

2013 ANNUAL REPORT

LETTER FROM THE CEO

ASSISTING MOROCCO FINANCIAL CENTRE

In order to progress, companies adapt to their environment. Our market situation is changing. In 2013, globally, the European trade activity saw the beginning of an uncertain and uneven recovery. New territories with a potential for growth are emerging. Africa is one of them. A lot of Moroccan companies are investing in Africa. And we have been asked to assist the Central Bank of West African States in developing a self-assessment system and cash injections platform. We are committed to these new African synergies.

Casablanca Finance City was launched in Morocco in 2010. It aims to position Casablanca as a regional financial hub. This ambitious project has the strengthening of Morocco financial centre and the emergence of a financial services industry at heart.

In the light of these events and driven by our will to anticipate, we have developed a new strategy. As Central Depository, our task today is to assist the development of the financial centre through the implementation of new services and join the global financial market.

From 2013, we have been laying down the foundations of our development plan. Good governance is part of our social responsibility as a company and it does engage us. It is actually critical for us since we are a semi-public company and Central Depository. Good governance brings sustainability, which we all need. Our company needs it, and our stakeholders, scheme members and issuers too. They are national today and will be international tomorrow. Good governance guarantees trust and positive development for all of us and for our country. Therefore we have improved our governance in 2013 and set up dedicated entities.

Standardisation is another major requirement. Compliance with the international standards of our trade will allow us to give to our past and future stakeholders, greater confidence. We are aligned with a few essential standards.

And our commitment when it comes to corporate social responsibility, good governance and transparency, has been rewarded by the CSR label from CGEM.

Our new strategy relies on our infrastructures, in particular our information system, to offer new services but also to guarantee performance and security. Our focus is its standardisation, in line with the best standards, notably ISO 27001.

Human resources are the other cornerstone of our achievements in 2013. An action plan dedicated to human resources is at work to ensure that our company gives its best performance in our national, regional and international environment.

Last but not least, at a time when information is instantly and broadly disseminated, we have decided to boost our institutional communication. Supporting Maroclear visibility in and outside Morocco, it starts with this annual report and our new visual identity.

2014 will bring more flagship projects. The financial market should welcome forthcoming legislative and regulatory changes with the laws on the Moroccan stock market Authority, loans and islamic finance. As Central Depository, we will be reviewing the draft reform of the law establishing Maroclear. We are entering a new chapter of our development.

Fathia Bennis

CEO

Maroclear

BOARD OF DIRECTORS

Chairman

Vice-Chairmen

Morocco State

Trustees

Government commissioner

Senior Management

Chief Executive Officer

Auditor

External Auditor

MAROCLEAR SENIOR MANAGEMENT TEAM

Communication and Business Development Department

ÉCommunication

ÉMarketing

Information System Department

ÉSystems and Networks

ÉDatabases

ÉDevelopment

ÉOperation

Inspection and audit department

ÉInspection

ÉInternal audit

ÉInternal control

Transactions Department

ÉReference system & Corporate Actions

ÉRegistered Shares

ÉExchange, over-the-counter

ÉSSS

Administration and finance department

ÉHuman resources

ÉFinance and accounting

ÉBilling

ÉAdministrative and legal

ÉPurchase and General resources

MAROCLEAR 2013 KEY FIGURES

Financial performance:

MAD 17m investment in the information system

MAD 1106m financial revenues (+ 80 %)

Share capital : MAD 20m

Total assets : MAD 292m

Gross operating income: MAD 15m

Net income : MAD 181m

Human capital:

22 recruitments in 2013

64 employees

53 managerial staff

35 average age

45% female workforce

Maroclear capital breakdown:

Casablanca Stock Exchange, 5%

Caisse de Dépôt et de Gestion, 10%

Insurance companies, 15%

Al-Maghrib Bank, 20%

Morocco State, 25%

Banks, 25%

Business performance:

Turnover : MAD 64,9m

Securities transactions : 1 590

Transfer fees : MAD 6,9 m

Current accounts management: MAD 2,9 m

Valid values : 1 175

Assets management fees : MAD 42,9 m

Issuing accounts management : MAD 7 m

Admissions rights : MAD 5,2 m

KEY EVENTS

The Central Depository's prime task is to assist Morocco financial centre at a national, regional and international level. To this end, Maroclear has developed a new strategy in 2013 and keeps implementing structural projects.

Information Security Management System

During the course of 2013, Maroclear has implemented an Information Security Management System (ISMS) in line with the company's overall strategy in terms of compliance and risk management.

Ensuring that information is safe and conveying a dedicated corporate culture, this system has received the quality certification ISO 27001 for all activities.

Deduction and exemption

In 2013, Maroclear applied a 50% deduction on transfer fees and waived admission fees to stimulate investment. These measures got voted for a year, renewable for a period of one year. They will be an incentive to IPOs and boost issuers and subscribers transactions.

Business development and Communication department

2013 has seen the creation of a department dedicated to communication and business development. It will hold the company's ambition and bring its services to a higher level nationally and internationally. It aims to consolidate and develop Maroclear image and notoriety on a national, regional and international level. It will provide new communication tools and develop a marketing strategy to help offering a portfolio of new services to the financial market operators.

