors involved, the Company warns investors that actual results could differ materially from expectations.

The growth of the telecom markets in which Maroc Telecom Group operates benefits from a promising outlook for further development. After the decline in economic growth between 2022 and 2023, by 0.6 pt from 5.6% to 5% in 2023, a recovery is expected in 2024, despite the complexity of the economic context, particularly with the surge in inflation, rising interest rates and energy costs, etc.

The International Monetary Fund anticipates GDP growth of 6.1% on average for all ten sub-Saharan countries in which Maroc Telecom operates. For Morocco, the 2024 Finance Act expects GDP growth of 3.7%.

## 1.3.1 Moroccan telecom market outlook and Maroc Telecom's business strategy

The telecommunications market in Morocco retains significant growth potential, thanks to a favorable economic and social environment characterized by an acceleration in the adoption of new uses with the increase in network capacities (fiber, 4G) and the penetration of smartphones as well as the widespread use of information and communication technologies.

Morocco will benefit from several positive factors, namely:

- a favorable economic environment in 2024: Gross Domestic Product is expected to grow by 3.7% (source: Ministry of Finance); the International Monetary Fund anticipates growth of around 3.6%;
- a population that is growing at an annual rate of 1% and which is increasingly urban: 65.3% in the rate of urbanization in 2024 (source: latest census of the High Commission for Planning, 2014);
- a new momentum following the new development model which provides for the implementation of large-scale reforms aimed at stimulating private investment, innovation and strengthening human capital;
- a public investment program of a record amount of MAD 335 billion provided for by the 2024 Finance Act, to reach MAD 550 billion in 2026 and create 500,000 jobs under the National Pact for investment.

The Moroccan Mobile market is mature, with a Mobile penetration level approaching that of European countries.

In 2023 the Moroccan telecoms regulator maintained the regulatory framework established in 2016 ("the new guidelines") to encourage competitors. The current regulatory framework established by the ANRT includes:

- floor rates for all Voice services, which have stabilized prices after several years of significant declines;
- price asymmetry on incoming national Mobile call termination to encourage competitors;
- a special premium of 20 to 30% above the minimum rate for Mobile Voice services, below which Maroc Telecom cannot offer its rates;
- a tightening of the control of Business offers, stopping the conversion of loyalty points into handset (B2B and consumer), and the end for Maroc Telecom of subsidies and promotion on Fixed-Line and internet handsets;
- a restriction on Maroc Telecom's unlimited social networking and Voice On Net offers, granted to both competitors.

In order to maintain its position in the Mobile market, while complying with the guidelines set by the regulator, Maroc Telecom intends to continue its investment program to deploy and increase the density of the largest very high-speed Mobile network in the Kingdom of Morocco and guarantee the best quality of service and an optimal customer experience, allowing it to clearly differentiate itself from its competitors. The Maroc Telecom 4G+ network covers 99% of the population, as does its 3G network, allowing the Company to support throughout the Kingdom of Morocco the customer excitement about Mobile internet. In order to take full advantage of this trend, the priority is to monetize Data through the development of special predominantly Data offers and by maintaining a fair-use policy (maintaining Data consumption ceilings + Data options), while coupling Data services with Voice services in order to support the usages of its customers, who are increasingly using their Voice services through Voice over IP applications. Maroc Telecom is fully involved in the national effort to digitize the economy with end-to-end offers designed to improve the customer experience, both for individuals and businesses. The marketing of several content platform offers on the Moroccan market and the explosion of connected uses in households is expected to continue to stimulate the Moroccan market's interest in very high-speed broadband. Maroc Telecom continues to stand out with its very competitive Fixed-Line and Internet offers and its recognized quality. In addition, there is a range of innovative value-added services that Maroc Telecom is continually expanding (connected objects, Data center, Cloud, M2M, Zoom Business, Smart Life, PayTv, Gaming, etc.) in response to new uses.



## 1.3.2 International outlook and strategy of Maroc Telecom Group's sub-Saharan subsidiaries

The countries where the Group operates have seen major demographic trends, positively impacting the growth of our subsidiaries' Mobile base (on average +0.4% between 2022 and 2023) despite the strict customer identification constraints and the limitations on SIM cards that apply to all operators. The increase in competitive pressure should also result in lower prices in those markets and a democratization of mobile Data uses.

However, these markets, which are growing significantly, are not all homogeneous. The mature markets – Gabon and Mauritania – are beginning to shift their usage from Voice to mobile Data. The efforts of the operators are changing in these markets to focus on maintaining their leadership by continuously increasing network coverage and improving their quality of service while developing innovative value-added products (Mobile money, FTTH, Enterprise managed services, etc.).

As for the subsidiaries operating in markets with high growth potential, they are seeing a more intense competition and a tighter regulatory framework designed to democratize access to telecom services and reduce the digital divide – in particular due to the rise of mobile Data.

Since 2021, the installation of the panafrican undersea cable at Group level has enabled the subsidiaries to democratize mobile Data usage, as they will benefit from international bandwidth capacity at a very competitive price. The West Africa cable strengthens the continent's connectivity with the rest of the world and helps to open up the most remote regions.

Maroc Telecom strives to support all of the Group's subsidiaries, now united around a common identity, "Moov Africa", by sharing the benefit of the experience and know-how of Maroc Telecom. The marketing and sales efforts of most the subsidiaries are continuing to improve market share. Significant investments have also contributed to these encouraging results thanks to the extension of networks and the continuous improvement in service quality. Significant cost rationalization efforts have also improved margins for all subsidiaries, even though they are under pressure from taxes and fees in a fiscal and regulatory environment that does not offer any favorable levers for challenger operators.

Telecommunications trends in 2024 will continue to be guided by the challenges and requirements related to the acceleration of the telecom industry transformation, the integration of artificial intelligence and the growing demand for connectivity. To cope with this, significant capital expenditure on the networks are planned for 2024. This expenditure should enable the subsidiaries to extend their coverage, improve their service quality and above all support growing customer demand for mobile Data and all the innovative products stemming from it (M-payment, Cloud, M2M).

The challenge for all the Group's operators is to continue to gain market share and become benchmark operators in terms of quality of service and innovation, while ensuring the monetization of mobile Data and the acceleration of Mobile Money to make them growth drivers in these markets.

In its subsidiaries, the Group provides diversified and innovative financial services. These services enable more than 17 million Mobile Money customers (at the end of 2023) to carry out financial transactions quickly and simultaneously. The Group's ambition is to accelerate the transformation of Mobile Money towards a digital platform model that will offer services beyond transfers and payment.

The gradual improvement in the performance and consolidation of the acquisitions of the historical subsidiaries should strengthen their contribution to the Group's revenue growth and profits.

## 1.3.3 Maroc Telecom Group's sustainable development strategy

Maroc Telecom's commitment to sustainable development is a foundation of its culture. As a major telecom operator in Africa, it devotes considerable resources to opening up access to new ICT. It leads many initiatives with a view to encouraging their use by as many people as possible, in order to promote exchanges and the sharing of knowledge and information, thus contributing to the well-being of populations.

The Group's dedication to communities goes beyond telecommunications. As well as being a large employer and a major contributor to the economic growth of the countries it operates in, the Group consistently sponsors humanitarian work, supports culture and sport, and acts to protect the environment.

The Group follows a three-pronged approach to sustainable development, namely (i) bridge the digital divide, (ii) promote the social and economic development of the countries where it operates, and (iii) apply environmentally responsible practices with all its stakeholders. These challenges reflect the integration of social, societal, environmental and ethical issues into the Group's growth strategy and illustrate its desire to participate in a global development initiative for the benefit of citizens.

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# 02

# RISK FACTORS AND BUSINESS CONTROL FRAMEWORK

# 2.1 Risk factors

Investors should consider all of the information in this Universal Registration Document, including the risk factors described in this chapter, before deciding whether to subscribe or purchase shares in the Company.

In accordance with the "Prospectus 3" regulations, only material risks that are specific to the Company are presented in this chapter.

This chapter describes the major risks faced by the Company, given the specific nature of its business, its structure and its organization.

These risks can be divided into three categories:

- regulatory and legal risks (section 2.1.1);
- business and operational risks (section 2.1.2);
- market risks (section 2.1.3).

In each of the three categories, the residual risks remaining after the implementation of control measures are ranked by criticality (combination of likelihood of occurrence and estimated impact). Only the risks assessed as having a "material" level of criticality are detailed in this chapter and ranked in each category by reverse order of impact on the Group (the first being those with the greatest impact).

Maroc Telecom is involved in legal proceedings and litigation with competitors or other parties. The outcome of these proceedings is generally uncertain and could materially affect the results and financial position of the Company.

The main disputes in which Maroc Telecom is involved are described in section 4.3 "Legal and arbitration proceedings".

### RANKING OF RISKS

| | |
|---|---|
| Regulatory and legal risks | • Interpretation of existing regulations and adoption of future legal and regulatory texts<br>• Regulatory developments in the countries where Maroc Telecom operates |
| Business and operational risks | • Impacts of the economic environment in the countries where Maroc Telecom operates<br>• Increased competition and loss of market share<br>• Reliability of information systems<br>• Disruption to technical networks<br>• Low profitability of acquisitions<br>• Technological obsolescence<br>• Environmental risks including climate change |
| Financial risks | • Market risks |

## 2.1.1 Regulatory and legal risks

### THE INTERPRETATION OF EXISTING REGULATIONS AND THE ADOPTION OF FUTURE LEGAL OR REGULATORY TEXTS COULD MATERIALLY AFFECT MAROC TELECOM'S ACTIVITIES

#### Identification and description of risk

The regulatory environment of the telecommunications industry in Morocco and in the countries where the Group operates is constantly changing.

In Morocco, following the adoption of Law 104-12 on price freedom and competition, the Decree of May 31, 2016, amending and extending the Decree of July 13, 2005, relating to the procedure followed before the ANRT in respect of disputes, anti-competitive practices and economic concentration transactions, assigned new powers of control over anti-competitive practices and concentration in the telecommunications sector to the ANRT. As a result, the ANRT was given new powers to sanction anti-competitive practices, which can reach 10% of the revenue of the operator in question, and is doubled in the event of repeat offenses. Law 121-12 enacted in January 2019 and published in February 2019, amending and extending Law 24-96, ratified these new ANRT powers.

The regulatory levers had already been strengthened in 2018 through the ANRT's decisions to designate IAM as a dominant operator with a significant influence on the various relevant markets and the continued asymmetry of Mobile call termination rates (see section 4.2.1.5 "Regulatory environment").

Maroc Telecom was notified of the General Telecommunications Guidance Note for 2023 in August 2020. This note describes the objectives for the sector during this period and enables, the regulator to implement the levers and actions that it deems necessary.

Lastly, the ANRT Management Committee's Decision no. ANRT / CG / no. 01/2020 of January 17, 2020, concerning unbundling relates in particular to injunctions relating to the technical and pricing aspects of Maroc Telecom's unbundling offers as well as the ANRT Management Committee's Decision no. ANRT / CG / no. 10/2022 issued on June 22, 2022, relating to the settlement of the fine imposed on Itissalat Al-Maghrib in connection with the execution of Decision no. 01/2020.

#### Potential effect on the Group

These guidelines, and the resulting obligations, either already implemented and/or implemented by the regulator, could impact the profitability of certain services and, in general, Maroc Telecom's operations. These guidelines are mainly based on the following points:

- the strengthening of sanctions (increase in financial fines of up to 2% of revenues, or 5% in the case of repeat offenses, and assigning greater powers to the regulator, which will have both investigative and punitive powers);
- the strengthening of national roaming and the possibility of its extension to areas other than those of the universal service;
- the strengthening of operator obligations in terms of identifying customers. Operators are, in particular, responsible for identifying the subscriber accounts opened by any subcontractors, distributors, resellers or retailers;
- the maintenance of asymmetric call termination rates between IAM and third-party operators;
- the intensification of price controls for retail offers and promotions and the prohibition of certain benefits previously granted to Maroc Telecom customers, as well as the control introduced by the regulator in terms of communication and quality of service;
- the strengthening of the control of Business offers;
- the end of the conversion of loyalty points into handsets, the exclusive ban for Maroc Telecom, as an operator with significant influence, from subsidizing handsets in the Fixed-Line and Fixed Internet market;
- the maintenance of the economic space (of 20%) in the case of Fixed and Mobile Voice and strengthening the gross margin for ADSL (from 30 to 60%), in favor of competitors;
- the rules applicable to the occupation of the public domain contain uncertainties, particularly in terms of royalties;
- rules on access to new residential developments, yet to be approved;
- changes in Net neutrality regulations encourage more intense competition from Over the Top (OTT) operators;
- the strengthening of regulatory levers in terms of access to the wired local loop (copper and fiber), in general, and to passive and active IAM infrastructures.

#### Risk mitigation or control measures

Maroc Telecom ensures compliance with regulatory provisions and ensures continuous monitoring in order to guarantee regulatory compliance on the various aspects.

The Group also regularly monitors a number of KRIs (Key Risk Indicators) in order to better control this risk.

### MAROC TELECOM'S BUSINESS COULD BE AFFECTED BY REGULATORY CHANGES IN THE MARKETS IN WHICH ITS SUBSIDIARIES OPERATE

#### Identification and description of risk

Maroc Telecom subsidiaries are subject to continual regulatory oversight by authorities.

Broadly speaking, the rise in regulatory fees and special taxes, and unfavorable changes to the regulatory environment in countries in which Maroc Telecom Group does business also constitute a significant risk factor.

#### Potential effect on the Group

Major changes in the nature, interpretation or application of regulation by governmental, legal or regulatory authorities, particularly as concerns antitrust law, could result in additional expenditure or lost opportunities for the Maroc Telecom Group or cause it to modify its services, resulting in material impacts on its operations, profits and growth outlook.

For all subsidiaries, obligations relating to the identification of Mobile subscribers have increased, and for some of them with firm identification deadlines. Beyond these deadlines, subscribers who are not correctly identified or do not comply with the limit on the number of SIM cards per natural person may have to be either suspended or deactivated. The risk of sanctions cannot be ruled out.

Any non-compliance with regulatory obligations relating to coverage and quality of service could lead to the imposition of financial and/or administrative penalties on subsidiaries.

If the subsidiaries were not able to acquire, renew in a timely manner at a reasonable cost, or retain (in particular due to non-compliance with the commitments made in consideration of their award) the licenses required to conduct, continue or develop their business, their ability to achieve their strategic objectives could be impaired.

#### Risk mitigation or control measures

Group subsidiaries must comply with a set of regulations relating to the conduct of their operations.

## 2.1.2 Business and operational risks

### MAROC TELECOM'S FUTURE REVENUES AND PROFIT/LOSS DEPEND SIGNIFICANTLY ON ECONOMIC TRENDS IN THE COUNTRIES WHERE MAROC TELECOM OPERATES

#### Identification and description of risk

Maroc Telecom's core business is the provision of telecommunications services in Morocco as well as, in the countries where the Group has a presence. Consequently, the Group's revenues and profitability depend significantly on changes in consumer telecom spending and international call traffic. Telecom service usage trends are closely connected to changes in economic conditions in the countries concerned and, more particularly, in the disposable incomes of the population and the economic activity of businesses.

On another front, a possible shortage of raw materials is now a non-negligible risk at the international level. This risk is essentially reflected in the disruptions that the Company may face in its supply chain, particularly in terms of network equipment and electronic components.

#### Potential effect on the Group

A contraction of, or slower-than-anticipated growth in, the economy or uncontrolled inflation could have a negative impact on growth in the number of users or in usage rates or prices for Mobile, Fixed-Line and Internet services, and possibly on investment budgets, which could adversely affect the growth and profitability of the Group's business or even result in a drop-in revenues and profits.

Volatile exchange rates can also have a negative impact on the Group's consolidated earnings and are likely to cause uncertainty around investments where payment is made in foreign currency.

An unforeseen increase in interest rates may affect the cost of borrowing of Group companies as well as their capacity for investment.

Health crises, acts of terrorism, war or political upheaval, whether in Morocco or elsewhere, could significantly affect the economy in general (caused particularly by a decline in tourism). Maroc Telecom cannot anticipate the consequences of possible acts of terrorism or war.

Disruptions in the supply chain may lead to delays or interruptions in network deployments, and also to a decline in the offer of products and services.

#### Risk mitigation or control measures

Maroc Telecom has introduced a business intelligence system both nationally and internationally.

## MAROC TELECOM FACES INCREASED COMPETITION IN THE MAIN MARKETS IN WHICH IT OPERATES, WHICH COULD LEAD TO A LOSS OF MARKET SHARE AND A REDUCTION IN MAROC TELECOM'S REVENUES

### Identification and description of risk

Maroc Telecom Group's businesses are subject to fierce competition, which could further intensify with the liberalization of the main markets in which the Company operates.

As such, regulatory decisions in all of the Group's markets risk curbing business expansion and impacting revenue growth.

In addition, in certain markets, Maroc Telecom and its subsidiaries are designated as operators exercising significant influence and are therefore subject to binding regulatory decisions on Mobile and Fixed-line services (Voice and Data).

Mobile and Fixed Voice activities are impacted by the increasing use of Voice over IP (VoIP) applications installed on smartphones, which enable Voice and video communications over the internet that have been deregulated in Morocco since November 2016.

As such, many suppliers of B2B services may compete with Maroc Telecom through the direct marketing of business solutions to our customers (telephony, business networks, etc.).

### Potential effect on the Group

This situation puts pressure on Maroc Telecom and its subsidiaries, which could lead to the Group introducing new reductions in tariffs, increasing loyalty costs and implementing promotional offers, which could lead to reduced revenues and results for the Group.

Strong regulation both in the Mobile and Fixed markets will have a strong impact on the competitive advantage Maroc Telecom is able to gain from its investments.

Alternative technologies could call into question the usefulness of the Company's infrastructure or business model, which could significantly affect its revenues and profit/loss.

B2B revenues may also be affected. The operator risks turning into a mere internet service provider giving other players the opportunity to exploit its network to develop their own business.

In terms of the Mobile market in Morocco, the implementation of national roaming in PACT areas and in the rural areas and roads selected by the ANRT will have a significant impact on Maroc Telecom's competitive advantage in terms of coverage and, consequently, market share.



### Risk mitigation or control measures

In order to maintain its position on the market, and while complying with the provisions set by the regulators in Morocco and in the countries where it operates, the Group intends to continue its investment program to deploy and increase the density of the Mobile network and Broadband with the best quality of service for its customers, allowing it to stand out from its competitors.

Maroc Telecom is also pursuing its policy of investing in new innovative technologies and is continually expanding the range of value-added services to create new telecom business development models.

Effective monetization of Data will also help to mitigate this risk through the development of new customer habits and the exploration of new growth drivers, in particular in the areas of content and the internet of things.

In addition, Maroc Telecom must position itself as the leading supplier of turnkey B2B solutions for IT and telecom infrastructures.

## MAROC TELECOM DEPENDS ON THE RELIABILITY OF ITS INFORMATION SYSTEMS. A FAILURE OR A PARTIAL OR COMPLETE DESTRUCTION OF THESE SYSTEMS COULD LEAD TO A LOSS OF CUSTOMERS AND REDUCTIONS IN REVENUE

### Identification and description of risk

Maroc Telecom relies on complex and integrated information systems which could be affected by a disruption that would cause the total or partial destruction of these systems (natural disasters, fire or acts of vandalism, cyber-attacks).

### Potential effect on the Group

An accident entailing the total or partial destruction of these systems (natural disasters, fire or acts of vandalism) would automatically activate a backup information system.

### Risk mitigation or control measures

Maroc Telecom has established a security policy for its information systems that allows it to deal with ordinary disruptions in computer operations (unauthorized access, power cuts, theft, hardware crashes, etc.) and to secure uninterrupted service.

Maroc Telecom has a Business Recovery and Continuity Plan for its critical information systems – i.e. those that have a direct impact on its revenues, such as systems for collecting Data on taxes, sales and billing information for its three product lines: Fixed-Line, Mobile and internet. The plan also covers administrative systems for calculating inter-operator settlements, in Morocco and internationally, and for purchasing and financial management.

Since the critical Data systems are synchronized in real time by means of replication between production and emergency platforms, the risk of losing Data and being unable to bill customers and recover outstanding's from them is now marginal.

Since inception, this plan is tested and evaluated annually by simulating a situation where the information systems are totally unavailable.

At the subsidiary level, the risk of a business interruption in the event of a disaster or cyberattack that compromises the critical information systems is limited by Data backup systems, security tools (e.g. antivirus, DDOS mitigation, server isolation) and gradual hardware redundancy (servers in multiple locations).

## TECHNICAL NETWORK DISRUPTIONS COULD RESULT IN LOSS OF CUSTOMERS AND REDUCED REVENUES

### Identification and description of risk

The Maroc Telecom Group can only provide services to the extent that it is able to protect its telecommunication networks from damages caused by disruptions, power failures, computer viruses, natural disasters, theft and unauthorized access.

### Potential effect on the Group

Any disruption of the system, accident or breach of security measures that would cause interruptions in the Group's operations might affect its ability to provide services to its customers and adversely affect revenues and results from operations. Such disruptions may also result in harming the image and reputation of the Company and/or its subsidiaries, which, in particular, could lead to a loss of customers. In addition, the Group may have to incur additional costs to repair the losses or harm caused by these disruptions.

### Risk mitigation or control measures

The security of technical facilities and the active monitoring of network infrastructure run through various preventive measures as well as a Business Recovery and Continuity Plan.

## RISKS INHERENT IN EXTERNAL GROWTH TRANSACTIONS THAT MAY BE COMPLETED BY MAROC TELECOM COULD HAVE AN IMPACT ON ITS OPERATIONS

### Identification and description of risk

To broaden its search for new growth drivers, Maroc Telecom is seeking to achieve external growth by acquiring telecom companies, or licenses, in other countries. Such operations necessarily involve risks.

### Potential effect on the Group

If Maroc Telecom were to fail to achieve the results expected from these acquisitions, its business activities and its results could be affected. Maroc Telecom could, in particular:

- complete acquisitions on financial or operational terms and conditions which prove to be unfavorable;
- have difficulty absorbing the acquired companies, their networks, products or services;
- fail to retain the key talent in the acquired companies or to recruit skilled employees as needed;
- fail to achieve the expected synergies or economies of scale;
- make investments in countries where the political, economic or legal situation poses specific risks, such as civil or military unrest, the lack of real or comprehensive protection of shareholders' rights, or disagreements with other leading shareholders, including the public authorities, over management of the acquired companies;
- suffer from major changes in the tax and regulatory environment of the countries where it operates, including the introduction of new taxes, contributions or regulatory fees, an increase in existing contributions, or the adoption of new legislation undermining the business model or resulting in possible financial or administrative penalties for companies;
- fail to adapt to the specific characteristics of the countries in which companies may possibly be acquired.

### Risk mitigation or control measures

- Maroc Telecom draws on renowned international advisers to estimate the fair value of the asset, anticipate and take into account any risks in the acquisition process;
- the Group capitalizes on the international experience gained in order to adapt to local contexts.

## CONTINUOUS AND RAPID CHANGES IN TECHNOLOGIES COULD INTENSIFY COMPETITION OR REQUIRE MAROC TELECOM TO CARRY OUT SIGNIFICANT CAPITAL EXPENDITURE

### Identification and description of risk

Many services offered by Maroc Telecom and its subsidiaries are technology-intensive.

### Potential effect on the Group

The development of new technologies could render some of the Company's services uncompetitive.

Moreover, it cannot be excluded that the new technologies in which the Company may choose, or be forced, to invest will affect its ability to achieve its strategic objectives. As a result, Maroc Telecom may then lose customers, fail to attract new customers, or be obliged to incur significant costs to maintain its customer base, which might have a negative effect on its business, its operating revenues and its profit (loss).

### Risk mitigation or control measures

To respond to changes in the telecoms sector and to the expectations of demanding customers in terms of price and quality, the Group must adapt its networks and its technologies and develop new products and services at a reasonable cost.

2

## ALTHOUGH MAROC TELECOM IS NOT DIRECTLY IMPACTED BY CLIMATE CHANGE IN THE SHORT TERM, IT CONTINUES TO IMPLEMENT THE NECESSARY MEASURES TO LIMIT THE POTENTIAL IMPACT ON MEDIUM- AND LONG-TERM FINANCIAL PERFORMANCE

### Identification and description of risk

The accumulation of greenhouse gases in the atmosphere is causing global warming with multiple consequences on economies and societies.

Climate change can represent physical risks (financial impacts that may result from the effects of climate change on economic participants and on asset portfolios: change in average temperatures and rainfall patterns, increase in the frequency and severity of extreme climate events, etc.) or transition risks (uncertain financial impacts: changes in regulations, markets and technologies).

### Potential effect on the Group

By continuing its efforts to generalize the use of NICT, tools that optimize travel and energy and raw materials consumption, the Group is helping to reduce greenhouse gas emissions into the atmosphere and protecting the environment.

Significant climate change may impact the Group's financial performance insofar as it may both increase expenses related to the maintenance of telecom equipment and decrease revenues related to the socio-economic environment (purchasing power) in Morocco and in the countries where the Group's subsidiaries operate.

Other medium- and long-term impacts are also possible in relation to transition risks (costs of new technologies; regulatory obligations; increase in the cost of raw materials, etc.).

### Risk mitigation or control measures

For several years now, Maroc Telecom has included sustainable development concerns in its growth strategy, by facilitating access to communication services and by carrying out numerous actions for the well-being of populations and the protection of the environment.

Maroc Telecom has a sustainable development policy and an environmental policy that includes several commitments both to reduce the environmental impact of the Company's activities and to mobilize it, alongside non-commercial company, to face major environmental challenges (climate change, biodiversity, etc.).

Maroc Telecom operates in a sector that provides many solutions to combat global warming. Digital tools make it possible to reduce mobility, the use of paper or equipment and promote energy efficiency in several other sectors. At the same time, Maroc Telecom carries out various actions to reduce its own $CO_2$ emissions.

Maroc Telecom's environmental policy includes measures to help tackle climate change by optimizing its own consumption of fossil fuels and natural resources (particularly paper), processing and recycling waste and raising awareness of environmental and climate issues.

The actions implemented by Maroc Telecom to control the environmental impacts of the Company's activities, in particular optimizing fossil fuel consumption, are presented in the chapter Maroc Telecom's sustainable development policy (see 4.1.3 of the Universal Registration Document).

## 2.1.3 Market risks

### Identification and description of risk

In accordance with its cash-management policy, Maroc Telecom does not invest in stocks, equity UCITS or derivatives. Where appropriate, Maroc Telecom invests its cash with the main financial institutions, either in sight deposits or term deposits.

For details of risks and control measures, see Note 32 to the consolidated financial statements, "Risk Management".

### Potential effect on the Group

Interest-rate risk management and an analysis of the sensitivity of the Group's position to interest rate fluctuations are presented in Note 32 to the consolidated financial statements, "Risk Management".

The potential effects on the Group are set out in Note 32 to the consolidated financial statements, "Risk Management".

### Risk mitigation or control measures

The Group is exposed to various market risks associated with its business, but which are managed through the following measures:

- credit risk: Maroc Telecom only contracts with solid banks and institutions and spreads its transactions across these institutions;
- currency risk: Maroc Telecom Group results may be sensitive to fluctuations in exchange rates, particularly in terms of the dirham, US dollar or euro. The level of this sensitivity is detailed in Note 32 to the consolidated financial statements for the fiscal year ended December 31, 2023;
- liquidity risk: short term cash balances and lines of credit available to the Group are used to control liquidity risk;
- interest rate risk: the Maroc Telecom Group's debt is mainly at fixed.

Controls and measures implemented to manage risk are set out in Note 32 to the consolidated financial statements for the fiscal year ended December 31, 2023, included in the financial report in chapter 5 of this Universal Registration Document.

# 2.2 Risk management framework

## 2.2.1 Audit and control

### INTERNAL CONTROL

The internal control procedures established within Maroc Telecom Group have the following objectives:

- to ensure that employees act within the bounds of operational processes that are consistent with strategic guidelines as well as applicable laws and regulations; and
- to ascertain that the accounting, financial and management information provided to the Company's management bodies fairly presents the Company's operations and financial position.

One of the objectives of the internal control system is to prevent and control the risks resulting from the Company's activity on the one hand, and the risks of error or fraud on the other. Like any control system, however, it cannot provide an absolute guarantee that these risks will be completely eliminated.



Maroc Telecom controls its risks according to the following model:

| Control lines | Entities | Roles |
|---|---|---|
| First control line | Operational Management | Implements the Company's strategy and the resources required to control its activities |
| Second control line | Risk Management and other support functions (IS, HR, Legal, Finance, Management Control, etc.) | Ensure risk management, internal control and compliance |
| Third control line | Internal audit | Provides reasonable assurance and independent valuations |

### INTERNAL AUDIT, RISK MANAGEMENT & INSPECTION

#### Internal audit

Maroc Telecom's Internal Audit Department (Operational Audit and Financial Audit) reports to the General Control Department. It is an independent function that has direct access to the Audit Committee. The Internal Audit Department is governed by a charter approved by the Audit Committee.

The role of the General Control Department is to provide the Company with reasonable assurance as to the degree of control over its operations and the quality of internal control at each level of its organization. It helps the Company to achieve its objectives by evaluating the risk management, control and corporate governance processes.

The effectiveness of the internal control process is assessed by the Internal Audit Department, according to an annual audit plan approved by the Audit Committee. Summaries of the comments and recommendations formulated by the General Control Department are provided to management and the Audit Committee.

The audit plan is defined according to an analysis of the business risks, which include financial risks, IT risks, and non-compliance risks as well as risks specific to the operational units of the Group.

To meet this twofold objective, the General Control Department is split into two complementary functions:

- financial audit is involved in processes with an accounting and financial impact;
- operational audit covers the Company's other processes and takes place at the level of the operational entities (branches, technical centers, stores, regions, etc.). It analyzes procedures in relation to operational processes (networks, customer services, etc.).

The annual audit plan consists of a program of assignments whose implementation is entrusted to the General Control Department.

These engagements have the following main objectives:

- to verify the existence and adequacy of controls in the areas of finance, Data processing and operations, to ensure that the main risks have been identified and are suitably covered;
- to audit the operational units and systems to ensure adequacy in respect of policies, procedures, and legal and regulatory requirements;
- to review the means for safeguarding assets and for advising management as to the efficiency and effectiveness of the utilization of resources;
- to ensure that recommendations have been implemented during follow-up assignments.

The General Control Department communicates and coordinates with the Company's external auditors to maximize the effectiveness of the audit scope of coverage.

Internal audits performed in 2023 involved the main items of the balance sheet and income statement, including revenues, inventories, and financial resources, as well as other key corporate processes.

### Risk Management

In a context marked by tougher competition, growing regulatory pressure, risk management is an essential management concern.

The Risk Management entity, created in late 2015 under the General Control Department, has set up an ongoing, dynamic process to manage risks in accordance with the COSO 2017 standards. Its goal is to identify, delineate and manage the risks faced by the Company and to keep them at a tolerable level.

For this purpose, it directs the risk management process by relying on a network of risk officers in the operational departments and the risk managers in the Group's subsidiaries.

### Inspection

In conjunction with the Internal Audit Department, the Inspection Department also takes part in assessing the Company's internal control system and reports to the General Control Department.

At the request of the authorities or on its own initiative, the Inspection Department carries out regular, unannounced and specific controls in order to:

- protect the assets, property, resources and means employed;
- verify compliance with management procedures, instructions, policies and rules;
- ensure the quality, adequacy and reliability of Data and the optimization of resource allocation;
- detect and determine any possible liabilities in the event that the Company becomes aware of any deficiencies, irregularities or fraud.

The Inspection Department may be called on to strengthen internal audit by completing specific, periodic assignments and to set up a team to study, analyze, and make recommendations on the operations of the Company.

### IIA CERTIFICATION OF MAROC TELECOM'S INTERNAL AUDIT ACTIVITIES

Maroc Telecom has obtained the renewal of the IIA certification of its internal audit activities for the period 2023-2025, issued by IFACI CERTIFICATION.

The certification label was awarded by the IFACI Certification Committee following an independent external assessment, in accordance with the requirements of the Professional Standards for Internal Audit (RPAI version 2020).

The Certification Committee congratulated the General Control Department by qualifying its level of maturity and audit approach as "outstanding" which rests on solid foundations in accordance with international standards for the practice of internal audit.

This certification also testifies to Maroc Telecom's strong commitment to maintaining its internal audit activities aligned with the highest level of quality required by international standards in terms of strict compliance with independence, performance and contribution requirements, and the continuous improvement of its operational, risk management and internal control processes.

As a reminder, in 2017, Maroc Telecom was the first company listed on the Casablanca Stock Exchange to obtain this certification, evidence that the Company's internal audit activities meet strict criteria of independence and competence.

## 2.2.2 Code of Ethics, compliance & anti-corruption measures

### CODE OF ETHICS AND COMPLIANCE

Keen to maintain a high degree of fairness, transparency, market integrity and customer focus, Maroc Telecom established a Code of Ethics in 2006.

In order to adapt to changes and new requirements, the Code of Ethics was updated in 2021 to take into account changes in legal texts and to incorporate new aspects related to the values and ethics of the Group.

The main changes are:

- promoting and reinforcing the values of IAM;
- inclusion of IAM's commitments to its stakeholders (customers, employees, shareholders, suppliers, society and the environment);
- extension of ethical principles to include cyber-ethics, money laundering, competition and foreign trade;
- strengthening of aspects related to "conflict of interest," "compliance with the principles of social responsibility and sustainable development," "fight against corruption" and "personal Data protection".

The Code is not intended to replace existing rules but serves as a reminder of the ethical principles and rules that generally apply, and the need to adhere scrupulously to them. The Code aims to make each employee of the Company accountable, setting out the principal rules governing the use of inside information, so as to raise awareness of best practice among all employees and inform and guide their professional conduct.

In accordance with the provisions of the Moroccan Capital Markets Authority (AMMC), the Management Board appoints an

Ethics Officer, who is responsible for ensuring compliance with the rules set forth by law and the Code of Ethics.

Several measures are taken by the Maroc Telecom Ethics Officer to ensure compliance with the Code of Ethics:

- distribution of the Code of Ethics to all employees, followed by a major communication campaign. This campaign focused on the main updates as well as a reminder and awareness-raising on Maroc Telecom's ethics system, its main components, as well as compliance with ethics principles and rules, etc.;
- induction seminars by the Ethics Officer for new recruits to raise awareness about the provisions of the Code of Ethics with exposure, for educational purposes, to some situations involving conflicts of interest that employees may face;
- ongoing awareness campaigns for compliance with the Code of Ethics;
- invitations issued to all insiders (internal and external) to sign confidentiality agreements for privileged information acquired in the exercise of their functions/terms of office, in accordance with AMMC provisions.

Employees may also consult the Chief Compliance Officer, who is in charge of ensuring compliance with the law and the rules enshrined in the Code of Ethics.

### ANTI-CORRUPTION MEASURES

#### Measures taken to prevent corruption

Maroc Telecom has made a formal undertaking to prevent corruption. This undertaking is included in the Code of Ethics and reiterated in service memoranda and news flashes circulated to all employees.

The Code of Ethics reiterates the provisions of Article 249 of the Moroccan Criminal Code with regards corruption.

The Code of Ethics specifies that Maroc Telecom's policy is to comply with anti-corruption laws applicable in Morocco and in any of the countries where Maroc Telecom operates and strictly prohibits any corrupt practices. In the absence of specific legal provisions, those in this Code of Ethics should, in any event, be followed by Maroc Telecom employees.

Employees are given awareness-raising sessions on mechanisms for preventing and detecting fraud and combating corruption and fraud.

As part of internal control measures, procedures have been introduced and are regularly reviewed to, among other things, limit and prevent cases of fraud and/or corruption.

Maroc Telecom promotes the principles of market transparency (fair practices, fair treatment of suppliers, open tenders, publication, etc.). To this end, a Code of Conduct for suppliers was put in place in 2023, which aims to encourage them to align themselves with Maroc Telecom's best ethical practices, in particular the fight against corruption.

The prevention of corruption is part of an overall company-wide process, and the associated risk is monitored at several levels of the company: the governance body as well as the three lines of defense in accordance with the laws and regulations to which Itissalat Al-Maghrib is subject.

Internal audit and inspection programs are among these measures and include detecting fraud and corruption through regular audits of any activities that are at risk of corruption.

#### Measures taken in response to incidents of corruption

In the event of confirmed cases of corruption or fraud, measures are in place to deal with any employees, customers, service providers and responsible suppliers (termination of contract, blacklisting any clients guilty of fraud, removal from panel of suppliers, legal proceedings etc.).

## 2.2.3 ISO certification

Maroc Telecom is certified:

- since 2004 for the compliance of its Quality Management System with the requirements of the ISO 9001 standard;
- since 2007 for the compliance of its Information Security management system with the requirements of ISO/CEI 27001.

The integrated Quality & Safety management system introduced by Maroc Telecom in 2008 has enabled the Company to:

- record solid business performance based on active market intelligence and an ongoing network-based sales campaign;
- ensure a dynamic adaptation of the organization according to the overarching strategic issues;

- safeguard the Company's assets and ensure the protection of personal Data;
- guarantee continuity of business-critical processes;
- ensure comprehensive compliance with internal, regulatory and legal requirements.

The certifications, awarded by internationally recognized bodies, are a guarantee of the quality of the services provided by Maroc Telecom and proof of its commitment to listening to the needs of its stakeholders, to better satisfy and retain them.

The transition from the 2008 version to the 2015 version of ISO 9001 was completed successfully in December 2017.

In December 2023, Maroc Telecom successfully passed the follow-up audit of Information Security and Quality certifications, as well as its ISO 27701 certification audit relating to the privacy and personal Data protection management system.

### PERSONAL DATA PROTECTION

With the establishment of the National Commission to Control the Protection of Personal Data (CNDP) on November 15, 2010, Maroc Telecom had a period of two (2) years (until November 15, 2012) to comply with the provisions of Law 09-08 on the protection of individuals in the processing of personal Data.

A legal representative of Maroc Telecom was named to ensure, in collaboration with the National Commission to Control the Protection of Personal Data (CNDP), compliance with the law and the maintenance of compliance with said law.

Maroc Telecom notified the CNDP of all personal Data processing it performs and obtained approval from the Commission in December 2013.

Since the effective date in 2013 of Law 09-08 on the protection of individuals in the processing of personal Data, Maroc Telecom has continuously ensured compliance and the maintenance of its level of compliance with that Law.

In addition, Maroc Telecom has made a specific e-learning platform available to all its employees to raise their awareness of the various aspects relating to information security and, in particular, personal Data protection.

## 2.2.4 Insurance

Maroc Telecom's risks are covered by a centralized policy of coverage by appropriate insurance policies set up in addition to prevention procedures and business recovery plans in the event of a loss. Maroc Telecom has a policy of continual review of its insurance policies through regular bid tenders to benefit from the best technical and financial terms in the market. These insurance programs are set up with the main national and international insurers in order to obtain optimum coverage of Maroc Telecom's risks.

Thus, Maroc Telecom took out insurance policies in the form of an international Group insurance program, guaranteeing the best coverage conditions offered by the market. The program consists of property & business interruption insurance, civil liability insurance and Directors & officers liability insurance.

The program's principal insurance policy is an "All risks, except" policy and covers the business and assets of Maroc Telecom and its subsidiaries against property damage and indirect operating losses. With regard to civil liability insurance, the Group program affords Maroc Telecom additional coverage extending to major losses and their potentially substantial financial consequences.

Maroc Telecom continues to benefit from a range of insurance policies, including:

- general liability insurance covering the financial consequences of its professional civil liability;
- occupational accident and illness insurance covering employees in the event of accidents or illnesses related to their professional activity in accordance with the legislation in force;
- supplementary health insurance guaranteeing the reimbursement of 100% of the difference between the expenses incurred and the reimbursement of the basic health insurance scheme;
- death and disability insurance, which guarantees the payment of a lump sum in the event of death or total and permanent disability in favor of employees;
- a national and international medical transport insurance which offers medical assistance in the event of illness, accident or death for the benefit of local staff and expatriates of IAM;
- freight transport insurance through IAM's own means covering material damage to goods transported following an accident to the transporter's vehicle.

As part of its human resources policy, and in order to improve the health cover of its employees and their families, Maroc Telecom continues to benefit from an insurance policy covering medical expenses abroad. The policy offers employees and their families, in the event of serious and/or grave illness, complete treatment in countries which have excellent health and medical care facilities.

Along with these insurance policies, for more than a decade Maroc Telecom has been committed to a major prevention program to protect its sites against property risks. This program is conducted in close collaboration with Maroc Telecom's insurance partners. In this sense, the relevant recommendations issued recently by the international firm in terms of risk management and prevention have been implemented, or are in the process of being implemented, at the main IAM sites.

Maroc Telecom also transmits its insurance and risk management experience to its subsidiaries.

# “Un monde nouveau vous appelle

# 03

# INFORMATION CONCERNING THE COMPANY

# 3.1 Person responsible for the Universal Registration Document and for the audit of the financial statements

In this Universal Registration Document, the terms "Maroc Telecom" and the "Company" refer to Itissalat Al-Maghrib SA (Maroc Telecom), and the term "Group" refers to the Group comprising the Company and all of its subsidiaries, as described in chapter 4.

## 3.1.1 Person responsible for the Universal Registration Document

Mr. Abdeslem AHIZOUNE

Chairman of the Management Board

## 3.1.2 Certification of the Universal Registration Document

I hereby certify that the information contained in this Universal Registration Document is, to the best of my knowledge, consistent with the facts and does not contain any omissions that could alter its scope.

I certify that, to my knowledge, the financial statements were prepared in accordance with applicable accounting standards and that they present fairly the assets, financial position and profit (loss) of operations of the Company and its consolidated subsidiaries, and that the management report under chapters 2, 4 and 5 of this Universal Registration Document provides a fair review of the changes in revenues, results of operations and financial position of the Company and its consolidated subsidiaries, as well as the risks and uncertainties they face.

Chairman of the Management Board

Abdeslem AHIZOUNE

## 3.1.3 Persons responsible for the audit of the financial statements

### STATUTORY AUDITORS

**Deloitte Audit, represented**

**by Mr. Adnane FAOUZI**

Boulevard Sidi Mohammed Ben Abdellah, Tour Ivoire III, Étage 3, Casablanca, Marina, Morocco

First appointed by the General Meeting of April 26, 2016, his mandate was renewed at the General Meeting of April 29, 2022 for a period of three fiscal years, i.e. until the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ended December 31, 2024.

**BDO Audit, Tax & Advisory, represented**

**by Mr. Abderrahim GRINE**

119, Bd Abdelmoumen 5ème Etage Nº 39 Casablanca 20360, Morocco

First appointed by the General Meeting of March 31, 2023 for a period of three fiscal years, i.e. until the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending December 31, 2025.

## 3.1.4 Information policy

### PERSON RESPONSIBLE FOR THE INFORMATION

**Mr. François VITTE**

Managing Director Administration & Finance (CFO)

Maroc Telecom – Avenue Annakhil – Hay Riad

Rabat, Morocco

Telephone: 00 212 (0) 537 28 50 84

Fax: 00 212 (0) 537 71 69 69

E-mail: relations.investisseurs@iam.ma

### SCHEDULE OF FINANCIAL REPORTING

All financial information reported by Maroc Telecom (press releases, presentations, annual reports) is available at its website: www.iam.ma.

Maroc Telecom's 2023 financial reporting indicative schedule is as follows:

| Date[(a)] | Event |
|---|---|
| February 16, 2024 | Q4 and full-year results for 2023 |
| March 28, 2024 | General Meeting |
| April 25, 2024 | Q1 2024 results |
| July 24, 2024 | Q2 and H1 2024 results |
| October 25, 2024 | Q3 and 9M 2024 results |

*(a) Before trading.*

### SHAREHOLDER INFORMATION

Corporate, accounting, and legal documents, whose reporting is governed by Moroccan and French law and by the Company's Articles, may be consulted at the Company's registered office by shareholders and third parties. This Universal Registration Document and registration documents as well as any updated versions filed with the AMF (French Financial Markets Regulator) can be viewed on its website at *www.amf.fr.* The Company's reports to investors and financial analysts as well as its press releases can be viewed and downloaded on Maroc Telecom's website: *www.iam.ma*.

In accordance with the provisions of the Transparency Directive, in force since January 20, 2007, all regulated information is available and archived on the Maroc Telecom website at: *https://www.iam.ma/groupe-maroc-telecom/communication-financiere/information-reglementee/communiques-de-presse.aspx*

# 3.2 Information about the Company and corporate governance

## 3.2.1 General information about the Company

### 3.2.1.1 COMPANY NAME

Itissalat Al-Maghrib.

The Company also operates under the trade names "IAM" and "Maroc Telecom".

### 3.2.1.2 REGISTERED OFFICE

The Company's registered office is on Avenue Annakhil, Hay Riad, Rabat, Morocco.

Telephone: +212 537 71 21 21

https://www.iam.ma/

The information on the website shall be included in the prospectus only if it is incorporated by reference in the URD.

### 3.2.1.3 LEGAL FORM

Maroc Telecom is a *société anonyme* (stock company) with a Management Board and a Supervisory Board.

### 3.2.1.4 APPLICABLE LEGISLATION

The Company is governed by Moroccan law, in particular by Law 17-95 pertaining to corporations, as amended and extended by Law 20-05, 78-12, 20-19 and 19-20 as well as the Company Articles. The Company is not subject to French law governing business corporations.

Because the Company is listed on a regulated market in Morocco, the provisions of various Moroccan laws, regulations, orders, decrees and circulars are applicable.

### 3.2.1.5 THE COMPANY'S COMMITMENTS TO MARKET AUTHORITIES IN FRANCE

Because the Company is also listed on the Euronext Paris exchange, it is subject to certain provisions of French securities regulations. Under current laws and pursuant to the General Regulations of the French Financial Markets Regulator (AMF), provisions concerning foreign issuers are applicable to the Company. In addition, Euronext Paris organization and operating rules are generally applicable to the Company. The French Financial Markets Regulator may also enforce the mandatory submission of a public tender offer and buyout for all buyout offers concerning Company shares.

Since Order 2015-1576 of December 3, 2015, finalizing the transposition of the European Transparency Directive, which amended Article L. 451-2-1 of the French Monetary and Financial Code, the information mentioned in Article L. 233-7 (I) of the French Commercial Code governing, in particular, the rules applicable to shareholding disclosure thresholds, now applies to the Company.

Under French regulations, foreign issuers must apply the necessary measures that allow shareholders to manage their investments and exercise their rights.

By virtue of its listing on the Euronext Paris exchange, in accordance with the AMF's General Regulation, following the transposition into the French Monetary and Financial Code of the EU Transparency Directive, applicable from January 1, 2015, the Company is required to comply with the provisions of Title II of the AMF's General Regulations, and in particular:

- inform the French Financial Markets Regulator (AMF) of any changes in its share capital compared with previously disclosed information, particularly any shareholding disclosure that Maroc Telecom may have received;
- publish a half-year financial report including condensed or complete financial statements for the past year, a half-year operations report, a Statutory auditors' report on the limited review of the aforementioned financial statements, and a statement from the persons responsible for the half-year financial report, within three months of the end of the first half of the Company's fiscal year;
- publish an annual financial report including the separate and consolidated financial statements, a management report, a Statutory auditors' report, and a statement from the persons responsible for the annual financial report, within four months of the end of the Company's fiscal year;
- publish on a monthly basis the total number of voting rights and shares comprising the Company's share capital;
- publish promptly any information on new facts that may materially affect the share price, and inform the AMF thereof;
- inform the French public of any decisions about changes in the Company's business or in the senior management team;
- make the necessary provisions to allow persons who hold their shares through Euroclear France to exercise their rights, particularly by informing them of General Meetings and by allowing them to exercise their voting rights;

- notify persons who hold their shares through Euroclear France about dividend payments, new share issues, allocation, subscription, surrender and conversion;
- update names and details of the natural persons responsible for information in France;
- provide the AMF with any information it may require in accordance with its mission and with the laws and regulations applicable to the Company;
- comply with the provisions of the AMF General Regulation relating to mandatory public disclosure;
- comply with the various procedures described in the AMF General Regulation for publishing disclosures;
- post all available regulated information on Maroc Telecom's website and keep a record of such information for at least ten years;
- inform the AMF and Euronext Paris of any proposed amendment to the Company Articles.

The Company is required to inform the AMF of any resolution by the General Meeting to authorize the Company to trade in its own shares, and must provide the AMF with periodic reports on the purchases or sales of shares by the Company by virtue of said authorization.

The Company must publish identical information simultaneously in France and in other countries, in particular Morocco.

All publications and disclosures referred to in this chapter are published mainly through notices and press releases in national financial daily newspapers distributed in France.

Information intended for the French general public is written in French.

Like French issuers, the Company publishes a Universal Registration Document providing legal and financial information relating to the issuer (shareholder structure, operations, management procedures, financial information).

In practice, the Company's Universal Registration Document may be used as the annual report, on condition that it contains all mandatory information.

In the event of a market transaction, a prospectus, including the Universal Registration Document, must be approved by the AMF and made available to the public by the Company within a reasonable period of time before the beginning or at the latest at the beginning of the offer to the public or the admission to trading on the regulated market.

The Universal Registration Document must be filed with the AMF and made available to the public by the Company at a reasonable time in advance of, and at the latest at the beginning of, the offer to the public or the admission to trading on a regulated market.

The Company should publish the Universal Registration Document in one of the forms provided for in Article 212-27 of the General Regulation of the AMF and in accordance with the conditions set out in that Regulation, either by:

- the publication in one or more newspapers circulated nationally or widely;
- making it available free of charge in printed form at the issuer's headquarters or at the company making a market in the financial securities admitted to trading and at the financial intermediaries placing or trading the securities in question, including the paying agents and depositories of the financial securities;
- making it available online on the issuer's website or, if applicable, on those of the financial intermediaries placing or trading the securities in question, including the paying agents and depositories of the financial securities;
- making it available online on the website of the regulated market on which the admission to trading is sought.

The electronic version of the Universal Registration Document, will be sent to the AMF to be published on its website.

The annual report and half-year financial report in French are available to the public in France at the offices of the financial intermediary in charge of the Company's financial services in France (currently CIC).

In addition, the Company intends to maintain an active policy towards all shareholders, including those whose shares are held through Euroclear France, to allow them to participate in all rights issues open to the public and, if applicable, carried out on international markets.

However, because of the constraints arising from operations on international financial markets, in order to benefit from the optimal conditions of those markets, and in the interest of the Company and of its shareholders, the Company cannot guarantee that persons holding their shares through Euroclear France will be able to participate in any such rights issues where applicable.

### 3.2.1.6 INCORPORATION – REGISTRATION

The Company was founded in Rabat by a charter dated February 3, 1998.

The Company was registered with the Rabat Trade Registry on February 10, 1998, under number 48 947.

LEI code: 254900LH0G1ZIZ78Y462

### 3.2.1.7 DURATION

The term of the Company, subject to early liquidation or extension as provided for by law and the company Articles, is ninety-nine (99) years from the date of registration with the Trade Registry.

### 3.2.1.8 CORPORATE PURPOSE

In accordance with its contract specifications as an operator and pursuant to Article 2 of the Company's Articles and the statutory and regulatory provisions in force, the Company's corporate purpose is:

- to provide all electronic communication services for domestic and international relations, and in particular to provide the universal telecommunications services;
- to establish, develop and operate all electronic communications networks necessary for the provision of these services and to ensure their interconnection with other networks open to the Moroccan and foreign public;
- to provide all other services, facilities, equipment, terminals, electronic communications networks, as well as to establish and operate all networks distributing audiovisual services, and in particular audio broadcasting, television or multimedia services.

As part of the activities thus defined, it may:

- create, acquire, own and operate all movable and immovable property and any business necessary, or just useful, for its activities and particularly those the transfer or use of which is provided for by law;
- market and, as a secondary activity, assemble and manufacture any telecommunication products, equipment and devices;
- create, acquire or take on license and operate or sell any patents, processes or trade names;
- participate, by any legal means, in any financial syndicates, businesses or companies, existing or being incorporated, with a purpose similar or related to that of the Company;
- more generally, execute any commercial, financial, securities-related or real estate transactions and, if necessary, any industrial operations that could, directly or indirectly, in whole or in part, be connected with any of the Company's corporate purposes, or with any similar or related purposes and even with any purposes that might promote its growth and development.

### 3.2.1.9 CONSULTATION OF LEGAL DOCUMENTS

Corporate, accounting and legal documents the disclosure of which is required by law and by the Company's Articles to the shareholders and third parties may be inspected at the registered office of the Company.

### 3.2.1.10 FISCAL YEAR

The financial year begins on January 1 and ends on December 31.

### 3.2.1.11 STATUTORY DISTRIBUTION OF PROFIT

At each fiscal year-end, the Management Board establishes an inventory of the Company's various assets and liabilities at that date and prepares the financial statements and the management report to be submitted at the General Meeting in accordance with the rules and regulations in force.

The net profit generated by the Company, less prior net losses, if any, is subject to a five percent (5%) deduction allocated to a legal reserve fund; this deduction ceases to be mandatory when the amount of the legal reserve exceeds one-tenth of the share capital.

The distributable profit consists of net profit for the fiscal year, after allocation to the legal reserve and allocation of net income carried over from previous years.

The General Meeting may deduct from the profit any amounts that it deems appropriate to allocate to any ordinary or extraordinary discretionary reserve funds or to carry forward, within the limit of a maximum total amount equal to half (1/2) the distributable profit, unless an exception has been authorized by the Supervisory Board by a majority of three-quarters (3/4) of those members of the Supervisory Board who are present or represented.

The balance is allocated to the shareholders in the form of dividends, the total amount of which must be equal to at least half (1/2) the distributable profit, unless an exception has been authorized by the Supervisory Board by a majority of three-quarters (3/4) of those members of the Supervisory Board who are present or represented.

To the extent permitted by law, the General Meeting may decide, exceptionally, to distribute sums withdrawn from the discretionary reserves which it controls. (See also section 3.2.2.5. "Dividends and dividend policy").

#### Payment of dividends

The arrangements for the payment of dividends approved by the Ordinary General Meeting are set by the meeting itself or, failing this, by the Management Board.

This payment will be made within a maximum period of nine (9) months after the fiscal year-end, subject to an extension of this period by order of the President of the Court, ruling in summary proceedings, at the request of the Supervisory Board.

After five years from the dividend payment date, the dividends are prescribed and lapse to the benefit of the Company.

Sums not collected and not prescribed constitute a claim by the beneficiaries that does not bear interest against the Company unless they are converted into loans on terms and conditions determined by mutual agreement.

If the shares are encumbered by a usufruct, the dividends are due to the usufructuary. However, the proceeds from a distribution of reserves, excluding retained earnings, are allocated to the owner.

### 3.2.1.12 GENERAL MEETINGS

#### 3.2.1.12.1 General Meetings

The collective decisions of the shareholders are made at General Meetings, which can be ordinary or extraordinary depending on the nature of the decisions for which they are called.

Duly convened General Meetings represent all the shareholders, and their resolutions are binding on everyone, including the absent, incapacitated and objectors or shareholders deprived of the right to vote.

### 3.2.1.12.2 Notice of meetings

General Meetings are convened by the Management Board.

Otherwise, in an emergency, Ordinary General Meetings may also be called:

- by one or more Statutory auditors, who may only do so after unsuccessfully requesting that the meeting be called by the Supervisory Board and Management Board;
- by a proxy appointed by the President of the Court following a summary application from any interested party in the event of an emergency or from one or more shareholders representing at least one-tenth of the share capital;
- by the liquidator(s) in the event of dissolution of the Company and during its liquidation;
- by the shareholders holding a majority of the capital or voting rights following a public tender or exchange offer or after the disposal of a block of shares changing the control of the Company; and
- by the Supervisory Board.

General Meetings are called and deliberate as provided by Moroccan Law no. 17-95 as amended and extended relating to corporations.

The Company is required, at least thirty (30) days before a General Meeting, to publish, in a newspaper appearing in the list established by the Minister of the Economy and Finance, a notice of meeting containing the information required by law and the text of the draft resolutions to be presented to the General Meeting by the Management Board, supplemented by a precise description of the procedures to be followed by shareholders to participate in and vote at the General Meeting, in particular how to vote by proxy or by mail. The notice of meeting may not include the information listed in the first paragraph if it is published on the Company's website, at the latest, on the same day as the notice of meeting. In this case, the notice of meeting will cite the aforementioned website.

The request to include draft resolutions on the agenda must be either filed or sent to the headquarters with acknowledgment of receipt within ten (10) days of publication of the notice of meeting. This deadline is included in the notice.

The Company is required, at least fifteen (15) days before a General Meeting on first call, and at least eight (8) days before the meeting on second call, to publish, in a newspaper appearing in the list established by the minister of the economy and finance, a notice of meeting including, if applicable, information on how to vote by mail. If the Company does not receive any requests from shareholders to add draft resolutions to the agenda, the notice of meeting shall serve as the convening notice as it was published. The notice of meeting must mention the Company's corporate name followed, where applicable, by its acronym, the legal form of the Company, the amount of share capital, the address of the headquarters, the registration number in the commercial registry, the day, time and place of the meeting as well as the nature of ordinary, extraordinary or special Shareholders' Meeting, the agenda and the text of the draft resolutions. For draft resolutions from shareholders, the convening meeting must indicate whether they are approved or not by the Supervisory Board. The Company must publish in an official journal of record, at the same time as the call to the annual ordinary general meeting, the summary financial statements for the previous fiscal year prepared in accordance with the legislation in force (which must include in particular the statement of financial position, the income statement, the schedule of income statement balances and the cash flow statement) and the report of the Statutory auditor(s) on those statements.

Any changes to these documents must be published in an official journal of record by the Company within twenty days of the date the Annual Ordinary General Meeting was held.

During a continuous period beginning no later than the twenty-first (21) day preceding the General Meeting, the Company will publish the following information and documents on its website:

- the convening notice;
- the total number of existing voting rights and the number of shares making up the Company's share capital, as well as the date of the convening notice, specifying, where applicable, the number of shares and voting rights existing on that date for each class of shares;
- the documents to be presented at the General Meeting;
- the text of draft resolutions which will be presented at the General Meeting. The draft resolutions submitted or filed by shareholders are added to the website immediately after receipt by the Company;
- postal voting and proxy voting forms, except in cases where the Company sends these forms to all shareholders.

Once the meeting is convened, a postal voting form and its appendices shall be given or sent to any shareholder who so requests within a maximum period of six (6) days prior to the date of the General Meeting.

Meetings are held either at the registered office or at another location specified in the call to meeting.

Any General Meeting convened illegally may be canceled. However, the action for nullity shall be inadmissible if all the shareholders were present or represented.

### 3.2.1.12.3 Agenda

The agenda for meetings is set by the person calling the meeting.

However, one or more shareholders representing at least two percent (2%) of the share capital may request that one or more draft resolutions be included in the agenda.

Regardless of the number of shares held, every shareholder has the right, on proof of identity, to attend General Meetings, on condition:

- for holders of registered shares: that these are registered in the name of the holder in the records of the Company;
- for holders of bearer shares: that the bearer shares, or a certificate of deposit issued by the depository of these shares, are lodged at the place mentioned in the notice convening the meeting; and
- if applicable, to provide the Company, in accordance with the provisions in force, with any document that can be used to identify such shareholder.

These formalities must be completed no later than five (5) days before the date of the Meeting, unless a shorter period is specified in the notice of meeting or in current mandatory legal provisions reducing this period.

### 3.2.1.12.4 Composition

The General Meeting is composed of all the shareholders, regardless of the number of shares held. Corporate shareholders are represented by their proxy, who need not be a shareholder.

A shareholder may be represented by another shareholder, the shareholders' guardian, spouse or by an ascendant or descendant of the shareholder, without it being necessary that the latter, personally, be shareholders, or by any company whose corporate purpose is the management of portfolios of securities.

Any shareholder may receive proxies issued by other shareholders in order to represent them at a General Meeting, with no limit on the number of proxies or votes held by the same person, either in his own name or as a proxy.

Joint owners of undivided shares are represented at General Meetings by one of them or by a single proxy. In the case of disagreement, the proxy shall be appointed by the President of the Court, ruling in summary proceedings, at the request of the more diligent joint owner.

Shareholders who have pledged their shares retain only the right to attend General Meetings.

### 3.2.1.12.5 Committee – Attendance register

#### COMMITTEE

The Committee of the General Meeting is composed of a Chairman and two tellers, assisted by a secretary.

General Meetings are chaired by the Chairman or the Vice-Chairman of the Supervisory Board. Otherwise, the meeting elects its own Chairman. If convened by the Statutory auditor(s), by a court-appointed agent or by the liquidators, the General Meeting shall be chaired by that person or one of those who convened it.

The Chairman of the General Meeting is assisted by two (2) shareholders representing the largest number of shares, either in their own right or as proxies, who, subject to their acceptance, are appointed as tellers. The Committee thus formed appoints a Secretary who needs not be a shareholder attending the meeting.

#### ATTENDANCE REGISTER

An attendance register is maintained at each General Meeting showing the first name(s), the family name and the address of the shareholders and, if applicable, their representatives, and the number of shares and votes they hold.

This attendance register is initialed by all shareholders present and by the proxies of those absent. It is then certified by the members of the Meeting Committee.

### 3.2.1.12.6 Voting

Members of the General Meeting have as many votes as the shares they hold or represent, including by means of voting proxies or other powers.

Voting rights attached to shares belong to the usufructuary at Ordinary General Meetings and to the bare owner at Extraordinary General Meetings.

If shares are pledged, the owner exercises the right to vote.

The Company may not vote using shares that it has acquired or accepted as security.

Any shareholder may vote by mail in accordance with current regulations. Shareholders exercising a postal vote are treated as shareholders present or represented when their postal voting form is received by the Company at least two days before the General Meeting.

### 3.2.1.12.7 Minutes

The deliberations of the General Meetings shall be recorded in minutes signed by the members of the committee and drawn up in a register or on sheets of paper.

The minutes shall mention the date and place of the General Meeting, the method of convening the Meeting, the agenda, the composition of the committee, the number of shares participating in the vote and the quorum reached, the documents and reports submitted to the Meeting, a summary of the discussions and the text of the resolutions put to the vote and the results of the votes. The minutes shall specify, at least for each resolution, the number of shares for which votes have been validly cast, the proportion of the share capital represented by these votes, the total number of votes validly cast, as well as the number of votes cast for and against each resolution and, where applicable, the number of abstentions.

The Company shall publish, on its website, within a period not exceeding fifteen (15) days after the General Meeting, the results of the votes.

Minutes of General Meetings are recorded in a special register kept at the registered office, numbered and initialed by the Registrar of the Court of the place where the Company's registered office is located.

Copies or extracts of the minutes are certified only by the Chairman of the Supervisory Board or by the Vice-Chairman of the Supervisory Board, signing jointly with the Secretary. Should the Company go into liquidation, they shall be validly certified by one liquidator only.

### 3.2.1.12.8 Ordinary General Meetings

#### POWERS AND RESPONSIBILITIES

Ordinary General Meetings decide on all administrative matters that exceed the powers of the Supervisory Board and the Management Board and which are not within the powers of Extraordinary General Meetings.

An Ordinary General Meeting is held at least once a year, within six months of the fiscal year-end.

This meeting hears the report of the Management Board and that of the Statutory auditors; It discusses, adjusts and approves or rejects the financial statements; it decides on the distribution and allocation of profits.

It appoints and removes the members of the Supervisory Board, removes the members of the Management Board and appoints the Statutory auditors.

#### QUORUM AND MAJORITY

Ordinary General Meetings are regularly constituted and may validly deliberate on first call if the shareholders present or represented hold at least one quarter of the shares with voting rights, excluding shares acquired or accepted as security by the Company. If there is no quorum, a second meeting is called for which no quorum is required.

At Ordinary General Meetings, resolutions are passed by a majority vote of the shareholders present or represented.

For the purpose of calculating the quorum and the majority, shareholders who participate in the meeting by videoconference or by equivalent means allowing them to be identified are deemed to be present.

### 3.2.1.12.9 Extraordinary General Meetings

#### POWERS AND RESPONSIBILITIES

Only Extraordinary General Meetings are authorized to amend any or all the provisions of the company Articles and to authorize the sale(s) of more than fifty percent (50%) of the Company's assets.

However, they may not change the nationality of the Company nor increase the obligations of shareholders without the consent of each of them.

They may decide to transform the Company into a company with any other form, subject to compliance with the legal provisions applicable on this subject.

#### QUORUM AND MAJORITY

Extraordinary General Meetings are only duly constituted and may only validly deliberate if the shareholders present or represented at the first meeting called hold at least half or, at the second meeting called, one quarter of the shares providing the right to vote, excluding shares purchased or accepted as security by the Company.

In the absence of a quorum representing one quarter, the second meeting may be postponed to a date no more than two months after the meeting at which it had been called and may duly be held with the presence or representation of shareholders representing at least one quarter (1/4) of the share capital. At Extraordinary General Meetings, resolutions are passed by a two-thirds majority vote of the shareholders present or represented.

For the purpose of calculating the quorum and the majority, shareholders who participate in the meeting by videoconference or by equivalent means allowing them to be identified are deemed to be present.

## 3.2.1.13 STATUTORY AUDITORS

Audits of the Company are conducted by at least two Statutory auditors who are appointed and perform their engagement according to law.

### 3.2.1.13.1 Appointment – Disqualification – Ineligibility

During the life of the Company, the Statutory auditors are appointed for three fiscal years by the Ordinary General Meeting.

The duties of the Statutory auditors expire after the Ordinary General Meeting called to approve the financial statements for the third fiscal year. The Statutory auditors may be re-elected but may not certify the Company's financial statements for a continuous period of more than twelve (12) years.

A Statutory auditor appointed by an Ordinary General Meeting to replace another will only remain in office for the remainder of the term of office of the Statutory auditor's predecessor. If it is proposed at a General Meeting not to renew a Statutory auditor's term of office when it expires, the Statutory auditor may, if the Statutory auditor so requests, address the General Meeting.

One or more shareholders representing at least 5% of the share capital and/or the Moroccan Financial Market Authority (AMMC) may make a duly justified application to the President of the Commercial Court, ruling in summary proceedings, for the disqualification of the Statutory auditor(s) appointed by the General Meeting and for the appointment of one or more auditors to hold office in their place. For the matter to be referred to the court, a duly reasoned application must be submitted within a period of thirty (30) days from the disputed appointment. If the application is granted, the Statutory auditor(s) appointed by the President of the Commercial Court will remain in office until the appointment of new auditor(s) by the General Meeting.

If it becomes necessary to appoint one or more auditors and if the meeting would fail to do so, any shareholder may apply to the President of the Commercial Court, ruling in summary proceedings, for the appointment of the required Statutory auditor(s).

The Statutory auditor(s) appointed by the President of the Court will remain in office until the appointment of the new Statutory auditor(s) by the General Meeting. The appointment of Statutory auditors must take into account the rules governing conflicts of interest.

In the event of resignation, the Statutory auditors must prepare a report explaining the reasons for their decision. This document is submitted to the Supervisory Board and to the next General Meeting. It must be sent immediately to the AMMC. If a Statutory auditor is not appointed by the General Meeting within sixty (60) days of the resignation, the Auditor shall be appointed by order of the presiding judge of the court ruling in summary proceedings, at the request of any shareholder, provided that the members of the Supervisory Board are duly convened.

#### 3.2.1.13.2 Statutory auditors' duties

Statutory auditors have the permanent duty, to the exclusion of any interference in the management, to audit the book values, ledgers and accounting records of the Company and to verify that its accounts comply with the rules in force. They also verify the accuracy and consistency with the summary financial statements of the information set out in the Management Board's report and in the documents sent to shareholders concerning the Company's assets, its financial position and its profit (loss).

The Statutory auditors ensure that equality between the shareholders has been observed.

The Statutory auditors are invited to meetings of the Management Board and the Supervisory Board which approve the financial statements and to General Meetings.

The Statutory auditor(s) may, at any point throughout the year, conduct any inspections and audits that they deem appropriate, and may obtain disclosure, at the Company's offices, of any documents they consider necessary for the performance of their duties and, in particular, any contracts, ledgers, accounting documents and registers of minutes.

The summary financial statements and the Management Board's management report are made available to the Statutory auditors at least sixty days prior to the notice convening the Annual General Meeting.

### 3.2.1.14 AUDIT COMMITTEE

Article 106b of Law 20-19 amending and expanding Law 17-95 on stock companies (*société anonyme*) requires listed companies to set up an Audit Committee reporting to the Supervisory Board.

Only members of the Supervisory Board with no management position may sit on the Audit Committee, the composition of which is determined by the Supervisory Board. It must include at least three members and its Chairman must have sufficient financial or accounting experience and be independent within the meaning of the Law. Moreover, in the case of companies whose shares are traded on the main stock market, at least one other member must be independent.

The Audit Committee's main remit includes:

- overseeing the collation of information aimed at shareholders, the public and the AMMC;
- overseeing the effectiveness of the systems of internal control, internal audit and statutory audit of accounts;
- overseeing the independence of Statutory auditors, particularly for the provision of additional services;
- making recommendations to the General Meeting on the Statutory auditors whose appointment is proposed;
- reporting to the Supervisory Board on a regular basis on the performance of its duties and promptly informing it of any difficulties encountered.

### 3.2.1.15 DISPOSALS OF SHARES

Disposals of shares take place as provided by law.

### 3.2.1.16 SHAREHOLDING DISCLOSURE THRESHOLDS

#### 3.2.1.16.1 In Morocco

The obligations are set out in Circular 03/19 of the Moroccan Financial Market Authority (AMMC), dated February 20, 2019, concerning financial transactions and information, approved by Ministry of Economy and Finance Order 1704-19 of May 30, 2019.

The following description summarizes these obligations. Holders of Company shares or other securities are advised to consult their legal advisors in order for them to prepare a declaration if the disclosure obligation is applicable to them.

In accordance with the Law no. 19-14 relating to the stock market, any individual or legal entity, acting alone or in concert, who comes to hold, directly or indirectly, a number of shares representing more than a twentieth (5%), a tenth (10%), a fifth (20%), a third (33.33%), half (50%) or two-thirds (66.66%) of the Company's capital or voting rights must, within five days of the date of crossing above or below the shareholding threshold, inform the Company, the Moroccan Financial Market Authority (AMMC) and the Casablanca Stock Exchange of the total number of shares held and the attached voting rights. The date of crossing the shareholding threshold is the date of execution on the stock market of the order passed by the declarant crossing the said threshold.

Moreover, the person concerned by the shareholding disclosure threshold shall inform the AMMC and the Casablanca Stock Exchange, within the same deadline of five (5) days, of its intentions to continue to exceed the thresholds, for six (6) months following the date on which one of the aforementioned thresholds has been crossed. Any change in intention during the six (6) month period must be immediately notified to the AMMC and the Casablanca Stock Exchange. The AMMC will publicly disclose this information.

The above legal obligation is also applicable to any person or legal entity, acting alone or in concert, who owns more than one-twentieth (5%), one-tenth (10%), one-fifth (20%), one-third (33.33%), one-half (50%) or two-thirds (66.66%) of the Company's share capital or voting rights and who disposes of all or part of its shares or voting rights and therefore falls below one of these ownership thresholds.

In each declaration referred to above, the declarant must certify that the declaration made comprises all the shares or voting rights owned or held. It must also indicate the dates of acquisition or transfer of shares.

During the twelve (12) months following the declaration of the upward crossing of the threshold, the natural or legal person concerned, acting alone or in concert, must immediately inform the Moroccan Capital Markets Authority (AMMC) and the Casablanca Stock Exchange of the objectives that it intends to pursue over the following twelve (12) months.

Said crossing, specifying whether it acts alone or in concert, intends to stop its purchases or continue them as well as its intentions to sit on the Management Board or Supervisory Board of the Company, to acquire or not control of the Company or to request that the Company be struck off the roll. The AMMC shall make this information available to the public through a press release within two (2) days of its receipt.

In accordance with the provisions of Article 279 of Law no. 17-95 concerning public limited companies and Decree no. 2-18-306 of June 20, 2018, the Company may not own, directly or through an individual acting in its own name on behalf of the Company, more than ten percent (10%) of the Company's share capital and voting rights. In the case of a share buyback program by the Company, it informs the Casablanca Stock Exchange of the share buyback program and its terms and conditions within five (5) days of its launch, in accordance with the General Regulations of the Stock Exchange.

Without prejudice to the provisions of public order and within the mandatory provisions of the law, in the event of non-compliance with the above reporting obligation, the AMMC may impose a pecuniary penalty of MAD 5,000 to MAD 200,000 (approximately EUR 500 to EUR 20,000) on the natural or legal person concerned.

Holders of shares may also be subject to reporting obligations provided for by Moroccan Royal Decree (Dahir) no. 1-04-21 promulgating Law no. 26-03 relating to tender offers on the stock market, as amended and supplemented by Law no. 46-06.

### 3.2.1.16.2 In France

The provisions of the General Regulations of the French Financial Markets Regulator (AMF) and the French Commercial Code (in particular Articles L. 233-7 and L. 233-9), concerning the method for calculating for declarations of threshold crossings, the content, the distribution and finally the declaration of intent, applicable to the Company, are defined as follows:

For the calculation of the shareholding thresholds, the person required to provide the information takes into account the shares and voting rights it holds, as well as the shares and voting rights considered equivalent to them, which are compared to the total number of shares making up the Company's share capital and the total number of voting rights attached to these shares. The total number of voting rights is calculated based on all the shares with voting rights attached, including shares without voting rights.

Shares held in a portfolio managed by an investment services provider controlled by that person within the meaning of Article L. 233-3 of the French Commercial Code in the context of portfolio management services on behalf of third parties shall not be treated in the same way as shares or voting rights held by the person required to provide the information, provided, however, that the service provider may exercise the voting rights attached to these shares only if it has received instructions from its principal or if it guarantees that the portfolio management on behalf of third parties is carried out independently of any other activity.

Content of and methods for delivering the declaration of crossing the shareholding disclosure threshold(s):

- persons required to notify the AMF must do so no later than the fourth trading day after crossing the shareholding threshold. The AMF publishes on its website the calendar of trading days on the different regulated markets established or operating in France;
- declarations of crossing the shareholding threshold must be prepared based on the template provided in the AMF guidelines concerning declarations of crossing the shareholding threshold available on the website www.amf-france.org.

They may be transmitted electronically or in paper format to the AMF. The statements are then made available to the public by the AMF within a maximum of three trading days from receipt of the complete statement. It is drafted in French or another language commonly used in financial matters.

The different applicable thresholds are: 5%, 10%, 15%, 20%, 25%, 30%, 33%, 50%, 66%, 90% and 95%.

Declaration of intent:

- the declaration of crossing the threshold(s) of 10%, 15%, 20% or 25% of the share capital or voting rights results in the obligation to make a declaration of intent for the next six months. This declaration shall specify whether the purchaser is acting alone or in concert, the methods of financing the acquisition and the terms thereof (in particular if the acquisition has been carried out using equity or debt), whether the purchaser intends to purchase more shares or not, to take control of the Company, the strategy that it envisages vis-à-vis the Company, the transactions to implement this strategy (in particular any proposed merger, reorganization, liquidation or transfer of a substantial part of the assets of the Company or of any person that it controls within the meaning of Article L. 233-3 of the French Commercial Code, any proposed change in the Company's business, any proposed amendment to the company Articles, any proposed delisting of a class of the Company's financial securities from trading, any proposed issue of financial securities of the Company), its intention regarding the finalization of agreements and financial instruments and, if it is a party to such agreements or instruments, any temporary transfer agreement relating to the issuer's shares or voting rights, if it intends to request its appointment or that of one or more persons as a member of the Management Board or Supervisory Board. It is addressed to the Company and to the French Financial Markets Authority no later than the close of trading on the fourth stock exchange day following the day of the threshold crossing. This information shall be made available to the public within three (3) trading days of receipt of the complete declaration;

- in the event intentions change within six (6) months of the filing of this declaration, a new and documented declaration must be sent to the Company and the AMF without delay and made available to the public under the same conditions. This new declaration shall start a new six (6) month period;
- the penalty for irregularities in these declarations is the loss of voting rights attached to shares exceeding the fraction that should have been declared for any General Meeting to be held within two years from the date of proper notice. In the absence of a declaration, the Commercial Court within the jurisdiction of the Company's headquarters may, after hearing the Public Prosecutor, at the request of the Chairman of the Company, order the total or partial suspension of the voting rights attached to the shares, for a period not exceeding five (5) years.

## 3.2.1.17 PUBLIC OFFERS

Public offers under Moroccan law are governed by Law no. 46-06 amending and supplementing Law no. 26-03 of April 21, 2004. A public offer is defined as a procedure that enables an individual or legal entity (called the offeror), acting alone or in concert, to make it known publicly that it proposes to acquire, exchange or sell all or part of the securities giving access to the share capital or voting rights of a company the securities of which are listed.

As under French law, public offers can be voluntary or mandatory when certain conditions are met.

### 3.2.1.17.1 Voluntary public offers

Any individual or legal entity, acting alone or in concert, wishing to make it known publicly that it intends to sell or purchase securities listed on the stock exchange may file a draft Public Offer for the purchase or sale of said securities.

Under French law, the provisions of the General Regulations of the AMF governing voluntary public offers are applicable to public offers for financial instruments issued by companies whose registered office is located outside a Member State of the European Union or a party to the agreement on the European Economic Area and which are admitted to trading on a French regulated market.

Unlike French law, which requires the involvement of the investment service providers authorized to carry on the business of underwriting and acting on behalf of originators, under Moroccan law, a draft public offer is filed by the offeror with the Moroccan Financial Market Authority (AMMC) and must include:

- the objectives and intentions of the offeror;
- the number and type of shares that the Company holds or expects to hold;
- the date and terms on which their purchase has been or may be carried out;
- the price or exchange ratio at which the offeror is offering to acquire or dispose of the securities, the basis it has selected for setting them and the planned terms of settlement, delivery or exchange;
- the number of securities involved in the draft public offer; and
- if applicable, the percentage, expressed in voting rights, below which the offeror reserves the right to withdraw its offer.

The proposed public tender offer must be accompanied by an information document, referred to in French law as a draft prospectus.

Under French law, this prospectus mentions in particular the identity of the offeror, the content of the bid (proposed price or exchange ratio, number and nature of the securities that it undertakes to acquire, number and nature of the securities of the target company that it already holds, any conditions precedent to the offer, e.g. provisional timetable of the offer, financing conditions of the transaction and impact on the assets, business and results of the target company), its intentions for a period of at least the next twelve (12) months relating to the industrial and financial policy of the target company, its employment guidelines, the law applicable to contracts concluded between the offeror and the holders of securities of the target company as a result of the offer and the competent courts, the agreements relating to the offer to which it is a party or of which it is aware and the identity of any persons with whom it is acting in concert or of any persons acting in concert with the target company of which it is aware, if applicable, the reasoned opinion of the Board of Directors or the Supervisory Board, if applicable, the commitment to file an irrevocable and fair draft offer for all the equity securities giving access to the capital or voting rights of the Company, including no more than 30% of the share capital or voting rights are held and which constitutes an essential asset of the target company, if applicable the report of the independent expert, the procedures for making the information required by Article 231-28 of the AMF General Regulation available, and the detailed procedures for acquiring the financial instruments of the target company and, where applicable, the identity of the investment services provider.

The draft prospectus shall include the signature of the offeror or its legal representative certifying the accuracy of the information provided therein. It shall also include the certification of the legal representatives of the sponsoring institutions regarding the accuracy of the information relating to the description of the offer and the factors used to assess the proposed price or exchange ratio.

Also under French law, the content of the target company's draft prospectus in response is set out in an AMF guideline available at www.amf.org.

In Moroccan law, the content and implementation of the proposals in the draft offer are guaranteed by the offeror and, if applicable, by any person acting as surety. The draft Public Offer filed with the AMMC must be accompanied, if applicable, by the prior authorization(s) of the competent authorities. Without this authorization, a draft public offer is inadmissible.

In particular, if the proposed public tender offer provides for the delivery of securities to be issued, the irrevocability of the commitments carries the obligation to propose to the General Meeting of the issuing company a resolution to decide or authorize the issue of securities intended to remunerate those shareholders tendering their securities under the terms and conditions and clauses provided for in the proposed offer, unless the management body has an express delegation for this purpose. Depending on the legal, regulatory or statutory provisions applicable to the offeror, the AMMC may require the offeror to make the opening of its offer contingent on prior authorization of the transaction by its General Meeting, provided that such Meeting has already been convened when the tender offer is filed.

Upon filing of the draft Public Offer, the AMMC will publish a notice of filing of the draft Public Offer in an official journal of record reporting the main provisions of the proposal. The publication of such notice marks the start of the offer period.

The AMMC discloses the main features of the draft public offer to the authorities, which then have two (2) business days to decide whether the draft is admissible in view of the national strategic interests.

If the administration fails to publish its decision within two (2) days, it is deemed not to have any comments to make.

Upon filing of the draft Public Offer, the AMMC will request that the stock exchange management company suspend trading in the securities of the target of the draft Public Offer. The notice of suspension is published under the terms and conditions of the General Regulations of the stock exchange.

The AMMC has ten (10) business days from the publication to consider the admissibility of the draft offer and may require the offeror to produce any evidence or information required for its assessment. Under French regulations, the AMF has five (5) trading days from the filing of the draft prospectus in response by the target company to issue its approval of the offer's compliance, and more generally has ten (10) trading days following the start of the offer period to assess the compliance of the draft offer document with the applicable legal and regulatory provisions.

As under French law, the offeror must amend the draft to comply with the recommendations of the AMMC if the latter considers that the draft violates the principle of equality among shareholders, transparency, market integrity and fairness in transactions and competition. In all cases, the AMMC has the authority to ask the offeror for any additional warranties or to require the deposit of margins in cash or securities. Reasons must be given for any decision of inadmissibility.

Where an offer is declared admissible, the AMMC informs the offeror of its decision and publishes a notice of admissibility in an official journal of record. Concurrently, the AMMC asks the stock exchange management company to resume trading.

Any proposed Public Offer must be accompanied by a prospectus which may be prepared jointly by the Offeror and the target company if it accepts the Offeror's objectives and intentions. If not, the target company may separately prepare and file with the AMMC its own prospectus within a maximum period of five (5) trading days from receipt of the Offeror's prospectus. The latter is required to deliver a copy of its prospectus and its draft Public Offer to the target company on the day it files its draft Public Offer with the AMMC.

The contents of the prospectus(es) is set by the AMMC, which has a maximum of twenty-five (25) business days to approve the prospectus(es) from the date of filing. If it considers that additional justification or explanations are required, this period may be extended by ten (10) business days. When this period has elapsed, the AMMC will grant or refuse approval, and reasons must be given for any refusal of approval.

The offeror and, as the case may be, the target company must each, for the information concerning them, publish all the information documents required by law in a newspaper publishing legal notices within a maximum period of five (5) business days after obtaining approval.

The management company centralizes the sale or exchange orders and communicates the results to the AMMC, which publishes a notice on the outcome of the offer in an official journal of record. Under French law, the AMF's task is to check that the Offeror's proposal complies with current regulations (audit of compliance). To that end, the AMF has ten (10) trading days from the start of the offer period to examine, among other things, the objectives and intentions of the offeror and the information contained in the draft prospectus. During this period, the AMF may request any explanation or justification required for it to learn about both the draft offer and the draft prospectus.

The deadline is suspended until receipt of the required documents. If the draft offer meets the required conditions, the AMF publishes a compliance statement that carries its approval of the prospectus.

Under French law, the prospectus approved by the AMF must be widely publicized (i) in a daily economic and financial newspaper with national circulation or (ii) by being made available to the public, free of charge, by the Offeror and the target company and published in summary form, or be the subject of a press release the distribution of which is ensured by the Offeror, in accordance with established procedures. This publication must take place before the opening of the offer and no later than the second trading day following the issuance of approval.

### 3.2.1.17.2 Mandatory public offers

#### TAKEOVER BIDS

Under the provisions of Article 18 of Moroccan Law no. 26-03 on public offers, as amended and supplemented by Law no. 46-06, it is mandatory to file a takeover bid where a person or entity, acting alone or in concert, comes to hold, directly or indirectly, a certain percentage of the voting rights of a company the shares of which are listed on the stock exchange.

The Minister of Finance and Privatization's Order no. 1874-04 of 11 Ramadan 1425 (October 25, 2004) set at 40% the percentage of voting rights that requires the holder to make a takeover bid.

Any individual or legal entity must, on its own initiative and within three business days after crossing the threshold of 40% of the voting rights, file a draft public offer with the AMMC. Failing which, such person and those acting in concert with it automatically lose all the voting rights and the monetary and other rights that they may have in their capacity as shareholders. These rights are recovered only after the filing of a draft public offer.

The AMMC may grant an exception to the filing of a draft Mandatory Public Offer where:

- crossing the percentage of 40% does not affect the control of the company concerned, particularly in the event of a capital decrease or a transfer of ownership of shares between companies in the same group;
- voting rights result from direct transfer, from distribution of assets by a legal entity proportionate to the shareholders' rights, following a merger or partial contribution of assets, or from subscription to the increase in capital of a company in financial difficulty.

Applications for exemptions are filed with the AMMC within three business days of crossing the threshold of 40% of the voting rights. The applications must include undertakings by this person to the AMMC not to take any action aimed at acquiring control of said company for a specified period or to implement a recovery plan to revive the company concerned if it is in financial difficulty. If the AMMC grants the requested exemption, the decision is published in an official journal of record, specifying the reason for the exemption granted and, where appropriate, the commitments entered into by the applicant.

#### PUBLIC BUYOUT OFFER

Under the provisions of Article 20 of Moroccan Law no. 26-03 on public offers, as amended and supplemented by Law no. 46-06, it is mandatory to file a public buyout offer where a person or entity, acting alone or in concert, comes to hold, directly or indirectly, a certain percentage of the voting rights of a company the shares of which are listed on the stock exchange.

The Minister of Finance and Privatization's Order no. 1875-04 of 11 Ramadan 1425 (October 25, 2004) set at 95% the percentage of voting rights that requires the holder to make a public buyout offer.

The persons who file such an offer must, on their initiative and within three business days after crossing the threshold of 95% of the voting rights, file a draft public buyout offer with the AMMC.

Failing which, they automatically lose all voting, monetary and other rights that they may have in their capacity as shareholders. These rights are recovered only after the filing of a draft public buyout offer.

The filing of a public buyout offer may also be imposed by the AMMC or the individual(s) or legal entity(ies) holding, alone or in concert, a majority of the capital of a company the shares of which are listed on the stock exchange, at the request of a group of shareholders that do not belong to the majority group, provided that several conditions are met including the requirement for the person(s) holding a majority simultaneously to hold 66% of the voting rights (Minister of Finance and Privatization Order no. 1873-04 of 11 Ramadan 1425).

It is also mandatory for the individuals or legal entities holding, alone or in concert, a majority stake in the company, to file a public buyout offer if the shares of a company are delisted for whatever reason.

### 3.2.1.17.3 Competing public offers and overbidding

Public offers may be subject to one or more competing public offers or overbidding.

A competing public offer is a procedure by which any individual or legal entity, acting alone or in concert, may, from the opening of a public offer and no later than five trading days before its reporting date, file with the AMMC a competing public offer for the securities of the company targeted in the initial offer.

Overbidding is the process by which the offeror of the initial public offer improves the terms of its initial offer, either on its own initiative or as a result of a competing public offer, by changing the price or the type or amount of the securities or the terms and conditions of payment. An offeror who wishes to make a higher offer must file the amendments proposed to its initial public offer with the AMMC no more than five trading days before the reporting date of its initial offer. The AMMC assesses the admissibility of the overbidding offer within five trading days from the filing of the draft offer. The offeror of a public offer prepares and submits a supplementary prospectus to the AMMC for approval.

Where more than ten (10) weeks have passed since the publication of the opening of a public offer, the AMMC may, in order to expedite the competition between the public offers, set a deadline for the submission of overbids or of successive competing public offers.

If there is a competing public offer, the offeror of the initial or previous public offer must, no later than ten days before the closure of said public offer, inform the AMMC of its intentions. It may maintain its offer, abandon it or change it with a higher bid.

Under French law, a competing tender offer or an overbid drafted with a price which is at least 2% higher than the price stipulated in the initial offer may be declared in compliance. In other cases, it may also be declared admissible if it is accompanied by a significant improvement in the terms and conditions proposed to the shareholders. Finally, it may also be declared admissible if, without modifying the terms stipulated in the previous offer, it removes or lowers the threshold below which the offeror would not have responded to the offer.

#### 3.2.1.17.4 Rules relating to target companies and the offerors of a public offer

During the period of a public offer, the offeror, and the persons with whom the offeror acts in concert, may not, in the case of a joint offer, trade in securities of the target company nor in securities issued by the company whose securities are offered in exchange. In the event of a voluntary public offer, the offeror may withdraw its offer within the five trading days following the publication of the notice of admissibility of a competing offer or of an overbid. The offeror informs the AMMC of its decision to abandon, which is published by the latter in an official journal of record. This option exists under the French regulations as well, subject to prior authorization of the AMF.

During the period of the public offer, the target company and, if applicable, the persons acting in concert with such, may not trade, directly or indirectly, in the securities of the target company. Where the public offer is paid entirely in cash, the target company may, nonetheless, proceed with a share buyback program if a resolution of the General Meeting which authorized the program has expressly provided for this.

During the period of the public offer, the target company, the offeror, the individuals or legal entities directly or indirectly holding at least 5% of the capital or voting rights of the target company, and any other individuals or legal entities acting in concert with them, must, after each trading session, declare to the AMMC the buy and sell transactions that they have executed in the securities concerned by the offer, as well as any transaction that transfers the ownership of the shares or voting rights of the target company, immediately or in the future.

Any authorization of a capital increase adopted by the Extraordinary General Meeting of the target company is suspended for the period of the public offer or the exchange offer for the shares of said company unless the company has given its express authorization prior to filing of the proposed offer. In addition, the target company may not increase its treasury stock holdings.

During the period of the public offer, the competent bodies of the target company must first notify the AMMC of any planned decision, within their powers, that would prevent the completion of the public offer or of a competing offer. Under French law, the offeror of a public offer and the persons acting in concert with it may, subject to exceptions, purchase the securities of the target company in the market, on certain conditions as to price. These rules also apply to own-account trades by an institution advising the offeror or the target company. The General Regulations of the AMF also impose obligations to declare buy and sell transactions in securities concerned by the offer.

#### 3.2.1.17.5 AMMC supervision and monetary penalties

The offerors of a public offer, the target companies and the persons acting in concert with them are subject to control by the AMMC, which ensures the orderly conduct of such offers in the best interests of investors and the market. The AMMC may impose civil and criminal penalties.

## 3.2.2 Additional information about the Company

### 3.2.2.1 SHARE CAPITAL

#### 3.2.2.1.1 Amount of subscribed capital

The share capital of Itissalat Al-Maghrib is MAD 5,274,572,040, divided into 879,095,340 shares with a par value of MAD 6 each, all of the same class and fully paid in.

The nominal value of the shares may be increased or reduced as provided for by current laws and regulations. The share capital may be increased, reduced or redeemed by decision of the relevant General Meeting and as provided by current laws and regulations.

#### 3.2.2.1.2 Form of shares

The shares are in registered or bearer form, at the shareholder's choice.

The Company maintains a register of transfers at its registered office in which subscriptions and transfers of registered shares are recorded in chronological order. The register is numbered and initialed by the President of the Court. Any holder of a registered share issued by the Company is entitled to obtain a true copy certified by the Chairman of the Management Board. If the register is lost, copies are authentic.

