



التجاري بنك
Attijari bank

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ANNUAL
REPORT
2016



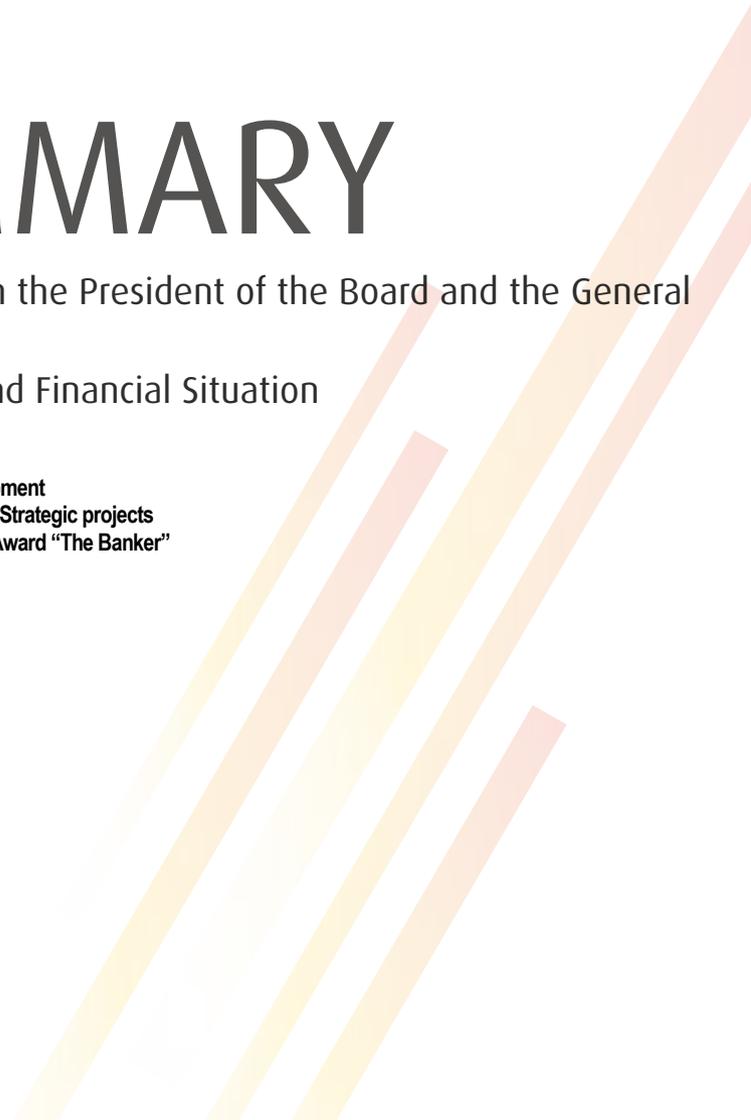
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A Word from the President of the Board of Directors and the General Manager

Mr. Moncef CHAFFAR

President of the Board of Directors



Mr. Hicham SEFFA

The General Manager





Dear Ladies and Gentlemen,

The year 2016 stayed within the guidelines of the Bank which have a positive impact on its performance. Indeed, the financial results and main profitability indicators evolved at a satisfactory rate.

- ▶ Deposits: MTND 5 460. 3 (+12.1%)
- ▶ Loans: MTND 4 477. 4 (+16.7%)
- ▶ NBI: MTND 316. 9 (+15.3%)
- ▶ Net income: MTND 107.1 (17.4%)

These achievements perfectly illustrate our collective dynamic on the implementation of our strategy to put clients at the centre of our efforts and staff at the heart of the development mechanism. These elements, in combination with our progress in the digital field, made it possible for the Bank to win, for the third consecutive year, the "Bank of the Year 2017" Award for Tunisia by "The Banker" magazine from the Financial Times Group.

In order to strengthen proximity to our clients, we continued our network extension program with the launch of four new branches and operations offices. Thus, Attijari bank confirmed its ranking as the first banking network in Tunisia, with 206 points of sale at the end of 2016. In addition, and in order to further improve service quality and facilitate access to the Bank for our clients, we have extended our range of "Remote Banking" products for private customers and have extended our offer of Transaction Banking for corporate clients.

Proximity was reinforced through our active presence on social networks (Facebook, YouTube, Instagram, etc); which required the implementation of an organizational structure and specific processes aimed at improving service quality, through better use of customer feedback.

In an effort to provide a differentiated service to all customer segments, the Bank showed a growing interest in SMEs and professionals. This orientation was expressed through the assignment of account officers whose main role was to be dedicated to this type of clients, as well as the implementation of an integrated and dedicated offer "Pack Affaires".

The Bank is convinced of the role of SMEs as an important leverage for economic recovery, and in the same rationale of dedicating the best offers and treatment for its clients, the Bank has launched a new cycle of commercial dynamism on the SME market. This can be seen in the upgraded customer care within business centers and the update of commercial offers better adapted to clients' needs.

On the other hand, the economic recovery of Tunisia remains a vital axis for the Bank. As such, Attijari bank has committed to the funding of structural projects and has been a partner in major economic events in the country such as the international investment conference "Tunisia 2020". Attijari bank has mobilized

important sums for complex financial schemes, for companies and institutions, through a department dedicated to financial advice.

In its role as a driving force for the development of companies targeting African markets, Attijari bank developed a dedicated structure. It offers global support ranging from business intelligence, to administrative support, all the way to foreign trade operations and investment.

This support is reinforced via the digital platform "Club Afrique Developpement", as well as the strong synergy with the subsidiaries of the Attijariwafa bank Group present in 15 countries in Africa, and ranked as leader banks in their countries of operations, with a large network of branches.

Attijari bank is aware of the growth opportunities of the African continent, and has accompanied many business delegations and organized events for Tunisian companies, such as the International Africa Development Forum (FIAD).

The growing success of the FIAD is the perfect demonstration of the will of the Group to promote development in Africa. With its annual scheduling, this forum has shown itself as a reference event, an exchange platform and first-rate partnerships open to all economic actors, and political decision-makers who wish to contribute to the economic integration of our continent. As such, the fifth edition of the FIAD came under the sign of inclusive growth.

Beyond its Business aspect, which is supported by a confirmed African dimension, the Bank has accompanied its development strategy with a dynamic and diversified corporate responsibility.

This approach has covered various axis such as participation in knowledge promotion and improving teaching conditions and youth development. In addition, the Bank supports programs aimed at development entrepreneurship in young university students/graduates.

The Bank is also active in the promotion of art and culture through its support to many festivals and organizing art shows; such as the exhibition which gathered around thirty Tunisian artists of various generations.

Other actions were also started in the fields of environment protection and social work.

At the institutional level, the most important event of the year was the updating of its brand architecture and the launch of the new corporate message "Believe in You". Through this new signature, the Bank calls for believing in oneself, in your values, in your dreams, in the future, in leadership, in youth...

"Believe in you" translates the trust that our Bank regularly has in its clients, its partners, its employees, the environment, citizens and toward Tunisia.

Hicham SEFFA
The General Manager

Moncef CHAFFAR
President of the Board of Directors



Economic and Financial Situation

2016 International Economic Environment

Global growth has witnessed a slight deceleration during the first half of 2016, which is mainly connected to the downturn in advanced economies, with a modest growth in emerging and developing countries. The growth rate in developed countries was just 1.7% as opposed to 2.1% in 2015, which is mostly due to the weakening of external demand and low levels of investment. A slight growth of 0.4% was observed in emerging and developing countries (from 4.1% in 2015 up to 4.5% in 2016).

2016 is the second year running in which **global unemployment** stagnated at 5.7%. In fact, in emerging economies the number of job seekers saw an increase. On the other hand, the number of unemployed people continued to decrease in developed economies, mainly in Europe and North America.

Global trade in goods and services continued in 2016 at a slower rate than the previous year, i.e. 2.2% against 2.7% in 2015.

The modest rate of economic activity, especially for investment, was the main factor in the **global downturn** in 2016. After the spectacular increase in **(FDI) Foreign direct investment** in the world to 38% in 2015, they declined by 13% in 2016.

On the other hand, **the overall commodity price index** set by the International Monetary Fund (IMF) witnessed a decline of 10.1% against -35.3% in 2015 following the contraction of energy prices and metals. Conversely, those for food products saw a slight improvement.

Regarding price variation in 2016, **inflation evolution** was translated into an increase in advanced economies. Conversely, in emerging and

developing countries total inflation remained nearly unchanged, which reflects stability. The increase in consumer prices has more than doubled to reach 0.8% for all of 2016 against 0.3% in 2015.

Regarding **Public Finance**, total budget deficit went from an average 2.6% of GDP in 2015 to 2.9% in 2016. In emerging and developing countries, budget policies were more accommodating than in 2015, reflecting the efforts made by many countries such as China. In this context, budget deficit for all emerging and developing countries increased to reach 4.8% of GDP in 2016 against 4.5% a year earlier.

Stock markets witnessed a rise despite fears of a sluggish Chinese economy, and more generally of a global recession, as well as deflationary fears following the collapse of oil prices in the first two months of 2016. The United States had the best performance while Shanghai Stock market had the worse.

Regarding **international currency markets**, we can talk about a trend of a rising dollar, which is not the case for the Euro which is already burdened by an accommodating monetary policy following the increase of the policy rate of the **FED (Federal Reserve System)**, which reflects the investors' trend toward the Dollar following the increase of yield gaps.

Thus, European currency saw a decline against American currency for the third consecutive year, i.e. 3.4% to become 1.0545 Dollar.

2016 National Economic Environment

With a growth rate of 1% in 2016, the performance of Tunisian economy was well below the planned rate (2.5%) and even in comparison to the results of 2015 (1.1%), which did not help in reducing macro-economic imbalances. On the sectorial level, market and non-market services were the main sectors which contributed to GDP growth. Domestic demand remained as the main engine for economic growth, despite the deceleration of global consumption (3.1% at constant prices against 3.5%). In parallel, **GFCF (Gross Fixed Capital Formation)** saw a recovery (2.4% against -0.4%).

On the other hand, **economic growth** was affected by the decline in exports of goods and services (-0.3%), while imports saw an increase (+3.1%). However, savings rate is successively declining, from 14.2% in 2014 to 11.2% in 2015 until reaching 10.5% in 2016.

For **the trade balance**, the deficit which went from MTND 12,048 in 2015 to MTND 12,620 in 2016. The cover ratio also improved from 69.6% in 2015 to 69.8% in 2016.

On the other hand, **tourism revenue** continued to decrease but at a lower rate than a year ago (-1.7% against -33.4%) to reach MTND 2,373.

Earned income saw a decline going from MTND 3,867 in 2015 to MTND 3,912 in 2016, i.e. a reduction of 1.2%.

It should be noted that **current deficit** has reached in the past five-year term (2012-2016) its highest point, i.e. an annual average of 7 billion dinars or 8.7% of GDP against nearly 1.8 billion dinars and 3.1% during the five-year term of 2006-2010. This evolution is mainly due to the strong decline of the trade balance, in parallel the traditional surplus of the services balance has sharply decreased, in the past few years.

The **budget deficit** of the Tunisian state in 2016 reached MTND 5,452 i.e. 6.1% of GDP against MTND 4,094 or 4.8% in 2015.

Net foreign currency holdings declined to fall to MTND 12,935 i.e. 111 days of imports at the end of 2016 against MTND 14,102 and 128 days a year ago.

The exchange rate to the dinar has depreciated in relation to many currencies, i.e. 8.6% to US Dollar on an annual average and 8.3% to the Euro.

The **unemployment rate** saw a slight increase from 15.4% to 15.5%, year on year, the same occurred for university graduates which reached 31.6% against 31.2% in 2015.

Average inflation regressed in 2016 and went from 4.9% to 3.7%, mainly thanks to the clear downward trend both of food prices (+2.6% against +5.2%) and those of manufactured goods (+3.6% against +4.8%) this moderating effect on global inflation was partially neutralized by a stronger inflation of services (+4.9% against +4.6%).

For **core inflation**, price increase excluding fresh food and controlled prices remained, despite a slight decrease in 2016, at levels of over 5% for the third consecutive year (5.2% against 5.3% in 2015).

Liquidity analysis in 2016 shows that the average need of banks for liquidity grew by MTND 1,398 i.e. an increase of 27% compared to the previous year, to settle at MTND 6,499 in 2016 against MTND 5,101 in 2015 and MTND 4,956 in 2014. Hence the increase of MTND 1,281 compared to the previous year.

Central Bank interventions in 2016 to regulate banking liquidity made it possible to keep **average monthly rates on the money market (TMM)** close to the operational target of monetary policy, namely 4.25%.

The stock of customers' deposits reached 56.6 billion dinars at end 2016 i.e. a progression of 8.7% or 4,514 compared to 2015, representing double the growth registered a year ago.

In parallel, total lending to the economy in 2016 reached MTND 72,473 against MTND 66,093 in 2015.

Strategy

Strategy and Development

In 2016, Attijari bank has finalized its new strategic plan 2016-2020, in a difficult economic environment.

Within the framework of its perspectives, the Bank endeavours to consolidate its distinctive value offer by the service quality, placing the customer at the core of its concerns and putting its staff members in the centre of its growth strategy.

Besides, the economic revival of Tunisia remains a core axis for the Bank and Attijari bank has committed to finance the structuring projects and exerted its efforts to make the access to the adequate banking services easier.

Attijari bank's strategic plan 2016-2020 makes up an important evolution in the Bank's economic pattern.

This new plan aims at securing (i) a closer proximity with the customers (individual customers and corporate bodies), enhancing especially the digital capabilities of the Bank, (ii) an optimization of the operating capabilities and (iii) an on going improvement of its staff's know how, while being committed to offer the best working conditions.

The "Strategy & Development" Department works on converting the strategic guidelines of the Top Management into ambitious and action plans, that are homogeneous and coherent; the department also coordinates with the cooperation of the "Finance" to set up a business plan that allows a planning of the required human resources and the Bank's equity capital.



Transformation and Strategic Projects

2016 was mainly marked by:

- The closing of the "Project Mode" for the "Leader Quality" programme supported by a perpetuation device for all the initiatives. The work on this programme is today a consolidation and operating follow up work for the promising ambitious jobs, which guarantees perpetuation. A special attention is given to the agency's initiative for its finalization on the field and for the follow up of the project impacts.
- The compilation of the strategic programme 2016-2020 called "Excellence 2020". Eight sectors are being targeted; the governance has been set up and the different relating projects have been initiated. Communication in this respect shall be conducted throughout the whole year 2017.

Focus on the prize "the Banker" awarded for the third consecutive year

"Attijari bank elected as the Bank of the Year 2016 in Tunisia"

For the third consecutive year, Attijari bank was given the award of the best bank in Tunisia under 2016 "Bank of the Year Tunisia". This award was given by the prestigious Magazine "The Banker" during the Awards Ceremony, organized on December 7th, 2016 in London and in which international banks participated. Attijari bank could lead the way and enhance its performances thanks to a strategy focusing on digital transformation and to the efforts to improve the quality and the satisfaction of the various customers segments: consumers, professionals and business customers.

By this acknowledgement, "The Banker" underlines the active role of Attijari bank in the financing of the economy, its governance mode, its international support strategy and its technological development level, particularly in terms of remote banking services.

This renewed success is due also to the know how of its staff members, their mobilization and the commitment of its partners, as well as the trust of its customers.



Attijari bank (as of January 31st, 2017)

203

Branches and
Business Centres

1755

Staff Members

821 085

Customers



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bank





Outstanding Events & Main achievements

Outstanding Events

- The rating agency Capital Intelligence (CI) confirmed the rates of Attijari Bank (AB) and notably its financial solidity rate “BB”.
- Adoption of the new strategic plan “**Excellence 2020**”.
- Attijari bank was recognized as “**Bank of the Year – Tunisia**” by “**The Banker**” Magazine, a member of the Financial Time Group, for its achieved performances over the last three years and which are the outcome of an outstanding growth and of a strategy that focuses on quality and customer’s satisfaction.
- Active participation in the Investment International Conference, “**Tunisia 2020**”.
- Adoption of a new corporate signature “**We Believe in You**” and relooking of the Bank’s logo.
- Signing of a partnership convention between Attijari bank and Tunisia Africa Business Council (TABC) to support the Tunisian companies in Africa.

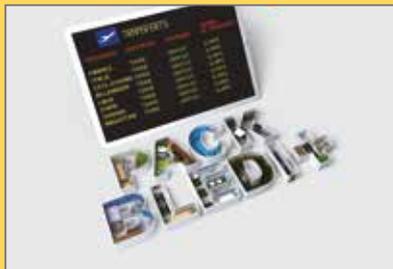


DEVELOPMENT OF THE GOODWILL

- Opening of four representative offices, namely two agencies: “Jardins d’El Menzah” and “Ariana Nord” and two new operating bureaux in “El Menzah 5” and “El Golâa”.

SALES BOOSTING

- The launching of the application "Attijari Mobile Tunisie", offering the main current functionalities of "Attijari Real Time" (account balance information, cheque book order, transfers...);
- The launching of a new co-branded prepaid card, "MOBICASH", with the telephone operator Ooredoo;
- The launching of the Pack "Attijari Affaires", a specific offer for professionals and micro-companies;
- The launching of a specific offer for young Tunisian students "Pack Stud'In" composed of several products and services;
- The launching of a new kind of consumer credit, adapted to the financing of studies in private university institutions;
- The launching of the specific offer "BLEDI+" meant for Tunisians without Borders (Tunisiens Sans Frontières – TSF);
- The launching of the EUR/EUR Transfer to Attijari bank in order to better meet the needs and expectations of the TSF Customers, wishing to transfer their money in foreign currencies;
- The launching of the Facebook page and Youtube channel "Attijari bank Tunisie";
- Overhauling the "Attijari Online Trade" platform;
- Implementation of a pooled investment fund in transferable securities "NETINVEST Potentiel" for an amount of MTND 20, destined to the reinforcement of the companies' investments and equities;
- Participation in the listing of the "SANIMED" shares on the alternative stock market.



EXTERNAL COMMUNICATION/EVENT MAKING

- The launching of the “Multicanal” campaign with a reinforced digital device and a good visibility at the level of the agencies.
- The organisation of a work of art exhibition “Passerelles” (Bridges) in the Bank’s Head Office, accompanied by communication actions, under the theme “Art & Culture”.
- Sponsoring several cultural events (Kef International Jazz Festival “Sicca Jazz”, Carthage International Festival, Gafsa International Festival ...).
- Organisation of various specific promotional actions for Tunisians living abroad.
- Participation of some fifty Businessmen to the 4th edition of the “Forum International Afrique Développement” (Africa Development International Forum).
- The launching of the “Club Afrique Développement” (Africa Development Club) and the organisation of parties in different regions, in favour of customers.
- Participation in and sponsoring of several targeted actions.
- Sponsoring and active participation in the development of the entrepreneurship and leadership spirit, notably supporting “Injaz Tunisie” teams, one of whom won the trophy of the “Meilleur Impact social” Prize (Best Social Impact Prize).



HUMAN CAPITAL

- The recruitment of 64 new staff members;
- The leaving of 70 staff members;
- The launching of inter and intra targeted training actions;
- The signing of a partnership convention with an important Higher School “IHEC Carthage” in order to favour the students’ professionalism and employability;
- HR automation process;
- Participation in the IHEC recruitment days and the ATUGE Forum.

SALES ACTIVITIES

RETAIL BANK

ENRICHMENT OF THE PROPOSED PRODUCT RANGE

In keeping with its strategy of proximity with its customers and faithful to its image of a committed and dynamic bank, putting the customers' interests and the quality of its services at the core of its concerns, Attijari bank strived during 2016 to achieve the implementation of new solutions, designed within the framework of an approach to create offers that were adapted to the different customers' segments.

Specific Offer to professionals and small enterprises

Highly convinced by the importance of the professionals and small corporations segment, the Bank launched an offer called "Attijari Affaires" (Attijari Business).

Through this new proposal, Attijari bank confirms its ambition to reinforce its positioning on the market relating to this segment, by putting at the disposal of this segment a range of adapted products and services with an attractive pricing.

In practical terms, this offer is proposed in two packs, depending on the nature of the targeted activity:



Attijari Affaires (Attijari Business) : meant for professionals and small resident enterprises, acting on the national level;

Attijari Affaires + : meant for small resident enterprises, making international transactions.

Specific Offer to Young People

Nowadays, the segment of young people carries a highly strategic weight and makes up a key target.

As a matter of fact, recruiting a new customer and helping him in his undertaking, particularly through equipping him with products and services suitable to him, makes up a major stake for customers' loyalty and for the regeneration of the Bank's portfolio.

It is in that vein that Attijari bank set out a new offer specific to young people called "Pack Stud'in".

Concerning students enrolled in private universities, a credit facility called "Etudes" (Studies) has been dedicated to them in order to pave the way for their success.

A Mobicash Card

In partnership with a telephone operator, Attijari bank launched its first co-branded prepaid local use banking card, allowing the holder, in addition to the cash withdrawal and payment transactions, to profit from Mobicash mobile services.

