



LABEL' VIE SA

SUMMARY OF THE INFORMATION FILE RELATING TO THE COMMERCIAL PAPER ISSUANCE PROGRAM

Date of initial program implementation: 2013

Date of last program update: 2021

ISSUANCE PROGRAM CEILING

MAD 800,000,000

NOMINAL VALUE

MAD 100,000

FINANCIAL ADVISOR

PLACEMENT AGENCY

DOMICILIARY ESTABLISHMENT



Visa from the Moroccan Capital Market Authority (AMMC)

In accordance with the provisions of the circular of the Moroccan Capital Market Authority (AMMC), this reference document was registered by the AMMC on July 29, 2022, under the reference EN/EM/017/2022

This reference document can only be used as a basis for canvassing or for collecting orders in the context of a financial transaction if it is part of a prospectus duly approved by the AMMC.

Annual update of the information file relating to the commercial paper issuance program

On the date of registration of this reference document, the AMMC referred to the annual update of the information file relating to the commercial paper issuance program. Said file is made up of:

- *this reference document;*
- *the note relating to the commercial paper program registered by the AMMC on December 13, 2019, under the reference EN/EM/016/2019 and available on the following link:*
http://www.ammc.ma/sites/default/files/Note_BT_LBV_016_2019_2.pdf

The said update was approved by the AMMC under reference VI/EM/021/2022

Disclaimer

The Moroccan Capital Market Authority (AMMC) approved on July 29, 2022, an information file relating to the issuance of commercial paper by Label'Vie SA

The information file approved by the AMMC is available at any time at the registered Office of Label'Vie SA, on its website www.labelvie.ma, and from its financial advisor. It is also available within a maximum of 48 hours from order collection establishments.

The information file is made available to the public in the headquarters of the Casablanca Stock Exchange and its website www.casablancabourse.com. It is also available on the AMMC website www.ammc.ma.

This summary has been translated by LISSANIAT under the joint responsibility of the Translator and Label'Vie SA. In the event of a discrepancy between the content of this summary and that of the information file approved by the AMMC, only the information file approved will be taken in consideration.

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Part I. PRESENTATION OF THE OPERATION

I. Overall characteristics of the operation

I.1. General framework of the operation

In accordance with the provisions of Article 15 of law number 35-94 as modified and completed by law 33-06 and promulgated by Dahir number 1-95-3 on Chaabane 24th, 1415 (January 26th, 1995), with the decree of the Minister of Finance and external Investments No. 2560-95 of October 9th, 1995 related to Negotiable Debt Securities, and the AMMC circular No. 03/19 of February 20th, 2019 related to financial transactions and information, Label Vie issues to the public interest bearing commercial papers in representation of a debt claim for a period up to one year.

The board of directors, met on September 24th, 2013, authorized the issuance of commercial papers with a ceiling of 800 000 000 MAD, and has given full proxy power to Mr. Zouhair Bennani, as chairman of the board of directors of Label 'Vie, to define the characteristics of each issuance carried out within the framework of this program.

Furthermore, the board of directors, met on November 29th, 2019, had approved and ratified, for all intents and purposes:

- i. The commercial papers program as well as the power granted by the board of directors met on September 24th, 2013 to Mr. Zouhair BENNANI in his capacity as chairman of the board of directors, to define the characteristics of each issuance carried out within the framework of this program and;
- ii. All acts and decisions taken by Mr. Zouhair BENNANI in his capacity as chairman of the board of directors for the needs of the commercial papers program shall be considered valid and effective against third party and the company in all their effects.

To achieve this, Label 'Vie shall issue to the public interest-bearing commercial papers in representation of a debt claim for a period not exceeding one year.

In accordance with the provisions of Article 15 of law number 35-94 promulgated by Dahir No. 1-95-3 on Chaabane 24th, 1415 (January 26th, 1995), and with the decree of the Minister of Finance and External Investments No. 2560-95 of October 9th, 1995 related to Negotiable Debt Securities, Label 'Vie has established, with its financial advisor, an information dossier related to its activity, its economic and financial situation and its issuance program.

Pursuant to Article 17 of law No. 35-94, and as long as the debt securities are circulating, the information dossier will be subject to annual update within forty-five (45) days starting from the meeting of the general ordinary assembly of shareholders approving the annual accounts of the last fiscal year.

In accordance with Article 1.59 of the AMMC circular, and pursuant to the provisions of the second paragraph of Article 17 of law No. 35-94, the update of the information dossier related to the issuance program will be updated fifteen (15) days before the date of effect of all changes in the characteristics of the said program. An immediate update of the information dossier will take place in case of any new event likely to impact the development of the value of the securities, or the completion of the program.

I.2. Investors targeted by the program

Targeted subscribers are legal persons and physical persons, residents and non-residents, Moroccans or non-Moroccans.

Subscriptions must be done in cash, whatever the category of subscribers.

I.3. Subscription period

Each time Label 'Vie S.A demonstrates a cash need, CDG Capital shall proceed to the opening of the subscription period at least 3 working days before the enjoyment date.

Note that the period of subscription may be closed as soon as the investment of the entire issuance has been completed.

I.4. Body in charge of investment – Financial intermediary

Investment shall be carried out exclusively by CDG Capital.

