

BANK OF AFRICA GROUP

BENIN **BURKINA FASO** BURUNDI CÔTE D'IVOIRE DJIBOUTI ETHIOPIA GHANA **KENYA** MADAGASCAR MALI NIGER DRC SENEGAL TANZANIA TOGO UGANDA FRANCE



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BANK OF AFRICA Group

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A strong network*

- **5**,800 people at the service of more than one million customers.
- About 500 dedicated operating and service support offices in 17 countries.

A continuously expanding base of Automated Teller Machines and Electronic Payment Terminals, more than 600 units.

Close to 2,300,000 bank accounts.

A wide and varied offer

- Full range of banking and financial services.
- An attractive range of bank insurance products.
- Tailored solutions for all financing issues.
- Successful financial engineering.

A leading banking partner, BMCE Bank,

which is part of FinanceCom, a major Moroccan financial group.

Strategic partners, including:

- PROPARCO
- International Finance Corporation (IFC World Bank Group)
- West African Development Bank (BOAD)
- NETHERLANDS DEVELOPMENT FINANCE COMPANY (FMO)
- Belgium Investment Company for Developing Countries (BIO).

Unique experience in Africa

Continuous development for over 30 years.

Five Economic Zones

- WAEMU
- ECOWAS
- EAC
- COMESA
- SACD

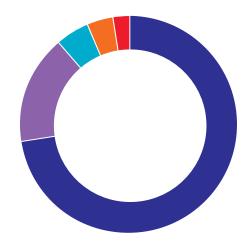
Consolidated accounts of BANK OF AFRICA Group

- Euro 1 = CFAF 655.957 at 31/12/2014.
- Net Income Group share: EUR 49 million.
- Net Operating Income: EUR 388 million.
- Total Assets: EUR 6,055 million.
- Shareholders' equity Group's share: EUR 364 million.
- Deposits: EUR 4,018 million.
- Loans: EUR 3,128 million.

BANK OF AFRICA Group shareholders

As at 31/12/2014.

| BMCE Bank | 72.70% |
|---------------------------|--------------|
| Private African investors | 16.09% |
| FMO | 5.02% |
| PROPARCO | <u>3.84%</u> |
| BIO | 2.35% |



Over 30 years of growth and expansion

Banking Network*

1983 MALI

15 Branches and 1 Business Centre in Bamako.

11 Regional Branches and 24 Local Branches.

1990 BENIN

22 Branches, 1 Business Centre and 2 Port Branches in Cotonou.

21 Regional Branches.

1994 NIGER

Created in 1989: NIGERIAN INTERNATIONAL BANK (NIB). Integrated to BOA Network in 1994.

14 Branches and 1 Business Centre in Niamey.9 Regional Branches.

1996 CÔTE D'IVOIRE

Created in 1980: BANAFRIQUE. Integrated to BOA Network in 1996.

18 Branches and 1 Business Centre in Abidjan. 8 Regional Branches and 2 Local Branches.

1998 BURKINA FASO

20 Branches and 1 Business Centre in Ouagadougou. 18 Regional Branches.

1999 MADAGASCAR

Created in 1989: BANKIN'NY TANTSAHA MPAMOKATRA (BTM) / national bank for rural development. Integrated to BOA Network in 1999.

21 Branches and 1 Business Centre in Antananarivo.61 Regional Branches.

2001 SENEGAL

19 Branches, 1 Business Centre and 1 WU Counter in Dakar. 12 regional Branches and 1 Regional WU Counter.

2004 BANQUE DE L'HABITAT DU BENIN

2 Branches in Cotonou.

2004 KENYA

Created in 1981: BANQUE INDOSUEZ Kenyan Branch > CREDIT AGRICOLE–INDOSUEZ > CALYON. Incorporated under Kenyan law, integrated as a subsidiary to BOA Network in 2004.

20 Branches and 1 Business Centre in Nairobi. 13 Regional Branches and 1 Business Centre in Mombasa.

2006 UGANDA

Created in 1985: SEMBULE INVESTMENT BANK Ltd. > ALLIED BANK. Integrated to BOA Network in 2006.

20 Branches and 1 Business Centre in Kampala. 14 Regional Branches.

2007 TANZANIA

Created in 1995: EURAFRICAN BANK – TANZANIA Ltd (EBT). Integrated to BOA Network in 2007.

Branches and 1 Business Centre in Dar es Salaam.
 Regional Branches.

2008 BANQUE DE CREDIT DE BUJUMBURA

Created in 1909 in Brussels: BANQUE DU CONGO BELGE (BCB). 1922: BCB Branch in Usumbura, Burundi. 25 July 1964: BANQUE DE CREDIT DE BUJUMBURA S.M. (BCB). Integrated to BOA Network in 2008.

8 Branches, 1 Business Centre and 5 Counters in Bujumbura. 12 Branches and 1 Counter in Provinces.

2010 DRC

8 Branches in Kinshasa. 2 Regional Branches.

2010 DJIBOUTI

Created in 1908: BANQUE INDOSUEZ MER ROUGE (BIMR). Integrated to BOA Network in 2010.

6 Branches and 1 Counter in Djibouti.

2011 GHANA

Created in 1999: AMALBANK. Integrated to BOA Network in 2011.

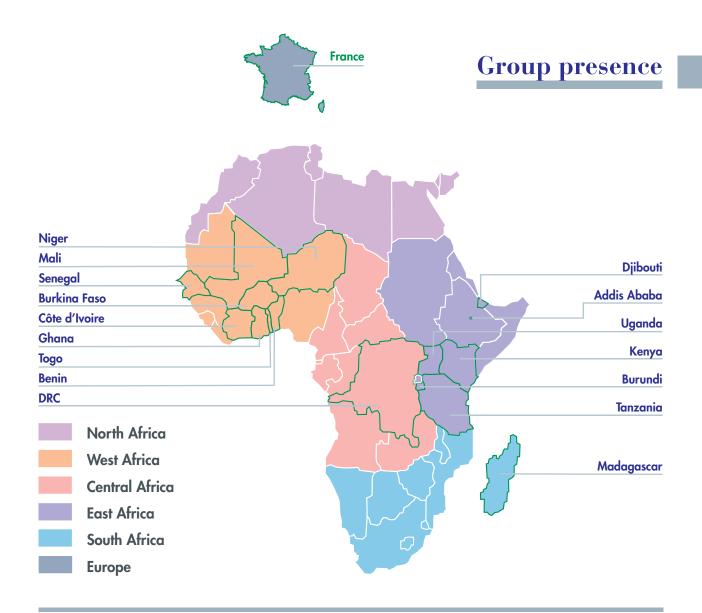
14 Branches and 1 Business Centre in Accra. 5 Regional Branches.

2013 TOGO

8 Branches and 1 Business Centre in Lomé.

2014 ETHIOPIA

1 Representative Office in Addis Ababa, attached to BOA in Djibouti.



Subsidiaries*

2002 AÏSSA

Head Office in Cotonou.

2002 AGORA

Head Office in Abidjan.

2004 ATTICA

Head Office in Abidjan.

2010 BOA-FRANCE

4 Branches in Paris.

1 Regional Branch in Marseille.

Other entities*

1999 BANK OF AFRICA FOUNDATION

Present in many countries where the Group operates.

2000 BANK OF AFRICA GROUP EIG

Representative Office of the Group in Paris, France.

The most internationally oriented Moroccan banking group

- Presence in 30 countries.
- More than 1,200 branches.
- More than 2.2 million customers.
- More than 12,391 employees.

A universal and multi-brand banking group

BMCE Bank S.A.

- Bank for Retail Customers and Professionals.
- Corporate bank.

Investment Banking Activities

- BMCE Capital S.A.
- BMCE Capital Bourse.
- BMCE Capital Gestion.

International activities

African Activity:

- BANK OF AFRICA: 72.70%.
- BANQUE DE DÉVELOPPEMENT DU MALI: 27.38%.
- LA CONGOLAISE DE BANQUE: 25%.

European activity:

• BMCE International Holding.

Specialised financial services

- MAROC FACTORING: Factoring (100%).
- SALAFIN: Consumer credit (74.76%).
- MAGHREBAIL: Leasing (51%).
- EULER HERMES ACMAR: Loan insurance (20%).
- RM EXPERTS: Recovery (100%).

Other activities

- LOCASOM: Car rental (97.30%).
- CONSEIL INGÉNIERIE ET DÉVELOPPEMENT: Engineering and consulting firm (38.9%).
- EURAFRIC INFORMATION: IT Engineering (41%).

Figures as at 31/12/2014.

Performance of BMCE Bank Group

Figures at 31/12/2014. Euro 1 = MAD 10.9695 at 31/12/2014.

Consolidated accounts 2014

- Net Income Group share: MAD 1,944 million.
- Net Operating Income: MAD 11,497 million.
- Total Assets: MAD 247 billion.
- Shareholders' equity Group's share: MAD 16 billion.
- Deposits: MAD 161 billion.
- Loans: MAD 155 billion.

Income 2014

- Net Income: MAD 1,203 million.
- Net Operating Income: MAD 5,518 million.
- Gross Operating Income: MAD 2,606 million.

Net Income

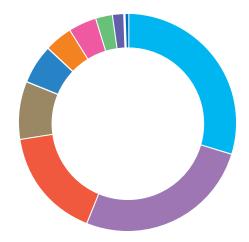
Group shares by geographical zone.

- *•* Morocco: 67%.
- Africa: 27%.
- *•* Europe: 6%.

BMCE Bank Group Shareholders

As at 31/3/2015.

| SFCM* | 0.51% |
|-------------------|---------------|
| BMCE Bank Staff | 1.44% |
| Novo Banco | 2.58% |
| CIMR | 4.09% |
| MAMDA/MCMA | 4.27% |
| FinanceCom* | <u>5.97%</u> |
| GROUPE CDG | 8.46% |
| Free float | <u>16.54%</u> |
| BFCM Group CM-CIC | <u>26.21%</u> |
| RMA Wantanya* | 29.93% |



Products & Services

in the BOA French-speaking Network

Assurances

Assurance Études Assurance Prévoyance BOA Protection Assurance Retraite Épargne à tirage « CmaChance »

Comptes

Compte Chèque Compte Devises Compte Élite Compte Jeunes

Épargne

Bons de Caisse Bons du Trésor par Adjudication Compte Épargne Compte Épargne+ Compte Épargne Élite Compte Épargne à Régime Spécial Dépôt à Terme FUTURIS pour les jeunes Plan Épargne Ambition Plan Épargne Education Plan Épargne Logement Plan Épargne Pèlerinage

Banque par Internet

B-Web

Services Financiers par Mobile

Airtel Money B-Phone & B-SMS B-Web Smart Mobile Money Orange Money

Monétique

Cartes SESAME & SÉSAME+ Carte Sésame ÉPARGNE Cartes VISA LIBRA & PROXIMA Carte VISA Prépayée LIBCARD Carte VISA Prépayée TUCANA Carte VISA SELECT Carte VISA ELECTRON Univers Carte VISA ELECTRON Essentiel Carte LION Cash Advance MASTERCARD



Le produit d'épargne à part

BANK OF AFRICA





Packages

Pack FONXIONARIA Pack MON BUSINESS Pack SALARIA & SALARIA+

Prêts

Avance Avance RAMADAN Avance Tabaski Découvert Autorisé (Automatique) Mésofinance Microfinance Prêt Assurances Prêt Collectif Prêt Consommation Prêt Équipement Prêt Événements Familiaux Prêt Habitation Prêt Immobilier « Prêt Ma Maison » Prêt Informatique Prêt Personnel Prêt Première Installation Prêt Rechargeable Prêt Scolarité « Prêt Tous à l'École » Prêt de fin d'année « Prêt Tous en Fête » Prêt Véhicule « Prêt Ma Voiture » Prêt Vitamine

Transferts & Change

BOA Express Change Manuel Chèques de Voyage MoneyGram Quick Cash Transfert Flash Wari Western Union

Entreprises

Large choix de produits et services à destination :

- des grandes entreprises,
- des PME/PMI,
- des institutions,
- des associations,
- et des professions libérales.

Products & Services

in the BOA English-speaking Network

Accounts

Access Account **Business Current Account Current Account** Elite Account Embassy NGO Current Account Embassy Staff Current Account **Executive Current Account** Goodwill Account Mwanariadha Account Personal Current Account **Remunerated Current Account** Salary Account Single Fee Business Current Account Single Fee Salary Account Trust Account Wakili Current Account

Investment Products

Ambitions / Ambitious Savings Plan Call Deposits Account Chama Account Children Savings Account **Ero Savings Account Executive Savings Account** Family Savings Account **Fixed Deposit Account** Forexave Account Gold Plus Account Group Savings Account 'VLSA' **Ordinary Savings Account** Premium Plus Account **Reward Savings Account** School Fees Collection Account Student Account Term Deposit Treasury Bills Vuna Account

Electronic banking

B-Web E-Statement E-tax Payments Electronic Tuition Payments Electronic Utility Bill Payments SESAME ATM Card VISA LIBRA Card VISA Prepaid TOUCAN Card VISA PROXIMA Card



Mobile Financial Services

Airtel Money BANK OF AFRICA Mobile Wallet B-Mobile, B-Phone & B-SMS B-Web Smart E-Chama M-Pesa & Tigo Pesa MTN Mobile Money SMS Alert

Packs

EMPLOYEE Pack MY BUSINESS Pack PUBLIC SERVICE Pack

Loans

Bridging Overdraft Home Finance Instant Cash Insurance Premium Finance Motor Cycle & Motor Vehicle Loans Overdraft & Temporate Overdraft Personal & Personal Motor Loans Project Finnacing Salary Advance Scheme Loan School Fees Loan

Transfers & Foreign Exchange

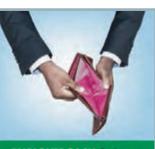
Foreign Exchange Forward Contracts Moneygram Oceanic Transfert Payment Payment Orders Travellers Cheques Wari Western Union

Other Products & Services

Bank Cheque Utility Bill Payments Custodial Services

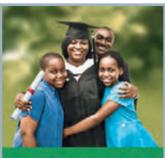
Company Services

The Network also offers a wide range of products and services to: Corporates, SMEs, Organizations, Institutions and Professionals.



EMPLOYEE PACK Cushions you with overdrafts whenever you are in need

BANK OF AFRICA



Our EDUCATIONAL LOAN enables you soar



Message from the Chairman and CEO of BOA GROUP

In an economic context which was sometimes difficult, particularly in Ghana, and an environment marked by the Ebola epidemic in West Africa, the BANK OF AFRICA Group's 2014 financial year was highlighted mainly by the following four points:

- consolidating its sales and marketing set-up,
- improving its operational structure,
- strengthening its risk control,
- and the marked improvement in its financial results.

Our sales and marketing organisation was consolidated through the implementation of our business model, the opening of new Business Centres and the revitalisation of the Annual Commercial Action Plan. This has just been renamed "CUSTOMER 1st" so as to express our commercial credo: **The customer is always, and more than ever, at the heart of BANK OF AFRICA Group's concerns.**

The Group's institutionalisation was also pursued, in particular through the creation of the new Risk Control department. Its team not only aims to reduce the impact of risks on our results, but also more generally, to durably and profoundly foster a more forward-looking and responsive corporate culture concerning risks.

To this aim, 2014 was marked by the deployment of a system aimed at structuring this aspect of the business, under the name of "*Convergence*". This vast project, launched in March 2013, was introduced to *improve the Group's system of risk management and to reengineer the internal control system*. Several subsidiaries operate today according to principles implemented within this project and which fully meet the regulators' requirements and international standards:

- **a new credit risk management policy,** with a new system of lending authority based on a triple signature principle, with the systematic involvement of the Risk department;

- *a complete overhaul of procedures,* to both improve productivity and quality of service, and to mitigate risk areas;

- *implementation of a cartography of operational risks* with a comprehensive method of risk control and management;

- **reorganisation of General Control**, with a separation of different levels of control and the creation of two entities, one in charge of permanent control and the other of internal audit.

In the area of training, most banks in the BANK OF AFRICA network are now equipped with dedicated Training Centres as the management of our human resources remains **both a transversal and** *permanent priority.*

Despite an instable monetary context in some countries, *the progress in the financial results in 2013 accelerated in 2014,* as shown in the following data.

The Group's main business metrics recorded strong growth compared with end 2013:

- **Customer deposits** reached 4 billion euros, a 16.3% increase vs. 7.2% in 2013. This positive result was obtained thanks to an increase of 22.8% in the number of accounts opened compared to 2013, enabling us to cross the threshold of 2.3 million active accounts in April 2015.

- Outstanding *customer loans* came to 3.1 billion euros, a 23.2% increase. This growth is accompanied by a shift from loans to investment securities, which increased from 887 million euros to 1,392 million euros. In parallel, the loan to deposit ratio increased.

- **Total assets** followed the same trend, rising 26% to 6.1 billion euros vs. a 9.7% increase the previous year.

Net Banking Income grew by 21.0% to 388.1 million euros vs. 320.6 million euros in 2013. This increase reflects the evolution in different items:

- **the interest margin** posts a rise of 13.2 %, resulting from an increase in the volume of loans and a fall in deposit rates;

- **net commissions** rose by a more modest 7.6%, following the regulator's decisions that certain services should be free of charge;

- on the other hand, the **result of financial operations** improved by 46.0%, as the Group chose to reinvest its surplus in sovereign debt securities in countries subject to economic crises, thereby backing the economy, and to mobilise its investment securities so as to reduce the cost of deposit collection.

The other results metrics recorded a strong progression:

- **Gross Operating Income** rose by 23.7%, the increase in operating expenses was lower than that of Net Banking Income, despite the incompressible expenses linked to the Network's expansion; around fifty new branches have been opened over the year;

- **Consolidated net profit** surged by 58.5% to 90.0 million euros vs 56.8 million euros in 2013. These figures can be attributed to the Group's dynamism, but also to the recovery of certain debts, in particular by our Malagasy subsidiary.

The strategy applied in 2014 was in the continuity of that of previous years, with enhanced governance, better designed risk management, the development of sales and marketing resources and improved synergies with BMCE Bank, *which held 72.7% of BOA's capital* at end 2014.

2015 will be the final year of our **2013-2015 Three-Year Development Plan**, with the twofold objective of reinforcing our participation in financing national economies and strengthening our commitment to citizens, in permanent consultation with the authorities of each country.

I extend my thanks to all our customers for their trust, to the almost 6,000 BANK OF AFRICA employees for their steadfast commitment, to our shareholders for their continuous support and particularly to our majority shareholder, BMCE Bank, whose financial and operational support is of capital importance to the BANK OF AFRICA Group.

Mohamed BENNANI

BOA GROUP S.A. Chairman & CEO

Group Key Figures

Fiscal year 2014

Banks

| the offer | | | | | | . COR | | | |
|-----------|--|--|---|---|---|--|---|--|--|
| BENIN | BURNINA | (OTED INC | DIBOUTI | GHANA | HEHYA | MADAGAS | MALI | | |
| 1,178,746 | 757,887 | 748,900 | 336,867 | 237,645 | 564,483 | 521,013 | 765,199 | | |
| 733,379 | 493,280 | 418,730 | 291,904 | 141,228 | 378,104 | 409,134 | 395,594 | | |
| 398,246 | 519,217 | 306,831 | 79,342 | 87,224 | 349,005 | 256,244 | 339,353 | | |
| 209,981 | 60,181 | 64,984 | 19,325 | 31,842 | 57,844 | 59,720 | 57,037 | | |
| 19,801 | 21,413 | 12,366 | 1,748 | 7,001 | 1,848 | 22,202 | 6,788 | | |
| | | | | | | | | | |
| | 1,178,746 733,379 398,246 209,981 | 1,178,746 757,887 733,379 493,280 398,246 519,217 209,981 60,181 | 1,178,746 757,887 748,900 733,379 493,280 418,730 398,246 519,217 306,831 209,981 60,181 64,984 | 1,178,746 757,887 748,900 336,867 733,379 493,280 418,730 291,904 398,246 519,217 306,831 79,342 209,981 60,181 64,984 19,325 | 1,178,746 757,887 748,900 336,867 237,645 733,379 493,280 418,730 291,904 141,228 398,246 519,217 306,831 79,342 87,224 209,981 60,181 64,984 19,325 31,842 | 1,178,746 757,887 748,900 336,867 237,645 564,483 733,379 493,280 418,730 291,904 141,228 378,104 398,246 519,217 306,831 79,342 87,224 349,005 209,981 60,181 64,984 19,325 31,842 57,844 | 1,178,746 757,887 748,900 336,867 237,645 564,483 521,013 733,379 493,280 418,730 291,904 141,228 378,104 409,134 398,246 519,217 306,831 79,342 87,224 349,005 256,244 209,981 60,181 64,984 19,325 31,842 57,844 59,720 | | |

BOA GROUP S.A. 51.76 52.38 64.36 60.00 93.49 24.01 41.26 76.14 **OTHER BOA** 58.24 2.06 0.22 0.00 0.00 0.05 4.82 0.00 NATIONAL & OTHERS 43.47 34.49 47.40 30.82 0.00 6.51 1.95 23.81 **INTERNAT. INSTIT.** 2.71 0.00 0.00 40.00 15.80 24.25 0.00 0.00

Subsidiairies

| | AGORA | ATTICA | BOA-FRANC |
|--|--------|--------|-----------|
| TOTAL ASSETS | 29,752 | 5,238 | 71,830 |
| ASSETS IN PORTFOLIO / VOLUME OF SHAREHOLDERS OR OPERATIONS | 22,352 | 4,171 | 28,369 |
| TURNOVER / INCOME FROM SHAREHOLDERS | 12,090 | 945 | 2,880 |
| PRE-TAX PROFIT | 11,063 | 868 | -820 |

SHAREHOLDERS (IN %)

| BOA GROUP | 50.74 | 75.08 | 0.00 |
|----------------------------|-------|-------|-------|
| OTHER BOA | 23.50 | 0.00 | 92.46 |
| NATIONAL & OTHERS | 9.76 | 24.92 | 0.40 |
| INTERNATIONAL INSTITUTIONS | 16.00 | 0.00 | 7.14 |

| TOTAL ALL BANKS | BHB | BG | USANDA | 1060 | TANTANIA | SENEGAL | BDL | WGER |
|-----------------|------------|---------|---------|--------|----------|---------|---------|---------|
| | v . | | | | | | | |
| 6,658,947 | 45,672 | 184,312 | 147,944 | 42,192 | 235,716 | 434,610 | 102,363 | 355,399 |
| 4,185,268 | 32,181 | 155,932 | 101,603 | 19,523 | 148,723 | 221,911 | 53,290 | 190,752 |
| 3,205,474 | 34,946 | 72,305 | 71,935 | 17,728 | 130,040 | 255,894 | 70,880 | 216,284 |
| 717,799 | 3,470 | 19,965 | 20,165 | 2,503 | 28,788 | 38,338 | 13,246 | 30,411 |
| 111,358 | -610 | 1,770 | 358 | -2,657 | 2,738 | 6,422 | 387 | 10,047 |
| | | | | | | | | |
| BOA GROUP S.A. | 47.36 | 20.25 | 23.24 | 68.30 | 39.73 | 59.74 | 65.01 | 49.49 |
| OTHER BOA | 31.07 | 0.00 | 51.70 | 4.90 | 21.82 | 2.00 | 0.00 | 0.00 |

0.00

25.05

45.00

34.75

0.03

34.96

43.63

6.88

38.26

0.00

11.66

26.80

26.80

0.00

11.57

10.00

NATIONAL & OTHERS

INTERNAT. INSTIT.

Excluding restatement of intra-group operations carried out within the consolidated accounts



As at 31/12/2014 - In thousands of euros.

Managing Directors

of the BOA Banking Network, as at 1st August 2015



BOA in Benin Faustin AMOUSSOU



BOA in Burkina Faso Sébastien TONI



BOA in Côte d'Ivoire Abdelali NADIFI



BOA in Djibouti Khalid MOUNTASSIR



BOA in Ghana Kobby ANDAH



BOA in Kenya Anis KADDOURI



BOA in Madagascar Abdallah IKCHED



BOA in Mali Bouchaib FACHAR



BOA in Niger Sadio CISSÉ



BOA in Uganda Ronald MARAMBII



BOA in DRC Bruno DEGOY



BOA in Senegal Laurent BASQUE



BOA in Tanzania Ammishaddai OWUSU-AMOAH



BOA in Togo Christophe LASSUS-LALANNE



BCB Tharcisse RUTUMO



BHB Mamadou M'BENGUE

Board Chairmen

of the BOA Banking Network, as at 1st August 2015



BOA in Benin Paulin COSSI



BOA in Burkina Faso Lassine DIAWARA



BOA in Côte d'Ivoire Lala MOULAYE EZZEDINE



BOA in Djibouti Khalid MOUNTASSIR



BOA in Ghana Stephan ATA



BOA in Kenya Ambassador Dennis AWORI



BOA in Madagascar Alphonse RALISON



BOA in Mali Paul DERREUMAUX



BOA in Niger Boureima WANKOYE



BOA in Uganda John CARRUTHERS



BOA in DRC and in Togo Mohamed BENNANI



BOA in Senegal Alioune NDOUR DIOUF



BOA in Tanzania Ambassador Mwanaidi SINARE MAAJAR



BCB Rose KATARIHO



BHB Georges ABALLO



Groupe BMCE BANK



History of the BANK OF AFRICA Group

Since the creation of the Group until today

Since it was founded in Mali in 1982, the Group has expanded in four broad stages, each one corresponding to a specific development.

Launch 1982 / 1990

It started out as a pioneering project to create an African bank that is independent of major international groups, and founded thanks to private and well diversified African share capital.

After BANK OF AFRICA in Mali was established in 1982, a holding structure was set up in 1988, called AFRICAN FINANCIAL HOLDING (AFH), which later became BOA GROUP S.A..

This led to establishing BANK OF AFRICA in Benin in 1989 and its reference shareholder, a subsidiary that is now the leader in its country.

Expansion 1991 / 1998

The "BANK OF AFRICA" concept, based on the balance of a diversified shareholder structure and on a single strategy, was then fine-tuned, developed and consolidated. Simultaneously, the decision was made to expand throughout the West African Economic and Monetary Union (WAEMU), based on its basic principles of a single brand and a standardised organisational set-up. Three new BANK OF AFRICA subsidiaries were established: in Niger in 1994, in Côte d'Ivoire in 1996 and in Burkina Faso in 1998.

The Group's Corporate Structures began to be built, with their organisational and supervisory roles.



The 2014 products campaign at the BOA Headquarters in Bamako, Mali.

Diversification 1999 / 2010

This determination to diversify, driven by growth objectives, manifested itself at three distinct and complementary levels: 1) to be upgraded from a loose group of banks to a real group structure; 2) to shift from purely commercial banking activities towards a greater focus on bank intermediation, asset management, and insurance, in order to create a diversified financial group able to offer a full range of products and financial services; and 3) to expand into other parts of sub-Saharan Africa, including English-speaking countries.

During this period, seven new BANK OF AFRICA subsidiaries were added, in Madagascar in 1999, in Senegal in 2001, in Kenya in 2004, in Uganda in 2006, in Tanzania in 2007, in Burundi in 2008, and in the Democratic Republic of Congo and Djibouti in 2010, not to mention the establishment of an investment firm operating on behalf of the entire group, a finance company in France dedicated to the African diaspora, a bank specialised in mortgage lending in Benin, and a significant stake in a major insurance company.

Creation of an institution started from 2010

This strategy also requires developing the Group's resources, financial in particular, which is why the Group decided as far back as 2005 to find a banking partner able to both enhance its financial means and enrich its human and operational resources.