For its marketing, MobiCash card is sold in the agencies of Attijari bank, as well as in the sales offices of the concerned telephone operator.



A Renovation and extension works credit facility

In order to promote property mortgage facilities, allowing Attijari bank to secure the loyalty of its private and professional customers and to create an attractive product for the recruitment of new customers, a new type of property mortgage, destined to finance the extension and renovation works of a lodging, meant for residential purposes, was launched under the trade name of "Meftah Extension et Rénovation" (Extension and Renovation Key).

As a matter of fact, this is a new credit which is integrated in the mortgage facilities, already marketed by Attijari bank, under the range of "MEFTAH" (The Key). It covers the financing of property extension and renovation works.

Redesign of the "On Line Trade" Platform

Within the ongoing concern to improve the services rendered to its customers and in order to offer them still more proximity to execute their transactions at the international level, new functionalities have been added to the On Line Trade Platform, making it an exclusive platform for the processing of international trade transactions, such as:

The import and issued transfer transactions

- Domiciliation of import securities;
- Issue of transfer orders and transfers;
- Consultation and settlement of import documentary remittances;
- Opening of import letters of credit.

Export and received transfer transactions

- Domiciliation of export securities;
- Receipt of data relating to received transfers;
- Receipt of transfer data;
- Follow up of export documentary remittances and possibility to issue settlement instructions.

In addition to these practical functionalities, Attijari On Line Trade allows:

- to have reportings on all the transactions, in Excel format;
- to track all the processing stages of a file, by date and by intervening parties;
- to be informed, in real time, through notifications by mail, of the outstanding events that are pertaining to the transactions and initiated via the platform;
- to consult, upon request, the SWIFT draft of the import credit letters, before the final confirmation of the transaction.



The Mobile Application : “Attijari Mobile Tunisie”

In order to reinforce the multichannel device, aiming at improving the customer’s satisfaction and the quality of services, Attijari bank launched in 2016 its “Attijari Mobile Tunisie” application. Accessible via smart phones, this application is available on the downloading platforms of the main mobile application distributors: App store (IOS) and Play store (Android).

Attijari Mobile Tunisie offers the following main functionalities:

- Account balance information and a 180 day transaction history in real time;
- Search for transactions per date or per amount;
- Check book orders;
- Transfers to Attijari bank or other banks accounts in Tunisia;
- Consulting the foreign currency exchange rate with the possibility of simulating a currency exchange transaction.



Through the development of this service, the Bank’s ambition is high; it is part of a more general framework which is the extension of the multichannel system. The major objective is to offer to the customers several channels to execute their transactions.

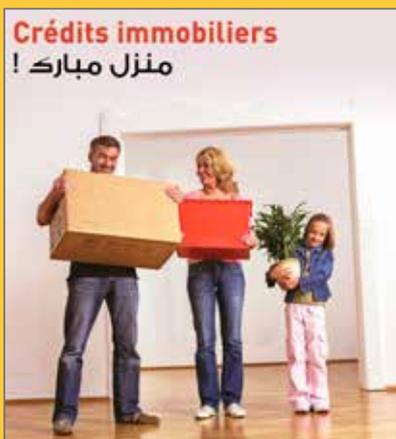
Updating of the “Attijari Immo” Platform (Attijari Real Estate Platform)

Within the framework of enriching and improving the remote bank services offer, destined to private and professional customers, the online platform “Attijari Immo” was overhauled.

This overhauling aims at giving a new impulse to the e-banking offer destined to the private and professional customers, through putting at their disposal a tool offering an easy use and a processing rapidity. As a matter of fact, the customer has the ability, through this application, to simulate his property mortgage, to consult the Bank’s offer and to initiate an application for a credit facility with the commitment to receive a reply thereto within the following 24 hours.

A specific offer to the Tunisians Abroad (TSF) “Pack Bledi +”

Attijari bank gives a lot of importance to Tunisians dwelling abroad and to their expectations. Hence, and with the ambition of securing to them an offer, liable to meet their needs, the “Pack Bledi +” new offer was implemented. It allows the Tunisians living abroad to have all the useful services at their disposal and especially to enjoy the important tariff advantages on transfer transactions towards Tunisia.



Partnerships with Currency Exchange Bureaux

Striving to diversify its activities and to contribute in the national mobilisation effort of foreign currency resources, partnership conventions have been signed in order to allow the Tunisians living abroad, notably in the Middle East Countries, to transfer money to Tunisia, under favourable tariff conditions.

In the same context, another partnership convention was signed with the Banque Postale (France) allowing the Tunisians living in France with bank accounts in both la Banque Postale and Attijari bank to profit from a rapid and secure transfer means of their funds to Tunisia.

AN ALL-AROUND SALES DYNAMICS

Market of Individual Customers

The market of the individual customers was marked by a dynamic, as far as the real estate credits were concerned; it was also marked by a rebound of the consumer credits. The product "Meftah Extension and Renovation", launched during the second semester, contributed, by a 25% share, in the real estate credit disbursement. The consumer credits grew by 10%, reaching a total disbursement amount of MTND 600.

The conquest proactive strategy, as well as the different campaigns launched in 2016, allowed a 10% increase of the customers' deposits and an increase of the segment share of "Prestige/Privileged" customers in the individual customers' portfolio.



Re-examination of the international card acceptance process

For a better management of the transactions, made using international cards, and for the implementation of a tighter security, the processing system was polished up.

The new process for entering into business relationships

In order to optimize and secure the procedure of entering into business relationships, a new process has been implemented particularly for companies and societies.

Market of Professional Customers and the Micro Companies (MSD)

In a difficult economic environment, the Bank introduced major modifications in its Pro & MSO market, aiming at reinforcing its presence in this important sector.

Indeed 2016' financial year witnessed major events, namely:

- The creation and the deployment of a Pro & MSO dedicated Corps of Persons in Charge who underwent a specific training in order to secure a privileged follow up of the customers.
- The launching of a new Pack "Attijari Affaires" (Attijari Business), in three versions [Attijari Affaires (Attijari Business), Attijari Affaires Pro (Attijari Pro Business) and Attijari Affaires + (Attijari Business +)] which completed a packs offer which is already rich and large.

These levers and a massive presence on the field, through a participation, all along the year and on the whole of the territory, in the events where the professional customers and the micro-companies were present, contributed in the laying down of the basis and the foundation of a real change in terms of achievements, a change that was profit oriented, making the best and exhaustively of the Group's synergies.

Small and Medium Enterprise (SME) Market

Meeting the expectations of the customers remained in the core of the market activities. Within this framework, a satisfaction survey was conducted by an external firm which resulted in the elaboration of an action whose purpose was to meet, specifically, the expectations of every Small and Medium Enterprise (SME).

- The activity pertaining to the development of the portfolio was reinforced by having recourse to innovating and useful tools granted to the sales staff members, namely CRM, the moderating guides and the market reports;
- The market consolidated its presence in different shows and events and wove privileged ties with several organisations;
- A special attention was given to the renewable energies sector and to franchising due to the underlying potential;
- The SME market being always oriented towards conquering new customers maintained in 2016, a stable growth rate of 10%;
- The SME device also centred its efforts on themed size credits in order to stabilize and develop the portfolio relating to this range of customers;
- The SME market took part in the development of the synergy with the individual customers market, through a recruitment and equipment supply action to Companies' Executives. A challenge was launched in this respect;
- Resolutely turned to digitalization and the optimization of the agreements signed with real estate projects promoters, pre-financed by the Bank, a real estate platform was implemented in order to make the sales via WEB and via Attijari's network easier;
- The SME market provided to the network an extensive training on the activities at the international level, as well as credit files compilation;
- The market obtained OPIC's support for the development of investment projects.

Market of the Tunisians Living Abroad (TSF)

The sales ambition of the past financial year was to identify the levers for the local device and to reinforce the exchanges between the Bank and the network in Europe.

This ambition which was translated by a strategic project federating the network and the processing central entities allowed the triggering of a transformation both at the cultural level and the achievements level.

2016' financial year was marked by our exceptional performance with reference to additional resources, recording a 95% evolution and a target achievement rate (TAR) in terms of sales activities

The sales policy both in Tunisia and in Europe was well supported through the implementation of new partnerships: an agreement with the "Banque Postale" bank in France and an agreement with "Al Ansari Exchange" in the UAE, allowing likewise the extension of the target conquest perimeter.

In order to secure growth to its activities, the Bank clearly expressed its intention to side with the stakeholders of the civil society which play a considerable role in grouping the Diaspora and reinforcing its attachment to Tunisia. In this respect, a public-private initiative is contemplated.



Attijari Leasing



2016 was a sales reactivity year, relatively important.

Indeed, a 19.48% growth was achieved at the level of approvals, a 16.13% growth at the level of its production (entering into force) and a 10.86% growth at the level of its financial exposures.

Thus, the market shares, with reference to the sector, were as follows: 13.52% in terms of approvals, 13.45% in terms of entering into force and 14.15% in terms of financial exposures.

At the level of results, the Leasing Net Proceeds recorded a growth by 15.36%, going from kTND17,441 by the end of 2015, up to kTND 20,120 by the end of 2016. The achieved operating coefficient was indeed maintained at 38.25%, at the end of 2015, against 38.24% at the end of December 2016.

The rate of classified assets went up from 9.93% to 9.6%, which entailed an improvement of the portfolio quality.

2016 was also marked by the implementation of a strategic plan 2016-2020, a project which was initiated in August 2016 and which aims, mainly, at the dynamization and the reinforcement of the sales action, developing likewise the synergy with the Bank's sales network, the improvement of the service quality and securing a better control of the collection procedure.

Outstanding Events:

- The renewal of the ISO 9001 Certification (2015 new version).
- The issue of bond loans in 2016 for a total of 60 million dinars.
- The opening of a new sales agency in Gafsa.

Attijari Assurance



The outstanding events regarding the financial year 2016, as well as the main achievements, are:

- The launching of the refurbishment works of the premises which should host the head office of the company; these works were completed during the first quarter of 2017. This has allowed the transfer of the team to the new office space, beginning of March.
- A 12% growth in the global turnover.
- A market share in the life segment higher than 16%.
- A growing technical result by 277%, reaching MTND 4.9 at the end of 2016 against MTND 1.3 in 2015.
- A strong depreciation recorded in the affected portfolio, due to UADH shares. This equity, acquired in 2015 at

TND 6,996.170 witnessed, at the closing of 2016 financial year a strong depreciation by -31%, the unit share price going from TND 7.1 down to TND 4.93, generating, accordingly, impairment provisions by TND 2,138,266.

- A +53% growth in the result before taxation and extraordinary items, going from kTND1,491,078 in 2015 up to kTND 2,282,480 in 2016.
- A net profit of TND 1,523,846 showing a progress only by 9% compared to the previous financial year, mainly because of the heavy burden of taxes which went up from TND 95,182 to TND 1,359,035.

THE FINANCING BANK

In 2016, the Financing Bank recorded an outstanding performance. Indeed, the sales strategy of the Bank in terms of support to reliable and trustworthy customers and in terms of financing to high added value infrastructure projects, gave its fruits.

Thus, in terms of commitment, the Financing Bank recorded a 19% evolution, compared to 2015, while maintaining risk at a comfortable level.

From their side, the deposits increased by 20% over the same period, affecting, to a large extent, the less costly resources.

THE TRANSACTIONAL BANK

Within the framework of its strategic ambition by 2020, Attijari bank builds on the development of the “Flow” activity with the corporate customers. As such, 2016 witnessed the launching of the Transactional Bank whose major purpose is to offer to the corporate customers the best products for the management of their flows and a high quality service.

The Transactional Bank covers, as well, the coaching of the companies in the development of their activities for export and more particularly in Africa. In this respect, and remaining faithful to its vocation as a Transactional Bank, whose strategy is to promote the South-South cooperation relations, Attijari bank invited about fifty persons to take part in the IVth edition of the “Africa Development International Forum”. The Tunisian delegation was composed of both institutions and businessmen, including the FIPA’s General Manager, the CEPEX’s Deputy General Manager as well as the Chairman of UTICA.

The B2B meetings made up a strong moment of the forum. More than 1000 companies were registered on the platform “Africa Development” dedicated to B2B meetings programs, in which about forty Tunisian companies participated.

During the Forum, the South-South Cooperation Trophy was

granted to the best companies engaged in the development of the intra-African exchanges and investments. The Trophy jury was chaired by Mrs. Wided Bouchamaoui, the Chairwoman of UTICA, Nobel Prize Winner for Peace under 2015. The Third Prize was granted to the Tunisian company “One Tech”, a member corporation of Sellami’s Holding.

Attijari bank also signed on March 11th, 2016, a partnership agreement with Tunisia Africa Business Council (TABC). This partnership completes the coaching and support device in sub-saharian Africa, implemented by Attijari bank in favour of the Tunisian corporations. Thanks to its being a member of Attijariwafa bank Group which is present in 15 African countries, Attijari bank Tunisia relies on the Group subsidiary companies in order to secure a coaching and support action, ranging from prospection to projects realization.

In order to secure longevity to Africa Development Forum spirit and to offer to the Tunisian economic players the opportunity to pursue their exchanges throughout the whole year, Attijari bank launched on May 10th, the Africa Development Club. This club strives to be a meeting and brain storming place for the business community members, engaged for the promotion of the African continent development.

THE INVESTMENT BANK

CAPITAL MARKET

Placing their ethic values, their commitment and respect values in the core of their project and their sales device, the capital market teams endeavour to best serve their customers, diligently and professionally, as testified by the renewed trust of a customer capital which is constantly growing and by an important growth of the results.

As a leader on several segments of the capital markets, Attijari bank’s ambition is to play a major role as a reference operator in Tunisia, as far as these activities are concerned, trying to match up the international high standards.



CUSTODY

As a privileged sales interlocutor with the foreign and local investors, Custody continues to support its customers in their operations on all the range of the field of securities.

2016 was marked by the recruitment of two FCPR funds and the continuation of the development of the deposit bank activities, through an updated service offer which meets best the requirements of the Tunisian market.

The global conservation level reached MTND 1,818, at the end of December 2016.

ATTIJARI GESTION

The Stock Exchange Market (OPCVM) closed 2016 with total net generated assets of MTND4,543, namely with a slight increase by 4%, compared to December 2015. Over the same period, Attijari Management recorded a net 19.8% improvement in its managed assets, reaching MTND 123 (vs MTND 103 on December 31st, 2015), exceeding likewise, from the point of view performance, the growth witnessed by the OPCVM Market, thanks to a reinforced synergy with Attijari bank. Attijari Management could keep its third place in terms of managed expenses out of nine local management companies and could be ranked 11th out of the existing 29 managers.

• ATTIJARI OBLIGATAIRE SICAV

Created in May 2000, Attijari Obligataire SICAV, Attijari Bond Holding, managed by Attijari Management, is an investment which focuses on security, offering to its customers a stable return against a low risk.

Attijari Obligataire SICAV closed 2016 with net assets of MTND 105, recording a 9.1% increase compared to end December 2015.

• ATTIJARI PLACEMENTS SICAV et ATTIJARI VALEURS SICAV

The two mixed SICAV bond holding companies, managed by Attijari management, are under premature dissolution.

• ATTIJARI FCP CEA

The joint investment fund meant for the holders of CEA accounts closed 2016 with an 8.6% return and recorded an increase by 148.8% of its net assets, reaching MTND 4,355, against MTND 1,751, one year before.

• ATTIJARI FCP DYNAMIQUE

After the updating of the licence relating to this fund, obtained in 2015, with the Financial Market Board, Attijari FCP Dynamique managed to collect more than MTND 15 in 2016, ranking it among the best institutional funds, in terms of managed assets. Attijari FCP Dynamique closed 2016 with an exposure of MTND 15.678 and a 6.10% return.

• ATTIJARI FCP SERENITE, ATTIJARI FCP HARMONIE

Within the framework of the new organization and restructuring of the OPCVM, backed by Attijari Bank, 2016 was marked by the end of the winding up of two funds: Attijari FCP Harmonie and Attijari FCP S n rit .

ATTIJARI FINANCES TUNISIE

During the financial year of 2016, thanks to its sales dynamics, Attijari Finance achieved a turnover of TND, 1,291,020, posting a growth by about 20%, compared to 2015.

In addition to the support and coaching extended to customers of Attijari bank, Attijari Finances offered its consulting services to Al Karama Holding within the framework of two consulting and assistance missions, for

the assignment of the equities held by the Tunisian State in two confiscated companies and whose closing should intervene in 2017.

Concerning the bond loan market, Attijari Finances supported Attijari bank and Attijari Leasing in two bond issues, totalling MTND 90.

*Le rendement des OPCVM est calcul  sur la base du Bulletin Officiel du Conseil du March  Financier sur la p riode allant du 31/12/2015 au 31/12/2016.

ATTIJARI SICAR

During the financial year 2016, despite a business environment characterized by the investors' wait and see attitude, Attijari Sicar pursued its coaching and support mission of PME's (Small and Medium Entreprises) financing. Within the framework of dynamizing and developing the equities portfolio, the approved investment envelope recorded a positive evolution compared to 2015, which confirms the upward trend, triggered after the implementation of a new investment policy.

ATTIJARI INTERMÉDIATION

2016 was difficult for the Tunisian Financial Market. Indeed, the exchange volume on Tunis Stock Exchange went down by 30.1%, compared to 2015, reaching MTND 2,765.

It is to be pointed out that 2016 recorded a single listing on the Stock Market, namely the Company UNIMED, and several capital stock increase operations, with a total issue amount of MTND 139,370, including MTND 72,377 in cash.

On the private bond primary market, the debt security issues of the allowed and non allowed listed companies on the Stock Market totalled, respectively MTND 642.5 and MTND 39 in 2016.

The subscribed amount at the level of debt security issues in 2016, issued by companies listed on the stock market, reached MTND 569. Attijari Intermédiation managed to

place bond loans issued by Attijari bank ["Subordinated Attijari bank 2016-1" with an amount of MTND 60] and Attijari Leasing ["Attijari Leasing 2016-1" for MTND 30], securing a 15.8% market share on the private bond primary market.

Out of the transactions volume, on the stock market, including listed and unlisted companies, Attijari Intermédiation posts respectively a market share of 3.36% and 2.86%, ranking respectively eighth and eleventh out of 23 local stock market brokers.

Besides, it is to be noted that Attijari Intermédiation has started a new sales strategy and is conducting a big restructuring project of its activities and particularly through the redesigning of its information system.

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GÉNÉRAIE IMMOBILIÈRE DU SUD « GIS »

2016 was the crowning year of the big project "Résidence les Hauteurs d'El Menzah" (El Menzah Heights Residence). The following performances could be achieved:

- The achievement of an important turn over for the first time since 2012.
- The achievement of a satisfactory operating income.
- The achievement of a noteworthy profit.
- The resulting repayment of the real estate pre-financing credit.
- The execution of the allotment works in order to issue the individual real estate titles of the facilities and premises.
- The continuation of the sales of maximum of the facilities and premises (72% as of December 31st, 2016).

In keeping with this strategy, GIS started a large sales action in order to complete the sales of the facilities and



premises, still available, and it is already contemplating to start the compilation of the studies for the construction of Cité Ettahrir plot of land, whose vocation was modified but the relating text is not made public yet.

GÉNÉRAIE TUNISIENNE DE L'INFORMATIQUE « GTI »

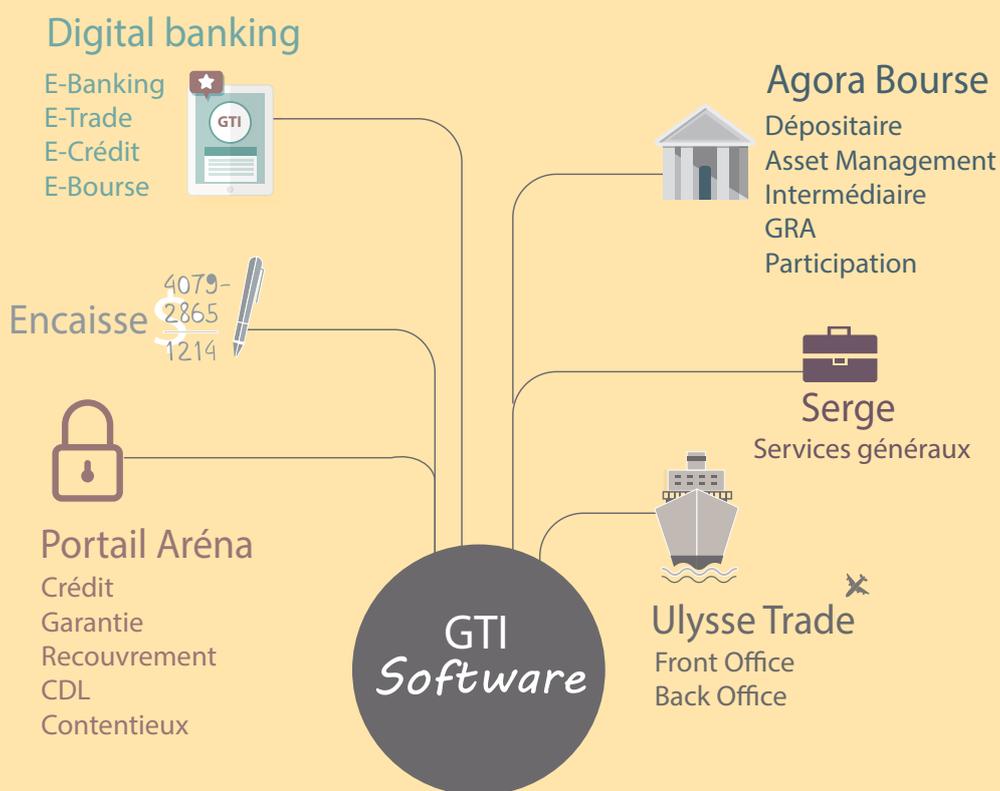
Being a software editor and integrator, in the Financial Market, GTI continues to offer its support and coaching to the Bank for the upgrading of its information system.