Meanwhile, it can also be carried out by one or several bodies chosen by CDG Capital itself. In this case, an investment syndicate shall be formed 15 days before the subscription period and the investment agreement shall be submitted to the AMMC before the opening of the subscription period.

Type of financial intermediary	Name	Address
Financial advisor		Immeuble Mamounia, Place Moulay Hassan, Rabat
Underwriting body	CDG Capital	Phone: 05 37 66 52 52
Domiciliation Agent		Fax: 05 37 66 52 80
Institution providing the financial services of the securities		

I. Objectives of the operation

Label' Vie S.A started a commercial paper issuance program in order to:

- i. Deal with the temporary cash-flow needs induced by changes working capital requirement during the year;
- ii. Vary funding sources in order to better negotiate with its financial partners;
- iii. Optimize the cost of short-term financing by partially substituting commercial papers to existing bank loans;
- iv. Consolidate its image among institutional investors through increased visibility on the capital market.

II. Information on the securities to be issued

Nature of securities	Negotiable debt securities dematerialized by registration with the Central Depository (Maroclear) and registered in an account with authorized affiliates.
Legal form of securities	Commercial Papers out to bearer.
Issuance ceiling	MAD 800 000 000
Face value	MAD 100 000
Maturity	Between 10 days and 1 year
Number of securities	8 000
Enjoyment date	At the date of payment.
Interest rate	Determined for each issue depending on market conditions.
Interest	Post-counted.
Coupon payment	In fine, at due date of each commercial paper.
Repayment	In fine, at due date of each commercial paper.

Assimilation clause	The commercial paper issued is not assimilated to any previous issue.
Negotiability of securities	No restriction is imposed by the conditions of the issuance in regards to the negotiability of the issued commercial paper. The securities are negotiable by mutual agreement.
Guarantee	The issue is not the subject of any guarantee.
Ranking	The issuance program of Commercial paper is not subject to any other indebtedness of the company.
Rating	The issued commercial papers have not been subject of any rating request.

Part II. INFORMATION ON THE ISSUER

I. Description of the activity

I.1. About Label'Vie

Corporate Name	Label'Vie S.A (PLC)
Registered Office	<ul style="list-style-type: none"> ▪ Head Office: Angle Rue Rif et Route des Zaers Km 3,5 Souissi Rabat. ▪ Administrative Registered Office in Skhirat: Commune rurale d'Assabah, préfecture de Skhirat Témara, Ouled Othmane, Route Nationale n°1.
Telephone	05 37 56 95 95
Fax	05 37 56 95 66
Website	www.labelvie.ma
Legal Form	Public Limited Company under Moroccan Law with a Board of Administrators
Incorporation Date	16-oct-85
Lifetime	99 years
Trade Register Ref	27 433 Rabat
Fiscal Year	From 1 st January to 31 st December
Date of IPO	02-juil-08
Share Capital (as of 01/06/2022)	MAD 283 896 200, split in 2 838 962 shares of a nominal value of MAD 100 each
Corporate Purpose	<p>According to Article 2 of the articles of association, the object of the company is::</p> <ul style="list-style-type: none"> • The purchase and sale, in the form of self-service (supermarket) or any other form, of any article and consumer product and in particular: food products, cleaning products, perfumes, lingerie, drugstore , gardening, furnishing and decoration products, children's articles (toys, hosiery, etc.), electronic goods (radios, televisions, pictures, stoves, refrigerators, etc.), paramedical articles, tobaccos, tobacco goods, newspapers, stationery and bookstore • The operation of bakery, pastry, butcher's shop, fishmonger, rotisserie, etc.; • The purchase and retail sale of all beverages (alcoholic or not), all in accordance with the laws and regulations in force in Morocco; • The company may also be interested in any Moroccan or foreign companies or companies whose business is similar or likely to favor and develop its own business; • And more generally, all industrial, commercial, financial, securities or real estate operations directly or indirectly related to the corporate purpose and likely to promote its realization.
List of Applicable Laws and Regulations	<p>Through its legal form, the company is governed by Law No. 17-95 promulgated by the Dahir No. 1-96-124 of August 30, 1996 relating to the public limited companies, as modified and supplemented by the laws No. 81- 99, 23-01, 20-05, 78-12. As a listed Company (on the Casablanca Stock Exchange), Label'Vie S.A. is subject to all legal and regulatory provisions relating to the financial market and in particular:</p> <ul style="list-style-type: none"> • The Dahir Law No. 1-93-212 of 21 September 1993 as amended and supplemented by Law No. 23-01, Law 36-05 and Law 44-06; • The Dahir Law No. 1-12-55 of 28 December 2012 promulgating Law No. 44-12 on the public offering and the information required of legal persons and organizations going public; • The Dahir Law No. 1-95-3 of 26 January 1995 promulgating Law No. 35-94 on Certain Negotiable Debt Securities, as amended and supplemented by Laws Nos. 35-96 and 33- 06; • Dahir carrying Law No. 1-93-211 of September 21, 1993 relating to the Casablanca Stock Exchange as amended and supplemented by Laws Nos. 34-96, 29-00, 52-01, 45-06, 43-09 ; • General Regulation of the Casablanca Stock Exchange approved by the Decree of the Minister of Economy and Finance, by the Decree No. 1268 - 08 of July 07, 2008 amended and supplemented by the Decree of the Minister of the Economy and Finance No. 1156-10 of April 7, 2010, No. 30-14 of January 6, 2014 and No. 1955-16 of July 4, 2016; • Dahir promulgating law n ° 1-96-246 of January 9, 1997 promulgating law n ° 35-96 relating to the creation of a central depository and to the institution of a general system of the registration in account of certain values as modified by Law No. 43-02; • General Regulation of the Central Depository approved by the Order of the Minister of Economy and Finance No. 932-98 of April 16, 1998 and amended by the Order of the Minister of the Economy, Finance, Privatization and Tourism No. 1961-01 of 30 October 2001 and Order No. 77-05 of 17 March 2005; • Dahir N ° 1-04-21 of April 21, 2004 promulgating the law n ° 26-03 relative to the public offers on the Moroccan stock market as modified by the law N ° 46-06; • General Regulation of the AMMC approved by the Order of the Minister of the Economy and Finance No. 2169-16 of July 14, 2016; • The AMMC circular n ° 03/19 of 20 February 2019 relating to financial operations and information. <p>As a result of its activity, Label 'Vie S.A. is subject to the various legislative texts as presented in the section "<i>Business sector, national environment of large retailers, business sector</i>".</p>

