



## Managem

### Summary of the Information Package related to the Update of the Commercial Paper Issue Program for the 2022 Fiscal Year and the First Half of 2023

Date of initial implementation of the Program	December 2017
Ceiling of the issue program	MAD1 000,000,000

#### Financial Advisor

ATTIJARI FINANCES CORP.



التجاري للاستشارة المالية  
Attijari Finances Corp.

#### Placement Agent

ATTIJARIWAFABANK



التجاري وفا بنك  
Attijariwafa bank

#### Registration of the Moroccan Capital Market Authority (AMMC)

In accordance with the provisions of the circular of the Moroccan Capital Market Authority (AMMC), this Reference Document was registered by the AMMC on January 09, 2024, under the reference EN/EM/002/2024.

This Reference Document can be used as a basis for canvassing or for collecting orders as part of a financial operation only if it is part of a prospectus duly approved by the AMMC .

#### Annual Update of the Information Package relating to the Commercial Paper Issue Program :

As of the registration date of this reference document, the AMMC has approved the annual update of the information package relating to the commercial paper issue program. The said file is composed of:

- This reference document;
- The note relating to the commercial paper issue program registered by the AMMC on December 30, 2019, under the reference EN/EM/027/2019 and available via the following link:  
[http://www.ammc.ma/sites/default/files/Note\\_BT\\_Managem\\_027\\_2019\\_0.pdf](http://www.ammc.ma/sites/default/files/Note_BT_Managem_027_2019_0.pdf)

The said update was approved by the AMMC on January 09, 2024, under the reference VI/EM/002/2024.

## **DISCLAIMER**

The Moroccan Capital Market Authority (AMMC) approved on January 09, 2024, under the reference VI/EM/002/2024 the annual update of the information package relating to the commercial paper issue by Managem.

The information package approved by the AMMC is available at any time at Managem's headquarters, on its website (<http://www.managemgroup.com/medias/communiqués-et-publications-0>) and from the financial advisor. It is also available within a maximum period of 48 hours from the order-collecting institutions.

The information package is available to the public on the AMMC website [www.ammc.ma](http://www.ammc.ma).

This summary has been translated by LISSANIAT under the joint responsibility of the said translator and Managem. In the event of any discrepancy between the contents of this summary and the AMMC-approved information package, only the approved information package shall prevail.

## **I. PRESENTATION OF THE OPERATION**

### **I.1. Overall characteristics of the operation**

In accordance with the provisions of Article 15 of Law 35-94 promulgated by Dahir 1-95-3 of Sha'ban 24, 1415 (January 26, 1995) and Order 2560-95 of the Minister of Finance and Foreign Investment of October 9, 1995 relating to negotiable debt securities (NDS), Managem S.A. issues commercial paper to the public, bearing interest and representing a right to claim for a period of less than or equal to one year.

The Board of Directors, meeting on September 18, 2017, authorized the issue of Commercial Paper with a ceiling of MAD 1,000,000,000 and granted full powers to Mr. Imad Toumi, Chairman and Chief Executive Officer of Managem S.A., to define the characteristics of each issue carried out under the program.

To this end, Managem S.A. will issue commercial paper to the public, bearing interest to represent a debt claim, for a term of less than or equal to one year.

In accordance with the provisions of Article 15 of Law 35-94 promulgated by Dahir 1-95-3 of Sha'ban 24, 1415 (January 26, 1995) and Order 2560-95 of the Minister of Finance and Foreign Investment of October 9, 1995 relating to negotiable debt securities, Managem S.A. has prepared this information package with the Advisory Body relating to its business, economic and financial situation and its issue program.

Pursuant to article 17 of said law, and as long as the negotiable debt securities are in circulation, this file will be updated annually within 45 days after the Ordinary Shareholders' Meeting called to approve the financial statements for the last financial year.

Pursuant to the provisions of the second paragraph of Article 17 of Law 35-94, Managem S.A. will update our notice relating to the commercial paper issue program at least 15 days prior to the effective date of any change in the characteristics of said program.

Managem S.A. will immediately update the information package in the case of any event likely to have an impact on changes in the price of the securities issued or on the successful completion of the issue program.

### **I.2. Objectives of the operation**

Managem S.A. aims to issue commercial paper in order to:

- optimize the cost of short-term financing by partially replacing existing bank loans with commercial paper;
- meet its one-off cash requirements;
- diversify sources of financing.

### **I.3. Target investors of the program**

Investors targeted by the issues carried out under the commercial paper program are:

- Natural or legal persons, resident or non-resident, of Moroccan or foreign nationality.

### **I.4. Program characteristics**

<b>Program Ceiling</b>	MAD1 000 000 000
<b>Distribution of the overall ceiling among different types of instruments or tranches</b>	Not Applicable

<b>Authorized duration of the issue program</b>	Undefined
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Source: Managem

### 1.5. Characteristics of the securities to be issued

<b>Nature of securities</b>	Dematerialized Negotiable Debt Securities by registration with the Central Depository (Maroclear) and registered in accounts with authorized affiliates.
<b>Face value per unit</b>	MAD100 000
<b>The maximum outstanding amount (in value)</b>	1 000 000 000 MAD
<b>Maximum outstanding (in securities)</b>	10 000
<b>Legal form of securities</b>	Commercial papers out to bearer
<b>Maturity</b>	Between 10 days et 12 months
<b>Interest Rate</b>	Fixed for each issue depending on market conditions
<b>Interest</b>	Post-counted
<b>Coupon Payment</b>	In fine, at due date of each commercial paper
<b>Repayment</b>	In fine, at due date of each commercial paper
<b>Commercial Paper Rank</b>	The ranking is similar to an ordinary debt contracted by the Company. The commercial paper program is not subordinated to any other debt of the Company.
<b>Guarantee</b>	The issue program of commercial paper has no specific guarantee
<b>Rating</b>	The issue is not rated
<b>Tradability</b>	There are no restrictions imposed by the terms of issue on the marketability of the commercial paper issued. The securities are negotiable over-the-counter
<b>Vesting Date</b>	To be defined at the time of each issue
<b>Maturity Date</b>	To be defined at the time of each issue
<b>Assimilation Clause</b>	Commercial paper issued is not assimilated to securities of a previous issue.

Source: Managem

## I.6. Placement syndicate and financial intermediaries

Type of financial intermediaries	Entity	Address
<b>Financial Advisor</b>	Attijari Finances Corp.	163, Avenue Hassan II Casablanca
<b>Placement Agent</b>	Attijariwafa bank	2, boulevard Moulay Youssef Casablanca
<b>Account holding institution</b>	Attijariwafa bank	2, boulevard Moulay Youssef Casablanca
<b>Securities financial services</b>	Attijariwafa bank	2, boulevard Moulay Youssef Casablanca

Source: Managem

Attijari Finances Corp. is a 100.0% subsidiary of Attijariwafa bank, which has the same reference shareholder as Managem, namely AL MADA.

## I.7. Subscription period

Each time Managem S.A. shows a cash need, Attijariwafa bank will open the subscription period at least 3 working days before the dividend entitlement date.

It should be noted that the subscription period could be closed early as soon as the placement of the entire issue has been completed.

## I.8. Identification of subscribers

Prior to the completion of the subscription, the placement institution must ensure that the subscriber's representative has the capacity to act either in their capacity as legal representative or under a power of attorney at their disposal.

The placement agent must ensure that the subscriber belongs to one of the categories defined below. To this end, they must obtain a copy of the document certifying this and attach it to the subscription form.

Category	Documents to be attached
<b>Associations</b>	Photocopy of the Articles of Association and photocopy of the receipt of the file deposit
<b>Minor Children</b>	Photocopy of the page of the family record book attesting to the child's date of birth
<b>UCITS under Moroccan law</b>	Photocopy of the approval decision attesting that it belongs to this category. <ul style="list-style-type: none"><li>▪ For Mutual Funds, the number of the certificate of deposit at the court registry</li><li>▪ For Investment companies with variable capital (SICAVs), the number of the commercial register and the certificate of deposit at the court registry.</li></ul>
<b>Foreign legal entities</b>	Model of entries in the commercial register or equivalent
<b>Moroccan legal entities</b>	Model of entries in the commercial register

<b>Non-residents and non-Moroccans natural persons</b>	Photocopy of the pages of the passport containing the identity of the person as well as the issue and expiry dates of the document
<b>Residents and non-Moroccan natural persons</b>	Photocopy of the residency card
<b>Natural persons resident in Morocco and Moroccan nationals abroad</b>	Photocopy of the national identity card

Source: Managem

All subscriptions that do not comply with the above-mentioned identification conditions will be null and void.

### **I.9. Subscription terms and conditions**

Before each issue, Managem undertakes to make available to investors (prior to the opening of the subscription period) a document detailing the terms and conditions of the issue and containing the information referred to in article 1.60 of AMMC circular no. 03/19.

Attijariwafa bank is required to collect the subscription orders from the investors, by means of firm and irrevocable subscription forms, after the closing of the subscription period, according to the attached model. These subscription forms must be filled in, dated and signed by the subscribers or their representatives and transmitted to the placing organization. In addition, a copy of the subscription form must be given to the subscriber.

Subscribers may formulate one or more subscription requests, specifying the number of securities requested and the corresponding amount.

Attijariwafa bank is in charge of the processing of subscription orders and the rejection of applications that do not comply with the terms and conditions stated in the information file.

Subscriptions will be accepted and registered as and when they are confirmed in writing to Attijariwafa bank and this, until the ceiling of the issue is reached.