It owes its position on the financial market by its packaged software solutions, including:

- **GTI-Digital :**
 - e-banking
 - e-trade
 - e-crédit
 - e-bourse
- **GTI-International**
- **GTI-Bourse**
- **GTI-Risque & Recouvrement**
- **GTI-Serge (Moyens Généraux)**

At the level of Attijari bank Group, GTI has reinforced its position by its expertise and skill, both at the level of consulting services and software development.

Cartographie applicative GTI



PERFORMANCE AND EFFICIENCY

CUSTOMERS' HANDLING DEPARTMENT (STC)

2016 was a consolidation and an approval year of the main previous actions and achievements, as part of a continuity spirit of the Quality Leader project.

The electronic payment activity was characterized mainly by:

- The stabilization of the availability rate of the ATMs (Automated Teller Machines), closely followed by an advanced control and surveillance tools.
- The securization of the payment card "Gold Internationale", as a result of its shifting to real time debiting process.
- The launching of "Mobicash" and "M-payment" service.
- The externalization of the ATM's management, away from the site of their installation, to secure a greater availability of the service to customers and accidental users.

At the level of the international transactions:

- The extension of On-line Trade Service to all the financial and sales operations, offering real time information.
- The improvement and consolidation of the assets of the Quality Leader project, in terms of processing periods and processes.

At the level of the credits implementation, we feel the impact of the improvements in terms of take over and processing of the files, both at the level of the guarantee arrangement and the credit fund release.

Indeed, the reactivity of the Back Office teams, in terms of periods and efficiency, largely contributed in the boosting of the sales activities.

Other achievements:

- The start up of the electronic signature as a complementary action to the implementation of the service "On-line guaranteed obligation";
- The availability on "Attijari Doc" of information about the outcome of cheques for a better on-line follow up by the customers;
- With the partnership of Attijariwafa bank Europe, the launching of a new EUR transfer service from Europe towards EUR accounts, domiciled at Attijari bank Tunisia;
- In order to better comply with the accounting standards

and to have a better visibility, as far as its products are concerned, the Bank developed the commissions subscription for the international commitments;

- In order to secure a quick processing in conformity with the exchange regulation into force, in terms of international transfers, check lists were set out at the level of Trade Finance. They list up the necessary documents for the execution of the transfer main operations.

ORGANISATION AND OPERATING EFFICIENCY

Organisation and operating efficiency actively took part in the different stages of the projects launched during 2016 and which aimed at improving the quality of the services extended to customers, through:

- the process optimization, in terms of performance, gain and quality improvement, perceived by customers;
- the coaching extended to different business lines of the Bank, in the implementation of the structuring, value added projects;
- enriching the "Banque à distance" (Remote bank) offer;
- improving the credit file processing periods.

The objective is to know the customers better in order to enhance sales efficiency, through business development and performance gain.

There was also the launching of several projects of process re-engineering which affected different activities of the Bank, in order to make the use of certain services easier or to develop or enlarge them.

COMPUTING & INFORMATION SYSTEM

The information system is in the core of the banking activities. The emergence of new concepts and new tools introduced an evolution in the nature of the services, extended by the information automated system through increasing, particularly, their strategic dimension and their capacity to integrate the new regulations of the financial profession.

In order to do so, and in order to better monitor its developments, the Bank reinforced its structure "Information System" by a team "Studies", dedicated to the implementation of information development projects and to the coaching of the business lines in the execution of their tasks.

The information projects launched in 2016 related to several fields.

All the information activities, whether they are "Studies", "System and Data Base", "Networks and Telephony" or "Information Security" have contributed, each as far as it is concerned, in the evolution and upgrading of the different applications, supporting the business lines.

QUALITY

The Quality principles were integrated at the level of several corporate projects, mainly within the framework of the follow up of the programme "Quality Leader".

The device "Listening to the Customer" allowed measuring up the satisfaction of the customers; the dashboard "Quality" was enriched by the integration of indicators for the transaction processing, knowing that the majority of the indicators were improved, compared to the past years'.

In addition to the personalized periodical reports, the follow up and animation, an on the field coaching and support was introduced, as well as a "Quality" specific training.

EXTERNAL COMMUNICATION

In addition to the development of its classic banking activity, 2016 was marked for Attijari bank by a considerable development of the African and technological dimensions and by a coaching extended to the Tunisian and foreign investors alike; which required some important dynamics in terms of communication.

Indeed, the launching of the mobile application, the redesign of the transactional website "Attijari Real Time" and the improvements which were introduced at the level of other services of the Remote Bank, allowed the customers to enjoy advance high technology services. A big multichannel campaign was launched, in order to make the customers be more aware of the offered advantages, on one hand, and to promote the services, on the other.



Concerning the development of the African dimension, in addition to the value added services that the Bank is offering to its customers, willing to achieve more development at the international level and more precisely in Africa, a businessmen and institutions important mission was escorted and coached during its participation in the 4th Edition of Africa Development International Forum.

In parallel, big events were organized by the Bank, both at the level of Tunis and the regions, intended to customers, in order to announce the launching, in their favour, of a rich and complete digital platform "Africa Development Club".

In order to support the investors, in addition to the financing schemes and the consulting services, proposed and extended by its sales staff members in charge, the Bank participated in the major economic events of the country. In this respect, Attijari Bank was the partner of the year flagship event, namely "the International Conference on Investment: Tunisia 2020", which grouped more than 2000 participants from 70 countries. The purpose of this conference was to make Tunisia an attractive investment site.

2016 was the crowning year of 10 years of commitment, mutual trust with customers, the staff members and the partners, and of firm involvement in Tunisia's economic development. On this occasion, the Bank unveiled its new brand signature "We believe in you", which will make up the guideline of its institutional speech.

"We believe in You" translates the trust that Attijari Bank extends, daily, to its counterparts, as well as to its environment.

In this respect, the Bank has launched a communication campaign, using all the media supports: TV, radio, press, urban and internet posters.



Besides, Attijari bank stood out and emerged on the scene in 2016, through its award for the 3rd consecutive year of the Prize "the Bank of the year in Tunisia" by the Banker. This prize made the object of communication actions with the customers.

FOCUS ON THE 4TH EDITION OF THE "AFRICA DEVELOPMENT INTERNATIONAL FORUM"

The 4th edition of Africa Development International Forum was held on February 25th and 26th, in Casablanca and centred on energy and agricultural issues, two major stakes of the continent development, dealing with the theme: "Agriculture and electrification: how to mobilize the energies". This event was a get together and an exchange of view opportunity for more than 2400 economic and institutional operators, coming from more than 29 countries. Hence, it was an occasion for business meetings between decision makers and economic investors, through panels, facilitated by experts and renowned operators, dealing with the concrete development problems in Africa.

- **Panel 1** : "Transformation of the Agricultural Sector: from a livelihood activity to a driving force for the development of economy and corporations".
- **Panel 2** : "Entrepreneurship in Africa: liberate the energies".
- **Panel 3** : "Which electrification pattern for the African continent?".

Thus, the "Investment Market" gave some visibility at the development national levels and at the structuring projects levels, honouring seven countries: Tunisia, Congo Brazzaville, the Côte d'Ivoire, Gabon, Togo, Senegal and Kenya.



On the occasion of this event, Attijari bank accompanied an important delegation, composed of 50 businessmen, chaired by FIPA and CEPEX, who visited Casablanca in order to attend the Forum.

FIPA's General Manager enhanced the investment potentials in Tunisia during a session which was dedicated to him and he animated, together with his team, a booth arranged for Tunisia in the space "Investment Market". This booth served as a meeting place for the businessmen and the African decision makers, as well as a mainstay and a support point for the Tunisian businessmen.

During this show, the traditional "South-South Cooperation Trophies" were awarded to the best corporations engaged in the development of the intra-African exchanges and investments. The "Young Entrepreneur's Trophies" were awarded in order to reward the best young African

entrepreneurs in the categories "Innovation" and "Social Entrepreneurship". The Jury was chaired by Mrs. Wided Bouchamaoui, UTICA's Chairwoman and 2015 Nobel Prize Winner.

The company "One Tech" also secured a place on the podium of the best corporations engaged in the development of the intra-African exchanges and investments.

On the second day of the Forum, Attijari bank was honoured by the presence of his Excellency, Mr. the plenipotentiary Ambassador of Tunisia in Morocco who grouped, on this occasion, the Tunisian delegation in order to discuss the challenges which should be overcome by corporations, in terms of international trade and development abroad.

Key figures

ABOUT 4800 B2B SCHEDULED APPOINTMENTS
ABOUT 1100 COMPANIES PARTICIPATING IN B2B MARKETING
27 COUNTRIES REPRESENTED IN B2B MEETINGS

FOCUS "LAUNCHING OF AFRICA DEVELOPMENT CLUB"

The effective creation of Africa Development Club was recalled, on the occasion of the opening of the 4th African Development International Forum. This club aims at developing the assets of the Forum, through the installation of a perennial structure of meetings and reflections, totally dedicated to the business community that is engaged in the continent. Represented in West Africa, in the CEMAC and UEMOA regions, where the bank is present, its mission is to contribute to the development of an entrepreneurship and investment state of mind, at the service of Africa which is moving ahead.

Africa Development Club has several missions. Its purpose is to facilitate the regional exchanges and the discussions relating to South-South Cooperation through:

- establishing business contacts, favouring meetings between economic operators;
- making high added value information available;
- organizing B to B missions;
- organizing events in order to discuss the actual problems of the corporation leaders in Africa;
- coaching personally the investors in the territories where Attijariwafa Bank Group is present.



Establishing Business Relations

International market place: Through a closer partnership with BPI France, Santander Trade Club, Africa Development Club offers to its members the access to an international market place, grouping 30,000 international operators looking for commercial, technological or financial partnership opportunities.

Africa Development International Forum: It is the flagship event of the club. It groups economic operators and political decision makers of the continent in order to encourage and reinforce the South-South Cooperation in terms of trade, investment, financing and societal responsibility.

Digital Community: Every member of the club has access to an on-line platform which allows it to remain in touch with the whole community of the club's adherents (the Group's international partners).

Attijariwafa bank : Africa Development Club can rely on partnerships set up by Attijariwafa bank Group, with renowned international institutions such as Bank of China, China Development Bank, China Eximbank, OPIC and US Eximbank, etc.

The Availability of High Value Added Information

African Tender Invitations: The platform aggregates public and private tender invitations issued by economic and governmental operators in 13 African countries and will extend to cover other countries progressively.

Economic Studies and Sectoral Intelligence: High added value information publications are made available to the club members on the site:
www.clubafriqueveloppement.com

Information about the African countries are within the reach of the club members: country presentation sheet,

detailing in particular regulation information, investment procedures, local directories, fairs and exhibitions, etc.



Organizing B to B Missions

Tailored B to B Missions: They are organized upon the request of the club members, in order to offer to the adherents a personalized coaching and support. The club invites its members to B to B missions, to target countries and concerning promising sectors.

Economic Conferences: Organized on a steady basis, the economic conferences are an opportunity to debate economic and social current topics and issues.

International Forums: The club informs and invites its members to the main economic international forums.

Business Breakfasts: They are organized in different countries where the club is present, in order to debate current topics and news.

FOCUS "LAUNCHING OF SOCIAL NETWORKS"

To secure a closer proximity with the customers, the Bank has developed its digital ecosystem by the launching of its Facebook page and its Youtube channel.

These social networks run by a community manager, allow the customers to interact with the Bank and to have,

within the next hour, replies to their information request outside the steady postings which expose the products of the bank and give an idea on the big events organized by the Bank or in which it participates.

FOCUS: “NEW INSTITUTIONAL MESSAGE : THE BRAND SIGNATURE PASSPORT”

“WE BELIEVE IN YOU”: A STRONG AND COMMITTING SIGNATURE

The reflection made about the brand signature aimed at translating the Bank’s position towards its customers and more globally towards its environment. This very deep process and approach ended by the phrasing of a concise and committing motto “**We believe in you**”.

“**We believe in you**” translates the trust extended by Attijari bank, daily, to its customers, its staff members as well as its partners and its deep rooted involvement in the economic development of Tunisia.

By this signature, Attijari bank calls its customers to believe in themselves, in their values, in their dreams, in their future, in youth, in education, in knowledge, in perseverance and tenacity and in the initiative turn of mind, etc.



THE BRAND ARCHITECTURE EVOLUTION

In keeping with a renewal and continuous progress logic, and in parallel to the institutional message change, Attijari bank brought a modernity touch to its logotype without breaking the codes which have made it so identifiable, in order to maintain the benefits and the acquired notoriety.

The logotype symbolizes, through its curb the Atlas mountains, the red colour stands for the earth, the yellow colour recalls the sun without forgetting “the point” which sends back to the Arabic calligraphy.



Croire en vous

Today the bank undertakes a graphic evolution of its logotype in order to match up with the worldwide trend. Hence, the conducted work aims at bringing more volume in order to make the Brand more graspable and reinforce its proximity dimension.

A transparency work was also conducted to bring elegance and convey the Brand speech.

Finally, a horizontal structure was applied for a more dynamic and contemporary approach.

With its new signature and its institutional speech, Attijari bank unveils a communication that is definitely optimistic and human.



FOCUS TUNISIA 2020

ATTIJARI BANK, THE OFFICIAL PARTNER OF THE INTERNATIONAL CONFERENCE ON INVESTMENT TUNISIA 2020: “ATTIJARI BANK AT THE SERVICE OF THE INVESTMENT AND THE TUNISIAN ECONOMIC REVIVAL”

The international conference on Investment “Tunisia 2020” held on November 29th and 30th, 2016 hosted more than 2 000 participants from 70 countries. This event was supported, as an Official Sponsor, by Attijari bank Tunisia. The purpose of this presence is to reinforce Attijari bank’s position as a responsible Tunisian bank which actively takes part in the economic development of Tunisia and to confirm its ambition, its know how and its capacity to finance the infrastructure projects.

During a panel whose theme was “Tunisia, a service Platform open onto Worldwide Markets”, Mr. Mohamed El Kettani, the President General Manager of Attijariwafa bank Group, recalled that the Group invested more than 450 million dinars in the Tunisian subsidiary, Attijari bank. This commitment allowed the multiplication by 9 of the Bank’s equity capital and the multiplication by 3 of its market capitalization.

He also reiterated the will of Attijari bank to extend the necessary support to the Tunisian economy. “We have expressed our solidarity with Tunisia by making more investments after the revolution. Tunisia is a regional hub for a part of Africa which is interesting for us”, he declared. He added that “Tunisia succeeded in its democratic transition; it must win its economic transition”.

The President also indicated that Tunisia enjoys very qualified human resources, which allowed it to become an appreciated destination. “One has therefore to build up on this trump so that Tunisia can become a service platform, creating value and employment”, he added.



This event which was widely publicized, allowed Attijari bank Tunisia to establish contacts with the foreign donors who/which wish to invest in Tunisia and who/which need a local bank for financing and support.

“Tunisia 2020” was also an opportunity for the Bank’s management and the Sales staff to reinforce their relations and to establish contact with different public operators, project owners, allowing hence Attijari bank Tunisia to take up a position upstream for business capture.

The intra-group synergy, mainly between the teams of Attijari Finances Corp and Attijari Finances Tunisia, as well as the commitment of the sales force of Attijari bank Tunisia, were decisive in the success of the Bank’s participation in this major large scale event.

CONFORMITY

2016 was marked mainly by the deployment of an exceptional effort by the Bank and its subsidiary companies in order to comply with the new statutory requirements, especially the organic Law n° 2015-26 of August 7th, 2015, relating to the fight against money laundering and terrorism financing repression, as well as the new Law n° 2016-48 of July 11th, 2016, relating to banks and financial institutions.

- The conformity device in terms of fighting against money laundering was enriched by:

- the implementation of new procedures reinforcing the customers' knowledge, as soon as relations are established with them;
- the training and awareness raising of the staff members about the conformity requirements, in terms of fighting against money laundering;
- the deployment of an on line training module relating to the fight against money laundering within the framework of the project "e-learning platform".

- In matters of sound governance, a certain number of measures was taken to comply with the new requirements of the Law n° 2016-48, within the framework of an action plan relating to the points affected by the reform.

- Within the framework of the declarations of the customers eligible to FACTA, the Bank is ready to operate the periodical declarations set forth by the said law, since all the necessary measures in terms of files follow up and collection were taken, to comply with the requirements of the American tax regulations, on the due dates.

DEONTOLOGY: A CORPORATE CULTURE

The principles set forth by the deontology code must be shared by all and at all the levels so that they may strengthen the convictions of every one of us and reassure him/her about his/her adherence to the values of Attijari Group.

This culture is embodied by the commitment of the staff members to establish with the customers and towards the whole Group, sustainable relations based on trust, respect and professionalism.

For this purpose, actions were undertaken in order to incorporate the ethical and deontological principles, governing the staff members' daily life and his/her identity, such as:

- Participating in the promotion of the Bank's values through the deontology publications and issues "Yaoumiet" with all the staff via Intranet gateway;
- Training new recruits and the elaboration of profession programmes, such as the front office, account managers and agencies directors, etc.

A new digital training device “E-learning” relating to “Deontology” programme which aims at distributing the learning contents in sequences that are quickly consumable and to make training for the learner interactive and attractive has been set up.

The ethical state of “E-learning” is that it presents the flexibility and adaptability advantage, according to the pace of the learner and his/her availability [time, place...], which naturally secures a better assimilation and appropriation of the deontology culture.

- **Raising awareness** of the deontology dictums through visits to agencies and business centres,
- The **contribution**, at the level of APBF, via workshops, in the elaboration of the sector deontology codes which govern the banks and financial institutions’ relations with their staff members and those who manage the relations between the banks and financial inter-institutions.
- The **deployment** of the code relating to the procurement function and the launching of the sensitive functions code project.

LOGISTICS AND BANKING SECURITY

Attijari bank pursued, during 2016, the extension of its network. Indeed, two new sales points (Ariana Nord and Jardins d’El Menzah) and two new operating offices (El Menzah V and Golâa) were opened and five other agencies (Metlaoui, Charguia Business Centre, Manaret El Hammamet, Tabarka and Ben Guerdane) were drastically redesigned within the framework of the renovation of its real estate assets.

Besides, and within the framework of the enhancement project of the head office external look, a steel structure called “Fleur Cinétique” (Kinetic Flower) was installed in the basin adjacent to the building entrance.

At another level, and considering the particularly sensitive security context, the Bank is equipped with a high tech scanner integrated in the already existing security facilities.

On another level, the Bank sees to minimize the direct impact of its wastes on the environment and has installed a paper shredder allowing an important reduction of the volume of its wastes and their processing by an outside service provider.