Locations for consulting legal documents	The Company accounting and legal documents, whose communication is required by law, as well as the Articles of Association, may be consulted at the registered office of the company.
Court of jurisdiction in case of dispute	Commercial Court of Rabat
Tax Regime	<ul style="list-style-type: none"> • The Company is subject to Corporate Tax at the so-called "progressive rate"; • The Company is subject to VAT (0%, 7%, 10%, 14% and 20%), at the standard legal rate (20%) for investments and other products.

Source: Label'Vie

I.2. Distribution of sales by department according to the different formats (2019-2021)

In MMAD	2019	2020	2021	CAGR 19/21
GCP and Liquids	5 805	6 291	6 553	6%
Carrefour Market	2 088	2 331	2 323	5%
Carrefour Hyper	950	1 139	1 382	21%
Atacadao	2 767	2 821	2 848	1%
Fresh products	2 620	2 813	2 938	6%
Carrefour Market	1 302	1 459	1 417	4%
Carrefour Hyper	692	753	880	13%
Atacadao	625	601	642	1%
Leisure & Appliances	295	306	369	12%
Carrefour Market	2	2	3	42%
Carrefour Hyper	293	304	366	12%
Atacadao	0	0	0	-67%
Bazaar	241	234	278	7%
Carrefour Market	44	45	44	0%
Carrefour Hyper	159	159	203	13%
Atacadao	38	29	31	-9%
Home textiles and equipment	90	106	130	20%
Carrefour Market	5	6	6	14%
Carrefour Hyper	85	100	124	21%
Atacadao	1	1	0	-46%
Services	392	265	364	-4%
Carrefour Market et Sup Eco	53	54	65	11%
Carrefour Hyper	88	63	89	1%
Atacadao	251	149	210	-9%
Total Sales HT	9 443	10 015	10 633	6%

Source: Label'Vie

II. Shareholding

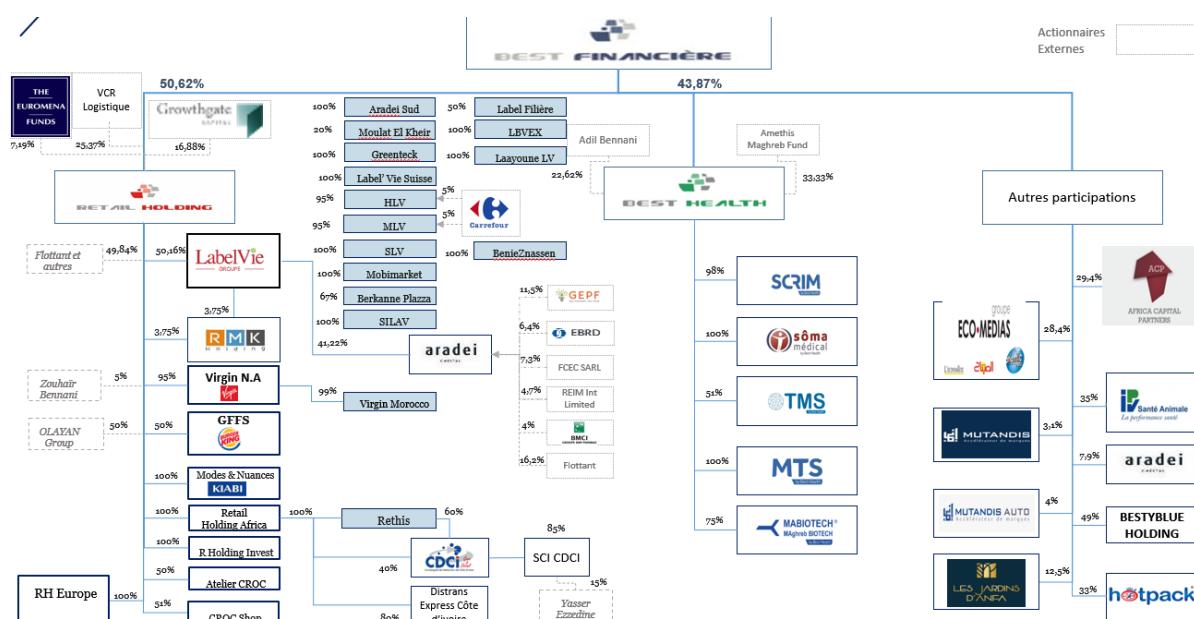
Label'Vie shareholding as of 01/06/2022

Shareholders	01/06/2022		
	Number of shares	Number of shares	Number of shares
Retail Holding	1 424 045	1 424 045	50.16%
Floting	1 135 232	1 135 232	39.99%
Sanlam Assurance	189 645	189 645	6.68%
ALJIA Holding (formerly ETAMAR)	90 000	90 000	3.17%
Employees	40	40	0.00%
Total	2 838 962	2 838 962	100.00%

