



LABEL'VIE S.A



Prospectus Summary relating to the Capital Increase reserved to Employees of the Label'Vie Group, its Subsidiaries and other Companies of the Group to which the Company belongs by issuing 54,995 New Shares, with Cancellation of Shareholders' Preferential Subscription Rights

The AMMC-approved prospectus consists of:

- The Securities Note;
- The Reference Document relating to the 2021 financial year, registered by the AMMC on July 29, 2022, under the reference EN/EM/017/2022;
- The update no. 1 of the Reference Document relating to the 2021 financial year registered by the AMMC dated October 25, 2022 under the reference EN/EM/030/2022.

Fixed Price Offer

Nature of securities	Ordinary shares
Subscription price	MAD 3,273
Nominal value	MAD 100
Number of new shares to be issued	54,995 shares
Maximum total amount of the operation (Including issue premium)	MAD 179,998,635
Subscription period	From November 2 to November 17, 2022, at 3:30 p.m. inclusive

Advisory Body and Global Coordinator	Leader of the Placement Syndicate
 CFG BANK <small>CORPORATE FINANCE</small>	 CFG BANK <small>CAPITAL MARKETS</small>

Members of the Placement Syndicate



Approval of the Moroccan Capital Market Authority (AMMC)

In accordance with the provisions of the AMMC Circular issued pursuant to Article 5 of Dahir No. 1-12-55 of December 28, 2012, promulgating Law 44-12 relating to public offerings and information required from corporate entities and organizations making public offerings, this prospectus was approved by the AMMC dated October 25, 2022 under the reference VI/EN/034/2022.

The Securities Note constitutes only part of the AMMC-approved prospectus. The latter is composed of the following documents:

- (i) The Reference Document relating to the 2021 financial year registered by the AMMC on July 29, 2022, under reference EN/EM/017/2022;
- (ii) Update No. 1 of the Reference Document for the 2021 financial year registered by the AMMC on October 25, 2022 under the reference EN/EM/030/2022;
- (iii) and the Securities Note.

Disclaimer

The AMMC approved on October 25, 2022 under the reference VI/EN/034/2022, a prospectus relating to the capital increase reserved to the employees of the Label'Vie Group, of its subsidiaries and of the other companies of the group to which the Company belongs, through the issue of 54,995 new shares, with cancellation of the shareholders' preferential subscription right.

The approval of the Moroccan Capital Market Authority (AMMC) covers the prospectus composed of:

- The Securities Note;
- The Reference Document relating to the 2021 financial year registered by the AMMC on July 29, 2022, under the reference EN/EM/017/2022;
- The update no. 1 of the Reference Document relating to the 2021 financial year registered by the AMMC on October 25, 2022, under the reference EN/EM/030/2022.

The AMMC-approved prospectus is available at any time:

- On Label'Vie's website: www.labelvie.ma
- On the Casablanca Stock Exchange website: www.casablanca-bourse.com
- On the AMMC website: www.ammc.ma

This summary is translated by the company 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 AMMC-prospectus, only the prospectus will be taken in consideration.

PART I - STRUCTURE OF THE OFFER

I. Structure of the offer

I.1. Amount of the Operation

Label'Vie S.A. plans to proceed with a capital increase in cash reserved for Eligible Employees for a maximum amount of MAD 179,998,635 by way of:

An issue of 54,995 shares at a subscription price of MAD 3,273 per share, i.e., MAD 100 as nominal amount and MAD 3,173 as issue premium. The total contribution of the increase in capital will amount to MAD 179,998,635, of which MAD 5,499,500 as nominal amount and MAD 174,499,135 as issue premium;

I.2. Structure of the offer

Order type	
Subscribers	<p>Natural persons, resident or non-resident, of Moroccan or foreign nationality, and employed as of October 24, 2022 by the following companies:</p> <p>Natural persons, resident or non-resident, of Moroccan or foreign nationality, and employed as of October 24, 2022 by the following companies</p> <p>Label'Vie SA, Hypermarché LV SAS, Maxi LV SAS, Greentek Média SARL, Best Financière SA, Best Health SA, SCRIM SA, Soma Médical SARLAU, Retail Holding SA, Retail Holding Africa SA, Mode & Nuances SAS, Mega V.Stores Morocco SA, Croc Shop SA, Atelier Croc SA, General First Food Services SAS</p>
Amount of the offer	MAD 179,998,635
Number of shares	54,995 shares
In % of share capital following the Operation	1.9%
Subscription price	MAD 3,273 per share
Preferential subscription rights	Cancellation of shareholders' preferential subscription rights
Minimum subscription per investor	No minimum
Ceiling and terms of subscription allocation	<p><u>1st allocation</u></p> <p>As part of a first allocation, each Eligible Employee will be able to subscribe for a maximum number of shares (equivalent to 12, 18 or 24 months of gross salary). In case the Operation Amount is exceeded, the allocation will be made pro rata to the subscriptions received.</p> <p><u>2nd allocation</u></p> <p>Each Eligible Employee may express the wish to participate in the allocation of the remainder, in case all the issued shares are not fully subscribed. The method of allocation will be on a pro rata basis of the remaining shares. If the number of shares to be allocated is not a whole number, this number of shares will be rounded down to the lower unit. The fractional shares will be allocated, by increments of one share per subscriber, with priority given to the highest applications.</p>
Non-transferability period	The purchased shares will be non-transferable for a period of 3 years as from the settlement date. In case of departure before the end of the 3-year period, the difference between the subscription price of MAD 3,273

	and the closing price of the share on the settlement/delivery day of the securities, subject of this operation, multiplied by the number of subscribed shares, must be returned to Label'Vie SA.
Operation financing	Equity financing, financing through a conventional loan or through a bank loan from any banking institution.

II. Financial instruments offered

II.1 Characteristics of the securities offered

Nature of securities	Ordinary shares, all of the same class
Legal form	The shares, subject of this operation, will all be bearer shares. These shares are entirely dematerialized and admitted to trading on Maroclear.
Amount of the operation	MAD 179,998,635, of which MAD 5,499,500 as nominal amount and MAD 174,499,135 as issue premium
Total number of shares to be issued	54,995 new shares to be issued as part of the capital increase
Subscription price	MAD 3,273 per share
1st listing procedure	Fixed Price Offer (FPO)
Nominal value	MAD 100 per share
Issue premium	MAD 3,173 per share
Payment of shares	The issued shares will be fully paid up and free of any commitment.
Listing line	1 st line
Entitlement date	January 1, 2022 ¹ (current dividend entitlement of the new shares, fully assimilated to the existing shares)
Subscription period	From November 2 to November 17, 2022, at 3:30 p.m. inclusive
Tradability of shares	<p>During the 3-year non-transferability period, the shares are not tradable and are not transferable to another account, even to oneself.</p> <p>Subsequent to the non-transferability period:</p> <ul style="list-style-type: none"> ▪ The shares covered by this Operation will be freely tradable. ▪ No statutory clause restricts the free trading of the shares making up the Company's capital.

¹ The new shares will entitle their holders to any distribution of profits or allocation of reserves that may be decided by the Company as from the date of final completion of the Capital Increase, it being specified for all intents and purposes that the new shares to be created by the Company pursuant to the Capital Increase will not entitle their holders to any distribution of profits or allocation of reserves, premiums or reduction of capital of any kind whatsoever, distributed prior to the date of completion of the Operation

	<ul style="list-style-type: none"> ▪ No commitment restricts the free trading of the shares subject to this Operation.
Payment of shares and transfer price of shares	In cash
Listing of shares covered by this operation	The shares issued through this capital increase will be admitted in first line with the former shares listed on the Casablanca Stock Exchange.
ISIN code	MA0000011801
Listing date of new shares	11/30/2022
Rights attached to the newly issued shares	All shares have the same rights in the distribution of profits and liquidation surpluses. Each share gives the right to one vote at the general meetings.
Preferential subscription right	The Extraordinary General Meeting held on September 9, 2022, has resolved to cancel the shareholders' preferential subscription rights in favor of the Eligible Employees for all the shares to be issued under the Operation.

II.2 Listing characteristics of the shares to be issued

Listing date of new shares	11/30/2022
Name	LBV
Ticker	MA0000011801
Listing compartment	Principal A
Sector of activity	Distributors
Trading cycle	Continuous
Listing line	1 st line
Number of shares to be issued	54,995 shares
Operation registration body	CFG Marchés

II.3 Elements for assessing the terms of the offer

Determination of the subscription price

In accordance with the powers conferred on it by the Extraordinary General Meeting held on September 9, 2022, the Board of Directors, meeting on September 21, 2022, decided to issue on the stock market a maximum of 54,995 new shares through:

The increase of the registered capital by a maximum amount of MAD 179,998,635 by issuing a maximum number of 54,995 new shares, at a subscription price of MAD 3.273 per share, to be fully paid up in cash, with cancellation of the shareholders' preferential subscription right in favor of the Company's employees, of its subsidiaries and of the other companies of the group to which the Company belongs in Morocco, namely Label'Vie SA, Hypermarché LV SAS, Maxi LV SAS, Greentek Média SARL, Best Financière SA, Best Health SA, SCRIM SA, Soma Médical SARL, Retail Holding SA, Retail Holding Africa SA, Mode & Nuances SAS, Mega V. Stores Morocco SA, Croc Shop SA, Atelier Croc SA, General First Food Services SAS (the Eligible Employees).

The said Board also determined the Operation's final characteristics.

Valuation methodology

Discarded valuation methods

Discounted cash flow (DCF)

This method consists of calculating the value of a company's economic assets (enterprise value) by the sum of the future flows generated by them (free cash flow to the firm) discounted at the weighted average cost of capital. The weighted average cost of capital (WACC) is representative of the return requirement of the providers of funds (shareholders and creditors) weighted by their respective levels of commitment to the financing of the company's economic assets. Once the enterprise value has been determined, the value of its equity is obtained by deducting, in particular, the net debt.

In the context of the relatively significant liquidity of the "LBV" share, this method was not used.

Stock market comparables

The stock market comparables method is an analogous valuation method that allows to estimate the value of a company's equity from the valuation levels of comparable companies listed on the stock market. Several parameters must be verified when applying this method, in particular the homogeneity of the assumptions underlying the construction of the benchmark of comparables (growth, risk, size, sector of activity, legal/tax/regulatory environment, accounting standards, etc.).

In the absence of listed companies comparable to LBV, this method was not used.

Transactional comparables

This method is based on the valuation of a company on the basis of the implicit valuation multiples of a sample of transactions that have taken place in its sector of activity and whose target companies have comparable financial and operational characteristics to the company being valued.