Activities & Results

ATTIJARI BANK IN FIGURES

KEY FIGURES

INDICATORS (in millions of dinars)	2016	2015	2014
ACTIVITY			
Client deposits	5 460.3	4 870.8	4 505.9
Client loans	4 477.4	3 836.1	3 601.5
CAPITAL BASE			
Total balance sheet	6 868.8	6 046.0	5 304.3
Share Capital	198.7	198.7	198.7
Equity	487.7	440.1	408.3
RESULTS			
Net Banking Earnings	316.9	274.8	262.7
General expenses	158.6	148.4	135.3
Gross Earnings from Operations	158.3	126.4	127.4
Net Earnings	107.1	91.2	73.9
RATIOS			
Return On Equity (ROE) (%)	28.13	26.12	22.10
Return On Assets (ROA)	1.56	1.51	1.39
Operational coefficient (%)	50.0%	54.0%	51.5%
Deposits /per staff member (in MTD)	3.11	2.76	2.59
Client loans/per staff member (in MTD)	2.55	2.18	2.07
STOCK MARKET INDICATORS			
Share price as of December 31st (in TND)	27.390	23.700	23.900
Profit per share (in TND)	2.694	2.293	1.859
Price Earnings Ratio	10.168	10.334	12.855
MEANS			
Bank Staff	1 757	1 763	1 741
Branch Network	203	201	200

THE BANK ACTIVITIES

CLIENT DEPOSITS

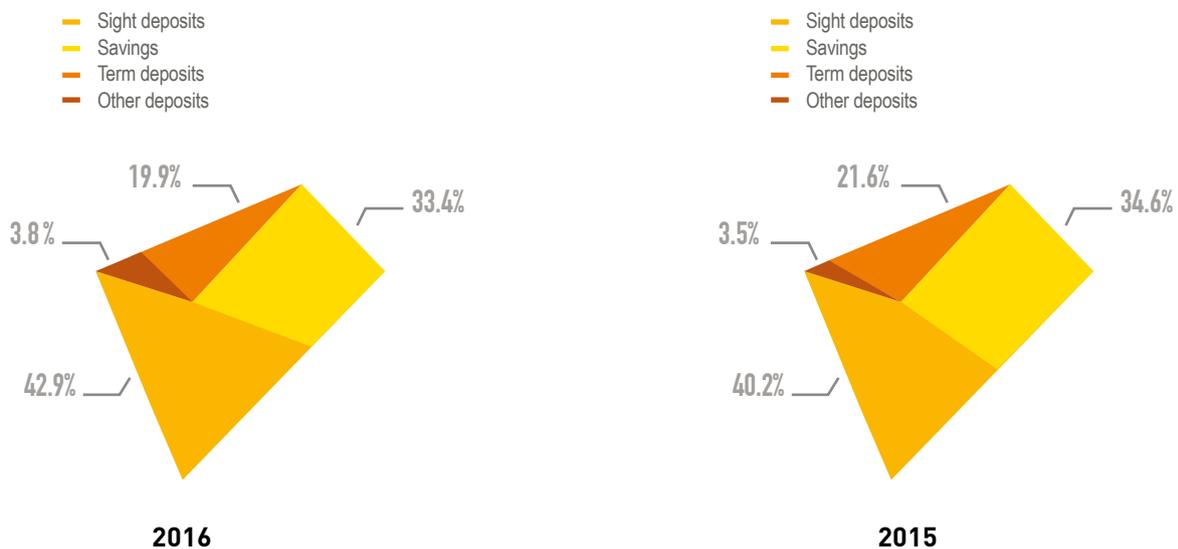
At the end of 2016, the customers' deposits progressed by 12.1%, recording an increase of **MTND 589.5**, going hence up to **MTND 5 460.3** against **MTND 4 870.8** as of December 31st, 2015.

	[in MTND]	Dec-16	Dec-15	Variation		Dec-14	Variation	
				In MTND	en %		In MTND	In %
Client deposits and assets		5 460.3	4 870.8	589.5	12.1	4 505.9	364.9	8.1
Sight deposits		2 343.9	1 959.4	384.5	19.6	1 699.7	259.7	15.3
Savings		1 823.2	1 684.6	138.5	8.2	1 596.2	88.4	5.5
Term deposits		998.2	909.3	88.9	9.8	863.7	45.6	5.3
Deposit certificates		86.5	145.0	-58.5	-40.3	176.5	-31.5	-17.8
Other deposits		208.6	172.5	36.0	20.9	169.8	2.7	1.6

The deposits evolution in 2016 is basically accounted for by:

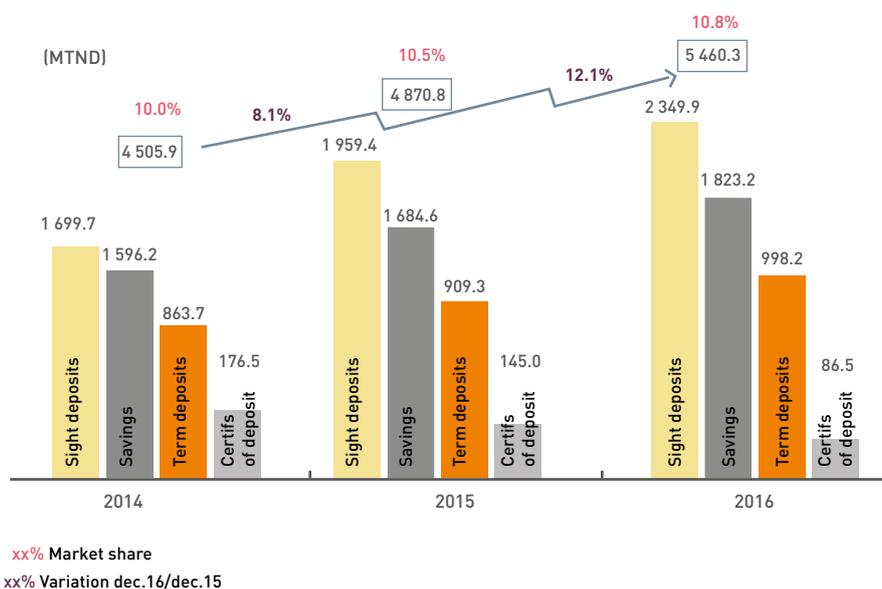
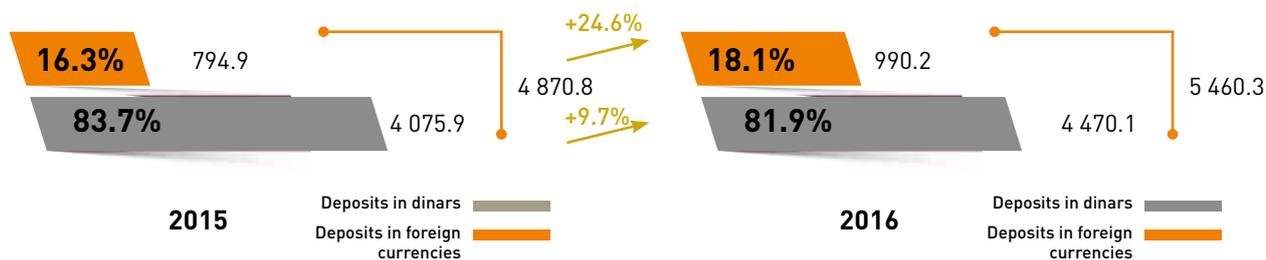
- A **19.6%** increase in the sight deposits, reaching **MTND 2,343.4** by the end of 2016, against MTND 1,959.4 one year before, an increase, volume wise, by **MTND 384.5**;
- An **8.2%** increase (**+ MTND 138.5**) of the saving deposits, going from **MTND 1,684.6**, as of December 31st, 2015 to **MTND 1,823.2** by December 31st, 2016;
- An improvement of the term deposits by **9.8%**, reaching **MTND 998.2**, at the end of 2016;
- A regression by **40.3%** at the level of deposit certificates, going down from **MTND 145** at the end of 2015, to **MTND 86.5** as of December 31st, 2016, a decrease, volume wise, by **MTND 58.5**.

Structure of Client deposits



The deposit volume in foreign currencies increased by **24.6%** in 2016 compared to the year before.

The breakdown of the deposits, according to the type of foreign currency is as follows:



Market share calculated based on the indicators of the following banks (BIAT, Amen Bank, BT, UIB, UBCI, ATB, STB, BNA and BH).

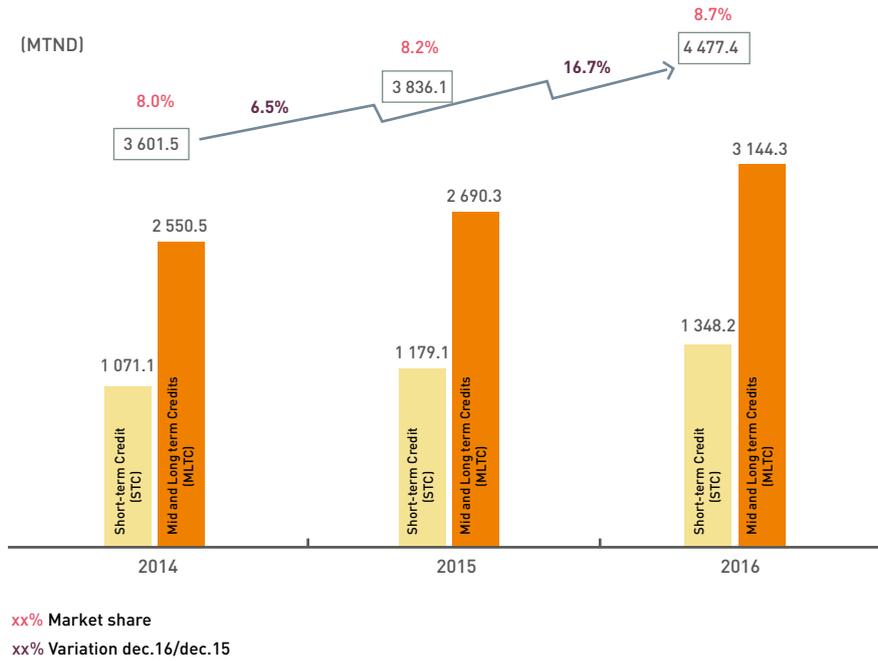
The market share went up to **10.8%** in 2016 against **10.5%** at the end of December 2015, a **0.3 point** consolidation.

GROSS CLIENT LOANS

As of December 31st, 2016, the bank reached a global exposure of **MTND 4,477.4**, against **MTND 3,836.1**, a **16.7%** increase compared to the financial year 2015.

[in MTND]	Dec-16	Dec-15	Variation		Dec-14	Variation	
			In MTND	In %		In MTND	In %
Gross client loans	4 477.4	3 836.1	641.3	16.7	3 601.5	234.6	6.5
<u>Including</u>							
Short term credits	1 348.2	1 179.1	169.1	14.3	1 071.1	108.0	10.1
Mid and long term credits	3 144.3	2 690.3	454.0	16.9	2 550.5	139.8	5.5

This growth is due to the increase of the short term, mid and long-term credits, respectively **MTND 169.1 (+14.3%)** and **MTND 454.8 (16.9%)**, compared to 2015's.



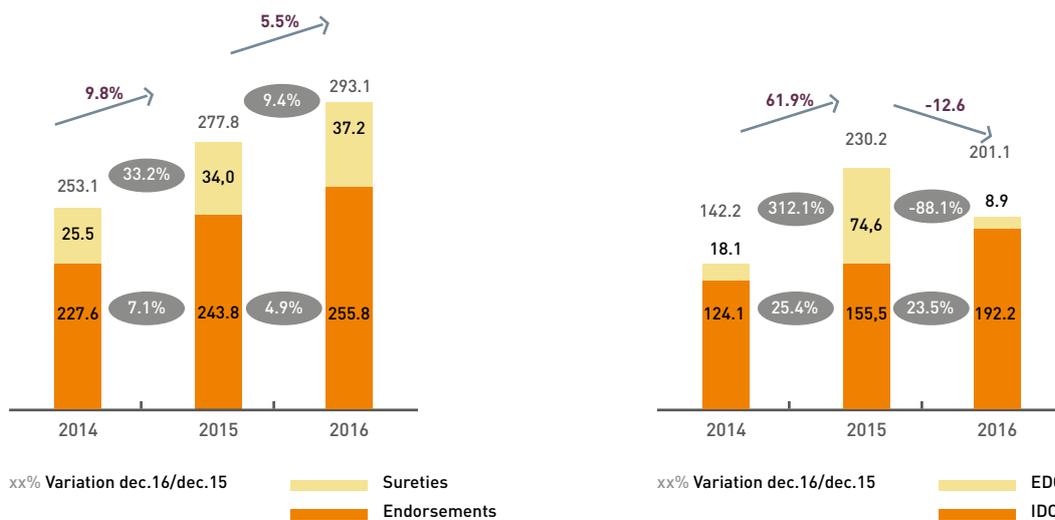
COMMITMENTS BY SIGNATURE

The volume of the commitments by signature decreased by **2.7%**, reaching **MTND 494.1** by the end of 2016.

This evolution is due basically to the decrease of the documentary credits volume by **12.6%**, going from **MTND 230.2** in 2015 down to **MTND 201.1** in 2016. It is accounted for by the decrease of the Export Documentary Credits (EDC) by **88.1%** and the increase of the Import Documentary Credits (IDC) by **23.5%**.

Concerning the sureties and endorsements, they increased by **9.4%** and **4.9%**, respectively.

The commitments by signature are shown in the below chart:



SURETIES AND ENDORSEMENTS

DOCUMENTARY CREDITS

BORROWINGS AND SPECIAL RESOURCES

The outstanding amount of the borrowings and the special resources witnessed an increase by **45.2%**, reaching **MTND 148.9** by the end of 2016, against **MTND 102.5** one year before.

The bank issued a subordinated bond loan of **MTND 60** around the end of the first half of 2016.

EQUITY

The equity capital relating to 2016 financial year amounted to **MTND 487.7** against **MTND 440.1** in 2015, a 10.8% increase.

THE SECURITIES PORTFOLIO

The commercial portfolio exposure, by the end of 2016, amounted to **MTND 373.1**, against **MTND 322.7** one year before.

The investment securities portfolio totalled, as of December 2016 **MTND 553.1**, against **MTND 453.8** at the end of 2015.

FIXED ASSETS

The fixed assets, after depreciation, went up by **0.6%**, reaching **MTND 139.2** at the end of 2016, against **MTND 138.4** at the end of 2015.

ATTIJARI BANK MARKET SHARE

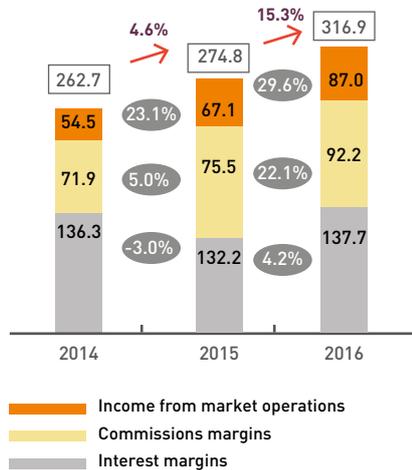
	Liabilities as at Dec.16 in MTND	2016/2015 Evolution	Sector Evolution	Market share ¹	
				2016	2015
Clients' Deposits and assets	5 460.3	12.1%	8.5%	10.8%	10.5%
Savings	1 823.2	8.2%	8.9%	11.9%	12.0%
Sight deposits	2 343.9	19.6%	10.4%	12.6%	11.7%
Credits by draw-downs	4 477.4	16.7%	9.5%	8.7%	8.2%
Interest margin	137.7	4.2%	2.3%	9.1%	8.8%
Commissions margin	92.2	22.1%	25.4%	11.8%	12.0%
Net banking income	316.9	15.3%	12.5%	10.3%	10.1%

¹ The market share is calculated based on the indicators of the following banks (BIAT, Amen Bank, BT, UIB, UBCI, ATB, STB, BNA and BH).

RESULTS FROM ACTIVITY AND ITS EVOLUTION

NET BANKING INCOME (NBI)

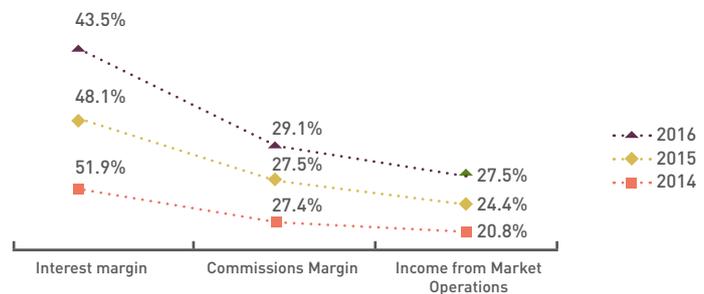
The Net Banking Income (NBI) reached **MTND 316.9** at the end of 2016, against **MTND 274.8** in 2015, showing an increase by **15.3%**.



This evolution was secured mainly thanks to:

- The growth of interest and assimilated revenues by **8.5%**;
- The growth of the incurred interest and similar expenses by **12.3%**;
- The increase of the commissions received by **MTND 17.2**, reaching a volume of **MTND 96.5** against **TND 79.3** in 2016, coming mainly from the recruitment of new customers;
- The increase of the market transactions results by **MTND 19.9**, coming mainly from the increase of the revenue of the treasury bonds.

The breakdown structure of the NBI is as follows:



GENERAL OPERATING EXPENSES

By the end of 2016, the overhead operating expenses increased by **6.9%**, reaching **MTND 158.6** against **148.4** in 2015. This increase is mainly due to the increase of the staff's expenses (**+8.9%**).

The Operating coefficient witnessed a **4** point decrease, due to the increase of the Overhead Operating Charges at a slower pace than the NBI's.

NET INCOME

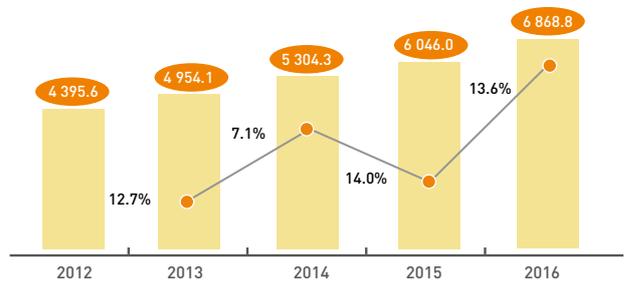
The Gross Operating Income (GOI) went up by **25.5%**, going from **MTND 126.4** in 2015 up to **MTND 158.3** in 2016.

2016 financial year concluded with a net income amounting to **MTND 107.1** against **MTND 91.2** in 2015, namely an increase by **17.5%**.

PERFORMANCE EVOLUTION FOR THE LAST FIVE YEARS

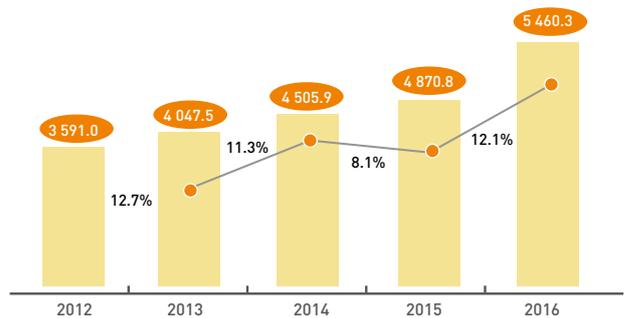
TOTAL BALANCE SHEET

At the end of 2016, the total balance sheet reached **MTND 6,868.8** against **MTND 4,395.6** at the end of 2012, posting an Average Annual Growth Rate (AAGR*) of **11.8%**.



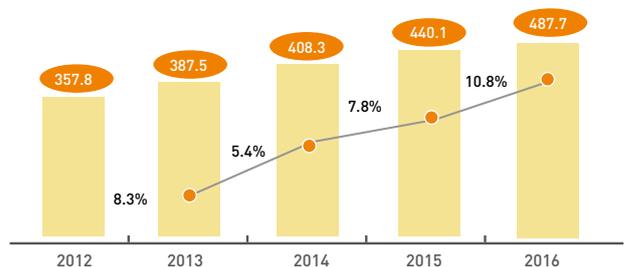
CLIENT DEPOSITS AND ASSETS

As of December 31st, 2016, the Client deposits and assets amounted to **MTND 5,460.3**, namely an AAGR rate of **11%**.



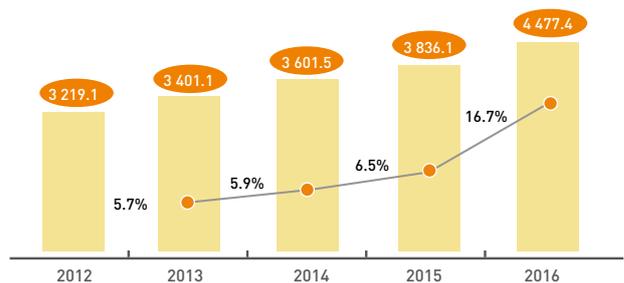
EQUITY

The Bank's equity registered an AAGR of **8.1%**, reaching **MTND 487.7** in 2016.



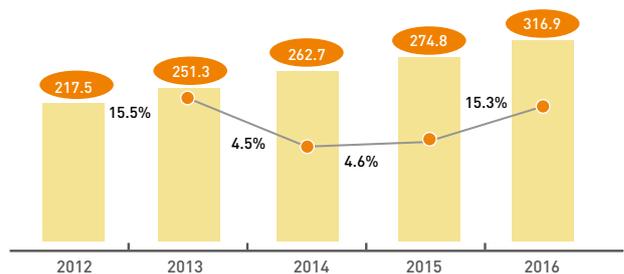
LOANS BY WITHDRAWALS

During the last five years, the loans by withdrawals reached **MTND 4,477.4**, recording an AAGR of **8.6%**.