Source: Label'Vie

III. Legal organization chart

Figure 1: Legal organization chart of Best Financière as of 31/12/2021



Source: Label'Vie

The diversification of the group's activities has led the managers to opt for reorganization by activity sectors. Thus, the Best Financière Group is organized around 2 activity sectors, registering a net loss of -0.3 MMAD in 2019 and 10.3 MMAD in 2020 and 15.8 MMAD in 2021.

In 2019, the decrease in net income is mainly to be attributed to the significant drop due to the exceptional re-invoicing that took place in 2018 on LabelVie under various development and construction (25 MMAD) and the invoicing cessation of management fees to Retail Holding.

In 2020, the increase in net income is mainly due to:

- The invoicing to Label Vie of 10 MMAD in 2020 for various services and the slight decrease in the re-invoicing of royalties on Virgin.
- The invoicing of 7 MMAD of external expenses relating to the bond issuance.
- 16 MMAD of income from PW (distribution from Retail Holding for 2019, whereas no distribution was made for 2018 earnings)

- 5 MMAD of investment income compared to 2019.
- 3 MMAD on the non-current result due to the neutrality of the Lease Back operation for the construction of the new headquarters.

In 2021, the increase in net income is mainly due to the dividends received from Aradei Capital and Best Health.

Its main shareholders are AZ Développement (55.3%) YADOGHI Capital (29.5%), ZouhairBennani (7.1%), Rachid Hadni (3.80%), Adil Bennani and Youness Bennani (1.4% respectively), Latifa Bennani and Mouna Bennani (0.71% respectively).

Part III. FINANCIAL DATA

I. Consolidated annual accounts

I.1. Consolidated annual assets over the period (2019-2021)

iN MMAD	2019	2020	VAR 19-20	2021	VAR 20-21
Intangible assets (A)	985.1	1 061.8	8%	1 162.4	9.5%
R&D fixed assets	539.6	612.7	14%	690.4	12.7%
Patents, trademarks, rights & val. similar	20.6	24.3	18%	23.9	-1.6%
Commercial funds	424.8	424.8	0%	424.8	0.0%
Goodwill ¹	-	-	0%	23.2	<100%
Tangible assets (B)	2 347.6	2 543.3	8%	3 464.0	36.2%
Land	194.9	456.9	134%	922.2	101.8%
buildings	625.4	862.9	38%	991.2	14.9%
Technical installations, machinery and equipment	400.1	438.8	10%	514.5	17.3%
Transportation equipment	0.2	0.1	-46%	0.2	135.0%
Furniture, office equip. and configured. various	526.5	562.1	7%	689.1	22.6%
Other tangible fixed assets	30.2	47.7	58%	52.6	10.3%
investments in progress	570.5	174.8	-69%	294.3	68.3%
Financial assets (C)	1 388.4	1 091.3	-21%	1 096.6	0.5%
Locked-in loans	-	-	-	-	-
Equity securities	1 359.5	1 058.4	-22%	1 063.7	0.5%
Other financial claims	28.9	32.8	14%	32.9	0.2%
Translation difference - Asset (D)	-	-	-	-	-
TOTAL I = (A + B + C + D)	4 721.0	4 696.4	-1%	5 723.0	21.9%
Inventories (E)	1 616.0	1 741.0	8%	1 960	12.6%
Merchandise	1 601.2	1 722.6	8%	1 941.4	12.7%
Consumable materials and supplies	14.8	18.4	25%	18.3	-0.7%
Products in process	-	-	-	-	-
Finished products	-	-	-	-	-
Receivables from Current Assets (F)	1 681.1	1 713.2	2%	1 587.4	-7.3%
Suppliers debtors, advances and payments	139.7	152.1	9%	165.5	8.8%
Customers and related accounts	893.2	817.1	-9%	626.1	-23.4%
Staff	17.6	11.3	-35%	12.0	5.9%
State	560.5	634.7	13%	685.3	8.0%
Partners' accounts ¹	-	2.0	>100%	5.9	>100%
Other debtors	48.9	87.2	78%	87.0	-0.3%
Accruals-asset accounts	21.2	8.8	-59%	5.7	-35.6%
Securities and investment values (G)	21.3	284.2	>100%	218.6	-23.1%
Currency translation difference Assets (H)	0.4	0.1	-67%	0.1	0.0%
TOTAL II (E + F + G + H)	3 318.7	3 738.4	13%	3 765.7	0.7%
Cash assets	564.8	801.1	42%	718.4	-10.3%
Checks and bills to cash	78.2	46.7	-40%	45.9	-1.6%
Banks, TG & CP	470.8	739.7	57%	656.0	-11.3%
Cash registers, agencies and letters of credit	15.8	14.7	-7%	16.4	11.9%
TOTAL III	564.8	801.1	42%	718.4	-10.3%
GENERAL TOTAL (I + II + III)	8 604.5	9 235.9	7%	10 207.2	10.5%