Given the unavailability of public and verified financial information (such as the amount of the transactions and the multiples involved) relating to recent previous transactions involving companies comparable to LBV, this method was not used.

The valuation method used for the valuation of Label'Vie's shares in the context of this Operation is the stock market price method.

The valuation by stock market prices consists in apprehending the value of a company by reference to its price observed on the stock market. The relevance of this method is based on the efficiency of the stock market on the one hand and on the liquidity of the share on the other. The stock market valuation method thus makes it possible to assess the value of a company's equity based on a weighted average of prices over a representative time horizon.

Since Label'Vie is a company listed on the Casablanca Stock Exchange and has a significant liquidity of 13%² over a 12-month rolling period, the stock market price method makes it possible to assess the value of its equity capital based on a volume-weighted average price over a representative time horizon.

Valuation of Label'Vie equity

The table below shows Label'Vie's share price as of August 31, 2022, and the volume-weighted average share price over the 1-month, 3-month, 6-month, 12-month and 18-month periods:

Analysis of Label'Vie share price (MAD)	Min.	Max.	Weighted average price	Market capitalization based on weighted average price
Spot, as of August 31, 2022	n.a.	n.a.	4 626	13 133 038 212
1 month	4 599	4 626	4 612	13 091 980 100
3 months	4 390	4 800	4 601	13 060 907 380
6 months	4 390	5 100	4 720	13 400 649 103
12 months	4 100	5 390	4 702	13 349 540 786
18 months	3 210	5 390	4 299	12 203 947 068
24 months	2 930	5 390	3 931	11 158 591 926

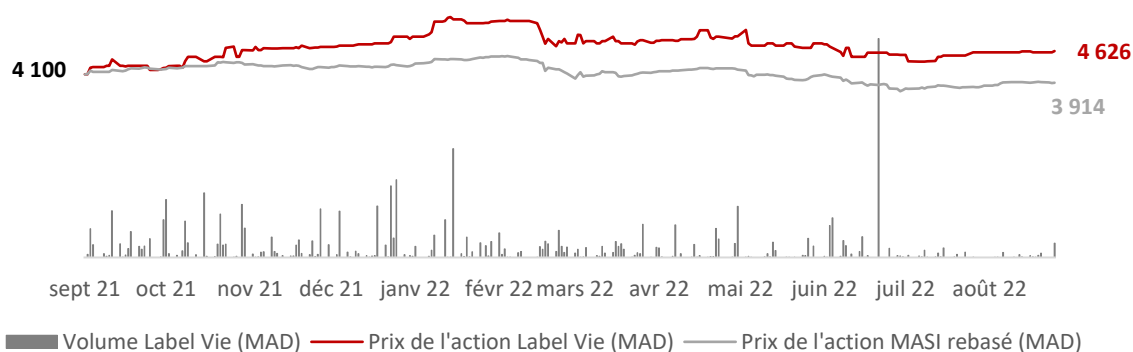
Source: Casablanca Stock Exchange

For all the horizons studied, the last price used for the calculation of the WAC is the Label'Vie share price as of August 31, 2022.

Taking into account (i) the nature of the operation, (ii) the evolution of the share price and (iii) the volumes traded on the market, the 18-month WAC has been retained as the most relevant weighted average price. The weighted average prices of the Label'Vie share calculated over the periods of 1 month, 3 months, 6 months, 12 months, 18 months and 24 months are respectively MAD 4,612, 4,601, 4,720, 4,702, 4,299 and MAD 3,931 per share, i.e. an equity valuation of mMAD 13,092, mMAD 13,061, mMAD 13,401, mMAD 13,350, 12,203 and mMAD 11,159 respectively.

The following graph shows the evolution of the Label'Vie share price from September 1, 2021 to August 31, 2022:

² Is equal to the volume, in MAD, traded on the Label'Vie share over the last twelve months divided by the average market capitalization of Label'Vie using the weighted average price of the last twelve months. The liquidity presented is calculated as of August 31, 2022.



Source: Casablanca Stock Exchange

Label'Vie's share price recorded an increase of 12.8% (vs. a drop of 4.5% of the MASI) over the last 12 months.

The table below presents the discount level of the subscription price of the shares covered by this Operation (i.e., MAD 3,273/share, including the issue premium) compared to the value per share resulting from the valuation method used:

In MAD	
Subscription price	3 273
WAC average 18 months / 24 months (as of August 31, 2022)	4 115
Discount to the subscription price	20 %

Based on a price per share of MAD 3,273, the resulting valuation multiples are as follows:

In MAD	
Equity value	9 291 922 626
NI 2021	417 184 208
P/E	22.3x
Enterprise value ³	9 295 004 196
EBITDA 2021	894 041 213
EV/EBITDA	10.4x

Risk factors related to the financial instruments offered

Liquidity risk

The subscriber to Label'Vie S.A. shares may be subject to a risk of stock market liquidity. Indeed, depending on market conditions and stock price trends, the liquidity of the share may be temporarily affected. Thus, a shareholder wishing to sell their shares may, to a certain extent, be unable to sell some or all of the shares held within a short period of time, with or without a discount on the capital.

³ Is equal to the equity value at the subscription price of MAD 3,273 (KMAD 9,291,922) plus the net financial debt as of March 31, 2022 of KMAD 3,081.

Risks of price volatility

Listed shares are subject to the rules of supply and demand, which determine their value on the stock market. Share price movements are determined in particular by the achievements and financial performance of listed companies and the development prospects anticipated by investors. Thus, investors may experience a significant increase or decrease in the value of the listed securities they hold.

Risk of capital loss

Participation in the capital of a company involves the risks inherent in any investment. If one or more of the risks are realized, they may result in losses up to and including the total loss of the contribution and related transaction costs, and thus of the entire capital invested.

In addition, if the investor has borrowed external capital to pay for the investment, the maximum risk is higher, as the obligations under the loan agreement remain with the lender regardless of the development of the Label'Vie S.A. investment, and the lender can recover from the investor an amount exceeding the invested capital.

Risk of non-transferability of shares over 3 years

The subscriber to the Label'Vie shares is subject to a non-transferability clause concerning the shares acquired as part of the Operation. This statutory provision prevents the said subscriber from transferring their shares over a period of 3 years as from the day of delivery of the securities.

III. Framework of the Operation

III.1 General framework of the Operation

The Board of Directors of Label'Vie, held on July 15, 2022, decided to propose to the Extraordinary General Meeting of September 9, 2022, to decide on a capital increase of a maximum amount of MAD 180,000,000 by issuing a maximum number of 61,099 new shares, at a subscription price ranging between MAD 2,946 and MAD 3,600 per share, to be paid up in full in cash, with cancellation of the shareholders' preferential subscription right in favor of the Eligible Employees⁴ of the Company, of its subsidiaries and of the other companies of the group to which the Company belongs in Morocco.

The main resolutions of the Extraordinary General Meeting of the Group, held on September 9, 2022 are as follows:

First Resolution:

The Extraordinary General Meeting, after having heard the reading of the report of the Board of Directors and the special report of the statutory auditors relating to the cancellation of the shareholders' preferential subscription right, authorizes an increase in the share capital of the Company, reserved for the employees of the Company its subsidiaries and the other companies of the group to which the Company belongs in Morocco, namely Label'Vie SA, Hypermarché LV SAS, Maxi LV SAS, Greentek Média SARL, Best Financière SA, Best Health SA, SCRIM SA, Soma Médical SARL, Retail Holding SA, Retail Holding Africa SA, Mode & Nuances SAS, Mega V. Stores Morocco SA, Croc Shop SA, Atelier Croc SA, General First Food Services SAS, (the Eligible Employees), up to a maximum amount of MAD 180,000,000 by issuing a maximum of 61,099 new shares at a subscription price ranging between MAD 2,946 and MAD 3,600 per share (the Reserved Capital Increase), it being reminded that the unit nominal value of the Company's shares is MAD 100.

The maximum nominal value of the Reserved Capital Increase amounts to MAD 6,109,900 for a maximum

⁴ See the list of Group companies whose employees are eligible for the Operation in Annex 1.

amount of the global contribution of the Reserved Capital Increase of MAD 180,000,000. The new shares will be subscribed for and paid up in full in cash.

The new shares will carry dividend rights as from the date of final realization of the reserved capital increase and will be assimilated to the existing shares and will be subject to all the provisions of the by-laws and to the decisions of the general meetings.

Consequently, the new shares shall give right to the distribution of profits or allocation of reserves that may be decided by the Company as from the date of final completion of the Reserved Capital Increase, it being specified for all purposes that the new shares to be created by the Company pursuant to the Reserved Capital Increase shall not give right to any distribution of profits or allocation of reserves, premiums or reduction of share capital, of any nature whatsoever, paid before the date of completion of the said increase in share capital.

Second resolution

The Extraordinary General Meeting, having heard the report of the Board of Directors and the special report of the statutory auditors relating to the cancellation of the shareholders' preferential subscription right in respect of the Reserved Capital Increase, decides to cancel the said right in favor of the Eligible Employees and, consequently, to reserve the subscription of the new shares to be issued in respect of the Reserved Capital Increase to the said Eligible Employees.

Third resolution

The Extraordinary Shareholders' Meeting, having heard the report of the Board of Directors, delegates full powers to the Board of Directors, with the option of sub-delegation, to:

- decide on the Reserved Capital Increase up to the authorized amount;
- set the characteristics and terms of the Reserved Capital Increase, including the setting of the issue price within the above-mentioned price range, amend the articles of association accordingly in order to reflect the new amount of capital, record the subscription, payment and final completion of the Reserved Capital Increase and take all decisions necessary for the final completion of the said operation;
- and, generally, take all useful measures and carry out all formalities necessary for the final completion of the Reserved Capital Increase.

It should be noted that according to the provisions of article 188 of the law 20-05 relating to the Public Limited Company, the increase in capital must be carried out, under penalty of nullity, within a period of three years from the date of the General Meeting which decided or authorized it, except if it is an increase by conversion of bonds into shares. The amount of the capital increase must be fully subscribed. Failing this, the subscription shall be deemed to be null and void.

In accordance with the powers delegated to it by the Group's Extraordinary General Meeting of September 9, 2022, the Board of Directors decided on September 21, 2022 as follows:

- Eligible employee: Staff members of the following companies: Label'Vie SA, Hypermarché LV SAS, Maxi LV SAS, Greentek Média SARL, Best Financière SA, Best Health SA, SCRIM SA, Soma Médical SARLAU, Retail Holding SA, Retail Holding Africa SA, Mode & Nuances SAS, Mega V.Stores Morocco SA, Croc Shop SA, Atelier Croc SA, General First Food Services SAS.