Securities management platform upgrading

To comply with international standards and stimulate financial transactions, Maroclear has launched in 2013 an important standardisation plan. The interconnexion between scheme issuers (and stakeholders), within these standards, has been initiated and will eventually become effective with the global financial market operators. The upgrading of the administration and securities management platform will allow Maroclear to implement new services.

The information system, a major investment

Within the context of a new strategy, Maroclear has pursued its ongoing investment projects throughout 2013. The information system has been the first investment post (17 million dirhams). It consisted in upgrading its platform to version 6 as well as the standardisation of the trading room.

Launch of a study on pricing

In 2013, Maroclear launched a study on its pricing system in order to get a better understanding of its own position within the Moroccan financial market and establish some global comparison. This study involved the analysis of the legal and regulatory framework of the pricing system and fees charged by Maroclear. A financial analysis was also conducted. Based on an international benchmark, it should result in the publication during the course of 2014 of a detailed report which will indicate Maroclear's national and international position in terms of pricing.

Maroclear has received the CSR label by CGEM

Good governance is the cornerstone of the company social responsibility. In 2013 this has been at the heart of the standardisation procedure and of important management decisions. As a result of that voluntary approach, Maroclear has received the CSR label (Corporate Social Responsibility), created and attributed by CGEM.

Standardisation & reengineering

In 2013, Maroclear kept on developing standardisation procedures by establishing good governance benchmarks. To reduce risk through automation, new interfaces have been implemented in accordance with the norm ISO 15022. Willing to provide an additional level of commitment in terms of security, Maroclear plans to get the ISAE 3402 certification for its internal control system. The 2013 Business Continuity Plan audit confirmed its compliance with the international requirements ISO 22301, BS 25999 and SPC-1. And to promote national and international investment, Maroclear has endorsed the Moroccan Code of Good Practice for corporate governance and public institutions.

Maroclear alignment with international standards

The only Central Depository in Morocco, responsible for the security of transactions, Maroclear has an obligation of longevity. This status is the dynamic force behind the alignment to the most stringent standards and quality benchmarks.

These benchmarks include the Moroccan Code of Good Practice for corporate governance and public institutions and the Corporate Social Responsibility label attributed by CGEM to Maroclear in 2013. It rewards a business which meets the requirements of the Charter of Social Responsibility set up by CGEM.

To contribute to the dynamism of Morocco financial centre and its international opening, Maroclear is engaged in an ongoing process of compliance with international standards practiced by the CSDs. This approach implies several certifications.

When it comes to information security and operations continuity, Maroclear is in line with two international standards:

ISO 27001, related to information security management system;

Document confidentiel destiné uniquement au destinataire adressé

ÉInternational standards ISO 22301, BS 25999 and SPC-1 for the continuity of services and activities.

In terms of governance and financial data exchange, Maroclear has been, since 2013, in line with the requirements ISO 15022 for Repo operations and accounts records. An essential standard, ISO 15022 ensures that computerised exchanges are integrated with all IT systems across Morocco financial centre.

In terms of governance and internal control, Maroclear complies since 2013 with the requirements of the international standard ISAE 3402 related to outsourced services.

About Maroclear

Maroclear is Morocco Central Depository. It was created in 1997 under the Act No. 35-96 dated 09/01/1997.

It provides four main services to its affiliates: the dematerialisation of securities and their custody, the management of transactions between accounts and the administration of securities (reference system and coding according to international standards).

Maroclear is governed by a general regulation, approved by the Minister of Finance (Order No. 932-98 April 16, 1998) and subject to the control of the Ministry of Finance and the Council for the Code of Ethics in Securities.

An international network of partners associations

In its capacity as Central Depository and driven by its ambition to achieve a regional leadership, Maroclear maintains close links with a significant number of foreign Central Depositories. It assists African countries in establishing their Central Depositories. Maroclear is a member of some of the most important international professional organisations:

- É Africa & Middle East Depositories Association (AMEDA)
- É International Securities Services Association (ISSA)
- É Association of National Numbering Agencies (ANNA)
- É Union of Arab Stock Exchanges (UASE)
- É African Securities Exchanges Association (ASEA)

MAROCLEAR AT INTERNATIONAL ÉVÉNTS

Whether they are professional conferences between international and regional CSDs, international meetings on finance and banking or appointments with members of the Moroccan financial centre, Maroclear is an actor within an extensive professional network.

Throughout 2013, Maroclear has attended a vast number of professional international events.

TURKEY : ISTANBUL

É7th conference of the OIC (Organization of the Islamic Conference)
September 2013

EMIRATES : DUBAI

ÉSIBOS (SWIFT International Banking Operations Seminar) Annual Convention
September 2013
É18th conference of AMEDA (African & Middle-East Depositories Association)
September 2013

FRANCE : PARIS

ÉEuroplace Financial International Forum
July 2013

RUSSIA : SAINT-PETERSBURG

É12th conference of Central Depositories organised by Eurasia Central Depositories Association
May 2013

INDIA : CHENNAI

ÉAnnual meeting of TCS steering committee
February 2013

SINGAPORE : SIN-CHANGI

ÉMorocco financial centre delegation visit
March 2013

TRANSFERABLE SECURITIES IN 2013

Securities

The value of securities admitted to Maroclear during 2013 amounted to 260 billion dirhams, an increase of 23% compared to 2012. This increase is primarily due to the increase of amounts raised by the Treasury and the IPO of Jorf Lasfar Energy (JLEC).