This alliance was born on 25 February 2008, with a 35% increase in the capital of BOA GROUP S.A., as the AFH holding structure was then named, reserved exclusively for BMCE Bank, which thus became a shareholder of BANK OF AFRICA Group.

This significant capital increase, as well as the appointment of a Deputy Managing Director from BMCE Bank, provided the means for greater ambitions by helping to expand each of the BANK OF AFRICA entities and facilitating geographical and sector-based expansion projects.

On 31 December 2009, BOA GROUP's share capital amounted to about 40.3 million euros, of which BMCE Bank owned 42.5%, and collaboration between the two Groups unfolded as originally envisioned, in a spirit of dialogue and complementarity.

In 2010 the alliance between BOA and BMCE Bank was consolidated:

- the Moroccan bank's acquisition of a majority equity stake in BOA GROUP S.A., the BANK OF AFRICA Group's holding company, and raising that stake from 55.77% at the end of 2010 to 65.23% at the end of 2012;

- a 10.1 million euro capital increase by BOA GROUP S.A., from 40.3 million to 50.4 million euros, through the issue of 65,077 new shares, and the change in BOA GROUP's Chairman and CEO, effective 1 January 2011.

The Group today

Today, the BANK OF AFRICA Group continues to reinforce its equity and financial structure. It is modernising and upgrading its institutional profile, while continuing to expand – geographically, through the establishment of BANK OF AFRICA in Ghana in 2011, BANK OF AFRICA in Togo in 2013, and BANK OF AFRICA in Djibouti Representative Office in Ethiopia in 2014, and by sector, with the opening of 13 Business Centres (as at 30 June 2015) dedicated exclusively to our corporate customers.

Our focus now is on further expansion and on making sure that BOA remains a big sustainable transafrican group, based on five strategic pillars:

- Boost its involvement in financing the economy, for retail customers and companies of all sizes and comprising major private or public projects.

- Increase its risk control, both for financial and operational risks, whilst developing, reinforcing and fostering a risk management culture.

- Better control its financial and operational expenses, with a view to optimising its operations.

- Pursue targeted external growth, in a prudent and judicious way, as part of a balanced development process.

- Pursue the development of synergies with BMCE Bank, exploiting the many possibilities offered by our majority shareholder.



Visit of the BMCE Bank Group CEO, Othman BENJELLOUN (in centre), in Abidjan; on either side, Mrs Lala MOULAYE EZZEDINE, Chairman of BOA in Côte d'Ivoire, Mr Mohamed BENNANI, BOA GROUP S.A. CEO and Mr Khalid LYOUBI, DMD Retail of BOA in Côte d'Ivoire.

The BANK OF AFRICA Group adheres to the strategy that it fine-tuned and that has served it well for more than 30 years, while maintaining the values and points of reference that have constantly driven its activities:

- professionalism and rigor;
- proximity to customers and involvement in national development;
- promotion of Africans, whether they are employees, shareholders, clients or partners.

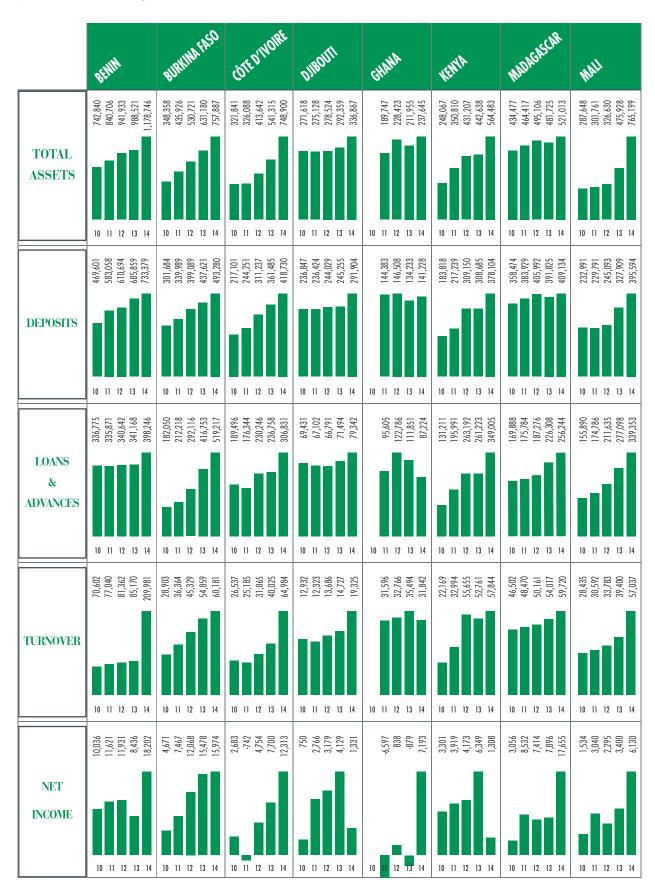
The development of BANK OF AFRICA Group Banks over the last five years is outlined hereinafter >

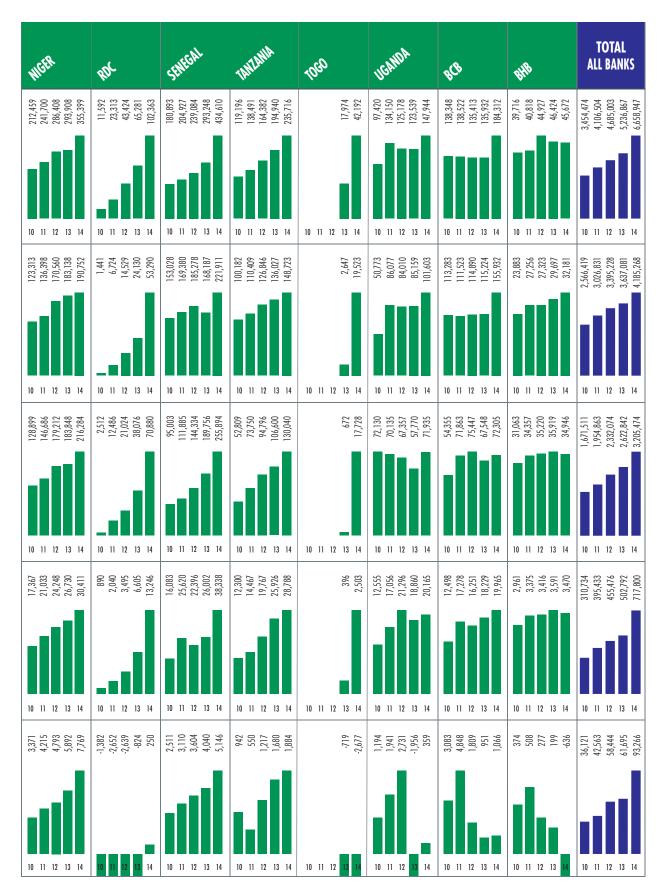


The BANK OF AFRICA Headquarters, in Dakar, inaugurated in February 2014.

The development of Group Banks

(In thousands of euros)





from 2010 to 2014

(In thousands of euros)

Group Highlights 2014

February

Launch by the BANK OF AFRICA Group of an issue of CFAF 150 billion in Côte d'Ivoire Treasury Bonds by auction. Inauguration of a new BANK OF AFRICA Business Centre in Madagascar.

March

Capital increase of BANK OF AFRICA - SENEGAL from CFAF 10 billion to CFAF 12 billion.

June

Participation in the China Africa Investment Forum—an initiative of BMCE Bank—in Rabat, Morocco.

Organisation of the 2014 BANK OF AFRICA network management meetings in Casablanca, Morocco.

Celebration of the 20th anniversary of BANK OF AFRICA in Niger.

July

Creation of BOA SERVICES, an entity grouping together the activities of the Group's corporate structures, and transfer of the last teams which were still working in Cotonou to Dakar, where the Group's sole operational Headquarters are now located.

The merchant bank BOA CAPITAL opened for business.

September

Capital increase of BANK OF AFRICA - NIGER from CFAF 8.5 billion to CFAF 9.5 billion.

October

Launch of a streamlining process of Group shareholdings, with an aim to simplify its capital structure.

Capital increase of BANK OF AFRICA - BURKINA FASO from CFAF 10 billion to CFAF 11 billion.

Celebration of the 10th anniversary of BANK OF AFRICA in Kenya.

Opening of three Business Centres in Kenya, Uganda and Tanzania.

November

Capital increase of BANK OF AFRICA - MALI from CFAF 7.2 billion to CFAF 8.3 billion.

December

Initial listing of BANK OF AFRICA – SENEGAL at the Abidjan Regional Securities Market (BRVM), followed by a record rise in the price of shares with an increase of + 100% at closing at 31 December 2014.

Organisation of the 2014 BANK OF AFRICA Directors' Meetings in Dakar, Senegal.





Total assets surged by 26% to 6.1 billion euros at end-2014 from 4.8 billion euros at end 2013.

Number of accounts

Bank accounts rose by more than 22.9% vs. 2013, to 2.189 million from 1.783 million euros. The increase was especially remarkable in subsidiaries such as Burkina Faso, Côte d'Ivoire and Madagascar, but all Banks improved their productivity in terms of checking and savings accounts and accounts. *The momentum was maintained during the new year, with the 2.3 million barrier being exceeded in April 2015.*

Deposits

Customer deposits grew by 16.3% to 4 billion euros from 3.4 billion euros in 2013, with a higher increase in the West African Economic and Monetary Union (WAEMU) and stronger activity in attracting the least expensive deposits. The deposit structure is moving in a positive direction with an increase in non-remunerated deposits.

BOA Network Management plenary meeting, in Casablanca.

Director's plenary meeting, in Dakar.

Current situation and outlook

for BANK OF AFRICA Group

In an economic environment which was sometimes difficult, particularly in Ghana, and an environment marked by the Ebola epidemic in West Africa, the BANK OF AFRICA Group's results continue to improve.

1. Consolidated financial performance

The following indicators show the trend in consolidated accounts between 31 December 2013 and the closing of the financial year under review.

Number of branches

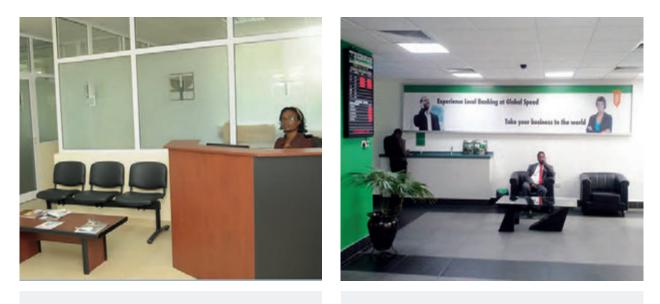
The network expanded with 45 new branches, raising the number from 409 at the end of 2013 to 454 at end-2014. Eight branches were opened in Kenya and seven retail outlets in Mali.

Banking staff

Total assets

Banking headcount is rising but remains under control, with 454 new employees increasing total staff numbers from 4,533 to 5,003, with varying recruitment depending on the Banks.

© BOA



Business Centre in Togo.

Business Centre in Ghana.

Loans

Outstanding loans increased by 23.2%, to 3.1 billion euros from 2.5 billion euros in 2013, with stronger growth in WAEMU countries, thus reflecting the Group's determination to accelerate loan growth, while being more cautious in managing risk.

The share of long-term loans is gradually increasing. *The retail market is now making a larger contribution* in terms of both deposits and loans in line with the CUSTOMER 1st strategy.

Loan to deposit ratio

The loan to deposit ratio rose from **66.7% to 70.8%**, driven by the impact of joint initiatives in deposits and lending.

Interest margin

The interest margin **expanded by 13.2%**, from 164 million to 185.5 million euros, driven by aggressive development of credit volumes and **better management** of the deposit remuneration, collection and **improved cash management**.

Net commissions and financial transactions

These activities expanded by 30.2%, from 147.3 to 192 million euros.

Net Banking Income (NBI)

As a result of the improvement in the aforementioned aggregates, **NBI rose by 21%**, from 320.6 million to 388.1 million euros.





Business Centre in Burundi.

Business Centre in Senegal.

Operating expenses

Operating expenses rose by 19.4%, from 204.5 million euros to 244.2 million euros.

This large increase resulted from opening numerous new retail outlets.

Cost to income ratio

As a corollary to the increase in the aggregates mentioned below, the cost to income ratio remained close to 63%, despite heavy expenditure by the Banks recently established and spending on network development with about 50 additional branches.

Gross Operating Income (GOI)

GOI rose by 23.7% to 161 million euros from 130.2 million euros at end-2013.

Non-performing loans (NPL)

The rate of non-performing loans improved over the year.

Consolidated Net income

Consolidated net profit *surged by 58.5%* from 56.8 million euros in 2013 to 90 million euros, bearing witness to the Group's dynamism, both commercially and in terms of risk management and debt recovery.

2014, then, was a successful year for BANK OF AFRICA, with the implementation of the strategy behind the Three-Year Development Plan 2013-2015, bearing fruit. Consolidation of these fundamentals should continue during 2015.

2. Strategy and major projects

As in the three previous years, **we pursued the implementation of our development plan in 2014.** This business model is now known as CUSTOMER 1st, because all programmes in this plan have the primary objective of customer satisfaction. The plan's implementation is still based on specialization of the network, an increased focus on commercial leadership, increasingly sophisticated control of risks and expenses and the vigorous development of synergies with BMCE Bank.

For retail customers, we are continuing our efforts to increase banking penetration, through massive opening of new accounts. Meanwhile, these new customers are increasingly well equipped with ever more appropriate and relevant products. These results were obtained in particular thanks to focused and aggressive sales management, which constantly revitalises a responsive distribution network, as well as a proactive training policy.

For corporate customers the strategy is equally proactive and has, for example, been implemented through Group granting credit lines, thus increasing the capacity of each subsidiary to finance major projects. The strategy is also in evidence in the centralised management of cash and closer synergies with BMCE Bank and its European subsidiaries offering enhanced expertise in trade finance operations. Furthermore, there has been significant progress in online banking through the deployment of a Mobile Financial Services solution in our East African banks and the strengthening of partnerships with mobile phone operators. The setting up of Business Centres, which are bank branches fully dedicated to corporate customers, is continuing. The extension of banking services to the staff of corporate customers is also working very well.

SME and SMI customers receive their own dedicated support. While these businesses remain the lifeblood of an economy, they are not without risk and must be dealt with cautiously. Which is why **hands-on management** of this customer segment has been introduced **for better risk prevention.** This includes management consultancy, supervision and training, and extensive studies to deliver loans tailored to their needs and repayment capacity.



BOA in Togo: Prize-winners of the "Épargne" 2014 campaign.



Inauguration of the Niamey Training Centre, Niger, by Mr Mohamed BENNANI, BOA GROUP S.A. CEO.

We have five main strategic development pillars:

1 Greater involvement in financing the economy is essential to our development and this starts with the massive recruitment of new customers, through the targeted development of the network and online banking, the strengthening of commercial facilities, the establishment of performance based incentives and an active training policy, whereby all Banks should be equipped with Training Centres by the end of 2015.

This proactive approach is also accompanied by the *widespread introduction of Business Centres*: as of 30 June 2015, 13 Banks have Business Centres and can now process business customer demand for specific offers. The Network is thus now better equipped to attract *new import and export customers* and offer them *new products* facilitated by the centralised cash management of the Group. The collection of term deposits has also been boosted, thanks to the more centralised management of cash and an *increase in credit lines* by country.

Increased activity in financing the economy has also necessitated the **reorganisation of specialised finance expertise**. This is now organised into three areas within BOA Capital. The first concerns the **stock market**, thanks to the expertise and experience of ACTIBOURSE, the second specialises in **Asset Management**, through BOA-ASSET MANAGEMENT. The third is developing **financial consultancy**, structured finance and investment in financial markets.

This provision as a whole is grouped within the CUSTOMER 1st program.

2 Increased risk management is however a necessary corollary to such a commitment and this is why 2014 was marked by the deployment of a system aimed at structuring this aspect of the business, under the name of "Convergence."

This project, jointly implemented with BMCE Bank and with support from an international firm, aims to improve the management of credit risk, operational risk and internal control.

Several subsidiaries now operate according to new principles which fully meet the regulators' requirements and international standards.

A new credit risk management policy has been implemented, with a new delegation system based on a triple signature principle with the systematic involvement of the risk department.

A complete overhaul of procedures has been carried out, firstly, to improve productivity and quality of service, and secondly to mitigate risks.

Operational risks have been mapped, with a comprehensive method of risk control and management.

General Control has been reorganised, with a separation of the different levels of control and the creation of two entities, one in charge of permanent control and the other of internal audit.

The Convergence project will continue its deployment in the coming years, always with a twofold objective: better management of our growth and development and alignment of BANK OF AFRICA processes with those of BMCE Bank.

3 The control of financial and operating costs is also an essential element of the strategic approach. This is articulated in particular through the "Operational Efficiency" project.

Its main purpose is reducing costs and improving the expenditure commitment model of Banks, through the standardisation of all processes, from the budgeting of requirements to the storage and use of items acquired. Benin is the pilot site selected for this project, launched in September 2014, and delivery is scheduled for July 2015, before being deployed more broadly in the Group's other Banks.

4 Our external development continues to depend on a policy of targeted external growth.

Firstly, an authorisation application submitted to the *Cameroon authorities* in late 2014 is awaiting a response by 30 June 2015. This is an entirely new project at our initiative and would strengthen our position in Central Africa.

Next, our plan to expand into *Rwanda*, based on the acquisition of a micro-credit structure with a banking license, is pending final approval from the Central Bank of Morocco. All other prerequisites have been satisfied.

Despite an offer recognised as being among the best for the privatisation of a **Nigerian** retail bank, we chose not to continue with the project for supervisory reasons, but we continue to be interested in this big country.

Finally, attractive targets and investment opportunities have been identified in **Angola and Mozambique** and discussions are ongoing.



West African Board Meeting Accra, June 2014: Board members of BANK OF AFRICA in Ghana.

5 At all levels, for each of our projects, synergies with BMCE Bank Group are decisive and guarantee the mutual enrichment of the two Groups.

Thus due diligence assignments for new acquisition projects are carried out with the *participation of BMCE Bank teams*.

The deployment of the **Convergence Project** could not be carried forward without their input. Similarly, the launch of the project to **unwind BANK OF AFRICA Group holdings**, an initiative aiming to simplify the Group's capital structure, **is run jointly with BMCE Bank**.

Working closely with BMCE CAPITAL, BOA CAPITAL began operations in July 2014 with operational management based in Dakar.



Prizegiving of "Challenges Afrique 2013" and VISA 2014 awards, by Abderrazzak ZEBDANI, Deputy MD of BOA GROUP S.A., at 2014 BANK OF AFRICA network management meeting, in Casablanca.

Conclusion

The BANK OF AFRICA Group continues to pursue a twofold strategy, founded on boosting commercial activity and tightening operational control.

It is succeeding in both areas: the number of customers is increasing and the non-performing loans (NPL) are being reduced.

Continuous growth over several years bears out a policy that is consolidating and institutionalising the BANK OF AFRICA Group while enabling it to pursue growth and development.

The many initiatives, plans and projects, in all sectors and in areas of banking, reflect a dynamic and responsive group, which is continuously striving to improve and progress, responsive to markets and its surroundings.

These features mean the BANK OF AFRICA Group is deeply rooted in the countries in which it operates, in constant dialogue with the political and institutional, national and regional authorities, as well as being open to the world thanks to its main shareholder BMCE Bank. We would particularly like to thank BMCE Bank both for its institutional and capital support and its many operational contributions.

Fully dedicated to social and economic development and the financial inclusion and fulfilment of Africans, *the BANK OF AFRICA Group* continues its development thanks to its shareholders, its teams and its partners, whom we sincerely thank for their respective contribution and commitment.

BOA GROUP S.A.

BANK OF AFRICA Group Holding



Mohamed BENNANI Chairman of the Board and Managing Director

loppement, Afrique.

DT-5053-JF



Portrait: © Eric Legouhy. The Group Headquarters in Dakar, Senegal: © BOA

Board of Directors

BOA GROUP S.A.

Following the Annual General Meeting held on 22 June 2015, the BOA GROUP S.A. Board of Directors is composed as follows:

Brahim BENJELLOUN-TOUIMI, Chairman of the Board
Mohamed BENNANI, Chairman Emeritus
Paul DERREUMAUX, Chairman Emeritus
Amine BOUABID, Director and Managing Director
Mohammed AGOUMI, Director
Driss BENJELLOUN, Director
Paulin COSSI, Director
Azeddine GUESSOUS, Director
Aziz MEKOUAR, Director
Khalid NASR, Director
PROPARCO, represented by Sophie LE ROY

Report by the Board of Directors

To the Annual General Meeting held on 9 June 2015 to approve the accounts

In accordance with the legal and regulatory requirements, we have the honour of presenting our report on your Company's activity over the last financial year and submitting it for your approval of the annual accounts as at 31 December 2014.

During the 2014 financial year we acquired:

- 938,755 shares of the company BANK OF AFRICA MADAGASCAR at price of EUR 10,919,998.82;
- 2,000 shares of the company BANK OF AFRICA RDC at price of USD 2,000,000.00;
- 110,833 shares of the company BANK OF AFRICA KENYA at price of EUR 1,500,000.00;

- 39,120 shares of the company PROPARCO at EUR 744,453.60 and an additional 24,450 bonus shares were allocated to BOA GROUP S.A..

BOA GROUP S.A. and BMCE Capital (a subsidiary of BMCE Bank) agreed to create a joint venture to conduct merchant banking activities, BANK OF AFRICA CAPITAL HOLDING SA, 51% owned by BMCE CAPITAL and 49% owned by BOA GROUP S.A.. BMCE CAPITAL created this company in April 2014 with a registered capital of MAD 300,000 and it was granted "Casa Finance City - CFC" status. BOA GROUP S.A. made a contribution in kind to this company of MAD 34,049,700 in the form of all of its holdings in ACTIBOURSE and BOA-ASSET MANAGEMENT, namely 49,738 ACTIBOURSE shares and 4,993 BOA-ASSET MANAGEMENT shares. In exchange it obtained 340,497 shares in BOA CAPITAL. Then BOA GROUP S.A. sold 172,183 shares in BOA CAPITAL to BMCE CAPITAL and the Company therefore holds 168,314 shares in BOA CAPITAL. The Company recorded capital gains on disposal of ACTIBOURSE and BOA-ASSET MANAGEMENT totaling EUR 605,417.33.

Also, we participated in the creation of BOA SERVICES and we hold 4,996 shares in this company for an amount of EUR 76,163.53.

AFRICINVEST, in which the company has interest, reduced its share capital on the occasion of sale of its interest. The number of shares held by the Company has therefore fallen by 75 shares, thereby collecting EUR 75,000.00 with a gain of EUR 1,661.76.

At 31 December 2014, share capital is set at EUR 80,699,975.00 represented by 520,645 shares of EUR 155.00 par value each, which have been fully paid up.

The book value of our financial investments came to EUR 172,170,243.71, that of our intangible assets came to EUR 755,199.49 and that of our securities came to EUR 1,339,858.67.

Receivables total EUR 99,695,132.17, broken down as follows:

- receivables on affiliated companies, amounting to EUR 98,501,950.29;

- other receivables, of an amount of EUR 1,193,181.88.

Cash in bank amounted to EUR 18,397,115.16.

As of 31 December 2014, our total debts to credit institutions came to EUR 55,231,032.84; debts on purchases and services amounted to EUR 618,308.60 and other debts to EUR 1,919,275.62.

We booked income on long-term financial investments of EUR 24,283,748.23, income on current financial assets of EUR 47,639.55, and other interest and other financial income of EUR 867,079.43. We booked exceptional income of EUR 615,721.73, primarily consisting of gains on disposal of assets for an amount of EUR 607,083.28.

External costs came to EUR 7,840,681.93. The increase in these costs was offset by operating income amounting to EUR 4,758,535.43 for 2014. We amortised our capital increase costs and our tangible and intangible assets in the amount of EUR 458,785.86.

We also booked interest and other financing expenses in the amount of EUR 1,456,250.91 and set a provision for tax charges in the amount of EUR 542,026.11.

The Company has no branches. The Company undertakes no research and development activities.

The accounts of 31 December 2014 showed a net profit of EUR 20,267,588.27.

Given the positive balance brought forward from the previous financial year of EUR 311,205.30, total net profits came to EUR 20,578,793.57 at 31 December 2014.

We propose to set up an inaccessible reserve for a period of five years by drawing the sum of EUR 1,285,970.00.

We propose the following appropriation:

| – Legal reserve: | EUR 1,013,379.41 |
|---|-------------------|
| Inaccessible reserve drawn from available income: | EUR 1,285,970.00 |
| – Dividend to be paid out: | EUR 17,701,930.00 |
| – Bonus percentage of profits: | EUR 170,000.00 |
| – New balance brought forward: | EUR 718,719.46 |

As for the current financial year, on the basis of the Company's business thus far, we project trends similar to those of the previous financial year.

Through a special vote, we request that you grant discharge to the Directors for the performance of their duties up until 31 December 2014 and to certified Statutory Auditor MAZARS Luxembourg for performance of its duties with respect to the balance sheet of the year ended 31 December 2014.

We also propose to extend the mandate of certified Statutory Auditor MAZARS Luxembourg, which expires at the current Meeting. It will be charged with reviewing the financial statements at 31 December 2015.

The term of all Directors expires at the Annual General Meeting. The Board of Directors will make a proposal for the appointment of Directors to be approved in this Meeting.

Luxembourg, 27 February 2015

The Board of Directors

Mr Mohamed BENNANI Chairman and Managing Director

Mr Brahim BENJELLOUN TOUIMI Director

Mr Azeddine GUESSOUS Director

Mr Driss BENJELLOUN Director

Mr Mohammed AGOUMI Director

PROPARCO Director Mrs Marie Hélène LOISON Mr Amine BOUABID Director and Managing Director

Mr Paul DERREUMAUX Director

Monsieur Paulin COSSI Director

Mr Ben ZWINKELS Director

Mr Aziz MEKOUAR Director

Mr Khalid NASR Director

Report by the Authorized Statutory Auditor

on the annual accounts at 31 december 2014

In accordance with our appointment by the General Meeting of Shareholders on 10 June 2014, we have audited the annual accounts of BOA GROUP S.A., which comprise the consolidated balance sheet and income statement as at 31 December 2014, the profit and loss account and the annexes containing a summary of the principal accounting methods and other explanatory notes.

Board of Director's responsibility for preparing and presenting the annual accounts

The Board of Directors is responsible for the preparation and fair presentation of these annual accounts in accordance with legal and regulatory requirements relating to the preparation and presentation of annual accounts in force in Luxembourg, and any international control processes it deems necessary to enable the preparation of annual accounts that are free from significant anomalies, whether due to fraud or error.

Authorized Statutory Auditor's responsibility

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the Commission de Surveillance du Secteur Financier (supervisory authority). These standards require that we comply with ethical requirements, plan and perform the audit to obtain reasonable assurance that the consolidated annual accounts are free from material misstatement.

An audit involves implementing procedures to obtain evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the Authorized Statutory Auditor's judgement, including assessing the risks of material misstatement of the annual accounts, whether due to fraud or error.

In conducting our assessment, the Authorized Statutory Auditor's takes into consideration internal control implemented in the entity for the preparation and fair presentation of the annual accounts, in order to define appropriate auditing procedures in the circumstances but not with a view to expressing an opinion on the effectiveness of this control.

An audit also involves assessing the suitability of the accounting methods used and the soundness of the accounting estimates made by the Board of Directors, as well as assessing the overall presentation of the consolidated annual accounts.

We believe that the audit evidence we have obtained is sufficient and provides an appropriate basis for the opinion expressed below.

