

*
* *

Circular of the Moroccan Capital Market Authority
no. 02/18 relating to management companies of
undertakings for
collective investment in real estate

THE MOROCCAN CAPITAL MARKET AUTHORITY,

Having regard to law no. 43-12 relating to the Moroccan Capital Market Authority promulgated by Dahir no. 1-13-21 of 1st Jumada I 1434 (13 March 2013), as amended, in particular, articles 3, 4, 5 and 6 thereof;

Having regard to law no. 70-14 relating to Real Estate Collective Investment Undertakings promulgated by Dahir no. 1-16-130 of 21 Dhu al-Qidah 1437 (25 August 2016) ;

After consultation of the concerned professionals,

DECIDE:

Chapter I

Definitions

Article 1

For the purposes of this circular, the following definitions apply:

OPCI: Real Estate Collective Investment Undertakings, governed by law no. 70-14 relating to Real Estate Collective Investment Undertakings promulgated by Dahir no. 1 - 16-130 of 21 Dhu al-Qidah 1437 (25 August 2016);

Security holder: any holder of units or shares of an OPCI;

Client: the security holder of an OPCI managed by the management company, the potential subscriber of the said securities and the client of the said company in respect of its related activities;

Information Document: the information document provided for in article 6 of the aforementioned law no. 70-14;

Governance body: the board of directors for public limited companies with a board of directors or the supervisory board for public limited companies with a supervisory board and management board ;

Manager: any person who, in any capacity, participates in the conduct or management of the management company. These are, the Chairman and Chief Executive Officer, the Chief Executive Officers, the Deputy Chief Executive Officers, the members of the Management Board, the Secretary-General, the Managers, as well as any person effectively performing one of these functions;

Related organizations: the parent company of the management company and its subsidiaries, the subsidiaries of the management company and any company or organization belonging to the same group as the management company;

Group: all companies and organizations whose capital is wholly or partially, directly or indirectly, held by the same company or organization;

Family relations: spouse, direct ascendants and descendants in the first and second degree;

Financial intermediaries: financial intermediaries as defined in article 2 of the law no. 44-12 relating to the public offering and information required of legal entities and organizations making public offerings, promulgated by Dahir no. 1-12-55 of 14 Safar 1434 (28 December 2012), as amended and completed;

Co-investment: simultaneous investment, carried out in accordance with the provisions of article 48 of this circular, in one of the assets referred to in 1) to 3) of article 3 of the aforementioned law no. 70-14 by several OPCIs managed by the same management company;

LBC/FT: the fight against money laundering and terrorist financing within the meaning of law no. 43-05 relating to the fight against money laundering, promulgated by Dahir no. 1-07-79 of 28 Rabi I (17 April 2007), as amended and completed.

Chapter II

Approval of management companies

Article 2

In accordance with the provisions of article 37 of the aforementioned law no. 70-14, any OPCI management company must, before carrying out its activity, be duly authorized by the Moroccan Capital Market Authority (AMMC).

Article 3

In order to obtain the approval referred to in article 2 above, the applicant shall submit the complete file of the application for approval to the AMMC, which shall give a dated and signed receipt.

In addition to the application for approval in writing, the aforementioned file must include the information contained in the A of annex 1 to this circular and the documents provided for in B of the same annex.

Article 4

The AMMC may, within thirty (30) clear days from the date appearing on the receipt referred to in article 3 of

this circular, requires the applicant, by any means proving receipt, to produce any additional documentation deemed necessary for the examination of the application for approval with regard to the information and documents referred to in the same aforementioned article 3.

Additional documents must be submitted to the AMMC within the time limits it sets.

Article 5

The AMMC may, for examining the application file for approval, carry out:

- one or more interviews with the applicant's legal representatives and main managers;
- where applicable, a visit to the applicant's registered office and/or the actual place of its activity during working hours.

Chapter III

AMMC agreement for certain amendments affecting the management company

Article 6

In accordance with the provisions of article 41 of the aforementioned law no. 70-14, the amendments affecting the control of the management company within the meaning of article 144 of law no. 17-95 relating to public limited companies promulgated by Dahir no. 1- 96-124 of 14 Rabi II 1417 (30 August 1996), as amended and completed, the nature of the related activities it carries out, the place of its headquarters or the actual place of its activity are subject to prior agreement of the AMMC.

In order to obtain the agreement referred to in the first paragraph above, the management company must submit a written request to the AMMC, which acknowledges its receipt. This request must be accompanied by a file containing the information contained in A of annex 2 of this circular and the documents provided for in B of the same annex.

The AMMC may require the management company to forward to it, within the time limits it sets, any additional document or information it deems useful for the examination of the agreement request.

Article 7

For the purpose of examining the request referred to in article 6 above, the AMMC may carry out:

- one or more interviews with the legal representatives and senior managers of the management company;
- where appropriate, a visit to the registered office of the management company and/or the actual place of its activity during working hours.

Article 8

As soon as the agreement is notified by the AMMC, the management company shall communicate the amendments referred to in the first paragraph of article 6 above, by any means showing receipt, to the security holders and shall publish them on its WEB site.

Chapter IV

Required resources for the management company to carry out its OPCI management activity

Article 9

Any public limited company wishing to operate as an OPCI management company must provide sufficient guarantees

with regard to its organization, human, technical and financial resources and the professional experience of its managers.

These resources must be in adequacy with:

- the nature, importance, diversity and complexity of the activities envisaged;
- the foreseeable evolution of the above activities, the related legal environment and market practices,

Section 1. - Guarantees relating to the organization of the management company

Subsection 1. - General provisions

Article 10

Managers must implement and regularly review the following mechanisms and procedures:

- an internal control mechanism of the management company;
- a risk management mechanism related to the management of OPCIs and the other activities of the management company;
- the management company's internal procedures, in particular, those relating to investment decision-making;
- a mechanism for preventing and managing conflicts of interest;
- an LBC/FT mechanism provided for by an AMMC circular adopted pursuant to the provisions of the aforementioned law no. 43-05.

In addition, the managers must implement a mechanism to ensure and regularly verify that the rules, conditions and limits provided for in articles 27 and 69 of the aforementioned law no. 70-14 are respected for each OPCI.

Subsection 2. - Organizational resources

Article 11

The management company must establish a detailed organizational chart showing the persons in charge of the various activities carried out, as well as its hierarchical organization.

The organizational chart must be established in a manner that ensures:

- the performance of the above activities with due diligence, impartiality and in the exclusive interest of security holders;
- the continuity of the performance of the said activities;
- the prevention of conflicts of interest;
- the separation of incompatible tasks and functions by specifying the responsibilities and prerogatives of the management company's managers and staff as well as the scope of their intervention;
- the definition of distinct and adequate levels of control in relation to the activities carried out;
- the confidentiality of information.

Article 12

The management company establishes and implements a manual

procedures adapted to the nature, importance, diversity and complexity of the activities it carries out.

The manual of procedures must contain, subject to the laws and regulations in force, the minimum procedures inherent in the activity carried out by the management company as set out in annex 3 of this circular.

The procedures manual must be established in a manner that ensures:

- the prevention and management of conflicts of interest and the protection of security holders' interests;
- the preservation of the confidentiality of information;
- permanent compliance with the provisions of articles 27 and 69 of the aforementioned law no. 70-14.

The management company shall periodically update the procedures manual in accordance with the results of the regular review provided for in article 10 above.

The management company's managers ensure that the procedures manual is communicated to its staff and that it is strictly respected. Information is provided to the governance body.

The AMMC may request the management company to complete and/or amend the manual of procedures, in particular, to bring it into line with the legislative and regulatory provisions in force.

Article 13

The management company's organization must ensure the continuity of its activities and the safeguarding of its data, particularly in the event of an interruption or temporary inability to carry out its normal activities following an incident.

To this end, it shall establish, implement and maintain an operational business continuity plan in order to enable it to recover its data in a timely manner and resume its activities.