Shares

In 2013, the stock-exchange has welcomed a new value, Jorf Lasfar Energy Company. Its capitalisation amounts to 10.5 billion dirhams.

In parallel, ten values has been the subject of a capital increase for a total of 3.3 billion dirhams.

Treasury bills

In 2013, the gross amounts raised by the Treasury were up by 45% to 175 billion dirhams. They involved all maturities with a predominance of short-term (up to 52 weeks) for half of the issues. Thus, 133 new lines were authorised in 2013 and 26 were assimilated.

Private debt

In 2013, the private debt market showed a significant drop due to the bond market decrease. It has declined in volume and value. The number of issues went from 45 new lines in 2012 to 17 in 2013, for a total of 7 billion dirhams (19.9 billion dirhams in 2012).

The negotiable debt securities issued in 2013 amounted to nearly 62 billion dirhams, a slight increase compared to 2012. This variation is due to the Certificates of deposits which accounted for 84% of the amounts issued.

UCITS

Except for two special investor funds, mutual funds admitted in 2013 are funds open to the general public, allocated to various investment (85% Noteholders, the rest consisting of Money market and Diversified funds).

Two mutual funds in securitization (mortgage-backed) were also issued: FPCT Titrit and FT Immovert, a joint initiative of Maghreb Securitization (Manager) and CDG CAPITAL (Depository).

The number of new UCITS admitted in 2013 was 13.

Capitalisation

At the end of 2013, the capitalisation admitted to Maroclear amounted to 1,271 billion dirhams, an increase of 4.8% compared to 2012. This positive variation was primarily due to the increase of the certificates of deposits by the Treasury (56.2 billion dirhams in 2013).

In 2013, the capitalisation also increased by more than 6 billion dirhams - despite decreases of MASI and MADEX of respectively - 2.62% and - 2.57% - thanks to the introduction of JLEC.

The number of values admitted to Maroclear slightly decreased, from 1,189 to 1,175.

Settled transactions

The settlement of transactions was established, on average daily, all combined, to 45.3 billion dirhams, an equivalent of MAD 2 billion more than in 2012. The Repo operations accounted for most of it.

However, in volume, the number of transactions has decreased. With a daily record of 2,300 transactions, the activity was lower in 2013 than in 2012.

Securities administration

The amount of securities transactions operated by Maroclear in 2013 reaches 1,590, an increase of 298 compared to 2012.

Alike previous years, most of these securities transactions equal to interest payments and principal repayments. Dividend payments this year amounted to 20 billion dirhams.

MAD 260 bn securities admitted in 2013, + 23 %

MAD 1,271 bn capitalisation, + 4,8 %

1,175 valid values at the end of 2013

MAD 45,3 bn exchanged daily (+ MAD 2 bn)

1.590 securities transactions + 23 %

Admissions 2012-2013 (in millions MAD)		
	2013	Variation 2012-2013
Shares	13, 825	72.36 %
Treasury Bills	175, 186	45.65 %
Bonds	7, 012	-66.18 %
Negotiable Debt Securities	62, 333	2.31 %
UCITS	16	-20.00 %
Mutual funds	1, 534	53.40 %
Total	259, 906	23.77 %

Corporate bonds admitted in 2012-2013 in millions MAD		
	2012	2013
Bond issues	19, 901.40	7, 012
Negotiable debt securities	60, 925.30	62, 332
Total	80, 826.70	69, 344

IPOS and capital increases in 2013				
Value	Nature of securities transactions	Quantity	Emission price	Capitalisation
Mutandis	cash subscription	175,000	100.00	17,500,000.00
Attijariwafa Bank	conversion of dividends	2,284,140	300.00	685,242,000.00
Immorente	cash subscription	5,010	10,000.00	50,100,000.00
Touissit	conversion of bonds into shares	167,485	1,249.99	209,354,575.15
CDM	conversion of dividends into shares	419,536	525.00	220,256,400.00
Addoha	conversion of dividends into shares	7,557,118	45.00	340,070,310.00
ADI	conversion of dividends into shares	141,376	500.00	70,688,000.00
RISMA	conversion of bonds into shares	76,480	204.00	15,601,920.00
CDM	cash subscription	715,030	550.00	393,266,500.00
Joerf Lasfar Energy Company	admission and flotation	23,588,542	447.50	10,555,872,545.00
Holcim	merger of Holcim AOZ	736,260	1,719.00	1,265,630,940.00
S2M	cash subscription for employees	12,070	161.15	1,945,080.50
				13,825,528,270.65

Breakdown of capitalisation by category (millions MAD)			
	2012	2013	Variation
Shares	449.5	455.8	6.30
Bonds	90.2	88.1	-2.10
Treasury bills	356.7	412.9	56.20
Negotiable debt securities	82.5	75.3	-7.20
UCITS	230.9	234.9	4.00
Mutual funds	3.1	3.9	0.80
Total	1,212.90	1,270.9	58.00