Opinion

In our opinion, the annual accounts give a true and fair image of the financial position of BOA GROUP S.A. at 31 December 2014, and of its results for the year ended, in accordance with legal and regulatory requirements in force in Luxembourg relating to the preparation and presentation of consolidated annual accounts.

Report on other legal and regulatory requirements

The management report, which is the responsibility of the Board of Directors, is consistent with the annual accounts.

Luxembourg, 26 May 2015

For MAZARS LUXEMBOURG Authorized Statutory Auditor 10A, rue Henri M. Schnadt L-2530 LUXEMBOURG

Cyril CAYEZ

Authorized Independent Auditor

Balance sheet and Profit & Loss account

BOA GROUP S.A.



Balance sheet as at 31 December 2014 (in euros)

| Assets | Fiscal year 2014 | Fiscal year 2013 |
|---|------------------|------------------|
| SET-UP EXPENSES | | |
| INVESTMENTS | 172,948,345.84 | 152,945,925.04 |
| INTANGIBLE ASSETS | 755,199.49 | 1,064,339.16 |
| - CONCESSIONS, PATENTS, LICENCES, BRANDS AS WELL AS SIMILAR RIGHTS AND VALUES | 755,199.49 | 1,064,339.16 |
| * ACQUIRED FOR CONSIDERATION | 755,199.49 | 1,064,339.16 |
| - PRE-PAYMENTS AND CURRENT INTANGIBLE FIXED ASSETS | | |
| FIXED ASSETS | 22,902.64 | 27,476.12 |
| - OTHER INSTALLATIONS, TOOLS AND FURNISHINGS | 22,902.64 | 27,476.12 |
| INVESTMENTS IN ASSOCIATE | 172,170,243.71 | 151,854,109.76 |
| - SHARE IN ASSOCIATED COMPANIES | 145,998,374.39 | 112,560,970.95 |
| - SHARE IN ENTITIES IN WHICH THE COMPANY HAS AN EQUITY INVESTMENT | 1,945,889.48 | 7,498,209.47 |
| - LOANS TO ENTITIES IN WHICH THE COMPANY HAS AN EQUITY INVESTMENT | | |
| - LONG-TERM SECURITIES | 3,098,404.05 | 2,427,289.13 |
| - LOANS AND OUTSTANDING DEBTS | 19,834,910.79 | 14,688,790.12 |
| CURRENT ASSETS | 119,432,106.00 | 104,951,668.86 |
| LOANS & ADVANCES | 99,695,132.17 | 88,775,064.30 |
| - LOANS & ADVANCES TO AFFILIATED COMPANIES | 98,501,950.29 | 86,778,181.51 |
| * WITH A RESIDUAL MATURITY EQUAL TO OR LESS THAN ONE YEAR | 98,501,950.29 | 86,778,181.51 |
| - LOANS TO ENTITIES IN WHICH THE COMPANY HAS AN EQUITY INVESTMENT | | |
| * WITH A RESIDUAL MATURITY EQUAL TO OR LESS THAN ONE YEAR | | |
| - OTHER LOANS & ADVANCES | 1,193,181.88 | 1,996,882.72 |
| * WITH A RESIDUAL MATURITY EQUAL TO OR LESS THAN ONE YEAR | 1,193,181.88 | 1,996,882.72 |
| * WITH A RESIDUAL MATURITY OF MORE THAN ONE YEAR | | |
| MARKETABLE SECURITIES | 1,339,858.67 | 1,299,435.82 |
| - OTHER MARKETABLE SECURITIES | 1,339,858.67 | 1,299,435.82 |
| BANK ACCOUNTS, POST OFFICE CHEQUE ACCOUNTS, | | |
| CHEQUES AND CASH IN HAND | 18,397,115.16 | 14,877,163.74 |
| ADJUSTMENT ACCOUNTS | 4,080.00 | 331,045.66 |
| TOTAL ASSETS | 292,384,531.84 | 258,228,639.56 |

| | | (in euros) |
|---|------------------|------------------|
| Liabilities | Fiscal year 2014 | Fiscal year 2013 |
| SHAREHOLDERS' EQUITY | 233,756,095.41 | 225,633,342.14 |
| REGISTERED CAPITAL | 80,699,975.00 | 80,699,975.00 |
| SHARE PREMIUM AND ASSIMILATED PREMIUMS | 126,705,980.00 | 126,705,980.00 |
| RESERVES | 5,771,346.84 | 4,400 381.30 |
| - LEGAL RESERVE | 3,996,346.84 | 3,465,381.30 |
| - OTHER RESERVE | 1,775,000.00 | 935,000.00 |
| RETAINED EARNINGS | 311,205.30 | 3,207,695.01 |
| NET INCOME FOR THIS FINANCIAL PERIOD | 20,267,588.27 | 10,619,310.83 |
| PROVISIONS | 859,819.37 | 707,265.33 |
| - PROVISIONS FOR TAXES | 855,953.50 | 681,900.33 |
| - OTHER PROVISIONS | 3,865.87 | 25,365.00 |
| NON-SUBORDINATED DEBT | 57,768,617.06 | 31,888,032.09 |
| AMOUNTS DUE TO BANKS | 55,231,032.84 | 29,044,648.95 |
| - WITH A RESIDUAL MATURITY EQUAL TO OR LESS THAN ONE YEAR | 14,984,279.58 | 6,618,638.66 |
| - WITH A RESIDUAL MATURITY OF MORE THAN ONE YEAR | 40,246,753.26 | 22,426,010.29 |
| DEBTS ON PURCHASES AND SERVICES | 618,308.60 | 1,048,703.40 |
| - WITH A RESIDUAL MATURITY EQUAL TO OR LESS THAN ONE YEAR | 475,603.45 | 899,998.25 |
| - WITH A RESIDUAL MATURITY OF MORE THAN ONE YEAR | 142,705.15 | 148,705.15 |
| TAX AND SOCIAL SECURITY DEBTS | | 291,568.32 |
| - TAX DEBTS | | 291,568.32 |
| - SOCIAL SECURITY DEBTS | | |
| OTHER LIABILITIES | 1,919,275.62 | 1,503,111.42 |
| - WITH A RESIDUAL MATURITY EQUAL TO OR LESS THAN ONE YEAR | 1,919,275.62 | 1,503,111.42 |
| TOTAL LIABILITIES | 292,384,531.84 | 258,228,639.56 |

Profit & Loss account *as at 31 December 2014 (in euros)*

| | Fiscal year 2013 |
|---------------|--|
| 10,305,136.10 | 7,121,283.31 |
| | |
| 5,404.27 | 1,987.71 |
| 7,840,681.93 | 3,335,060.91 |
| 458,785.86 | 528,763.35 |
| 458,785.86 | 528,763.35 |
| | |
| | |
| 1,986.94 | |
| 1,456,250.91 | 2,911,583.25 |
| 1,456,250.91 | 2,911,583.25 |
| 0.08 | 78.99 |
| 337,449,33 | 228,650.52 |
| | 115,158.58 |
| | 10,619,310.83 |
| | |
| | 5,404.27 7,840,681.93 458,785.86 458,785.86 1,986.94 1,456,250.91 1,456,250.91 |

| | | (in euros) |
|-------------------------------------|------------------|------------------|
| Income | Fiscal year 2014 | Fiscal year 2013 |
| INCOME | 30,572,724.37 | 17,740,594.14 |
| | | |
| NET REVENUES | 3,811.00 | |
| OTHER OPERATING INCOME | 4,754,724.43 | 3,262,196.79 |
| INCOME FROM FINANCIAL ASSETS | 24,283,748.23 | 13,572,192.27 |
| - FROM RELATED COMPANIES | 20,640,578.49 | 11,944,116.66 |
| - OTHER INCOME FROM INVESTMENTS | 3,643,169.74 | 1,628,075.61 |
| INCOME ON CURRENT FINANCIAL ASSETS | 47,639.55 | 4,995.41 |
| - OTHER INTEREST AND SIMILAR INCOME | 47,639.55 | 4,995.41 |
| OTHER INCOME FROM INVESTMENTS | 867,079.43 | 876,936.09 |
| - FROM RELATED COMPANIES | 534,345.00 | 415,842.00 |
| - OTHER INTEREST AND SIMILAR INCOME | 332,734.43 | 461,094.09 |
| EXCEPTIONAL INCOME | 615,721.73 | 24,273.58 |
| TOTAL INCOME | 30,572,724.37 | 17,740,594.14 |

Synopsis

of BANK OF AFRICA Group Companies



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Benin

Opening date: January 1990

Legal form S.A.

Capital as at 31/12/2014 CFAF 10.073 billion

Company registration 15053 - B - B 0061 F

Board of Directors as at 25/2/2015

Paulin Laurent COSSI, Chairman Mohamed BENNANI Georges ABALLO Jean Joachim ADJOVI Edwige AKAN AHOUANMENOU Driss BENJELLOUN Benoît MAFFON Gilbert MEHOU-LOKO BMCE BANK, represented by Amine BOUABID BOA GROUP S.A., represented by Abderrazzak ZEBDANI BOA WEST AFRICA, represented by Mamadou KA WEST AFRICAN DEVELOPMENT BANK (BOAD) represented by Bienvenu COMLAN

Principal Shareholders as at 25/2/2015

BOA WEST AFRICA BOA GROUP S.A. BANK OF AFRICA IN CÔTE D'IVOIRE BANK OF AFRICA IN BURKINA FASO ATTICA S.A. WEST AFRICAN DEVELOPMENT BANK (BOAD) PRIVATE SHAREHOLDERS

Auditors

MAZARS BENIN FIDUCIAIRE D'AFRIQUE

Registered office

Avenue Jean-Paul II - 08 BP 0879 - Cotonou REPUBLIC OF BENIN Tel.: (229) 21 31 32 28 - Fax: (229) 21 31 31 17 SWIFT: AFRIBJBJ E-mail: <information@bankofafrica.net>

Web site: www.bank-of-africa.net

Business Centre

Agence Centrale de Cotonou Tel.: (229) 21 36 53 65 - Fax: (229) 21 31 76 93

Cotonou Branches & Port Branches

Agence Centrale & Élite Tel.: (229) 21 31 32 28 - Fax: (229) 21 31 31 17 Aidièdo

Tel.: (229) 21 32 59 49 / 56

Akpakpa Tel.: (229) 21 33 92 22 / 98 88

Cadjehoun Tel.: (229) 21 30 99 38 / 40

Dantokpa Tel.: (229) 21 32 65 34 / 41 - Fax: (229) 21 32 65 46

Étoile Rouge Tel.: (229) 21 30 99 63 / 69

Fidjrosse Tel.: (229) 21 30 87 33

Ganhi Tel.: (229) 21 31 02 89 - Fax: (229) 21 31 02 31

Gbèdjromédè Tel.: (229) 21 32 64 07

37.41%

14.43%

1.16%

0.90%

0.27%

2.36%

43.47%

 Gbegamey

 Tel.: (229) 21 30 36 84 - Fax: (229) 21 30 36 89

 Les Cocotiers

 Tel.: (229) 21 30 10 01 / 16 90 - Fax: (229) 21 30 12 30

 Missebo

 Tel.: (229) 21 31 00 18 / 21 31 01 25

 PK7

 Tel.: (229) 21 33 93 62 / 81 - Fax: (229) 21 33 91 62

 PK10

 Tel.: (229) 21 33 14 79 - Fax: (229) 21 33 20 18

Saint-Michel

Tel.: (229) 21 32 75 75 - Fax: (229) 21 32 75 74

Sainte Rita Tel.: (229) 21 32 25 42 / 39

Segbeya Tel.: (229) 21 33 60 64 - Fax: (229) 21 33 67 75

Sodjatime Tel.: (229) 21 37 72 58 / 59 / 60

Stade de l'Amitié Tel.: (229) 21 38 36 28 - Fax: (229) 21 38 36 29

Zogbo Tel.: (229) 21 38 03 55 / 57

Zongo Tel.: (229) 21 31 52 04 / 21 31 15 54

Guichet Unique Portuaire 1* Tel.: (229) 21 31 32 28 - Fax: (229) 21 31 31 17

Guichet Unique Portuaire 2* Tel.: (229) 21 31 77 28 - Fax: (229) 21 31 77 29 *Attached to the Agence Centrale Branch.



Regional Branches

Abomey-Calavi Tel.: (229) 21 36 35 69 - Fax: (229) 21 36 35 67

Allada Tel.: (229) 21 37 14 66 / 67 - Fax: (229) 21 37 14 68 Azové

Tel.: (229) 22 46 51 41 - Fax: (229) 22 46 51 48 Bohicon

Tel.: (229) 22 51 08 11 / 00 - Fax: (229) 22 51 08 22

Cocotomey Tel.: (229) 21 35 46 81 / 82 - Fax: (229) 21 35 46 83 Comé

Tel.: (229) 22 43 07 21

Dassa-Zoumé Tel.: / Fax: (229) 22 53 02 32

Djougou Tel.: (229) 23 80 01 13 / 53 - Fax: (229) 23 80 01 37

Godomey Togoudo Tel.: (229) 21 35 30 10 - Fax: (229) 21 35 30 11 Hilacondii

Tel.: (229) 21 31 32 28 - Fax: (229) 21 31 31 17 Kandi

Tel.: (229) 23 63 06 10 / 11

Lokossa Tel.: (229) 22 41 03 81/82 - Fax: (229) 22 41 03 83 Nattitingou

Tel.: (229) 23 82 02 83 / 84 - Fax: (229) 23 82 02 86

Ouando - Porto-Novo Tel.: (229) 20 24 76 76 - Fax: (229) 20 24 76 77

Parakou 1 Tel.: (229) 23 61 11 02 - Fax: (229) 23 61 11 03

Parakov 2 Tranza Tel.: (229) 23 61 14 56 - Fax: (229) 23 61 14 57

Parakou 3 Kpébié Tel.: (229) 23 61 40 42 / 43 - Fax: (229) 23 61 40 44

Pobè Tel.: (229) 20 25 05 55

Porto-Novo Tel.: (229) 20 21 21 03 - Fax: (229) 20 21 21 34 Savalou Tel.: (229) 22 54 08 59/60 - Fax: (229) 22 54 08 61 Sèmè Kraké

Tel.: (229) 20 06 50 27

| Assets | 2013 | 2014 |
|------------------------------------|-----------------|-----------------|
| CASH | 14 259 635 140 | 17 054 972 561 |
| INTERBANK LOANS | 95 761 629 233 | 112 552 034 891 |
| CUSTOMER LOANS | 223 791 626 387 | 261 232 086 967 |
| • PORTFOLIO OF DISCOUNTED BILLS | 879 995 488 | 2 343 731 611 |
| • OTHER CUSTOMER CREDIT FACILITIES | 203 530 782 755 | 232 621 039 335 |
| • ORDINARY DEBTOR ACCOUNTS | 19 380 848 144 | 26 267 316 021 |
| • FACTORING | | |
| INVESTMENT SECURITIES | 170 929 556 776 | 210 273 231 119 |
| FINANCIAL ASSETS | 102 066 920 904 | 130 539 775 692 |
| LEASING AND SIMILAR TRANSACTIONS | 166 587 922 | 239 246 010 |
| FINANCIAL ASSETS AT EQUITY VALUE | | |
| INTANGIBLE ASSETS | 540 225 210 | 657 010 578 |
| FIXED ASSETS | 17 787 636 838 | 18 572 279 820 |
| SHAREHOLDERS & ASSOCIATES | | |
| OTHER ASSETS | 15 229 433 498 | 16 267 565 328 |
| SUNDRY ACCOUNTS | 7 894 322 563 | 5 818 675 421 |
| CONSOLIDATED GOODWILL | | |
| TOTAL ASSETS | 648 427 574 471 | 773 206 878 387 |

| Liabilities | 2013 | 2014 |
|-------------------------------------|-----------------|-----------------|
| INTERBANK LIABILITIES | 116 831 737 899 | 201 069 375 264 |
| CUSTOMER DEPOSITS | 449 893 716 435 | 481 065 069 046 |
| • SAVINGS DEPOSIT ACCOUNTS | 69 302 109 485 | 77 823 023 985 |
| • TIME DEPOSIT ACCOUNTS | 1 108 632 555 | 1 486 883 326 |
| • SHORT-TERM BORROWINGS | 212 323 666 072 | 214 635 599 043 |
| • OTHER DEMAND DEPOSITS | 167 159 308 323 | 187 119 562 692 |
| • OTHER TIME DEPOSIT ACCOUNTS | | |
| DEBT SECURITIES | 1 200 000 000 | |
| OTHER LIABILITIES | 6 095 819 376 | 8 346 601 559 |
| SUNDRY ACCOUNTS | 10 982 717 696 | 12 871 417 695 |
| RESERVES FOR CONTINGENCIES & LOSSES | 2 970 406 957 | 3 075 350 562 |
| STATUTORY PROVISIONS | | |
| EARMARKED FUNDS | | |
| SUBORDINATED LOANS & SECURITIES | 7 622 076 029 | 5 881 799 150 |
| INVESTMENT SUBSIDIES | | |
| RESERVES FOR GENERAL BANKING RISKS | 1 638 593 313 | 1 638 593 313 |
| CAPITAL OR APPROPRIATIONS | 10 072 680 000 | 10 072 680 000 |
| SHARE PREMIUMS | 10 492 915 761 | 10 492 915 761 |
| RESERVES | 24 853 834 001 | 26 683 878 015 |
| RETAINED EARNINGS (+/-) | 239 450 247 | 69 494 261 |
| NET INCOME | 5 533 626 757 | 11 939 703 761 |
| TOTAL LIABILITIES | 648 427 574 471 | 773 206 878 387 |

| Expenses | 2013 | 2014 |
|--|----------------|-----------------|
| INTEREST AND SIMILAR EXPENSES | 17 325 955 888 | 18 914 421 510 |
| • ON INTERBANK LIABILITIES | 3 247 721 434 | 3 537 289 616 |
| • ON CUSTOMER DEPOSITS | 13 638 672 429 | 14 832 061 017 |
| • ON DEBT SECURITIES | 109 663 561 | 35 263 562 |
| • ON SHAREHOLDERS' & ASSOCIATES' BLOCKED A | CCOUNTS | |
| AND ON SUBORDINATED DEBT | 329 898 464 | 509 807 315 |
| • OTHER INTEREST AND SIMILAR EXPENSES | | |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | 245 887 396 | 177 608 683 |
| COMMISSION | 145 403 715 | 152 480 168 |
| EXPENSES ON FINANCIAL OPERATIONS | 7 839 495 472 | 83 657 891 224 |
| OTHER BANK OPERATING EXPENSES | 163 945 842 | 356 629 753 |
| OPERATING OVERHEADS | 14 303 441 483 | 15 097 913 023 |
| PERSONNEL COSTS | 6 924 818 908 | 7 229 957 321 |
| • OTHER OVERHEADS | 7 378 622 575 | 7 867 955 702 |
| DEPRECIATION AND PROVISIONS | | |
| ON FIXED ASSETS | 1 964 773 998 | 2 094 105 663 |
| DEFICIT ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | 13 345 586 212 | 5 980 083 530 |
| EXCESS OF PROVISIONING OVER WRITE-BACKS | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL EXPENSES | 317 198 647 | 66 243 788 |
| LOSSES FROM PREVIOUS YEARS | 196 696 496 | 419 246 508 |
| CORPORATE INCOME TAX | 424 537 008 | 1 049 179 588 |
| PROFIT | 5 533 626 757 | 11 939 703 761 |
| TOTAL EXPENSES | 61 806 548 914 | 139 905 507 199 |

| Income | 2013 | 2014 |
|--|----------------|-----------------|
| INTEREST & SIMILAR INCOME | 27 744 757 213 | 29 888 528 751 |
| • ON INTERBANK LOANS | 3 237 607 109 | 3 581 323 243 |
| • ON CUSTOMER LOANS | 19 683 643 176 | 20 226 489 674 |
| • ON SUBORDINATED LOANS AND SECURITIES | | |
| • ON INVESTMENT SECURITIES | 4 823 506 928 | 6 080 715 834 |
| • OTHER INTEREST AND SIMILAR INCOME | | |
| INCOME FROM LEASING & SIMILAR OPERATIONS | 329 962 547 | 169 959 227 |
| COMMISSION | 5 036 434 063 | 5 878 917 466 |
| INCOME FROM FINANCIAL TRANSACTIONS | 21 007 156 684 | 100 212 992 675 |
| OTHER INCOME FROM BANKING OPERATIONS | 961 325 724 | 849 462 945 |
| GENERAL OPERATING INCOME | 788 103 958 | 738 584 261 |
| WRITE-BACK OF DEPRECIATION | | |
| & PROVISIONS ON FIXED ASSETS | | |
| SURPLUS ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | | |
| EXCESS OF WRITE-BACKS OVER PROVISIONING | | |
| OF GENERAL BANKING RISKS | 5 559 601 492 | |
| EXCEPTIONAL INCOME | 39 569 980 | 15 383 859 |
| INCOME FROM PREVIOUS YEARS | 339 637 253 | 2 151 678 015 |
| LOSS | | |
| TOTAL INCOME | 61 806 548 914 | 139 905 507 199 |

Burkina Faso

Opening date: March 1998

Legal form S.A.

Capital as at 31/12/2014 CFAF 11 billion

Company registration

B F OUA 2000 B647

Stock Market Launch

on 30/12/2010

Board of Directors as at 11/2/2015

Lassiné DIAWARA, Chairman Mohamed BENNANI BOA WEST AFRICA. represented by Lala MOULAYE EZZEDINE BANK OF AFRICA in Niger, represented by Boureima WANKOYE CAURIS CROISSANCE, represented by Noël Yawo EKLO Mamadou KA Delchan OUEDRAOGO UNION DES ASSURANCES DU BURKINA-VIE, represented by Soumaila SORGHO Abderrazzak ZEBDANI

Principal Shareholders as at 11/2/2015

8.98%

3.89%

0.37%

0.22%

10.24%

BOA WEST AFRICA 52.38% UNION DES ASSURANCES DU BURKINA FASO-VIE ATTICA S.A. CAURIS CROISSANCE OTHER BANK OF AFRICA OTHER PRIVATE SHAREHOLDERS 23.92% LASSINÉ DIAWARA

Auditors

SOFIDEC-SARL CABINET ROSETTE NACRO

Registered office

770, Avenue du Président Aboubacar Sangoulé Lamizana 01 BP 1319 - Ouagadougou 01 - BURKINA FASO Tel.: (226) 25 30 88 70 to 73 - Fax: (226) 25 30 88 74 Télex: 5543 (BF) - SWIFT: AFRIBFBF E-mail: <information@boaburkinafaso.com>

Web site: www.boaburkinafaso.com

Business Centre

Intersection Route de Kaya et Boulevard des Tensoba Ouagadougou 01 Tel.: (226) 25 30 88 70 to 73 Fax: (226) 25 30 88 74

Ouagadougou Branches

Agence Centrale Tel.: (226) 25 30 88 70 to 73 - Fax: (226) 25 30 88 74 Agence Élite Tel.: (226) 25 30 88 70 to 73 - Fax: (226) 25 30 88 74

Avenue de la Nation Tel.: (226) 25 30 88 70 to 73 - Fax: (226) 25 30 88 74

Avenue de la Paix Tel.: (226) 25 30 88 70 to 73 - Fax: (226) 25 30 88 74

Boulevard France-Afrique Tel.: (226) 25 38 05 45 - Fax: (226) 25 38 05 48

Cissin Tel.: (226) 25 30 88 70 to 73 - Fax: (226) 25 30 88 74

Dassasgho-Zone 1 Tel.: (226) 25 33 20 21 - Fax: (226) 25 33 20 22

Échangeur de l'Est Tel.: (226) 25 30 88 70 to 73 - Fax: (226) 25 30 88 74 Gounghin

Tel.: (226) 25 34 50 00 - Fax: (226) 25 34 43 14

Kossodo Tel.: (226) 25 30 88 70 to 73 - Fax: (226) 25 30 88 74

Kwamé N'Krumah Tel.: (226) 25 30 19 88 / 89 - Fax: (226) 25 30 19 93

Maison de l'Entreprise Tel.: (226) 25 30 88 70 - Fax: (226) 25 30 88 74

Marché Central Rood-Wooko Tel.: (226) 25 0 30 88 70 - Fax: (226) 25 30 88 74

Nemnin Tel.: (226) 25 33 20 21 - Fax: (226) 25 33 20 22 **Ouaga 2000** Tel.: (226) 25 37 69 68 - Fax: (226) 25 37 69 76

Pissy Tel.: (226) 25 43 72 14 - Fax: (226) 25 43 72 13

Tampouy

Tel.: (226) 25 49 79 28 - Fax: (226) 25 35 34 00 Tanghin

Tel.: (226) 25 30 88 70 to 73 - Fax: (226) 25 30 88 74 **UEMOA**

Tel.: (226) 25 79 49 58 - Fax: (226) 25 30 88 74

Zogona Tel.: (226) 25 36 85 27 - Fax: (226) 5 36 85 28



Regional Branches

Banfora Tel.: (226) 20 91 12 00 - Fax: (226) 20 91 12 04

Bobo-Dioulasso Tel.: (226) 20 97 39 15 - Fax: (226) 20 97 39 16

Bobo-Dioulasso / Boulevard Tel.: (226) 20 97 51 14 - Fax: (226) 20 97 51 16

Bobo-Dioulasso / Marché Tel.: (226) 20 97 51 05 - Fax: (226) 20 97 51 06

Bobo-Dioulasso / Ouezzinville Tel.: (226) 20 97 51 05 - Fax: (226) 20 97 51 06 Dédougou