All subscriptions will be in cash, regardless of the category of subscribers:

- Subscriptions on behalf of minor children up to the age of 18 years are permitted provided that they are made by the father, mother, guardian or legal representative of the minor child. The organization in charge of the placement is required to obtain a copy of the page of the family record book showing the date of birth of the minor child and to attach it to the subscription form; in this case, the movements shall be made either to an account opened in the name of the minor child or to the securities or cash account opened in the name of the father, mother, tutor or legal representative.
- Subscriptions on behalf of third parties are authorized on condition that a power of attorney duly signed and legalized by the principal is presented. The placement institution is required to obtain a copy of this power of attorney and to attach it to the subscription form. The securities subscribed for must, in addition, refer to a securities account in the name of the third party concerned, which may only be moved by the latter, unless a power of attorney exists;
- a power of attorney for a subscription can in no case allow the opening of an account for the principal. Also, the opening of an account must be done in the presence of its holder according to the legal or regulatory provisions in force;
- all forms must be signed by the subscriber or their representative. Before accepting a subscription, the placement institution must ensure that the subscriber has the financial capacity to honor its commitments. The placement organization shall freely determine the terms of the financial guarantee required from subscribers, which may be a cash deposit, securities deposit or a surety. For institutional investors, no coverage of the subscription will be required;
- Subscribers must indicate the number of securities they intend to subscribe for within the framework of this operation;

- investors may place multiple orders with the placement agency. Orders are cumulative. Subscribers' attention is drawn to the fact that all orders may be satisfied in whole or in part depending on the availability of securities;
- In the case of a portfolio management mandate, the manager may subscribe on behalf of the client whose portfolio he manages only by presenting a power of attorney duly signed and authenticated by their principal, or the management mandate if the latter makes express provision to that effect. Management companies are exempted from presenting such evidence for the UCITS they manage.

All subscription orders:

- are not complying with the above conditions will be null and void;
- are irrevocable after the end of the subscription period.

#### **I.10. Methods of processing orders**

Allocations will be made in accordance with orders transmitted by investors. In the event that the number of securities requested exceeds the number of securities available, the allocation of securities will be made on a daily pro rata basis of the amounts subscribed. If the number of securities is not a whole number, the allocation of the remaining commercial paper will be made by drawing lots.

The subscription period may be closed early as soon as the placement of the entire tranche issued has been completed.

#### **I.11. Securities settlement/delivery arrangements**

The payment of subscriptions will be made by transmission, at the vesting date, of delivery orders against payment (LCP MAROCLEAR) by Attijariwafa bank, in its capacity as securities depository institution. The securities are payable in cash in a single installment.

#### **I.12. AMMC information commitment**

Managem S.A. undertakes, prior to each issue, to make available to investors, prior to the opening of the subscription period, a document detailing the terms and conditions of the issue and containing the information referred to in Article 1.60 of AMMC Circular no. 03/19. The results of the issue (number of securities issued, amounts subscribed and allocated by type of investor, etc.) will be communicated to the AMMC within 7 days of its completion.

## II. ABOUT MANAGEM

### II.1. General information

<b>Corporate name</b>	Managem
<b>Registered Office</b>	Twin center, tour A, angle boulevard Zerktouni et Al Massira Al Khadra, BP 5199, Casablanca – Morocco
<b>Phone / Fax</b>	(212) 522 95 65 97 (212) 522 95 64 64
<b>Legal form</b>	Public limited company with a Board of Directors
<b>E-mail</b>	<a href="mailto:managem@managemgroup.com">managem@managemgroup.com</a>
<b>Website</b>	<a href="http://www.managemgroup.com/">http://www.managemgroup.com/</a>
<b>Date of incorporation</b>	November 17, 1930
<b>Lifespan</b>	The lifespan of the company is set at 99 years, except in the event of early dissolution or extension provided for in the articles of association or by law.
<b>Commercial Register No.</b>	Registered on June 4, 1951, in the CR of Casablanca no. 17 883
<b>Financial year</b>	From January 1 to December 31.
<b>Share capital as of 30/06/2023</b>	The share capital is set at MAD 999,130,800, divided into 9,991,308 shares of a single class of MAD 100 each, and fully paid up at their nominal value.
<b>Consulting legal documents</b>	The Company's legal documents, in particular the Articles of Association, the minutes of Shareholders' Meetings, management reports and statutory auditors' reports may be consulted at Managem's registered office.
<b>Corporate purpose</b>	According to Article 3 of the Articles of Association, the Company's purpose is: <ul style="list-style-type: none"><li>▪ to acquire direct or indirect equity interests in any operations or businesses through the creation of companies, participation in their formation or in the capital increase of existing companies, or through limited partnerships, the purchase of shares or corporate rights or otherwise;</li><li>▪ the management of all mining, real estate, securities, financial, industrial or commercial businesses, companies or enterprises;</li><li>▪ the purchase, sale and exchange of all securities and interest shares;</li><li>▪ and, more generally, all transactions of any nature whatsoever relating to any of the above purposes.</li></ul>
<b>Competent court in case of dispute</b>	Commercial court of Casablanca
<b>Legislative texts</b>	Given its legal form, the company is governed by law no. 17-95 promulgated by Dahir no. 1-96-124 of August 30, 1996 relating to public limited companies, as amended and supplemented by laws no. 81-99, 23-01, 20-05, 78-12, amendment no. 20-19, amendment no. 19-20, and by its articles of association.



By virtue of its activity, it is subject to the Dahir of 16 April 1951 on mining regulations in Morocco and all legislative texts amending and supplementing the said Dahir, in particular:

- Dahir of 18 June 1958 modifying the Dahir of 9 Rajab 1370 on mining regulations;
- Dahir no 1-58-229 of 4 Moharem 1378 (21 July 1958) supplementing and amending the Dahir of 9 Rajab 1370 on mining regulations;
- decree no 2-59-392 of 25 Hija 1378 (July 2, 1959) supplementing decree no 2-57-1647 of 24 Jumada 1377 (December 17, 1957) fixing certain applications of the provisions of the Dahir of 9 rajab 1370 (April 16, 1951) relating to mining regulations;
- Dahir no1-62-097 of 16 Safar 1382 (July 19, 1962) supplementing and modifying the Dahir of 9 Rajab 1370 on mining regulations;
- Dahir no 1-62-193 of 24 Jomada 1 1382 (24 October 1962) amending the Dahir of 9 Rajab 1370 on mining regulations;
- decree no 2-80-273 of Rebia 1 1401 (January 9, 1981) approving the book fixing the procedure applicable to the adjudication of concessions provided for in article 89 of the dahir of 9 Rajab 1370 (April 16, 1951) on mining regulations;
- decree no2-79-298 fixing the attributions and organization of the Ministry of Energy and Mines.

By virtue of its listing on the Casablanca Stock Exchange, it is subject to all the legal and regulatory provisions relating to financial markets and in particular:

- Dahir no 1-16-151 of 21 kaada 1437 (August 25th 2016) relating to the promulgation of Law no19-14 relating to the Stock Exchange, brokerage firms and financial investment advisors;
- the general regulations of the Stock Exchange approved by the Order of the Minister of Economy and Finance no2208-19 of July 3, 2019;
- the General Regulation of the Moroccan Capital Market Authority as approved by Order no2169-19 of the Minister of Economy and Finance;
- Dahir 1-95-3 of January 26, 1995 promulgating Act 35-94 relating to certain negotiable debt instruments, as amended and supplemented;
- the circular of the Moroccan Capital Market Authority;
- Dahir 1-96-246 of January 9, 1997 promulgating Act 35-96 relating to the creation of a central depository and the institution of a general system for the registration of certain securities in accounts (amended and supplemented by Act 43-02);
- the General Regulations of the central depository approved by Order of the Minister of the Economy and Finance no932-98 of April 16, 1998 and amended by Order of the Minister of the Economy, Finance, Privatization and Tourism no1961-01 of October 30, 2001 and Order no77-05 of March 17, 2005;
- Dahir no1-04-21 of April 21, 2004 promulgating Act no26-03 relating to public offers on the Moroccan stock market, amended and supplemented by Act 46-06;
- Act 43-12 relating to the Moroccan Capital Market Authority;
- Act 44-12 relating to public offerings and the information required from legal entities and organizations making public offerings.

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**Tax system**

- Managem is governed by common law tax legislation. It is subject to corporate income tax. Its operations are subject to VAT at a rate of 20%.

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Source: Managem

## II.2. Brief overview of Managem's activity

The Group Managem was created in 1928 and currently operates in three business segments: research, exploitation and valorization.

Managem's historical business consists of prospecting, extracting, developing and marketing various minerals, namely base metals (copper, zinc, lead), precious metals (gold and silver), special metals (cobalt cathode, nickel, etc.) from the hydro-metallurgical activity, and finally useful substances (fluorite).

**a. Production**

The table below lists Management's various activities as of June 30, 2023:

Company	Country	Type	Unit	2020	2021	2022	Var. 21/20	Var. 22/21	H1 2022	H1 2023	Var. H1 23/H1 22
CMG	Morocco	Zinc concentrate	(T)	60 003	52 706	47 666	-12.16%	-10.00%	25 501	24 442	-4.20%
		Lead concentrates	(T)	13 882	12 574	10 174	-9.42%	-19.00%	5 701	5 291	-7.20%
		Copper concentrate	(T)	8 700	8 471	11 574	-2.63%	37.00%	5 148	11 574	>100%
SMI	Morocco	Silver	(Kg)	143 133	117 545	110 741	-17.88%	-5.80%	59 791	61 627	3.10%
AGM	Morocco	Copper concentrate	(T)	40 676	39 458	35 480	-2.99%	-10.00%	18 424	16 580	-10.00%
SOMIFER	Morocco	Copper concentrate	(T)	42 114	44 760	39 540	6.28%	-12.00%	21 970	21 818	-0.70%
CMO	Morocco	Copper concentrate	(T)	16 110	17 324	20 300	7.54%	17.00%	9 238	9 045	-2.10%
SAMINE	Morocco	Fluorine	(Kg)	39 847	34 945	0	-12.30%	100.00%	0	0	NA
SMM	Morocco	Gold	(Kg)	-	3 422	5 134	Ns	50.00%	2 901	2 285	-21.20%
MANUB	Sudan	Gold	(Kg)	1 688	1 332	1 494	-21.09%	12.00%	925	323	-65.10%
CTT	Morocco	Gold	(Kg)	143	147	167	2.80%	14.00%	87	47	-46.00%
CTT	Morocco	Cobalt cathodes	(mT)	2 416	1 796	1 690	-25.66%	-6.00%	736	798	8.40%
		Arsenic	(T)	7 694	6 883	5 450	-10.54%	-21.00%	2 298	2 564	11.60%
		Nickel derivatives	(T)	142	147	157	3.52%	7.00%	83	74	-10.80%
		Zinc oxide	(T)	4 791	2 237	0	-53.31%	NA	0	0	NA
		Sulfuric Acid	(T)	55 115	44 900	86 458	-18.53%	-	51 518	37 082	-28.00%
		Iron oxide	(T)	65 382	48 933	90 781	-25.16%	85.52%	54 094	38 936	-28.02%