Source: Label' Vie

¹ The goodwill of 23.2 MMAD in 2021 corresponds to other intangible assets, and Digital Factory

I.2. Consolidated annual liabilities over the period (2019-2021)

In MMAD	2019	2020	Var. 19 - 20	2021	Var. 20-21
Equity					
Share capital or personal assets	283.9	283.9	0%	283.9	0%
Share, merger, contribution premiums	1 150.5	1 150.5	0%	1 150.5	0%
Goodwill	-	-	-	-	-
Legal reserve	28.4	28.4	0%	28.4	0%
Other reserves (consolidated reserves)	95.3	222.1	100%	394.4	78%
Retained earnings	120.7	147.0	22%	123.2	-16%
Consolidated net income	318.0	337.7	6%	417.2	24%
TOTAL SHAREHOLDERS 'EQUITY (A)	1 996.9	2 169.6	8%	2 397.6	11%
Minority interests (B)	18.6	24.6	32%	31.9	30%
Minority interests	18.6	24.6	32%	31.9	30%
Financial debts (C)	2 679.2	3 020.6	13%	3 527.7	17%
Debenture Bonds	1 219.8	1 766.2	45%	2 014.3	14%
Other financial debts	1 459.4	1 254.4	55%	1 513.4	21%
Sustainable provisions for risks and charges (D)	8.1	8.3	3%	12.9	56%
Translation Difference- Liabilities (E)	-	-	-	-	-
TOTAL I (A + B + C + D + E)	4 702.8	5 223.0	11%	5 970.1	14%
Current liabilities (F)	3 701.1	3 710.5	-2%	4 126.6	11%
Suppliers and related accounts	3 358.1	3 305.6	-2%	3 638.2	10%
Amounts due to customers, advances and payments	54.7	65.1	54%	72.6	12%
Staff	6.9	7.3	5%	5.5	-24%
Social organizations	14.0	17.4	25%	19.1	10%
State	255.9	291.2	-15%	362.7	25%
Partners' accounts	0.2	0.2	20%	0.3	38%
Other creditors	4.1	3.1	-24%	1.4	-53%
Adjustment accounts - Liabilities	7.2	20.4	18%	26.4	29%
Other provisions for liabilities and charges (G)	0.5	2.3	100%	10.5	357%
Exchange difference – Liabilities (H)	0.1	0.1	0%	0.1	44%
TOTAL II (F + G + H)	3 701.7	3 712.9	0%	4 137.0	11%
Liability cash	200	300.0	50%	100.0	-67%
Discount credit	-	-	-	-	-
Cash loans	200.0	300.0	50.00%	100.0	-66.67%
Banks (credit balances)	-	-	-	-	-
TOTAL III	200.0	300.0	50%	100.0	-67%
GENERAL TOTAL I + II + III	8 604.5	9 235.9	6%	10 207.2	11%

I.3. Consolidated annual income statement (2019-2021)

In MMAD	2019	2020	Var. 19 - 20	2021	Var. 20-21
Sales of goods in the unaltered state	9 442.7	10 015.4	6%	10 634.0	6%
Sales of goods and services produced	953.1	997.0	5%	1 124.3	13%
Consolidated turnover	10 395.8	11 012.4	6%	11 758.2	7%
Operating reversals	105.8	94.6	-11%	142.9	51%
Consolidated operating proceeds I	10 501.6	11 107.0	6%	11 901.1	7%
Resale purchases of goods	8 412.3	8 808.3	5%	9 337.1	6%
Costs of supplies and consumable material	201.9	225.0	11%	224.2	0%
Other external expenses	569.6	572.7	1%	651.8	14%
Dues and taxes	59.5	68.9	16%	76.6	11%
Staff costs	468.2	522.0	11%	574.5	10%
Other operating expenses					
Operating expenses	324.3	369.6	14%	406.1	10%
Consolidated operating expenses II	10 035.9	10 566.4	5%	11 270.3	7%
OPERATING RESULT (I-II) III	465.7	540.6	16%	630.8	17%
Income from equity securities and fixed assets	71.3	77.3	8%	58.0	-25%
Exchange gains	1.6	1.0	-35%	1.8	74%
Interest and other financial proceeds	34.1	31.2	-8%	88.4	183%
Financial reversals and expense transfers	9.5	7.1	-26%	4.7	-34%
Financial Proceeds IV	116.5	116.6	0%	152.9	31%
Interest charges	134.9	129.7	-4%	136.6	5%
Exchange losses	1.5	3.2	115%	1.1	-65%
Other financial charges	5.5	0.0	-100%	2.2	>100%
Financial allocations	0.4	0.1	-67%	0.1	2%
Financial charges V	142.2	133.1	-6%	140.1	5%
Financial Result (IV-V) VI	-25.7	-16.5	-36%	12.8	-178%
CURRENT RESULT (III + VI) VII	440.1	524.1	19%	643.5	23%
Proceeds from disposal of fixed assets	1.5	3.9	156%	2.8	-29%
Other non-current proceeds	1.3	0.9	-32%	0.6	-39%
Non-current reversals charges transfer	4.6	75.6	1535%	1.1	-99%
Non-Current Proceeds VIII	7.5	80.4	974%	4.4	-95%
Net depreciation value of assets sold	1.1	2.7	144%	3.4	26%
Other non-current charges	10.2	150.2	1375%	53.0	-65%
NC allocations to depreciation and provisions	3.2	1.1	-66%	8.9	725%
Non-current loads IX	14.5	154.0	966%	65.4	-58%
Non-current result (VIII-IX) X	-7.0	-73.6	956%	-60.9	-17%
PROFIT BEFORE TAX (VII + X) XI	433.1	450.5	4%	582.6	29%
Income taxes	115.1	112.8	-2%	165.4	47%
NET PROFIT	318.0	337.7	6%	417.2	24%
Net income, Group share	312.0	330.3	6%	407.2	23%
Minority Net Income	6.0	7.4	23%	10.0	35%