Tel.: (226) 20 52 12 34 - Fax: (226) 20 52 12 37

Diapaga Tel.: (226) 24 79 11 41

Dori Tel.: (226) 24 46 00 91 - Fax: (226) 24 46 00 81

Essakane Tel.: (226) 24 46 80 94 - Fax: (226) 24 46 80 95

Fada N'Gourma Tel.: (226) 40 24 77 17 74 - Fax: (226) 40 24 77 17 75

Gaoua Tel.: (226) 20 97 39 15 - Fax: (226) 20 97 39 16

Kaya Tel.: (226) 25 30 88 70 to 73 - Fax: (226) 25 30 88 74 Koudougou

Tel.: (226) 25 44 07 45 - Fax: (226) 25 44 07 46 Koupela

Tel.: (226) 24 70 04 44 - Fax: (226) 24 70 04 33

Manga Tel.: (226) 25 30 88 70 to 73 - Fax: (226) 25 30 88 74 Ouahigouya

Tel.: (226) 25 30 88 70 to 73 - Fax: (226) 25 30 88 74

Pouytenga Tel.: (226) 24 70 66 66 - Fax: (226) 24 70 60 66

Tenkodogo Tel.: (226) 24 70 04 44 - Fax: (226) 24 70 04 33

| Assets | 2013 | 2014 |
|------------------------------------|-----------------|-----------------|
| CASH | 9 895 838 355 | 10 524 509 424 |
| INTERBANK LOANS | 32 009 453 447 | 34 786 538 740 |
| CUSTOMER LOANS | 273 372 192 971 | 340 584 183 228 |
| • PORTFOLIO OF DISCOUNTED BILLS | 15 000 770 141 | 14 548 470 751 |
| • OTHER CUSTOMER CREDIT FACILITIES | 237 344 961 657 | 298 294 571 371 |
| • ORDINARY DEBTOR ACCOUNTS | 19 735 880 000 | 24 894 683 818 |
| • FACTORING | 1 290 581 173 | 2 846 457 288 |
| INVESTMENT SECURITIES | 73 666 551 283 | 87 036 539 785 |
| FINANCIAL ASSETS | 2 422 780 463 | 2 326 295 631 |
| LEASING AND SIMILAR TRANSACTIONS | | 300 378 370 |
| FINANCIAL ASSETS AT EQUITY VALUE | | |
| INTANGIBLE ASSETS | 405 555 870 | 351 975 545 |
| FIXED ASSETS | 5 700 814 419 | 7 773 152 038 |
| SHAREHOLDERS & ASSOCIATES | | |
| OTHER ASSETS | 13 110 806 104 | 11 509 696 558 |
| SUNDRY ACCOUNTS | 3 443 242 201 | 1 948 116 978 |
| CONSOLIDATED GOODWILL | | |
| TOTAL ASSETS | 414 027 235 113 | 497 141 386 297 |

| Liabilities | 2013 | 2014 |
|-------------------------------------|-----------------|-----------------|
| INTERBANK LIABILITIES | 76 486 968 430 | 118 318 787 619 |
| CUSTOMER DEPOSITS | 287 060 739 154 | 323 570 383 341 |
| • SAVINGS DEPOSIT ACCOUNTS | 50 895 344 173 | 63 098 359 511 |
| • TIME DEPOSIT ACCOUNTS | 290 878 077 | 680 724 362 |
| • SHORT-TERM BORROWINGS | | |
| • OTHER DEMAND DEPOSITS | 129 408 269 455 | 140 806 659 876 |
| • OTHER TIME DEPOSIT ACCOUNTS | 106 466 247 449 | 118 984 639 592 |
| DEBT SECURITIES | 3 800 000 000 | 2 400 000 000 |
| OTHER LIABILITIES | 9 182 965 397 | 3 888 531 161 |
| SUNDRY ACCOUNTS | 2 974 059 990 | 4 671 401 617 |
| RESERVES FOR CONTINGENCIES & LOSSES | 377 113 291 | 164 559 036 |
| STATUTORY PROVISIONS | | |
| EARMARKED FUNDS | | |
| SUBORDINATED LOANS & SECURITIES | | |
| INVESTMENT SUBSIDIES | | |
| RESERVES FOR GENERAL BANKING RISKS | 4 464 739 968 | 5 064 739 968 |
| CAPITAL OR APPROPRIATIONS | 10 000 000 000 | 11 000 000 000 |
| SHARE PREMIUMS | 2 691 000 000 | 7 691 000 000 |
| RESERVES | 3 683 110 578 | 5 206 070 568 |
| RETAINED EARNINGS (+/-) | 3 153 471 707 | 4 687 578 315 |
| NET INCOME | 10 153 066 598 | 10 478 334 672 |
| TOTAL LIABILITIES | 414 027 235 113 | 497 141 386 297 |
| | | |

| Expenses | 2013 | 2014 |
|---|----------------|----------------|
| INTEREST AND SIMILAR EXPENSES | 10 664 565 766 | 12 305 075 009 |
| • ON INTERBANK LIABILITIES | 1 966 911 865 | 3 201 681 645 |
| ON CUSTOMER DEPOSITS | 8 403 816 094 | 8 892 235 007 |
| • ON DEBT SECURITIES | 293 837 807 | 211 158 357 |
| • ON SHAREHOLDERS' & ASSOCIATES' BLOCKED AC | COUNTS | |
| AND ON SUBORDINATED DEBT | | |
| • OTHER INTEREST AND SIMILAR EXPENSES | | |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | | 75 062 500 |
| COMMISSION | 147 973 381 | 184 229 098 |
| EXPENSES ON FINANCIAL OPERATIONS | 79 401 511 | 127 539 652 |
| OTHER BANK OPERATING EXPENSES | 69 316 897 | 97 300 677 |
| OPERATING OVERHEADS | 9 362 116 676 | 10 805 859 120 |
| PERSONNEL COSTS | 3 426 361 374 | 3 913 716 771 |
| • OTHER OVERHEADS | 5 935 755 302 | 6 892 142 349 |
| DEPRECIATION AND PROVISIONS | | |
| ON FIXED ASSETS | 1 083 691 976 | 1 192 047 015 |
| DEFICIT ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | 267 176 024 | 417 222 945 |
| EXCESS OF PROVISIONING OVER WRITE-BACKS | | |
| OF GENERAL BANKING RISKS | 580 000 000 | 600 000 000 |
| EXCEPTIONAL EXPENSES | 40 328 379 | 36 854 234 |
| LOSSES FROM PREVIOUS YEARS | 495 680 850 | 88 947 422 |
| CORPORATE INCOME TAX | 3 451 075 925 | 3 567 444 100 |
| PROFIT | 10 153 066 598 | 10 478 334 672 |
| TOTAL EXPENSES | 36 394 393 983 | 39 975 916 444 |

| Income | 2013 | 2014 |
|--|----------------|----------------|
| INTEREST & SIMILAR INCOME | 22 060 537 602 | 25 272 441 567 |
| • ON INTERBANK LOANS | 1 592 423 935 | 1 206 586 987 |
| • ON CUSTOMER LOANS | 20 468 113 667 | 24 065 854 580 |
| • ON SUBORDINATED LOANS AND SECURITIES | | |
| • ON INVESTMENT SECURITIES | | |
| • OTHER INTEREST AND SIMILAR INCOME | | |
| INCOME FROM LEASING & SIMILAR OPERATIONS | 9 000 000 | 28 055 124 |
| COMMISSION | 2 792 946 879 | 2 910 521 202 |
| INCOME FROM FINANCIAL TRANSACTIONS | 8 967 569 969 | 8 915 351 830 |
| OTHER INCOME FROM BANKING OPERATIONS | 268 511 883 | 313 133 024 |
| GENERAL OPERATING INCOME | 1 886 597 337 | 2 036 101 606 |
| WRITE-BACK OF DEPRECIATION | | |
| & PROVISIONS ON FIXED ASSETS | 58 896 526 | 18 616 691 |
| SURPLUS ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | | |
| EXCESS OF WRITE-BACKS OVER PROVISIONING | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL INCOME | 47 020 547 | 113 034 607 |
| INCOME FROM PREVIOUS YEARS | 303 313 240 | 368 660 793 |
| LOSS | | |

36 394 393 983

39 975 916 444

TOTAL INCOME

Côte d'Ivoire

Opening date: January 1996

Created in 1980: BANAFRIQUE. Integrated into BOA network in 1996.

Legal form

S.A.

Capital as at 31/12/2014 CFAF 8.2 billion

Stock Market Launch

on 07/4/2010

Company registration (I-ABJ-1980-B-48869

Board of Directors as at 10/2/2015

Lala MOULAYE EZZEDINE, Chairman Mamoun BELGHITI Mohamed BENNANI Amine BOUABID BANK OF AFRICA in Bénin, represented by Benoît MAFFON BOA WEST AFRICA, represented by Mamadou KA Ousmane DAOU Tiémoko KOFFI Léon NAKA Abderrazzak ZEBDANI

Principal Shareholders as at 10/2/2015

BOA WEST AFRICA ATTICA S.A. AGORA HOLDING BANK OF AFRICA IN BENIN AUTRES ACTIONNAIRES

Auditors

MAZARS CÔTE D'IVOIRE ERNST & YOUNG

Registered office

Abidjan Plateau Angle Avenue Terrasson de Fougères - Rue Gourgas O1 BP 4132 Abidjan O1 - CÔTE D'IVOIRE Tel.: (225) 20 30 34 00 - Fax: (225) 20 30 34 01 SWIFT: AFRICIAB E-mail: <information@boacoteivoire.com>

Web site: www.boacoteivoire.com

Business Centre

Agence Centrale d'Abidjan Tel.: (225) 20 25 54 54 - Fax: (225) 20 25 59 59

Abidjan Branches

Agence Centrale Tel.: (225) 20 30 34 00 Fax: (225) 20 30 34 01

Agence Élite Tel.: (225) 20 30 34 00 / 12 Fax: (225) 20 30 34 01

Abobo Tel.: (225) 24 01 50 00

Adjamé Tel.: (225) 20 30 12 30 to 32 Fax: (225) 20 30 12 33

Angré Djibi Tel.: (225) 22 50 19 60 Fax: (225) 22 50 19 61

Biétry Tel.: (225) 21 35 18 39 to 42 Fax: (225) 21 35 18 43

Cocody Lycée Technique Tel.: (225) 20 25 78 12 / 13

Commerce Tel.: (225) 20 33 13 90 Fax: (225) 20 33 23 98

64.36%

3.34%

2.47%

2.35%

27.48%

Latrille Tel.: (225) 20 25 78 14 / 15

Marcory Tel.: (225) 21 21 79 90 to 98 Fax: (225) 21 21 79 99

Riviera 3 Tel.: (225) 22 40 01 80 to 87 Fax: (225) 22 40 01 88

Rue des Jardins Tel.: (225) 20 25 78 16 / 17

Treichville Tel.: (225) 21 75 55 00 / 01 Fax: (225) 21 75 55 02

Treichville Zone 2 Tel.: (225) 20 25 78 10 / 11

Vallon Tel.: (225) 22 52 75 35 to 38 Fax: (225) 22 52 75 39

Vridi Tel.: (225) 21 21 80 20 to 23 Fax: (225) 21 21 80 24

Yopougon Tel.: (225) 23 53 53 30 to 32 Fax: (225) 23 53 53 33

Zone 4

Tel.: (225) 21 75 19 11 to 19 Fax: (225) 21 75 19 10



Regional Branches

Boucké Tel.: (225) 31 65 92 20 Fax: (225) 31 65 92 24

Daloa Tel.: (225) 32 78 82 35 Fax: (225) 32 78 82 39

Gagnoa Tel.: (225) 32 77 86 65 to 67 Fax: (225) 32 77 86 69

Korhogo Tel.: (225) 36 85 01 10 Fax: (225) 36 85 01 13

San Pedro Tel.: (225) 34 71 73 50 to 55 Fax: (225) 34 71 73 51

Sinfra Tel.: (225) 30 68 14 40 Fax: (225) 30 68 14 43

Soubré Tel.: (225) 34 72 20 02 / 28 Fax: (225) 34 72 20 32

Yamoussoukro Tel.: (225) 30 64 63 10 Fax: (225) 30 64 63 13

Local Branches

San Pedro-Bardot Tel.: (225) 34 71 97 70 to 78 Fax: (225) 34 71 97 79

Rapid Graph Axe San Pedro-Méagui Complexe agro-industriel de la Saph / Rapid Graph

| Assets | 2013 | 2014 |
|------------------------------------|-----------------|-----------------|
| CASH | 9 001 108 272 | 10 633 669 164 |
| INTERBANK LOANS | 46 968 687 669 | 53 070 682 756 |
| CUSTOMER LOANS | 155 303 308 576 | 201 268 230 932 |
| • PORTFOLIO OF DISCOUNTED BILLS | 8 564 672 530 | 5 963 793 151 |
| • OTHER CUSTOMER CREDIT FACILITIES | 119 766 935 040 | 165 185 374 052 |
| • ORDINARY DEBTOR ACCOUNTS | 26 971 701 006 | 30 119 063 729 |
| • FACTORING | | |
| INVESTMENT SECURITIES | 118 419 702 558 | 196 477 180 000 |
| FINANCIAL ASSETS | 5 841 843 959 | 6 843 391 927 |
| LEASING AND SIMILAR TRANSACTIONS | | |
| FINANCIAL ASSETS AT EQUITY VALUE | | |
| INTANGIBLE ASSETS | 264 601 596 | 454 036 867 |
| FIXED ASSETS | 9 101 536 877 | 9 152 252 019 |
| SHAREHOLDERS & ASSOCIATES | | |
| OTHER ASSETS | 7 060 139 708 | 8 940 518 763 |
| SUNDRY ACCOUNTS | 3 118 652 863 | 4 406 168 395 |
| CONSOLIDATED GOODWILL | | |
| TOTAL ASSETS | 355 079 582 078 | 491 246 130 823 |

| Liabilities | 2013 | 2014 |
|-------------------------------------|-----------------|-----------------|
| INTERBANK LIABILITIES | 83 870 530 100 | 166 953 826 024 |
| CUSTOMER DEPOSITS | 237 118 562 796 | 274 669 014 866 |
| • SAVINGS DEPOSIT ACCOUNTS | 22 130 385 871 | 27 994 741 402 |
| • TIME DEPOSIT ACCOUNTS | 1 951 468 899 | 2 483 279 577 |
| • SHORT-TERM BORROWINGS | 3 443 650 181 | 4 568 221 824 |
| • OTHER DEMAND DEPOSITS | 119 421 226 948 | 153 405 855 978 |
| • OTHER TIME DEPOSIT ACCOUNTS | 90 171 830 897 | 86 216 916 085 |
| DEBT SECURITIES | 3 800 000 000 | 2 400 000 000 |
| OTHER LIABILITIES | 6 394 526 938 | 11 570 921 906 |
| SUNDRY ACCOUNTS | 1 817 386 053 | 1 882 922 654 |
| RESERVES FOR CONTINGENCIES & LOSSES | | 595 905 120 |
| STATUTORY PROVISIONS | | |
| EARMARKED FUNDS | | |
| SUBORDINATED LOANS & SECURITIES | 1 293 347 149 | 1 661 470 907 |
| INVESTMENT SUBSIDIES | | |
| RESERVES FOR GENERAL BANKING RISKS | 800 817 501 | 970 997 615 |
| CAPITAL OR APPROPRIATIONS | 7 200 000 000 | 8 200 000 000 |
| SHARE PREMIUMS | 1 675 372 000 | 6 675 372 000 |
| RESERVES | 6 010 669 308 | 7 468 307 083 |
| RETAINED EARNINGS (+/-) | 47 451 734 | 120 652 458 |
| NET INCOME | 5 050 918 499 | 8 076 740 190 |
| TOTAL LIABILITIES | 355 079 582 078 | 491 246 130 823 |

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| Expenses | 2013 | 2014 |
|--|----------------|----------------|
| INTEREST AND SIMILAR EXPENSES | 8 684 627 215 | 9 981 134 556 |
| • ON INTERBANK LIABILITIES | 2 078 354 133 | 3 352 256 600 |
| • ON CUSTOMER DEPOSITS | 6 133 501 018 | 6 240 333 443 |
| • ON DEBT SECURITIES | 323 832 786 | 225 637 808 |
| • ON SHAREHOLDERS' & ASSOCIATES' BLOCKED ACC | OUNTS | |
| AND ON SUBORDINATED DEBT | | |
| • OTHER INTEREST AND SIMILAR EXPENSES | 148 939 278 | 162 906 705 |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | | |
| COMMISSION | 520 198 989 | 490 507 155 |
| EXPENSES ON FINANCIAL OPERATIONS | 42 218 806 | 7 047 240 585 |
| OTHER BANK OPERATING EXPENSES | 172 132 596 | 188 718 270 |
| OPERATING OVERHEADS | 8 662 721 841 | 10 156 827 440 |
| PERSONNEL COSTS | 3 587 892 960 | 4 170 535 232 |
| • OTHER OVERHEADS | 5 074 828 881 | 5 986 292 208 |
| DEPRECIATION AND PROVISIONS | | |
| ON FIXED ASSETS | 1 105 411 131 | 1 235 897 380 |
| DEFICIT ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | 1 976 306 972 | 4 300 814 707 |
| EXCESS OF PROVISIONING OVER WRITE-BACKS | | |
| OF GENERAL BANKING RISKS | 17 937 738 | 170 180 114 |
| EXCEPTIONAL EXPENSES | 8 396 676 | 536 519 756 |
| LOSSES FROM PREVIOUS YEARS | 375 458 241 | 639 441 864 |
| CORPORATE INCOME TAX | 35 000 000 | 35 000 000 |
| PROFIT | 5 050 918 499 | 8 076 740 190 |
| TOTAL EXPENSES | 26 651 328 704 | 42 859 022 017 |

| Income | 2013 | 2014 |
|--|----------------|----------------|
| INTEREST & SIMILAR INCOME | 14 281 359 812 | 14 710 688 040 |
| • ON INTERBANK LOANS | 1 211 955 344 | 1 018 928 063 |
| • ON CUSTOMER LOANS | 13 069 404 468 | 13 691 759 977 |
| • ON SUBORDINATED LOANS AND SECURITIES | | |
| • ON INVESTMENT SECURITIES | | |
| • OTHER INTEREST AND SIMILAR INCOME | | |
| INCOME FROM LEASING & SIMILAR OPERATIONS | | |
| COMMISSION | 4 145 124 853 | 4 186 973 461 |
| INCOME FROM FINANCIAL TRANSACTIONS | 5 766 701 858 | 21 344 973 212 |
| OTHER INCOME FROM BANKING OPERATIONS | 1 586 109 369 | 2 114 206 150 |
| GENERAL OPERATING INCOME | 476 004 276 | 269 629 056 |
| WRITE-BACK OF DEPRECIATION | | |
| & PROVISIONS ON FIXED ASSETS | | |
| SURPLUS ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | | |
| EXCESS OF WRITE-BACKS OVER PROVISIONING | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL INCOME | 908 792 | 11 780 478 |
| INCOME FROM PREVIOUS YEARS | 395 119 744 | 220 771 620 |
| LOSS | | |
| TOTAL INCOME | 26 651 328 704 | 42 859 022 017 |

Djibouti

Opening date: December 2010

Created in 1908: BANQUE INDOSUEZ MER ROUGE (BIRM). Integrated into BOA network in 2011.

Legal form

S.A.

Capital as at 31/12/2014

Djibouti Francs (DJF) 1.5 billion

Company registration RC 195/B

Board of Directors as at 19/2/2015

Khalid MOUNTASSIR, Chairman Mohamed BENNANI Amine BOUABID Vincent de BROUWER Paul DERREUMAUX Abdelafi NADIFI BOA GROUP S.A., represented by Abderrazzak ZEBDANI NETHERLANDS DEVELOPMENT FINANCE COMPANY (FMO), represented by Bernardus ZWINKELS

Principal Shareholders as at 19/2/2015

| AFH-OCEAN INDIEN | 60.00% |
|---|--------|
| PROPARCO | 20.00% |
| NETHERLANDS DEVELOPMENT FINANCE COMPANY (FMO) | 20.00% |

Auditors

SCP J. C. COLAS — FÉLIX EMOK N'DOLO PRICEWATERHOUSECOOPERS SARL

Registered office

10, Place Lagarde - BP 88 - Djibouti DJIBOUTI Tel.: (253) 21 35 30 16 - Fax: (253) 21 35 16 38 Telex: 5543 (BF) - SWIFT: MRINDJ JD E-mail: <secretariat@boamerrouge.com>

Web site: www.bank-of-africa.net

Djibouti Branches & Counters

Agence Centrale Tel.: (253) 21 35 30 16 Fax: (253) 21 35 16 38

Aviation Tel.: (253) 21 35 35 00 Fax: (253) 21 35 35 00

Balbala Tel.: (253) 21 36 35 52 Fax: (253) 21 36 35 52

Cheik Houmed Tel.: (253) 21 35 42 59 Fax: (253) 21 35 42 59

Hassan Gouled Tel.: (253) 21 35 42 63 Fax: (253) 21 35 42 63

Plateau du Serpent Tel.: (253) 21 31 23 54 Fax: (253) 21 35 36 51

Guichet Élite Tel.: (253) 21 31 23 76 Fax: (253) 21 35 16 38



In Ethiopia Representative Office Addis Ababa

Sub City, Bole - District : 03 - Addis Ababa - ETHIOPIA Tel.: (251) 11 661 25 06 E-mail:
charepoaa@gmail.com>

| Assets | 2013 | 2014 |
|------------------------------------|----------------|----------------|
| CASH | 1 535 406 648 | 1 405 857 710 |
| INTERBANK LOANS | 49 431 182 262 | 48 762 265 571 |
| CUSTOMER LOANS | 17 539 354 049 | 17 167 546 646 |
| • PORTFOLIO OF DISCOUNTED BILLS | 1 531 112 355 | 1 195 246 271 |
| • OTHER CUSTOMER CREDIT FACILITIES | 9 859 792 537 | 12 260 779 557 |
| • ORDINARY DEBTOR ACCOUNTS | 6 148 449 157 | 3 711 520 818 |
| • FACTORING | | |
| INVESTMENT SECURITIES | | |
| FINANCIAL ASSETS | | |
| LEASING AND SIMILAR TRANSACTIONS | | |
| FINANCIAL ASSETS AT EQUITY VALUE | | 656 447 269 |
| INTANGIBLE ASSETS | 181 138 267 | 147 621 787 |
| FIXED ASSETS | 506 109 511 | 618 389 641 |
| SHAREHOLDERS & ASSOCIATES | | |
| OTHER ASSETS | 763 375 038 | 980 517 392 |
| SUNDRY ACCOUNTS | 1 766 703 163 | 3 151 119 894 |
| CONSOLIDATED GOODWILL | | |
| TOTAL ASSETS | 71 723 268 938 | 72 889 765 910 |

| Liabilities | 2013 | 2014 |
|-------------------------------------|----------------|----------------|
| INTERBANK LIABILITIES | 3 858 670 900 | 2 071 208 080 |
| CUSTOMER DEPOSITS | 60 167 354 061 | 63 160 848 086 |
| • SAVINGS DEPOSIT ACCOUNTS | 2 250 712 568 | 2 476 001 948 |
| • TIME DEPOSIT ACCOUNTS | 14 362 635 | 22 722 962 |
| • SHORT-TERM BORROWINGS | 1 487 827 328 | 1 930 364 798 |
| • OTHER DEMAND DEPOSITS | 43 315 552 939 | 47 015 929 662 |
| • OTHER TIME DEPOSIT ACCOUNTS | 13 098 898 591 | 11 715 828 716 |
| DEBT SECURITIES | | |
| OTHER LIABILITIES | 445 959 397 | 218 561 229 |
| SUNDRY ACCOUNTS | 2 165 626 233 | 2 082 575 948 |
| RESERVES FOR CONTINGENCIES & LOSSES | 51 567 224 | 51 567 224 |
| STATUTORY PROVISIONS | | |
| EARMARKED FUNDS | | |
| SUBORDINATED LOANS & SECURITIES | | |
| INVESTMENT SUBSIDIES | | |
| RESERVES FOR GENERAL BANKING RISKS | 104 298 500 | 87 312 133 |
| CAPITAL OR APPROPRIATIONS | 1 500 000 000 | 1 500 000 000 |
| SHARE PREMIUMS | | |
| RESERVES | 150 000 000 | 150 000 000 |
| RETAINED EARNINGS (+/-) | 2 266 961 097 | 3 279 792 624 |
| NET INCOME | 1 012 831 527 | 287 900 586 |
| TOTAL LIABILITIES | 71 723 268 939 | 72 889 765 910 |

| Expenses | 2013 | 2014 |
|--|---------------|---------------|
| INTEREST AND SIMILAR EXPENSES | 111 321 681 | 113 540 984 |
| • ON INTERBANK LIABILITIES | 34 081 238 | 21 590 895 |
| • ON CUSTOMER DEPOSITS | 77 240 443 | 91 950 089 |
| • ON DEBT SECURITIES | | |
| • ON SHAREHOLDERS' & ASSOCIATES' BLOCKED ACC | OUNTS | |
| AND ON SUBORDINATED DEBT | | |
| • OTHER INTEREST AND SIMILAR EXPENSES | | |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | | |
| COMMISSION | 26 519 015 | 41 358 146 |
| EXPENSES ON FINANCIAL OPERATIONS | 18 018 933 | 1 086 073 |
| OTHER BANK OPERATING EXPENSES | | |
| OPERATING OVERHEADS | 1 755 825 369 | 1 872 972 678 |
| • PERSONNEL COSTS | 936 646 561 | 978 924 445 |
| • OTHER OVERHEADS | 819 178 808 | 894 048 233 |
| DEPRECIATION AND PROVISIONS | | |
| ON FIXED ASSETS | 182 896 483 | 198 472 384 |
| DEFICIT ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | 199 590 372 | 1 573 976 108 |
| EXCESS OF PROVISIONING OVER WRITE-BACKS | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL EXPENSES | | |
| LOSSES FROM PREVIOUS YEARS | 58 401 300 | 28 194 524 |
| CORPORATE INCOME TAX | 337 610 509 | 90 304 740 |
| PROFIT | 1 012 831 527 | 287 900 586 |
| TOTAL EXPENSES | 3 703 015 189 | 4 207 806 223 |

| Income | 2013 | 2014 |
|--|---------------|---------------|
| INTEREST & SIMILAR INCOME | 2 240 861 051 | 2 725 227 934 |
| • ON INTERBANK LOANS | 942 880 862 | 1 290 967 447 |
| • ON CUSTOMER LOANS | 1 297 980 189 | 1 434 260 487 |
| • ON SUBORDINATED LOANS AND SECURITIES | | |
| • ON INVESTMENT SECURITIES | | |
| • OTHER INTEREST AND SIMILAR INCOME | | |
| INCOME FROM LEASING & SIMILAR OPERATIONS | | |
| COMMISSION | 579 948 036 | 624 009 166 |
| INCOME FROM FINANCIAL TRANSACTIONS | 728 728 416 | 760 440 303 |
| OTHER INCOME FROM BANKING OPERATIONS | 61 396 657 | 69 061 356 |
| GENERAL OPERATING INCOME | 1 727 449 | 2 817 718 |
| WRITE-BACK OF DEPRECIATION | | |
| & PROVISIONS ON FIXED ASSETS | | |
| SURPLUS ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | | |
| EXCESS OF WRITE-BACKS OVER PROVISIONING | | |
| OF GENERAL BANKING RISKS | | 16 986 367 |
| EXCEPTIONAL INCOME | 90 353 580 | 9 263 379 |
| INCOME FROM PREVIOUS YEARS | | |
| LOSS | | |
| TOTAL INCOME | 3 703 015 189 | 4 207 806 223 |

(In DJF). The DJF has a fixed exchange rate with the USD, at a rate of USD 1 = DJF 177.721. Euro 1 = DJF 216.375 at 31/12/2014.