Source: Management

## b. Sales

The breakdown of sales by type of concentrate and the related metal prices for the three previous years are as follows<sup>1</sup>:

	Unit	2020	2021	2022	Var 21/20	Var 22/21	H1 2022	H1 2023	Var. H1 22/H1 23
<b>Consolidated Revenue</b>	<b>MMAD</b>	<b>4 726</b>	<b>7 423</b>	<b>9 645</b>	<b>57.10%</b>	<b>30.00%</b>	<b>5 466</b>	<b>4 181</b>	<b>-23.5%</b>
<i>Average parity of sales</i>	<i>\$/MAD</i>	<i>9.44</i>	<i>9</i>	<i>10.18</i>	<i>-4.70%</i>	<i>13.00%</i>	<i>10.18</i>	<i>10.17</i>	<i>-0.1%</i>
<b>Zinc</b>									
Revenue	MMAD	323	458	465	41.80%	2.00%	279	173	-38.0%
Quantity	(t)	60 525	52 510	47 379	-13.20%	-10.00%	25 423	24 353	-4.2%
Price	(\$/t)	2 358	3 038	3 430	28.80%	13.00%	3 641	2 739	-24.8%
<i>Revenue Contribution</i>	<i>(%)</i>	<i>6.80%</i>	<i>6.17%</i>	<i>4.82%</i>	<i>-66 bps</i>	<i>-135 bps</i>	<i>5.10%</i>	<i>4.14%</i>	<i>-97 bps</i>
<b>Lead</b>									
Revenue	MMAD	158	141	109	-10.80%	-23.00%	63	65	3.2%
Quantity	(t)	15 584	12 478	10 119	-19.90%	-19.00%	5 723	5 555	-2.9%
Price	(\$/t)	1 811	2 259	2 050	24.70%	-9.00%	2 235	2 114	-5.4%
<i>Revenue Contribution</i>	<i>(%)</i>	<i>3.30%</i>	<i>1.90%</i>	<i>1.13%</i>	<i>-140 bps</i>	<i>-77 bps</i>	<i>1.15%</i>	<i>1.55%</i>	<i>40 bps</i>
<b>Group copper</b>									
Revenue	MMAD	1 243	1 575	1 422	26.70%	-10.00%	752	718	-4.5%
Quantity	(t)	111 180	109 851	102 737	-1.20%	-6.00%	52 392	56 299	7.5%
Price	(\$/t)	6 341	9 140	8 886	44.10%	-3.00%	9 280	8 132	-12.4%
<i>Revenue Contribution</i>	<i>(%)</i>	<i>26.30%</i>	<i>21.22%</i>	<i>14.74%</i>	<i>-508 bps</i>	<i>-648 bps</i>	<i>13.76%</i>	<i>17.17%</i>	<i>342 bps</i>
<b>Fluorine**</b>									
Revenue	MMAD	124	95	0	-23.40%	NA	0	0	NA
Quantity	(t)	39 531	35 602	0	-9.90%	NA	0	0	NA
Price	(\$/t)	330	304	0	-7.90%	NA	0	0	NA
<i>Revenue Contribution</i>	<i>(%)</i>	<i>2.60%</i>	<i>1.28%</i>	<i>0</i>	<i>-132 bps</i>	<i>NA</i>	<i>0</i>	<i>0</i>	<i>0 bps</i>
<b>SMI silver</b>									
Revenue	MMAD	837	683	789	-18.40%	16.00%	415	523	26.0%
Quantity	(Kg)	139 708	116 260	108 559	-16.80%	-7.00%	56 488	70 491	24.8%
Price	(\$/Oz)	20	20.87	22.26	4.00%	7.00%	23	23	-0.3%
<i>Revenue Contribution</i>	<i>(%)</i>	<i>17.70%</i>	<i>9.20%</i>	<i>8.18%</i>	<i>-515 bps</i>	<i>-102 bps</i>	<i>7.59%</i>	<i>12.51%</i>	<i>492 bps</i>
<b>Group gold</b>									
Revenue	MMAD	861	2 366	4 099	174.80%	73.00%	2 250	1 511	-32.8%
Quantity	(Kg)	1 763	4 585	6 868	160.10%	50.00%	3 803	2 478	-34.8%
Price	(\$/Oz)	1 776	1 779	1 807	3.00%	2.00%	1 879	1 863	-0.9%
<i>Revenue Contribution</i>	<i>(%)</i>	<i>18.20%</i>	<i>31.87%</i>	<i>42.50%</i>	<i>-467 bps</i>	<i>-1063 bps</i>	<i>41.16%</i>	<i>36.14%</i>	<i>-502 bps</i>
<b>cobalt cathodes***</b>									
Revenue	MMAD	766	659	820	-14.00%	24.00%	464	298	-35.8%
		2 397	1 391	1 408			673	737	
Quantity	(kg)	058	000	000	-42.00%	1.00%	000	000	9.5%
Price	(\$/Lb)	15	22	27	46.70%	23.00%	34.1	17.2	-49.6%
<i>Revenue Contribution</i>	<i>(%)</i>	<i>16.20%</i>	<i>11.05%</i>	<i>8.50%</i>	<i>-515 bps</i>	<i>-255 bps</i>	<i>8.49%</i>	<i>7.13%</i>	<i>-136 bps</i>

<sup>1</sup> The product "Quantity \* Price" is not equal to the revenue per metal. This situation is explained by sales formulas that include components such as treatment charges for metal concentrates, etc.

<b>Hydrometallurgical products</b>									
Revenue	MMAD	188	122	136	-35.10%	11.00%	73	39	-46.6%
<i>Revenue Contribution</i>	<i>(%)</i>	<i>4.00%</i>	<i>1.64%</i>	<i>1.41%</i>	<i>-236 bps</i>	<i>-23 bps</i>	<i>1.34%</i>	<i>0.93%</i>	<i>-40 bps</i>
<b>Services and other products</b>									
	MMAD	225	282	535	25.30%	90.00%	277	249	-10.1%
<i>Revenue Contribution</i>	<i>(%)</i>	<i>4.80%</i>	<i>3.80%</i>	<i>5.55%</i>	<i>-100 bps</i>	<i>175 bps</i>	<i>5.07%</i>	<i>5.96%</i>	<i>89 bps</i>
<b>Copper Cobalt Pumpi</b>									
	MMAD		881	1 270		44.00%	894	607	-32.1%
<i>Revenue Contribution</i>	<i>(%)</i>		<i>11.87%</i>	<i>13.17%</i>		<i>130 bps</i>	<i>16.36%</i>	<i>14.52%</i>	<i>-184 bps</i>

Source: Managem

\* These figures do not include fluorite concentrate sold to cement manufacturers.

### II.3. Shareholding structure

As of June 30, 2023, Managem's shareholding structure is as follows:

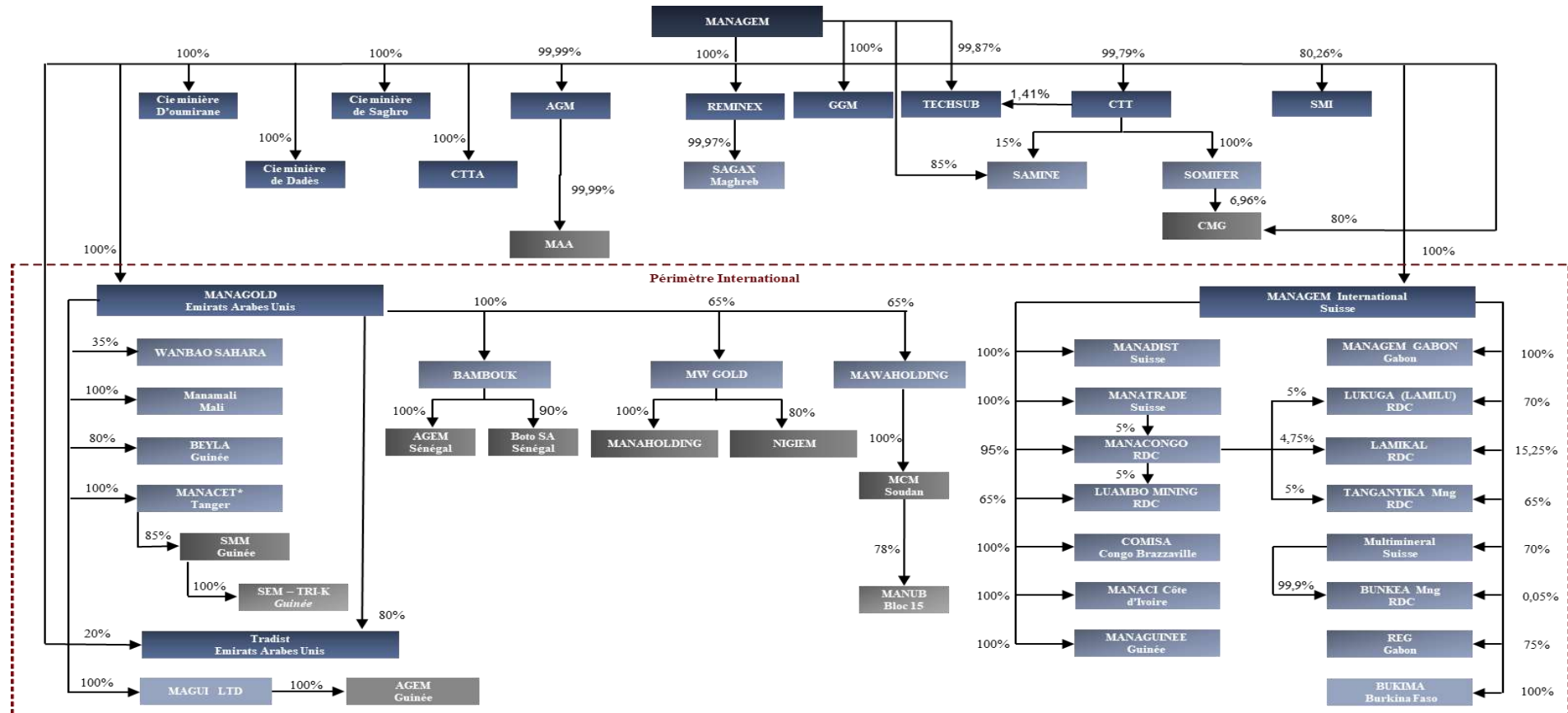
Shareholders	Number of shares and voting rights	Capital and voting rights %
Al Mada	7 643 148	76.4%
CIMR	868 565	8.7%
DAN Maroc	492 500	4.9%
Various shareholders - floating*	987 095	9.9%
<b>Total</b>	<b>9 991 308</b>	<b>100.00%</b>