Source: Label'Vie

SUMMARY OF THE INFORMATION FILE RELATING TO LABEL'VIE SA COMMERCIAL PAPER ISSUANCE PROGRAM - ANNUAL UPDATE – 2021

II. Company annual accounts

I.1. Company's Annual Assets (2019-2021)

In MMAD	2019	2020	Var 19-20	2021	Var 20-21
Fixed Assets in Non-Value (A)	436	486	<i>12%</i>	519	<i>7%</i>
Preliminary costs	0	0	<i>-94%</i>	0	<i>-30%</i>
Expenses to be spread over several years	436	486	<i>12%</i>	519	<i>7%</i>
Bond redemption premiums					
Intangible assets (B)	177	181	<i>2%</i>	203	<i>12%</i>
Capital expenditures in Research and Development					
Patents, Trademarks, Rights & Values. Similar	20	24	<i>19%</i>	23	<i>-4%</i>
Commercial fund	157	157	<i>0%</i>	157	<i>0%</i>
Other intangible assets				23	<i><100%</i>
Tangible assets (C)	1 997	1 706	<i>-15%</i>	2 481	<i>45%</i>
Land	195	255	<i>31%</i>	654	<i>156%</i>
Buildings	610	634	<i>4%</i>	763	<i>20%</i>
Technical installations, machinery and equipment	244	246	<i>1%</i>	290	<i>18%</i>
Transportation equipment	0	0	<i>-61%</i>	0	<i>187%</i>
Furniture, office equip. and configured. various	390	397	<i>2%</i>	495	<i>25%</i>
Other tangible fixed assets					
investments in progress	558	174	<i>-69%</i>	278	<i>60%</i>
Financial fixed assets (D)	1 648	1 351	<i>-18%</i>	1 398	<i>3%</i>
Locked-in loans					
Other financial claims	12	16	<i>34%</i>	16	<i>-4%</i>
Equity securities	1636	1 335	<i>-18%</i>	1 382	<i>4%</i>
Other fixed securities					
Currency translation difference Assets (E)					
Decrease in locked-in receivables					
Increase in financial debts					
TOTAL I = (A+B+C+D+E)	4258	3 724	<i>-13%</i>	4 601	<i>24%</i>
Inventories (F)	766	875	<i>14%</i>	934	<i>7%</i>
Merchandise	755	861	<i>14%</i>	919	<i>7%</i>
Consumable materials and supplies	12	14	<i>22%</i>	15	<i>4%</i>
Current products					
Interim products & residual products					
Finished products					
Receivables from Current Assets (G)	1 819	2 171	<i>19%</i>	2 247	<i>3%</i>
Due from Suppliers, advances and down payments	54	75	<i>41%</i>	75	<i>0%</i>
Customers and related accounts	1 359	1 476	<i>9%</i>	1 512	<i>2%</i>
Staff	15	9	<i>-37%</i>	9	<i>3%</i>
State	319	356	<i>11%</i>	394	<i>11%</i>
Partner's accounts		2		8	<i>303%</i>
Other debtors	53	244	<i>359%</i>	243	<i>0%</i>

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Accruals-asset accounts	19	9	-54%	5	-39%
Investment Securities and values (H)	7	284	3959%	219	-23%
Exchange differential Assets (I)	0	0	-70%	0	29%
TOTAL II (F + G + H + I)	2 592	3 330	29%	3 399	2%
Cash - assets					
Checks and bills to cash	26	26	1%	26	-2%
Banks, T.G & CP	487	707	45%	566	-20%
Cash registers, agencies and letters of credit	10	8	-20%	9	14%
TOTAL III	522	741	42%	601	-19%
GENERAL TOTAL (I + II + III)	7 372	7 796	6%	8 601	10%

Source: Label'Vie

I.2. Company's Annual Liabilities (2019-2021)

Inn MMAD	2019	2020	Var 19-20	2021	Var 20-21
Equity					
Share capital or personal assets	284	284	0%	284	0%
Minus: Shareholders, Capital, subscribed non-called					
Called capital of which paid					
Share, merger, contribution premiums	1151	1151	0%	1151	0%
Revaluation Variance					
Legal reserve	28	28	0%	28	0%
Other reserves					
Retained earnings	121	147	22%	123	-16%
Net result pending allocation					
Net result for the financial year	186	146	-22%	188	29%
TOTAL SHAREHOLDERS 'EQUITY (A)	1 770	1 756	-1%	1 774	1%
Assimilated equity (B)					
Investment grants					
Provisions on costs					
Financial debts (C)	2 535	2 486	-2%	2 958	19%
Bond loans	1 220	1 766	45%	2 014	14%
Other financial debts	1 315	720	-45%	943	31%
Sustainable provisions for risks and charges (D)	6	5	-9%	6	13%
Provisions for risks	6	5	-9%	6	13%
Provisions for charges					
Passive Translation Difference (E)					
TOTAL I (A + B + C + D + E)	4 310	4 247	-2%	4 737	12%
Current liabilities (F)	2 911	3 246	12%	3 753	16%
Accounts payable	1 646	1 814	10%	1 969	9%
Credit customers, advances and down payments	3	2	-51%	0	-77%
Staff	1	1	-1%	1	-43%
Social organizations	10	12	24%	14	14%