DRC (Democratic Republic of the Congo)

Opening date: April 2010

Legal form SARL

Capital as at 31/12/2014 Congolese Francs (CDF) 19.387 million

Company registration N.R.C. Kinshasa n° KG/6823/M

Board of Directors as at 20/2/2015

Mohamed BENNANI, Chairman BOA GROUP S.A., represented by Abderrazzak ZEBDANI Vincent de BROUWER Paulin COSSI Henri LALOUX Denis POMIKALA

Principal Shareholders as at 20/2/2015

| 40.00% |
|--------|
| 25.00% |
| 20.00% |
| 15.00% |
| |

Auditor

PRICEWATERHOUSECOOPERS

Registered office

22. Avenue des Aviateurs Kinshasa-Gombe - BP 7119 Kin1 DEMOCRATIC REPUBLIC OF THE CONGO Tel.: (243) 99 300 46 00 SWIFT: AFRICDKSXXX E-mail: <infos@boa-rdc.com>

Web site: www.bank-of-africa.net

Kinshasa Branches

Agence Centrale Tel.: (243) 84 600 04 76 / 99 300 46 00 Agence Élite

Tel.: (243) 84 600 04 26 / 99 300 46 94 30 Juin

Tel.: (243) 84 600 04 74 / 99 300 46 00 Commerce

Tel.: (243) 84 600 04 53 / 99 300 46 00 Delvaux

Tel.: (243) 84 600 04 82 / 99 300 46 00

Bureau Avancé Triangle Tel.: (243) 84 600 04 80 / 99 300 46 00

Masina Tel.: (243) 84 600 04 54 / 99 300 46 00 Victoire

Tel.: (243) 84 600 05 14 / 99 300 46 00



Regional Branches

Goma Tel.: (243) 84 600 04 83 / 99 300 46 00 Lubumbashi Tel.: (243) 84 600 04 76 / 99 300 46 00

| Assets | 2013 | 2014 |
|------------------------------------|----------------|-----------------|
| CASH | 2 218 466 388 | 6 806 825 912 |
| INTERBANK LOANS | 13 746 992 664 | 13 729 032 577 |
| CUSTOMER LOANS | 48 148 315 950 | 79 660 256 501 |
| • PORTFOLIO OF DISCOUNTED BILLS | 45 352 306 289 | 72 707 409 252 |
| • OTHER CUSTOMER CREDIT FACILITIES | | |
| • ORDINARY DEBTOR ACCOUNTS | 2 796 009 661 | 6 952 847 250 |
| • FACTORING | | |
| INVESTMENT SECURITIES | | |
| FINANCIAL ASSETS | | |
| LEASING AND SIMILAR TRANSACTIONS | | |
| FINANCIAL ASSETS AT EQUITY VALUE | 185 664 676 | 199 503 131 |
| INTANGIBLE ASSETS | 163 651 661 | 205 369 329 |
| FIXED ASSETS | 10 174 541 451 | 10 692 390 356 |
| SHAREHOLDERS & ASSOCIATES | | |
| OTHER ASSETS | 642 399 430 | 1 400 811 943 |
| SUNDRY ACCOUNTS | 7 269 064 015 | 2 349 853 309 |
| CONSOLIDATED GOODWILL | | |
| TOTAL ASSETS | 82 549 096 235 | 115 044 043 058 |

| Liabilities | 2013 | 2014 |
|-------------------------------------|----------------|-----------------|
| INTERBANK LIABILITIES | 38 268 630 931 | 32 862 600 058 |
| CUSTOMER DEPOSITS | 30 513 483 480 | 59 891 272 350 |
| • SAVINGS DEPOSIT ACCOUNTS | 6 640 193 132 | 9 405 944 044 |
| • TIME DEPOSIT ACCOUNTS | | |
| • SHORT-TERM BORROWINGS | | |
| • OTHER DEMAND DEPOSITS | 17 152 758 789 | 22 859 768 216 |
| • OTHER TIME DEPOSIT ACCOUNTS | 6 720 531 559 | 27 625 560 090 |
| DEBT SECURITIES | | |
| OTHER LIABILITIES | 696 896 103 | 1 543 998 187 |
| SUNDRY ACCOUNTS | 2 435 369 144 | 2 103 140 605 |
| RESERVES FOR CONTINGENCIES & LOSSES | | 67 000 000 |
| STATUTORY PROVISIONS | 3 390 000 003 | 3 323 000 002 |
| EARMARKED FUNDS | | |
| SUBORDINATED LOANS & SECURITIES | | 2 775 000 000 |
| INVESTMENT SUBSIDIES | | |
| RESERVES FOR GENERAL BANKING RISKS | 420 247 762 | 760 259 484 |
| CAPITAL OR APPROPRIATIONS | 14 775 000 000 | 19 387 273 661 |
| SHARE PREMIUMS | | |
| RESERVES | | |
| REVALUATION DIFFERENCES | 1 120 292 170 | 1 120 292 170 |
| RETAINED EARNINGS (+/-) | -8 029 120 688 | -9 070 823 359 |
| NET INCOME | -1 041 702 671 | 280 999 900 |
| TOTAL LIABILITIES | 82 549 096 235 | 115 044 043 058 |

| Expenses | 2013 | 2014 |
|---|---------------|----------------|
| INTEREST AND SIMILAR EXPENSES | 1 276 740 352 | 2 222 379 621 |
| • ON INTERBANK LIABILITIES | 966 879 642 | 940 678 318 |
| • ON CUSTOMER DEPOSITS | 309 139 160 | 1 281 701 303 |
| • ON DEBT SECURITIES | | |
| • ON SHAREHOLDERS' & ASSOCIATES' BLOCKED ACCO | UNTS | |
| AND ON SUBORDINATED DEBT | | |
| • OTHER INTEREST AND SIMILAR EXPENSES | 721 550 | |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | | |
| COMMISSION | 226 957 396 | 415 270 008 |
| EXPENSES ON FINANCIAL OPERATIONS | 4 838 432 | 972 897 439 |
| OTHER BANK OPERATING EXPENSES | | |
| OPERATING OVERHEADS | 6 373 437 538 | 8 624 285 501 |
| PERSONNEL COSTS | 2 755 933 299 | 3 817 468 574 |
| • OTHER OVERHEADS | 3 617 504 239 | 4 806 816 927 |
| DEPRECIATION AND PROVISIONS | | |
| ON FIXED ASSETS | 1 212 794 639 | 1 161 700 642 |
| DEFICIT ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | 390 071 990 | 1 110 400 207 |
| EXCESS OF PROVISIONING OVER WRITE-BACKS | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL EXPENSES | 41 000 269 | 321 050 565 |
| LOSSES FROM PREVIOUS YEARS | | |
| CORPORATE INCOME TAX | 3 558 591 | 236 731 452 |
| PROFIT | | 280 999 900 |
| TOTAL EXPENSES | 9 529 399 207 | 15 345 715 335 |

| Income | 2013 | 2014 |
|--|---------------|----------------|
| INTEREST & SIMILAR INCOME | 4 861 892 221 | 8 419 427 026 |
| • ON INTERBANK LOANS | 118 706 989 | 59 945 884 |
| • ON CUSTOMER LOANS | 4 728 214 350 | 8 347 327 831 |
| • ON SUBORDINATED LOANS AND SECURITIES | | |
| • ON INVESTMENT SECURITIES | | |
| • OTHER INTEREST AND SIMILAR INCOME | 14 970 881 | 12 153 311 |
| INCOME FROM LEASING & SIMILAR OPERATIONS | | |
| COMMISSION | 2 481 813 799 | 3 543 024 767 |
| INCOME FROM FINANCIAL TRANSACTIONS | 551 244 608 | 2 091 234 865 |
| OTHER INCOME FROM BANKING OPERATIONS | 451 255 863 | 753 611 130 |
| GENERAL OPERATING INCOME | | 79 517 003 |
| WRITE-BACK OF DEPRECIATION | | |
| & PROVISIONS ON FIXED ASSETS | | |
| SURPLUS ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | 135 362 160 | 363 233 072 |
| EXCESS OF WRITE-BACKS OVER PROVISIONING | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL INCOME | 6 127 885 | 95 667 472 |
| INCOME FROM PREVIOUS YEARS | | |
| LOSS | 1 041 702 671 | |
| TOTAL INCOME | 9 529 399 207 | 15 345 715 335 |

Ghana

Opening date: December 2011

Created in 1999: AMALBANK. Integrated into BOA network in 2011.

Legal form Limited Liability Company

Capital as at 31/12/2014

Ghana Cedis (GHS) 100.96 million

Company registration C-74,833

Board of Directors as at 31/12/2014

Stephan ATA, Chairman Mohamed BENNANI Kobby ANDAH Dr. Patrick ATA Abdelkabir BENNANI Amine BOUABID Vincent de BROUWER John KLINOGO Nana OWUSU-AFARI

Principal Shareholders as at 31/12/2014

| BOA WEST AFRICA | 93.49% |
|----------------------------|--------|
| ESTATE OF DR. H. O. K. ATA | 4.44% |
| NANA OWUSU-AFARI | 1.30% |
| OTHER SHAREHOLDERS | 0.77% |

Auditor

ERNST & YOUNG

Registered office

C131/3, Farrar Avenue - Adabraka P. O. Box C1541 - Cantonments - Accra - GHANA Tel.: (233) 302 24 9690 Fax: (233) 302 24 9697 E-mail: <enquiries@boaghana.com>

Web site: www.boaghana.com

Business Centre

Ridge Business Centre Tel.: (233) 302 242 100 / 243 488 Fax: (233) 302 243 406

Accra Branches

Accra Central Tel.: (233) 302 674 484 / 86 Fax: (233) 302 674 487

Elite Banking Tel.: (233) 302 249 690 Fax: (233) 302 249 697 Abossey Okai

Tel.: (233) 302 685 225 / 6 Fax: (233) 302 685 239

Dansoman Tel.: (233) 302 312 840 / 1 Fax: (233) 302 312 847

East Legon Tel.: (233) 302 520 453 - 5 / 302 520 460 Fax: (233) 302 520 457

Farrar Avenue Tel.: (233) 302 249 690 Fax: (233) 302 249 697

Kwashieman Tel.: (233) 302 420 045 / 6 Fax: (233) 302 420 049

Maamobi Tel.: (233) 302 237 144 / 235 644 / 236 394 Fax: (233) 302 237 132

Madina Tel.: (233) 302 522 072 / 3 Fax: (233) 302 522 216

Michel Camp Tel.: (233) 303 300 770 / 300 740

Fax: (233) 303 300 742

New Town Tel.: (233) 302 243 310 / 243 332 / 243 306 Fax: (233) 302 243 321

Osu

Tel.: (233) 302 769 588 / 769 518 Fax: (233) 302 769 856

Spintex

Tel.: (233) 302 816 840 / 1 Fax: (233) 302 816 847

Tema

Tel.: (233) 303 207976 / 022 207 960 Fax: (233) 303 207 981



Regional Branches

Adum Tel.: (233) 3220 491 12 / 3 Fax: (233) 3220 491 19

Amakom Tel.: (233) 3220 344 07 / 363 12 Fax: (233) 3220 342 41

Kejetia Tel.: (233) 3220 46100 / 0500153000

Takoradi Tel.: (233) 3120 232 00 Fax: (233) 3120 246 17

Tamale Tel.: (233) 3720 270 12 / 270 13 Fax: (233) 3720 270 15

| Assets | 2014 | 2013 | Liabilities | 2014 | 2013 |
|--|----------------|-------------|---------------------------|-------------|-------------|
| CASH AND BALANCES WITH CENTRAL BANK | 72 853 855 | 60 888 701 | CUSTOMER DEPOSITS | 548 160 852 | 406 151 243 |
| GOVERNMENT SECURITIES | 197 693 658 | 139 986 889 | INTERBANK LIABILITIES | 218 047 552 | 110 631 673 |
| DERIVATIVE FINANCIAL ASSETS HELD FOR TRADING | 1 124 194 | | LONG TERM BORROWINGS | | |
| DEPOSITS AND BALANCES DUE FROM BANKING INSTITUTION | IS 233 620 371 | 58 864 903 | OTHER LIABILITIES | 45 621 023 | 33 531 839 |
| OTHER INVESTMENTS | | | TOTAL LIABILITIES | 811 829 427 | 550 314 755 |
| | 000 540 441 | 000 700 540 | | | |
| LOANS AND ADVANCES TO CUSTOMERS | 338 549 441 | 338 732 549 | SHARE CAPITAL | 100 960 828 | 100 960 828 |
| CURRENT INCOME TAX | 756 818 | 960 303 | STATUTORY PROVISIONS | 23 134 028 | 8 858 392 |
| PROPERTY AND EQUIPMENT | 16 123 824 | 10 285 793 | RETAINED EARNINGS (+/-) | -48 988 807 | -54 834 101 |
| DEFERRED INCOME TAX | 2 815 832 | 25 384 | CREDIT RISK RESERVE | 35 460 927 | 27 661 656 |
| OTHER ASSETS | 58 858 410 | 23 217 008 | TOTAL SHAREHOLDERS EQUITY | 110 566 976 | 82 646 775 |
| TOTAL ASSETS | 922 396 403 | 632 961 530 | TOTAL LIABILITIES | 922 396 403 | 632 961 530 |

| Income statement | 2014 | 2013 |
|---|-------------|-------------|
| INTEREST INCOME | 88 030 141 | 80 391 541 |
| INTEREST EXPENSE | -30 713 163 | -48 060 960 |
| NET INTEREST INCOME | 57 316 978 | 32 330 581 |
| FEE AND COMMISSION INCOME | 14 895 207 | 11 948 590 |
| FEE AND COMMISSION EXPENSE | -979 123 | -696 883 |
| NET FEE AND COMMISSION INCOME | 13 916 084 | 11 251 707 |
| OTHER INCOME | 20 665 507 | 13 656 391 |
| OPERATING INCOME | 91 898 569 | 57 238 679 |
| OPERATING EXPENSES | -51 021 754 | -40 936 833 |
| IMPAIRMENT CHARGES ON LOANS AND ADVANCES | -13 074 043 | -18 884 032 |
| PROFIT BEFORE INCOME TAX | 27 802 772 | -2 582 186 |
| NATIONAL FISCAL STABILIZATION LEVY | -1 390 138 | |
| INCOME TAX EXPENSE | 2 138 637 | -273 480 |
| NET INCOME FOR THE YEAR | 28 551 271 | -2 855 666 |
| (NET LOSS)/ GAIN ON AVAILABLE-FOR-SALE INVESTMENTS (NET OF TAXES) | -631 070 | 229 926 |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX | 27 920 201 | -2 625 740 |

Kenya

Opening date: July 2004

Created in 1981: BANQUE INDOSUEZ Kenyan Branch > CREDIT AGRICOLE—INDOSUEZ > CALYON. Incorporated under Kenyan law, integrated as a subsidiary into BOA network in 2004.

Legal form

Limited Company

Capital as at 31/12/2014

Kenyan Shillings (KES) 5.276 billion

Company registration

105918

Board of Directors as at 19/2/2015

Ambassador Dennis AWORI, Chairman Mohamed BENNANI Abdelkabir BENNANI Amine BOUABID Vincent de BROUWER Anis KADDOURI Susan KASINGA Dr. Monica J. KERRETTS-MAKAU Eunice MBOGO Alexandre RANDRIANASOLO Bernardus ZWINKELS

Principal Shareholders as at 19/2/2015

BANK OF AFRICA IN BENIN 31.34% NETHERLANDS DEVELOPMENT FINANCE COMPANY (FMO) 15.80% AFH-OCEAN INDIEN 14.01% BANK OF AFRICA IN MADAGASCAR 11.65% BANK OF AFRICA IN CÔTE D'IVOIRE 11.00% 10.00% BOA GROUP S.A. BANK OF AFRICA IN DJIBOUTI 4.25% AGORA S.A. 1.95%

Auditor

PRICEWATERHOUSECOOPERS

Registered office

Reinsurance Plaza - Taifa Road P.O. Box 69562 - 00400 - Nairobi - KENYA Tel.: (254) (254) 20 327 5000 / 221 11 75 Fax: (254) 20 221 1477 E-mail: <yoursay@boakenya.com>

Web site: www.boakenya.com

Business Centres

Sameer Business Park Nairobi Tel.: (254) 20 327 5000 / 585 / 675 / 0771 390142

Mombasa Business Centre Mombassa Tel.: (254) 20 327 5000 / 100 / 110 / 041 231 5816 / 0733 315818

Nairobi Branches

Embakasi Tel.: (254) 20 327 5000 / 5429 / 5430 / 0771 917762

Galleria Tel.: (254) 20 327 5000 / 5315 / 5316 / 208 5366

Gateway Mall Tel.: (254) 20 327 5000 / 655 / 2326811 / 8156961

Gikomba Tel.: (254) 20 327 5000 / 5336

Githurai Tel.: (254) 20 327 5000 / 357 / 359 / 0770 219808

Greenspan Tel.: (254) 20 327 5000 / 143 /144 / 0773 245317

Kenyatta Avenue Tel.: (254) 20 327 5000 / 288 / 289 / 0770 325576 Kitenaela

Tel.: (254) 20 327 5000 / 505 / 502 / 0773 133283

Lunga Lunga Tel.: (254) 20 327 5000 / 153 / 155 / 0702 420403

Monrovia Street Tel.: (254) 20 327 5000 / 279 / 3316 500 / 501 Nairobi

Tel.: (254) 20 327 5000 / 319 / 363 / 329 / 0724 255340

Ngong Road Tel.: 254 (20) 327 5000 / 411 / 262 6152

Ongata Rongai Tel.: (254) 20 337 5000 / 345 / 348 / 0729 413046 / 2145879

River Road Tel.: ((254) 20 327 5000 / 290 / 406 / 0773 468678

Ruaraka Tel.: (254) 20 327 5000 / 605 / 321 / 2636569

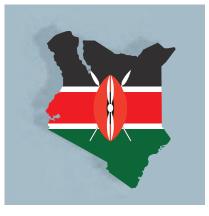
Sameer Business Park Tel.: (254) 20 327 5000 / 342 / 343 / 0771 390147 Thika

Tel.: (254) 20 327 5000 / 615 / 616 / 067 20180 / 1 / 232 3339

Uhuru Highway Tel.: (254) 20 327 5000 / 262 / 420 / 2636573

Upper Hill Tel.: (254) 20 327 5000 / 449 / 448 / 0773 254645

Westlands Tel.: (254) 20 327 5000 / 272 / 275 / 808 6531 / 2100633



Regional Branches

Bungoma Tel.: (254) 20 3275 5000 / 665 / 662 / 055 2030140 / 055 2030076

Changamwe Tel.: (254) 20 327 5000 / 655 / 652 / 2326811 / 8156961 / 041 3430018

Eldoret Tel.: (254) 20 327 5000 / 630 / 635 / 2118474

Embu Tel.: (254) 20 327 5000 / 375 / 377 / 0771 462664 Kericho

Tel.: (254) 20 327 5000 / 650 / 649 / 2327592

Kisii Tel.: (254) 20 327 5000 / 677 / 683 / 678 / 058 2030321 / 2031434

Kisumu Tel.: (254) 20 327 5000 / 600 / 604 / 057 2020728 / 30 / 0773 338339

Kitale Tel.: (254) 20 327 5000 / 682 / 676

Meru Tel.: (254) 20 327 5000 / 687 / 690 / 064 3132891

Mombassa Moi Avenue Tel.: (254) 20 327 5000 / 338 / 347 / 341 / 0711 983342

Nakuru Tel.: (254) 20 327 5000 / 622/ 623 / 051 2217213

Nanyuki Tel.: (254) 20 327 5000 / 444 / 446 / 020 2584977 Nyali

Tel.: (254) 20 327 5000 / 442 / 441 / 267 8957

| Assets | 2014 | 2013 | Liabilities | 2014 | 2013 |
|---|-------------|------------|------------------------------|------------|------------|
| CASH AND BALANCES WITH CENTRAL BANK | 5 941 665 | 3 426 349 | CUSTOMER DEPOSITS | 41 670 812 | 36 740 085 |
| GOVERNMENT SECURITIES | 7 226 123 | 9 526 540 | INTERBANK LIABILITIES | 626 453 | 1 497 759 |
| DEPOSITS AND BALANCES DUE FROM BANKING INSTITUTIONS | 5 2 948 045 | 4 578 874 | LONG TERM BORROWINGS | 4 150 013 | 2 999 840 |
| AMOUNTS DUE FROM GROUP BANKS | 3 849 117 | 1 355 404 | AMOUNTS DUE FROM GROUP BANKS | 7 402 067 | 4 374 262 |
| | 5 047 117 | 1 222 404 | CURRENT INCOME TAX | | 83 979 |
| INVESTMENTS | 1 610 288 | 1 226 530 | OTHER LIABILITIES | 449 087 | 448 214 |
| LOANS AND ADVANCES TO CUSTOMERS | 38 463 876 | 31 091 347 | TOTAL LIABILITIES | 54 298 432 | 46 144 139 |
| CURRENT INCOME TAX | 141 197 | | | | |
| FIXED ASSETS | 854 791 | 669 578 | SHARE CAPITAL | 5 275 991 | 4 167 663 |
| | | | SHARE PREMIUMS | 1 409 104 | 758 515 |
| INTANGIBLE ASSETS | 74 131 | 72 365 | STATUTORY PROVISIONS | 347 356 | 91 932 |
| DEFERRED INCOME TAX | 158 689 | 54 348 | RETAINED EARNINGS (+/-) | 880 758 | 992 071 |
| LEASING | | | DIVIDENDS | | 528 979 |
| OTHER ASSETS | 943 719 | 681 964 | TOTAL SHAREHOLDERS EQUITY | 7 913 209 | 6 539 160 |
| TOTAL ASSETS | 62 211 641 | 52 683 299 | TOTAL LIABILITIES | 62 211 641 | 52 683 299 |

| Income statement | 2014 | 2013 |
|--|------------|------------|
| INTEREST INCOME | 5 462 685 | 5 243 846 |
| INTEREST EXPENSE | -3 157 464 | -3 108 995 |
| NET INTEREST INCOME | 2 305 221 | 2 134 851 |
| FEE AND COMMISSION INCOME | 704 731 | 678 142 |
| FEE AND COMMISSION EXPENSE | -23 932 | -21 977 |
| NET FEE AND COMMISSION INCOME | 680 799 | 656 165 |
| FOREIGN EXCHANGE INCOME | 198 815 | 190 781 |
| OTHER INCOME | 8 751 | 166 940 |
| OPERATING INCOME | 3 193 586 | 3 148 737 |
| OPERATING EXPENSES | -2 639 073 | -2 037 747 |
| IMPAIRMENT CHARGES ON LOANS AND ADVANCES | -389 125 | -131 786 |
| ACQUISITION SURPLUS VALUE | | |
| SHARE OF INCOME OF ASSOCIATES | 38 278 | 49 100 |
| CAPITAL GAINS ON DISPOSAL OF ASSETS | | |
| PROFIT BEFORE INCOME TAX | 203 666 | 1 028 304 |
| INCOME TAX EXPENSE | -59 555 | -272 619 |
| NET INCOME | 144 111 | 755 685 |

Madagascar

Opening date: November 1999

Created in 1989: BANKIN'NY TANTSAHA MPAMOKATRA (BTM) / National Bank for Rural Development. Integrated into BOA network in 1999.

Legal form

S.A.

Capital as at 31/12/2014 Ariary (MGA) 45.510 billion

Company registration

99B839

Board of Directors as at 24/4/2015

Alphonse RALISON, Chairman Mohamed BENNANI BANK OF AFRICA in Bénin, represented by Driss BENJELLOUN BOA GROUP S.A., represented by Mor FALL Amine BOUABID Paulin Laurent COSSI ÉTAT MALGACHE, represented by Pierre Jean FENO Jean-François MONTEIL Alexandre RANDRIANASOLO NETHERLANDS DEVELOPMENT FINANCE COMPANY (FMO), represented by Ben ZWINKELS Abderrazzak ZEBDANI

Principal Shareholders as at 24/4/2015

| AFH-OCEAN INDIEN | 41. 26 % |
|--|-----------------|
| INTERNATIONAL FINANCE CORPORATION (SFI) | 10.40% |
| NETHERLANDS DEVELOPMENT FINANCE COMPANYT (FMO) | 9 .45% |
| PROPARCO | 4.40% |
| MALGACHE PRIVATE SHAREHOLDERS | 24.83% |
| MALGACHE STATE | 9.37% |
| OTHER SHAREHOLDERS | 0.29% |

Auditors

MAZARS FIVOARANA PRICEWATERHOUSECOOPERS SARL

Registered office

2, Place de l'Indépendance BP 183 Antananarivo 101 - MADAGASCAR Tel.: (261) 20 22 391 00 Fax: (261) 20 22 294 08 SWIFT: AFRIMGMG E-mail:
sbaa@baa.mg>

Web site: www.boa.mg

Business Centre

Immeuble ASSIST, Ivandry - Antananarivo

Antananarivo Branches

AGENCE CENTRALE AGENCE B AGENCE ÉLITE AMBANIDIA AMBOHIMANARINA AMPANDRANA ANDRAVOAHANGY ANDREFAN'AMBOHIJANAHARY ANKAZOMANGA ANKORONDRANO ANOSIZATO ITAOSY IVANDRY IVATO (Change Aéroport) MAHAZO SABOTSY NAMEHANA SOARANO TALATAMATY TANJOMBATO TSIMBAZAZA 67 HECTARES (67 Ha)

Regional Branches

AMBALAVAO AMBANJA AMBATOLAMPY AMBATONDRAZAKA AMBILOBE AMBODIFOTATRA (SAINTE MARIE) AMBOHIMAHASOA AMBOSITRA AMBOVOMBE AMPARAFARAVOLA ANDAPA ANDRAMASINA ANJOZOROBE ANKAZOBE ANTALAHA ANTSIRABE ANTSIRANANA ANTSOHIHY ARIVONIMAMO BRICKAVILLE FARAFANGANA FARATSIHO FENERIVE EST FIANARANTSOA IHOSY IMERINTSIATOSIKA MAHAJANGA MAHANORO MAHAZOARIVO (ANTSIRABE)