Article 14

The management company may, if the management regulations of the OPCI so provide, delegate, under its responsibility and control, part of the financial management of one or more OPCIs that it manages to another OPCI management company. Information on this delegation shall be sent, immediately, to the AMMC.

Where the delegation of financial management of one or more OPCIs does not comply with the legislative and regulatory provisions in force or the management regulations, the AMMC requests the management company to take any appropriate measures to put an end to the irregularities identified.

Article 15

The management company may, if the management regulations of the OPCIs so provide, entrust, under its responsibility and control, to any person having the necessary skills, the performance of certain administrative, accounting or technical tasks in connection with the management of one OR more OPCIs that it manages.

Where the delegation of the administrative, accounting or technical tasks of one or more OPCIs does not comply with the legislative and regulatory provisions in force or with the management regulations, the AMMC requests the management company to take any appropriate measures to put an end to the irregularities identified.

Subsection 3, - Internal control and risk management mechanisms

I. Internal control mechanism

Article 16

The management company establishes, implements and maintains operational, an internal control mechanism comprising two levels:

- a permanent first-level control carried out by the persons in charge of operational functions. The purpose of this control is to identify and manage the risk of non-compliance with the legislative and regulatory texts and the management company's internal policies and procedures as well as other risks related to the management company's activities;
- permanent second-level control carried out by the internal auditor through the performance of the tasks provided for in article 20 below.

The first level control and the second level control give Heu to the establishment of control sheets to ensure the traceability of the said controls.

Article 17

The function of the internal auditor must be permanent and be ensured by persons whose hierarchical relationship guarantees independence in the performance of their duties. For this purpose, the internal auditor may not combine their function with that of:

- a manager of the management company;
- a member of staff in charge of carrying out an activity under their supervision.

Prior to the appointment of the internal auditor, the management company shall ensure that they are of good repute in accordance with the legislation in force and that they meet the other conditions provided for by the legislative and regulatory texts in force.

Article 18

As soon as the internal auditor is appointed, the management company shall inform the AMMC, by any means proving

receipt, and shall send it a file containing

- the identity of the appointed person;
- an updated curriculum vitae detailing their academic training and professional experience;
- statements from the designated person's previous employers attesting to their qualifications, where applicable;
- an extract from their criminal record or anthropometric record less than three months old.

The AMMC may request an interview with the designated internal auditor

Article 19

The management company must inform the AMMC, without delay, by any means proving receipt, in the event of termination or change in the functions of the internal auditor, for any reason whatsoever, indicating the reasons for such termination or change.

In the event of termination of their functions, the internal auditor shall, without delay, send to the AMMC, by any means proving receipt, a letter setting out the reasons for such termination.

The AMMC may request an interview with the internal auditor in order to ascertain the reasons for the termination of their functions.

Article 20

The internal auditor's missions are to:

- implement the internal control mechanism and ensure their proper functioning;
- establish, implement and maintain operational a mapping of non-conformity risks;
- regularly control the compliance of the management company's activity with the legislative and regulatory texts in force, as well as with internal regulations and procedures;
- regularly monitor and evaluate the adequacy and effectiveness of the first level control and take appropriate measures to remedy any deficiencies;
- regularly monitor and evaluate the risk management system set up by the management company;
- assist managers and operational structures in making decisions to ensure compliance with applicable legislative and regulatory texts in force and internal regulations and procedures, particularly in the event of the launch of a new product or advertising campaign or the development of a new policy or procedure;
- regularly check the effectiveness of the procedures relating to the management company's activities and its compliance with the legislative and regulatory texts in force as well as the reliability of the monitoring tools;
- propose measures to improve procedures and controls;
- establish and update a compendium of legislative texts and

- regulations in force in direct relation with the activities of the management company;
- ensure the dissemination of the said compendium to the staff, managers and members of the governance body and raise their awareness, where appropriate, of its impact on the management company, its activities, its organization and its procedures. In this regard, it holds, at least once a year, an awareness meeting for the benefit of all staff;
 - ensure that claims and complaints are handled diligently and expeditiously;
 - ensure that persons recruited by the management company are not subject to any of the prohibitions provided for by the legislation governing the capital market;
 - implement the anti-money laundering and anti-terrorist financing system in accordance with the legislation and regulations in force;
 - ensure that a procedure for protecting personal data is implemented in accordance with the legislation in force;
 - ensure regular monitoring of the execution of the corrective measures and actions of the anomalies identified;
 - ensure that the management company has:
 - a permanent and efficient system protecting access to the information system and that its functionalities are subject to periodic internal audit;
 - appropriate procedures for safeguarding information, rigorously respected and regularly tested.
 - report, without delay, to the management company's hierarchy and to the AMMC any irregularities, including operational incidents, identified in the performance of its missions as well as regularisation measures undertaken or envisaged ;
 - establish, at least once a year, an internal control report and send it to the governance body and to the management company's managers;
 - inform, without delay, the AMMC about any significant change affecting the management company.

Article 21

The internal auditor is informed, as soon as they are received, of any claim or complaint made against the management company, the members of its governing body, its managers or one of its staff members. It shall record such claims and complaints in a register specially dedicated for this purpose.

Article 22

The internal auditor shall prepare a semi-annual report in accordance with the model set out in annex 4.5 of this circular. This report is sent to the AMMC by the management company within the time limit set out in annex 4 of this circular.

Article 23

The management company shall provide the internal auditor with all the necessary means to enable them to carry out their missions in complete independence and efficiency. These means must be adequate with the size of the management company, the volume and diversity of its activities. For this reason, the management company must provide it with:

- the company's various dashboards;
- the documents that the internal auditor considers useful for the completion of their duties;
- any information relating to acts or facts affecting the management company's management and operation or the management of OPCIs.

Furthermore, the internal auditor must be able to:

- access to all the premises used by the management company, in particular, the technical premises;
- Attend the various meetings held to make investment decisions;
- access, in consultation mode, to the management company's information system.

II. Risk management system

Article 24

The management company establishes, implements and maintains operational a risk management system covering all the activities it carries out.

This system must include in particular a risk mapping covering non-compliance risk, operational risks and any other risks related to the management of OPCIs and related activities. This mapping must be constantly updated.

Article 25

The risk management function must be permanent and independent of operational functions. It has the authority, resources, appropriate expertise and access to all the information necessary to carry out its missions.

However, the risk management function may be performed, after the agreement of the AMMC, by a person involved in the performance of the activities for which he/she controls the risks, the risk of the management company shall be able to justify, taking into account the nature, importance, complexity and diversity of its activities, that the requirement of independence referred to in the first paragraph is excessive and that the risk management system continues to be effective, in particular with regard to the prevention and management of conflicts of interest.

Article 26

The risk manager's tasks are to:

- ensure the control and monitoring of risks related to the management of OPCIs and the related activities of the management company,
- establish, implement and maintain operational a risk mapping including operational risks and all other risks related to the management of OPCIs and the management company's related activities;
- establish, at least once a year, a risk control report and send it to the governance body and the management company's managers.

Section 2. Financial resources

Article 27

The management company must have fully paid-up share capital at the time of the application for approval, and the amount of which may not be less than one (1) million dirhams.

Section 3. - Human resources

Article 28

The management company must have sufficient human resources, with the necessary qualifications, skills and experience to carry out its duties, taking into account in particular foreseeable developments in the real estate and financial markets, the regulatory and fiscal environment, and the growth of its business.

Article 29

The management company implements a detailed description of the various functions and/or positions, specifying the skills and qualifications necessary to perform them. The job descriptions must be signed by the concerned persons.

Article 30

The management company regularly and at least once a year evaluates the knowledge of its staff regarding the laws and regulations in force relating to its activities and its internal procedures.

Where deficiencies are identified, the management company must develop and implement a training plan adapted to the specific needs inherent to its activities, taking into account the results of the above-mentioned evaluation.