The Company reserves the right not to create its securities in physical form. In accordance with current legal provisions concerning the registration of securities, the Company's shares must be evidenced by an account entry with the central depository.

#### INDIVISIBILITY OF SHARES

The shares are indivisible with respect to the Company, which only recognizes one owner for each share.

Joint owners are required to appoint a joint representative in respect of the Company to exercise their rights as shareholders. In the absence of an agreement, a proxy is appointed by the President of the Court, ruling in summary proceedings, on application by the most vigilant co-owner.

However, the right to receive documents required by law belongs to each of the joint owners of undivided shares, and to each of the bare owners and usufructuaries.

### 3.2.2.1.3 Rights and obligations attached to shares

Each share confers the right to one part, in proportion to the percentage of the capital it represents, of the profits or in the corporate assets, on distribution, both during the life of the Company and in liquidation.

Every shareholder has the right to be informed about the progress of the Company and to obtain disclosure of certain corporate documents at the times and in the manner provided for by law and by the company Articles.

Shareholders are only liable for corporate debt up to the nominal amount of the shares they own; any call for funds beyond this sum is not permitted.

The rights and obligations attached to a share follow ownership whenever it changes.

Share ownership will automatically imply acceptance of the Company's Articles and the resolutions of General Meetings and of the Supervisory and Management Board, acting upon delegations of authority from General Meetings.

The heirs, creditors, assigns or other representatives of a shareholder may not, under any pretext whatsoever, require official seals to be placed on the property and assets of the Company, nor request that these be divided or offered for sale at auction nor interfere in any way in its management. When exercising their rights, they must rely on the corporate inventories and the decisions of the General Meeting.

Whenever it is necessary to own several shares in order to exercise any right, the owners of single shares or of less than the required number of shares will be personally responsible for consolidating and if necessary buying or selling the required number of securities or rights.

### 3.2.2.1.4 Acquisition by the Company of its own shares

#### MOROCCAN LAWS

According to Moroccan laws and the Company's Articles, the Company may acquire its own fully paid shares, up to a limit of 10% of the total of its shares and/or of a specific category of its shares.

Pursuant to section 3 of chapter 2 of AMMC Circular no. 03/19 of February 20, 2019, on financial transactions and information, any corporation whose shares are listed on the Casablanca Stock Exchange wanting to buy back its own shares to promote the liquidity of such shares or surrender them free of charge or in exchange for payment to company employees or Directors must prepare a factsheet which must be submitted to the AMMC for approval prior to holding the General Meeting convened to vote on the transaction.

Trading by the Company in its own shares in order to regulate their price must not interfere with the normal functioning of the market. A company which trades in its own shares must, no later than the seventh day following the end of the month in question, notify the AMMC about the transactions executed in the share. If a company does not trade its own shares during any given month, it must inform the AMMC thereof within the same deadline.

During the implementation of the buyback program, any changes to the number of shares to be acquired, to the maximum purchase price and minimum sale price, and to the deadline within which the acquisition is to be made, must promptly be brought to the attention of the public by way of a press release published in an official journal of record. Such changes must remain within the limits of the authorization given by the General Meeting.

#### FRENCH REGULATIONS

Following the admission of its shares to trading on a regulated market in France, the Company is subject to the regulations summarized below.

In accordance with the General Regulations of the AMF, the purchase by a company of its own shares is conducted in terms of a prospectus entitled "Program Description", which is not subject to AMF approval.

Under said regulation and under Regulation (EU) no. 596/2014 of April 16, 2014, a company may not trade in its own shares for the purpose of manipulating the market.

After purchasing its own shares, a company is required to render the details of all of its transactions public before the end of the seventh trading day following the date of execution and to file, with the AMF, monthly reports containing specific information about the transactions involved and a semi-annual account of the means in securities and in cash involved.

#### SHARE BUYBACK PROGRAM

Under a contract effective from October 17, 2023, Maroc Telecom commissioned Rothschild Martin Maurel for a three-year term to implement the following:

- in Casblance, of a price regulation contract, in accordance with the AMMC Circular which entered into force in February 2019. Rothschild Martin Maurel trades in the Company's shares on the Moroccan stock exchange via MSIN, an investment house;
- in Paris, a liquidity contract in accordance with the Code of Ethics drawn up by the AMAFI (French association of financial markets) and approved by the AMF on March 21, 2011.

The following table shows the summary of these contracts:

| | 12/31/2023 | 12/31/2022 | 12/31/2021 |
|---|---|---|---|
| Casablanca – excluding liquidity pool | 28,000 shares<br>MAD 31,736,800.49 | 105,000 shares<br>MAD 23,146,355.74 | 15,000 shares<br>MAD 32,467,547.46 |
| Casablanca – liquidity pool | 5,000 shares<br>MAD 38,499,480.43 | 110,000 shares<br>MAD 25,948,421.58 | 7,525 shares<br>MAD 36,623,790.91 |
| Paris – liquidity account | 101,100 shares<br>EUR 4,028,147.00 | 82,210 shares<br>EUR 4,068,824.00 | 62,100 shares<br>EUR 4,311,447.00 |

The current buyback program to regularize the market was approved by the General Meeting of March 31, 2023, after the Company had obtained approval from the AMMC on March 15, 2023, under reference no. VI/EM/010/2023 for the Simplified Prospectus relating to said program.

The General Meeting held on March 31, 2023, resolved:

- to revoke the buyback program on the stock exchange in order to boost market liquidity as authorized by the Ordinary General Meeting of April 29, 2022, which was due to expire on November 15, 2023;
- to authorize the Management Board, as from this meeting, in accordance with the provisions of Article 281 of the Companies Act, for a period of eighteen months from April 10, 2023, to October 9, 2024, to purchase, in one or more stages on the stock exchange, in Morocco or abroad, shares of the Company in order to regularize prices and implement a liquidity contract backing this buyback program on the Casablanca Stock Exchange. The number of shares targeted by said liquidity contract may not under any circumstances exceed 300,000 shares, representing 20% of total number of shares covered by the buyback program.

The characteristics of this buyback program are as follows:

- timetable: from April 10, 2023 to October 9, 2024;
- range between buying and selling price: MAD 70 -151;
- maximum share of capital to be held, including shares covered by the liquidity agreement: 0.17%, i.e. 1.5 million shares;
- maximum amount allocated to the program: MAD 226,500,000;
- liquidity contract backing this buyback program, representing 20% of the program, or a maximum of 300,000 shares.

The result of the share buyback program for the period extending from January 1, to December 31, 2023, is as follows:

| | Casablanca – excluding liquidity pool | Casablanca – liquidity pocket | Paris | Total |
|---|---|---|---|---|
| Number of shares bought | 457,732 | 707,484 | 65,328 | 1,230,544 |
| Average buy price | MAD 95.34 | MAD 95.25 | €8.79 | - |
| Number of shares sold | 534,732 | 812,484 | 46,438 | 1,393,654 |
| Average sell price | MAD 97.44 | MAD 97.14 | €8.60 | - |
| **SHARES HELD AT DECEMBER 31, 2023** | **28,000** | **5,000** | **101,100** | **134,100** |

### 3.2.2.1.5 Changes in the Company's share capital over the last three fiscal years

The table below shows the main transactions in the share capital executed in the last three years:

| Dates | Transactions | Total number of shares | Nominal *(in MAD)* | Share capital *(in MAD)* |
|---|---|---|---|---|
| 12/31/2021 | None | 879,095,340 | 6 | 5,274,572,040 |
| 12/31/2022 | None | 879,095,340 | 6 | 5,274,572,040 |
| 12/31/2023 | None | 879,095,340 | 6 | 5,274,572,040 |

### 3.2.2.2 CURRENT DISTRIBUTION OF THE COMPANY'S SHARE CAPITAL AND VOTING RIGHTS

#### 3.2.2.2.1 Shareholder structure

At December 31, 2023, the share capital and voting rights of the Company were held as follows:

| Shareholders | Number of shares | as a % of share capital | Number of voting rights[c] | % of voting rights |
|---|---|---|---|---|
| Société de participation dans les télécommunications (SPT)[a] | 465,940,477 | 53.00% | 465,940,477 | 53.00% |
| Kingdom of Morocco | 193,400,975 | 22.00% | 193,400,975 | 22.00% |
| Senior managers | 366,902 | 0.04% | 366,902 | 0.04% |
| Public | 219,252,886 | 24.94% | 219,252,886 | 24.94% |
| Treasury shares[b] | 134,100 | 0.02% | - | - |
| **Total** | **879,095,340** | **100.00%** | **878,961,240** | **-** |

*(a) SPT is a Moroccan corporation controlled 100% by Etisalat.*
*(b) Maroc Telecom shares held directly or indirectly by the Company, on both the Casablanca and the Paris stock markets. These shares do not carry voting rights at General Meetings.*
*(c) At December 31, 2023, the share capital consisted of ordinary shares with single voting rights.*

#### 3.2.2.2.2 Potential capital

At the date of this Registration Document, the Company had not issued any securities, other than ordinary shares, carrying direct or indirect rights to Company capital, immediately or in the future. Likewise, there is currently no stock-option plan reserved for employees.

#### 3.2.2.2.3 Change or modification of the Company's share capital

Maroc Telecom shares have been listed on both the Casablanca and Paris Stock Exchanges since December 13, 2004, after the Kingdom of Morocco's sale by public offering of a 14.9% stake in Maroc Telecom.

On November 18, 2004, the Kingdom of Morocco and Vivendi concluded an agreement regarding the acquisition by Vivendi of a 16% stake in Maroc Telecom.

On January 4, 2005, this agreement allowed Vivendi to increase its stake from 35% to 51% through the acquisition of 140,655,260 Maroc Telecom shares, thereby extending its control.

In 2006, the Moroccan government sold 0.10% of Maroc Telecom's share capital, thereby reducing the Kingdom of Morocco's stake to 34%.

On July 2, 2007, the Moroccan Government placed 4% of Maroc Telecom's shares on the Casablanca Stock Exchange at MAD 130 per share. The sale took the form of a private placement for Moroccan and international institutional investors, with book building during the period June 26-28, 2007. On completion of the transaction, the Moroccan government held 30% of the share capital and voting rights of Maroc Telecom, and the free float had increased from 15% to 19%.

Under the terms of the agreement signed in 2007 between Vivendi and the CDG Group, Vivendi acquired 2% of Maroc Telecom's share capital, thereby increasing its stake from 51% to 53% and reducing the free float to 17%. In addition, the CDG Group acquired a 0.6% stake in Vivendi.

On May 14, 2014, under a service agreement between Emirates Telecommunications Corporation ("Etisalat") and Vivendi, Etisalat took control of Société de Participation dans les Télécommunications ("SPT"), a holding company with 53% of the share capital and voting rights of the Company.

During 2019, the Moroccan State has sold 8% of Maroc Telecom's share capital on the stock market, reducing its stake to 22%.

During the last three years, the share capital and voting rights of the Company were held as follows:

| | | | | 12/31/2023 |
|---|---|---|---|---|
| **Shareholders** | **Number of shares** | **% of share capital** | **Number of voting rights[c]** | **% of voting rights** |
| Société de Participation dans les Télécommunications (SPT)[a] | 465,940,477 | 53.00% | 465,940,477 | 53.00% |
| Kingdom of Morocco | 193,400,975 | 22.00% | 193,400,975 | 22.00% |
| Senior managers | 366,902 | 0.04% | 366,902 | 0.04% |
| Public | 219,252,886 | 24.94% | 219,252,886 | 24.94% |
| Treasury shares[b] | 134,100 | 0.02% | - | - |
| **Total** | **879,095,340** | **100.00%** | **878,961,240** | **-** |

*(a) SPT is a Moroccan corporation wholly owned by Etisalat.*
*(b) Maroc Telecom shares held directly or indirectly by the Company, on both the Casablanca and the Paris stock markets. These shares do not carry voting rights at General Meetings.*
*(c) At December 31, 2023, the share capital consisted of ordinary shares with single voting rights.*

| | | | | 12/31/2022 |
|---|---|---|---|---|
| **Shareholders** | **Number of shares** | **% of share capital** | **Number of voting rights[c]** | **% of voting rights** |
| Société de Participation dans les Télécommunications (SPT)[a] | 465,940,477 | 53.00% | 465,940,477 | 53.00% |
| Kingdom of Morocco | 193,400,975 | 22.00% | 193,400,975 | 22.00% |
| Senior managers | 366,902 | 0.04% | 366,902 | 0.04% |
| Public | 219,089,776 | 24.92% | 219,089,776 | 24.92% |
| Treasury shares[b] | 297,210 | 0.03% | - | - |
| **TOTAL** | **879,095,340** | **100.00%** | **878,798,130** | **-** |

*(a) SPT is a Moroccan corporation wholly owned by Etisalat.*
*(b) Maroc Telecom shares held directly or indirectly by the Company, on both the Casablanca and the Paris stock markets. These shares do not carry voting rights at General Meetings.*
*(c) At December 31, 2022, the share capital consisted of ordinary shares with single voting rights.*

| | | | | 12/31/2021 |
|---|---|---|---|---|
| **Shareholders** | **Number of shares** | **% of share capital** | **Number of voting rights[c]** | **% of voting rights** |
| Société de Participation dans les Télécommunications (SPT)[a] | 465,940,477 | 53.00% | 465,940,477 | 53.00% |
| Kingdom of Morocco | 193,400,975 | 22.00% | 193,400,975 | 22.00% |
| Senior managers | 366,902 | 0.04% | 366,902 | 0.04% |
| Public | 219,302,361 | 24.95% | 219,302,361 | 24.95% |
| Treasury shares[b] | 84,625 | 0.01% | - | - |
| **TOTAL** | **879,095,340** | **100.00%** | **879,010,715** | **-** |

*(a) SPT is a Moroccan corporation wholly owned by Etisalat.*
*(b) Maroc Telecom shares held directly or indirectly by the Company, on both the Casablanca and the Paris stock markets. These shares do not carry voting rights at General Meetings.*
*(c) At December 31, 2021, the share capital consisted of ordinary shares with single voting rights.*

## 3.2.2.2.4 Shareholder agreements

### SHAREHOLDERS' AGREEMENT BETWEEN THE KINGDOM OF MOROCCO AND EMIRATES TELECOMMUNICATIONS CORPORATION RELATING TO THE SHARES OF MAROC TELECOM

On May 15, 2014, Emirates Telecommunications Corporation ("Etisalat"), Société de Participation dans les Télécommunications ("SPT"), which is a subsidiary of Etisalat, and the Kingdom of Morocco concluded a Shareholders' Agreement pertaining to Maroc Telecom ("the Company"). This same agreement was amended and updated on April 29, 2022 by new provisions in connection with the new amendments to Law 17-95 on stock companies. The key provisions governing the relationships between the Kingdom of Morocco and Etisalat Group are as follows:

### ORGANIZATION OF POWERS WITHIN MAROC TELECOM'S MANAGEMENT BODIES

#### Supervisory Board

The Shareholders' Agreement stipulates that the Supervisory Board will be composed of no more than eleven members appointed for a renewable period of six years.

The allocation of seats on the Supervisory Board will depend on the percentage of the Kingdom of Morocco's interest in the share capital and voting rights of the Company, as follows:

- if the interest of the Kingdom of Morocco is greater than or equal to 15% of the share capital and voting rights of the Company, four members, including one independent member, shall be appointed on the proposal of the Kingdom of Morocco and seven members, including one independent member, on the proposal of Etisalat;

- if the interest of the Kingdom of Morocco is strictly less than 15% and greater than or equal to 5% of the Company's share capital and voting rights, two members, one of whom is independent, will be appointed upon the proposal of the Kingdom of Morocco and nine members, one of whom is independent, upon the proposal of Etisalat.

The Chairman of the Supervisory Board will be appointed by the Supervisory Board as proposed by the Kingdom of Morocco for as long as the Kingdom of Morocco holds at least 15% of the shares and voting rights of the Company. If the Kingdom of Morocco's interest in the share capital and voting rights of the Company is less than 15% but at least equal to 5%, Etisalat will be entitled to propose the Chairman of the Supervisory Board and the Kingdom of Morocco will be entitled to propose the Vice-Chairman of the Supervisory Board.

The Vice-Chairman of the Supervisory Board will be appointed by the Supervisory Board on the proposal of Etisalat for as long as the Kingdom of Morocco is entitled to propose the appointment of the Chairman and Etisalat is entitled to propose the majority of the members of the Supervisory Board.

In addition, the majority principles applicable to the Supervisory Board have been incorporated into the Company Articles.

### Executive Board

The allocation of seats on the Management Board will depend on the percentage of the Kingdom of Morocco's interest in the share capital and voting rights of the Company, as follows:

- if the interest of the Kingdom of Morocco is at least equal to 15% of the share capital and voting rights of the Company, two members will be appointed on the proposal of the Kingdom of Morocco and three, including the Chairman and CFO, on the proposal of Etisalat;
- if the interest of the Kingdom of Morocco is at least equal to 9% of the share capital and voting rights of the Company, one member will be appointed on the proposal of the Kingdom of Morocco and four members, including the Chairman and CFO, on the proposal of Etisalat.

### Audit Committee and Appointments and Compensation Committee

As long as the Kingdom of Morocco holds at least 5% of the Company's share capital and voting rights, it may propose the appointment of at least two members of the Company's Audit Committee, one of whom shall be independent.

The rules of procedure for the Audit Committee will provide for:

- the option for any member of the Audit Committee to propose that the Audit Committee carry out an audit of the Company, and the obligation for the Audit Committee to decide on any formal request made by at least two members of the Audit Committee to carry out such an audit; and
- the option for any member of the Audit Committee to make any proposal relating to the work plan of the Audit Committee.

The Shareholders' Agreement also provides for an Appointments and Compensation Committee composed of the Chairman and Vice-Chairman of the Company's Supervisory Board.

The stipulations with regard to the appointment of the Chairman and Vice-Chairman of the Supervisory Board and to the majority rules applicable to the Supervisory Board, as well as those applicable to the appointment of members of the Management Board, the Audit Committee, and the Appointments and Compensation Committee, will remain in force as long as the Kingdom of Morocco holds at least 5% of the share capital and voting rights of the Company and as long as Etisalat Group holds at least 20% of the share capital and voting rights of the Company.

## TERMS AND CONDITIONS FOR THE DISPOSAL OR ACQUISITION OF SHARES OF THE PARTIES

### Non-transfers of shares by the Kingdom of Morocco

The Kingdom of Morocco has undertaken not to surrender any of the shares it holds in the Company for a period of five (5) years following the signing of the Shareholders' Agreement (i.e. May 15, 2014), if such transfer would result in the Kingdom of Morocco holding less than 22% of the share capital and voting rights of the Company.

### Preemption right to the benefit of the Kingdom of Morocco

In the event of a proposed disposal of the shares held by Etisalat Group or its affiliates to a third party, the Kingdom of Morocco will be entitled to exercise a preemption right for a period of eight (8) years after signing the Shareholders' Agreement. This preemption right will only apply (i) to a transfer that would reduce the total interest of the Etisalat Group and SPT in the share capital of the Company to less than 50%, and (ii) to any transfer by Etisalat Group or SPT until the Kingdom of Morocco's stake reaches 50% of the Company shares plus one share.

### Call option held by the Kingdom of Morocco

The Kingdom of Morocco has a call option entitling it to purchase, should it so notify its intention, all of the shares held by the investment vehicle of Etisalat (currently SPT) in the Company, if a change of control of Etisalat (i) affects the national interests of the Kingdom of Morocco or (ii) has a substantial and negative impact on the competitive environment in Morocco, or following a loss of control of SPT by Etisalat or the vehicle that becomes a shareholder in Maroc Telecom in place of SPT.

This clause will remain in force as long as the Kingdom of Morocco holds at least 20% of the Company's share capital.

### Specific rights of the Kingdom of Morocco

The Kingdom of Morocco has the right to veto in the following cases:

- proposal of a merger, spin-off or partial transfer of assets that may substantially modify the Company's scope of activities or substantially modify the Company's corporate purpose, if the proposal is likely to affect the national interests of the Kingdom of Morocco and for any reason of national security;
- sale of shares by SPT to any entity, including any entity that controls SPT or is controlled by SPT and which is likely to affect the national interests of the Kingdom of Morocco.

These provisions will remain in force for the entire term of the Company.

#### Term of the Agreement

Subject to specific provisions with regard to the duration of certain rights, the Shareholders' Agreement has been entered into for a term of ten (10) years and will be renewable automatically for successive periods of five (5) years.

#### MAURITEL SA SHAREHOLDERS' AGREEMENT

According to the shareholders agreement entered into with the Islamic Republic of Mauritania, Maroc Telecom, which owns 51.527% of Mauritel via CMC Group, received and/or granted certain rights (right of first refusal, etc.) enabling it to protect its shareholders rights.

#### GABON TELECOM SHAREHOLDERS' AGREEMENT

According to the Shareholders' Agreement entered into with the Republic of Gabon, Maroc Telecom, which owns 51% of Gabon Telecom, received and/or granted certain rights (right of first refusal, etc.) enabling it to protect its shareholder rights.

#### SOTELMA SHAREHOLDERS' AGREEMENT

According to the Shareholders' Agreement entered into with the Republic of Mali, Maroc Telecom, which owns 51% of Sotelma, received and/or granted certain rights (right of first refusal, etc.) enabling it to protect its shareholder rights.

#### AGREEMENT REGARDING ATLANTIQUE TELECOM CÔTE D'IVOIRE

Under an agreement entered into with joint shareholder, Maroc Telecom, which owns 85% of Atlantique Telecom Côte d'Ivoire, received and/or granted certain rights to the minority shareholder enabling it to protect its shareholder rights.

## 3.2.2.3 ASSET PLEDGES

The Company has not pledged any assets.

In addition, the shares held by Maroc Telecom in its subsidiaries are not pledged for the benefit of third parties.

## 3.2.2.4 MARKET FOR THE COMPANY'S SHARES

### 3.2.2.4.1 Stock exchanges

Maroc Telecom's shares have been listed on both the Casablanca and Paris Stock Exchanges since December 13, 2004.

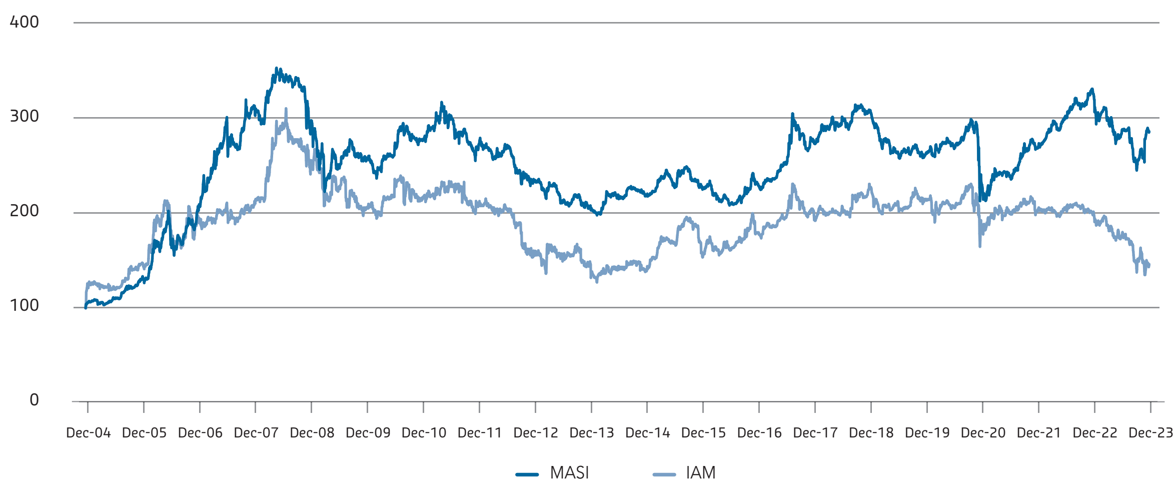
### 3.2.2.4.2 Maroc Telecom share price

**CASABLANCA STOCK EXCHANGE**
**MAIN MARKET, CODE 8001**

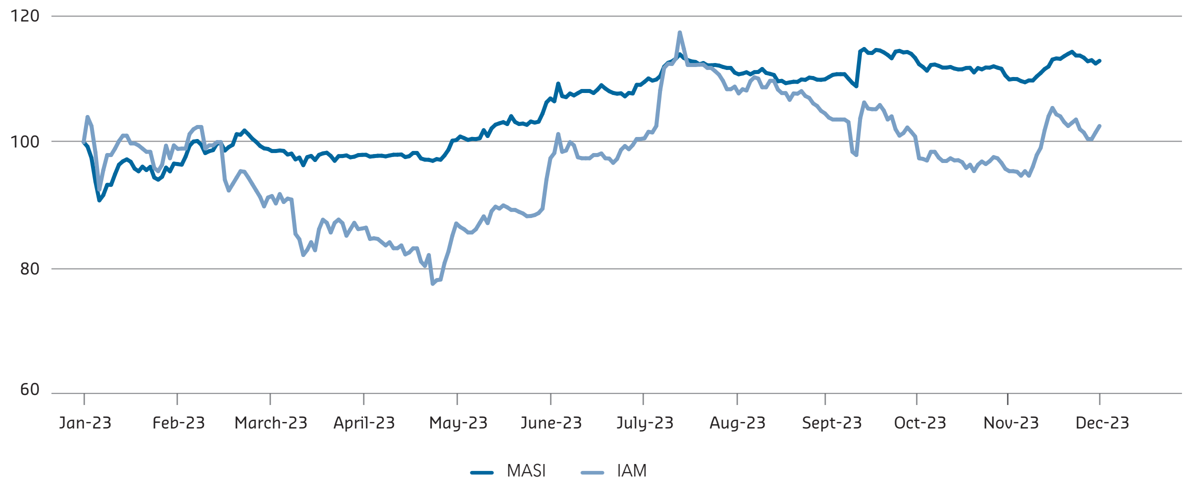
| | Weighted average price[(a)] *(in MAD)* | Highest[(c)] *(in MAD)* | Lowest[(c)] *(in MAD)* | Transactions: In number of shares traded *(in thousands)* | Transactions: In capital[(b)] *(in MAD million)* |
|---|---|---|---|---|---|
| January 2023 | 96.7 | 102.0 | 90.2 | 2,823.8 | 273.1 |
| February 2023 | 94.1 | 100.8 | 88.1 | 4,063.0 | 382.4 |
| March 2023 | 85.3 | 93.0 | 80.0 | 2,755.1 | 234.9 |
| April 2023 | 82.0 | 86.2 | 80.1 | 854.7 | 70.1 |
| May 2023 | 82.4 | 88.1 | 75.6 | 2,382.6 | 196.4 |
| June 2023 | 96.9 | 101.5 | 85.9 | 9,299.0 | 901.1 |
| July 2023 | 102.6 | 111.4 | 94.0 | 1,841.5 | 188.9 |
| August 2023 | 109.1 | 115.5 | 105.1 | 1,458.3 | 159.1 |
| September 2023 | 104.7 | 107.7 | 100.4 | 1,082.1 | 113.3 |
| October 2023 | 100.0 | 107.2 | 94.6 | 1,701.4 | 170.2 |
| November 2023 | 94.0 | 96.4 | 92.1 | 815.0 | 76.6 |
| December 2023 | 98.8 | 105.7 | 92.0 | 4,038.9 | 399.1 |
| January 2024 | 99.2 | 107.4 | 93.6 | 3,420.2 | 339.4 |

*(a) The average price is calculated by dividing the trading value of the transactions by the number of shares.*
*(b) Not included the transaction on block markets.*
*(c) In session.*
*Source: Casablanca Stock Exchange.*

**MAROC TELECOM SHARE PRICE PERFORMANCE ON THE CASABLANCA STOCK EXCHANGE**
SINCE DECEMBER 2004 (BASE 100)



SINCE JANUARY 2023 (BASE 100)




At the end of 2023, 99.6% of the float was outstanding on the Casablanca Stock Exchange.



### EURONEXT PARIS

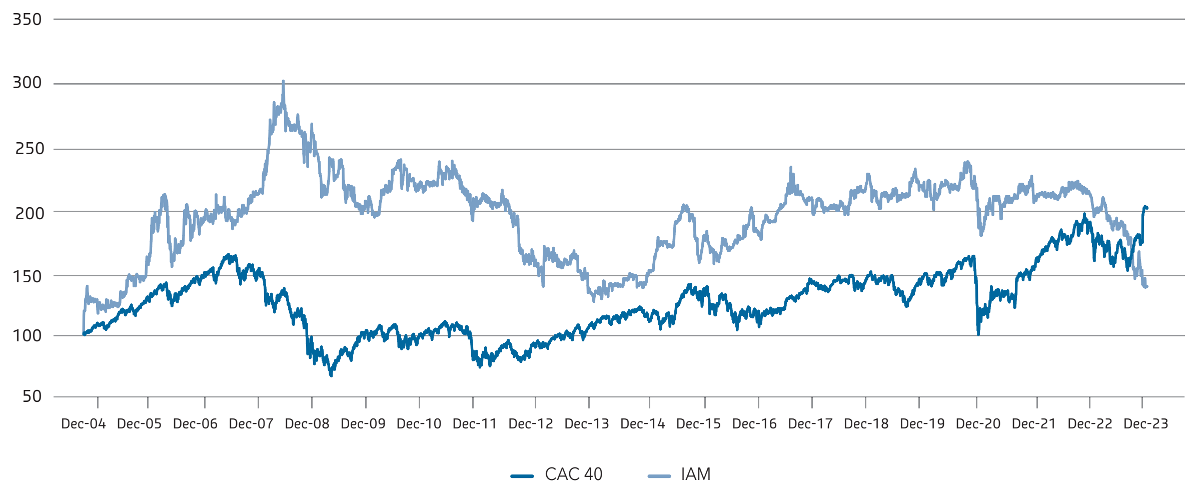
### EUROLIST – FOREIGN SECURITIES, CODE MA0000011488, ELIGIBLE FOR EURONEXT'S SRD (DEFERRED SETTLEMENT SERVICE)

| | | | | Transactions | |
|---|---|---|---|---|---|
| | **Average weighted price**[(a)] *(in EUR)* | **Highest**[(c)] *(in EUR)* | **Lowest**[(c)] *(in EUR)* | **In number of shares traded** *(in thousands)* | **In capital**[(b)] *(in EUR million)* |
| January 2023 | 8.9 | 9.3 | 8.5 | 15.2 | 0.1 |
| February 2023 | 8.9 | 9.4 | 8.5 | 16.8 | 0.1 |
| March 2023 | 8.9 | 9.4 | 8.6 | 5.3 | 0.0 |
| April 2023 | 8.0 | 8.9 | 7.6 | 11.8 | 0.1 |
| May 2023 | 7.5 | 8.0 | 7.1 | 14.0 | 0.1 |
| June 2023 | 8.4 | 8.9 | 7.8 | 6.7 | 0.1 |
| July 2023 | 9.1 | 10.2 | 8.5 | 11.0 | 0.1 |
| August 2023 | 9.9 | 10.1 | 9.6 | 8.4 | 0.1 |
| September 2023 | 9.5 | 9.9 | 9.3 | 5.6 | 0.1 |
| October 2023 | 9.3 | 9.6 | 9.1 | 3.5 | 0.0 |
| November 2023 | 8.6 | 9.2 | 8.2 | 7.6 | 0.1 |
| December 2023 | 8.7 | 8.9 | 8.3 | 17.1 | 0.1 |
| January 2024 | 9.1 | 9.7 | 8.5 | 10.4 | 0.1 |

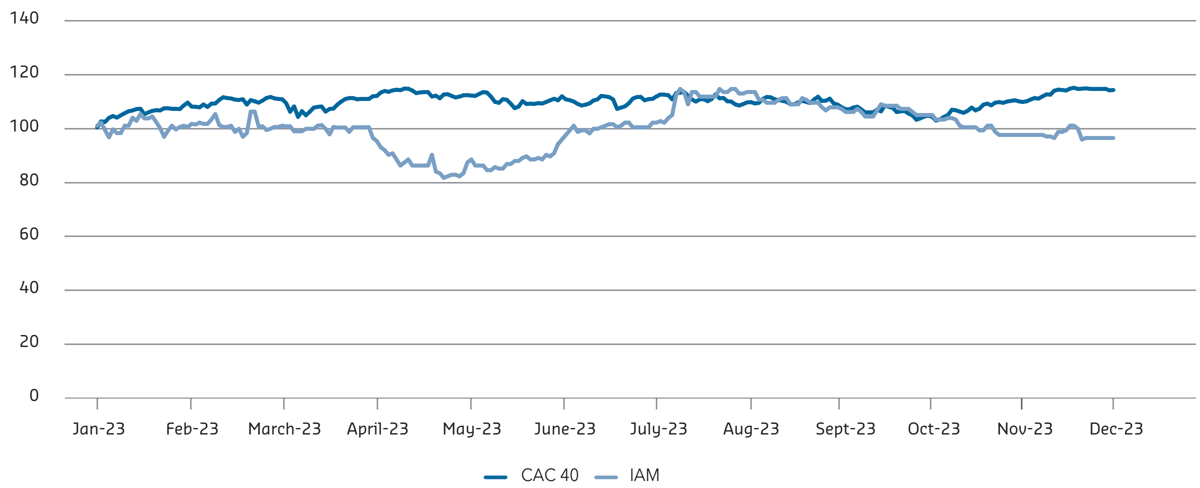
*(a) The average price is calculated by dividing the trading value of the transactions by the number of shares.*
*(b) Excluding off-market transactions.*
*(c) In session.*
*Source: Euronext Paris.*

## MAROC TELECOM SHARE PRICE PERFORMANCE ON THE PARIS STOCK EXCHANGE

SINCE DECEMBER 2004 (BASE 100)




SINCE JANUARY 2023 (BASE 100)




At the end of 2023, 0.4% of the float was outstanding on the Paris Stock Exchange.

### 3.2.2.5 DIVIDENDS AND DISTRIBUTION POLICY

#### 3.2.2.5.1 Dividends paid in recent fiscal years

The following table shows the amounts of dividends *(in MAD million)* paid out by the Company for fiscal years 2004 to 2023:

| Fiscal year | Payment date | Dividends |
|---|---|---|
| 2004 | 05/04/2005 | 4,395 |
| 2005 | 05/02/2006 | 6,119 |
| Extraordinary dividend | 06/12/2006 | 3,516 |
| 2006 | 05/15/2007 | 6,927 |
| 2007 | 05/28/2008 | 8,088 |
| 2008 | 06/03/2009 | 9,517 |
| 2009 | 06/02/2010 | 9,063 |
| 2010 | 05/31/2011 | 9,301 |
| 2011 | 05/31/2012 | 8,137 |
| 2012 | 06/03/2013 | 6,501 |
| 2013 | 06/02/2014 | 5,275 |
| 2014 | 06/02/2015 | 6,065 |
| 2015 | 06/02/2016 | 5,591 |
| 2016 | 06/02/2017 | 5,590 |
| 2017 | 06/05/2018 | 5,697 |
| 2018 | 06/04/2019 | 6,004 |
| 2019 | 06/02/2020 | 4,870 |
| 2020 | 09/15/2021 | 3,525 |
| 2021 | 09/15/2022 | 4,202 |
| 2022 | 09/15/2023 | 1,925 |
| 2023 | as from 06/03/2024 | 3,692[(a)] |

*(a) Amount proposed to the Ordinary General Meeting of March 28, 2024. This amount is adjusted to reflect the number of treasury shares held on the dividend payment date.*

At December 31, 2023, the Company's reserves totaled MAD 8,099 million (excluding the profit/(loss) at end December 2023), of which MAD 4.167 billion were available for distribution.

#### 3.2.2.5.2 Future dividend policy

The Company is keen to reward its shareholders to their satisfaction, while also ensuring the means for its growth. This is why Maroc Telecom has decided to pursue a policy of regular dividend distribution in significant amounts, based on current conditions, the Company's profits and its financing needs.

However, the amount of dividends to be paid will be determined by taking into account the Company's capital requirements, return on capital and current and future profitability. The Company cannot guarantee shareholders that they will receive the same dividend payment every year. This does not constitute a commitment by the Company.

Note that Article 16 of the company Articles provides for the payment to the shareholders, in the form of dividends, of a total amount that is at least half the distributable profit, unless otherwise approved by a majority of three-quarters of the Supervisory Board.

In addition, the provisions of Article 331 in fine of Law 17-95 as amended and supplemented by Laws 20-05 and 78-12 state that it is prohibited to stipulate a fixed dividend for the benefit of shareholders; Any clause to the contrary is deemed unwritten unless the French State grants shareholders a minimum dividend guarantee.

Moroccan company law requires Maroc Telecom, like any corporation, to allocate 5% of net income to the legal reserve until it reaches 10% of the share capital. Maroc Telecom reached the limit of its legal reserve in 2004 and may therefore, starting with fiscal year 2005, distribute all its distributable profit, if its shareholders consider this is advisable.

#### 3.2.2.5.3 Tax treatment of dividends

**MOROCCAN TAX TREATMENT**

Shareholders should note that the Moroccan tax treatment is described below only for guidance and is not an exhaustive description of the tax situation applicable to each shareholder. Shareholders should therefore take advice from their tax advisers regarding the tax applicable to their specific situation and in particular concerning the acquisition, ownership or transfer of the Company's shares.

In Morocco the tax treatment of the distribution of dividends is governed by the General Tax Code: corporation tax (IS) for legal entity beneficiaries and income tax (IR) for individual beneficiaries.

In accordance with the provisions of the 2023 Finance Act, income from shares (dividends) received by natural or legal persons, whether resident in Morocco or not, and from profits made for each fiscal year beginning during the period from January 1, 2023 to December 31, 2026, as follows:

- 13.75% for the fiscal year beginning on January 1, 2023;
- 12.50% for the fiscal year beginning on January 1, 2024;
- 11.25% for the fiscal year beginning on January 1, 2025;
- 10% for the fiscal year beginning on January 1, 2026.

However, the income from shares, members' shares and similar income distributed and derived from profits for fiscal years beginning before January 1, 2023, remains subject to the 15% rate. Income from shares, members' shares and similar income distributed is considered to have been deducted from the oldest fiscal years.

The companies involved in the payment of this income are responsible for withholding the tax at source and paying it to the Treasury.

However, companies that have their registered office in Morocco are exempt from this withholding, provided that they deliver to the paying agents a certificate of ownership of the shares showing their IS tax identification number in Morocco.

Note that dividends and other income from investments resulting from the distribution of profits by companies within the scope of corporate income tax, even if those companies are specifically exempt from this, to companies with their registered office in Morocco and subject to said tax are included in the operating income of the beneficiary of the dividends and other income from investments with a 100% allowance.

Similarly, dividends and other income from investments resulting from the distribution of foreign profits are included in the operating income of the beneficiary company with a 100% allowance. This measure applies to dividends and other income from investments received after January 1, 2008.

Note that dividends paid to residents of countries with which the Kingdom of Morocco has signed double taxation treaties may be subject to taxation at a rate below that obtaining in Morocco, if the treaties provide for such a rate.

International law effectively prevails, in accordance with the Moroccan Constitution. If the double taxation agreement provides for a rate lower than the rate obtaining in Morocco, the rate provided for by the agreement is applied.

For example, under the tax treaty between Morocco and France, a rate of 15% applies, higher than the common law rate applicable in 2023. Under the tax treaty between Morocco and the UAE a standard rate lower than the common law rate applies, corresponding to:

- a rate of 5% if the equity held in the Company paying dividends is 10% or more;
- a rate of 10% applies if the equity held is less than 10%.

These persons are usually entitled to a tax credit with the tax authorities in their country for the tax paid in Morocco, in accordance with the procedures to avoid double taxation, where this is allowed under the tax regulations in their country.

Moroccan exchange regulations allow foreign shareholders to transfer dividends abroad, on the condition that they present a certain number of documents to an approved intermediary, primarily:

- transfer orders;
- the balance sheets and income and expense accounts as approved by the Tax Administration or accompanied by the receipt for the electronic filing of tax returns, as well as the supporting documents relating to the fiscal year for which the transfer is requested and the statement of non-accounting adjustments made to obtain the taxable income;
- the minutes of the Ordinary General Meetings at which the Company's results were discussed, showing the distribution of profits and the amount of dividends paid out;
- the list of shareholders and foreign or Moroccan Directors residing abroad, indicating their identity, nationality, address and the number of shares held by each of them;
- documentary evidence of the withholding tax paid.

#### FRENCH TAX TREATMENT

Shareholders should note that the French tax treatment is described below only for guidance and is not an exhaustive description of the tax situation applicable to each shareholder. Shareholders should therefore take advice from their tax advisers regarding the tax applicable to their specific situation and in particular concerning the acquisition, ownership or transfer of the Company's shares.

### Individuals holding shares as part of their private assets and not habitually executing trades on the stock exchange

In accordance with the provisions of Article 25-2 of the Tax Treaty signed on May 29, 1970, by and between the Republic of France and the Kingdom of Morocco (the "Tax Treaty"), a shareholder resident in France is entitled to take a tax credit chargeable against the amount of tax on the income in France payable on this same income. The amount is set out in Article 25-3 of the Tax Treaty at a flat rate of 25% of the gross amount of the dividends distributed (before application of Moroccan withholding tax).

As of January 1, 2018, dividends received by persons resident in France are fully taxed at the flat tax rate of 30%, broken down as follows:

- 12.8% for income tax;
- 17.2% for social security contributions.

The tax is based on gross dividends and is without allowances. Taxpayers may, however, expressly request to have their dividends taxed at the progressive tax scale under the conditions described below. Once chosen, the option to have investment income taxed at the progressive tax scale cannot be reversed and must be applied to the tax return submitted the year after the dividends are paid.

Under the progressive tax scale option, pursuant to a valid decision of the competent bodies of the Company, dividends are taken into account in the calculation of income tax, after applying a 40% deduction on their gross amount (i.e. 60% of the gross dividend is taxable). Investors should note that dividends denominated in Moroccan dirhams will, for the purposes of taxation in France, be converted into euros at the exchange rate in Paris on the dividend payment date. If there is no exchange rate on that day, the average exchange rate from a sufficiently close date is applied.

Applied to dividends, the flat tax consists of a social security contribution of 17.2% (from which can be deducted the CSG up to 6.8%) and a withholding income tax of 12.8%. However, persons whose taxable income for the previous year but one is less than EUR 50,000 (single, divorced or widowed taxpayers) or EUR 75,000 (joint taxpayers) may apply, no later than November 30 of the year preceding that of payment, for an exemption from this withholding.

Note that when the company paying the dividend is based in France, it is responsible for withholding these payments. Otherwise, shareholders must remit them voluntarily by the fifteenth of the month following payment of the dividends to the tax authority in their country of residence. They are subsequently declared by the shareholder with other income for the calendar year (in May/June of the following year) under the progressive tax, if so opted. The withholding tax of 12.8% and the minimum tax charge of 25% will apply.

Subject to the application of international agreements providing for reduced tax, dividends distributed to individuals who are not residents of France are subject to the maximum rate of withholding tax of 12.8%. Dividends paid in a Non-Cooperative Country or Territory (NCCT – Anguilla, British Virgin Islands, Seychelles, Vanuatu, Fiji, Guam, US Virgin Islands, American Samoa, Samoa, Trinidad and Tobago, Palos, Panama, the Bahamas and Turks and Caicos Islands (French ministerial order of March 3, 2023) are subject to a mandatory withholding tax of 75%.

### Legal entities subject to corporate income tax

A distinction should be made depending on whether or not the shareholder is the parent company of Maroc Telecom.

### Legal entities qualifying for the parent-subsidiary tax treatment

Legal entities meeting the requirements of Articles 145 and 216 of the French General Tax Code may, at their option, claim an exemption for dividends received, in accordance with the parent-subsidiary tax treatment. Article 216 I of the French General Tax Code stipulates, however, that a portion of the costs and expenses, set at a flat rate of 5% of the amount of dividends received, tax credit included, are to be added back into the taxable income of the legal entity beneficiary of such dividends. The tax credit cannot be offset against corporate income tax, but can be offset against any withholding tax that may be due in the event of further dividends being paid in the subsequent five years.

### Legal entities not qualifying for the parent-subsidiary tax treatment

Companies are taxed on dividends received at the normal rate[(1)] of corporate income tax, plus the 3.3% social security contribution on corporate income tax if the amount of corporate income tax exceeds EUR 763,000 per 12-month period.

The flat-rate tax credit set out in Article 25-3 of the Tax Treaty at 25% of the amount of dividends distributed can be offset against corporate income tax. However, the tax credit cannot exceed the amount of corporate income tax for French companies in respect of such dividends. The surplus tax credit cannot be refunded or carried forward.

*(1) For fiscal years beginning on or after January 1, 2022, the rate is 25%.*

## 3.2.3 Corporate governance

Maroc Telecom, a company incorporated under Moroccan law, is not required to comply with governance Codes in France but has set up a system that complies with the principles of good governance.

### 3.2.3.1 MANAGEMENT AND SUPERVISORY BODIES

#### 3.2.3.1.1 Management Board

**COMPOSITION OF THE MANAGEMENT BOARD**

**Composition**

The Management Board is composed of five (5) members. It manages and directs the Company under the control of the Supervisory Board.

The members of the Management Board members must be individuals. All the members of the Management Board must be employees of the Company and/or resident in Morocco for more than 183 days a year, unless an exception has been authorized at a Supervisory Board meeting by a qualified majority of three-quarters of the members present or represented.

If the current term of office of a member of the Management Board is terminated, the Supervisory Board must appoint a replacement in the manner provided for by law and by the Company's Articles.

**Members of the Management Board**

| Name | Current position and main occupation | Date of appointment | Maturity term of office |
|---|---|---|---|
| Abdeslem AHIZOUNE | Chairman | Date of first appointment: February 20, 2001<br>Appointment renewed: February 20, 2023 | March 1, 2025 |
| Hassan RACHAD | Managing Director Networks and Systems (CTO) | Date of first appointment: December 5, 2014<br>Appointment renewed: February 20, 2023 | March 1, 2025 |
| Brahim BOUDAOUD | Managing Director, Legal and Regulatory Affairs | Date of first appointment: July 22, 2016<br>Appointment renewed: February 20, 2023 | March 1, 2025 |
| François VITTE | Managing Director Administration & Finance (CFO) | Date of first appointment: October 2, 2017<br>Appointment renewed: February 20, 2023 | March 1, 2025 |
| Abdelkader MAAMAR | Managing Director Services | Date of first appointment: February 15, 2019<br>Appointment renewed: February 20, 2023 | March 1, 2025 |

## BIOGRAPHICAL INFORMATION AND OTHER OFFICES AND POSITIONS HELD BY THE MEMBERS OF THE MANAGEMENT BOARD

### ABDESLEM AHIZOUNE

Chairman of the Management Board

**AGE:** 68

**GENDER:** M

**NATIONALITY:** Moroccan

**REAPPOINTED:**
02/20/2023

**TERM OF OFFICE EXPIRES:**
03/01/2025

**ADDRESS:**
Maroc Telecom – Avenue Annakhil, Hay Riad, Rabat, Morocco

**BIOGRAPHY**

Born on April 20, 1955, Mr. Abdeslem AHIZOUNE is a graduate of the École Paris Tech (1977). He has been Chairman of Maroc Telecom's Management Board since February 2001 and was a member of Vivendi's Management Board from April 2005 to June 2012. Mr. AHIZOUNE has been Chairman of the Association of Moroccan Telecom Professionals (Association Marocaine des Professionnels des Télécoms, or MATI) since 2008. Chairman and Chief Executive Officer of Maroc Telecom from 1998 to 2001. Mr. Abdeslem AHIZOUNE was previously Minister of Telecommunications in four governments, from 1992 to 1995 and from 1997 to 1998, while holding the position of Director General of the National Office of Postal Services and Telecommunications (Office National des Postes et Télécommunications, "ONPT") from 1992 to 1997. From 1983 to 1992, he was Director of Telecommunications at the Ministry of Post and Telecommunications. Abdeslem AHIZOUNE has been President of the Royal Moroccan Athletics Federation since 2006 and President of the Maroc Cultures Association since 2015.

**HONORS**

**In Morocco:** 1985: WISSAM Order of Merit, Exceptional Class, 1991: WISSAM of the Throne of the Order of Knight 1995: WISSAM of the Throne of the Order of Officer.

**In France:** 2003: Knight of the National Order of the Legion of Honor.

**CURRENT OFFICES AT 12/31/2023**

| Company | Positions and offices held |
|---|---|
| Mohammed V Foundation for Solidarity (*Fondation Mohammed V pour la Solidarité*, Morocco) | Member of the Board of Directors |
| Lalla Salma Foundation for the Prevention and Treatment of Cancer (*Fondation Lalla Salma de Prévention et Traitement des Cancers*, Morocco) | Member of the Board of Directors |
| Mohammed VI Foundation for the Environment (*Fondation Mohammed VI pour la Protection de l'Environnement*, Morocco) | Member of the Board of Directors |
| Moroccan Culture Association (*Association Maroc Cultures*, Morocco) | Chairman |
| Al Akhawayn University (Morocco) | Member of the Board of Directors |
| Royal Moroccan Athletics Federation (*Fédération Royale Marocaine d'Athlétisme*, Morocco) | Chairman |
| Association of Moroccan Telecom Professionals (*Association Marocaine des Professionnels des Télécoms*, or MATI) | Chairman |
| MOSSANADA Association | Chairman |

**OFFICES EXPIRED**

| Company | Positions and offices held |
|---|---|
| Confederation of African Athletics | Vice-Chairman |
| General Business Confederation of Morocco (Confédération Générale des Entreprises du Maroc, or CGEM) | Vice-Chairman |
| Royal Institute of Amazighe Culture (Institut Royal de la Culture Amazighe) | Member of the Board of Directors |
| International Chamber of Commerce | Member of the Executive Committee |
| Axa Assurances (Morocco) | Director |
| Holcim SA (Morocco) | Director |

## HASSAN RACHAD

Member of the Management Board
Managing Director Networks and Systems (CTO)

**AGE:** 61

**GENDER:** M

**NATIONALITY:** Moroccan

**REAPPOINTED:**
02/20/2023

**TERM OF OFFICE EXPIRES:**
03/01/2025

**ADDRESS:**
Maroc Telecom –
Avenue Annakhil, Hay Riad,
Rabat, Morocco

**BIOGRAPHY**

Born on August 6, 1962, Mr. Hassan RACHAD has a graduate degree in engineering from École Nationale Supérieure des Télécommunications in Paris.

After joining Maroc Telecom in 1988 as Telecom engineer, Mr. Hassan RACHAD has held several management positions within the same Group, including Director of Human Resources and Regional Director for Greater Casablanca, Marrakesh and Oujda.

**HONOR**

**In Morocco:** 2017: WISSAM Order of Merit, Exceptional Class

**CURRENT OFFICES AT 12/31/2023**

| Company | Positions and offices held |
|---|---|
| **MAROC TELECOM GROUP** | |
| Mauritel SA (Mauritania) | Director |
| Casanet SA (Morocco) | Director |
| MT FLY SA (Morocco) | Director |
| MT Cash SA (Morocco) | Director |
| Moov Africa Chad SA (Chad) | Chairman of the Board of Directors |
| **OTHER** | |
| MOSSANADA association | President Delegate |

**OFFICES EXPIRED**

| Company | Positions and offices held |
|---|---|
| Gabon Telecom SA (Gabon) | Director |
| Onatel SA (Burkina Faso), listed company | Director |
| Sotelma SA (Mali) | Director |
| Moov Africa Togo SA (Togo) | Chairman of the Board of Directors |

## BRAHIM BOUDAOUD

Member of the Management Board
Managing Director, Legal and Regulatory Affairs

**AGE:** 55

**GENDER:** M

**NATIONALITY:** Moroccan

**REAPPOINTED:**
02/20/2023

**TERM OF OFFICE EXPIRES:**
03/01/2025

**ADDRESS:**
Maroc Telecom -
Avenue Annakhil, Hay Riad,
Rabat, Morocco

**BIOGRAPHY**

Born on April 7, 1968, Mr. Brahim BOUDAOUD graduated in 1995 with an MBA in Network Company Management from École Nationale des Postes et Télécommunications in Paris and holds a degree in Postal and Telecommunications Administration.

He was 1st in the competitive entrance exams to the Grandes Écoles in Telecoms Management in Paris and Évry in the written and oral tests in 1993.

He also holds a degree in Telecommunications Economics and Strategy from CNAM Paris.

He has worked as a Professor in fundamental and strategic marketing and in business management.

Prior to his appointment as Managing Director of Regulatory and Legal Affairs at Maroc Telecom, Mr. BOUDAOUD held several management positions within the same Group since 2000, including Commercial Director, Sales Director and Marketing Director.

**CURRENT OFFICES AT 12/31/2023**

| Company | Positions and offices held |
|---|---|
| **MAROC TELECOM GROUP** | |
| Gabon Telecom SA (Gabon) | Permanent representative of Maroc Telecom, Director |
| MT Fly SA (Morocco) | Chairman of the Board of Directors |
| MT Cash SA (Morocco) | Chairman of the Board of Directors |
| **OTHER** | |
| MOSSANADA association | Director |

**OFFICES EXPIRED**

| Company | Positions and offices held |
|---|---|
| Onatel SA (Burkina Faso), listed company | Director |
| Atlantique Telecom Côte d'Ivoire (Côte d'Ivoire) | Director |
| Atlantique Telecom Togo (Togo) | Director |
| Etisalat Benin (Benin) | Director |
| Sotelma SA (Mali) | Director |

## FRANÇOIS VITTE

Member of the Management Board
Managing Director Administration & Finance (CFO)

**AGE:** 56
**GENDER:** M
**NATIONALITY:** French
**REAPPOINTED:**
02/20/2023
**TERM OF OFFICE EXPIRES:**
03/01/2025
**ADDRESS:**
Maroc Telecom -
Avenue Annakhil, Hay Riad,
Rabat, Morocco

**BIOGRAPHY**

Born on March 4, 1968, Mr. François VITTE is a graduate of the École Supérieure de Commerce in Toulouse, France.

Mr. VITTE has had a varied international financial career, mostly within the Orange Group, which he joined in 1996. During part of his time there, he was Chief Operating Officer in Egypt and Ethiopia. Previously, he held several financial positions in France and the UK before going to the Dominican Republic to serve as Vice President of Finance.

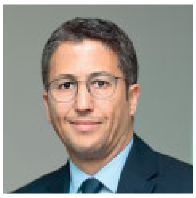
Mr. VITTE began his career in the Club Med Group, where he held various financial positions, mainly in Paris.

**CURRENT OFFICES AT 12/31/2023**

| Company | Positions and offices held |
|---|---|
| **MAROC TELECOM GROUP** | |
| CMC SA (Mauritania) | Chairman of the Board of Directors |
| MT Cash SA (Morocco) | Permanent representative of Maroc Telecom, Director |

**OFFICES EXPIRED**

| Company | Positions and offices held |
|---|---|
| None | |



## ABDELKADER MAAMAR

Member of the Management Board
Managing Director Services

**AGE:** 53
**GENDER:** M
**NATIONALITY:** Moroccan
**REAPPOINTED:**
02/20/2023
**TERM OF OFFICE EXPIRES:**
03/01/2025
**ADDRESS:**
Maroc Telecom –
Avenue Annakhil, Hay Riad,
Rabat, Morocco

**BIOGRAPHY**

Born on November 4, 1970, Mr. Abdelkader MAAMAR is a graduate of the Institut National des Postes et Télécommunications in Rabat and the Institut Européen d'Administration des Affaires in Paris where he studied Management.

Since 2004, Mr. MAAMAR has held a number of positions at Maroc Telecom, including Sales Director and Marketing Director.

**CURRENT OFFICES AT 12/31/2023**

| Company | Positions and offices held |
|---|---|
| **MAROC TELECOM GROUP** | |
| Sotelma SA (Mali) | Permanent representative of Maroc Telecom, Director |
| MT Cash (Morocco) | Director |

**OFFICES EXPIRED**

| Company | Positions and offices held |
|---|---|
| None | |

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## APPOINTMENT, OPERATION AND RESPONSIBILITIES OF THE MANAGEMENT BOARD

### Appointment and dismissal of members of the Management Board

Members of the Management Board are appointed by a simple majority of the members of the Supervisory Board present or represented. The Supervisory Board appoints one of them as Chairman.

They may be removed from office by the Ordinary General Meeting. If the removal is without just cause, it may result in the payment of damages.

The removal from office of a member of the Management Board does not have the effect of terminating the employment contract that the person concerned may have signed with the Company.

### Term of office

Members of the Management Board are appointed for a renewable term of two (2) years.

If the appointment of a member of the Management Board is terminated during such member's term in office, the Board member's replacement is appointed for the time remaining until the reappointment of the Management Board.

Members of the Management Board may always be reappointed.

### Operation

The Management Board manages collectively the affairs of the Company.

The members of the Management Board may, with the approval of the Supervisory Board, allocate management tasks among themselves.

However, this allocation may not in any way have the effect of removing from the Management Board its characteristic collective responsibility for the management of the Company. Its decisions are made by a majority vote of the members present or represented, each of them having one vote. Mr. Hassan RACHAD and Mr. Abdelkader MAAMAR represent the Kingdom of Morocco, while Mr. Abdeslem AHIZOUNE, Mr. François VITTE and Mr. Brahim BOUDAOUD represent Etisalat.

Meetings of the Management Board may be held outside the registered office or by videoconferencing or equivalent methods enabling members to be identified, as provided for by current regulations.

Minutes of Management Board deliberations are entered in a special register and signed by the Chairman of the Management Board and one other member. Copies or extracts of these minutes are certified by the Chairman of the Management Board or by a Chief Executive Officer.

### Powers

The Management Board is vested with the broadest powers to act in all circumstances in the name of the Company, within the limits of its corporate purpose, and subject to the powers expressly granted to the Supervisory Board by law and by Articles 10.5.3 to 10.5.5 of the company Articles.

In its dealings with third parties, the Company is bound even by action taken by the Management Board which falls outside the corporate purpose and company Articles, unless it proves that the third party knew that the action was ultra vires and/or that the action exceeded statutory provisions or that the third party must have been aware of this, given the circumstances.

The provisions of the company Articles restricting the powers of the Management Board are not binding on third parties.

The Chairman of the Management Board represents the Company in its relations with third parties. The Supervisory Board may, however, assign the same power of representation to one or more members of the Management Board who then hold the title of executive officer.

The provisions of the company Articles restricting the Company's power of representation to the Chairman or, if applicable, the executive officer are not binding on third parties.

The Chairman of the Management Board or the executive officer(s) may grant powers of attorney to a third party. However, the authority granted by such power of attorney must be limited and relate to one or more specific purposes.

With regard to third parties, all acts binding the Company are valid if carried out by the Chairman of the Management Board or any member appointed by the Supervisory Board as an executive officer.

### Reporting obligations

The Supervisory Board may at any time ask the Management Board to submit a report on its management and ongoing operations. At the request of the Supervisory Board, this report may be supplemented by a provisional financial statement of the Company.

As and where necessary, the Management Board delivers to the Supervisory Board a report explaining the possible application or implementation of the items to be adopted by the Supervisory Board in accordance with Articles 10.5.3 to 10.5.5 of the company Articles.

At least once in every quarter, the Management Board presents a report on the Company's operations to the Supervisory Board.

Within three (3) months of the end of each fiscal year, the Management Board must approve the Company's annual financial statements (statement of financial position, income statement and accompanying notes) and submit them to the Supervisory Board so that it can exercise control.

The Management Board must also deliver to the Supervisory Board the report to be presented to the Ordinary General Meeting called to approve the financial statements for the previous fiscal year, so that it may, if necessary, prepare comments that will be presented to the meeting.

### Compensation

As part of its appointment decision, the Supervisory Board sets the method and the amount of the compensation for each Management Board member.

### Liability

Without prejudice to the specific liability resulting from receivership or liquidation of the Company's assets, the members of the Management Board are jointly and severally liable, as applicable, to the Company or third parties, for violations of legal and regulatory provisions applicable to corporations, for breaches of the company Articles, or for misconduct in their management.

In 2023, the Management Board met over 20 times.

### 3.2.3.1.2 Supervisory Board

#### COMPOSITION OF THE SUPERVISORY BOARD

**Composition**

The Supervisory Board is composed of eleven (11) members, including two (2) independent members in the process of being appointed.

In the appointment of Supervisory Board members, gender balance is sought in accordance with the legal and regulatory provisions in force.

Each member of the Supervisory Board, with the exception of independent members, must own at least one share in the Company during the member's entire term of office.

The members of the Supervisory Board are elected by the Ordinary General Meeting.

If, on the day of appointment, a member of the Supervisory Board does not own at least one share in the Company or if, during the member's term, he or she ceases to own said share, the Board member will be deemed to have automatically resigned from office if the situation is not rectified within three (3) months.

| Name | Current position and main occupation | Date of appointment | Maturity term of office | Primary occupation or employment |
|---|---|---|---|---|
| Nadia FETTAH ALAOUI | Chairman | Supervisory Board meeting of October 25, 2021 | Ordinary General Meeting called to vote on the 2024 financial statements | Minister of the Economy and Finance Morocco |
| Jassem Mohammed Bu Ataba AL ZAABI | Vice-Chairman | Supervisory Board meeting of April 22, 2021 | Ordinary General Meeting called to vote on the 2024 financial statements | Chairman of the Finance Department of Abu Dhabi and Chairman of the Board of Directors of the Etisalat Group, United Arab Emirates |
| Abdelouafi LAFTIT | Member | Supervisory Board meeting of July 21, 2017 | Ordinary General Meeting called to vote on the 2024 financial statements | Minister of the Interior, Morocco |
| Abdellatif ZAGHNOUN | Member | Supervisory Board meeting of February 20, 2023 | Ordinary General Meeting called to vote on the 2024 financial statements | General Manager of the National Agency for Strategic Management of State Holdings and Monitoring of the Performance of Public Establishments and Enterprises, Morocco |
| Hatem DOWIDAR | Member | Supervisory Board meeting of July 22, 2016 | Ordinary General Meeting called to vote on the 2024 financial statements | Chief Executive Officer of Etisalat Group, United Arab Emirates |
| Luis ENRIQUEZ | Member | Supervisory Board meeting of July 22, 2020 | Ordinary General Meeting called to vote on the 2025 financial statements | Advisor to the Board of Directors of Etisalat Group, United Arab Emirates and Partner, Grafine Capital Partners, United States |
| Hesham Abdulla QASSIM AL QASSIM | Member | Supervisory Board meeting of October 25, 2021 | Ordinary General Meeting called to vote on the 2024 financial statements | Chief Executive Officer of WASL Group, Asset Management, United Arab Emirates |
| Mohammed Karim BENNIS | Member | Supervisory Board meeting of October 25, 2021 | Ordinary General Meeting called to vote on the 2024 financial statements | Chief Financial Officer of Etisalat Group United Arab Emirates |
| Khaled HEGAZY* | Member | Supervisory Board meeting of December 8, 2023 | Ordinary General Meeting called to vote on the 2027 financial statements | Director of Strategy and Regulation of Etisalat International, United Arab Emirates |

* *Position held since December 8, 2023.*

**Term of office**

The term of office of members of the Supervisory Board is six years.

The term of office of a member of the Supervisory Board expires at the close of the Ordinary General Meeting that approved the financial statements for the previous fiscal year and that is held in the year in which the term of office of the Supervisory Board member expires. They may always be reappointed.

They may be removed by the Ordinary General Meeting at any time.

No member of the Supervisory Board and no employee or officer of a legal entity that is a member of the Supervisory Board may be a member of the Management Board. If a member of the Supervisory Board is appointed to the Management Board, the term of office of such member on the Supervisory Board ends upon the member's entry into office on the Management Board.

A legal entity may be appointed to the Supervisory Board. On its appointment, the legal entity is required to appoint a permanent representative who is subject to the same conditions and obligations and who incurs the same civil and criminal liability as if the representative were a member of the Supervisory Board in his or her own name, without prejudice to the joint liability of the legal entity he or she represents.

When a legal entity revokes the appointment of its representative, it is required, at the same time, to appoint another representative in its place.

It must immediately inform the Company of its decision. The same procedure is followed in the event of the death or resignation of the permanent representative.

### Vacancies – Cooptation

If one or more seats on the Supervisory Board become vacant because of the death, resignation or other impediment of a member, the Board may make provisional appointments between two (2) General Meetings.

If the number of members of the Supervisory Board falls below eight (8), the Supervisory Board must make provisional appointments to fill the Board within three (3) months from the date on which the vacancy occurs.

Provisional appointments made by the Supervisory Board are subject to ratification at the next Ordinary General Meeting; the member appointed to replace another will remain in office only for the rest of his or her predecessor's term.

If provisional appointments are not ratified, the resolutions adopted and the actions taken previously by the Supervisory Board nonetheless remain valid.

If the number of members of the Supervisory Board falls below three (3), the Management Board must call an Ordinary General Meeting to fill the Board within thirty (30) days from the date on which the vacancy occurs.

In addition, when the composition of the Supervisory Board no longer complies with the gender balance principles set out in the legal and regulatory provisions in force, the Supervisory Board must make provisional appointments in order to remedy the situation within three (3) months of the date on which the vacancy occurs.

## BIOGRAPHICAL DETAILS AND OTHER POSITIONS HELD BY MEMBERS OF THE SUPERVISORY BOARD

### NADIA FETTAH ALAOUI

Chairman of the Supervisory Board
Minister of the Economy and Finance

**AGE:** 52

**GENDER:** F

**NATIONALITY:** Moroccan

**APPOINTMENT:** 10/25/2021

**TERM OF OFFICE EXPIRES:**
Ordinary General Meeting called to vote on the 2024 financial statements

**ADDRESS:**
Ministry of Economy and Finance, Rabat

**BIOGRAPHY**

Mrs. Nadia FETTAH ALAOUI, was appointed on October 7, 2021 by His Majesty King Mohammed VI may God assist him, Minister of the Economy and Finance.
A graduate of the École des Hautes Études Commerciales "HEC" in Paris in 1994, Mrs. Nadia FETTAH ALAOUI began her career as a consultant at Arthur Andersen before creating a private equity fund in Morocco, which she managed for five years.
After holding the position of Chief Executive Officer of a large insurance company in Morocco, she will support a leading investment holding company in its M&A transactions in Africa and the Middle East.
In 2017, Mrs. Nadia FETTAH ALAOUI held the position of Chief Executive Officer of the Sanlam Pan Africa Group before being appointed Minister of Tourism, Handicrafts, Air Transport and Social Economy.
Known in the field of insurance in Africa, Mrs. Nadia FETTAH ALAOUI was elected "CEO of the year" in 2018 by the Africa CEO Forum in Abidjan.
Active in the non-profit sector, Mrs. Nadia FETTAH ALAOUI is a founding member of the Club des Femmes Administrateurs in Morocco and a member of the international network "Women Corporate Directors".

**CURRENT OFFICES AT 12/31/2023**

| Company | Positions and offices held |
|---|---|
| None | |

**OFFICES EXPIRED**

| Company | Positions and offices held |
|---|---|
| None | |

## JASSEM MOHAMMED BU ATABA AL ZAABI

Vice-Chairman of the Supervisory Board
Chairman of the Abu Dhabi Finance Department, Chairman of the Etisalat Group

**AGE:** 49
**GENDER:** M
**NATIONALITY:** Emirati
**APPOINTMENT:** 04/22/2021
**TERM OF OFFICE EXPIRES:**
Ordinary General Meeting called to vote on the 2024 financial statement
**ADDRESS:**
Etisalat - Intersection of Sheikh Zayed the First Street and Sheikh Rashid Bin Saeed Al Maktoum Road, PO 3838, Abu Dhabi

**BIOGRAPHY**

Mr. Jassem Mohammed Bu Ataba AL ZAABI is Chairman of the Department of Finance of Abu Dhabi, Chairman of the Board of Directors of Etisalat Group, General Secretary of the Supreme Council of Financial and Economic Affairs of Abu Dhabi, member of the Executive Council of Abu Dhabi, Vice-Chairman of the Board of Directors of Abu Dhabi Holding Company and Vice-Chairman of United Arab Emirates Central Bank.

In addition, Mr. AL ZAABI is Chairman of the Board of Directors of the Abu Dhabi Pension Fund and Vice-Chairman of the Board of Directors of Abu Dhabi Holding Company, as well as a member of the Advisory Board of Mohammed Bin Zayed University for artificial intelligence. He is also a member of the Board of Directors of First Abu Dhabi Bank and the Tawazun Economic Council.

Mr. AL ZAABI holds an MBA from London Business School and a BS in Business Administration from Ajman University of Science and Technology.

**CURRENT OFFICES AT 12/31/2023**

| Company | Positions and offices held |
|---|---|
| Department of Finance of Abu Dhabi | Chairman |
| Supreme Council of Financial a nd Economic Affairs | General Secretary |
| Executive Council | Member |
| United Arab Emirates Central Bank | Vice-Chairman |
| Abu Dhabi Pension Fund | Chairman of the Board of Directors |
| Abu Dhabi Holding Company | Vice-Chairman of the Board of Directors |
| Mohammed Bin Zayed University for Artificial Intelligence | Member of the Advisory Board |
| First Abu Dhabi Bank | Member of the Board of Directors |
| Tawazun Economic Council | Member of the Board of Directors |
| Etisalat Group | Chairman of the Board of Directors |

**OFFICES EXPIRED**

| Company | Positions and offices held |
|---|---|
| None | |

## ABDELOUAFI LAFTIT

Member of the Supervisory Board
Minister of the Interior

**AGE:** 56
**GENDER:** M
**NATIONALITY:** Moroccan
**APPOINTMENT:** 07/21/2017
**TERM OF OFFICE EXPIRES:**
Ordinary General Meeting called to vote on the 2024 financial statements
**ADDRESS:**
Ministry of the Interior, Rabat

**BIOGRAPHY**

Mr. Abdelouafi LAFTIT was born on September 29, 1967, in Tafrist. On April 5, 2017, he was appointed by HM King Mohammed VI as Minister of the Interior.

A graduate of the École Polytechnique of Paris in 1989 and the École Nationale des Ponts et Chaussées in 1991, Mr. LAFTIT started his professional career in the financial field in France before joining the port operating office where between 1992 and 2002 he held the post of Director of Ports in Agadir, Safi and Tangiers, before being appointed, in May 2002, Director of the Tangier – Tetouan Regional Investment Center.

On September 13, 2003, Mr. LAFTIT was appointed by HM the King to be Governor of Fahs-Anjra Province, and in October 2006, he was then appointed Governor of the Province of Nador, a position he held until his appointment in March 2010 as Chairman and Managing Director of the Société d'Aménagement pour le Reconversion de la Zone Portuaire de Tanger.

On January 24, 2014, he was appointed by HM the King to be Wali of the Rabat-Sale-Zemmour-Zaer Region, Governor of the Rabat Prefecture.

**CURRENT OFFICES AT 12/31/2023**

| Company | Positions and offices held |
|---|---|
| None | |

**OFFICES EXPIRED**

| Company | Positions and offices held |
|---|---|
| None | |

## ABDELLATIF ZAGHNOUN

Member of the Supervisory Board
General Manager of the National Agency for Strategic Management of State Holdings and Monitoring of the Performance of Public Establishments and Enterprises

**AGE:** 63
**GENDER:** M
**NATIONALITY:** Moroccan
**APPOINTMENT:** 02/20/2023
**TERM OF OFFICE EXPIRES:**
Ordinary General Meeting called to vote on the 2024 financial statements
**ADDRESS:**
National Agency for Strategic Management of State Holdings and Monitoring of the Performance of Public Establishments and Enterprises

**BIOGRAPHY**

Mr. Abdellatif ZAGHNOUN, appointed by His Majesty King Mohammed VI, in July 2022, as General Manager of the National Agency for the Strategic Management of State Investments and the Monitoring of the Performance of Public Institutions and Enterprises, was born in 1958 and graduated from the Mohammadia School of Engineers.

Mr. ZAGHNOUN began his professional career in 1982 at OCP where he was Director of the Mining Division and a member of the Group's Executive Committee.

He was also Managing Director of the Customs and Indirect Tax Administration from 2004 to 2010, before being appointed Managing Director of the Directorate General of Taxes from 2010 to 2015.

From 2015 to 2022, he was Chief Executive Officer of Caisse de Dépôt et de Gestion.

**CURRENT OFFICES AT 12/31/2023**

| Company | Positions and offices held |
|---|---|
| None | |

**OFFICES EXPIRED**

| Company | Positions and offices held |
|---|---|
| None | |

## HATEM DOWIDAR

Member of the Supervisory Board
Chief Executive Officer of Etisalat Group

**AGE:** 54
**GENDER:** M
**NATIONALITY:** Egyptian
**APPOINTMENT:** 07/22/2016
**TERM OF OFFICE EXPIRES:**
Ordinary General Meeting called to vote on the 2024 financial statements
**ADDRESS:**
Etisalat – Intersection of Sheikh Zayed the First Street and Sheikh Rashid Bin Saeed Al Maktoum Road, PO 3838, Abu Dhabi

**BIOGRAPHY**

Mr. DOWIDAR is the Chief Executive Officer of Etisalat Group since end of 2020. He was previously Chief Executive Officer of Etisalat International and Executive Director of Etisalat Group Operations.

He was Chief Executive Officer of Vodafone Egypt and Deputy Executive Director of Vodafone Group. Mr. DOWIDAR has more than 30 years of experience in multinational companies.

Mr. DOWIDAR, born in 1969, holds a Bachelor's degree in Communication and Electrical Engineering from the University of Cairo and an MBA from the American University of Cairo.

**CURRENT OFFICES AT 12/31/2023**

| Company | Positions and offices held |
|---|---|
| Etisalat Misr | Director |
| PTCL (Pakistan) | Director |
| Hutch Lanka | Director |

**OFFICES EXPIRED**

| Company | Positions and offices held |
|---|---|
| None | |

## LUIS ENRIQUEZ

Member of the Supervisory Board
Partner, Grafine Capital Partners

**AGE:** 59
**GENDER:** M
**NATIONALITY:** Chilean and Belgian
**APPOINTMENT:** 07/22/2020
**TERM OF OFFICE EXPIRES:**
Ordinary General Meeting called to vote on the 2025 financial statements
**ADDRESS:**
London

**BIOGRAPHY**

Mr. Luis ENRIQUEZ is a partner at Grafine Capital Partners, a New York-based private equity firm dedicated to the development of innovative investment structures enabling major financial partners to access business opportunities.
He is also Senior Advisor to the Board of Directors of Etisalat Group and Senior Advisor to McKinsey & Company on regulatory management and strategy.
Mr. ENRIQUEZ was a senior partner at McKinsey & Company and has worked extensively in telecommunications, energy and the public sector, in developed and emerging markets.
He worked at the Federal Communications Commission in the United States, as an advisor to the US Department of State on the liberalization of telecommunications in Central and Eastern Europe, for USAid, and as an economist consultant to major corporations and governments.
Born in 1964, Mr. ENRIQUEZ studied Economy at Harvard and at the University of California at Berkeley.

**CURRENT OFFICES AT 12/31/2023**

| Company | Positions and offices held |
|---|---|
| Etisalat Group | Advisor to the Board of Directors |

**OFFICES EXPIRED**

| Company | Positions and offices held |
|---|---|
| None | |

## HESHAM ABDULLA QASSIM AL QASSIM

Member of the Supervisory Board
Chief Executive Officer of Wasl Asset Management Group

**AGE:** 50
**GENDER:** M
**NATIONALITY:** Emirati
**APPOINTMENT:** 10/25/2021
**TERM OF OFFICE EXPIRES:**
Ordinary General Meeting called to vote on the 2024 financial statements
**ADDRESS:**
Etisalat – Intersection of Sheikh Zayed the First Street and Sheikh Rashid Bin Saeed Al Maktoum Road, PO 3838, Abu Dhabi

**BIOGRAPHY**

Mr. Hesham Abdulla QASSIM AL QASSIM is the Vice-Chairman and Chief Executive Officer of Emirates NBD Bank PJSC, the Chairman of Emirates Islamic Bank PJSC, one of the main Islamic banks in the region, of Emirates NBD Egypt and of DenizBank AŞ Turkey (subsidiaries of Emirates NBD PJSC).
He is also Chief Executive Officer of Wasl Asset Management Group and is responsible for leading the transformation of the organization into a world-class asset management company. Mr. AL QASSIM has more than 18 years of experience in the banking sector.
Mr. QASSIM AL QASSIM is also Chairman of the Dubai Sports Corporation and Chairman of the Dubai Autism Center.
He is also a member of the Board of Directors of companies and organizations.
His professional qualifications include a bachelor's degree in banking and finance and a master's degree in international business management and executive leadership development.

**CURRENT OFFICES AT 12/31/2023**

| Company | Positions and offices held |
|---|---|
| Wasl Asset Management Group | Chief Executive Officer |
| Emirates Islamic Bank PJSC | Chairman of the Board of Directors |
| Emirates NBD SAE Egypt | Chairman of the Board of Directors |
| DenizBank AS Turkey | Chairman of the Board of Directors |
| Dubai Sports Corporation | Chairman of the Board of Directors |
| Emirates National Bank of Dubai PJSC | Vice-Chairman of the Board of Directors and Chief Executive Officer |
| Dubai Real Estate Corporation | Vice-Chairman of the Board of Directors |
| Dubai Autism Center | Chairman of the Board of Directors |
| Dubai International Financial Center Authority | Director |
| DIFC Investments LLC | Director |
| Etisalat Group | Director |
| International Humanitarian City | Director |
| The National Human Resources Development Committee in the Banking and Financial Sector | Director |

**OFFICES EXPIRED**

| Company | Positions and offices held |
|---|---|
| None | |

## MOHAMMED KARIM BENNIS

Member of the Supervisory Board
Chief Financial Officer of Etisalat Group

**AGE:** 51

**GENDER:** M

**NATIONALITY:** Moroccan and French

**APPOINTMENT:** 10/25/2021

**TERM OF OFFICE EXPIRES:**
Ordinary General Meeting called to vote on the 2024 financial statements

**ADDRESS:**
Etisalat – Intersection of Sheikh Zayed the First Street and Sheikh Rashid Bin Saeed Al Maktoum Road, PO 3838, Abu Dhabi

**BIOGRAPHY**

Mr. Karim BENNIS is Chief Financial Officer of the Etisalat Group in Abu Dhabi. His area of responsibility covers 16 countries, including the United Arab Emirates, Morocco, Egypt, Saudi Arabia and Pakistan. In addition to his expertise in the field of telecommunications, Mr. BENNIS has international experience in Europe in various business sectors, including industry, distribution and heavy equipment. He is fluent in English, French and Arabic.

Mr. BENNIS holds a Master's degree in Business Economics and Finance from Sciences-Po Paris, an MBA from the École Nationale des Ponts et Chaussées and a Doctorate in Economics and Technology from the Conservatoire National des Arts et Métiers de Paris. In addition, he successfully completed the Executive Program "Chief Financial Officer" at Columbia Business School in New York.

In his previous position, Mr. BENNIS held the position of Deputy Chief Executive Officer in charge of Finance at Tractafric Motors Corp (Optorg Group). He was also Director of Financial Control, Strategic Planning and Subsidiary Management at Maroc Telecom and Director of Financial Control for the European Division of the Crown Cork & Seal Company in Paris.

**CURRENT OFFICES AT 12/31/2023**

| Company | Positions and offices held |
|---|---|
| PTCL | Director |
| Etisalat Misr | Director |
| Atlantique Telecom | Director |

**OFFICES EXPIRED**

| Company | Positions and offices held |
|---|---|
| None | |

## KHALED HEGAZY

Member of the Supervisory Board
Director of Strategy and Regulation, Etisalat International

**AGE:** 52

**GENDER:** M

**NATIONALITY:** Egyptian

**APPOINTMENT:** 12/08/2023

**TERM OF OFFICE EXPIRES:**
Ordinary General Meeting called to vote on the 2027 financial statements

**ADDRESS:**
Etisalat - Intersection of Sheikh Zayed the First Street and Sheikh Rashid Bin Saeed Al Maktoum Road, PO 3838, Abu Dhabi

**BIOGRAPHY**

Mr. Khaled HEGAZY is the Director of Strategy and Regulation of Etisalat International, responsible for regulation, strategy and portfolio management for the 15 subsidiaries outside the United Arab Emirates. Prior to that, he was Chief Business Officer of Etisalat Egypt, leading the transformation of the Enterprise segment that led to significant revenue and market share growth to become the second largest player in the Enterprise market in Egypt for the first time.

Mr. HEGAZY first joined Etisalat Egypt in November 2016 as Director of Corporate Affairs, where he led the development of several key teams, including regulation, strategy, legal, international unbundling, government affairs, and corporate communication.

Before that, he was Director of External and Legal Affairs at Vodafone since 2009.

Until 2009, he was Head of External Relations for Procter & Gamble (P&G) for the Middle East region.

Mr. HEGAZY holds a bachelor's degree in mechanical engineering and an MBA, both from the American University of Cairo, Egypt and is a member of the Board of Directors of several companies and commercial organizations in Egypt and the Middle East.

**CURRENT OFFICES AT 12/31/2023**

| Company | Positions and offices held |
|---|---|
| Super Pay | Director |
| BM Lease | Director |
| Erada Microfinance | Director |

**OFFICES EXPIRED**

| Company | Positions and offices held |
|---|---|
| None | |

#### OPERATION AND RESPONSIBILITIES OF THE SUPERVISORY BOARD

### Chairman – Vice-Chairman

The Board elects from among its members a Chairman and a Vice-Chairman who each have the power to convene the Board and to chair its deliberations and who hold office for their term on the Supervisory Board.

The Chairman and the Vice-Chairman must be individuals.

The Board may appoint a secretary at each meeting who may be chosen from outside the members of the Board.

### Calling of meetings – deliberations

The Supervisory Board meets when called by its Chairman or Vice-Chairman, at least three (3) times per year and whenever the interests of the Company require, at the registered office or any other location specified in the notice of meeting. The notice of meeting may be sent by registered mail with return receipt or by email with acknowledgment of receipt or by international express courier, fifteen days before the date of the meeting; this period may be reduced if all the members of the Supervisory Board agree. In all cases, when setting the date of the meeting, the notice of meeting must take into account the place of residence of all members. This notice must be accompanied by an agenda and the necessary information related to its purpose.

When the Supervisory Board has not met for more than three (3) months, the Chairman of the Management Board or at least one-third of the members of the Supervisory Board may ask the Chairman of the Supervisory Board to convene said Board. If the Chairman of the Supervisory Board does not convene the Supervisory Board within fifteen (15) days from the date of the request, said Chairman of the Management Board or said members of the Supervisory Board may convene the Board to meet. The agenda for meetings is set by the person calling the meeting.

In the event of an emergency, or if the Chairman of the Supervisory Board fails to attend, the meeting may be convened by the Company's Statutory auditor(s).

The Supervisory Board may validly deliberate only if at least half of the members of the Supervisory Board are in fact present.

If this quorum is not reached, the Chairman or the Vice-Chairman of the Supervisory Board will convene a second meeting, in the same manner as the first called meeting, seven business days before the date of the meeting, where the postmark, the certificate of delivery or the electronic acknowledgment of receipt is authentic. The notification of the second meeting must, in any event, be delivered at the latest during the week following the holding of the first meeting. If a quorum is still not reached, a third meeting is called and held in accordance with the terms and conditions for a minimum quorum established by Moroccan law. It is agreed that in the event that a quorum is not reached at the time specified in the notice for the meeting of the Supervisory Board, the beginning of the meeting will be postponed by one hour.

Members of the Supervisory Board attending a meeting of the Supervisory Board by videoconference or equivalent means that allow identification as stipulated by the regulations in force are deemed present for calculating the quorum and majority.

In addition to the transactions subject by law to prior approval of the Supervisory Board and in accordance with Article 10.5.3 of the company Articles, the following decisions require the prior approval of the Supervisory Board, voting by simple majority of the members present or represented:

- the examination, approval and revision of the business plan;
- the examination, approval and revision of the budget (without prejudice to the provisions of Article 10.5.4 (iii) of the Company Articles);
- the prior approval of any services agreement or any other contract between the Company or its Affiliates and one of its minority shareholders or one of its Affiliates, excluding contracts relating to current arm's length transactions;
- the annual or multi-annual labor policy, including policies for compensation, training, human resources management and the creation of incentive plans for employees or senior managers of the Company;
- subject to Article 10.5.4 (v) in the Company Articles, any proposal to the General Meeting to appoint one of the two auditors of the Company;
- the appointment of members of the Management Board in accordance with applicable laws and the provisions of Article 9 of the Company Articles;
- the creation of committees, the drafting, approval or amendment of their internal rules or their mission;
- approval of the proposed resolutions to be submitted to the General Meeting concerning appropriation of the earnings of the Company and its subsidiaries (dividends, reserves, etc.) under the terms stipulated in Articles 16 and 10.5.4 of the Company Articles;
- any change in the Company's accounting policies not required by law or by the applicable regulations, unless such change has a significant impact on the distributable profit of the Company, in which case the decision should be taken by qualified majority in accordance with Article 10.5.4 (i) of the Company Articles;
- any transfer of a shareholding in an entity holding one or more operating licenses for Fixed-line and Mobile telecommunications networks open to the public, if the annual financial statements of said entity, certified by the Statutory auditors, show negative EBITDA for the last two consecutive years, calculated in accordance with accounting standards currently in force within the Company (such an entity is hereinafter referred to as a "Loss-Making Entity");
- determining the disposal price and terms of the sale agreement on disposal of an interest in an entity that has one or more network operating licenses of Fixed-Line and Mobile telecommunications open to the public, if it is not a Loss-Making Entity, as referred to in Article 10.5.4 (x) of the Company Articles;

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- any disposal of assets exceeding five hundred million dirhams (MAD 500,000,000), excluding those referred to in Article 104 of the Law and paragraph (x) of this Article.

However, as an exception to the provisions of Article 10.5.3 described above and the provisions of Article 10.5.4 of the company Articles, the following decisions must be approved by a qualified majority of three-fourths of the members of the Supervisory Board present or represented:

- any significant change in the Company's accounting policies having a material impact on the Company's distributable profit, unless such change is required by law or the applicable regulations;
- the revocation, surrender or transfer of licenses or the granting of major operating facilities;
- any decision aiming to oblige the Company or its Affiliates, in respect of any action or any legal, administrative or arbitration proceedings, involving the Company or its Affiliates, and sums due or receivable by the Company or its Affiliates, in an amount greater than three hundred million dirhams (MAD 300,000,000);
- any decision concerning the entering into, amendment and/or termination of any contract for the provision of services, or any other agreement between, on the one hand, the Company or its Affiliates and, on the other, the controlling shareholder or its Affiliates, excluding agreements relating to current arm's length transactions;
- any proposal to the General Meeting to appoint the second Statutory auditor of the Company;
- any decision for a merger, in any form whatsoever, between the Company's businesses and any business(es) controlled by the majority shareholder which compete(s) with the Company in Fixed-Line, Mobile or internet telecommunications sectors and in exchanges of Data;
- any decision to dispense with the requirement that a member of the Management Board must be an employee of the Company and/or must be present in Morocco for more than one hundred eighty-three days a year;
- any overrun of more than 30% of the limits set in the Budget for investments or divestments or for borrowing or lending;
- any creation of a Company Affiliate or Company Affiliates with share capital or initial stockholders' equity in excess of three hundred million dirhams (MAD 300,000,000), and any acquisition(s) or sale(s) of ownership interest in any group or entity in an amount of more than three hundred million dirhams (MAD 300,000,000);
- any acquisition of ownership interest in an entity holding one or more operating licenses for Fixed-Line and Mobile telecommunications networks open to the public; and any decision in principle to sell the ownership interest in such an entity if it is not a Loss-Making Entity;
- any decision(s), including in the event of internal restructuring, concerning (a) a merger, spin-off, partial transfer or lease management of all or part of the goodwill of the Company or its Affiliates, and (b) any decision to wind up, liquidate or terminate a substantial business belonging to the Company or its Affiliates, provided that the decisions referred to in (a) and (b) above may only be made by qualified majority if they concern an Affiliate whose estimated value or business exceeds five hundred million dirhams (MAD 500,000,000);
- any exemption from an obligation under the dividend distribution policy set out in Article 16 of the Company Articles to distribute dividends in an amount equal to at least half of the distributable profit.

In addition, and pursuant to the provisions of Article 10.5.5 of the company Articles described below, the Supervisory Board may not submit the following resolutions to the General Meeting unless they have been adopted by at least three-fourths of the members of the Supervisory Board present or represented:

- a proposal to change the Company Articles concerning, among other things, an increase or decrease in the Company's share capital;
- a proposal for the Company to issue new types of shares or securities;
- a proposal to modify substantially the corporate purpose and/or principal business of the Company, or any of its Affiliates holding one or more operating licenses for Fixed-Line and Mobile telecommunications networks open to the public;
- a proposal to amend the rights and obligations attached to the Company's shares;
- a proposal to change the closing or opening dates of the fiscal year;
- a proposal to revoke the appointment of members of the Management Board or of the Supervisory Board appointed at the request of one of the minority shareholders pursuant to the provisions contained in Articles 9 and 10 of the Company Articles;
- any proposal to rebrand the Company's trading name or to change the brand or trade name of the Company in Morocco or among the Company's affiliates.

### Duties and powers of the Supervisory Board

The Supervisory Board exercises permanent oversight over the Management Board's management of the Company. At any time of the year, it performs the checks and controls that it considers appropriate, and may request any documents that it considers necessary for the performance of its duties.

The members of the Supervisory Board may review any information or Data relating to the life of the Company. However, in accordance with the provisions of Article 104 of the Law, when the disposal(s) of said assets relates to more than fifty percent (50%) of the Company's assets during a period of twelve (12) months, a prior authorization of the Extraordinary General Meeting is required. The authorization request must be accompanied by a report prepared by the Supervisory Board in accordance with the legal provisions in force.

The Supervisory Board may, within the limits it sets and subject to the provisions of Article 10.5 of the company Articles cited above, authorize the Management Board to sell real estate, sell all or some holdings, set up security interests as well as sureties, pledges, endorsements or guarantees in the name of the Company.

It presents its comments on the Management Board report and the financial statements for the fiscal year to the Annual General Meeting.

The Supervisory Board may set up, within the Board and with the assistance, if deemed necessary, of third parties, whether shareholders or not, technical committees to study questions it refers to them for an opinion. The activities of these committees and advice given or recommendations made are reported at Board meetings.

These committees have advisory powers and act under the authority of the Supervisory Board that has created them and to which they report.

The members of the committees are appointed by the Supervisory Board, ensuring that these committees include at least one representative of each gender, in accordance with the Law. Unless otherwise decided by the Supervisory Board, the term of office of committee members is the same as their term as members of the Supervisory Board.

Each committee establishes its own rules of procedure which must be approved by the Supervisory Board.

#### Compensation

The General Meeting may allocate to members of the Supervisory Board, as compensation for their work, an annual fixed sum as Directors' fees. The Supervisory Board may also allocate exceptional compensation for the duties or offices held by its members.

#### Liability

The members of the Supervisory Board are liable, individually or jointly as applicable, to the Company or to third parties, either for violations of the laws or regulations applicable to corporations, or for breaches of the company Articles, or for misconduct in their management.

If several members of the Supervisory Board have contributed together to the same acts, the court will determine the contribution of each in the reparation for damages.

The members of the Supervisory Board are liable for personal misconduct committed in the performance of their duties. They incur no liability in respect of management actions and their outcome. They may be found civilly liable for offenses committed by members of the Management Board if, having knowledge of such offenses, they have not disclosed them to the General Meeting.