Source: Managem

## II.4. Legal organization chart

Managem has both domestic and international subsidiaries. The structure of the Group as of June 30, 2023 is as follows:

Managem's legal organization chart as of June 30, 2023



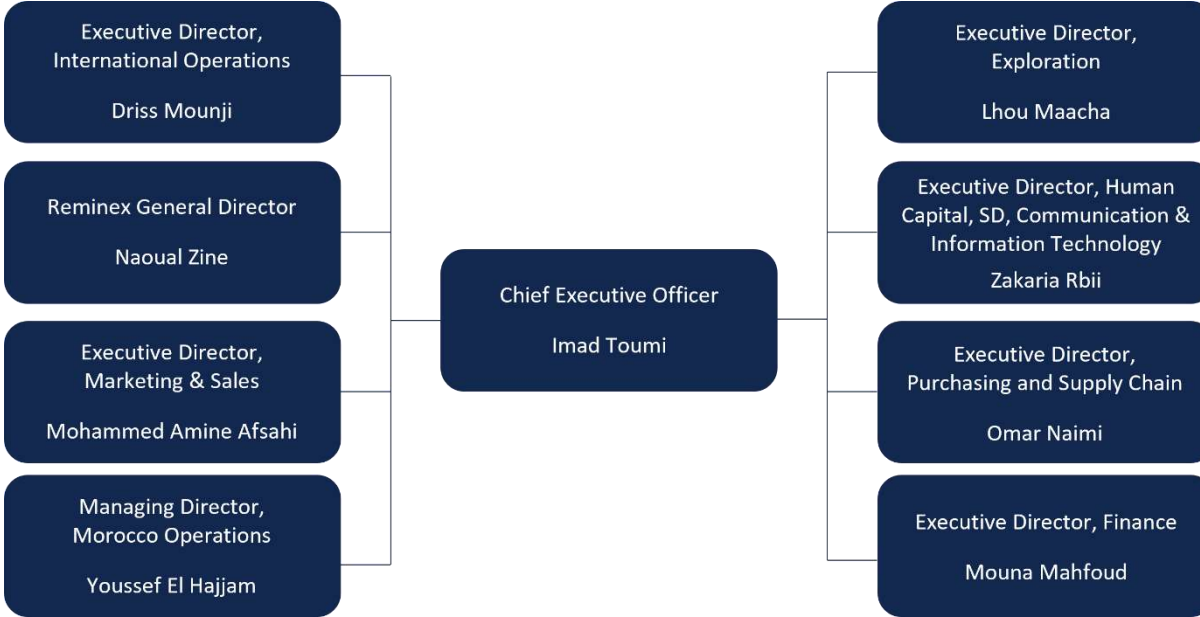
Source: Managem

\* Manacet is the result of a JV with the company Avocet. Managem wanted to position itself in the international zone of Tangier, which encourages foreign investment.



As of June 30, 2023, Managem's functional organization chart was as follows:

**Managem's functional organization chart**



Source: Managem



### III. FINANCIAL DATA

#### III.1. Annual financial statements

##### Balance sheet

The following table shows the changes in Managem's balance sheet aggregates over the period 2020-2022:

In MMAD	2020	2021	2022	Var. 21/20	Var. 22/21
<b>ASSETS</b>					
<b>Fixed assets</b>	<b>3 228</b>	<b>3 308</b>	<b>4 184</b>	<b>2.48%</b>	<b>26.49%</b>
<b>Non-valued fixed assets</b>	<b>5</b>	<b>2</b>	<b>2</b>	<b>-48.00%</b>	<b>21.56%</b>
Preliminary fees	4	-	-	-100.00%	NA
Expenses to be spread over several fy	1	2	2	>100.0%	21.56%
<b>Intangible fixed assets</b>	<b>114</b>	<b>71</b>	<b>32</b>	<b>-37.90%</b>	<b>-54.29%</b>
Fixed assets in research and development	5	2		-50.00%	-100.00%
Patents, trademarks, rights and similar values	2	3	5	59.80%	57.17%
Other intangible assets	108	66	28	-39.00%	-57.97%
<b>Property, plant and equipment</b>	<b>74</b>	<b>70</b>	<b>71</b>	<b>-5.00%</b>	<b>1.02%</b>
Land	13	13	13	0.00%	-1.63%
Constructions	50	47	45	-6.60%	-3.93%
Technical installations, equipment and tools	3	2	2	-19.20%	-15.25%
Transport equipment	-	1	1	NA	-21.03%
Furniture, office equipment and miscellaneous fittings	4	6	4	53.70%	-30.72%
Property, plant and equipment in progress	4	1	6	-67.20%	513.41%
<b>Financial fixed assets</b>	<b>3 036</b>	<b>3 164</b>	<b>4 079</b>	<b>4.20%</b>	<b>28.91%</b>
Fixed loans	393	296	221	-24.70%	-25.22%
Other financial receivables	0	0	0	-85.70%	NA
Equity investments	2 642	2 868	3 857	8.50%	34.49%
<b>Translation adjustments - Assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>NA</b>	<b>NA</b>
Decrease in fixed assets	-	-	-	NA	NA
Increase in financial debt	-	-	-	NA	NA
<b>Current assets (excluding PST)</b>	<b>3 289</b>	<b>3 393</b>	<b>4 815</b>	<b>3.10%</b>	<b>41.92%</b>
<b>Stocks</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>NA</b>	<b>NA</b>
Goods	-	-	-	NA	NA
Consumable materials and supplies	-	-	-	NA	NA
Products in progress	-	-	-	NA	NA
Intermediate and residual products	-	-	-	NA	NA
Finished products	-	-	-	NA	NA
<b>Receivables from current assets</b>	<b>3 229</b>	<b>3 357</b>	<b>4 812</b>	<b>4.00%</b>	<b>43.35%</b>
Accounts payable, advances and down payments	29	29	29	0.00%	0.58%
Trade receivables and related accounts	288	499	655	73.40%	31.30%

Staff	0	0	1	-29.90%	NA
State	78	107	114	38.40%	6.59%
Associate Accounts	2 771	2 718	4 011	-1.90%	47.56%
Other receivables	0	-	-	-100.00%	NA
Accrued income and prepaid expenses	62	3	2	-95.60%	-30.19%
<b>Translation adjustments - assets (current items)</b>	<b>61</b>	<b>36</b>	<b>3</b>	<b>-41.30%</b>	<b>-90.66%</b>
<b>Cash - Assets (including PST)</b>	<b>181</b>	<b>18</b>	<b>22</b>	<b>-90.20%</b>	<b>22.19%</b>
Cheques and securities to be cashed	-	-	-	NA	NA
Banks, TG and CCP	181	18	22	-90.30%	20.84%
Cash, imprest accounts and letters of credit	0	0	0	-47.60%	NA
Securities and investment securities	-	-	-	NA	NA
<b>Total ASSETS</b>	<b>6 698</b>	<b>6 718</b>	<b>9 022</b>	<b>0.30%</b>	<b>34.29%</b>

Source: Managem

In MMAD	2020	2021	2022	Var. 21/20	Var. 22/21
<b>LIABILITIES</b>					
<b>Permanent funding</b>	<b>3 423</b>	<b>5 389</b>	<b>6 488</b>	<b>57.40%</b>	<b>20.39%</b>
<b>Shareholders' equity</b>	<b>2 124</b>	<b>2 742</b>	<b>3 488</b>	<b>29.10%</b>	<b>27.19%</b>
Capital stock	999	999	999	0.00%	0.01%
Issue, merger and contribution premiums	1 684	1 684	1 684	0.00%	0.01%
Legal reserve	100	100	100	0.00%	-0.09%
Other reserves	300	300	101	0.00%	-66.45%
Carry forward	-702	-960	-341	-36.70%	-64.44%
Net income for the fy	-258	618	945	>100.0%	52.94%
<b>Similar shareholders' equity</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>NA</b>	<b>NA</b>
Investment grant	-	-	-	NA	NA
Provisions for accelerated depreciation	-	-	-	NA	NA
<b>Financing debts</b>	<b>1 293</b>	<b>2 646</b>	<b>3 000</b>	<b>&gt;100.0%</b>	<b>13.38%</b>
Investment grant	-	1 500	2 000	NA	33.33%
Provisions for accelerated depreciation	1 293	1 146	1 000	-11.30%	-12.74%
<b>Long-term provisions for liabilities and charges</b>	<b>6</b>	<b>-</b>	<b>-</b>	<b>-100.00%</b>	<b>-100.00%</b>
Provisions for risks	6	-	-	-100.00%	-100.00%
Provisions for charges	-	-	-	NA	NA
<b>Currency translation adjustment - Liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>NA</b>	<b>NA</b>
Increase in fixed assets	-	-	-	NA	NA
Decrease in financial debt	-	-	-	NA	NA
<b>Current liabilities</b>	<b>856</b>	<b>1 083</b>	<b>1 966</b>	<b>26.60%</b>	<b>81.53%</b>
Trade payables and related accounts	44	43	61	-3.40%	41.45%
Accounts payable, advances and down-payments	-	-	-	NA	NA
Staff	13	14	17	13.30%	18.19%