Daily average volume (Number of transactions)			
Sector	2012	2013	Variation
Exchange	1,988	1,791	-10%
Over-the-counter	83	95	14%
Repo	305	290	-5%
Transfers	109	107	-2%
Posting Maroclear	16	16	0%
Total	2,501	2,299	-8%

Daily average volume (In million MAD)			
Sector	2012	2013	Variation
Exchange	609	706	16%
Over-the-counter	3,470	4,170	20%
Repo	39,257	40,384	3%
Transfers	-	-	-
Posting Maroclear	-	-	-
Total	43,336	45,260	4%

Number of transactions			
Nature	2012	2013	Variation
Interest Payment	827	990	20%
Debt securities repayment	371	507	37%
Dividend payments	88	82	-7%
Detachment of rights	2	2	0%
Assimilation	4	9	125%
Total	1,292	1,590	23%

Turnover

Revenues

Maroclear turnover declined by 4.11% in 2013 to 64.90 million dirhams, a decrease of 2.80 million dirhams compared to 2012. 51% of this decrease can be attributed to the 50% deduction on all transactions and the exemption on admissions granted by Maroclear to contribute to the development of the stock market. The remaining 49% are related to the reduction of the fees on assets management.

Related to custody charge, the assets management fees represent two thirds of Maroclear turnover in 2013.

Breakdown of turnover by type of fee

Assets management fees

Kept in the affiliates current accounts, the assets management fees are charged on the custody by Maroclear (main values and allocation rights).

The turnover of assets management fees declined by 2% in 2013 to 42.9 million dirhams. Shares and treasury bills account for 79% of these fees.

Transfer fees

The transfer fees are charged by Maroclear on debit or credit transactions made on the affiliates current accounts, either on their instructions or as part of a payment against delivery transaction.

The turnover of the transfer fees declined by 9%, which represents about 800,000 dirhams. This decrease is mainly due to the deduction granted by Maroclear on transactions.

The deduction represented a shortfall of 1.13 million dirhams.

Shares and treasury bills represent 87% of transfer fees.

Issuing accounts management fees

These fees are charged by Maroclear for issuing accounts management. In 2013, they increased by 7% to 7.02 million dirhams. This increase is mainly due to the increase of negotiable debt securities lines.

Current accounts management fee

Fees on current accounts are charged by Maroclear when opening an account and on securities transactions affecting the value kept in the current account.

These fees went up by 1%, to 2.88 million dirhams. They are mainly divided between coupons, shares and negotiable debt securities.

Admission fee

The admission fee is charged for the introduction of a new value or the assimilation of new securities to an already existing line.

The admission fees decreased by 3% compared to 2012 to 5.51 million dirhams, of which 71% comes from negotiable debt securities and treasury bills.

Breakdown of 2013 turnover by type of fee :

Current accounts management, 4%

Admission, 8%

Issuing accounts management, 11%

Transfers, 11%

Assets management, 66%

Assets management	2012	2013	Variation
Shares	24,492,747	22,022,263	- 10 %
Treasury bills	10,307,071	11,773,500	14 %
UCITS	4,020,258	3,974,574	- 1 %
Negotiable Debt Securities	2,458,077	2,332,688	- 5 %
Bonds	2,060,916	2,295,442	11 %
Other	459,064	503,366	10 %
Total	43,798,132	42,901,833	- 2 %

Fee breakdown on assets management by value :

Negotiable Debt Securities, 5%

Unlisted bonds, 5%

UCITS, 9%

Treasury bills, 27%

Shares, 51%

Other, 1%

Transfers	2012	2013	Variation
Shares	5, 143, 245	4, 519, 990	- 12 %
Treasury bills	2, 189, 045	2, 496, 500	14 %
Negotiable Debt Securities	836, 975	508, 800	- 39 %
Unlisted bonds	532, 885	381, 845	- 28 %
Coupons	106, 360	113, 775	7 %
Shares detachment rights	12, 400	8, 295	- 33 %
Unlisted bonds	10, 925	7, 075	- 35 %
Mutual funds	2, 090	2, 505	20 %
Total	8, 833, 925	8, 038, 795	- 9 %

Fee breakdown on transfers by value :

Unlisted bonds, 5%

Negotiable Debt Securities, 6%

Treasury bills, 31%

Shares, 56%

Issuing Accounts	2012	2013	Variation
Negotiable Debt Securities	2,404,000	2,658,000	11 %
UCITS	1,452,000	1,504,000	4 %
Coupons	841,500	972,500	16 %
Unlisted bonds	546,000	580,000	6 %
Treasury bills	542,000	561,500	4 %
Shares	392,000	372,000	- 5 %
Other	366,000	374,000	2 %
	6,543,500	7,022,000	7 %

Fee breakdown on issuing accounts management by value :

Other, 11%

Treasury bills, 8%

Bonds, 8%

Coupons, 14%

UCITS, 21%

Negotiable debt securities, 38%

Current Accounts	2012	2013	Variation
Coupons	784,900	814,800	4 %
Shares	669,400	623,500	- 7 %
Negotiable debt securities	438,300	460,300	5 %
Treasury bills	366,400	402,500	10 %
UCITS	295,100	295,100	0 %
Other	295,450	284,150	-4 %
Total	2,849,550	2,880,350	1 %