In 2023, the Supervisory Board met four (4) times, to approve both the Company's achievements and its medium- and long-term growth prospects, with an average attendance rate of over 90%.

To the Supervisory Board, Mrs. Nadia FETTAH ALAOUI and Messrs. Abdelouafi LAFTIT and Abdellatif ZAGHNOUN (three members) were appointed on the proposal of the Kingdom of Morocco and Messrs. Jassem Mohammed Bu Ataba AL ZAABI, Hatem DOWIDAR, Luis ENRIQUEZ, Hesham Abdulla AL QASSIM and Mohammed Karim BENNIS and Khaled HEGAZY (six members) were appointed on the proposal of Etisalat.

### 3.2.3.2 AUDIT COMMITTEE

Maroc Telecom has an Audit Committee, whose main purpose is to assist the Supervisory Board in exercising its oversight responsibilities relating to financial reporting, internal control systems, risk management, audits, and compliance with the laws and regulations in force and with the Code of Ethics.

To perform its task of assessing and validating the Company's internal control systems, the Audit Committee is supported by the General Control Department, defining its action plan and analyzing its findings.

The attendance rate among Audit Committee members at meetings held in 2023 was 95%.

#### Composition

The Audit Committee is composed of members representing the Kingdom of Morocco and the Etisalat Group including the Chairman.

The composition of the Audit Committee is as follows:

| Name | Current position | Year of appointment | Primary occupation or employment |
|---|---|---|---|
| Mohammed Karim BENNIS | Chairman | 2022 | Chief Financial Officer of Etisalat Group |
| Luis ENRIQUEZ | Member | 2022 | Partner, Grafine Capital Partners |
| Hesham Abdulla QASSIM AL QASSIM | Member | 2022 | Chief Executive Officer of WASL Asset Management Group |
| Abdellatif ZAGHNOUN | Member | 2023 | General Manager of the National Agency for Strategic Management of State Holdings and Monitoring of the Performance of Public Establishments and Enterprises |

### BIOGRAPHICAL DETAILS AND OTHER POSITIONS HELD BY MEMBERS OF THE AUDIT COMMITTEE

***Mohammed Karim BENNIS***

Mr. Karim BENNIS is Chief Financial Officer of the Etisalat Group in Abu Dhabi. His area of responsibility covers 16 countries, including the United Arab Emirates, Morocco, Egypt, Saudi Arabia and Pakistan. In addition to his expertise in the field of telecommunications, Mr. BENNIS has international experience in Europe in various business sectors, including industry, distribution and heavy equipment.

He is a member of the Board of Directors, the Investment / Finance Committee and the Audit Committee of Etisalat Egypt, Pakistan Telecommunication Company Ltd (PTCL Group) and Atlantique Telecom Holding.

Mr. BENNIS holds a Master's degree in Business Economics and Finance from Sciences-Po Paris, an MBA from the École Nationale des Ponts et Chaussées and a Doctorate in Economics and Technology from the Conservatoire National des Arts et Métiers de Paris. In addition, he successfully completed the Executive Program "Chief Financial Officer" at Columbia Business School in New York.

In his previous position, Mr. BENNIS held the position of Deputy Chief Executive Officer in charge of Finance at Tractafric Motors Corp (Optorg Group). He was also Director of Financial Control, Strategic Planning and Subsidiary Management at Maroc Telecom and Director of Financial Control for the European Division of the Crown Cork & Seal Company in Paris.

***Abdellatif ZAGHNOUN***

Mr. Abdellatif ZAGHNOUN, appointed by His Majesty King Mohammed VI, in July 2022, as Managing Director of the National Agency for the Strategic Management of State Investments and the Monitoring of the Performance of Public Institutions and Enterprises, was born in 1958 and graduated from the Mohammadia School of Engineers.

Mr. ZAGHNOUN began his professional career in 1982 at OCP where he was Director of the Mining Division and a member of the Group's Executive Committee.

He was also Managing Director of the Customs and Indirect Tax Administration from 2004 to 2010, before being appointed Managing Director of the Directorate General of Taxes from 2010 to 2015.

From 2015 to 2022, he was Chief Executive Officer of Caisse de Dépôt et de Gestion.

***Luis ENRIQUEZ***

Mr. Luis ENRIQUEZ is a partner at Grafine Capital Partners, a New York-based private equity firm dedicated to the development of innovative investment structures enabling major financial partners to access business opportunities.

He is also Senior Advisor to the Board of Directors of Etisalat Group and Senior Advisor to McKinsey & Company on regulatory management and strategy.

Mr. ENRIQUEZ was a senior partner at McKinsey & Company and has worked in telecommunications, energy and the public sector, in developed and emerging markets.

He worked at the Federal Communications Commission in the United States, as an advisor to the US Department of State on the liberalization of telecommunications in Central and Eastern Europe, for USAid, and as an economist consultant to major corporations and governments.

Born in 1964, Mr. ENRIQUEZ studied Economy at Harvard and at the University of California at Berkeley.

***Hesham Abdulla QASSIM AL QASSIM***

Mr. Hesham Abdulla QASSIM AL QASSIM is the Vice-Chairman and Chief Executive Officer of Emirates NBD Bank PJSC, the Chairman of Emirates Islamic Bank PJSC, one of the main Islamic banks in the region, of Emirates NBD Egypt and of DenizBank AŞ Turkey (subsidiaries of Emirates NBD PJSC).

He is also Managing Director of Wasl Asset Management Group and is responsible for leading the transformation of the organization into a world-class asset management company. Mr. AL QASSIM has more than 18 years of experience in the banking sector.

Mr. QASSIM AL QASSIM is also Chairman of the Emirates Institute for Banking and Financial Studies (EIBFS) and of the Dubai Sports Corporation, and Vice-Chairman of the Dubai Autism Center.

He is also a member of the Board of Directors of companies and organizations.

His professional qualifications include a bachelor's degree in banking and finance and a master's degree in international business management and executive leadership development.

## Operation

The Audit Committee was set up by the Supervisory Board in 2003 to respond to calls from shareholders to adopt international standards for corporate governance and internal control at Maroc Telecom.

The Audit Committee was convened for the first time in May 2004, and held five meetings in 2023. Its role is to make recommendations and proposals to the Supervisory Board on matters such as:

- review of separate and consolidated financial statements before their submission to the Supervisory Board;

- consistency and effectiveness of the Company's internal audit process;
- supervision of work plans of internal and external auditors and review of their audit findings;
- accounting policies and methods, and consolidation scope;
- the Company's off-balance-sheet risks and commitments;
- monitoring of the Company's insurance policies;
- procedures for the selection of the Statutory auditors, formulation of an opinion on the fees requested for the performance of their audit duties, and the monitoring of compliance with the rules guaranteeing auditor independence;
- any issues that the committee believes might pose risks or serious procedural problems for the Company.

### 3.2.3.3 STRATEGY AND INVESTMENT COMMITTEE

Created in 2021 by the Supervisory Board, the mission of the Strategy and Investment Committee is to provide assistance to the Supervisory Board concerning the Company's strategic and financial orientations.

To this end, the Committee issues opinions and/or recommendations to the Supervisory Board and proposes areas for study and improvement, monitors the Company's performance and presents investment opportunities.

#### Composition

Since December 6, 2021, the Strategy and Investment Committee has been composed of three members, namely one representative of the Kingdom of Morocco and two representatives of the Etisalat Group, including the Chairman.

The composition of the Audit Committee is as follows:

| Name | Current position | Year of appointment | Primary occupation or employment |
|---|---|---|---|
| Hatem DOWIDAR | Chairman | 2021 | Chief Executive Officer of Etisalat Group |
| Abdellatif ZAGHNOUN | Member | 2023 | General Manager of the National Agency for Strategic Management of State Holdings and Monitoring of the Performance of Public Establishments and Enterprises |
| Khaled HEGAZY | Member | 2023 | Director of Strategy and Regulation, Etisalat International |

### 3.2.3.4 GOVERNANCE COMMITTEE

Created in 2021 by the Supervisory Board, the mission of the Governance Committee is to oversee the compliance of the Company's management with its legal and regulatory obligations applicable in terms of governance, in particular its obligations relating to the composition of governance bodies.

The role of the Governance Committee is also to assist the Board on all matters relating to the Company's governance. In this respect, it carries out any analysis, study or investigation on subjects falling within its remit and issues opinions and/or recommendations to the Supervisory Board.

#### Composition

Since December 6, 2021, the Governance Committee has been composed of three members, with one representative for the Kingdom of Morocco, who serves as Chairman, and two representatives of the Etisalat Group.

The composition of the Audit Committee is as follows:

| Name | Current position | Year of appointment | Primary occupation or employment |
|---|---|---|---|
| Abdellatif ZAGHNOUN | Chairman | 2023 | General Manager of the National Agency for Strategic Management of State Holdings and Monitoring of the Performance of Public Establishments and Enterprises |
| Luis ENRIQUEZ | Member | 2021 | Partner, Grafine Capital Partners |
| Khaled HEGAZY | Member | 2023 | Director of Strategy and Regulation, Etisalat International |

### 3.2.3.4 EXECUTIVE INTERESTS

#### 3.2.3.4.1 Compensation of management and supervisory bodies

As part of its appointment decision, the Supervisory Board sets the method and the amount of the compensation for each Management Board member. A Compensation Committee consisting of the Chairman and Vice-Chairman of the Supervisory Board meets once a year to review the aggregate compensation of the members of the Management Board, including a variable portion, and submits its recommendation to the Supervisory Board.

The total gross compensation paid by the Company, its subsidiaries, and all controlling companies to members of the Management Board for their work on behalf of Maroc Telecom Group for the 2023 fiscal year stood at MAD 60 million. The variable portion, for 2023, was calculated for the members of the Management Board based on the following criteria: (a) Maroc Telecom's financial objectives and (b) priority actions for their activity.

The following table shows the compensation for the last three fiscal years:

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Short-term benefits | **60** | 104 | 110 |
| Termination benefits | **53** | 123 | 108 |
| **TOTAL** | **113** | **227** | **218** |

Based on compensation for 2023, the minimum amount to be paid by the Company in the event of termination of employment contracts of members of the Management Board, except in cases of gross negligence or willful misconduct, would amount to MAD 53 million. Furthermore, the Company bears the cost of entertainment and travel expenses incurred by members of the Management Board in the course of their duties.

The impact of benefits in kind and special complementary pension plans set up for corporate officers is included in the figures in the above table.

For members of the Supervisory Board, the General Meeting of April 26, 2016, voted to allocate the aggregate annual amount of two million five hundred forty thousand dirhams in Directors' fees to the members of the Supervisory Board and the Audit Committee.

This decision remains valid until a new decision is made by the General Meeting. The conditions and criteria for distributing the fees must be set by the Supervisory Board.

#### 3.2.3.4.2 Shareholding of members of the management bodies

At December 31, 2023, the members of the Management Board directly or indirectly held 366,902 shares in Maroc Telecom.

#### 3.2.3.4.3 Conflicts of interest and miscellaneous

Over the past five years, no member of Maroc Telecom's Management Board or Supervisory Board has been convicted of fraud; no member of the Management Board or Supervisory Board has been associated with a bankruptcy, receivership, liquidation or investment loss; and no official public indictment and/or sanction has been issued against them by legal or regulatory authorities or professional organizations.

To the best of the Company's knowledge, as of the date of this document, there is no potential conflict of interest between the duties towards the Company of the members of the Supervisory Board and the Management Board and their private interests.

Finally, the appointment of members of the Management Board and Supervisory Board is governed by a Shareholders' Agreement under the terms and conditions described in section 3.2.2.2.4 "Shareholders' Agreements".

#### 3.2.3.4.4 Interests of executives with significant customers or suppliers

None.

#### 3.2.3.4.5 Service agreements

With the exception of employment contracts between members of the Management Board and the Company, there are currently no contracts between members of the Management Board or Supervisory Board and the Company and/or its subsidiaries that bestow any particular benefits.

#### 3.2.3.4.6 Loans and guarantees granted to executives

None.

## 3.2.3.5 REGULATED AGREEMENTS

### 3.2.3.5.1 Legal framework

Under the terms of Article 95 et seq. of Moroccan Law no. 17-95 concerning stock companies, as amended and supplemented, any agreement between the Company and a member of the Management Board or of the Supervisory Board, or one of its shareholders directly or indirectly holding more than 5% of the Company's capital or voting rights, is subject to prior authorization by the Supervisory Board.

The same applies to agreements in which any person referred to in the previous paragraph has an indirect interest or whereby any such person deals with the Company through an intermediary.

Also subject to the same authorization are agreements between the Company and an entity, if a member of the Company's Management Board or of the Supervisory Board is the owner, an indefinitely responsible associate, the manager, the director, the chief executive officer, or a member of the Management Board or of the Supervisory Board, of the said entity.

The related-party agreements entered into or authorized during fiscal year 2023, as well as the agreements entered into in prior years still in effect during fiscal year 2023, are presented below. These agreements are not, however, the only parent-subsidiary flows existing between Maroc Telecom and its subsidiaries.

### 3.2.3.5.2 Related-party agreements entered into or authorized during the 2023 fiscal year

None.

### 3.2.3.5.3 Agreements from previous fiscal years still in effect in 2023

#### TRADEMARK LICENSING AGREEMENTS

Since January 26, 2015, Maroc Telecom has become the majority shareholder of Atlantique Telecom Côte d'Ivoire (currently "Moov Africa Côte d'Ivoire"), Etisalat Benin (currently "Moov Africa Benin"), Atlantique Telecom Togo (currently "Moov Africa Togo"), Atlantique Telecom Niger (currently "Moov Africa Niger"), Atlantique Telecom Gabon (absorbed by Gabon Telecom on June 29, 2016 with effect from January 1, 2016) and Atlantique Telecom Centrafrique (currently "Moov Africa Centrafrique"). As a result, Maroc Telecom acquired the rights connected with the "Moov" and "No Limit" trademarks belonging to the Etisalat Group as well as the Trademark Licensing Agreements associated with them for the subsidiaries cited above.

Maroc Telecom is a majority shareholder of those entities and for Gabon Telecom, Mr. Brahim BOUDAOUD is also a member of the joint management bodies.

#### TECHNICAL SUPPORT AGREEMENTS

Since January 26, 2015, Maroc Telecom has become the majority shareholder of Atlantique Telecom Côte d'Ivoire (currently "Moov Africa Côte d'Ivoire"), Etisalat Benin (currently "Moov Africa Benin"), Atlantique Telecom Togo (currently "Moov Africa Togo"), Atlantique Telecom Niger (currently "Moov Africa Niger"), Atlantique Telecom Gabon (absorbed by Gabon Telecom on June 29, 2016 with effect from January 1, 2016) and Atlantique Telecom Centrafrique (currently "Moov Africa Centrafrique"). As a result, Maroc Telecom acquired the rights stemming from the Technical Assistance agreements by and between these companies and the Etisalat Group.

Maroc Telecom is a majority shareholder of those entities and for Gabon Telecom, Mr. Brahim BOUDAOUD is also a member of the joint management bodies.

#### TECHNICAL SERVICES ENGAGEMENT AGREEMENT WITH ETISALAT

In May 2014, Maroc Telecom signed a Technical Services Agreement with Emirates Telecommunications Corporation (Etisalat) whereby the latter will provide to Maroc Telecom on request, directly or indirectly, technical support services, particularly in the following fields: digital media, insurance, financial rating.

These services may be performed by expatriate personnel.

As of May 14, 2014, Etisalat became the reference shareholder of Maroc Telecom via SPT and the members of the joint management bodies are Messrs. Jassem Mohamed ALZAABI, Hatem DOWIDAR, Luis ENRIQUEZ, Hesham Abdulla AL QASSIM, Mohamed Karim BENNIS and Khaled HEGAZY.

#### SERVICES AGREEMENT WITH MAURITEL

In 2001, Mauritel SA signed an agreement with Maroc Telecom for the latter to provide it with work projects linked to services, to technical support and to the sale of equipment.

Maroc Telecom is the majority shareholder of Mauritel SA and the member of the joint management bodies is Mr. Hassan RACHAD.

#### SERVICES AGREEMENT WITH SOTELMA

In 2009, Sotelma signed an agreement with Maroc Telecom for the latter to provide it with technical support services.

Maroc Telecom is the majority shareholder of Sotelma and the member of the joint management bodies is Mr. Abdelkader MAAMAR.

#### SERVICES AGREEMENT WITH ONATEL

In September 2007, Onatel signed an agreement with Maroc Telecom for the latter to provide it with services in the following fields: strategy and development, organization, networks, marketing, finance, purchasing, human resources, information systems, and regulatory compliance.

These various services are performed mainly through expatriate staff,

Maroc Telecom is the majority shareholder of Onatel.

#### SERVICES AGREEMENT WITH GABON TELECOM

In November 2016, Gabon Telecom signed an agreement with Maroc Telecom for the latter to provide it with services in the following fields: strategy and development, organization, networks, marketing, finance, purchasing, human resources, information systems, and compliance.

These various services are performed mainly through expatriate staff,

Maroc Telecom is the majority shareholder of Gabon Telecom and the member of the joint management bodies is Mr. Brahim BOUDAOUD.

#### AGREEMENT WITH CASANET

Since fiscal year 2003, Maroc Telecom has entered into several agreements with its subsidiary Casanet, including that relating to the provision of development and hosting services for the Mobile portal for Maroc Telecom's websites.

Maroc Telecom is the majority shareholder of Casanet and the member of the joint management bodies is Mr. Hassan RACHAD.

#### ADVANCE ON CURRENT ACCOUNT – CASANET

Maroc Telecom decided to transfer its business directory activity to its subsidiary Casanet.

Accordingly, on December 4, 2007, the Supervisory Board authorized the Company to take on the necessary investment costs which would be financed by advances on a non-interest bearing current account.

Maroc Telecom is the majority shareholder of Casanet and the member of the joint management bodies is Mr. Hassan RACHAD.

#### SERVICES AGREEMENT WITH MT CASH SA

On July 22, 2020, Maroc Telecom's Supervisory Board authorized the conclusion of a service agreement with the subsidiary MT CASH SA.

Maroc Telecom is the majority shareholder of MT CASH and the joint management members are Messrs. Brahim BOUDAOUD, Hassan RACHAD, François VITTE and Abdelkader MAAMAR.

#### TRADEMARK LICENSE AGREEMENT WITH ONATEL

On February 18, 2021, Maroc Telecom's Supervisory Board authorized the conclusion of license agreements for the "Moov Africa" trademark between Maroc Telecom and the Group's subsidiaries.

As such, Maroc Telecom and its subsidiary Onatel have concluded a trademark license agreement in 2021.

#### TRADEMARK LICENSE AGREEMENT WITH GABON TELECOM

On February 18, 2021, Maroc Telecom's Supervisory Board authorized the conclusion of license agreements for the "Moov Africa" trademark between Maroc Telecom and the Group's subsidiaries.

As such, Maroc Telecom and its subsidiary Gabon Telecom have concluded a trademark license agreement in 2021. The member of the joint management bodies between the two companies is Mr. Brahim BOUDAOUD.

#### TRADEMARK LICENSE AGREEMENT WITH LA SOTELMA

On February 18, 2021, Maroc Telecom's Supervisory Board authorized the conclusion of license agreements for the "Moov Africa" trademark between Maroc Telecom and the Group's subsidiaries.

As such, Maroc Telecom and its subsidiary Sotelma have concluded a trademark license agreement in 2021. The member of the joint management bodies between the two companies is Mr. Abdelkader MAAMAR.

#### TRADEMARK LICENSE AGREEMENT WITH MOOV AFRICA CHAD

On February 18, 2021, Maroc Telecom's Supervisory Board authorized the conclusion of license agreements for the "Moov Africa" trademark between Maroc Telecom and the Group's subsidiaries.

As such, Maroc Telecom and its subsidiary Moov Africa Chad have concluded a trademark license agreement in 2021. The member of the joint management bodies between the two companies is Mr. Hassan RACHAD.

#### SPONSORSHIP AGREEMENT WITH THE ROYAL MOROCCAN ATHLETICS FEDERATION (FRMA)

The agreement between Maroc Telecom and FRMA, of which Mr. Abdeslem AHIZOUNE is also Chairman, expired in October 2021.

At its meeting of October 25, 2021, the Supervisory Board renewed the agreement for a maximum period of three (3) years and a maximum amount of MAD 3,000,000 a year.

#### PARTNERSHIP AGREEMENT WITH MAROC CULTURES ASSOCIATION

On December 06, 2021, the Supervisory Board authorized the partnership agreement for a period of three (3) years between Maroc Telecom and the Maroc Cultures Association, which Mr. Abdeslem AHIZOUNE also chairs.

“ Un monde nouveau vous appelle

# 04

# DESCRIPTION OF THE GROUP, ITS ACTIVITIES, LEGAL AND ARBITRATION PROCEEDINGS

# 4.1 Description of the Group

## 4.1.1 Overview

Maroc Telecom is the incumbent telecommunications operator in the Kingdom of Morocco. It operates in the Fixed-line telephony, Mobile telephony and Internet segments. Since 2001, Maroc Telecom Group has focused on international development. The Group acquired a controlling interest in the incumbent operators of Mauritania (Mauritel, via CMC holding), Burkina Faso (Onatel) in December 2006 and Mali (Sotelma) in July 2009. The Group acquired a controlling interest in Gabon Telecom in February 2007.

In January 2015, Maroc Telecom finalized the acquisition, started on May 4, 2014, of the six subsidiaries of Etisalat in Benin, Côte d'Ivoire, Gabon, Niger, the Central African Republic and Togo.

In June 2019, Maroc Telecom completed the acquisition process, begun on March 14, 2019, relating to all of the capital of its subsidiary Tigo Chad, Chad's leading Mobile operator.

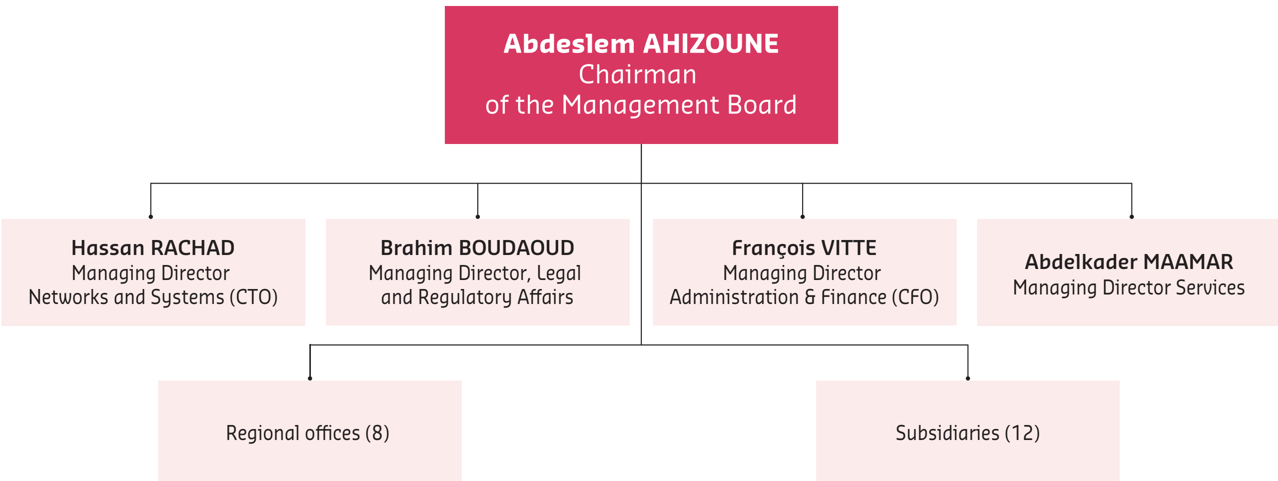
In addition, Maroc Telecom owns 100% of Casanet, a leading internet service provider in Morocco and host of the menara.ma web portal.

Maroc Telecom announced the creation of its MT Cash subsidiary in 2020. In June 2020, the latter launched its Mobile Money solution, available for download regardless of the customer's telecom operator.

Maroc Telecom is organized by "Business Units" around its business activities and services. The Fixed-Line and Mobile operating segments are combined within the Services Division (DGS) and the Networks and Systems Division (DGRS), while support functions are covered by the Regulatory and Legal Affairs Division (DGRAJ) and the Administration and Finance Division (DGAF). Within the strategic framework defined by the Group's management bodies, these divisions ensure oversight of subsidiaries and compliance with the rules of Maroc Telecom Group.

Maroc Telecom is decentralized, with eight Regional Offices each with their own operating structure and support functions.

Maroc Telecom Group's organizational chart at December 31, 2023, was as follows:



# 4.1.2 Human resources

Human capital is the backbone of MT Group performance. It is essentially characterized by expertise, know-how and commitment.

Maroc Telecom's human resources policy is based on the recognition of performance, skills development, fairness and equal opportunities.

## 4.1.2.1 MAROC TELECOM GROUP EMPLOYEES

### Group workforce

The tables below illustrate the changes in workforce at Maroc Telecom during the three fiscal years ended December 31, 2021, 2022 and 2023:

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Maroc Telecom | 6,284 | 6,710 | 6,864 |
| Subsidiaries | 2,729 | 2,766 | 2,825 |
| **GROUP** | **9,013** | **9,476** | **9,689** |

NB: For the average workforce of Maroc Telecom Group see chapter 5, Note 19 to the consolidated financial statements.

### Age and years of service

The average age in the Group is 48 years and the average length of service is 22 years.

### Staff turnover

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Maroc Telecom | 1.7% | 1.8% | 1.2% |
| Subsidiaries | 1.6% | 1.4% | 1.5% |
| **GROUP** | **1.7%** | **1.7%** | **1.3%** |

The low staff turnover at Maroc Telecom and its subsidiaries is a testament to employee loyalty.

### Breakdown of workforce by area at Maroc Telecom

| | 2023 |
|---|---|
| **WORKFORCE** | **6,284** |
| Management | 1,094 |
| Customer offer | 2,030 |
| Production | 2,189 |
| Support | 971 |

N.B: Same trend over the last three years.

100% of the total workforce are on permanent contracts.

### Male/female breakdown

72% of employees are men and 28% are women.

35% of executives at Maroc Telecom are women.

Maroc Telecom is committed to equal opportunities and treats its employees equally, without any form of discrimination. Promotion, assessment, compensation and access to training are unaffected by gender, skin color, religion, political opinions, physical features or any other subjective criterion.

### MAROC TELECOM ARRIVALS/DEPARTURES BY REASON AND BY CATEGORY

| | 2023 | | 2022 | |
|---|---|---|---|---|
| | Executives | Non-executives | Executives | Non-executives |
| Redundancies | 0 | 3 | 2 | 1 |
| Resignations | 52 | 55 | 53 | 50 |
| Recruitment | 3 | 100 | 36 | 262 |

## Change in staff compensation

Payroll costs have changed as follows over the past three fiscal years:

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Maroc Telecom | 2,028 | 2,057 | 1,859 |
| Maroc Telecom Group | 3,124 | 3,093 | 2,868 |

## 4.1.2.2 PROFESSIONAL DEVELOPMENT

### Recruitment

Aware of the strategic challenges related to the evolution of the telecommunications market, Maroc Telecom is constantly adapting its recruitment policy to keep pace with changes in the sector.

The recruitment approach adopted by the Group is transparent, fair, rigorous and highly selective, which makes it possible to attract the best graduates from national and international schools.

### Mobility

#### INTERNAL MOBILITY

Maroc Telecom encourages internal mobility in the interests of nurturing its employees' professional development and ensuring the Company's flexibility in a constantly changing environment. Several programs are in place to help employees who change jobs to become accustomed to their new duties.

#### INTERNATIONAL MOBILITY

International career opportunities are available to employees wishing to give their careers with the Maroc Telecom Group a new impetus. Talented employees can take up expatriate opportunities in various subsidiaries as part of the Group's modernization strategy. In this way the Group encourages the sharing of skills, expertise and best practices with its sub-Saharan subsidiaries.

### Skills development

Skills development is a strategic focus of Maroc Telecom's HR policy. It is based on several tools focused on the Company's performance, the professional development of employees and their career progression.

One of these tools, the annual progress interview (EAP) is an essential reference for all other HR processes. It provides an opportunity for discussion on expected objectives, and actual performance, and provides an opportunity to review employee expectations and career prospects.

Thanks to the continuous investment in training and the sharing of internal expertise between employees via field support and training by business experts, Maroc Telecom consolidates the expertise, know-how and savoir-faire, necessary for the operation of its activities.

### Training

Training is the primary lever for developing skills at Maroc Telecom. With a rich and varied training offer, training makes it possible to develop the business and cross-functional skills of employees in order to make them more efficient, each in his or her activity.

In this sense, training is constantly evolving to prepare for the future by adapting the offer to changes in the telecommunications sector, new technologies and the digital transformation. Thus, more than 300 modules, covering all areas of activity, are delivered in different formats both face-to-face and remotely.

In 2023, more than 4,200 employees (representing 69% of the workforce) benefited from training with an average of 3.3 days of training per employee compared to three days trained in 2022. To this end, nearly 1,300 sessions were held, 40% of which took the form of virtual classes and e-learning courses.

The training also extends to the degree program, 80% funded by Maroc Telecom, thus encouraging employees to continue their higher education. This program has enabled seven promotions since its launch in 2016.

In addition to locally-provided training, Maroc Telecom organizes regular seminars, workshops and immersion periods for its African subsidiaries, so that business know-how is aligned right across the Group.

### 4.1.2.3 SOCIAL BENEFITS

Maroc Telecom offers a number of fringe benefits to its employees and their families.

#### Benefits

Employees benefit from financial support provided by the Company in different forms:

- grants to purchase a means of transport (car or motorbike);
- grants for the Hajj;
- housing loan agreements with several banks to facilitate home ownership. The loan rates are negotiated with the banks and supplemented by Maroc Telecom;
- vacation centers in several Moroccan towns and subsidized vacation packages;
- in terms of medical cover, in addition to mandatory health cover, employees are entitled to a number of benefits:
  - additional health insurance to improve the coverage of medical costs incurred by employees,
  - medical insurance for serious conditions with comprehensive cover in countries which have excellent health and medical care facilities,
  - assistance with medical evacuation;
- life insurance for all current and retired employees;
- a program to help smokers quit.

### 4.1.2.4 SOCIAL DIALOGUE

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Number of employee representatives | 76 | 76 | 76 |
| Number of strike days | - | - | - |
| Corporate disputes involving current employees | - | - | - |
| Number of workplace accidents | 45 | 51 | 48 |

Dialogue between management and labor is a tradition at Maroc Telecom. It serves as a platform to discuss the concerns and aspirations of the Company's employees with the social partners.

## 4.1.3 Maroc Telecom's sustainable development policy

The challenges of sustainable development and social, societal and environmental challenges are central to many countries' policies. The aim is to value human capital and natural resources in economic development policies and reduce inequality and poverty.

As a major telecommunications operator in Africa, the Group has integrated the concerns of sustainable development in its growth strategy for several years. This strategy has also been based on the three principles of economic efficiency, social equity and environmental responsibility.

The Group has been working for a number of years to facilitate access to communications services for the greatest number of people and conducts a number of programs for the well-being of the population. It maintains responsiveness-based relationships of trust with all its stakeholders, whether employees, customers, shareholders or suppliers.

### 4.1.3.1 MAJOR CHALLENGES FOR MAROC TELECOM'S SOCIAL RESPONSIBILITY POLICY

Maroc Telecom's goal is to make a beneficial technological contribution available to all, the result of rigorous ethics and respectful of people and the environment. After having formalized environmental, social, societal and ethical commitments in several documents such as the Sustainable Development Policy, the Code of Ethics, the Environmental Policy and the Quality and Information Security Policy, Maroc Telecom has implemented a Social Responsibility Policy, which brings together all the commitments in this area in a single document, structuring them around priority challenges for both the Company and its stakeholders; these challenges are based on three major areas:

- **reduce the digital divide and support the country's economic and social development:** Maroc Telecom commits very significant capital expenditure to expand networks and open up remote areas, and to improve connectivity and speeds. Attentive to people's needs, it creates offers that are in line with their resources and needs; Maroc Telecom is helping to improve the appeal of the regions through the deployment of broadband and very high-speed broadband, which represent a major economic challenge for the country. It is committed to offering efficient and

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competitive services for economic players and supports small businesses by providing tailored services at competitive rates. Maroc Telecom is a major contributor to job creation and supports several humanitarian initiatives to help those most in need or who suffer from an illness, as well as supporting culture and sports and helping to nurture talent;

- **act as a responsible company: Maroc Telecom's commitments** in this regard are to strengthen the skills and well-being of its employees, maintain transparent practices and uphold ethical principles in its dealings with customers, suppliers, employees and stakeholders in the widest sense; Maroc Telecom favors dialog and listening, exercising vigilance with regard to risks and promoting the universal values of loyalty, integrity and respect;
- **respect the environment and fight against climate change:** Maroc Telecom is stepping up initiatives to sustainably protect the environment and effectively manage its environmental footprint, in compliance with the laws and regulations in force and in accordance with the national sustainable development strategy; Operating in a sector offering multiple solutions to enable citizens and economic players to optimize energy efficiency and resource management, Maroc Telecom strives to design innovative digital services while respecting the environment; raising employee and stakeholder awareness of environmental and climate issues is a fundamental pillar of this approach.

### 4.1.3.2 NON-FINANCIAL REPORTING

Maroc Telecom introduced non-financial reporting in 2009: more than 120 environmental, social and societal indicators are reported each year, part of which are published annually in the Universal Registration Document.

The employee-related indicators mainly show:

- the regional economic and social impact of business activities: number of remote communities covered by the networks, percentage of purchases made with local suppliers, number of jobs created locally, initiatives to facilitate access to ICT, particularly among the school community and small businesses to support their activities, support for humanitarian initiatives, promoting culture and sports, etc.;
- business ethics: the protection of personal Data, information tools for health and Mobile telephony-related issues; assessment of suppliers' sustainable development commitments; prevention of corruption, etc.

Environmental indicators show the environmental impact of the Company's operations (energy, paper and fuel consumption, waste production, $CO_2$ emissions by source: electricity, vehicle fleet, business trips, etc.) and explain the measures taken to minimize these impacts (use of renewable energies, measures to improve energy efficiency, etc.)

Social indicators relate to the workforce, diversity in employment (age distribution; percentage of men and women, etc.); health and safety, training, etc.

Maroc Telecom's non-financial report refers to the Global Reporting Initiative: to information provided by the GRI guidelines. Carbon emissions are calculated using factors from the Morocco carbon base.

The social indicators and some of the employee-related indicators concern the Maroc Telecom Group.

The environmental indicators concern Maroc Telecom.

A reporting procedure describing the actions and steps to follow to calculate the indicators is distributed to all Maroc Telecom and subsidiary employees. The Data is audited each year by the internal auditors. These audits guarantee that reporting meets the criteria for completeness and reliability, as detailed in the procedure.

### 4.1.3.3 ASSESSMENT OF SOCIAL RESPONSIBILITY PERFORMANCE BY AN INDEPENDENT THIRD PARTY

Maroc Telecom has its corporate social responsibility and sustainable development approach regularly assessed by an independent third party to measure, promote and build on its performance, by adopting internationally recognized standards.

In 2014, Maroc Telecom obtained the CSR Label from the *Confédération Générale des Entreprises du Maroc* (CGEM). The label shows that Maroc Telecom's commitments comply with universal principles of social responsibility and sustainable development in line with objectives from the CGEM charter of corporate social responsibility. The charter meets Moroccan legal requirements, complies with the standards, agreements and recommendations of international organizations such as the UN, ILO and OECD, and is in line with the guidelines of ISO 26000.

Continuing its sustainable development approach, Maroc Telecom has been using an independent third-party expert since 2017 to assess its corporate social responsibility approach with respect to the internationally recognized standard: the ISO 26000 standard.

The assessment is repeated every 18 months and consists of an audit that measures the compliance of the commitments with the ISO 26000 standard as well as the progress made. Maroc Telecom's commitments and performance are judged by the third-party expert as demonstrating an advanced degree of maturity concerning the inclusion of the seven central issues of the ISO 26000 standard. The results confirmed the continued implementation of CSR practices and the inclusion of CSR in the Company's policies and growth strategy.

### 4.1.3.4 A GROUP THAT LISTENS TO ITS STAKEHOLDERS

The Maroc Telecom Group takes into account the expectations of each of its stakeholders in the countries where it operates. It engages in constructive dialogue in those countries.

#### Dialogue with regulatory authorities

The telecommunications sector is regulated in Morocco and in the countries where the Group's subsidiaries operate by regulatory authorities. The main objectives of this are to ensure regulatory compliance and fair competition between operators to ensure the smooth development of the industry. Maroc Telecom and its subsidiaries are in regular and permanent dialogue with regulators, providing them with all the necessary information.

#### Communication with shareholders and investors

Every year Maroc Telecom, listed on the Casablanca and Paris Stock Exchanges, publishes a Universal Registration Document that can be viewed and downloaded on its website, which contains detailed information on the Group's operations, financial position and outlook.

The Company's reports to investors and financial analysts as well as its press releases are also available online.

Onatel is listed on the Abidjan Regional Stock Exchange and regularly distributes detailed and complete information on its operations and earnings.

Since 2009, the Maroc Telecom Group has published a sustainable development report, which provides all information relating to social, employee, environmental and ethics-related actions taken.

The Group has published a report since 2011, which combines the progress report and sustainable development report and therefore provides all information relating to its economic initiatives and actions to support development. It shows how important social, employee and environmental-related challenges are to the Group's performance and value creation. This integrated report, which can be viewed on the Maroc Telecom website, is intended for all stakeholders and reflects the Group's desire to transparently share its commitment to ongoing progress.

#### Participation in civil society initiatives

Aware of its responsibility as a leading economic and social player, the Group plays its part in civil society initiatives.

Maroc Telecom and its subsidiaries are actively engaged, through lasting partnerships, with various foundations and associations. Maroc Telecom is particularly involved in humanitarian programs with the Mohammed V Foundation for Solidarity and the protection of natural environments with the Mohamed VI Foundation for Environmental Protection.

The Maroc Telecom Group's subsidiaries support associations that work for the human development and well-being of local communities and also provide support for humanitarian causes, health, education and protection of the environment.

#### Attentive to employees

The Maroc Telecom Group brings out the best of its human capital, through training programs and measures to promote employee well-being. Maroc Telecom has a collective bargaining agreement which addresses aspects relating to human resources management and labor relations.

Maroc Telecom ensures that regular and high-quality social dialogue with employee representatives in the eight regional offices and central services at headquarters are set up and maintained (refer to section 4.1.2 "Human Resources").

#### Respecting consumers' interests

In order to maintain their trust, the Maroc Telecom Group is committed to ensuring its customers even greater transparency, in particular with regard to pricing terms and conditions, the content and characteristics of its offers, issues relating to the protection of health in Mobile telephony and personal Data protection.

Maroc Telecom's offers are governed by contractual clauses that strictly comply with the laws and regulations in force, and are disseminated through communication based on the principles of transparency, credibility and truthfulness; in addition, support services and self-care provide customers with easy access to information.

The Customer Commitment Charter formalizes and recalls the regulations on how to treat customers (welcoming and listening to them, protection of personal Data, etc.) but also on information concerning the general and specific conditions of offers.

Maroc Telecom has set up a complete personal Data protection system which has been ISO 27001 certified.

Maroc Telecom keeps close watch over health issues related to Mobile telephony and engages in constructive dialogue with local residents and customers who want to be better informed. In addition to the control operations carried out by the regulator, each year Maroc Telecom conducts campaigns to measure the intensity of electromagnetic waves at relay antennas. More than 1,200 measurements were carried out in 2023. The results showed that all sites met international standards.

Maroc Telecom gives its customers the opportunity to express their opinion, through surveys, with respect to the quality of its telecommunications products and services as well as that of its pre-sales and after-sales services (customer welcome, advice, processing requests and complaints, billing, etc.). To evaluate and assess the Mobile service quality offered by its networks, Maroc Telecom also performs technical measurements in the field. A field- and document-based monitoring system has also been put in place to improve continuous responsiveness to customers and to understand and report their expectations. All of the results are used to make improvements.

Maroc Telecom has a set of customer relationship indicators (KPIs) and continuously monitors and analyzes them, enabling it to continuously deploy appropriate improvement actions to achieve objectives and optimize customer experience.

Maroc Telecom has implemented several activities to protect the public from risks linked to the use of new technologies, with a special focus on young people. Maroc Telecom's content is therefore carefully selected; Maroc Telecom's Facebook page is moderated and a parental controls service is offered to parents, enabling them to protect and support their children in their various digital uses: management of screen time, content filtering, monitoring of web browsing, social media, etc.

In 2023, Maroc Telecom developed a fully secure home connection solution. This solution offers optimized Wi-Fi coverage, ensures the security of all devices (mobile devices, connected objects, PCs, etc.) against viruses and malware and allows parents to supervise the various digital uses of their children through integrated parental controls.

Maroc Telecom also offers many services to support consumers in protecting their Data and uses, such as:

- in the Retail market: the SMS Anti-spam service, which makes it possible to block unwanted SMS; the "internet Security Pass," which protects devices against malicious programs, viruses, information theft and, in the event of loss or theft, remotely locates, locks and deletes Data on the device;
- in the Professional and Business market, the "Data Center Hosting" Service, which offers companies secure IT premises (24/7) to host their IT equipment, the "Cloud IaaS" which offers highly secure virtual servers., the "DDOS security" service and the "UTM security pack," to protect against computer attacks and threats from the internet, the "Backup as a Service" solution to regularly back up Data in a sovereign local Cloud and Mobile Device Management (MDM) service to secure the company's mobile devices.

## Responsible practices with economic partners

Economic partners represent real drivers for the Maroc Telecom Group, both from the point of view of economic growth and local employment and the values to which the Group is committed. The Group is therefore committed to establishing fair and constructive relationships with its suppliers, distribution networks and subcontractors. The recruitment of suppliers is completely transparent according to a clear procedure. Distribution networks benefit from the fair sharing of costs and earnings with Maroc Telecom as well as regular training initiatives.

Maroc Telecom has implemented a Code of Conduct for all its suppliers, whether current or future equipment or material suppliers, service providers or subcontractors. This code formalizes Maroc Telecom's commitments to these partners and aims to raise their awareness of social responsibility while encouraging them to adopt ethical and socially responsible practices. This code includes a set of standards and principles with which suppliers must comply in various areas, such as environmental practices, working conditions, protection of human rights, financial transparency and the fight against corruption. This code is published on the iam.ma website.

Since 2010, "sustainable development" clauses have also been included in all supplier agreements. These clauses cover respect for fundamental human rights and labor rights as well as commitments relating to environmental protection and anti-corruption measures.

Since 2014, a charter of these same principles has been deployed with Maroc Telecom distributors and "Full Image" retailers.

Since 2012, Maroc Telecom's Internal Audit Department has performed annual supplier audits to verify compliance with these clauses.

At the end of 2023, more than 115 audits had been conducted with over 110 partners.

## Regular information to rating agencies

Maroc Telecom has been included in the non-financial rating of listed companies by Vigeo-Eiris since the initiative was launched in Morocco in 2011. A rating that is reviewed periodically and at the end of which Maroc Telecom was awarded:

- at the national level: Maroc Telecom has always been named "Top CSR Peformer" alongside a dozen companies that stand out for their social responsibility initiatives, selected from among the top 44 market capitalizations in Morocco; Maroc Telecom has also been included in the Casablanca ESG 10 index since its launch in September 2018 by the Casablanca Stock Exchange, which includes the 10 listed securities that have obtained the best Environmental, Social and Governance (ESG) ratings from Vigeo Eiris;
- internationally: Maroc Telecom has always been included in the Vigeo Eiris "Best Emerging Market Performers" list since its launch in 2015, which includes the 100 best companies in terms of social responsibility selected from over 800 listed issuers in 31 emerging countries.

### 4.1.3.5 CONTRIBUTION TO BRIDGING THE DIGITAL DIVIDE

#### Opening up remote areas

Maroc Telecom has always been committed to reducing the digital divide and deploying its infrastructure even in the most remote areas. As part of the Pact universal service program launched in 2008 to provide telephone and internet access services to all white areas in Morocco, Maroc Telecom covered 7,300 white areas, representing a contribution of nearly 80% to this program. Outside the Pact, Maroc Telecom also covered 20,000 other localities.

At the end of 2023, Maroc Telecom provided Voice and Data coverage for 99% of the population.

Maroc Telecom's subsidiaries also participate in efforts to open up remote areas and cover isolated localities each year. In 2023, more than 900 localities previously with no access to Voice and/or Data services were served in Benin, Burkina Faso, Chad, Côte d'Ivoire, Gabon, Mali, Mauritania, Niger and Togo.

#### Massive investments and large-scale infrastructure projects to strengthen territorial connectivity

Maroc Telecom has carried out major fiber optic cable construction projects on its own behalf:

- the Atlas Offshore submarine cable, between Morocco and France, and the Loukoss submarine cable, between Morocco and Spain;
- the Trans-African cable, a terrestrial cable from Morocco to Burkina Faso and Niger, via Mauritania and Mali;
- the West Africa international submarine fiber optic cable connecting Mali, Burkina Faso, Cote d'Ivoire, Togo, Benin, Niger and Gabon to Europe (Portugal) via Morocco.

By increasing the connectivity of the countries they serve, these cables are helping to sustainably reduce the digital divide in Africa.

#### Diversified services to democratize access to telephony and the internet and facilitate digital uses

Maroc Telecom is multiplying initiatives to meet the needs of all and to generalize and promote the use of digital technology.

Some examples: top-ups starting at MAD 5, regular promotions on Mobile top-ups, postpaid without commitment from MAD 59/month, offers adapted to the needs of young people such as the "Facebook AutoFlex" service which offers the option of staying connected when the internet balance is used up.

To support rapidly growing and constantly evolving digital uses and to anticipate the services of tomorrow, Maroc Telecom continued in 2023 to develop its offers in order to provide its subscribers with even more advantageous volumes of Voice and Data; Some examples: the enrichment of postpaid Mobile by richer-in-Data plans, the enrichment of prepaid and postpaid Passes by more generous call times and internet volumes, the national unlimited Mobile offer from MAD 259/month.

Much more than a technical tool, digital technology makes it possible to develop new ways of collaborating, sharing, learning and innovating, particularly among young people. To guarantee them consistently high-quality digital access, Maroc Telecom has increased the internet volumes available on Liberté plans, which are popular with young people. Series of focus groups are regularly organized with the latter to identify changes in their needs.

On the other hand, to promote smartphones, Maroc Telecom has significantly reduced their prices (by as much as 70%), regularly revises prices and offers interest-free, no-fee financing for mid-range and high-end smartphones, in partnership with a major player in household financing in Morocco.

Maroc Telecom is pursuing its innovation to enable people to benefit from the most recent and cutting-edge digital uses on a global scale: Maroc Telecom's offering of connected devices enables users to improve the comfort and security of their homes, save energy, maintain good health and improve well-being. Maroc Telecom also offers latest generation internet connections (ADSL, fiber optics, internet Mobile) guaranteeing rapid and reliable connectivity to meet the increasing user needs and thus offering a high-quality digital experience.

Maroc Telecom offers companies managed solutions to support them in their digital transformation, such as the "MT Visio Zoom" video-conferencing solution (allowing virtual meetings and secure content sharing) and the online training solution to support companies to strengthen their training process; a solution that can be installed either on the company's own servers or hosted on Maroc Telecom's sovereign Cloud, particularly for VSEs and SMEs seeking to optimize their resources while benefiting from an effective training solution. Maroc Telecom is also continuing to enhance its business offerings, for example by offering diversified and advantageous Mobile plans for Voice and Data at competitive rates.

Lastly, a pioneer in the introduction of on-demand content, Maroc Telecom continues to enhance the content of its services to meet the needs of all, and to promote access to culture and entertainment (music streaming and on-demand video services, plus other multimedia content: games, apps, etc.). In 2023, Maroc Telecom strengthened its gaming offering with the introduction of new services giving access to a very diversified catalog of games.

### 4.1.3.6 CONTRIBUTION TO ECONOMIC AND SOCIAL DEVELOPMENT AND THE WELL-BEING OF THE POPULATION

#### Support for business creation and employment

Maroc Telecom supports the integration of new technologies within start-up companies by offering them preferential prices on telecoms products.

Maroc Telecom's investments and activity have a favorable impact on job creation: Maroc Telecom is the source of nearly 120,000 indirect jobs in Morocco and almost one million jobs across all the countries where the Group is present: retailers, subcontractors, etc.

#### Support for education and training

Maroc Telecom is committed to supporting young people who are a major part of Morocco's human capital and a driver of its development. It is increasing actions to facilitate their access to learning so that they can expand their knowledge.

The "MOSSANADA" Association (formerly the Maroc Telecom Association for Business Creation and Employment Promotion "MT2E") has to date supported more than 720 bright young people from modest families in pursuing higher education in Morocco or abroad, by awarding them scholarships for five academic years.

Maroc Telecom has been the main contributor to national programs that promote the integration of ICT in teaching and learning, such as "Génie" (equipment of schools with internet access with a filtering solution) or "Injaz" to enable students to enjoy advantageous rates on the internet and/or tablets and laptops.

Maroc Telecom continues its participation in the Nafid@ program: more than 255,000[(1)] teachers and teaching staff benefit from internet connections at attractive prices, with a contribution of 71% to the program.

#### Large-scale investments to improve infrastructure

Maroc Telecom is continuing to roll out high-speed broadband. This is an important economic issue for Morocco and a key factor in attracting investment throughout the country, enabling firms to be more competitive and harnessing technology to develop new services.

Maroc Telecom is continuing the roll-out of its 4G+ Mobile network and its FTTH (Fiber To The Home) network, which is now available in all big cities across Morocco.

Capital expenditure in 2023 also related to Mobile coverage extensions and infrastructure upgrades to support the growth in usage.

Maroc Telecom is the first operator to launch a "Broadband internet via VSAT satellite" offer in 2017, with full coverage of Moroccan territory.

#### Embracing humanitarian causes

Because it is important to promote solidarity for inclusive, fair and sustainable development, Maroc Telecom is engaged with a number of national foundations and associations that perform humanitarian actions to benefit those who are sick or economically disadvantaged, including the Mohammed V Foundation for Solidarity and the "Heure Joyeuse" charity.

Maroc Telecom also supports associations and organizations that promote and protect children's rights, such as the Moroccan Association for the Support and Assistance of Down's Syndrome Persons, the National Observatory for Children's Rights, the Lalla Asmaa Foundation for Deaf Children, the Moroccan League for Child Protection and the Al Ihssane Association.

Each year, Maroc Telecom also contributes to the United Nations global campaign against violence against women by relaying awareness-raising messages to the general public on its information channels.

#### Supporting culture and sports

For several years, Maroc Telecom has supported art and culture, essential elements for the individual and collective development of populations, in many areas: music, cinema, theater, books, painting, etc.

Maroc Telecom contributes to the preservation of the Kingdom's cultural heritage. It supports the Foundation for the Safeguarding of Cultural Heritage in Rabat, which monitors heritage, promotes synergy between stakeholders involved in safeguarding and works to raise awareness, promote and assess the state of conservation of the heritage of Rabat, notably through the "Rabat City of Light, Moroccan Capital of Culture" program.

Maroc Telecom contributes to the promotion of culture in Morocco; it supports various activities that celebrate Moroccan cultural diversity, such as the Festival of Moroccan Poetry, the TIMITAR Signs & Cultures Festival or the International Cultural Moussem of Assilah. Maroc Telecom supports the Maroc Culture Association, whose main mission is to promote cultural and artistic activities for the benefit of the Moroccan public.

Maroc Telecom supports the Mohammed V Theater, which hosts numerous Moroccan and international shows, as well as the International Book and Publishing Fair.

With regard to cinema, Maroc Telecom is a long-standing partner of the International Film Festival of Marrakech (FIFIM), one of the most important cinema events in Morocco; in 2023, it also supported meetings promoting exchanges between Moroccan and foreign filmmakers as well as young talents, such as the Short Film Festival of Marrakech.

*(1) Active customer base.*

Every year, Maroc Telecom helps to discover the flagship street artists and to celebrate creation in the service of public space, through its support for the Jidar-Rabat Street Art Festival an event during which these national and international artists create murals on the facades of the city of Rabat, with meetings to promote the exchange and transmission of art.

Since 2002, Maroc Telecom has held its annual beach festival during the summer months in the Kingdom's main coastal cities. Free, the beach festival attracts several million spectators each year.

Maroc Telecom also supports cultural events on a continental scale such as the Africa Laughter Festival, a humorous event held in several African cities, showcasing very popular African artists both on the continent and worldwide. Seating 600, Maroc Telecom's auditorium was built to be as modular and flexible as possible to host a wide variety of events: conferences, concerts, shows and even the screening of films. By opening it to the public, Maroc Telecom underscores its commitment to fostering cultural diversity and universal shared access to culture. Since its inauguration in June 2013, the auditorium has already hosted numerous events.

The Maroc Telecom museum, Morocco's first technological museum, traces the history of the telecom sector; it helps to preserve the nation's cultural heritage and gives current and future generations the opportunity to discover new developments in telecoms technologies in Morocco. Open to the public and with free admission, it arranges regular fun and educational guided tours for children. The museum has tools for audiences with specific needs, in order to offer a cultural space accessible to all. In 2023, the museum celebrated International Museum Day by welcoming groups of schoolchildren for a guided tour of the museum and fun and cultural activities; the museum also took part in the first edition of "National Museum Night."

For years Maroc Telecom has supported Moroccan sport, which is emblematic of national values and a means of boosting the country's economy. It has forged a long-term partnership with the Royal Moroccan Athletics Federation, of which it has been an official sponsor since 1999, and supports other disciplines: equestrian sports, golf, tennis, boxing, surfing, etc. as well as many sporting events.

Maroc Telecom is a partner of the famous motor race: Rallye du Maroc, which took place in 2023 in the south of Morocco, on a circuit connecting Agadir and Merzouga, and passing through Zagora.

### Developing talent

Maroc Telecom helps to support and develop talent, thereby helping to increase their participation in social and cultural life and in economic and social development.

As a leading player in the digital transformation in Morocco and Africa, Maroc Telecom undertakes several initiatives to encourage the creation and development of digital technology companies. Maroc Telecom took part in the first edition of the GITEX-Africa Fair in Marrakech, a world-class event focused on technological innovation, bringing together institutional players, investors, start-ups and universities and thus offering a platform conducive to the emergence of talents. Maroc Telecom also supported the 10th edition of The DEVOXX Morocco in 2023, an annual event for developers and IT ecosystem players in Morocco and around the world, aimed at promoting talent and the national digital ecosystem.

In addition, Maroc Telecom has been a partner of the Mohammed VI Soccer Academy since 2007. The Academy provides high-level training and contributes to the preparation of professional players.

Through its support for the Rallye du Maroc, Maroc Telecom contributes to the emergence of new talents: the "Africa Rally Team (ART)" academy was created in 2022 to accompany and train experienced athletes or amateurs and allow them to participate in major rallies in Morocco and abroad.

## 4.1.3.7 CONTRIBUTION TO ENVIRONMENTAL PROTECTION

### Control of the environmental impacts of the Company's operations

Maroc Telecom's environmental policy is based on several commitments both to reduce the environmental impact of the Company's activities and to mobilize, alongside civil society, to meet great environmental challenges.

Maroc Telecom has set up a system to assess its environmental compliance: a reference framework of applicable national regulations and best practices in the sector and audit grids to regularly measure compliance and environmental performance and identify improvements. Maroc Telecom has also carried out a carbon assessment of its activities.

These initiatives make it possible to identify all the impacts of the Company's operations on the environment and to strengthen measures to control them. The main impacts relate to the use of energy, waste production and visual pollution.

Maroc Telecom carries out numerous actions to reduce the impact of its business on the environment:

- it uses renewable energy sources, in particular to supply remote technical sites;
- it optimizes its consumption of fossil fuels (electricity, fuel):
  - a large awareness-raising campaign involving all employees (Éco Gestes),
  - Maroc Telecom requires equipment with high energy efficiency from its suppliers, deploys recent technologies to optimize electricity consumption (such as Single RAN or free-cooling) and implements energy-saving features at its sites; Maroc Telecom also conducts energy audits to identify the most relevant courses of action to further optimize electricity consumption,
  - the Maroc Telecom Tower was designed for reduced energy consumption and optimized water management: reduced energy consumption through centralized management

4

(blinds, air conditioning, lighting, etc.), a double-skin facade, the installation of occupancy detectors and specific glazing to reduce the need for artificial lighting; optimal water management through rainwater harvesting to irrigate outdoor spaces, timed-flow taps with infrared detection, filtering of kitchen wastewater,

- several measures are introduced in the construction of buildings to improve energy efficiency (e.g. glazed façades to promote the flow of natural light; double glazing and specific construction materials for good thermal insulation; low energy consumption LED lighting; presence detectors, solar energy for hot water; new generations of air conditioning systems, etc.),
- Maroc Telecom is reducing its fuel consumption. By using operational leases, Maroc Telecom regularly renews its fleet and benefits from ever newer vehicles that consume less polluting fuel, thanks to technological advances made in engine technology;

- with a view to preserving the beauty of the natural landscape, Maroc Telecom uses aesthetic Mobile phone masts that are appropriate to the surrounding environment (for example, masts that resemble a palm or pine tree). It also uses equipment, materials and other techniques (painting, disguising antenna to look like palm fronds, concealed base transceiver stations) to make its Mobile sites as unobtrusive as possible;
- Maroc Telecom implements the necessary actions to treat and recover each type of waste in accordance with applicable regulations and best industry practices. A procedure sets out the rules and conditions for the collection, sorting, storage, disposal and treatment of waste by type with qualified and authorized bodies as well as the procedures for tracking waste;
- thanks to the digitization of processes and the electronic management of documents, Maroc Telecom has considerably reduced its paper consumption; Maroc Telecom is continuously optimizing the use of raw materials, particularly paper in the marketing of its services: optimization of the size of prepaid cards to top up Mobile communication credits and the promotion and diversification of paperless means for these top-ups, online invoicing, digitization of contracts, optimizing the size of the SIM packs and holders, introduction of ESIM (activation of Mobile services directly on a chip embedded in phones), etc. Maroc Telecom is pursuing its digital communication strategy through numerous actions such as landing pages to replace flyers and brochures, e-mailing, the use of various digital channels or a digital signage system in branches.

## Raising awareness of environmental protection

Maroc Telecom raises its employees' awareness of environmental and sustainable development issues:

- training on sustainable development issues has been provided since 2009;
- an "Eco-gestures" guide has been rolled out to employees and is available on the intranet; it provides information on environmental issues and impacts related to the consumption of electrical energy, paper and fuel and encourages employees to adopt environmentally responsible behavior at work through simple acts;
- an eco-driving charter has also been rolled out to employees, with recommendations to implement when in their vehicle in order to save energy and pollute as little as possible.

Maroc Telecom supports and participates in several civil society initiatives to raise citizens' awareness of environmental protection and help address major environmental issues.

Maroc Telecom participates in the Voluntary Carbon Offsetting Program of the Mohammed VI Foundation for the Protection of the Environment. Each year, it offsets part of its irreducible greenhouse gas (GHG) emissions by participating in the financing of GHG sequestration projects such as equipping rural schools with solar energy, the use of e-bikes for students and organizing awareness-raising activities, including the development of teaching guides for environmental education.

Every year, Maroc Telecom participates in the Foundation's Clean Beaches program; it carries out cleaning and development work on the Kingdom's beaches, along with awareness-raising actions for summer visitors, at the beach level or through social networks.

Maroc Telecom contributed to the creation of the Anaboundif platform, set up by the Mohammed VI Foundation for the protection of the environment; the platform is open to all and helps people understand and act on environmental issues around the world and in Morocco.

Maroc Telecom also contributed to the construction of the Environmental Protection Awareness Center and provides operational support.

In 2002, Maroc Telecom was responsible for the rehabilitation of the Arsat Moulay Abdeslem Park, located in the center of the city of Marrakech, and has since maintained it as part of the program to rehabilitate large parks across the Kingdom led by the Mohammed VI Foundation for the Protection of the Environment.

Maroc Telecom participates in the international action "Earth Hour," an hour to raise awareness of climate change. For one hour, the facade of the Tower is switched off, as well as the building's signs and all non-essential lights and appliances. On this occasion, Maroc Telecom is mobilizing its employees by inviting them all to participate in this global momentum.

Maroc Telecom supports the program for the protection and conservation of wild animal species, implemented by the national zoological garden (JZN) in Rabat.

### 4.1.3.8 OBJECTIVES FOR 2024

In 2024, the Corporate Social Responsibility policy will be further strengthened. The scope of the reporting will be extended to new social indicators in the subsidiaries. In particular, projects will continue to include waste management, the integration of Mobile towers into the landscape, the reduction of energy consumption and the promotion and assessment of corporate social responsibility (CSR) with suppliers.

#### Maroc Telecom environmental indicators

- Electricity used (thousands of KWh): 565,082
- Waste Electrical and Electronic Equipment (WEEE) (Kg): 197,401
- Fuel used (generators) (L): 9,400,903
- Total Maroc Telecom $CO_2$ emissions (kg $CO_2$)[(1)]: 450,169,399
- $CO_2$ emissions from Mobile usage (teq $CO_2$):
  - Gasoline: 27
  - Diesel: 8,206
- $CO_2$ emissions from Fixed-Line usage (teq $CO_2$):
  - Electricity: 407,142
  - Other sources: 34,525
- $CO_2$ emissions from business travel (teq $CO_2$):
  - Train: 69
  - Airplane: 201

#### The Group's employee performance indicators

See chapter 4.1.2 "Human Resources"

#### The Group's societal indicators

Regional, economic and social impact:

- indirect jobs created by the Group: almost one million. Almost 120,000 in Morocco and over 900,000 in the countries of the subsidiaries;
- 68% of Maroc Telecom's purchases made with local suppliers;
- remote rural municipalities covered during the year for Voice and/or Data: 155 in Benin, 128 in Burkina Faso, 143 in Côte d'Ivoire, 52 in Gabon, 233 in Mali, 160 in Mauritania, 2 in Niger, 44 in Chad and 4 in Togo.

#### Consumer health and safety

Number of electromagnetic field measurements (Maroc Telecom): about 1,200.

## 4.1.4 Real estate

At December 31, 2023, Maroc Telecom ran its networks and its retail, support and administrative operations from more than 9,037 sites (buildings, land, etc.) throughout Morocco, of which approximately 88% are leased and 12% are owned by the Group. These facilities are primarily sites historically owned by the Kingdom of Morocco which were legally transferred to Maroc Telecom at the time of its incorporation in 1998 in accordance with Law 24-96 through a payment of capital in kind. Maroc Telecom is in the process of obtaining formal legal title to these sites.

The registration rate for the sites on which Maroc Telecom holds property rights is 98.42% composed of the following:

- 89.07% of the sites have an ownership deed in the name of Maroc Telecom;
- 9.35% of the sites have been requisitioned from land conservancies.

Requisition is a claim to a property right. It is issued by the land registrar once the application for land registration has been made. It becomes a property title after completion of the regulatory administrative formalities.

The remaining sites to be registered (1.57%) are broken down as follows: six sites are in the process of registration and 11 sites are in dispute.

There are 46 other sites over which Maroc Telecom does not have ownership rights:

- 34 sites subject to the expropriation procedure which was contested by the responsible Ministry;
- 8 sites are disputed;
- 4 sites in the State's private domain have not been transferred free of charge to IAM.

*(1) Emission Factors of the Carbon Base Morocco.*

The disputed sites and those subject to expropriation mainly concern land belonging to the private domain of the State and to municipalities, the regularization of which is subject to an administrative procedure, as well as private land lacking proof of ownership.

The estimated costs of these transactions (e.g. payment of land-registration fees) and/or the potential financial risks likely to arise from any dispute over the legal title of ownership are deemed to be insignificant in relation to the total value of the real estate assets registered in the name of IAM.

A similar process is taking place at Maroc Telecom's sub-Saharan subsidiaries.

## 4.1.5 Intellectual property, research and development

At December 31, 2023, Maroc Telecom owned some 843 trademarks and brand names, three patents, four industrial templates and two industrial designs registered with the Moroccan Office for Industrial and Commercial Property (OMPIC).

Itissalat Al-Maghrib, Maroc Telecom, Jawal, El Manzil, Kalimat, Menara, Fidelio, the Maroc Telecom pages jaunes (yellow pages), Mouzdaouij, Solutions Entreprises, Phony, MT Cash, MT TV and Moov Africa are among the main trademarks and brand names owned by the Group in Morocco.

The trademarks and brand names currently owned by Maroc Telecom are protected throughout Morocco. For the 229 trademarks registered prior to December 18, 2004, when Law 17-97 concerning the protection of industrial property rights took effect, the patent protection period is 20 years, renewable indefinitely; for the 614 trademarks registered after this date, the patent protection period is 10 years, also renewable indefinitely.

Since 2006, in order to protect its industrial and intellectual property rights abroad, Maroc Telecom has extended the protection of 25 of its trademarks, including Jawal, IAM, Mobicash and Nomadis, to France, Benelux, Germany, Spain, Portugal, Italy, Algeria, the European Union and the African Intellectual Property Organization (OAPI).

Moreover, when it acquired new subsidiaries in Africa in January 2015, Maroc Telecom also acquired the title to trademarks registered with OAPI. These consist of the Moov trademark and a few Moov-derived trademarks.

In 2020, under plans to create a shared visual identity for its African subsidiaries, Maroc Telecom registered a number of brands with OAPI adopting its logo under the new name Moov Africa.

In addition, Maroc Telecom is committed to taking all necessary and appropriate measures to protect the trademarks, patents and industrial models it has developed.

The rights to use the trademarks and brand names granted to Maroc Telecom are described in the service agreements signed with its contractors. Certain contracts for the sale of services or products grant retailers the right to use Maroc Telecom's trademarks for the term of the agreement, in accordance with the procedure agreed on by the parties.

# 4.2 Description of activities

## 4.2.1 Morocco

### OVERALL OPERATING ENVIRONMENT

| Key macroeconomic indicators | 2023 | 2022 | 2021 |
|---|---|---|---|
| Population *(in thousands)* | 37,022 | 36,670 | 36,313 |
| GDP per capita *(in USD)* | 3,979.87 | 3,896.21 | 3,470.80 |
| GDP growth *(in %)* | 2.39 | 1.25 | 5.7 |
| Inflation *(in %)* | 6.3 | 6.2 | 1.4 |

*Source: IMF (October 2023).*

#### Operating environment

The Moroccan telecommunications market is made up of three operators which offer their customers a wide range of services covering Fixed-Line and Mobile communications, Data transfer, and other value-added services.

The Fixed-line customer base totaled 2.87 million subscribers at the end of 2023, up 8.47% year-on-year.

The Mobile market has entered a phase of maturity, with the speedy roll-out of Mobile telephony leading to an almost universal adoption of this service in both urban (99.8%) and rural (99.7%) households.

The Mobile customer base reached 55.9 million subscribers, recording an annual increase of 5.62%. The Mobile telephony penetration rate was 150.92% at the end of December 2023.

Internet services are becoming more popular and they are gradually reaching rural areas. The Internet customer base amounted to 38.29 million subscribers at the end of 2023, bringing the penetration rate to 103.42%. This customer base recorded an increase of 2.7 million subscriptions compared to December 2022.

*Source: ANRT (Q4 2023)*

### COMPETITIVE ENVIRONMENT AND EXISTING OPERATORS

At December 31, 2023, a total of 25 telecommunications licenses had been awarded in Morocco.

The telecommunications market by operator and type of service is summarized below:

| Technology | Number of licenses | Operator names |
|---|---|---|
| Fixed | 3 | Maroc Telecom<br>Orange<br>Inwi |
| Mobile (2G) | 3 | Maroc Telecom<br>Orange<br>Inwi |
| Mobile (3G) | 3 | Maroc Telecom<br>Orange<br>Inwi |
| Mobile (4G) | 3 | Maroc Telecom<br>Orange<br>Inwi |
| GMPCS | 5 | SOREMAR<br>ORBCOMM Maghreb<br>European Datacomm Maghreb<br>Al Hourria Telecom<br>Thuraya Maghreb |
| VSAT | 5 | Cimecom (Nortis)<br>Gulfsat Maghreb<br>Maroc Telecom<br>Inwi<br>SADV (Société d'Aménagement et de Développement Vert) |
| 3RP | 3 | Cires Telecom<br>Moratel<br>SADV (Société d'Aménagement et de Développement Vert) |

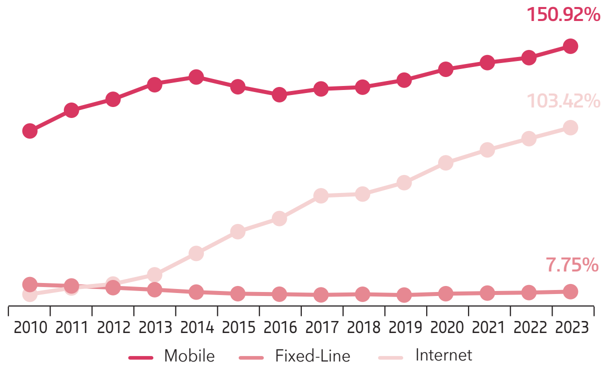
*Source: ANRT.*

Maroc Telecom's principal competitors are as follows:

- Médi Telecom ("Méditel"), holder of a Mobile license since August 1999, renamed Orange Morocco on December 8, 2016. Orange Morocco is 49% owned by the Orange group, 25.5% by O Capital, and 25.5% by CDG;
- Wana, in which Al Mada group holds a 69% stake, with the remaining 31% held by the consortium composed of Al Ajial Investment Fund Holding and Zain Telecommunications Group.

## KEY INDICATORS FOR THE MOROCCAN TELECOMMUNICATIONS SECTOR

CHANGE IN THE MOBILE, FIXED-LINE (INCLUDING RESTRICTED MOBILITY) AND INTERNET PENETRATION RATES IN MOROCCO FOR THE PERIOD 2010-2023




*Source: ANRT*

The Mobile penetration rate reached 150.92% at the end of 2023.

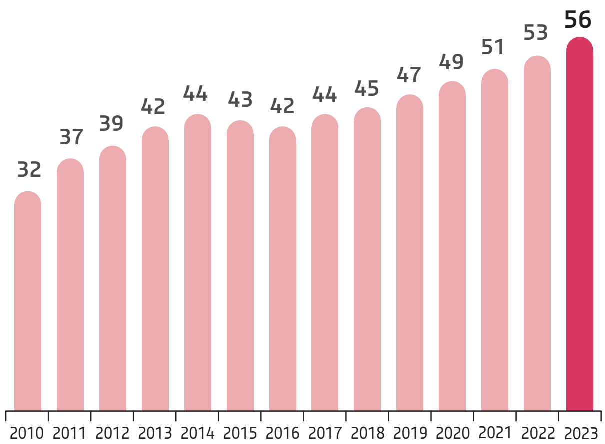
The Fixed-Line penetration rate stood at 7.75% at the end of 2023. The Internet market continued its strong growth, driven in particular by Mobile internet and the FTTH offer.

## CHANGE IN CUSTOMER BASE

### Mobile telephony segment

CHANGE IN THE MOBILE CUSTOMER BASE IN MOROCCO FOR THE PERIOD 2010-2023

*(in millions of customers)*



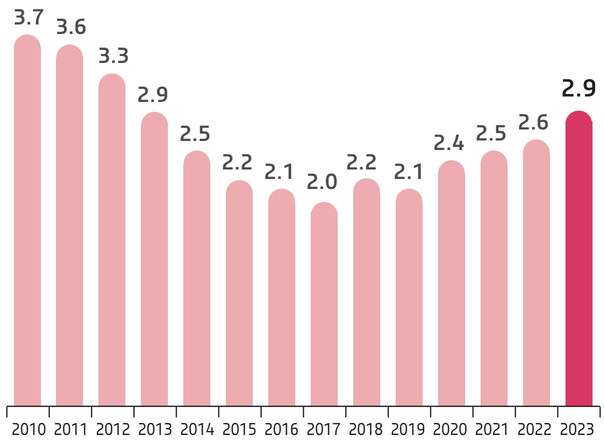

*Source: ANRT*

The Mobile telephony market is dominated by prepaid customers, who represent 87.5% of the total customer base. At year-end 2023, there were a total of 55.9 million Mobile customers.

### Fixed-line telephony SEGMENT (including restricted mobility)

CHANGE IN THE FIXED-LINE CUSTOMER BASE IN MOROCCO FOR THE PERIOD 2010-2023

*(in millions of customers)*



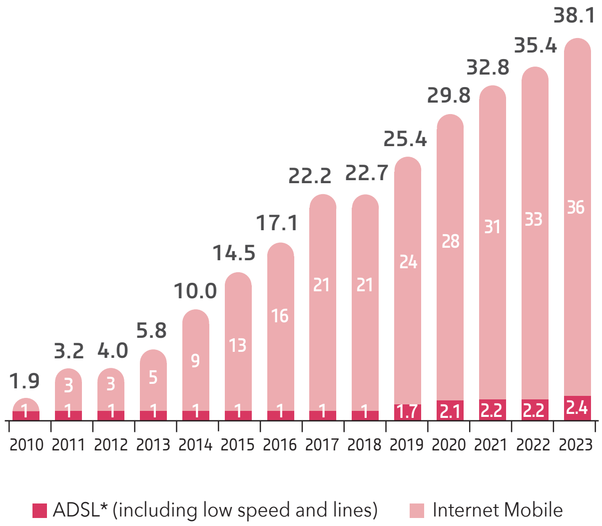

*Source: ANRT*

Until 2010, the Fixed-line market enjoyed steady growth from the introduction of restricted-mobility offers. Since 2010, the Fixed-line market has been in steady decline owing to deep price cuts in the Mobile segment. Fixed-Lines recorded an increase in 2021, 2022 and 2023 thanks to the momentum of FTTH offers.

### Internet segment

CHANGE IN THE INTERNET CUSTOMER BASE IN MOROCCO FOR THE PERIOD 2010-2023

*(in millions of customers)*




*Source: ANRT*

Growth in the Internet market has gathered pace since 2008, mainly because of the introduction of Mobile Internet offers that expand internet access at increasingly lower prices, as well as the launch in 2012 of ADSL Double Play plans, followed by very high-speed Fiber Optic broadband, which helped to revive the Fixed-Line and Internet market. At the end of 2023, there were 38.1 million Internet customers, including 35.7 million Mobile Internet customers, or 93.62% of the total customer base.

### 4.2.1.1 MOBILE TELEPHONY

## Market and competitive environment

In a mature market characterized by intense competition and a tougher regulatory environment, Mobile telephony in Morocco features very generous Voice and Data offers, repeated and aggressive promotional offers and more targeted marketing efforts to build customer loyalty, increase usage and win new customers.

To boost growth in this segment, Voice offers are combined with Data, whose usage is growing rapidly thanks to the accessibility of smartphones and the introduction of 4G+ Mobile broadband.

**Years in which Mobile technologies were launched on the market by three operators**

| | Maroc Telecom | Orange Morocco | Inwi |
|---|---|---|---|
| GSM 2G | 1994 | 2000 | 2010 |
| GPRS | 2002 | 2004 | 2010 |
| MMS and GPRS roaming | 2004 | 2006 | 2010 |
| 3G | 2008 | 2008 | 2008 |
| 4G | 2015 | 2015 | 2015 |
| VSAT | 2017 | - | 2017 |

**Mobile market shares over the past three years**

| Market share | 2023 | 2022 | 2021 |
|---|---|---|---|
| Maroc Telecom | 35.29% | 36.28% | 38.71% |
| Orange Morocco | 32.48% | 33.31% | 33.29% |
| Inwi | 32.23% | 30.41% | 28.00% |

*Source: ANRT*

Despite the challenging competitive environment, Maroc Telecom has remained the market leader in the Mobile segment. At year-end 2023, Maroc Telecom had a market share of 35.29%, compared with 32.48% for Orange Morocco and 32.23% for Inwi.

#### PREPAID MOBILE SEGMENT

Maroc Telecom is continuing to promote call and Data bundles with its Jawal Passes.

The year 2023 was marked in general by the adoption of a permanent promotional policy favoring longer consumption periods and more generous Data bonuses in order to boost this market and meet the increasing Voice and Data needs of customers. Thus, this year was characterized by the perpetuation of the Multiple Top-Up x22, the introduction of the national prepaid Unlimited Pass and, the new Pass *3 promotion "50% bonus Data".

In-depth knowledge of customer expectations through field feedback, the customer listening system put in place and customer segmentation based on surveys and Data Analytics have also enabled Maroc Telecom to:

- multiply CVM actions and roll out customization use cases (postpaid/prepaid upsell, churn prevention);
- provide customers with a range of services:
  - the "Switch" balance conversion service, which offers Jawal customers the freedom and flexibility to convert their Voice credits into Data and vice versa according to their needs,
  - the Direct internet service, which consists of the opening of Data consumption from the MAD balance, available at the level of the Principal and Bonus meters. The implementation of this service is designed to meet the need of customers with occasional use of the internet using Multiple Top-ups,
  - the "Mon Espace MT" self-care service and the customer assistance service via WhatsApp, 100% digital services, which allow customers to benefit from all the Customer Service at hand and to access several functionalities (Voice and Data consumption monitoring, online top-up, Switch service, PUK recovery, etc.).

**Market share in the Mobile prepaid telephony market over the past three years**

| Market share | 2023 | 2022 | 2021 |
|---|---|---|---|
| Maroc Telecom | 35.31% | 36.39% | 38.72% |
| Orange Morocco | 33.04% | 33.73% | 33.85% |
| Inwi | 31.65% | 29.88% | 27.43% |

*Source: ANRT*

#### POSTPAID MOBILE SEGMENT

Maroc Telecom is continuing to focus on customer loyalty by offering a full range of low-cost plans combining Data and Voice services, as well as an unlimited plan offering customers everything they need at a competitive rate.

**Market share in the Mobile postpaid telephony market over the past three years**

| Market share | 2023 | 2022 | 2021 |
|---|---|---|---|
| Maroc Telecom | 35.13% | 35.50% | 38.64% |
| Orange Morocco | 28.58% | 30.42% | 29.1% |
| Inwi | 36.29% | 34.08% | 32.26% |

*Source: ANRT*

Maroc Telecom is multiplying initiatives to meet the needs of all of its customers and to generalize and promote the use of digital technology.

Indeed, to support the growing digital uses and anticipate the services of tomorrow, Maroc Telecom continued in 2023 to develop its offers by enhancing postpaid Mobile with plans richer in Data or Voice, depending on the customer's needs, and postpaid Passes with more generous internet volumes.

For the Business and Professional segment, in 2023 Maroc Telecom enhanced its new range of Mobile plans launched in 2022 with new subscription plans with even more affordable rates depending on the duration of the commitment (12 or 24 months).

Postpaid customers also have access to the "Mon Espace MT" self-care service and the WhatsApp assistance service. These digital channels allow customers to have an overall view of their lines in real time (Voice and Data consumption monitoring, PUK recovery, consultation and download of inVoices, conversion of points etc.).

For Mobile internet, the 4G+ WiFi BOX is promoted through an offer consisting of unlimited internet access and a Voice volume, from MAD 199 incl. VAT/month. Once the ceiling has been reached, the customer continues to access the internet at a reduced speed that still guarantees Quality of Experience (QoE).

## Performance

### PRINCIPAL MOBILE PERFORMANCE INDICATORS

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Mobile revenues *(in MAD million)* | 11,630 | 11,789 | 12,270 |
| Mobile customers *(in thousands)* | 19,767 | 19,252 | 19,900 |
| o/w postpaid | 2,499 | 2,416 | 2,362 |
| Blended ARPU *(in MAD/customer/month)* | 46.0 | 46.8 | 48.7 |

Mobile revenues at the end of December 2023 in Morocco fell 1.3% compared to December 2023 to MAD 11,630 million.

Maroc Telecom's total active Mobile customer base at the end of December 2023 increased by 2.7% to almost 19.8 million customers. The postpaid customer base recorded growth of 3.4%. The mixed ARPU at the end of December 2023 was MAD 46.0, down 1.6%.

### PREPAID MOBILE SEGMENT

The prepaid offer has become more popular thanks to the SIM-only Data accessibility, more generous Passes in terms of volume and duration as well as the varied and recurrent promotions launched by Maroc Telecom on top-ups and communications to stimulate consumption and build customer loyalty.

Maroc Telecom's active prepaid Mobile customer base increased at the end of December 2023 by 2.6% vs. December 2022, to reach 17.3 million customers.

### POSTPAID MOBILE SEGMENT

The postpaid Mobile customer base rose 3.4% at the end of December 2023 to 2.5 million customers. This change is due to the introduction of more accessible Data-rich plans, easier access to postpaid and encouraging the migration from prepaid.

### MOBILE INTERNET

At the end of 2023, the Mobile internet active customer base stood at 11.02 million customers, down slightly by 0.2%.

Average per customer Data usage increased by 4% at the end of December 2023.

## Mobile offers and services

### PREPAID PLANS

Maroc Telecom markets its prepaid plans under the Jawal brand. Prepaid plans are aimed primarily at the Retail market, which demands affordable SIM-only offers with frequent promotions on top-ups and calls.

Maroc Telecom's prepaid plans are sold in the form of packages (handset and SIM card) and SIM card packs (SIM only) with a single price for calls to all national operators (MAD 0.07 incl. tax per second and MAD 0.96 incl. tax per SMS).

International call and text rates vary depending on the country and international pricing zone.

Prepaid offers are characterized by:

- top-up offers, continuously enriched by bonuses (depending on the value of the top-up and the promotional period): permanent top-up offer x10 for all top-ups starting at MAD 5, x22 during promotional periods. Maroc Telecom encourages the use of top-ups via the Espace MT digital channels and the IAM website and offers the X17 top-up for all online top-ups.

A wide selection of Passes offered to customers according to use:

- Pass *1 for SMS use only, *2 for a Voice and Data offer, *3 for Data use, *4 for international calls, *5 for an all-inclusive Voice/Data and SMS offer, as well as other passes for the use of value-added services, in particular *6 for access to social networks, the Pass *88 for Data access to a wide range of games and social networks dedicated to Gaming and the Passes *9 and Store for SVA activation. The Pass *8 is dedicated for Data roaming and the Pass *7 for the Voice, Data and SMS roaming bundle, *77 for roaming in Africa and *78 for internet capped roaming.

### POSTPAID RATE PLANS

Postpaid rate plans are available to Retail, Professional and Business customers:

- the Retail segment has a range of Fixed-rate plans from MAD 59 and unlimited offers from MAD 259:
  - Liberté range basic packages: comprehensive and affordable plans with domestic and international calls plus Data bundles starting at MAD 59,
  - Mid-range and Premium plans: range of plans starting at 14 hours at MAD 165 (incl. tax)/month for domestic and international calls with a capping option, plus generous Data bundles,
  - unlimited plans: offers allowing unlimited national and international calls, unlimited SMS in addition to unlimited Mobile internet depending on the plan, from just MAD 269/month incl. VAT,
  - additional paid options are available: unlimited paid numbers, unlimited IAM number, Mobile internet pass, double and triple top-up outside the package, SMS Pass, national Voice Pass and international Voice Pass to all other countries, Roaming Pass, etc.;

- for the Business segment, the catalog offers plans that automatically include the intra-fleet service free of charge:
  - Intra-Company plan from 5 hours and 6 GB at MAD 49 MAD/month incl. VAT,
  - Optimis plans from 15 hours and 15 GB at MAD 89/month incl. VAT,
  - as well as two unlimited plans from MAD 279/month incl. VAT offering Unlimited Voice and SMS to all national operators, international calls and SMS and from 50 GB of Mobile internet;
- as for the Professional segment, a diversified range of plans similar to the Business offers exists to meet the needs of increasingly demanding business uses:
- additional options are offered, offering the possibility to top-up when the extra-fleet cap is reached, the possibility of subscribing to Voice & SMS passes and international passes to all countries.

### MOBILE INTERNET

To guarantee easy browsing for all users of Mobile internet, Maroc Telecom has rolled out 4G+ browsing speed for all prepaid and postpaid internet plans. In areas not covered by the 3G+/4G+ network, Maroc Telecom's GPRS network provides seamless Mobile internet access.

In order to enable Voice-Data customers to browse beyond the volumes offered under postpaid plans, internet top-ups are offered online or by top-up code and can be carried forward to the following month.

The prepaid Mobile internet plan provides an internet connection via modem or telephone on a pay-as-you-go basis with no monthly bill. Maroc Telecom offers a wide range of 500 MB at MAD 5 up to 20 GB at MAD 200. An additional bonus is offered to customers during promotion periods for values of MAD 30 or more.

### VALUE-ADDED SERVICES

#### Social Media Pass *6

Maroc Telecom has the richest Social Media Pass *6 on the market, including the largest number of social networks: YouTube, TikTok, Facebook, WhatsApp, Twitter, Instagram, Snapchat and Discord.

#### MT TV Digital Television Service

The MT TV service offers a very high-quality HD TV experience, enhanced TV packages with unlimited VOD content, Maroc Telecom themed channels and pay-per-view options, multi-screen access on Box, TV, Mobile phone, tablet, etc. and PC; as well as exclusive features such as Parental Controls to safely watch family programs.

To subscribe to the service, Fixed-Line and Mobile customers have the choice between three packages (Access, Prestige and Evasion). Mobile customers can also subscribe to two types of Weekly / Monthly Passes.

#### VOD services

Maroc Telecom has the richest VoD offer on the market:

***Shahid***

The world leader in Premium Arab VOD content, the Shahid service offers more than 40,000 hours of various films, series and documentaries: Shahid Originals Shahid preview, Arab, Western and International content, best Turkish Bollywood content as well as content for children (Marvel, Pixar, Fox, etc.). All are in a single application, secure and ethical, offering a whole range of functionalities, Multi profiles, recommendations, playback, downloading and viewing offline, no advertising, Chromcast, etc. The application is also available on a range of smartphones, tablets, Android TV, Smart TV and Apple TV. The Shahid service is offered to Mobile customers under two plans: The first at MAD 19/month, dedicated exclusively to viewing on a smartphone or tablet with a single access, and the second VIP plan at MAD 33/ month gives access to full quality HD, viewing on all connected screens and up to three simultaneous connections.

***E-Junior***

The e-Junior service is a new VoD content dedicated to children and young teenagers. More than 1,400 hours and 7,000 episodes of cartoons and series in Arabic, French and English are included free of charge in the Prestige and Evasion packages, allowing families to enjoy diversified, unlimited, secure and seamless content without advertising.

***Starzplay***

Launched in October 2016, this unlimited video-on-demand service offers diversified content, especially the largest American productions for adults and children. Content can be streamed to two devices simultaneously (smartphone, smart TV, tablet, computer or games console).

The new Starzplay Sport package launched in November 2022 provides access to a multitude of sports disciplines, live or in replay from 9 MAD per week: Football (Italian, Dutch, Emirati and soon to be German leagues), Athletics (World Athletics), Golf (Ryder Cup 2023 PGA Tour), Tennis (WTA Tour), Basketball, Cycling (Giro d'Italia), Cricket (Asia Cup), American Wrestling (AEW) and Rugby.

***Play VoD***

The Play VOD Video on Demand service lets users download and watch hundreds of films and series on PCs, smartphones and tablets. A multitude of genres are available: Comedy, Drama, Action, Family, Thriller, Fantasy, Adventure, Romance & Extras.

***OSN***

The OSN service offers the best series, films, documentaries, content in Arabic and for children on all devices, in the language of the customer's choice. The OSN Streaming app hosts Hollywood hits, OSN Originals, Disney+ Originals, HBO and Paramount+.

#### *Blu TV*

This is the first Turkish streaming platform in the region, integrated into the Evasion package at no additional cost.

### MT Smart Life

The catalog of devices has been enriched by new ranges of connected objects in the areas of Gaming and Health, enabling customers to improve their well-being and health and enjoy an optimized experience in terms of entertainment. Maroc Telecom also offers the ESIM connected watch (SIM card embedded in the watch), enabling users to benefit from the services of Maroc Telecom's Mobile network (call, listen to music, download applications, etc.) and monitor their sport and health goals, while on the go and on smartphone.

#### *Smart Kids*

This is the first range of smart devices targeting child safety in Morocco. By linking a smart tag to a single Mobile Voice and Data plan, Smart Kids lets parents locate their children at all times.

With a Mobile Android or iOS app downloaded on the smartphone, parents can locate their child and view his or her location history, or receive notifications if the child enters or leaves predefined areas. An unlimited number of areas can be predefined.

The child can also make emergency calls to a single preset number by simply pressing the SOS button on the tag.

In addition, the Smart Kids service was enhanced by the introduction, in June 2022, of Xplora XGO 2, a connected watch for children to visualize their location in real time, controlled calls as well as a host of useful features.

#### *Smart Car*

Maroc Telecom became the first company in Morocco to launch an integrated smart vehicle management system called "Smart Car". Now customers can manage and locate their vehicle(s) remotely and thus better manage their vehicle fleet.

The system consists of a terminal (Dongle) inserted into the vehicle's OBD-II connector and a cloud management platform accessed via a Web portal or a smartphone application. It is simple and easy to install via Plug and Play. Users can locate their vehicles in real time and set up email alerts and push notifications.

Smart Car also offers driving behavior indicators that can optimize car use over a weekly or monthly period. The solution also has dashboards and trip management reports.

### Security and Parental Control services

With the publisher Kaspersky lab, Maroc Telecom has introduced the parental control service enabling parents to protect and support their children in their various digital uses: time management on screens, content filtering, monitoring of browsing. social networks, etc.

And to support consumers in protecting their Data and uses, Maroc Telecom also offers the Kaspersky internet Security service, which protects devices against malware, viruses, information theft and in the event of loss or theft, remotely locating, locking and deleting Data on the device.

#### *Maktabati online reading service*

The Maktabati online reading service is the first service of its kind launched by an operator in Morocco. It offers more than 10,000 books in reading or audio mode: books, magazines, comics and academic materials, in Arabic, French and English. Maktabati is aimed at young people aged three to fifteen through a large catalog offered by the largest specialized publishing houses. The service is accessible on five Mobile devices simultaneously.

To subscribe to the service, Mobile customers have the choice between three Passes: MAD 3 for one day, MAD 10 for one week and MAD 20 for one month.

#### *Gaming services*

MT offers a wide range of gaming services:

##### Gameloft

The first gaming service launched by Maroc Telecom, Gameloft offers a rich catalog on Android, including several premium game licenses, such as Disney, Gameloft, Square ENIX, SNK, Bandaï, HeroCraft and SEGA.

Since July 2020, the Gameloft game catalog has been unlimited for all Mobile customers instead of a fee-for-service subscription. Unlimited Passes have been offered under two plans: MAD 12 incl. VAT/week, MAD 6 incl. VAT/week. Gameloft passes can be subscribed to by SMS at 7789 or via the internet.

##### Playweez

Launched in January 2022, the service includes more than 1,700 games from different categories (action, arcade sport logic, strategy, etc.) for children, families and casual gamers. These games are available online on smartphones, tablets and PCs or via download on Android devices.

##### Apps Club

A portal bringing together 1,200 games and entertainment applications covering several themes (Arcade, Strategy, Action, Racing, etc.), mainly rated AAA, meaning very popular video games with significant budgets and promotions. These games are offered in Premium version without advertising or inApp purchase, the whole being included in an unlimited download Pass.