Section 4. - Technical resources

Article 31

The management company must have and maintain operational an information system including in particular:

- all the necessary functionalities to carry out its activity;
- the procedures of its organization and functioning, the computer equipment and software adapted to its activities, its size, and the volume of data it processes.

It shall ensure, throughout the entire life cycle of the said system, that it is able to guarantee, for each operation, the traceability of each processing step.

It must also have the necessary documentation for each application or software package used, particularly, the licenses for their use and operation, their installation manual, the user manual and the administration guide.

Article 32

The management company shall ensure the maintenance of its information system in a manner that guarantees its reliability, availability and regular operation.

Any dysfunction in the information system affecting the availability and integrity of the data recorded therein or having an impact on the proper conduct of the activities carried out by the management company and the quality of the services it provides must be communicated without delay to the AMMC, specifying the measures taken or to be taken to remedy them.

Article 33

The management company shall define and implement an information security policy and proceed, on a continuous basis, with its updating to ensure the security of its information system in terms of confidentiality, availability and integrity of the data and services provided by the said company.

The management company must have the necessary means to secure the effective application of the security policy.

Article 34

The management company defines and implements a backup policy for the data processed and proceeds, on a continuous basis, with its update according to their volume, criticality and their storage period. This policy must contain in particular:

- the scope of the data to be backed up;
- the type of data to be backed up;
- the periodicity of the backup.

The management company must have the necessary means, in particular, procedures, computer equipment and software enabling it to recover the data in the event of a loss.

Article 35

The data backed up in accordance with article 34 above must be stored on an information storage medium that makes it possible to:

- reconstruct each step in the processing of the operations carried out by the management company, including the various amendments made to them and the identity of their authors;
- ensure the integrity of the said data and easy access to it.

Article 36

The information system must be periodically audited at least once every four (4) years.

Article 37

The management company must equip itself with a secure timestamping system allowing to timestamp in particular:

- subscription and redemption orders upon receipt;
- the allocation sheets for grouped orders before their transmission for execution, in accordance with the legislation and regulations in force.

The timestamping system must also clearly generate the following information: the name of the management company and the date and time of the operation using the following format (Hours, minutes, seconds).

The management company must ensure, on a continuous basis, the proper functioning of the time stamping system.

Article 38

Subject to the legislative provisions in force, the management company shall set up a telephone recording system allowing the automatic and uninterrupted recording of all conversations exchanged by means of the telephone stations used to receive client orders and carry out operations on behalf of the OPCI.

The telephone recording system must allow a clear audibility of the recordings and a quick and multi-criteria search for orders received by phone including at least the following criteria:

- date and time of phone call;
- identification of the station used to receive or transmit the call.

Article 39

The management company must have premises intended exclusively for the exercise of its activities. Such premises must be adapted to the volume of the said activities and the number of employees.

The premises, in particular, the technical area, the areas reserved for archives as well as those intended for the reception of customers, must be arranged in manner that makes it possible to ensure:

- the physical separation between the incompatible functions;
- the integrity, security and confidentiality of the data and information processed, backed up and stored.

Any project to amend the layout of the aforementioned premises and/or its destination must first be brought to the attention of the AMMC.

Article 40

The technical resources provided for in this section must be used by the management company exclusively for the purpose of carrying out its activities.

Article 41

The management company must comply with the conditions set out in articles 9 to 40 of this circular throughout the period during which it carries on its OPCI management activities, and must be able to justify this at any time.

Chapter V Ethics and**conflicts of interest Section 1. -****Ethics****Subsection 1. Code of Ethics****Article 42**

The management company must develop a code of ethics that must include the ethical rules set out in this chapter, as well as the guidelines to be followed by its managers and employees in order to ensure compliance with the principles of fairness, transparency, market integrity and the primacy of the interests of the security holders.

The members of the governance body, the managers and the staff members of the management company must comply with the rules contained in the code of ethics referred to in the first paragraph above.

Article 43

The management company appoints a non-managing compliance officer whose duties include:

- ensure compliance with the conflict of interest management policy provided for in section 2 of this chapter;
- ensure that the code of ethics complies with the legislative and regulatory texts in force;
- disseminate the code of ethics and any subsequent amendments to it to the members of the governance body, to the officers and to the staff of the management company;
- ensure that the code of ethics is permanently updated;
- ensure compliance with the management company's code of ethics by its governance body, officers and staff members.

Subsection 2. - Provisions relating to the management of OPCIs**Article 44**

The decisions relating to the management of an OPCI must be taken in complete independence, in the exclusive interest of the security holders and in compliance with its management regulations.

Article 45

Any decision to allocate assets to each of the OPCIs managed by the same management company must be made on the basis of clearly defined criteria, before making an investment decision, taking into account the interests of the security holders of the said OPCIs. Such decision must be justified and documented.

Article 46

When the management company transmits to the brokerage firm a grouped Stock Exchange order on behalf of several OPCIs that it manages, it must first determine the rules for allocating the securities covered by the said order and comply with them.

In the event of partial execution of the grouped stock exchange order, the allocation to each OPCI concerned is proportionally carried out in accordance with the aforementioned allocation rules.

In the event that the aforementioned order is fully or partially executed at different market prices, a weighted average price is applied to the securities covered by the order executed for each OPCI concerned.

The management company must specify the reasons for the use of the grouped Stock Exchange order and justify the choice of the above-mentioned allocation rules.

In any case, the management company may not group an own-account Stock Exchange order with orders issued on behalf of the OPCIs it manages.

Grouped orders issued and executed must be recorded in the register provided for in 1 of article 69 below, which must include at least the following information:

- the name or denomination of the OPCIs benefiting from the grouped orders;
- the allocation rules of the securities subject to the said order to each of the OPCIs concerned and the justification for their choice;
- the allocation results.

Article 47

In the event of the management of several OPCIs, the management company must do so under the same diligence.

Exceptionally, the management company may carry out operations between the OPCIs it manages provided that it complies with:

- the exclusive interest of the security holders of the transferor OPCI and the transferee OPCI;
- the conflicts of interest management rules provided for in section 2 of this chapter;
- the market conditions;
- the management regulations of each OPCI.

The aforementioned operations must be recorded, without delay, in the register provided for in 2 of article 69 below.

Article 48

In the event of co-investment in the same real estate asset by several OPCIs managed by the same management company, the following rules must be respected:

- the co-investment must be carried out under the same conditions for all the OPCIs concerned;
- the disinvestment must be carried out under the same conditions for all the OPCIs concerned when this disinvestment, relating to the assets subject to the co-investment, is carried out, at the same time, by the said OPCIs;
- the possibility of selling at any time all or part of an OPCI's share in a jointly held real estate asset. Any decision by the management company to

sell or retain all or part of the OPCIs' shares in the real estate assets held in common must be justified.

Article 49

The management company must first draw up a list of the financial intermediaries and service providers it intends to use in the context of carrying out its activities, taking into account in particular:

- the exclusive interest of security holders;
- requirements relating to the security and confidentiality of the information communicated to them;
- the cost, nature and quality of the services provided.

When the financial intermediaries and service providers are related organizations, the management company must justify the use of such organizations. The rights and obligations of the parties must be set out in an agreement concluded for this purpose following normal market conditions and the practices in force there.

The management company shall carry out a periodic assessment of the services provided by the aforementioned intermediaries and service providers and shall update the list referred to in the first paragraph above at least once a year.

Article 50

The conditions of the conclusion of the lease agreements between the OPCI and the tenants, their renewal as well as all other conditions negotiated with or accepted by tenants must meet the requirements of protecting the exclusive interest of security holders, the proper management of the OPCI, and be in compliance with market conditions.

Subsection 3. - Provisions applicable to members of the governance body, managers and staff members of the management company

Article 51

The management company must implement a system to prevent any person having privileged information in the performance of their duties within the company from using it to carry out or knowingly allow one or more operations on the market, either directly or through an intermediary, relating to one or more of the assets referred to in article 3 of law no. 70-14 mentioned above.