Social Organizations	10	12	13	20.40%	11.23%
State	13	9	31	-33.40%	NA
Associate Accounts	726	981	1 804	35.00%	83.90%
Other creditors	-	-	-	NA	NA
Accruals and deferred income	50	25	40	-50.40%	61.17%
<b>Other provisions for liabilities and charges</b>	<b>61</b>	<b>36</b>	<b>3</b>	<b>-41.30%</b>	<b>-90.66%</b>
<b>Translation adjustments - liabilities (current items)</b>	<b>3</b>	<b>10</b>	<b>164</b>	<b>&gt;100.0%</b>	<b>&gt;100.0%</b>
<b>Total (F+G+H)</b>	<b>920</b>	<b>1 129</b>	<b>2 133</b>	<b>23%</b>	<b>89%</b>
<b>Cash - Liabilities</b>	<b>2 356</b>	<b>201</b>	<b>401</b>	<b>-91.50%</b>	<b>99%</b>
Discount Credits				NA	NA
Cash credits		200	400	NA	100%
Banks (credit balances)	2 356	1	1	-100.00%	-25%
<b>Total LIABILITIES</b>	<b>6 698</b>	<b>6 719</b>	<b>9 022</b>	<b>0.30%</b>	<b>34.27%</b>

Source: Managem

## Statement of management balances (Corporate Accounts)

The following table shows changes in the main aggregates of Management's management balances over the period 2020-2022:

In MMAD	2020	2021	2022	Var. 21/20	Var. 22/21
Sale of goods and services produced	229	294	380	28.20%	29.31%
<b>Turnover</b>	<b>229</b>	<b>294</b>	<b>380</b>	<b>28.20%</b>	<b>29.31%</b>
Fixed assets produced by the company for itself	14	3	2	-78.10%	-27.56%
Change in product inventories	-	-	-	NA	NA
<b>Production (1)</b>	<b>243</b>	<b>297</b>	<b>382</b>	<b>22.10%</b>	<b>28.73%</b>
Consumed purchases of materials and supplies	27	25	32	-9.90%	29.84%
Other external expenses	59	60	70	1.30%	17.01%
<b>Expenditure for the fiscal year (2)</b>	<b>86</b>	<b>84</b>	<b>103</b>	<b>-2.30%</b>	<b>22.22%</b>
<b>added value (1) - (2)</b>	<b>157</b>	<b>213</b>	<b>280</b>	<b>35.40%</b>	<b>31.30%</b>
<i>Added value rate</i>	<i>68.60%</i>	<i>72.40%</i>	<i>73.68%</i>	<i>3.80 pts</i>	<i>1.17 pts</i>
Operating Grants	-	-	-	NA	NA
Taxes and duties	1	9	18	>100.0%	100%
Personnel expenses	67	86	97	28.70%	12.89%
<b>Gross Operating Surplus</b>	<b>89</b>	<b>117</b>	<b>165</b>	<b>31.10%</b>	<b>40.70%</b>
<i>Gross operating margin</i>	<i>39.00%</i>	<i>39.90%</i>	<i>43.42%</i>	<i>0.90 pts</i>	<i>3.40 pts</i>
Other operating income	9	0	3	-96.80%	NA
Recovery of operations, transfer of charges	-	-	9	NA	NA
Other operating expenses	1	2	2	>100.0%	-19%
Operating allocations	22	53	52	>100.0%	-2%
<b>Operating income</b>	<b>75</b>	<b>62</b>	<b>122</b>	<b>-17.40%</b>	<b>97.50%</b>
<i>Operating margin</i>	<i>33.00%</i>	<i>21.20%</i>	<i>32.11%</i>	<i>-11.80 pts</i>	<i>11.01 pts</i>
<b>Financial Products</b>	<b>150</b>	<b>507</b>	<b>1 030</b>	<b>&gt;100.0 %</b>	<b>103%</b>
Income from equity interests and other long-term securities	5	66	792	>100.0%	1100%
Foreign exchange gains	1	2	17	>100.0%	742%
Interest and other financial income	143	152	181	6.60%	19%
Financial withdrawals, transfer of charges	2	286	40	>100.0%	-86%
<b>Financial expenses</b>	<b>605</b>	<b>190</b>	<b>290</b>	<b>-68.60%</b>	<b>52%</b>
Interest expenses	142	144	136	1.30%	-6%
Foreign exchange losses	5	11	0	>100.0%	-95%
Other financial expenses	-	-	-	NA	NA
Financial allocations	459	36	153	-92.30%	326%
<b>Financial income</b>	<b>-455</b>	<b>317</b>	<b>740</b>	<b>&gt;100.0 %</b>	<b>133%</b>
<b>Current income</b>	<b>-380</b>	<b>379</b>	<b>862</b>	<b>&gt;100.0 %</b>	<b>128%</b>

<b>Non-current revenue</b>	<b>166</b>	<b>275</b>	<b>134</b>	<b>65.30%</b>	<b>-51%</b>
Proceeds from disposal of fixed assets	0	5	-	>100.0%	NA
Other non-current income	-	-	-	NA	NA
Non-current take-backs, expense transfers	166	270	134	62.10%	-50%
<b>Non-current expenses</b>	<b>43</b>	<b>33</b>	<b>45</b>	<b>-21.80%</b>	<b>37%</b>
Net book value of fixed assets sold	-	5	-	NA	NA
Grants awarded	-	-	-	NA	NA
Other non-current expenses	1	1	15	-11.00%	>100.0%
Non-current allocations	41	27	30	-35.00%	12%
<b>Non-current income</b>	<b>124</b>	<b>242</b>	<b>89</b>	<b>95.40%</b>	<b>-63.22%</b>
<b>Pre-tax income</b>	<b>-256</b>	<b>621</b>	<b>951</b>	<b>&gt;100.0%</b>	<b>53.2%</b>
Income Taxes	2	2	6	16.00%	>100.0%
<b>Net income</b>	<b>-258</b>	<b>619</b>	<b>945</b>	<b>&gt;100.0%</b>	<b>52.67%</b>
	<i>Net Margin</i>	<i>-112.70%</i>	<i>210.80%</i>	<i>248.68%</i>	<i>323.50 pts</i>
					<i>37.82 pts</i>

Source: Managem

## Consolidated balance sheet

The table below shows changes in the Managem Group's consolidated balance sheet between 2020 and 2022:

In MMAD	2020	2021	2022	Var. 21/20	Var. 22/21
<b>ASSETS</b>					
Goodwill	305	305	305	0.00%	0.13%
Intangible fixed assets	2 219	2 365	2 702	6.60%	14.24%
Property, plant and equipment	5 786	6 701	7 487	15.80%	11.74%
Fixed assets with right of use	290	251	233	-13.60%	-7.28%
Investment properties	9	9	9	0.00%	-1.67%
Investments in associates	120	195	312	61.50%	60.15%
Other financial assets	313	318	351	1.70%	10.48%
<i>Hedging derivative instruments</i>	-	-	25	NA	NA
<i>Loans and receivables</i>	54	57	65	5.00%	13.70%
<i>Available-for-sale financial assets</i>	259	262	262	0.90%	0.17%
Deferred tax assets	231	129	11	-44.40%	-90.92%
<b>Non-current assets</b>	<b>9 274</b>	<b>10 272</b>	<b>11 412</b>	<b>10.80%</b>	<b>11.10%</b>
other financial assets	2	-	10	-100.00%	NA
<i>of which hedging derivatives</i>	2	-	-	-100.00%	NA
Inventories and ongoing	868	1 131	1 759	30.40%	55.53%
Trade receivables	977	2 227	1 576	>100.0%	-29.22%
Other current receivables	1 623	1 536	2 051	-5.30%	33.54%
Cash and equivalents	918	1 727	2 496	88.10%	44.54%
<b>Current assets</b>	<b>4 388</b>	<b>6 622</b>	<b>7 893</b>	<b>50.90%</b>	<b>19.19%</b>
<b>Total assets</b>	<b>13 662</b>	<b>16 894</b>	<b>19 305</b>	<b>23.70%</b>	<b>14.27%</b>

In MMAD	2020	2021	2022	Var. 21/20	Var. 22/21
<b>LIABILITIES</b>					
Shares	999	999	999	0.00%	0.01%
Issue and merger premiums	1 657	1 657	1 657	0.00%	0.02%
Reserves	1 265	2 117	2 807	67.40%	32.59%
Currency translation differences	69	154	499	>100.0%	>100.0%
Net profit attributable to equity holders of the group	225	862	1 614	>100.0%	87.30%
<b>Shareholders' equity - group share</b>	<b>4 215</b>	<b>5 789</b>	<b>7 577</b>	<b>37.40%</b>	<b>30.89%</b>
Minority interests	280	455	631	62.60%	<b>38.68%</b>
<b>Consolidated shareholders' equity</b>	<b>4 495</b>	<b>6 244</b>	<b>8 208</b>	<b>38.90%</b>	<b>31.45%</b>
Provisions	115	161	195	39.50%	21.43%
Pension liabilities	259	298	276	15.30%	-7.40%
Non-current financial debts	3 444	5 426	5 440	57.50%	0.26%

<i>of which derivative financial instruments</i>	450	205	209	-54.40%	2.06%
<i>of which due to credit institutions</i>	1 835	2 588	3 104	41.00%	19.95%
<i>of which debt securities</i>	1 000	2 500	2 000	>100.0%	-20.00%
<i>of which debts related to finance leases</i>	-	-	-	NA	NA
<i>Of which Payables related to right-of-use contracts</i>	159	133	127	-16.50%	-4.69%
Deferred tax liabilities	33	32	72	-2.80%	126.21%
Other non-current credits	0	0	0	-24.10%	-2.63%
<b>Non-current liabilities</b>	<b>3 852</b>	<b>5 918</b>	<b>5 984</b>	<b>53.60%</b>	<b>1.12%</b>
Current financial debts	3 213	543	901	-83.10%	65.85%
<i>of which derivative financial instruments</i>	3	10	26	>100.0%	>100.0%
<i>of which due to credit institutions</i>	3 210	533	874	-83.40%	64.02%
Current trade payables	797	1 328	1 553	66.50%	16.97%
Other current creditors	1 305	2 862	2 659	>100.0%	-7.10%
<b>Non-current liabilities</b>	<b>5 316</b>	<b>4 732</b>	<b>5 113</b>	<b>-11.00%</b>	<b>8.05%</b>
<b>Total liabilities</b>	<b>13 662</b>	<b>16 894</b>	<b>19 305</b>	<b>23.70%</b>	<b>14.27%</b>

Source: Managem

\* The item "Investments in associates" corresponds to the valuation of the residual interest in Lamikal, recorded at fair value.

