

A publicly traded stock company (société en commandite par actions)  
With a share capital of MAD 924,673,700  
Casablanca, 22, boulevard Abdelkrim Al Khattabi  
Trade Register under No. 180175 - Tax ID: 40165169

## **ORDINARY ANNUAL GENERAL MEETING TO BE HELD IN APRIL 1<sup>ST</sup>, 2022**

### **I. REGULATED AGREEMENTS :**

Regulated agreements of 2021 fiscal year of Mutandis SCA company are 2 categories :

#### **1. INTRAGROUP AGREEMENTS BETWEEN MUTANDIS AND MUTANDIS AUTOMOBILE, OR BETWEEN MUTANDIS AND ITS SUBSIDIARIES, ENTITIES IN WHICH MR ADIL DOURI IS A MEMBER OF GOVERNANCE BODIES :**

##### **a) Loans, cash borrowings and paiement for account**

- Loan and borrowing agreement with Distra/ Cash pooling and compensation agreement for debts and credits resulting from advance operations and dividend distribution ;
- Loan and borrowing agreement with LGMC/ Cash pooling and compensation agreement for debts and credits resulting from advance operations and dividend distribution ;
- Current account agreement with Mutandis USA .

##### **b) Services agreements**

- Managers services agreement between Mutandis and its subsidiaries : provision of qualified managers for Distra, CMB, and Mutandis Automobile, and invoicing their salary costs including bonuses increased by 10% ;
- Services agreement between Mutandis and its subsidiaries for the intervention of the Export Director, the Chief Financial and Administrative Officer and the Financial and Administrative Manager in Distra and CMB for customer relationship Management (Africa) and special financial optimization missions ;
- Royalties services agreement between Mutandis and its subsidiaries Distra and CMB : invoicing 2% of revenues locally achieved and 1.5% revenues achieved through export for use of the brand (being effective January 1st, 2016) ;
- Identical expenses re-invoicing on behalf of certain subsidiaries (Distra, LGMC and CMB);
- Mutandis Automobile sublease agreement by Mutandis ;
- Mugest sublease agreement by Mutandis ;

### **c) Guarantees, pledges**

- Commitment to SGMB for the loan granted to LGMC of MAD 60 million to maintain the balance of LGMC's financial structure and provide the necessary financial assistance when the company can't reimburse the loan ;
- Commitment to SGMB for the loan granted to DISTRA of MAD 60 million to maintain the balance of LGMC's financial structure and provide the necessary financial assistance when the company can't reimburse the loan ;
- Commitment to SGMB for the loan granted to LGMC of MAD 30 million to maintain the balance of LGMC's financial structure and provide the necessary financial assistance when the company can't reimburse the loan ;
- A first demand guarantee granted to BCP for the loan of MAD 25 million granted to CMB
- Commitment to Banque Centrale Populaire and AttijariWafa Bank concerning the delegation of dividends distributed by Distra, LGMC, CMB Plastique and Mutandis USA within the framework of the MAD 370 credit granted to finance the acquisition of Season.

### **2. AGREEMENT BETWEEN MUTANDIS AND ONE OF THE GOVERNANCE MEMBERS :**

- Management remuneration agreement between Mutandis and Mugest, statutory manager of Mutandis, represented by Adil Douiri.

## **II. AGREEMENTS SIGNED UNDER NORMAL CONDITIONS**

- Loan agreement with BCP and BMCE and guarantees granted ;
- Leasing agreements with Maghrebail ;
- Cash investments in OPCVM CFG and DAT CFG ;
- Current accounts opened at BMCE, BCP and CFG.