Article 52

The managers and staff members of the management company may only carry out, directly or indirectly, on their behalf or on behalf of the management company or third parties, the operations of purchase, subscription, sale or repurchase of the assets referred to in 4, 5, 6 and 7 of article 3 of the above-mentioned law no. 70-14, until the day after the execution date of the order relating to the said operations on behalf of the OPCI.

The provisions of the first paragraph above shall not apply to operations on the primary market.

Article 53

The permanent representatives of legal entities and the individuals who are members of the governance body of the management company, its managers and members of its staff may neither purchase nor rent, directly or indirectly, on their behalf or on behalf of third parties, including persons with whom they have family relations, the assets referred to in 1, 2 and 3 of article 3 of the above-mentioned law no. 70-14, managed on behalf of the OPCI by the said company.

The persons referred to in the 1st paragraph above, responsible for managing the OPCI or involved in the process of making its investment decisions, tenants of one of the aforementioned assets or holders of a stake in one of these assets, when considering the desirability of its acquisition on behalf of the said OPCI, must declare this to the ethics officer. In addition, the aforementioned persons may not participate in the management of the aforementioned assets or take part in the decisions relating thereto.

Article 54

When the management company designates, in the code of ethics provided for in article 42 above, the brokerage firm through which its managers and members of its staff may carry out Stock Exchange operations for their own account, such operations may only be carried out through the said company.

However, the persons referred to in the 1st paragraph above may subscribe to the securities on the stock exchange market through a brokerage firm other than the one designated in the code of ethics when the latter is not a member of the investment syndicate.

Article 55

The management company may prohibit related organizations, permanent representatives of legal entities and individuals who are members of its governance body, its managers and members of its staff from subscribing for or repurchasing the securities of an OPCI it manages, in particular, when such transactions are likely to have a detrimental impact on the interests of the security holders of the said OPCI.

Article 56

Subject to the provisions of article 55 above, the permanent representatives of legal persons and individuals who are members of the governance body of the management company, its managers and the members of its staff who have subscribed to the securities of an OPCI managed by the said company must hold the said securities for at least 24 months from the date of subscription.

Article 57

The management company is required to chronologically record in the register referred to in 3 of article 69 below, any operation to subscribe or repurchase securities of an

OPCI that it manages on behalf of its related organizations, or on behalf of a member of its governing body, its managers or a member of its staff, as well as on behalf of persons with whom it has a family relationship.

Article 58

The management company is required to chronologically record in the register referred to in 4 of article 69 below, any operation carried out on the assets referred to in article 3 of the aforementioned law no. 70-14, other than that referred to in article 57 above, on its own account or on behalf of the members of its governing body, its managers and members of its staff.

Subsection 4. - Declaration requirements

Article 59

The members of the governance body of the management company, its managers and members of its staff who hold a social term of office or who are in charge of any mission within a legal entity carrying out an activity in the real estate field and/or in business relationship with the said company and the OPCIs it manages, must state this fact without delay to the ethics officer.

The same declaration obligation applies to members of the governance body, managers and staff members of the management company who hold direct or indirect participation in the capital of the legal person referred to in the first paragraph above, or who have any interest whatsoever.

Article 60

The managers and members of the management company's staff must, before transmitting any order relating to the operations referred to in the first paragraph of article 52 above for execution on their own account, submit a declaration to the ethics officer. This declaration must contain at least the following information:

- the name of the ordering party;
- the name of the brokerage firm, or of the organizations in charge of collecting the orders specified in the management regulations;
- the name of the depository institution
- the description of the securities subject to the order and their number;
- the date of the order;
- the overall value of the operation and its nature.

The persons referred to in the first paragraph above must send to the ethics officer the confirmation notice of the execution of the operation covered by the aforementioned declaration as soon as it is received.

Article 61

The management company is required to collect, by 31 January of each calendar year at the latest, personal statements from members of its governance body, its managers and its staff members relating:

- to the real estate assets which they own or manage;
- to the portfolios of financial instruments which they own.

Where the persons referred to in the first paragraph above do not own or manage the above assets or instruments, as the case may be, the declaration must include the indication "none".

Section 2. - Prevention and management of conflicts of interest

Article 62

For the purposes of this circular, the management company is in a conflict of interest situation when it carries out operations with related organizations regarding the assets or liabilities of the OPCIE it manages.

The management company is also in a conflict of interest situation when a member of its governing body, or one of its managers or staff member, is in one of the following situations, in particular;

- has a direct or indirect interest in carrying out an operation or providing services for the benefit of a client of the management company, which is different from the interest of the latter;
- may, in connection with the above-mentioned operation or provision of services, realize a financial gain or avoid a financial loss to the detriment of the customer;
- privileges for any advantage whatsoever, in the course of the provision of services, the interests of a client other than the one for whom the service is provided;
- receives an advantage from a person other than the customer in relation to the service provided to the said customer, other than the commission or Fees normally charged for the aforementioned service;
- grants a benefit to a person other than the customer in relation to the service provided to the customer.

Article 63

The management company shall implement and maintain operational a mechanism for the prevention and management of conflicts of interest in accordance with its size, organization, nature, importance, diversity, and complexity of the activities carried out, as well as with the situations of conflicts of interest referred to in article 62 above.

This mechanism aims in particular to:

- identify situations that give rise or are likely to give rise to a conflict of interest;
- define the procedures to be followed and the measures to be taken to prevent and manage such conflicts;

Article 64

The mechanism for preventing and managing conflicts of interest includes an appropriate policy for managing conflicts of interest.

Where the management company belongs to a group, the conflict of interest management policy must take into account

situations that may give rise to a conflict of interest resulting from the structure of the group and the activities carried out by the other companies and organizations belonging to the said group.

Article 65

The management company shall implement the conflict of interest management policy which shall include at least:

- mechanisms set up to identify situations that give rise to or are likely to give rise to a conflict of interest;
- the procedures to be followed and the measures to be taken to prevent and manage such conflicts;
- the procedures for recording activities for which a conflict of interest has occurred;
- the procedures for informing clients about the existence of conflict of interest situations.

The management company shall disclose its conflict of interest management policy to the public by any means, particularly, through publication on its website.

Article 66

The managing company must record in the register provided for in 5 of article 69 below the situations of conflict of interest that have emerged.

Article 67

The management company which is likely to be in a conflict of interest situation must inform the clients concerned in a clear and detailed manner, by any means showing receipt, about the existence of the said risk and its source in order to enable them to make their decision with full knowledge of the facts.

Article 68

The managers and staff members of the management company may neither collect nor pay any remuneration or benefit to any person who is in a conflict of interest situation, in particular, the following persons;

- financial intermediaries and service providers used by the said management company in the context of carrying out its activities, with the exception of amounts paid to them in return for services provided to the management company;
- the co-contractor (the counterparty) in the context of operations carried out on behalf of the managed OPCIs;
- customers, with the exception of the amounts due to them in accordance with the above-mentioned law no. 70-14 and the texts adopted for its application.

Any compensation or benefit received outside the cases referred to in the first paragraph above must be declared immediately to the ethics officer.

Section 3. - Record keeping

Article 69

The management company shall maintain and update the following records:

1. a register of grouped orders;
2. a register of the operations carried out between the OPCI managed by the same management company;
3. a register of the operations referred to in article 57 above;
4. a register of the operations referred to in article 58 above;
5. a register of conflict of interest situations.

The AMMC may ask the management company to provide it with the above-mentioned registers within the time limit and following the terms and conditions it set.

Chapter VI***Procedures for informing investors***

Article 70

after approval, the information document and an extract thereof shall be made available to the public at all the institutions in charge of receiving subscriptions of units or shares of an OPCI.

In addition, the management company shall provide the public with the following documents:

- the OPCI management regulation;
- the latest semi-annual and annual reports of the OPCI established in accordance with the provisions of law no. 70-14 above;
- the management company's conflict of interest policy.