### Consolidated income statement

The table below shows changes in the Managem Group's consolidated income statement aggregates over the period 2020 – 2022:

In MMAD	2020	2021	2022	Var. 21/20	Var. 22/21
<b>Turnover</b>	<b>4 726</b>	<b>7 423</b>	<b>9 645</b>	<b>57.07%</b>	<b>29.94%</b>
Other income from operations	-8	210	143.621	>100.0%	68.39%
<b>Revenue from ordinary activities</b>	<b>4 718</b>	<b>7 633</b>	<b>9 789</b>	<b>61.78%</b>	<b>28.24%</b>
Purchases, net of changes in inventories	1 967	3 254	4 273	65.43%	31.32%
<b>Gross Margin</b>	<b>2 750</b>	<b>4 379</b>	<b>5 516</b>	<b>59.20%</b>	<b>25.96%</b>
<i>(Gross Margin/ Turnover)</i>	<i>58.20%</i>	<i>59.00%</i>	<i>57.19%</i>	<i>79 bps</i>	<i>-181.3 bps</i>
Other external expenses	-1 134	-1 875	-2 269	-65.34%	-21.00%
Staff costs	-1 084	-1 139	-1 264	-5.07%	-11.00%
Tax and duties	-47	-79	-113	-68.09%	-42.96%
Depreciation, amortization and provisions	-1 125	-1 453	-1 447	-29.10%	0.43%
Other net operating (income) expenses	1 163	1 485	1 570	27.70%	-5.72%
<b>Current operating income</b>	<b>522</b>	<b>1 317</b>	<b>1 993</b>	<b>&gt;100.0%</b>	<b>-51.33%</b>
Disposal of assets	1	1	0	-22.70%	-
Disposals of subsidiaries and affiliates	0	0	-	NA	-
Negative goodwill	0	0	-	NA	-
Results on financial instruments	-4	9	-17	>100.0%	286.41%
Other non-current operating income and expenses	-76	-68	-6	10.40%	90.67%
<b>Income from operating activities</b>	<b>444</b>	<b>1 260</b>	<b>1 970</b>	<b>&gt;100.0%</b>	<b>&gt;100.0%</b>
<i>operational margin</i>	<i>9.39%</i>	<i>16.97%</i>	<i>20.42%</i>	<i>759 bps</i>	<i>344.60 bps</i>
Income from interest	56	40	49	-28.57%	22.28%

Expenses from interest	-239	-313	-289	-31.00%	-7.55%
<b>Net financial debt cost</b>	<b>-183</b>	<b>-273</b>	<b>-240</b>	<b>-49.50%</b>	<-100.00%
Other financial income and expenses	41	25	94	-40.10%	>100.0%
<b>Financial income</b>	<b>-142</b>	<b>-249</b>	<b>-146</b>	<b>-75.40%</b>	-41.36%
<b>Pre-tax income of consolidated companies</b>	<b>302</b>	<b>1 012</b>	<b>1 824</b>	<b>&gt;100.0%</b>	<b>80.20%</b>
<i>Pre-tax margin</i>	<i>6.39%</i>	<i>13.63%</i>	<i>18.91%</i>	<i>724 bps</i>	<i>527.32 bps</i>
Income taxes	-46	-80	-64	-73.00%	-20.55%
Deferred Taxes	4	-72	-166	<-100%	>100.0%
<b>Net income for the consolidated group</b>	<b>259.6</b>	<b>859.2</b>	<b>1 595</b>	<b>&gt;100.0%</b>	<b>&gt;100.0%</b>
Share in results of companies accounted for by the equity method	-10.6	67	157	>100.0%	>100.0%
<b>Net income from continuing operations</b>	<b>249</b>	<b>926.2</b>	<b>1 751</b>	<b>&gt;100.0%</b>	<b>89%</b>
<i>Net Margin</i>	<i>5.27%</i>	<i>12.48%</i>	<i>18.16%</i>	<i>721 bps</i>	<i>567.93 bps</i>
Minority interests	24	65	137	>100.0%	>100.0%
<b>Net income - Group share</b>	<b>225</b>	<b>862</b>	<b>1 615</b>	<b>&gt;100.0%</b>	<b>87.0%</b>
<b>Earnings per share (EPS)</b>	<b>23</b>	<b>86</b>	<b>162</b>	<b>&gt;100.0%</b>	<b>88.3%</b>

Source: Managem

### III.2. Half-yearly financial statements

#### **Balance sheet**

The following table shows changes in Management's balance sheet aggregates over the period 2022-June 2023:

In MMAD	31/12/2022	June -23	Var. %
<b>ASSETS</b>			
<b>Fixed assets</b>	<b>4 184</b>	<b>7 619</b>	<b>82.09%</b>
<b>Non-valued fixed assets</b>	<b>2</b>	<b>2</b>	<b>2.00%</b>
Preliminary fees	-	-	NA
Expenses to be spread over several fy	2	2	2.00%
<b>Intangible fixed assets</b>	<b>32</b>	<b>33</b>	<b>1.88%</b>
Fixed assets in research and development	-	-	NA
Patents, trademarks, rights and similar values	5	5	-2.00%
Other intangible assets	28	28	-1.07%
<b>Property, plant and equipment</b>	<b>71</b>	<b>68</b>	<b>-4.79%</b>
Land	13	13	-2.31%
Constructions	45	46	2.00%
Technical installations, equipment and tools	2	1	-30.00%
Transport equipment	1	1	-37.00%
Furniture, office equipment and miscellaneous fittings	4	3	-20.00%
Property, plant and equipment in progress	6	4	-40.83%
<b>Financial fixed assets</b>	<b>4 079</b>	<b>7 454</b>	<b>82.74%</b>
Fixed loans	221	3 191	>100%
Other financial receivables	0	0	NA
Equity investments	3 857	4 263	10.52%
<b>Translation adjustments - Assets</b>	<b>-</b>	<b>62</b>	<b>NA</b>
Decrease in fixed assets	-	62	NA
Increase in financial debt	-	-	NA
<b>Current assets (excluding PST)</b>	<b>4 815</b>	<b>4 725</b>	<b>-1.89%</b>
<b>Stocks</b>	<b>-</b>	<b>-</b>	<b>NA</b>
Goods	-	-	NA
Consumable materials and supplies	-	-	NA
Products in progress	-	-	NA
Intermediate and residual products	-	-	NA
Finished products	-	-	NA
<b>Receivables from current assets</b>	<b>4 812</b>	<b>4 723</b>	<b>-1.85%</b>
Accounts payable, advances and down payments	29	41	41.72%
Trade receivables and related accounts	655	686	4.75%
Staff	1	1	2.90%
State	114	101	-11.40%
Associate Accounts	4 011	3 892	-2.97%

Other receivables	-		NA
Accrued income and prepaid expenses	2	2	1.00%
<b>Translation adjustments - assets (current items)</b>	<b>3</b>	<b>2</b>	<b>-44.61%</b>
<b>Cash - Assets (including PST)</b>	<b>22</b>	<b>4</b>	<b>-82.65%</b>
Cheques and securities to be cashed	-		NA
Banks, TG and CCP	22	3	-84.50%
Cash, imprest accounts and letters of credit	0	0	NA
Securities and investment securities			NA
<b>Total ASSETS</b>	<b>9022</b>	<b>12 348</b>	<b>36.87%</b>

In MMAD	31/12/2022	June -23	Var. %
<b>LIABILITIES</b>			
<b>Permanent funding</b>	<b>6 488</b>	<b>8 444</b>	<b>30.15%</b>
<b>Shareholders' equity</b>	<b>3 488</b>	<b>3 381</b>	<b>-3.08%</b>
Capital stock	999	999	0.01%
Issue, merger and contribution premiums	1 684	1 684	0.00%
Legal reserve	100	100	-0.10%
Other reserves	101	101	-0.40%
Carry forward	-341	304	<-100%
Net income for the fy	945	193	-79.62%
<b>Similar shareholders' equity</b>	<b>-</b>	<b>-</b>	<b>NA</b>
Investment grant	-	-	NA
Provisions for accelerated depreciation	-	-	NA
<b>Financing debts</b>	<b>3 000</b>	<b>5 000</b>	<b>66.67%</b>
Investment grant	2 000	2 000	0.00%
Provisions for accelerated depreciation	1 000	3 000	>100%
<b>Long-term provisions for liabilities and charges</b>	<b>-</b>	<b>62</b>	<b>NA</b>
Provisions for risks	-	62	NA
Provisions for charges	-		NA
<b>Currency translation adjustment - Liabilities</b>	<b>-</b>	<b>1</b>	<b>NA</b>
Increase in fixed assets	-	1	NA
Decrease in financial debt	-		NA
<b>Current liabilities</b>	<b>1 966</b>	<b>2 588</b>	<b>31.63%</b>
<i>in % of total balance sheet</i>	61	60	-1.79%
Trade payables and related accounts	-	-	NA
Accounts payable, advances and down-payments	17	16	-4.61%
Staff	13	16	20.90%
Social Organizations	31	24	-22.71%
State	1 804	1 694	-6.11%
Associate Accounts	-	705	NA
Other creditors	40	73	81.85%