Proposed formula: The proposed formula is as follows:

- Each Eligible Employee may subscribe to a maximum number of shares, equivalent in number of shares to 12 months of gross salary for executives, 18 months of gross salary for employees belonging to a list to be determined by the Chairman, and 24 months of salary for members of the Executive Committee of Label Vie, based on the gross annual salary received by the employee. For

staff members seconded abroad, the reference gross salary is the gross salary of Morocco. There is no minimum subscription to participate in this operation;

- Each Eligible Employee of the Group may formulate the wish to participate in the allocation of the remainder, in case all the issued shares are not fully subscribed. The allocation will be made on a pro rata basis of the remaining shares. If the number of shares to be allocated is not a whole number, this number of shares will be rounded down to the lower unit. The fractional shares will be allotted, by increments of one share per subscriber, with priority given to the highest applications.
- Subscription period: the subscription period is fixed from November 2 to November 17, 2022, at 3.30 p.m. inclusive.
- By virtue of the powers delegated by the Board of Directors, the Chairman of the Board of Directors drew up, on October 24, 2022, the list of Eligible Employees benefiting from a subscription ceiling equivalent to 18 months of gross salary.

The Operation must be fully subscribed. Failure to do so will result in the cancellation of the Operation.

III.2 Objectives of the Operation

Label'Vie continues to implement its development strategy, in line with a sustained growth dynamic and aimed at consolidating its position as a benchmark player in distribution.

The offer of a stake in the capital of Label'Vie S.A. to Eligible Employees is mainly part of the motivation of the personnel and the improvement of competitiveness through the support of the employees to the Group's development project and through their profit-sharing in the Group's results.

It also helps to promote Label'Vie's social image among its employees by offering them the possibility of becoming shareholders and by providing financing for the acquisition of shares. Thus, the objectives of this capital increase operation consist mainly in:

- motivating employees by involving them in the Group's growth and results;
- strengthening the sense of belonging of the Group's employees;
- promoting the Group's social image among its employees by offering them the possibility of becoming shareholders and by providing access to financing for the acquisition of Label'Vie shares;
- encouraging employee shareholding in the Group;
- and strengthening the Group's equity.

The proceeds of the share issue will contribute to strengthening the Group's financial structure and reinforcing its equity.

III.3 Intent of shareholders and directors

To the best of the Company's knowledge, the Company's employee shareholders and the employee directors of Label'Vie could subscribe to the Operation.

III.4 Impact of the Operation

Impact of the Operation on the company's equity

Following the completion of this operation, Label'Vie's consolidated shareholders' equity will be as follows:

mMAD unless indicated	Position as of June 30, 2022	Impact of the Operation	Post-operation position
Number of shares (unit)	2 838 962	54 995	2 893 957
Share capital	283.9	5.5	289.4

Prospectus Summary - Capital Increase Reserved for Label'vie Group Employees

13

Reserves and retained earnings	754.8	174.5	929.3
Shareholders' equity	2 413.4	180.0	2 593.4

Following the completion of the operation covered by this operation, Label'Vie's shareholders' equity will be as follows:

mMAD unless indicated	Position as of June 30, 2022	Impact of the Operation	Post-operation position
Number of shares (unit)	2 838 962	54 995	2 893 957
Share capital	283.9	5.5	289.4
Reserves and retained earnings	151.6	174.5	326.1
Shareholders' equity	1 920.8	180.0	2 100.8

Impact of the Operation on the company's shareholders

Following the completion of the Operation, Label'Vie's shareholding will be as follows:

Shareholders	Position before Reserved Capital Increase		Position after Reserved Capital Increase	
	Nb. of shares	%	Nb. of shares	%
Retail Holding	1 424 045	50.16%	1 424 045	49.21%
Floating	1 135 232	39.99%	1 135 232	39.23%
Sanlam Assurance	189 645	6.68%	189 645	6.55%
Aljia Holding ex-ETAMAR	90 000	3.17%	90 000	3.11%
Employees	40	0.00%	40	0.00%
New shareholders "Eligible Employees"	0	0.00%	54 995	1.90%
Total	2 838 962	100.00%	2 893 957	100.00%

The Operation would result in Retail Holding crossing the 50% threshold downwards.

Impact of the Operation on indebtedness

As the Operation covered by the securities note is a capital increase, it has no impact on the Group's indebtedness.

Impact of the Operation on governance

The Operation covered by the securities note is not expected to have any impact on the Group's governance, the latter being in compliance with the provisions of Law 17-95.

Impact of the Operation on strategic orientations

The Operation covered by the securities note is not expected to have any impact on the Group's strategic orientations.

Successful completion guarantee

The Operation covered by the securities note does not benefit from any successful completion guarantee.

Target investors of the Operation

This Operation is aimed at all natural persons, resident or non-resident, of Moroccan or foreign nationality, members of the staff of the following companies: Label'Vie SA, Hypermarché LV SAS, Maxi LV SAS, Greentek Média SARL, Best Financière SA, Best Health SA, SCRIM SA, Soma Médical SARL AU, Retail Holding SA, Retail Holding Africa SA, Mode & Nuances SAS, Mega V.Stores Morocco SA, Croc Shop SA, Atelier Croc SA, General First Food Services SAS.⁵

III.5 Expenses related to the operation

Miscellaneous commissions

The expenses relating to the operation that will be borne by the Issuer are estimated at approximately 1.05% of the amount of the capital increase. These expenses include commissions paid to:

- the financial advisors;
- the legal advisor;
- the statutory auditor;
- the account holder;
- the AMMC;
- the Casablanca Stock Exchange;
- the central depository Maroclear.

⁵ See the list of participating companies in Annex 1.

PART II – CONDUCT OF THE OPERATION

I. Schedule of the operation

The following table presents the Operation's schedule:

Order	Steps	Date
1	Issue of the Casablanca Stock Exchange Approval Notice relating to the Operation	Oct 25
2	AMMC approval of the prospectus	Oct 25
3	Receipt by the Casablanca Stock Exchange of the AMMC-approved prospectus	Oct 25
4	Publication of the prospectus extract on the Issuer's website	Oct 25
5	Publication by the Casablanca Stock Exchange of the notice relating to the Operation	Oct 26
6	Publication of a press release by the Issuer in a legal announcement gazette	Oct 13
7	Opening of the subscription period	Nov 2
8	Closing of the subscription period at 3:30 pm inclusive	Nov 17
9	Receipt of subscriptions by the Casablanca Stock Exchange before 6:30 pm	Nov 17
10	Centralization and consolidation of subscriptions by the Stock Exchange	Nov 21
11	Processing of rejected applications by the Casablanca Stock Exchange	Nov 21
12	Allocation of subscriptions and handing over by the Casablanca Stock Exchange of the subscription list to the issuer Delivery of allocations by the account holder to the leader before 12.00 pm Delivery by the Casablanca Stock Exchange of allocations of securities to PS members before 12.00 pm	Nov 23
13	Holding of the meeting of the Issuer's body having to ratify the capital increase	Nov 24
14	Receipt by the Casablanca Stock Exchange of the minutes of the Issuer's body having noticed the carrying out of the Operation before 12:00 pm	Nov 25
15	Admission of the new shares Registration of the operation on the Stock Exchange Publication of the results of the Operation in the listing bulletin	Nov 30
16	Publication of the results of the Operation in a legal announcement gazette and on the Issuer's website	Dec 5
17	Settlement / Delivery of new securities	Dec 5

II. Placement syndicate and financial intermediaries

II.1 Placement syndicate and financial intermediaries

Type of financial intermediaries	Name	Address
Financial Advisor and Global Coordinator	CFG Finance	5-7, rue Ibnou Toufail, Casablanca
Leader of the Placement syndicate and body in charge of the registration of the Operation on the Stock Exchange	CFG Marchés	5-7, rue Ibnou Toufail, Casablanca
Other members of the Placement Syndicate	CFG Bank	5-7, rue Ibnou Toufail, Casablanca
	Bank Of Africa	140, avenue Hassan II, Casablanca

II.3 Capital links with the financial intermediaries participating in the Operation

It should be noted that Mr. Zouhair Bennani, director of Label'Vie S.A., holds a 4.7% stake in the capital of CFG Bank and is a director of the bank.

II.4 Subscription terms and conditions

Subscription period

The shares of Label'Vie S.A. covered by the securities note will be available for subscription from November 2 to November 17, 2022, at 3.30 pm inclusive.

Subscription terms and conditions

a. Eligibility requirements

The Employees eligible for this capital increase must be employees of the following companies: Label'Vie SA, Hypermarché LV SAS, Maxi LV SAS, Greentek Média SARL, Best Financière SA, Best Health SA, SCRIM SA, Soma Médical SARL, Retail Holding SA, Retail Holding Africa SA, Mode & Nuances SAS, Mega V.Stores Morocco SA, Croc Shop SA, Atelier Croc SA, General First Food Services SAS as of October 24, 2022.

The participation of the Eligible Employees in the capital increase operation is not compulsory.

b. Proposed formula for the Group's employees

Label'Vie S.A. gives eligible employees the opportunity to participate in its capital. The proposed formula is as follows:

- Each Eligible Employee may subscribe to a maximum number of shares, equivalent in number of shares to 12 months of gross salary for executives, 18 months of gross salary for employees belonging to a list to be determined by the Chairman, and 24 months of salary for the members of the Executive Committee of Label Vie", based on the gross annual salary received by the employee. For staff members seconded abroad, the reference gross salary is the gross salary in Morocco;
- Each Eligible Employee may formulate the wish to participate in the allocation of the remainder, in case all the issued shares are not fully subscribed. The method of allocation will be on a pro rata basis of the remaining shares. There is no minimum subscription requirement to participate in this operation. The Eligible Employees will be informed individually, by the Group, of the number of shares allocated to them, through the provision of the registered subscription form including the number of shares allocated to them.

c. Non-transferability period for Eligible Employees

The shares purchased will be non-transferable for a period of 3 years from the date of delivery of the shares.

The Eligible Employees have the possibility to transfer part or all of their shares before the above-mentioned lock-up period, provided that they pay back the discount. The discount corresponds to the difference between the subscription price of MAD 3,273 and the closing price of the share on the day of settlement/delivery of the securities, subject of this operation, multiplied by the number of subscribed shares.

