

In Accordance with Article 31 of Law No. 26-03 relating to public offers on the stock market as amended and supplemented by Law No. 46/06, the CDVM examined the Public Repurchase Offer (PRO) Project of BRANOMA shares filed by Brasseries du Maroc Company on September 20th, 2012.

Following this deposit, and in accordance with the provisions of Article 30 of the Law mentioned above, the CDVM requested from the Casablanca Stock Exchange to suspend trading on BRANOMA securities starting from September 25th, 2012.

1 - Operation Framework

The Boards of Directors of Brasseries du Maroc Company and BRANOMA, which held a meeting on September 20th, 2012, decided delisting BRANOMA securities from Casablanca Stock Exchange. The said boards have taken note that delisting Branoma shares requires from persons or entities holding alone or in concert, most of the capital of the Company, at their own initiative and prior to the effective delisting of securities, to make a PRO in accordance with Article 20 bis of Law No. 26-03 referred to above.

Hence, Brasseries du Maroc Company has decided to initiate a public repurchase offer regarding BRANOMA securities following the decision of delisting these securities from Casablanca stock exchange.

2 - Objectives and intentions of Brasseries du Maroc Company

To provide an opportunity for minority shareholders to withdraw from BRANOMA capital prior to delisting its securities from trading on the Casablanca Stock Exchange and considering the fact that:

- The listing of BRANOMA does not meet a strategic need of the Company and of its majority shareholder that is also listed on the Casablanca Stock Exchange;
- The BRANOMA security suffers from a lack of liquidity associated with a lack of visibility within Casablanca Stock Exchange with respect to the low coverage by financial analysts of the Casablanca stock exchange;
- The float is low (around 9.2%) and represents a market value of 64.5 MMAD on September 14th, 2012;

Brasseries du Maroc Company, holding 90.8% of the share capital and voting rights of BRANOMA decided to initiate the procedure for a public repurchase offer of BRANOMA securities following the decision of delisting BRANOMA securities from the Casablanca Stock Exchange.

Before the execution of the mandatory PRO subject of this admissibility decision, the allocation of BRANOMA capital is as follows:

Shareholders	Number of held shares	% of capital	% of voting rights
Brasseries du Maroc company	453 999	90,80%	90,80%
float	46 001	9,20%	9,20%
Total	500 000	100,00%	100,00%

Source : **BRANOMA**

3- Terms of the public offer

The Public repurchase offer project concerns the acquisition by Brasseries du Maroc Company of all BRANOMA securities not yet held by it, that is 46,001 shares at a price of 1770 Dhs; BRANOMA security holders will be able to bring, fully or partially, their shares to the offer.

Brasseries du Maroc Company undertakes to acquire firmly and irrevocably all BRANOMA securities tendered in the PRO.

No waiver threshold is considered by Brasserie du Maroc Company as part of this operation.

The PRO project concerns the total float of BRANOMA in the Casablanca Stock Exchange.

4- Admissibility Examination

Referring to Articles 13 and 32 of the Law, the CDVM appraised the public offer in terms of the following:

▼ The characteristics of the offer project

The CDVM examined the characteristics of the proposed public offer in view of the principles set out by Article 13 and in particular the principles of transparency and equal treatment of shareholders. As such, the CDVM noted that the criterion of equal treatment was respected since the offer targets all BRANOMA security holders.

In addition, the analysis adopted for fixing the price per share has been examined by the CDVM and assessed as follows:

- **Discounting future cash flows:** The assessment is based on the operating cash flows generated by BRANOMA activity discounted at a weighted average price of capital of 12.34% and an infinite growth rate in the cash flow of 2.0%. The value of BRANOMA security following this method amounts to 1 638.7 Dhs per share;
- **Stock prices method:** The assessment is performed on the basis of the average weighted averages of BRANOMA stock prices observed the last month, three months, six months and 12 months preceding September 10th, 2012. The price that results from this method amounts to 614.7 Dhs per share.
- **Stock market comparable method:** the assessment is performed on the basis of a sample of many African companies having similarities with BRANOMA. The multiples used are those of Gross operating surplus and PER. By applying the multiple of GOS, the price per share amounted to 2 047.1 Dhs for BRANOMA security. By applying the multiple of PER, the price per share amounted to 1 963.8 Dhs for BRANOMA security. The average of the two values amounts to a price of 2 005.4 Dhs per share.

The following table summarizes the valuation made by the advisory agency of the operation:

Valuation method	Share value	weighting	PRO project price	Premium allocated to minority shareholders
Discounting future cash flows	1 638,7	40%		
Average Stock price	1 614,7	40%		
Market comparables	2 005,4	20%		
Average share price	1 702,4	100%	1 770	4%

Given the above, the CDVM considers that the methods used are based on objective, significant and numerous criteria. Similarly, these criteria are relevant and usually retained, and correspond to the characteristics of the target company. Also, the CDVM believes that the offer characteristics are consistent with the principles set out in Article 13 mentioned above.

▼ Opinion of the independent evaluator

Pursuant to Article 25 of Law 26-03 relating to public offers on the stock market as amended and supplemented by Law No. 46-06 on the stock market, the agency Saaidi Hdid Consultants, represented by Mr. Mohamed Hdid was mandated by BRANOMA as an Independent evaluator to carry BRANOMA evaluation.

The work of the independent evaluator mainly focuses on:

- Checking the elements and the calculations used to determine the value of the securities of the Company;
- Ensuring that the methods used for assessing the securities price of the company are consistent and relevant;

The report of the independent evaluator concluded the fairness of the price offered to minority shareholders and confirms that it has been established according to relevant assessment methods that are usually retained, using known, accurate, objective, significant and multiple criteria.

▼ National strategic interests

Pursuant to Article 29 of the Law 26-03 mentioned above, the CDVM submitted on September 25th, 2012, the public offer project to the Minister of Economy and Finance for its evaluation in terms of national strategic interests. The Minister has not expressed any objection to the said project.

5 - CDVM decisions

▼ Approval of the offer project

In light of all the above elements, the CDVM declared admissible the PRO project related to BRANOMA securities initiated by Brasseries du Maroc Company at a price of 1770 Dhs per share.

▼ Schedule

The final schedule of the operation will be determined later. It must first be validated by the Casablanca Stock Exchange.

▼ Resumption of listing BRANOMA securities

The CDVM will request from Casablanca Stock Exchange to resume listing BRANOMA securities on Monday, October 8th, 2012.

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L'autorité qui veille sur votre épargne

Conseil Déontologique des Valeurs Mobilières