##### Cloud Play

In December 2022, Maroc Telecom launched the first Cloud Gaming service in Morocco, with more than 300 games, including high-quality Premium games and popular AAA games (very popular video games with significant budgets and promotions).

This new portal allows gamers to play on their Mobile or PC, with a superior graphic quality, similar to that of console games, without the need to download and regardless of the performance of the equipment, offered from MAD 10 per week.

#### Disney Club

Bringing together more than 100 games from major studios such as Disney, Marvel, Pixar and StarWars, the Disney Club mobile portal is intended for casual gamers and children from 10 years old and includes different categories of adventure, arcade, action, sports, racing, fun and logic games, at MAD 10/week.

### *Music services: Anghami & Digster*

Maroc Telecom teamed up with Universal Music and Anghami to offer its customers world-class music content:

#### Digster

A music service offering weekly playlists compiled by leading playlisters. It acts as a personal DJ catering to every mood and musical style from rock, pop and hip-hop to rai, *Nouvelle scène*, Oriental, Golden Oldies, etc.

#### Anghami

The leading official music streaming app in the Middle East and North Africa. With the Maroc Telecom offer, customers have unlimited access to a rich and diverse music catalog with over 20 million songs and special features. Anghami is available on any connected device (smartphone, tablet, smart TV, smartwatch or computer).

### *Sport services: MT Foot*

In June 2019, Maroc Telecom launched a sports content service focusing on the most popular sport: Soccer.

MT Foot is a service for soccer fans, marketed under the Maroc Telecom brand. It offers them a range of content: matches in real time, 3D goals, forecasts, news, and quizzes. Maroc Telecom customers can access the main International and national championships: UEFA Champions League, UEFA Europa League, CAF Confederation Cup, CAF Champions League, La Liga, Ligue 1, Premier League, Bundesliga, Serie A and the Botola.

### *Facebook Autoflex*

Opening of the Facebook service Autoflex since 2021, which allows prepaid customers to automatically switch to the free version of Facebook when their plan is used up and to consult their news feed except for photos and videos.

### *Purchasing apps on Google Play*

A service for purchasing applications on the Google Play Store, with the download method for prepaid customers being the Pass Store available only on MT Cash. For postpaid customers, the purchase amount is added to the bill.

### *Purchasing apps from the Huawei App Gallery*

Huawei's App Gallery service was launched in July 2023. Customers with a Harmony OS or Android smartphone can buy apps and games on App Gallery in dirham, without having to use an international bank card. The amounts of purchases made are added to their Mobile bill, up to a limit of MAD 500/month for the postpaid subscription, or deducted from their Premium *9 account for the Jawal and Liberté plans.

### *Handset plans*

#### Jawal prepaid packs

A wide variety of Jawal prepaid packs are available at different prices and models. Maroc Telecom continually strives to offer customers the latest technologies at the best prices in order to provide them with access to technology and thus help increase the customer base with smartphones.

During 2023, Maroc Telecom continued its efforts to offer latest-generation smartphone packs at competitive prices.

Also, with Data usage at home being more and more important, Maroc Telecom has made available to customers a wide range of 4G Wi-Fi equipment to meet customer needs.

#### Postpaid packs

The postpaid-customer acquisition policy is based on the attractiveness of the call plan, the variety of associated products and services and the range of handsets on offer. Cobranded offers create momentum for handset launches and upgrades, often simultaneous with their international campaigns, by offering customers new products with state-of-the-art design and cutting-edge technologies. In 2023, Maroc Telecom continued to encourage the use of smartphones, particularly 4G by offering for sale the latest generation handsets at competitive prices and by integrating the financing offer for smartphones, in partnership with a major player in the household financing market in Morocco.

This new smartphone acquisition solution allows customers to upgrade their equipment and access the latest technological innovations, while controlling their budgets. In a context marked by the growth in demand for internet equipment, Maroc Telecom offers its customers a range of 4G Wi-Fi equipment that offers customers Wi-Fi internet access with the option to connect simultaneously on several terminals.

## HIGH-VALUE CUSTOMER LOYALTY

Maroc Telecom's Gold Club offers high-value customers exclusive deals and customized benefits throughout the year such as special private promotions, previews, season's greetings and regular invitations to cultural, sporting and other events.

Club members are longstanding Mobile postpaid customers who meet eligibility requirements based on their consumption and length of time as a customer.

## DIGITIZATION OF THE CUSTOMER RELATIONSHIP

Maroc Telecom is pursuing its digital transformation by launching innovative projects for its customers:

- interactive multi-service terminals with tactile screens have been installed in branches in order to improve the customer experience. In just a few minutes, customers can pay their Mobile, Fixed or internet bills, identify a prepaid card and also top up their Mobile line quickly and independently;

- the digitization of customer identification with an innovative self-identification system in the branches enables the customer to reliably and securely identify themselves. Sales staff also have a smartphone identification application for the digital and paperless processing of the identification procedure.

Special attention is given to customer relationship management (CRM) systems. It is with this in mind that new digital channels for end-to-end customer relations have been set up, enabling customers to subscribe to Mobile offers online via the “e-shop” with home delivery of the necessary internet equipment, remote customer relationship management through self-service at “my TM space” and through WhatsApp and online assistance via the FAQs and digital capsules made available to customers on the Maroc Telecom website and social media.

Maroc Telecom also offers its customers a wide range of innovative payment methods: payment via banking websites and applications, by direct debit, payment via the Maroc Telecom website, ATMs or through the MTCash service. IAM encourages customers to pay their bills online using the Mobile apps of Maroc Telecom and its partner banks, offering free, remote, rapid and secure 24/7 service.

In addition, sales of Pack Only smartphones with no commitment and connected devices were launched in Maroc Telecom’s e-shop in 2021. The year 2023 was marked by the provision of several pack offers to customers in order to stimulate this digital channel and offer customers exclusive and competitive offers.

## BUSINESS SOLUTIONS

### Mobility management solution

Mobile device management solutions offer the option of securing company Data on employees’ smartphones and tablets. Maroc Telecom offers its customers various Mobile Device Management (MDM) solutions hosted on the Cloud and also available on a local server. Thus, the company can choose the solution that best meets its needs depending on its budget and priorities.

These solutions offer functionalities for: remote configuration and installation of business applications, updates, controlling access to company Data, remote deletion of company Data in the event of loss or theft of a device, usage reporting, etc.

### MT VISIO ZOOM solution

Maroc Telecom offers its Business customers the ZOOM video-conferencing solution through its MT VISIO offer, allowing them to hold their meetings and workshops online remotely, through a unified communications platform focused on video. It is reliable and innovative and contributes to the acceleration of the digital transformation process of companies.

### e-Learning service (remote training solution of MAROC TELECOM)

With this new offer, B2B customers can quickly and affordably have a secure and flexible Learning Management System (LMS) to manage their various training and online learning needs and benefit from the best of e-Learning. The solution is available in On-Premise mode installed on the customer’s servers and in Software as a Service (SaaS) mode managed in the sovereign national Cloud installed in the Maroc Telecom Data center.

## INTERNATIONAL ACTIVITIES

### International roaming

In 2023, Maroc Telecom had 692[(1)] roaming agreements with partner operators in 234 destinations and/or countries, including 618[(1)] new GSM networks in 224 destinations/countries and 74 partners with whom roaming agreements are in the process of being signed.

4G Data roaming is available with the main partners, a total of 388 new Mobile networks in 186 destinations (including 186 destinations/countries for Roaming Out). 3G Roaming is available with 553 new operator networks in 216 destinations (including 216 destinations/countries for 3G Roaming Out).

For GPRS Roaming, Maroc Telecom has entered into agreements with 576 new operator networks in 216 destinations and/or countries (including 216 destinations/countries for GPRS Out).

In terms of services, Roaming is also offered to prepaid customers in 212 destinations and/or countries thanks to 489 new operator networks (including 212 destinations/countries for Roaming Out).

In parallel with the permanent extension of its Roaming Out coverage, Maroc Telecom continues to actively drive its Retail market through the regular enhancement of its Roaming offers and Passes, and the launch of promotions accompanying the usual major periods for Roaming Out traffic: Umrah and Hajj pilgrimages, summer holidays and end of year.

With the arrival of 5G in some countries, 2G or 3G Roaming coverage may be impacted by the closure of these networks or by the reallocation of 2G/3G frequencies from certain Roaming partners and consequently the completion of calls made and received in these countries can only take place through the VoLTE service.

*(1) Clean-up of the closed networks Data base.*

### 4.2.1.2 FIXED-LINE TELEPHONY

#### Market and competitive environment

Maroc Telecom is Morocco's leading provider of Fixed-line telephony, internet, High Speed Broadband and Data Transmission services. It is also the only provider of the MT TV service in Morocco, the first convergent service offering a better high-definition streaming experience and a rich content of TV channels and VOD in a market fully opened to competition since 2005.

The main Fixed-Line telecommunications services provided by Maroc Telecom are:

- Voice services;
- interconnection services with domestic and international operators;
- Data transmission services provided to businesses, internet service providers and other telecommunications operators;
- high-speed and very high-speed broadband with the associated value-added services;
- the MT TV service, Maroc Telecom's first convergent service offering a better high-definition streaming experience and the rich content of TV and VOD channels.

Competitors launched their own Fixed telephony and/or internet plans after the ANRT published its decision in 2015 setting the technical and pricing terms of the unbundling offer.

In April 2016, the ANRT issued new guidelines for the pricing of plans offered by telecoms operators.

Law 121-12 was adopted in July 2018, providing the ANRT with the task of imposing the technical and pricing arrangements for interconnection and access to the networks of telecom operators.

The Covid-19 health crisis experienced by Morocco in 2020, like other countries, has generated enthusiasm for ADSL and fiber-optic home Internet offers due to the adoption of remote working and distance learning.

Nevertheless 2021 and 2022 were marked by a slowdown in demand for Internet offers and by the maintenance of regulatory constraints on retail offers, notably the economic space and the exclusive prohibition on IAM launching promotions or subsidies for terminals in the fixed-line Data market (ADSL and optical fiber).

The year 2023 was characterized by an unfavorable economic environment due to an increase in the consumer price index, and the inflationary context affecting the purchasing power of consumers.

Wholesale ADSL offers fell considerably during this year.

#### FIXED-LINE RESIDENTIAL TELEPHONY MARKET

Maroc Telecom offers a wide range of innovative plans tailored to the different needs of its customers:

- Double Play ADSL: for customers wishing to have high-speed ADSL internet access of up to 12 MB/s at an affordable rate, from MAD 199 incl. VAT/month;
- Triple Play MT Box: the first Triple Play offer on the Moroccan market, combining Voice, internet and multimedia content with a variety of television channels;
- Phony: unlimited Fixed-line offers to national Fixed-lines and free hours to national Mobile.

**Change in Fixed-Line residential market share (including restricted mobility) over the last three years**

| Market share | 2023 | 2022 | 2021 |
|---|---|---|---|
| Maroc Telecom | 60.62% | 73.7% | 80.55% |
| Médi Telecom | 20.84% | 16.39% | 14.52% |
| Inwi | 18.54% | 9.91% | 4.93% |

*Source: ANRT*

#### BUSINESS AND PROFESSIONAL FIXED-LINE TELEPHONY MARKET

For its Business customers, Maroc Telecom offers a wide range of plans tailored to the needs of this market:

- the InfiniFix offer allows Corporate and Key Account customers to benefit from free unlimited calls to all the company's national Fixed-Line and Mobile Maroc Telecom services and also offers plans of up to 10 free hours to national Mobile phones and major international destinations;
- the Business plans includes a wide range of packages including phone line subscription and call time to national and major international destinations.

Additional options are available to tailor plans to the specific needs of each business and offer customers preferential rates:

- Intragroup Fixed-line or Mobile option: free unlimited calls to all company Fixed-lines and Mobiles;
- Privilège Mobile option: preferential rates to all national Mobiles;
- Privilège International option: preferential rates to all international destinations.

Maroc Telecom also offers Professional customers a wide range of offers:

- the Double Play ADSL offer meets the needs of Professional customers wanting a very affordable DUO offer combining up to 12 MB/s ADSL internet access and a Fixed-Line from MAD 199/month incl. VAT;
- the ForfaiFix Pro range offers packages including subscription to the telephone line and hours of calls to national and major international destinations;

- the MT Box Pro offer is a Triple Play offer that includes unlimited access to national Fixed-Lines and free national calls to Mobile phones and the main international destinations. It also offers diversified multimedia content and several television channels.

**Fixed-line business telephony market share over the past three years**

| Market share | 2023 | 2022 | 2021 |
|---|---|---|---|
| Maroc Telecom | 68.53% | 70.13% | 71.04% |
| Orange Morocco | 28.10% | 26.66% | 25.81% |
| Inwi | 3.37% | 3.21% | 3.15% |

*Source: ANRT*

### SPECIFIC SOLUTIONS

Maroc Telecom offers its Business customers tailored plans based on the latest technology that address the specific needs of each customer.

Indeed, in 2023, Maroc Telecom supported several Key Accounts customers to install tailored solutions to meet their needs in terms of turnkey solutions meeting higher requirements.

### INTERNET

The popularity of Fiber Optic broadband has accelerated since the health crisis, following the significant change in the behavior of customers in terms of digital uses requiring unlimited internet access and very high speeds.

Commercially, Maroc Telecom has supported this enthusiasm by:

- lowering the prices of the more efficient and now more accessible 2.4/5Ghz dual mode Fiber Optic ONTs;
- the introduction of the "Provision of Fiber Optic equipment" offer to facilitate access to this technology;
- enrichment and diversification of the internet equipment catalog by introducing state-of-the-art equipment and accessories with advanced Wi-Fi solutions (FTTR solution, repeaters based on Mesh technology, Wi-Fi Security Box, parental control, etc.).

On the technical front, Maroc Telecom has worked hard to meet the expectations of its customers. Network capacities and infrastructure have fully responded to the increase in demand and the rise of new uses, without any impact on the quality of service or installation times.

In addition, to ensure nationwide coverage in Morocco, Maroc Telecom also offers Internet services via satellite, ensuring speed and reliability of connection, with generous plans and more affordable VSAT equipment.

This extensive range of services makes it possible to cover 100% of Moroccan territory and provide access to new information technologies to as many people as possible.

At year-end 2023, the ADSL customer base amounted to 1.59 million (Source: ANRT).

## Performance

### KEY PERFORMANCE INDICATORS FOR FIXED-LINE & INTERNET

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Revenues *(in MAD million)* | 9,688 | 9,564 | 9,474 |
| Fixed-line customers[(a)] *(in thousands)* | 1,781 | 1,931 | 1,974 |
| Broadband access[(b)] *(in thousands)* | 1,563 | 1,706 | 1,735 |

*(a) The customer base includes all Fixed-Line subscriptions, irrespective of the technology used (PSTN or ISDN). It does not include Maroc Telecom's proprietary base.*
*(b) Includes ADSL, FTTH and leased lines.*

In 2023, the Fixed-Line and broadband customer base decreased by 7.8% and 8.4% respectively year-on-year. Revenues from Fixed-Line and internet activities increased by 1.3%.

### CHANGES IN USES

The erosion of traffic continues, and Fixed Voice remains strongly challenged by Mobile phones and OTTs. Maroc Telecom is able to cope with this thanks to its abundance offers, in particular unlimited access to Fixed-line services and free call time to Mobiles and the main international destinations included in these offers.

## "Residential" and "Business" plans

An in-depth knowledge of customer expectations combined with careful monitoring of changes has enabled Maroc Telecom to provide customers with a wide range of offers and services.

### FIXED-LINE OFFERS AND SERVICES

As the leading Fixed-Line operator, Maroc Telecom has always been renowned for the wide range of plans and services it offers its Retail customers. The Fixed-line offers include:

- voice and internet packages:
  - Double Play ADSL and Fiber Optic: combining Voice and Data, with different speeds depending on customer needs,
  - Triple Play, an offer combining Voice, internet and multimedia content with a complete catalog of programs adapted to all tastes (cinema, entertainment, music, sports, channels for children and educational channels, etc.);
- Fixed-Line only offers:
  - "Phony" offers allowing free and unlimited calls to all national Fixed-Line numbers and free hours of communication to national and international mobiles. The "Phony" brand was a great success with the population,
  - the ForfaiFix Pro range: offers communication plans from 30 to 165 hours, including a telephone line subscription, and valid for Fixed-Line, Mobile and the main international destinations,

- additional offers and options for Business customers: to communicate free of charge and unlimited with their Mobile fleet, using the Intra Mobile Fleet option. They can also choose a toll-free number (08000xxxxx), Eco (08010xxxxx) or Direct (08020xxxxx), and use an excellent tool to optimize communication with their customers.

#### INTERNET OFFERS

In order to democratize access to the internet, Maroc Telecom provides solutions tailored to customer needs and budget.

This policy is reflected in the marketing of the entry-level Double Play ADSL offer for customers on a limited budget.

Fiber Optic offers, up to 200 MB/s, are offered to meet the needs of customers seeking unparalleled speed and quality of communication. Furthermore, frequent promotions shake up the market throughout the year.

Maroc Telecom also sells Internet services via satellite and CDMA to cover areas with no ADSL coverage.

#### ADDITIONAL SERVICES

Maroc Telecom offers its Residential and Business customers various services:

- convenience services: Voicemail, itemized billing in Arabic or French, caller ID display, call-waiting notification, call transfer, three-way calling and an option for subscribers with capped rate to monitor their accounts and to top up their accounts remotely;
- value-added services: in addition to internet access, Maroc Telecom offers additional services such as home automation solutions, connected objects, parental control, IP addresses, national and international domain names, personalized e-mail addresses, SMS Connect, Google Workspace, Microsoft 365, etc.

#### LOYALTY PROGRAM FOR RESIDENTIAL AND BUSINESS CUSTOMERS

Maroc Telecom has developed a points-based loyalty program for its customers. Fixed-Line and Internet customers are automatically enrolled in the Fidelio Fixed program. They can earn points based on the amount of their monthly bill that they convert into gifts.

### Business offers

#### TELEPHONY OFFERS

To meet the Fixed-line telephony needs of its Corporate and Key Account customers, Maroc Telecom offers a range of pricing plans, options and services offered on the switched telephone network (PSTN) and on access via the Marnis digital telephone network (ISDN).

The main plans are:

- ForfaiFix: A range of multi-destination plans, including subscription to the telephone line and airtime of 30 to 165 hours valid for calls to Fixed-Line, Mobile and the main international destinations;
- InfiniFix: a 24/7 supplement to all domestic Fixed-Lines and Maroc Telecom business Mobiles, with up to 10 hours of free call time to national Mobiles and the main international destinations;
- rate options: Intra-Fleet Fixed & Mobile (free calls to Fixed-Line/Maroc Telecom company Mobiles), Privilège Mobile & International (discounts on rates per minute for all Mobile/international destinations);
- Marnis: Maroc Telecom has an integrated services digital network (ISDN) that enables businesses to optimize their telephone systems by connecting several telephones to a single access point. Companies then have a direct number for each employee and a large number of value-added services, such as video-conferencing, remote monitoring, payment services, etc.;
- customer service numbers: Maroc Telecom offers toll-free numbers (08000xxxxx), reduced-rate numbers (08010xxxxx) and direct numbers (08020xxxxx), accessible throughout Morocco at a flat rate, making it easier for customers to reach a business and for businesses to offer personalized customer service;
- Kiosk numbers: a range of numbers providing access to Voice telephone information offered by value-added service providers; These numbers enable the service provider to generate revenue linked to the type of service it offers its customers at the rate it wishes to charge them;
- Meeting Call: a service that allows Corporate customers to hold telephone and web conferences with their partners via a direct number and an interactive voice server.

#### FIXED-LINE INTERCONNECTION AND TRANSIT

International incoming traffic to the Fixed IAM network continued to record significant decreases in 2023, mainly due to the change in the behavior of customers who increasingly use OTT applications.

However, incoming international traffic to the IAM Mobile network stabilized relatively in 2023 thanks, on the one hand, to the corridor agreements signed for certain origins, which made it possible to promote the IAM Mobile destination and stabilize revenue, and on the other hand, the efforts made to control fraud.

International revenues in transit via Maroc Telecom recorded growth of 3% thanks mainly to the Hubbing Corridors agreements set up with the MTN, Orange and Airtel groups, despite an unfavorable context in the wholesale Voice market marked by the global downward trend in volumes of international calls, mainly related to:

- the increasing use of free calling solutions offered by OTT applications (WhatsApp, Viber, Skype, Facetime, etc.);
- the implementation of special direct agreements between origin and destination operators, further boosted by the increasing use of VOIP connections; (simpler to deploy than TDM connections);
- the decrease in outgoing traffic from Morocco and from subsidiaries of IAM.

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However, as part of its focus on the international Voice traffic transit business, Maroc Telecom continues to strengthen its relationships in Africa, particularly with the subsidiaries of the Maroc Telecom Group, to position itself as a secure quality Hub for these subsidiaries and for the region's operators.

#### BUSINESS INTERNET SERVICES

Maroc Telecom's range of Internet services for Business customers was launched to enable companies to optimize their communication with co-workers, customers, partners and suppliers by means of flexible and upgradeable access. For businesses, Maroc Telecom provides broadband via ADSL, fiber optic, leased lines or satellite. Enrichment of the B2B Fiber Optic offer by a Fixed-Line with unlimited to national Fixed-Lines and up to 10 hours to Mobile and international as well as the increase in 2023 of Upload speeds and their alignment with Downloads speeds have increased the appeal of Maroc Telecom's offering.

Leased lines remain popular among large organizations owing to their performance, reliability (guaranteed symmetrical high-speeds) and end-to-end security.

Satellite internet access connects businesses to their remote sites all over the country with download speeds of up to 20 MB/s and 100% coverage of Moroccan territory.

#### DATA SERVICES

Maroc Telecom offers its customers a comprehensive catalog of Data offers: IP VPN, Ethernet, Leased lines and international offers enabling the interconnection of customer sites with speeds of up to 1 GB/s, in point-to-multipoint or Any-to-Any architecture as needed.

In addition and to encourage customers to upgrade to faster Data and internet access, Maroc Telecom waives the upgrade fees for all customers who have been with Maroc Telecom for more than 12 months.

Moreover, Maroc Telecom supports its access solutions with back-up and load sharing offers to ensure the continuity of customer activity in the event of a breakdown.

#### DATA TRANSMISSION CHARGES

The pricing structure for Data transmission consists of a one-off connection fee plus monthly subscription charges, depending on the Data plan. Discounts based on volume and contract length apply to monthly subscription charges.

In addition, Maroc Telecom adapts its offers and rate plans to the specific needs of each customer.

### Value-added services

Maroc Telecom offers its Business customers a complete range of value-added services, such as:

#### CLOUD IAAS

Through Cloud IaaS, the 1st cloud-based infrastructure as a service (IaaS) 100% hosted in Morocco, Maroc Telecom has positioned itself as a pioneer in Cloud services for Moroccan businesses. With this service, Maroc Telecom offers Moroccan companies an efficient, secure and affordable solution. Customers can boost their competitiveness by launching IT solutions and sharing them online with no initial investment. With a monthly contract that can be canceled at any time, Maroc Telecom offers companies enormous flexibility when it comes to their IT resources, which they can scale up or down as required.

#### GOOGLE WORKSPACE

Google Workspace is a range of cloud-based messaging, storage and collaborative tools developed by Google for businesses (software as a service or SaaS), which Maroc Telecom provides to its Business customers along with technical support and locally-based assistance. In return for a single monthly user subscription, companies have access to all the software tools they need to communicate (customized Gmail, shared calendar, instant messaging and professional social network), store their files and Data and share them easily and quickly (with Google Drive), and collaborate (desktop publishing tools for documents, spreadsheets and presentations and document editing and sharing tools).

#### MT VISIO SERVICE (INNOVATIVE MAROC TELECOM VIDEO-CONFERENCING SOLUTION)

For the Business segment, the MT VISIO service is a new Cloud-based solution and a collaborative working tool that facilitates exchanges, speeds up digital transformation and provides a high level of flexibility. This solution enables customers to hold virtual meetings and share content using a reliable, secure and stable solution that provides a fluid video-conference experience suited to different needs via a wide range of equipment.

#### E-LEARNING SERVICE (REMOTE TRAINING SOLUTION OF MAROC TELECOM)

With this new offer, B2B customers can quickly and affordably have a secure and flexible Learning Management System (LMS) to manage their various training and online learning needs and benefit from the best of e-Learning. The solution is available in On-Premise mode installed on the customer's servers and in Software as a Service (SaaS) mode managed in the sovereign national Cloud installed in the Maroc Telecom Data center.

#### DATA CENTER HOSTING

This service offers a turnkey solution to host IT equipment such as servers, routers and disk arrays in a Data center designed in line with the latest international standards and boasting 24/7 security with video surveillance, access control, security guards, fire detection and extinguishing mechanisms and monitoring systems. Customers can choose between full and half racks with dedicated access where they can host their own servers, routers, disk arrays and other infrastructure over which they have complete control and which they can administer on-site or remotely.

#### DDOS SECURITY

This SaaS is a turnkey solution to protect businesses from loss and damage caused by distributed denial-of-service (DDoS) attacks. It is a based on a local cloud architecture and comes in Bronze, Silver and Gold editions.

#### MICROSOFT 365

Microsoft 365 is a business SaaS cloud-based suite of messaging, storage and collaborative tools offered by Microsoft which Maroc Telecom provides to its Business and Professional customers with local support and additional options. With it, companies have access to all the software they need to communicate (customized Outlook, shared calendar, instant messaging and professional social network), store and easily share files and Data (One Drive), and collaborate (desktop publishing and document editing and sharing).

#### CORPORATE SECURITY

Through a Unified Threat Management (UTM) box installed at the customer's premises and marketed via a local partner, the business security pack solution protects the Company's internet connection against external threats through the following services: Anti-spam, Antivirus, web content filtering, priority flow management, backup and load sharing between internet connections using different technologies (internet access, FO, ADSL and 4G+/3G+), and a single and easy-to-use graphical interface.

#### BACKUP AS A SERVICE

The Backup as a Service solution enables Business customers to secure their Data by opting for a backup solution in a sovereign Cloud hosted in the Maroc Telecom Data Center. The backup can be managed through a management interface periodically and automatically. Thus, in the event of loss or damage to their Data, the customer can restore them at any time thanks to Maroc Telecom's Backup as a Service solution.

#### MICROSOFT AZURE

The Microsoft Azure solution offered by Maroc Telecom enables companies to benefit from a managed IT infrastructure for their virtual machines in IaaS mode as well as the hosting of their websites and mobile applications. The plans offered vary according to customers' needs in terms of storage, performance and desired operating system. In addition, and to protect customer Data against any loss, Backup Azure daily backups will also be available as an option.

### 4.2.1.3 CUSTOMER SERVICES

In addition to diversifying the services offered to its customers, Maroc Telecom uses resources, tools and processes enabling it to anticipate and respond to queries, information or support requests and complaints from customers.

#### CALL CENTERS

For consumers, call centers specialized by product segment (Fixed-Line, Mobile ADSL and Fiber Optic) provide information and assistance services to customers. Business customers have their own call center with a dedicated telephone number.

The call centers provide information on Maroc Telecom's products and services and on activating or switching service plans, advice on using products and services, after-sales support and customer complaint processing. Customer complaints are referred to specialized call centers through various channels (call centers, Retail branches, etc.).

#### BILLING

Maroc Telecom has taken a number of actions to reduce and optimize its consumption of paper and raw materials.

The electronic billing service is highly appreciated, particularly by Business customers. It allows customers to consult their bills online and download them and monitor consumption using tables and graphs. It has also been upgraded to include the Maroc Telecom customer selfcare service in the spirit of the global digital transformation.

The e-billing service will gradually replace paper bills. This is in line with Maroc Telecom's environmental objectives.

#### DIGITALIZATION

Maroc Telecom continues with its digital transformation by launching innovative projects for its customers:

- interactive multi-service terminals with tactile screens have been installed in branches in order to improve the customer experience. In just a few minutes, customers can pay their Mobile, Fixed or internet bills, identify a prepaid card and also top up their Mobile line quickly and independently;
- new digital channels for end-to-end customer relations have been set up, enabling customers to subscribe to Fixed-Line Internet offers online via the "e-shop" with home delivery of the necessary internet equipment, remote customer relationship management through self-service at "my MT space" and through WhatsApp and online assistance via the FAQs and digital capsules made available to customers on the MT site and social media;

- a wide range of innovative payment methods: payment via banking websites and applications, by direct debit, payment via the Maroc Telecom website, ATMs or through the MTCash service. IAM encourages customers to pay their bills online using the Mobile apps of Maroc Telecom and its partner banks, offering free, remote, rapid and secure 24/7 service.

#### INFORMATION

The 24-hour telephone information line has been enhanced by new value-added services, such as the ability to receive information by SMS and automatic connection.

### 4.2.1.4 SEASONAL VARIATIONS

In Morocco, the fortnight preceding the Eid al-Adha festival and the summer months (periods when Moroccans living abroad return home) traditionally see a spike in Mobile usage and pay-as-you-go activation. The month of Ramadan represents a seasonal low for the Fixed-Line and Mobile segments. Fewer postpaid Fixed-Line and Mobile contracts are activated during this period.

### 4.2.1.5 REGULATORY ENVIRONMENT AND POTENTIAL DEPENDENCIES

Law 24-96 on postal and telecommunications services, as amended and supplemented, established, with the head of Government, a public agency and separate legal entity that is financially independent and subject to the government's financial supervision and control: the National Telecommunications Regulatory Agency (ANRT).

#### Roles and responsibilities of the ANRT

As a regulatory authority for the telecommunications sector, the role of the ANRT is to define the legal and regulatory framework (draft laws, decrees and ministerial decisions concerning telecommunications, contract specifications for operators, etc.), to monitor and ensure compliance with the antitrust laws applying to telecommunications operators and to resolve disputes.

The ANRT prepares the procedures for the award of licenses by competitive bids, processes applications for licenses and treats preliminary declarations for activities subject to reporting. The ANRT grants authorizations and prepares related licenses and contract specifications. It ensures that operators comply with the terms of their licenses.

The ANRT is also involved in legal action taken against telecommunications operators that fail to comply with current regulations.

It is also the ANRT's duty to resolve disputes over interconnection and infrastructure sharing.

Following the passage of Law 104-12 on open markets and competition, the Decree of May 31, 2016, amending and completing the Decree of July 13, 2005, on bringing disputes and allegations of anticompetitive and monopolistic practices attributed to the ANRT new powers to curb anticompetitive and monopolistic practices in the telecommunications sector as well as new powers to penalize such practices. The enactment on January 25, 2019, of Law no. 121-12, which amends and completes Law no. 24-96 on postal and telecommunications services, ratified ANRT's new powers.

#### Legal and regulatory framework of the telecommunications industry in Morocco

This section contains a summary of the legal and regulatory framework for the telecommunications industry in Morocco. It is not intended to be exhaustive.

#### OVERVIEW

Since the adoption of Law 24-96 of August 7, 1997 (known as "Law 24-96"), Morocco has dissolved the National Post and Telecommunications Office (ONPT) replacing it with a modern regulatory framework establishing the conditions for liberalization of the telecommunications sector.

The winding up of the ONPT led to the creation of three distinct legal entities: Itissalat Al-Maghrib (Maroc Telecom), a stock company under private law, Barid Al Maghrib (La Poste), a public corporation which is a financially independent legal entity, and became a stock company in November 2011, with its capital wholly owned by the State and the National Telecommunications Regulatory Agency (ANRT).

Liberalization continued with the adoption of a series of implementing decrees concerning the operation of the ANRT, interconnection, the general terms of operation for public telecommunications networks, the provision of value-added services and the provision of leased lines.

In November 2004, Law 24-96, as amended by Law 55-01, finalized the liberalization process begun in 1997 and clarified the existing statutory framework.

In 2005 the decrees on interconnection and the general terms of operation of the public telecommunications networks were amended and added to.

Lastly, Law 121-12, amending and supplementing Law 24-96, was promulgated and published in the Official Bulletin of February 18, 2019. The main provisions added by this law are as follows:

- assignment to the ANRT of the power (previously granted by decree in 2016) to apply the law on competition, including sanctions (up to 10% of revenue, or twice that amount in case of a repeat offense), and the establishment of an "Offenses Committee" to be chaired by the Director General of the ANRT;
- establishment of the universal obligation to share infrastructure;
- increase in penalties: 2% of revenue, 5% in the event of a repeat offense, for non-compliance with regulations;

- increase in penalties for non-disclosure of information: (MAD 100,000 to MAD 500,000);
- appointment by the planner/developer of an operator for managing infrastructure and instituting verification offices, approved by the ANRT, to check the compliance of connections between buildings (connection procedures have not yet been defined).

It should also be noted the delegation, by the Decree of June 13, 2023, of attributions and powers to the Minister Delegate to the Head of Government in charge of Digital Transition and the Reform of the Administration, as the governmental authority responsible for legislation and the regulation of telecommunications and the digital economy.

#### GENERAL GUIDANCE NOTES

Since 2004, the telecommunications sector has been governed by general guidelines regularly adopted by the Government. These notes constitute roadmaps for the sector.

The first general guidelines note covered the period 2004-2008. Since then, three other notes have been adopted.

The latest note was adopted by the ANRT Board of Directors on December 26, 2019. It assesses the sector and sets new general guidelines out to 2023.

### Rules governing the establishment and operation of telecommunication networks and services in Morocco

Law 24-96, as amended and supplemented, introduces separate rules depending on the type of telecommunications networks and services provided.

Operators seeking to establish public telecommunications networks using public rights-of-way or radio-frequency spectra are required to obtain a license. A license may only be granted following an invitation to tender conducted by the ANRT. Licenses are issued by decree. They are unique to the license holder and may only be transferred to third parties by decrees.

The establishment and operation of any independent network, with the exception of internal networks, are subject to authorization by the ANRT; independent networks being telecommunications networks with no commercial purpose, reserved exclusively for private use (use by the individual or legal entity establishing it) or for shared use (use by legal entities governed by public law, or by a company or its subsidiaries and branches, or by a closed group of users, with a view to exchanging internal communications intended for the needs of the individuals or entity establishing it).

The provision of value-added services is unrestricted, subject to prior declaration to the ANRT and compliance with applicable laws and regulation. The list of value-added services was set by Decree 2-97-1024 of February 25, 1998, supplemented by Order 618-08 of March 13, 2008, and included the administration of the ".ma domain name".

All equipment to be connected to a public telecommunications network and all radio systems is subject to the ANRT's prior approval.

Business networks and radio systems consisting solely of low capacity or short-range devices may be established without restriction. The ANRT decides on the technical specifications of these networks and systems. In this respect, the regulator adopted Decision no. ANRT/DG/no. 07/2020 dated June 25, 2020 setting the technical conditions for the use of radio electric facilities consisting of low-power and short-range equipment, as amended by Decision no. ANRT/DG/no. 07/21 dated May 7, 2021.

#### LICENSES AWARDED TO MAROC TELECOM

Under Law 24-96, the telecommunications networks and services previously operated by the ONPT (i.e. mainly Fixed-Line and Mobile telecommunications networks and services, and the right to use the radio frequencies allocated or assigned to the ONPT) were transferred to Maroc Telecom.

As the incumbent operator, Maroc Telecom is subject to contract specifications ratified by decree no. 2-97-1028 of February 25, 1998, as amended by decree no. 2-00-1333 of October 9, 2000, and Decree no. 2-05-1455 of April 21, 2006, which define the conditions for the operation of all networks and services initially operated by the ONPT.

These contract specifications state the conditions under which Maroc Telecom is to establish and operate, for an unlimited duration:

- local and nationwide Fixed-Line telecommunications services (including Data transmission services, leased lines and the integrated services digital network (ISDN));
- GSM-standard Mobile telephony services;
- international telecommunications services.

With regard to other telecommunications networks or services, Maroc Telecom, like other operators, is subject to the provisions of Law 24-96 and holds a license to deploy and operate public telecommunications networks using third-generation (3G) technology. Maroc Telecom was granted this license by Decree no. 2-06-498 of December 29, 2006 for a period of 25 years.

On April 10, 2015, Maroc Telecom was awarded by Decree no. 2-15-277 a 4G license that was assigned for a period of 20 years, renewable for periods of 10 years and then 5 years.

On November 5, 2015, by Decree 2-15-743, Maroc Telecom was awarded a 10-year VSAT license.

Finally, Maroc Telecom is bound by specifications relating to the carrying out of its universal service responsibility approved by Decree no. 2-07-932 of July 7, 2007, as amended by Decree no. 2-18-337 of June 4, 2018.

The following table summarizes all the licenses held by Maroc Telecom:

| License | Effective date | Term |
|---|---|---|
| Fixed-Line +2G | 10/09/2000 | Undefined |
| 3G | 01/18/2007 | 25 years |
| 4G | 04/11/2015 | 20 years |
| VSAT | 11/05/2015 | 10 years |
| Universal service | 12/31/2007 | 30 years |

### MAIN OTHER LICENSES GRANTED

- GSM type Mobile telephony (2G): license awarded to Médi Telecom in August 1999, for a renewable period of 15 years, extended to 25 years in 2005, and a license awarded to Wana in February 2009 (commercial opening in February 2010);
- Fixed-Line next-generation telephony: in 2005, two licenses were awarded for next-generation Fixed-line telephony:
  - in July 2005, a Fixed-Line license including local loop (without restricted mobility) and national and international transmission was awarded to Médi Telecom,
  - in September 2005, a Fixed-Line license including local loop (with and without restricted mobility) and national and international transmission was awarded to Wana;
- 3G and 4G Mobile telephony: in addition to the licenses granted to Maroc Telecom, 3G and 4G Mobile licenses were awarded to the existing operators Médi Telecom and Wana in 2006 (3G) and in 2015 (4G);
- VSAT licenses: in addition to the licenses granted to Maroc Telecom in November 2015, two other licenses were issued in 2015 (Wana and SADV) in addition to the two previously existing licenses.

## Retail-pricing regulations

Retail rates may be freely set by operators, subject to compliance with antitrust rules and uniformity of domestic rates. Operators must notify the ANRT of their rates 30 days before publishing or applying them.

In addition, the duration and frequency of promotions are governed by the Order of June 3, 2008, which sets out the length and frequency for the promotion of telecommunications services.

In April 2016, the ANRT adopted new guidelines for the review of operators' rate plans. Thus, Maroc Telecom, named as an operator exerting significant influence (dominant operator) on relevant markets by the ANRT, is required to justify its rates with regard to its costs and whether third-party operators are effectively able to replicate its offers. Unlike Maroc Telecom, non-dominant operators are able to practice on-net and off-net rate differentiation for prepaid customers.

Promotions (apart from pre-2016 offers) are also subject to the replicability test on a full-cost basis.

The minimum margin required of Maroc Telecom for the replicability test is 20% for Mobile Voice and Fixed-Line and 30% for Fixed-Line internet with in particular 60% for ADSL (ANRT Management Committee Decision ANRT/CG/ 01/2020 of January 17, 2020).

In December 2020, the ANRT adopted additional rules for the validation of retail offers in the form of "Conclusions resulting from the consultation on the review of retail offers". These conclusions were supplemented by two notes in March and April 2021. These rules provide for, among other things, the strengthening of the control of Business offers, the end of the conversion of loyalty points into handsets, and the exclusive ban for Maroc Telecom, as an operator exercising significant influence, from subsidizing handsets in the Fixed-Line and Fixed-Line Internet markets.

## Interconnection and access

### BACKGROUND

Interconnection is governed by Law 24-96 and Decree 2-97-1025, as amended and supplemented by Decree 2-05-770 of July 13, 2005, which defines the technical and pricing terms for interconnection to public telecommunications networks.

Every operator of a public telecoms network is required to accept requests for interconnection from a holder of a license to operate a public telecom network.

As an operator exercising significant influence on the Mobile, Fixed-Line and SMS markets, Maroc Telecom publishes wholesale interconnection offers after validation from the ANRT.

Law 121-12, which amends and supplements Law 24-96, brings in a general system for access and interconnection. The related procedures are determined through regulation.

### INTERCONNECTION RATES

The ANRT adopted Decision ANRT/DG/ 14/20 of November 26, 2020, which provides for a multi-year framework for call termination rates that maintains the principle of price asymmetry reintroduced in March 2017. This decision was modified by a new ANRT decision adopted on June 30, 2021, then another decision adopted by the ANRT on December 30, 2021 (see table below).

The table below shows the changes in call termination rates on national Mobile networks (MAD excl. tax per minute) since 2011:

| | Mobile Maroc Telecom | | Mobile Médi Telecom | | Mobile Wana | |
|---|---|---|---|---|---|---|
| | Full hours(a) | Off-peak hours | Peak hours | Off-peak hours | Peak hours | Off-peak hours |
| From 01/01/2011 to 06/30/2011 | 0.8317 | 0.4158 | 0.998 | 0.499 | 1.2309 | 0.6154 |
| From 07/01/2011 to 12/31/2011 | 0.6238 | 0.3119 | 0.7186 | 0.3593 | 0.8801 | 0.44 |
| From 01/01/2012 to 06/30/2012 | 0.3924 | 0.1962 | 0.452 | 0.226 | 0.5536 | 0.2768 |
| From 07/01/2012 to 12/31/2012 | 0.2755 | 0.1377 | 0.3052 | 0.1526 | 0.3378 | 0.1689 |
| From 01/01/2013 to 02/28/2017 | | 0.1399 | | 0.1399 | | 0.1399 |
| From 03/01/2017 to 06/11/2018 | | 0.1169 | | 0.1399 | | 0.1399 |
| From 06/12/2018 to 11/30/2020 | | 0.1169 | | 0.1238 | | 0.1399 |
| From 12/01/2020 | | 0.07599 | | 0.09285 | | 0.10895 |

*(a) Peak hours: 8 am to 8 pm; Off-peak hours: from 8 pm to 8 am and Saturdays, Sundays and public holidays. This differentiation is no longer applied since January 1, 2013.*

The table below shows the changes in rates for call termination on national Fixed-Line networks (MAD excl. tax per minute) since 2011:

| | Fixed Maroc Telecom | | | | | | Fixed Médi Telecom | | Fixed Wana | | Restricted Mobility Wana | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Peak hours | | | Off-peak hours | | | | | | | | |
| | Intra CAA | Simple Transit | Double Transit | Intra CAA | Simple Transit | Double Transit | Peak hours | Off-peak hours | Peak hours | Off-peak hours | Peak hours | Off-peak hours |
| From 01/01/2011 to 06/30/2011 | 0.1155 | 0.2817 | 0.3860 | 0.0578 | 0.1409 | 0.1930 | 0.2693 | 0.1347 | 0.2693 | 0.1347 | 0.6238 | 0.3119 |
| From 07/01/2011 to 12/31/2011 | 0.1079 | 0.2479 | 0.3531 | 0.0540 | 0.1240 | 0.1766 | 0.2410 | 0.1205 | 0.2410 | 0.1205 | 0.4678 | 0.2339 |
| From 01/01/2012 to 06/30/2012 | 0.0740 | 0.1645 | 0.2411 | 0.0370 | 0.0823 | 0.1206 | 0.1617 | 0.0809 | 0.1617 | 0.0809 | 0.2277 | 0.1139 |
| From 07/01/2012 to 12/31/2012 | 0.0591 | 0.1258 | 0.1894 | 0.0296 | 0.0629 | 0.0947 | 0.1252 | 0.0626 | 0.1252 | 0.0626 | 0.1798 | 0.0899 |
| From 01/01/2013 to 06/11/2018 | 0.0360 | 0.0740 | 0.1130 | 0.0360 | 0.0740 | 0.1130 | 0.0740 | | 0.0740 | | 0.1160 | |
| From 06/12/2018 to 11/30/2020 | 0.0306 | 0.0629 | 0.0960 | 0.0306 | 0.0629 | 0.0960 | 0.0740 | | 0.0740 | | 0.1160 | |
| From 12/01/2020 to 12/31/2021 | 0.01987 | 0.04086 | 0.06240 | 0.01987 | 0.04086 | 0.06240 | 0.04810 | | 0.04810 | | | |
| From 01/01/2022 to 03/31/2022 | 0.01531 | 0.03148 | 0.04807 | 0.01531 | 0.03148 | 0.04807 | 0.03706 | | 0.03706 | | | |
| From 04/01/2022 | 0.01121 | 0.02305 | 0.03520 | 0.01121 | 0.02305 | 0.03520 | 0.02713 | | 0.02713 | | | |

Since 2012, the rates for SMS termination on the Mobile networks of the three operators have been as follows:

| | From 01/01/2012 to 12/31/2012 | From 01/01/2013 to 11/30/2020 | From 12/31/2020 |
|---|---|---|---|
| SMS termination rate (MAD excl. tax per SMS) | 0.08 | 0.03 | 0.01 |

## OPERATORS WITH A SIGNIFICANT INFLUENCE

Each year the ANRT imposes specific obligations in terms of interconnection on the operators it designates as exercising a significant influence over a particular market. An operator is considered to exercise significant influence if, individually or jointly with others, it has a dominant position enabling it to conduct its business independently of its competitors, its customers and consumers.

The guidelines regulating the ANRT's reviews of the rates offered by operators of public communication networks also impose a requirement on dominant operators for their retail offers to be able to be replicated by third-party operators (taking into account current specific market rates, which results in price squeeze tests being implemented as part of the preliminary audit by the regulator of retail offers).

In June 2018, the ANRT published the decision setting the list of specific markets for a period of three years. It provides for the following:

- broadening of the wholesale market for leased lines for dark fiber optic and the segmentation of this market into two sub-markets: (i) urban and intercity in the Fixed-Line connectivity market (LLO and equivalent and intercity FO) and (ii) the Fixed-Line connectivity handset market (LLA and equivalent);
- introduction of the retail market for Fixed-Line internet broadband and very high-speed broadband, irrespective of the device or technology used. The obligations applying to this market have not been specified;
- maintenance of wholesale markets: Mobile Call Termination Rate, Fixed-Line Call Termination Rate, SMS Call Termination Rate, Access to Civil Engineering infrastructure;
- broadening of the local fiber loop market.

By ANRT/DG/no. 02/18 of June 7, 2018, Maroc Telecom had been declared by the ANRT the only operator exercising a significant influence in all markets except the case of SMS (in which all operators have been declared dominant, for the year 2018.

As a result of these decisions, Maroc Telecom is subject to obligations relating to specific markets, in particular the publication of wholesale offers relating to said markets (physical unbundling, virtual unbundling, bitstream unbundling, access to civil engineering projects, offers of capacity and access to dark fiber, etc.).

In terms of infrastructure, the ANRT's decision of December 9, 2014, determines the technical and pricing terms of access to Maroc Telecom's urban and suburban underground infrastructure and requires it to provide technical and pricing terms for access to its overhead infrastructure. Pursuant to Decision ANRT/DG/ 12/18 of July 27, 2018, the offer's technical and pricing conditions were revised.

## Local loop unbundling

Since January 1, 2008, Maroc Telecom has established technical and pricing terms for total and shared access to its local loop approved by the ANRT in like manner as its interconnection technical and pricing terms.

IAM's unbundling technical and pricing offers have been the subject of successive enhancements and changes in both technical and pricing terms.

Thus, following the Decision ANRT/DG/ 15/18 of August 7, 2018, Maroc Telecom published an update of the technical and pricing offers for the physical, virtual and bitstream unbundling of the loop and local copper wire sub-loop.

The ANRT Management Committee's Decision ANRT/CG/ 01/2020 of January 17, 2020, on unbundling provides for a reduction in unbundling tariffs.

## National roaming

The specifications for the performance of the universal service by Itissalat Al-Maghrib as amended, provides for an obligation to allow the requests of the operators of public telecommunication networks for national roaming in the areas, object of the coverage agreements within the framework of the universal service.

In response to this obligation, since 2015 Maroc Telecom has published a national roaming technical and pricing offer in the areas covered under the universal service programs.

Law 121-12, amending and supplementing Law 24-96, provides for the option to extend the scope of the obligation to areas of the national territory determined by the ANRT.

## Numbering and portability of numbers

The ANRT allocates numbers, blocks of numbers and prefixes to operators of public telecom networks in an objective, transparent and non-discriminatory manner. These numbers and blocks of numbers may not be transferred without ANRT's prior express consent.

The portability of Fixed-Line and Mobile numbers has been operational since May 31, 2007. The terms and conditions for implementing this lever have changed since that date.

The ANRT's decision ANRT/DG/ 04/15 of October 8, 2015, on the terms and conditions of portability is intended to modify the portability process by reducing porting times and by requiring operators to set up a centralized Database of ported numbers, which was put into production in December 2019.

In November 2020, the ANRT adopted Decision ANRT/DG/ no. 18/20 amending and supplementing decision ANRT/DG/ no. 04/15 of October 8, 2015, on procedures and conditions for implementing portability.

## Provision of infrastructure

Law 121-12, amending and supplementing Law 24/96, introduced a provision under which public-sector entities, utilities licensees and operators of public telecom networks are required, to the extent this does not interfere with public use, to make available to the operators of public telecoms networks which request them the easements, rights of way, civil engineering works, roads, cables, high points, etc., which they have, in order to install and operate transmission materials. These must be made available under acceptable, objective, proportionate and non-discriminatory technical and financial conditions, which ensure fair competition.

The persons to which this obligation applies must provide to the relevant government authority and to the ANRT, on request, all information relating to the above-mentioned infrastructure in their possession or which they use. A Database containing Data relating to the above-mentioned infrastructures will be created; the rules for managing it must be determined by the ANRT.

The procedures for applying the above-mentioned provisions are determined through regulation.

## Separate accounting

According to the terms of Decree 2-97-1026, as amended and supplemented by Decree 2-05-771 of July 13, 2005, and Decree 2-97-1025, as amended and supplemented by Decree 2-05-770 of July 13, 2005, operators are required to maintain an analytical accounting system which determines the costs, revenues and profits of each network they operate or service they offer. The financial statements must be submitted, for audit, to a body designated by the ANRT.

Decision no. 08/12 of December 6, 2012, established a consistent framework for regulatory statements of cost refund and income which operators are required to submit annually to the ANRT. Subsequently, the ANRT/DG/no. 16/2020 of November 27, 2020 set the reporting costs and regulatory revenues of public telecommunications network operators.

## Universal service

The universal service provided by operators of public telecommunications networks includes a minimum service which consists of telecommunications service of a specified quality, at an affordable price. It includes the provision of telecommunications infrastructure and services that enable access to broadband and to very high-speed broadband, as well as routing of emergency calls, telephone boxes on public roads, an information service, and a directory in printed or electronic form (the latter two services are mandatory), particularly in the outskirts of urban areas, industrial areas and in rural areas.

Pursuant to the "pay or play" principle brought in by Law 24-96, as amended and supplemented, operators of public telecommunications networks may either fulfill the universal service missions themselves, or pay a contribution into a special allocation account (called "US Fund") amounting to 2% of revenue excluding VAT (net of interconnection charges, sales of handsets, and repayments to suppliers of value-added services).

The manner in which each operator provides universal service tasks are set out in one particular set of specifications, approved by decree.

In March 2020 the ANRT adopted Decision ANRT/DG/ 02/2020 setting out the principles for the reporting by public network operators of revenue from traffic generated in areas covered under the universal service framework.

In November 2020, the ANRT also adopted Decision ANRT/DG/ 17/2020 setting out the elements of the basis for calculating contributions to the State's general commitments and variable financial compensation for the licenses of public telecommunications network operators.

In 2008-2011, the ANRT launched a number of consultations with all the national operators for the realization of vast universal service programs, called the "PACTE," the objective of which was to provide coverage for telephone services and internet access to all the white areas in Morocco, namely 9,263 villages. The Universal Service Management Committee selected Maroc Telecom for 7,338 localities for which the coverage program has been finalized, with the exception of localities deemed unfeasible.

Moreover, Maroc Telecom contributes to implementation of the Nafid@ and INJAZ programs, which have been selected as universal service programs by the Universal Service for Telecommunications Management Committee and partly funded by the Fund for Universal Service for Telecommunications (Fond de Service Universel des Télécommunications or FSUT). In particular, these programs concern the general application of information and communication technologies in education.

## Contributions to research, training and standardization of telecoms

Law 24-96, as amended and supplemented, sets the contribution of public telecoms network operators to training and standardization at 0.75% of revenue, excl. VAT and net of interconnection charges, generated by the telecom operations covered by their licenses. The contribution for research is set at 0.25% of the revenue referred to above. This amount is paid into a special fund for research. Operators providing equivalent funding for research programs under agreements with officially designated research agencies are exempt from the payment.

Since 2007, Maroc Telecom no longer enters into agreements with such agencies and pays the entirety of the above-mentioned contribution into an account earmarked for research.

In November 2020, the ANRT adopted Decision ANRT/DG/no. 17/2020 setting out the elements of the basis for calculating contributions to the State's general commitments and variable financial compensation for the licenses of public telecommunications network operators.

## Identification of customers

The ANRT issued a new decision on November 8, 2013, amended by a decision on January 31, 2014, pursuant to which the sale of pre-activated prepaid SIM cards was prohibited as from April 1, 2014. The decision defines the terms of customer identification and conditions the activation of the SIM card by customer identification.

Law 121-12, as amended and supplemented by Law 40-21, strengthened obligations on operators regarding the identification of customers. Operators are responsible for identifying the subscriber accounts opened by any subcontractors, distributors, resellers or retailers. They also are under an obligation to set up and keep an up-to-date Database, including in electronic format, containing information relating to customer identification. This Database shall be made available to the ANRT, on request.

## Dispute resolution

The ANRT procedure for disputes, anti-competitive and monopolistic practices , taking into consideration the new powers of the ANRT in terms of the competitive environment, is outlined in Decree 2-05-772 of July 13, 2005, as amended and supplemented by the Decree of May 31, 2016.

Article 8 bis of Law 121-12, amending and supplementing Law 24-96, vests the ANRT with the power to apply the provisions of the legislation on pricing freedom and competition in terms of anti-competitive and monopolistic practices in the telecommunications sector. For this reason, the Agency implements the procedures provided for in said legislation subject to the following provisions:

- the general rapporteur is appointed by decision of the ANRT's Board of Directors from among the employees of the Agency who can demonstrate financial and legal experience, and knowledge of competition and consumer issues;
- the penalties and monetary sanctions provided for in the event of anti-competitive and monopolistic practices are determined by the Offenses Committee set up pursuant to Article 31 bis of the above-mentioned law;
- the enquiries necessary to enforce the procedures of the above-mentioned Article 8 bis are conducted by sworn agents of the ANRT as stipulated in Article 85 of said law.

### 4.2.1.6 DISTRIBUTION AND COMMUNICATION

## Distribution

#### ORGANIZATION

Maroc Telecom has the largest distribution network nationwide. It includes more than 75,000 distribution outlets for direct and indirect sales. In 2023, Maroc Telecom's various distribution channels were:

- the direct network composed of 379 branches at the end of 2023, including 57 dedicated indirect sales branches;
- more than 379 full image resellers, managed directly by Maroc Telecom's own network, which market Retail products and services;
- the indirect network comprises independent local shops, some of which have exclusivity agreements and are managed by the nearest Retail branch. Nationwide distributors whose main activity is not telecoms;
- four national distributors, two of which operate exclusively in telecom for Business customers. The business of the other two concerns different customer segments and all Maroc Telecom's product ranges and services;
- five partners for the sale and installation of Business products.

#### DISTRIBUTION STRATEGY

The extent and organization of Maroc Telecom's distribution network is a major strategic asset for the Company.

The operator's distribution strategy is mainly focused on the following areas:

- increase digital distribution via indirect channels to forge closer ties with customers;
- strengthen the role of all those involved directly or indirectly, to promote its offerings and meet everyone's needs;
- diversify the distribution media (electronic top-ups, ATMs, express top-ups, online top-ups, pay points etc.);
- ensure synergy between direct and indirect channels in order to offer customers a very high-quality service.

#### DIRECT DISTRIBUTION NETWORK

In order to maintain the central and dynamic role of the direct network in its marketing and sales strategy, Maroc Telecom has continued with its program to modernize its proprietary sales network in accordance with the new-generation Retail branch concept.

All commercial branches have been fitted out according to the new "New Generation" design charter.

At the end of 2023, Maroc Telecom had a network of 406 sales branches, spread across eight regional offices, ensuring optimal coverage and density. The network has 379 Retail branches and 27 Business branches.

And four dedicated branches with nationwide coverage for key accounts.

#### INDIRECT DISTRIBUTION NETWORK

The indirect distribution network has a significant number of licensed resellers, top-up outlets and regional and national distributors.

The indirect distribution network has a dual benefit: bringing services closer to customers and making a significant contribution to job creation in the regions.

At the end of 2023, over 75,000 resellers offered Mobile prepaid services throughout the Kingdom. This sales channel is supported by a network of IAM Retail branches specialized in managing local resellers.

The resellers network is composed mainly of convenience stores and other distributors of telecoms products which have signed agreements to sell Maroc Telecom products and services. A new category of resellers (*Revendeurs Plus*) has been added in the form of Full-Image sales points, which sell all Maroc Telecom prepaid and postpaid products. This network, which has a similar design scheme to Maroc Telecom Retail branches, currently has more than 379 stores. These make a valuable contribution to business performance and customer service, as well as providing visibility and sales coverage at the local level.

Agreements are signed with each partner, resulting in a denser network that ensures local distribution. Partners are paid through commissions on the products and services sold.

Maroc Telecom has also signed agreements with partners for the international distribution of electronic top-ups.

### DISTRIBUTION AGREEMENTS

At the end of 2023, Maroc Telecom held distribution agreements with the following companies:

| | Type of business | Partnership date | Maroc Telecom products distributed |
|---|---|---|---|
| GSM Al-Maghrib | Distribution of telecom products | 11/2003 | Prepaid Mobile and Fixed-Line cards, Mobile, Fixed-Line and internet subscriptions; Electronic top-up |
| Canal Market | Electronic payment service provider and distributor of electronic top-up | 11/2002<br>11/2006 | Mobile and Fixed-Line electronic top-up<br>Mobile, Fixed-Line and Business internet subscription Region of Marrakech |
| Sicotel | Distribution of telecom products | 11/2006 | Prepaid Mobile and Fixed-Line cards, Mobile Subscriptions, Fixed-Line and internet |
| Lineatec | Distribution of telecom products | 11/2006<br>11/2008 | Prepaid Mobile and Fixed-Line cards<br>Mobile, Fixed-Line and Business internet subscriptions Regions of Rabat and Tangiers<br>Mobile, Fixed-Line and Business internet subscriptions Regions of Casablanca and Fez |
| M2T | Local customer services (bill payment, etc.) | 04/2010 | Mobile products (electronic and online top-ups) |
| CMI | E-commerce | 06/2010<br>12/2015<br>04/2016<br>05/2016<br>06/2016<br>07/2014<br>09/2016<br>09/2016 | Mobile, Fixed-Line and internet top-ups<br>Top-ups and billing via online banking with CAM<br>Top-ups and billing via online banking with BMCE<br>Top-ups and billing via online banking with ABB<br>Top-ups and billing via online banking with AWB<br>Top-ups and billing via online banking with CIH<br>Top-ups and billing via online banking with BMCI<br>Top-ups and billing via online banking with CFG |
| | | 06/2014 | Top-ups and billing via online banking with BP |
| | | 01/2013<br>08/2020 | Top-ups and billing via online banking with SG<br>Top-ups and invoices via the digital consolidated CMI |
| Transfer to | International distribution of telecom products | 02/2011 | Top-up transfer from abroad |
| Al Barid Bank | Bank | 07/2005 | Jawal top-up at ATM |
| Crédit Du Maroc | Bank | 11/2004 | Jawal top-up at ATM |
| Banque Populaire | Bank | 12/2005 | Jawal top-up at ATM |
| E-mania | Electronic banking, Mobile top-up distributor | 03/2015 | Online top-up |
| BIM | Turkish hard discounter | 01/2017 | Online top-up |
| Kenz'Up | A technology Startup operating in loyalty and payment solutions | 11/2021 | Online top-up |
| M2T | Main player in payments in Morocco | 04/2023 | Online top-up |

## Communication

In a context of increased competition, Maroc Telecom maintained its position among the leading advertisers in the Kingdom in 2023 by devoting a large portion of its budget to its brand communication and advertising its products and services targeting the Retail and Business segments.

### CORPORATE COMMUNICATION

In 2023, institutional communication was distinguished by the dynamic resumption of major events, in particular the 19th edition of Maroc Telecom's Beach Festival, which took place from July 14 to August 21 in six cities of the Kingdom. This event attracted a record and exceptional attendance, with nearly ten million spectators. With a diversified artistic program encompassing all musical genres, this edition fully met the expectations of the public. Many festival-goers had the opportunity to attend free concerts hosted by renowned artists, thus discovering the richness of the Moroccan musical repertoire.

In addition, Maroc Telecom Group took part in the first edition of GITEX Africa, a major event dedicated to technological innovation, which brought together leaders of the information and communication technology industry from the May 31, to June 2, 2023 in Marrakech. During this event, the operator highlighted several innovative solutions, offering visitors a physical immersion in technological universes intended for the B2B segment, such as the Cloud/Data center, cybersecurity, collaborative services and communication solutions. connectivity, including SD-WAN. The show was also an opportunity for Maroc Telecom to unveil its new "Power Fiber" offer, based on Fiber To The Room (FTTR) technology and to mark its pan-African dimension through the presentation of the West Africa submarine cable, which links Africa to the global optical loop in order to meet the growing need for connectivity.

Throughout the year, Maroc Telecom continued to promote the Company's guidelines and values, by prioritizing communication on its social networks, to strengthen its societal impact and image, its sponsorship activities through the dissemination of informative posts on achievements with partners, the implementation of fun and informative activities based on the themes dealt with on the sidelines of events and actions supported in the cultural, sporting and environmental fields (SIEL, Clean Beaches program, The Marrakech International Film Festival, promotion and coverage of the Rallye du Maroc, etc.).

Lastly, and to strengthen its reputation and its affinity, the brand expressed itself at each major occasion of the year through the creation of an entertaining and responsible brand content. This was evidenced by the #Hiya_Hiya campaign launched on the sidelines of International Women's Day to honor Moroccan women and which was accompanied by a digital campaign that made it possible to win state-of-the-art smartphones. The holy month of Ramadan also saw the launch of an institutional spot in the form of a musical comedy that brings together all the artists of the new communication platform "Itissalat Al-Maghrib tajma3ouna" to send Ramadan greetings and convey the brand's values of sharing, generosity and proximity to its audience.

### RETAIL AND BUSINESS COMMUNICATION

Maroc Telecom maintained sustained communication throughout 2023 to support the regular launches of its offers and promotions, for both the Retail and Business segments, by systematically highlighting the digital channels for customer relations and "Calls To action" for the e-shop, website and customer centers in its communication media to stimulate purchase acts.

In the Retail segment, Maroc Telecom favored a communication policy focused on proximity and customer benefits through the exploitation of new fields of communication and the use of various influencers and ambassadors, to promote the accessibility of our advertising campaigns with all target groups.

To this end and to highlight its flagship prepaid offers, Maroc Telecom launched a new communication platform called "Itissalat Al-Maghrib tajma3ouna" relayed through a broad communication system.

This is a humorous series that recounts the lives of neighbors, in a building, whose daily lives are imbued with the social issues shared by millions of Moroccan households. This saga is supported by big names in Moroccan comedy and acting: Mohamed El Jem, Raouiya, Aziz Hattab, Ibtissam Laaroussi, Simo Sedrati and Nada Haddaoui. Six characters from three different generations, who live together in good spirits, and whose socio-cultural contrasts have made it possible to create a narrative at the service of the offers that naturally find their place to provide explicit solutions to meet the needs and expectations of the protagonists.

Through situational comedy and scenes taken from the daily lives of Moroccan people, this platform has made it possible to promote several offers and services such as the Pass *3, the Pass *22, the Pass *88, the multiple top-up, the Jawal tombola, the Roaming Pass *7, and MTTV.

Also, to stimulate the Jawal customer base and boost the pace of prepaid top-ups, Maroc Telecom launched several editions of the Jawal tombola, which were supported by a wide-ranging communication system, particularly on the digital channel.

In the postpaid Mobile segment, Maroc Telecom supported the launch of the new Mobile Voice and Data plans with intensive communication in out-of-home and digital signage. Communications about postpaid were also made during the acquisition promotions to further stimulate the pace of activations and encourage migration of the Jawal customer base to Mobile subscriptions.

In the Internet segment, Maroc Telecom launched a new Fiber Optic spot, in the continuity of the first campaign "Maroc Telecom Itissalat Al Maghrib tajmaouna, with the actress Dounia Boutazout to highlight the benefits of the Maroc Telecom's FTTH offer in terms of speed and comfort of use as well as its undeniable contribution to the achievement of everyone's professional projects.

In addition, 2023 was marked by the launch of a 360º campaign around the e-shop service to promote the digitization of Maroc Telecom's services. This campaign, also led by the artist Dounia Boutazout, relies on the dynamism of the character, on the one hand to promote the richness of the catalog of products and services available online at Maroc Telecom and, on the other hand, the benefits of subscription via the e-Shop in terms of simplicity of use and time saving.

In order to reinforce the image of the innovative brand and at the cutting edge of technology, Maroc Telecom ensured permanent communication, on the web and the RS, around the new products in the catalog of connected objects and new handsets by highlighting the possibility of credit financing.

Lastly, communication for the business segment focused mainly on value-added services that support companies in their digital transformation and enable them to improve their productivity and performance: the Cloud/Data center, cybersecurity, collaborative services and connectivity solutions, etc. while highlighting our exclusive advantages in terms of reliability and expertise.

### ONLINE COMMUNICATION

Maroc Telecom continues to strengthen its image on social networks while maintaining its position as the leading Moroccan company and brand on Facebook (more than 4 million fans) and X (formerly Twitter) in terms of communities. It also has a noteworthy presence on YouTube, Instagram and LinkedIn.

In 2023, Maroc Telecom maintained a sustained presence on the web with a continuous presence on social networks to communicate and interact with the various communities. Especially since a specific message was put in place to contribute to the vast solidarity operation following the terrible Al Haouz earthquake.

The actions undertaken this year on social networks mainly focused on:

- expansion of assistance and advice for information requests and complaints on the main social networks;
- fun events (games, quizzes, etc.) on the Facebook and Instagram pages, which have become a key event for the Facebook community;
- publishing the various events supported by Maroc Telecom.

### SPONSORSHIP AND CORPORATE PHILANTHROPY

## Support for social, societal and humanitarian actions

Maroc Telecom confirms its commitment in the social area by renewing its support for several foundations and public utility associations, in particular:

- the Mohamed V Foundation for Solidarity;
- the National Institute for Children's Rights;
- the Moroccan Down Syndrome Association;
- Lalla Asmaa Association for Deaf Children and Young People;
- the Moroccan League for the Protection of Children;
- UN Women;
- Brotherhood of the Royal Gendarmerie;
- the Association "L'Heure Joyeuse";
- the Diplomatic Foundation in collaboration with the Embassy of the United Arab Emirates.

## Support for sustainable development and environmental protection actions

As part of its partnership with the Mohamed VI Foundation for the Protection of the Environment, Maroc Telecom supports several of its programs:

- renewal of participation in the Voluntary Carbon Program each year;
- annual contribution to the Clean Beaches Program by sponsoring six beaches on the northern coast through the installation of equipment and cleaning systems for these beaches as well as the implementation of an awareness-raising action plans for summer visitors on the ground and via social networks;
- rehabilitation of the historic garden of Arsat Moulay Abdeslem in Marrakech and its transformation into a real space for education and environmental awareness, through the daily management and operation of its 8 hectares nestled in the heart of the city. The Arsat Moulay Abdeslem park has also become a space for the promotion of culture for the benefit of partners who organize cultural events in the city of Marrakech;
- Maroc Telecom supports the program for the protection and conservation of wild animal species, implemented by the national zoological garden (JZN) in Rabat.

## Supporting culture and sports

With the gradual resumption of cultural, sporting, economic and societal events, Maroc Telecom continued its support for sporting institutions and its commitment to the promotion of cultural and sporting events that took place in the Kingdom during 2023, including:

- support for the Royal Mohammed VI Football Academy;
- support for the Royal Moroccan Athletics Federation;
- support for the Royal Moroccan Equestrian Sports Federation;
- support for the International Med VI Boxing Trophy, organized by the FRMB;
- support for the Rabat Cultural Heritage Foundation;
- the Mohammed VI Karate Cup;
- partnership with the Mohammed V National Theater;
- sponsorship of the Rallye du Maroc;
- the Hassan II Tennis Grand Prix;
- the Tennis Grand Prix of Her Royal Highness the Princess Lalla Meryem;
- the Moroccan Elite Golf Tour;
- the Golf Grand Prix of Her Royal Highness the Princess Lalla Meryem;
- sponsorship of the Hassan II Golf Grand Prix;
- the Pro Junior Morocco Mall World Surf League;
- sponsorship of the Taghazout Bay Rip Curl Pro Search;
- the Timitar Festival;
- the Mata International Equestrian Festival;
- the International Cultural Moussem of Assilah;
- the Africa Laughter Festival;
- the Oasis into the Wild Festival;
- the International Film Festival of Marrakech;
- the Marrakech Short Film Festival (MSFF) at the cyber park in Arsat Moulay Abdeslem;
- the Moroccan Poetry Festival in Arsat Moulay Abdeslem;
- the Jidar-Rabat Street Art festival;
- the International Publishing and Book Fair (SIEL).

## Contribution to the economic development and promotion of the country

Maroc Telecom undertakes several initiatives to encourage the creation and development of digital companies. Maroc Telecom took part in the first edition of the GITEX-Africa Fair in Marrakech, a world-class event focused on technological innovation, bringing together institutional players, investors, start-ups and universities and thus offering a platform conducive to the emergence of talent.

Maroc Telecom also supported the 10th edition of The DEVOXX Morocco in 2023, an annual event for developers and IT ecosystem players in Morocco and around the world, aimed at promoting talent and the national digital ecosystem.

4

### Maroc Telecom Beach Festival

The Maroc Telecom Beach Festival was back in force in 2023 after a three-year absence following the Covid-19 pandemic. The 19th edition of the Maroc Telecom Beach Festival took place from July 14, to August 21, in six cities in the Kingdom. This special event attracted a record and exceptional attendance with nearly ten million spectators.

Throughout the summer, Maroc Telecom's Beach Festival thrilled the beaches of M'diq, El Hoceima, Tangier, Martil, Saïdia and Nador with more than 110 concerts, bringing together several local artists and Moroccan and international stars.

With a diversified artistic program, including all musical genres, this edition fulfilled the expectations of all audiences. Many festival-goers were able to attend free concerts hosted by renowned artists and thus appreciate the richness of the Moroccan musical repertoire.

In addition to musical concerts, the festival was also accompanied by a multitude of actions for the benefit of summer visitors, adults and children, such as the creation of a village for events and games, urban shows (drummers, etc.).

Over the years, the Maroc Telecom Beach Festival has become a major cultural and social event, an integral part of the summer festivities.

## 4.2.1.7 NETWORK INFRASTRUCTURE AND SYSTEMS

### Key performance indicators

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Radio sites | 10,742 | 10,519 | 10,291 |
| Internet bandwidth (Gbps) | 6,060 | 6,925 | 4,230 |
| Mobile failure rate | 0.26% | 0.25% | 0.28% |
| Mobile dropped-call rate | 0.29% | 0.31% | 0.32% |
| 2G population coverage rate | 95.5% | 99.5% | 99.5% |
| 3G population coverage rate | 99% | 99% | 99% |
| 4G population coverage rate | 99% | 99% | 99% |

### Mobile infrastructure

Maroc Telecom's Mobile network is a 2G/3G/4G (GSM/3G-HSPA+/LTE) network available across almost all of the country. The network has a well-developed infrastructure, high international connectivity and a service quality comparable to that of international operators.

The 4th-generation network (LTE) was launched on July 13, 2015. It supports high-speed Voice and Data communication services.

#### MOBILE CORE NETWORK AND SERVICE PLATFORMS

Maroc Telecom's Mobile switching network is equipped with Next-Generation Network (NGN) technology that supports IP and 2G/3G/4G simultaneously for optimal resource allocation.

Maroc Telecom has technical platforms that enable it to offer quality Voice or Data services to its customers (internet access, Voicemail, SMS, MMS, prepaid management systems, multi-screen TV access in high definition, with live control) and video-on-demand service, etc.) and is constantly adapting the capacity of its platforms to cope with the continuous growth in usage.

Packet switching and service platforms use highly redundant infrastructures in order to guarantee the highest network availability possible.

#### COVERAGE

Since the introduction of "Single RAN" (radio access node) technology, which combines 2G, 3G and 4G technologies in one equipment, Maroc Telecom has continued to broaden its radio coverage while upgrading and boosting the capacity of its radio-access equipment.

At the end of December 2023, the 10,742 Maroc Telecom radio sites covered 99% of its Mobile 2G/3G/4G customers.

The base station network is continually being optimized by:

- a regular program of equipment extensions;
- the latest software upgrades;
- voice-compression technology to cope with spikes in traffic during public holidays and promotional periods.

#### MOBILE SERVICE QUALITY

Maintaining and enhancing Mobile service quality is a permanent priority for Maroc Telecom's engineers. The call completion rate was 99.74% at the end of December 2023, while the dropped call rate was 0.29%, and the incoming SMS success rate was 90.9%.

Maroc Telecom is conscious of public health issues and follows the guidelines for human exposure to electromagnetic radiation fields issued by the International Commission on Non-Ionizing Radiation Protection (ICNIRP), a body recognized by the WHO, and conducts regular measurement campaigns to ensure compliance with international standards.

### Fixed-Line network infrastructure

Maroc Telecom has a state-of-the-art Fixed-Line network enabling it to deliver a wide range of Voice and Data services to its Residential and Business customers.

This network comprises network access with copper and fiber optic technologies, a transmission backbone, switching centers and service platforms.

#### INTERNET AND DATA ACCESS NETWORK

In addition to the copper wireline access network providing broadband internet access (up to 20 Mbps in ADSL 2+ in Morocco's main cities) and TV via ADSL, Maroc Telecom has continued to roll out optical local loops in order to offer its customers very high-speed Fixed-Line access using FTTH technology for a theoretical downstream speed of up to 200 Mbps, and to offer its business customers very high-speed services, in particular through technologies such as VPN IP.

Maroc Telecom's Data offering is supplemented by a solution for satellite internet access via VSAT technology with speeds of up to 20 Mb/s.

### DOMESTIC TRANSMISSION NETWORK

Maroc Telecom's transmission network is entirely composed of fiber optic cable linking all of Morocco's cities.

Based on the latest hybrid NG-SDH and NG-WDM transmission technologies, and thanks to 100GE services, the backbone can transmit up to 9.6Tbps on a single pair of fibers. These broadband connections are ultra-secure thanks to mesh networking and ASON (Automatically Switched Optical Network) technology.

### SWITCHING PLATFORMS AND FIXED-LINE SERVICES

Fixed-Line switching is provided by next-generation equipment to provide value-added services (Voice over IP, three-way calling, call waiting, call transfers) while optimizing service quality.

### INTERNATIONAL NETWORK

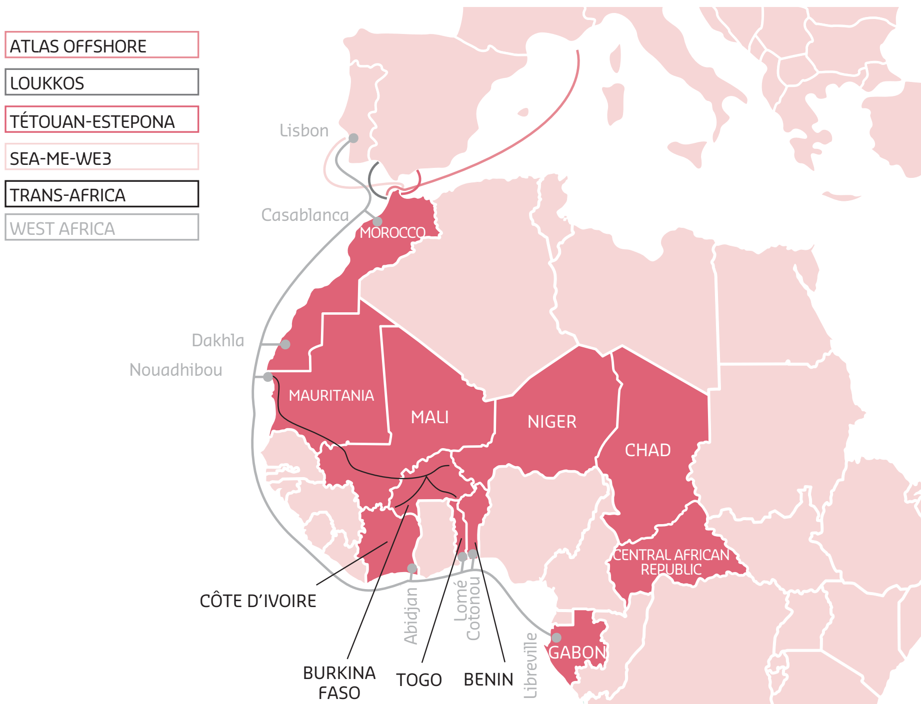
Maroc Telecom connects Morocco to the world through its infrastructure and agreements with large international operators:

- four international transit centers in Casablanca and Rabat;
- five fiber optic submarine cables linking Morocco to Europe. These cables had a combined capacity of 6.060 GB/s at the end of December 2023 and meet the connectivity needs of Maroc Telecom customers;
- a terrestrial fiber optic cable of over 8,000 km connecting Maroc Telecom to its sub-Saharan subsidiaries (Mauritania, Mali, Burkina Faso, Côte d'Ivoire and Togo);
- an 8,300 km-long fiber optic submarine cable linking Maroc Telecom to its sub-Saharan subsidiaries;
- satellite links connecting the most remote parts of the country to the Maroc Telecom backbone.

| Cable name | Departs from | Arrives in | Length | Brought into service |
|---|---|---|---|---|
| Atlas Offshore | Asilah (Morocco) | Marseille (France) | 1,634 km | 2007 |
| Loukkos | Asilah (Morocco) | Rota (Spain) | 187 km | 2012 |
| Tétouan-Estepona | Tétouan (Morocco) | Estepona (Spain) | 113 km | 1994 |
| SEA-ME-WE3[(a)] | Tétouan (Morocco) | Sesimbra (Portugal) | 500 km | 2009 |
| Trans-Africa | Morocco | Ouagadougou (Burkina Faso) | 5,300 km | 2013 |
| West Africa | Connecting West Africa to Europe via Morocco | | 9,114 km | 2021/2022 |

*(a) IAM stake in a consortium of over 50 operators.*

### MAP OF MAROC TELECOM INTERNATIONAL SUBMARINE AND TERRESTRIAL FIBER OPTIC CABLES



### INFORMATION SYSTEMS

The Information Systems Department is responsible for providing the IT infrastructure and software applications required by Maroc Telecom's various business lines.

Several major projects were carried out in 2023, such as:

- the launch of the implementation of the 2022-2026 IS Master Plan (PSDSI) projects;
- the launch of the transformation of IAM's Commercial IS for IS convergence and strong integration to support end-to-end digitization;
- the launch of the modernization of Maroc Telecom's business intelligence system through the implementation of a new Data platform;
- support for the 2023 marketing plan, changes in sales processes and the needs of other business lines through IT improvements;
- adaptation and upgrade of Information Systems to support network technology developments;
- ongoing efforts to pursue paperless processes and the digitization of the customer experience;
- enhanced security for Data and Information Systems.

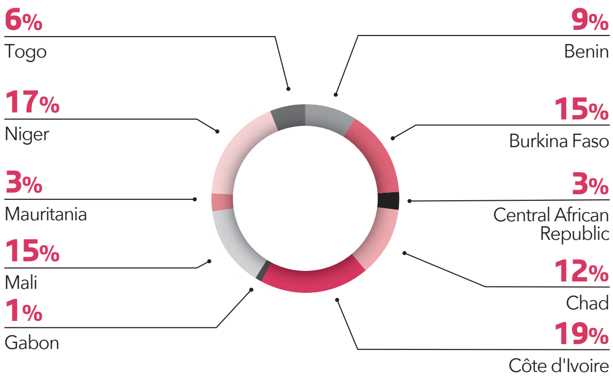
## 4.2.2 Subsidiaries

### 4.2.2.1 CONSOLIDATED DATA

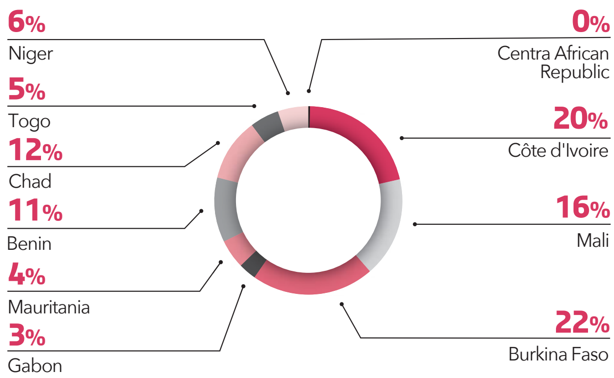
| **Population**[(a)] *(000)* | **Trade receivables**[(b)] *(000)* | **Revenues**[(b)] *(in MAD million)* |
|---|---|---|
| 155,422 | 52,827 | 18,381 |

*(a) Forecasts at the end of December 2023 (source: IMF, October 2023).*
*(b) Data at the end of December 2023 (source: Maroc Telecom).*

BREAKDOWN BY POPULATION[(1)]




BREAKDOWN BY MOBILE TELEPHONY CUSTOMERS[(2)]




*(1) Forecasts at the end of December 2023 (source: IMF, October 2023).*
*(2) Data at the end of December 2023 (source: Maroc Telecom).*

### 4.2.2.2 MAURITEL

#### Macroeconomic indicators

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Population *(000)* | 4,430 | 4,334 | 4,240 |
| GDP per capita *(in USD)* | 6,161 | 5,885 | 5,758 |
| GDP growth | +4.5% | +4.0% | +2.7% |
| Inflation | +7.5% | +7.1% | +2.7% |

*Source: IMF (October 2023).*

Mauritel SA is the incumbent Mauritanian operator, born out of the splitting of the Post and Telecommunications Office in a reorganization scheme in 1999. In 2000, Mauritel SA created Mauritel Mobiles, which is wholly-owned and which was awarded the second license to operate a GSM-type Mobile telephone network.

On April 12, 2001, following an international call for tenders issued by the Mauritanian government, Maroc Telecom acquired a 54% stake in Mauritel SA.

In January 2002, Maroc Telecom created Compagnie Mauritanienne de Communication (CMC), to which it transferred the shares it held in Mauritel SA. Then, on June 6, 2002, Maroc Telecom sold 20% of CMC to Mauritanian investors. During the 2003 fiscal year, CMC sold 3% of Mauritel SA to its employees for MAD 17 million in accordance with the commitments made at the time of privatization in 2001.

Once the Mauritanian government gave up its veto over Mauritel SA on July 1, 2004, Maroc Telecom gained exclusive control of its subsidiary, which became a fully-consolidated Group entity. In 2006, the CMC Group acquired 0.527% of Mauritel SA from SOCIPAM, a non-commercial company created by employees of the Mauritanian subsidiaries. On completion of this transaction, CMC held 51.527% of Mauritel SA.

Following the repeal in December 2007 (Law no. 2007-049 of December 3, 2007) of Article 73 of Law no. 99-019 on telecommunications, which required Mauritel SA by name to spin off all its operations subject to competition, in this case its Mobile activities. On November 27, 2007, the Extraordinary General Meetings of Mauritel SA and Mauritel Mobiles subsequently ratified plans to merge the two companies. Mauritel SA has since become a global operator able to take advantage of synergies between all its Fixed-Line, Mobile, and Internet businesses.

On January 1, 2021, Mauritel launched a new commercial brand for all its activities called Moov Mauritel.

Maroc Telecom's representatives sit on the Board of Directors of Mauritel SA. None of Maroc Telecom executives holds any operational functions within these companies.

The consolidation methods for the CMC/Mauritel sub-group are summarized in Notes 1, 2 and 28 to the consolidated financial statements. In addition, chapter 3.2.3.5 "Related-party transactions" illustrates the type of financial flows between Maroc Telecom and the Mauritel sub-group.

#### Fixed-line telephony, Data and internet

Mauritel provides Fixed-line telephony services (Voice and Data) as well as broadband internet access to private customers, companies and the public sector.

In addition to Mauritel, Mattel and Chinguitel have had Fixed-Line licenses since 2009 that allow them to operate in this market. Nevertheless, to date, the former has developed neither networks nor Fixed-line offers, while Chinguitel provides Fixed-line services through its CDMA network. As a result, Mauritel remains the sole wireline operator in Mauritania.

At the end of December 2023, Mauritel had a Fixed-line customer base of 29 thousand lines. In addition, the operator is deploying an ADSL and FTTH network, enabling it to sell broadband Internet offers to its customers. At the end of December 2023, Mauritel had 22 thousand internet subscribers, mostly on the FTTH network.

To meet its international bandwidth needs, Mauritel participates in a consortium that has capacity on the Africa Coast to Europe (ACE) submarine cable and includes all Mauritanian telecom operators and the Mauritanian post office. In addition, on June 26, 2020, Mauritel received the government's agreement to end the Maroc Telecom Group's West Africa cable in Nouadhibou.

#### Mobile telephony

Mauritel's Mobile activities consist of prepaid and postpaid services. Mobile services are offered for Voice, value-added services (SMS, MMS, SVA, etc.), 3G Mobile internet (launched in 2009), 4G (launched on December 31, 2020), and roaming.

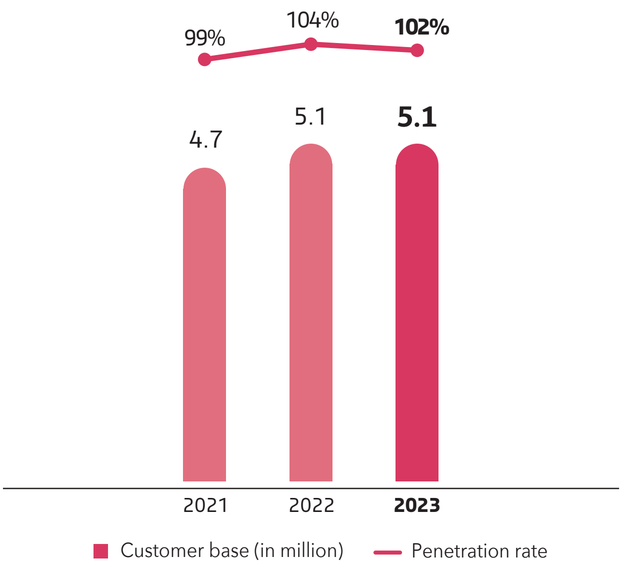
In July 2015, Mauritel renewed its 2G license for a period of 10 years in return for a Fixed share (MRO 1 billion) and an annual variable share corresponding to 2.5% of 2G revenues for the term of the license.

In November 2020, Mauritel acquired its 4G license for a period of 10 years in return for a Fixed fee (MRO 500 million) and an annual variable fee corresponding to 2.5% of 4G revenues for the term of the license.

In July 2021, Mauritel renewed its 3G license for a period of 10 years in return for a Fixed fee (MRO 500 million) and an annual variable fee corresponding to 2.5% of 3G revenues for the term of the license.

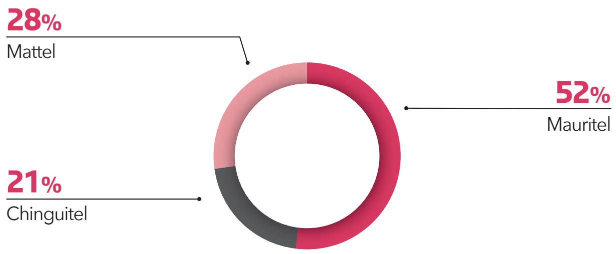
### COMPETITION AND MARKET SHARE

MOBILE MARKET TRENDS IN MAURITANIA




*Source: Dataxis (Q3 2023)*

MOBILE MARKET SHARE IN MAURITANIA AT SEPTEMBER 30, 2023




*Source: Dataxis (Q3 2023)*

At September 30, 2023, the Mauritanian market had 5.1 million Mobile customers, representing a penetration rate of 102%.

In this market, Mauritel operates alongside two other operators, Mattel and Chinguitel.

At December 31, 2023, Mauritel's Mobile customer base was 2.2 million (almost all prepaid), a 15.0% decrease year-on-year, due to regulatory constraints linked to biometric identification of customers. Mauritel maintained its leadership position with a market share of 52% at the end of September 2023.

### PERFORMANCE

The following table shows Mauritel's key operating Data:

| | Unit | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| Mobile customers | (000) | 2,242 | 2,638 | 2,985 |
| Fixed-Line | (000) | 29 | 46 | 57 |
| Broadband access | (000) | 22 | 18 | 19 |

## Seasonal changes

In Mauritania, the peak period is generally from June to September. Other spikes in usage occur during religious holidays, providing significant sales opportunities. Fixed-Line and Mobile usage tends to be lower during Ramadan.

## Regulations

### OVERVIEW

The regulatory framework for telecommunications in Mauritania was amended following the adoption of Law 2022-014 of July 20, 2022 amending and supplementing Law 2013-025 of July 15, 2013 (hereinafter the "Law") on Electronic Communications.

This law provides a broad definition of infrastructures that can accommodate Fixed-Line and Mobile broadband and very high-speed electronic communications networks. It grants electronic communications operators a right of access to the aforementioned existing reception infrastructures as well as a right to information about these infrastructures in order to be able to effectively plan the deployment of the networks.

This law supplements the powers of the regulatory authority (ARE) and gives it powers to settle disputes relating to access to reception infrastructures, information on these infrastructures or work concerning them, and on-site technical visits and the coordination of civil engineering works, as well as the related sanctioning powers. These prerogatives are in addition to those granted by Law 2013-025 and its regulatory, audit, and oversight powers with regard to industry operators, as set forth in Law 2001-18 of January 25, 2001, establishing the ARE.

The ARE is an independent public-sector entity with multi-sector authority and full financial and managerial autonomy. The ARE reports directly to the Prime Minister.

Law 2022-014 revises upwards the annual ceiling of the monetary sanctions that the ARE can impose on operators in case of breaches of their regulatory obligations, raising it from 1% of the annual revenue of the operators concerned to 3% and from 2 to 5% in case of a repeat offense.

### MAURITEL'S MAIN REGULATORY OBLIGATIONS

Over and above the regulatory 2G/3G/4G coverage obligations for localities and main roads set out in its specifications, Mauritel is subject to a range of fees and industry contributions. These include an annual universal-service contribution of no more than 3% of revenues, net of interconnection charges, regulatory fees of no more than 2% of revenues, net of interconnection charges, and an annual research and training contribution of no more than 1% of revenues, net of interconnection expenses.

Lastly, Mauritel pays annual fees for the use of radio frequencies and numbering resources as well as a tax on incoming international traffic (EUR 0.08/min) with the exception of traffic from G5 SAHEL countries.

Finally, the amended Finance Act for 2023 introduced a special tax of 5% on the revenue of telecommunications operators in Mauritania.