However, subscribers or their heirs have the possibility of transferring their shares, while benefiting from the discount in the following cases:

- Accession to the main property;
- Marriage;
- Divorce with dependent children;
- Normal or early retirement;
- Incapacity of the subscriber (by incapacity, it is meant long-term sick people whose incapacity has been recognized in accordance with the provisions of the Group's staff regulations);
- Death of the subscriber.

d. Retirement for Eligible Employees

The shares acquired within the framework of this capital increase reserved for Eligible Employees, will remain governed by all the conditions of the operation, without forfeiture of the term, in case of retirement of the subscriber between the date of delivery of the securities and the date of expiry of the non-transferability period.

e. Termination of Employment for Eligible Employees

Eligible Employees, whose employment contract with their employer is broken without being taken over by another entity belonging to the annexed list (in case of resignation or dismissal) and this, before the expiry of the temporary non-transferability period referred to in IV.4.C above, must reimburse the difference between the subscription price of MAD 3,273 and the closing price of the share on the day of settlement/delivery of the securities, the object of the current Operation, multiplied by the number of subscribed-for shares. It is understood that the change in status from employee to corporate representative is not considered a breach of employment contract in this case, and the Employee would not be liable for the discount.

Financing of the subscription operation

The employees may finance the subscription of the shares with their own funds, by taking out an agreed bank loan or by taking out a loan from another banking institution.

The use of the agreed loan is an option offered to the employees and not an obligation.

Thus, staff members may freely decide:

- not to take out a loan; or
- to take out a loan from another bank; or
- to have partial recourse to the agreed loan proposed in the context of this capital increase; or
- to have full recourse to the agreed loan.
- the Eligible Employee will be able to consult the agreement signed with Bank of Africa available at the Human Resources level.

Use of the conventional loan

Eligible Employees are offered full financing of the amount allocated by means of an agreed loan. Eligible Employees may use the agreed loan, at their convenience, in order to finance all or part of the shares to be acquired in the framework of this operation. This financing covers the maximum number of shares of the Eligible Employee (12 to 24 months of gross salary) as well as the subscription of the remainder.

It will be a credit of a maximum duration of 5 years with a bullet repayment granted by Bank of Africa. The amount of interest and principal will be paid in fine.

a. Opening an account with the partner organization

Any Eligible Employee wishing to subscribe through the use of the loan agreement with Bank of Africa must open:

- A current account dedicated to this operation; which account will be exempted from account maintenance fees;
- A securities account also dedicated to this operation, exempted from custody fees.

b. Amount of the conventional loan

The amount of the loan granted to each subscriber will correspond, at the most, to the maximum number of shares allotted to the Eligible Employee (equivalent in shares of 12 to 24 months of gross salary), increased by the remainder to be subscribed for, the whole increased by the commissions due on the basis of the Operation (the intermediation commission of 0.5 % exclusive of tax, the settlement-delivery commission of 0.2 % exclusive of tax, and the stock exchange commission of 0.1 % exclusive of tax of the amount subscribed for) .

c. Normal repayment of the conventional loan

The normal repayment of the loan will be made at the sale of the securities and this within a maximum period of 5 years. The capital gain or loss corresponding to the difference between the share price at the time of the transfer of the securities and the subscription price of the share (MAD 3.273) will be returned to the employee. Therefore, in the case of a capital loss, the employee will bear the remaining loan.

In the case of a staggered transfer before maturity of the loan, the repayment of the loan will be made in proportion to the transfers. Thus, the proceeds of the sale received, following the sale of part of the shares held, will be subject to a retention of the proportion of the loan outstanding corresponding to the number of shares sold in relation to the shares held.

d. Early repayment of the conventional loan

Eligible Employees participating in this operation will have the option of prepaying all or part of the principal amount of the loan and interest at any time without penalty.

e. Pledge of shares

If the Eligible Employee has recourse to the agreed loan, the shares acquired within the framework of this operation, through the conventional loan or by another means, will be pledged to the benefit of Bank pf Africa, until the repayment of the principal and the interests relating to the loan.

f. Departure of the Eligible Employee

The rate granted in the framework of the conventional loan is valid only as long as the beneficiary is an employee of the entities belonging to the attached list.

In the event of the resignation or dismissal of the Eligible Employee, the Eligible Employee may keep his or her securities and have his or her loan rate increased to the prevailing rates, or he or she may sell his or her securities as described above in Article IV.4 Subscription Terms and Conditions. Termination of the employment contract for Eligible Employees.

Dividends

The employee will be free to benefit from the dividends attached to the acquired shares.

Terms and conditions for opening a securities account with one of the PS members

Any Eligible Employee, resident or not in Morocco, wishing to subscribe must obligatorily have or open an account (securities and cash) with one of the PS members, in charge of collecting subscriptions.

The following documents are necessary to open an account:

- Copy of the identification document of the Eligible Employee (national identity card, residence permit, passport)
- Account opening contract duly signed by the subscriber and by the PS member.

Accounts can only be opened by the account holder. It is strictly forbidden to open an account by proxy.

The subscription operation is recorded in this securities and cash account in the name of the subscriber, opened with the PS members in charge of collecting subscriptions.

Required documents for the subscription

Proof of payment of the entire subscription (bank transfer, cheque or cash)

Agreement of securities account

Copy of the subscriber's identification

Subscription form signed by the subscriber

Commissions charged to subscribers

As part of this Operation, each PS member undertakes explicitly and irrevocably, towards the Issuer, the financial adviser and the other PS members, to charge to subscribers, for all orders registered on the Casablanca Stock Exchange, the following commissions:

- 0.1% (before tax) for the Casablanca Stock Exchange as an admission fee due to it at the time of registration on the Stock Exchange
- 0.2% (excluding taxes) as settlement and delivery commissions
- 0.5% (excluding taxes) for the brokerage firm. It is applied on the amount corresponding to the effective allocation at the time of settlement / delivery.

Value Added Tax (VAT) at the rate of 10% will be applied additionally.

In order to ensure equal treatment of subscribers wherever they subscribe, each PS member formally and expressly undertakes not to grant any rebate to subscribers or to make any repayment whatsoever simultaneously with or subsequent to the subscription.

Placement commissions charged to the Issuer

The PS members will receive a commission of:

- 0.3% before tax on the allocated amounts corresponding to the orders submitted by subscribers;

This commission, payable by the Issuer, will be collected by CFG Marchés, which will be in charge of paying on Bank Al-Maghrib accounts of each PS member its share, within 15 days from the receipt by CFG Marchés of the PS member's invoice. The Casablanca Stock Exchange will be in charge of communicating to CFG Marchés and AMMC, at the end of the allotment, the results of subscriptions and the amounts raised per category of investors and per PS member.

Subscription terms

For Eligible Employees, the subscription of Label'Vie S.A. shares will be done by the handing over, by each beneficiary staff member, of the subscription form, which has been sent to them by name including:

- The whole number and the corresponding number of shares to be subscribed and object of the purchase order;
- The wish to participate in the allocation of the remainder, in case the total number of shares acquired by the staff members would be inferior to the total number of shares issued within the framework of the capital increase of Label'Vie. In this case, the Eligible Employee will have to specify the maximum number of shares that could be allocated to them.

Every subscription form must be duly signed by the subscriber themselves or by any person authorized by them for this purpose during the subscription period. It must be validated and time stamped by the PS member. Multiple subscriptions are forbidden.

In case of cash subscriptions, PS members must make sure, before accepting a subscription, that the subscriber has the financial capacity to honor their commitments.

Subscriptions will be collected by PS members. Staff members seconded abroad may send their subscription form by fax to the PS members.

The subscribed securities must be lodged in a securities account in the name of the concerned person, which can be moved only by the latter, except in case of a proxy.

A copy of the subscription form will be given to the subscriber with acknowledgement of receipt. All subscription orders not complying with the above conditions will be null and void.

Identification of subscribers

The placing bodies, in this case the PS members, must make sure that the subscriber belongs to the list of Eligible Employees provided by the Group's human resources.

They must also obtain a copy of the document which attests the subscriber's membership to one of the categories below, and attach it to the subscription form.

Subscriber category	Documents to attach
Natural persons of Moroccan nationality residing abroad	Photocopy of national identity card or driver's license or passport
Moroccan natural persons residing abroad	Photocopy of national identity card or driver's license or passport
Resident and non-Moroccan natural persons	Photocopy of resident card or passport
Non-resident and non-Moroccan natural persons	Photocopy of passport

All subscriptions which do not respect the above conditions will be null and void.

The subscription form must be used imperatively by all PS members. Subscription orders are irrevocable after the closing of the subscription period.

In case the PS members already have these documents in the client's file, the subscribers are exempted from producing the said documents.

Rules for the allocation of securities

1st allocation

As part of an initial allocation, each Eligible Employee will be able to subscribe for a maximum number of shares (equivalent to 12, 18 or 24 months of gross salary). In case the Amount of the Operation is exceeded, the allocation will be made on a pro rata basis of the request.

2nd allocation

In case all the issued shares are not fully subscribed, each Eligible Employee may formulate the wish to participate in the allocation of the remainder. If the remainder of the shares offered resulting from this allocation is inferior to the remainder of the shares applied for, then the allocation will be made in proportion to the remaining shares compared to the applications received.

In case the number of shares calculated by multiplying the remainder of shares applied for by the subscriber to the allotment ratio is not a whole number, this number of shares will be rounded down to the lower unit.

The fractional shares will be allotted by level of one share per subscriber, with priority given to the highest applications.

According to the expressed global demand, some subscriptions might not be served.

II.6 Control and registration procedure by the Casablanca Stock Exchange

Centralization

During the subscription period, the PS members will transmit daily to the Casablanca Stock Exchange, at 10.00 a.m. at the latest, through the subscription centralization tool (SCT), all subscriptions collected during the previous days. Otherwise, they must fill in the consolidated statistics of subscriptions on the SCT.

The PS members must transmit on November 17, 2022, before 6.30 p.m. to the Casablanca Stock Exchange, through the SCT, all subscriptions collected within the framework of the operation. After this deadline, subscriptions will be rejected.

The Casablanca Stock Exchange will communicate daily the consolidated statistics of subscriptions to CFG Marchés and to the Issuer.

The Casablanca Stock Exchange will proceed to the consolidation of the different subscription files and to the rejection of subscriptions not respecting the subscription conditions predefined in the securities note. On November 23, 2022, before 12.00 p.m., the Casablanca Stock Exchange will communicate to S members the results of allocation.

The cases of rejection of subscriptions are summarized in the following table:

Case scenarios	Rejected subscription(s)
Subscriber having subscribed more than once	All subscriptions
Subscriptions not respecting the subscription ceiling	Subscriptions concerned
Subscriptions with several PS members	All subscriptions

II.7 Entities in charge of registering the Operation

The registration of the transactions in connection with this Operation (Seller's side) will take place on November 30, 2022, through the brokerage firm CFG Marchés.

All PS members having the status of brokerage firm will proceed to the registration of allotments they will have collected (Purchaser's side) on November 30, 2022, while PS members not having the status of brokerage firm are free to designate the brokerage firm member of the PS, which will be in charge of registering their subscriptions with the Casablanca Stock Exchange.