NET BANKING INCOME (NBI)

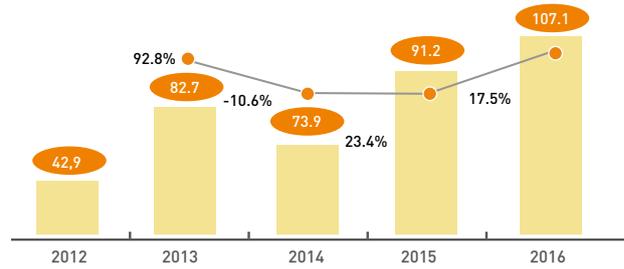
During the last five years, the Banking Net Income registered an average annual growth on the rise of **9.9%**, moving from **MTND 217.5** in 2012 to **MTND 316.9** at the end of 2016.



*AAGR : Average Annual Growth Rate from 2012 to 2016.

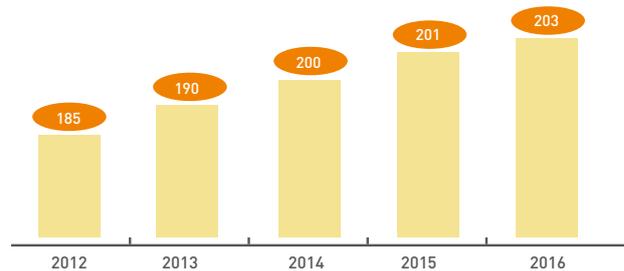
NET INCOME

The Net Income shows an AAGR **25.7%**, reaching **MTND 107.1** as of December 31st, 2016.



BRANCH NETWORK

Attijari bank reinforced its branch network by opening two new points of sale, thus, the total number of branches reached **203**, at the end of 2016.



MAIN RATIOS

	In kTND	2012	2013	2014	2015	2016
Productivity	Deposits/staff	2 159	2 425	2 588	2 763	3 108
	Loans/staff	1 936	2 038	2 069	2 176	2 548
	NBI/staff	131	151	151	156	180
	Operations coefficient	51.9%	50.4%	51.5%	54.0%	50.0%
	(in %)	2012	2013	2014	2015	2016
Profitability	Net income/NBI	19.7%	32.9%	28.1%	33.2%	33.8%
	Return on Equity	13.6%	27.1%	22.1%	26.1%	28.1%
	Return on Assets	0.98%	1.67%	1.39%	1.51%	1.56%
	(in %)	2012	2013	2014	2015	2016
Risk	Liquidity ratio	94.8%	96.8%	111.5%	313.7%	323.9% **
	Solvability ratio	12.57%	10.96%	10.93%	10.82%	10.66%
	Rate of classified assets	9.5%	9.1%	8.7%	7.8%	6.9%
	Coverage rate for classified assets*	68.9%	80.7%	84.9%	89.7%	91.0%

* Reserved Provisions and Bank commissions/classified assets.

** New liquidity ratio.



EQUITIES & Attijari bank group

List of significant subsidiaries and associates as at 31 December 2016, is as follows :

Company's name	Activity field	Control in %	Capital in TND
Attijari Leasing	Finance lease	62.02%	21 250 000
Attijari Assurance	Insurance	55.00%	10 000 000
Attijari Intermédiation	Stock broker	99.99%	5 000 000
Attijari Recouvrement	Debt recovery	99.91%	1 000 000
Attijari Sicar	Risk capital investment	71.73%	26 455 500
Attijari Gestion	OPCVM Management	99.88%	500 000
Attijari Immobilière	Real estate development within the framework of the purchase of mortgaged assets	99.98%	150 000
Générale Tunisienne d'Informatique	Information Engineering	66.25%	400 000
Attijari Placements SICAV	SICAV	94.39%	610 930
Attijari Valeurs SICAV	SICAV	46.89%	833 242
Attijari Obligataire SICAV	SICAV	0.03%	101 172 925
Attijari Finances Tunisie	Financial consulting	24.94%	1 000 000
Générale Immobilière du Sud	Real estate development	29.90%	3 000 000



Shareholders

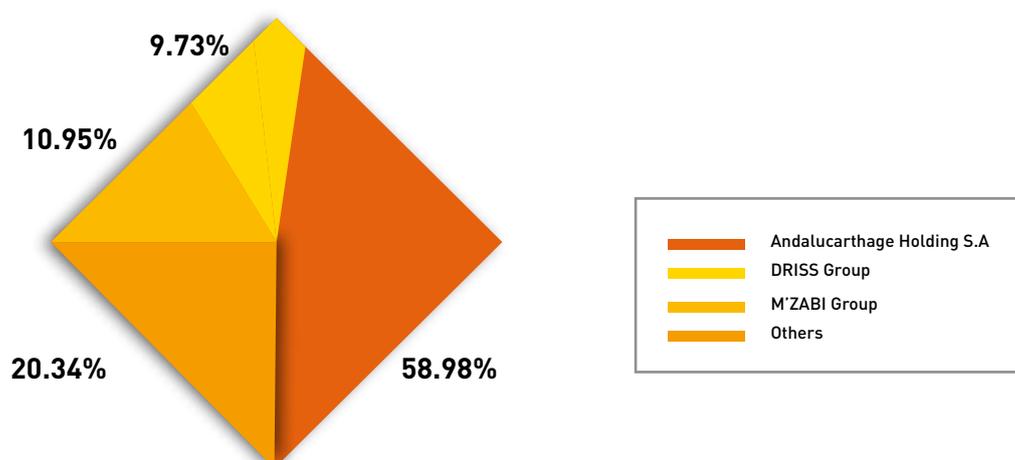


CAPITAL DIVISION

As at December 31, 2016 the Bank's capital was divided as follows :

Shareholders	Number of shares	Percentage
Andalucarthage Holding S.A	23 443 610	58.98%
M'ZABI Group	4 353 375	10.95%
DRISS Group	3 866 407	9.73%
Others	8 084 898	20.34%
Total	39 748 290	100 %

Share Capital Structure as at 12.31.2016

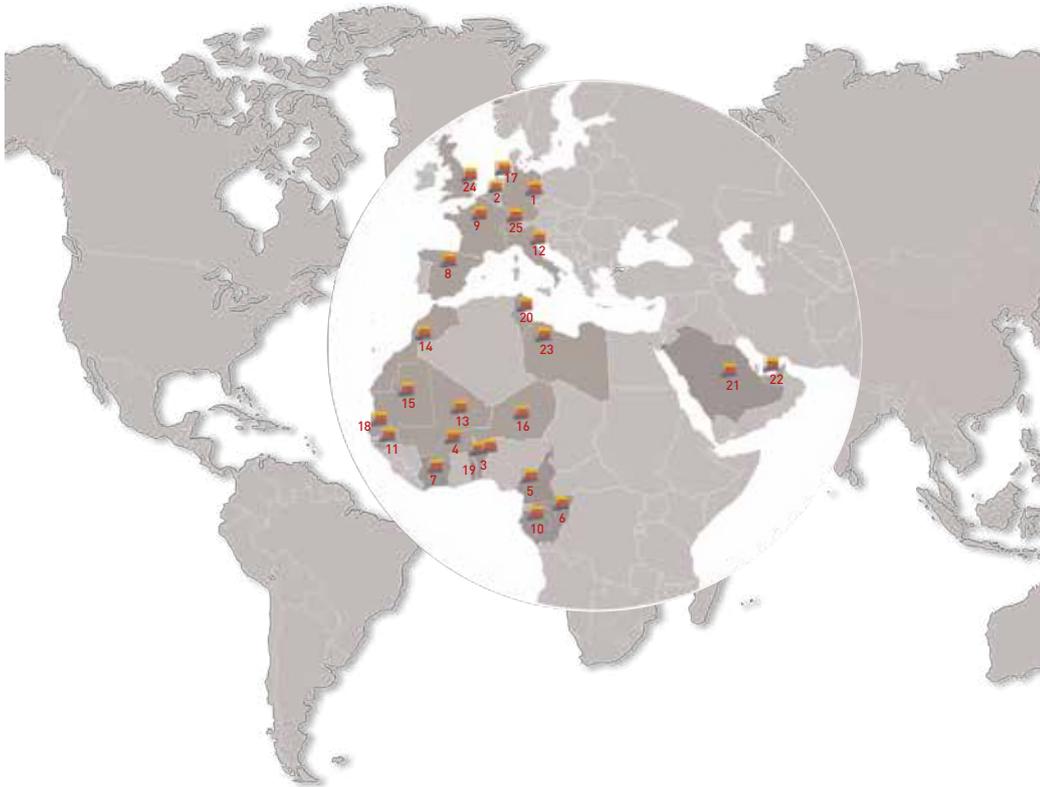


THE SHAREHOLDING REFERENCE

Through the participation of the Andalucarthage holding, the Attijariwafa bank Group is the main shareholder that holds most of the voting rights and assures the control of the institution. Attijariwafa bank is the first financial and banking group in the Maghreb including the UEMOA (Union Economique et Monétaire Ouest Africaine) and the CEMAC (Communauté Economique et Monétaire de l'Afrique Centrale). In addition to the banking activity the Group operates in every financial profession through its specialized branches including: insurance, real estate credit, consumer credit, leasing, asset management, stock market brokerage, advisory services and factoring....

The Attijariwafa bank Group is based in Morocco and operates in 25 countries: in Africa (Tunisia, Senegal, Burkina Faso, Guinée Bissau, Mali, Mauritania, Republic of Côte d'Ivoire, Congo, Gabon, Cameroun, Togo, Niger and Benin) and in Europe (Belgium, France, Germany, The Netherlands, Italy and Spain) through bank branches that are majority controlled by the Bank as well as in Dubai, Riyadh, London, Geneva and Tripoli through representative offices.

COUNTRIES OF PRESENCE



1. Germany
 2. Belgium
 3. Benin
 4. Burkina Faso
 5. Cameroun
 6. Congo
 7. Côte d'Ivoire
 8. Spain
 9. France
 10. Gabon
 11. Guinea-Bissau
 12. Italy
 13. Mali
 14. Morocco
 15. Mauritania
 16. Niger
 17. Netherlands
 18. Senegal
 19. Togo
 20. Tunisia
- Bureaux de représentation :**
21. Saudi Arabia
 22. Dubaï
 23. Libya
 24. UK
 25. Switzerland

17 696 Collaborators
in the world

3 972 Branches

8.4 million Customers

Number One in savings deposits in Morocco

Number One to finance Morocco's economy

Number One in investment banking and stock market activities in Morocco

First network of banking and financial services in Morocco and in Africa





Administrative and management divisions

THE BOARD OF DIRECTORS

- Has the most extensive powers to act on behalf of the company and authorize all operations and acts related to its objectives ;
- Assures the effective supervision and management of the Bank through the Management Division ;
- Makes sure that a good functioning of the internal control and conformity systems are in place ;
- Establishes interior, corporate regulations ;
- Composes the membership and nominates the members of all the committees linked to the Board ;
- Approves all mortgages, liens, delegation, guarantee and other gages on the company's fixed assets ;
- Authorizes every agreement made directly or indirectly or by a third party between the credit establishment and persons having business with it ;
- Summons the general shareholders meetings ;
- Closes the individual and consolidated financial statements as well as special and general management reports ;
- Autorizes acquisitions, goods exchanges and the sale of all properties ;
- Creates every new group company ;
- Determines the remuneration of the General Manager and /or the Deputy General Managers.

The Board of Directors can delegate certain powers to the Bank's General Manager with the option to sub-delegate.





THE COMMITTEES ATTACHED TO THE BOARD OF DIRECTORS

- a. **The permanent internal audit committee** sees to the smooth running of the internal control system and secures the supervision of the activities carried out in this field. It checks the authenticity of the supplied information and controls the measurement, monitoring and risk management systems. It has also the responsibility of proposing the nomination of the auditor(s) and of giving its opinion on the control programmes as well as on their recommendations.

President: Mr Edouard Valentin ESPARBES

Members: Ms Zohra DRISS BOUSLAMA
Mr José REIG ECHEVESTE

This Committee's Secretariat is provided by the Internal Audit.

- b. **The executive credit committee** is notably in charge of examining the bank's financial activity. In this respect, it gives its opinion on certain loan categories, fixes the bank's policy in this respect and sees to its implementation.

President: Mr Boubker JAI

Members: Mr Jamal AHIZOUNE
Mr Hicham SEFFA

This Committee's Secretariat is provided by the Risk Global Management.

- c. **The risk committee** assists the Board of Directors in the setting up of a management strategy in terms of risk control, it is also in charge essentially of giving its opinion on the identification, the assessment and the control of risks, of evaluating, periodically, the risk management policy and its implementation.

President: Mr Mohamed EL HAJJOUJI

Members: Mr M'zoughi M'zabi
Mr Mohamed Ali BAKIR
Mr Moncef CHAFFAR

This Committee's Secretariat is provided by the Risk Global Management

- d. **The nomination and remuneration committee** assists the Board of Directors in defining and following up the policies for the nomination, the remuneration and replacement of the executives, senior managers, and in the management of conflict of interest situations.

President: Mr. Mohamed EL KETTANI

Members: Mr. Boubker JAI
Mr. Jamal AHIZOUNE

This Committee's Secretariat is provided by the Human Capital

GENERAL MANAGEMENT

The Bank's management is confided to a General Manager named by the Board of Directors for a designated period of time. His assignment consists of :

- To assure the day-to-day management of the company ;
- To exercise the powers delegated to him by the Board of Directors ;
- To implement the general policies of the Bank.

The General Manager can be assisted by one or several deputy general managers that he proposes to the Board of Directors. He can delegate all or some of his powers to his deputies among the responsible persons and managers of the Bank.

THE COMMITTEES ATTACHED TO THE GENERAL MANAGEMENT TEAM

The Management Committee

The Management Committee, Unit for idea exchanges and reflection, assists the General Manager in steering the global performance of the Bank and the implementation of the strategy decided by the Board of Directors.

This committee brings together each week the responsible persons for each division in the Bank. Because it must have a vision of all operational activities in each sector, it gets involved in steering the large, strategic projects and proposes questions to submit to the Board of Directors, in a collegial way.

The Executive Committee

The Executive Committee oversees the implementation of the annual action plans and their attached budgets in following up on the Bank's activity and the carrying-out of its objectives. It is also responsible for the coherence of internal and external communications policy.

The Central Credit Committee

The Central Credit Committee decides of the matters of client requests and follows a document prepared by the managers involved. It is the rule that for amounts higher than 7.5 MTND, the decision returns to the executive credit committee. It meets once a week.

The Market Risks Committee

The Market Risks Committee (CRM) is the internal decision-making body and follows market risks in all their forms.

It issues its opinion on every kind of operation to be handled as well as their ceilings and communicates with the different committees coming from The Board of Directors.

It reunites the Risk Global Manager the Bank for Investment's Manager, The Capital Market specialist and the Manager of the Bank's Capital Markets unit as well as the Head of Finance and Control.

The Committee for Classified Assets

The Committee for the follow-up for classified assets is an internal decision-making department that has the following Mission :

- The elaboration of the annual discussion for annual provisions for recovery ;
- The examination and discussion of the division of the portfolio of classified credits between the recovery units ;
- The follow-up of the realizations and the provisions of recovery (normalization, declassification) ;
- The validation of the classification adjustments proposed by the recovery units ;
- The elaboration of a briefing on the monthly situation of classified assets and the recovery activity.

This committee meets every month and brings together the main officers in the sales activities, the legal recovery officer, the amicable recovery officer, the finance and control officer, as well as the Risk Global Management (RGM) officer.

The Recovery Committee

The Recovery Committee has the Mission to decide on the proposals to :

- Consolidate or reschedule ;
- Transfer the original files to the litigation department ;
- Close the accounts definitively.

It meets every fifteen days and brings together the main persons from the commercial functions, the Head of the RGM, the Head of Finance and Control and the Recovery Head.

The Operational Risk Central Committee

The Operational Risk Central Committee sets the Operational Risks policy and is in charge of its follow up. It sees to the implementation of the detection and evaluation tools of the risks of exposure. It ensures their effective deployment.

The Committee meets every quarter with the Business Units' and the control structures' officers.

The Committee for the Coordination of Internal Control

The Committee for the Coordination of Internal Control (CCIC) is a department that follows the implementation of all recommendations. This Committee allows the different control functions to come up to date in their activities to guarantee a high level of coherence and efficiency for their work.

Each quarter and at each time a need is felt, the Committee brings all the heads of the commercial and support entities together and the heads of the control structures: Permanent Control, Conformity Control, Internal Audit and special affairs.



New Products Committee

The New Products Committee (NPC) is an internal decision-making entity with the mission of approving or not the implementation or the selling of a new product or service.

It brings together the heads of specialty units and support functions.

The Committee's Secretary is provided by the Department of Organization and Operational Efficiency.

ALM Committee

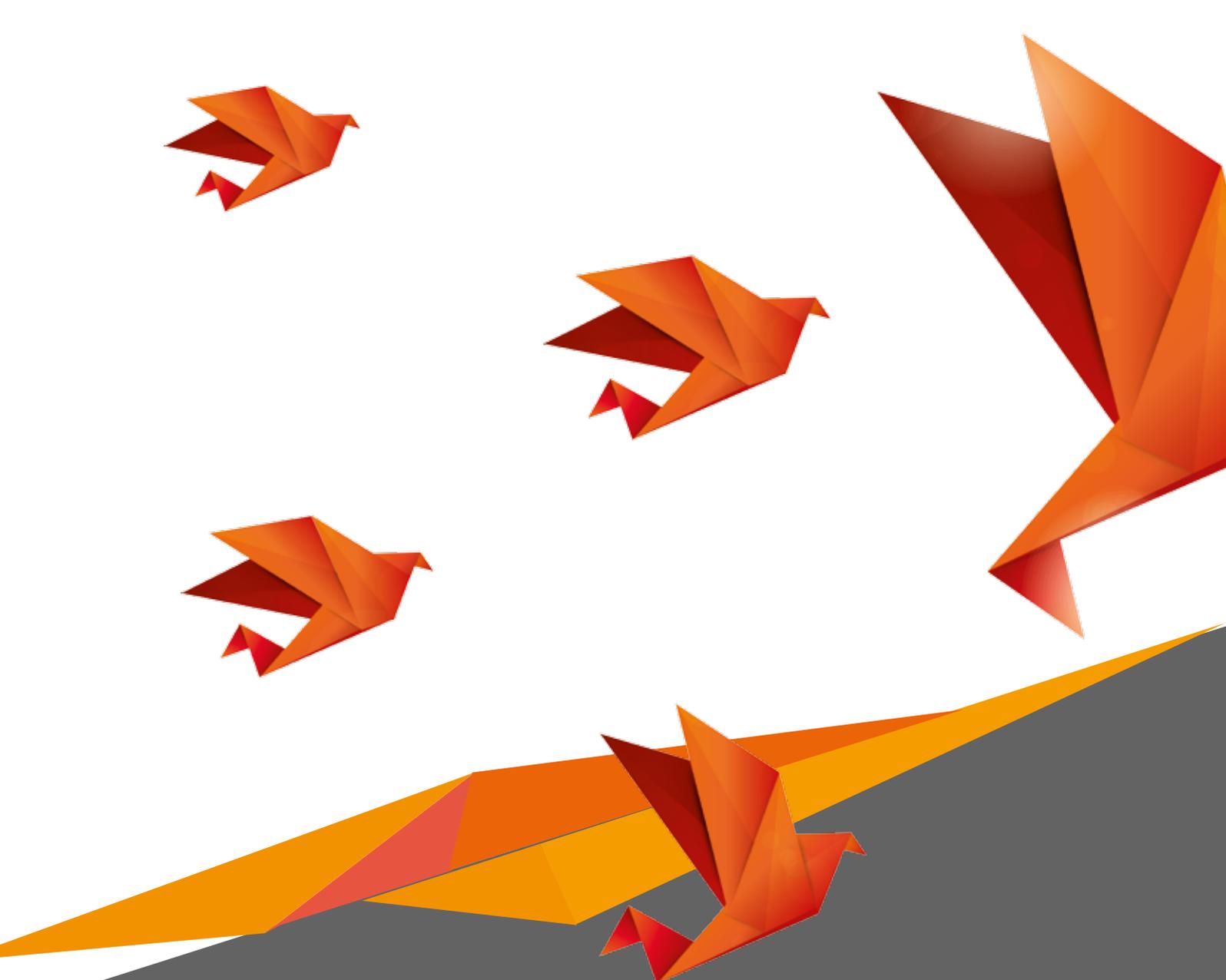
The ALM Committee measures and manages the global, balance sheet risks related to interest rates, liquidity and foreign exchange. It sets orientations and concentrates on optimizing equity.

It is presided over by the General Manager and brings together each quarter the main heads of commercial functions, the Head of the Investment Bank, the Head of the Capital Markets, the Head of RGM and the Head of Finance and Control.

EXTERNAL AUDITORS

The external auditors nominated by the Board of Directors are :

- **The MAZARS office** for the financial periods 2015, 2016 and 2017.
- **The MTBF-Member of the Price Waterhouse Coopers** office whose mandate ended with the approval of the financial statements for the 2015 accounting period and that have been reinstated for the 2016, 2017 and 2018 financial periods.