### MAURITEL LICENSES

| Licenses and authorizations | Date awarded | Date of expiry | Term |
|---|---|---|---|
| Fixed-Line authorization | 04/11/2021 | 04/10/2031 | 10 years |
| 2G license | 07/18/2015 | 07/17/2025 | 10 years |
| 3G License | 07/27/2021 | 07/26/2031 | 10 years |
| 4G License | 11/09/2020 | 11/08/2030 | 10 years |

### HIGHLIGHTS OF 2023

Regulatory highlights for 2023:

- the decrease in the Mobile termination rate to MRO 0.15/minute as of July 1, 2023;
- the introduction, by the amending Finance Act for the year 2023, of a special tax of 5% on the revenue of telecommunications operators in Mauritania, as well as the change in the VAT rate on telecommunications services from 16 to 18% (from August 1, 2023);
- the adoption of a decision by the ARE on new measures to be observed when selling cards, including the requirement for biometric identification;
- the adoption by the ARE of a decision on National Roaming in all localities covered by a single operator for Voice and Data services.

## 4.2.2.3 ONATEL

### Macroeconomic indicators

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Population *(000)* | 23,405 | 22,147 | 21,521 |
| GDP per capita *(in USD)* | 2,191 | 2,257 | 2,236 |
| GDP growth | +4.4% | +3.6% | +6.7% |
| Inflation | +1.4% | +14.2% | +3.0% |

*Source: IMF (October 2023).*

Onatel (Office National des Télécommunications) is the incumbent operator of Burkina Faso. It was formed following the break-up of Office des Postes et Télécommunications in 1987, and became a state-owned company in 1994. In October 2002, the government created Telmob, Onatel's wholly owned Mobile subsidiary, which has been licensed to operate a GSM Mobile network since April 2004.

On December 29, 2006, following an international competitive privatization process, Maroc Telecom acquired 51% of Onatel.

On April 29, 2009, Onatel was listed for trading on the regional stock exchange in Abidjan, Côte d'Ivoire. This enabled the Burkina Faso government to sell 23% of the telecommunications operator on the market.

Onatel's Extraordinary General Meeting of December 29, 2010, approved plans to merge with Onatel's Mobile subsidiary. Since then, Onatel has become a global operator, benefiting from synergy between its Fixed-Line, Mobile and Internet businesses.

On April 17, 2018, Maroc Telecom finalized the acquisition of an additional 10% in the capital of Onatel on the regional stock exchange of Abidjan in Côte d'Ivoire, bringing its ownership of its Burkina Faso subsidiary to 61%.

On January 1, 2021, Onatel launched a new commercial brand for all of its activities called Moov Africa Burkina.

Maroc Telecom representatives sit on the Board of Directors of Onatel and no Maroc Telecom manager holds operational positions in this company.

The consolidation methods for Onatel and its subsidiaries are summarized in Notes 1, 2 and 28 to the consolidated financial statements. In addition, chapter 3.2.3.5 "Related-party transactions" describes the type of financial flows between Maroc Telecom and Onatel.

### Fixed-line telephony, Data and internet

Onatel provides Fixed-line telephony services (Voice and Data) as well as broadband internet access to private customers, companies and the public sector.

Onatel lost its monopoly on basic services (domestic Fixed-line telephony, telex and telegraph) on December 31, 2005. However, it currently remains the only Fixed-line telephony operator in Burkina Faso. By contrast, Onatel competes with other service providers in the Internet market.

At the end of December 2023, Onatel had 75 thousand Fixed-Lines. The Fixed-Line penetration rate was still low, at only 0.3% of the population at the end of December 2023.

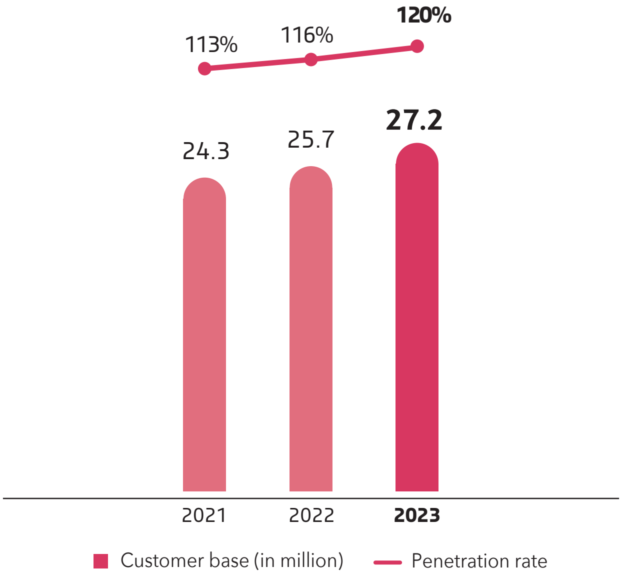
The operator also sells very high-speed Internet offers to its customers through its ADSL and FTTH network. At the end of December 2023, Onatel had 25 thousand internet subscribers, up 57.7% compared to 2022.

### Mobile telephony

Onatel's Mobile activities, under the Moov Africa Burkina brand, provides prepaid and postpaid services. Mobile services are offered for Voice, value-added services (SMS, MMS, etc.), 3G/4G Mobile internet and roaming. Onatel offers its m-payment service under the Moov Money brand.

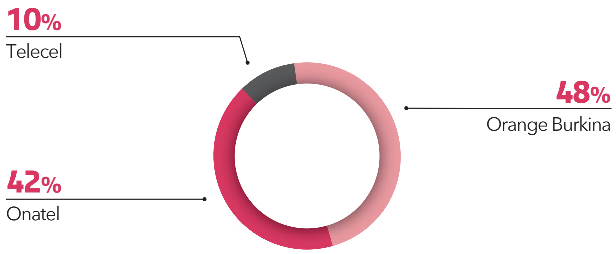
### COMPETITION AND MARKET SHARE

MOBILE MARKET TRENDS IN BURKINA FASO




*Source: Dataxis (Q3 2023)*

MOBILE MARKET SHARE IN BURKINA FASO AT SEPTEMBER 30, 2023




*Source: Dataxis (Q3 2023)*

At September 30, 2023, the Burkina Faso market had 27.2 million Mobile customers, representing a penetration rate of 120%, up 4 points year-on-year.

At December 31, 2023, Onatel had 11.6 million Mobile customers (mainly prepaid), a year-on-year increase of 4.7%.

### PERFORMANCE

The following table summarizes Onatel's key operating Data:

| | Unit | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| Mobile customers | (000) | 11,563 | 11,048 | 10,457 |
| Fixed-Line | (000) | 75 | 76 | 76 |
| Broadband access | (000) | 25 | 16 | 15 |

## Seasonal changes

In Burkina Faso, the annual rainy season (August and September) has a negative impact on sales and on network quality of service. This has repercussions for both Fixed-Line and Mobile revenues.

## Regulations

### OVERVIEW

Burkina Faso's current regulatory framework for telecommunications was established by Law no. 061-2008/AN of November 27, 2008, Laws no. 027/2010 of May 25, 2010 and no. 09/2019 of April 23, 2019, relating to General Regulations for networks and electronic communication services in Burkina Faso and its implementing decrees.

The Electronic Communications and Postal Regulatory Authority (ARCEP) is an independent public-sector administration, a legal entity operating under the technical supervision of the Prime Minister's office.

It is responsible for ensuring that operators comply with their contract specifications, managing and controlling radio frequencies, establishing and managing the national numbering plan, and managing conciliation and arbitration proceedings among telecommunications operators and between operators and consumers.

The main implementing texts for the telecommunications law are Decree 2010-451 of August 12, 2010, which sets out the general conditions for the interconnection of networks and access to these networks and services; Decree 2010-245 of May 20, 2010, setting out the procedures and conditions attached to the individual licensing system, general authorization system, and declarations system; Decree 2010-246 of May 20, 2010, which sets the amounts and procedures for recovery of fees, contributions, and costs established for the benefit of the Electronic Communications Regulatory Authority, as amended by Decree 2012-1037 of December 31, 2012, Decree 2011-94 of February 28, 2011 on the terms and conditions for setting and monitoring electronic communications tariffs, Decree 2018-1211 of December 31, 2018, which defines the conditions for allocating technologically-neutral individual licenses for the establishment and operation of electronic communications networks and services to telephony operators established in Burkina Faso; and Decree 2018-1270 of December 31, 2018, on the procedures for identifying subscribers to electronic communications services and customers of internet cafés.

### ONATEL'S MAIN REGULATORY OBLIGATIONS

Onatel is required to pay industry fees and contributions. These include a contribution to the Universal Service Fund equivalent to 2% of net revenues excluding interconnection charges, a regulatory fee equivalent to 1% of net revenues excluding interconnection charges, and an annual contribution to training and research equivalent to 0.5% of net revenues excluding interconnection charges.

Furthermore, Onatel pays annual fees for the use of radio frequencies and numbering resources.

Also, Onatel pays a specific tax to telecommunications operators in an amount equivalent to 7% of their respective revenue (net of certain items), as well as a special contribution set at 5% of the amount excluding tax of prepaid top-ups (applicable from July 20, 2023, and paid to the State for the Patriotic Support Fund).

In addition, Onatel is subject to obligations set out in its specifications and in regulatory texts, notably in terms of coverage, quality of service, network security, consumer protection, customer identification and the implementation of cost accounting.

Onatel is also subject to price restrictions as the dominant operator in certain markets.

#### ONATEL LICENSES

| Licenses and authorizations | Date awarded | Date of expiry | Term |
|---|---|---|---|
| Technology neutral license[(a)] | 03/26/2019 | 06/20/2037 | 17 years |

*(a) June 21, 2020 is the start date of the license term.*

#### HIGHLIGHTS OF 2023

Regulatory highlights for 2023:

- the adoption of a decision extending the period of validity of interconnection rates until March 31, 2024;
- the adoption of Law 009-2023/ALT of June 24, 2023 establishing a special contribution on the consumption of certain products and services. This law introduces a special contribution of 5% on prepaid top-ups;
- the adoption of a decree on new methods for identifying subscribers;
- the decision by ARCEP against Onatel of a sanction relating to quality of service obligations.

### 4.2.2.4 GABON TELECOM

## Macroeconomic indicators

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Population *(000)* | 2,187 | 2,161 | 2,135 |
| GDP per capita *(in USD)* | 15,656 | 15,372 | 15,153 |
| GDP growth | +2.8% | +2.7% | +1.5% |
| Inflation | +3.8% | +3.5% | +2.0% |

*Source: IMF (October 2023).*

Gabon Telecom SA is the incumbent operator in Gabon. It was formed from the break-up in 2001 of Office des Postes et Télécommunications pursuant to Law no. 004/2001 of June 27, 2001, on the reorganization of the postal and telecommunications sector.

In March 1999, Gabon Telecom created Libertis, its wholly-owned Mobile subsidiary, which obtained a second license to operate a GSM Mobile telephony network in 2007. Until 2006, Gabon Telecom was wholly owned by the Gabonese government. In February 2007, following an international invitation to tender, the Gabonese government sold a 51% stake in the company to Maroc Telecom. The transaction was finalized on December 23, 2010, following completion of the agreements signed in 2008.

Gabon Telecom's Extraordinary General Meeting of December 20, 2011, approved plans to merge with Gabon Telecom's Mobile subsidiary. Since then, Gabon Telecom has become a global operator, capitalizing on the synergy between its Fixed-Line, Mobile, and Internet businesses.

In addition, after the acquisition of Moov Gabon in January 2015, and to comply with the country's regulatory requirements, a merger between Gabon Telecom and Moov Gabon was necessary.

The merger-absorption process for Gabon Telecom and Moov Gabon was finalized in June 2016.

On June 20, 2017, the Regulatory Council awarded Gabon Telecom a new universal license for a ten-year period for MAD 148 million.

On January 1, 2021, Gabon Telecom launched a new commercial brand for all its activities called Moov Africa Gabon Telecom.

Maroc Telecom's representatives sit on the Board of Directors of Gabon Telecom and no Maroc Telecom executive holds any operational functions within this company.

The consolidation methods for Gabon Telecom and its subsidiaries are summarized in Notes 1, 2 and 28 to the consolidated financial statements. In addition, chapter 3.2.3.5 "Related-party transactions" illustrates the type of financial flows between Maroc Telecom and the Gabon Telecom sub-group.

## Fixed-line telephony, Data and internet

Gabon Telecom provides Fixed-line telephony services (Voice and Data) as well as ADSL and FTTH internet access to private customers, companies and the public sector.

Gabon Telecom lost its monopoly on basic services (domestic Fixed-line telephony, telex, and telegraph) on December 31, 2005. However, it currently remains the sole national Fixed-Line operator in Gabon. By contrast, Gabon Telecom competes with other service providers in the internet and VSAT markets.

At the end of December 2023, the operator had a Fixed-line customer base of 55 thousand lines, an increase of 25.7%. The Fixed-Line penetration rate still remains low, at only 2.5% at the end of December 2023.

Gabon Telecom also offers internet access via its Fixed-Line network (high-speed ADSL and fiber optic). At the end of December 2023, Gabon Telecom had 51 thousand internet subscribers, up 28.9% year-on-year.

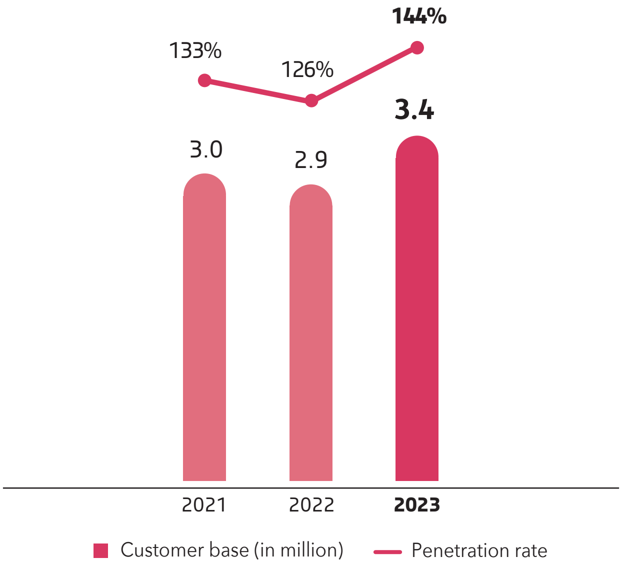
Gabon Telecom secures its international bandwidth needs thanks to its connection to the West Africa cable, enabling it to provide its own international bandwidth needs and to market international services (internet, Voice) to other telecom operators and Gabonese companies.

## Mobile telephony

Gabon Telecom's Mobile business consists of prepaid and postpaid services and offers Voice, value-added services (SMS, MMS, SVA, etc.) and Mobile internet 3G/4G. It also provides roaming services for its Mobile subscribers abroad and for customers of foreign partner operators visiting Gabon. In 2014 Gabon Telecom launched its m-payment service under the Mobicash brand, now Moov Money, as well as 3G and 4G services.

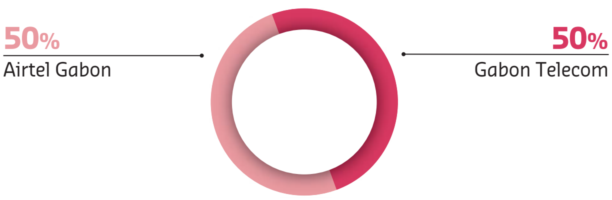
### COMPETITION AND MARKET SHARE

MOBILE MARKET TRENDS IN GABON




*Source: Dataxis (Q3 2023)*

MOBILE MARKET SHARE IN GABON AT SEPTEMBER 30, 2023




*Source: Dataxis (Q3 2023)*

At September 30, 2023, there were 3.4 million Mobile customers, representing a penetration rate of 144%, up by 18 points year-on-year.

The Gabonese market consists of two operators, Gabon Telecom and Airtel. Gabon Telecom held a market share of 50% at the end of September 2023.

Gabon Telecom's Mobile customer base stood at 1.5 million customers at December 31, 2023, almost all prepaid.

### PERFORMANCE

The following table shows Gabon Telecom's key operating Data:

| | Unit | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| Mobile customers | (000) | 1,516 | 1,512 | 1,656 |
| Fixed-Line | (000) | 55 | 43 | 32 |
| Broadband access | (000) | 51 | 40 | 28 |

## Seasonal changes

In Gabon, December and the summer months (July to September) generally see a surge in activity due to year-end festivities (Christmas and New Year), holidays in the country's rural regions, family gatherings, the celebration of national independence, and the back-to-school period.

November, January and February, in contrast, are generally quiet months, the aftereffects of the summer and year-end peaks.

## Regulations

### OVERVIEW

The regulatory framework for the Telecommunications sector in the Gabonese Republic is governed by Law 026/2018 of October 17, 2019 regulating electronic communications in the Gabonese Republic.

The Electronic Communications and Postal Regulatory Authority (ARCEP) was created by Order 08 PR/2012 of February 13, 2012 on the creation and organization of ARCEP, as amended by Order 005 of August 20, 2014. ARCEP is responsible for the regulation, control and monitoring of activities in the telecommunications sector. ARCEP is an independent administrative authority under the supervision of the Ministry of the Digital Economy, Communication and Post Office and the Ministry of Economy and Finance.

The main texts implementing the law on telecommunications are Order 08 PR/2012 of February 13, 2012 on the creation and organization of ARCEP, as amended by Order 005 of August 20, 2014, Decree 054 of June 15, 2005 setting the terms and conditions for interconnection and infrastructure sharing, Decree 0844 of October 26, 2006 on fees, charges and contributions applicable to operators, Decree 00544/PR/MPT of July 15, 2005 setting the terms and conditions for the implementation, financing and management of the special Universal Service Fund, ARCEP Resolution 0098/ARCEP/CR/2020 on the identification of subscribers, as well as Resolution 00124/ARCEP/CR/2022 setting the terms and conditions for the installation of radio stations.

#### GABON TELECOM'S MAIN REGULATORY OBLIGATIONS

Gabon Telecom is required to pay industry dues and contributions. These include a contribution to the Universal Service Fund of an amount equivalent to 2% of revenue excluding interconnection charges, as well as a contribution to telecom research, training, and standardization, in an amount equivalent to 3% of revenue excluding interconnection charges.

In addition, Gabon Telecom is required to pay annual dues for the use of radio frequencies and numbers.

Finally, all operators pay a tax of 5% on telephone calls and a tax on incoming international communications of FCFA 47/min, as well as a tax of 0.5% of the amount of each financial transaction carried out via the operator.

#### GABON TELECOM LICENSES

| Licenses and authorizations | Award date | Expiration date | Term |
|---|---|---|---|
| Public service delegation | 02/09/2007 | 02/08/2022 | 15 years |
| 2G/3G/4G license | 05/28/2017 | 05/27/2027 | 10 years |

#### HIGHLIGHTS OF 2023

Regulatory highlights for 2023:

- the decrease in the Mobile call termination rate from FCFA 6 to 5/min in 2023;
- the adoption of a monetary sanction against Gabon Telecom relating to quality of service obligations;
- the signing, by the regulators of Gabon and Togo, of a memorandum of understanding for the implementation of Free Roaming;
- the introduction of a tax of 0.5% of the amount of each financial transaction carried out via the operator.

### 4.2.2.5 SOTELMA

## Macroeconomic indicators

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Population *(000)* | 23,348 | 21,486 | 20,249 |
| GDP per capita *(in USD)* | 2,156 | 2,217 | 2,308 |
| GDP growth | +4.5% | +2.5% | +4.0% |
| Inflation | +5.0% | +8.0% | +3.0% |

*Source: IMF (October 2023).*

Sotelma SA is the incumbent operator in Mali: it emerged in 1990 from the break-up of the former Office des Postes et Télécommunications. The company was created by Order no. 89-32 of October 9, 1989, and ratified by Law no. 90-018 ANRM of February 27, 1990.

On July 31, 2009, following an international competitive privatization process, Maroc Telecom acquired 51% of Sotelma.

On January 1, 2021, Sotelma launched a new commercial brand for all of its activities called Moov Africa Malitel.

Maroc Telecom's representatives sit on the Board of Directors of Sotelma. None of Maroc Telecom executives holds any operational positions in this companies.

The consolidation methods for the Sotelma sub-group are summarized in Notes 1, 2 and 28 to the consolidated financial statements. In addition, chapter 3.2.3.5 "Related-party transactions" illustrates the type of financial flows between Maroc Telecom and the Sotelma sub-group.

## Fixed-line telephony, Data and internet

Sotelma provides Fixed-line telephony services (Voice and Data) as well as ADSL and FTTH internet access to private customers, companies and the public sector.

At the end of December 2023, the operator had a Fixed-line customer base of 233 thousand lines, an increase of 21.3%. The Fixed-Line penetration rate is still low, however, at only 1.0% of the population at the end of December 2023.

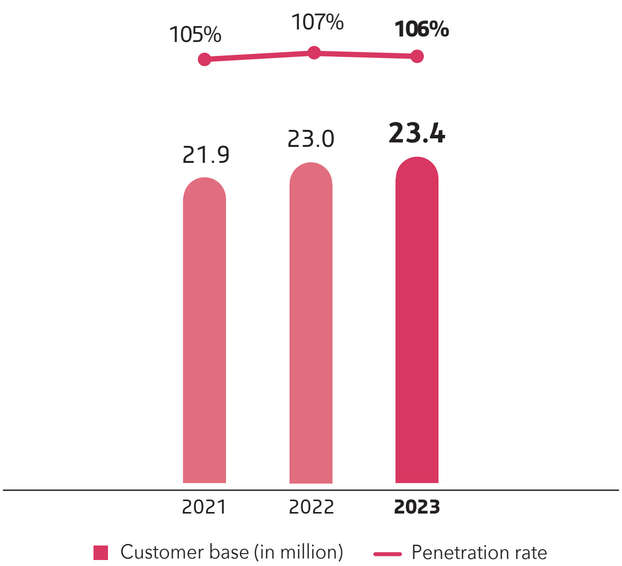
The operator is deploying an ADSL and FTTH network on its Fixed-Lines, enabling it to sell broadband internet to its customers. At the end of December 2023, Sotelma had 105 thousand internet subscribers, up by 24.7%.

## Mobile telephony

Sotelma's Mobile business consists of prepaid and postpaid services through Voice, value-added services (SMS, MMS, SVA etc.) and 3G/4G Data plans. It also provides roaming services for Sotelma Mobile subscribers abroad and for customers of foreign partner operators visiting Mali. Sotelma launched its m-payment service under the Mobicash brand, now Moov Money, in 2014.

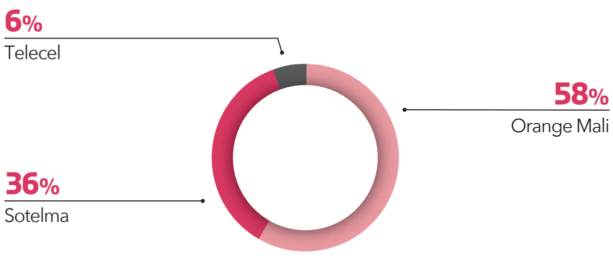
#### COMPETITION AND MARKET SHARE

MOBILE MARKET TRENDS IN MALI




*Source: Dataxis (Q3 2023)*

MOBILE MARKET SHARE IN MALI AT SEPTEMBER 30, 2023




*Source: Dataxis (Q3 2023)*

At September 30, 2023, the Mali market had 23 million Mobile customers, representing a penetration rate of 106%.

Three Mobile operators are currently active in Mali: Sotelma, Orange, and Telecel. The latter launched its Mobile services in the first quarter of 2018.

Sotelma's Mobile customer base totaled 8.4 million customers at December 31, 2023.

#### PERFORMANCE

The following table summarizes Sotelma's key operating Data:

| | Unit | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| Mobile customers | (000) | 8,351 | 8,988 | 8,163 |
| Fixed-Line | (000) | 233 | 192 | 186 |
| Broadband access | (000) | 105 | 84 | 79 |

### Seasonal changes

Telecommunications activity in Mali rises during the rainy season, from June to September, when large numbers of Malian students abroad return home for their summer vacation. Other brief events give rise to major commercial opportunities, including religious holidays such as Tabaski (generally the day of the holiday and the following days) and year-end holidays (December). However, Mobile and Fixed-Line traffic falls substantially in the month of Ramadan, except for the last few days.

### Regulations

#### OVERVIEW

The regulatory framework for telecommunications in Mali is governed by Order 2011-023/P-RM of September 28, 2011, on telecom and information and communication technologies in Mali, and Order 2016-014 of March 31, 2016, on the regulation of the telecommunications sector, information and communication technologies and the postal service. Established by Order 2016-014, the Malian Authority for the Regulation of Telecommunications and Postal Services (AMRTP) is an independent administrative authority responsible for regulating the telecommunications and information and communication technology sector and the postal sector.

The main texts adopted pursuant to the Telecommunications Order are Decree 2016-0975/P-RM of December 27, 2016 determining the procedure and terms for the interconnection of telecommunications/ICT networks, and Decree 2016-976 of December 27, 2016 determining the terms of application of National Roaming, Decree 2011-872 of December 30, 2011 on infrastructure sharing, and Decree 2019-0956/P-RM of December 5, 2019, supplementing Decree 2015-0265/P-RM of April 10, 2015, setting the procedures for identifying subscribers.

#### SOTELMA'S MAIN REGULATORY OBLIGATIONS

Sotelma pays a total contribution of 3% of its revenues, net of interconnection charges, plus annual dues for the use of radio frequencies and numbering resources.

Further, Sotelma pays the tax on access to public telecommunications networks (TARTOP) set at 5% of total revenues.

Also, Law no. 2017-012 setting the regime of literary and artistic property sets the annual fees applicable to telephony companies at FCFA 250 per subscriber user of protected works.

#### SOTELMA LICENSES

| Licenses and authorizations | Date awarded | Date of expiry | Term |
|---|---|---|---|
| Fixed-Line license, 2G, 3G, 4G(a) | 07/31/2009 | 07/30/2024 | 15 years |

*(a) Extension of the current license to 4G in November 2018.*

#### HIGHLIGHTS OF 2023

Regulatory highlights for 2023:

- the reduction in call termination to FCFA 2/min for all operators from the beginning of 2023 with an extension to 2024;
- the adoption of a decree on the identification of subscribers and the introduction of the obligation of identification by the National Identification Number (NINA);
- the signing, between AMRTP and the regulators of Togo and Benin, of memoranda of understanding for the implementation of Free Roaming within the framework of the ECOWAS regulation;
- notification of a decision to review the Wholesale internet and Leased Line rates.

## 4.2.2.6 MOOV AFRICA CÔTE D'IVOIRE

### Macroeconomic indicators

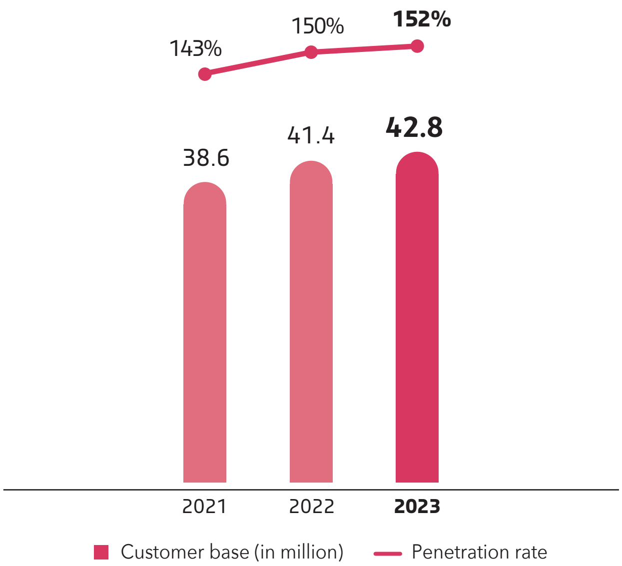
| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Population *(000)* | 29,116 | 28,378 | 27,659 |
| GDP per capita *(in USD)* | 5,686 | 5,436 | 5,238 |
| GDP growth | +6.2% | +5.5% | +6.0% |
| Inflation | +4.3% | +5.5% | +3.0% |

*Source: IMF (October 2023).*

### Mobile telephony

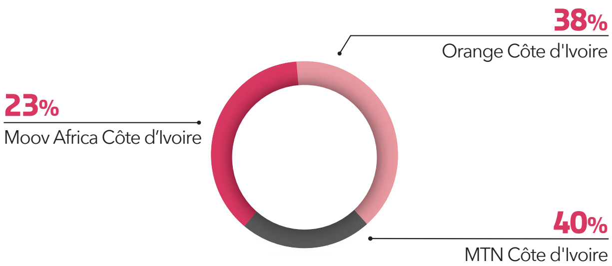
#### COMPETITION AND MARKET SHARE

MOBILE MARKET TRENDS IN COTE D'IVOIRE




*Source: Dataxis (Q3 2023)*

CÔTE D'IVOIRE MOBILE MARKET SHARE AT SEPTEMBER 30, 2023




*Source: Dataxis (Q3 2023)*

Moov Africa Côte d'Ivoire's Mobile activities consist of prepaid and postpaid services through Voice and 3G/4G Data plans. It also provides roaming services for its Mobile subscribers abroad and for customers of foreign partner operators visiting Côte d'Ivoire. In 2021, Moov Africa Côte d'Ivoire also launched its FTTH service. The subsidiary also offers an m-payment service under the Moov Money brand.

At September 30, 2023, the Ivorian market had 42.8 million Mobile customers, representing a penetration rate of 152%.

In this market, two major operators are active alongside Moov Africa Côte d'Ivoire: Orange Côte d'Ivoire and MTN Côte d'Ivoire, following the market consolidation in April 2016.

#### PERFORMANCE

Moov Africa Côte d'Ivoire's Mobile customer base changed as follows:

| | Unit | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| Mobile customers | (000) | 10,260 | 10,844 | 10,489 |

At December 31, 2023, Moov Africa Côte d'Ivoire had 10.3 million Mobile customers (mainly prepaid), a year-on-year decrease of 5.4% in line with heightened competition and customer identification requirements. The market share of Moov Africa Côte d'Ivoire was 23% at the end of September 2023.

### Regulations

#### OVERVIEW

The regulatory framework for telecommunications in Côte d'Ivoire is governed by Order 2012-293 of March 21, 2012, on telecommunications and on information and communications technology.

The National Authority for the Regulation of Telecommunications/ICT of Côte d'Ivoire (ARTCI) is an independent administrative authority responsible for carrying out the regulatory function on behalf of the State and with quasi-judicial powers.

The main texts adopted to date under the Order on telecommunications are Decree 2012-934 of September 19, 2012, on the organization and operation of the ARTCI Authority, Decree 2013-300 of May 2, 2013, on the interconnection of telecommunications networks and services and local loop unbundling, Decree 2015-812 of December 18, 2015, on the approval of specifications appended to each individual category C1A license to establish networks and supply telecommunications/ICT services, Decree 2015-80 of February 4, 2015, defining the categories of telecommunications/ICT activities and establishing the procedures for accessing scarce resources and Decree 2017-193 of March 22, 2017, on the identification of subscribers to telecommunications/ICT services open to the public and users of cybercafes. The Moov Africa Côte d'Ivoire subsidiary, Moov Money Côte d'Ivoire has a license to operate a Mobile payment business under the Decision of the Central Bank of West African States (BCEAO) 210-01-2019, of July 23, 2019, on the Moov Money Côte d'Ivoire licensing agreement.

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#### MOOV AFRICA CÔTE D'IVOIRE'S MAIN REGULATORY OBLIGATIONS

Moov Africa Côte d'Ivoire is subject to various sector fees and contributions. These include the annual regulatory fee equivalent to 0.5% of its revenue, the contribution to research, training and standardization equivalent to 0.5% of its revenue, the universal service contribution equivalent to 2% of its revenue, as well as the dues for the use of radio frequencies and numbering resources.

In addition to these dues and contributions, there is a tax on communications equivalent to 3% of their price excluding VAT, and a tax on telecommunications companies set at 5% of overall revenues excluding VAT (including interconnection and Mobile payment receipts and income). Moov Africa Côte d'Ivoire is also subject to a tax for the promotion of culture of 0.2% of revenues.

#### MOOV AFRICA CÔTE D'IVOIRE LICENSES

| Licenses and authorizations | Date a warded | Date of expiry | Term |
|---|---|---|---|
| Global license | 03/18/2016[a] | 03/21/2033 | 16 years |

*(a) March 22, 2017 is the license start date.*

#### HIGHLIGHTS OF 2023

Regulatory highlights for 2023:

- the notification of a decision setting the call termination rates for 2023 and 2024 at FCFA 3 and 2, respectively;
- the notification of a financial penalty in respect of certain breaches related to QoS for the year 2021;
- the adoption of decisions of the Regulatory Council of the ARTCI on the identification of relevant markets and notification of 'powerful' operators and service providers for the years 2023 and 2024;
- the adoption of Decision 2023-0966 of the ARTCI Regulatory Council of October 19, 2023 defining the methods for allocating USSD codes for the provision of value-added services.

## 4.2.2.7 MOOV AFRICA BENIN

### Macroeconomic indicators

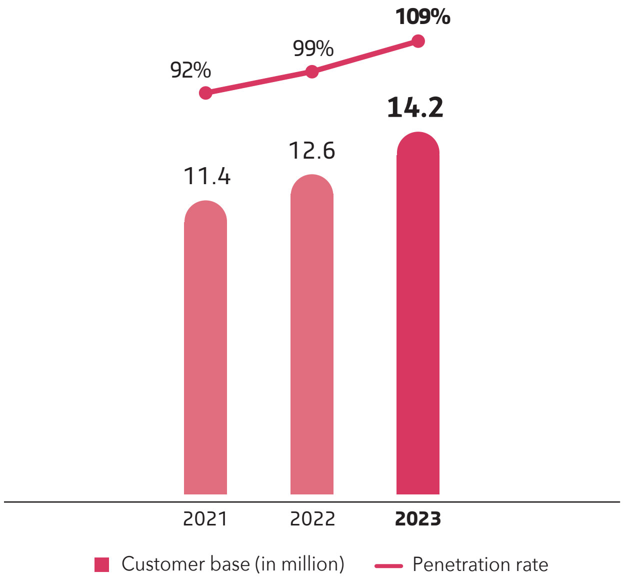
| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Population *(000)* | 13,760 | 12,838 | 12,487 |
| GDP per capita *(in USD)* | 3,517 | 3,555 | 3,404 |
| GDP growth | +5.5% | +5.7% | +5.5% |
| Inflation | +5.0% | +5.0% | +3.0% |

*Source: IMF (October 2023).*

### Mobile telephony

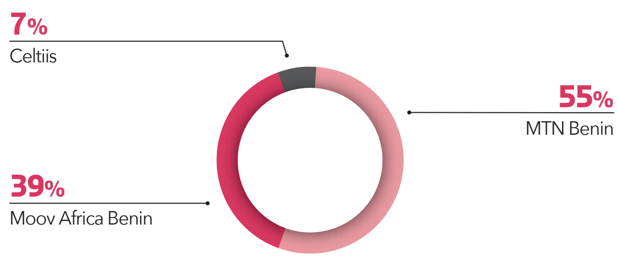
#### COMPETITION AND MARKET SHARE

MOBILE MARKET TRENDS IN BENIN




*Source: Dataxis (Q3 2023)*

BENIN MARKET SHARE AT SEPTEMBER 30, 2023




*Source: Dataxis (Q3 2023)*

Moov Africa Benin's Mobile activities consist of prepaid and postpaid services through Voice and Data plans. It also provides roaming services for its Mobile subscribers abroad and for customers of foreign partner operators visiting Benin. In addition to 3G and 4G services (the latter launched in April 2017), Moov Africa Benin offers an m-payment service under the Moov Money brand.

At September 30, 2023, the Benin market had 14.2 million Mobile customers, representing a penetration rate of 109%.

#### PERFORMANCE

Moov Africa Benin's Mobile customer base changed as follows:

| | Unit | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| Mobile customers | (000) | 5,747 | 5,480 | 5,132 |

At December 31, 2023, Moov Africa Benin had 5.7 million Mobile customers (mainly prepaid), a year-on-year increase of 4.9%. Moov Africa Benin had a market share of 39% at the end of September 2023. Note the launch on October 21, 2022 of the Mobile and Mobile Money services of SBIN, a national operator with a five-year management contract with the Sonatel Group, under the Celtiis umbrella brand.

## Regulations

### OVERVIEW

The regulatory framework for telecommunications in Benin is principally governed by Law no. 2017-20 of April 20, 2018, on the digital code in the Republic of Benin, its implementing decrees and other regulatory texts.

The Electronic Communications and Postal Regulatory Authority (ARCEP) is an independent administrative structure having legal personality and financial and management independence. It is responsible, among other powers defined by the above-mentioned law, for regulating, managing, and monitoring the activities of the electronic communications and postal sectors.

The implementation of projects in the Digital Services sector relating to the deployment of broadband and very high-speed broadband, digitization, the security of information systems and networks, universal service and the extension of networks in rural areas as well as the development of community uses, has been organized around four implementing agencies:

- the Digital Development Agency (ADN);
- the Services and Information Systems Agency (ASSI);
- the National Information Systems Security Agency (ANSSI);
- the Benin Agency for Universal Electronic Communications and Postal Services (ABSUCEP).

For greater rationality, efficiency and consistency of public action, the Government has merged the four implementing agencies into one.

Consequently, on June 1, 2022, the decree creating and approving the Bylaws of the Agence des Systèmes d'Information et du Numérique (ASIN), under the dual supervision of the Ministry of Digital Services and Digitization and the Ministry of the Economy and Finance, was adopted.

Moov Money Benin, the subsidiary of Moov Africa Benin, has a license to carry out the activity of Mobile payment under the Decision of the Central Bank of West African States (BCEAO) 179-11-2021, of November 4, 2021, licensing the company Moov Money Benin.

### MOOV AFRICA BENIN'S MAIN REGULATORY OBLIGATIONS

Moov Africa Niger is required to pay various sector dues and contributions. These are:

- contributions to the general missions of the State and to the development of the industry, broken down as follows:
  - contribution to the missions and responsibilities of universal access in the amount of 1% of its revenues, excluding VAT and interconnection charges,
  - contribution to the functioning of ARCEP in the amount of 1% of revenues, excluding VAT and interconnection charges,
  - contribution to research, development, training and standardization in the field of telecommunications amounting to 0.5% of its revenue, excluding VAT and interconnection charges,
  - contribution to regional planning and environmental protection expenses of 0.5% of its revenue, excluding VAT and interconnection charges;
- other fees:
  - contribution to development in the amount of 2% of its revenues, excluding VAT and interconnection charges,
  - communications fees at 10% of its revenues,
  - a contribution of 5% of the sale price of electronic communications services on public networks,
  - a tax for the development of sport to be paid by large companies which amounts to one per thousands of revenue excluding VAT.

Lastly, Moov Africa Benin pays dues for the use of radio frequencies and numbering resources.

### MOOV AFRICA BENIN LICENSES

| Licenses and authorizations | Award date | Expiration date | Term |
|---|---|---|---|
| License for the establishment and operation of Mobile telecommunications networks | 06/05/2013 | 04/06/2033 | 20 years |

### HIGHLIGHTS OF 2023

Regulatory highlights for 2023:

- the signing, between ARCEP Benin and the regulators of Togo and Mali, of memoranda of understanding for the implementation of Free Roaming under the ECOWAS regulations;
- notification of decisions setting the technical and economic conditions for infrastructure sharing and capacity leasing;
- the adoption of a decision on National Roaming guidelines;
- the adoption of a decree approving the policy rules for the protection of critical information infrastructures in the Republic of Benin.

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### 4.2.2.8 MOOV AFRICA TOGO

#### Macroeconomic indicators

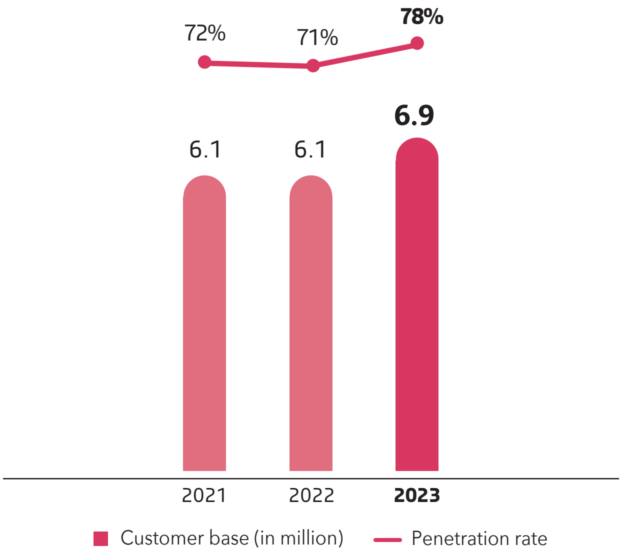
| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Population *(000)* | 9,070 | 8,700 | 8,490 |
| GDP per capita *(in USD)* | 2,261 | 2,225 | 2,154 |
| GDP growth | +5.4% | +5.4% | +4.8% |
| Inflation | +5.0% | +5.6% | +2.7% |

*Source: IMF (October 2023).*

#### Mobile telephony

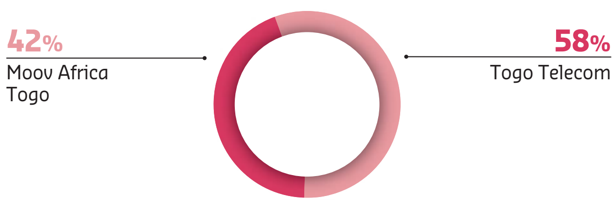
**COMPETITION AND MOBILE MARKET SHARE**

MOBILE MARKET TRENDS IN TOGO




*Source: Dataxis (Q3 2023)*

TOGOLESE MOBILE MARKET SHARE AT SEPTEMBER 30, 2023




*Source: Dataxis (Q3 2022)*

Moov Africa Togo's Mobile activities consist of prepaid and postpaid services through Voice and Data plans. It also provides roaming services for its Mobile subscribers abroad and for customers of foreign partner operators visiting Togo. Moov Africa Togo launched 4G on July 1, 2018, just one year after the commercial launch of 3G services. A Mobile Money service under the Moov Money brand is also offered.

At September 30, 2023, the Togolese market had 6.9 million Mobile customers, representing a penetration rate of 78%.

Two Mobile operators are currently active in Togo: Moov Africa Togo and Togocel.

**PERFORMANCE**

Moov Africa Togo's Mobile customer base changed as follows:

| | Unit | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| Mobile customers | (000) | 2,862 | 2,763 | 2,687 |

At December 31, 2023, Moov Africa Togo had 2.9 million Mobile customers (almost all prepaid), an annual increase of 3.6%, with a market share of 42% at the end of September 2023.

#### Regulations

**OVERVIEW**

The regulatory framework for telecommunications in Togo is governed by Law no. 2012-018 of December 17, 2012, on electronic communications, as amended by Law no. 2013-003 of February 19, 2013.

The Electronic Communications and Postal Regulatory Authority (ARCEP) has legal personality and financial and management autonomy. ARCEP has a Management Committee. It is placed under the technical supervision of the Ministry of the Digital Economy and Digital Transformation. Its responsibilities include implementing and monitoring the application of the legislation in force.

The main texts adopted to date pursuant to the law on electronic communications are:

- Decree 2014-088/PR of March 31, 2014, on the legal regimes applicable to electronic communications activities as amended by Decree 2018-145/PR of October 3, 2018;
- Decree 2014-112/PR of April 30, 2014, on interconnection and access to electronic communications networks as amended by Decree 2018-144/PR of October 3, 2018;
- Decree 2018-174/PR setting the rates, methods of recovery and allocation of fees and charges payable by operators of electronic communications networks and services, suppliers of electronic equipment and devices and installers of electrical radio equipment;
- Decree 2019-022/PR on the powers, organization and functioning of the National Cybersecurity Agency (ANCy);
- Decree 2019-094/PR on the operation and funding arrangements for the digital sovereignty fund;
- Decree 2019-095/PR on operators of essential services, essential infrastructure and related obligations.

In addition to the law on electronic communications, other laws govern the activity of telecommunications operators:

- Law 2017-007 on electronic transactions;
- Law 2018-026 on cybersecurity and the fight against cybercrime;
- Law 2019-014 on the protection of personal Data.

#### MOOV AFRICA TOGO'S MAIN REGULATORY OBLIGATIONS

Moov Africa Togo must pay regulatory dues of 0.5% of annual revenue, excluding VAT and interconnection charges, an annual contribution to the Universal Service Fund in an amount equivalent to 2% of revenue, excluding VAT and interconnection charges, an annual contribution to research, training and standardization in an amount equivalent to 0.25% of revenue, excluding VAT and interconnection charges, and an annual contribution to the digital sovereignty fund of 0.25% of revenue, excluding VAT and interconnection charges.

#### MOOV AFRICA TOGO LICENSES

| Licenses and authorizations | Date awarded | Date of expiry | Term |
|---|---|---|---|
| 2G/3G/3G license | 06/01/2018 | 12/31/2036 | 18 years |

#### HIGHLIGHTS OF 2023

Regulatory highlights for 2023:

- the drop in the call termination rate to FCFA 1.5/min from the July 1, 2023;
- the signing, between ARCEP Togo and the regulators of Benin, Ghana, Côte d'Ivoire and Mali, of bilateral agreements for the implementation of Free Roaming within the framework of the ECOWAS regulations;
- the publication of a decree on the obligation to share the active infrastructures of electronic communications operators and operators of alternative infrastructures in Togo;
- the launch by ARCEP of a number portability project;
- initiation of sanction proceedings for breaches related to Mobile Money.

## 4.2.2.9 MOOV AFRICA NIGER

### Macroeconomic indicators

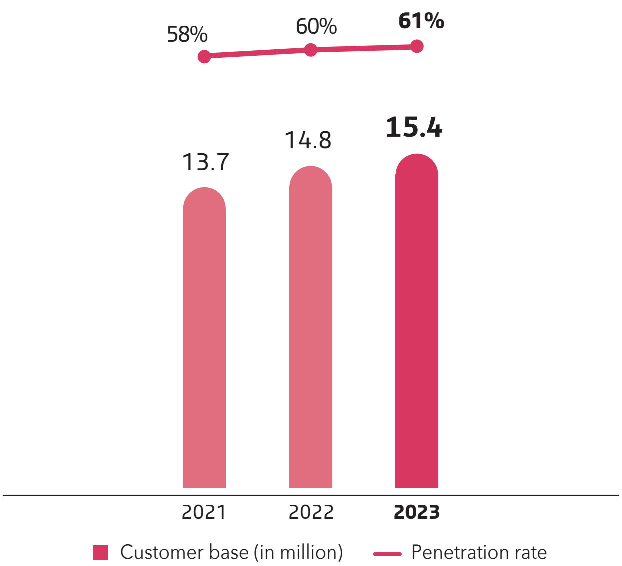
| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Population *(000)* | 27,066 | 26,084 | 25,131 |
| GDP per capita *(in USD)* | 1,290 | 1,227 | 1,240 |
| GDP growth | +4.1% | +6.7% | +5.4% |
| Inflation | +4.6% | +4.5% | +2.9% |

*Source: IMF (October 2023).*

### Mobile telephony

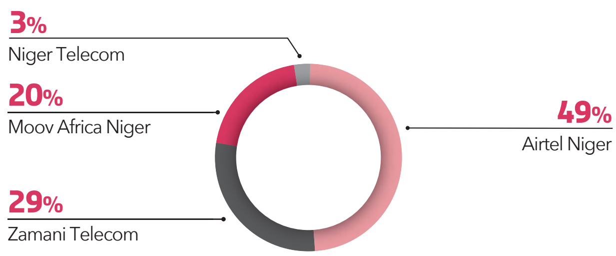
#### COMPETITION AND MARKET SHARE

MOBILE MARKET TRENDS IN NIGER




*Source: Dataxis (Q3 2023)*

NIGER MOBILE MARKET SHARE AT SEPTEMBER 30, 2023




*Source: Dataxis (Q3 2023)*

Moov Africa Niger's Mobile activities consist of prepaid and postpaid services through Voice and Data plans. It also provides roaming services for its Mobile subscribers abroad and for customers of foreign partner operators visiting Niger. In addition to its 3G service (launched in July 2017), Moov Africa Niger offers the Mobile Money service under the Moov Money brand.

At September 30, 2023, the Niger market had 15.4 million Mobile customers, representing a penetration rate of 61%.

In this market, three operators are active alongside Moov Africa Niger: Airtel Niger, Zamani and Niger Telecom (created on December 28, 2016, by the merger of the two Nigerien state-owned telecommunications companies: Sonitel and Sahelcom).

#### PERFORMANCE

Moov Africa Niger's Mobile customer base changed as follows:

| | Unit | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| Mobile customers | (000) | 3,238 | 2,848 | 3,212 |

At December 31, 2023, Moov Africa Niger had 3.2 million Mobile customers (almost all prepaid). Moov Africa Niger had a market share of 20% at the end of September 2023.

### Regulations

#### OVERVIEW

The regulatory framework for telecommunications in Niger is governed by Law 2018-45 of July 12, 2018, regulating electronic communications in Niger, and its amending texts.

The Agency for the regulation of electronic and postal communications (hereinafter ARCEP) is responsible for regulating business activities in the electronic communications and postal sectors nationwide, pursuant to Law no. 2018-47 of July 12, 2018.

The main implementing texts for the law on the regulation of electronic communications are Decree 2018-736/PRN/MPT/EN of October 19, 2018, on direction, priorities and funding for access to and universal service of electronic communication services, Decree 2018-737/PRN/MPT/EN of October 19, 2018, on the terms for controlling the rates of electronic communications services, Decree 2018-738/PRN/MPT/EN of October 19, 2018, on the general conditions for interconnection and access, and Decree 2020-331/PRN/MISP/D/ACR/MPT/EN/MJ on the identification of buyers and/or users of Mobile telephony and Internet services open to the public.

#### MOOV AFRICA NIGER'S MAIN REGULATORY OBLIGATIONS

Moov Africa Niger is required to pay various sector dues and contributions. These include the annual contribution to financing universal access to services, amounting to no more than 2% of revenues, net of VAT and excluding interconnection charges. It is also required to pay regulatory dues of up to 2% of revenues, net of VAT and excluding interconnection charges, an annual training and research contribution of no more than 1% of revenues, net of VAT and interconnection charges, and radio and numbering dues proportional to the resources allocated to it.

Moov Africa Niger is also subject to the payment of a tax on the use of telecommunications networks (TURTEL) equivalent to 3% of revenue excluding VAT and interconnection charges, and the tax on international incoming traffic of FCFA 88/min on all calls regardless of their origin.

#### MOOV AFRICA NIGER LICENSES

| Licenses and authorizations | Award date | Expiration date | Term |
|---|---|---|---|
| 2G license | 12/12/2015 | 12/11/2030 | 15 years |
| 3G License | 06/30/2017 | 06/29/2032 | 15 years |

#### HIGHLIGHTS OF 2023

Regulatory highlights for 2023:

- the decrease in the Mobile call termination rate from FCFA 3.5 to 2.7 from January 2023;
- a sanction against Moov Africa Niger for certain regulatory non-compliance;
- the abolition, then the reintroduction of the tax on the termination of international incoming traffic regardless of its origin;
- the creation of a Solidarity Fund for the Protection of the Homeland, including a contribution from the telecommunications sector.

## 4.2.2.10 MOOV AFRICA CENTRAFRIQUE

### Macroeconomic indicators

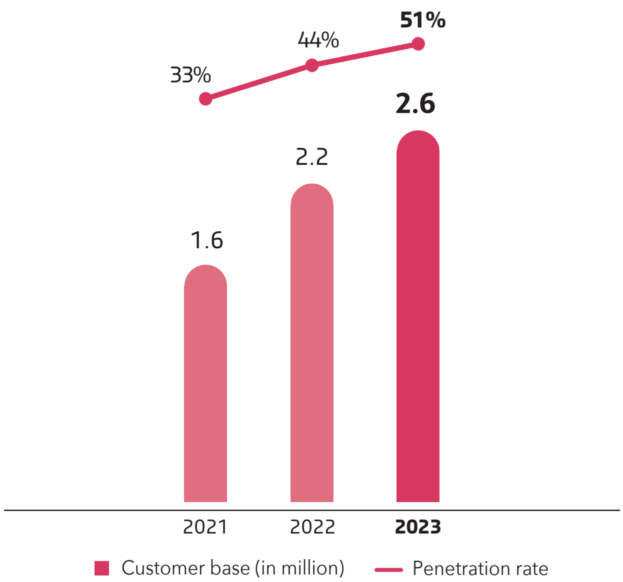
| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Population *(000)* | 5,119 | 5,017 | 4,920 |
| GDP per capita *(in USD)* | 906 | 925 | 911 |
| GDP growth | +1.0% | +1.5% | -1.0% |
| Inflation | +6.5% | +6.5% | +3.7% |

*Source: IMF (October 2023).*

### Mobile telephony

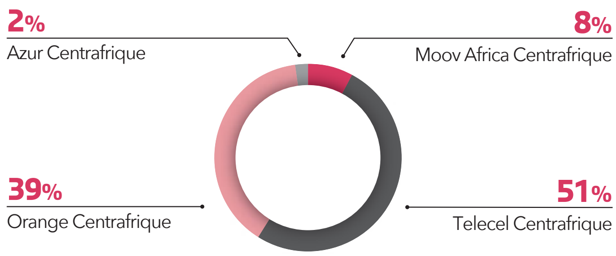
#### COMPETITION AND MARKET SHARE

MOBILE MARKET TRENDS IN THE CENTRAL AFRICAN REPUBLIC




*Source: Dataxis (Q3 2023)*

CENTRAL AFRICAN MOBILE MARKET SHARE AT SEPTEMBER 30, 2023




*Source: Dataxis (Q3 2023)*

Moov Centrafrique's Mobile activities consist of prepaid and postpaid services through Voice and Data plans. It also provides roaming services for its Mobile subscribers abroad and for customers of foreign partner operators visiting the Central African Republic.

At September 30, 2023, the Central African Republic had 2.6 million Mobile customers, representing a penetration rate of 51%.

In this market, only two operators are active alongside Moov Centrafrique: Telecel Centrafrique and Orange Centrafrique. It should be noted that Azur is in the process of liquidation.

### PERFORMANCE

Moov Africa Centrafrique's Mobile customer base changed as follows:

| | Unit | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| Mobile customers | (000) | 253 | 218 | 210 |

At December 31, 2023, Moov Africa Centrafrique had 253 thousand Mobile customers (almost all prepaid), a 16.2% increase compared to December 2022. Moov Africa Centrafrique had a market share of 8% at the end of September 2023.

## Regulations

### OVERVIEW

The legal framework applicable to the electronic communications sector in the Central African Republic is primarily based on Law 18.002 of January 17, 2018, governing electronic communications in the Central African Republic, as brought into compliance by Law 19.001 of January 4, 2019.

The Electronic Communications and Postal Regulatory Authority (ARCEP), is an independent public agency under the supervision of the Telecommunications Minister. This entity is governed by Decree no. 18.259 approving the Articles of Association of ARCEP and Decree no. 19.012 appointing the members of the Board of Directors of ARCEP.

The main implementing texts of Law 18.002 governing electronic communications in the Central African Republic as brought into compliance by Law 19.001 of January 4, 2019, are Decree 19.0541 of February 20, 2019, setting the terms of interconnection and access to electronic communications networks open to the public, Decree 19.042 of February 20, 2019, defining the obligations governing the sharing of electronic communications infrastructure, Decree 19.043 of February 20, 2019, setting terms and conditions for the provision and financing of the universal electronic communications service fund, Decree 19.045 of February 20, 2019, establishing the legal regime governing electronic communications activities, interministerial order 004 of June 22, 2020, setting the costs of licenses, payment terms and conditions of pricing, modification and renewal in the field of electronic communications in the Central African Republic and interministerial order 005 of June 22, 2020 setting the fees and charges for establishing and/or operating electronic communications networks and services applicable in the Central African Republic.

### MOOV AFRICA CENTRAFRIQUE'S MAIN REGULATORY OBLIGATIONS

Moov Africa Centrafrique must pay a range of industry dues and contributions of 3.5% of its annual revenue, in addition to a contribution for universal service of 2% of revenue. It also pays a tax on incoming international traffic of FCFA 63/min, a tax amounting to 1% of the revenues generated by the sale of handsets, a tax of 2% on revenue excluding income from the internet as excise duty, and a new tax of 7% of monthly revenues from outgoing Voice, excluding international, SMS and Data.

The adoption of interministerial order 004 of June 22, 2020 setting the costs of licenses, payment terms, modification and renewal in the field of electronic communications in the Central African Republic and interministerial order 005 of June 22, 2020 setting the fees and charges for the establishment and/or operation of electronic communications networks and services applicable in the Central African Republic.

### MOOV AFRICA CENTRAFRIQUE LICENSES

| Licenses and authorizations | Date awarded | Date of expiry | Term |
|---|---|---|---|
| Global Mobile | 06/01/2008 | 05/31/2038 | 30 years |

### HIGHLIGHTS OF 2023

Regulatory highlights for 2023:

- litigation before the Court of Arbitration (CCJA) in Abidjan on the application of the two decrees, 004 of June 22, 2020 setting the costs of licenses, the terms of payment, modification and renewal in the field of electronic communications in the Central African Republic and interministerial order 005 of June 22, 2020 setting the fees and charges to establish and/or operate electronic communications networks and applicable services in the Central African Republic;
- the application, from the beginning of 2023, of an asymmetric Voice call termination rate of FCFA 12 for Moov Africa Centrafrique and FCFA 10 for Telecel and Orange. The decision also provides for the application of an intra-network tariff floor applicable by all operators;
- the introduction, by the Finance Act of 2023, of a new tax at 7% of revenue;
- the entry into force, in July 2023, of Free Roaming in the CEMAC zone (Economic and Monetary Community of Central African

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States) with the abolition, by interministerial order, of the tax on international traffic entering the countries of this region;

- the enactment of Law 23-008 of June 19, 2023, creating the Central African Digital Development Agency (ACDD).

## 4.2.2.11 MOOV AFRICA CHAD

### Macroeconomic indicators

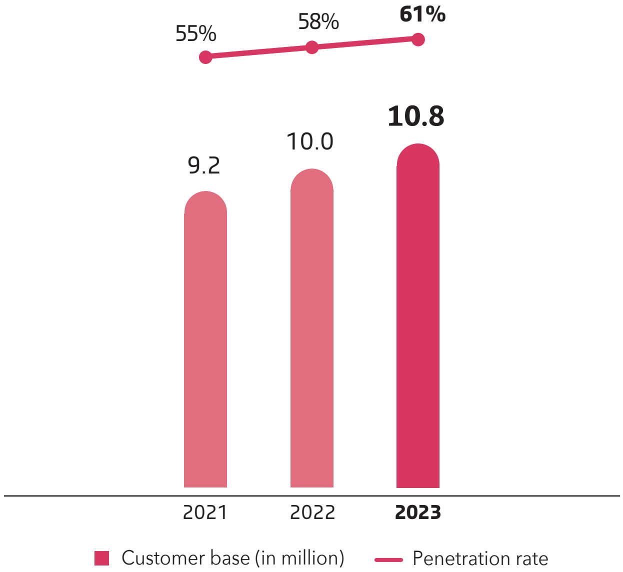
| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Population *(000)* | 17,921 | 17,414 | 16,915 |
| GDP per capita *(in USD)* | 1,476 | 1,461 | 1,498 |
| GDP growth | +4.0% | +3.3% | +0.9% |
| Inflation | +7.0% | +4.9% | +2.6% |

*Source: IMF (October 2023).*

### Mobile telephony

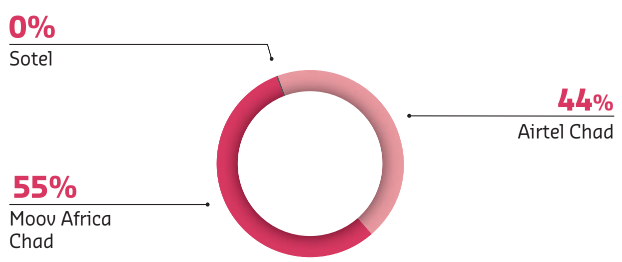
#### COMPETITION AND MARKET SHARE

MOBILE MARKET TRENDS IN CHAD




*Source: Dataxis (Q3 2023)*

CHAD MOBILE MARKET SHARE AT SEPTEMBER 30, 2023




*Source: Dataxis (Q3 2023)*

Moov Africa Chad's Mobile operations consist of prepaid and postpaid services through calling and 3G/4G Data plans. It also provides roaming services for its Mobile subscribers abroad and for customers of foreign partner operators visiting Chad. In 2021, Moov Africa Chad also launched its FTTH service. The subsidiary also offers a Mobile Money service under the Moov Money brand.

At September 30, 2023, the Chadian market had 10.8 million Mobile customers, representing a penetration rate of 61%.

In this market, there are two other operators active alongside Moov Africa Chad: Airtel Chad and Sotel.

#### PERFORMANCE

Moov Africa Chad's Mobile customer base changed as follows:

| | Unit | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| Mobile customers | (000) | 6,201 | 5,680 | 5,138 |

At December 31, 2023, Moov Africa Chad had 6.2 million Mobile customers (almost all prepaid), an annual increase of 9.2%. The market share of Moov Africa Chad was 55% at the end of September 2023.

### Regulations

#### OVERVIEW

The regulatory framework for telecommunications in Chad is mainly governed by Law 013/PR/2014 of March 14, 2014, regulating electronic and postal communications and Law 014/PR/2014 of March 21, 2014, on electronic communications and postal activities.

The Electronic Communications and Postal Regulatory Authority (ARCEP) is responsible for regulating business activities in the electronic communications and postal sectors nationwide, pursuant to Law 013/PR/2014 of March 14, 2014. It is placed under the supervision of the Ministry responsible for the Post Office and the Digital Economy.

The main implementing regulations for the aforementioned laws are Decree 2372/PR/MPNTIC/2015 of December 8, 2015, on the calculation and setting of fees and charges for electronic communications, and Decree 1606/PM/MPNTIC/2014 of December 16, 2014, on the organization and functioning of the Electronic Communications and Postal Regulatory Authority (ARCEP), Decree 0098/PR/PM/MPNTIC/2016 of January 21, 2016, determining the use of the Universal Electronic Communications Service Fund (FSUCE), Decree 593 PR/PM/MPNTIC/2017 of June 2, 2017, setting out the obligations of operators in terms of service quality and penalties for non-compliance and Decree 527/PR/PM/MPNTI/2012 setting out the procedures for managing the National Numbering Plan, the conditions for using numbering resources and the related fees.

#### MOOV AFRICA CHAD'S MAIN REGULATORY OBLIGATIONS

Moov Africa Chad is subject to QoS and coverage obligations set out in its specifications and other regulatory texts.

It is also subject to a category of so-called industry fees and contributions. The 2020 Finance Act stipulates a fee of 9% deducted from the revenues to be distributed among ARCEP (3%), the Budget Department (1%), the Agency for the Development of Information and Communications Technology (ADETIC) (3%), the National Agency for IT Security and Electronic Certification (ANSICE) (1%), and the specialist higher education institution for ICT (ENASTIC) (1%).

In addition to these contributions, there is a tax on incoming international traffic (excluding calls from countries in the G5 SAHEL and CEMAC countries) of FCFA 20/call and FCFA 66/min, as well as fees on the use of frequencies and numbering resources.

Moov Africa Chad is also liable to an excise duty at the rate of 18% of declared monthly revenue excluding internet revenue, as well as a tax of 7% of revenue (introduced by the 2023 Finance Act).

#### MOOV AFRICA CHAD LICENSES

| Licenses and authorization | Date awarded | Date of expiry | Term |
|---|---|---|---|
| 2G/3G/4G | 06/23/2014 | 11/24/2024 | 10 years |
| ISP license | 11/30/2018 | 11/29/2024 | 6 years |

#### HIGHLIGHTS OF 2023

Regulatory highlights for 2023:

- the decrease in the call termination rate to FCFA 12/min for 2023 (another decrease to FCFA 10/min is planned from January 2024);
- the adoption of a new ministerial decree setting the rules for identifying mobile telephone subscribers.

### 4.2.2.12 CASANET

A wholly owned Maroc Telecom subsidiary, Casanet is a major player in New Information and Communication Technologies (NICT) in Morocco. Its services are organized into networks and systems, IT solutions, Cloud Computing and online content and services:

- networks and systems:
  - networks,
  - security,
  - systems,
  - seamless communications;
- IT solutions:
  - specific development,
  - professional solutions (CRM tool);
- Cloud services:
  - hosting,
  - integration of SMS campaign solutions,
  - geolocation,
  - collaboration,
- My Cloud;
- online content and services:
  - production of digital content and online services for Menara.ma (editorial team of the online newspaper Menara.ma, various services for Retail customers, such as Menara Jobs, Menara Real Estate and classified ads),
  - online directory service www.pj.ma,
  - Mobile sites.

# 4.3 Legal and arbitration proceedings

To the Company's knowledge, there are no pending or potential government, legal, or arbitration proceedings that may have, or have had in the past 12 months (i.e. from January 1, to December 31, 2023), a significant effect on the financial position or profitability of the Company and/or Group, with the exception of the following disputes:

## Settlement of the penalty payment for unbundling

Decision No. ANRT/CG/No. 10/2022 of the ANRT Management Committee issued on June 22, 2022 relating to the payment of the fine imposed on Itissalat Al-Maghrib in connection with the execution of Decision no. 01/2020 was notified to Maroc Telecom on July 22, 2022. Following the dismissal of the application for a stay of execution, Maroc Telecom paid the penalty amount set at MAD 2.45 billion.

Maroc Telecom appealed this decision to the Rabat Court of Appeal, which, on November 9, 2022, issued a Judgment dismissing the appeal.

IAM has not yet been notified of the Judgment.

## Wana's legal request

On December 16, 2021, Wana Corporation filed an application with the Commercial Court of Rabat to obtain compensation for the damage it claims to have suffered as a result of alleged anti-competitive practices at IAM.

Wana Corporation is claiming compensation of MAD 6.845 billion.

On November 7, 2022, the Court issued a preliminary judgment ordering a judicial expertise.

On January 29, 2024, a non-binding judgment was handed down by the Commercial Court setting the amount of damages for anti-competitive practices at MAD 6.37 billion. IAM has appealed against this judgment.

## REMACOTEM dispute

Under the dispute REMACOTEM (association of consumers of Mobile networks in Mali), the Civil Court had dismissed the plaintiff in 2013, for alleged damages suffered.

A memorandum of understanding was signed in May 2023 putting an end to this dispute.

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# 05

# FINANCIAL REPORT

# 5.1 Consolidated results of the past three years

The following table presents a selection of Maroc Telecom Group's consolidated financial Data for the three fiscal years ended December 31, 2021, 2022 and 2023, which comes from the Group's consolidated financial statements prepared in accordance with international IFRS (International Financial Reporting Standards) such as adopted by the European Union and audited by the auditors.

## 5.1.1 Consolidated results in moroccan dirhams

### STATEMENT OF COMPREHENSIVE INCOME

| *(in MAD million)* | 12/31/23 | 12/31/22 | 12/31/21 |
|---|---|---|---|
| **Revenues** | **36,786** | **35,731** | **35,790** |
| Operating expenses | 25,181 | 26,744 | 24,217 |
| **Earnings from operations** | **11,605** | **8,987** | **11,573** |
| Earnings from continuing operations | 10,859 | 8,987 | 11,485 |
| **Net earnings** | **6,161** | **3,639** | **6,928** |
| Attributable to equity holders of the parent | 5,283 | 2,750 | 6,008 |
| **Earnings per share** *(in MAD)* | **6.01** | **3.13** | **6.83** |
| Diluted earnings per share *(in MAD)* | 6.01 | 3.13 | 6.83 |

### STATEMENT OF FINANCIAL POSITION

#### ASSETS

| *(in MAD million)* | 12/31/23 | 12/31/22 | 12/31/21 |
|---|---|---|---|
| Non-current assets | 51,672 | 49,857 | 46,560 |
| Current assets | 13,871 | 15,673 | 15,222 |
| **TOTAL ASSETS** | **65,543** | **65,530** | **61,782** |

#### SHAREHOLDERS' EQUITY AND LIABILITIES

| *(in MAD million)* | 12/31/23 | 12/31/22 | 12/31/21 |
|---|---|---|---|
| Share capital | 5,275 | 5,275 | 5,275 |
| Shareholders'equity, attributable to equity holders of the parent | 17,126 | 13,895 | 14,914 |
| Non-controlling interests | 3,878 | 4,107 | 3,887 |
| Shareholders'equity | 21,004 | 18,002 | 18,800 |
| Non-current liabilities | 4,868 | 4,992 | 4,321 |
| Current liabilities | 39,671 | 42,535 | 38,661 |
| **TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES** | **65,543** | **65,530** | **61,782** |

## 5.1.2 Consolidated results in euros

The Group reports its financial Data in Moroccan dirhams. This section is intended to provide investors with comparable Data in euros.

| For EUR 1 | 12/31/23 | 12/31/22 | 12/31/21 |
|---|---|---|---|
| The closing rate at the balance sheet | 10.9145 | 11.1568 | 10.5238 |
| Average rate used for the income statement | 10.9824 | 10.6406 | 10.6761 |

The table above shows the average Moroccan dirham/euro conversion rates used in the consolidation of the Group's financial statements for the years 2021, 2022 and 2023.

The exchange rates are shown for indicative purposes only, to help the reader. The Group does not guarantee that the amounts expressed in dirhams were, could have been or could be converted to euros at those exchange rates or at any other rate.

The following table shows selected financial Data for Maroc Telecom Group, presented in euros at the exchange rate used in preparing the Group's consolidated statement of financial position and income statement for fiscal years 2021, 2022 and 2023.

### STATEMENT OF COMPREHENSIVE INCOME

| *(in EUR million)* | 12/31/23 | 12/31/22 | 12/31/21 |
|---|---|---|---|
| **Revenues** | **3,350** | **3,358** | **3,352** |
| Cost of purchases | 2,293 | 2,513 | 2,268 |
| **Earnings from operations** | **1,057** | **845** | **1,084** |
| Earnings from continuing operations | 989 | 845 | 1,076 |
| **Net earnings** | **561** | **342** | **649** |
| Attributable to equity holders of parent | 481 | 258 | 563 |
| **Earnings per share** *(in EUR)* | **0.55** | **0.29** | **0.64** |
| Diluted earnings per share *(in EUR)* | 0.55 | 0.29 | 0.64 |

### STATEMENT OF FINANCIAL POSITION

#### ASSETS

| *(in EUR million)* | 12/31/23 | 12/31/22 | 12/31/21 |
|---|---|---|---|
| Non-current assets | 4,734 | 4,469 | 4,424 |
| Current assets | 1,271 | 1,405 | 1,446 |
| **TOTAL ASSETS** | **6,005** | **5,874** | **5,871** |

#### SHAREHOLDERS' EQUITY AND LIABILITIES

| *(in EUR million)* | 12/31/23 | 12/31/22 | 12/31/21 |
|---|---|---|---|
| Share capital | 483 | 473 | 501 |
| Shareholders'equity, attributable to equity holders of the parent | 1,569 | 1,245 | 1,417 |
| Non-controlling interests | 355 | 368 | 369 |
| Shareholders'equity | 1,924 | 1,614 | 1,786 |
| Non-current liabilities | 446 | 447 | 411 |
| Current liabilities | 3,635 | 3,813 | 3,674 |
| **TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES** | **6,005** | **5,874** | **5,871** |

# 5.2 Overview

The following comments and analysis should be read in conjunction with this document as a whole and in particular with the audited consolidated financial statements including the statement of financial position, the statement of comprehensive income, the statement of cash flows, the statement of changes in equity and the notes thereto for the years ended December 31, 2021, 2022 and 2023.

In this document, in addition to the financial indicators published in accordance with IFRS (International financial reporting Standards), Maroc Telecom published financial indicators not defined by IFRS. These Data are presented as additional information and must not be replaced by or confused with the financial indicators as defined by the IFRS standards.

The other performance indicators used are described below:

EBITA: the difference between EBITA and EBIT is made up of the amortization of intangible assets linked to corporate groupings, amortization of acquisition goodwill and other intangible assets linked to corporate groupings, the proportionate share in the net profit of equity-accounted companies, and certain current and non-current liability provisions.

EBITDA: this item of financial Data is used by Maroc Telecom as a financial indicator in internal presentations (business plans, reporting, etc.) and external presentations (presentations to analysts and investors, etc.). It is a measurement unit useful for assessing the Group's operational performance over and above its EBIT.

CFFO: Maroc Telecom considers cash flows from operations (CFFO), which is not strictly an accounting measurement, as a relevant indicator to measure the Group's operational and financial performance. CFFO includes net cash flow from operating activities before tax, as set out in the cash flow statement, as well as the dividends received from companies booked at equity and non-consolidated equity investments. CFFO also includes net capital expenditure, which corresponds to net uses of cash for acquisitions and disposals of tangible and intangible assets. The difference between CFFO and net cash flow from operating activities is made up of the dividends received from companies booked at equity and non-consolidated equity investments, net industrial investments, which are included in cash flow allocated to investment activities, and net taxes paid.

| |
|---|
| **EBIT -** |
| +/- Impairments (reversals) on non-current assets |
| +/- Capital losses (gains) on disposals of non-current assets |
| + Depreciation and impairment |
| **EBITA -** |
| + other income and expenses from ordinary activities |
| +/- share in the net earnings of equity affiliates |
| **EBITDA – Operating income before depreciation, capital gains (losses) and reversals (losses) of depreciations on non-current assets** |

## 5.2.1 Scope of consolidation

As at December 31, 2023, Maroc Telecom consolidated the following companies in its financial statements:

### MAURITEL

Maroc Telecom acquired on April 12, 2001, 51.5% of the voting rights of Mauritel, the incumbent operator in Mauritania and operator of a Fixed-line and Mobile telecommunications network, subsequent to the merger of Mauritel SA (Fixed-line) and Mauritel Mobile. Mauritel S.A. is owned by the holding company Compagnie Mauritanienne de Communications (CMC), in which Maroc Telecom holds an 80% equity stake and consequently a 41.2% interest in Mauritel. Mauritel has been fully consolidated by Maroc Telecom since July 1, 2004.

### ONATEL

On December 29, 2006, Maroc Telecom acquired a 51% stake in the Burkinabe operator Onatel. The Group increases its stake in Onatel, its stake is 61% as of April 17, 2018. The subsidiary has been fully consolidated in Maroc Telecom's financial statements since January 1, 2007.

### GABON TELECOM

On February 9, 2007, Maroc Telecom acquired 51% of the capital of Gabon Telecom. Gabon Telecom has been fully consolidated by Maroc Telecom since March 1, 2007.

Gabon Telecom bought out Maroc Telecom to acquire 100% of the subsidiary Atlantique Telecom Gabon, which was absorbed by Gabon Telecom on June 29, 2016.

### SOTELMA

On July 31, 2009, Maroc Telecom acquired a 51% stake in Mali's incumbent operator, Sotelma. Sotelma has been fully consolidated by Maroc Telecom since August 1, 2009.

### CASANET

Casanet is a Moroccan provider of internet access created in 1995. In 2008, the Company became a 100% subsidiary of Maroc Telecom and expands its activities by specializing in information engineering. Casanet has been fully consolidated by Maroc Telecom since January 1, 2011.

### MOOV AFRICA CÔTE D'IVOIRE

On January 26, 2015, Maroc Telecom acquired an 85% stake in the capital of the Côte d'Ivoire Mobile operator. Moov Africa Côte d'Ivoire has been fully consolidated in the financial statements of Maroc Telecom since January 31, 2015.

### MOOV AFRICA BENIN

On January 26, 2015, Maroc Telecom acquired 100% of the capital of the Benin Mobile operator. Moov Africa Benin has been fully consolidated in the financial statements of Maroc Telecom since January 31, 2015.

### MOOV AFRICA TOGO

On January 26, 2015, Maroc Telecom acquired a 95% stake in the capital of the Togo Mobile operator. Moov Africa Togo has been fully consolidated in the financial statements of Maroc Telecom since January 31, 2015.

### MOOV AFRICA NIGER

On January 26, 2015, Maroc Telecom acquired 100% of the capital of the Niger Mobile operator. Moov Africa Niger has been fully consolidated in the financial statements of Maroc Telecom since January 31, 2015.

### MOOV AFRICA CENTRAFRIQUE

On January 26, 2015, Maroc Telecom acquired 100% of the capital of the Central African Republic Mobile operator. Moov Africa Centrafrique has been fully consolidated in the financial statements of Maroc Telecom since January 31, 2015.

### MOOV AFRICA CHAD

On June 26, 2019, Maroc Telecom acquired 100% of the capital of the Chadian operator Millicom Chad. Moov Africa Chad has been fully consolidated by Maroc Telecom since July 1, 2019.

### MOOV AFRICA BRAND

The new visual identity "Moov Africa" is launched on January 1, 2021. The ten subsidiaries of Maroc Telecom Group (present in Mauritania, Burkina Faso, Gabon, Mali, Ivory Coast, Benin, Togo, Niger, Central African Republic and Chad) are now united around a common identity.

### OTHER NON-CONSOLIDATED INVESTMENTS

Investments which are not material to the consolidated financial statements or over which Maroc Telecom does not directly or indirectly exercise exclusive control, joint control or significant influence are not consolidated and are recorded under "Non-current financial assets".

This is the case for MT Cash, MT Fly, Moov Money and the minority interests held in RASCOM, Autoroutes du Maroc, Arabsat and other investments.

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## 5.2.2 Comparison of results by geographical area

### GROUP CONSOLIDATED ADJUSTED* RESULTS (1)

| IFRS *(in MAD million)* | Q4 2023 | Q4 2022 | Change | Change at constant exchange rates (1) | 2023 | 2022 | Change | Change at constant exchange rates (1) |
|---|---|---|---|---|---|---|---|---|
| **Revenues** | **9,107** | **8,923** | **2.1%** | **2.2%** | **36,786** | **35,731** | **3.0%** | **1.4%** |
| **Adjusted EBITDA** | **4,841** | **4,420** | **9.5%** | **9.7%** | **19,369** | **18,492** | **4.7%** | **3.5%** |
| *Margin (in %)* | *53.2%* | *49.5%* | *3.6 pt* | *3.6 pt* | *52.7%* | *51.8%* | *0.9 pt* | *1.0 pt* |
| **Adjusted EBITA** | **2,996** | **2,596** | **15.4%** | **15.7%** | **12,226** | **11,468** | **6.6%** | **5.5%** |
| *Margin (in %)* | *32.9%* | *29.1%* | *3.8 pt* | *3.8 pt* | *33.2%* | *32.1%* | *1.1 pt* | *1.3 pt* |
| **Adjusted net income - Group share** | **1,566** | **1,300** | **20.5%** | **20.4%** | **6,195** | **5,820** | **6.4%** | **5.7%** |
| *Margin (in %)* | *17.2%* | *14.6%* | *2.6 pt* | *2.6 pt* | *16.8%* | *16.3%* | *0.6 pt* | *0.7 pt* |
| **CAPEX (2)** | **2,116** | **2,075** | **2.0%** | **2.0%** | **7,838** | **7,572** | **3.5%** | **1.8%** |
| *Of which frequencies and licenses* | *0* | *0* | | | *0* | *0* | | |
| *CAPEX/Revenues (excluding frequencies and licenses)* | *23.2%* | *23.3%* | *0.0 pt* | *0.0 pt* | *21.3%* | *21.2%* | *0.1 pt* | *0.1 pt* |
| **Adjusted CFFO** | **3,037** | **3,134** | **-3.1%** | **-3.2%** | **10,213** | **11,294** | **-9.6%** | **-10.6%** |
| **Net debt** | **16,367** | **16,355** | **0.1%** | **-1.5%** | **16,367** | **16,355** | **0.1%** | **-1.5%** |
| *Net debt/EBITDA (3)* | *0.8x* | *0.9x* | | | *0.8x* | *0.8x* | | |

** Adjustments to financial indicators are set out in Appendix 1.*

## 5.2.2.1 COMPARISON OF FINANCIAL DATA FOR FISCAL YEARS 2023 AND 2022

### 5.2.2.1.1 Group consolidated results

#### CUSTOMER BASE

The Group customer base swelled to nearly 76 million customers in 2023, up 0.7% year-on-year, driven by the expansion of the customer base in Morocco (+1.0%) and among the subsidiaries (+0.6%).

#### REVENUES

The Maroc Telecom Group generated revenues [4] of MAD 36.8 billion in 2023, up 3.0% (+1.4% at constant exchange rates [1]). Growth in the Moov Africa subsidiaries' revenues and in the Fixed internet business in Morocco continued to drive Group revenues, offsetting the decline in the Mobile business in Morocco.

#### EARNINGS FROM OPERATIONS BEFORE DEPRECIATION AND AMORTIZATION

For the 2023 financial year, the Maroc Telecom Group posted adjusted earnings from operations before depreciation and amortization (EBITDA) of MAD 19,369 million, up by 4.7% (+3.5% at constant exchange rates [1]). The adjusted EBITDA margin improved by 0.9 pt (+1.0 pt at constant exchange rates [1]), thanks to revenue growth and tight cost control.

#### EARNINGS FROM OPERATIONS

Adjusted earnings from operations (EBITA) [5] for 2023 amounted to MAD 12,226 million, up 6.6% (+5.5% at constant exchange rates [1]) driven mainly by EBITDA growth.

The adjusted EBITA margin came to 33.2%, up 1.1 pt (+1.3 pt at constant exchange rates [1]).

#### NET INCOME GROUP SHARE

Adjusted net income Group share was up 6.4% (+5.7% at constant exchange rates [1] and totaled MAD 6,195 million for the year ended December 31, 2023.

#### INVESTMENTS

CAPEX [2] excluding frequencies and licenses represented 21.3% of 2023 revenues, in line with Group targets.

#### CASH-FLOW

Adjusted net cash flows from operations (CFFO) [6] fell by 10.6% at constant exchange rates [1] to MAD 10,213 million.

At December 31, 2023, consolidated net debt [7] represented 0.8 times [3] Group full-year EBITDA.

#### DIVIDEND

At the next General Meeting of shareholders, the Maroc Telecom Supervisory Board will propose payment of a dividend of MAD 4.20 per share, representing a total payout of MAD 3.7 billion.

#### MAROC TELECOM GROUP'S OUTLOOK FOR 2024

Based on recent market developments and provided no new major exceptional event disrupts the Group's activity, Maroc Telecom forecasts the following outlook for 2024 at constant scope and exchange rates:

- Stable Revenues;
- Stable EBITDA;
- CAPEX of approximately 20% of revenues, excluding frequencies and licenses.

### 5.2.2.1.2 Activities in Morocco

| IFRS *(in MAD million)* | Q4 2023 | Q4 2022 | Change | 2023 | 2022 | Change |
|---|---|---|---|---|---|---|
| **Revenues** | **4,794** | **4,738** | **1.2%** | **19,543** | **19,546** | **0.0%** |
| **Mobile** | **2,760** | **2,859** | **-3.5%** | **11,630** | **11,789** | **-1.3%** |
| *Services* | *2,647* | *2,777* | *-4.7%* | *11,006* | *11,296* | *-2.6%* |
| *Equipment and other revenues* | *113* | *82* | *38.1%* | *624* | *493* | *26.4%* |
| **Fixed-line** | **2,480** | **2,326** | **6.7%** | **9,688** | **9,564** | **1.3%** |
| *Of which Fixed Data ** | *1,129* | *1,007* | *12.1%* | *4,296* | *4,007* | *7.2%* |
| *Elimination and other income* | *-446* | *-447* | | *-1,775* | *-1,807* | |
| **Adjusted EBITDA** | **2,832** | **2,579** | **9.8%** | **11,266** | **10,974** | **2.7%** |
| *Margin (in %)* | *59.1%* | *54.4%* | *4.6 pt* | *57.7%* | *56.1%* | *1.5 pt* |
| **Adjusted EBITA** | **1,969** | **1,682** | **17.1%** | **7,819** | **7,446** | **5.0%** |
| *Margin (in %)* | *41.1%* | *35.5%* | *5.6 pt* | *40.0%* | *38.1%* | *1.9 pt* |
| **CAPEX [2]** | **916** | **802** | **14.2%** | **3,301** | **3,183** | **3.7%** |
| *Of which frequencies and licenses* | *0* | *0* | | *0* | *0* | |
| *CAPEX/Revenues (excluding frequencies and licenses)* | *19.1%* | *16.9%* | *2.2 pt* | *16.9%* | *16.3%* | *0.6 pt* |
| **Adjusted CFFO** | **1,878** | **2,343** | **-19.9%** | **6,404** | **7,798** | **-17.9%** |
| **Net debt** | **7,954** | **9,405** | **-15.4%** | **7,954** | **9,405** | **-15.4%** |
| *Net debt/EBITDA [3]* | *0.6x* | *0.9x* | | *0.6x* | *0.8x* | |

* *Fixed Data includes the internet, TV on ADSL and Data services to companies.*

Morocco posted flat revenues of MAD 19,543 million for the 2023 financial year. Fixed Data performance (+7.2%) offset the decline in Mobile revenues (-1.3%).

Adjusted earnings from operations before depreciation and amortization (EBITDA) in 2023 amounted to MAD 11,266 million, up 2.7% versus 2022. The adjusted EBITDA margin rose 1.5 pt to a high 57.7%.

Adjusted earnings from operations (EBITA) (5) amounted to MAD 7,819 million, up 5.0%, thanks mainly to higher EBITDA. It represents an adjusted EBITA margin of 40.0%, up 1.9 pt.

Adjusted net cash flows from operations (CFFO) (6) fell 17.9% to MAD 6,404 million.

### MOBILE

| | Unit | 12/31/2023 | 12/31/2022 | Change |
|---|---|---|---|---|
| **Customer base (8)** | **(000)** | **19,767** | **19,252** | **2.7%** |
| Prepaid | (000) | 17,269 | 16,836 | 2.6% |
| Postpaid | (000) | 2,499 | 2,416 | 3.4% |
| Of which internet 3G/4G+ (9) | (000) | 11,025 | 11,043 | -0.2% |
| **ARPU (10)** | **(MAD/month)** | **46.0** | **46.8** | **-1.6%** |

At the end of 2023, the Mobile customer base (8) totaled 19.8 million customers, up 2.7% year-on-year, boosted by the combined increase in postpaid (+3.4%) and prepaid (+2.6%) customers.

Mobile revenues decreased by 1.3% versus 2022 to MAD 11,630 million.

2023 blended ARPU (10) was MAD 46.0, down 1.6% year-on-year.

### FIXED-LINE AND INTERNET

| | Unit | 12/31/2023 | 12/31/2022 | Change |
|---|---|---|---|---|
| Fixed-line | (000) | 1,781 | 1,931 | -7.8% |
| Broadband access (11) | (000) | 1,563 | 1,706 | -8.4% |

The Fixed-line customer base stood at nearly 1.8 million lines at the end of 2023, down 7.8%.

The Broadband (11) customer base represents nearly 1.6 million subscribers, with a substantial increase in the FTTH customer base (+41%).

The growth in the Fixed-line & Internet businesses continued, generating revenues of MAD 9,688 million, up 1.3% versus 2022, mainly driven by growth in Fixed Data revenues (+7.2%).

## 5.2.2.1.3 International activities

### FINANCIAL INDICATORS

| IFRS *(in MAD million)* | Q4 2023 | Q4 2022 | Change | Change at constant exchange rates (1) | 2023 | 2022 | Change | Change at constant exchange rates (1) |
|---|---|---|---|---|---|---|---|---|
| **Revenues** | **4,617** | **4,442** | **3.9%** | **4.3%** | **18,381** | **17,242** | **6.6%** | **3.4%** |
| *Of which Mobile services* | *4,269* | *4,094* | *4.3%* | *4.6%* | *16,971* | *15,938* | *6.5%* | *3.3%* |
| **Adjusted EBITDA** | **2,009** | **1,840** | **9.2%** | **9.7%** | **8,102** | **7,518** | **7.8%** | **4.6%** |
| *Margin (in %)* | *43.5%* | *41.4%* | *2.1 pt* | *2.1 pt* | *44.1%* | *43.6%* | *0.5 pt* | *0.5 pt* |
| **Adjusted EBITA** | **1,027** | **914** | **12.3%** | **13.3%** | **4,408** | **4,022** | **9.6%** | **6.4%** |
| *Margin (in %)* | *22.2%* | *20.6%* | *1.7 pt* | *1.8 pt* | *24.0%* | *23.3%* | *0.7 pt* | *0.7 pt* |
| **CAPEX (2)** | **1,200** | **1,272** | **-5.7%** | **-5.6%** | **4,537** | **4,388** | **3.4%** | **0.3%** |
| *Of which frequencies and licenses* | *0* | *0* | | | *0* | *0* | | |
| *CAPEX/Revenues (excluding frequencies and licenses)* | *26.0%* | *28.6%* | *-2.6 pt* | *-2.7 pt* | *24.7%* | *25.4%* | *-0.8 pt* | *-0.8 pt* |
| **Adjusted CFFO** | **1,159** | **791** | **46.4%** | **46.2%** | **3,808** | **3,495** | **9.0%** | **5.8%** |
| **Net debt** | **8,479** | **7,206** | **17.7%** | **14.0%** | **8,479** | **7,206** | **17.7%** | **14.0%** |
| *Net debt/EBITDA (3)* | *1.0x* | *0.9x* | | | *1.0x* | *0.9x* | | |

The Group's international activities generated revenues of MAD 18,381 million for 2023, up 6.6% (+3.4% at constant exchange rates [1]), driven by the combined effect of growth in mobile Data (+22.6% at constant exchange rates [1]), Fixed-line internet (+11.3% at constant exchange rates [1]) and Mobile Money (+5.0% at constant exchange rates [1]). Excluding the reduction in call termination rates, subsidiaries' revenues rose by 3.8% at constant exchange rates [1].

In 2023, adjusted earnings before depreciation and amortization (EBITDA) totaled MAD 8,102 million, up 7.8% (+4.6% at constant exchange rates [1]). EBITDA growth was driven by revenue growth, the improvement in the gross margin (+1.1 pt) and contained operating costs despite inflationary pressures. The adjusted EBITDA margin was 44.1%, up 0.5 pt.

Adjusted earnings from operations (EBITA) amounted to MAD 4,408 million, up 9.6% (+6.4% at constant exchange rates [1]), driven by the increase in EBITDA.

Adjusted net cash flows from operations (CFFO) [6] increased 9.0% (+5.8% at constant exchange rates [1]) to MAD 3,808 million.