These PS members must inform the chosen brokerage firm in writing with a copy addressed to the Casablanca Stock Exchange, before the beginning of the subscription period.

The registration of transactions resulting from this operation will be made at the price of MAD 3,273 per share.

The Casablanca Stock Exchange will transmit to each brokerage firm the transactions concerning it, detailed by account holder.

II.8 Terms of settlement / delivery of securities

The settlement and delivery of securities, subject of this operation, will take place on December 5, 2022, according to the procedures in force at the Stock Exchange.

In accordance with the procedures in force at the Stock Exchange, the Bank Al-Maghrib accounts of the account-holding institutions will be debited with funds corresponding to the value of shares allotted to each PS member, increased with commissions.

II.9 Restitution of the remainder

The PS members undertake to reimburse to their clients within a period not exceeding 3 working days as from the date of delivery of the securities allocations, i.e., November 28, 2022, the cash remainders resulting from the difference between the net amount paid by their clients at subscription and the net amount corresponding to their real allocations.

The reimbursement of the remainder must be made either by transfer to a bank or postal account, or by handing over a check, and subject to the effective cashing by the intermediary of the amount deposited for the subscription.

In case of failure of the Operation, the subscriptions must be reimbursed within 3 working days, as from the decision of cancellation, and subject to the effective cashing by the intermediary of the amount deposited for the subscription. In the case of financing by bank loan, the possible charges to be paid will be due by the employee.

II.10 Terms of publication of results

The results of this operation will be published by the Casablanca Stock Exchange on November 30, 2022, and by Label'Vie S.A. through the press in a legal announcements gazette and on its website www.labelvie.ma at the latest on December 5, 2022.

II.11 Terms of information

At the end of the Operation, and within a maximum period of 3 days as from the publication of results, i.e., December 5, 2022, the PS members will send to subscribers a notice containing the following minimum information:

- Subscription date
- Instrument name
- Quantity requested
- Allocated quantity
- Unit price
- Gross amount at allocation
- Net amount after deduction of commissions and VAT on these commissions
- Balance to be paid back to the subscriber if need be
- Commissions due to the PS member, to the account holder and to the Casablanca Stock Exchange

PART III – INFORMATION ON THE ISSUER

I. General information

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 Directors
Incorporation Date	October 16, 1985
Lifetime	99 years
Trade Register Ref	27 433 Rabat
Financial Year	From January 1 st to December 31 st
IPO Date	July 2, 2008
Share Capital (as of 06/01/2022)	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.

As a result of its activity, Label Vie S.A. is subject to the various legislative texts as presented in the section "Business sector, national environment of large retailers, business sector".

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

- 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: LabelVie

II. LabelVie's activity

II.1 History

The main events that have marked the historical evolution of LabelVie are the following:

Table 1: Label Vie history

Years	Events
1985	- Creation of the company HYPER S.A. by Messrs Zouhaïr Bennani, Rachid Hadni and Adnane Bencheekroun
1986	- Opening of the 1 st point of sale in Rabat, routes des Zaêrs under the name of Hyper with a 750 m ² supermarket and a shopping mall with 15 stands
1987	- Opening of a point of sale in Agdal, Rabat
1989	- Opening of a point of sale in 'Romandie II', Casablanca
1990	- Restructuring of the capital of Hyper S.A. with the exit of Mr. Adnane Bencheekroun
1991	- Sale of the Romandie II point of sale in Casablanca
1995	- Acquisition of a point of sale located in Hay Riad district, Rabat - Sale of Agdal Hyper point of sale located in Agdal, Rabat
1997	- Transition to a central purchasing unit: centralization of purchases and stocks and centralization of the administrative function
1999	- Takeover of the Hyper Shem's point of sale located in Agdal, Rabat
2001	- Birth of the 1 st chain of supermarkets with Moroccan capital "Carrefour Market" - Redevelopment and extension of the Zaêrs point of sale
2002	- Redevelopment of the Riad point of sale - Acquisition of the company Superdiplo Maroc that owned the goodwill of two "Supersol" supermarkets - Alliance with the world's 2 nd largest retail group (Ahold) materialized by a supply agreement with the Ahold group's central purchasing office and opening of the Casablanca Velodrome store - Entry of Salafin and Cyrus Capital Ltd in the capital of Hyper S.A. for 10% each
2003	- Opening of the Carrefour Market store located in the Medina of Rabat - Takeover of Maromarché, a supermarket in Hassan, Rabat - Opening of a Carrefour Market store located in downtown Kenitra
2004	- Salafin and Cyrus Capital Ltd are joined by the investment fund Esterad and the company Holding Benjelloun Meziane with 10% and 12% respectively - Opening of a Carrefour Market store located in downtown Meknes
2005	- Opening of a Carrefour Market store located in downtown Settat - Acquisition of a point of sale in Gironde, Casablanca - Opening of a Carrefour Market store in Casablanca Anfa

Years	Events
2006	<ul style="list-style-type: none"> - Renovation of the points of sale in Casablanca La Gironde and Rabat Riad - Opening of the capital of Retail Holding to the Sanam Holding Group, industrial partner of the Best Financière Group up to 34% through its subsidiary VCR Logistique
2007	<ul style="list-style-type: none"> - Joint exit of Salafin, HBM, Cyrus Capital Ltd and Esterad - Entry in the capital of Hyper S.A. of the company FCEC up to 10.26% - Transfer of 5% of Hyper S.A. capital held by FCEC to Mr. Moulay Hafid Elalamy - Takeover by way of merger absorption of the store "quartier des hôpitaux" in Casablanca run under the name of Label'Shop (Wabi SARL) - Opening of a store in El Jadida <p>As of end 2007, the Label'Vie S.A. network comprised 13 stores</p>
2008	<ul style="list-style-type: none"> - Change of Hyper S.A.'s corporate name to Label'Vie S.A. - Opening of a store in Lissasfa, Casablanca - Listing of Signature'Vie S.A. on the stock exchange - Opening of a store in Mohammedia - Opening of a store in Maârif, Casablanca - Opening of a store in Khemisset - Opening of a store in Taddart, Casablanca - Acquisition of the Souissi supermarket <p>As of end 2008, the Label 'Vie S.A. network comprised 19 stores</p>
2009	<ul style="list-style-type: none"> - Opening of 6 new points of sale: · Opening of a Label'Vie store in Alia Mohammedia · Opening of a Label'Vie store in Sala El Jadida · Opening of a Label'Vie store in Romandie Casablanca (formerly Hyper Romandie) · Opening of a store in Val Fleury in Casablanca · Opening of a store in Aïn Sebâa · Opening of the 1st Carrefour hypermarket in Salé - Takeover of 2 "Franprix" supermarkets and their transformation into Label'Vie stores: Yacoub Al Mansour and Oulfa - Absorption of the companies "Supermarché Souissi", "Les alcools Réunis", and "Bab Zaërs", constituting the Rabat Souissi point of sale - Acquisition of land and premises intended to house new stores in 2010 <p>As of end 2009, the Label'Vie S.A. network comprised 27 stores</p>
2010	<ul style="list-style-type: none"> - Opening in April 2010 of a Carrefour Hypermarket in Al Mazar shopping center in Marrakech - Opening of 6 points of sale in Kenitra, Témara, Casablanca Gauthier, Agadir, Marrakech and Fez - Acquisition in November 2010 of Metro Cash & Carry Morocco (MCCM) - Issue of a bond loan of MMAD 500
2011	<ul style="list-style-type: none"> - Opening of the first tranche of the Skhirate logistics platform with a total surface area of 24,000 m² - Opening of a point of sale in Meknes in the plaisance area - Opening of a point of sale in Rabat El Manal - Opening of the 1st point of sale in Safi
2012	<ul style="list-style-type: none"> - Opening on February 5 of a Carrefour Market in Agadir - Opening of the 1st Carrefour Market in Sidi Slimane in July - Opening of a Carrefour Market in Témara Al Wifak in September - Opening of a Carrefour Market in Casablanca
2013	<ul style="list-style-type: none"> - Opening of a Carrefour Market in Casablanca "Anfa place" in February - Opening of a Carrefour Hypermarket in Fez in May - Opening of the 1st Atacadao in the city of Fkih Bensalah in July - Opening of the 1st Carrefour Market in Beni Mellal in September - Finalization of the conversion program of the 8 Metro stores under the Atacadao brand

Years	Events
	<ul style="list-style-type: none"> - Opening of a Carrefour Market in Casablanca "Sidi Othmane" in October - Opening of an Atacadao store in the city of Sidi Kacem in December
2014	<ul style="list-style-type: none"> - Opening of a Carrefour Market in Marrakech "Carré Eden" in February - Opening of a Carrefour Hypermarket in Oujda in May - Opening of a Carrefour Market in June on the Ziraoui Boulevard in Casablanca - Opening of a 1st Carrefour Market in Khénifra in June - Opening of the 1st Atacadao in Taza in August - Opening of a Carrefour Hypermarket in Marrakech-Targa in October - Opening of the 1st Carrefour Market in Essaouira in December - Opening of the 1st Carrefour Market in Berkane in December - Securitization of 20 properties belonging to LabelVie SA for MMAD 456.8 - Issue of a bond loan for an amount of MMAD 1,500
2015	<ul style="list-style-type: none"> - Opening of a Carrefour Market in Marrakech "Menara Mall" on June 4, 2015 - Reopening of the 1st Carrefour Hypermarket in the city of Casablanca
2016	<ul style="list-style-type: none"> - Capital increase of VLV and the entry of the EBRD in its capital up to 27% - Opening of a Carrefour Market in Casablanca, Abdelmoumen Avenue - Opening of a Carrefour Market in Casablanca, Bourgogne - Opening of a Carrefour Market in Fes, Ain Chkef - Opening of a Carrefour Hypermarket in the city of Tangier in the Socco Alto shopping center - Opening of the 1st Atacadao in Meknes in September - Opening of a Carrefour Market in Meknes, Moulay Smail - Opening of Carrefour Market Malabata in the city of Tangier - Merger Absorption of the company Petra by the company VLV, bringing the participation of LabelVie in VLV to 60.6%
2017	<ul style="list-style-type: none"> - Conversion of Carrefour Velodrome Casablanca into Carrefour Gourmet - Conversion of the Souissi Supermarket store into a Souissi Carrefour Market - Opening of a Carrefour Market in Casablanca, Ain Chock - Opening of a Carrefour Market in Casablanca on the Boulevard Panoramique - Opening of the 1st Carrefour Market in the city of Tetouan - Opening of a Carrefour Market in the city of Tangier at the Ibn Battouta shopping center - Opening of a Carrefour Market in Salé, Bettana - Opening of the Carrefour Market "Fez Atlas" in Fez - Opening of a Carrefour Market in Ain Sebâa - Reopening of the Carrefour Market Sidi Othmane - Increase of LabelVie's capital for a total amount of MMAD 396.47 - Change of the name of VLV SA by Aradei Capital - Deconsolidation of Aradei Capital from the perimeter of the LabelVie Group
2018	<ul style="list-style-type: none"> - Opening of the Hassan II Carrefour Market in Agadir - Opening in Ain Sebâa of the 22nd Carrefour Market in the city of Casablanca - Opening of the 23rd Carrefour Market Oulfa in Casablanca - Opening of the 24th Carrefour Market Roches Noires in Casablanca - Opening of the 25th Carrefour Market Bellerive in Casablanca - Opening of the 26th Carrefour Market Béthune in Casablanca - Opening of the 27th Carrefour Market Bir Anzarane in Casablanca - Opening of the 28th Carrefour Market in Moulay Rachid, Casablanca - Opening of the Mimosa Carrefour Market in Kenitra - Opening of the Majorelle Carrefour Market in Marrakech - Opening of the Carrefour Market Avenue Sebta in Mohamedia - Opening of a Carrefour Market in Nador - Opening of Carrefour Market Madagascar in Rabat - Opening of the 3rd Carrefour Market Volubilis in Tangier - Opening of the 4th Carrefour Market Iberia in Tangier - Opening of a Carrefour Market in Tetouan - Opening of the 8th Hypermarket in Tetouan