Evolution of Attijari bank's shares



- After closing 2015, with a unit price of TND 23.700, Attijari Bank title achieved an outstanding performance in 2016, posting an increase by 21.90 %, overpassing likewise the TUNINDEX (+8.86%) and the “Banks Index” (+11.29 %). Its lowest rate of the year was TND 24.15 and its highest one was TND 29.49 (the highest ever recorded rate).
- Attijari bank proceeded on July 20’ 2016 with the distribution of its unit dividend, amounting to TND 1.5, offering likewise the best return in terms of dividend in the banking sector.
- Attijari bank’s title was among the most exchanged titles on the stock exchange market with 2,298,803 handled shares, namely a total volume of MTND 64.48, posting an increase by 35.72 % compared to the previous year.



Allocation of the Results

sumer market.

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A REMINDER OF THE STATUTORY PROVISIONS CONCERNING THE ALLOCATION OF THE RESULTS

The net accounting result is worked out according to the accounting legislation into force.

The distributable profit is made by the net accounting result increased or decreased by the results, forwarded from previous financial years, after deducting therefrom :

1. 5% of the profit, fixed by the law under legal reserves. This levy ceases to be compulsory when the reserve fund reaches an amount equal to one tenth (1/10) of the share capital. It takes up again its normal course when, for any reason, the reserves go down below the one tenth of the required level.
2. Reserves prescribed by the special legislation texts or by the by-laws, within the limits of the rates fixed therein.

From this distributable profit, can be deducted :

1. The necessary amount to give to the shares a first dividend of six percent (6%) on the fully paid and not redeemed capital, which cannot be claimed by the shareholders with respect to the subsequent years profits ; in case the profits of one year do not allow their settlement.
2. From the available surplus, the Ordinary General Meeting shall be entitled, following a proposal made by the Board of Directors, to deduct any amount it deems adequate, either to be allocated to one or several general or special reserve fund(s) of which it takes care concerning its/their allocation or its/their use, or to be forwarded once again to the next financial year.
3. The surplus can be distributed to the shareholders as super-dividends.

The dividends are paid on the dates and in the places fixed by the Board of Directors, in the hands of the holders owning a certificate proving the number of shares they hold, delivered by the company or by an approved intermediary.

The dividends, not claimed within five (5) years as of their maturity dates, are time barred.

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

Unité: k DT

	Capital Stock	Reserves	Special reinvestment reserve	Other equities	Retained earnings	Earning for the financial year 2016	Total
Balance as of December 31st, 2016	198 741	139 665	0	3 646	38 567	107 077	487 696
Allocation approved by the Ordinary General Meeting of May 25th, 2017			30 000		(2 420)	(27 580)	0
Dividends						(79 497)	(79 497)
Balance after the allocation of the 2016 result	198 741	139 665	30 000	3 646	36 147	0	408 199





Human Resources Management

HUMAN CAPITAL DEVELOPMENT

In 2016, the Bank recruited 64 staff members, 84% out of whom were meant for operating activities. This recruitment consolidated Attijari bank's position as a player in the youth vocational integration.

Supporting training and apprenticeship, the Bank welcomed more than 1700 young students the majority of whom attended mandatory training sessions, a necessary stage for them for the award of their diplomas.

2016 was also marked by the finalization of the implementing of a new evaluation device, which allowed the conducting of a mid-term evaluation, giving thus the opportunity both to the manager and to his/her colleague, to discuss and exchange their points of view under the first semester.

Aiming at offering a support to the colleagues in an upgrading strategy, 920 staff members enjoyed at least one training session during the past year. Besides, the activities of "Attijari Academy" were taken up again and practical trainings were integrated in the career development process.

SOCIAL ACTIONS

Faithful to its customs and habits and to its values as a citizen bank, Attijari bank gave the proof, once again, of its adherence to social and citizen actions during 2016.

These actions focused mainly on know how and education. They covered not only its active and retired employees but also needy citizens through the organization of solidarity actions in different deprived regions in the country. We can quote just as examples:

- The Know how and Seniors' day: a ceremony organized to honour the staff's prize winners children as well as the retired staff members under the past year,
- The mini-foot inter-region tournament,
- The ceremony for the hand over of presents and gifts to the prize winners in a primary school in Kairouan (already supported by the Bank), at the end of the school year 2015/2016,
- The grant of computing equipment to Bardo Police Station,
- The acquisition of equipment and school supplies in favour of two schools "Ecole Mnasria/ Gafsa" and EcoleTbagua/Kasserine"
- The grants in favour of the Tunisian Association for the Assistance of the Deaf (A.T.A.S.).

INTERNAL COMMUNICATION

Throughout the financial year of 2016, the internal communication consolidated its communication actions to secure a closer proximity at the level of Attijari bank's Group.

As such, several initiatives were engaged aiming at federating our staff members around the values and the strategy of the Group particularly by organizing meetings that were favourable to exchanges such as the regional operation committees, the Group's committees, the breakfast meetings with the General Manager, etc.

2016 was marked by the launching of a new signature "We believe in You" which translated the trust that Attijari bank entertains towards the country, its environment, its customers and its staff members. In this respect, the General Manager insisted on sharing, for the first time, around the group's committee, with all the managers, the motivations which led to the selection of this motto. An internal communication campaign was conducted to pave the way for the rooting of this new motto and its ambitions.

The internal communication also supported several federating days such as the knowledge day, the seniors' day and women's international day as well. All these events offered the opportunity to pay tribute to the commitment and the role of our colleagues in the Group's growth dynamics.

Besides, electronic information spots, in relation to the Bank's news and events were broadcast, steadily, which made up a means to share the information with all our colleagues.





Internal Control & Risk Global Management

INTERNAL CONTROL

The internal control is defined, inside Attijari bank, as being the set of devices that were implemented in order to control and monitor all types of activities and the risks, securing likewise regularity, safety, efficiency for the transactions as well as the reliability of the information relating to the risks and the results, in accordance with the terms of reference into force.

The organization of the internal control system inside Attijari bank is based on the following principles:

- Informing the Board of Directors about the implementation of the decided strategies, the use of the fixed limits for each risk category and about the activities and results of the internal control;
- Implying the executive body in the organisation and functioning of the internal control device;
- The exhaustive coverage of the activities and the risks;
- The responsibility for the operating staff in the implementation of the decided control measures;
- The matching of the processes and procedures with:
 - * a clear cut definition of the tasks, an effective separation between the commitment and control functions and duties,
 - * the formal updated proxies.
- The control results must be made final and recorded in the dedicated computer application. They must be deeply analysed and reported to the Management and Committees;
- The development of a risk culture with the staff members, in order to secure the efficiency of the internal control device.

The internal control is structured at four levels:

- the first level represents self control and hierarchy control,
- the second level is secured by controllers working for the divisions but who are independent from the operating staff in charge of processing the transactions,
- the third level is conducted by a central structure,
- the fourth level is secured by the internal Audit.

Permanent Control

Being part of the continuous strategy to overhaul totally the bank organization, triggered since 2013 and reinforced during the following years, Internal Control is presently considered not only as an unavoidable player in the control environment of Attijari bank but also as a reference pillar, as far as the structures dedicated to the permanent control of Attijariwafa bank Group are concerned.

During 2016, the agencies and business centres network was largely covered with a perfect command of the inherent risks and the introduction of a vision focusing on the rebounds quality. This approach allowed the embedding of the control culture and the enhancing of the control hegemony perception with the operators.

In parallel with the network control works, the head office units control secured an investigative approach throughout the whole year with respect to the legal and procedural weak points of a good number of processes and business lines inside the Bank; it has successfully finalized the reinforcement of the internal control device at the level of Logistics and Collection, Litigations and Legal Pole, allowing further enlargement of the permanent control perimeters at the level of the head office which is already strong by the integration of the STC Pole, by the market activity and by the credit platform. A progressive deployment plan is under way, it reflects the commitment of the Bank to develop its control device. It is going to integrate the Finance and the Information systems.

2016 was also marked by the reinforcement of the remote control discipline which is ranked from now onwards as a fully established entity in the Internal Control and finds its privileges in the DELTA information system.

Definition works of a control dictionary and a procedure manual have been finalized, knowing that it is a well run after activity which has been duplicated at the level of the subsidiary companies of Attijariwafa bank Group.

Harmonization efforts of the control practices and tools are systematically engaged, in accordance with the standards of Attijariwafa bank Group within the framework of several follow up and coaching committees.

Periodical Control

2016 was the year of the unwinding of 2014-2016 intervention programme, it was also the year which witnessed the materialization of several efforts leading to raise General Audit up to the level of a federating pillar in the control pyramid of Attijari bank.

The network audit, as a supplement to the on-site interventions, which covered a large spectrum of agencies and business centres, developed a structured and dynamic rating system of the sales points, integrating an assessment for the management of the risks, inherent to the banking activities. This system underwent full scale tests at the level of certain business centres and agencies and it is presently under deployment for a more general use.

At the level of the central units and subsidiary companies, several structuring actions touching a good number of processes and business lines, inside the Bank, were apprehended throughout the whole year.

For the remote control, the definition works of a remote audit dictionary were launched, knowing that it is a subject which still remains very coveted.

The new information application "E-Audit" for the management of auditing activities was implemented successfully and will contribute from now onwards in the improvement of the operating efficiency of the periodical control and will offer a better control of the risks pertaining to the auditing activities.

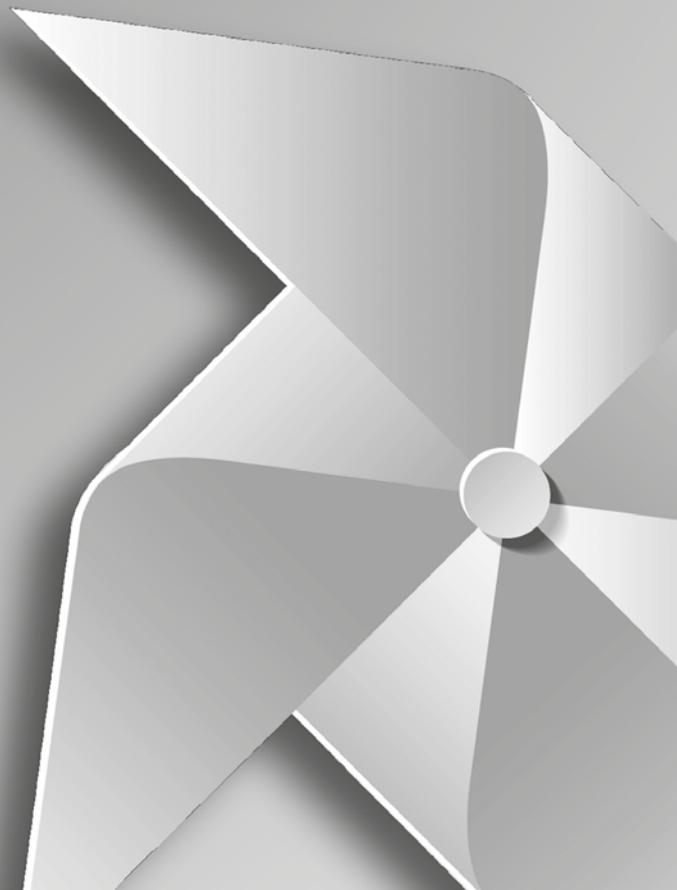
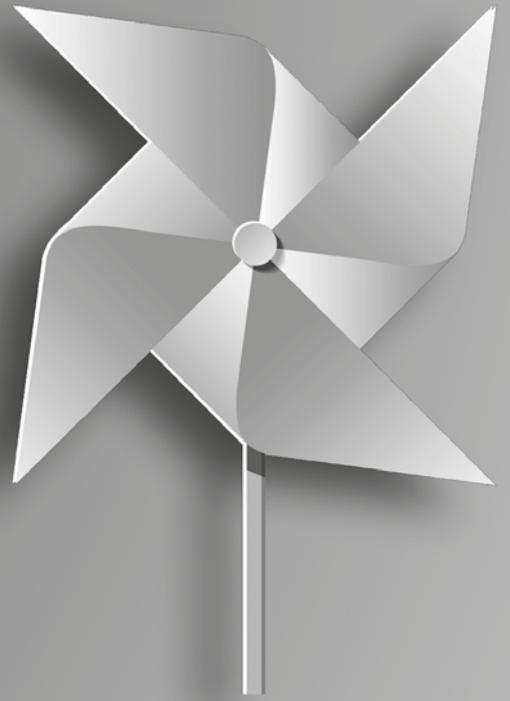
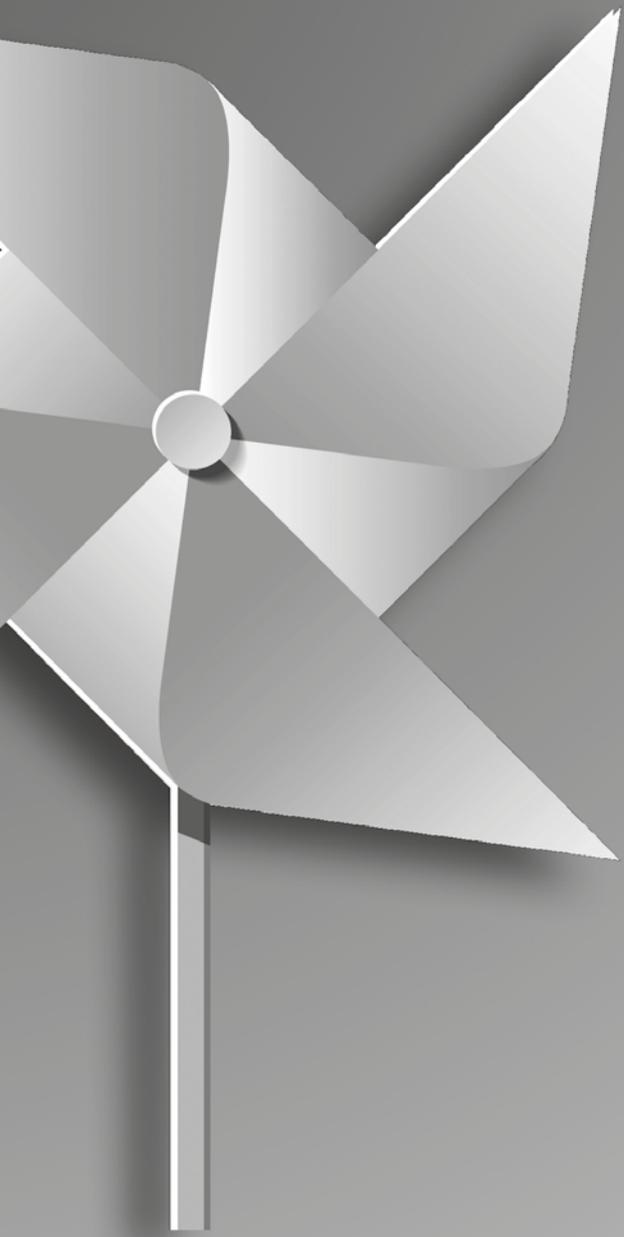
It is to be noted, besides, that a special attention was paid to the preparation of the new intervention plan 2017-2019, according to a risk approach which is based on a functional divisioning, a residual risk exposure evaluation and on considering the recommendations made by the governance authorities of the bank.

Besides, and with the perspective of modernizing General Audit, allowing it to reach a higher service providing level, in keeping with the profession international standards, it is being contemplated in 2017 to extend the corporation commitment audit to include the financial analysis of the main customers and the issue of an opinion in the way of a rating.

RISK GLOBAL MANAGEMENT

The main achievements of the Risk Global Management under 2016 financial year are:

- The improvement of the technical means allowing a better pro-activity in terms of risk management, especially stabilizing the internal rating system, as well as the implementation of the module relating to Risk Preventive Management,
- The implementation of the pre-requisites ruled out by the Central Bank of Tunisia, allowing the migration, by 2018, and in accordance with the established road map, to a prudential framework conform to Bale device,
- The sustained effort in terms of service quality improvement indoors, especially in terms of credit files processing periods, which allowed to support the sales effort for the sound deployment of the Bank goodwill.



Corporate Social Responsibility



Attijari bank has adopted a corporate social and environmental responsibility approach in accordance with the Bank's values.

The Bank has set itself not only as a major economic and financial actor but has also made a commitment to be a responsible bank open to its environment.

ATTIJARI BANK AT THE SERVICE OF KNOWLEDGE

The Bank has provided assistance to a number of elementary schools in disadvantaged areas.

The students of the Elementary School of Tbagha in the region of Kasserine and the Elementary School of M'nasria in the region of Gafsa had an exceptional back-to-school for the 2016/2017 school year, in much better conditions, after the Bank provided maintenance and materials to these schools.

A school canteen and a computer room were set up in the two schools and school bags and books were given to all the students, to help them keep going as long as possible in their school career, and reduce school dropouts rates.



AWARDS CEREMONY FOR TOP STUDENTS AT THE ELEMENTARY SCHOOL OF NAGGAZ IN KAIROUAN

A number of bicycles were awarded to the top students of the elementary school of Naggaz in Kairouan to encourage them to continue their schooling, and aim for top grades.



ATTIJARI BANK REINFORCES ITS PARTNERSHIP WITH CIVIL SOCIETY

Because it is aware of the growing role of Civil Society, Attijari bank continued its active contribution to humanitarian actions such as sponsoring the open medical and cultural day of the association “Sages-Femmes de Tunisie”, sponsorship for “Nourane” an association dedicated to fighting Breast Cancer, etc.

The Bank also funded the Tunisian Cultural Days in Toulouse organised by the association “Tous Bardo”, in order to boost the country’s image and participate in its economic recovery.



Attijari bank sponsored the launch of the first Tunisian-French university “**The Fall University of Tunisian and French Women**” dedicated to Tunisian women with innovating projects which have accomplished progress on the economic, political, social and cultural level. This event, the first of its kind in the Arab World was organised at the initiative of “Femmes, Débat et Société (FDS)” (Women, Debate and Society) and with the support of “Tunisiennes Fières”.

ATTIJARI BANK ENCOURAGES YOUTH ENTREPRENEURSHIP

Various initiatives to promote entrepreneurship amongst youth were carried out by the Bank in partnership with the association “Injaz Tunisie” and the NGO “Enactus”.



WITH THE SUPPORT OF ATTIJARI BANK, "INJAZ TUNISIE" WON THE AWARD FOR "BEST SOCIAL IMPACT" IN THE MENA REGION COMPETITION

Within the partnership between Attijari bank and "Injaz Tunisia", and as a founding member of this program, a team of volunteers from the Bank supported and coached young people to help them develop their ambitions, entrepreneurial spirit and professional skills.

As such, JEDMER a young company created by young high-school students, with coaching by a consultant of the Bank, was awarded the first prize for Best Social Impact at the final of the competition which took place 21-23 November 2016 in Manama, Bahrain. This competition gathered candidates from the national competitions of the 14 member countries of the "INJAZ AL-ARAB" network to elect the 2016 Best Arab Junior Enterprise.



JEDMER represented Tunisia with their project which is based on the sale of plastic bottle waste. Their goal was to encourage citizens to protect the environment and instil this culture in all Tunisians.

ATTIJARI BANK SUPPORTS THE ENACTUS PROGRAMME FOR THE SIXTH YEAR IN A ROW

For the sixth year in a row, Attijari bank continues to support the Enactus programme, which aims to promote entrepreneurship in young people and encourage them to create their own projects through a competition between teams of students from around forty higher education institutions, mentored by business leaders and professionals.

Through these programs, the Bank has shown the importance it gives to youth and the role they can play in the country's development.



ATTIJARI BANK PROMOTES THE USE OF RENEWABLE ENERGY

In the framework of the national policy for renewable energy, the Bank has since 2006 been funding the PROSOL project, a project headed by the National Agency for Energy Control (ANME) and the Tunisian Electricity and Gas Company (STEG), which aims to provide households with solar water heaters and install photovoltaic panels at preferential rates.

ATTIJARI BANK SUPPORTS ART AND CULTURE

In the framework of its approach of participation to the promotion of art and culture as a responsible bank, open on its environment, Attijari has participated in a number of actions.

On 6 December 2016, alongside the painting exhibition “Passerelles” held at the Bank’s headquarters, Attijari bank organised a workshop on corporate openness to art. Experts, Tunisian artists and students from the Sousse Art School facilitated this workshop.

Based on the conviction that art and culture are vectors of development and social cohesion, Attijari bank sponsored many art and cultural activities/actions, such as the Carthage International Festival, the Gafsa International Festival, and the Jazz Festival in Le Kef “Sicca Jazz”, etc.



FOCUS ON THE ART EXHIBITION “PASSERELLES”, ATTIJARI BANK BELIEVES IN THE IMPORTANCE OF ART AND CULTURE IN THE GLOBAL AND BALANCED DEVELOPMENT OF TUNISIA.

Attijari bank has developed a responsible cultural policy, promoting for many years artistic creation by multiple generations. The Bank has progressively built a collection of artwork which reflects the diversity of artistic movements in Tunisia. The “Passerelles” exhibition was an opportunity to show the wealth of this heritage, by gathering paintings, over three generations, full of diversity and renewal. The

Bank’s current collection is open to contemporary works ranging from kinetic sculpture, to tapestry and to digital composing.