Fee breakdown on current accounts management by value :

Other, 10%

UCITS, 10%

Treasury bills, 14%

Negotiable debt securities, 16%

Shares, 22%

Coupons, 28%

Admissions	2012	2013	Variation
Negotiable debt securities	2, 647, 629	2, 506, 265	- 5 %
Treasury bills	1, 374, 164	2, 102, 615	53 %
UCITS	466, 186	360, 284	- 23 %
Shares	581, 282	306, 195	- 47 %
Other	606, 341	225, 922	- 63 %
	5, 675, 603	5, 501, 281	- 3 %

Fee breakdown on admissions by value :

Other, 4%

Shares, 6%

UCITS, 6%

Treasury bills, 38%

Negotiable debt securities, 46%

DIVIDENDS IN 2013

Value	Date	Cost	Number	Dividends
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GOOD GOVERNANCE & SOCIAL RESPONSIBILITY

The only Central Depository, responsible for the management and administration of transferable securities in Morocco, Maroclear carries social responsibility, governance and sustainability in its DNA. Good governance and transparency have been its focus in 2013 with the implementation of key functions and the compliance with international standards. Maroclear was also awarded the CSR label by CGEM.

The benchmarks of good governance

Determined to improve its performance and develop its compliance with the most stringent national and international standards, Maroclear wants to bring Morocco financial centre to the highest level of quality in order to promote national and international investment. The company has endorsed the Moroccan Code of Good Practice for corporate governance and public institutions, the CSR label from CGEM and several international standards.

A public entity governed under private law and operating in a regulated activity, Maroclear has made good governance its main focus. Four pillars have structured its activities in 2013:

- Reliable and regular communication on Maroclear performance and prospects, in respect of the shareholders representatives and the management bodies prerogatives. In 2013, the vision for 2014 to 2016 was developed, along with the business plan 2014-2018 and a provisional budget for the set strategy. Various committees and several meetings of the board and the audit committee were required to achieve the set objectives.
- In 2013 Maroclear established an internal audit and expanded the tasks of the external audit. The code of ethics and the audit and internal control charter were also reviewed. Furthermore, in order to prevent and control risks, Maroclear introduced a risk management charter. A campaign to raise awareness about risks was carried out by setting up two risks correspondents in each department. Last but not least, the company plans to establish an investment charter and a market rules and regulations in 2014.
- In 2013, Maroclear defined unbiased methods for the appointment, assessment and payment of the directors, with performance measurable criteria. Two payment systems, fixed and variable, and an evaluation system based on performance have been set up in 2013. All new position is now notified to the board. In 2014, Maroclear intends to recruit a middle management team through a call for applications.
- Maroclear also promotes equity amongst its shareholders. They must be able to regularly access all relevant information and their vision must get reflected in the positioning of the company. In 2014, Maroclear plans to write a shareholders agreement that promotes equity and co-opt an independent administrator.

The key principles of good governance

Audit committee

Promoter of responsible and transparent management, Maroclear has established an audit committee to assist the board in its oversight role. Ensuring that all information provided to shareholders is reliable and quality of internal control, it is the main point of contact for all stakeholders.

2013 also saw the implementation of an internal audit. It aims to improve Maroclear performance when it comes to regulations and legal matters, in accordance with the requirements of social and environmental responsibility.

Its tasks are:

Éto assist any organizational change;

Éto ensure the implementation of good governance new rules;

Éto establish its independence and sustainability to reinforce the level of control over operations;

Éto be an adviser to improve business performance

The goals of the internal audit should be carried out in accordance with professional standards and with the Code of Ethics of the Institute of Internal Auditors (IIA). In 2014, all of internal auditors will be certified CIA (Certified Internal Auditor), the only internal audit label recognized worldwide.

Several internal audits are planned for 2014. They will mainly target the highest risk process and offer appropriate action plans to correct deficiencies and prevent them to happen again.

Maroclear also plans to computerise the management of internal audits in 2014 in order to meet international standards and increase performance.

Internal control system

Maroclear recruited the necessary resources in order to support the widening of its internal control scope. The internal audit makes it easier to identify and control the various risks and improve performance while maintaining the accuracy of the accounts.

The implementation of the internal audit has four goals:

Éthe compliance of operations, organisation and internal procedures with laws and regulations;

Éthe quality and reliability of financial and non-financial information used and disseminated by Maroclear;

Éthe reporting system, feedback and communication quality;

Éthe compliance with decisions and the implementation of the management instructions.

Within the next three years, Maroclear aims to gradually integrate some control systems over all its processes.

Business Continuity Plan (BCP)

Maroclear has established a business continuity plan that meets the highest standards in order to ensure the continuity of services of the financial market infrastructures. Led by a Business Continuity Plan manager and correspondents in all departments, it establishes a system that ensure a culture of continuity in every management decision.

Standardisation improvement

Good practice and international standards are a source of transparency, trust and therefore sustainability. In 2013, Maroclear set up new interfaces, compliant with the ISO 15022 standard, allowing computerised exchange. This aims to promote automation and improve the integration of the financial market systems and reduce risks by human intervention.