Years	Events
	<ul style="list-style-type: none"> - Sale of the land held by Label'Vie on the Zaers site
2019	<ul style="list-style-type: none"> - Opening of a Carrefour Market in Kéntira Maamoura - Opening of a Carrefour Market in Rabat Haut Agdal - Opening of a Carrefour Market in Agadir El Houda - Opening of a Carrefour Market in Marrakech Semlalia - Opening of a Carrefour Market in Casablanca Oasis - Opening of a Carrefour Market in Mohamedia Mansouria - Opening of a Carrefour Market in Dar Bouazza - Opening of a Carrefour Market in Mohamedia Kamal Parc - Opening of a Carrefour Market in Casablanca Mohamed VOuverture d'un Carrefour Market Ouarzazate - Opening of a Carrefour Market Bouskoura Jasmin - Opening of a Carrefour Market Rabat Oqba - Opening of a Carrefour Hypermarket Dar Bouazza - Extension of the Targa Carrefour Hypermarket
2020	<ul style="list-style-type: none"> - Obtaining the ISO26000 Maturity Level certificate - Opening of a regional distribution center of fruits and vegetables in Agadir - Relocation of Atacadao Agadir to Sela Park in the town of Tikiouine - Opening of a Carrefour Hypermarket in Temara - Opening of a Carrefour Hypermarket in Agadir - Opening of a Carrefour Market in Casablanca Oasis - Opening of a Carrefour Market in Casablanca La Villette⁶ - Opening of a Carrefour Market in Casablanca Beauséjour

⁶ An error was made in relation to the opening of Carrefour Market La Villette in the 2020 reference document as the store opened in 2020.

Years	Events
2021	<ul style="list-style-type: none"> - Opening of a Carrefour Hypermarket in Berrechid with a surface area of 4 000 m² - Opening of an Atacadao in Kenitra with a surface area of 3 200 m² - Opening of a Carrefour Market in Casablanca in Ain Sbaa with a surface area of 550 m² - Opening of a Carrefour Market in Meknes in Sidi Said with a surface area of 600 m² - Opening of a SUPECO in Casablanca in Mazola with a surface area of 147 m² - Opening of a SUPECO in Casablanca in Bourgogne with a surface area of 151 m² - Opening of a SUPECO in Casablanca in Guelmima with a surface area of 160 m² - Opening of a SUPECO in Casablanca in Abdelmoumen with a surface area of 148 m² - Opening of a SUPECO in Casablanca in Wiam Oulfa with a surface area of 180 m² - Opening of a SUPECO in Casablanca in Merss Taouss 2 March with a surface area of 146 m² - Opening of a SUPECO in Casablanca in Beauséjour Mimosa with a surface area of 123 m² - Opening of a SUPECO in Casablanca in Beauséjour Lilass with a surface area of 131 m² - Opening of a Carrefour Express in Bourgogne with a surface area of 500 m² - Opening of a Carrefour Market in Rabat in Malraux, with a surface area with a surface area of 700 m² - Opening of a Carrefour Market in Agadir in Cadi Ayad with a surface area of 800 m² - Opening of a Carrefour Market in Marrakech in Palmerie with a surface area of 400 m² - Opening of a Carrefour Market in Casablanca in Palmier with a surface area of 700 m² - Opening of a Carrefour Market in Casablanca in Bourgogne with a surface area of 500 m² - Opening of a Carrefour Market in Rabat in Ocean with a surface area of 700 m² - Opening of a Carrefour Market in Temara in Hassan I with a surface area of 500 m² - Opening of a Carrefour Market in Casablanca in Rachidi with a surface area of 500 m² - Opening of a Carrefour Market in Tangier at FAR Avenue with a surface area of 500 m² - Opening of a Carrefour Market in Azrou with a surface area of 678 m² - Opening of a Carrefour Market in Tangier in Moulay Youssef with a surface area of 550 m² - Opening of a Carrefour Market in Agadir in Le barreau with a surface area of 745 m² - Opening of a Carrefour Market in Mohammedia in Hassan II with a surface area of 650 m² - Opening of a Carrefour Market in Sidi Kacem with a surface area of 577 m² - Creation of OPCI TERRAMIS⁷
2022	<ul style="list-style-type: none"> - Opening of a Carrefour Market in Kenitra, Moulay Abdelaziz avenue with a surface area of 556 m² - Opening of a Carrefour Market Casablanca Ville Verte with a surface area of 1 283 m² - Opening of a Supeco Casablanca with a surface area of 150 m² - Opening of a Carrefour Market Casablanca Deroua with a surface area of 811 m² - Opening of a Carrefour Market Martil with a surface area of 560 m² - Opening of a Carrefour Market Mers Sultan with a surface area of 410 m² - Opening of a Carrefour Market la Girondne with a surface area of 2 520 m² - Opening of a Carrefour Market Abdelkrim Khattabi with a surface area of 1 517 m² - Opening of an Atacadao in Casablanca Oqba with a surface area of 2 950 m²

Source: Label Vie

II.2 Current shareholding

Shareholders	08/31/2022		
	Number of shares	Voting rights	% of capital
Retail Holding	1 424 045	1 424 045	50.16%
Floating	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%

⁷ Creation of the OPCI Terramis in line with the Group's strategy of splitting the distribution activity from real estate management. It complements the creation of Aradei Capital and the securitization operations carried out previously. The new OPCI will receive all of the real estate and property assets on the LabelVie Group's balance sheet. The OPCI received approval on January 19, 2022, and the asset contribution will take place in the third quarter of 2022. As of 12/31/2021, the OPCI holds 17 operational assets and 6 assets under development with a total value of MMAD 1,484 and an expected capital gain of MMAD 267.

Prospectus Summary - Capital Increase Reserved for Labelvie Group Employees

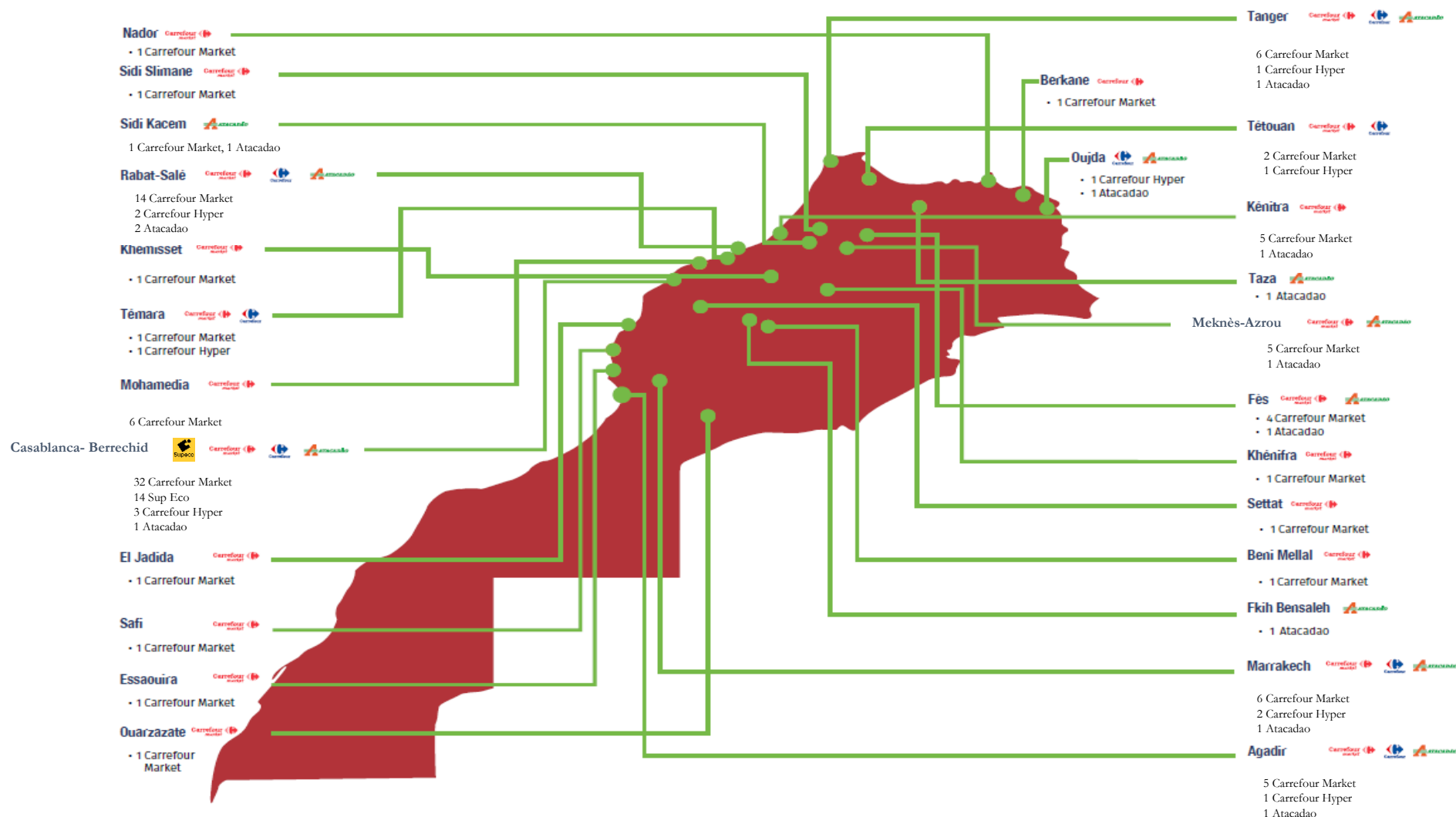
32

Employees	40	40	0.00%
Total	2 838 962	2 838 962	100.00%

Source: LabelVie

II.3 Geographical coverage of the distribution network

As of December 31, 2021, the LabelVie Group has 136 points of sale in total. The following table represents a complete list of these stores:



LISSANIAT
Hay Nassim Lot. Nassim Imm 130 N° 11
Lissasfa - Casablanca
Tel.: 0522 89 78 89
GSM : 0664 78 99 40

In 2022, 9 new points of sale were opened. As of the registration date of this update of the Reference Document, the Label'Vie Group has 145 points of sale in total.

