



ORDINARY GENERAL MEETING CONVENED ON AN EXTRAORDINARY BASIS

November 22, 2016

Notice of meeting

The shareholders of Attijariwafa bank, a public limited company with capital of MAD 2,035,272,260.00, headquartered in Casablanca at 2 Bd Moulay Youssef, listed with the Casablanca Trade Register under number 333, are hereby invited to the Ordinary General Meeting convened on an extraordinary basis on Tuesday, November 22, 2016, at 11:30 a.m., at company headquarters, to deliberate on the following agenda :

AGENDA

- reading of the report of the Board of Directors;
- authorization to issue bonds for a maximum par value of MAD 8 billion (MAD 8,000,000,000);
- delegation of powers to the Board of Directors to (i) issue bonds in one or more tranches and (ii) establish the conditions thereof;
- powers to carry out legal formalities.

Shareholders who meet the requirements set out in Article 117 of Act 17-95 on public limited companies, as amended and supplemented, may request, by registered letter with acknowledgment of receipt sent to company headquarters within ten days of receipt of this notice, the inclusion of draft resolutions in the agenda.

The description of the procedures that shareholders must follow in order to participate and vote at the meeting, and the form for voting by proxy or by mail, are available on the company's website (www.attijariwafa.com/http://ir.attijariwafabank.com), in accordance with Articles 121 and 121 bis of Act 17-95 on public limited companies, as amended and supplemented.

DRAFT RESOLUTIONS

First resolution

The General Meeting, having voted on the quorum and majority conditions for ordinary general meetings, and having considered the report of the Board of Directors, in accordance with Article 293 of Act 17-95 on public limited companies, as amended and supplemented :

Authorizes, in accordance with Articles 292 et seq. of Act 17-95 on public limited companies, as amended and supplemented, the issuance by Attijariwafa bank of subordinated or unsubordinated bonds, secured or unsecured, for a maximum par value of MAD eight billion (MAD 8,000,000,000), in one or several tranches, with or without a public offering, for a period of five (5) years from the date of the present meeting and expiring on November 22, 2021.

Assigns, under Article 294 of Act 17-95 on public limited companies, as amended and supplemented, to the Board of Directors the necessary powers to undertake, for a period of five (5) years from the present meeting and expiring on November 22, 2021, at its sole discretion and at such times, terms and conditions as it considers appropriate, as set out in an issuance agreement, one or several issues of such bonds. The Board of Directors shall establish the nature, terms, and characteristics of each issue, and where necessary shall determine whether the bonds are subordinated or unsubordinated, secured or unsecured. In general, the Board of Directors may enter into and conclude all agreements with any banks and agencies, take any measures and perform all required formalities, and generally carry out whatever is necessary.

Acknowledges that, in the event of multiple issues, each issue shall be considered a bond issue within the meaning of Article 298 of Act 17-95 on public limited companies, as amended and supplemented. The amount of each issue may be limited to the amount actually subscribed at the end of the subscription period.

The authorization granted to the Board of Directors, with option to delegate, shall cover all powers necessary for the issuance of bonds, including deferral, and notably the power to:

- set bond-issue dates;
- establish the terms, conditions, and procedures for the bond issue;
- limit the amount issued to the amount actually subscribed;
- set the entitlement date for the securities to be issued;
- set the coupon rates and the terms for interest payment;
- set the par value and terms for bond redemption;
- set the terms for the protection of bondholder rights, in compliance with statutory and regulatory provisions, and in particular designate a temporary proxy to represent bondholders;
- generally, take any useful measure or make any agreement for the proper functioning of the planned bond issues.

Second resolution

The General Meeting shall confer all powers on the holder of an original, exemplified copy, copy or excerpt of the present notice to carry out any publication, filing, or other necessary formalities.

The Board of Directors