Article 71

The subscription or repurchase order must be time-stamped as soon as it is received and executed before the date and time specified in the prospectus.

Article 72

At the end of each subscription or repurchase operation, the depository institution shall establish an operation notice containing the following minimum particulars:

- the identity of the security holder ;
- the number of the securities and/or cash account of the said holder;
- the name or the corporate name of the OPCI concerned;
- the date of the order;
- the purpose of the operation (subscription or repurchase);
- the number of securities involved in the operation;
- the net asset value at subscription or repurchase ;
- the date of execution of the operation
- the gross amount of the operation;
- the commissions applied (subscription or repurchase commissions indicating the acquired rights to the OPCI levied) ;
- the amount of any tax levied by the managing company in accordance with the legislation in force ;
- the net amount of the transaction.

The transaction notice shall be sent to the management company, which shall transmit it, by any means showing receipt, to the security holder within (5) five clear days from the date of its receipt.

Article 73

The management company shall establish, at least once every three months, a report containing, in particular, the following information.

- a description of the evolution of the financial and real estate markets during the reporting period ;
- the valuation of the portfolio of each security holder ;
- portfolio breakdown by the OPCI and by the OPCI category;
- the net asset value of the OPCI securities determined at the end of each quarter for each OPCI comprising the security holder's portfolio, or the estimated net asset value of the said securities when the OPCI's management regulations provide that the calculation of such value is to be carried out at intervals of more than three (3) months;
- the adjusted variation in the net asset values of the OPCI held in the above-mentioned portfolio, the variation shall be adjusted in accordance with the securities operations of the said OPCIs, in particular, the distribution of dividends and the consolidation or division of securities;
- any measures taken to manage the liquidity of the OPCI;
- the breakdown of the total amount of commissions and expenses incurred by the OPCI for the period covered;
- when a benchmark index is indicated in the information document, the comparison of the performance of each OPCI with the performance of the said index over the period covered by the report;
- the total amount of dividends, interest and other payments paid to security holders during the period covered.

The report shall be transmitted, by any means confirming safe receipt, by (a) the management company to the security holders.

Article 74

The management company shall ensure that any information relating in particular to the activity of the management company, the characteristics of the OPCI it manages and the risks relating thereto, addressed to security holders or the public, is accurate, precise and fair.

In addition, advertisements must meet the following criteria:

- the information is balanced. To this end, the management company must neither conceal nor minimise certain important elements, declarations or warnings;
- any comparison used must be relevant and presented in a balanced way;
- any potential benefit must be justified by indicating the corresponding potential risks.

Advertisements, which includes an indication of the performance achieved by the managed OPCI, must also meet the following criteria:

- the indication of performance should not be the main purpose of the information;
- the indication of the reference period;
- the benchmark index and the source of the related data, if applicable;
- a clear indication that the performance achieved does not prejudice future performance;
- the accuracy of commissions effect or other

charges on gross performance.

The criteria referred to in the first and second paragraphs of this article shall be assessed in particular in the light of the activity of the management company, the characteristics of the OPCI it manages and the risks associated with it.

Chapter VII

Communication of documents and information to the AMMC

Article 75

The management company shall communicate to the AMMC any document or advertisement regarding its activity and the characteristics of the OPCI it manages, after being published, distributed, delivered or disseminated.

Article 76

Every management company of OPCI must provide the AMMC with the documents and information whose list, procedures, frequency and deadlines are set out in Annex 4 of this circular.

Article 77

The authorised management company of OPCIs shall communicate to the AMMC, upon its membership of the Association of Management Companies of OPCIs in accordance with article 91 of the aforementioned law no. 70-14, any document justifying such membership.

Chapter VIII

Records keeping

Article 78

The management company shall keep for ten (10) years all accounting documents relating to operations carried out on behalf of each OPCI and/or on behalf of the security holders of said OPCI, from the completion date of the said operations.

ANNEXES OF THE CIRCULAR

Annex 1

*The information and (the documents that must be included in
the application file for approval of an OPCI management
company*

A - Information

A. 1. Applicant information

Corporate name	
Address of the company (registered office and effective place of business)	
Date of incorporation of the company or indication that it is in the process of incorporation	
Date and n°. of registration in the trade register or any amending entry	
Common company identifier (ICE)	
Share capital and amount of paid-up capital	
Financial year	
Nature of the planned activities	
Governance body	<input type="checkbox"/> Board of Directors <input type="checkbox"/> Management Board and Supervisory Board
Legal representative	Surname, first name, no. National ID card number, no. telephone, Email.

A. 2. Information of the applicant's directors and officers

1. Governance body

Surname & First name or corporate name of the members of the governing body	Legal form (natural or legal entity, resident or non-resident)	Surname and first name of the permanent representative of the legal entity who is a member of the governance body	National ID card number / No. RC/ ICE	Quality	Start date of the term of office	Other functions or powers held in other entities

2. Managers

Identity of the manager	National ID card number	Function	Duration of the Term of office	Start date of the term of office	Other functions held in other entities

3. Person in charge of preparing the application file for authorisation

Surname & First name or corporate name	Title/Position	Telephone / fax number	E-mail address

A. 3. Information on shareholders as well as the distribution of share capital and voting rights

Surname & First name or corporate name of shareholders	Legal form (natural or legal entity, resident or non-resident)	National ID card number / RC/ ICE	Number of securities held by each shareholder	Overall amount of the value of securities held by each shareholder	Percentage in the share capital of securities held by each shareholder	Percentage of voting rights held by each shareholder	Shareholding start date
Total for all shareholders							

A. 4. Information in case of a proposed share capital increase

The amount of capital after increase	
The type of contribution	
The timetable for the completion of the capital increase	

B- List of documents**B.1. Applicant's documents**

- A copy of the articles of association and a draft of their harmonisation with the laws and regulations on OPCIs when the applicant company is already incorporated, or a copy of the draft articles of association if the applicant is in the process of being incorporated;
- A certified copy of the minutes of the constituent general meeting or the extraordinary general meeting, as the case may be;
- A certificate of registration in the trade register when the applicant is a company already incorporated;
- Declaration(s) of subscription and payment of capital;
- The report of the contributions auditor, if applicable;
- a bank certificate proving the full payment of the share capital;
- A note including the list of specialized committees created or to be created by the governance body, and specifying their missions, composition as well as operating procedures;
- A detailed note on necessary human, technical and organisational resources that are available or are likely to be available by the applicant to carry out the activities subject of the application. The means needed with timetable for implementation;
- A detailed note of the technical resources of the applicant to implement his information system, ensuring their maintenance and security. This note must be accompanied by the manual for installing and using the information system, an administration guide for the system and the data backup and security policy for the said system;
- A plan, drawn up by an architect, for the layout of the applicant's registered office, indicating the location of the space dedicated to archives and the technical premises. The layout of the premises, as set out in the said plan, must make it possible in particular to secure their access and physically separate incompatible functions;
- Where the applicant belongs to a group, a document setting out the structure of the direct and indirect holdings of that group in the capital of the various companies and bodies and the percentages of ownership of those holdings;
- The applicant's detailed organization chart, specifying the identity, function and reporting line of its staff and its future evolution in the light of the evolution of its business;
- Where the applicant is a company already incorporated, the annual activity reports and annual summary statements certified by the statutory auditor(s) accompanied by the auditors' report(s) in respect of the last three financial

years preceding the application for authorisation or since its incorporation, if its lifespan is less than three years;

- A copy of the agreements concluded or draft agreements to be conclude:
 - the main service providers;
 - the other companies of the group;
 - one of the members of the Board of Directors, the Management Board or its Supervisory Board.
- A note on the strategy to be implemented to develop the activity for which authorisation is requested;
- For the first five financial years of activity, a provisional plan, drawn up in accordance with the model set out in the C.I. of this Annex, which includes the provisional income and expenditure accounts and balance sheet as well as details of the assumptions adopted and in particular the changes in outstanding amounts, management fees and commissions;
- For the first five financial years of activity, a note on the applicant's commercial policy accompanied by tables in C.2 of this Annex;
- Draft manual of procedures provided for in article 12 of this circular;
- Draft code of ethics provided for in article 42 of the present circular.