## OPERATING INDICATORS

| | Unit | 12/31/2023 | 12/31/2022 | Change |
|---|---|---|---|---|
| **Mobile** | | | | |
| **Customer base [8]** | **(000)** | **52,233** | **52,017** | |
| Mauritania | | 2,242 | 2,638 | -15.0% |
| Burkina Faso | | 11,563 | 11,048 | 4.7% |
| Gabon | | 1,516 | 1,512 | 0.3% |
| Mali | | 8,351 | 8,988 | -7.1% |
| Côte d'Ivoire | | 10,260 | 10,844 | -5.4% |
| Benin | | 5,747 | 5,480 | 4.9% |
| Togo | | 2,862 | 2,763 | 3.6% |
| Niger | | 3,238 | 2,848 | 13.7% |
| Central African Republic | | 253 | 218 | 16.2% |
| Chad | | 6,201 | 5,680 | 9.2% |
| **Fixed-line** | | | | |
| **Customer base** | **(000)** | **391** | **357** | |
| Mauritania | | 29 | 46 | -37.5% |
| Burkina Faso | | 75 | 76 | -1.3% |
| Gabon | | 55 | 43 | 25.7% |
| Mali | | 233 | 192 | 21.3% |
| **Fixed Broadband** | | | | |
| **Customer base [11]** | **(000)** | **203** | **157** | |
| Mauritania | | 22 | 18 | 24.3% |
| Burkina Faso | | 25 | 16 | 57.7% |
| Gabon | | 51 | 40 | 28.9% |
| Mali | | 105 | 84 | 24.7% |

*Notes:*

*(1) Maintaining a constant exchange rate among the Moroccan dirham (MAD), the Mauritanian ouguiya (MRU) and the CFA franc.*

*(2) Capital expenditure corresponds to acquisitions of property, plant and equipment and intangible assets recognised during the period.*

*(3) The net debt/EBITDA ratio excludes the impact of IFRS 16 and takes into account the annualization of EBITDA.*

*(4) Maroc Telecom consolidates in its financial statements Casanet and the Moov Africa subsidiaries in Mauritania, Burkina Faso, Gabon, Mali, Côte d'Ivoire, Benin, Togo, Niger, Central African Republic and Chad.*

*(5) EBITA corresponds to operating profit before amortisation of intangible assets related to business combinations, impairment of goodwill and other intangible assets related to business combinations and other income and expenses related to financial investment transactions and transactions with shareholders (except when they are recognised directly in equity).*

*(6) CFFO comprises the net cash flows from operating activities before taxes as presented in the cash flow statement, as well as dividends received from associates and non-consolidated equity interests. It also includes net capital expenditure, which corresponds to net cash outflows on acquisitions and disposals of property, plant and equipment and intangible assets.*

*(7) Borrowings and other current and non-current liabilities less cash (and cash equivalents) including cash blocked for bank loans.*

*(8) The active customer base consists of prepaid customers who have made or received a Voice call (excluding calls from the public telecommunication network operator concerned or its Customer Relations Centres) or sent an SMS/MMS or who have used the Data services (excluding exchanges of technical Data with the public telecommunication network operator concerned) in the past three months, and non-terminated postpaid customers.*

*(9) The active customer base of the 3G and 4G+ Mobile internet includes holders of a postpaid subscription contract (whether or not coupled with a Voice offer) and holders of a prepaid subscription to the internet service who have carried out at least one recharge during the past three months or whose credit is valid and who have used the service during this period.*

*(10) ARPU (average revenues per user) is defined as revenues generated by incoming and outgoing calls and Data services net of promotions, excluding roaming and equipment sales, divided by the average number of users in the period. This is the mixed ARPU of the prepaid and postpaid segments.*

*(11) The broadband customer base includes ADSL, FTTH and leased connections and also includes CDMA in Mali.*

## APPENDIX 1: RELATIONSHIP BETWEEN ADJUSTED FINANCIAL INDICATORS AND PUBLISHED FINANCIAL INDICATORS

Adjusted EBITDA, adjusted EBITA, Group share of adjusted Net Income, and adjusted CFFO are not strictly accounting measures, and should be considered as additional information. They are a better indicator of the Group's performance as they exclude non-recurring items.

| | | | 2023 | | | 2022 |
|---|---|---|---|---|---|---|
| *(in MAD million)* | Morocco | International | Group | Morocco | International | Group |
| **Adjusted EBITDA** | **11,266** | **8,102** | **19,369** | **10,974** | **7,518** | **18,492** |
| Tax audit | | | | -28 | | -28 |
| **Published EBITDA** | **11,266** | **8,102** | **19,369** | **10,946** | **7,518** | **18,464** |
| **Adjusted EBITA** | **7,819** | **4,408** | **12,226** | **7,446** | **4,022** | **11,468** |
| Restructuring costs | | | | | -2 | -2 |
| Tax audit | | | | -28 | | -28 |
| ANRT decision | | | | -2,451 | | -2,451 |
| Provision for dispute | -500 | | -500 | | | |
| **Published EBITA** | **7,319** | **4,408** | **11,726** | **4,967** | **4,020** | **8,987** |
| **Adjusted net income - Group share** | | | **6,195** | | | **5,820** |
| Restructuring costs | | | | | | -1 |
| Tax audit | | | | | | -618 |
| ANRT decision | | | | | | -2,451 |
| Corporate tax rate increase | | | -87 | | | |
| Earthquake fund donation | | | -481 | | | |
| Provision for dispute | | | -345 | | | |
| **Published net income - Group share** | | | **5,283** | | | **2,750** |
| **Adjusted CFFO** | **6,404** | **3,808** | **10,213** | **7,798** | **3,495** | **11,294** |
| Payment of license | | | | | -54 | -54 |
| Restructuring costs | | | | | -2 | -2 |
| Tax audit | | | | -28 | | -28 |
| ANRT decision Earthquake fund donation | | | | -2,451 | | -2,451 |
| **Published CFFO** | **6,404** | **3,808** | **10,213** | **5,320** | **3,439** | **8,758** |

## APPENDIX 2: IMPACT OF IFRS 16 NORM

At the end of December 2023, the impacts of the application of IFRS 16 on the main indicators of the Maroc Telecom Group were as follows:

| | | | 2023 | | | 2022 |
|---|---|---|---|---|---|---|
| *(in MAD million)* | Morocco | International | Group | Morocco | International | Group |
| Adjusted EBITDA | 273 | 314 | 587 | 259 | 279 | 537 |
| Adjusted EBITA | 19 | 49 | 69 | 14 | 45 | 59 |
| Adjusted net income – Group share | | | -13 | | | -8 |
| Adjusted CFFO | 273 | 314 | 587 | 259 | 279 | 537 |
| Net debt | 808 | 818 | 1,626 | 765 | 697 | 1,462 |

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## 5.2.2.2 COMPARISON OF FINANCIAL DATA FOR FISCAL YEARS 2022 AND 2021

### 5.2.2.2.1 Group Consolidated results

#### CUSTOMER BASE

The Group customer base reached 75,4 million customers in 2022, up 1.6% driven mainly by the expansion of subsidiaries' customer bases.

#### REVENUES

The Maroc Telecom Group generated revenues of MAD 35.7 billion in 2022, down slightly by 0.2% (-0.5% at constant exchange rates). Growth in the Moov Africa subsidiaries revenues and in the Fixed Internet business in Morocco partly offset the decrease in the Mobile business in Morocco, impacted by the economic, competitive and regulatory environment.

#### EARNINGS FROM OPERATIONS BEFORE DEPRECIATION AND AMORTIZATION

For the 2022 financial year, the Maroc Telecom Group posted adjusted earnings from operations before depreciation and amortization (EBITDA) of MAD 18,492 million, down 0.5% (-0.8% at constant exchange rates). The adjusted EBITDA margin remained high at 51.8%, virtually stable year on year.

#### EARNINGS FROM OPERATIONS

Adjusted earnings from operations (EBITA) for the year amounted to MAD 11,468 million, down 1.0% (-1.4% at constant exchange rates). The adjusted EBITA margin was 32.1%.

#### GROUP SHARE OF NET INCOME

Adjusted Group share of net income was down 3.3% at constant exchange rates and totaled MAD 5,820 million for the year ended December 31, 2022.

#### INVESTMENTS

Investments excluding frequencies and licenses represented 21.2% of 2022 revenues, in line with the objectives.

#### CASH-FLOW

Adjusted net cash flows from operations (CFFO) fell by 7.1% at constant exchange rates to MAD 11,294 million, mainly due to the increase in CAPEX.

At December 31, 2022, consolidated net debt represented 0.8 times Group full-year EBITDA.

### 5.2.2.2.2 Activities in Morocco

| **IFRS** *(in MAD million)* | **12/31/2022** | **12/31/2021** |
|---|---|---|
| **Revenues** | **19,546** | **19,906** |
| **Mobile** | **11,789** | **12,270** |
| *Services* | *11,296* | *11,684* |
| *Equipment* | *493* | *586* |
| **Fixed-line** | **9,564** | **9,474** |
| *Of which Fixed Data** | *4,007* | *3,754* |
| **Elimination and other income** | -1,807 | -1,837 |
| **Adjusted EBITDA** | **10,974** | **11,234** |
| *Margin (in %)* | *56.1%* | *56.4%* |
| **Adjusted EBITA** | **7,446** | **7,599** |
| *Margin (in %)* | *38.1%* | *38.2%* |
| **CAPEX** | **3,183** | **2,630** |
| *Of which frequencies and licences* | *0* | *0* |
| *CAPEX/revenues (excluding frequencies and licences)* | *16.3%* | *13.2%* |
| **Adjusted CFFO** | **7,798** | **7,179** |
| **Net debt** | **9,405** | **9,350** |
| *Net debt/EBITDA* | *0.8x* | *0.8x* |

* *Fixed Data includes Internet, ADSL TV and Data services to companies.*

Revenues from the Group's activities in Morocco totaled MAD 19,546 million, down 1.8% versus 2021. A strong performance from Fixed Data (+6.7%) partly offset the decline in Mobile revenues (-3.9%), which continued to suffer from the economic, competitive and regulatory environment.

Adjusted earnings from operations before depreciation and amortization (EBITDA) in 2022 amounted to MAD 10,974 million, down 2.3% versus 2021. The adjusted EBITDA margin remained high at 56.1%.

Adjusted earnings from operations (EBITA) totaled MAD 7,446 million, down 2.0%, giving an adjusted margin of 38.1%.

Adjusted net cash flows from operations (CFFO) increased by 8.6% to MAD 7,798 million.

### MOBILE

| | Unit | 12/31/2022 | 12/31/2021 |
|---|---|---|---|
| **Customer base** | **(000)** | **19,252** | **19,900** |
| Prepaid | (000) | 16,836 | 17,538 |
| Postpaid | (000) | 2,416 | 2,362 |
| Of which internet 3G/4G+ | (000) | 11,043 | 10,633 |
| **ARPU** | **(MAD/month)** | **46.8** | **48.7** |

At the end of 2022, the Mobile customer base totaled 19.3 million customers, down 3.3% year on year.

Mobile revenues were down 3.9% year on year at MAD 11,789 million related to the competitive and regulatory environment.

2022 blended ARPU was MAD 46.8, down 4.0% year on year.

### FIXED-LINE & INTERNET

| | Unit | 12/31/2022 | 12/31/2021 |
|---|---|---|---|
| Fixed-lines | (000) | 1,931 | 1,974 |
| Broadband access | (000) | 1,706 | 1,735 |

The Fixed customer base fell by 2.2% to just over 1.9 million lines at the end of 2022. The Broadband customer base totaled 1.7 million customers, driven by the expansion of the FTTH customer base, up 44% versus 2021.

Fixed and Internet activities generated revenues of MAD 9,564 million, up 1.0% versus 2021. Growth in fixed-line Data (+6.7%), mainly driven by FTTH activity (+37%), offset the decline in Voice.

## 5.2.2.2.3 International activities

### FINANCIAL INDICATORS

| **IFRS** *(in MAD million)* | 12/31/2022 | 12/31/2021 |
|---|---|---|
| **Revenues** | **17,242** | **16,912** |
| *Of which Mobile services* | *15,938* | *15,626* |
| **Adjusted EBITDA** | **7,518** | **7,355** |
| *Margin (in %)* | *43.6%* | *43.5%* |
| **Adjusted EBITA** | **4,022** | **3,988** |
| *Margin (in %)* | *23.3%* | *23.6%* |
| **CAPEX** | **4,388** | **2,984** |
| *Of which frequencies and licences* | *0* | *123* |
| *CAPEX/revenues (excluding frequencies and licences)* | *25.4%* | *16.9%* |
| **Adjusted CFFO** | **3,495** | **4,932** |
| **Net debt** | **7,206** | **5,983** |
| *Net debt/EBITDA* | *0.9x* | *0.7x* |

In 2022, the Group's international activities posted revenues of MAD 17,242 million, up 2.0% (+1.3% at constant exchange rates) driven by the strong growth in mobile Data (+28% at constant exchange rates). Excluding the decrease in termination rates, subsidiaries' revenues rose by 2.3% at constant exchange rates.

In 2022, adjusted earnings before depreciation and amortization (EBITDA) totaled MAD 7,518 million, up 2.2% (+1.4% at constant exchange rates). The adjusted EBITDA margin was 43.6%, up 0.1 pt thanks to the improvement in the gross margin.

During the same period, adjusted earnings from operations (EBITA) were up 0.9% (-0.2% at constant exchange rates) at MAD 4,022 million.

Adjusted cash flows from operations (CFFO) fell by 29.9% at constant exchange rates to MAD 3,495 million, due to the increase in CAPEX.

## OPERATING INDICATORS

| | Unit | 12/31/2022 | 12/31/2021 |
|---|---|---|---|
| **Mobile** | | | |
| **Customer base** | **(000)** | **52,017** | **50,130** |
| Mauritania | | 2,638 | 2,985 |
| Burkina Faso | | 11,048 | 10,457 |
| Gabon | | 1,512 | 1,656 |
| Mali | | 8,988 | 8,163 |
| Côte d'Ivoire | | 10,844 | 10,489 |
| Benin | | 5,480 | 5,132 |
| Togo | | 2,763 | 2,687 |
| Niger | | 2,848 | 3,212 |
| Central African Republic | | 218 | 210 |
| Chad | | 5,680 | 5,138 |
| **Fixed-line** | | | |
| **Parc** | **(000)** | **357** | **350** |
| Mauritania | | 46 | 57 |
| Burkina Faso | | 76 | 76 |
| Gabon | | 43 | 32 |
| Mali | | 192 | 186 |
| **Fixed Broadband** | | | |
| **Customer base** | **(000)** | **157** | **141** |
| Mauritania | | 18 | 19 |
| Burkina Faso | | 16 | 15 |
| Gabon | | 40 | 28 |
| Mali | | 84 | 79 |

## 5.2.3 Transition from separate financial statements to consolidated financial statements

The consolidated financial statements are derived from the separate financial statements of Maroc Telecom and its subsidiaries, as prepared under the generally accepted accounting principles of each country. Various adjustments have been made to these separate financial statements, in compliance with IFRS consolidation and presentation requirements.

The main adjustments to the presentation of the statement of financial statements are the:

- recognition of revenues related to the point loyalty program (fidelio) at the time of exchange or expiration of points;
- recognition of sales commissions as consolidated operating expenses. These costs were initially netted against revenues in the separate financial statements;
- activation of payroll costs relating to the deployment of Fixed assets;
- recognition of SIM cards in intangible assets;
- inventory values of handsets sold but not activated are adjusted to account for the recognition of revenues upon activation;
- elimination of capitalized costs from the balance sheet and recognition in the income statement of the change in the period;
- the recognition in the income statement of the exchange adjustements;
- recognition of the impact of unwinding the retirement benefits provision discounting in financial income;
- capitalization of deferred taxes on temporary differences arising from the separate financial statements, IFRS adjustments and tax loss carryforwards;
- reclassification under net operating income of noncurrent operating items, and under net financial income of noncurrent financial items;
- the identification of leases for the right of use and the capitalization of rental expenses that meet the duration and value criteria required by IFRS 16 in Fixed assets. This restatement gives rise to the creation of a new financial liability and the corresponding interest charges and the recognition of depreciation of rental expenses converted into Fixed assets;
- reclassification under current assets of assets held for sale;
- reclassification of the corporate income tax liability component of tax debts;
- reclassification under current items, of loan, financial debt and provision components maturing in less than a year;
- the other consolidation adjustments basically concern all consolidation transactions (elimination of consolidated securities, intragroup transactions and internal capital gains or losses, etc.).

5

# 5.3 Consolidated financial statements at December 31, 2021, 2022 and 2023

Pursuant to Regulation (EC) no. 1606/2002 of the European Parliament of July 19, 2002, Maroc Telecom Group's consolidated financial statements have been prepared in accordance with International financial reporting Standards (IAS/IFRS), as endorsed by the European Union.

# STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

**Year ended December 31, 2023**

## AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

### Opinion

We have audited the accompanying consolidated financial statements of Itissalat Al-Maghrib (IAM) SA and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at December 31, 2023, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information. These consolidated financial statements show an amount of consolidated equity of MMAD 21,004 including a consolidated net profit of MMAD 6,161.

In our opinion, the consolidated financial statements referred to in the first paragraph above, are regular, sincere and provide in all material aspects a true and fair view of the financial position of the Group comprising the persons and entities of Itissalat Al-Maghrib (IAM) SA at December 31, 2023, and the financial performance and cash flows for the fiscal year then ended, in accordance with the International Financial Reporting Standards (IFRS), as adopted by the European Union.

### Basis for Opinion

We conducted our audit in accordance with Moroccan auditing standards. Our responsibilities under 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 Entity in accordance with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in Morocco, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Emphasis of matter

We refer you to the mentions inserted in Notes 14, 22, 31.3 and 33 which sets out the accounting treatment related to the litigation presented in these statements. Our conclusion remains unchanged.

### 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 of the current period. These matters were addressed in the context of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key audit matters | Our response |
|---|---|
| ***Recognition of revenues from telecommunication activities***<br><br>Revenues in the consolidated financial statements at December 31, 2023 amounted to MAD 36,786 million.<br><br>There is an inherent risk in the recognition of revenues, given the multitude of products, the complexity of information systems and the impact of changes in pricing models (pricing structures, incentive systems, rebates, etc.).<br><br>The application of revenue recognition accounting standards involves a number of key judgments and estimates. As a result, we consider revenue from telecommunications activities as a key issue in our audit. Revenue recognition methods are detailed in Note 3.15 of the consolidated financial statements. | With the assistance of our IT *(Information Technology) specialists*, we reviewed the key processes and controls implemented by IAM SA, including the IT systems used for revenue recognition purposes.<br><br>In particular, we have:<br><br>• gained an understanding of the general control environment, including IT, implemented by the Company;<br>• identified and assessed the key controls implemented by the Company and relevant to our audit;<br>• tested the operating effectiveness of the relevant controls, in particular on the application systems involved in the process of generating, evaluating and accounting revenues;<br>• performed analytical procedures and tested a sample of manual entries as of the end of the period. |

| Key point of the audit | Audit response |
|---|---|
| ***Valuation of goodwill***<br>As part of its development, the Group has been led to carry out external growth operations and to recognize several goodwills.<br>This goodwill, which corresponds to the difference between the price paid and the fair value (market value) of the assets and liabilities acquired, are described in Note 3 to the consolidated financial statements.<br>Each year, management ensures that the carrying amount of the goodwill attached to each cash-generating unit (CGU), shown in the balance sheet at December 31, 2023, in the amount of MAD 9,230 million, does not exceed its recoverable amount and does not present a risk of impairment.<br>The terms of the impairment test and details of the assumptions used are described in Note 3.<br>The recoverable amount is determined by reference to the value in use calculated on the basis of the present value of the cash flows expected from the group of assets comprising it.<br>The determination of the recoverable amount of goodwill is based on management's judgment, particularly assumptions of future income of concerned CGU and the discount rate applied to cash flow projections.<br>We therefore considered the valuation of goodwill as a key point of the audit. | We examined the compliance of the methodology used by the Group with the applicable accounting standards.<br>We also performed a review of the procedures related to impairment tests of goodwill and verified in particular that:<br>• the completeness of the elements making up the carrying amount of each CGUs tested and the consistency of the methods used to determine this amount with the cash flow projections used to determine value in use;<br>• the reasonableness of the cash flow projections and the reliability of the estimates by examining the main reasons for differences between forecasts and actual results;<br>• the consistency of these cash flow projections with management's latest estimates;<br>• the consistency of the growth rate used for the projected cash flows with market analyses;<br>• the calculation of the discount rate applied to the cash flows expected from each CGU; and<br>• management's sensitivity analysis of value in use to changes in the main assumptions used;<br>• finally, we have verified that Note 3 provides appropriate disclosures. |
| ***Valuation of provisions for risks***<br>At December 31, 2023, provisions risks amounted to MAD 2,064 million.<br>As indicated in Note 3.11, as Maroc Telecom Group faces a number of disputes (commercial, social and regulatory) both in Morocco and abroad, the valuation of provisions covering these risks requires the exercise of management's judgment in its choice of elements to be considered (including the existence or no payment obligation and the reliability of the estimation).<br>Consequently, we have considered the measurement of provisions for risks and charges to be a key point of our audit. | We have reviewed the process for assessing these provisions based on interviews with the Group's Legal Department.<br>Our work also included:<br>• assess the relevance of the methodology adopted by the Company for the estimation of the provisions made;<br>• obtain written confirmations and/or reports from the Company's advisors related to major disputes;<br>• assess the merits of the assumptions used and/or calculations made to determine the main adjacent provisions. |

## Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the Consolidated Financial Statements in accordance with IFRS as adopted by EU, 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 auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, 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 auditing standards, we exercise professional judgment and maintain professional skepticism 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 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 financial statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation;
- 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.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

*Casablanca, February 15, 2024*

The Statutory auditors
French original signed by

| Deloitte Audit | BDO Audit, Tax & Advisory |
|---|---|
| Adnane FAOUZI | Abderrahim GRINE |
| Partner | Partner |

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## ASSETS

| *(in MAD million)* | Note | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| Goodwill | 3 | 9,230 | 9,389 | 8,976 |
| Other intangible assets | 4 | 7,300 | 7,696 | 7,521 |
| Property, plant, and equipment | 5 | 30,492 | 29,283 | 27,400 |
| Right to use the asset | 34 | 1,535 | 1,387 | 1,371 |
| Equity affiliates | 6 | 0 | 0 | 0 |
| Noncurrent financial assets | 7 | 2,587 | 1,656 | 784 |
| Deferred tax assets | 8 | 527 | 445 | 508 |
| **Noncurrent assets** | | **51,672** | **49,857** | **46,560** |
| Inventories | 9 | 445 | 484 | 318 |
| Trade accounts receivable and other | 10 | 12,296 | 13,160 | 12,699 |
| Short term financial assets | 11 | 117 | 103 | 126 |
| Cash and cash equivalents | 12 | 1,013 | 1,872 | 2,024 |
| Assets available for sale | | 0 | 54 | 54 |
| **Current assets** | | **13,871** | **15,673** | **15,222** |
| **TOTAL ASSETS** | | **65,543** | **65,530** | **61,782** |

## SHAREHOLDERS' EQUITY AND LIABILITIES

| *(in MAD million)* | Note | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| Share capital | | 5,275 | 5,275 | 5,275 |
| Retained earnings | | 6,568 | 5,870 | 3,631 |
| Net earnings | | 5,283 | 2,750 | 6,008 |
| Shareholders'equity attributable to equity holders of the parent | 13 | 17,126 | 13,895 | 14,914 |
| Noncontrolling interests | | 3,878 | 4,107 | 3,887 |
| **Shareholders'equity** | | **21,004** | **18,002** | **18,800** |
| Noncurrent provisions | 14 | 612 | 585 | 503 |
| Borrowings and other long-term financial liabilities | 15 | 4,180 | 4,325 | 3,767 |
| Deferred tax liabilities | 8 | 77 | 83 | 50 |
| Other noncurrent liabilities | | 0 | 0 | 0 |
| **Noncurrent liabilities** | | **4,868** | **4,992** | **4,321** |
| Trade accounts payable | 16 | 24,210 | 26,228 | 23,865 |
| Current tax liabilities | | 781 | 1,179 | 787 |
| Current provisions | 14 | 1,452 | 1,209 | 1,332 |
| Borrowings and other short term financial liabilities | 15 | 13,228 | 13,920 | 12,677 |
| **Current liabilities** | | **39,671** | **42,535** | **38,661** |
| **TOTAL SHAREHOLDERS'EQUITY AND LIABILITIES** | | **65,543** | **65,530** | **61,782** |

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

| *(in MAD million)* | Note | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| **Revenues** | 17 | **36,786** | **35,731** | **35,790** |
| Cost of purchases | 18 | -5,106 | -4,940 | -5,123 |
| Payroll costs | 19 | -3,124 | -3,093 | -2,868 |
| Taxes and duties | 20 | -3,620 | -3,535 | -3,447 |
| Other operating income (expenses) * | 21 | -5,639 | -8,031 | -5,303 |
| Net depreciation, amortization, and provisions | 22 | -7,691 | -7,145 | -7,477 |
| **Earnings from operations** | | **11,605** | **8,987** | **11,573** |
| Other income and charges from ordinary activities * | | -747 | 0 | -88 |
| Income from equity affiliates | 23 | 0 | 0 | 0 |
| **Earnings from continuing operations** | | **10,859** | **8,987** | **11,485** |
| Income from cash and cash equivalents | | 42 | 18 | 27 |
| Gross borrowing costs | | -892 | -706 | -826 |
| **Net borrowing costs** | | **-850** | **-688** | **-800** |
| Other financial income and expenses | | -9 | -55 | -77 |
| **Net financial income (expense)** | 24 | **-859** | **-743** | **-876** |
| Income tax | 25 | -3,838 | -4,604 | -3,680 |
| **Net income** | | **6,161** | **3,639** | **6,928** |
| Exchange gain or loss from foreign activities | | -331 | 732 | -378 |
| Other income and expenses | | -28 | -14 | 34 |
| **Total comprehensive income for the period** | | **5,802** | **4,358** | **6,584** |
| **Net income** | | **6,161** | **3,639** | **6,928** |
| Attributable to equity holders of the parent | | 5,283 | 2,750 | 6,008 |
| Noncontrolling interests | 26 | 878 | 889 | 920 |
| **Total comprehensive income for the period** | | **5,802** | **4,358** | **6,584** |
| Attributable to equity holders of the parent | | 5,076 | 3,204 | 5,787 |
| Noncontrolling interests | 26 | 726 | 1,153 | 797 |
| **Earnings per share** | | **2023** | **2022** | **2021** |
| Net earnings attributable to equity holders of the parent *(in MAD million)* | | 5,283 | 2,750 | 6,008 |
| *Number of shares at December 31* | | *879,095,340* | *879,095,340* | *879,095,340* |
| **Net earnings per share (in MAD)** | 27 | **6.01** | **3.13** | **6.83** |
| **Diluted net earnings per share (in MAD)** | 27 | **6.01** | **3.13** | **6.83** |

* *The amount shown under Other income and expenses from ordinary activities for 2023 includes the donation made as part of the contribution to the special earthquake fund in Morocco.*

# CONSOLIDATED STATEMENT OF CASH FLOW

| *(in MAD million)* | Note | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| Earnings from operations | | 11,605 | 8,987 | 11,573 |
| Depreciation, amortization and other non-cash movements | | 6,940 | 7,142 | 7,487 |
| **Gross cash from operating activities** | | **18,545** | **16,129** | **19,060** |
| Other changes in net working capital | | -1,237 | -300 | -1,847 |
| **Net cash from operating activities before tax** | | **17,308** | **15,829** | **17,213** |
| Income tax paid | | -4,262 | -3,827 | -3,659 |
| **Net cash from operating activities (A)** | 12 | **13,045** | **12,002** | **13,554** |
| Purchase of PP&E and intangible assets | | -7,969 | -7,073 | -5,289 |
| Purchases of consolidated investments after acquired cash | | 0 | 0 | 5 |
| Investments in equity affiliates | | 0 | 0 | 0 |
| Increase in financial assets | | -333 | -388 | -41 |
| Disposals of PP&E and intangible assets | | 5 | 2 | 14 |
| Decrease in financial assets | | 8 | 7 | 3 |
| Dividends received from nonconsolidated investments | | 2 | 1 | 6 |
| **Net cash used in investing activities (B)** | | **-8,287** | **-7,452** | **-5,303** |
| Capital increase | | 0 | 0 | 0 |
| Dividends paid by Maroc Telecom | 13 | -1,924 | -4,202 | -3,525 |
| Dividends paid by subsidiaries to their noncontrolling interests | | -883 | -1,089 | -687 |
| **Changes in equity** | | **-2,807** | **-5,291** | **-4,212** |
| Proceeds from borrowings and increase in other long-term financial liabilities | | 1,036 | 1,621 | 694 |
| Payments on borrowings and decrease in other noncurrent financial liabilities | | 0 | 0 | 0 |
| Proceeds from borrowings and increase in other short-term financial liabilities | | 8,402 | 2,570 | 1,536 |
| Payments on borrowings and decrease in other current financial liabilities | | -10,948 | -2,743 | -6,145 |
| Change in net current accounts | | 0 | 0 | 0 |
| Net interest paid (cash only) | | -719 | -786 | -695 |
| Other cash expenses (income) used in financing activities | | 13 | -76 | -47 |
| **Change in borrowings and other financial liabilities** | | **-2,217** | **586** | **-4,657** |
| **Net cash used in financing activities (D)** | 12 | **-5,024** | **-4,705** | **-8,869** |
| **Translation adjustment and other noncash items (G)** | | **-593** | **1** | **-47** |
| **TOTAL CASH FLOWS (A)+(B)+(D)+(G)** | **12** | **-859** | **-153** | **-666** |
| **Cash and cash equivalents at beginning of period** | | **1,872** | **2,024** | **2,690** |
| **Cash and cash equivalents at end of period** | 12 | **1,013** | **1,872** | **2,024** |

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

| *(in MAD million)* | Note | Share capital | Earnings and retained earnings | Other comprehensive income | Total Group share | Non controling interest | Total capital equity |
|---|---|---|---|---|---|---|---|
| **Restated position at January 1, 2021** | | **5,275** | **7,786** | **-340** | **12,721** | **3,968** | **16,688** |
| **Total comprehensive income for the period** | | | **6,008** | **-221** | **5,787** | **797** | **6,584** |
| Change in gains and losses recognized directly in equity and recyclable in profit or loss | | | 0 | -263 | -263 | -115 | -378 |
| Gains and losses on translation | | | | -263 | -263 | -115 | -378 |
| Revaluation differences | | | | 0 | 0 | 0 | 0 |
| Revaluation differences on hedging instruments | | | | 0 | 0 | 0 | 0 |
| Revaluation differences on equity instruments | | | | 0 | 0 | 0 | 0 |
| Change in gains and losses recognized directly in equity and recyclable in profit or loss | | | | 42 | 42 | -8 | 34 |
| Actuarial difference | | | | -11 | -11 | -8 | -19 |
| Actuarial gains and loses | | | | 53 | 53 | 0 | 53 |
| Capital increase | | | | 0 | 0 | 0 | 0 |
| Capital decrease | | | | 0 | 0 | 0 | 0 |
| Share-based compensation | | | | 0 | 0 | 0 | 0 |
| Change in percentage without assumption/loss of control | | | | 0 | 0 | 0 | 0 |
| Change in percentage with assumption/loss of control | | | 0 | | 0 | | 0 |
| Dividends | | | -3,525 | | -3,525 | -878 | -4,403 |
| Treasury stock | | | -4 | | -4 | 0 | -4 |
| Other adjustements | | | -65 | | -65 | 0 | -65 |
| **Restated position at December 31, 2021** | | **5,275** | **10,199** | **-561** | **14,914** | **3,887** | **18,800** |
| **Total comprehensive income for the period** | | | **2,750** | **454** | **3,204** | **1,153** | **4,358** |
| Change in gains and losses recognized directly in equity and recyclable in profit or loss | | | 0 | 464 | 464 | 268 | 732 |
| Gains and losses on translation | | | | 464 | 464 | 268 | 732 |
| Revaluation differences | | | | 0 | 0 | 0 | 0 |
| Revaluation differences on hedging instruments | | | | 0 | 0 | 0 | 0 |
| Revaluation differences on equity instruments | | | | 0 | 0 | 0 | 0 |
| Change in gains and losses recognized directly in equity and recyclable in profit or loss | | | | -10 | -10 | -4 | -14 |
| Actuarial difference | | | | -10 | -10 | -4 | -14 |
| Revaluation differences on equity instruments | | | | 0 | 0 | 0 | 0 |
| Capital increase | | | | 0 | 0 | 0 | 0 |
| Capital decrease | | | | 0 | 0 | 0 | 0 |
| Share-based compensation | | | | 0 | 0 | 0 | 0 |
| Change in percentage without assumption/loss of control | | | | 0 | 0 | 0 | 0 |
| Change in percentage with assumption/loss of control | | | 0 | 0 | 0 | 0 | 0 |
| Dividends | | | -4,202 | 0 | -4,202 | -933 | -5,134 |
| Treasury stock | | | -22 | 0 | -22 | 0 | -22 |
| Other adjustements | | | 0 | 0 | 0 | -1 | -1 |
| **Position at December 31, 2022** | | **5,275** | **8,727** | **-107** | **13,895** | **4,107** | **18,002** |
| **Total comprehensive income for the period** | | | **5,283** | **-206** | **5,076** | **726** | **5,802** |
| Change in gains and losses recognized directly in equity and recyclable in profit or loss | | | | -195 | -195 | -136 | -331 |
| Gains and losses on translation | | | | -195 | -195 | -136 | -331 |
| Revaluation differences | | | | | 0 | | 0 |
| Revaluation differences on hedging instruments | | | | | 0 | | 0 |
| Revaluation differences on equity instruments | | | | | 0 | | 0 |
| Change in gains and losses recognized directly in equity and recyclable in profit or loss | | | | -12 | -12 | -16 | -28 |
| Actuarial difference | | | | -13 | -13 | -17 | -30 |
| Revaluation differences on equity instruments | | | | 2 | 2 | 0 | 2 |
| Capital increase | | | | | 0 | | 0 |
| Capital decrease | | | | | 0 | | 0 |
| Share-based compensation | | | | | 0 | | 0 |
| Change in percentage without assumption/loss of control | | | | | 0 | | 0 |
| Change in percentage with assumption/loss of control | | | | | 0 | | 0 |
| Dividends | | | -1,925 | | -1,925 | -917 | -2,842 |
| Treasury stock | | | 18 | | 18 | | 18 |
| Other adjustements | | | 61 | | 61 | -37 | 24 |
| **POSITION AT DECEMBER 31, 2023** | | **5,275** | **12,164** | **-313** | **17,126** | **3,878** | **21,004** |

At December 31, 2023, Maroc Telecom's share capital comprised 879,095,340 ordinary shares. Ownership of the shares was divided as follows:

- Etisalat: 53%;
- Kingdom of Morocco: 22%;
- Other: 25%.

Reserves consist mainly of accumulated undistributed earnings from previous years, including MAD 3,073 million in undistributable reserves at December 31, 2023.

# Note 1 Accounting principles and valuation methods

Group companies are consolidated on the basis of their fiscal year ending December 31, 2023 except for CMC, whose fiscal year ends March 31, 2023.

The financial statements and notes were approved by the Management Board on January 29, 2024.

## 1.1 CONTEXT FOR THE PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR 2023 AND THE FINANCIAL STATEMENTS FOR THE YEARS 2022 AND 2021

Pursuant to Regulation (EC) no. 1606/2002 of July 19, 2002, concerning the adoption of international accounting standards, the consolidated financial statements of Maroc Telecom Group for the year ended December 31, 2023, were prepared in accordance with the International financial reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), applicable as endorsed by the European Union (EU). For purposes of comparison, the 2023 financial statements also include financial information on 2022 and 2021.

## 1.2 COMPLIANCE WITH ACCOUNTING STANDARDS

The consolidated financial statements of Maroc Telecom SA have been prepared in accordance with International financial reporting Standards (IFRS) and International financial reporting Interpretations Committee (IFRIC) interpretations endorsed by the European Union and mandatory at December 31, 2023. The accounting standards applied to the consolidated financial statements do not differ from those issued by the International Accounting Standards Board (IASB).

### 1.2.1 Standards and interpretations applied by Maroc Telecom for fiscal year 2022

All the new standards, interpretations and amendments published by the IASB and mandatory in the European Union from January 1, 2022 have been applied.

#### 1.2.1.1 IMPACT OF APPLICATION OF THE STANDARDS AND INTERPRETATIONS ADOPTED IN 2022

The Group believes that the improvements adopted in 2022 did not have a material impact on its consolidated financial statements.

### 1.2.2 Standards and interpretations applied by Maroc Telecom for fiscal year 2023

On June 25, 2020, the IASB issued amendments to IFRS 17 – Insurance Contracts to help companies apply the standard and make it easier for them to explain their financial performance. The effective date of these amendments is January 1, 2023.

The Group considers that the 2023 improvements have no material impact on its consolidated financial statements.

## 1.3 PRESENTATION AND PRINCIPLES GOVERNING THE PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENT

Pursuant to IFRS principles, the consolidated financial statements have been prepared on an historical-cost basis, with the exception of certain asset and liability categories.

The categories concerned are mentioned in the notes below. The consolidated financial statements are presented in dirham and all values are rounded to the nearest million unless otherwise noted. They include the accounts of Maroc Telecom and its subsidiaries after elimination of intragroup transactions.

### 1.3.1 Statement of comprehensive income

Maroc Telecom has chosen to present its statement of comprehensive income in a format that breaks down income and expenses by type.

#### 1.3.1.1 EARNINGS FROM OPERATIONS AND EARNINGS FROM CONTINUING OPERATIONS

Earnings from operations, which in documents previously issued by Maroc Telecom was called operating income, includes revenues, cost of purchases, payroll costs, taxes and duties, other operating income and expenses, as well as net depreciation, amortization and provisions.

Earnings from continuing operations includes earnings from operations, other income from continuing operations, other expenses on continuing operations (including impairment of goodwill and other intangible assets), as well as the share of net earnings of equity associates.

#### 1.3.1.2 FINANCING COSTS AND OTHER FINANCIAL INCOME AND EXPENSES

Net financing costs comprise:

- gross financing costs which includes interest payable on loans calculated using the effective-interest rate method;
- financial income received from cash investments.

Other financial income and expenses mainly include gains and losses on currency translation (other than those relating to operating activities recognized under earnings from operations), dividends received from non-consolidated companies, earnings from consolidated activities or companies not recognized under earnings from discontinued activities or in the process of being discontinued.

### 1.3.2 Statement of financial position

Assets and liabilities with maturities shorter than the operating cycle, i.e. generally less than 12 months, are recognized under current assets or liabilities. If their maturities are longer than this, they are recognized under noncurrent assets or liabilities, except for operating expenses.

### 1.3.3 Consolidated statement of cash flows

Maroc Telecom Group has chosen to present its consolidated cash flow statement using the indirect method. Working capital requirements from operations correspond to changes in the balance sheet items of trade receivables, inventories and trade payables.

### 1.3.4 Use of estimates and assumptions

The preparation of consolidated financial statements in accordance with IFRS requires Maroc Telecom to make certain estimates and assumptions that it deems reasonable and realistic. Despite regular reviews of these estimates and assumptions based on past or anticipated achievements, facts and circumstances may lead to changes in these estimates and assumptions that could have an impact on the carrying value of Group assets, liabilities, equity, or earnings.

The main estimates and assumptions concern changes in the following items:

- provisions: risk estimates, performed on an individual basis; the occurrence of events during risk-measurement procedures may lead at any time to a reassessment of the risk in question (see Note 14);
- impairment of trade receivables and inventories: estimates of nonrecovery risk for trade receivables and obsolescence risk for inventories;
- employee benefits: assumptions, updated annually, include the probability of employees remaining with the Group until retirement, expected changes in future compensation, the discount rate, and the inflation rate (see Note 14);
- revenues recognition: estimates of benefits granted as part of customer-loyalty programs, to be deducted from certain revenues items, and of deferred revenues relating to distributors (see Note 17);
- goodwill: valuation methods adopted for the identification of intangible assets acquired through business combinations (see Note 3);
- goodwill, indefinite useful lives of intangible assets, and assets in progress: assumptions are updated annually for impairment tests performed on each of the Group's cash-generating units (CGUs), determined by future cash flows and discount rates;
- deferred taxes: estimates concerning the recognition of deferred tax assets are updated annually; estimates include the Group's future tax results and expected changes in temporary differences between assets and liabilities (see Note 8);
- IFRS 16: the discount rate is estimated by taking into account risk, economic conditions, country specificities and duration.

### 1.3.5 Consolidation methods

The generic name Maroc Telecom refers to the group of companies composed of the parent company Itissalat Al-Maghrib SA and its subsidiaries.

A list of the Group's principal subsidiaries is presented in Note 2 "Scope of consolidation" at December 31, 2021, 2022 and 2023.

Maroc Telecom's scope of consolidation comprises wholly owned companies exclusively; therefore the only consolidation method employed by the Group is that of full consolidation.

The accounting method described below was applied consistently to all the periods presented in the consolidated financial statements.

#### FULL CONSOLIDATION

All companies in which Maroc Telecom has a controlling interest, namely those in which it has the power to govern financial and operational policies to obtain benefits from their operations, are fully consolidated.

The new standard for consolidation, introduced by IFRS 10 as replacement of IAS 27 (amended) – Consolidated and Separate Financial Statements and by SIC 12 Special Purpose Vehicles, is based on the following three criteria that must be met simultaneously for Maroc Telecom to assume control:

- Maroc Telecom has power over the subsidiary when it has existing rights that give it the ability to direct the relevant activities (i.e., the activities that significantly affect the investee's returns); Power arises from existing and/or potential voting rights and/or contractual arrangements. The voting rights must be substantial (i.e., they may be employed at any time and without limitation, particularly during votes on important activities). Assessment of whether a parent has power over a subsidiary depends on the relevant activities of the subsidiary, it's decision-making procedures, and the breakdown of votes among the other shareholders;
- Maroc Telecom has exposure or rights to variable returns from its involvement with the subsidiary. These returns may vary in accordance with the subsidiary's performance. The notion of return is defined broadly and includes dividends and other

forms of distributed economic benefits, the investment's valuation, cost savings, synergies, etc.;
- Maroc Telecom has the ability to exercise its power to affect the returns. Any power that cannot affect returns is considered non-controlling.

The Group's consolidated financial statements are presented as those of a single economic entity with two types of owners: 1. the owners of Maroc Telecom Group (shareholders of Maroc Telecom SA), and 2. holders of non-controlling interests (minority shareholders of the subsidiaries). A non-controlling interest is defined as a stake in a subsidiary that cannot be directly or indirectly attributed to a parent company (hereinafter "non-controlling interests"). Consequently any changes in percentage of ownership of a parent company in a subsidiary that do not result in the loss of control affects only equity, because control is not changed within the economic entity.

#### TRANSACTION ELIMINATED IN THE CONSOLIDATED FINANCIAL STATEMENTS

Revenues, expenses, and balance-sheet positions resulting from intragroup transactions are eliminated during the preparation of the consolidated financial statements.

### 1.3.6 Business combinations

#### BUSINESS COMBINATIONS FROM JANUARY 1, 2009

The acquisition method is used to account for business combinations. Under this method, upon the initial consolidation of an entity over which the Group has acquired exclusive control:

- the identifiable assets acquired and the liabilities assumed are measured at their fair value on the acquisition date;
- the noncontrolling interests are measured either at fair value or at their proportionate share of the acquiree's identifiable net assets. This option is available on a transaction-by-transaction basis.

On the acquisition date, goodwill is measured as the difference between:

- the fair value of the consideration transferred plus the amount of noncontrolling interest in the acquiree, and, in a business combination achieved in stages, the acquisition-date fair value of the equity interest held previously by the acquirer in the acquire;

and

- the net amount on the acquisition date for identifiable assets acquired and liabilities assumed.

The fair-value measurement of noncontrolling interests increases goodwill up to the share attributable to the noncontrolling interests, thereby resulting in the recognition of full goodwill. The purchase price and its allocation must be completed within 12 months of the acquisition date. If goodwill is negative, it is recognized as profit directly in profit or loss. After the acquisition date, goodwill is measured at its initial amount, less any recorded impairment losses.

The following principles also apply to business combinations:

- beginning on and after the acquisition date, to the extent possible, goodwill is allocated to each cash-generating unit likely to benefit from the business combination;
- any adjustment to the purchase price is recorded at fair value on the acquisition date, and any subsequent adjustment after the purchase-price allocation period is recognized in profit or loss;
- acquisition-related costs are recognized as expenses when incurred;
- in the event of acquisition of an additional interest in a consolidated subsidiary, Maroc Telecom recognizes the difference between the acquisition cost and the carrying value of noncontrolling interests as a change in equity attributable to shareholders of Maroc Telecom

Goodwill is not amortized.

#### BUSINESS COMBINATIONS PRIOR TO JANUARY 1, 2009

Pursuant to IFRS 1, Maroc Telecom elected not to restate business combinations that occurred before January 1, 2004. IFRS 3, as published by the IASB in March 2004, had already retained the acquisition method. Its provisions, however, differed from those of the revised standard on the following main points:

- noncontrolling interests were measured on the basis of their proportionate share in the acquired net identifiable assets; the option of fair-value measurement did not exist;
- contingent consideration was recognized in the cost of acquisition only if payment was likely to occur and the amounts could be measured reliably;
- costs attributable directly to the acquisition were recognized under the cost of the business combination;
- in the event of acquisition of an additional interest in a consolidated subsidiary, Maroc Telecom recognizes as goodwill the difference between the acquisition cost and the carrying value of acquired noncontrolling interests.

### 1.3.7 Foreign-currency translation

Foreign-currency transactions are initially recorded in the functional currency at the exchange rate prevailing on the date of the transaction. At the end of the period, monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the exchange rate prevailing on that date. All translation differences are recognized in profit or loss for the period.

## 1.3.8 Translation of financial statements for foreign activities

Assets and liabilities relating to foreign activities, including goodwill and fair-value adjustments arising from consolidation, are translated into Moroccan dirhams at the exchange rate prevailing at the end of the period.

Income and expenses are translated into dirhams at the average exchange rate over the period.

Foreign exchange differences arising from translation are recorded as foreign currency translation differences, as a separate component of shareholders' equity.

## 1.3.9 Assets

### 1.3.9.1 OTHER INTANGIBLE ASSETS

Intangible assets acquired separately are recorded at cost, and intangible assets acquired in connection with a business combination are recorded at their fair value at the acquisition date. Subsequent to initial recognition, the historical cost model is applied to intangible assets that are amortized when they are ready for use. Depreciation is recorded for assets with limited useful life. The useful lives are reviewed at each closing.

The estimated useful lives are between two and five years.

IAS 38 does not recognize brands, subscriber bases and market segments generated internally as intangible assets.

Licenses for the operation of telecommunications networks are recorded at historical cost and are amortized on a straight-line basis as of the effective date of the service for the period of validity of the license.

The Maroc Telecom Group chose not to use the option offered by IFRS 1 to choose to measure certain intangible assets at fair value on January 1, 2004 at this date.

Expenditures posted to intangible enterprises are capitalized only if they enhance the future economic benefits associated with the asset. Other expenses are recognized as expenses when incurred.

### 1.3.9.2 RESEARCH AND DEVELOPMENT COSTS

Research costs are expensed when incurred. Development expenses are capitalized when the project can reasonably be considered feasible.

Pursuant to IAS 38 – Intangible Assets, development costs are capitalized only after the technical and financial feasibility of the asset for sale or use have been established, where it is likely that the future economic benefits attributable to the asset will flow to the Company, and where the cost of the asset can be measured reliably.

### 1.3.9.3 PROPERTY, PLANT, AND EQUIPMENT

Property, plant, and equipment are carried at historical cost less any accumulated depreciation and impairment losses. Historical cost includes acquisition or production costs as well as costs directly attributable to transporting the asset to its physical location and to preparing it for use in operations. For the purposes of IAS 23, borrowing costs directly attributable to the acquisition, construction, or production of a qualifying asset are included in the cost of the asset. Other borrowing costs are recognized as an expense for the period in which they are incurred. When property, plant, and equipment include significant components with various useful lives, the components are recorded and depreciated separately.

Property assets comprising the items "land" and "buildings" are derived in part from the contribution in kind granted in 1998 by the Moroccan government (in connection with the breakup of ONPT) to Maroc Telecom when it was established.

When these assets were transferred, the property titles could not be registered with the property registry.

Fully 98.24% of such assets had been assigned property titles at the end of December 2022. Although uncertainty over the property titles remains, the risk is limited, because the Moroccan government has guaranteed Maroc Telecom use of the transferred property as at this time, and because to date there have been no significant incidents related to this situation.

The assets transferred by the Moroccan government on February 26, 1998, to establish Maroc Telecom as a public operator were recorded as a net amount in the opening statement of financial position, as approved by:

- the Postal Services and Information Technology Act no. 24-96;
- the joint order no. 341-98 of the Ministry of Telecommunications and the Ministry of Finance, Commerce, and Industry, approving the inventory of assets transferred to Maroc Telecom Group.

Depreciation is calculated using the straight-line method over the estimated useful lives of the assets. Useful lives are reviewed at the end of each reporting period and are as follows:

- Construction and buildings: 20 years
- Civil engineering projects: 15 years
- Network equipment:
  - Transmission (Mobile): 10 years
  - Switching: 8 years
  - Transmission (Fixed-line): 10 years
- Fixtures and fittings:
  - for various facilities: 10 years
  - for the fitting out of buildings: 20 years
- Computer equipment: 5 years
- Office equipment: 10 years
- Transportation equipment: 5 years

Assets not put into service are maintained in assets under construction.

Depreciation charges for assets acquired under these contracts are included in depreciation charges.

Maroc Telecom Group has elected not to use the option offered by IFRS 1 to measure certain items of property, plant and equipment at their fair value at January 1, 2004.

The Group recognizes, in the carrying amount of an item of property, plant and equipment, the replacement cost of a component of that item of property, plant and equipment at the time this cost is incurred if it is probable that the future economic benefits associated with the asset will flow to the Group and its cost can be reliably measured.

All routine maintenance and servicing costs are expensed as incurred.

#### 1.3.9.4 IMPAIRMENT OF FIXED ASSETS

Goodwill and other intangible assets with indefinite useful lives are subject to an impairment test at the close of each annual period, and are also tested whenever there is an indication that they may be impaired. The carrying value of other Fixed assets is also subject to an impairment test whenever events or circumstances indicate that the carrying value of such assets may not be recoverable. The impairment test compares the asset's carrying amount with its recoverable amount (i.e., the higher of fair value less disposal costs and value in use).

The recoverable amount is determined for an individual asset as long as the asset generates cash inflows that are largely independent of those from other assets or groups of assets. If such is the case, as it is for goodwill, the recoverable amount is determined for the cash-generating unit. Maroc Telecom has selected as its cash generating units its Fixed and Mobile business units (BU).

#### 1.3.9.5 ACCOUNTING TREATMENT OF LEASE ASSETS

The MT Group adopted IFRS 16 with effect from January 1, 2019. The application of this standard removes the IAS 17 distinction between operating leases and finance leases, and requires the recognition of almost all leases on the balance sheet with an asset representing the right-of-use of the leased asset for the duration of the lease term, in exchange for a liability in respect of the obligation to pay rent.

##### 1.3.9.5.1 Definition of right-of-use

Maroc Telecom's right-of-use is derived from its leases. Under IFRS 16, *"a contract is, or contains, a lease if it conveys to the tenant the right to control the use of an identified asset for a period of time in exchange for consideration"*. This definition provided by the standard focuses on two main points: the identification of the asset and the control of its use by the lessee.

Following the analysis of the leases of its various subsidiaries and regions, the Group has defined four main categories of right-of-use:

- land;
- buildings;
- technical facilities;
- transportation equipment.

Acquisition costs are not capitalized in accordance with the transitional provisions provided for in paragraph C10d.

##### 1.3.9.5.2 Exemptions

Based on the criteria provided, the MT Group has included in the scope of application of the standard all eligible contracts with the exception of:

- contracts relating to intangible assets (licenses and software);
- leases for which the Group is the lessor;
- contracts meeting the low-value exemption (asset replacement value below the equivalent of USD 5,000) or the short-term exemption (remaining term at the transition date is less than 12 months). These exemptions are provided for by the standard and applied by the Group.

##### 1.3.9.5.3 Separation of contact components

IFRS 16 includes a clause on the separation of contract components: *"Where a contract is or contains a lease, the entity shall recognize each lease component of the contract as a separate lease, independent of the non-lease components of the contract, unless it applies the simplification measure set out in paragraph 15."*

The MT Group has opted for the simplification option by recognizing the lease components and related non-lease components as one single lease component. As mentioned in paragraph 15, the choice is made by category of underlying assets and does not apply to embedded derivatives that meet the conditions defined in paragraph 4.3.3 of IFRS 9 – Financial Instruments.

##### 1.3.9.5.4 Definition of lease term

In order to quantify the IFRS 16 impacts of a contract, the MT Group must define the period for which it is enforceable. The enforceable period, as defined by paragraph 18 of IFRS 16, includes the period during which the contract is non-cancellable, to which is added:

- the portion of the contractual term in which the entity has a termination option that it is reasonably certain not to exercise;
- the period for which the entity has an extension option that it is reasonably certain to exercise.

Reasonable certainty is at the discretion of the Group. The latter exercises its options in accordance with the facts and circumstances and in such a way as to preserve its economic and competitive interests.

As underlined by the IFRS IC in its decision on the economic definition of the enforceable period, as well as the CNCC (French National Institute of Statutory auditors) and the ANC (French

Accounting Standards Authority) through their analysis work, the enforceable period is not limited to the contractual terms. In reality, it is linked to the economic advantage derived by the lessee from the asset and the significant penalties that may apply in the event of termination of the contract prior to the end of the economic term. Ultimately, the enforceable period may be modified independently of the contractual terms when the reality of the economic context is more meaningful.

Documentation work has been carried out to identify and measure the impact of the decisions made on the consolidated financial statements. The results of the analyses carried out reveal no significant differences between the Group's current model for measuring the enforceable periods of contracts and the new provisions introduced by the IFRS IC.

### 1.3.9.5.5 Determining the discount rate

The discount rate is also a fundamental parameter used to accurately measure the impacts of IFRS 16. Indeed, this element is a condition imposed by the standard which stipulates: *"At the start date [of a lease], the lessee must measure the lease liability at the present value of the lease payments that have not yet been paid. The present value of lease payments should be calculated using the interest rate implicit in the lease, if that rate can be readily determined. Otherwise, the lessee must use its incremental borrowing rate."*

The Group has opted for the incremental borrowing rate: the rate of interest that a lessee would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of similar value to the right-of-use assets in a similar economic environment. It is determined by reference to currency risk, country risk, entity risk and maturity. As a result, each entity and each maturity has a different discount rate.

To ensure its reliability, the Group recommends an approach of regular direct consultation with its banking partners in order to update the Group's debt ratios by maturity and by subsidiary annually.

### 1.3.9.5.6 Measurements

When adopting IFRS 16, the Group is required to perform two measurements. A first measurement, at the effective date of the contract, called the initial measurement, and a second after the effective date of the contract called the subsequent measurement.

#### *1.3.9.5.6.1 Initial measurement*

The initial measurement of the liability is based on the present value of unpaid lease payments, using the discount rate.

At the effective date, the Group also measures the cost of the asset on the basis of:

- the initial measurement of the lease liability;
- the amount of rent paid on or before the effective date (after deduction of any lease incentives received).

#### *1.3.9.5.6.2 Subsequent measurement*

After the effective date of the contract, the standard provides for three models of subsequent measurement: the cost model, the fair value model and the revaluation model.

The MT Group has chosen to apply the cost model in order to maintain consistency with the preferred models for other standards. Under the terms of this model, the right-of-use asset is measured at cost, less any accumulated depreciation and any accumulative impairment losses, and adjusted for any remeasurement of the lease liability.

The Group must depreciate the right-of-use asset in accordance with the depreciation provisions of IAS 16 – Property, plant and equipment. The depreciation period corresponds to the period between the effective date of the contract and the earlier of the end of the useful life of the underlying asset and the end of the lease term. However, if the depreciation period is longer than that of the contract, the depreciation period shall match the lease term.

Under the cost model, impairment of the right-of-use asset is determined in accordance with IAS 36 – Impairment of Assets.

### 1.3.9.5.7 Lease modifications

In the event of a lease modification, on the effective date of the modification, the MT Group:

a) Allocates the consideration provided for in the amended lease in accordance with the terms of the standard (paragraphs 13 to 16).
b) Determines the lease term as amended in accordance with the terms of the standard (paragraphs 18 and 19).
c) Remeasures the lease liability by discounting the revised lease payments using the incremental borrowing rate on the effective date of the modification.

Paragraph 44 of the standard states that a change in the scope of a lease and the consideration for the lease does not constitute a contract amendment. These two conditions together require the creation of a separate lease.

### 1.3.9.5.8 Presentation

The elements of IFRS 16 must be presented in the Group's primary financial statements. The standard suggests two ways of doing so: the first consists of highlighting the impacted items by asset category and the second requires the creation of a separate section dedicated to the IFRS 16 elements. The MT Group has opted for the second presentation. On the asset side of the balance sheet, the right-of-use asset and its depreciation constitute a separate category of Fixed assets. On the liability side, the lease obligation is included in the Group's financial liabilities, but a separate line is included in the notes.

### 1.3.9.5.9 Out-of-scope contracts

Contracts outside the scope of IFRS 16 are recognized as rental expenses and appear in the Group income statement.

### 1.3.9.5.10 Application to portfolios

IFRS 16 allows for the grouping of leases with similar characteristics in a portfolio, and the application of the measures by portfolio, provided that it is reasonably expected that the effects on the financial statements of applying a portfolio approach will not differ materially from applying IFRS 16 to the individual leases within that portfolio.

The MT Group has chosen to continue to recognize individual leases and not opted for a portfolio approach.

#### 1.3.9.5.11 Combining contract

According to Appendix B paragraph B2 of the standard, two or more contracts are accounted for as a single contract when:

**a)** Contracts are negotiated as a package and have an overall business objective that would not be understood if the contracts were not considered collectively.

**b)** The amount of consideration to be paid under one of the contracts depends on the price or performance of the other contract. Or

**c)** The right-of-use of underlying assets conferred by the contracts (or some of the right-of-use of underlying assets conferred by each of the contracts) constitute a single lease component as described in paragraph B32".

If one of the aforementioned conditions is met, the Group must combine the contracts entered into at the same time or nearly the same time with the same party (or parties related to said party) and recognize them as one single contract.

#### 1.3.9.5.12 Deferred taxes

As the standard is not clear as to whether or not deferred tax should be recognized on the initial recognition of a right of use and a lease liability when IFRS 16 is implemented, Maroc Telecom Group does not recognize deferred tax on contracts subject to IFRS 16 at the time of recognition.

### 1.3.9.6 FINANCIAL ASSETS

The Group has applied the provisions of IFRS 9 to financial instruments that were not derecognized on the initial application date of January 1, 2017. All financial assets recognized within the scope of IFRS 9 have been measured at amortized cost or fair value based on the two criteria mentioned above, hereinafter the categories of financial assets identified by Maroc Telecom:

- financial assets classified as held-to-maturity and loans and receivables are measured at amortised cost in accordance with IFRS 9 because they are held in a business model to collect contractual cash flows. These cash flows consist solely of the payment of principal and interest on the outstanding principal;
- equity securities classified as available-for-sale have been irrevocably classified as fair value through other comprehensive income;
- investments in treasury shares held for trading continue to be measured at fair value through net income;
- held-for-trading financial assets continue to be measured at fair value through net income under IFRS 9 because these investments are managed as a trading portfolio and settlement is based on changes in the fair value of the underlying securities and interest.

Thus, no change in the classification of the Group's active financial instruments has been identified in accordance with the new IFRS 9 standard, which has not generated any material impact on the financial statements.

### 1.3.9.7 INVENTORIES

Inventories are composed of:

- goods corresponding to inventory intended for sale to customers when their line is opened and consisting of Fixed-line, Mobile internet or Multimedia terminals and their accessories, with the exception of SIM cards. These inventories are valued using the CUMP method;
- handsets delivered to distributors and not activated at the balance sheet date are recognized in inventories, while handsets not activated within nine months of delivery are recognized simultaneously in revenues and costs;
- materials and supplies corresponding to items not dedicated to the network. These inventories are valued at their average acquisition cost.

Inventories are valued at the lower of cost or net realizable value. Impairment is recognized on the basis of the prospects for the sale and condition of the inventory (whether for Mobile, Fixed-line, Internet or technical assets).

### 1.3.9.8 TRADE ACCOUNTS RECEIVABLE AND OTHER RECEIVABLES

These include trade and other receivables and are measured at fair value upon initial recognition and subsequently at amortised cost less impairment losses.

Trade receivables correspond to private and public receivables:

- private receivables: these are receivables from domestic and international individuals, distributors, companies and operators;
- public receivables: these are receivables from local authorities and the State.

Regarding the impairment of trade receivables, IFRS 9 refers to the procedures detailed in IAS 39. The latter stipulates that: *"At the end of each reporting period, the entity must assess whether there is objective evidence of impairment of a financial asset or group of financial assets measured at amortised cost. If such evidence exists, the entity must apply paragraph 63 to determine the amount of any impairment."*

The standard lists various events considered as objective indications of impairment. The Group uses some of these indications, such as default or other, to assess the need for and pace of provisioning. Maroc Telecom adopts a statistical method approach to determine impairment losses in a group of financial assets in accordance with paragraph AG92 of IAS 39.

### 1.3.9.9 CASH AND CASH EQUIVALENTS

"Cash and cash equivalents" include cash on hand, sight deposits, current accounts, and short-term, highly liquid investments with maturities of three months or less.

## 1.3.10 Assets held for sale and discontinued operations

A noncurrent asset or a group of assets and liabilities qualifies as held for sale when its carrying value may be recovered principally through its disposal and not by its continued utilization. To qualify as held for sale, the asset must be available for immediate sale and the disposal must be highly probable. Such assets and liabilities are reclassified as assets held for sale and as liabilities associated with assets held for sale, without possibility of offset. The reclassified assets are recorded at the lower of fair value (net of disposal fees) and cost less accumulated depreciation and impairment losses, and are no longer depreciated.

An operation is qualified as discontinued when the criteria for classification as an asset held for sale have been met or when Maroc Telecom has sold the operation. Discontinued operations are reported on a single line of the statement of comprehensive income for the periods reported, comprising the earnings after tax of the discontinued operations until the divestiture date and the gain or loss after tax on the sale or fair-value measurement, less costs to sell the assets and liabilities of the discontinued operations. In addition, operating, investing, and financing cash flows generated by discontinued operations are reported on the statement of cash flows.

### 1.3.10.1 FINANCIAL LIABILITIES

Financial liabilities comprise borrowings, accounts payable, and bank overdrafts.

### 1.3.10.2 BORROWINGS

All borrowings are initially accounted for at fair value of the amount received, net of borrowing costs. The allocation of borrowings to current and noncurrent liabilities is performed on the basis of contractual maturity.

## 1.3.11 Provisions

Provisions are recognized when, at the end of the reporting period, the Group has a legal, regulatory, or contractual obligation as a result of past events, when it is probable that an outflow of resources (without any expected related inflow) will be required to settle the obligation, and when the obligation can be estimated reliably. Where the effect of the time value of money is material, provisions are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money. If no reliable estimate can be made of the amount of the obligation, no provision is recorded and a disclosure is made in the notes to the consolidated financial statements.

Restructuring provisions are recorded when the Group has approved a formal and detailed restructuring program and has either begun to implement the program or has announced the program publicly. Future operating expenses are not provisioned.

Pension commitments are estimated for the subsidiaries, taking into account actuarial assumptions. The Group applies the projected unit credit method to recognize the value of its defined benefit obligation as a liability on the balance sheet.

## 1.3.12 Deferred taxes

Deferred taxes are accounted for using the liability method, for differences existing at closing between the tax-base value of assets and liabilities and their carrying value on the balance sheet.

Deferred tax liabilities are recognized for all taxable temporary differences:

- except for temporary differences generated by the initial recognition of goodwill; and
- for taxable temporary differences arising from investments in subsidiaries, affiliates, and joint ventures, unless the date on which the temporary difference will reverse can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, tax-loss carry forwards, and unused tax credits, insofar as it is probable that a taxable profit will be available, or when a current tax liability exists to make use of those deductible temporary differences, tax-loss carryforwards, and unused tax credits:

- except where the deferred tax asset associated with the deductible temporary difference is generated by initial recognition of an asset or liability in a transaction that is not a business combination and that at the transaction date does not impact accounting earnings, taxable income, or taxable losses;
- for deductible temporary differences arising from investments in subsidiaries, affiliates, and joint ventures, deferred tax assets are recorded to the extent that it is probable that the temporary difference will reverse in the foreseeable future and that taxable profit will be available against which the temporary difference can be utilized.

The carrying value of deferred tax assets is reviewed at each closing date and reduced to the extent that it is no longer probable that a taxable profit will be available to allow the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the expected tax rates for the year during which the asset will be realized or the liability settled, on the basis of tax rates (and tax regulations) enacted or substantially enacted by the closing date.

Taxes for items credited or charged directly to equity are recognized in equity, not in profit or loss.

## 1.3.13 Trade accounts payable

Trade accounts payable include trade payables and other accounts payable. These are measured initially at historical cost and subsequently at amortized cost.

### 1.3.14 Share-based compensation

Pursuant to IFRS 2, share-based compensation is recorded as a payroll cost at the value of the equity instruments granted, which are assessed using a binomial model. However, depending on whether the equity instruments granted are settled through the issuance of Maroc Telecom shares or in cash, the valuation of the expense differs:

- for equity-settled instruments, the value of the instruments granted is initially estimated and Fixed at grant date, then allocated over the vesting period on the basis of features of equity-settled instruments. The obligation is recorded in equity;
- for cash-settled instruments, the value of the instruments granted is initially estimated and Fixed at grant date and is then re-estimated at each reporting date; the expense is adjusted pro rata for subsequent changes in the value of the vested rights. The obligation is allocated over the vesting period on the basis of features of cash-settled instruments. The corresponding obligation is recorded as a noncurrent provision.

Pursuant to the transitional provisions of IFRS 1 for IFRS 2, Maroc Telecom elected to apply IFRS 2 retroactively, to January 1, 2004.

In 2021, 2022 and 2023 no compensation paid in shares is recognized.

### 1.3.15 Revenues

Maroc Telecom revenues arise primarily from the sale of Mobile, Fixed-line and Internet telecommunication services and from the sale of equipment:

- the sale of services of the Mobile, Fixed-line and Internet activities consists of:
  - revenues from subscriptions to classic offers as well as the amounts of postpaid plans,
  - revenues from outgoing national and international calls (excluding rate plans), as and when they are used,
  - income from incoming national and international calls,
  - revenues generated by ADSL, Fiber Optic and Mobile internet offers,
  - revenues generated by Mobile customers not resident in Morocco using Maroc Telecom's networks (Roamers),
  - revenues generated by Data transmission provided to the business market and to internet service providers and other telecom operators,
  - revenues from the sale of advertising inserts in printed and electronic directories, which are taken into account when they are published,
  - revenues generated by Value-Added Services (VAS);
- equipment sales include all sales of equipment (Mobile terminals, broadband equipment, connected objects and accessories).

Income from contracts with customers is recognized under revenues when the provider's obligations are met immediately or gradually. Revenues from incoming and outgoing call traffic are recognized when the service is provided. For prepaid services, revenues are recognized as calls are made. Revenues from equipment is recognized when the line is activated.

Revenues from contracts with customers is recognized if the following conditions are met:

- the parties to the contract have approved it (in writing, orally, or according to other normal business practices) and have undertaken to fulfill their respective obligations;
- the Company can identify each party's rights to the goods or services to be provided;
- the Company can identify the payment terms agreed for the goods or services to be provided;
- the contract has commercial substance (causes an identifiable and measurable change in the economic circumstances of the entity or associated risk);
- it is probable that the entity will receive the consideration to which it is entitled in exchange for the goods or services that it will provide to the customer.

Revenues from telephone subscriptions are recognized on a straight-line basis over the subscription contract period.

Revenues from Value-Added Services (VAS) are recognized as follows:

- sales of services developed by Maroc Telecom are recorded gross;
- sales of services to customers managed by Maroc Telecom on behalf of content providers (mainly premium-rate numbers) are recorded net of related expenses;
- when sales are made via a third-party distributor supplied by the Group and involve a discount on the retail price, revenues are recorded as gross revenues and commissions granted are recognized as operating expenses.

The criteria for determining whether Maroc Telecom is acting as a "principal" or "agent" are analyzed in line with the indicators in paragraph B37 of IFRS 15 – Entity acting as principal or agent.

Benefits granted by Maroc Telecom and its subsidiaries to customers under loyalty programs in the form of free services or reductions are recognized in accordance with IFRS 15 and deferred until such time as the acquired points are used or expire.

Where the sale is a combination of equipment and services (package), the allocation of the total price is made by attributing the fair value to the equipment and the remainder to the service in accordance with IFRS 15.

### 1.3.16 Cost of purchases

Purchases consumed mainly include purchases of Mobile and Fixed-line equipment and interconnection costs.

### 1.3.17 Other operating income and expenses

This item comprises mainly commissions to distributors, network-maintenance expenses, advertising and marketing costs, and restructuring charges.

### 1.3.18 Net financing costs

Net financing costs include interest payable on loans (calculated using the effective-interest method) and interest on investments.

Investment income is recognized in the statement of earnings when acquired.

### 1.3.19 Tax expenses

Tax expense includes income tax payable and deferred tax expense (or income). Tax is expensed unless it applies to items recorded directly to equity.

## 1.4 CONTRACTUAL COMMITMENTS AND CONTINGENT ASSETS AND LIABILITIES

On an annual basis, Maroc Telecom and its subsidiaries draw up a detailed list of all contractual obligations, financial and commercial commitments and contingent obligations to which they are party or exposed. This list is regularly updated by the relevant departments and reviewed by the Group's management.

Off-balance sheet commitments to suppliers of Fixed assets are measured on the basis of actual orders placed. The commitment corresponds to the difference between the orders issued and the completion of these orders.

In addition, commitments relating to real estate lease contracts are estimated on the basis of the notice period provided for in the termination clause of the contract. The Group only includes commitments that do not fall within the scope of the new IFRS 16 standard.

A contingent asset or liability is a potential asset or obligation that arises from past events and whose existence will be confirmed only by the occurrence (or non-occurrence) of one or more uncertain future events not wholly within the control of the entity.

A contingent liability may also arise from a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or the amount of the obligation cannot be measured with sufficient reliability.

In accordance with IAS 37, contingent assets and liabilities are not recognised but must be disclosed to briefly describe their nature.

## 1.5 SEGMENT DATA

A segment is a distinguishable component of the Group that is engaged either in providing products or services within a particular economic environment (geographical segment) or in providing related products or services (business segment) and is subject to risks and returns that are different from those of other segments.

In order to comply with the internal reporting indicators set out in IFRS 8, Maroc Telecom has chosen to present its main financial and operating indicators by geographical area, through the creation, in parallel with Morocco, of a new international segment grouping its current subsidiaries in Mauritania, Burkina Faso, Gabon, Mali, Cote d'Ivoire, Benin, Togo, Niger, Central African and Chad.

## 1.6 NET CASH POSITION

It corresponds to cash, cash equivalents and cash blocked for borrowing less borrowings.

## 1.7 EARNING PER SHARE

Earnings per share, as presented in the statement of comprehensive income, are calculated by dividing net earnings (Group share) for the period by the average number of shares outstanding over the period.

Diluted earnings per share are calculated by dividing:

- net profit of the fiscal year (Group share); and
- by the average number of shares outstanding over the period plus the average number of ordinary shares that would have been issued upon conversion of all potentially dilutive instruments that are convertible into ordinary shares.

At December 31, 2023, there were no potentially dilutive instruments.

## Note 2 Scope of consolidation

| Company | Legal form | % Group interest | % Capital held | Consolidation method |
|---|---|---|---|---|
| Maroc Telecom | LC | 100% | 100% | FC |
| Avenue Annakhil Hay Riad Rabat – Maroc | | | | |
| Compagnie Mauritanienne de Communication (CMC) | LC | | | |
| **12/31/2023** | | **80%** | **80%** | **FC** |
| 12/31/2022 | | 80% | 80% | FC |
| 12/31/2021 | | 80% | 80% | FC |
| 563, Avenue Roi Fayçal Nouakchott – Mauritanie | | | | |
| Onatel | LC | | | |
| **12/31/2023** | | **61%** | **61%** | **FC** |
| 12/31/2022 | | 61% | 61% | FC |
| 12/31/2021 | | 61% | 61% | FC |
| 705, av. de la nation 01, BP10000 Ouagadougou – Burkina Faso | | | | |
| Gabon Telecom | LC | | | |
| **12/31/2023** | | **51%** | **51%** | **FC** |
| 12/31/2022 | | 51% | 51% | FC |
| 12/31/2021 | | 51% | 51% | FC |
| Immeuble 9 étages, BP 40000 Libreville – Gabon | | | | |
| Sotelma | LC | | | |
| **12/31/2023** | | **51%** | **51%** | **FC** |
| 12/31/2022 | | 51% | 51% | FC |
| 12/31/2021 | | 51% | 51% | FC |
| ACI 2000 près du palais de sport BP-740 – Bamako- Mali | | | | |
| Casanet | LC | | | |
| **12/31/2023** | | **100%** | **100%** | **FC** |
| 12/31/2022 | | 100% | 100% | FC |
| 12/31/2021 | | 100% | 100% | FC |
| Imm Riad 1, RDC, Avenue Annakhil Hay Riad Rabat – Maroc | | | | |
| Moov Africa Côte d'Ivoire | LC | | | |
| **12/31/2023** | | **85%** | **85%** | **FC** |
| 12/31/2022 | | 85% | 85% | FC |
| 12/31/2021 | | 85% | 85% | FC |
| Plateau, Immeuble KARRAT, Avenue Botreau Roussel, Abidjan – Côte d'Ivoire | | | | |
| Moov Africa Benin | LC | | | |
| **12/31/2023** | | **100%** | **100%** | **FC** |
| 12/31/2022 | | 100% | 100% | FC |
| 12/31/2021 | | 100% | 100% | FC |
| Ilot 553, quartier Zongo Ehuzu, zone résidentielle, avenue Jean Paul 2, immeuble Etisalat, Cotonou – Benin | | | | |
| Moov Africa Togo | LC | | | |
| **12/31/2023** | | **95%** | **95%** | **FC** |
| 12/31/2022 | | 95% | 95% | FC |
| 12/31/2021 | | 95% | 95% | FC |
| Boulevard de la Paix, Route de l'Aviation, Immeuble Moov-Etisalat, Lomé – Togo | | | | |
| Moov Africa Niger | LC | | | |
| **12/31/2023** | | **100%** | **100%** | **FC** |
| 12/31/2022 | | 100% | 100% | FC |
| 12/31/2021 | | 100% | 100% | FC |
| 720 Boulevard du 15 avril Zone Industrielle, BP 13379, Niamey – Niger | | | | |

| Company | Legal form | % Group interest | % Capital held | Consolidation method |
|---|---|---|---|---|
| Moov Africa Centrafrique | LC | | | |
| **12/31/2023** | | **100%** | **100%** | **FC** |
| 12/31/2022 | | 100% | 100% | FC |
| 12/31/2021 | | 100% | 100% | FC |
| BP 2439, PK 0, Place de la République, Immeuble SOCIM, rez-de-chaussée, Bangui – Centrafrique | | | | |
| Moov Africa Chad | LC | | | |
| **12/31/2023** | | **100%** | **100%** | **FC** |
| 12/31/2022 | | 100% | 100% | FC |
| 12/31/2021 | | 100% | 100% | FC |
| BP 6505, Avenue Charles DE GAULLE, N'Djamena – Chad | | | | |

# Note 3 Goodwill

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Mauritel | 136 | 137 | 136 |
| Onatel | 1,838 | 1,838 | 1,838 |
| Gabon Telecom | 654 | 666 | 636 |
| Sotelma | 4,654 | 4,757 | 4,487 |
| Moov Alysse subsidiaries * | 1,141 | 1,166 | 1,100 |
| Casanet | 5 | 5 | 5 |
| Moov Africa Chad | 802 | 820 | 773 |
| **Total net** | **9,230** | **9,389** | **8,976** |

* *The Moov Alysse subsidiaries are composed of the following CGUs: Moov Africa Côte d'Ivoire, Moov Africa Benin, Moov Africa Togo, Moov Africa Niger, Moov Africa Centrafrique.*

As from July 1, 2009, business combinations are accounted for using the full goodwill method. Goodwill is allocated to identifiable cash-generating units (CGUs) in accordance with IAS 36. The CGUs correspond to the legal entities acquired by the Group: Mauritel, Onatel, Gabon Telecom, Sotelma, Moov Africa Côte d'Ivoire, Moov Africa Benin, Moov Africa Togo, Moov Africa Niger, Moov Africa Centrafrique and Moov Africa Chad.

Goodwill has been calculated in accordance with the revised IFRS 3.

Goodwill is subject to impairment tests at least once a year and whenever there is an indication of impairment.

At the end of 2023, without changing the methods used each year (value in use based on the discounted cash flow method), Maroc Telecom re-examined the value of the goodwill associated with its cash-generating units (CGUs), ensuring that the recoverable amount of the CGUs or group of CGUs tested exceeded their carrying amount.

Following this review, Maroc Telecom concluded that the recoverable amount of each CGU tested exceeded its carrying amount at December 31, 2023.

In accordance with IAS 36, the recoverable amount of Onatel, the Group's only listed subsidiary, corresponds to its value in use, which is higher than its fair value, determined on the basis of the stock market price.

The Casanet test is based on the equity multiple method (enterprise value (EV)/EBITDA).

The key assumptions used in determining recoverable amounts are determined on the basis of the following:

- net cash flow projections are based on past performance and forecast trends. These projections are consistent with the budget and recent forecasts of the CGUs, which take into account changes in the economic and macroeconomic environment, regulations and taxes, and are based on external sources such as studies published by the IMF, Dataxis and the regulatory authorities;
- after five years, cash flows are extrapolated to calculate the terminal value, which is also subject to sensitivity testing;
- the perpetual growth rate reflects the long-term growth rate of the economy while taking into account differences in maturity between markets and operators, without exceeding the average long-term growth rate for the markets in which the Group operates;
- the discount rate includes an additional premium for country risk.

At December 31, 2023, business plans and key operating assumptions have been affected by the following factors:

- inflation, in particular rising energy and raw material prices, and the ability to preserve margins and optimize costs and investments;
- regulatory pressure in the markets in which the Group operates;
- intense competition.

Although Maroc Telecom believes that its judgments, assumptions and estimates are appropriate, actual results may differ from these estimates depending on assumptions or different market or macroeconomic conditions.

The discount and perpetual growth rates used to determine values in use have been revised as follows:

- discount rates have increased, mainly due to the deterioration in the risk-free rate;
- perpetual growth rates have been maintained for main CGUs.

Below are the parameters used for the main CGUs (of which goodwill is the most significant):

| CGU | Valuation method | Discount rate in local currency | Perpetual growth rate in local currency |
|---|---|---|---|
| Onatel | DCF | 11.00% | 1.50% |
| Sotelma | DCF | 12.00% | 3.00% |
| Moov Africa Côte d'Ivoire | DCF | 9.00% | 3.00% |
| Moov Africa Chad | DCF | 13.50% | 3.00% |

The Moov Africa brand is subject to a specific impairment test using the same parameters as the CGUs.

Sensitivity analyses were conducted to determine the value of the parameters for which the recoverable amount of the CGUs (including significant goodwills) becomes equal to the carrying amount.

The results are presented below:

| | Increase in the discount rate required for the recoverable amount to equal the carrying amount (in number of points) | Decrease in the perpetual growth rate required for the recoverable amount to equal the carrying amount (in number of points) | Decrease in terminal year cash flows required for recoverable amount to equal carrying amount (in %) |
|---|---|---|---|
| Onatel | +0.7 pt | -1.0 pt | -10.1% |
| Sotelma | +0.7 pt | -1.1 pt | -11.3% |
| Cote d'Ivoire | +25.2 pt | -234,8 pt | -105,7% |
| Chad | +0.2 pt | -0.2 pt | -1,7% |

## TABLE OF CHANGES IN GOODWILL

| *(in MAD million)* | Beginning of period | *Impairment* | Translation adjustment | Reclassification | Change in scope of consolidation | End of period |
|---|---|---|---|---|---|---|
| **2021** | **9,315** | **-86** | **-253** | **0** | **0** | **8,976** |
| Mauritel | 136 | | 0 | | | 136 |
| Onatel | 1,838 | | | | | 1,838 |
| Gabon Telecom | 654 | | -18 | | | 636 |
| Sotelma | 4,651 | | -164 | | | 4,487 |
| Casanet | 5 | | | | | 5 |
| Moov Alysse subsidiaries | 1,229 | -86 | -43 | | | 1,100 |
| Moov Africa Chad | 801 | | -28 | | | 773 |
| **2022** | **8,976** | **0** | **413** | **0** | **0** | **9,389** |
| Mauritel | 136 | - | 1 | - | - | 137 |
| Onatel | 1,838 | - | - | - | - | 1,838 |
| Gabon Telecom | 636 | - | 30 | - | - | 666 |
| Sotelma | 4,487 | - | 270 | - | - | 4,757 |
| Casanet | 5 | - | 0 | - | - | 5 |
| Moov Alysse subsidiaries | 1,100 | 0 | 66 | - | - | 1,166 |
| Moov Africa Chad | 773 | - | 47 | - | - | 820 |
| **2023** | **9,389** | **0** | **-159** | **0** | **0** | **9,230** |
| Mauritel | 137 | - | -1 | - | - | 136 |
| Onatel | 1,838 | - | 0 | - | - | 1,838 |
| Gabon Telecom | 666 | - | -11 | - | - | 654 |
| Sotelma | 4,757 | - | -103 | - | - | 4,654 |
| Casanet | 5 | - | 0 | - | - | 5 |
| Moov Alysse subsidiaries | 1,166 | 0 | -25 | - | - | 1,141 |
| Moov Africa Chad | 820 | - | -18 | - | - | 802 |

# Note 4 Other intangible assets

| (in MAD million) | 2023 | 2022 | 2021 |
|---|---|---|---|
| Software | 1,084 | 1,092 | 907 |
| Telecom license | 3,968 | 4,599 | 4,822 |
| Other intangible assets | 2,248 | 2,005 | 1,791 |
| **Net total** | **7,300** | **7,696** | **7,521** |

The "Telecom licences" item includes the following licences:

- the 2G and 3G licences of Itissalat Al-Maghrib SA, Mauritel, Moov Africa Togo, Moov Africa Niger and Moov Africa Chad;
- the global Mobile licences of Onatel, Gabon Telecom, Moov Africa Benin and Moov Africa Central Africa;
- the global licences of Sotelma and Moov Africa Côte d'Ivoire;
- 4G licenses from Itissalat Al-Maghrib SA, Mauritel,Sotelma, Moov Africa Togo and Moov Africa Chad.

Other intangible assets mainly include patents, trademarks and elements related to business combinations, i.e. customer Databases identified when determining the goodwill of the subsidiaries acquired.

## 2023

| (in MAD million) | 2023 | Acquisitions & additions | Disposals and withdrawals | Translation adjustment | Change in scope of consolidation | Reclassification | 2022 |
|---|---|---|---|---|---|---|---|
| **Gross** | **28,426** | **952** | **-47** | **-458** | **0** | **57** | **27,923** |
| Software | 10,283 | 529 | -25 | -162 | 0 | -10 | 9,951 |
| Telecom license | 10,247 | 1 | 0 | -257 | | 0 | 10,502 |
| Other intangible assets | 7,897 | 421 | -23 | -39 | 0 | 67 | 7,470 |
| **Amortization and impairment** | **-21,126** | **-1,260** | **47** | **309** | **0** | **5** | **-20,227** |
| Software | -9,199 | -454 | 25 | 132 | | -43 | -8,859 |
| Telecom license | -6,279 | -523 | 0 | 148 | | 0 | -5,903 |
| Other intangible assets | -5,649 | -283 | 23 | 29 | | 47 | -5,465 |
| **Net total** | **7,300** | **-308** | **0** | **-149** | **0** | **62** | **7,696** |

Intangible assets recorded a gross increase of MAD 952 million relating to new acquisitions detailed as follows:

- investments in software for MAD 529 million;
- investments in SIM cards for MAD 302 million;
- investments in patents and trademarks in Morocco for MAD 94 million.

## 2022

| (in MAD million) | 2022 | Acquisitions & additions | Disposals and withdrawals | Translation adjustment | Change in scope of consolidation | Reclassification | 2021 |
|---|---|---|---|---|---|---|---|
| **Gross** | **27,923** | **1,298** | **-39** | **947** | **0** | **-214** | **25,930** |
| Software | 9,951 | 848 | -24 | 310 | 0 | -235 | 9,051 |
| Telecom license | 10,502 | 1 | -8 | 555 | | 0 | 9,955 |
| Other intangible assets | 7,470 | 449 | -7 | 82 | 0 | 21 | 6,925 |
| **Amortization and impairment** | **-20,227** | **-1,234** | **39** | **-626** | **0** | **3** | **-18,410** |
| Software | -8,859 | -484 | 24 | -253 | | -2 | -8,144 |
| Telecom license | -5,903 | -474 | 8 | -305 | | 0 | -5,132 |
| Other intangible assets | -5,465 | -277 | 7 | -67 | | 5 | -5,134 |
| **Net total** | **7,696** | **64** | **0** | **321** | **0** | **-211** | **7,521** |

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### 2021

| (in MAD million) | 2021 | Acquisitions & additions | Disposals and withdrawals | Translation adjustment | Change in scope of consolidation | Reclassification | 2020 |
|---|---|---|---|---|---|---|---|
| **Gross** | **25,930** | **1,001** | **-36** | **-455** | **0** | **-111** | **25,532** |
| Software | 9,051 | 492 | -36 | -132 | 0 | -112 | 8,838 |
| Telecom license | 9,955 | 123 | 0 | -285 | 0 | 0 | 10,116 |
| Other intangible assets | 6,925 | 385 | -0 | -39 | 0 | 2 | 6,578 |
| **Amortization and impairment** | **-18,410** | **-1,305** | **32** | **281** | **0** | **-6** | **-17,412** |
| Software | -8,144 | -523 | 32 | 103 | 0 | -11 | -7,745 |
| Telecom license | -5,132 | -507 | 0 | 146 | 0 | 0 | -4,772 |
| Other intangible assets | -5,134 | -276 | 0 | 32 | 0 | 4 | -4,895 |
| **Net total** | **7,521** | **-304** | **-5** | **-174** | **0** | **-117** | **8,120** |

The reclassification column concerns transfers between line items of intangible assets.

## Note 5 Property, plant, and equipment

| (in MAD million) | 2023 | 2022 | 2021 |
|---|---|---|---|
| Land | 1,779 | 1,714 | 1,653 |
| Buildings | 2,864 | 2,870 | 2,962 |
| Technical installations, machinery and equipment | 24,494 | 23,507 | 21,780 |
| Transportation, equipment | 186 | 201 | 223 |
| Office equipment, furniture, and fittings | 665 | 569 | 566 |
| Other property, plant, and equipment | 504 | 422 | 216 |
| **Net total** | **30,492** | **29,283** | **27,400** |

The "Other property, plant, and equipment" item mainly includes advances and deposits for property, plant and equipment orders.

### 2023

| (in MAD million) | 2023 | Acquisitions & dotations | Disposals and withdrawals | Translation adjustment | Change in scope of consolidation | Reclassification | 2022 |
|---|---|---|---|---|---|---|---|
| **Gross** | **133,306** | **7,031** | **-448** | **-1,617** | **0** | **-14** | **128,355** |
| Land | 1,812 | 16 | 0 | -23 | | 70 | 1,749 |
| Buildings | 10,389 | 222 | 0 | -62 | | 87 | 10,142 |
| Technical plant, machinery and equipment | 113,279 | 6,391 | -413 | -1,459 | | 136 | 108,624 |
| Transportation, equipment | 766 | 26 | -6 | -15 | | -14 | 775 |
| Office equipment furniture and fittings | 6,407 | 274 | -29 | -46 | | -288 | 6,495 |
| Other property, plant, and equipment | 653 | 101 | 0 | -13 | | -5 | 570 |
| **Depreciation and impairment** | **-102,814** | **-5,336** | **448** | **1,154** | **0** | **-9** | **-99,071** |
| Land | -33 | -2 | 0 | 4 | | 0 | -35 |
| Buildings | -7,525 | -284 | 0 | 48 | | -17 | -7,272 |
| Technical plant, machinery, and equipment | -88,785 | -4,813 | 412 | 1,049 | | -317 | -85,116 |
| Transportation equipment | -581 | -25 | 6 | 13 | | 0 | -575 |
| Office equipment, furniture, and fittings | -5,741 | -208 | 29 | 38 | | 325 | -5,926 |
| Other property, plant, and equipment | -150 | -5 | 0 | 3 | | 0 | -148 |
| **Net total** | **30,492** | **1,695** | **0** | **-463** | **0** | **-23** | **29,283** |

Acquisitions of property, plant and equipment recorded a gross increase of MAD 7,031 million relating to investments in network infrastructure over the course of 2023.

Acquisitions of technical installations, plant and equipment broke down as follows:

- MAD 2,655 million in Morocco;
- MAD 3,736 million abroad.

## 2022

| *(in MAD million)* | 2022 | Acquisitions & dotations | Disposals and withdrawals | Translation adjustment | Change in scope of consolidation | Reclassification | 2021 |
|---|---|---|---|---|---|---|---|
| **Gross** | **128,355** | **6,143** | **-47** | **3,142** | **0** | **285** | **118,832** |
| Land | 1,749 | 18 | 0 | 49 | | -1 | 1,683 |
| Buildings | 10,142 | 171 | 0 | 114 | | 1 | 9,856 |
| Technical plant, machinery and equipment | 108,624 | 5,635 | -20 | 2,811 | | 211 | 99,987 |
| Transportation, equipment | 775 | 6 | -10 | 30 | | 0 | 750 |
| Office equipment furniture and fittings | 6,495 | 189 | -17 | 108 | | 10 | 6,205 |
| Other property, plant, and equipment | 570 | 124 | 0 | 30 | | 64 | 352 |
| **Depreciation and impairment** | **-99,071** | **-5,313** | **47** | **-2,305** | **0** | **-68** | **-91,432** |
| Land | -35 | -2 | 0 | -3 | | 0 | -30 |
| Buildings | -7,272 | -289 | 0 | -89 | | 0 | -6,894 |
| Technical plant, machinery, and equipment | -85,116 | -4,779 | 20 | -2,083 | | -68 | -78,207 |
| Transportation equipment | -575 | -31 | 10 | -27 | | 0 | -527 |
| Office equipment, furniture, and fittings | -5,926 | -209 | 17 | -95 | | 0 | -5,639 |
| Other property, plant, and equipment | -148 | -3 | 0 | -8 | | 0 | -136 |
| **Net total** | **29,283** | **830** | **0** | **836** | **0** | **217** | **27,400** |

## 2021

| *(in MAD million)* | 2021 | Acquisitions & dotations | Disposals and withdrawals | Translation adjustment | Change in scope of consolidation | Reclassification | 2020 |
|---|---|---|---|---|---|---|---|
| **Gross** | **118,832** | **4,614** | **-229** | **-1,419** | **0** | **108** | **115,758** |
| Land | 1,683 | 23 | -2 | -25 | | 0 | 1,686 |
| Buildings | 9,856 | 234 | -1 | -48 | | 0 | 9,671 |
| Technical plant, machinery and equipment | 99,987 | 4,083 | -180 | -1,263 | | 94 | 97,252 |
| Transportation, equipment | 750 | 25 | -20 | -15 | | 0 | 760 |
| Office equipment furniture and fittings | 6,205 | 128 | -27 | -57 | | 20 | 6,141 |
| Other property, plant, and equipment | 352 | 121 | 0 | -10 | | -7 | 248 |
| **Depreciation and impairment** | **-91,432** | **-5,284** | **239** | **1,044** | **0** | **8** | **-87,439** |
| Land | -30 | -2 | 0 | -1 | | 0 | -27 |
| Buildings | -6,894 | -282 | 1 | 39 | | 0 | -6,651 |
| Technical plant, machinery, and equipment | -78,207 | -4,751 | 192 | 938 | | 8 | -74,593 |
| Transportation equipment | -527 | -42 | 19 | 13 | | 0 | -517 |
| Office equipment, furniture, and fittings | -5,639 | -202 | 27 | 50 | | 0 | -5,514 |
| Other property, plant, and equipment | -136 | -5 | 0 | 5 | | 0 | -137 |
| **Net total** | **27,400** | **-670** | **10** | **-374** | **0** | **115** | **28,319** |

## Note 6 Investments in equity affiliates

No equity interest was accounted for by the equity method in 2021, 2022 and 2023.