“Passerelles” presented works by 29 Tunisian artists, from three different generations, all part of the Attijari Bank collection.







Financial Statements

INDIVIDUAL FINANCIAL STATEMENTS

BALANCE SHEET

AS AT DECEMBER 31st, 2016

(Unit : Thousands of Dinars)

		31/12/2016	31/12/2015
ASSETS			
AS 1 -	Cash and assets with Central Bank, Post Office Accounts and Tunisian Treasury	361 923	464 046
AS 2 -	Credits to banking and financial institutions	715 656	625 673
AS 3 -	Credits to clients	4 477 374	3 836 075
AS 4 -	Commercial securities portfolio	373 150	322 779
AS 5 -	Investment portfolio	553 131	453 837
AS 6 -	Fixed assets	139 219	138 371
AS 7 -	Other assets	248 350	205 253
	TOTAL ASSETS	6 868 803	6 046 034
LIABILITIES			
LI 1 -	Central Bank and Post Office Accounts	527 324	400 147
LI 2 -	Deposits and assets from banking and financial institutions	57 560	59 255
LI 3 -	Deposits and assets from clients	5 460 301	4 870 850
LI 4 -	Borrowings and special resources	148 912	102 584
LI 5 -	Other liabilities	187 010	173 085
	TOTAL LIABILITIES	6 381 107	5 605 921
EQUITY			
SE 1 -	Capital	198 741	198 741
SE 2 -	Reserves	139 665	135 981
SE 4 -	Other equity	3 646	3 646
SE 5 -	Profits carried forward	38 567	10 583
SE 6 -	Net Profit	107 077	91 162
	TOTAL EQUITY	487 696	440 113
	TOTAL LIABILITIES AND EQUITY	6 868 803	6 046 034

OFF BALANCE COMMITMENT STATEMENTAS OF DECEMBER 31st, 2016

(Unit : Thousands of Dinars)

	31/12/2016	31/12/2015
CONTINGENT LIABILITIES		
OBS 1 - Guarantees, acceptances and other given guarantees	293 071	277 830
OBS 2 - Documentary credits	201 057	230 152
OBS 3 - Pledged assets (*)	527 000	400 000
TOTAL CONTINGENT LIABILITIES	1 021 128	907 982
COMMITMENTS MADE		
OBS 4 - Financial commitments made	169 256	152 900
OBS 5 - Commitments on securities	38	38
TOTAL COMMITMENTS MADE	169 294	152 938
COMMITMENTS RECEIVED		
OBS 7 - Guarantees received	2 000 599	1 697 430
TOTAL COMMITMENTS RECEIVED	2 000 599	1 697 430

(*) The 2015 accounts have been restated for accounting purposes.

INCOME STATEMENT

PERIOD FROM JANUARY 1st, 2016 UP TO DECEMBER 31st, 2016

(Unit : Thousands of Dinars)

		2016 Financial Year	2015 Financial Year
INCOME FROM BANKING OPERATIONS			
RE 1 -	Interest and similar income (*)	305 835	281 803
RE 2 -	Commissions from products (*)	96 472	79 253
RE 3 -	Earnings on commercial share portfolio and financial operations (*)	55 959	40 346
RE 4 -	Income from investment portfolio	31 030	26 759
	TOTAL BANKING OPERATIONS INCOME	489 296	428 161
BANKING OPERATIONS EXPENSES			
EX 1 -	Interest paid and similar expenses (*)	(168 112)	(149 648)
EX 2 -	Commissions paid (*)	(4 306)	(3 745)
	TOTAL BANKING OPERATIONS EXPENSES	(172 418)	(153 393)
	NET BANKING INCOME	316 878	274 768
RE 5 \ EX 4	Allocations to provisions and income from corrections on credit values off balance sheet liabilities	(19)	14 880
RE 6 \ EX 5	Allocations to provisions and income from corrections to investment portfolio values	327	150
RE 7 -	Other operating income	6 197	5 769
EX 6 -	Staff expenses	(107 414)	(98 612)
EX 7 -	General operating expenses	(36 132)	(33 684)
EX 8 -	Allocations to depreciation and fixed asset provisions	(15 019)	(16 054)
	OPERATING INCOME	164 818	147 217
RE 8 \ EX 9	Earnings / Loss balance from other ordinary items	2 736	(10 477)
EX 11 -	Tax on profits	(47 952)	(45 578)
	INCOME FOR ORDINARY ACTIVITIES	119 602	91 162
RE 9 \ EX 10	Earnings / Loss balance from other extraordinary items	(12 525)	(0)
	INCOME FOR THE FINANCIAL PERIOD	107 077	91 162
	Net income after accounting modifications	107 077	91 162
	Basic earning per share (in TND)	2,69	2,29

(*) The 2015 accounts have been restated for accounting purposes.

TREASURY FLOWS STATEMENTPERIOD FROM JANUARY 1st, 2016 UP TO DECEMBER 31st, 2016

(Unit : Thousands of Dinars)

	2016 Financial Year	2015 Financial Year
OPERATIONS ACTIVITIES		
Banking operations income received (without investment portfolio income)	428 299	376 013
Bank operations expenses paid	(167 231)	(147 298)
Deposits/withdrawals from deposits with other banking and financial institutions	(12 072)	(7 233)
Loans and advances/Client loan and advances reimbursements	(631 853)	(240 172)
Deposits/withdrawals from client deposits	586 061	367 626
Investment securities	(35 437)	(71 656)
Funds paid to staff and other creditors	(131 027)	(133 858)
Other treasury flows coming from operations activities	(40 018)	(40 576)
Tax on profits	(47 952)	(45 578)
NET TREASURY FLOWS FROM OPERATIONS ACTIVITIES	(51 230)	57 268
INVESTMENT ACTIVITIES		
Interest and dividends received on the investment portfolio	28 362	26 940
Acquisitions/assignments of investment portfolio	(96 408)	4 985
Real estate purchases/sales	(15 867)	(6 564)
NET TREASURY FLOWS FROM INVESTMENT ACTIVITIES	(83 913)	25 361
FINANCING ACTIVITIES		
Borrowings issuance	60 000	60 000
Reimbursements	(13 753)	(7 143)
Increase/Decrease of special resources	(1 719)	(1 701)
Dividends and other distributions	(59 622)	(59 622)
NET TREASURY FLOWS ALLOCATED TO FINANCING ACTIVITIES	(15 094)	(8 466)
Net variation in cash and cash equivalents during the financial year	(150 237)	74 163
Cash and equivalents at the start of the financial year	526 243	452 080
CASH AND EQUIVALENTS OF THE FINANCIAL YEAR'S END	376 006	526 243

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEET

AS AT DECEMBER 31st, 2016

(Unit : Thousands of Dinars)

	31/12/2016	31/12/2015
Assets		
Cash and assets at Central Bank, Post Office Accounts and Tunisian Treasury	361 928	464 050
Credits to banking and financial institutions	627 678	548 447
Client Credits	4 954 103	4 264 371
Trade securities portfolio	513 883	432 192
Investment portfolio	531 711	441 969
Investments in equity affiliates	2 262	1 869
Fixed assets	163 595	162 476
Goodwill	928	1 013
Other assets	278 898	222 220
Differed tax asset	1 336	1 374
TOTAL ASSETS	7 436 322	6 539 981
LIABILITIES		
Central Bank and Post Office Accounts	527 325	400 147
Deposits and assets from banking and financial institutions	55 621	56 082
Client deposits and assets	5 469 433	4 883 308
Borrowings and special resources	451 552	406 019
Other liabilities	400 138	307 273
TOTAL LIABILITIES	6 904 069	6 052 829
TOTAL MINORITY INTERESTS	30 138	30 081
EQUITY		
Capital	198 741	198 741
Reserves	156 468	148 526
Other equity	3 646	3 646
Profits carried forward	38 567	10 583
Profits for the financial year	104 693	95 575
TOTAL EQUITY	502 115	457 071
TOTAL LIABILITIES, MINORITY INTERESTS AND EQUITY	7 436 322	6 539 981

CONSOLIDATED OFF BALANCE SHEET COMMITMENT STATEMENTAS AT DECEMBER 31st, 2016

(Unit : Thousands of Dinars)

	31/12/2016	31/12/2015
CONTINGENT LIABILITIES		
Guarantees, acceptances and other guarantees made	293 054	277 748
Documentary credits	199 936	228 017
Pledged assets (*)	527 000	400 000
TOTAL CONTINGENT LIABILITIES	1 019 990	905 765
COMMITMENTS made		
Funding commitments made	232 286	214 124
Commitments on securities	38	38
TOTAL COMMITMENTS MADE	232 324	214 162
COMMITMENTS RECEIVED		
Funding commitments received	2 639 314	2 240 164
TOTAL COMMITMENTS RECEIVED	2 639 314	2 240 164

(*) The 2015 accounts have been restated for accounting purposes.

CONSOLIDATED INCOME STATEMENT

AS AT DECEMBER 31st, 2016

(Unit : Thousands of Dinars)

	2016 Financial Year	2015 Financial Year
BANKING OPERATIONS INCOME		
Interest and affiliated revenues (*)	344 115	316 672
Commissions (on products) (*)	97 891	81 716
Trade securities portfolio and financial operations income (*)	59 774	46 304
Investment portfolio income	26 957	25 539
TOTAL BANKING OPERATIONS INCOME	528 737	470 231
BANKING OPERATIONS EXPENSES		
Interest paid and affiliated expenses (*)	(189 234)	(170 288)
Commissions paid (*)	(3 731)	(3 012)
TOTAL BANKING OPERATIONS EXPENSES	(192 965)	(173 300)
Income from other activities	52 875	47 426
Expenses from other activities	(44 457)	(42 941)
NET BANKING INCOME	344 190	301 416
Allocations to provisions and the income from value corrections on off balance sheet and liabilities credits	505	19 293
Allocations to provisions and the income from value corrections on investment portfolio	(341)	290
Other operating income	8 220	6 999
Staff expenses	(118 512)	(108 316)
General operating expenses	(40 543)	(37 234)
Allocations to depreciation and fixed asset provisions	(15 691)	(16 672)
OPERATING INCOME	177 828	165 776
Share of the income from equity affiliates	391	60
Balance of the income/loss coming from other ordinary elements	(4 835)	(17 790)
Tax on profits	(52 219)	(49 503)
INCOME FOR ORDINARY ACTIVITIES	121 165	98 543
Share of income from minorities	(2 816)	(2 968)
CONSOLIDATED NET INCOME FOR THE GROUP'S FINANCIAL PERIOD	118 349	95 575
Effect of the Group's accounting modifications	-	-
Balance in profit / loss coming from other extraordinary items	(13 656)	-
INCOME AFTER THE GROUP'S ACCOUNTING MODIFICATIONS	104 693	95 575

(*) The 2015 accounts have been restated for accounting purposes.

CONSOLIDATED TREASURY FLOW STATEMENTPERIOD STARTING ON JANUARY 1st, 2016 AND ENDING ON DECEMBER 31st, 2016

(Unit : Thousands of Dinars)

	2016 Financial Year	2015 Financial Year
OPERATING FLOWS		
Operations income received (without income investment portfolio)	460 532	410 292
Banking operations expenses paid	(184 161)	(168 718)
Deposits/Withdrawals from other banking and financial institutions	(1 454)	(12 426)
Loans and advances/Client loan and advances reimbursements	(682 744)	(273 474)
Client deposits and deposit withdrawals	582 791	379 218
Investment Securities	(61 541)	(130 516)
Funds paid to staff and other creditors	(154 571)	(134 600)
Other treasury flows from operating activities	53 169	(1 686)
Tax on profits	(68 603)	(47 634)
TOTAL NET TREASURY FLOWS FROM OPERATING ACTIVITIES	(56 582)	20 456
INVESTMENT FLOWS		
Interest and dividends received from investment portfolio	24 784	26 867
Acquisitions/Transfers on investment portfolio	(87 038)	4 520
Acquisitions/Transfers on fixed assets	(16 836)	(10 945)
TOTAL NET CASH FLOWS FROM INVESTING ACTIVITIES	(79 090)	20 442
FINANCING FLOWS		
Issuance of loans		
Repayment of loans	105 256	146 779
Increase/Decrease of special resources	(58 169)	(49 548)
Dividends and other distributions	(3 201)	(6 073)
TOTAL NET CASH FLOWS FROM FINANCING ACTIVITIES	(59 817)	(62 330)
	(15 931)	28 828
Net variation of cash and cash equivalents during the financial year		
Cash and cash equivalents at the beginning of the financial year	(151 603)	69 726
CASH AND CASH EQUIVALENTS AT END OF FINANCIAL YEAR	532 275	462 549
	380 672	532 275



Auditors' Report



ECC MAZARS

Immeuble Mazars, Rue Lac Ghar El Melh
Les Berges du Lac - 1053 Tunis
Tel : +216 71 96 33 80 - Fax : +216 71 96 43 80
E-mail : mazars.tunisie@mazars.com.tn

PWC - M.T.B.F. Associated Auditors

Accounting Firm
Immeuble PwC- Rue du Lac d'Annecy
Les Berges du Lac - 1053 Tunis
Tel : +216 71 16 00 00 - Fax : +216 71 86 17 89

Attijari bank,
GENERAL REPORT OF THE FINANCIAL STATEMENTS
FOR THE FINANCIAL PERIOD ENDING ON DECEMBER 31st, 2016

Ladies and Gentlemen, the Shareholders of Attijari bank,

On April 20th, 2017, we gave our opinion without reservation, on the financial statements of Attijari bank under the financial year ended December 31st, 2016, as fixed by the Board of Directors during its meeting on February 14th, 2017. The said financial statements showed a total balance sheet of kTND 6,874,283 and a net profit of kTND 110,228.

The Central Bank of Tunisia invited the bank, through a correspondence dated May 9th, 2017, to postpone the booking of a reversal of an unused provision concerning one of its relations. Attijari bank decided to modify its financial statements to meet the request of the Central Bank. These modified financial statements show a total balance of kTND 6,868,803 and a net profit of kTND 107,077. This modification shall not have any impact on our opinion concerning the audit.

We have audited the attached consolidated financial statements of Attijari bank group, including the balance sheet as of December 31st, 2016, as well as the consolidated off balance commitment statement, the consolidated income statement, the consolidated cash flow statement and the consolidated notes containing a summary of the main accounting methods and other explanatory notes.

Responsibilities of the Bank's Management in the preparation and presentation of the financial statements

The Bank's management is responsible for the drawing up, preparation and fair presentation of these consolidated financial statements, in accordance with the provisions of the companies' accounting systems. This responsibility includes the design, the implementation and the follow up of the Bank's internal control and the fair presentation of financial statements that are free from material misstatements, whether due to frauds or errors, as well as making accounting estimates that are reasonable, under the circumstances.

Responsibilities of the Auditors

The financial statements were established by your Board of Directors.

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit according to the applicable professional standards in Tunisia. These standards require, from our side, that we comply with the ethical rules and to plan and execute the auditing operation in order to obtain a reasonable assurance on whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence elements about the amounts and the disclosures in the consolidated financial statements. The selected procedures depend on the auditors' judgement, including the assessment of the risk of material misstatements in the financial statements, whether due to frauds or to errors. When assessing the risk, the auditor takes into account the internal control into force in the entity, relating to the drawing up and the fair presentation of the consolidated financial statements in order to define adequate auditing procedures, under the circumstances, and not to express an opinion about the efficiency of the said internal control of the entity.

An audit also includes the evaluation of the appropriateness of the used accounting procedures and the reasonableness of the accounting estimates made by the management, as well as the evaluation of the overall presentation of the consolidated financial statements.

We estimate that the evidence elements that we have collected are enough and appropriate to issue our opinion.

Opinion

In our opinion, the consolidated financial statements of Attijari bank Group are regular sincere and present fairly, in all material respects, the financial position of the Bank as of December 31st, 2016, as well as the result of its transactions, and the cash flow under the financial year, ended on that date, in accordance with the corporate accounting system into force in Tunisia.

Specific Examinations

We have also made, according to the profession standards, the specific checking operations, set forth by the law and the professional standards. Based on these checking operations, we have no remarks to make about the sincerity and the conformity to the consolidated financial statements of the accounting data included in the management report under 2016.

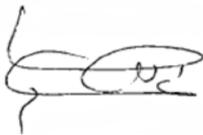
We have also examined, within the framework of our audit, the internal control procedures relating to the accounting information processing and to the preparation of the consolidated financial statements. We point out, in conformity with the requirements stated in Article 3 (new) of the Law n° 94-117 dated November 14th, 1994 as amended by the Law 2005-96 dated October 18th, 2005 that we have not detected, based on our examination, any substantive shortcomings likely to have a potential impact on our opinion concerning the consolidated financial statements, as expressed hereabove.

Tunis, May 11th, 2017

The Auditors

ECC MAZARS
Mohamed Ali ELAOUANI CHERIF

Les commissaires aux comptes associés M.T.B.F
Ahmed BELAIFA



ECC MAZARS

Immeuble Mazars, Rue Lac Ghar El Melh
Les Berges du Lac - 1053 Tunis
Tel : +216 71 96 33 80 - Fax : +216 71 96 43 80
E-mail : mazars.tunisie@mazars.com.tn

PWC - M.T.B.F. Associated Auditors

Accounting Firm
Immeuble PwC- Rue du Lac d'Annecy
Les Berges du Lac - 1053 Tunis
Tel : +216 71 16 00 00 - Fax : +216 71 86 17 89

Attijari bank,
SPECIAL REPORT OF THE STATUTORY AUDITORS
CONCERNING THE FINANCIAL YEAR ENDED DECEMBER 31ST, 2016

Ladies and Gentlemen, the Shareholders of Attijari bank,

In our capacity as your bank's auditors, and as an enforcement of the provisions of Article 62 of the Law n° 2016-48, dated July 11th 2016, relating to banks and the credit institutions, and Article 200 and the articles thereafter and Article 475 of the Commercial Companies Code, we are pleased to submit our report on the signed conventions.

Our responsibility is to secure the compliance of the authorization and approval legal procedures and their correct translation, in fine, in the financial statements. It is not up to us to specifically search for, and in an extensive manner, the eventual existence of such conventions or transactions but to relay to you, on the basis of the disclosures that were made available to us or those obtained through our auditing procedures, their main characteristics and modalities, without having to make an opinion on their usefulness or their validity. It is up to you to appreciate the interest related to the signing of these conventions and the execution of these transactions, in order to approve them.

A. RECENT EXECUTED CONVENTIONS AND TRANSACTIONS (OTHER THAN THE REMUNERATIONS GRANTED TO THE EXECUTIVES)

Your board of directors advised the following conventions and transactions:

▶ Attijari SICAR

A Risk Capital Fund management convention entered on February 28th, 2017, between Attijari Sicar and Attijari bank, whereby Attijari bank makes available to Attijari Sicar a Risk Capital Fund totalling KTND 30,000. The two companies undertake to use at least 65 % of the Risk Capital Fund for the acquisition or the subscription of shares and corporate stocks or obligations convertible into the above mentioned shares, recently issued by the corporations listed in the catalogue set forth in paragraph III of Article 39 septies of the IRPP and IS Code. As a remuneration of its management of the Risk Capital Fund for the account of Attijari bank, Attijari Sicar collects:

- ▶ An annual fixed remuneration of 1% VAT excluded, calculated on the initial amount of the managed fund;
- ▶ A 10 % levy on the revenues, dividends, added values and any other proceeds coming from the Fund.

This convention was authorized by the board of directors on February 14th, 2017.

▶ Attijari Recouvrement

A convention was signed on January 11th, 2017 between Attijari bank and Attijari Recouvrement providing for the assignment of a lot of totally covered debts composed of 8860 files whose nominal value was kTND 868 against an assignment price of kTND 9. This convention becomes effective on December 31st, 2016.

This convention was authorized by the board of directors on February 14th, 2017.

▶ Attijari Finances

A convention was signed on June 3rd, 2016 between Attijari bank and Attijari Finances, within the framework

of which Attijari Finances plays the role of a financial consultant and a global coordinator for the subordinated bonds issue operations.

The issue carried out in 2016 related to an amount of kTND 60,000.

In return for the rendered services, the bank will pay the following commissions:

a. A lumpsum commission

A lumpsum commission worth kTND 50 VAT excluded, for the elaboration and the updating of the reference document required by Financial Market Board, to be settled as follows:

- ▶ kTND 30 VAT excluded on the contract signing date.
- ▶ kTND 20 VAT excluded on the approval date of the reference document.

As such, the bank recorded over 2016 a kTND 59 charges.

b. A success commission

Success commission under a private bond issue

A lumpsum success commission worth kTND 40 VAT excluded is payable on the closing date of the private bond issue subscription period of 2016.

The amount disbursed by the bank is kTND 47.