II.4 Evolution of the Label'Vie Group's clientele

The number of customers visiting Label'Vie Group stores in 2021 is 56.4 million people, recording an average annual increase of 8.0% since 2017. The evolution of the Group's customer base by brand is illustrated in the following table:

	2017	2018	2019	2020	2021	AAGR 17/21
Carrefour Market and Sup Eco	25 741 968	30 004 952	35 201 757	32 400 460	34 929 819	7.9%
<i>In % of total</i>	<i>61.94%</i>	<i>63.22%</i>	<i>65.15%</i>	<i>64.43%</i>	<i>61.86%</i>	
Carrefour Hypermarché	9 959 252	11 240 539	12 350 798	11 617 148	15 336 147	11.4%
<i>In % of total</i>	<i>23.97%</i>	<i>23.68%</i>	<i>22.86%</i>	<i>23.10%</i>	<i>27.16%</i>	
Atacadao	5 855 597	6 215 452	6 482 955	6 267 599	6 199 907	1.4%
<i>In % of total</i>	<i>14.09%</i>	<i>13.10%</i>	<i>12.00%</i>	<i>12.46%</i>	<i>10.98%</i>	
Number of customers	41 556 817	47 460 943	54 035 510	50 285 207	56 465 873	8.0%

Source: Label'Vie

The customer base of "Carrefour Market and Sup Eco" supermarkets has risen from 25.7 million in 2017 to 34.9 million in 2021, an average annual increase of 7.9%. This increase is due to the opening of 55 new stores across Morocco over the period studied. It should be noted that "Carrefour Market and Sup Eco" stores will account for an average of 61.86% of the group's clientele in 2021.

The customer base of "Carrefour" hypermarkets increased by 11.4% on average between 2017 and 2021, from 9.9 million customers to 15.3 million customers. This increase is mainly linked to the opening of 5 new hypermarkets as well as the conversion of the Atacadao Sidi Marouf store into a Carrefour Hypermarket.

The customer base of "Atacadao" stores has grown by 1.4% on average over the last five years from 5.8 to 6.2 million customers between 2017 and 2021.

II.3 Subsidiaries

As of December 31, 2021, Label 'Vie S.A. holds:

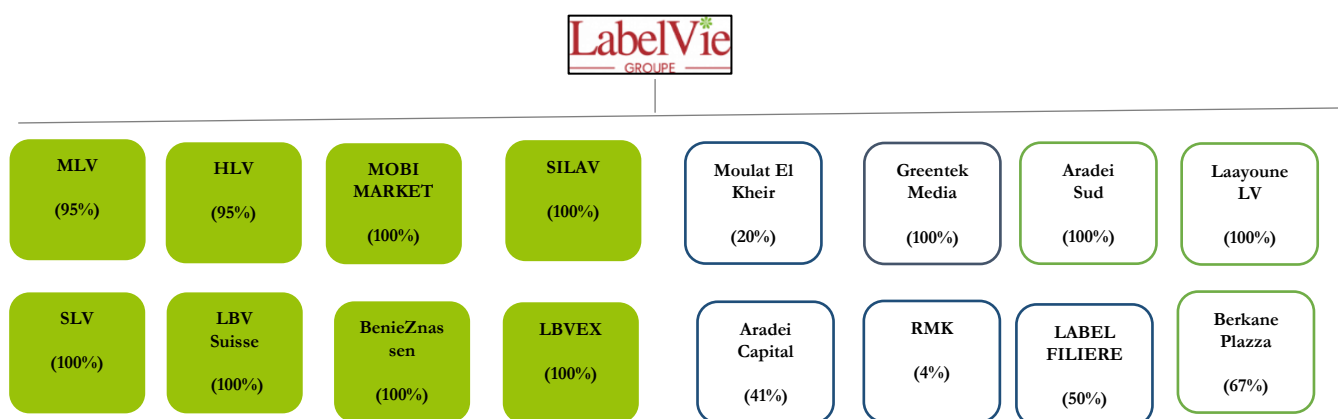
- 8 consolidated subsidiaries⁸ named "Hypermarché LV SAS" up to 95%, Maxi LV S.A.S up to 95%, SLV SA up to 100% and MOBIMARKET up to 100%, LBV Suisse up to 100%, Benieznassen up to 100%, SILAV up to 100% and LBVEX up to 100%.
- 5 non-consolidated subsidiaries/participations⁹: GreentekMedia for 100%, LABEL FILIERE for 50%, RMK for 4%, Moulat El Kheir for 20%. In addition, Label 'Vie S.A. holds a 41% stake in a non-consolidated real estate subsidiary (Aradei Capital).
- The company also holds 3 other subsidiaries which are not active as of the date of this reference document, namely BERKANE PLAZZA¹⁰ up to 67.5%, ARADEI SUD, LAAYOUNE LV.

⁸ Aradei Capital (formerly known as VLV SA) was deconsolidated in 2017 to support the group's strategy of separating its modern distribution operational businesses from its real estate development businesses.

⁹ An error was made in the 2020 RD, Label'Vie does not have a stake in Eco-Médias.

¹⁰ Berkane Plaza is a Limited Liability Company with a capital of MAD 100,000 created in 2011 and owned by 67.5% of Label 'Vie. This company has no activity. Berkane Plaza SARL's purpose was the realization of a real estate project in Berkane (Carrefour Berkane) which was finally realized by the company Aradei Capital (formerly named VLV SA).

Figure 1: Label 'Vie subsidiaries as of 12/31/2021



Source: LabelVie

PART IV – FINANCIAL DATA

I. Consolidated annual accounts

I.1. Income statement

In MMAD	2019	2020	Var. 19 - 20	2021	Var. 20-21
Sales of goods in the unaltered state	9 442.66	10 015.44	6%	10 633.95	6%
Sales of goods and services produced	953.14	996.97	5%	1 124.30	13%
Consolidated turnover	10 395.80	11 012.41	6%	11 758.24	7%
Operating reversals	105.82	94.60	-11%	142.85	51%
Consolidated operating proceeds I	10 501.62	11 107.00	6%	11 901.10	7%
Resale purchases of goods	8 412.30	8 808.33	5%	9 337.09	6%
Costs of supplies and consumable material	201.92	225.04	11%	224.20	0%
Other external expenses	569.64	572.67	1%	651.81	14%
Dues and taxes	59.48	68.85	16%	76.59	11%
Staff costs	468.22	521.95	11%	574.51	10%
Other operating expenses					
Operating expenses	324.34	369.59	14%	406.14	10%
Consolidated operating expenses II	10 035.89	10 566.43	5%	11 270.34	7%
OPERATING RESULT (I-II) III	465.73	540.58	16%	630.76	17%
Income from equity securities and fixed assets	71.33	77.31	8%	58.01	-25%
Exchange gains	1.56	1.01	-35%	1.76	74%
Interest and other financial proceeds	34.08	31.19	-8%	88.43	183%
Financial reversals and expense transfers	9.53	7.07	-26%	4.65	-34%
Financial Proceeds IV	116.51	116.59	0%	152.85	31%
Interest charges	134.86	129.70	-4%	136.62	5%
Exchange losses	1.50	3.23	115%	1.12	-65%
Other financial charges	5.46	0.01	-100%	2.21	>100%
Financial allocations	0.36	0.12	-67%	0.12	2%
Financial charges V	142.18	133.06	-6%	140.07	5%
Financial Result (IV-V) VI	- 25.67	- 16.47	-36%	12.77	-178%
CURRENT RESULT (III + VI) VII	440.06	524.10	19%	643.53	23%
Proceeds from disposal of fixed assets	1.54	3.93	156%	2.78	-29%
Other non-current proceeds	1.32	0.90	-32%	0.55	-39%
Non-current reversals charges transfer	4.62	75.55	1535%	1.07	-99%
Non-Current Proceeds VIII	7.48	80.39	974%	4.41	-95%
Net depreciation value of assets sold	1.11	2.72	144%	3.41	26%
Other non-current charges	10.18	150.21	1375%	52.99	-65%
NC allocations to depreciation and provisions	3.15	1.08	-66%	8.94	725%
Non-current loads IX	14.45	154.01	966%	65.35	-58%
Non-current result (VIII-IX) X	- 6.97	- 73.62	956%	- 60.94	-17%
PROFIT BEFORE TAX (VII + X) XI	433.09	450.48	4%	582.59	29%
Income taxes	115.08	112.80	-2%	165.41	47%
NET PROFIT	318.01	337.68	6%	417.18	24%
Net income, Group share	312.02	330.29	6%	407.24	23%

Minority Net Income	5.98	7.39	23%	9.95	35%
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Source: LabelVie

I.2. Balance sheet

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 ¹¹	-	-	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%	1063.7	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%	1941.4	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%	1587.4	-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: LabelVie

¹¹ The goodwill of 23.2 MMAD in 2021 corresponds to other intangible assets, and Digital Factory