## Note 7 Non-current financial assets

| *(in MAD million)* | Note | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| Unconsolidated investments | 7.1 | 120 | 120 | 100 |
| Other financial assets | | 2,467 | 1,537 | 685 |
| **NET TOTAL** | | **2,587** | **1,656** | **784** |

At December 31, 2023, other non-current financial assets mainly comprise guarantee deposits in respect of the Mobile Money business of the Onatel, Gabon Telecom, Sotelma, Moov Africa Benin, Moov Africa Togo, Moov Africa Niger and Moov Africa Chad.

At December 31, 2023, the maturities of other financial assets were as follows:

| *(in MAD million)* | Note | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| Due in less than 12 months | | 762 | 20 | 126 |
| Due in one to five years | | 1,280 | 1,515 | 557 |
| Due in more than five years | | 425 | 2 | 2 |
| **NET TOTAL** | | **2,467** | **1,537** | **685** |

Mobile Money deposits have been reclassified by subsidiaries from short-term to long-term due to their nature, which explains the change in maturity trends. The evolution of Mobile Money deposits is consistent with the development of the international business.

### 7.1 UNCONSOLIDATED INTERESTS

#### 2023

| *(in MAD million)* | Percentage held | Gross value | Impairment | Carrying amount |
|---|---|---|---|---|
| Arabsat | NS | 12 | | 12 |
| Autoroute du Maroc | NS | 20 | 4 | 16 |
| Thuraya | NS | 10 | 8 | 2 |
| RASCOM | 9% | 45 | 35 | 11 |
| Sonatel | NS | 9 | | 9 |
| CMTL | 25% | 6 | 6 | 0 |
| INMARSAT | NS | 12 | 12 | 0 |
| IMT/GIE | 20% | 0 | | 0 |
| MT Fly | 100% | 38 | 20 | 18 |
| Hôtels de la Gare | NS | 1 | 1 | 0 |
| MT CASH | 100% | 50 | | 50 |
| Incubateur numérique Gabon | 5% | 0.1 | | 0 |
| Moov Money | 100% | 2 | | 2 |
| **TOTAL** | | **206** | **86** | **120** |

In 2023, the share of non-consolidated companies in gross value is stable compared with 2022.

## 2022

| *(in MAD million)* | Percentage held | Gross value | Impairment | Carrying amount |
|---|---|---|---|---|
| Arabsat | NS | 13 | | 13 |
| Autoroute du Maroc | NS | 20 | 4 | 16 |
| Thuraya | NS | 10 | 8 | 2 |
| RASCOM | 9% | 46 | 36 | 11 |
| Sonatel | NS | 7 | | 7 |
| CMTL | 25% | 6 | 6 | 0 |
| INMARSAT | NS | 12 | 12 | 0 |
| IMT/GIE | 20% | 1 | | 1 |
| MT Fly | 100% | 38 | 20 | 18 |
| Hôtels de la Gare | NS | 1 | 1 | 0 |
| MT CASH | 100% | 50 | | 50 |
| Incubateur numérique Gabon | 5% | 0.1 | | 0 |
| Moov Money | 100% | 2 | | 2 |
| **TOTAL** | | **207** | **87** | **120** |

## 2021

| *(in MAD million)* | Percentage held | Gross value | Impairment | Carrying amount |
|---|---|---|---|---|
| Arabsat | NS | 12 | | 12 |
| Autoroute du Maroc | NS | 20 | 4 | 16 |
| Thuraya | NS | 10 | 8 | 2 |
| RASCOM | 9% | 44 | 34 | 10 |
| Sonatel | NS | 7 | | 7 |
| CMTL | 25% | 5 | 5 | 0 |
| INMARSAT | NS | 12 | 12 | 0 |
| IMT/GIE | 20% | 1 | | 1 |
| MT Fly | 100% | 20 | 20 | 0 |
| Hôtels de la Gare | NS | 1 | 1 | 0 |
| MT CASH | 100% | 50 | | 50 |
| Incubateur numérique Gabon | 5% | 0,08 | | 0 |
| Moov Money | 100% | 2 | | 2 |
| **TOTAL** | | **183** | **84** | **100** |

# Note 8 Change in deferred taxes

## 8.1 NET POSITION

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Assets | 527 | 445 | 508 |
| Liabilities | 77 | 83 | 50 |
| **NET POSITION** | **451** | **363** | **458** |

## 8.2 CHANGE IN DEFERRED TAXES

### 2023

| *(in MAD million)* | 2023 | Charge to profit or loss | Impact on shareholders' equity | Change in scope of consolidation | Reclassifications | Translation adjustment | 2022 |
|---|---|---|---|---|---|---|---|
| Assets | 527 | 98 | 5 | 0 | -10 | -11 | 445 |
| Liabilities | 77 | 56 | -2 | 0 | -59 | -1 | 83 |
| **NET POSITION** | **451** | **43** | **6** | **0** | **49** | **-10** | **363** |

Deferred tax assets increased by MAD 88 million following the donation to the special earthquake 2023 fund.

### 2022

| *(in MAD million)* | 2022 | Charge to profit or loss | Impact on shareholders' equity | Change in scope of consolidation | Reclassifications | Translation adjustment | 2021 |
|---|---|---|---|---|---|---|---|
| Assets | 445 | -29 | 1 | 0 | -61 | 26 | 508 |
| Liabilities | 83 | 69 | -3 | 0 | -39 | 5 | 50 |
| **NET POSITION** | **363** | **-98** | **4** | **0** | **-22** | **21** | **458** |

### 2021

| *(in MAD million)* | 2021 | Charge to profit or loss | Impact on shareholders' equity | Change in scope of consolidation | Reclassifications | Translation adjustment | 2020 |
|---|---|---|---|---|---|---|---|
| Assets | 508 | -55 | 0 | | 0 | -16 | 580 |
| Liabilities | 50 | 13 | -8 | | | -1 | 45 |
| **NET POSITION** | **458** | **-68** | **7** | **0** | **0** | **-15** | **534** |

### COMPONENTS OF DEFERRED TAXES

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Impairment deductible in later period | 0 | 55 | 55 |
| Restatement (IFRS) of revenues | -23 | -2 | -9 |
| Deferred losses | 18 | 40 | 62 |
| Other | 455 | 270 | 349 |
| **NET POSITION** | **451** | **363** | **458** |

## Note 9 Inventories

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Inventories | 564 | 597 | 468 |
| Impairment (-) | -119 | -113 | -150 |
| **NET TOTAL** | **445** | **484** | **318** |

Net inventories at December 31, 2023 consist mainly of inventories in Morocco, of which:

- MAD 277 million of goods;
- MAD 86 million of consumable materials and supplies.

The breakdown of inventories at the subsidiary level follows the same trend as that of Maroc Telecom.

Changes in inventories are recognised in purchases consumed.

Impairment of inventories is recognised under "Net depreciation, amortisation, impairment and provisions".

## Note 10 Trade accounts receivable and other

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Trade receivables and related accounts | 9,094 | 9,191 | 8,766 |
| Other receivables and accruals | 3,202 | 3,969 | 3,933 |
| **NET TOTAL** | **12,296** | **13,160** | **12,699** |

### 10.1 TRADE RECEIVABLES AND RELATED ACCOUNTS

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Trade receivables | 16,466 | 16,553 | 15,649 |
| Gouvernment receivables | 1,666 | 1,522 | 1,473 |
| Depreciation of trade receivables (-) | -9,038 | -8,884 | -8,356 |
| **NET TOTAL** | **9,094** | **9,191** | **8,766** |

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Accounts receivable * (Gross) | 18,132 | 18,075 | 17,122 |
| ≤ 1 year | 4,918 | 4,870 | 4,813 |
| > 1 year | 11,874 | 11,467 | 10,400 |
| Provisions for impairment of trade receivables | -9,038 | -8,884 | -8,356 |
| ≤ 1 year | -1,198 | -1,370 | -1,156 |
| > 1 year | -7,840 | -7,514 | -7,200 |
| Trade receivables (Net) | 9,094 | 9,191 | 8,766 |
| ≤ 1 year | 3,720 | 3,499 | 3,657 |
| > 1 year | 4,034 | 3,953 | 3,201 |

* *Unmatured receivables are not included in the breakdown of trade receivables.*

Net trade receivables are up compared to 2022.

The increase in provisions for impairment of trade receivables is more contained at 3% in 2023 vs. +6% in 2022, in line with the rise in certain revenue items.

### 10.2 OTHER RECEIVABLES AND ACCRUALS

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Trade receivables, advances, and deposits | 138 | 253 | 415 |
| Employee receivables | 72 | 79 | 69 |
| Tax receivables | 1,238 | 1,322 | 1,622 |
| Other receivables | 1,287 | 1,859 | 1,364 |
| Accruals | 467 | 456 | 463 |
| **NET TOTAL** | **3,202** | **3,969** | **3,933** |

The “tax receivables” item mainly represents VAT and corporate income tax receivables.

In 2023, the balance of tax receivables amounted to MAD 1,238 million, down 6% on 2022, mainly due to the offset of income tax instalments against income tax liabilities.

Other receivables fell by 31% compared with 2022, due to the change in classification of Mobile Money operations to non-current financial assets.

The fall in advances and down-payments was recorded by the international subsidiaries in particular, in line with the progress of projects.

## Note 11 Short-term financial assets

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Term deposit > 90 days | | | |
| Escrow account | 117 | 103 | 126 |
| Marketable securities | | | |
| Other short-term financial assets | | | |
| **NET TOTAL** | **117** | **103** | **126** |

Maroc Telecom has entrusted Rothschild Martin Maurel with the implementation of a liquidity contract on the Paris stock exchange and a price regulation contract on the Casablanca stock exchange to ensure the liquidity of Maroc Telecom shares.

## Note 12 Cash and cash equivalents

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Cash | 951 | 1,682 | 1,882 |
| Cash equivalents | 62 | 190 | 142 |
| **CASH AND CASH EQUIVALENTS** | **1,013** | **1,872** | **2,024** |

Cash and cash equivalents decreased by MAD 859 million. This change is consistent with the acceleration in the pace of investment compared with 2022, coupled with the active repayment of outstanding borrowings (see details below).

## CHANGE IN CASH AND CASH EQUIVALENTS

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Net cash from operating activities | 13,045 | 12,002 | 13,554 |
| Net cash used in investing activities | -8,287 | -7,452 | -5,303 |
| Net cash used in financing activities | -5,024 | -4,705 | -8,869 |
| Foreign-currency translation adjustments | -593 | 1 | -47 |
| **CHANGE IN CASH AND CASH EQUIVALENTS** | **-859** | **-153** | **-666** |
| Cash and cash equivalents at beginning of period | 1,872 | 2,024 | 2,690 |
| Cash and cash equivalents at end of period | 1,013 | 1,872 | 2,024 |
| **CHANGE IN CASH AND CASH EQUIVALENTS** | **-859** | **-153** | **-666** |

### NET CASH FLOW FROM OPERATING ACTIVITIES

In 2023, net cash flow from operating activities will amount to MAD 13,045 million, up by MAD 1,043 million compared with 2022. This change is in line with business trends.

### NET CASH USED IN INVESTING ACTIVITIES

Net cash used in investing activities amounted to - MAD 8,287 million, up MAD 835 million compared with 2022, reflecting the Group's CAPEX projects.

### NET CASH FLOW FROM FINANCING ACTIVITIES

This cash inflow was mainly due to dividend payments to shareholders amounting to MAD 2,807 million, and to debt servicing disbursements of MAD 10,948 million. The main cash inflows during the period were bank borrowings of MAD 1,035 million, overdraft facilities of MAD 7,515 million and cash loans of MAD 886 million to finance current operations.

# Note 13 Dividends

## 13.1 DIVIDENDS

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Dividends paid by subsidiaries to their noncontrolling interests | | | |
| Total (A) | 917 | 933 | 878 |
| Dividends paid by Maroc Telecom to its shareholders | | | |
| Kingdom of Morocco | 424 | 925 | 776 |
| Société de Participation dans les Télécommunications (SPT) | 1,020 | 2,227 | 1,868 |
| Other | 480 | 1,050 | 881 |
| Total (B) | 1,924 | 4,202 | 3,525 |
| **TOTAL DIVIDENDS PAID (A)+(B)** | **2,841** | **5,134** | **4,403** |

## 13.2 DIVIDENDS ALLOCATED IN FISCAL YEAR 2023

Dividends distributed by Maroc Telecom and its subsidiaries to their shareholders fell by 45% vs. 2022, driven by the Morocco segment, in line with lower earnings (payment of ANRT penalty and tax audit).

# Note 14 Provisions

Provisions for contingencies and losses are analyzed as follows:

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| **Noncurrent provisions** | **612** | **585** | **503** |
| Provisions for life annuities | 10 | 15 | 15 |
| Provisions for termination benefits | 515 | 475 | 403 |
| Provisions for disputes with third parties | 87 | 95 | 78 |
| Other provisions | 0 | 0 | 8 |
| **Current provisions** | **1,452** | **1,209** | **1,332** |
| Provisions for voluntary redundancy plan | - | - | - |
| Provisions for employee-related expenses | - | - | - |
| Provisions for disputes with third parties | 1,414 | 1,170 | 1,295 |
| Other provisions | 38 | 39 | 36 |
| **TOTAL** | 2,064 | **1,794** | **1,835** |

"Non-current provisions" mainly include provisions for retirement indemnities, provisions for disputes with third parties, provisions for life annuities and non-current tax provisions.

"Current provisions" mainly include provisions for litigation with third parties and current tax provisions.

## 2023

| *(in MAD million)* | 2023 | Charges | Used | Change in scope of consolidation | Translation adjustment | Reversals | Reclassification | 2022 |
|---|---|---|---|---|---|---|---|---|
| **Noncurrent provisions** | **612** | **66** | **-49** | **-** | **-25** | **-** | **34** | **585** |
| Provisions for life annuities | 10 | - | - | - | - | - | -5 | 15 |
| Provisions for termination benefits | 515 | 52 | -30 | - | -23 | - | 41 | 475 |
| Provisions for disputes with third parties | 87 | 14 | -18 | - | -2 | - | -2 | 95 |
| Other provisions | 0 | - | 0 | - | - | - | - | 0 |
| **Current provisions** | **1,452** | **739** | **-419** | **-** | **-34** | **-** | **-43** | **1,209** |
| Provisions for voluntary redundancy plan | - | - | - | - | - | - | - | - |
| Provisions for employee-related expenses | - | - | - | - | - | - | - | - |
| Provisions for disputes with third parties | 1,414 | 739 | -419 | - | -33 | - | -43 | 1,170 |
| Other provisions | 38 | - | - | - | -1 | - | - | 39 |
| **TOTAL** | **2,064** | **805** | **-468** | **-** | **-59** | **-** | **-9** | **1,794** |

Overall, provisions increased by 15% compared with 2022 due to the recognition of a provision for contingent risk relating to the dispute between IAM and the operator Wana Corporate in the amount of MAD 0.5 billion (see Note 22 and Note 31.3), recorded under Provisions for disputes with third parties.

## 2022

| *(in MAD million)* | 2022 | Charges | Used | Change in scope of consolidation | Translation adjustment | Reversals | Reclassification | 2021 |
|---|---|---|---|---|---|---|---|---|
| **Noncurrent provisions** | **585** | **57** | **-50** | **-** | **35** | **-** | **39** | **503** |
| Provisions for life annuities | 15 | - | - | - | - | - | - | 15 |
| Provisions for termination benefits | 475 | 46 | -23 | - | 30 | - | 20 | 403 |
| Provisions for disputes with third parties | 95 | 12 | -27 | - | 5 | - | 27 | 78 |
| Other provisions | 0 | - | 0 | - | 0 | - | -8 | 8 |
| **Current provisions** | **1,209** | **307** | **-480** | **-** | **58** | **-** | **-8** | **1,332** |
| Provisions for voluntary redundancy plan | - | - | - | - | - | - | - | - |
| Provisions for employee-related expenses | - | - | - | - | - | - | - | - |
| Provisions for disputes with third parties | 1,170 | 307 | -480 | - | 55 | - | -8 | 1,295 |
| Other provisions | 39 | - | - | - | 2 | - | - | 36 |
| **TOTAL** | **1,794** | **364** | **-530** | **-** | **93** | **-** | **31** | **1,835** |

## 2021

| *(in MAD million)* | 2021 | charges | Used | change in scope of consolidation | Translation adjustment | Reversals | Reclassification | 2020 |
|---|---|---|---|---|---|---|---|---|
| **Noncurrent provisions** | **503** | **49** | **-41** | **0** | **-14** | **-44** | **33** | **521** |
| Provisions for life annuities | 15 | | | | | | | 15 |
| Provisions for termination benefits | 403 | 45 | -31 | | -10 | | 26 | 373 |
| Provisions for disputes with third parties | 78 | 4 | | | -4 | -42 | 8 | 113 |
| Other provisions | 8 | 1 | -10 | | -1 | -2 | -1 | 20 |
| **Current provisions** | **1,332** | **510** | **-7** | **0** | **-29** | **-336** | **-53** | **1,247** |
| Provisions for voluntary redundancy plan | 0 | | | | | | | 0 |
| Provisions for employee-related expenses | 0 | | | | | | | 0 |
| Provisions for disputes with third parties | 1,295 | 510 | -7 | | -27 | -336 | -53 | 1,209 |
| Other provisions | 36 | | | | -1 | | | 38 |
| **TOTAL** | **1,835** | **559** | **-49** | **0** | **-43** | **-380** | **-21** | **1,768** |

# Note 15 Borrowings and other financial liabilities

## 15.1 NET CASH POSITION

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Bank loans due in more than one year | 2,990 | 3,268 | 2,696 |
| Lease obligation at more than one year | 1,189 | 1,057 | 1,071 |
| Bank loans due in less than one year | 2,690 | 2,061 | 2,403 |
| Lease obligation at less than one year | 437 | 411 | 389 |
| Bank overdrafts | 10,101 | 11,448 | 9,885 |
| **Borrowing and other financial liabilities** | **17,408** | **18,245** | **16,444** |
| Cash and cash equivalents | 1,013 | 1,872 | 2,024 |
| *Cash* held in escrow for repayment of bank loans | 27 | 18 | 22 |
| **NET CASH POSITION** | **-16,368** | **-16,355** | **-14,397** |

| (in MAD million) | 2023 | 2022 | 2021 |
|---|---|---|---|
| Outstanding debt and accrued interest (A) | 17,408 | 18,245 | 16,444 |
| Cash assets (B) | 1,040 | 1,890 | 2,047 |
| **NET CASH POSITION (B)-(A)** | **-16,368** | **-16,355** | **-14,397** |

The Group's financial debt is stable despite investment programs and thanks to improved cash optimization.

## 15.2 NET CASH BY MATURITY

The breakdown by maturity is based on the repayment terms and conditions of the borrowings:

### 2023

| (in MAD million) | < one year | One to five years | > five years | Total |
|---|---|---|---|---|
| Bank loans | 2,690 | 2,794 | 197 | 5,680 |
| Lease obligation | 437 | 905 | 284 | 1,626 |
| Bank overdrafts | 10,101 | | | 10,101 |
| **Borrowing and other financial liabilities** | **13,228** | **3,698** | **481** | **17,408** |
| Cash and cash equivalents | 1,013 | | | 1,013 |
| *Cash* held in escrow for repayment of bank loans | 27 | | | 27 |
| **NET CASH POSITION** | **-12,188** | **-3,698** | **-481** | **-16,368** |

### 2022

| (in MAD million) | < one year | One to five years | > five years | Total |
|---|---|---|---|---|
| Bank loans | 2,061 | 2,742 | 526 | 5,329 |
| Lease obligation | 411 | 813 | 244 | 1,468 |
| Bank overdrafts | 11,448 | | | 11,448 |
| **Borrowing and other financial liabilities** | **13,920** | **3,555** | **770** | **18,245** |
| Cash and cash equivalents | 1,872 | | | 1,872 |
| *Cash* held in escrow for repayment of bank loans | 18 | | | 18 |
| **NET CASH POSITION** | **-12,030** | **-3,555** | **-770** | **-16,355** |

### 2021

| (in MAD million) | < one year | One to five years | > five years | Total |
|---|---|---|---|---|
| Bank loans | 2,403 | 2,470 | 226 | 5,099 |
| Lease obligation | 389 | 762 | 309 | 1,460 |
| Bank overdrafts | 9,885 | | | 9,885 |
| **Borrowing and other financial liabilities** | **12,677** | **3,232** | **535** | **16,444** |
| Cash and cash equivalents | 2,024 | | | 2,024 |
| *Cash* held in escrow for repayment of bank loans | 22 | | | 22 |
| **NET CASH POSITION** | **-10,630** | **-3,232** | **-535** | **-14,397** |

## 15.3 STATEMENT OF ANALYSIS

| Company | Loan *(in MAD million)* | Currency | Maturity | 2021 | 2022 | 2023 |
|---|---|---|---|---|---|---|
| Maroc Telecom | Banks, overdrafts IAM | MAD | 12/2023 | 8,762 | 8,851 | 7,207 |
| Maroc Telecom | IFRS 16 | MAD | | 781 | 784 | 825 |
| Mauritel | Emprunt 4G | MRO | 10/2022 | 51 | | |
| Mauritel | ORABANK 3G | MRO | 07/2023 | 25 | 23 | - |
| Mauritel | Emprunt QNB | MRO | 07/2019 | 20 | | |
| Mauritel | Overdraft Mauritel | MRO | - | 52 | 197 | 318 |
| Mauritel | IFRS 16 | MRO | | 34 | 41 | 38 |
| Onatel | CREDIT SPOT UBA (10 MLDS) 07/04/2023 | FCFA | 04/2024 | | | 168 |
| Onatel | CREDIT SPOT UBA (5 MLDS) 08/06/2023 | FCFA | 05/2024 | | | 46 |
| Onatel | CREDIT SPOT CBAO (0,379713829 MLDS) 03/08/2023 | FCFA | 02/2024 | | | 6 |
| Onatel | CREDIT SPOT ECOBANK (8 MLD) 14/08/2023 | FCFA | 08/2024 | | | 97 |
| Onatel | CREDIT SPOT SGBF (5 MLD) 18/09/2023 | FCFA | 03/2024 | | | 55 |
| Onatel | CREDIT SPOT CBAO (0,325824961 MLDS) 12/09/2023 | FCFA | 03/2023 | | | 5 |
| Onatel | CREDIT SPOT UBA (2.4 MLDS) 21/09/2023 | FCFA | 09/2024 | | | 33 |
| Onatel | CREDIT SPOT CBI (5 MLDS) 29/09/2023 | FCFA | 03/2024 | | | 56 |
| Onatel | CREDIT SPOT UBA (0.9 MLDS) 3466 04/10/2023 | FCFA | 09/2024 | | | 14 |
| Onatel | CREDIT SPOT CBI (1 MLD) 29/12/2023 | FCFA | 06/2024 | | | 17 |
| Onatel | CMT BABF 2023 (5MLDS) | FCFA | 10/2028 | | | 84 |
| Onatel | CMT BABF 2023 (2,8MLDS) | FCFA | 12/2028 | | | 47 |
| Onatel | CMT BABF 2023 (1,532047534MLDS) | FCFA | 01/2029 | | | 26 |
| Onatel | CMT BABF 2023 (2,304588553MLDS) | FCFA | 02/2029 | | | 39 |
| Onatel | CMT BABF 2023 (6,462121851MLDS) | FCFA | 09/2023 | | | 109 |
| Onatel | CREDIT SPOT BICIA B Onatel | FCFA | 04/2022 | 78 | | |
| Onatel | CREDIT SPOT CBAO Onatel | FCFA | 05/2022 | 73 | - | - |
| Onatel | CREDIT SPOT SGBF Onatel | FCFA | 05/2023 | 64 | 101 | - |
| Onatel | CREDIT SPOT ECOBANK Onatel | FCFA | 04/2023 | 19 | 132 | - |
| Onatel | CREDIT SPOT UBA | FCFA | | | 124 | - |
| Onatel | Loan BICIA B 2021 | FCFA | 06/2026 | 65 | 62 | 45 |
| Onatel | Loan BICIA 2016 | FCFA | 08/2022 | 16 | | |
| Onatel | Loan SGBF 2019 LTN | FCFA | 03/2026 | 122 | 116 | 70 |
| Onatel | Loan BABF NºE565978/1 2019 LTN | FCFA | 03/2026 | 244 | 233 | 141 |
| Onatel | Loan BABF NºE593684/1 2019 LTN | FCFA | 03/2026 | 92 | 87 | 53 |
| Onatel | Loan BABF NºA162934/1 2019 LTN | FCFA | 03/2026 | 92 | 87 | 53 |
| Onatel | Loan BABF NºE599998/1 2019 LTN | FCFA | 03/2026 | 61 | 50 | 35 |
| Onatel | Loan CBAO BURKINA 2019 LTN | FCFA | 03/2026 | 110 | 105 | 63 |
| Onatel | Loan CBAO BENIN 2019 LTN | FCFA | 03/2026 | 24 | 23 | 14 |
| Onatel | Loan CBAO NIGER 2019 LTN | FCFA | 03/2026 | 24 | 23 | 14 |
| Onatel | Loan CBAO SENEGAL 2019 LTN | FCFA | 03/2026 | 85 | 82 | 49 |
| Onatel | CMT BABF 2022 | FCFA | 11/2027 | | 104 | 80 |
| Onatel | Banks, overdrafts Onatel | FCFA | | 14 | 223 | 342 |
| Onatel | IFRS 16 | FCFA | | 40 | 36 | 83 |
| Gabon Telecom | UGB (CMT5) | FCFA | 06/2026 | | | 42 |
| Gabon Telecom | Loan AFD | FCFA | 12/2020 | 2 | - | - |
| Gabon Telecom | Loan UGB (CMT 3) | FCFA | 05/2022 | 54 | | |
| Gabon Telecom | UGB CMT 4 | FCFA | 02/2025 | 166 | 131 | 72 |
| Gabon Telecom | UGB CCT | FCFA | 01/2023 | 61 | 5 | 69 |
| Gabon Telecom | BGFI CMT 5 | FCFA | 07/2025 | | 69 | 43 |
| Gabon Telecom | Banks, overdrafts GT | FCFA | 12/2023 | 106 | 433 | 348 |
| Gabon Telecom | IFRS 16 | FCFA | | 43 | 34 | 61 |
| Sotelma | Loan BIM 58 milliards | FCFA | 04/2019 | | | |
| Sotelma | Loan BIM 10 milliards | FCFA | 10/2019 | | | |
| Sotelma | Loan BIM 10 milliards | FCFA | 06/2022 | 42 | - | - |
| Sotelma | Loan DGDP/RASCOM | USD | | 9 | 9 | 9 |
| Sotelma | Loan BAM 7,5 milliards | FCFA | 02/2023 | 41 | 9 | - |
| Sotelma | Loan BAM 5,5 milliards | FCFA | 02/2023 | 32 | 7 | - |
| Sotelma | Loan ECO 14 milliards | FCFA | 09/2021 | | | |
| Sotelma | Loan ECO 10 milliards | FCFA | | 64 | 1 | 1 |
| Sotelma | Loan ECO 7,5 milliards | FCFA | 07/2022 | 92 | | |
| Sotelma | Loan BDM 7,5 milliards | FCFA | 07/2022 | 92 | | |
| Sotelma | Loan BIM 15 milliards | FCFA | 07/2022 | 185 | | |
| Sotelma | Loan BDM 6 milliards | FCFA | | | 52 | - |

| Company | Loan *(in MAD million)* | Currency | Maturity | 2021 | 2022 | 2023 |
|---|---|---|---|---|---|---|
| Sotelma | Loan ECO 13.5 milliards | FCFA | 12/2023 | | 118 | 1 |
| Sotelma | IFRS 16 | FCFA | | 39 | 55 | 50 |
| Sotelma | Banks, overdrafts Sotelma | FCFA | - | 139 | 540 | 589 |
| Sotelma | Cash credit | FCFA | 05/2024 | | | 395 |
| Casanet | IFRS 16 | MAD | | 2 | 1 | 3 |
| Casanet | Banks, overdrafts Casanet | MAD | | | 17 | 24 |
| Moov CDI | Loan SIB | FCFA | 01/2027 | 306 | 324 | 317 |
| Moov CDI | BANQUE ATLANTIQUE COTE D'IVOIRE | FCFA | 04/2023 | 657 | 872 | 630 |
| Moov CDI | SIB ICNE | FCFA | 01/2024 | 64 | 6 | 12 |
| Moov CDI | ECOBANK/BOA | FCFA | 07/2022 | 112 | - | 166 |
| Moov CDI | Banks, overdrafts Moov CDI | FCFA | 12/2023 | 104 | 314 | 194 |
| Moov CDI | BOA | FCFA | | | | 116 |
| Moov CDI | IFRS 16 | FCFA | | 378 | 310 | 331 |
| Moov Africa Benin | CORIS BANK | FCFA | 12/2024 | 330 | 197 | 133 |
| Moov Africa Benin | Loan CAA pour construction câble ACE | FCFA | 10/2025 | 12 | 10 | 6 |
| Moov Africa Benin | CBOA | FCFA | 12/2028 | | 352 | 302 |
| Moov Africa Benin | BOA | FCFA | 12/2028 | | 255 | 300 |
| Moov Africa Benin | Banks, overdrafts Moov Benin | FCFA | 04/2023 | 222 | 220 | 268 |
| Moov Africa Benin | Banque Mondiale | FCFA | | | | 22 |
| Moov Africa Benin | IFRS 16 | FCFA | | 55 | 46 | 37 |
| Moov Africa Togo | Loan ECOBANK | FCFA | 12/2024 | | | |
| Moov Africa Togo | BANQUE ATLANTIQUE TOGO | FCFA | 06/2024 | 207 | 265 | 300 |
| Moov Africa Togo | ORABANK TOGO | FCFA | 06/2027 | 91 | 81 | 64 |
| Moov Africa Togo | BIA TOGO | FCFA | 06/2023 | 98 | 144 | 244 |
| Moov Africa Togo | BTCI TOGO | FCFA | 09/2023 | 74 | 108 | - |
| Moov Africa Togo | Banks, overdrafts Togo | FCFA | 12/2022 | 338 | 336 | 284 |
| Moov Africa Togo | ECOBANK TOGO | FCFA | 02/2030 | | | 158 |
| Moov Africa Togo | IFRS 16 | FCFA | | 15 | 23 | 18 |
| Moov Africa Niger | CMT BOA | FCFA | 03/2022 | | | |
| Moov Africa Niger | Overdraft Eco DEP | FCFA | 12/2023 | 26 | 22 | 23 |
| Moov Africa Niger | Overdraft CBAO | FCFA | 09/2022 | 48 | - | - |
| Moov Africa Niger | Overdraft BAN | FCFA | 05/2023 | 56 | 67 | 62 |
| Moov Africa Niger | CMT BAN 6,5 | FCFA | 11/2028 | 91 | 89 | 76 |
| Moov Africa Niger | CMT BOA 15 Mds | FCFA | | | | |
| Moov Africa Niger | CMT 13 Mds | FCFA | 03/2030 | 181 | 164 | 163 |
| Moov Africa Niger | CMT ORABANK 1 500MDF | FCFA | 02/2026 | | | 11 |
| Moov Africa Niger | CMT BAN 4 800 MDF | FCFA | 05/2030 | | | 59 |
| Moov Africa Niger | CMT ORABANK 1 500 MDF | FCFA | 02/2026 | | | 8 |
| Moov Africa Niger | PC5010 overdraft ORABANK | FCFA | | | | 21 |
| Moov Africa Niger | PC5010 overdraft SONIBANK | FCFA | | | | 12 |
| Moov Africa Niger | CMT BAN 5MDS | FCFA | | 31 | 7 | 1 |
| Moov Africa Niger | CMT BOA 15 MDF | FCFA | 01/2028 | 202 | 185 | 228 |
| Moov Africa Niger | CMT BOA 7MDF | FCFA | 03/2022 | 8 | | |
| Moov Africa Niger | CMT BOA 1.9MDF | FCFA | 06/2025 | 24 | 18 | 12 |
| Moov Africa Niger | CMT BIA 2.176 MDF | FCFA | 11/2025 | 28 | 23 | 16 |
| Moov Africa Niger | EMPRUNT BOA 13MDF | FCFA | 03/2030 | | 19 | - |
| Moov Africa Niger | CMT BAN 3,6MDF | FCFA | 02/2028 | 11 | 49 | 45 |
| Moov Africa Niger | CMT BIA 3MDF | FCFA | 10/2022 | 32 | | |
| Moov Africa Niger | CMT BIN 1MDF | FCFA | | 5 | | |
| Moov Africa Niger | CMT BOA 8,8MDF | FCFA | 12/2027 | 141 | 139 | 1 |
| Moov Africa Niger | Overdraft ORABANK | FCFA | 03/2023 | 13 | 23 | 18 |
| Moov Africa Niger | Cash credit | FCFA | | 19 | 22 | 17 |
| Moov Africa Niger | IFRS 16 | FCFA | | 22 | 56 | 34 |
| Moov Africa Centrafrique | BANQUE POPULAIRE MAROCO | FCFA | 12/2023 | 22 | 27 | 30 |
| Moov Africa Centrafrique | POOL BPMC-CBCA | FCFA | 04/2026 | 56 | 34 | 27 |
| Moov Africa Centrafrique | Loan DPA ERICSSON | USD | 01/2020 | | | |
| Moov Africa Centrafrique | Banks, overdrafts RCA | FCFA | - | 3 | 12 | 3 |
| Moov Africa Chad | IFC | FCFA | 03/2024 | 191 | 117 | 37 |
| Moov Africa Chad | Overdraft | FCFA | | | 192 | 388 |
| Moov Africa Chad | Cash credit | FCFA | | | 64 | 126 |
| Moov Africa Chad | IFRS 16 | FCFA | | 51 | 83 | 144 |
| **TOTAL Emprunts et autres passifs financiers** | | | | **16,444** | **18,245** | **17,408** |

## Note 16 Trade accounts payable

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Trade payables and related accounts | 13,270 | 14,660 | 12,859 |
| Accruals | 2,481 | 2,894 | 2,994 |
| Other payables | 8,459 | 8,674 | 8,011 |
| **TOTAL** | **24,210** | **26,228** | **23,864** |

Trade payables include, among other items, payables on fixed asset purchases and trade payables - advances and deposits received on orders in progress.

In 2023, operating liabilities fell by 8%.

This decrease corresponds mainly to the settlement of interconnection debts.

## Note 17 Revenues

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Morocco | 19,543 | 19,546 | 19,906 |
| *Including Mobile Services* | *11,006* | *11,296* | *11,684* |
| International | 18,381 | 17,242 | 16,912 |
| *Including Mobile Services* | *16,971* | *15,938* | *15,626* |
| Elimination of transactions between the parent company and subsidiaries | -1,138 | -1,057 | -1,028 |
| **TOTAL CONSOLIDATED REVENUES** | **36,786** | **35,731** | **35,790** |

Maroc Telecom Group posted sales of MAD 36.8 billion in 2023, up 3.0% (+1.4% at constant exchange rates). Growth in revenues from the Moov Africa subsidiaries and Fixed-line internet activities in Morocco continue to drive Group sales, offsetting the decline in Mobile sales in Morocco.

## Note 18 Cost of sales

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Cost of handsets | 552 | 438 | 627 |
| Domestic and international interconnection charges | 2,578 | 2,717 | 2,908 |
| Other cost of sales | 1,976 | 1,785 | 1,587 |
| **TOTAL** | **5,106** | **4,940** | **5,123** |

The purchase costs of the terminals concern mainly the part of Morocco.

Domestic and international interconnection charges were down, due to lower call terminations in the International segment.

The item “Other purchases consumed” refers to energy purchases (fuel and electricity) and charging cards.

## Note 19 Payroll costs

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Wages | 2,605 | 2,605 | 2,390 |
| Payroll taxes | 519 | 489 | 478 |
| **Wages and taxes** | **3,124** | **3,093** | **2,868** |
| **Payroll costs** | **3,124** | **3,093** | **2,868** |
| **Average headcount** *(in number of employees)* | **9,212** | **9,610** | **9,811** |

This item includes payroll costs (salaries, social security charges and training costs) for the year.

In 2023, personnel costs will be virtually unchanged between 2022 and 2023.

## Note 20 Taxes, duties, and fees

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Taxes and duties | 1,108 | 1,078 | 1,017 |
| Fees | 2,512 | 2,457 | 2,429 |
| **TOTAL** | **3,620** | **3,535** | **3,447** |

Fees include amounts due to the regulatory authorities of the telecommunications markets in Morocco and internationally.

The overall level of taxes and duties increased by 3% between 2022 and 2023.

## Note 21 Other operating income and expenses

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Communication | 747 | 757 | 708 |
| Commissions | 2,040 | 1,975 | 1,947 |
| **Other including:** | **2,852** | **5,299** | **2,648** |
| Rental expenses | 492 | 426 | 398 |
| Maintenance, repair, and property-service charges | 1,143 | 1,183 | 1,164 |
| Fees | 836 | 1,011 | 903 |
| Postage and banking service | 154 | 127 | 138 |
| Voluntary redundancy plan | 0 | 2 | 14 |
| Other | 228 | 2,549 | 31 |
| **TOTAL** | **5,639** | **8,031** | **5,303** |

On a comparable basis (excluding the impact of the ANRT 2022 penalty), other operating income and expenses are virtually stable between 2022 and 2023.

“Miscellaneous” mainly comprises foreign exchange gains and losses, transfers of operating expenses and capital gains and losses on disposals of fixed assets. It also includes the ANRT penalty payment in 2022.

## Note 22 Depreciation, impairment and provisions

The following table sets out changes in this item for the fiscal years ended December 31, 2021, 2022, and 2023:

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Depreciation and impairment of fixed assets | 7,113 | 7,025 | 7,056 |
| Net provisions and impairment | 578 | 120 | 420 |
| **TOTAL** | **7,691** | **7,145** | **7,477** |

Net amortization, depreciation and provisions amounted to MAD 7,691 million at end-2023, up 8% on 2022. Net depreciation, amortization and provisions include an estimated MAD 0.5 billion risk related to the dispute between IAM and the operator Wana Corporate (see Note 14 and Note 31.3).

### DEPRECIATION AND IMPAIRMENT OF FIXED ASSETS

The table below shows the depreciation, amortisation and impairment charges on fixed assets of the Maroc Telecom Group for the years ended December 31, 2021, 2022 and 2023.

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Other intangible assets | 1,260 | 1,233 | 1,305 |
| Building and civil engineering | 284 | 289 | 282 |
| Technical plant and pylons | 4,813 | 4,779 | 4,721 |
| Other property, plant, and equipment | 239 | 245 | 250 |
| Right to use assets | 518 | 479 | 497 |
| **TOTAL** | **7,113** | **7,025** | **7,056** |

### NET CHARGES TO PROVISIONS AND IMPAIRMENT

The following table sets out the net charges to provisions and impairment of Maroc Telecom Group for the fiscal years ended December 31, 2021, 2022, and 2023:

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Impairment of trade receivables | 260 | 353 | 299 |
| Impairment of inventories | 8 | -40 | 3 |
| Impairment of other receivables | 3 | 0 | 2 |
| Provisions | 307 | -192 | 117 |
| **NET CHARGES AND REVERSALS** | **578** | **120** | **420** |

## Note 23 Income from equity affiliates

No equity interest was accounted for by the equity method in 2021, 2022, or 2023.

## Note 24 Net financial income or expense

### 24.1 BORROWING COSTS

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Income from cash and cash equivalents | 42 | 18 | 27 |
| Interest expense on loans | -804 | -635 | -745 |
| Interest expense on rental obligation | -88 | -71 | -81 |
| **NET BORROWING COSTS** | **-850** | **-688** | **-800** |

Net cost of debt includes interest expense on borrowings less income from cash and cash equivalents (investment income).

Interest expense on borrowings rose by 27% vs. 2022, reflecting interest rate trends, particularly in Morocco, and the increase in international debt.

### 24.2 OTHER FINANCIAL INCOME AND EXPENSE

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Foreign-exchange gains and losses | -84 | -34 | -52 |
| Other financial income (+) | 110 | 10 | 3 |
| Other financial expenses (-) | -35 | -30 | -28 |
| Other financial income and expenses | -9 | -55 | -77 |

Other financial income consists mainly of interest income on loans and income from non-consolidated investments.

# Note 25 Tax expense

Like all public limited companies under Moroccan law, Maroc Telecom is subject to income tax in accordance with the provisions of the General Tax Code.

Income tax includes current tax and deferred tax.

The following table shows Maroc Telecom Group's payable and deferred taxes for the years ended December 31, 2021, 2022, and 2023:

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Income tax expense | 3,881 | 4,507 | 3,612 |
| Deferred tax | -43 | 98 | 68 |
| Provisions for tax | 0 | 0 | |
| **Current tax** | **3,838** | **4,604** | **3,680** |
| **Consolidated effective tax rate** | **38%** | **55%** | **34%** |

On a like-for-like basis (excluding the impact of the ANRT penalty in 2022), income tax was stable.

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Net earnings | 6,161 | 3,639 | 6,928 |
| Income tax expense | 3,838 | 4,604 | 3,680 |
| Provision for tax | 0 | 0 | 0 |
| **Pretax earnings** | **9,999** | **8,244** | **10,609** |
| Moroccan statutory tax rate | 32% | 31% | 31% |
| Theoretical income tax expense | 3,200 | 2,556 | 3,289 |
| Impact of changes in tax rate | -151 | -70 | -77 |
| Other differences | 789 | 2,119 | 468 |
| Effective income tax expense | 3,838 | 4,604 | 3,680 |

On a comparable basis, other differences remained virtually stable between 2022 and 2023.

The deferred tax rates of the Group are as follows:

| Entity | The deffered tax rate |
|---|---|
| Maroc Telecom | 33.0% |
| Casanet | 28.3% |
| Mauritel | 25.0% |
| Onatel | 27.5% |
| Gabon Telecom | 30.0% |
| Sotelma | 30.0% |
| Moov Africa Côte d'Ivoire | 30.0% |
| Moov Africa Benin | 30.0% |
| Moov Africa Togo | 27.0% |
| Moov Africa Niger | 30.0% |
| Moov Africa Centrafrique | 30.0% |
| Moov Africa Chad | 35.0% |

## Note 26 Noncontrolling interests

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Total noncontrolling interests | 878 | 889 | 920 |

Minority interests reflect the rights of shareholders other than Maroc Telecom to the earnings of Mauritel, Onatel, Gabon Telecom, Sotelma, Moov Africa CDI and Moov Africa Togo.

## Note 27 Earnings per share

### 27.1 EARNINGS PER SHARE

| | 12/31/23 | | 12/31/22 | | 12/31/21 | |
|---|---|---|---|---|---|---|
| *(in MAD million)* | Basic | Diluted | Basic | Diluted | Basic | Diluted |
| Net earnings, Group share | 5,283 | 5,283 | 2,750 | 2,750 | 6,008 | 6,008 |
| Adjusted net earnings, Group share | 5,283 | 5,283 | 2,750 | 2,750 | 6,008 | 6,008 |
| Number of shares *(in million)* | 879 | 879 | 879 | 879 | 879 | 879 |
| Earnings per share *(in MAD)* | 6.01 | 6.01 | 3.13 | 3.13 | 6.83 | 6.83 |

### 27.2 CHANGE IN THE NUMBER OF SHARES

| *(in share number)* | 12/31/23 | 12/31/22 | 12/31/21 |
|---|---|---|---|
| Weighted average number of shares outstanding for the period | 879,095,340 | 879,095,340 | 879,095,340 |
| Adjusted weighted average number of shares outstanding for the period | 879,095,340 | 879,095,340 | 879,095,340 |
| Potential dilutive effect of financial instruments outstanding | | | |
| Number of shares including potential dilutive effect | 879,095,340 | 879,095,340 | 879,095,340 |

## Note 28 Segment Data

### 28.1 STATEMENT OF FINANCIAL POSITION: ITEMS BY GEOGRAPHICAL AREA

#### 2023

| *(in MAD million)* | Morocco | International | Eliminations | Total Groupe Maroc Telecom |
|---|---|---|---|---|
| Noncurrent assets | 33,350 | 31,032 | -12,710 | 51,672 |
| Current assets | 8,315 | 7,462 | -1,906 | 13,871 |
| **TOTAL ASSETS** | **41,665** | **38,494** | **-14,616** | **65,543** |
| Shareholders'equity | 21,068 | 12,586 | -12,650 | 21,004 |
| Noncurrent liabilities | 589 | 4,339 | -60 | 4,868 |
| Current liabilities | 20,008 | 21,569 | -1,906 | 39,671 |
| **TOTAL SHAREHOLDERS'EQUITY AND LIABILITIES** | **41,665** | **38,494** | **-14,616** | **65,543** |
| Acquisitions of PP&E and intangible assets | 3,302 | 4,681 | | 7,983 |

### 2022

| *(in MAD million)* | Morocco | International | Eliminations | Total Groupe Maroc Telecom |
|---|---|---|---|---|
| Noncurrent assets | 32,803 | 29,569 | -12,515 | 49,857 |
| Current assets | 8,128 | 9,159 | -1,614 | 15,673 |
| **TOTAL ASSETS** | **40,930** | **38,729** | **-14,129** | **65,530** |
| Shareholders'equity | 17,536 | 12,730 | -12,264 | 18,002 |
| Noncurrent liabilities | 609 | 4,636 | -252 | 4,992 |
| Current liabilities | 22,786 | 21,363 | -1,614 | 42,535 |
| **TOTAL SHAREHOLDERS'EQUITY AND LIABILITIES** | **40,930** | **38,729** | **-14,129** | **65,530** |
| Acquisitions of PP&E and intangible assets | 3,184 | 4,257 | | 7,441 |

### 2021

| *(in MAD million)* | Morocco | International | Eliminations | Total Groupe Maroc Telecom |
|---|---|---|---|---|
| Noncurrent assets | 33,081 | 26,136 | -12,656 | 46,560 |
| Current assets | 8,739 | 8,425 | -1,942 | 15,222 |
| **TOTAL ASSETS** | **41,819** | **34,561** | **-14,598** | **61,782** |
| Shareholders'equity | 18,754 | 11,771 | -11,725 | 18,800 |
| Noncurrent liabilities | 569 | 4,683 | -931 | 4,321 |
| Current liabilities | 22,496 | 18,107 | -1,942 | 38,661 |
| **TOTAL SHAREHOLDERS'EQUITY AND LIABILITIES** | **41,819** | **34,561** | **-14,598** | **61,782** |
| Acquisitions of PP&E and intangible assets | 2,630 | 2,984 | | 5,615 |

## 28.2 SEGMENT EARNINGS BY GEOGRAPHICAL AREA

### 2023

| *(in MAD million)* | Morocco | International | Eliminations | Total Groupe Maroc Telecom |
|---|---|---|---|---|
| Revenues | 19,543 | 18,381 | -1,138 | 36,786 |
| Earnings from operations | 7,319 | 4,286 | | 11,605 |
| Net depreciation and impairment | 4,030 | 3,661 | | 7,691 |
| Voluntary redundancy plan | | | | - |

### 2022

| *(in MAD million)* | Morocco | International | Eliminations | Total Groupe Maroc Telecom |
|---|---|---|---|---|
| Revenues | 19,546 | 17,242 | -1,057 | 35,731 |
| Earnings from operations | 4,967 | 4,020 | | 8,987 |
| Net depreciation and impairment | 3,659 | 3,485 | | 7,145 |
| Voluntary redundancy plan | | 2 | | 2 |

### 2021

| *(in MAD million)* | Morocco | International | Eliminations | Total Groupe Maroc Telecom |
|---|---|---|---|---|
| Revenues | 19,906 | 16,912 | -1,028 | 35,790 |
| Earnings from operations | 7,599 | 3,974 | | 11,573 |
| Net depreciation and impairment | 3,891 | 3,585 | | 7,477 |
| Voluntary redundancy plan | | | | - |

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# Note 29 Restructuring provisions

In 2021, 2022 and 2023, no provision for restructuring was recorded at Group level.

# Note 30 Related-party transactions

## 30.1 COMPENSATION OF CORPORATE OFFICERS, SENIOR MANAGERS, AND DIRECTORS IN 2021, 2022, AND 2023

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Short-term benefits [(a)] | 60 | 104 | 110 |
| Termination benefits [(b)] | 53 | 123 | 108 |
| **TOTAL** | **113** | **227** | **218** |

*(a) Salaries, remuneration, profit-sharing and bonuses paid and social security contributions, holiday pay and non-monetary benefits recorded.*
*(b) Redundancy payments.*

## 30.2 EQUITY AFFILIATES

In 2021, 2022 and 2023 no company is consolidated by the equity method.

## 30.3 OTHER RELATED PARTIES

In 2023, Maroc Telecom completed transactions mainly with Emirates Telecommunications Corporation, EDCH, Etihad Etisalat Company (Mobily), and other sister companies as part of its strategic cooperation with the Etisalat Group. These various transactions can be summarized as follows:

### 2023

| *(in MAD million)* | Etisalat | EDCH | Mobily | Others |
|---|---|---|---|---|
| Revenues | 221 | 29 | 21 | 0 |
| Expenses | 75 | 7 | 20 | 1 |
| Receivables | 46 | 111 | 17 | 3 |
| Payables | 18 | 78 | 19 | 2 |

### 2022

| *(in MAD million)* | Etisalat | EDCH | Mobily | Others |
|---|---|---|---|---|
| Revenues | 210 | 33 | 27 | 1 |
| Expenses | 56 | 7 | 4 | 0 |
| Receivables | 55 | 109 | 2 | 2 |
| Payables | 11 | 75 | 1 | 2 |

### 2021

| *(in MAD million)* | Etisalat | EDCH | Mobily | Others |
|---|---|---|---|---|
| Revenues | 197 | 19 | 14 | 4 |
| Expenses | 54 | 8 | 1 | 0 |
| Receivables | 114 | 86 | 10 | 2 |
| Payables | 72 | 66 | 0 | 2 |

# Note 31 Contractual commitments and contingent assets and liabilities

## 31.1 CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS RECORDED IN THE BALANCE SHEET

| *(in MAD million)* | Total | Less than 12 months | 1-5 years | > 5 years |
|---|---|---|---|---|
| Long-term debt | 4,325 | | 3,555 | 770 |
| Capital lease obligations | 43 | 43 | | |
| **TOTAL** | **4,368** | **43** | **3,555** | **770** |

## 31.2 OTHER COMMITMENTS GIVEN AND RECEIVED AS PART OF THE CURRENT ACTIVITY

### Commitments given

The commitments given include:

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| **Commitment given** | **3,503** | **2,728** | **4,342** |
| Investment commitment | 2,265 | 1,905 | 3,402 |
| Outgoing commitments ans signature with banks | 1,013 | 655 | 803 |
| operating and financinn lease commitments | 43 | 48 | 42 |
| Sattellite rental commitments | 151 | 89 | 67 |
| **Other commitments** | **30** | **30** | **29** |
| Network maintenance contracts with Ericsson | 28 | 29 | 27 |
| Commitments on operating expenses | 2 | 2 | 2 |
| **Other commitments** | **0** | **0** | **0** |
| Recovery of guarantees given by Etisalat on the financing of the Atlantic Subsidiaries | 0 | 0 | 0 |
| Forward sale commitment | 0 | 0 | 0 |

The change in the commitments given is closely linked to the implementation of the investment agreement in Morocco and the investments made by the Group during the year 2022. Commitments given are up 28% vs. 2022 due to the increase in Group investments undertaken in 2023.

### Commitments received

The commitments received include:

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| **Commitments received** | **1,580** | **1,541** | **1,170** |
| Guarantees and endorsements | 1,580 | 1,541 | 1,170 |
| Other commitments received | 0 | 0 | 0 |
| Forward purchase commitment | 0 | 0 | 0 |
| Commitment of the Moroccan State to contribute the assets of social works | 0 | 0 | 0 |
| **Investment agreement:** exemption from customs duties on imports related to investments | 0 | 0 | 0 |

## 31.3 CONTINGENT ASSETS AND LIABILITIES

On December 16, 2021, Itissalat Al-Maghrib received a summons from the Rabat Commercial Court concerning a complaint filed by Wana Corporate regarding unbundling for an amount of MAD 6.85 billion. On January 29, 2024, a non-binding judgment was handed down by the Commercial Court setting the amount of damages for anti-competitive practices at MAD 6.37 billion. Itissalat Al-Maghrib will appeal against this judgment.

In accordance with applicable accounting rules, Itissalat Al-Maghrib SA, based on the advice of its advisors, has recorded a provision of MAD 0.5 million in its financial statements for the year ended December 31, 2023, representing its estimate of the potential risk associated with this litigation.

As regards the REMACOTEM dispute, a memorandum of understanding has been signed closing this case, and its impact has been fully integrated into the financial statements for 2023.

## Note 32 Risk management

The Group is exposed to various market risks related to its business.

### CREDIT RISK

Maroc Telecom minimizes its credit risk by only entering into credit transactions with commercial banks or financial institutions with a high credit rating, and by spreading transactions among the selected banks or institutions.

Maroc Telecom's receivables do not carry a significant concentration of credit risk, given their high dilution ratio.

Maroc Telecom's commercial credit risk management policy is adapted to the type of partner. In fact, prepaid accounts for the bulk of the Group's sales and do not present any credit risk. The postpaid segment comprises interconnection receivables, public receivables and private receivables. Interconnection receivables are reconciled and recovered from the net position, which enables operators to settle the difference between the receivable and the debt owed to other operators. In the case of public receivables, the nature of the partners involved guarantees minimal credit risk. As for private receivables, the Group's practice is to solicit upstream payments in order to support collection. These measures are coupled with restrictions and reminders that help to ensure rapid collection of this type of receivable. With regard to the impairment of trade receivables, the Group applies the simplified method set out in IFRS 9. The level of impairment is assessed at inception and adjusted at each balance sheet date to take account of changes in economic conditions. Given the measures taken upstream, the Group assumes a low credit risk, and recognizes potential losses over the life of the receivable based statistically on historical losses.

### CURRENCY RISK

Maroc Telecom is exposed to exchange rate fluctuations insofar as the composition of its foreign currency receipts and disbursements differs.

Maroc Telecom receives foreign currency receipts corresponding to revenues from international operators, and makes foreign currency disbursements corresponding to payments to international suppliers (in particular payments for capital expenditure and the acquisition of handsets) and payments for interconnection with foreign operators. These disbursements are mainly denominated in euros.

In Morocco, euro-denominated foreign currency disbursements accounted for 67% of total foreign currency disbursements at December 31, 2023, amounting to MAD 1,789 million, and were lower than foreign currency receipts of MAD 2,465 million in 2023.

Internationally, dollar-denominated foreign currency disbursements represented 1.3% of total foreign currency disbursements at December 31, 2023, amounting to MAD 196 million and exceeding foreign currency receipts of MAD 27 million in 2023.

In addition, Maroc Telecom Group had debt of MAD 17,408 million at December 31, 2023, compared with MAD 18,245 million at December 31, 2022, mainly denominated in dirham and CFA francs.

| *(in MAD million)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| Euro | 0 | 0 | 0 |
| Moroccan dirham | 8,050 | 9,654 | 9,545 |
| Other (mainly CFA franc) | 9,358 | 8,591 | 6,899 |
| **CURRENT DEBT** | **17,408** | **18,245** | **16,444** |

Maroc Telecom cannot offset its foreign currency receipts and disbursements, as current Moroccan regulations only allow it to hold 80% of its foreign currency operating income in a foreign currency account; the remaining 20% is sold in Moroccan dirhams. Maroc Telecom's earnings may therefore be sensitive to variations in exchange rates, particularly between the dirham and the US dollar or the euro.

In 2023, the euro appreciated by 1.56% against the dirham, rising from MAD 10.6844 per EUR 1 at December 31, 2022 to MAD 10.8509 per EUR 1 at December 31, 2023. Over the same period, the US dollar depreciated by 2.34%, from MAD 10.0418 at December 31, 2022 to MAD 9.8065 for USD 1 at December 31, 2023.

Subsidiaries whose accounting currency is the CFA franc, and the Mauritanian subsidiary whose currency is the ouguiya, increase the Group's exposure to foreign exchange risk, particularly with regard to fluctuations in the exchange rate of the euro and the ouguiya against the dirham.

However, a 1% depreciation of the dirham against the euro would have the following limited impacts on the Group's 2023 accounts:

- revenues = + MAD 216 million;
- operating income = + MAD 60 million;
- net income, Group share = + MAD 35 million.

Maroc Telecom's foreign currency assets mainly comprise receivables from subsidiaries and foreign operators. Liabilities denominated in foreign currencies mainly comprise foreign suppliers and international operators.

| *(in MAD million)* | Euro/FCFA | USD | MRO | Total foreign currencies | MAD | Balance sheet total |
|---|---|---|---|---|---|---|
| Total assets | 36,635 | 248 | 2,171 | 0 | 26,489 | 65,543 |
| Total shareholders' equity and liabilities | -22,526 | -476 | -1,724 | -13 | -40,803 | -65,543 |
| **NET POSITION** | **14,109** | **-229** | **447** | **-13** | **-14,315** | **0** |

The following table shows the Company's net foreign-currency positions in euros and US dollars, and the aggregate of other currencies, at December 31, 2023:

| *(in million)* | Euro [(a)] | USD [(a)] | Other currencies (euro equivalent *) [(b)] |
|---|---|---|---|
| Assets | 1,291 | 11 | 0 |
| Liabilities | -139 | -51 | -12 |
| Net position | 1,152 | -40 | -11 |
| Commitments [(c)] | | | |
| **AGGREGATE NET POSITION** | **1,152** | **-40** | **-11** |

** Based on EUR 1 = MAD 10.9445 the Bank-Al Maghrib average rate at December 31, 2023.*
*(a) The foreign exchange position in euros and dollars is calculated by applying to the SDR (Special Drawing Rights) receivables and payables of foreign operators at December 31, 2023 to the proportion of receipts in 2023 denominated in each currency.*
*(b) Other currencies mainly comprise the Japanese yen (YEN), the Swiss franc (CHF) and the Saudi riyal (SAR).*
*(c) For the balance of commitments due on current contracts, the breakdown by currency corresponds to the actual balance on committed contracts.*

### LIQUIDITY RISK

Maroc Telecom believes that the cash flows generated by its operating activities, its cash position and the funds available via its credit lines will be sufficient to cover the expenses and investments necessary for its operations, the servicing of its debt and the distribution of dividends.

### INTEREST-RISK

Maroc Telecom's debt is mainly at fixed rates. As the proportion of floating-rate debt is relatively low, Maroc Telecom is not significantly exposed to favorable or unfavorable changes in interest rates.

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## Note 33 Events after the end of the reporting period

On January 29, 2024, the Rabat Commercial Court handed down a non-binding judgment setting the amount of compensation for damages for anti-competitive practices at MAD 6.37 billion (see Note 31.3).

# Note 34 IFRS 16 at December 31, 2023

## 34.1 RIGHT OF USE

### 2023

| *(in MAD million)* | Carrying value | Entry of assets | Depreciation/ Amortization |
|---|---|---|---|
| Land | 1,277 | 173 | -164 |
| Buildings | 1,041 | 144 | -131 |
| Technical facilities | 1,269 | 272 | -170 |
| Transportation equipment | 417 | 97 | -53 |
| Office equipment | - | - | 0 |
| Other assets | - | - | 0 |
| **TOTAL** | **4,003** | **685** | **-518** |

### 2022

| *(in MAD million)* | Carrying value | Entry of assets | Depreciation/ Amortization |
|---|---|---|---|
| Land | 1,108 | 113 | -161 |
| Buildings | 917 | 172 | -130 |
| Technical facilities | 1,028 | 92 | -137 |
| Transportation equipment | 320 | 78 | -50 |
| Office equipment | | | |
| Other assets | | | |
| **TOTAL** | **3,374** | **454** | **-479** |

### 2021

| *(in MAD million)* | Carrying value | Entry of assets | Depreciation/ Amortization |
|---|---|---|---|
| Land | 985 | 26 | -181 |
| Buildings | 714 | 95 | -128 |
| Technical facilities | 876 | 168 | -136 |
| Transportation equipment | 242 | 10 | -52 |
| Office equipment | | | |
| Other assets | | | |
| **TOTAL** | **2,817** | **300** | **-497** |

## 34.2 RENTAL OBLIGATION

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Lease-related payments | -595 | -558 | -535 |

## 34.3 EXPENSES FROM CONTRACTS OUTSIDE THE SCOPE OF IFRS 16

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Leases with term ≤ 12 months | 491 | 426 | 382 |
| Leases with low underlying asset value | 0 | 0 | 1 |

# 5.4 Statutory financial statements

# STATUTORY AUDITORS' GENERAL REPORT

**Year ended December 31, 2023**

This is a free translation into English of the Statutory auditors' general report on the financial statements issued in French and it is provided solely for the convenience of English-speaking users.

## Opinion

In accordance with the terms of our appointment by your General Meetings, we have audited the accompanying financial statements of Itissalat Al-Maghrib (IAM) SA, including the statement of financial position concerning the year ended December 31, 2023, the statement of revenues and losses, the statement of operating Data, the statement of cash flows, and the additional disclosures (ETIC). These financial statements show shareholders' equity and reserves of MAD 18,797,719 thousand and net profit of MAD 5,423,755 thousand.

In our opinion, the financial statements referred to in the first paragraph above are regular, sincere and give a true and fair view of ITISSALAT ALMAGHRIB (IAM) SA's assets, liabilities, and financial position at December 31, 2023, and of its operations for the year then ended, in accordance with the accounting principles generally accepted in Morocco.

## Basis for Opinion

We conducted our audit in accordance with Moroccan auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Morocco, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Emphasis of matter

We refer you to the mentions inserted in statement B5, B15 and C5 which sets out the accounting treatment relating to the litigation presented in these statements. Our conclusion remains unchanged.

## Key audit matters

Key audit matters are those matters, that in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key audit matters | Our response |
|---|---|
| ***Recognition of revenues from telecommunication activities***<br><br>Revenues in the financial statements at December 31, 2023 amounted to MAD 18,549,161 thousand.<br><br>There is an inherent risk in the recognition of revenues, given the multitude of products and services, the complexity of information systems and the impact of changes in pricing models (pricing structures, incentive systems, discounts, etc.).<br><br>The application of recognition accounting standards to telecommunications revenues is complex and involves a number of key judgments and estimates.<br><br>As a result, we consider revenues from telecommunications activities as a key issue in our audit.<br><br>The methods used to recognize revenue are detailed in Statement A1 of ETIC – Supplementary Information Statements (SIFS). | With the assistance of our IT *(Information Technology) specialists*, we reviewed the key processes and controls implemented by IAM SA, including the IT systems used for revenue recognition purposes.<br><br>In particular, we have:<br><br>• gained an understanding of the general control environment, including IT, implemented by the Company;<br>• identified and assessed the key controls implemented by the Company and relevant to our audit;<br>• tested the operating effectiveness of the relevant controls, in particular on the application systems involved in the process of generating, evaluating and accounting revenues;<br>• performed analytical procedures and tested a sample of manual entries by the end of the year. |

| | |
|---|---|
| ***Valuation of investments***<br><br>Investments in subsidiaries and affiliates, shown in the balance sheet at December 31, 2023 for a net amount of MAD 12,509,768 thousand. They are recognized at their acquisition date at cost and depreciated on the basis of their present value.<br><br>As indicated in Note A1-4 of the ETIC, present value is estimated by management by reference to the share of equity that the shares represent, adjusted when necessary to take into account, in particular, their perspectives of development and earnings.<br><br>The estimate of the present value of these securities requires management to exercise its judgment in selecting the items to be considered depending on the equity interests concerned, which may correspond to historical Data (i.e., shareholders' equity) and/or forecasts (i.e., profitability perspectives), as the case may be.<br><br>In this context, we considered that the valuation of the equity investments was a key point of the audit. | Our work consisted mainly in reviewing the valuation process of investments and figures used. We particularly:<br><br>• obtained cash flow and operating forecasts for the activities of the entities concerned and assess their consistency with the forecasts resulting from the most recent strategic plans prepared by senior management;<br>• verified the consistency of the assumptions used with the economic environment at the closing and preparation dates of the financial statements;<br>• compared forecasts for previous periods with corresponding actual results in order to assess the achievement of past objectives;<br>• verified that the shareholders' equity used is consistent with the financial statements of the entities, and that any adjustments made to this equity are based on documentary evidence. |
| ***Valuation of provisions for liabilities and charges***<br><br>As of December 31, 2023, provisions for risks and charges amounted to MAD 759,366 thousand.<br><br>As indicated in statement A1-9, IAM SA is facing a number of disputes (commercial, social and regulatory), the valuation of provisions covering these risks requires the exercise of management's judgment in its choice of elements to be considered (including the existence or absence of payment obligation and the reliability of the estimation).<br><br>Consequently, we have considered the measurement of provisions for risks and charges to be a key point of our audit. | We have reviewed the process for assessing these provisions.<br><br>Our work also included:<br><br>• conduct interviews with the Company's Legal Department to identify the main disputes and their stages of progress;<br>• assess the relevance of the methodology adopted by the Company for the estimation of the provisions made;<br>• obtain written confirmations and/or reports from the Company's advisors in related to major disputes;<br>• assess the merits of the assumptions used and/or calculations made to determine the main adjacent provisions. |

## Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Moroccan accounting standards, and for such internal control as management determines is necessary to enable the preparation of 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 Entity'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 Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity'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 auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, 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 auditing standards, we exercise professional judgment and maintain professional skepticism 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 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 Entity'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 Entity'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 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 Entity to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

## Specific controls and information

We have also performed the specific verifications required by law. In particular, we ensured that the information contained in the Management Board's report to the shareholders was consistent with the Company's financial statements.

*Casablanca, February 15, 2024*

The Statutory auditors

French original signed by

| **Deloitte Audit** | **BDO Audit, Tax & Advisory** |
|---|---|
| Adnane FAOUZI | Abderrahim GRINE |
| Partner | Partner |

# ASSETS

| *(in MAD thousand)* | Gross | Amortization and provisions | Net 2023 | Net 2022 | Net 2021 |
|---|---|---|---|---|---|
| **Capitalized costs (A)** | **2,200,000** | **1,340,000** | **860,000** | **600,000** | **900,000** |
| Start-up costs | 0 | 0 | 0 | 0 | 0 |
| Deferred costs | 2,200,000 | 1,340,000 | 860,000 | 600,000 | 900,000 |
| Bond redemption premiums | 0 | 0 | 0 | 0 | 0 |
| **Intangible assets (B)** | **13,020,265** | **11,146,596** | **1,873,670** | **1,931,428** | **1,976,662** |
| Research and development costs | 0 | 0 | 0 | 0 | 0 |
| Patents, trademarks, and similar rights | 12,687,307 | 11,076,148 | 1,611,158 | 1,697,019 | 1,688,907 |
| Goodwill | 70,447 | 70,447 | 0 | 0 | 0 |
| Other intangible assets | 262,511 | 0 | 262,511 | 234,410 | 287,755 |
| **Property, plant, and equipment (C)** | **79,042,190** | **64,010,297** | **15,031,894** | **14,901,229** | **15,042,441** |
| Land | 961,935 | 0 | 961,935 | 961,935 | 961,935 |
| Buildings | 8,532,149 | 6,036,094 | 2,496,055 | 2,561,564 | 2,660,222 |
| Technical plant, machinery, and equipment | 62,391,785 | 52,783,605 | 9,608,180 | 9,709,799 | 9,696,389 |
| Vehicles | 278,685 | 123,109 | 155,576 | 166,233 | 178,411 |
| Office equipment, furniture, and fittings | 5,216,093 | 4,901,664 | 314,429 | 301,327 | 328,408 |
| Other property, plant, and equipment | 11,048 | 0 | 11,048 | 11,048 | 11,048 |
| Work in progress | 1,650,495 | 165,824 | 1,484,671 | 1,189,324 | 1,206,028 |
| **Financial assets (D)** | **12,974,872** | **387,418** | **12,587,454** | **12,278,812** | **12,384,146** |
| Long-term loans | 73,452 | 0 | 73,452 | 150,998 | 812,669 |
| Other financial receivables | 4,234 | 0 | 4,234 | 4,188 | 4,190 |
| Equity investments | 12,897,186 | 387,418 | 12,509,768 | 12,123,626 | 11,567,287 |
| Other investments and securities | 0 | 0 | 0 | 0 | 0 |
| **Unrealised foreign exchange losses (E)** | **2,138** | **0** | **2,138** | **1,455** | **31,913** |
| Decrease in long-term receivables | 2,138 | 0 | 2,138 | 1,455 | 31,913 |
| Increase in long-term debt | 0 | 0 | 0 | 0 | 0 |
| **TOTAL I (A+B+C+D+E)** | **107,239,465** | **76,884,310** | **30,355,155** | **29,712,924** | **30,335,162** |
| **Inventories (F)** | **417,129** | **65,692** | **351,437** | **263,773** | **95,153** |
| Merchandise | 277,935 | 55,038 | 222,897 | 142,400 | 53,796 |
| Raw materials and supplies | 139,193 | 10,653 | 128,540 | 121,374 | 41,356 |
| Work in progress | 0 | 0 | 0 | 0 | 0 |
| Intermediary and residual goods | 0 | 0 | 0 | 0 | 0 |
| Finished goods | 0 | 0 | 0 | 0 | 0 |
| **Current receivables (G)** | **16,947,386** | **9,428,902** | **7,518,484** | **7,148,432** | **7,936,884** |
| Trade payables, advances and deposits | 19,269 | 0 | 19,269 | 23,785 | 13,247 |
| Accounts receivable and related accounts | 16,127,668 | 9,101,665 | 7,026,003 | 6,602,526 | 6,876,113 |
| Employees | 3,814 | 0 | 3,814 | 3,814 | 3,708 |
| Tax receivable | 396,066 | 0 | 396,066 | 288,155 | 794,372 |
| Shareholders' current accounts | 0 | 0 | 0 | 0 | 0 |
| Other receivables | 368,886 | 327,237 | 41,649 | 214,277 | 227,279 |
| Accruals | 31,683 | 0 | 31,683 | 15,875 | 22,165 |
| **Marketable securities (H)** | **131,207** | **0** | **131,207** | **130,670** | **131,859** |
| **Unrealized foreign exchange losses (I)** (current items) | 31,881 | 0 | 31,881 | 53,723 | 55,133 |
| **TOTAL II (F+G+H+I)** | **17,527,603** | **9,494,594** | **8,033,009** | **7,596,599** | **8,219,028** |
| **Cash and cash equivalents** | **88,712** | **0** | **88,712** | **229,306** | **173,515** |
| Checks | 0 | 0 | 0 | 0 | 0 |
| Bank deposits | 86,582 | 0 | 86,582 | 227,175 | 171,349 |
| Petty cash | 2,130 | 0 | 2,130 | 2,132 | 2,166 |
| **TOTAL III** | **88,712** | 0 | **88,712** | **229,306** | **173,515** |
| **GRAND TOTAL I+II+III** | **124,855,780** | **86,378,904** | **38,476,876** | **37,538,829** | **38,727,705** |

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# SHAREHOLDERS' EQUITY AND LIABILITIES

| *(in MAD thousand)* | 2023 | 2022 | NET 2021 |
|---|---|---|---|
| **Shareholders' equity (A)** | **18,797,719** | **15,298,898** | **16,722,339** |
| Share capital [a] | 5,274,572 | 5,274,572 | 5,274,572 |
| Less: capital subscribed and not paid-in | 0 | 0 | 0 |
| Paid-in capital | 0 | 0 | 0 |
| Additional paid-in capital | 0 | 0 | 0 |
| Revaluation difference | 0 | 0 | 0 |
| Statutory reserve | 527,457 | 527,457 | 527,457 |
| Other reserves | 7,571,935 | 6,718,856 | 5,276,257 |
| Retained earnings [b] | 0 | 0 | 0 |
| Unallocated income [b] | 0 | 0 | 0 |
| Net income of the year [b] | 5,423,755 | 2,778,013 | 5,644,052 |
| **Quasi-equity (B)** | **0** | **0** | **0** |
| Investment subsidies | 0 | 0 | 0 |
| Regulated provisions | 0 | 0 | 0 |
| **Debenture bonds (C)** | **15,188** | **1,494** | **1,494** |
| Debenture bonds | 0 | 0 | 0 |
| Other long-term debt | 15,188 | 1,494 | 1,494 |
| **Provisions (D)** | **12,055** | **12,157** | **44,248** |
| Provisions for contingencies | 2,138 | 1,455 | 31,913 |
| Provisions for losses | 9,918 | 10,702 | 12,336 |
| **Unrealized foreign exchange gains (E)** | **0** | **1,205** | **0** |
| Increase in long-term receivables | 0 | 1,205 | 0 |
| Decrease in long-term debt | 0 | 0 | 0 |
| **TOTAL I (A+B+C+D+E)** | **18,824,962** | **15,313,754** | **16,768,081** |
| **Current liabilities (F)** | **11,794,057** | **12,871,856** | **12,446,563** |
| Accounts payable and related accounts | 5,676,301 | 6,384,423 | 6,174,176 |
| Trade receivables, advances and down payments | 126,460 | 94,621 | 78,995 |
| Payroll costs | 1,041,265 | 1,009,315 | 946,902 |
| Social security contributions | 109,811 | 112,032 | 91,786 |
| Tax payable | 2,714,892 | 3,141,904 | 2,959,742 |
| Shareholders' current accounts | 0 | 1 | 1 |
| Other payables | 395,226 | 397,805 | 408,425 |
| Accruals | 1,730,102 | 1,731,755 | 1,786,536 |
| **Other provisions for contingencies and losses (G)** | **747,310** | **557,853** | **871,251** |
| **Unrealized foreign exchange gains (current items) (H)** | **72,745** | **77,704** | **63,953** |
| **TOTAL II (F+G+H)** | **12,614,112** | **13,507,413** | **13,381,768** |
| **Bank overdrafts** | **7,037,801** | **8,717,662** | **8,577,856** |
| Discounted bills | 0 | 0 | 0 |
| Treasury loans | 0 | 0 | 0 |
| Bank loans and overdrafts | 7,037,801 | 8,717,662 | 8,577,856 |
| **TOTAL III** | **7,037,801** | **8,717,662** | **8,577,856** |
| **GRAND TOTAL I+II+III** | **38,476,876** | **37,538,829** | **38,727,705** |

*(a) Debtor's personal capital.*
*(b) Profit (+), Loss (-).*

## STATEMENT OF COMPREHENSIVE INCOME (EXCLUSIVE OF VAT)

| *(in MAD thousand)* | 2023 | 2022 | 2021 |
|---|---|---|---|
| **I - Operating income** | **19,143,768** | **19,275,956** | **19,659,201** |
| Sales of goods | 379,585 | 243,382 | 384,447 |
| Sales of manufactured goods and services rendered | 18,169,576 | 18,463,007 | 18,748,690 |
| **Operating revenues** | **18,549,161** | **18,706,389** | **19,133,137** |
| Change in inventories | 0 | 0 | 0 |
| Company-constructed assets | 0 | 0 | 0 |
| Operating subsidies | 0 | 0 | 0 |
| Other operating income | 22,911 | 22,252 | 30,039 |
| Operating write-backs: expense transfers | 571,696 | 547,315 | 496,025 |
| **Total I** | **19,143,768** | **19,275,956** | **19,659,201** |
| **II - OPERATING EXPENSES** | **11,812,214** | **12,209,794** | **12,394,366** |
| Cost of goods sold | 392,216 | 331,984 | 572,636 |
| Raw materials and supplies | 3,049,651 | 3,058,448 | 3,078,241 |
| Other external expenses | 2,519,384 | 2,761,178 | 2,596,921 |
| Taxes (except corporate income tax) | 366,471 | 325,530 | 311,185 |
| Payroll, costs | 2,107,533 | 2,149,047 | 1,954,514 |
| Other operating expenses | 2,530 | 2,540 | 2,233 |
| Operating allowances for amortization | 3,074,740 | 3,178,348 | 3,308,841 |
| Operating allowances for provisions | 299,689 | 402,719 | 569,794 |
| **Total II** | **11,812,214** | **12,209,794** | **12,394,366** |
| **III - Operating income I-II** | **7,331,554** | **7,066,162** | **7,264,835** |
| **IV - Financial income** | **1,691,768** | **1,953,839** | **2,000,173** |
| Income from equity investments and other financial investments | 1,308,086 | 1,374,412 | 1,301,627 |
| Foreign exchange gains | 315,121 | 454,286 | 429,524 |
| Interest and other financial income | 13,383 | 38,096 | 71,358 |
| Financial write - backs: expense transfers | 55,178 | 87,046 | 197,664 |
| **Total IV** | **1,691,768** | **1,953,839** | **2,000,173** |
| **VI - Financial expenses IV - V** | **589,764** | **612,943** | **1,049,198** |
| Interest and loans | 294,036 | 222,275 | 321,231 |
| Foreign exchange losses | 258,682 | 333,682 | 274,705 |
| Other financial expenses | 3,027 | 1,808 | 11,097 |
| Financial allowances | 34,019 | 55,178 | 442,165 |
| **Total V** | **589,764** | **612,943** | **1,049,198** |
| **VI - Financial income IV - V** | **1,102,004** | **1,340,896** | **950,975** |
| **VII - Ordinary income III + VI** | **8,433,558** | **8,407,058** | **8,215,810** |
| **VIII - Extraordinary income** | **1,186,497** | **296,769** | **327,403** |
| Proceeds from disposal of fixed assets | 2,771 | 1,575 | 13,880 |
| Subsidies received | 0 | 0 | 0 |
| Write-backs of investment subsidies | 0 | 0 | 0 |
| Other extraordinary income | 315,466 | 117,886 | 112,277 |
| Extraordinary write-backs: expense transfers | 868,261 | 177,308 | 201,245 |
| **Total VIII** | **1,186,497** | **296,769** | **327,403** |
| **IX - Extraordinary expenses** | **2,176,134** | **3,348,758** | **944,934** |
| Net book value of disposed assets | 274 | 6 | 171,941 |
| Subsidies granted | 0 | 0 | 0 |
| Other extraordinary expenses | 1,049,157 | 2,867,110 | 280,255 |
| Regulated provisions | 0 | 0 | 0 |
| Extraordinary allowances for depreciation and provisions | 1,126,704 | 481,642 | 492,738 |
| **Total IX** | **2,176,134** | **3,348,758** | **944,934** |
| **X - Extraordinary income VIII - IX** | **-989,637** | **-3,051,989** | **-617,531** |
| **XI - Income before tax VII + X** | **7,443,920** | **5,355,070** | **7,598,279** |
| **XII - Corporate income tax** | **2,020,165** | **2,577,056** | **1,954,226** |
| **XIII - Net income XI - XII** | **5,423,755** | **2,778,013** | **5,644,052** |
| **XIV - Total income ( I+IV+VIII)** | **22,022,033** | **21,526,565** | **21,986,776** |
| **XV - Total expenses ( II+V+IX+XII)** | **16,598,278** | **18,748,551** | **16,342,724** |
| **XVI - NET INCOME (TOTAL INCOME - TOTAL EXPENSES)** | **5,423,755** | **2,778,013** | **5,644,052** |

5

# STATEMENT OF OPERATING DATA

| Operating Statement *(in MAD thousand)* | | | | 2023 | 2022 | 2021 |
|---|---|---|---|---|---|---|
| | 1 | | Sales of goods | 379,585 | 243,382 | 384,447 |
| | 2 | - | Cost of goods sold | 392,216 | 331,984 | 572,636 |
| I | | = | **Gross Margin on Sales** | -12,632 | -88,602 | -188,190 |
| II | | + | **Production for the year: (3+4+5)** | 18,169,576 | 18,463,007 | 18,748,690 |
| | 3 | | Sales of manufactured goods and services rendered | 18,169,576 | 18,463,007 | 18,748,690 |
| | 4 | | Change in inventories | 0 | 0 | 0 |
| | 5 | | Self-constructed assets | 0 | 0 | 0 |
| III | | - | **Cost of current year production** | 5,569,035 | 5,819,626 | 5,675,162 |
| | 6 | | Raw materials and supplies | 3,049,651 | 3,058,448 | 3,078,241 |
| | 7 | | Other external expenses | 2,519,384 | 2,761,178 | 2,596,921 |
| IV | | = | **Added value (I+II-III)** | 12,587,909 | 12,554,779 | 12,885,338 |
| | 8 | + | Operating subsidies | 0 | 0 | 0 |
| | 9 | - | Taxes | 366,471 | 325,530 | 311,185 |
| | 10 | - | Payroll costs | 2,107,533 | 2,149,047 | 1,954,514 |
| V | | = | **Gross Operating Surplus** | 10,113,906 | 10,080,201 | 10,619,640 |
| | | = | Net Loss From Operations | 0 | 0 | 0 |
| | 11 | + | Other operating income | 22,911 | 22,252 | 30,039 |
| | 12 | - | Other operating expenses | 2,530 | 2,540 | 2,233 |
| | 13 | + | Operating write-backs, expense transfers | 571,696 | 547,315 | 496,025 |
| | 14 | - | Operating allowances | 3,374,428 | 3,581,067 | 3,878,635 |
| VI | | = | **Operating Income (+ ou -)** | 7,331,554 | 7,066,162 | 7,264,835 |
| VII | | +/- | **Financial Income** | 1,102,004 | 1,340,896 | 950,975 |
| VIII | | = | **Ordinary Income (+ ou -)** | 8,433,558 | 8,407,058 | 8,215,810 |
| IX | | +/- | **Extraordinary Income** | -989,637 | -3,051,989 | -617,531 |
| | 15 | - | Corporate Income Tax | 2,020,165 | 2,577,056 | 1,954,226 |
| X | | = | **Net Income (+ ou -)** | 5,423,755 | 2,778,013 | 5,644,052 |

| Operating Cash Flow *(in MAD thousand)* | | | | 2023 | 2022 | 2021 |
|---|---|---|---|---|---|---|
| | 1 | | Net income | 5,423,755 | 2,778,013 | 5,644,052 |
| | | + | Profit | 5,423,755 | 2,778,013 | 5,644,052 |
| | | - | Loss | 0 | 0 | 0 |
| | 2 | + | Operating allowances [(a)] | 3,074,740 | 3,178,348 | 3,308,841 |
| | 3 | + | Financial allowances [(a)] | 2,138 | 1,455 | 387,032 |
| | 4 | + | Extraordinary allowances [(a)] | 626,704 | 481,642 | 492,738 |
| | 5 | - | Operating write-backs [(b)] | 784 | 1,633 | 996 |
| | 6 | - | Financial write-backs [(b)] | 1,455 | 31,913 | 162,154 |
| | 7 | - | Extraordinary write-backs [(b) (c)] | 168,261 | 177,308 | 201,245 |
| | 8 | - | Proceeds on disposal of fixed lined assets | 2,771 | 1,575 | 13,880 |
| | 9 | + | Net book value of disposed assets | 274 | 6 | 171,941 |
| I | | | **Cash earnings** | 8,954,339 | 6,227,034 | 9,626,330 |
| | 10 | - | Dividend payments | 1,924,934 | 4,201,453 | 3,524,970 |
| II | | | **Net Cash Earnings** | 7,029,405 | 2,025,581 | 6,101,360 |

*(a) Excluding allowances related to current assets and liabilities and cash.*
*(b) Excluding write-backs relating to current assets and liabilities and cash.*
*(c) Including write-backs of investments subsidies.*

# STATEMENT OF CASH FLOWS

## SELECTED BALANCE-SHEET DATA

| | | | Changes (A-B) | |
|---|---|---|---|---|
| *Masses (in MAD thousand)* | 2023 (A) | 2022 (B) | Uses (C) | Sources (D) |
| 1 Equity and long-term liabilities | 18,824,962 | 15,313,754 | | 3,511,208 |
| 2 Less long-term assets | 30,355,155 | 29,712,924 | 642,231 | |
| 3 Working capital (1-2) (A) | -11,530,192 | -14,399,170 | | 2,868,977 |
| 4 Current assets | 8,033,009 | 7,596,599 | 436,411 | |
| 5 Less current liabilities | 12,614,112 | 13,507,413 | 893,301 | |
| 6 Working capital requirement (4-5) (B) | -4,581,103 | -5,910,815 | 1,329,711 | |
| 7 Net cash (A-B) | -6,949,089 | -8,488,355 | 1,539,266 | |

## USES AND SOURCES

| | 2023 | | 2022 | | 2021 | |
|---|---|---|---|---|---|---|
| *(in MAD thousand)* | Uses | Sources | Uses | Sources | Uses | Sources |
| I - Long-term financing sources | | | | | | |
| **Net cash earnings (A)** | | **7,029,405** | | **2,025,581** | | **6,101,360** |
| Cash earnings | | 8,954,339 | | 6,227,034 | | 9,626,330 |
| Dividends | | 1,924,934 | | 4,201,453 | | 3,524,970 |
| **Disposals and reductions of fixed lined assets (B)** | | **78,430** | | **705,922** | | **511,501** |
| Reduction of intangible assets | | 0 | | 0 | | 4,449 |
| Reduction of property, plant, and equipment | | 0 | | 0 | | 16,257 |
| Disposal of property, plant, and equipment | | 2,771 | | 1,575 | | 13,880 |
| Disposal of financial assets | | 0 | | 0 | | 0 |
| Write-backs of long-term receivables | | 75,659 | | 704,346 | | 476,915 |
| **Increase in shareholders' equity and quasi equity (C)** | | **0** | | **0** | | **0** |
| Increase in equity, capital contribution | | 0 | | 0 | | 0 |
| Investment subsidies | | 0 | | 0 | | 0 |
| **Increase in long-term debt (D)** | | **13,693** | | **0** | | **0** |
| (Net of redemption premiums) | | | | | | |
| Total (I) long-term resources (A+B+C+D) | | 7,121,528 | | 2,731,502 | | 6,612,861 |
| II - Long-term uses for the year | | | | | | |
| **Additions & increase in fixed lined assets (E)** | **3,552,550** | | **3,563,591** | | **3,567,237** | |
| Acquisitions of intangible assets | 292,833 | | 568,049 | | 430,086 | |
| Acquisitions of property, plant, and equipment | 2,873,529 | | 2,428,193 | | 2,093,837 | |
| Acquisitions of financial assets | 386,142 | | 556,339 | | 368,741 | |
| Increase in long-term receivables | 47 | | 11,010 | | 674,572 | |
| Increase in property, plant, and equipment | 0 | | 0 | | 0 | |
| **Reimbursement of equity (F)** | **0** | | **0** | | **0** | |
| **Reimbursement of long-term debt (G)** | **0** | | **0** | | **5,380** | |
| **Capitalized costs (H)** | **700,000** | | **0** | | **0** | |
| Total (II) stable uses (E+F+G+H) | 4,252,550 | | 3,563,591 | | 3,572,617 | |
| III - Change in working capital requirement | 1,329,711 | 0 | 0 | 748,075 | 948,017 | 0 |
| IV - Change in cash and cash equivalents | 1,539,266 | 0 | 0 | 84,014 | 2,092,227 | 0 |
| **GRAND TOTAL** | **7,121,528** | **7,121,528** | **3,563,591** | **3,563,591** | **6,612,861** | **6,612,861** |

# A1 Main valuation methods

## ACCOUNTING POLICIES

The Company's financial statements have been prepared in accordance with generally accepted accounting practices and, in particular, with the principles related to historical costs, separation of accounting periods, prudence, and consistent accounting methods from one year to the next, and clarity.

## CAPITALIZED COSTS

Capitalized costs are valued at their entry costs (sum of charges).

## INTANGIBLE ASSETS AND PROPERTY, PLANT, AND EQUIPMENT

The assets transferred by the Moroccan government on February 26, 1998, to establish Itissalat Al-Maghrib (Maroc Telecom), were recorded as a net amount in the opening, which was approved by:

- Postal Services and Information Technology Act no. 24-96;
- joint order no. 341-98 of the Ministry of Telecommunications and the Ministry of Finance, Commerce, and Industry, approving the inventory of assets transferred to Itissalat Al-Maghrib.

Assets acquired thereafter are recorded at their acquisition or production cost, which for networks essentially comprises design and planning costs, construction costs, site-development costs, network-rollout costs, customs duties, and internal costs related to network development. Financial expenses corresponding to interest on capital borrowed to finance property, plant, and equipment are not expensed as production costs during the production period.

Network maintenance charges are expensed.

Assets are depreciated and amortized consistently, depending on their asset class (PP&E or intangible) and on their use (transmission, network equipment, etc.).

Depreciation and amortization are calculated using the straight-line method over the estimated useful life lives of the assets, as follows:

- intangible assets 4 to 5 years, except 3G licenses (25 years)
- property, plant, and equipment:
  - construction and buildings — 20 years
  - civil engineering — 15 years
  - network equipment:
  - transmission (Mobile) — 10 years
  - switching — 8 years
  - transmission (Fixed-line) — 10 years
- other property, plant, and equipment
  - furniture and fittings — 10 years
  - computer equipment — 5 years
  - office equipment — 10 years
  - transportation equipment — 5 years

An additional provision is recorded for technical obsolescence, reduction in estimated useful life, or asset impairment.

Assets not yet in service are recorded as work-in-progress.

## FINANCIAL ASSETS

Investment securities are recorded at their purchase price. An impairment charge is recorded for the difference if this value is higher than the carrying value. The carrying value is determined on the basis of the Group's proportionate share of equity as represented by the securities. This figure may be adjusted to reflect the companies' growth and earnings outlooks.

Other financial assets, which include receivables, loans, and deposits, are recognized on the basis of their nominal value. Provisions may be recorded to reflect collection risk.

## INVENTORIES

Inventories comprise:

- terminals and accessories intended for sale to customers upon line activation;
- technical support required for network rollout and maintenance other than cable and spare parts.

Inventories of Mobile handsets and accessories are accounted for using the weighted average cost method; a provision is recorded to account for obsolescence risk and for unsold inventory.

Technical-equipment inventories are measured at cost (including customs duties and other costs) and are depreciated on the basis of their value in use or obsolescence.

## ACCOUNTS RECEIVABLE

Accounts receivable are recorded at nominal value.

*Trade receivables:* impairment provisions are recorded to cover collection risk, which is estimated on the basis of the age of the receivable.

*Government receivables:* Provisions are recorded to cover the risk of the Moroccan government not recognizing these receivables. These provisions are evaluated statistically.

*Other receivables:* where appropriate, other provisions are recorded on the basis of estimated collection risk.

## ACCRUALS (ASSETS)

This line item includes mainly prepaid expenses.

## CASH AND INVESTMENT SECURITIES

Cash and investment securities comprise highly liquid assets and short-term investments measured at historical cost.

## PROVISIONS FOR CONTINGENCIES AND LOSSES

These include long-term and other provisions for contingencies and losses.

Long-term provisions for contingencies and losses correspond to provisions for translation differences and life annuities.

Other provisions for contingencies and losses comprise provisions for restructuring, loyalty programs, and disputes and legal risks known at period end. These provisions are measured on the basis of the advancement of procedures underway and estimated risks at period end.

No provision for postretirement benefits has been recorded in the financial statements, because pension expenses are covered by statutory pension plans established for employees in Morocco.

## ACCRUALS (LIABILITIES)

This item contains deferred revenue concerning mainly prepaid subscriptions and unused minutes sold.