Accruals and deferred income	3	2	-50.60%
<b>Other provisions for liabilities and charges</b>	<b>164</b>	<b>46</b>	<b>-72.13%</b>
<b>Translation adjustments - liabilities (current items)</b>	<b>2 133</b>	<b>2 635</b>	<b>24%</b>
<b>Cash - Liabilities</b>	<b>401</b>	<b>1 269</b>	<b>&gt;100%</b>
Discount Credits			NA
Cash credits	400	950	>100%
Banks (credit balances)	1	319	>100%
<b>Total LIABILITIES</b>	<b>9 022</b>	<b>12 348</b>	<b>36.87%</b>

Source: Managem

### **Statement of management balances (Corporate Accounts)**

The following table shows changes in the main aggregates of Managem's management balances over the period from June 2022 to June 2023:

In MMAD	June-22	June-23	Var. %
Sale of goods and services produced	185	168	-9.19%
<b>Turnover</b>	<b>185</b>	<b>168</b>	<b>-9.19%</b>
Fixed assets produced by the company for itself	1	0	-100.00%
Change in product inventories	0	0	0.00%
<b>Production (1)</b>	<b>185</b>	<b>168</b>	<b>-9.17%</b>
Consumed purchases of materials and supplies	13	13	1.60%
Other external expenses	38	27	-28.42%
<b>Expenditure for the fiscal year (2)</b>	<b>51</b>	<b>40</b>	<b>-21.15%</b>
<b>added value (1) - (2)</b>	<b>135</b>	<b>129</b>	<b>-4.65%</b>
<i>Added value rate</i>	<i>72.98%</i>	<i>76.00%</i>	<i>3.3pts</i>
Operating Grants	0	0	0.00%
Taxes and duties	9	8	-4.55%
Personnel expenses	44	49	12.36%
<b>Gross Operating Surplus</b>	<b>82</b>	<b>71</b>	<b>-13.73%</b>
<i>Gross operating margin</i>	<i>44.56%</i>	<i>42.18%</i>	<i>-2.4pts</i>
Other operating income	2	0	-100.00%
Recovery of operations, transfer of charges	9	0	-100.00%
Other operating expenses	2	2	-6.25%
Operating allocations	45	6	-87.44%
<b>Operating income</b>	<b>46</b>	<b>64</b>	<b>37.37%</b>
<i>Operating margin</i>	<i>25.07%</i>	<i>38.00%</i>	<i>12.7pts</i>
<b>Financial Products</b>	<b>910</b>	<b>321</b>	<b>-64.73%</b>
Income from equity interests and other long-term securities	784	151	-80.73%
Foreign exchange gains	16	8	-48.41%
Interest and other financial income	75	159	111.19%
Financial withdrawals, transfer of charges	36	3	-90.45%

<b>Financial expenses</b>	<b>227</b>	<b>190</b>	<b>-16.17%</b>
Interest expenses	65	121	86.59%
Foreign exchange losses	33	5	-84.89%
Other financial expenses	-	-	NA
Financial allocations	162	64	-60.43%
<b>Financial income</b>	<b>683</b>	<b>131</b>	<b>-80.85%</b>
<b>Current income</b>	<b>729</b>	<b>194</b>	<b>-73.35%</b>
<b>Non-current revenue</b>	<b>134</b>	<b>-</b>	<b>NA</b>
Proceeds from disposal of fixed assets	-	-	NA
Other non-current income	-	-	NA
Non-current take-backs, expense transfers	134	-	NA
<b>Non-current expenses</b>	<b>37</b>	<b>0</b>	<b>-98.90%</b>
Net book value of fixed assets sold	-	-	NA
Grants awarded	-	-	NA
Other non-current expenses	13	0	-97.15%
Non-current allocations	23	-	NA
<b>Non-current income</b>	<b>98</b>	<b>0</b>	<b>-100%</b>
<b>Pre-tax income</b>	<b>827</b>	<b>194</b>	<b>-76.54%</b>
Income Taxes	5	1	-71.74%
<b>Net income</b>	<b>822</b>	<b>193</b>	<b>-76.57%</b>
	<i>Net margin</i>	<i>445.20%</i>	<i>114.00%</i>
			<i>-330.8pts</i>

Source: Managem

## Consolidated balance sheet

The table below shows changes in the Managem Group's consolidated balance sheet between 2022 and June 2023:

In MMAD	31/12/2022	June - 23	Var. %
<b>ASSETS</b>			
Goodwill	305	305	0.00%
Intangible fixed assets	2 702	3 697	36.83%
Tangible fixed assets	7 487	8 820	17.80%
Fixed assets in right of use	233	209	-10.47%
Investment properties	9	9	-1.11%
Investments in associates*	312	269	-13.78%
Other financial assets	352	306	-13.1%
<i>Hedging derivative instruments</i>	25		-100.00%
<i>Loans and receivables</i>	65	44	-31.85%
<i>Available-for-sale financial assets</i>	262	261	-0.27%
Deferred tax assets	11	30	>100%
Other non-current receivables, net	-	44	NA
<b>Non-current assets</b>	<b>11 412</b>	<b>13 688</b>	<b>19.94%</b>
Other financial assets	10	76	>100%
<i>of which hedging derivatives</i>	-	76	NA
Inventories and work in progress	1 759	1 814	3.11%
Trade receivables	1 576	1 463	-7.16%
Other current receivables	2 051	2 214	7.95%
Cash and cash equivalents	2 496	2 632	5.45%
<b>Current Assets</b>	<b>7 893</b>	<b>8 199</b>	<b>3.87%</b>
<b>Total Assets</b>	<b>19 305</b>	<b>21 886</b>	<b>13.37%</b>

	31/12/2022	June - 23	Var. %
<b>LIABILITIES</b>			
Shares	999	999	0.01%
Issue and merger premiums	1 657	1 657	0.02%
Reserves	2 807	4 137	47.37%
Currency translation differences	499	303	-39.38%
Net income (group share)	1 615	305	-81.12%
<b>Shareholders' equity - group share</b>	<b>7 577</b>	<b>7 400</b>	<b>-2.33%</b>
Minority interests	631	663	5.1%
<b>Consolidated shareholders' equity</b>	<b>8 208</b>	<b>8 064</b>	<b>-1.76%</b>
Provisions	195	201	3.18%
Pension liabilities	276	291	5.58%
Non-current financial debts	5 440	7 142	31.29%
<i>of which derivative financial instruments</i>	209	165	-21.0%

of which due to credit institutions	3 104	4 873	57.00%
of which debt securities	2 000	2 000	0.00%
of which debts related to finance leases	-	-	NA
of which liabilities related to right-of-use contracts	127	104	-18.35%
Deferred tax liabilities	72	65	-10.8%
Other non-current loans	296	70	-76.42%
<b>Non-current liabilities</b>	<b>5 984</b>	<b>7 769</b>	<b>29.83%</b>
Current financial debts	901	1 525	69.27%
of which derivative financial instruments	26	0	-99.62%
of which due to credit institutions	974	1 525	56.57%
Current trade payables	1 553	1 732	11.55%
Other current payables	2 659	2 796	5.15%
<b>Current liabilities</b>	<b>5 113</b>	<b>6 053</b>	<b>18.39%</b>
<b>Total Liabilities and shareholders' equity</b>	<b>19 305</b>	<b>21 886</b>	<b>13.37%</b>

Source: Management

\* The item "Investments in associates" corresponds to the valuation of the residual interest in Lamikal, recorded at fair value.

## Consolidated income statement

The table below shows changes in the Management Group's consolidated income statement aggregates over the period June 2022 - June 2023:

In MMAD	June-22	June-23	Var. %
<b>Turnover</b>	<b>5 466</b>	<b>4 182</b>	<b>-23.50%</b>
Other income from operations	219	157	-28.30%
<b>Revenue from ordinary activities</b>	<b>5 685</b>	<b>4 338</b>	<b>-23.68%</b>
Purchases, net of changes in inventories	-2 383	-1 961	-17.70%
<b>Gross Margin</b>	<b>3 302</b>	<b>2 377</b>	<b>-28.01%</b>
<i>(Gross Margin/ Turnover)</i>	<i>60.40%</i>	<i>56.85%</i>	<i>-3.55 bps</i>
Other external expenses	-1 157	-1 030	-11.00%
Staff costs	-638	-666	4.36%
Tax and duties	-44	-88	98.87%
Depreciation, amortization and provisions	-864	-737	-14.73%
Other net operating (income) expenses	694	786	13.35%
<b>Current operating income</b>	<b>1 292</b>	<b>643</b>	<b>-50.23%</b>
Disposal of assets	0	-	NA
Disposals of subsidiaries and affiliates	0	-	NA
Negative goodwill	0	-	NA
Results on financial instruments	-4	19	<-100%
Other non-current operating income and expenses	8	-32	<-100%

<b>Income from operating activities</b>	<b>1 296</b>	<b>630</b>	<b>-51.38%</b>
<i>operational margin</i>	<i>23.70%</i>	<i>15.07%</i>	<i>-8.63 bps</i>
Income from interest	9	62	>100%
Expenses from interest	-134	-207	54.13%
<b>Net financial debt cost</b>	<b>-126</b>	<b>-145</b>	15.22%
Other financial income and expenses	76	122	61.19%
<b>Financial income</b>	<b>-50</b>	<b>-266</b>	>100%
<b>Pre-tax income of consolidated companies</b>	<b>1 246</b>	<b>364</b>	<b>-70.80%</b>
<i>Pre-tax margin</i>	<i>22.80%</i>	<i>8.70%</i>	<i>-14.10 bps</i>
Income taxes	-65	-42	-35.49%
Deferred Taxes	-94	31	<-100%
<b>Net income for the consolidated group</b>	<b>1 087</b>	<b>353</b>	<b>-67.57%</b>
Share in results of companies accounted for by the equity method	236	-29	<-100%
<b>Net income from continuing operations</b>	<b>1 323</b>	<b>324</b>	<b>-75.54%</b>
<i>Net Margin</i>	<i>24.20%</i>	<i>7.74%</i>	<i>-16.46 bps</i>
Minority interests	113	19	-83.42%
<b>Net income - Group share</b>	<b>1 210</b>	<b>305</b>	<b>-74.80%</b>
No. of shares - Parent	9 991 308.0	9 991 308	
Earnings per share calculation	121.1	30.5	

Source: Managem

## **IV. RISKS**

### **IV.1. Risks related to the commercial paper issue program**

#### **Liquidity risk**

Subscribers to Managem's commercial paper may be subject to a liquidity risk in the secondary market for private debt. In fact, depending on market conditions (liquidity, evolution of the yield curve, etc.) the liquidity of these debt securities may be temporarily affected.