MAHITSY MAEVATANANA MAINTIRANO MAMPIKONY MANAKARA MANANARA NORD MANANJARY MANDRITSARA MANJAKANDRIANA MAROANTSETRA MAROVOAY MIANDRIVAZO MIARINARIVO MORAMANGA MOROMBE MORONDAVA NOSY-BE PORT-BERGE SAKARAHA SAMBAVA SANFILY (TOLIARY) TANAMBAO (ANTSIRANANA) TANAMBE TOAMASINA AUGAGNEUR TOAMASINA COMMERCE TOAMASINA MANGARIVOTRA TOLAGNARO TOLIARY TSARAMANDROSO (MAHAJANGA) **TSIROANOMANDIDY** VANGAINDRANO VOHEMAR

| Assets | 2013 | 2014 |
|------------------------------------|-------------------|-------------------|
| CASH | 68 346 161 646 | 69 433 094 418 |
| INTERBANK LOANS | 572 800 546 701 | 600 903 772 405 |
| CUSTOMER LOANS | 696 408 135 512 | 811 610 701 693 |
| • PORTFOLIO OF DISCOUNTED BILLS | 49 065 536 138 | 59 052 852 654 |
| • OTHER CUSTOMER CREDIT FACILITIES | 494 774 671 210 | 596 346 961 080 |
| • ORDINARY DEBTOR ACCOUNTS | 152 567 928 164 | 156 210 887 958 |
| • FACTORING | | |
| INVESTMENT SECURITIES | | |
| FINANCIAL ASSETS | 23 256 649 857 | 30 878 975 193 |
| LEASING AND SIMILAR TRANSACTIONS | 448 251 279 | 79 307 581 |
| FINANCIAL ASSETS AT EQUITY VALUE | | |
| INTANGIBLE ASSETS | 4 800 713 766 | 4 457 983 662 |
| FIXED ASSETS | 57 537 890 807 | 57 022 812 644 |
| SHAREHOLDERS & ASSOCIATES | | |
| OTHER ASSETS | 56 926 932 500 | 73 189 002 645 |
| SUNDRY ACCOUNTS | 1 866 712 452 | 2 644 462 452 |
| CONSOLIDATED GOODWILL | | |
| TOTAL ASSETS | 1 482 391 994 520 | 1 650 220 112 693 |

| Liabilities | 2013 | 2014 |
|-------------------------------------|-------------------|-------------------|
| INTERBANK LIABILITIES | 33 289 897 114 | 55 607 865 682 |
| CUSTOMER DEPOSITS | 1 205 748 053 664 | 1 295 862 813 887 |
| • SAVINGS DEPOSIT ACCOUNTS | 341 339 763 023 | 400 960 267 158 |
| • TIME DEPOSIT ACCOUNTS | | |
| • SHORT-TERM BORROWINGS | 17 671 979 862 | 25 269 005 278 |
| • OTHER DEMAND DEPOSITS | 586 808 111 084 | 605 114 509 919 |
| • OTHER TIME DEPOSIT ACCOUNTS | 259 928 199 696 | 264 519 031 533 |
| DEBT SECURITIES | | |
| OTHER LIABILITIES | 38 005 179 034 | 44 486 023 532 |
| SUNDRY ACCOUNTS | 39 441 919 636 | 49 204 771 683 |
| RESERVES FOR CONTINGENCIES & LOSSES | 7 336 649 560 | 7 884 031 278 |
| STATUTORY PROVISIONS | | |
| EARMARKED FUNDS | 1 469 092 411 | 1 320 250 531 |
| SUBORDINATED LOANS & SECURITIES | | |
| INVESTMENT SUBSIDIES | | |
| RESERVES FOR GENERAL BANKING RISKS | | |
| CAPITAL OR APPROPRIATIONS | 45 509 740 000 | 45 509 740 000 |
| SHARE PREMIUMS | 25 642 392 144 | 25 642 392 144 |
| RESERVES | 45 656 721 147 | 49 301 621 506 |
| RETAINED EARNINGS (+/-) | 15 993 014 083 | 19 481 468 817 |
| NET INCOME | 24 299 335 727 | 55 919 133 633 |
| TOTAL LIABILITIES | 1 482 391 994 520 | 1 650 220 112 693 |

| Expenses | 2013 | 2014 |
|--|-----------------|-----------------|
| INTEREST AND SIMILAR EXPENSES | 36 960 266 451 | 31 502 660 857 |
| • ON INTERBANK LIABILITIES | 10 141 579 048 | 2 300 910 032 |
| • ON CUSTOMER DEPOSITS | 26 818 687 403 | 29 201 750 825 |
| • ON DEBT SECURITIES | | |
| • ON SHAREHOLDERS' & ASSOCIATES' BLOCKED | ACCOUNTS | |
| AND ON SUBORDINATED DEBT | | |
| • OTHER INTEREST AND SIMILAR EXPENSES | | |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | 1 200 840 604 | 454 890 596 |
| COMMISSION | 1 270 336 138 | 1 841 692 585 |
| EXPENSES ON FINANCIAL OPERATIONS | 6 893 799 726 | 6 831 764 061 |
| OTHER BANK OPERATING EXPENSES | | |
| OPERATING OVERHEADS | 73 907 203 457 | 79 636 329 734 |
| PERSONNEL COSTS | 31 925 000 605 | 36 448 543 947 |
| • OTHER OVERHEADS | 41 982 202 852 | 43 187 785 787 |
| DEPRECIATION AND PROVISIONS | | |
| ON FIXED ASSETS | 12 967 309 362 | 11 796 861 069 |
| DEFICIT ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | 1 188 511 110 | |
| EXCESS OF PROVISIONING OVER WRITE-BACKS | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL EXPENSES | 3 600 478 001 | 324 608 585 |
| LOSSES FROM PREVIOUS YEARS | | |
| CORPORATE INCOME TAX | 7 068 083 044 | 14 401 408 636 |
| PROFIT | 24 299 335 727 | 55 919 133 633 |
| TOTAL EXPENSES | 169 356 163 620 | 202 709 349 756 |

| Income | 2013 | 2014 |
|--|-----------------|-----------------|
| INTEREST & SIMILAR INCOME | 106 606 181 283 | 121 762 819 481 |
| • ON INTERBANK LOANS | 25 467 407 210 | 25 628 545 477 |
| • ON CUSTOMER LOANS | 81 138 774 073 | 96 134 274 004 |
| • ON SUBORDINATED LOANS AND SECURITIES | | |
| • ON INVESTMENT SECURITIES | | |
| • OTHER INTEREST AND SIMILAR INCOME | | |
| INCOME FROM LEASING & SIMILAR OPERATIONS | | |
| COMMISSION | 40 870 843 363 | 42 579 351 665 |
| INCOME FROM FINANCIAL TRANSACTIONS | 15 462 184 088 | 23 377 768 724 |
| OTHER INCOME FROM BANKING OPERATIONS | 500 642 027 | 720 080 864 |
| GENERAL OPERATING INCOME | 798 216 486 | 712 395 376 |
| WRITE-BACK OF DEPRECIATION | | |
| & PROVISIONS ON FIXED ASSETS | 1 986 414 109 | |
| SURPLUS ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | | 10 786 264 830 |
| EXCESS OF WRITE-BACKS OVER PROVISIONING | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL INCOME | 3 131 682 263 | 2 770 668 817 |
| INCOME FROM PREVIOUS YEARS | | |
| LOSS | | |
| TOTAL INCOME | 169 356 163 620 | 202 709 349 756 |

Mali

Opening date: December 1983

Legal form S.A. with Board of Directors

Capital as at 31/12/2014 CFAF 8.3 billion

Company registration RC : MB.Bko.2004.B.2482

Board of Directors as at 13/3/2015

Paul DERREUMAUX, Chairman Mohamed BENNANI Amine BOUABID Hachem BOUGHALEB Mor FALL Mamadou KA Serge KAPNIST Oumar KOUMA Mamadou MAIGA Léon NAKA Ernest RICHARD Abderrazzak ZEBDANI

Principal Shareholders as at 13/3/2015

| BOA WEST AFRICA | 76.14% |
|-------------------------|--------|
| ATTICA S.A. | 2.56% |
| BANK OF AFRICA IN BENIN | 0.05% |
| NATIONAL SHAREHOLDERS | 18.46% |
| OTHER SHAREHOLDERS | 2.79% |

Auditors

SARECI-SARL EGCC INTERNATIONAL SARL / GHA-EXCO

Registered office

418, Avenue de la Marne - BP 2249 - Bamako - MALI Tel.: (223) 20 70 05 00 - Fax: (223) 20 70 05 60 Telex: 2581 - SWIFT: AFRIMLBAXXX E-mail: <information@boamali.com>

Web site: www.boamali.com

Business Centre Head Office: 418, Avenue de la Marne - BP 2249 - Bamako Tel.: (223) 20 70 05 00 - Fax: (223) 20 70 05 60

Bamako Branches

Agence Principale Tel.: (223) 20 70 05 00 - Fax: (223) 20 70 05 60

Agence Élite Tel.: (223) 20 70 05 18

ACI 2000 Tel.: (223) 20 70 05 43 - Fax: (223) 20 70 05 44

Baco Djicoroni Tel.: (223) 20 70 05 29 - Fax: (223) 20 70 05 30

Badalabougou Tel.: (223) 20 22 65 75 - Fax: (223) 20 70 05 64

Dibida Tel.: (223) 20 70 05 36 - Fax: (223) 20 70 05 37 Faladiè

Tel.: (223) 20 70 05 41 - Fax: (223) 20 70 05 42

Grand Marché

Tel.: (223) 20 70 05 49 - Fax: (223) 20 70 05 81 Hamdallaye

Tel.: (223) 20 70 05 84 - Fax: (223) 20 70 05 85 Hippodrome

Tel.: (223) 20 70 05 94 - Fax: (223) 20 70 05 93 Magnabougou

Tel.: (223) 20 70 05 35 - Fax: (223) 20 70 05 72 Marché de Médine

Tel.: (223) 20 70 05 69 - Fax: (223) 20 70 05 70

Route de l'Aéroport Tel.: (223) 20 70 05 33 - Fax: (223) 20 70 05 34 Sébénikoro

Tel.: (223) 20 70 05 48 - Fax: (223) 20 70 05 49 Zone Industrielle

Tel.: (223) 20 70 05 22 - Fax: (223) 20 70 05 40

Regional Branches

Bougouni Tel.: (223) 20 70 05 72 - Fax: (223) 20 70 05 99 Gao Tel.: (223) 21 78 43 00 Kayes Tel.: (223) 20 70 05 77 - Fax: (223) 20 70 05 78 Koulikoro Tel.: (223) 20 70 05 71 - Fax: (223) 20 70 05 67 Koutiala Tel.: (223) 20 70 05 75 - Fax: (223) 20 70 05 76 Mopti Tel.: (223) 20 70 05 95 - Fax: (223) 20 70 05 96 Nioro Tel.: (223) 20 70 05 88 - Fax: (223) 20 70 05 89 Ségou Tel.: (223) 20 70 05 86 - Fax: (223) 20 70 05 87 Sikasso Tel.: (223) 20 70 05 74 - Fax: (223) 20 70 05 73 Tombouctou Tel.: (223) 21 79 14 56 Niono

Tel.: (223) 21 35 26 41

Local Branches

Diema Carrefour de Diéma, sur la route Bamako Kenjeba

Hôtel Falémé E-mail:
bur.kenieba@boamali.com>

Koulouba Route de Kati E-mail: <bur.koulouba@boamali.com>

Koutiala Tel.: (223) 20 70 05 75 - Fax: (223) 20 70 05 76

Morila Attached to the Sikasso Branch Tel.: (223) 20 70 05 83 - Fax: (223) 20 70 05 82

Sadiola Attached to the Kayes Branch Tel.: (223) 20 70 05 80 - Fax: (223) 20 70 05 79 Sevaré

Tel.: (223) 20 70 05 13 - Fax: (223) 20 70 05 19



Sikasso Médine Tel.: (223) 21 62 10 14

Sotuba II Route de Sotuba E-mail: <bur.sotuba@boamali.com>

Offices at Service Stations

Baco Djicoroni Station TOTAL - Commune V - Route de Kalabankoro Bamako - Attached to the Baco Djicoroni Branch

Banankabougou Station TOTAL - Commune VI - Virage de Banankabougou Bamako - Attached to the Faladiè Branch

Quartier du Fleuve Station SHELL - Square Patrice Lumumba Quartier du Fleuve - Bamako

Faso Kanu Station SMC - Magnambougou Face à l'Institut de Géographie du Mali - Bamako

Kalabankoro Station TOTAL - Commune V - Kalabankoro marché - Bamako Attached to the Baco Djicoroni Branch

Lafiabougou Station TOTAL - Commune IV - Lafiabougou - Bamako Attached to the Hamdallaye Branch

Médine Station TOTAL - Commune II - Avenue Al Quods - Bamako Route de Koulikoro - Attached to the Hippodrome Branch

Missabougou Station TOTAL - Commune VI - Route du 3º Pont - Bamako Attached to the Faladiè Branch

Niaréla Station TOTAL - Commune II - Niaréla, Route de Sotuba Bamako - Attached to the Zone Industrielle Branch

Place Can Station TOTAL - Commune IV - Hamdallaye ACI 2000 Bamako - Face Place CAN Attached to the Hamdallaye Branch

Pont Richard Station TOTAL - Hamdallaye, près du Pont Richard - Bamako Attached to the Hamdallaye Branch

Ségou Station TOTAL - Avenue de l'An 2000 - Ségou

Séribala Station SIYAF - Seribala

Sotuba Station TOTAL - Commune I - Route de Sotuba - Bamako Woyanko Face pont de Sébénicoro - Bamako

Annual Report 2014 29 BANK OF AFRICA Group

| Assets | 2013 | 2014 |
|------------------------------------|-----------------|-----------------|
| CASH | 6 058 106 922 | 7 840 491 063 |
| INTERBANK LOANS | 55 433 131 470 | 62 541 663 560 |
| CUSTOMER LOANS | 181 764 255 419 | 222 600 844 244 |
| • PORTFOLIO OF DISCOUNTED BILLS | 14 788 791 275 | 24 889 131 834 |
| • OTHER CUSTOMER CREDIT FACILITIES | 131 546 352 687 | 159 530 781 664 |
| • ORDINARY DEBTOR ACCOUNTS | 35 429 111 457 | 38 180 930 746 |
| • FACTORING | | |
| INVESTMENT SECURITIES | 42 528 267 750 | 166 854 122 916 |
| FINANCIAL ASSETS | 1 864 566 466 | 1 784 756 007 |
| LEASING AND SIMILAR TRANSACTIONS | 1 510 549 154 | 1 307 534 263 |
| FINANCIAL ASSETS AT EQUITY VALUE | | |
| INTANGIBLE ASSETS | 252 434 605 | 259 885 836 |
| FIXED ASSETS | 12 826 465 351 | 20 565 945 922 |
| SHAREHOLDERS & ASSOCIATES | | |
| OTHER ASSETS | 8 444 060 310 | 16 248 872 392 |
| SUNDRY ACCOUNTS | 1 506 790 870 | 1 933 841 029 |
| CONSOLIDATED GOODWILL | | |
| TOTAL ASSETS | 312 188 628 317 | 501 937 957 232 |

| Liabilities | 2013 | 2014 |
|-------------------------------------|-----------------|-----------------|
| INTERBANK LIABILITIES | 71 032 804 757 | 201 722 237 665 |
| CUSTOMER DEPOSITS | 215 094 210 998 | 259 492 730 127 |
| • SAVINGS DEPOSIT ACCOUNTS | 53 036 692 320 | 62 386 536 003 |
| • TIME DEPOSIT ACCOUNTS | | 44 232 064 |
| • SHORT-TERM BORROWINGS | | |
| • OTHER DEMAND DEPOSITS | 129 067 599 286 | 148 695 557 148 |
| • OTHER TIME DEPOSIT ACCOUNTS | 32 989 919 392 | 48 366 404 912 |
| DEBT SECURITIES | 600 000 000 | |
| OTHER LIABILITIES | 4 361 790 457 | 8 523 078 038 |
| SUNDRY ACCOUNTS | 1 880 326 984 | 5 500 075 404 |
| RESERVES FOR CONTINGENCIES & LOSSES | 795 564 006 | 2 626 592 681 |
| STATUTORY PROVISIONS | | |
| EARMARKED FUNDS | | |
| SUBORDINATED LOANS & SECURITIES | | |
| INVESTMENT SUBSIDIES | | |
| RESERVES FOR GENERAL BANKING RISKS | 1 880 167 945 | 2 820 267 945 |
| CAPITAL OR APPROPRIATIONS | 7 200 000 000 | 8 300 000 000 |
| SHARE PREMIUMS | 2 750 025 820 | 3 850 025 820 |
| RESERVES | 3 254 032 679 | 3 588 533 947 |
| RETAINED EARNINGS (+/-) | 1 109 696 220 | 1 493 203 403 |
| NET INCOME | 2 230 008 451 | 4 021 212 202 |
| TOTAL LIABILITIES | 312 188 628 317 | 501 937 957 232 |

| Expenses | 2013 | 2014 |
|---|----------------|----------------|
| INTEREST AND SIMILAR EXPENSES | 4 837 178 023 | 8 786 747 248 |
| • ON INTERBANK LIABILITIES | 1 047 260 741 | 4 011 945 340 |
| ON CUSTOMER DEPOSITS | 3 732 175 615 | 4 756 060 242 |
| • ON DEBT SECURITIES | 57 741 667 | 18 741 666 |
| • ON SHAREHOLDERS' & ASSOCIATES' BLOCKED AC AND ON SUBORDINATED DEBT | CCOUNTS | |
| • OTHER INTEREST AND SIMILAR EXPENSES | | |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | 136 467 243 | 497 048 009 |
| COMMISSION | 157 830 709 | 191 807 883 |
| EXPENSES ON FINANCIAL OPERATIONS | 424 494 453 | 976 819 401 |
| OTHER BANK OPERATING EXPENSES | 205 332 207 | 555 632 720 |
| OPERATING OVERHEADS | 10 904 498 400 | 11 770 327 502 |
| • PERSONNEL COSTS | 5 275 873 600 | 5 287 791 350 |
| • OTHER OVERHEADS | 5 628 624 800 | 6 482 536 152 |
| DEPRECIATION AND PROVISIONS | | |
| ON FIXED ASSETS | 1 784 153 557 | 2 456 047 000 |
| DEFICIT ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | 4 757 451 041 | 6 272 882 781 |
| EXCESS OF PROVISIONING OVER WRITE-BACKS | | |
| OF GENERAL BANKING RISKS | | 940 100 000 |
| EXCEPTIONAL EXPENSES | 148 288 903 | 296 119 974 |
| LOSSES FROM PREVIOUS YEARS | 501 495 569 | 1 660 048 701 |
| CORPORATE INCOME TAX | 460 685 369 | 431 650 654 |
| PROFIT | 2 230 008 451 | 4 021 212 202 |
| TOTAL EXPENSES | 26 547 883 925 | 38 856 444 075 |

| 2013 | 2014 |
|----------------|--|
| 16 124 482 850 | 20 192 007 431 |
| 868 145 518 | 1 200 140 278 |
| 14 163 511 698 | 17 481 576 129 |
| | |
| | |
| 1 092 825 634 | 1 510 291 024 |
| 156 000 031 | 435 886 108 |
| 3 127 166 392 | 3 823 664 645 |
| 4 656 654 642 | 11 391 993 811 |
| 726 187 079 | 1 059 848 985 |
| 1 054 313 069 | 509 811 988 |
| | |
| 2 888 642 | 5 388 000 |
| | |
| | |
| | |
| | |
| 66 918 274 | 597 430 152 |
| 633 272 946 | 840 412 955 |
| | |
| | 16 124 482 850 868 145 518 14 163 511 698 1 092 825 634 1 092 825 634 156 000 031 3 127 166 392 4 656 654 642 726 187 079 1 054 313 069 2 888 642 66 918 274 |

26 547 883 925

38 856 444 075

TOTAL INCOME

Niger

Opening date: April 1994

Created in 1989: NIGERIAN INTERNATIONAL BANK (NIB). Integrated into BOA network in 1994.

Legal form

S.A.

Capital as at 31/12/2014 CFAF 9.5 billion

Stock Market Launch

on 30/12/2003

Company registration RCCM NI-NIM-2003-B 0639

Board of Directors as at 11/3/2015

Boureima WANKOYE, Chairman Georges ABALLO Mohamed BENNANI Amine BOUABID BANK OF AFRICA in Benin, represented by Benoît MAFFON WEST AFRICAN DEVELOPMENT BANK (BOAD), represented by Amadou Oumar MBALLO BOA WEST AFRICA, represented by Mamadou KA Ousmane DAOU Mahaman IBRA KABO Francis SUEUR Fati SITTI TCHIANA Abderrazzak ZEBDANI

Principal Shareholders as at 11/3/2015

BOA WEST AFRICA 49.49% ATTICA S.A. WEST AFRICAN DEVELOPMENT BANK (BOAD) **OTHER SHAREHOLDERS** 25.42% NIGERIEN SHAREHOLDERS **BOA IN NIGER EMPLOYEES**

Auditors

FIDUCIAIRE CONSEIL & AUDIT (FCA) **GUILBERT ET ASSOCIÉS**

Registered office

Immeuble BANK OF AFRICA Rue du Gaweye - BP 10973 Niamey - NIGER Tel.: (227) 20 73 36 20 / 21 / 20 73 32 46 Fax: (227) 20 73 38 18 SWIFT: AFRINENIXXX E-mail: <information@boaniger.com>

Web site: www.boaniger.com

Business Centre

Head Office: Immeuble BANK OF AFRICA - Rue du Gawèye BP 10 973 - Niamev Tel.: (227) 20 73 36 20 / 21 - Fax: (227) 20 73 38 18 @: <information@boaniger.com >

Niamey Branches

Agence Centrale Tel.: (227) 20 73 36 20 / 21 / 20 73 32 46 Fax: (227) 20 73 38 18

Agence Élite Tel.: (227) 20 73 35 87 Fax: (227) 20 73 38 18

As Salam Tel.: (227) 20 74 16 91 Fax: (227) 20 74 16 89

Boukoki Tel.: (227) 20 33 06 55 Fax: (227) 20 73 38 18

Ecogare Tel.: (227) 20 34 00 31 Fax: (227) 20 34 00 32

Euro World

Tel.: (227) 20 33 00 05 Fax: (227) 20 33 00 00

Grand Marché Tel.: (227) 20 74 16 91 Fax: (227) 20 74 16 89

Kalley Tel.: (227) 20 33 08 50 Fax: (227) 20 73 38 18

Katako Tel.: (227) 20 73 23 94 Fax: (227) 20 73 23 72

8.41%

6.88%

9.56%

0.24%

Liberté Tel.: (227) 20 33 08 50 Fax: (227) 20 73 38 18

Plateau Tel.: (227) 20 72 23 23 Fax: (227) 20 72 33 78

Rive Droite Tel.: (227) 20 31 50 84 / 85 Fax: (227) 20 31 50 83

Yantala Tel.: (227) 20 33 00 06 / 07 Fax: (227) 20 75 21 38

Zone Industrielle Tel.: (227) 20 34 05 78 Fax: (227) 20 34 05 79



Regional Branches

Agadez Tel.: (227) 20 44 03 31 Fax: (227) 20 44 04 31

Arlit Tel.: (227) 20 45 21 15 / 16 Fax: (227) 20 45 21 17

Dosso Tel.: (227) 20 65 00 84 Fax: (227) 20 65 06 00

Doutchi Tel.: (227) 20 65 40 66 / 67 Fax: (227) 20 65 40 68

Gaya Tel.: (227) 20 68 06 03 Fax: (227) 20 68 06 04

Maradi Tel.: (227) 20 41 08 80 Fax: (227) 20 41 06 65

Tahoua Tel.: (227) 20 61 06 68 Fax: (227) 20 61 06 69

Tillaberi Tel.: (227) 20 71 10 15 Fax: (227) 20 71 10 16

Zinder Tel.: (227) 20 51 21 70 / 71 Fax: (227) 20 51 21 72

| Assets | 2013 | 2014 |
|------------------------------------|-----------------|-----------------|
| CASH | 4 835 672 557 | 7 741 710 045 |
| INTERBANK LOANS | 33 333 259 692 | 20 675 327 814 |
| CUSTOMER LOANS | 120 596 433 149 | 141 873 177 970 |
| • PORTFOLIO OF DISCOUNTED BILLS | 1 487 069 270 | 1 687 454 647 |
| • OTHER CUSTOMER CREDIT FACILITIES | 99 450 470 701 | 110 941 004 729 |
| • ORDINARY DEBTOR ACCOUNTS | 19 658 893 178 | 29 244 718 594 |
| • FACTORING | | |
| INVESTMENT SECURITIES | 22 576 116 666 | 50 669 794 000 |
| FINANCIAL ASSETS | 1 283 379 720 | 1 288 692 549 |
| LEASING AND SIMILAR TRANSACTIONS | | |
| FINANCIAL ASSETS AT EQUITY VALUE | | |
| INTANGIBLE ASSETS | 323 970 581 | 358 310 560 |
| FIXED ASSETS | 5 315 817 083 | 6 057 366 063 |
| SHAREHOLDERS & ASSOCIATES | | |
| OTHER ASSETS | 4 092 665 622 | 3 575 174 699 |
| SUNDRY ACCOUNTS | 433 600 924 | 886 584 996 |
| CONSOLIDATED GOODWILL | | |
| TOTAL ASSETS | 192 790 915 994 | 233 126 138 696 |

| Liabilities | 2013 | 2014 |
|-------------------------------------|-----------------|-----------------|
| INTERBANK LIABILITIES | 39 130 842 862 | 75 096 631 138 |
| CUSTOMER DEPOSITS | 120 130 430 773 | 125 124 930 923 |
| • SAVINGS DEPOSIT ACCOUNTS | 19 763 775 512 | 25 140 062 975 |
| • TIME DEPOSIT ACCOUNTS | 896 031 461 | 1 273 483 133 |
| • SHORT-TERM BORROWINGS | | |
| • OTHER DEMAND DEPOSITS | 82 383 281 841 | 81 221 934 736 |
| • OTHER TIME DEPOSIT ACCOUNTS | 17 087 341 959 | 17 489 450 079 |
| DEBT SECURITIES | 2 100 000 000 | 1 200 000 000 |
| OTHER LIABILITIES | 5 029 948 425 | 1 865 574 915 |
| SUNDRY ACCOUNTS | 2 487 189 965 | 3 194 825 999 |
| RESERVES FOR CONTINGENCIES & LOSSES | 915 757 168 | 1 470 042 348 |
| STATUTORY PROVISIONS | | |
| EARMARKED FUNDS | | |
| SUBORDINATED LOANS & SECURITIES | 90 909 090 | |
| INVESTMENT SUBSIDIES | | |
| RESERVES FOR GENERAL BANKING RISKS | 1 604 557 798 | 1 482 189 334 |
| CAPITAL OR APPROPRIATIONS | 8 500 000 000 | 9 500 000 000 |
| SHARE PREMIUMS | 4 694 500 000 | 3 694 500 000 |
| RESERVES | 4 241 997 691 | 5 401 229 913 |
| RETAINED EARNINGS (+/-) | | |
| NET INCOME | 3 864 782 222 | 5 096 214 126 |
| TOTAL LIABILITIES | 192 790 915 994 | 233 126 138 696 |

| Expenses | 2013 | 2014 |
|--|----------------|----------------|
| INTEREST AND SIMILAR EXPENSES | 4 903 142 757 | 4 835 575 010 |
| • ON INTERBANK LIABILITIES | 2 911 397 332 | 2 918 360 092 |
| • ON CUSTOMER DEPOSITS | 1 756 647 717 | 1 770 261 048 |
| • ON DEBT SECURITIES | 180 253 254 | 115 885 842 |
| • ON SHAREHOLDERS' & ASSOCIATES' BLOCKED ACC | OUNTS | |
| AND ON SUBORDINATED DEBT | 54 844 454 | 31 068 028 |
| • OTHER INTEREST AND SIMILAR EXPENSES | | |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | | |
| COMMISSION | 19 044 774 | 68 826 302 |
| EXPENSES ON FINANCIAL OPERATIONS | 771 566 514 | 611 478 713 |
| OTHER BANK OPERATING EXPENSES | 75 105 960 | 85 064 534 |
| OPERATING OVERHEADS | 5 473 563 498 | 5 996 873 254 |
| • PERSONNEL COSTS | 2 353 101 167 | 2 592 063 016 |
| • OTHER OVERHEADS | 3 120 462 331 | 3 404 810 238 |
| DEPRECIATION AND PROVISIONS | | |
| ON FIXED ASSETS | 676 126 863 | 802 012 178 |
| DEFICIT ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | 258 487 179 | 1 004 526 657 |
| EXCESS OF PROVISIONING OVER WRITE-BACKS | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL EXPENSES | 147 223 376 | 8 932 247 |
| LOSSES FROM PREVIOUS YEARS | 256 786 654 | 146 105 243 |
| CORPORATE INCOME TAX | 1 252 180 800 | 1 494 151 500 |
| PROFIT | 3 864 782 222 | 5 096 214 126 |
| TOTAL EXPENSES | 17 698 010 597 | 20 149 759 764 |

| Income | 2013 | 2014 |
|--|----------------|----------------|
| INTEREST & SIMILAR INCOME | 11 718 077 654 | 12 731 603 347 |
| • ON INTERBANK LOANS | 591 719 029 | 539 353 999 |
| • ON CUSTOMER LOANS | 11 126 358 625 | 12 192 249 348 |
| • ON SUBORDINATED LOANS AND SECURITIES | | |
| • ON INVESTMENT SECURITIES | | |
| • OTHER INTEREST AND SIMILAR INCOME | | |
| INCOME FROM LEASING & SIMILAR OPERATIONS | | |
| COMMISSION | 1 848 184 469 | 2 230 855 796 |
| INCOME FROM FINANCIAL TRANSACTIONS | 3 186 118 034 | 4 232 870 238 |
| OTHER INCOME FROM BANKING OPERATIONS | 11 129 693 | 15 567 510 |
| GENERAL OPERATING INCOME | 770 860 118 | 737 376 957 |
| WRITE-BACK OF DEPRECIATION | | |
| & PROVISIONS ON FIXED ASSETS | | |
| SURPLUS ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | | |
| EXCESS OF WRITE-BACKS OVER PROVISIONING | | |
| OF GENERAL BANKING RISKS | | 122 368 464 |
| EXCEPTIONAL INCOME | 4 738 394 | 7 863 583 |
| INCOME FROM PREVIOUS YEARS | 158 902 235 | 71 253 869 |
| LOSS | | |
| TOTAL INCOME | 17 698 010 597 | 20 149 759 764 |

Senegal

Opening date: October 2001

Legal form S.A.