## RECEIVABLES AND PAYABLES IN FOREIGN CURRENCIES

Receivables in foreign currencies are translated into the presentation currency using the exchange rate on the transaction date. At period end, receivables and payables in foreign currencies are translated into the presentation currency using the exchange rate on the closing date; unrealized gains or losses are recorded on the statement under "Accruals (assets)" or "Accruals (liabilities)." Unrealized losses are accrued in full.

## REVENUES

Revenues are recorded on the basis of consumption by subscribers and customers at the end of the period, net of trade discounts.

Sales of goods and services correspond to revenues from outgoing and incoming communications, recognized as soon as they are realized (telephone communications and activation costs). Subscriptions are billed monthly in advance, and are recorded as deferred income on the liabilities of the statement, before being transferred to revenues for the period. For prepaid services, revenues are recognized as consumption occurs.

Sales of merchandise relate to terminal sales revenue recognized on delivery to the customer or distributor.

## OTHER INCOME

Other income from operations includes:

- expense reclassifications (mainly telecommunication costs specific to IAM, recognized under "Other external expenses");
- reversal of operating provisions (inventories and provisions for contingencies and losses).

## OTHER EXTERNAL EXPENSES

In addition to rental expenses, maintenance costs, advertising expenses, and general expenses, other external expenses include:

- ANRT regulatory fees for radio-frequency assignment, in accordance with Act 24-96 and Order 310-98 of February 25, 1998;
- expenses related to the universal service obligation, in accordance with Act 24-96 and Order 2.00.1333 of October 9, 2000 (IAM contract specifications);
- costs related to research, training, and telecommunications standardization, in accordance with Act 24-96 and Order 2.00.1333 of October 9, 2000 (IAM contract specifications).

## FINANCIAL INSTRUMENTS

Maroc Telecom does not utilize financial instruments or currency hedges.

# A2 Exceptions

## FROM 01/01/2023 TO 12/31/2023

| Exemptions | Justification of exemptions | Effect of exemptions on assets, financial position, and results |
|---|---|---|
| I - Exemptions from basic accounting principles<br>**Principle of specialization of exercises** | • Following the referral of the Economic Watch Committee to the CNC and in accordance with CNC opinion No. 13 dated April 29, 2020, IAM's contribution to the Covid 19 special fund was deferred accounted for as an expense to spread over several exercises.<br>• Following the referral of the Economic Watch Committee to the CNC and in accordance with CNC opinion No. 27 dated September 27, 2023, IAM's contribution to special fund 126 for the management of the effects of the earthquake in Morocco was deferred accounted for as an expense to spread over several exercises.<br><br>This deferral is necessary to benefit from the tax deductibility of this contribution in accordance with the provisions of article 247 bis of the 2020 amending finance law and the clarifications provided by circular Note 731 relating to the tax provisions of finance law nº 65-20 for the 2021 budget year. | The contribution of IAM was recorded in deferred costs for MAD 1.5 billion and it was depreciated in the amount of 1/5th, recorded in extraordinary allowances for depreciation for an amount of MAD 300 million.<br>The contribution of IAM was recorded in deferred costs for MAD 700 million and it was depreciated in the amount of 1/5th, recorded in extraordinary allowances for depreciation for an amount of MAD 140 million. |
| II - Exemptions from valuation methods | *None* | *None* |
| III - Exemptions from rules for preparing and presenting summary financial statements | *None* | *None* |

# A3 Changes in method

## FROM 01/01/2023 TO 12/31/2023

| Type of commitment | Justification of the changes | Effect of the changes on assets, financial position, and results |
|---|---|---|
| Changes affecting valuation methods | None | None |
| Changes affecting presentation guidelines | None | None |

# B1 Capitalized costs

### FROM 01/01/2023 TO 12/31/2023

| **Main account** *(in MAD million)* | **Description** | **Amount** |
|---|---|---|
| 2110 | Incorporation fees | None |
| 2116 | Development costs | None |
| 2118 | Other preliminary expenses | None |
| 2120 | Costs allocated over several fiscal years | None |
| 2128 | Other costs allocated over several fiscal years | 860,000 |
| **TOTAL** | | **860,000** |

# B2 Non financial assets

### FROM 01/01/2023 TO 12/31/2023 *(IN MAD THOUSAND)*

| | | **Increase** | | | **Decrease** | | | |
|---|---|---|---|---|---|---|---|---|
| **Description** | **Gross Balance carried forward** | **Acquisition** | **Self constructe assets** | **Transfers** | **Disposals** | **Retirement** | **Transfers** | **Gross Balance at year-end** |
| **Capitalized costs** | **1,500,000** | **700,000** | **0** | **0** | **0** | **0** | **0** | **2,200,000** |
| Start-up costs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Deferred costs | 1,500,000 | 700,000 | 0 | 0 | 0 | 0 | 0 | 2,200,000 |
| Bond redemption premiums | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| **Intangible assets** | **12,696,959** | **292,833** | **0** | **319,871** | **24,665** | **0** | **264,732** | **13,020,265** |
| Research and development costs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Patents, trademarks, and similar rights | 12,392,101 | 0 | 0 | 319,871 | 24,665 | 0 | 0 | 12,687,307 |
| Goodwill | 70,447 | 0 | 0 | 0 | 0 | 0 | 0 | 70,447 |
| Other intangible assets | 234,410 | 292,833 | 0 | 0 | 0 | 0 | 264,732 | 262,511 |
| **Property, plant, and equipment** | **76,651,025** | **2,873,529** | **0** | **2,525,479** | **427,225** | **0** | **2,580,618** | **79,042,190** |
| Land | 961,935 | 0 | 0 | 0 | 0 | 0 | 0 | 961,935 |
| Buildings | 8,369,178 | 0 | 0 | 162,972 | 0 | 0 | 0 | 8,532,149 |
| Technical plant, machinery, and equipment | 60,578,089 | 0 | 0 | 2,225,263 | 411,567 | 0 | 0 | 62,391,785 |
| Vehicles | 278,662 | 0 | 0 | 23 | 0 | 0 | 0 | 278,685 |
| Office equipment | 5,094,530 | 0 | 0 | 137,221 | 15,658 | 0 | 0 | 5,216,093 |
| Other property, plant, and equipment | 11,048 | 0 | 0 | 0 | 0 | 0 | 0 | 11,048 |
| Work in progress | 1,357,585 | 2,873,529 | 0 | 0 | 0 | 0 | 2,580,618 | 1,650,495 |

# B2 Bis Depreciation schedule

### FROM 01/01/2023 TO 12/31/2023 *(IN MAD THOUSAND)*

| Description | Accumulated depreciation opening of period | Allowances for period | Amortization of disposed assets | Amount at year-end |
|---|---|---|---|---|
| **Capitalized costs** | **900,000** | **440,000** | **0** | **1,340,000** |
| Start-up costs | 0 | 0 | 0 | 0 |
| Deferred costs | 900,000 | 440,000 | 0 | 1,340,000 |
| Bond redemption premiums | 0 | 0 | 0 | 0 |
| **Intangible assets** | **10,765,530** | **405,731** | **24,665** | **11,146,596** |
| Research and development costs | 0 | 0 | 0 | 0 |
| Patents, trademarks, and similar rights | 10,695,083 | 405,731 | 24,665 | 11,076,148 |
| Goodwill | 70,447 | 0 | 0 | 70,447 |
| Other intangible assets | 0 | 0 | 0 | 0 |
| **Property, plant and equipment** | **61,581,536** | **2,689,888** | **426,951** | **63,844,473** |
| Land | 0 | 0 | 0 | 0 |
| Buildings | 5,807,614 | 228,480 | 0 | 6,036,094 |
| Technical plant, machinery, and equipment | 50,868,291 | 2,326,697 | 411,382 | 52,783,605 |
| Vehicles | 112,429 | 10,680 | 0 | 123,109 |
| Office equipment | 4,793,202 | 124,031 | 15,569 | 4,901,664 |
| Other property, plant, and equipment | 0 | 0 | 0 | 0 |
| Work in progress | 0 | 0 | 0 | 0 |
| **Including extraordinary allowances:** | | | | |
| • Asset retirement | | | | |
| • Corrective action to remedy delays to entry into service | | MMAD 21 | | |
| **TOTAL OF EXTRAORDINARY ALLOWANCES** | | **MMAD 21** | | |

# B3 Gains and losses from disposals and retirement of Fixed-lined assets

### FROM 01/01/2023 TO 12/31/2023 *(IN MAD THOUSAND)*

| Disposal or retirement date | Principal amount | Gross amount | Accumulated depreciation | Net book value | Proceeds from disposal of assets | Gains | Losses |
|---|---|---|---|---|---|---|---|
| 03/31/2023 | 233 | 9,669 | 9,484 | 185 | 1,751 | 1,566 | 0 |
| 03/31/2023 | 235 | 9,439 | 9,350 | 89 | 89 | 0 | 0 |
| 09/30/2023 | 222 | 2,903 | 2,903 | 0 | 0 | 0 | 0 |
| 09/30/2023 | 233 | 90,993 | 90,993 | 0 | 422 | 422 | 0 |
| 09/30/2023 | 235 | 5,377 | 5,377 | 0 | 0 | 0 | 0 |
| 12/31/2023 | 222 | 21,763 | 21,763 | 0 | 0 | 0 | 0 |
| 12/31/2023 | 233 | 310,905 | 310,905 | 0 | 509 | 509 | 0 |
| 12/31/2023 | 235 | 842 | 842 | 0 | 0 | 0 | 0 |
| **TOTAL** | | **451,890** | **451,617** | **274** | **2,771** | **2,497** | 0 |

# B4 Equity investments

**FROM 01/01/2023 TO 12/31/2023** *(IN MAD THOUSAND)*

| | Operating sector | Share capital | % of interest | Overall acquisition price | Net book value | Derived from latest selected financial Data of issuer: Closing date | Net equity | Net income | Income recorded in statement of comprehensive income |
|---|---|---|---|---|---|---|---|---|---|
| | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 |
| **Arabsat** | Exploitation et commercialisation de système de télécommunications | 1,704,167 | 0.61 | 6,454 | 6,454 | 12/31/2023 | | | |
| **ADM** | Construction et exploitation du réseau routier marocain | 15,715,629 | 0.13 | 20,000 | 16,000 | 12/31/2023 | | | |
| **Thuraya** | Opérateur satellitaire régional | 6,841,602 | 0.16 | 9,872 | 1,874 | 12/31/2023 | | | |
| **Casanet** | Fournisseur d'accès internet | 14,414 | 100 | 18,174 | 18,174 | 12/31/2023 | 66,337 | 16,791 | 8,395 |
| **CMC** | Holding financière | 341,788 | 80 | 399,469 | 399,469 | 03/31/2023 | 537,651 | 153,931 | 127,115 |
| **MT CASH** | Établissement de paiement | 50,000 | 100 | 50,000 | 50,000 | 12/31/2023 | 18,594 | -8,273 | |
| **Onatel** | Télécommunication | 565,726 | 61 | 2,928,777 | 2,928,777 | 12/31/2023 | 1,030,442 | 353,724 | 199,598 |
| **Gabon Telecom** | Télécommunication | 895,760 | 51 | 696,641 | 696,641 | 12/31/2023 | 1,459,765 | 387,211 | 168,994 |
| **Sotelma** | Télécommunication | 146,290 | 51 | 3,143,911 | 3,143,911 | 12/31/2023 | 738,890 | 563,584 | 277,480 |
| **MT FLY SA** | Exploitant d'avion pour le transport de voyageurs ou de marchandises. | 13,665 | 100 | 38,300 | 18,000 | 12/31/2023 | 10,977 | -3,042 | |
| **Etisalat Bénin SA** | Télécommunication | 173,183 | 100 | 1,203,458 | 1,203,458 | 12/31/2023 | 259,014 | 79,496 | - |
| **Moov Africa Côte d'Ivoire** | Télécommunication | 332,780 | 85 | 890,932 | 890,932 | 12/31/2023 | 881,545 | 485,010 | 282,582 |
| **Moov Africa Togo** | Télécommunication | 133,112 | 95 | 596,672 | 596,672 | 12/31/2023 | 225,228 | 65,895 | 76,752 |
| **Moov Africa Niger** | Télécommunication | 128,349 | 100 | 1,231,149 | 1,231,149 | 12/31/2023 | 46,174 | -82,679 | |
| **Moov Africa Centrafrique** | Télécommunication | 33,361 | 100 | 559,252 | 204,133 | 12/31/2023 | -89,646 | -46,889 | |
| **Moov Africa Chad** | Télécommunication | 124,046 | 100 | 1,104,125 | 1,104,125 | 12/31/2023 | 359,952 | 209,886 | 167,171 |
| **TOTAL** | | | | **12,897,186** | **12,509,768** | | **5,544,037** | **2,173,754** | **1,308,086** |

# B5 Provisions

### FROM 01/01/2023 TO 12/31/2023 *(IN MAD THOUSAND)*

| | | Allowances | | | Write-backs | | | |
|---|---|---|---|---|---|---|---|---|
| Description | Opening balance | Operating | Financial | Extraordinary * | Operating | financial | Extraordinary * | Closing balance |
| 1 – Provisions for depreciation of fixed lined assets | 555,679 | 0 | 0 | 165,824 | 0 | 0 | 168,261 | 553,242 |
| 2 – Regulated provisions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3 – Provisions for contingences and losses | 12,157 | 0 | 2,138 | 0 | 784 | 1,455 | 0 | 12,055 |
| Sub total (A) | 567,836 | 0 | 2,138 | 165,824 | 784 | 1,455 | 168,261 | 565,297 |
| 4 – Provisions for depreciation of current assets (excluding cash and cash equivalent) | 9,319,536 | 246,036 | 0 | 0 | 70,978 | 0 | 0 | 9,494,594 |
| 5 – Other provisions for contingencies | 557,853 | 53,653 | 31,881 | 500,000 | 342,353 | 53,723 | 0 | 747,310 |
| 6 – Provisions for depreciation of cash and cash equivalents | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub Total (B) | 9,877,389 | 299,689 | 31,881 | 500,000 | 413,332 | 53,723 | 0 | 10,241,904 |
| **TOTAL (A+B)** | **10,445,225** | **299,689** | **34,019** | **665,824** | **414,116** | **55,178** | **168,261** | **10,807,202** |

* *This increase is due to the recognition of the provision for risk relating to the dispute between IAM and the operator Wana Corporate for an amount of MAD 0.5 billion.*

# B6 Receivables

### FROM 01/01/2023 TO 12/31/2023 *(IN MAD THOUSAND)*

| | | Breakdown by maturity | | | | Other breakdown | | |
|---|---|---|---|---|---|---|---|---|
| Receivables | Total | More than one year | Less than one year | Expired but not recovered | Amount in foreign currency | Amounts due from government and public bodies | Amounts due from related parties | Amounts in notes |
| **Fixed lined assets** | **77,686** | **60,511** | **2,417** | **14,758** | **53,151** | **0** | **58,693** | **-** |
| Long-term loans | 73,452 | 56,277 | 2,417 | 14,758 | 52,593 | 0 | 58,693 | - |
| Other financial receivables | 4,234 | 4,234 | 0 | 0 | 558 | 0 | 0 | - |
| **Current assets** | **16,947,386** | **0** | **2,108,507** | **14,838,879** | **1,760,610** | **1,622,381** | **1,331,777** | **-** |
| Trade payables, advances, and deposits | 19,269 | 0 | 19,269 | 0 | 418 | 2,761 | 5,590 | - |
| Accounts receivable and related accounts | 16,127,668 | 0 | 1,649,590 | 14,478,077 | 1,755,567 | 881,957 | 1,306,856 | - |
| Employees | 3,814 | 0 | 3,814 | 0 | 0 | 0 | 0 | - |
| Tax receivables | 396,066 | 0 | 396,066 | 0 | 0 | 396,066 | 0 | - |
| Shareholders' current accounts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | - |
| Other receivables | 368,886 | 0 | 8,084 | 360,802 | 3,794 | 332,781 | 18,512 | - |
| Accruals | 31,683 | 0 | 31,683 | 0 | 831 | 8,816 | 819 | - |

# B7 Liabilities

**FROM 01/01/2023 TO 12/31/2023** *(IN MAD THOUSAND)*

| Liabilities | Total | Breakdown by maturity: More than one year | Less than one year | Expired but not recovered | Other breakdown: Amount in foreign currency | Amounts due from government and public bodies | Amounts due from related parties | Amounts in notes |
|---|---|---|---|---|---|---|---|---|
| **Long-term debt** | **15,188** | **15,188** | **0** | **0** | **558** | **0** | **0** | **0** |
| Debenture bonds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Other long-term debt | 15,188 | 15,188 | 0 | 0 | 558 | 0 | 0 | 0 |
| **Current liabilities** | **11,794,057** | **76,215** | **10,298,419** | **1,419,423** | **1,529,388** | **3,222,430** | **319,323** | **0** |
| Accounts payable and related accounts | 5,676,301 | 76,215 | 4,226,247 | 1,373,838 | 1,402,933 | 15,893 | 318,635 | 0 |
| Trade receivables, advances, and deposits | 126,460 | 0 | 80,876 | 45,584 | 126,456 | 0 | 687 | 0 |
| Employees | 1,041,265 | 0 | 1,041,265 | 0 | 0 | 0 | 0 | 0 |
| Social-security authorities | 109,811 | 0 | 109,811 | 0 | 0 | 109,811 | 0 | 0 |
| Tax payable | 2,714,892 | 0 | 2,714,892 | 0 | 0 | 2,714,892 | 0 | 0 |
| Shareholders' current accounts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Other payables | 395,226 | 0 | 395,226 | 0 | 0 | 381,835 | 0 | 0 |
| Accruals | 1,730,102 | 0 | 1,730,102 | 0 | 0 | 0 | 0 | 0 |

# B8 Guarantees given or received

**FROM 01/01/2023 TO 12/31/2023** *(IN MAD THOUSAND)*

| Third parties | Amount covered by guarantee | Description [(a)] | Date and place of registration | Purpose [(b) (c)] | Net book value of the guarantee given at balance-sheet date |
|---|---|---|---|---|---|
| Guarantees given | | | | | |
| Guarantees received | | | | Guarantees received are from employees | |
| Long-term loans | 14,758 | (b) | | | 14,758 |

*(a) Collateral: 1- Mortgage: 2-Pledge: 3-Warrant: 4-Others: 5-To be specified.*
*(b) Specify whether the security is given for the benefit of companies or third parties (Data security) (Affiliated companies, partners, staff).*
*(c) Specify whether the collateral received by the Company from persons other than the debtor (collateral received).*

# B9 Financial commitments given or received, excluding leasing transactions

## FROM 01/01/2023 TO 12/31/2023 *(IN MAD THOUSAND)*

| Commitments given | Amounts year end | Amounts previous year |
|---|---|---|
| **Investment not yet realized** | **1,302,229** | **923,082** |
| Investment Agreement | 0 | 0 |
| Investment commitment | 1,302,229 | 923,082 |
| | **1,302,229** | **923,082** |
| **Guarantees from banks** | | |
| Documentary credit | - | - |
| Endorsements | 44,972 | 42,671 |
| | **44,972** | **42,671** |
| **Operating lease obligations *** | **92,024** | **75,566** |
| | **92,024** | **75,566** |
| **Guarantees by Millicom for financing MOOV AGFRICA TCHAD (TIGO TCHAD):** | | |
| Maroc Telecom replaces the Millicom international companies' for the guarantees given by them, as part of current operations of Tigo Tchad. (EUR 3,250 million at December 31, 2023 vs. EUR 10,250 million at December 31, 2022). | 35,641 | 114,518 |
| | **35,641** | **114,518** |
| **Bank guarantee Moov Africa Niger (AT NIGER)** | | |
| Commitment of payment on request of the balance in case of insufficiency of provision of the IAM account: | | |
| Bank guarantee of 08/31/2018 in the amount of EUR 19,818,372.24 (EUR 14.93 million at December 31, 2023) | 163,743 | 183,221 |
| Corporate guarantee of 09/20/2018 in the amount of EUR 9,909,186.12 (EUR 6.79 million at December 31, 2023) | 74,430 | 88,127 |
| Corporate guarantee of 05/14/2020 in the amount of EUR 3,000,000 (EUR 1.02 million at December 31, 2023) | 11,168 | 18,853 |
| Bank guarantee of 05/20/2020 in the amount of EUR 6,860,205 (EUR 4.12 million at December 31, 2023) | 45,190 | 50,126 |
| Corporate guarantee of 08/24/2020 in the amount of EUR 3,048,980 (EUR 2 million at December 31, 2022) | 0 | 22,387 |
| Bank guarantee of 11/03/2020 in the amount of EUR 7,878,060.81 (EUR 1.41 million at December 31, 2023) | 15,464 | 22,580 |
| Bank guarantee of 08/31/2021 in the amount of EUR 9,146,941.03 (EUR 7.76 million at December 31, 2023) | 85,146 | 102,194 |
| **Bank guarantee Moov Africa Togo (AT TOGO)** | | |
| Payment commitment on simple request of the unpaid amount: | | |
| Bank guarantee of 03/03/2021 in the amount of EUR 30,489,803.45 (EUR 19.60 million at December 31, 2023) | 214,967 | 249,622 |
| | **610,108** | **737,111** |
| **Other Bank guarantees** | | |
| Make sure that the subsidiary makes the usual diligence to respect its commitments. | | |
| **Concerned subsidiaries (Moov Africa RCA; Moov Africa CDI; Moov Africa Niger; Moov Africa Benin; Moov Africa Togo; Moov Africa Gabon; Moov Africa Burkina; Moov Africa Mali, Moov Africa Chad)** | | |
| Commitment of prior information of the bank in case of total or partial transfer. | | |
| **Concerned subsidiaries (Moov Africa RCA; Moov Africa CDI; Moov Africa Niger; Moov Africa Benin; Moov Africa Togo; Moov Africa Gabon; Moov Africa Burkina; Moov Africa Mali, Moov Africa Chad)** | | |
| Make sure that that the subsidiary maintains a satisfying economic and financial situation enabling it to meet its commitments toward its lenders | | |
| **Concerned subsidiaries (Moov Africa RCA; Moov Africa CDI; Moov Africa Niger; Moov Africa Benin; Moov Africa Togo; Moov Africa Gabon; Moov Africa Burkina; Moov Africa Mali, Moov Africa Chad)** | | |
| **TOTAL** | **2,084,975** | **1,892,948** |

* *2 to 15 year rent contract with tacit renewal. The amount indicated is related to the notice period in case of termination. The leases of transport equipment are for four to five years, the commitment corresponds to the compensation to be paid to the lessors in the event of early termination of the contract.*

| Commitments Received | Amounts Year end | Amounts Previous year |
|---|---|---|
| **Endorsements and guarantees** | **990,346** | **943,759** |
| Other commitments received | | |
| Commitment by the Moroccan government to social outreach initiatives | | |
| **Total** | **990,346** | **943,759** |

# B10 Finance-lease assets

## FROM 01/01/2023 TO 12/31/2023 *(IN MAD THOUSAND)*

| Section | Date of the first term | Contract length in months | Estimated value at the date of the contract 'value | Theoritical amortization period | Accumulated fees of previous years | Accumulated royalties amount | Remaining royalties to pay: Less than one year | Remaining royalties to pay: More than one year | Residual purchase price | Observations |
|---|---|---|---|---|---|---|---|---|---|---|
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) | (10) | (11) |
| | | None | | | | | None | | | |

# B11 Analysis of statement of comprehensive income (items)

## FROM 01/01/2023 TO 12/31/2023 *(IN MAD THOUSAND)*

| Item | | Current year 2023 | Previous year |
|---|---|---|---|
| **Operating income** | | | |
| 711 | **Sales of goods** | 379,585 | 243,382 |
| | Sales of goods in Morocco | 379,585 | 243,382 |
| | Sales of goods abroad | 0 | 0 |
| | Other sales of goods | | |
| | **TOTAL** | **379,585** | **243,382** |
| 712 | **Sales of manufactured goods and services rendered** | 18,169,576 | 18,463,007 |
| | Sales of manufactured goods in Morocco | | |
| | Sales of manufactured goods abroad | | |
| | Sales of service rendered in Morocco | 15,897,007 | 16,323,145 |
| | Sales of service rendered abroad | 2,272,569 | 2,139,863 |
| | Royalties for patents, trademarks, rights, etc | | |
| | Other sales of manufactured goods and services rendered | 0 | 0 |
| | **TOTAL** | **18,169,576** | **18,463,007** |
| 713 | **Change in inventories** | 0 | 0 |
| | Change in manufactured goods inventory | 0 | 0 |
| | Change in services inventory | 0 | 0 |
| | Change in product inventory WIP | 0 | 0 |
| | **TOTAL** | **0** | **0** |
| 714/718 | **Other operating income** | 22,911 | 22,252 |
| | Directories' fees received | 0 | 0 |
| | Other operating income | 22,911 | 22,252 |
| | **TOTAL** | **22,911** | **22,252** |
| 719 | **Operating write-backs: expense transfers** | 571,696 | 547,315 |
| | Expense transfers | 0 | |
| | Write-backs | 414,116 | 490,648 |
| | Expense transfers | 157,580 | 56,667 |
| | **TOTAL** | **571,696** | **547,315** |
| **Financial income** | | 0 | 0 |
| 738 | **Interest and other financial income** | 13,383 | 38,096 |
| | Interest and similar income | 8,811 | 36,924 |
| | Income from receivables of controlled entities | 0 | 0 |
| | Net proceeds from disposal of marketable securities | 3,564 | 620 |
| | Other interest and financial income | 1,009 | 551 |
| | **TOTAL** | **13,383** | **38,096** |

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| Item | | Current year 2023 | Previous year |
|---|---|---|---|
| **Operating expenses** | | | |
| 611 | Cost of goods sold | 392,216 | 331,984 |
| | Cost of goods | 469,889 | 374,845 |
| | Change in inventory (+/-) | -77,673 | -42,861 |
| | **TOTAL** | **392,216** | **331,984** |
| 612 | Raw material and supplies | 3,049,651 | 3,058,448 |
| | Raw materials | 0 | 0 |
| | Change in raw material inventory | 0 | 0 |
| | Supplies and packaging | 130,137 | 172,715 |
| | Change in supplies and packaging inventory | -4,704 | -79,555 |
| | Cost of consumable materials and supplies | 758,565 | 749,969 |
| | Cost of research, surveys, studies, and services | 2,165,652 | 2,215,319 |
| | **TOTAL** | **3,049,651** | **3,058,448** |
| 613/614 | Other external expenses | 2,519,384 | 2,761,178 |
| | Rent and rental expenses | 329,861 | 320,579 |
| | Finance lease installments | 0 | 0 |
| | Maintenance and repairs | 537,110 | 543,437 |
| | Insurance premiums | 11,760 | 14,906 |
| | Payments of external staff | 262,740 | 282,764 |
| | Payments for intermediaries and fees | 197,211 | 410,945 |
| | Fees for patents, trademarks, rights, etc. | 580,834 | 573,250 |
| | Transportation | 44,514 | 34,018 |
| | Travel and entertainment expenses | 63,357 | 60,702 |
| | Other external expenses | 491,998 | 520,577 |
| | **TOTAL** | **2,519,384** | **2,761,178** |
| 617 | Payroll costs | 2,107,533 | 2,149,047 |
| | Payroll | 1,774,887 | 1,818,732 |
| | Social security | 332,646 | 330,316 |
| | Other payroll costs | 0 | 0 |
| | **TOTAL** | **2,107,533** | **2,149,047** |
| 618 | Other operating expenses | 2,530 | 2,540 |
| | Directors' fees | 2,530 | 2,540 |
| | Losses on uncollectible receivables | 0 | 0 |
| | Other financial expenses | 0 | 0 |
| | **TOTAL** | **2,530** | **2,540** |
| **Financial expenses** | | | |
| 638 | Other financial expenses | 3,027 | 1,808 |
| | Net losses on disposal of marketable securities | 3,027 | 1,808 |
| | Other financial expenses | 0 | 0 |
| | **TOTAL** | **3,027** | **1,808** |
| **Extraordinary expenses** | | | |
| 658 | Other extraordinary expenses | 1,049,157 | 2,867,110 |
| | Contract cancellation payments and forfeiture of deposits | 0 | 0 |
| | Back tax payments (other than income tax) | 0 | 27,901 |
| | Tax penalties and fines | 297 | 2,452,093 |
| | Uncollectible receivables | 0 | 0 |
| | Other extraordinary expenses | 1,048,860 | 387,117 |
| | **TOTAL** | **1,049,157** | **2,867,110** |

# B12 Reconciliation of net income to taxable income

### FROM 01/01/2023 TO 12/31/2023 *(IN MAD THOUSAND)*

| Determination of income | Amount | Amount |
|---|---|---|
| **I - Net income** | **5,423,755** | |
| Net profit | 5,423,755 | |
| Net loss | | |
| **II - Tax add-backs** | **2,592,829** | |
| **1. Ordinary** | **2,099,717** | |
| Income tax 2023 | 2,020,165 | |
| Amortization in excess of MAD 300,000 | 575 | |
| POP Paris expenses (IAM branch) | 90 | |
| Unrealized foreign exchange gains 2023 | 72,745 | |
| Gifts exceeding MAD 100 per unit | 62 | |
| Donations in cash or kind | 6,080 | |
| Provisions | 0 | |
| **2. Extraordinary** | **493,112** | |
| Amortization | 20,880 | |
| Provisions | 130,563 | |
| Tax penalties and fines | 297 | |
| Contribution for the support of social solidarity | 341,372 | |
| Expenses from prior years | 0 | |
| **III - Tax deductions** | | **1,518,620** |
| **1. Ordinary** | | **1,386,994** |
| Unrealized foreign exchange gains 2022 | | 78,909 |
| POP Paris income (IAM branch) | | 0 |
| Revenues from equity investments | | 1,308,086 |
| **2. Extraordinary** | | **131,626** |
| Allowance on net capital gains from disposal | | 0 |
| Provisions & amortization | | 131,626 |
| Other extraordinary income | | 0 |
| **TOTAL** | **2,592,829** | **1,518,620** |
| **IV - Gross taxable income** | | **6,497,964** |
| Gross profit | | 6,497,964 |
| Gross taxable loss | | |
| **V - Loss carried forward** | | **0** |
| **VI - Taxable income** | | **6,497,964** |
| Net taxable profit | | 6,497,964 |
| Net taxable loss | | |

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# B13 Determination of ordinary income after tax

## FROM 01/01/2023 TO 12/31/2023 *(IN MAD THOUSAND)*

| | Amount |
|---|---|
| **I - Determination of income** | |
| Ordinary income from statement of comprehensive income (+) | 8,433,558 |
| Add-backs on ordinary operations | 79,552 |
| Deduction of ordinary operations | 1,386,994 |
| **Ordinary income theoretically taxable (=)** | **7,126,115** |
| Theoretical tax on ordinary income (-) | 2,209,096 |
| Exemption of export revenues | -62,876 |
| **Ordinary income after tax (=)** | **6,287,338** |
| **II - Indication of the tax status and advantages granted** | |
| IAM benefits from a reduced rate of corporate income tax (23,75% instead of 32%) for its international revenues | |
| **Granted by investment codes or by specific legal provisions** | |

# B14 Analysis of VAT

## FROM 01/01/2023 TO 12/31/2023 *(IN MAD THOUSAND)*

| | Opening balance | Operations | VAT returns | Closing balance |
|---|---|---|---|---|
| **Description** | 1 | 2 | 3 | (1+2-3) |
| **A/ Invoiced VAT** | **2,584,828** | **3,186,142** | **3,291,378** | **2,479,592** |
| **B/ Recoverable VAT** | **272,575** | **1,231,039** | **1,237,243** | **266,370** |
| • On expenses | 238,113 | 910,303 | 943,793 | 204,623 |
| • On assets | 34,462 | 320,735 | 293,450 | 61,747 |
| **C/ VAT payable (VAT credit) VAT = (A-B)** | **2,312,253** | **1,955,103** | **2,054,134** | **2,213,222** |

# B15 Contingent liabilities

## FROM 01/01/2023 TO 12/31/2023

Itissalat Al-Maghrib SA was subject to a general tax audit during 2022 for the non-prescribed period as of December 31, 2021.

In accordance with the regulations in force, non-prescribed financial years 2022 and 2023 may be subject to control by the tax authorities and remain subject to checks and possible adjustments.

Under the non-prescribed period, the taxes issued by rolls may also be subject to revision.

Social declarations could be subject to control and possible reminders of contributions.

On December 16, 2021, Itissalat Al-Maghrib SA received a summons from the Commercial Court of Rabat regarding a complaint filed by Wana on unbundling and claiming of MAD 6.85 billion. The case is ongoing and the court has appointed experts to present a report.

On January 29, 2024, a non-enforceable judgment was rendered by the said Court setting the amount of compensation for damages for anti-competitive practices at MAD 6.37 billion. Itissalat Al-Maghrib SA will appeal this judgment.

In accordance with the accounting rules applicable in Morocco, Itissalat Al-Maghrib SA, relying on the work of its advisors, has made a provision in its accounts as of December 31, 2023 in the amount of MAD 0.5 billion representing its estimate of the possible risk.

# C1 Shareholder structure

## FROM 01/01/2023 TO 12/31/2023 *(IN MAD THOUSAND)*

| | | Stocks held *(in thousands)* | | | Capital amount | | |
|---|---|---|---|---|---|---|---|
| Surname, first name, business name of main shareholders [a] | Adresse | Previous year | Current year | Nominal value of each stock or share | Soubscribed | Called | Full paid |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
| 1°/ Kingdom of Morocco | | 193,401 | 193,401 | 0.006 | 1,160,406 | 1,160,406 | 1,160,406 |
| 2°/ Société de Participation dans les Télécommunications | | 465,940 | 465,940 | 0.006 | 2,795,643 | 2,795,643 | 2,795,643 |
| 3°/ M. Mohamed Benchaaboun | | 0.010 | 0.010 | 0.006 | 0.060 | 0.060 | 0.060 |
| 4°/ M. Abdelouafi Laftit | | 0.010 | 0.010 | 0.006 | 0.060 | 0.060 | 0.060 |
| 5°/ M. Alami Mohamed | | 2.900 | 2.900 | 0.006 | 17.400 | 17.400 | 17.400 |
| 6°/ M. Obaid Humaid Al Tayer | | 0.001 | 0.001 | 0.006 | 0.006 | 0.006 | 0.006 |
| 7°/ M. Mohamed Hadi Al Hussaini | | 0.001 | 0.001 | 0.006 | 0.006 | 0.006 | 0.006 |
| 8°/ M. Ahmed Abdulkarim Julfar | | 0.001 | 0.001 | 0.006 | 0.006 | 0.006 | 0.006 |
| 9°/ M.M. Daniel Ritz | | 0.001 | 0.001 | 0.006 | 0.006 | 0.006 | 0.006 |
| 10°/ M. Mohammed Saif Al Suwaidi | | 0.001 | 0.001 | 0.006 | 0.006 | 0.006 | 0.006 |
| 11°/ M.M. Serkan Okandan | | 0.001 | 0.001 | 0.006 | 0.006 | 0.006 | 0.006 |
| 12°/ M. Jean Francois Dubos | | 0.010 | 0.010 | 0.006 | 0.060 | 0.060 | 0.060 |
| 13°/ M. Regis Turrini | | 0.010 | 0.010 | 0.006 | 0.060 | 0.060 | 0.060 |
| 14°/ M. Jacques Espinasse | | 0.010 | 0.010 | 0.006 | 0.060 | 0.060 | 0.060 |
| 15°/ M. Franck Esser | | 0.010 | 0.010 | 0.006 | 0.060 | 0.060 | 0.060 |
| 16°/ M. Jean-Rene Fourtou | | 0.010 | 0.010 | 0.006 | 0.060 | 0.060 | 0.060 |
| 17°/ M. Jacques Chareyre | | 0.100 | 0.100 | 0.006 | 0.600 | 0.600 | 0.600 |
| 18°/ M. Talbi Abdelaziz | | 0.010 | 0.010 | 0.006 | 0.060 | 0.060 | 0.060 |
| 19°/ M. Saleh Abdooli | | 0.001 | 0.001 | 0.006 | 0.006 | 0.006 | 0.006 |
| 20°/ M. Abderrahmane Semmar | | 0.001 | 0.001 | 0.006 | 0.006 | 0.006 | 0.006 |
| 21°/ M. Hatem Dowidar | | 0.001 | 0.001 | 0.006 | 0.006 | 0.006 | 0.006 |
| 22°/ Various shareholders | | 219,751 | 219,751 | 0.006 | 1,318,505 | 1,318,505 | 1,318,505 |

*(a) If the number of shareholders is less than or equal to 10, the Company should list all the shareholders. Otherwise, the Company may list only the 10 principal shareholders.*

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# C2 Appropriation of year-end income

## FROM 01/01/2023 TO 12/31/2023 *(IN MAD THOUSAND)*

| | Amount | | Amount |
|---|---|---|---|
| **A. Source of income** (Decision of April 29, 2022) | | **B. Income appropriation** | |
| | | Legal reserves | 0 |
| Retained earnings at December 31, 2021 | 0 | Other reserves | 853,079 |
| Net income to be allocated | 0 | Directors' share in profits | 0 |
| Net income for the period | 2,778,013 | Dividends | 1,924,934 |
| Withholding from reserves | 0 | Other allocations | 0 |
| Other reserves | 0 | Retained earnings | 0 |
| **TOTAL A** | **2,778,013** | **TOTAL B** | **2,778,013** |

## C3 Income and other significant items over the past three years

*(in MAD thousand)*

| Description | 2021 | 2022 | 2023 |
|---|---|---|---|
| **Net equity of the Company** | | | |
| Shareholders' equity and quasi-equity less capitalized costs | 15,822,339 | 14,698,898 | 17,937,719 |
| **Operations and income from period** | | | |
| Revenues excluding tax | 19,133,137 | 18,706,389 | 18,549,161 |
| Income before tax | 7,598,279 | 5,355,070 | 7,443,920 |
| Corporate income tax | 1,954,226 | 2,577,056 | 2,020,165 |
| Dividends | 3,524,970 | 4,201,453 | 1,924,934 |
| Unappropriated income (placed in reserves or to be allocated) | 2,723,448 | 1,442,599 | 853,079 |
| **Earnings per share** | | | |
| Earnings per share for period *(in MAD)* | 6.42 | 3.16 | 6.17 |
| Dividends per share *(in MAD)* | 4.01 | 4.78 | 2.19 |

## C4 Transactions in foreign currencies during the year

### FROM 01/01/2023 TO 12/31/2023 *(IN MAD THOUSAND)*

| Description | Entry Exchange value *(in MAD)* | Outgoing Exchange value *(in MAD)* |
|---|---|---|
| Permanent financing | - | |
| Gross assets | | 1,517,349 |
| Receipts from sale of fixed lined assets | 1,317,274 | |
| Repayment of long-term debt | | - |
| Other court-term debt | - | 0 |
| Income | 1,302,376 | |
| Expenses | | 823,851 |
| **Total inflows** | **2,619,650** | |
| **Total outflows** | | **2,341,200** |
| **Foreign currency balance** | | **278,450** |
| **TOTAL** | **2,619,650** | **2,619,650** |

# C5 Date of financial statements and subsequent events

## I. DATES

Date of statement of financial position [a]: 12/31/2023

Date of preparation of the financial statements [b]: 01/29/2024

Date of rectifying declaration:

## II. EVENTS SUBSEQUENT TO THE DATE OF THE FINANCIAL STATEMENTS AND KNOWN PRIOR TO INITIAL DISCLOSURE OF THE FINANCIAL STATEMENTS

| Dates | Indication of events |
|---|---|
| 01/29/2024 | A non-enforceable judgment was rendered by the the Commercial Court of Rabat setting the amount of compensation for damages for anti-competitive practices at MAD 6.37 billion. Itissalat Al-Maghrib SA will appeal this judgment. In accordance with the accounting rules applicable in Morocco, Itissalat Al-Maghrib SA, relying on the work of its advisors, has made a provision in its accounts as of December 31, 2023 in the amount of MAD 0.5 billion representing its estimate of the possible risk. |

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(a) Justification in the event of a change in the closing date of the financial year.

(b) Justification in the event that the regulatory deadline of three months for the preparation of the summary statements is exceeded.

# 5.5 Special report of the Statutory auditors

**This is a free translation into English of our special audit report signed and issued in French and is provided solely for the convenience of English speaking users. This report should be read in conjunction and construed solely in accordance with Moroccan law and Moroccan professional auditing standards.**

Financial Year from 1st January 2023 to December 31st, 2023

Dear Shareholders,

As Statutory auditors of the Company, we hereby submit our report on related-party agreements, in accordance with Articles 95 to 97 of 17-95 Act, as amended and completed.

Our responsibility is to present the main characteristics and modalities of the agreements which we have been informed of by the Chairman of the Supervisory Board or that we discovered during our engagement, without giving an opinion on their usefulness and appropriateness, or looking for the existence of other agreements. It is your responsibility, under the law above, to decide on their approval.

We have performed the procedures that we considered necessary under the standards of the profession in Morocco. These procedures are designed to verify the consistency of the information provided to us with the documentation from which they originate.

## 1. Agreements concluded during 2023

The Chairman of the Supervisory Board of your company has not informed us of any new agreement concluded in 2023.

## 2. Agreements concluded in previous financial years and continued to be enforced in 2023

### 2.1 CONVENTION ON THE ACQUISITION OF SUBSIDIARIES OF ETISALAT (LOANS GRANTED TO SUBSIDIARIES)

- **Parties concerned:**
  - Itissalat Al-Maghrib (IAM) is the major shareholder of Atlantique Telecom Centrafrique (currently Moov Africa Centrafrique), with a 100% stake.
- **Form of contract:** Written agreement;
- **Nature and purpose of the agreement:** Loans granted to subsidiaries in connection with the operation of acquiring equity securities;
- **Main modalities:** In accordance with the contract for the acquisition equity securities of the subsidiaries concluded in 2014, IAM received, during 2015, a USD 200 million interest-free loan from Etisalat (fully repaid in 2019) which it reallocated in Euro, between 2015, 2016, 2017, 2018 and 2019 at the level of the new subsidiaries acquired: Moov Africa Ivory Coast, Moov Africa Niger and Moov Africa Central African Republic to the tune of $194.6 million, or €178.8 million.

The situation of loans granted by Itissalat Al-Maghrib (IAM) to subsidiaries as of December 31, 2023 is further elaborated as follows:

- Moov Africa Central African Republic:
  - loan Balance: As of December 31, 2023, the total current account advances granted to this subsidiary amounted to €4.8 million (equivalent to Dh 54.7 million),
  - revenue of the year: IAM recorded interest income during 2023 for €0.8 million (equivalent to dirhams of €8.4 million),
  - amounts paid: No amount was paid by IAM for the financial year 2023,
  - amounts received: No amount was collected by IAM during 2023. It should be noted that an amount of 6.9 million euros (equivalent to 75.6 million MAD) was used for a capital increase by incorporation of debts.

## 2.2 AGREEMENTS ARISING FROM THE ACQUISITION OF THE SUBSIDIARIES "OPERATION ALYSSE"

Following the acquisition of the new subsidiaries "Operation Alysse" and as of January 26, 2015, Itissalat Al-Maghrib (IAM) substituted to Atlantique Telecom SA (ATH) and Golden Falcon Investments LLC (GFI LLC), in all rights and obligations, under the contracts concluded between ATH and the subsidiaries acquired by IAM. These agreements are as follows, by subsidiary:

### 2.2.1 Agreements concluded with Atlantique Telecom Côte d'Ivoire (Currently Moov Africa Côte d'Ivoire)

- **Parties concerned:** Itissalat Al-Maghrib (IAM) is the major shareholder of Moov Africa Côte d'Ivoire with an 85% stake.
- **Form of contract:** Written agreements.
- **Nature and purpose of the agreement:** As of January 26th, 2015, IAM substituted to ATH, in all their rights and obligations, under the following agreements:
  - technical assistance agreement concluded between Moov Africa Côte d'Ivoire and ATH dated 4 July 2006;
  - trademark license agreement concluded between Moov Africa Côte d'Ivoire and ATH dated June 12, 2006;
  - shareholder loan agreement concluded between Moov Africa Côte d'Ivoire and ATH dated February 17, 2012, for an initial amount of €125 million.
- **Main modalities:** Itissalat Al-Maghrib (IAM) substituted to Atlantique Telecom SA (ATH) in all its rights and obligations relating to the above-mentioned contracts concluded between ATH and Moov Africa Côte d'Ivoire. In addition, all amounts due by Moov Africa Côte d'Ivoire under these contracts will be paid to IAM. Moov Africa Côte d'Ivoire is bound, under these contracts, with IAM under the same terms that bound it to ATH.
- **Services provided: Trademark license and technical support services:** revenues recognized by IAM in 2023 amount to 200.7 million dirhams (net of withholding tax).
- **Amounts received:** IAM received an amount of 59.5 million dirhams in 2023 under this agreement.

  The balance of the receivable relating to technical assistance services and trademark licensing held by IAM as of December 31st, 2023, amounted to 247.4 million dirhams.

### 2.2.2 Agreements with Etisalat Benin (currently Moov Africa Benin)

- **Parties concerned:** Itissalat Al-Maghrib (IAM) is the major shareholder of Moov Africa Benin, up to 100%.
- **Form of contract:** Written agreements.
- **Nature and purpose of the agreement:** As of January 26, 2015, Itissalat Al-Maghrib (IAM) substituted to Atlantique Telecom SA (ATH) and Golden Falcon Investments LLC (GFI LLC), in all rights and obligations, under the following contracts:
  - technical assistance agreement concluded between Moov Africa Benin and ATH dated 3 November 2011;
  - trademark license agreement concluded between Moov Africa Benin and ATH dated 1er January 2014;
  - loan Agreement concluded between Moov Africa Benin and GFI LLC dated 1er May 2013.
- **Main modalities:** Itissalat Al-Maghrib (IAM) substituted to Atlantique Telecom SA (ATH) and Golden Falcon Investments LLC (GFI LLC) in all the rights and obligations relating to the above-mentioned contracts concluded between ATH and Moov Africa Benin on the one hand and GFI LLC and Moov Africa Benin on the other hand. In addition, all amounts due by Moov Africa Benin under these contracts will be paid to IAM. Moov Africa Benin is bound, under these contracts, with IAM under the same terms that bound it to ATH and GFI LLC.
- **Services provided:**
  - **provision of technical assistance:** As of October 2019, the effects of this agreement were suspended for the subsidiary Moov Africa Benin.

    As a result, no revenue was recognized in 2023 financial year;
  - **trademark license:** The revenues recorded by Itissalat Al-Maghrib (IAM) in 2023 amounted to 14.1 million dirhams;
  - **shareholder loan:** The balance of the loan is zero as of December 31st, 2023.

    Itisssalat Al-Maghrib (IAM) did not record any interest income for the financial year 2023.
- **Amounts received:**
  - **trademark license and technical support services:** IAM received an amount of 64.6 million dirhams in 2023 under the current agreement.

    The balance of the receivable held by IAM as of December 31, 2023, amounts to 113.4 million dirhams;
  - **shareholder loan:** IAM did not receive any receipts in 2023.

    The balance of the receivable held by IAM is zero as of December 31, 2023.

### 2.2.3 Agreements concluded with Atlantique Telecom Togo (currently Moov Africa Togo)

- **Parties concerned:** Itissalat Al-Maghrib (IAM) is the major shareholder of Moov Africa Togo, up to 95%.
- **Form of contract:** Written agreements.
- **Nature and purpose of the agreement:** As of 26 January 2015, Itissalat Al-Maghrib (IAM) substituted to Atlantique Telecom SA (ATH), in all rights and obligations, under the following contracts:
  - technical assistance agreement concluded between Moov Africa Togo and ATH dated 17 July 2008;

- trademark license agreement concluded between Moov Africa Togo and ATH dated 1er December 2006;
- shareholder loan agreement concluded between Moov Africa Togo and ATH dated August 1, 2013, for an initial amount of €5.8 million;
- shareholder loan agreement concluded between Moov Africa Togo and ATH dated August 1, 2013, for an initial amount of €24 million.

- **Main modalities:** IAM replaces ATH in all rights and obligations relating to the above-mentioned contracts concluded between ATH and Moov Africa Togo. In addition, all amounts due by Moov Africa Togo under these contracts will be paid to IAM. Moov Africa Togo is bound, under these contracts, to IAM under the same terms that bound it to ATH.
- **Services provided:**
  - **technical assistance services:** From 1st January 2023, the effects of this agreement were taken over for the subsidiary Moov Africa Togo. As a result, the revenues recorded by IAM for the 2023 financial year amounted to 25.3 million dirhams;
  - **trademark license:** Revenues recognized by IAM for the 2023 financial year amounted to 8.9 million dirhams.
- **Amounts received:** IAM has received an amount of 86.5 million dirhams in 2023 under this agreement.

  The balance of the receivable held by IAM as of December 31, 2023, amounts to 92.9 million dirhams.

### 2.2.4 Agreements with Atlantique Telecom Niger (currently Moov Africa Niger)

- **Parties concerned:** Itissalat Al-Maghrib (IAM) is the major shareholder of Moov Africa Niger, with a 100% stake;
- **Form of contract:** Written agreements;
- **Nature and purpose of the agreement:** As of January 26, 2015, Itissalat Al-Maghrib (IAM) replaced Atlantique Telecom SA (ATH), in all rights and obligations, under the following contracts:
  - technical assistance agreement concluded between Moov Africa Niger and ATH dated 29 December 2004;
  - trademark license concluded agreement between Moov Africa Niger and ATH dated 1er January 2008;
  - shareholder loan agreement concluded between Moov Africa Niger and ATH dated 1er August 2013, for an initial amount of €1.7 million;
  - financing agreement concluded between Moov Africa Niger and ATH dated 25 November 2008;
  - loan agreement concluded between Moov Africa Niger and ATH in January 2015;
  - treasury agreement concluded between Moov Africa Niger and ATH dated 3 December 2003.
- **Main modalities:** Itissalat Al-Maghrib (IAM) replaces Atlantique Telecom SA (ATH) in all rights and obligations relating to the above-mentioned contracts concluded between ATH and Moov Africa Niger. In addition, all amounts due by Moov Africa Niger under these contracts will be paid to IAM. Moov Africa Niger is bound, under these contracts, to IAM under the same terms that bound it to ATH;
- **Services provided:**
  - **technical assistance services:** From October 2019, the effects of this agreement were suspended for the subsidiary Moov Africa Niger. As a result, no revenue was recognized in 2023;
  - **trademark license:** Revenues recorded by Itissalat Al-Maghrib (IAM) for the 2023 financial year amount to 4,8 million dirhams.
- **Amounts received:** IAM did not receive any receipts in 2023 under the current agreement.

  The balance of the receivable held by IAM as of December 31, 2023, amounts to 48.3 million dirhams.

### 2.2.5 Agreements concluded with Atlantique Telecom Centrafrique (Currently Moov Africa Central African Republic)

- **Parties concerned:** Itissalat Al-Maghrib (IAM) is the major shareholder of Moov Africa Central African Republic, up to 100%.
- **Form of contract:** Written agreements.
- **Nature and purpose of the agreement:** As of January 26, 2015, Itissalat AL-Maghrib (IAM) replaces Atlantique Telecom SA (ATH), in all rights and obligations, under the following contracts:
  - technical assistance agreement concluded between Moov Africa Central African Republic and ATH dated 4 July 2006;
  - trademark license agreement concluded between Moov Africa Central African Republic and ATH dated 1er July 2011;
  - shareholder loan agreement concluded between Moov Africa Central African Republic and ATH dated 1er August 2013, for an initial amount of €2.6 million;
  - loan agreement concluded between Moov Africa Central African Republic and ATH in January 2015.
- **Main modalities:** Itissalat Al-Maghrib (IAM) replaces Atlantique Telecom SA (ATH) in all rights and obligations relating to the above-mentioned contracts concluded between ATH and Moov Africa Central African Republic. In addition, all amounts due by Moov Africa Central African Republic under these contracts will be paid to IAM. Moov Africa Central African Republic is bound, under these contracts, with IAM under the same terms that bound it to ATH;
- **Services provided:**
  - **technical assistance services:** From October 2019, the effects of this agreement were suspended for the subsidiary Moov Africa Centrafrique. As a result, no revenue was recognized for 2023;
  - **trademark license:** Revenues recorded by Itissalat Al-Maghrib (IAM) in 2023 amount to 0.5 million dirhams.

- **Amounts received:** No amount was received by Itissalat Al-Maghrib in 2023. The balance of the receivable held by IAM as of December 31, 2023, amounts to 8.5 million dirhams.

## 2.3 TECHNICAL SERVICES ENGAGEMENT AGREEMENT WITH ETISALAT

- **Parties concerned:**
  - Etisalat is the major shareholder of Itissalat Al-Maghrib (IAM);
  - The members of the joint management bodies are Mr Jassem Mohamed Bu Ataba AL ZAABI (Vice-Chairman of the Supervisory Board of IAM and Chairman of the Board of Directors of the Etisalat Group), Khaled Hegazy replacing Mr. Kamal Shehadi as of December 8, 2023 (Member of the Supervisory Board of IAM and Director of Strategy and Regulation at Etisalat International), Hatem DOWIDAR (Member of the Supervisory Board of IAM and Chief Executive Officer of the Etisalat Group), Hesham Abdulla AL QASSIM (member of the Supervisory Board of IAM and member of the Board of Directors of the Etisalat Group), Luis ENRIQUEZ (Member of the Supervisory Board of IAM and advisor to the Board of Directors of the Etisalat Group), and Mohamed Karim BENNIS (Member of the Supervisory Board of IAM and Chief Financial Officer of the Etisalat Group).
- **Form of contract:** Written agreement.
- **Nature and purpose of the agreement:** Provision of technical assistance work.
- **Main modalities:** In May 2014, Itissalat Al-Maghrib (IAM) entered into a service engagement agreement with Emirates Telecommunications Corporation (Etisalat), under which Emirates Telecommunications Corporation (Etisalat) provides, directly or through its subsidiaries, technical assistance work. These various services are mainly carried out through the provision of expatriate staff.
- **Services provided:** No charges were recorded for the year 2023.
- **Amounts paid:** No amount was paid in 2023 under this agreement.

## 2.4 FEDERATION ROYALE MAROCAINE D'ATHLÉTISME "FRMA"

- **Parties concerned:** The member of the management bodies common to both entities is Mr. Abdeslam AHIZOUNE – Chairman of the Management Board of Itissalat Al-Maghrib (IAM) ;
- **Form of contract:** Written agreement;
- **Nature and purpose of the agreement:** Sponsorship Agreement;
- **Main modalities:** The sponsorship agreement between IAM and FRMA was initially concluded in July 2012 for an amount of 6 million dirhams and for an initial period of 3 years, renewed in July 2014 for 3 years and for an annual amount of 4 million dirhams, then renewed in December 2018 for a period of three years and for an annual amount of 3 million dirhams. To this amount is added the assumption of expenses relating to the travel and missions of the President of the FRMA.

  Supervisory Board of October 25, 2021 authorized the renewal of the said agreement for a maximum period of three years, for an annual amount of 3 million dirhams,
- **Services or products delivered or supplied:** The amount of the expense, generated under the above-mentioned agreement, and recorded for the 2023 financial year, amounts to 2.5 million dirhams,
- **Amounts paid:** IAM has paid a total of 2.5 million dirhams to FRMA in 2023.

  The balance of the debt in this respect is zero as at December 31, 2023.

## 2.5 CONTRACTS WITH SOTELMA

- **Parties concerned:** Itissalat Al-Maghrib (IAM) is the major shareholder of Sotelma, with a 51% stake. The member of the joint management bodies is Mr. Abdelkader MAAMAR (member of the IAM Management Board and member of the Board of Directors of Sotelma).
- **Form of contracts:** Written agreements.
- **Nature and purpose of the agreements:** Agreement for the provision of works, services and technical assistance and trademark license agreement.
- **Main modalities:**
  - Services and Technical Assistance Agreement: During the 2009 fi nancial year, Sotelma concluded an agreement with Itissalat Al-Maghrib (IAM) under which the latter provides services and technical assistance. These various services are performed mainly through expatriate staff;
  - trademark license agreement: Maroc Telecom's Supervisory Board of February 18, 2021 authorized the conclusion of the "Moov Africa" brand license agreements between Maroc Telecom and the Group's subsidiaries. As such, Maroc Telecom and its subsidiary Sotelma have concluded a trademark license agreement in 2021.
- **Services or products delivered or supplied:**
  - **services and technical assistance agreement:** During the 2023 financial year, Itissalat Al-Maghrib (IAM) provided technical assistance to Sotelma in various fields. As at December 31st, 2023, the amount of revenue recognized by IAM amounts to 18 million dirhams excluding taxes;
  - **trademark license agreement:** Revenue recognized by IAM in 2023 amount to 24.4 million dirhams.

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- **Amounts received:**
  - **services and technical assistance agreement:** IAM has received an amount of 13.9 million of dirhams in 2023 under this agreement.

    The balance of the receivable held by IAM as at 31 December 2023 amounts to 10.4 million of dirhams;
  - **trademark license agreement:** IAM has received an amount of 10.6 million dirhams in 2023 under this agreement.

    The balance of the receivable held by IAM as of December 31, 2023, amounts to 24.1 million dirhams.

## 2.6 CONTRACTS WITH ONATEL

- **Parties concerned:** Itissalat Al-Maghrib (IAM) is the major shareholder of Onatel, with a 61% stake.
- **Form of contracts:** Written agreements.
- **Nature and purpose of the conventions:** service and technical assistance agreement and trademark license agreement.
- **Main modalities:**
  - **service and technical assistance agreement:** In September 2007, Onatel concluded an agreement with IAM under which the latter provides services and technical assistance. These various services are mainly carried out through the provision of expatriate staff;
  - **trademark license agreement:** Maroc Telecom's Supervisory Board of February 18, 2021 authorized the conclusion of the "Moov Africa" brand license agreements between Maroc Telecom and the Group's subsidiaries.

    As such, Maroc Telecom and its subsidiary Onatel have concluded a trademark license agreement in 2021.
- **Services or products delivered or supplied:**
  - **service and technical assistance agreement:** During the 2023 financial year, IAM provided technical assistance to Onatel in various areas.

    As at December 31, 2023, revenue recognized during the year was 10.2 million Dirhams (excluding taxes),
  - **trademark license agreement:** Revenue recognized by IAM in 2023 was 20.1 million dirhams.
- **Amounts received:**
  - **service and technical assistance agreement:** IAM has received an amount of 2 million dirhams in 2023 under this agreement.

    Balance of the receivable held by IAM as at 31 December 2021, amounts to 18.5 million of dirhams.
  - **trademark license agreement:** IAM did not receive any receipts in 2023 under the current agreement.

    Balance of the receivable held by IAM as at 31 December 2023 amounts to 40 million dirhams.

## 2.7 CONTRACTS WITH GABON TELECOM

- **Parties concerned:** Itissalat Al-Maghrib (IAM) is the major shareholder of Gabon Telecom, with a 51% stake. The member of the joint management bodies shall be Mr. Brahim BOUDAOUD (member of the IAM Management Board and member of the Board of Directors of Gabon Telecom);
- **Form of contracts:** Written agreements;
- **Nature and purpose of the conventions:** Services Engagement Agreement and trademark license agreement;
- Main modalities:
  - **Service Engagement Agreement:** November 22nd, 2016 Gabon Telecom (an absorbing entity of Société Atlantique Telecom Gabon since 29 June 2016) concluded an agreement with Itissalat Al-Maghrib (IAM) under which the latter provides services and technical assistance with retroactive effect from 1er January 2013.

    These various services are mainly carried out through the provision of expatriate staff, or by using a third-party company, after consultation with Gabon Telecom.
  - **trademark license agreement:** Maroc Telecom's Supervisory Board of February 18, 2021 authorized the conclusion of the "Moov Africa" brand license agreements between Maroc Telecom and the Group's subsidiaries. As such, Maroc Telecom and its subsidiary Gabon Telecom have concluded a trademark license agreement in 2021.
- **Services or products delivered or supplied:**
  - Service Engagement Agreement: During the 2023 financial year, Itissalat Al-Maghrib (IAM) provided technical assistance services to Gabon Telecom in various fields. As of December 31, 2023, the amount of revenue recognized for the year amounted to 114.3 million dirhams excluding taxes;
  - trademark license agreement: Revenue recognized by IAM in 2023 amounts to 18.9 million of dirhams.
- **Amounts received:**
  - **Service Engagement Agreement:** Itissalat Al-Maghrib (IAM) did not receive any receipts in 2023 for services provided to Gabon Telecom.

    The balance of the receivable relating to this agreement amounts to 238.3 million dirhams as of December 31, 2023.
  - **trademark license agreement:** IAM has received an amount of 16.4 million dirhams in 2023 under this agreement.

    The balance of the receivable held by IAM as at 31 December 2023 amounts to 3 million dirhams.

## 2.8 CONTRACTS WITH MAURITEL

- **Parties concerned:** Itissalat Al-Maghrib (IAM) is the major shareholder of Mauritel with a 52% stake. (Mauritel SA is a direct subsidiary of the Compagnie Mauritanienne de Communications "CMC" owned by Maroc Telecom up to 80%). The member of the joint management bodies is Mr. Hassan RACHAD (member of the IAM Management Board and member of the Board of Directors of Mauritel);
- **Form of contract:** Written agreement;
- **Nature and purpose of the agreement:** Agreement for the supply of service works, technical assistance and the transfer of equipment;
- **Main modalities:** In 2001, Mauritel concluded an agreement with IAM under which IAM provides it with service work, technical assistance and the transfer of equipment;
- **Services or products delivered or supplied:** IAM provides Mauritel with telecommunications equipment and technical assistance services.

  Under this agreement, revenue recognized by IAM in 2023, amounts to 9.6 million from Dirhams excluding taxes;
- **Amounts received:** IAM received an amount of 7.1 million of dirhams in 2023 under this agreement.

  The balance of the receivable held by IAM as at 31 December 2023, amounts to 5.3 million Dirhams.

## 2.9 CURRENT ACCOUNT ADVANCE AGREEMENT WITH CASANET

- **Parties concerned:** Itissalat Al-Maghrib (IAM) is the major shareholder of Casanet up to 100%, and the member of the joint management bodies is Mr. Hassan RACHAD (member of the IAM Management Board and member of the Board of Directors of Casanet);
- **Form of contract:** Written agreement.
- **Nature and purpose of the agreement:** Unremunerated current account advances from IAM to Casanet.
- **Main modalities:** On December 4, 2007, the Supervisory Board authorized IAM to underwrite all necessary capital expenditures through the provision of non-interest-bearing current-account advances for 6.1 million dirhams.

  Several advances were granted to Casanet between 2008 and 2012, bringing the amount of the current account to 6.1 million dirhams at the end of December 2012;
- **Services or products delivered or supplied:** Unremunerated current account advances;
- **Amounts received or paid:** None.

  At the end of December 2023, the balance of this current account advance amounted to 6.1 million dirhams.

## 2.10 SERVICE CONTRACTS WITH CASANET

- **Parties concerned:** Itissalat Al-Maghrib (IAM) is the major shareholder of Casanet with a 100% stake, and the member of the joint management bodies is Mr Hassan RACHAD (member of the IAM Management Board and member of the Board of Directors of Casanet);
- **Form of contract:** Written agreements;
- **Nature and purpose of the agreement:** Agreements for the provision of maintenance work, website hosting, technical assistance and equipment;
- **Main modalities:** Since 2003, the Company IAM has concluded several service agreements with its subsidiary Casanet;
- **Services or products delivered or supplied:** Several contracts and orders were executed by Casanet on behalf of IAM during 2023;

  As of December 31, 2023, the amount invoiced by Casanet and recorded by IAM under these agreements amounted to 100.2 million dirhams excluding taxes;
- **Amounts paid:** IAM paid 121.8 million dirhams in 2023 under this agreement.

  The balance of receivables invoiced in this respect amounts, as of December 31, 2023, to 20.1 million dirhams.

## 2.11 SERVICE AGREEMENT WITH MT CASH S.A.

- **Parties concerned:** Itissalat Al-Maghrib (IAM) is the major shareholder of MT CASH up to 100%, and the members of the joint management bodies are Mr. Brahim BOUDAOUD, Hassan RACHAD, François VITTE and Abdelkader MAAMAR.
- **Form of contract:** Written agreement.
- **Nature and purpose of the agreement:** Service Agreement.
- **Main modalities:** IAM provides MT CASH with services in the following areas:
  - Finance and accounting;
  - Marketing and sales;
  - Human resources;
  - IT services;
  - Overhead;
  - Customer relations;
  - Audit and Quality.
- **Services or products delivered or supplied:** No revenue was recognized by IAM under this agreement in 2023.
- **Amounts received or paid:** No amount was received by IAM under this agreement during the 2023 financial year.

## 2.12 TRADEMARK LICENSE AGREEMENT WITH MOOV AFRICA CHAD

- **Parties concerned:** Itissalat Al-Maghrib (IAM) is the major shareholder of Moov Africa Chad, up to 100%. The member of the joint management bodies is Mr. Hassan RACHAD (member of the IAM Management Board and Chairman of the Board of Directors of Moov Africa Chad).
- **Form of contract:** Written agreement.
- **Nature and purpose of the agreement:** trademark license agreement.
- **Main modalities:** Maroc Telecom's Supervisory Board of February 18, 2021 authorized the conclusion of the "Moov Africa" brand license agreements between Maroc Telecom and the Group's subsidiaries. As such, Maroc Telecom and its subsidiary Moov Africa Chad have concluded a brand license agreement in 2021.
- **Services or products delivered or supplied:** Revenue recognized by IAM under 2023 amounts to 12.0 million dirhams.
- **Amounts received:** IAM has received an amount of 8.3 million dirhams in 2023 under this agreement.

  The balance of the receivable held by IAM as at 31 December 2023, is 14.7 million dirhams.

## 2.13 PARTNERSHIP AGREEMENT WITH THE ASSOCIATION MAROC CULTURES (AMC)

- **Parties concerned:** The member of the management bodies common to both entities is Mr. Abdeslam AHIZOUNE – Chairman of the Management Board of Itissalat Al-Maghrib IAM) and President of Association Maroc Cultures.
- **Form of contract:** Written agreement.
- **Nature and purpose of the agreement:** Partnership Agreement.
- **Main modalities:** The Supervisory Board of December 6, 2021 authorized the Management Board to conclude a partnership agreement with the Maroc cultures association for a period of 3 years and for a contribution of 4.5 million dirhams per year. The purpose of that agreement is to specify the terms and conditions under which IAM provides financial support to the AMC for the financing of its various activities.
- **Services or products delivered or supplied:** The expense recorded in 2023 financial year amounts to 4.5 million dirhams.
- **Amounts paid:** IAM has paid an amount of 5.4 million dirhams in 2023 under this agreement.

*Casablanca, February 15th, 2024*

The Statutory auditors

**Deloitte Audit**
*French original signed by*
Adnane FAOUZI
Partner

**BDO Audit, Tax & Advisory**
*French original signed by*
Abderrahim GRINE
Partner

# Un monde nouveau vous appelle

# 06

# RECENT EVENTS

# Ordinary General Meeting of March 28, 2024

Itissalat Al-Maghrib, a Moroccan public limited company with Management and Supervisory Boards and share capital of MAD 5,274,572,040, whose registered office is in Rabat, Avenue Annakhil, Hay Riad, and which is registered under number 48,947 in the Rabat Trade and Companies Register, hereby invites shareholders to an Ordinary General Meeting which will take place by videoconference, on Thursday, March 28, 2024 at 11 am to deliberate on the following agenda:

### ON AN ORDINARY BASIS:

1. Approval of the reports and summary review of the Annual Financial Statements for the fiscal year ended December 31, 2023;
2. Approval of the Consolidated Financial Statements for the fiscal year ended December 31, 2023;
3. Approval of the related-party agreements reviewed in the Statutory auditors' special report;
4. Appropriation of 2023 earnings – dividend;
5. Ratification of the co-option of Mr. Khaled HEGAZY as a member of the Supervisory Board;
6. Repeal of the current share buyback program and authority to be granted to the Management Board to again trade in the Company's shares and the establishment of a liquidity contract;
7. Powers to perform formalities.

# Wana's legal request

On December 16, 2021, Itissalat Al-Maghrib S.A. received a summons from the Rabat Commercial Court concerning a complaint filed by Wana Corporate regarding unbundling and claiming MAD 6.85 billion. On January 29, 2024, the Commercial Court handed down a non-binding judgment setting the amount of damages for anti-competitive practices at MAD 6.37 billion. IAM has appealed against this judgment.

Under applicable accounting rules, Itissalat Al-Maghrib S.A., based on the analysis of its advisors, has recorded a provision of MAD 0.5 billion in its financial statements for the year ended December 31, 2023, representing its best estimate of the potential risk related to this dispute.

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# “ Un monde nouveau vous appelle

# 07

# APPENDICES

# Cross-reference table

This cross-reference table lists the headings provided in Annexes I and II to the Delegated Regulation (EU) 2019/980 of March 14, 2019, and refers to the pages of this Universal Registration Document where the information relating to each of these headings is mentioned.

*NA: not applicable.*

Pursuant to Article 19 of EU Regulation No. 2017/1129 of June 14, 2017, the following information is incorporated by reference in this Universal Registration Document:

- the consolidated financial statements for the year ended December 31, 2022, the related Statutory auditors' report and comments on the Group's consolidated results are presented respectively on pages 151 to 197 and pages 138 to 150 of the Universal Registration Document filed with the AMF on March 29, 2023 under number D.23-0194. The document can be consulted via the following link https://www.iam.ma/Lists/TelechargementFinance/Attachments/1467/Maroc_Telecom_Document_denregistrement_universel_2022.pdf
- the consolidated financial statements for the year ended December 31, 2021, the related Statutory auditors' report and comments on the Group's consolidated results report are presented respectively on pages 150 to 196 and pages 137 to 149 of the Universal Registration Document filed with the AMF on April 27, 2022 under number D.22-0366. The document can be consulted via the following link https://www.iam.ma/Lists/TelechargementFinance/Attachments/1409/Maroc_Telecom_Document_denregistrement_universel_2021.pdf

# Cross-reference table for the annual financial report

| Annual financial report | Pages |
|---|---|
| **Certification of the Universal Registration Document** | **34** |
| The complete annual separate financial statements, together with the auditors' report | 201-225 |
| The complete annual consolidated financial statements, together with the auditors' report | 154-200 |
| The auditors' special report on related-party agreements | 226-232 |
| **The management report** | **8-13/80/92/ 117-134/141-149** |
| Management commentary containing a brief presentation of the issuer, the main highlights of the financial year, the main achievements in terms of activity and their impact on the financial statements, and explaining the main changes in the said statements | |
| **ESG report** | |
| General elements | 83-90 |
| Specific elements | 83-90 |
| • Environmental information | 90 |
| • Social information | 90 |
| • Governance | 62-73 |
| • Indications of the likely development of the issuer | 16-17 |
| **Risk factors, internal control and risk management** | |
| Description of the main risks and uncertainties facing the Company and the Group | 20-26 |

# Annual information 2023

The following information was published or released by Maroc Telecom over the past 12 months (from March 1, 2023 to March 1, 2024):

| Dates | Title |
|---|---|
| April 26, 2023 | Press release on Q1 2023 results |
| March 29, 2023 | Press release on the availability of the 2022 Universal Registration Document |
| July 5, 2023 | Interim results – Liquidity contract (Paris) – Price regulation contract (Casablanca) |
| July 26, 2023 | Press release on H1 2023 results |
| October 20, 2023 | Press release on first 9 months of 2023 results |
| January 9, 2024 | Interim results – Liquidity contract (Paris) – Price regulation contract (Casablanca) |
| February 16, 2024 | Press release on 2023 annual results |

All these press releases are available at:

- the regulatory information section on the Maroc Telecom website: https://www.iam.ma/groupe-maroc-telecom/communication-financiere/information-reglementee/communiques-de-presse.aspx.

# Statement of fees paid to Statutory auditors

## Fiscal year 2023

Below are details on the fees paid by Maroc Telecom Group to each Statutory auditor in 2023.

| | Deloitte Audit | | | | | |
|---|---|---|---|---|---|---|
| | | | Amount/year | | | Percentage/year(a) |
| *(In thousands of dirhams)* | 2023 | 2022 | 2021 | 2023 | 2022 | 2021 |
| **Statutory audit, issuance of an audit opinion, review of statutory and consolidated financial statements** | **7,623** | **7,564** | **13,337** | **100%** | **100%** | **100%** |
| Issuer | 4,050 | 4,050 | 3,800 | 53% | 54% | 28% |
| Subsidiaries(b) | 3,573 | 3,514 | 9,537 | 47% | 46% | 72% |
| **Other procedures and services directly related to statutory auditing** | **-** | **-** | **-** | **0%** | **0%** | **0%** |
| Issuer | - | - | - | 0% | 0% | 0% |
| Subsidiaries(b) | - | - | - | 0% | 0% | 0% |
| **Subtotal** | **7,623** | **7,564** | **13,337** | **100%** | **100%** | **100%** |
| **Other services provided** | **-** | **-** | **-** | **0%** | **0%** | **0%** |
| Others | - | - | - | 0% | 0% | 0% |
| **Subtotal** | **-** | **-** | **-** | **0%** | **0%** | **0%** |
| **Overall total** | **7,623** | **7,564** | **13,337** | | | |

*(a) Proportion of each line item in the overall total for that year.*
*(b) These amounts include fees relating to the entities of the networks to which the Statutory auditors belong and which are involved in the subsidiaries.*

| | Coopers Audit Maroc | | | | | |
|---|---|---|---|---|---|---|
| | | | Amount/year | | | Percentage/year(a) |
| *(In thousands of dirhams)* | 2023 | 2022 | 2021 | 2023 | 2022 | 2021 |
| **Statutory audit, issuance of an audit opinion, review of statutory and consolidated financial statements** | **6,326** | **8,175** | **5,257** | **100%** | **100%** | **100%** |
| Issuer | - | 2,295 | 2,295 | 0% | 28% | 44% |
| Subsidiaries(b) | 6,326 | 5,880 | 2,962 | 100% | 72% | 56% |
| **Other procedures and services directly related to statutory auditing** | **-** | **-** | **-** | **0%** | **0%** | **0%** |
| Issuer | - | - | - | 0% | 0% | 0% |
| Subsidiaries(b) | - | - | - | 0% | 0% | 0% |
| **Subtotal** | **6,326** | **8,175** | **5,257** | **100%** | **100%** | **100%** |
| **Other services provided** | **-** | **-** | **-** | **-** | **-** | **0%** |
| Others | - | - | - | 0% | 0% | 0% |
| **Subtotal** | **-** | **-** | **-** | **0%** | **0%** | **0%** |
| **Overall total** | **6,326** | **8,175** | **5,257** | | | |

*(a) Proportion of each line item in the overall total for that year.*
*(b) These amounts include fees relating to the entities of the networks to which the Statutory auditors belong and which are involved in the subsidiaries.*

| | PWC | | | | | |
|---|---|---|---|---|---|---|
| | Amount/year | | | Percentage/year[a] | | |
| *(In thousands of dirhams)* | 2023 | 2022 | 2021 | 2023 | 2022 | 2021 |
| **Statutory audit, issuance of an audit opinion, review of statutory and consolidated financial statements** | **4,131** | **4,003** | **-** | **100%** | **100%** | **-** |
| Subsidiaries[b] | 4,131 | 4,003 | - | 100% | 100% | - |
| **Other procedures and services directly related to statutory auditing** | **-** | **-** | **-** | **-** | **-** | **-** |
| Subsidiaries[b] | - | - | - | | | - |
| **Subtotal** | **4,131** | **4,003** | **-** | **100%** | **100%** | **-** |
| **Other services provided** | | | | - | **-** | |
| Others | - | - | - | - | - | - |
| **Subtotal** | **-** | **-** | **-** | **-** | **-** | **-** |
| **Overall total** | **4,131** | **4,003** | **-** | | | - |

*(a) Proportion of each line item in the overall total for that year.*
*(b) These amounts include fees relating to the entities of the networks to which the Statutory auditors belong and which are involved in the subsidiaries.*

| | BDO Audit, Tax & Advisory | | | | | |
|---|---|---|---|---|---|---|
| | Amount/year | | | Percentage/year[a] | | |
| *(In thousands of dirhams)* | 2023 | 2022 | 2021 | 2023 | 2022 | 2021 |
| **Statutory audit, issuance of an audit opinion, review of statutory and consolidated financial statements** | **2,300** | **-** | **-** | **100%** | **-** | **-** |
| Issuer | 2,300 | - | - | 100% | - | - |
| **Other procedures and services directly related to statutory auditing** | | **-** | **-** | | **-** **-** | **-** |
| Issuer | | - | - | - | - | - |
| **Subtotal** | **2,300** | **-** | **-** | **100%** | **-** | **-** |
| **Other services provided** | | - | - | | - - | - |
| Others | | | | | | |
| **Subtotal** | | **-** | **-** | **-** | **-** | **-** |
| **Overall total** | **2,300** | **-** | **-** | - | - | **-** |

*(a) Proportion of each line item in the overall total for that year.*

| | Other | | | | | |
|---|---|---|---|---|---|---|
| | Amount/year | | | Percentage/year[a] | | |
| *(In thousands of dirhams)* | 2023 | 2022 | 2021 | 2023 | 2022 | 2021 |
| **Statutory audit, issuance of an audit opinion, review of statutory and consolidated financial statements** | **5,724** | **5,254** | **5,239** | **91%** | **94%** | **87%** |
| Subsidiaries[b] | 5,724 | 5,254 | 5,239 | 91% | 94% | 87% |
| **Other procedures and services directly related to statutory auditing** | **139** | **-** | **324** | **2%** | **6%** | **5%** |
| Subsidiaries[b] | 139 | - | 324 | 2% | 6% | 5% |
| **Subtotal** | **5,863** | **5,254** | **5,563** | **93%** | **100%** | **92%** |
| **Other services provided** | | | | | | |
| Others | 413 | - | 482 | 7% | 0% | 8% |
| **Subtotal** | **413** | **-** | **482** | **7%** | **0%** | **8%** |
| **Overall total** | **6,275** | **5,254** | **6,045** | **100%** | **100%** | **100%** |

*(a) Proportion of each line item in the overall total for that year.*
*(b) These amounts include fees relating to the entities of the networks to which the Statutory auditors belong and which are involved in the subsidiaries.*

# Ordinary General Meeting of March 28, 2024

## FIRST RESOLUTION

### APPROVAL OF THE REPORTS AND SUMMARY ANNUAL FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2023

The General Meeting, acting under the conditions of quorum and majority required for the Ordinary General Meetings, after hearing:

- the management report of the Management Board and the observations of the Supervisory Board on the said report; and
- the general report of the Statutory auditors on the Financial Statements for the fiscal year ended December 31, 2023;

hereby approves the summary financial statements for the said fiscal year and the operations accounted for therein or summarized in the said reports.

The General Meeting therefore decides to discharge the members of the Supervisory Board and the Management Board for the performance of their terms of office for the fiscal year ended December 31, 2023.

## SECOND RESOLUTION

### APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2023

The General Meeting, acting under the conditions of quorum and majority required for Ordinary General Meetings, hereby approves as necessary the consolidated financial statements for the fiscal year ended December 31, 2023 as presented to it.

## THIRD RESOLUTION

### APPROVAL OF THE RELATED-PARTY AGREEMENTS REVIEWED IN THE STATUTORY AUDITORS' SPECIAL REPORT

The General Meeting, acting under the conditions of quorum and majority required for the Ordinary General Meetings and having heard a reading of the special report of the Statutory auditors on the related-party agreements covered by Article 95 of Law No. 17-95 relating to public limited companies as amended and completed, approves all the operations and agreements referred to in this report.

## FOURTH RESOLUTION

### APPROPRIATION OF 2023 EARNINGS – DIVIDENDS

The General Meeting, acting under the conditions of quorum and majority required for Ordinary General Meetings hereby resolves to appropriate as follows the earnings for the fiscal year ended December 31, 2023, which amount to MAD 5,423,755,495.28:

| **Proposed appropriation of net income for 2023** | *(in dirhams)* |
|---|---|
| Net income for the period | 5,423,755,495.28 |
| Withdrawal from reserves | 3,692,200,428.00 |
| **Distributable result** | **9,115,955,923.28** |
| **Legal reserve** | **-** |
| Optional reserve* | 5,423,755,495.28 |
| **Ordinary dividend*** | **3,692,200,428.00** |

* *These amounts will have to be adjusted to take into account the number of treasury shares held on the dividend payment date.*

The General Meeting therefore sets the dividend at MAD 4.20 for each of the shares forming the share capital and entitled to it by virtue of their dividend date. This dividend will be paid from Thursday, June 1, 2024.

Ordinary dividends having been paid in the past three years as follows:

| **Fiscal years** | **2020** | **2021** | **2022** |
|---|---|---|---|
| Dividend per share (in MAD) | 4.01 | 4.78 | 2.19 |
| Total dividends paid (in MAD million) | 3,525 | 4,202 | 1,925 |

## FIFTH RESOLUTION

### RATIFICATION OF THE CO-OPTION OF MR. KHALED HEGAZY AS A MEMBER OF THE SUPERVISORY BOARD

The General Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings, ratifies the co-option of Mr. Khaled HEGAZY as a member of the Supervisory Board, to replace Mr. Kamal SHEHADI and for the remaining term of office of the latter, i.e. until the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending December 31, 2027.

## SIXTH RESOLUTION

### CANCELLATION OF THE CURRENT SHARE BUYBACK PROGRAMME AND AUTHORIZATION TO BE GIVEN TO THE MANAGEMENT BOARD TO IMPLEMENT A SHARE BUYBACK PROGRAMME TO BOOST MARKET LIQUIDITY AND SET UP A LIQUIDITY CONTRACT

The General Meeting, acting under the conditions of quorum and majority for Ordinary General Meetings, resolves, after reading the Management Board report, to cancel, from April 15, 2024, the share buyback program as authorized by the Ordinary General Meeting of March 31, 2023, which will expire on October 9, 2024.

The Ordinary General Meeting, abiding by the terms and conditions of:

- Articles 279 and 281 of Law 17-95 of August 30, 1996 on public limited companies as amended and completed;
- decree No. 2-10-44 of 17 Rajab 1431 (June 30, 2010), amending and completing Decree No. 2-02-556 of 22 Doual Hijja 1423 (February 24, 2003), and which sets the terms and conditions governing share buybacks by joint-stock companies (sociétés anonymes) of treasury shares, with a view to stabilizing the share price;
- decree No. 2-18-306 of 6 Chaoual 1439 (June 20, 2018) fixing the percentage of the capital that the company may own directly or through a person acting in his own name on behalf of the company; and
- the AMMC (Autorité Marocaine du Marché des Capitaux) circular.

And, after having heard the reading of the Management Board report relating to the program of repurchase on the Stock Exchange by Itissalat Al-Maghrib of its own shares, examined all the elements contained in the information notice approved by the AMMC.

The Ordinary General Meeting expressly authorizes the establishment of a new program for the purchase by Itissalat Al-Maghrib of its own shares on the Stock Exchange, in Morocco or abroad, as proposed by the Management Board.

In addition, and subject to compliance with the legal and regulatory provisions in force, the General Meeting expressly authorizes the establishment of a liquidity contract backed by this repurchase program.

The number of shares referred to in the said liquidity agreement may in no case exceed the lower of the following two limits:

- 300,000 shares, or 20% of the total shares covered by the buyback program;
- the maximum limit allowed by the texts quoted above.

The new buyback program shall have the following characteristics:

| Shares concerned | Shares of Itissalat Al-Maghrib |
|---|---|
| Maximum number of shares to be held within the scope of the share-buyback program, including shares covered by the liquidity agreement | 0.17% of the share capital i.e. 1,500,000 shares |
| Maximum expenditure allowable for implementation of buyback program | MAD 210,000,000 |
| Authorized period | 18 months |
| Program timetable | From April 15, 2024 to October 14, 2025 |
| Intervention price (Price excluding buying and selling expenses): | |
| Minimum sale price | MAD 68 per share (or equivalent in €) |
| Maximum purchase price | MAD 140 per share (or equivalent in €) |
| Funding means | By the available cash |

The General Meeting hereby grants complete authority, unreservedly, to the Chairman of the Management Board or any other Management Board member, to cancel the share-buyback program authorized during the Ordinary General Meeting of March 31, 2023, and to carry out, within the limits set out hereinabove, in Morocco and abroad, a new share-buyback program and the associated liquidity contract, at the dates and under the terms and conditions that the Management Board deems appropriate.

## SEVENTH RESOLUTION

### POWERS TO PERFORM FORMALITIES

The General Meeting, acting under the conditions of quorum and majority required for the Ordinary General Meetings, grants complete authority to the Chairman of the Management Board, with the option to sub-delegate such authority to any person of his choice, to carry out the formalities required by Law.

# Glossary

**3RP (Shared Radio Network).** A radio network in which the transmission methods are shared between the users of several companies or bodies for internal communications. This sharing is marked by the fact that these methods are allocated to users solely for the duration of each communication.

**4G** is the 4th generation of standards for Mobile telephony. Succeeding the 2G and 3G, it allows for "very-high-speed Mobile broadband," in other words Data transmissions with theoretical speeds of more than 100 Mb/s, i.e. higher than 1 GBps.

**ADSL (Asymmetrical Data Subscriber Line).** Technology enabling users to receive high-bandwidth services and make phone calls simultaneously through their existing phone lines. The transmission capacity going from the network to the consumer is greater than that from the consumer to the network, and therefore asymmetric.

**AMRTP.** The Malian regulatory authority for telecommunications and postal services.

**ANRT.** The Moroccan national telecommunications regulatory agency.

**ARCEP.** Regulatory authority for electronic communications and postal services.

**Average ARPU.** Revenues generated (prepaid and postpaid) for a given period, excluding roaming-in revenues (incoming and outgoing calls, revenues from value-added services), divided by the average number of customers (prepaid and postpaid) over the same period, on a monthly basis. The average customer base is the average of all average monthly customer bases (prepaid and postpaid) for the period. The monthly average customer base corresponds to a given month's mean number of customers taken at the beginning and at the end of that month.

**Bitstream.** Used in particular for the transmission of audio signals between a source (a DVD player for example) and a broadcaster (a home cinema for example).

**SRS (Self-Routing Switch).** A switch is a set of controls that allow a temporary link or connect to be established between an incoming path and an outgoing path corresponding to subscriber lines or circuits.

**CAF** (Cash flow from operations)**.**

**SIM (Subscriber Identity Module) card.** The SIM card is essential for the operation of a Mobile phone. In particular, the SIM card stores the user's personal profile and a PIN code protecting access to the card.

**CPC (Statement of comprehensive income).**

**Unbundling.** An incumbent operator, owner of the local loop, has an obligation to provide pairs of copper wires to third-party operators, in exchange for compensation. Such third-party operators install their own transmission equipment in order to connect their networks to their customers' premises. Partial unbundling allows a third-party operator to take over the internet connection while the incumbent operator still provides telephony subscription and services. Full unbundling allows a third-party operator to connect the entire customer line to its own network, and thus to offer both telephony and broadband services.

**EDGE (Enhanced Data Rates for GSM Evolution)** is a Mobile telephony standard that builds on GPRS, which is a GSM extension with backward compatibility.

**ISP (internet Service Provider).** Company or organization offering internet access to private users, professionals and businesses.

**Fidelio.** Fidelio was the first points-based loyalty program introduced in Morocco. It is reserved to postpaid customers and was launched on June 1, 2002. This program allows points to be collected on the basis of expenditure and provides advantages in the form of free or discounted handsets and free calls and SMS messages.

**FSUT.** Telecommunications Universal Service Fund.

**GMPCS (Global Mobile Personal Communications by Satellite).** Personal communications system providing cross-border, regional or worldwide coverage via a network of satellites accessible by small, easily transportable handsets.

**GPRS (General Packet Radio Service).** Packet switching system that increases Data rates over GSM networks.

**Maroc Telecom Group.** The Maroc Telecom entity comprising all fully consolidated companies.

**GSM (Global Systems for Mobile Communications).** European digital radio transmission standard for Mobile telephony, known as 2G (second generation), developed by ETSI (European Telecommunications Standards Institute) and adopted in 1987. It is the most widely used standard in the world. Used since 1992, this technology uses two frequency bands, 900 and 1,800 MHz, and can transmit Voice just as well as Data.

**Interconnection.** Reciprocal service offered by the operators of two different telecommunications networks, enabling all subscribers within the two groups to communicate freely with one another.

**IP (internet Protocol).** Telecommunications protocol used on networks to carry internet traffic and based on the transmission of Data packets.

**Leased line.** Any part of a network (or an access line to that network) that is supplied as a dedicated channel with all of its capacity available exclusively to the user and on which there are no controls or signaling.

**MMS (Multimedia Messaging Service).** Multimedia version of SMS enabling real multimedia files (video, audio, high-resolution images) to be attached to text messages.

**NICT.** NICT (New Information and Communications Technology) refers to all tools available to us in terms of telecommunication, IT, audiovisual, internet and multimedia technologies.

**Divisions.** Indicates Maroc Telecom's Mobile or Fixed-Line and Internet Divisions.

**Postpaid (services).** Formula whereby services are paid for after being used (free services may also be included in this formula).

**Prepaid (services).** Formula whereby services are paid for before being used (free services may also be included in this formula).

**Roaming.** Function enabling customers abroad to make and receive calls via an operator other than the one to which they subscribe.

**PSTN (Public Switched Telephone Network).** This is the classic 2-line network. This system is switched in the sense that the connection is temporarily established with the person called, as opposed to cable, where the connection is permanent.

**SaaS.** Software as a Service is a cloud-based software delivery model. The applications are hosted by the service provider.

**Single RAN.** Solution for network operators that lowers energy consumption, transmission costs, maintenance, and the amount of ground infrastructure needed with respect to traditional BTS solutions.

**SMS (Short Message Service).** Written message, limited to 160 characters, exchanged between Mobile telephones.

**SMW3 (SEA-ME-WE3/Southeast Asia – Middle East – Western Europe).** Fiber-optic submarine cable linking four continents.

**Churn rate.** Indicator calculated by dividing the number of contracts terminated over a given period by the average customer base over the same period, expressed yearly. The monthly average customer base corresponds to a given month's mean number of customers taken at the beginning and at the end of that month.

**Average churn rate.** Indicator calculated by dividing the number of contracts terminated (customers with prepaid and postpaid plans) over a given period by the total average customer base (prepaid and postpaid) for the same period, expressed yearly. The average customer base is the average of all average monthly customer bases (prepaid and postpaid) for the period. The monthly average customer base corresponds to a given month's mean number of customers taken at the beginning and at the end of that month.

**Dropped-call rate.** Quality indicator measuring, for the existing Mobile customer base, the number of dropped communications in comparison to the set of communications established on the network.

**Call completion rate.** Quality indicator measuring, at peak time on the network, the number of calls successfully completed by the existing Mobile customer base (for the BSS radio portion), compared to all calls transmitted over the network.

**Success rate.** Quality indicator measuring the number of SMS successfully sent by the existing base of Mobile phones reported.

**TFR** (Results table).

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**UN MONDE**
**NOUVEAU**
VOUS APPELLE

MAROC TELECOM

Itissalat Al-Maghrib
Moroccan corporation (*Société anonyme*)
with a Management Board and a Supervisory Board
with a share capital of 5 274 572 040 dirhams
RC 48 947
Headquarters: Avenue Annakhil, Hay Riad Rabat, Maroc

**www.iam.ma**