#### **Interest rate risk**

The commercial paper program covered by this note is planned to be issued at a fixed rate. Thus, the value of the securities could vary upwards or downwards, depending on the evolution of the reference rate curve of the secondary market of Treasury bills published by Bank Al Maghrib.

#### **Risk relating to additional indebtedness**

The issuer may issue additional debt in the future that ranks equal to or higher than the commercial paper described in this document. Such issues would reduce the amount recoverable by the holders of these securities in the event of liquidation of the issuer.

#### **Default risk**

The commercial paper covered by this note is an unsecured debt security. Accordingly, any investor is subject to the risk of non-repayment in the event of default by Managem.

### **IV.2. Risks relating to Managem's activity**

Given the nature of its activities, Managem Group is exposed to a certain number of risks, as detailed below:

#### **Risks related to variations in the price of raw materials**

Due to Managem's activity, its sales are conditioned by prices set on international markets. Its sales may be significantly affected by fluctuations in raw material prices, whether upward or downward.

In order to limit the fluctuation risks related to changes in raw material prices, Managem may use hedging instruments for products that it markets and that are traded on organized markets. The hedging relationship corresponds to the hedging of future cash flows arising from future sales of raw materials (zinc, lead, copper, silver and gold) determined based on a production schedule. Derivative instruments are intended to hedge a forecast budget or future cash flows. It is a cash-flow hedge type relationship.

Managem's development plan takes this risk into account and has as its main objective the diversification of products sold, focusing on products with a very high resistance factor (precious metals) and products with very buoyant fundamentals over the medium and long term (copper, cobalt, zinc, etc.).

Managem's resilience to fluctuations in raw material prices should be noted, given the competitiveness of its cash costs. Indeed, the cash costs of Managem's various products are well positioned in relation to the competition.

#### **Hedged price risk**

Given the nature of its activities, the Managem Group is highly exposed to fluctuations in the prices of the raw materials it sells at the exchange rates used in its sales.

The hedging policy aims to protect the Managem Group from price risks likely to have a significant impact on its profitability in the short and medium term.

In order to manage these market risks, the use of derivative financial instruments (commodities and foreign exchange) is permitted for the sole purpose of hedging.

Derivatives used by the Group are qualified as cash flow hedges or trading derivatives under IAS 39.

### **Currency risk**

The Group's foreign exchange risk policy is designed to hedge highly probable foreign currency budgetary exposures and/or firm import and export commitments.

Future foreign currency exposures are determined as part of a regularly updated budget procedure. The current hedging horizon does not exceed one year at each balance sheet date.

Currency hedging instruments are intended to cover a forecast budget or future cash flows. It is a cash-flow hedge type relationship.

Most of Managem's export sales are denominated in dollars and, to a lesser extent, in euros. As a result, sales can be significantly affected by exchange rate fluctuations.

In order to limit foreign exchange risk, Managem uses currency hedging contracts. It should be noted that this risk could be mitigated by the existing negative correlation between the dollar and raw material prices.

### **Risks related to resources and reserves**

Ore reserves are a fundamental element in the operation of a purely mining company. As a result, once reserves are exhausted, the mine is closed and the company's operations cease.

For Managem, this risk is mitigated by the fact that it has quality deposits with significant discovery potential, good exploration performance and low research costs. Indeed, Managem devotes a significant budget each year to exploration, both locally and internationally, in order to increase its current resources and to have several sources of ore supply, which limits this risk.

It should be noted that Managem's performance in terms of exploration (balance sheet of discoveries, quality of resources, etc.) is audited annually according to the Canadian standard "NI 43-101" by an international firm.

Furthermore, ore grade remains an important factor in the production level of a mining company. Managem's in-depth knowledge of the site, control of the production process and expertise in research and development are assets that enable it to contain the variation in average grades recorded annually within a stable range, or to smooth the average grade curve to be as close as possible to the forecast data established by the operating program for each mine.

### **Technical risks**

Technical risks are inherent in any mining activity. To contain them, Managem has in-depth knowledge of deposits and facilities, control of the production process and in-depth expertise.

For new projects, Managem conducts pilot and laboratory tests as well as pre-production trials. This approach makes it possible to identify any problems that may arise during the start-up of operations and to make the necessary corrections to ensure the smooth running of the exploitation phase.

### **Safety and environmental risks**

Given the specific nature of the tasks involved in mining and hydrometallurgy, i.e. depths of up to several hundred meters and the handling of hazardous products, certain risks weigh on the operation and its employees.

To address these risks, Managem has developed several programs aimed at improving safety in mines and on production sites.

On the environmental front, Managem has set up programs to adapt its production tools and upgrade sites to bring them closer to international standards and anticipate local regulations. In this context, regular diagnostics are carried out and potential risks are examined, resulting in environmental indicators that are gradually improving.

### **Regulatory risks**

As Managem operates in several countries with different laws and regulations, the Group is exposed to potential changes in regulations which may in some cases affect mining operations or even their profitability. To mitigate this risk, Managem undertakes to set up specific mining agreements upstream of project start-ups. These agreements, which are discussed and duly validated by the relevant authorities, guarantee preferential and stable conditions, and list the rights and obligations of the legal entity established in the country. This scheme is currently being adopted in Guinea, Sudan and Senegal.

### **Risks related to foreign activities**

Given the developments envisaged internationally, Managem is exposed to risks related to local regulations and political instability in the countries where the Group operates. Nevertheless, this risk is mitigated to the extent that it is integrated into project profitability objectives. It is also mitigated by a strategy of geographic diversification.

### **Social risks**

Social risks are managed by Managem through a policy of listening and ongoing dialogue with employee representatives, the granting of benefits that meet employee needs and the involvement of all employees in the implementation of the Group's vision.

### **Tax risks**

Tax risks are managed by the Managem Group through a policy of exchange and permanent dialogue with the tax authorities of the countries in which it invests. Tax risks are anticipated through the preparation of detailed documentation, particularly on transfer pricing between Managem and its subsidiaries, and through audit assignments and reviews of tax returns, which are carried out virtually every year.

Also, prior to any restructuring operation, requests for clarification of the inherent tax treatment are sent to the tax authorities concerned as part of a prior tax consultation "the tax rescript".

### **Risks related to license renewals**

In order to avoid the risks associated with the non-renewal of permits, the Managem Group strictly applies the administrative procedure in force that allows for the issue of renewals. This procedure consists of:

- production of a report on previous work carried out on the permit requested for renewal and the expenses incurred;
- production of a report on the estimated work to be carried out and the budgets that will be mobilized in the context of the operation;
- the operating permits requested for renewal are subject to systematic regulatory investigations in the field to enable the Administration to assess the work carried out.

### **Risks related to natural disasters**

In order to protect itself against the damage that could be caused by a possible natural phenomenon such as flooding, Managem carries out the following prior to any investment project:

- environmental impact studies;
- the implementation of safety plans consisting of the installation of fire networks, evacuation plans, alarms, etc.

Likewise, the Managem Group protects itself against possible natural phenomena by taking out insurance policies that would cover possible material and inventory losses and compensation for production stoppages.

### **Risks related to Managem's customers**

The Managem Group markets commodities including silver, gold, zinc, lead, copper and cobalt (recently listed) listed on international markets. As a result, the risk of losing a potential customer is virtually nil



due to the presence of market makers. However, for certain niche or specialty products (Zinc Oxide and Fluorine), this risk is managed through approval processes and the expansion of the customer portfolio.

#### **Risks related to geopolitical tensions**

The Group Managem operates on the African continent, where geopolitical instabilities can affect the Group's commercial and industrial performance. The Sudanese crisis has had a direct and significant impact on Managem's results through the suspension of its operations in Sudan.

#### **Risks related to access to financing**

Through its subsidiaries, Managem is involved in various investments, some of which require external financing. Limited or compromised access to financing may restrict the company's growth and operating efficiency. Managem is committed to diversifying its sources of financing as well as its financial partners, and is defining a realistic financing strategy in parallel with the expansion of its project pipeline.

#### **Risks related to interest-rate volatility**

A rise in the cost of debt may limit our ability to raise funds. Managem endeavors to carry out financing operations at competitive rates, positioning itself on curves that reduce financial expenses, and for international debts, hedging instruments are put in place.

#### **Risks related to indebtedness**

A high level of indebtedness can increase the Group's vulnerability in times of falling commodity prices. Managing financial resources is therefore a priority for the Managem Group, and a balance between cash flow from operations, guaranteed sources of financing and equity contribution is a steering exercise carried out on a regular basis.

### **Disclaimer**

The above-mentioned information is only a part of the information package approved by the Moroccan Capital Market Authority (AMMC) under reference no. VI/EM/002/2024 on January 09, 2024.

The AMMC recommends reading the whole information package made available to the public in French.