Success commission under a bond issue conducted as a reply to a public call for savings

A 0.5% success commission Taxes excluded, applicable on the levied amounts within the framework of every bond issue operation under 2016, as a reply to a public call for savings is payable on the closing date of every subscription period. Considering the fact that the investment phase of each bond issue conducted under 2016, as a reply to a public call for savings is achieved with the collaboration of Attijari Intermédiation, the bank shall disburse to Attijari Intermédiation part of the success commission. The disbursement rate shall be fixed jointly between the two parties.

No transaction has been conducted under this chapter.

B. EXECUTED TRANSACTIONS, RELATING TO OLD CONVENTIONS, WITH SOME MODIFICATIONS, DURING 2016' FINANCIAL YEAR.

We inform you that the following old convention was modified, during 2016' financial year, as indicted hereafter :

▶ Attijariwafa bank

The agreement of the counter guarantee entered into with Attijariwafa Bank Group to cover risk sharing overrun ratios, concerning the business partners ETAP, Tunisie Telecom and OOREDOO Tunisie was modified during 2016 as follows:

- ▶ The non renewal of the counter guarantee extended to ETAP, Tunisie Telecom and due on June 15th, 2016,

- ▶ The extension of, the cover period and the review downwards of the maximum amount of the cover extended to OOREDOO Tunisie. The different reviews can be summed up in the following chart:

Modification date	Guaranteed Max. Amount	Cover due date
08/08/2016	kTND 50.000	30/09/2016
11/10/2016	kTND 15.000	31/12/2016

Under this guarantee, the bank shall pay to Attijariwafa bank, a 0.3 % commission per year VAT excluded, over the validity period of the guarantee.

During the 2016 Financial Year, the bank paid a commission of kTND 44 in favour of Attijariwafa bank.

C. EXECUTED TRANSACTIONS RELATING TO OLD CONVENTIONS (OTHER THAN THE REMUNERATIONS GRANTED TO THE EXECUTIVES):

We inform you that the execution of the following conventions, approved under previous financial years, continued during the past financial year:

▶ Attijari Assurance

Attijari bank recorded in 2016 proceeds up to kTND 19, including building lease fees and the share of Attijari Assurance in the Head office common charges.

Attijari bank receives acquisition and management commissions under the marketing of the life insurance products. The amount of these products to be collected, reached on 31/12/2016 kTND 1995. The amount of the commissions for the products is kTND 2017.

Attijari bank recorded kTND 574 as "Temporary Death Insurance" included in all the individual customers current accounts.

▶ Attijari Intermédiation

Attijari bank signed on 27/12/2012 a Movable Account Keeping Convention with its 99.99 % subsidiary company Attijari Intermédiation whose purpose is the keeping of the shareholders' register of Attijari bank's movables and the pertaining rights, in accordance with the regulations of the Financial Market Board. In order to render these services, the fees of Attijari Intermédiation are fixed at kTND 7, Taxes excluded, to be settled at the end of every year.

The charges recorded on the books under 2016 amount to kTND 8.

▶ WafaSalaf

Attijari bank Tunisia concluded a convention on May 9th, 2012 with Wafa Salaf (a company with whom your bank has joint directors) by virtue of which some know how as well as a technical assistance and some consulting services as well as any other service relating to the internal operations in terms notably of the loan award optimization process for credit award, the setting up of a recovery platform, the risk piloting, follow up and control, are put at the disposal of the bank.

In return for the services provided, Attijari bank undertakes to pay a remuneration calculated in terms of the time spent and of the level of the responsibility and vocational qualification of the proposed staff. A recharge of the fees incurred by Wafa Salaf shall be made with respect to the transportation fees and the per diem expenses. Invoicing shall be on a monthly basis for the incurred costs. The fees reference price is fixed at € 400 (four hundred euros) per day.

No business transactions are recorded under 2016 financial year.

▶ Attijariwafa bank

Within the framework of the convention signed between Attijari bank and Attijariwafa bank, as authorized by the board of directors on March 5th, 2007 and modified by the Board's decision of June 6th, 2008, the charges recorded by Attijari bank for the technical assistance and consulting services provided by Attijariwafa bank, under the financial year of 2016, amounted to kTND 4,795.

This convention has been replaced since February 13th, 2015 by the technical assistance convention entered into with Attijari Africa.

▶ Attijari Africa

A convention was signed on January 1st, 2015 between Attijari bank and Attijari Africa whose purpose was to provide to the bank technical assistance and consulting services and any other service relating to the definition of the bank's global strategy.

The amount of the technical assistance services is fixed and invoiced every semester by Attijari Africa on the basis of the used services during the semester. The rendered services are expressed in man/days based on a pricing grid.

In return for the rendered services, Attijari bank recorded, during the 2016 financial year a work load amounting to kTND 771. The amount indicated at the level of the bank's liabilities is kTND 1 856.

This convention was authorized by the board of directors on February 13th, 2015 and replaced the old convention of technical assistance entered into with Attijariwafa bank.

▶ Attijari Leasing

Within the framework of the convention signed with Attijari Leasing (in which Attijari bank holds 62.02%), the bank provided, during the 2016 financial year, assistance services for the sales of products of Attijari Leasing through the Bank's sales network and received, in return, proceeds amounting to kTND 147, with respect to the financial year of 2016.

▶ Attijari Immobilière

The Bank concluded on January 10th, 2012 with Attijari Immobilière (in which Attijari bank holds 99.98%) an asset management convention for the sale of properties belonging to the Bank, against a commission of 2.5% on the sales price, taxes excluded. No transaction was recorder under the financial year 2016.

▶ Attijari Sicar

- Within the framework of the risk capital funds management convention entered on March 24th, 1998, with the Attijari Sicar Company, the latter collects, every year, a 1% remuneration paid on the whole managed funds. The management commission amounted to kTND 62 in 2016.

- A second convention between Attijari bank and Atijari Sicar was signed on September 7th, 2015 whereby Attijari bank secures the management and the achievement of the actions for the recovery of the contested debts which comply with the following conditions:

- ▶ Debts for which an ongoing action is pending,
- ▶ Debts which are the object of negotiations of an unsettled transaction, an execution action or whose written copy of the relating judgement is being delivered,
- ▶ Debts whose recovery requires a real estate attachment,
- ▶ Debts of companies which are the object of collective proceedings or corrective measures.
- ▶ As well as any other debt for which a special mandate will be delivered.

In return for the rendered services, Attijari bank shall collect a commission on any recovered amount of principal and interest.

The pricing conditions of this convention are as follows:

Recovery Type/Fees	Rate
Commission on the nominal amount: Totally or partially recovered debts	20% commissions VAT excluded on the nominal amounts
Commissions on added values: Totally or partially recovered debt	20% commissions VAT excluded on the added values amounts
Fixed fees per file opening	TND 50 VAT excluded per file

No transaction was recorded under the financial year of 2016.

▶ The SICAV Companies

Within the framework of the conventions entered between Attijari bank and Attijari Valeurs Sicav, Attijari Placement Sicav and Attijari Obligataire Sicav, the Bank fulfils the duties of a depositary for their accounts and collected for these services commissions amounting to kTND 182, under the financial year 2016.

▶ Générale Tunisienne Informatique (GTI)

Within the framework of the frame convention, dated May 31st, 2010, entered between the bank and GTI (held up to 66.25% by Attijari bank), GTI invoiced to the Bank kTND1,127, for information assistance services rendered in 2016.

▶ Attijariwafa bank Europe

Pursuant to the convention entered into on March 1st, 2010, as amended on March 19th, 2012, between Attijari bank Tunisia and Attijariwafa bank Europe (with whom your bank has joint directors), as approved by the Board of Directors of June 5th, 2012, the latter, through its branch offices network, is acting as a bridge between Attijari bank Tunisia and the Tunisian customers living in Europe, in terms of information, presentation of the banking offer and intermediation in the distribution of products and services. These services are remunerated by means of a commission called "TRE Activities Commission" based on a unit pricing system for the provided services. This commission is negotiated between the two parties, on an annual basis.

The book bank charges under the financial year 2016 amounted to kTND 1,784 and the amount entered in the bank's liabilities as of December 31st, 2016 is kTND 2,369.

▶ Attijari Finances

A convention was signed on March 23rd, 2014, between Attijari bank and Attijari Finance Tunisie providing for the subscription by Attijari bank of equity securities issued by Attijari Finance Tunisie in order to meet the equity capital requirements set forth by Article 388 of the Commercial Companies Code. The issue related to kTND 750 and was made on April 1st, 2014.

The equity securities shall bear interests at the following rates:

- ▶ A TMM gross fixed rate (M.M.R.) per annum starting from the eligibility settlement date. This rate shall be equal to TMM (MMR) + 1, starting from the date of the capital reconstitution by the issuer, in accordance with Article 388 of the Commercial Companies Code. The interests are calculated on the nominal value of every equity security and shall be paid on annual basis, on their due dates.
- ▶ A variable remuneration, equal to 10% of the profit share, above kTND 50. This remuneration shall be calculated on the net profits, after taxation and contingencies within one month starting from the date of the ordinary general meeting which will have examined the issuer's accounts.

The recorded interests on the books under 2016 financial year amounted to kTND 35.

▶ Other Conventions

Attijari bank assigned, in favour of Générale Tunisienne d'Informatique (GTI), Attijari Immobilière, Attijari Gestion, Générale Immobilière du Sud (GIS), Attijari Intermédiation, Attijari Leasing, Attijari Recouvrement, Attijari Finance and Attijari SICAR, some members of its paid staff. The secondment decisions provide that the amounts invoiced by the Bank shall correspond to the paid salaries. The amounts invoiced under the 2016 financial year are detailed as follows:

(Amount in kTND)	
Subsidiary Company	Invoiced Amount
Attijari Intermédiation	167
GIS	128
Attijari Leasing	110
GTI	90
Attijari Immobilière	61
Attijari Recouvrement	20
Attijari Finances	10
Attijari Gestion	6
Attijari Sicar	6
Attijari Assurance	2
TOTAL	600

Likewise, certain subsidiary companies have assigned to Attijari bank their paid staff members. The total amount of these charges in 2016 is kTND 132 all taxes included, detailed as follows:

Beneficiary Party	Amount of Charges
Attijari Intermédiation	69
Attijari Recouvrement	61
Attijari Leasing	2
TOTAL	132

D. LIABILITIES AND COMMITMENTS OF THE BANK TOWARDS THE EXECUTIVES:

D.1- LThe obligations and commitments towards the executives as set forth in Article **200 (new) II** § 5 of the Commercial Companies Code are detailed as follows:

- ▶ The remuneration and benefits granted to the President of the Board of Directors are fixed pursuant to a decision from the remuneration committee, which reports to the Board of Directors, dated March 8th, 2007. This remuneration is detailed in the chart herebelow. Besides, the Chairman of the Board enjoys the use of an official company car and the payment by the bank of his/her telephone bills.

► The remuneration and benefits granted to the General Manager are fixed pursuant to a decision from the remuneration committee, which reports to the Board of Directors, dated December 15th, 2012. The remuneration of the General Manager includes a fixed indemnity and an annual bonus according to the achievement of the set targets. Besides, the General Manager enjoys the use of an official company car including the charges for utilities and the payment by the bank of his/her telephone bills, the school attendance fees, the accommodation expenses and air tickets.

► The remuneration of the Deputy General Manager, in charge of the support activities, includes a fixed indemnity and an annual bonus according to the achieved targets. Besides, the Deputy General Manager enjoys the use of an official company car including the charges for utilities and the accommodation expenses and air tickets.

► The remuneration of the Deputy General Manager in charge of the "BANQUE DE DETAIL" (Detailed Bank) includes a fixed indemnity and an annual bonus according to the achieved targets. Besides, the Deputy General Manager enjoys the use of an official company car including the charges for utilities and the payment of his telephone bills.

► The members of the Board of Directors, the members of the Auditing Permanent Committee, the members of the credit executive committee and the members of risk committee are remunerated by means of attendance fees fixed, annually, by the Board of Directors and are subject to the approval of the Ordinary General Meeting.

D.2- The liabilities and commitments of Attijari bank towards its executives, as shown in the financial statements, under the financial year ended December 31st, 2016 (social charges, including paid leaves) are detailed as follows (in dinars):

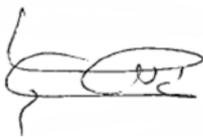
	President of the Board of Directors		General Manager		Deputy General Managers		Board Members	
	Charges for fiscal Year	Liabilities as of Dec. 31st, 2016	Charges for fiscal year	Liabilities as of Dec. 31st, 2016	Charges for fiscal year	Liabilities as of Dec. 31st, 2016	Charges for fiscal year	Liabilities as of Dec. 31st, 2016
Short-term benefits	369 184	442	1 180 193	153 167	1 205 368	64 020	102 000	0
Post employment benefit plans	0	0	0	0	4 714	21 372	0	0
Total	369 184	442	1 180 193	153 167	1 210 082	85 392	102 000	0

Furthermore, and outside the above mentioned transactions, we inform you that no notice was given to us about any other convention entered into during the financial year and our works have not revealed the existence of any other transactions falling within the framework of the provisions of Article 62 of the Law n° 2016-48 dated July 11th, 2016 and of Article 200 and the articles thereafter and Article 475 of the Commercial Companies Code.

Tunis, May 11th, 2017

The Auditors

ECC MAZARS
Mohamed Ali ELAOUANI CHERIF



The M.T.B.F. Associated Auditors
Ahmed BELAIFA





A hand in a white shirt cuff is visible on the left side of the page, pointing towards the text. The background is a dark grey gradient with a large, abstract, multi-colored shape (orange, red, yellow) that resembles a stylized arrow or a ribbon pointing downwards and to the right.

Passed Resolutions

RESOLUTIONS PASSED BY THE ORDINARY GENERAL MEETING HELD ON MAY 25TH, 2017, TO EXAMINE THE FINANCIAL YEAR OF 2016

FIRST RESOLUTION

The Ordinary General Meeting, having heard the report about the management and the report of the consolidated management from the Board of Directors, relating to the financial year ended December 31st, 2016, approves the said reports, as they have been presented.

This resolution was put to the vote and adopted unanimously.

SECOND RESOLUTION

The Ordinary General Meeting, having heard the special report of the co-auditors, about the valid conventions, entered into during the financial year 2016, has approved the said Conventions.

This resolution was put to the vote and adopted unanimously.

THIRD RESOLUTION

The Ordinary General Meeting, after examining the individual and consolidated financial statements, relating to the financial year ended December 31st, 2016, and after reading the reports of the co-auditors, has approved the said individual, as well as consolidated financial statements.

This resolution was put to the vote and adopted unanimously.

FOURTH RESOLUTION

The Ordinary General Meeting decides to give full final discharge and without any reservation to the Directors for their management, under the 2016 financial year.

This resolution was put to the vote and adopted with an absolute majority.

FIFTH RESOLUTION

The Ordinary General Meeting noted the profit made under the financial year of 2016, amounting to TND 107,076,646 and resolves to appropriate it as follows:

(Amount in Dinars)	
PROFIT FOR THE FINANCIAL YEAR	107 076 646
RETAINED EARNINGS	38 566 506
PROFIT TO DISTRIBUTE	145 643 152
SPECIAL REINVESTMENT RESERVE	30 000 000
DIVIDENDS	79 496 580
RETAINED EARNING	36 146 572

The Ordinary General Meeting delegates to the Board of Directors to fix the terms and the exact payment date of dividends.

This resolution was put to the vote and adopted unanimously.

SIXTH RESOLUTION

The Ordinary General Meeting, following a proposal made by the Board of Directors, fixes the amount of Six Thousand Dinars (TND 6,000), as an annual global gross amount for the attendance fees in the meetings of the Board of Directors, to be allocated to every member of the Board, under the financial year 2016.

The members of the regulated committees will receive in addition an annual global gross amount of Six Thousand Dinars (TND 6,000) for each member of these committees, as remuneration for their works in the meetings of the said committees, under the financial year 2016.

This resolution was put to the vote and adopted unanimously.

SEVENTH RESOLUTION

The Chairman of the Board of Directors informs the Ordinary General Meeting of the nomination of Mr. Talel EL BELLAJ as a director representing the Andalucarthage in replacement of Mr. Hicham SEFFA, pursuant to the provisions of Article 46 of the new law 2016-48 dated July 11th, 2016, relating to banks and financial institutions.

This resolution was put to the vote and adopted unanimously.

EIGHTH RESOLUTION

The Ordinary General Meeting, following a proposal of the Board of Directors, authorizes the issue of new ordinary or subordinated bonds up to a maximum amount of **200 million dinars** over a period of three (03) years, in one or several issues, over the financial years 2018, 2019 and 2020 and confers to the Board of Directors the necessary powers in order to fix the successive amounts, the terms and the conditions for issuing the said bonds.

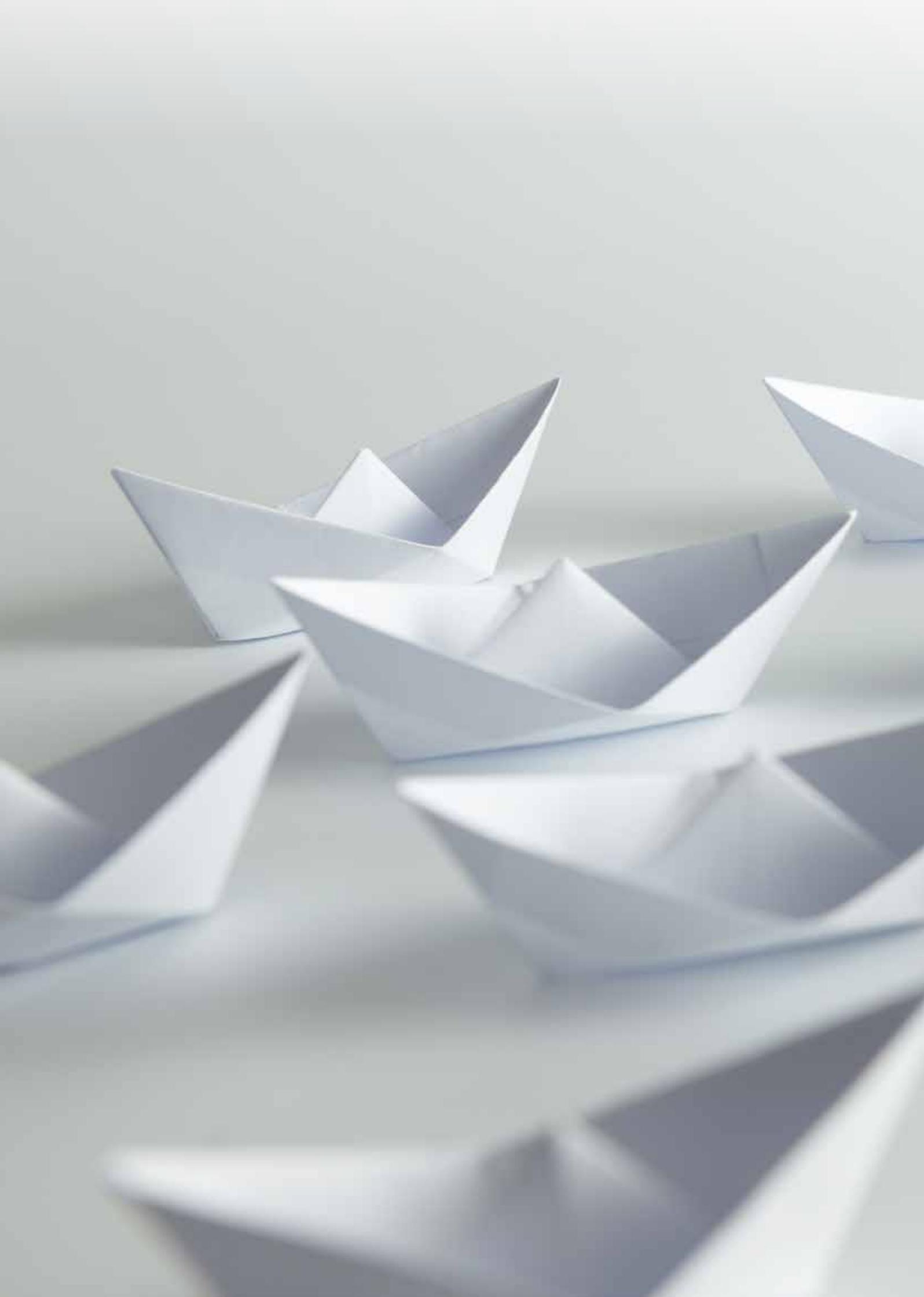
The Ordinary General Meeting authorizes the Board of Directors to confer to the General Manager the powers to fix, before the issue of the bonds, the terms and conditions of the borrowing.

This resolution was put to the vote and adopted unanimously.

NINTH RESOLUTION

The Ordinary General Meeting confers all the powers to the holder of an original, a copy or an extract of these minutes, in order to complete, whenever it is needed, all the filings, advertisings and other formalities set forth by the Law.

This resolution was put to the vote and adopted unanimously.









التجاري بنك
Attijari bank