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State	180	215	19%	268	25%
Partner's accounts	0	0	15%	0	-88%
Other creditors	1 065	1 159	9%	1 455	26%
Accruals accounts - liabilities	6	43	656%	47	8%
Other provisions for risks and charges (G)	0	2 134	611%	10 336	384%
Exchange differential-Liabilities (H)	0	0		0	-63%
TOTAL II (F + G + H)	2 912	3 248	12%	3 764	16%
Liability cash					
Discount credits	150	300	100%	100	-67%
Cash loans					
Banks (credit balances)					
TOTAL III	150	300	100%	100	-67%
GENERAL TOTAL I + II + III	7 372	7 796	6%	8 601	10%

Source: Label'Vie

I.3. Company's annual income statement (2019-2021)

In MMAD	2019	2020	Var 19-20	2021	Var 20-21
Operating products					
Sales of goods in the unaltered state	4 259	5 039	18%	5 339	6%
Sales of goods and services produced	593	575	-3%	670	16%
Turnover	4 852	5 614	16%	6 009	7%
Changes in product inventories (+ -)					
Immob. Prod. By the ESE for itself					
Operating subsidy					
Other operating income					
Resumption of operations; charges transfers	88	75	-15%	114	51%
TOTAL I	4 941	5 690	15%	6 123	8%
Operating expenses					
Resold purchases of merchandise	3 669	4 329	18%	4 632	7%
Purchases of materials and supplies	139	160	15%	160	0%
Other external expenses	300	344	15%	360	5%
Dues and taxes	27	32	18%	32	0%
Staff costs	284	317	12%	349	10%
Other operating expenses					
Operating allocation	212	258	22%	270	5%
TOTAL II	4 632	5 440	17%	5 804	7%
Operating results III (I-II)	309	249	-19%	319	28%
Financial products					
Prod. Titles Particip. & Others Prod. Imm.	71	77	9%	58	-25%
Exchange gains	1	1	-19%	1	59%
Financial interests and revenue	33	30	-8%	97	221%
Financial recovery transfer of charges	9	7	-22%	5	-34%

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TOTAL IV	114	115	1%	161	40%
Financial expenses					
Interest charges	171	178	4%	210	17%
Exchange loss	1	2	143%	1	-61%
Other financial charges	5	0	-100%	2	17713%
Financial allocations	0	0		0	29%
TOTAL V	178	181	2%	213	18%
Financial Result VI (IV-V)	-64	-66	2%	-51	-21%
Current Result (III + VI)	245	184	-25%	268	45%
Non-current revenues					
Proceeds from disposal of fixed assets	1	434	43349%	1 140	162%
Balancing subsidy					
Reversals of investment subsidy					
Other non-current revenues	1	0	-67%	0	-40%
Non-current reversal transfer charges	4	51	<100%	1	-98%
TOTAL VIII	6	486	7995%	2	-100%
Non-current expenses					
Net Value Depreciation of Fixed Assets Sold	1	409	-59%	1	-100%
Granted subsidy					
Other expenses	7	79	1033%	8	-90%
NC allocations to depreciation and provisions	3	0	-86%	8	1921%
TOTAL IX	10	489	4787%	17	-96%
Non-current result (VIII-IX)	-4	-3	-26%	-15	405%
Results before taxes (VII + X)	241	181	-25%	252	40%
Income taxes	54	35	-36%	65	86%
Net result	186	146	-21%	188	28%
Total revenues (I + IV + VIII)	5 061	6 291	24%	6 287	0%
Total expenses (II + V + IX + XIII)	4 875	6 145	26%	6 099	-1%
Net result (Tot. Revenues minus Tot. Expenses)	186	146	-21%	188	28%

Source: Label'Vie

Part IV. Risks

I. Risks associated with the issuer

The Label'Vie group operates in a changing environment that induces risks, some of which may occasionally get out of its control, and which are in addition to the risks inherent in the exercise of its businesses. The Label'Vie group has presented below the significant risks to which it believes it is exposed.

Economic risk

The future revenues and results of the Label'Vie group depend significantly on the evolution of the Moroccan economy.

The main activity of the Label'Vie group is the sale of consumer products. Consequently, the turnover and the profitability of the Label'Vie group depend significantly on the evolution of the consumption expenses of Moroccans. The evolution of consumption in Morocco is particularly in the context of the evolution of the economic situation of the country and, more particularly, of the disposable income of the population. A contraction or weaker future growth of the Moroccan economy could have a negative impact on the increase in the number of consumers and the average basket, which could have an unfavorable impact on the growth and profitability of the Label'Vie group's activities. or even lead to a decrease in its income and results.

