

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 ON APRIL 14th, 2026

I. REGULATED AGREEMENTS :

Regulated agreements of 2025 fiscal year of Mutandis SCA company are of 2 categories:

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

a) Loans, cash borrowings and payment 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.

b) Services agreement :

- Managers services agreement between Mutandis and its subsidiaries : provision of qualified managers for DistrA 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 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, Mutandis USA & Mutandis Automobile);
- Mutandis Automobile sublease agreement by Mutandis ;
- Mugest sublease agreement by Mutandis ;
- Current account agreement with Mutandis USA;
- Service agreement with CFG for the preparation and implementation of a mandatory private placement issue.

c) Commitments :

- Commitment to Banque Centrale Populaire and AttijariWafa Bank regarding the assignment of dividends distributed by DistrA, LGMC, and Mutandis USA in connection with the 170 million dirham loan granted to finance the acquisition of Season;

- Commitment in favor of SGMB and BOA in connection with a loan granted to DISTRA in the amount of 160 million dirhams, with a view to maintaining the balance of DISTRA's financial structure and ensuring repayment of the loan in the event of the company's default;
- Commitment in favor of CFG BANK in connection with a loan granted to LGMC, with a view to maintaining the balance of LGMC's financial structure and ensuring repayment of the loan in the event of the company's default.

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

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

II. AGREEMENTS SIGNED UNDER NORMAL CONDITIONS

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