B.2. Documents of shareholders, members of the governance body, managers and staff of the applicant

1 - With regard to shareholders

- A document proving the identity of each shareholder, natural person;
- The certificate of registration in the trade register of each shareholder, legal entity, its organisation chart and a descriptive note of its activities.

2 - With regard to the members of the governance body and the managers

- A document proving the identity of each manager or natural person member of the governance body;
- The certificate of registration in the trade register of each legal entity member of the governance body;
- An extract from the criminal record or a police record of each manager or member of the governance body's governing body, less than three (3) months;
- A CV indicating the nature of their current professional activities and those they carried out before the application for authorization;
- The commitment of the applicant's legal representative to deploy the necessary resources to carry out their activity as set out in their application for authorization.

3 -With regard to the employees

- An updated CV with contracts or employment draft contracts concerning them, as the case may be;
- A detailed description of various functions and/or positions, specifying the skills and qualifications required to perform them.

In addition, a commitment must be made for the members of the governance body, managers and employees of the applicant to comply with the rules contained in the code of ethics referred to in article 42 of this circular.

C- Forms of tables accompanying the documents**C.1. Form of the forward plan**

		1st financial year	2nd financial year	3rd financial year	4th financial year	5th financial year
Outstanding amount	The management of OPCIs under Moroccan law					
	The management of foreign law OPCIs belonging to countries with information exchange and cooperation agreements with Morocco					
	Total					

Management fees of the OPCI	Management fee rates					
	Breakdown of management fees:					
	Management fees of the OPCI (Fund Management)					
	Real estate assets management fees (Asset Management)					
	Fees of the depositary institution					
	Fees of real estate appraisers					
	Fees of the statutory auditor(s)					
	Fees due to the AMMC					
	Structuring fees of the OPCI					
	Other fees					

Management fees	Management fees for OPCIs under Moroccan law					
	Management fees for foreign law OPCIs of countries with information exchange and cooperation agreements with Morocco					
	OPCI management products by virtue delegation of management by another OPCI management company					
	Total 1					

income from related activities broken down by type of activity					
					
	Total 2					

Other products	Commissions received on the issue or repurchase of OPCI securities					
	Other products (please specify)					
Total 3						

Total revenues	Total 1 + Total 2+Total 3					
----------------	---------------------------	--	--	--	--	--

Operating expenses	Consumed purchases of materials & supplies					
	Other external expenses					
	Personnel expenses					
	Operating expenses					
	Other expenses					
Total						

Operating income (total revenue minus total operating expenses)					
Net income					

Share capital					
Total shareholders' funds					

C.2. Tables accompanying the note on trade policy

1. Breakdown of revenues by activity and category of investors

Planned activities		share of turnover in total projected turnover as a percentage	Investors		
			Natural persons (number and percentage of investors)	Legal entities (number and percentage of investors)	Qualified investors (number and percentage of investors)
Main and usual activity	Management of OPCI				
Related activities					

2. Marketing channels for OPCIs

	Percentage distribution of investors	Procedures for entering into contact with investors (business relationship, through intermediaries, etc.)
Individual investors		
Legal entities Investors		
Qualified investors		

In addition to the information and documents provided for in A, B and C above, the applicant may attach to the file of the application for authorization any other document or information deemed necessary for the appraisal of the said file.

* * *

Annex 2

The information and documents that must be included

in the file of request for prior agreement provided for in / article 41 of law no.70-14 on OPCIs

A - Information

A.1. Information on the management company

No. of the authorization	
Authorization date	
Share capital	
Amount of paid-up capital	
Company address	
Registered office	
Effective place of business	

A.2. Information on current and target shareholders as well as the distribution of share capital and voting rights

Surname & First name or corporate name of shareholders	Legal form (natural person or legal entity, resident or not)	National ID card number / RC/ICE	Number of securities held by each shareholder	Total amount of the value of securities held by each shareholder	Percentage of the share capital held by each shareholder	Percentage of voting rights held by each shareholder	Shareholding start date
Total for all shareholders							

B - List of documents to be attached to the agreement application

- 1. In the event of an amendment affecting the control of the management company, the nature of the related activities it carries on, the place of its registered office or the effective place of its business:**
 - A copy of the articles of association with, where applicable, a draft of their amendment;
 - A certified copy of the minutes of the general meeting, if applicable;
 - A certificate of registration in the trade register.
- 2. In case of an amendment affecting the control of the management company, the following documents must be produced in addition to the documents referred to in 1 of B above:**
 - 2.1. Documents on the management company**
 - The report of the contributions auditor, if applicable;
 - When the management company belongs to a group, a document setting out the structure of the group's direct and indirect holdings in the capital of the various companies and bodies and the percentages of ownership of those holdings.
 - 2.2. Documents on shareholders**
 - A document proving the identity of each new shareholder, natural person;
 - The certificate of registration in the trade register of each new shareholder, legal entity, its organisation chart and a descriptive note of its activities.
- 3. In the event of an amendment to the place of the management company's registered office or the effective place of its business, the following documents must be produced in addition to the documents referred to in 1 of B above:**
 - A detailed note of the technical resources available to the management company to implement its information system, ensure its maintenance and security. This note must be accompanied by the manual for installing and using the information system, an administration guide for the system and the data backup and security policy for the system;
 - A plan, drawn up by an architect, for the layout of the new registered office or the new effective place of business of the management company, indicating the location of the space dedicated to the archives and the technical room. The layout of the premises, as set out in the said plan, must make it possible, in particular, to secure their access and physically separate incompatible functions.
- 4. In the event of amending the nature of the management company's related activities, in addition to the documents referred to in 1 of B above, the list and nature of the related activities covered by the application for agreement must be produced.**

* * *

Annex 3

*List of minimum procedures to be included in the
manual of procedures*

The procedures manual must contain in particular the following procedures relating to:

- investment decision-making, including in the event of the acquisition of assets located abroad;
- processing of operations involving real estate assets;
- treatment of operations involving non-real estate assets; the allocation of assets between the OPCIs managed by the same management company;
- the assignment of bunched orders;
- the valuation of portfolios; the validation of the net asset value;
- the creation of new OPCIs;
- the marketing of OPCI securities;
- processing of operations for the issue, subscription and repurchase of OPCI securities;
- investor information;

- the management of the liquidity of the OPCI(s);
- the management of the management company's liquid assets;
- accounting treatment of operations carried out on behalf of the OPCI(s) managed by the management company;
- reconciliation of the accounting statements maintained by the management company and those maintained by the depositary relating to cash, assets, and the number of security holders;
- first level control;
- internal control and ethics;
- risk management;
- the data backup and recovery;
- the archiving;
- fight against money laundering and terrorist financing;
- the protection of personal data.

* * *

Annex 4

List of documents and information to be provided to the AMMC by the OPCI management companies and the terms and conditions of their disclosure

NATURE OF DOCUMENTS/ INFORMATION	COMMUNICATION PERIODICITY	COMMUNICATION DEADLINE
Annual report of the management company which includes: <ul style="list-style-type: none"> ■ the balance sheet; ■ the income and expenses account; ■ the management accounts ■ the cash flow statement; ■ the additional information reports (E.T.I.C). 	ANNUAL	No later than three (3) months after the end of the financial year.
Breakdown of the management company's revenues according to the form set out in annex 4.1 below.		
Statement of the management company's securities and investment securities drawn up in accordance with the form set out in annex 4.2 below.		
The reports drawn up by the statutory auditor(s) of the management company.		No later than six (6) months after the end of the financial year.
Breakdown of expenses borne by OPCIs according to the form set out in annex 4.3 below.		No later than three (3) months after the end of the financial year.
Statement on the annual fee due to the AMMC drawn up in accordance with the form set out in annex 4.4 below.		No later than two (2) months after the end of the financial year.