The economic risk is reduced in the first place thanks to the perspective emanating from international bodies in terms of the GDP growth and inflation. Secondly, the economic risk is mitigated, in the case of the Label'Vie group, thanks to the revenue structure, essentially made up of the sales of food products, therefore of first necessity.

Competitive risk

Competitive risk covers both the risk of the appearance of a new organized competitor, and the risk of losing ground in relation to existing competitors. The Label'Vie group could thus face increased competition in the Moroccan retail market with the development of competing brands, which would lead to a loss of market share and a reduction in the Label'Vie group's revenues.

Label'Vie, after having forged a benchmark partnership with the Carrefour group, depends on the latter, whose brand image and guarantee of quality it uses.

Investment risk

The investment risk is the risk of not carrying out projects on budget and on schedule initially, which would lead to a lag or decrease in project performance.

However, the Label'Vie group has accumulated a wealth of experience in carrying out store opening projects, supported by the expertise of the real estate company Aradei Capital in land management. The investment risk is also reduced to date thanks to the creation of a team dedicated entirely to development management and which has experience in the various operational departments of the Label'Vie group.

The Label'Vie group also benefits from the expertise of its partner, Carrefour Partenariat International, to successfully develop new Carrefour hypermarkets. In addition, the investment risk also includes certain risks associated with changes in the price of real estate in Morocco. The demand for real estate in urban areas continues to increase, due to population growth, the increase in the rate of urbanization and the facilitation of access to credit. The probability that land prices will continue the upward trend recorded in recent years is high. This situation represents a risk factor for the Label'Vie group, if the latter does not manage to limit the impact of the increase in the price of commercial real estate in its investment program.

This risk is nevertheless mitigated on the one hand by the state's desire to create 15 new towns by 2020. These satellite towns would constitute an additional supply of land in urban areas, which would tend to mitigate the surge. prices, and on the other hand by the creation of the Aradei Capital property company to support real estate investments.

Management risk

Within the framework of its activity, the Label'Vie group is subject to several management risks including in particular: risks related to foodstuffs, risks relating to theft and fraud, as well as risks related to human resources.

Food products are by definition likely to cause real health risks. Despite the civil liability insurance taken out by the company, a consumer affected by a food product purchased from one of the labels of the Label'Vie group could cause damage in terms of image and reputation for the group as a whole. This situation could result in particular in the loss of customers and have repercussions on the group's revenues.

The performance of the Label'Vie group depends significantly on its management team, which has extensive experience and knowledge of mass distribution. The loss of key members of management could have a significant negative impact on the capacity of the Label'Vie group to implement its strategy. The Label'Vie group also depends on qualified staff with the experience and skills necessary for the development of its activity. Any difficulty for group companies in recruiting and training competent and qualified teams could result in particular in a degradation of the services offered by the group. The Label'Vie group also depends on its reference shareholder from whom there is a risk of exit.

Legal risk

I.1. Legal risk related to the mass distribution sector

The activities of the Label'Vie group are subject to numerous regulations relating to the nature of the products it markets. The regulatory framework is subject to future changes which could be favorable or unfavorable to the group. These changes could entail additional costs, not be in line with the development model of the Label'Vie group or modify the competitive context in which the group could operate.

I.2. Legal risk related to investments

Authorization applications for the construction of department stores in large cities are processed by the municipalities which submit them to the departments and organizations concerned for specific technical aspects, namely the Urban Agency and the Economic Division of the Prefecture.

These requests are then processed by a tripartite commission chaired by the director of the Urban Agency and bringing together representatives of the municipality and the Wilaya which decides on the project in accordance with legal and regulatory requirements and in particular those of town planning documents. in force (Urban Development Master Plan, Development Plan, etc.).

With regard to requests for operating authorizations, this attribution is the responsibility of the president of the municipality under article 44 of the municipal charter. Regarding the procedure for examining this request, it differs from one municipality to another.

Health risk

Label'Vie is a company that sources certain imported products on the international market, such as fresh products (Carrefour products, cheese, cold cuts, etc.), dry goods and certain bazaar products. As a result, and like any importing company, it is exposed to the risk of unfavorable exchange rate fluctuations on the foreign exchange market.

II. Risks associated with the transaction or the securities offered

Subscription to commercial paper may present certain risks listed below:

- Issuer default risks;
- Risk of non-reimbursement;
- Liquidity risk;
- Interest rate risk.

Issuer default risks

The subscriber runs the risk that the issuer will be totally or partially unable to honor its commitments throughout the subscription process, order processing, settlement / delivery of subscriptions, etc.

Risks of non-reimbursement

The subscriber may run the risk that the issuer may be totally or partially unable to honor its commitments to repay the sums due to it, in particular because the issue does not benefit from any specific guarantee.

Liquidity risks

The subscriber could encounter difficulties in liquidating his commercial papers on the secondary market.

Interest rate risks

The subscriber could face an increase in interest rates in the market which would cause the price of the security to fall.

In the event of a sale on the secondary market at a time when the market rate is higher than the nominal rate of the commercial paper, the subscriber could realize a capital loss.

Disclaimer

The aforementioned information forms only part of the information dossier that is approved by the Moroccan Capital Market Authority (AMMC) under the reference no VI/EM/021/2022 on July 29, 2022.
The AMMC recommends reading through the entire information dossier that is available to the public in French.