Capital as at 31/12/2014 CFAF 12 billion

Company registration

RC 2001 B 211

Stock Market Launch

on 22/10/2014

Board of Directors as at 17/4/2015

Alioune NDOUR DIOUF, Chairman Mohamed BENNANI Amine BOUABID AXA ASSURANCES SENEGAL, represented by Alioune DIAGNE BANK OF AFRICA in Côte d'Ivoire, represented by Léon NAKA BOA WEST AFRICA, represented by Mor FALL Diariatou Mariko GUINDO Mamadou KA Babacar NGOM SDIH, represented by Mohamed Ababacar SOW Abdoulaye SEYDI Abderrazzak ZEBDANI

Principal Shareholders as at 17/4/2015

| BOA WEST AFRICA | 59.7 % |
|--------------------|---------------|
| AXA ASSURANCES | 5.1% |
| SUNU-VIE | 4.2% |
| SDIH | 4.2% |
| OTHER SHAREHOLDERS | 26.8% |

Auditors

MAZARS SENEGAL Eureka Audit & Conseils

Registered office

BANK OF AFRICA - Immeuble Elan - Route de Ngor, Zone 12, quartier des Almadies - Dakar - SENEGAL Tel.: (221) 33 865 64 67 - Fax: (221) 33 820 42 83 SWIFT: AFRISNDA E-mail: <information@boasenegal.com>

Web site: www.bank-of-africa.net

Business Centre

Zone Industrielle KM 3,5 Bd du Centenaire de la Commune de Dakar - Dakar Tel.: (221) 33 859 12 80 / 81 - Fax: (221) 33 832 50 99

Dakar Branches

Agence Centrale Tel.: (221) 33 865 64 56 - Fax: (221) 33 820 42 83

Agence Élite Tel.: (221) 33 865 64 66 - Fax: 33 820 42 83

Blaise Diagne Tel.: (221) 33 889 78 00 - Fax: (221) 33 823 74 57

Bourguiba Tel.: (221) 33 869 07 01 - Fax: (221) 33 825 52 47

Fass Tel.: (221) 33 889 81 72 - Fax: (221) 33 842 79 25 Golf

Tel.: (221) 33 879 39 39 - Fax: (221) 33 837 08 52 Grand Yoff

Tel.: (221) 33 859 47 00 - Fax: (221) 33 867 73 48 Hann Mariste

Tel.: (221) 33 859 50 01 - Fax: (221) 33 832 03 71

HLM Tel.: (221) 33 859 09 30 - Fax: (221) 33 825 15 59 Keur Massar

Tel.: (221) 33 879 37 62 - Fax: (221) 33 878 21 57 Lamine Gueye

Tel.: (221) 33 889 43 20 - Fax: (221) 33 842 89 91 Mermoz

Tel.: (221) 33 869 38 60 / 61 - Fax: (221) 33 825 05 54 Ngor

Tel.: (221) 33 869 89 80 - Fax: (221) 33 820 49 85 Nord Foire

Tel.: (221) 33 859 77 20 - Fax: (221) 33 867 00 69 Parcelles Assainies

Tel.: (221) 33 879 30 20 - Fax: (221) 33 855 97 16

Point transfert WU : Parcelles Tel.: (221) 33 835 90 86

Pikine Tally Boumak Tel.: (221) 33 879 19 00 / 01 - Fax: (221) 33 834 08 62

Pikine Rue 10 Tel.: (221) 33 879 13 29 - Fax: (221) 33 854 51 09

Place de l'Indépendance Tel.: (221) 33 849 62 40 - Fax: (221) 33 842 16 67 Thiaroye

Tel.: (221) 33 879 12 40 - Fax: (221) 33 834 53 10



Regional Branches

Kaolack Tel.: (221) 33 938 40 16 - Fax: (221) 33 942 20 57

Mbour Tel.: (221) 33 939 70 81 - Fax: (221) 33 957 33 23 Nianing

Tel.: (221) 33 957 15 15

Ourossogui Tel.: (221) 33 938 29 39 - Fax: (221) 33 966 14 57

Saly Portudal Tel.: (221) 33 939 71 10 - Fax: (221) 33 957 11 21 Saly Center

Tel.: (221) 33 957 14 14

Sébikotane Tel.: (221) 33 879 39 29 - Fax: (221) 33 836 70 06

Thiès Tel.: (221) 33 939 45 70 - Fax: (221) 33 951 05 25

Thiès Satellite Tel.: (221) 33 939 77 90

Tambacounda Tel.: (221) 33 939 81 61 - Fax: (221) 33 981 09 08 Touba

Tel.: (221) 33 939 19 20 / 21 - Fax: (221) 33 974 10 41

Transfert Point WU : Touba Tel.: (221) 33 978 35 47

Ziguinchor Tel.: (221) 33 938 83 30 - Fax: (221) 33 992 50 25

| Assets | 2013 | 2014 |
|------------------------------------|-----------------|-----------------|
| CASH | 3 615 249 355 | 3 464 987 640 |
| INTERBANK LOANS | 27 695 619 013 | 33 119 471 372 |
| CUSTOMER LOANS | 124 471 643 481 | 167 855 229 579 |
| • PORTFOLIO OF DISCOUNTED BILLS | 15 605 770 434 | 19 376 023 142 |
| • OTHER CUSTOMER CREDIT FACILITIES | 89 087 090 334 | 119 181 625 177 |
| • ORDINARY DEBTOR ACCOUNTS | 19 778 782 713 | 29 297 581 260 |
| • FACTORING | | |
| INVESTMENT SECURITIES | 12 933 120 114 | 54 462 835 243 |
| FINANCIAL ASSETS | 1 301 251 114 | 1 401 251 114 |
| LEASING AND SIMILAR TRANSACTIONS | | |
| FINANCIAL ASSETS AT EQUITY VALUE | | |
| INTANGIBLE ASSETS | 382 346 071 | 320 461 717 |
| FIXED ASSETS | 11 035 219 062 | 11 978 818 788 |
| SHAREHOLDERS & ASSOCIATES | | |
| OTHER ASSETS | 2 618 136 417 | 7 661 153 658 |
| SUNDRY ACCOUNTS | 8 305 458 382 | 4 820 974 058 |
| CONSOLIDATED GOODWILL | | |
| TOTAL ASSETS | 192 358 043 009 | 285 085 183 169 |

| Liabilities | 2013 | 2014 |
|-------------------------------------|-----------------|-----------------|
| INTERBANK LIABILITIES | 52 236 380 627 | 101 285 103 076 |
| CUSTOMER DEPOSITS | 110 323 293 104 | 145 564 361 791 |
| • SAVINGS DEPOSIT ACCOUNTS | 12 979 908 770 | 21 985 630 017 |
| • TIME DEPOSIT ACCOUNTS | 268 750 622 | 288 943 013 |
| • SHORT-TERM BORROWINGS | | |
| • OTHER DEMAND DEPOSITS | 42 759 423 525 | 59 061 321 212 |
| • OTHER TIME DEPOSIT ACCOUNTS | 54 315 210 187 | 64 228 467 549 |
| DEBT SECURITIES | 4 500 000 000 | 2 000 000 000 |
| OTHER LIABILITIES | 2 444 214 514 | 1 777 508 263 |
| SUNDRY ACCOUNTS | 3 363 679 797 | 7 624 117 335 |
| RESERVES FOR CONTINGENCIES & LOSSES | 145 629 599 | 273 861 493 |
| STATUTORY PROVISIONS | | |
| EARMARKED FUNDS | | |
| SUBORDINATED LOANS & SECURITIES | | |
| INVESTMENT SUBSIDIES | | |
| RESERVES FOR GENERAL BANKING RISKS | | |
| CAPITAL OR APPROPRIATIONS | 10 000 000 000 | 12 000 000 000 |
| SHARE PREMIUMS | 3 062 500 000 | 6 912 500 000 |
| RESERVES | 2 993 903 683 | 3 572 095 367 |
| RETAINED EARNINGS (+/-) | 638 373 682 | 700 000 000 |
| NET INCOME | 2 650 068 003 | 3 375 635 844 |
| TOTAL LIABILITIES | 192 358 043 009 | 285 085 183 169 |

| Expenses | 2013 | 2014 |
|--|----------------|----------------|
| INTEREST AND SIMILAR EXPENSES | 4 602 048 376 | 7 226 253 289 |
| • ON INTERBANK LIABILITIES | 644 744 329 | 3 054 079 519 |
| • ON CUSTOMER DEPOSITS | 3 662 998 491 | 3 974 284 880 |
| • ON DEBT SECURITIES | 294 305 556 | 197 888 890 |
| • ON SHAREHOLDERS' & ASSOCIATES' BLOCKED ACC | OUNTS | |
| AND ON SUBORDINATED DEBT | | |
| • OTHER INTEREST AND SIMILAR EXPENSES | | |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | | |
| COMMISSION | 8 038 083 | 20 730 331 |
| EXPENSES ON FINANCIAL OPERATIONS | 938 019 761 | 1 589 482 588 |
| OTHER BANK OPERATING EXPENSES | 227 518 324 | 167 882 862 |
| OPERATING OVERHEADS | 5 838 019 059 | 7 889 662 477 |
| PERSONNEL COSTS | 2 152 275 192 | 2 810 317 325 |
| • OTHER OVERHEADS | 3 685 743 867 | 5 079 345 152 |
| DEPRECIATION AND PROVISIONS | | |
| ON FIXED ASSETS | 493 393 289 | 1 037 811 226 |
| DEFICIT ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | 1 018 293 492 | 2 920 610 421 |
| EXCESS OF PROVISIONING OVER WRITE-BACKS | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL EXPENSES | 243 798 700 | 230 981 909 |
| LOSSES FROM PREVIOUS YEARS | 10 737 973 | 122 761 117 |
| CORPORATE INCOME TAX | 1 216 029 694 | 836 746 207 |
| PROFIT | 2 650 068 003 | 3 375 635 844 |
| TOTAL EXPENSES | 17 245 964 754 | 25 418 558 271 |

| Income | 2013 | 2014 |
|--|----------------|----------------|
| INTEREST & SIMILAR INCOME | 10 915 373 059 | 14 507 481 575 |
| • ON INTERBANK LOANS | 193 673 785 | 243 807 130 |
| • ON CUSTOMER LOANS | 10 593 700 357 | 14 263 674 445 |
| • ON SUBORDINATED LOANS AND SECURITIES | | |
| • ON INVESTMENT SECURITIES | 127 998 917 | |
| • OTHER INTEREST AND SIMILAR INCOME | | |
| INCOME FROM LEASING & SIMILAR OPERATIONS | | |
| COMMISSION | 934 179 158 | 1 087 181 401 |
| INCOME FROM FINANCIAL TRANSACTIONS | 3 202 871 279 | 6 544 563 790 |
| OTHER INCOME FROM BANKING OPERATIONS | 222 558 531 | 298 404 303 |
| GENERAL OPERATING INCOME | 1 780 860 353 | 2 709 980 861 |
| WRITE-BACK OF DEPRECIATION | | |
| & PROVISIONS ON FIXED ASSETS | | 142 373 333 |
| SURPLUS ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | | |
| EXCESS OF WRITE-BACKS OVER PROVISIONING | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL INCOME | 171 884 885 | 116 110 967 |
| INCOME FROM PREVIOUS YEARS | 18 237 489 | 12 462 041 |
| LOSS | | |
| TOTAL INCOME | 17 245 964 754 | 25 418 558 271 |

Tanzania

Opening date: October 2007

Created in 1995: EURAFRICAN BANK – TANZANIA Ltd (EBT). Integrated into BOA network in 2007.

Legal form

Limited Company

Capital as at 31/12/2014

Tanzanian Shillings (TZS) 26.92 billion

Company registration 26235

Board of Directors as at 18/2/2015

Ambassador Mwanaidi SINARE MAAJAR, Chairman Mohamed BENNANI Abdelkabir BENNANI Vincent de BROUWER Ben CHRISTIAANSE Henry LALOUX Emmanuel Ole NAIKO Ammishaddai OWUSU-AMOAH

Principal Shareholders as at 31/12/2014

THE BELGIAN INVESTMENT COMPANY FOR DEVELOPING COUNTRIES (BIO) 22.40% BANK OF AFRICA IN KENYA 21.60% **BOA WEST AFRICA** 20.00% AFH-OCEAN INDIEN 19.70% TANZANIA DEVELOPMENT FINANCE LTD (TDFL) 7.20% AGORA S.A. 4.50% NETHERLANDS DEVELOPMENT FINANCE COMPANY (FMO) 4.40% **OTHER SHAREHOLDERS** 0.20%

Auditor

DELOITTE & TOUCHE

Registered office

NDC Development House - Ohio Street / Kivukoni Front P.O. Box 3054 - Dar Es Salaam - TANZANIA Tel.: (255) 22 211 01 04 / 12 90 Fax: (255) 22 211 37 40 SWIFT: EUAFTZTZ E-mail:
cba@boatanzania.com>

Web site: www.boatanzania.com

Business Centre

Oyster Plaza, Ground Floor, Haile Selassie Road - Oysterbay Dar Es Salaam Tel.: (255) 22 292 3315 / 6 / 7 Fax: (255) 22 292 3318

Dar Es Salaam Branches

Head Office / NDC Branch Tel.: (255) 22 211 01 04 / 12 90 Fax: (255) 22 211 37 40

Aggrey Tel.: (255) 22 218 47 91 / 3 Fax: (255) 22 218 47 62

Airport Tel.: (255) 22 286 44 81 / 2 Fax: (255) 22 286 04 81

Ilala Tel.: (255) 22 286 31 92 / 3 Fax: (255) 22 286 31 94

Kijitonyama Tel.: (255) 22 277 13 57 / 14 38 Fax: (255) 22 270 01 48

Kurasini Tel.: (255) 22 285 0291 / 285 032 Fax: (255) 22 285 02776

Mbezi Beach Tel.: (255) 22 262 75 73 / 4 Fax: (255) 22 262 75 75

Mtoni Tel.: (255) 22 285 68 37 / 8 Fax: (255) 22 285 68 39

Msimbazi Tel.: (255) 22 218 01 37 / 8 Fax: (255) 22 218 01 68

Sinza Tel.: (255) 22 246 13 58 / 9 Fax: (255) 22 246 13 60

Tandika Tel.: (255) 22 285 64 17 / 21 Fax: (255) 22 285 64 19



Regional Branches

Arusha Tel.: (255) 27 254 51 28 / 9 Fax: (255) 27 254 51 30

Kahama Tel.: (255) 28 271 11 39 / 40 Fax: (255) 28 271 11 41

Mbeya Tel.: (255) 25 250 31 70 / 26 84 Fax: (255) 25 250 26 27

Morogoro Tel.: (255) 23 261 36 81 / 2 Fax: (255) 23 261 36 83

Moshi Tel.: (255) 27 275 02 72 / 3 Fax: (255) 27 275 02 98

Mtibwa Tel.: (255) 23 262 00 25 / 2 Fax: (255) 23 262 00 26

Mtwara Tel.: (255) 23 233 46 51 / 2 Fax: (255) 23 233 46 50

Mwanza Tel.: (255) 28 254 22 98 / 9 Fax: (255) 28 254 12 78 / 22 94

Tunduma Tel.: (255) 25 253 04 32 Fax: (255) 25 253 04 35

| Assets | 2014 | 2013 | Liabilities | 2014 | 2013 |
|-------------------------------------|-------------|-------------|---------------------------------|--------------------------|-------------------------|
| CASH AND BALANCES WITH CENTRAL BANK | 68 981 882 | 54 769 158 | DEPOSITS FROM OTHER BANKS | 103 928 574 | 71 633 734 |
| | | | CUSTOMER DEPOSITS | 312 576 637 | 296 594 796 |
| PLACEMENTS WITH OTHER BANKS | 78 789 858 | 46 276 563 | SUBORDINATED LOANS | 12 050 428 | 12 249 720 |
| INVESTMENT SECURITIES | 57 607 487 | 78 599 232 | OTHER LIABILITIES | 6 482 747 | 6 411 353 |
| | | | CURRENT TAX LIABILITIES | | 317 622 |
| CUSTOMER LOANS | 273 309 102 | 232 430 499 | DERIVATIVE FINANCIAL INSTRUMENT | 230 040 | 965 220 |
| EQUITY INVESTMENT | 1 020 000 | 1 020 000 | LONG-TERM BORROWING | 7 026 583 | 3 919 382 |
| OTHER ASSETS | 2 881 509 | 2 407 047 | TOTAL LIABILITIES | 442 295 009 | 392 091 827 |
| PREMISES AND EQUIPMENT | 10 161 942 | 7 094 034 | | | |
| | | | SHARE CAPITAL | 26 920 633 12 780 383 | 18 981 953 4 519 055 |
| INTANGIBLE ASSETS | 1 221 621 | 1 316 101 | RETAINED EARNINGS (+/-) | 12 780 383 | 8 352 534 |
| INCOME TAX RECOVERABLE | 240 226 | | REGULATORY RESERVE | 1 676 419 | 1 103 975 |
| DEFERRED INCOME TAX | 1 198 520 | 1 136 710 | | 53 117 138 | 32 957 517 |
| TOTAL ASSETS | 495 412 147 | 425 049 344 | TOTAL LIABILITIES | 495 412 147 | 425 049 344 |

| Income statement | 2014 | 2013 |
|--|-------------|-------------|
| INTEREST AND SIMILAR INCOME | 44 023 735 | 36 772 899 |
| INTEREST AND SIMILAR EXPENSES | -22 685 606 | -15 518 821 |
| NET INTEREST INCOME | 21 338 129 | 21 254 078 |
| FEE AND COMMISSION INCOME | 12 112 963 | 10 173 161 |
| FEE AND COMMISSION EXPENSE | -1 558 347 | -1 028 289 |
| NET COMMISSION | 10 554 616 | 9 144 872 |
| FOREIGN EXCHANGE INCOME | 4 370 177 | 3 580 095 |
| OTHER INCOME | | |
| OPERATING INCOME | 36 262 922 | 33 979 045 |
| WRITE-BACK OF PROVISIONS | 464 487 | 63 049 |
| IMPAIRMENT CHARGES ON LOANS AND ADVANCES | -2 492 953 | -1 942 622 |
| OPERATING EXPENSES | -28 480 026 | -26 678 009 |
| PROFIT BEFORE INCOME TAX | 5 754 430 | 5 421 463 |
| INCOME TAX EXPENSE | -1 794 817 | -1 757 498 |
| NET INCOME | 3 959 613 | 3 663 965 |

Togo

Opening date: October 2013

Legal form S.A.

Capital as at 31/12/2014 CFAF 10 billion

Company registration RCCM TOGO - LOME 2009 B 0340

Board of Directors as at 27/3/2015

Mohamed BENNANI, Chairman AGORA S.A., represented by Mamadou KA BOA WEST AFRICA, represented by Abderrazzak ZEBDANI Paulin Laurent COSSI Lassiné DIAWARA

Principal Shareholders as at 27/3/2015

| BOA WEST AFRICA | 68.3% |
|-------------------------|-------|
| AGORA S.A. | 26.2% |
| BANK OF AFRICA IN BENIN | 4.9% |
| PRIVATE SHAREHOLDERS | 0.6% |

Auditors

AFRIQUE AUDIT CONSULTING FICAO

Registered office

Boulevard de la République BP 229 - Lomé - TOGO Tel.: (228) 22 53 62 62 E-mail: <information@boatogo.com>

Web site: www.bank-of-africa.net

Business Centre

Siège - Boulevard de la République O1 BP 229 Lomé Tel.: (228) 22 53 62 62 - Fax: (228) 22 21 91 31 E-mail: <information@boatogo.com >

Lome Branches

Agence Centrale Tel.: (228) 22 53 62 01 Fax: (228) 22 21 91 31

Agence Élite Tel.: (228) 22 53 62 62 Fax: (228) 22 21 91 31

Adidogome Tel.: (228) 22 53 62 13 Fax: (228) 22 21 91 31

E-mail: <information@boatogo.com>
Agoe

Tel.: (228) 22 53 62 17 Fax: (228) 22 21 91 31 E-mail: <information@boatogo.com>

Jardin Fréau Tel.: (228) 22 53 62 04 Fax: (228) 22 21 91 31

Hedzranawoe

Tel.: (228) 22 53 62 11 Fax: (228) 22 21 91 31 E-mail: <information@boatogo.com>

Port

Tel.: (228) 22 53 62 15 Fax: (228) 22 21 91 31 E-mail: <information@boatogo.com>

Super Taco

Tel.: (228) 22 53 62 09 Fax: (228) 22 21 91 31 E-mail: <information@boatogo.com>



| Assets | 2013 | 2014 |
|------------------------------------|----------------|----------------|
| CASH | 350 781 740 | 535 526 424 |
| INTERBANK LOANS | 8 456 545 969 | 3 730 898 632 |
| CUSTOMER LOANS | 441 063 687 | 11 628 770 305 |
| • PORTFOLIO OF DISCOUNTED BILLS | | |
| • OTHER CUSTOMER CREDIT FACILITIES | 228 568 171 | 10 134 718 389 |
| • ORDINARY DEBTOR ACCOUNTS | 212 495 516 | 1 494 051 916 |
| • FACTORING | | |
| INVESTMENT SECURITIES | | 7 820 070 000 |
| FINANCIAL ASSETS | 15 000 000 | 130 970 000 |
| LEASING AND SIMILAR TRANSACTIONS | | |
| FINANCIAL ASSETS AT EQUITY VALUE | | |
| INTANGIBLE ASSETS | 556 686 734 | 750 991 157 |
| FIXED ASSETS | 1 480 178 666 | 2 191 210 693 |
| SHAREHOLDERS & ASSOCIATES | | |
| OTHER ASSETS | 336 952 307 | 691 103 341 |
| SUNDRY ACCOUNTS | 153 309 766 | 196 534 321 |
| CONSOLIDATED GOODWILL | | |
| TOTAL ASSETS | 11 790 518 869 | 27 676 074 873 |

| Expenses | 2013 | 2014 |
|---|-------------|---------------|
| INTEREST AND SIMILAR EXPENSES | 715 747 | 217 825 505 |
| • ON INTERBANK LIABILITIES | 280 016 | 53 267 863 |
| • ON CUSTOMER DEPOSITS | 435 731 | 164 557 642 |
| • ON DEBT SECURITIES | | |
| ON SHAREHOLDERS' & ASSOCIATES' BLOCKED ACCO AND ON SUBORDINATED DEBT | DUNTS | |
| OTHER INTEREST AND SIMILAR EXPENSES | | |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | | |
| COMMISSION | 12 195 324 | 7 228 689 |
| EXPENSES ON FINANCIAL OPERATIONS | 4 597 268 | 541 432 432 |
| OTHER BANK OPERATING EXPENSES | 2 075 | 33 560 263 |
| OPERATING OVERHEADS | 425 945 273 | 1 803 273 803 |
| • PERSONNEL COSTS | 134 228 838 | 748 068 302 |
| • OTHER OVERHEADS | 291 716 435 | 1 055 205 501 |
| DEPRECIATION AND PROVISIONS | | |
| ON FIXED ASSETS | 267 076 938 | 675 355 100 |
| DEFICIT ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | | 27 322 422 |
| EXCESS OF PROVISIONING OVER WRITE-BACKS | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL EXPENSES | 3 900 321 | 31 540 424 |
| LOSSES FROM PREVIOUS YEARS | 14 267 883 | 60 220 880 |
| CORPORATE INCOME TAX | 2 596 049 | 13 436 166 |
| PROFIT | | |
| TOTAL EXPENSES | 731 296 878 | 3 411 195 684 |

| Liabilities | 2013 | 2014 |
|-------------------------------------|----------------|----------------|
| INTERBANK LIABILITIES | 2 300 707 | 5 966 421 376 |
| CUSTOMER DEPOSITS | 1 736 321 003 | 12 806 259 795 |
| • SAVINGS DEPOSIT ACCOUNTS | 162 156 747 | 1 340 885 803 |
| • TIME DEPOSIT ACCOUNTS | 430 133 | 34 110 593 |
| • SHORT-TERM BORROWINGS | | |
| • OTHER DEMAND DEPOSITS | 1 557 436 026 | 5 437 209 382 |
| • OTHER TIME DEPOSIT ACCOUNTS | 16 298 097 | 5 994 054 017 |
| DEBT SECURITIES | | |
| OTHER LIABILITIES | 642 852 400 | 944 425 847 |
| SUNDRY ACCOUNTS | 101 996 676 | 393 866 354 |
| RESERVES FOR CONTINGENCIES & LOSSES | 8 879 962 | 22 957 812 |
| STATUTORY PROVISIONS | | |
| EARMARKED FUNDS | | |
| SUBORDINATED LOANS & SECURITIES | | |
| INVESTMENT SUBSIDIES | | |
| RESERVES FOR GENERAL BANKING RISKS | | |
| CAPITAL OR APPROPRIATIONS | 10 000 000 000 | 10 000 000 000 |
| SHARE PREMIUMS | | |
| RESERVES | | |
| RETAINED EARNINGS (+/-) | -230 303 948 | -701 831 879 |
| NET INCOME | -471 527 931 | -1 756 024 432 |
| TOTAL LIABILITIES | 11 790 518 869 | 27 676 074 873 |

| Income | 2013 | 2014 |
|--|-------------|---------------|
| INTEREST & SIMILAR INCOME | 248 746 748 | 631 822 155 |
| • ON INTERBANK LOANS | 246 184 765 | 171 322 436 |
| • ON CUSTOMER LOANS | 2 561 983 | 460 499 719 |
| • ON SUBORDINATED LOANS AND SECURITIES | | |
| • ON INVESTMENT SECURITIES | | |
| • OTHER INTEREST AND SIMILAR INCOME | | |
| INCOME FROM LEASING & SIMILAR OPERATIONS | | |
| COMMISSION | 4 242 959 | 154 757 302 |
| INCOME FROM FINANCIAL TRANSACTIONS | 5 927 230 | 807 733 818 |
| OTHER INCOME FROM BANKING OPERATIONS | | 759 002 |
| GENERAL OPERATING INCOME | 688 000 | 47 001 540 |
| WRITE-BACK OF DEPRECIATION | | |
| & PROVISIONS ON FIXED ASSETS | | |
| SURPLUS ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | | |
| EXCESS OF WRITE-BACKS OVER PROVISIONING | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL INCOME | | 213 924 |
| INCOME FROM PREVIOUS YEARS | 164 000 | 12 883 511 |
| LOSS | 471 527 931 | 1 756 024 432 |
| TOTAL INCOME | 731 296 868 | 3 411 195 684 |

Uganda

Opening date: October 2006

Created in 1985: SEMBULE INVESTMENT BANK Ltd > ALLIED BANK. Integrated into BOA network in 2006.