Bi-annual report of the management company which includes its accounting position, in particular its assets, liabilities, income and expenses.	BI-ANNUAL	No later than thirty (30) clear days after the end of the first half-year.
Statement of the management company's securities and investment securities drawn up in accordance with the form set out in annex 4.2 below.		No later than thirty (30) clear days after the end of the first half-year.
Breakdown of the management company's turnover for the first half-year, according to the same form as set out in annex 4.1 below.		No later than thirty (30) clear days after the end of the first half-year.
Breakdown of expenses borne by OPCIs for the first half-year, according to the same form as set out in annex 4.3 below.		No later than two (2) months after the end of the first half-year.
Bi-annual report of the internal auditor drawn up in accordance with the form set out in annex 4.5 below.		No later than thirty (30) clear days after the end of the half-year.
Management company's frame of reference established according to the model set out in annex 4.6 below.	QUARTERLY	No later than ten (10) clear days after the end of the first and third quarter.

<p>Updated management company frame of reference, drawn up in accordance with the same form set out in annex 4.6 below, in the following cases:</p> <ul style="list-style-type: none"> - amendment to the management company's corporate name; - amendment to the share capital not affecting the control of the management company within the meaning of article 144 of law no. 17-95 on public limited companies; - amendment to the shareholding not affecting the control of the management company within the meaning of article 144 of the aforementioned law no. 17-95; - update of the management company's articles of association; - any amending entry in the trade register; - amendment to the composition of the governance body of the management company. 	AD HOC	Immediately after each amendment.
Amendment to the management company's code of ethics and procedures manual.		Immediately after each amendment.
Any internal or external audit report.		No later than fifteen (15) clear days from the date of its establishment.
<p>The updated detailed organisation chart of the management company, with the table, documents and information, set out in annex 4.7 below, in the following cases:</p> <ul style="list-style-type: none"> – recruitment of a new employee; – appointment of a new manager; – change of position of the said employee; – termination of their duties; – change in the organisational structure of the management company. 		No later than seven (7) clear days from the date of its update.
The updated job descriptions of the management company's employees.		No later than seven (7) clear days from the date of their amendment.
Updated risk mapping.		No later than seven (7) clear days from the date of its update.
The updated list of specialized committees created by the governance body and their operating procedures.		No later than seven (7) clear days from the date of its amendment.
The minutes of the general meeting of the management company.		No later than seven (7) clear days from the date of its

- Any agreement concluded between the management company and one of the members of its governance body; - Any agreement concluded between the management company and its main service providers; - When the management company is part of a group, any agreement concluded with the other companies of the group.		No later than seven (7) clear days as of their conclusion or amendment.
Advertisements.		Upon its publication, distribution, delivery or dissemination.
The claims and complaints made against management company, the members of its governance body, its managers or any of its employees.		No later than fifteen (15) clear days as of the date of their receipt by the management company.
The operational incidents, as well as the regularization measures undertaken or planned.		As soon as the incidents occur.

The documents referred to in this annex must be submitted to the AMMC electronically.

Annex 4.1. Breakdown of the management company's revenues

1. Total OPCI management products	
1.1 OPCI management products	
1.2 OPCI management products under delegation of management by another OPCI management company	
2. Total other income from related activities broken down by type of activity	
...	
...	
3. Total other income	
3.1 commissions received on the issue or repurchase of OPCI securities	
3.2 Other products (to be specified)	
Total revenues of the management company	

Annex 4.2. Statement of securities and investment securities

Type of securities and investment securities	Quantity	Overall cost price in MAD	Evaluation by security in MAD	Overall evaluation in MAD	Amount of unrealized capital gains or losses in MAD	Ratio between the overall assessment and the total balance sheet of the management company expressed as a percentage

Annex 4.3. Breakdown of expenses borne by OPCI

Name or corporate name of OPCI	Central Securities Depository Code	Amount of commission due to the AMMC (Excluding Taxes)	Amount of management fees collected by the management company (Excluding Taxes)	Total amount of expenses borne by the OPCI (Excluding Taxes) ¹	The summary financial statements showing the total amount of expenses borne by the OPCI are certified or not by the statutory auditor

Annex 4.4. Statement on the annual commission due to the AMMC

Name or corporate name of OPCI	Central Securities Depository Code	Net Assets	Amount of the commission due to the AMMC (Excluding Taxes)	Amount of the VAT	Amount of the AMMC commission (including Taxes)

Annex 4.5. Bi-annual report of the internal auditor

Bi-annual report of the internal auditor
--

Corporate name of the management company;

Half-year concerned:

Year:

Internal Auditor: - Surname and first name

- E-mail address

SUMMARY**I. GENERAL PRESENTATION**

1. Presentation of the management company
2. Shareholding
3. Governance body

II. RESOURCES AVAILABLE TO THE MANAGEMENT COMPANY FOR CARRYING OUT ITS ACTIVITY

1. Organizational resources
2. Human resources
3. Technical resources

III. ACTIVITY OF THE MANAGEMENT COMPANY**IV. MAIN EVENTS****V. ANNEXES****Annex 1. Details of the management company's own account operations.****Annex 2. List of agreements.**

¹ The expenses borne by the OPCI, relating in particular to; the AMMC, the depository, the central securities depository, the statutory auditor, the real estate appraisers, publication, the management fees accruing to the management company and the real estate operating fees

I. GENERAL PRESENTATION**1. Presentation of the management company**

Corporate name	
Registered office	
Effective place of business	
Number and date of registration in the trade register	
Common company identifier (ICE)	
Telephone number	
Fax number	
Website	
Governance body	<input type="checkbox"/> Board of Directors <input type="checkbox"/> Management Board and Supervisory Board
Legal representative of the management company	Surname, first name, National ID card number, telephone number, Email
Authorisation number	
Authorisation date	
Start date of the activity	
Share capital	
Amount of paid-up capital	
Nature of the activities carried out	
Number of OPCI managed	
Number of staff employed	
Statutory auditor(s)	Surname, first name or corporate name of the statutory auditor(s), address, telephone number, start date of the term of office.

3. Shareholding

Surname & First name or corporate name of shareholders	Legal form (individual or mummy, resident or non-resident)	National ID card number / RC/ICE	Number of securities held by each shareholder	Overall amount of the value of securities held by each shareholder	Percentage in the share. capital of securities held by each shareholder	Percentage of voting rights held by each shareholder	Shareholding start date
Total for all shareholders							

4. Governance body and managers**a. Governance body**

Surname & First name or corporate name of the members of the governance body	Legal form (individual or legal entity, resident or non-resident)	Surname & First name of the permanent representative of the legal entity member of the governance body	National ID card number / No. RC/ ICE	Quality	Start date of the term of office	Other functions or powers held in other entities

b. Managers

Identity of the manager	National ID card number	Function	Duration of the term of office	Start date of the term of office	Other functions carried out in other entities

I- RESOURCES AVAILABLE TO THE MANAGEMENT COMPANY FOR CARRYING OUT ITS ACTIVITY**1. Organizational Resources****1.1. Organizational chart of the management company**

The report must include the updated organisation chart of the management company.

In addition, where the management company belongs to a group, the report must contain a document, updated where applicable, tracing the structure of the group's direct and indirect holdings in the capital of the various companies and bodies and the percentages of ownership of those holdings.

1.2. Procedures manual

List of procedures	Drafting date	Date of update	Persons who have prepared them

1.3. Internal control mechanism

	Persons in charge of controls	Tools used	Resources implemented to ensure the traceability of controls
First level control			
Second level control			

2. Human resources**2.1. management company's workforce**

Specify any changes in workforce.