In an approach to performance and efficiency, Maroclear also plans to get its internal control certified ISAE 3402 (International Standard). An extension of SAS 70, ISAE 3402 brings another level of security.

In 2013, for the second consecutive year, the business continuity plan was the object of an audit looking into its compliance with international standards ISO 22301, BS 25999 and SPC-1. This audit was carried out by the internal audit teams, especially trained for this purpose.

2013, Maroclear CSR certification

Its pro-active approach to social and environmental responsibility got Maroclear to be awarded the Corporate Social Responsibility (CSR) label by CGEM in March 2013. Attributed for a period of three years, Maroclear sees its commitment to social and environmental responsibility rewarded.

Born out of the most stringent international standards including ISO 26000 dedicated to social and environmental responsibility, the CSR label is based on a charter with 9 guidelines. A guarantee of compliance with the highest standards, the CSR label attests of Maroclear good practice on a social, societal and environmental level. It also rewards its commitment to constant improvement.

In 2014, human resources processes will be implemented to support this commitment. Maroclear has set a goal to get closer to the principles and values of ISO 26000 and reach them by 2015.

Environnemental actions

Maroclear is concerned by the protection of the environment. In 2013, an internal awareness plan has been established with « The seven pillars of a Maroclearian ». It presents small acts to protect the environment.

Several actions took place in 2013:

ÉLower energy consumption

Maroclear has implemented several programmes to reduce energy consumption. Out-to-date equipment, including lighting and air conditioning, have been replaced by energy saving devices. Led lighting has been installed, an energy saving and not harmful to health product. This generated savings up to 60,000 dirhams in 2013. Other similar actions are being planned.

Maroclear conducts frequent maintenance of its air conditioning equipment to save energy and monitor air quality.

ÉReduction of paper waste

In 2013, Maroclear has taken several initiatives to reduce paper consumption. It raised the awareness of its employees through internal communication campaigns and purchased double-sided paper printers.

A "Paperless" project is planned for 2015.

Social actions

Maroclear values knowledge and contributes to Morocco social development through regular donations to charity organisations. Many actions were conducted in 2013 towards different levels of education, from primary school to higher education. Several employees took part in educational programmes with many associations such as Injaz Al-Maghrib which contributes to the integration of young people into business.

« Our excellent results are a sign of maturity which is what Maroclear needs to meet future challenges. » Hicham Grine, Director, Inspection & audit

The 7 pillars of a Maroclearian

ÉReduce paper consumption

ÉReduce ink consumption

ÉReduce energy consumption

ÉAwareness in environmental protection

ÉUse of car sharing and public transport

ÉEradication of plastic cups

ÉReduce water consumption

BUSINESS INFORMATION SYSTEMS

Due to the nature of the Central depository activity, the information system is at the heart of Maroclear performance and security. Several major projects have been implemented in 2013 to align business processes with international standards. The computer platform was upgraded to the state of the art in its domain. The goal is to have a reliable information system, it is a necessary precondition to the global opening of Morocco financial center under the CFC project and to expand Maroclear services portfolio.

Maroclear ISO 27001 certified

The only Central Depository, responsible for post-trade processing, Maroclear wants to constantly improve the resilience of its information system. The protection against loss or damage and against intrusion is key.

As part of a global risk management process initiated in 2012, Maroclear set up a formal information security management system, based on written standards (ISO 27001), which is measurable and can be checked through audits.

The certification of its WSIS for its design, implementation and maintenance helps Maroclear to get in full alignment with regulatory requirements (Sarbanes Oxley, BASEL III, ...). It strengthens the confidence of the stakeholders and improves Maroclear image as a market infrastructure.

The WSIS will keep compliance through annual audits (internal and external) and will get improved in accordance with the 2013 recommendations ISO 27001. The leadership in this area rests assured. In 2013 two internal auditors have received a training to obtain the Lead Auditor ISO 27001 certificate.

Processes in line with international standards

The activity of a Depository is based on standardised practices. Maroclear efforts focused on the standardisation of processes and practices as well as the unification of processing techniques for a better automation and thus a better control of operational risks.

Initiated early 2013, this plan continued throughout the year with the implementation of a -Centre Projectø monitored by a committee which meets at regular intervals and by different dedicated working groups.

The main objectives of this project are:

Éthe standardisation of market practices;

Éthe global expansion of Maroclear services including the settlement of foreign currency transactions

Update of TCS (Tata Consulting Services) management and the securities administration platform.

Set up in September 2010, the V4 version of the computer platform allowed Maroclear to be able to accommodate future activities. As part of the standardisation project, an update to the V6 version was launched. This version includes all the needs and development prospects of the financial market.

First investment post in 2013, this resilient and secured platform has a high level of performance and good adaptability to new market requirements.

Implemented in the course of 2014, this new version will bring:

Éthe standardisation of information exchange in line with ISO 15022, with a plan to switch to ISO 20022 in the future.

Document confidentiel destiné uniquement au destinataire adressé

Éthe implementation of datamining for Repo operations, in compliance with current standards.

Éthe receipt of Exchange contracts in order to ease the adjustment process and shorten the transactions settlement time.

Éthe management of the currency portfolio by Casablanca Finance City (CFC) to allow North African and West African issuers to be listed internationally, gain visibility and access investment.