I.3. Cash flow statements

In MMAD	2019	2020	Var. 19 - 20	2021	Var. 20 - 21
Operating income	465.7	540.6	16%	630.8	17%
Allocation from operations	324.3	366.5	13%	395.9	8%
Cash flow from operations	789.1	907	15%	1 027	13%
Dividends received					
Change in WCR	-92	409	-544%	-397	-197%
Change in inventories	137.6	125	-9%	219	75%
Change in operating receivables	116.6	294.7	153%	-191	-165%
Change in operating liabilities	346.5	11.2	-97%	424	3686%
Cash flow from operating activities	881.4	498.5	-43%	1 423.4	186%
Financial expenses	142.2	133.1	-6%	140	5%
Financial income	116.5	116.5	0%	152.8	31%
Dividends received from companies accounted for by the equity method	-	-	-	-	-
Corporate income tax, excluding tax on PL of sale	115.1	112.8	-2%	165	47%
Non-current income and expenses	-5.9	-64.7	1003%	-45	-31%
Net cash flow from operating activities	734.7	304.6	-59%	1 226.0	302%
Acquisition of a fixed asset	1 095.60	651.7	-41%	1 431	120%
Disposal of fixed assets	1.5	337.5	21840%	2 781	724%
Change in financial assets	1.7	36.5	2059%	5 353	14565%
Cash flow from investing activities	-1 095.80	-350.7	-68%	-1 434.0	309%
Dividends paid to shareholders of the parent company	-150	-160	7%	-170	6%
Dividends paid to minority shareholders of consolidated companies	-	-	-	-	-
Increase in capital	-	-	-	-	-
Increase in financing liabilities	801	1 081.1	35%	1 267	17%
Other	-	-	-	-	-
Impact on scope of consolidation	0.1	1	>100%	-12	<100%
Repayment of financial debt	-429.1	-739.7	72%	-760.4	-3%
Cash flow from financing activities	222	182.4	-18%	325.3	78%
Change in cash and cash equivalents	-139	136.3	-198%	117.3	-14%
Cash and cash equivalents at the beginning of the financial year	503.8	364.8	-28%	501.1	37%
Cash and cash equivalents at the end of the financial year	364.8	501.1	37%	618.4	23%

Source: LabelVie

II. Consolidated half-year financial statements

II.1. Income statement

In MMAD	S1-2021	S1-2022	Var. S1.21-S1.22
Sales of goods in the unaltered state	4 805.70	5 585.02	16%
Sales of goods and services produced	520.20	616.22	18%
Consolidated turnover	5 325.90	6 201.24	16%
Operating reversals	48.37	78.10	61%
Consolidated operating proceeds I	5 374.27	6 279.34	17%
Resale purchases of goods	4 227.73	4 925.28	16%
Costs of supplies and consumable material	102.07	126.17	24%
Other external expenses	300.02	375.71	25%
Dues and taxes	37.38	40.58	9%
Staff costs	286.11	307.05	7%
Other operating expenses	0.19	0.00	-100%
Operating expenses	197.11	228.35	16%
Consolidated operating expenses II	5 150.62	6 003.14	17%
OPERATING RESULT (I-II) III	223.66	276.19	23%
Income from equity securities and fixed assets	58	78.34	36%
Exchange gains	2	0.11	-94%
Interest and other financial proceeds	32	33.45	4%
Financial reversals and expense transfers	0	0.12	2%
Financial Proceeds IV	91.71	112.03	22%
Interest charges	64.84	65.20	1%
Exchange losses	0.47	1.21	159%
Other financial charges	2.11	0.79	-62%
Financial allocations	0.00	0.00	0%
Financial charges V	67.42	67.20	0%
Financial Result (IV-V) VI	24.28	44.83	85%
CURRENT RESULT (III + VI) VII	247.94	321.02	29%
Proceeds from disposal of fixed assets	0.56	19.77	0%
Other non-current proceeds	0.16	0.77	0%
Non-current reversals charges transfer	0.90	9.23	0%
Non-Current Proceeds VIII	1.62	29.76	100%
Net depreciation value of assets sold	0.33	19.02	100%
Other non-current charges	27.96	24.32	-13%
NC allocations to depreciation and provisions	6.39	11.65	82%
Non-current loads IX	34.67	55.00	59%
Non-current result (VIII-IX) X	-33.05	-25.24	24%
PROFIT BEFORE TAX (VII + X) XI	214.89	295.78	38%
Income taxes	50.99	71.66	41%
NET PROFIT	163.90	224.12	37%

Net income, Group share	160.25	218.73	36%
Minority Net Income	3.65	5.39	48%

Source: LabelVie

II.2. Balance sheet

In MMAD	2021	S1-2022	Var. 21-S1.22
Intangible assets (A)	1 162	1 248	7%
R&D fixed assets	690	727	5%
Patents, trademarks, rights & val. similar	24	24	-1%
Commercial funds	425	438	3%
Goodwill	23	60	157%
Tangible assets (B)	3 464	3 673	6%
Land	922	968	5%
buildings	991	992	0%
Technical installations, machinery and equipment	515	525	2%
Transportation equipment	0	0	-1%
Furniture, office equip. and configured. various	689	699	1%
Other tangible fixed assets	53	62	17%
investments in progress	294	427	45%
Financial assets (C)	1 097	1 096	0%
Locked-in loans	-	0	0%
Equity securities	1 063.70	1 063.22	0%
Other financial claims	32.9	31.6	0%
Translation difference - Asset (D)	-	0	0%
TOTAL I = (A + B + C + D)	5 723	6 017	5%
Inventories (E)	1 960	2 265	16%
Merchandise	1 941	2 248	16%
Consumable materials and supplies	18	17	-7%
Products in process	-	0	0%
Finished products	-	0	0%
Receivables from Current Assets (F)	1 587	1 685	6%
Suppliers' debtors, advances and payments	166	260	57%
Customers and related accounts	626	590	-6%
Staff	12	15	21%
State	685	707	3%
Partners' accounts	6	6	-1%
Other debtors	87	72	-17%
Accruals-asset accounts	6	35	519%
Securities and investment values (G)	219	180	-18%
Currency translation difference Assets (H)	0	0	-100%
TOTAL II (E + F + G + H)	3 766	4 130	10%
Cash assets	718	-	-100%
Checks and bills to cash	46	4	-91%
Banks, TG & CP	656	780	19%
Cash registers, agencies and letters of credit	16	17	4%
TOTAL III	718	801	11%
GENERAL TOTAL (I + II + III)	10 207	10 948	7%

Source: LabelVie

II.3. Cash flow statements

In MMAD	2021	S1-2022	Var. 21-S1.22
Operating income	631	276	-56%
Allocation from operations	396	224	-43%
Cash flow from operations	1 027	500	-51%
Dividends received	-	-	NA
Change in WCR	- 397	186	-147%
Change in inventories	219	305	39%
Change in operating receivables	- 191	59	-131%
Change in operating liabilities	424	178	-58%
Cash flow from operating activities	1 423	315	-78%
Financial expenses	140	67	-52%
Financial income	153	112	-27%
Dividends received from companies accounted for by the equity method	-	-	NA
Corporate income tax, excluding tax on PL of sale	165	72	-57%
Non-current income and expenses	- 45	24	-47%
Net cash flow from operating activities	1 226	264	-78%
Acquisition of a fixed asset	1 431	540	-62%
Disposal of fixed assets	3	20	560%
Change in financial assets	5 -	1	-116%
Cash flow from investing activities	- 1 434	519	-64%
Dividends paid to shareholders of the parent company	- 170	-	-100%
Dividends paid to minority shareholders of consolidated companies	-	-	NA
Increase in capital	-	-	NA
Increase in financing liabilities	1 267	245	-81%
Other	-	-	NA
Impact on scope of consolidation	- 12	2	-115%
Repayment of financial debt	- 760	119	-84%
Cash flow from financing activities	325	128	-61%
Change in cash and cash equivalents	117 -	128	-209%
Cash and cash equivalents at the beginning of the financial year	501	618	23%
Cash and cash equivalents at the end of the financial year	618	491	-21%

Source: LabelVie

PART V – RISK FACTORS

The Label'Vie Group operates in a changing environment that creates risks, some of which may be beyond its control from time to time, in addition to the risks inherent in its business. The Label'Vie group has set out below the significant risks to which it believes it is exposed.

I. 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.

II. 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.

III. 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, backed by the expertise of the real estate company Aradei Capital in managing real estate. The investment risk has also been reduced to date thanks to the creation of a team dedicated entirely to managing development and having 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.

IV. 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.

V. Legal risk

IV.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.

IV.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.

VI. Exchange risk related to purchasing

Label'Vie is a company that purchases 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.

VII. Health risk

In the context of an unprecedented pandemic crisis, Label'Vie has shown great resilience and has mobilized all its teams to preserve its business and continue to serve its customers in the best possible way.

In this context, Label'Vie has implemented a series of measures to deal with the crisis, namely:

Institutional measures

- Following the establishment, on the high instructions of His Majesty King Mohamed VI, of the Special Fund for the management of the Coronavirus pandemic (Covid 19), the LabelVie Group has responded to this surge of solidarity and has decided to make a financial contribution of 50 million dirhams.

- Wiqayatna: support for the Ministry of the Interior and Health in promoting the app through an internal and external communication system.

Employees

- Carrying out activities that do not require a physical presence as much as possible remotely via teleworking;
- Deploying a new organization in the points of sale; PCA: new work organization where the teams are perfectly sealed, each of them working 14 days continuously without any possibility of interaction with the other team of the same department;
- Payment of salary in full to all employees;
- Payment of an exceptional bonus for all the employees of the points of sale;
- Taking care of the family of a sick employee (covid-19) and maintaining the payment of his/her salary;
- Payment of transportation for employees during the lockdown;
- Equipment (mask, gel, visor, plexiglass, etc.) for employees.

Clients

- As far as the store environment is concerned, all sales surfaces are fully disinfected by authorized service providers (positive and negative cold cabinets, checkout mats, electronic payment terminals and Plexiglas panels).
- The customer's experience has been taken into account from the moment the customer arrives in the store. First, by regulating the flow of customers according to the size of the store and by installing floor markings to ensure that the one-meter safety distance is respected. Second, the agents disinfect the carts and baskets before handing them over to the customer or when they are in self-service, as well as the sanitary facilities intended for the customers.
- The sanitation system has even been extended to the customer experience, namely the packaging of bakery and pastry products in plastic or kraft paper bags. Products offered in bulk, such as pasta, starches, spices or dried fruit, have also been put in trays or are now offered in assisted sales. As a preventive measure, in-store tastings have been stopped and the snack bar area closed.

The LabelVie Group has installed disinfection systems in front of the entrances to its stores and its logistics platform.

PART VI – ANNEXES

I. Annex 1: List of companies participating in the Operation

- LabelVie SA
- Hypermarché LV SAS
- Maxi LV SAS
- Greentek Média SARL
- Best Financière SA
- Best Health SA
- SCRIM SA
- Soma Médical SARL
- Retail Holding SA
- Retail Holding Africa SA
- Mode & Nuances SAS
- Mega V.Stores Morocco SA
- Croc Shop SA
- Atelier Croc SA
- General First Food Services SAS

Disclaimer

The aforementioned information forms only part of the prospectus approved by the Moroccan Capital Market Authority (AMMC) on October 25, 2022 under the reference VI/EN/034/2022.

The AMMC recommends reading through the entire information dossier that is available to the public in French.