2.2. Training of the management company's employees

Theme	Training institution	Beneficiary	Start	Cost	The training constitutes an execution of the training plan (yes/no)

3. Technical resources**3.1. Documentation relating to the information system**

	availability (Yes/No)
Installation manual	
User manual	
Administration guide	
Maintenance contract	
Security policy	
backup policy	
Application mapping and functional needs coverage	
Schematics of the network infrastructure of the management company	
Inventory of computer park (stations, servers, etc)	

3.2. Information Technology equipment and software**a. Software**

	Name of the software	Functionalities ²	Development procedures	Date of 1 st use
Accounting				
Management				
Others (to be specified)				

b. Information Technology equipment

- Servers**

	Number	Type	Description of functionalities
Data servers			
Data back up servers			
Other servers (to be specified)			

² Portfolio monitoring, valuation, risk management, control... etc.

- Time stamps

Number of time stamps	Functions concerned	Person in charge of the security key	Existence of the replacement time stamp (yes/no)

- Telephone recorders

Number	Functions concerned	Person in charge of the test

3.3. Information system security

	Number	Type	Description of functionalities
Inverter			
Firewall			
Others (to be specified)			

3.4. Data backup

	Data concerned	Person in charge of the test	Frequency of the test
Data backup			

3.5. Business continuity

	Description of the business continuity plan	Person in charge of the test	Frequency of the test	Frequency of updating the business continuity plan
The business continuity plan				

3.6. Operational incident log

Name or corporate name of OPCI	Date of the incident	Assets / Liabilities	Description of the incident	Description of the measures taken to resolve the incident	Amount of agios incurred

III- ACTIVITY OF THE MANAGEMENT COMPANY**1. presentation of the OPCIs managed**

Name or name social of the OPC	Number and start approval	Code Depositary code	Establishment depositary	Evaluators real estate	Commissioner auditor	Strategic of investment

2. Liquidity of the OPCIs managed

Name or corporate name of OPCI	The ratio of liquid financial instruments to the assets of the OPCI expressed	Assets of the OPCI

3. Evaluation of the net asset value of the OPCI

Name or corporate name of OPCI	Category of the OPCI	Sub-fund	VL for the half-year period concerned	VL for the past half-year	Evaluation of the VL

4. Marketing of OPCIs

The report must include a description of the commercial policy adopted by the management company, specifying for each OPCI, in particular, the following information:

- the category of investors and their share in the turnover of the management company;
- marketing channels.

4.1. Breakdown of turnover by activity and category of investors

Activities		share of turnover in overall turnover expressed as a percentage	Investors		
			Individuals (number and percentage of investors)	Legal entities (number and percentage of investors)	Qualified investors (number and percentage of investors)
Main and usual activity	Management of OPCI				
Related activities				
				

4.2. OPCIs marketing channels

	distribution of investors as a percentage	Procedure for entering into relationship with investors		
		Business relationship	Via intermediaries	Other (to be specify)
Individual investors				
Legal entities Investors				
Qualified investors				

4.3. Concentration of the Management Company's security holders

The report must include, for each OPCI, a list of security holders holding more than 10% of the total net assets managed by the structured management company in the table below:

List of investors	Total shares/units held (amount in MAD)	Percentage against total net assets managed

4.4. Concentration of security holders of the OPCI

The report must include, for each OPCI, a list of security holders holding more than 10% of the net assets of the said structured OPCI in the table below:

Name or corporate name of POPCI	Central Securities Depository Code	List of investors	Total shares/units held (amount in MAD)	Percentage of OPCI's net assets

4.5. Subscription and repurchase operations

The report must include, for each OPCI, a list of subscription and redemption operations carried out during the half-year concerned:

Name or corporate name of OPCI	Central Securities Depository Code	List of investors	Direction (S/R)	Start	Amount in MAD	Percentage in relation to net assets

IV. MAIN EVENTS

The report must include a description of the events affecting the management company's business during the half-year concerned, in particular:

- the incorporation of new OPCIs;
- launching new investments;
- the acquisition of a new information technology application;
- the acquisition of a new information technology equipment;
- the implementation of a new procedure;
- an internal reorganization;
- recruitments;
- change to the shareholding composition;
- the holding of a General Meeting.

V. Annexes

Annex 1. Details of the management company's own-account operations

Date of the operation	Title subject of the operation	Nature of the operation	Intermediary / counterparty	Sense	Quantity subject of the operation	Course / Rate / Price	Volume

Annex 2. List of Agreement

List, in the table below, the agreements concluded with;

- the main service providers;
- the other companies of the group, where applicable;
- one of the members of the Board of Directors, the Management Board or its Supervisory Board.

Party to the agreement	Agreement type	agreement Subject	Date of conclusion of the agreement	Main clauses (obligation of the parties, remuneration...)

Annex 4.6. Management company's reference frame**Management company's reference frame**

Corporate name of the management company:

Quarter concerned:

Year:

1. Presentation of the management company

Corporate name	
Registered office	
Effective place of business	
Number and date of registration in the trade register	
Common company identifier (ICE)	
Telephone number	
Fax number	
Website	
Governance body	<input type="checkbox"/> Board of Directors <input type="checkbox"/> Management Board and Supervisory Board
Legal representative of the management company	Surname, first name, National ID card number, telephone number, Email
Authorisation number	
Authorisation date	
Start date of the activity	
Share capital	
Amount of paid-up capital	
Nature of the activities carried out	
Number of OPCI managed	
Number of staff employed	
Statutory auditor(s)	Surname, first name or corporate name of the statutory auditor(s), address, telephone number, start date of the term of office.

2. Shareholding

Surname & First name or corporate name of shareholders	Legal form (natural or legal entity, resident or non-resident)	National ID card number / RC/ICE	Number of securities held by each shareholder	Overall amount of the value of securities held by each shareholder	Percentage in the share capital of securities held by each shareholder	Percentage of voting rights held by each shareholder	Start date of shareholding
Total for all shareholders							

In the event of an amendment to the shareholding, not affecting the control of the management company within the meaning of article 144 of law no. 17-95 relating to public limited companies, the frame of reference must be accompanied by the following documents:

- a copy of the articles of association with, where applicable, a draft of their amendment;
- the updated certificate of registration in the trade register;
- a document proving the identity of each new shareholder, natural person;
- the certificate of registration in the trade register of each new shareholder legal entity, its organisation chart, and a descriptive note of its activities.

3. Governance body and managers

3.1. Governance body

Surname & First name or corporate name of the members of the governing body	Legal form (natural or legal entity, resident or non-resident)	Surname and first name of the permanent representative of the legal entity that is a member of the governance body	National ID card number / No. RC/ ICE	Quality	Start date of the term of office	Other functions or powers held in other entities

3.2. Managers

Identity of the manager	National ID card number	Function	Duration of the term of office	Start date of the term of office	Other functions held in other entities

In the event of a change in the members of the governance body or managers, the frame of reference must be accompanied by the following documents:

- a document proving the identity of any new individual member of the governance body and any new manager;
- the certificate of registration in the trade register of any new legal entity member of the governance body;
- an extract from the criminal record or a police record of any manager and any individual member of the governance body, less than three (3) months old.

Annex 4.7. Table and documents accompanying the organisation chart of the management company

1. Table

Surname & First name of the employee	job title	National ID card number	Reporting line	Date of hiring	Date of change of position	Date of termination of duties, where applicable	Academic training	Number of years of training	Number of years of experience in real estate asset management	Number of years of experience in other fields	E-mail address

2. Documents and information

- In case of new recruitment:
 - an updated CV of the newly recruited employee;
 - the employment contract of the newly recruited employee;
 - a commitment, signed by the said member, to respect the rules contained in the code of ethics.
- In the event of termination of the employee's duties, indicate the reasons.
- In the event of the appointment of a new manager:
 - a document proving their identity;
 - an extract from their criminal record or police record less than three (3) months old.