Éthe possibility for issuers to get paid directly their profit on securities transactions. The new mechanism brings trust and is based on an electronic calculating system of interests, without the coupon detachment currently in operation.

Consolidation of storage infrastructure

To meet the ever growing need for access and the new requirements arising from the review of the BCP, Maroclear has implemented a new storage infrastructure in 2013. This advanced equipment will bring the highest level of performance, availability, data access and rapid recovery in the event of a disaster.

A DataCenter in line with international standards

As part of the ongoing improvement of its information system resilience, Maroclear initiated a project to redevelop the DataCenter and meet the most stringent requirements in terms of availability, redundancy, resistance to failure and energy density of equipment.

This new DataCenter was designed to meet the "Tiers 4" requirements :

ÉA very short period of unavailability of services;

ÉAn active redundancy and the physical separation of electrical power and cooling channels;

ÉAn equipment maintenance with no interruption of business;

ÉA resilience to failure;

ÉAnd an energy density > 1.5 KWatts/m²

"Maroclear must align its information system with international standards to open up to the global financial market." Ridouane Azagrouze, Director, Information Systems

HUMAN CAPITAL

Driven by the new strategy, the human resources structure changed direction in 2013, with a new dedicated policy. With the task to promote skills that support the new strategy, the human resources structure has implemented several projects. Mobilisation of human capital is at the heart of this new approach.

The new human resources strategy

A major actor in the financial sector, Maroclear developed in 2013 a human resources policy based on its new strategy. With the aim to support Maroclear new direction of its longevity, it raises the human capital at the heart of its vision.

Skills development, empowerment and the establishment of a culture based on communication and sharing are the key elements of this new strategy. The goal is to bring Maroclear resources to the highest level of expertise. With a dynamic new management, it also plans to implement a culture of performance. It includes close management through specific communication and regular cross-functionnal meetings. Finally, a middle management team should be recruited to support the anticipated workforce extension.

The result of a diagnosis of all human resources processes, this new strategy has taken into account Maroclear new direction. Implemented in the second half of 2013, it will continue in 2014.

Recruitment and new positions

In 2013, the number of employees reached 64, an increase of 28% compared to 2012. Paying attention and respect to gender equality, women now make up 45% of the company workforce. In this area, Maroclear is now the leader among all the financial sector companies. And all departments are concerned.

New positions have also been created. A human development manager is in charge of the recruitment policy, career management and training. He also assists employees in their professional aspirations.

To support the Business Continuity Plan set in 2013, a dedicated manager has been appointed. His role is to create a culture of back-up and business continuity in close collaboration with designated employees within each department. New positions should be created and recruitment should continue in 2014.

Training programmes

The quality of human resources is essential to achieve strategic goals. To support them, an important training programme was implemented in 2013. It concerns all departments and includes:

Actions to ensure that employees adapt to their jobs, or related to the evolution of their job ;

Actions towards the development of the employees' skills.

The training plans cover three aspects:

Various areas of finance business;

Human development through training and coaching;

Office software.

The overall budget of the Action Plan in 2013 was 700,000.00 dirhams. In 2014, it should amount to 1 million dirhams, an increase of 40% in order to support the needs identified by the new strategy.

The HR Steering in action

In 2013, to adjust to the new strategy, Maroclear has updated many of its human resources managing tools, such as job descriptions and competency frameworks. The implementation of these tools will continue in 2014.

Maroclear has also developed its own rules of procedure in accordance with the labour code. It was sent to the Ministry of Labour for approval.

In continuity with ongoing projects, all HR processes will be upgraded in 2014. A new organisation chart and staff regulations should also be created.

dhs 700,000 allocated for training

5 years average seniority

35 average age

45% female workforce

"Human capital, to us, means the development of our staff's skills and knowledge so we can all together assist our strategy." Adil Youssfi, Chief Financial Officer

COMMUNICATION

2013 has seen the creation of a communication and business development department. To strengthen the visibility of Maroclear in Morocco, Africa and internationally, the communication department has a strategy in the short, medium and long term to support the development of Morocco financial centre.

A new dedicated department

Maroclear experienced a major event in 2013 with the creation of a department dedicated to communication and business development. Managing the communication of Maroclear (internal, external, institutional, financial, ...) is now centralized within one department.

It aims to:

Éunify, organize, consolidate and refresh the corporate communication of Maroclear;

Édevelop the branding of Maroclear at a national, regional and international level, to create trust and stimulate investment;

Édevelop new services including the dematerialisation of securities.

A 3 year strategic plan

A strategic communication and marketing plan has been developed at the end of 2013. A result of Maroclear's development strategy, it presents the goals and main projects of the new department.

In 2013, a PR communication plan has been implemented to reach the general public and the media. Maroclear is also communicating with all its stakeholders to support the growth of Morocco financial centre.

Maroclear took part to many events in 2013, attending financial meetings and international conferences organized by national and international associations (see page 8).

A new graphic identity

The financial market and Maroclear have evolved since the creation of the Central Depository in Morocco in 1997. In 2013, Maroclear decided to change its corporate identity to mark this progress. Refreshing its image with a new visual identity aims also to support its new ambitions. This project is part of the redesign of the overall strategy. A new graphic charter was established, declined on all communication supports.

In 2014, Maroclear plans to widen its services portfolio and open up to the dematerialisation of securities. A dedicated business strategy including a partnership with major local banks should be implemented during 2014.

A structured and ongoing communication plan should enhance Maroclear's image and reputation.

A refreshed visual identity

With its distinctive sans-serif font, Maroclear new logo is modernised. The 'A' with no crossed line express importance, clarity and dynamism. Combining a warm grey with a tonic orange, the colours refer to an institution which is established and a source of innovation at the same time. The two intertwined letters 'C' form a bright central green pixel which represents Maroclear activity : the centralised, dematerialised and secure management of securities. This double 'C' can be the acronym for Maroclear. Implicitly, the mathematical symbol E meaning 'all' can also be read.

The new logo emphasizes the word 'Clear' and includes the tagline 'CSD Morocco' which in English, the language of finance, means Central securities depository.

« Maroclear is an influential actor on the financial market. It is its duty to improve its image in order to be known and widely identified. This benefits the entire financial centre », Sofia Ababou, Director, Communication and business development

FINANCIAL STATEMENTS

Auditor report:

Balance Sheet 2013

Items	Gross	Depreciation and provisions	MAD net amount
Nil value assets	568,127.00	227,250.80	340,876.20
Intangible assets	29,942,957.37	17,528,419.82	12,414,537.55
Capital assets	66,079,375.85	33,794,511.54	32,284,864.31
Financial assets	43,808,928.33	-	43,808,928.33
Floating assets	31,596,809.93	1,814,300.00	29,782,509.93
Investment securities	172,792,470.62	-	172,792,470.62
Translation adjustment	3,828.00	-	3,828.00
Cash assets	644,546.10	-	644,546.10
TOTAL ASSETS	345,437,043.20	53,364,482.16	292,072,561.04

Items	MAD Net Amount
Equity	258,079,072.98
Share capital	20,000,000.00
Legal reserve	2,139,338.32
Other reserve	16,509,802.98
Retained earnings	201,319,727.87
Net result for the year	18,110,203.81
Assimilated equity	-
Current liabilities debts	31,437,000.06
Provisions for liabilities and expenses	2,553,828.00
Translation adjustment liabilities	2,660.00
Liabilities cash flow	-
TOTAL LIABILITIES	292,072,561.04

Revenues and expenses account 2013

Items	2013
Operating revenues	66,781,143.26
Operating expenses	50,853,306.62
Operating profit	15,927,836.64
Financial revenues	11,066,955.92
Financial expenses	29,481.60
Financial profit	11,037,474.32
Operating income	26,965,310.96
Non-operating revenues	587,469.38
Non-operating expenses	140,131.53
Non-operating profit	447,337.85
Income before tax	27,412,648.81
Income tax	9,302,445.00
Net income	18,110,203.81

Maroclear affiliates

SDG = Société de gestion or Management company

SDB = Société de bourse or Brokerage

E = Emetteur or Issuer

IFH = Intermédiaire financier habilité or Authorised financial intermediary

Securities admitted to Maroclear

Negotiable debt securities

Treasury bills

Mutual funds (SICAV and FCPs)

Collective Investment schemes

Shares

Bonds

VCIO : Venture Capital Investment Organisation

Tariff schedule 2013

Admissions		
Category	Capitalisation group	Rate excl. tax
Shares	DH 0 to 100 million	0.50 %
	DH 100 to 250 million	0.25 %
	DH 250 to 500 million	0.125 %
	DH 500 million to 1 billion	0.06 %
	Over DH 1 billion	0.01 %
Treasury bills, bonds, negotiable debt securities, UCITS and other debt securities	DH 0 to 100 million	0.075 %
	DH 100 to 500 million	0.025 %
	DH 500 million to 1 billion	0.006 %
	Over DH 1 billion	0.001 %

Issuing account		
Category	Group	Annual rate excl. Tax/ Account
Shares and UCITS	-	4,000
Admissions	-	2,000
Dividend coupons	-	1,000
Treasury bills, negotiable debt securities, bonds and other debt securities	50 first accounts	4,000
	51 to 200 accounts	2,000
	201 to 300 accounts	1,500
	Over 300 accounts	1,000
Interest coupons	50 first accounts	1,000
	51 to 200 accounts	500
	201 to 300 accounts	250
	Over 300 accounts	125

Current accounts		
Category	Tranche	Annual rate excl. Tax/ Account
Current accounts, bonds and centralisation accounts	200 first accounts	300
	201 to 500 accounts	200
	Over 500 accounts	100
Current accounts, coupons, rights and other	100 first accounts	200
	101 to 300 accounts	100
	Over 300 accounts	50

Conservation	
Category	Annual rate excl. tax/ posting
Shares	0.05 Ȳ
Allocation rights	0.025 Ȳ
Treasury bills, negotiable debt securities, bonds and other debt securities	0.03 Ȳ
UCITS	0.015Ȳ (money market funds)
	0.020 (other)

Transactions	
Category	Rate excl.tax
DVP OTC	20
DVP stock market sector	5
Transfer and securities :	
- Shares (excl. SICAV)	10
- Treasury bills, bonds and other securities	5
UCITS	Free