Legal form Limited Liability Company

Capital as at 31/12/2014

Uganda Shillings (UGX) 34.421 billion

Company registration

A1.001

Board of Directors as at 31/12/2014

John CARRUTHERS, Chairman Mohamed BENNANI Abdelkabir BENNANI Amine BOUABID Vincent de BROUWER Gertrude K. BYARUHANGA Bernard J. CHRISTIAANSE Arthur ISIKO Mohan Musisi KIWANUKA Ronald MARAMBII

Principal Shareholders as at 31/12/2014

| BANK OF AFRICA IN KENYA | 52.72 % |
|---|----------------|
| AFH-OCEAN INDIEN | 23.70% |
| NETHERLANDS DEVELOPMENT FINANCE COMPANY (FMO) | 15.01% |
| CENTRAL HOLDINGS Ltd. | 8.57% |

Auditor

PRICEWATERHOUSECOOPERS

Registered office

BANK OF AFRICA House Plot 45, Jinja Road P.O. Box 2750 - Kampala - UGANDA Tel.: (256) 414 302001 Fax: (256) 414 230 902 SWIFT: AFRIUGKA E-mail:
boa@boauganda.com>

Web site: www.boa-uganda.com

Business Centre

Plot 9, Kitante Road - Kampala Tel.: (256) 414 343 573 - Fax: (256) 414 230902

Kampala Branches

Main Branch Tel.: (256) 414 302001 - Fax: (256) 414 230669

Bbira mini-branch Tel.: (256) 717 800546 - Fax: (256) 414 271424

Equatoria Tel.: (256) 414 302161 - Fax: (256) 414 344064

Kabalagala Tel.: (256) 414 302161 - Fax: (256) 414 501211

Kampala Road Tel.: (256) 414 302001 - Fax: (256) 414 259915 Kawempe

Tel.: (256) 414 302199 - Fax: (256) 414 567240

Tel.: (256) 717 800502 - Fax: (256) 414 255417

Tel.: (256) 717 800163 - Fax: (256) 414 220380

Tel.: (256) 717 800439 - Fax: (256) 414 291075

Tel.: (256) 717 800537 - Fax: (256) 414 252049

Nalukolongo mini-branch Tel.: (256) 717 601852 - Fax: (256) 414 274923

Namasuba Tel.: (256) 717 800558 - Fax: (256) 414 501449

Nansana Tel.: (256) 717 800552 - Fax: (256) 414 230902

Nateete Tel.: (256) 717 800688 - Fax: (256) 414 271424

Ndeeba Tel.: (256) 717 995988 - Fax: (256) 414 270810

Ntinda Tel.: (256) 716 800599 - Fax: (256) 414 288782

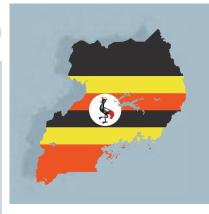
Oasis Tel.: (256) 717 800507 / 054799 Fax: (256) 417 130113

Park

Tel.: (256) 414 507145 - Fax: (256) 414 264351

Rwenzori Collection Centre Tel.: (256) 414 372574

Wandegeya Tel.: (256) 717 800503 - Fax: (256) 414 530486



Regional Branches

Arua Tel.: (256) 717 800202 - Fax: (256) 476 420476

Entebbe Tel.: (256) 713 514440 - Fax: (256) 414 322607 Fort Portal

Tel.: (256) 483 422025 - Fax: (256) 483 422025

Tel.: (256) 712 931991 - Fax: (256) 471 432627 Hoima

Tel.: (256) 773 187121 - Fax: (256) 465 440099

Jinja - Main Branch Tel.: (256) 717 800223 - Fax: (256) 434 123113

Jinja - Clive Road Tel.: (256) 717 800223 - Fax: (256) 434 120092

Kalongo mini-branch Tel.: (256) 717 800528 - Fax: (256) 473 420049

Lira Tel.: (256) 717 800546 / 774 645152 Fax: (256) 473 420049

Masaka Tel.: (256) 711 000761

Mbale

Tel.: (256) 717 800513 - Fax: (256) 454 432256 Mbarara

Tel.: (256) 717 800519 - Fax: (256) 485 420173

Patongo Tel.: (256) 784 486787 - Fax: (256) 473 420049 Rubirizi

Tel.: (256) 717 800577

| Assets | 2014 | 2013 | Liabilities | 2014 | 2013 |
|--|---------|---------|---------------------------------|---------|---------|
| CASH AND BALANCES WITH CENTRAL BANK | 66 337 | 68 459 | CUSTOMER DEPOSITS | 341 748 | 295 164 |
| PLACEMENTS WITH OTHER BANKS | 29 857 | 16 925 | DEPOSITS FROM OTHER BANKS | 11 077 | 12 454 |
| AMOUNTS DUE FROM GROUP COMPANIES | 19 241 | 5 946 | AMOUNTS DUE TO GROUP COMPANIES | 32 620 | 7 615 |
| | | | DERIVATIVE FINANCIAL INSTRUMENT | | 8 |
| DERIVATIVE FINANCIAL INSTRUMENTS | 34 | | OTHER BORROWED FUNDS | 39 086 | 52 912 |
| CUSTOMER LOANS | 241 959 | 200 234 | DEFERRED INCOME TAX | | |
| INVESTMENT SECURITIES HELD FOR TRADING | | | RETIREMENT BENEFIT OBLIGATIONS | | |
| FINANCIAL ASSETS | 101 761 | 101 107 | OTHER LIABILITIES | 10 432 | 7 375 |
| PREMISES AND EQUIPMENT | 13 987 | 15 278 | TOTAL LIABILITIES | 434 963 | 375 528 |
| INTANGIBLE ASSETS | 3 378 | 2 879 | | | |
| | | | SHARE CAPITAL | 34 421 | 29 499 |
| LEASING | 3 145 | 3 192 | SHARE PREMIUMS | 14 757 | 10 891 |
| INCOME TAX RECOVERABLE | 443 | 56 | REGULATORY RESERVE | 1 628 | 1 927 |
| OTHER ASSETS | 7 173 | 6 903 | RETAINED EARNINGS (+/-) | 11 851 | 10 346 |
| DEFERRED INCOME TAX | 10 305 | 7 212 | TOTAL SHAREHOLDER'S EQUITY | 62 657 | 52 663 |
| TOTAL ASSETS | 497 620 | 428 191 | TOTAL LIABILITIES | 497 620 | 428 191 |

| Income statement | 2014 | 2013 |
|---|---------|---------|
| INTEREST & SIMILAR INCOME | 44 176 | 47 501 |
| INTEREST AND SIMILAR INCOME | -14 913 | -17 771 |
| NET INTEREST INCOME | 29 263 | 29 730 |
| FEE AND COMMISSION INCOME | 17 674 | 14 289 |
| FEE AND COMMISSION EXPENSE | -3 334 | -2 219 |
| NET COMMISSION | 14 340 | 12 070 |
| FOREIGN EXCHANGE INCOME | 3 338 | 2 490 |
| OTHER INCOME | 2 640 | 1 091 |
| OPERATING INCOME | 49 581 | 45 381 |
| IMPAIRMENT LOSSES ON LOANS AND ADVANCES | -3 788 | -13 100 |
| OPERATING EXPENSES | -45 477 | -40 481 |
| PROFIT BEFORE INCOME TAX | 316 | -8 200 |
| INCOME TAX EXPENSE / TAXATION CREDIT | 890 | 1 420 |
| NET INCOME | 1 206 | -6 780 |

BANQUE DE CREDIT DE BUJUMBURA

(BCB)

Opening date: 2008

Created in 1909 in Brussels: BANQUE DU CONGO BELGE (BCB). 1922: BCB Branch in Usumbura, Burundi. 25 July 1964: BANQUE DE CREDIT DE BUJUMBURA (BCB). Integrated into BOA network in 2008.

Legal form

SM

Capital as at 31/12/2014 Burundi Francs (BIF) 13 billion

Company registration

15053 - B - B 0061 F

Board of Directors as at 28/3/2015

Rose KATARIHO, Chairman Mohamed BENNANI Vincent de BROUWER Jean-Paul COUVREUR Géneviève KANYANGE Thierry LIENART Carole MAMAN Evariste NAHAYO Onésime NDUWIMANA Tharcisse RUTUMO Alain SIAENS

Principal Shareholders as at 28/3/2015

SOCIÉTÉ D'ASSURANCES DU BURUNDI (SOCABU) 21.70% **BOA GROUP S.A.** 20.25% THE BELGIAN INVESTMENT COMPANY FOR DEVELOPING COUNTRIES (BIO) 17.38% **BANQUE DEGROOF** 17.37% **BURUNDI REPUBLIC** 10.65% OFFICE DU THÉ DU BURUNDI (OTB) 9.10% COMPAGNIE DE GÉRANCE DU COTON (COGERCO) 1.66% COMPLEXE TEXTILE DU BURUNDI (COTEBU) 1.28% OTHER SHAREHOLDERS 0.61%

Auditor

GPO PARTNERS BURUNDI SPRL

Registered office

Mairie de Bujumbura – Boulevard Patrice Lumumba BP 300 - Bujumbura - REPUBLIC OF BURUNDI Tel.: (257) 22 20 11 11 - Fax: (257) 22 20 11 15 SWIFT: BCRBBIBI - E-mail: <info@bcb.bi>

Web site: www.bcb.bi

Business Centre

Agence Centrale de Bujumbura Tel.: (257) 22 20 11 73 - Fax: (257) 22 20 11 15

Bujumbura Branches & Counters

Agence Centrale Tel.: (257) 22 20 11 11 - Fax: (257) 22 20 11 15 Amitié

Tel.: (257) 22 20 11 09

Buyenzi Tel.: (257) 22 20 11 55

Centenaire Tel.: (257) 22 20 11 51

Kigobe Tel.: (257) 22 20 11 77

Kinanira Tel.: (257) 22 20 11 57

Orée du Golf Tel.: (257) 22 20 11 12

Place de l'Indépendance Tel.: (257) 22 20 11 44

Port de Bujumbura Counter¹ Tel.: (257) 22 24 35 11

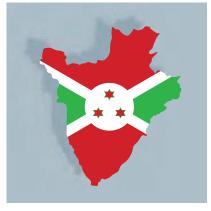
Brarudi Counter¹ Tel.: (257) 22 24 67 25

SEP Counter¹ Tel.: (257) 22 20 11 69

PNUD Counter¹ Tel.: (257) 22 20 11 81

Chaussée P.L. Rwagasore Counter² Tel.: (257) 22 20 11 04

(1) Attached to the BCB Head Office.
 (2) Attached to the Amitié Branch.



Branches & Counters in Provinces

Gitega Tel.: (257) 22 40 22 71 / 35 78 - Fax: (257) 22 40 36 88

Karusi Tel.: (257) 22 40 81 75 - Fax: (257) 22 40 81 47

Kayanza Tel.: (257) 22 30 55 95 - Fax: (257) 22 30 57 68

Kirundo Tel.: (257) 22 30 46 64 - Fax: (257) 22 30 46 65

Makamba Tel.: (257) 22 50 82 47 - Fax: (257) 22 50 82 48 Muyinga

Tel. & Fax: (257) 22 30 67 14

Ngozi Tel.: (257) 22 30 21 12 - Fax: (257) 22 30 20 20

Nyanza-Lac Tel.: (257) 22 50 60 95 - Fax: (257) 22 50 60 96

Rugombo Tel.: (257) 22 20 11 60

Rumonge Tel. & Fax: (257) 22 50 43 15

Rutana Tel.: (257) 22 50 51 78 - Fax: (257) 22 50 51 80

Ruyigi Tel.: (257) 22 40 60 78 - Fax: (257) 22 40 60 76 Gihofi Counter¹

Tel. & Fax: (257) 22 50 70 15 (1) Attached to the Rutana Branch.

| Assets | 2013 | 2014 |
|------------------------------------|-------------|-------------|
| CASH | 8 214 916 | 9 835 481 |
| INTERBANK LOANS | 97 739 565 | 142 833 980 |
| CUSTOMER LOANS | 143 738 168 | 136 526 972 |
| • PORTFOLIO OF DISCOUNTED BILLS | 13 627 277 | 12 838 901 |
| • OTHER CUSTOMER CREDIT FACILITIES | 78 193 204 | 80 149 174 |
| • ORDINARY DEBTOR ACCOUNTS | 51 917 687 | 43 538 897 |
| • FACTORING | | |
| INVESTMENT SECURITIES | 16 714 280 | 32 022 300 |
| FINANCIAL ASSETS | 123 101 | 186 741 |
| LEASING AND SIMILAR TRANSACTIONS | | |
| FINANCIAL ASSETS AT EQUITY VALUE | | |
| INTANGIBLE ASSETS | 545 879 | 898 690 |
| FIXED ASSETS | 20 350 192 | 24 441 525 |
| SHAREHOLDERS & ASSOCIATES | | |
| OTHER ASSETS | 510 712 | 378 050 |
| SUNDRY ACCOUNTS | 1 318 322 | 893 031 |
| CONSOLIDATED GOODWILL | | |
| TOTAL ASSETS | 289 255 135 | 348 016 770 |

| Liabilities | 2013 | 2014 |
|-------------------------------------|-------------|-------------|
| INTERBANK LIABILITIES | 1 601 077 | 1 916 982 |
| CUSTOMER DEPOSITS | 245 190 692 | 294 431 204 |
| • SAVINGS DEPOSIT ACCOUNTS | 164 945 886 | 205 776 314 |
| • TIME DEPOSIT ACCOUNTS | 47 633 314 | 48 319 737 |
| • SHORT-TERM BORROWINGS | 782 000 | 913 980 |
| • OTHER DEMAND DEPOSITS | 6 325 110 | 9 484 538 |
| • OTHER TIME DEPOSIT ACCOUNTS | 25 504 382 | 29 936 635 |
| DEBT SECURITIES | | |
| OTHER LIABILITIES | 3 382 419 | 4 344 985 |
| SUNDRY ACCOUNTS | 4 671 011 | 4 682 921 |
| RESERVES FOR CONTINGENCIES & LOSSES | | |
| STATUTORY PROVISIONS | 1 982 506 | 1 982 506 |
| EARMARKED FUNDS | 6 917 | 6 917 |
| SUBORDINATED LOANS & SECURITIES | | |
| INVESTMENT SUBSIDIES | | |
| RESERVES FOR GENERAL BANKING RISKS | 3 335 000 | 5 256 601 |
| CAPITAL OR APPROPRIATIONS | 13 000 000 | 13 000 000 |
| SHARE PREMIUMS | | |
| RESERVES | 14 058 027 | 20 379 067 |
| RETAINED EARNINGS (+/-) | 2 771 | 3 069 |
| NET INCOME | 2 024 715 | 2 012 518 |
| TOTAL LIABILITIES | 289 255 135 | 348 016 770 |

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| Expenses | 2013 | 2014 |
|--|------------|------------|
| INTEREST AND SIMILAR EXPENSES | 6 983 068 | 7 227 925 |
| • ON INTERBANK LIABILITIES | 32 565 | 1 609 |
| • ON CUSTOMER DEPOSITS | 6 884 822 | 7 142 437 |
| • ON DEBT SECURITIES | 65 681 | 83 879 |
| ON SHAREHOLDERS' & ASSOCIATES' BLOCKED ACCOUNT AND ON SUBORDINATED DEBT | 2 | |
| • OTHER INTEREST AND SIMILAR EXPENSES | | |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | | |
| COMMISSION | | |
| EXPENSES ON FINANCIAL OPERATIONS | | |
| OTHER BANK OPERATING EXPENSES | | |
| OPERATING OVERHEADS | 14 322 519 | 15 126 049 |
| • PERSONNEL COSTS | 6 777 534 | 6 454 254 |
| • OTHER OVERHEADS | 7 544 985 | 8 671 795 |
| DEPRECIATION AND PROVISIONS | | |
| ON FIXED ASSETS | 2 317 567 | 2 474 393 |
| DEFICIT ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | 9 812 931 | 7 206 501 |
| EXCESS OF PROVISIONING OVER WRITE-BACKS | | |
| OF GENERAL BANKING RISKS | 1 900 000 | 1 921 601 |
| EXCEPTIONAL EXPENSES | | 666 483 |
| LOSSES FROM PREVIOUS YEARS | | |
| CORPORATE INCOME TAX | 1 697 824 | 1 330 231 |
| PROFIT | 2 024 715 | 2 012 518 |
| TOTAL EXPENSES | 39 058 624 | 37 965 701 |

| Income | 2013 | 2014 |
|--|------------|------------|
| INTEREST & SIMILAR INCOME | 23 779 808 | 22 049 917 |
| • ON INTERBANK LOANS | 381 654 | 409 691 |
| • ON CUSTOMER LOANS | 23 398 154 | 21 640 226 |
| • ON SUBORDINATED LOANS AND SECURITIES | | |
| • ON INVESTMENT SECURITIES | | |
| • OTHER INTEREST AND SIMILAR INCOME | | |
| INCOME FROM LEASING & SIMILAR OPERATIONS | | |
| COMMISSION | 4 354 331 | 5 524 141 |
| INCOME FROM FINANCIAL TRANSACTIONS | 8 682 678 | 7 986 450 |
| OTHER INCOME FROM BANKING OPERATIONS | 1 856 918 | 2 136 510 |
| GENERAL OPERATING INCOME | 117 065 | 193 768 |
| WRITE-BACK OF DEPRECIATION | | |
| & PROVISIONS ON FIXED ASSETS | 62 268 | 74 915 |
| SURPLUS ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | | |
| EXCESS OF WRITE-BACKS OVER PROVISIONING | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL INCOME | 205 556 | |
| INCOME FROM PREVIOUS YEARS | | |
| LOSS | | |
| TOTAL INCOME | 39 058 624 | 37 965 701 |

BANQUE DE L'HABITAT DU BENIN

(BHB)

Opening date: April 2004

Legal form S.A. with Board of Directors

Capital as at 31/12/2014 CFAF 5 billion

Company registration

RB Cotonou 2007 B2267 (ancien 2003 B 1660)

Board of Directors as at 17/4/2015

Georges ABALLO, Chairman Mohamed BENNANI Amine BOUABID BANK OF AFRICA in Bénin, represented by Faustin AMOUSSOU CNSS, represented by Moussa MORA JEREMIE BENIN STATE, represented by Job OLOU Benoît MAFFON Abderrazzak ZEBDANI

Principal Shareholders as at 17/4/2015

| BOA WEST AFRICA | 47.36% |
|---|--------|
| BANK OF AFRICA IN BENIN | 31.07% |
| NETHERLANDS DEVELOPMENT FINANCE COMPANY (FMO) | 10.00% |
| BENIN STATE | 4.50% |
| CNSS | 3.00% |
| BHS | 1.00% |
| LA POSTE DU BENIN | 0.60% |
| DOSSOU MAHOUGNON | 2.25% |
| PRIVATE SHAREHOLDERS | 0.22% |

Auditors

FIDUCIAIRE D'AFRIQUE: JOHANNES DAGNON MAZARS: ARMAND FANDOHAN

Registered office

Boulevard de France 01 BP 6555 - Cotonou - REPUBLIC OF BENIN Tel.: (229) 21 31 24 25 Fax: (229) 21 31 24 60 E-mail: <secbhb@intnet.bj>

Web site: www.banque-habitat-benin.com



| Assets | 2013 | 2014 |
|------------------------------------|----------------|----------------|
| CASH | 74 233 063 | 87 236 459 |
| INTERBANK LOANS | 5 190 837 643 | 5 472 824 577 |
| CUSTOMER LOANS | 23 561 177 972 | 22 923 230 263 |
| • PORTFOLIO OF DISCOUNTED BILLS | | |
| • OTHER CUSTOMER CREDIT FACILITIES | 9 334 290 733 | 7 649 276 736 |
| • ORDINARY DEBTOR ACCOUNTS | 14 226 887 239 | 15 273 953 527 |
| • FACTORING | | |
| INVESTMENT SECURITIES | 812 500 000 | 750 000 000 |
| FINANCIAL ASSETS | 100 000 000 | 100 000 000 |
| LEASING AND SIMILAR TRANSACTIONS | | |
| FINANCIAL ASSETS AT EQUITY VALUE | | |
| INTANGIBLE ASSETS | 106 487 654 | 66 237 149 |
| FIXED ASSETS | 360 518 347 | 336 504 123 |
| SHAREHOLDERS & ASSOCIATES | | |
| OTHER ASSETS | 204 529 163 | 190 735 033 |
| SUNDRY ACCOUNTS | 41 842 192 | 32 250 539 |
| CONSOLIDATED GOODWILL | | |
| TOTAL ASSETS | 30 452 126 034 | 29 959 018 143 |

| Liabilities | 2013 | 2014 |
|-------------------------------------|----------------|----------------|
| INTERBANK LIABILITIES | 2 037 185 350 | 800 000 000 |
| CUSTOMER DEPOSITS | 19 480 086 648 | 21 109 534 344 |
| • SAVINGS DEPOSIT ACCOUNTS | 7 251 893 425 | 8 736 461 458 |
| • TIME DEPOSIT ACCOUNTS | | |
| • SHORT-TERM BORROWINGS | | |
| • OTHER DEMAND DEPOSITS | 2 616 379 649 | 238 368 396 |
| • OTHER TIME DEPOSIT ACCOUNTS | 9 611 813 574 | 9 989 388 926 |
| DEBT SECURITIES | 1 600 000 000 | 1 200 000 000 |
| OTHER LIABILITIES | 447 535 181 | 332 784 424 |
| SUNDRY ACCOUNTS | 248 174 223 | 253 190 089 |
| RESERVES FOR CONTINGENCIES & LOSSES | 47 596 701 | 89 196 291 |
| STATUTORY PROVISIONS | | |
| EARMARKED FUNDS | 1 000 000 000 | 1 000 000 000 |
| SUBORDINATED LOANS & SECURITIES | | |
| INVESTMENT SUBSIDIES | | |
| RESERVES FOR GENERAL BANKING RISKS | | |
| CAPITAL OR APPROPRIATIONS | 5 000 000 000 | 5 000 000 000 |
| SHARE PREMIUMS | | |
| RESERVES | 91 611 097 | 111 232 189 |
| RETAINED EARNINGS (+/-) | 369 129 556 | 480 315 742 |
| NET INCOME | 130 807 278 | -417 234 936 |
| TOTAL LIABILITIES | 30 452 126 034 | 29 959 018 143 |

| Expenses | 2013 | 2014 |
|--|---------------|---------------|
| INTEREST AND SIMILAR EXPENSES | 1 001 321 427 | 932 350 586 |
| • ON INTERBANK LIABILITIES | 130 091 212 | 102 306 220 |
| • ON CUSTOMER DEPOSITS | 751 778 160 | 735 592 311 |
| • ON DEBT SECURITIES | 119 452 055 | 94 452 055 |
| • ON SHAREHOLDERS' & ASSOCIATES' BLOCKED ACC And on subordinated debt | OUNTS | |
| • OTHER INTEREST AND SIMILAR EXPENSES | | |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | | |
| COMMISSION | 15 539 111 | 11 529 198 |
| EXPENSES ON FINANCIAL OPERATIONS | | |
| OTHER BANK OPERATING EXPENSES | 1 037 062 | 536 590 |
| OPERATING OVERHEADS | 848 664 519 | 852 361 129 |
| • PERSONNEL COSTS | 391 384 555 | 388 568 094 |
| • OTHER OVERHEADS | 457 279 964 | 463 793 035 |
| DEPRECIATION AND PROVISIONS | | |
| ON FIXED ASSETS | 93 430 379 | 93 337 129 |
| DEFICIT ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | 203 495 290 | 739 980 119 |
| EXCESS OF PROVISIONING OVER WRITE-BACKS | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL EXPENSES | 715 525 | |
| LOSSES FROM PREVIOUS YEARS | 21 425 212 | 56 678 995 |
| CORPORATE INCOME TAX | 75 204 000 | 17 108 702 |
| PROFIT | 130 807 278 | |
| TOTAL EXPENSES | 2 391 639 803 | 2 703 882 448 |

| Income | 2013 | 2014 |
|--|---------------|---------------|
| INTEREST & SIMILAR INCOME | 2 273 408 648 | 2 203 742 727 |
| • ON INTERBANK LOANS | 182 125 044 | 202 947 481 |
| • ON CUSTOMER LOANS | 2 073 132 840 | 1 979 679 929 |
| • ON SUBORDINATED LOANS AND SECURITIES | | |
| • ON INVESTMENT SECURITIES | | |
| • OTHER INTEREST AND SIMILAR INCOME | | |
| INCOME FROM LEASING & SIMILAR OPERATIONS | 18 150 764 | 21 115 317 |
| COMMISSION | | |
| INCOME FROM FINANCIAL TRANSACTIONS | 48 081 423 | 42 750 438 |
| OTHER INCOME FROM BANKING OPERATIONS | 26 400 685 | 22 650 685 |
| GENERAL OPERATING INCOME | 7 696 616 | 7 279 391 |
| WRITE-BACK OF DEPRECIATION | | |
| & PROVISIONS ON FIXED ASSETS | | |
| SURPLUS ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | | |
| EXCESS OF WRITE-BACKS OVER PROVISIONING | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL INCOME | | 40 104 |
| INCOME FROM PREVIOUS YEARS | 36 052 431 | 10 184 167 |
| LOSS | | 417 234 936 |
| TOTAL INCOME | 2 391 639 803 | 2 703 882 448 |

AGORA

Opening date: July 2002

Legal form S.A.

Capital as at 31/12/2014 (FAF 5 billion

Company registration

RCCM N° 282497 Abidjan - Plateau

Board of Directors as at 31/12/2014

Mohamed BENNANI, Chairman BANK OF AFRICA in Benin, represented by Faustin AMOUSSOU BANK OF AFRICA in Mali, represented by Bouchaib FACHAR BANK OF AFRICA in Niger, represented by Sadio CISSÉ Jean-François MONTEIL Lala MOULAYE Léon NAKA

Principal Shareholders as at 31/12/2014

| 50.74% |
|----------------|
| 16.00% |
| 7.50% |
| 5. 39 % |
| 5.00% |
| 5.00% |
| 5.00% |
| 0.91% |
| 0.57% |
| 0.43% |
| 3.46% |
| |

Auditor

MAZARS CÔTE D'IVOIRE

Registered office

Abidjan Plateau

Angle Avenue Terrasson de Fougères - Rue Gourgas 01 BP 4132 Abidjan 01 - CÔTE D'IVOIRE



| Assets | 2013 | 2014 |
|------------------------------------|----------------|----------------|
| CASH | | |
| INTERBANK LOANS | 4 758 080 833 | 4 094 424 113 |
| CUSTOMER LOANS | | |
| • PORTFOLIO OF DISCOUNTED BILLS | | |
| • OTHER CUSTOMER CREDIT FACILITIES | | |
| • ORDINARY DEBTOR ACCOUNTS | | |
| • FACTORING | | |
| INVESTMENT SECURITIES | 844 679 990 | 758 866 254 |
| FINANCIAL ASSETS | 13 466 849 604 | 14 662 422 898 |
| LEASING AND SIMILAR TRANSACTIONS | | |
| FINANCIAL ASSETS AT EQUITY VALUE | | |
| INTANGIBLE ASSETS | | |
| FIXED ASSETS | | |
| SHAREHOLDERS & ASSOCIATES | | |
| OTHER ASSETS | | |
| SUNDRY ACCOUNTS | | |
| CONSOLIDATED GOODWILL | | |
| TOTAL ASSETS | 19 069 610 427 | 19 515 713 265 |

| Liabilities | 2013 | 2014 |
|-------------------------------------|----------------|----------------|
| INTERBANK LIABILITIES | 9 003 895 | 12 541 003 |
| CUSTOMER DEPOSITS | | |
| • SAVINGS DEPOSIT ACCOUNTS | | |
| • TIME DEPOSIT ACCOUNTS | | |
| • SHORT-TERM BORROWINGS | | |
| • OTHER DEMAND DEPOSITS | | |
| • OTHER TIME DEPOSIT ACCOUNTS | | |
| DEBT SECURITIES | | |
| OTHER LIABILITIES | 1 593 234 234 | 2 314 112 792 |
| SUNDRY ACCOUNTS | | |
| RESERVES FOR CONTINGENCIES & LOSSES | | |
| STATUTORY PROVISIONS | | |
| EARMARKED FUNDS | | |
| SUBORDINATED LOANS & SECURITIES | | |
| INVESTMENT SUBSIDIES | | |
| RESERVES FOR GENERAL BANKING RISKS | | |
| CAPITAL OR APPROPRIATIONS | 5 000 000 000 | 5 000 000 000 |
| SHARE PREMIUMS | | |
| RESERVES | 2 185 655 540 | 2 185 655 540 |
| RETAINED EARNINGS (+/-) | 2 592 383 917 | 2 781 716 758 |
| NET INCOME | 7 689 332 841 | 7 221 687 172 |
| TOTAL LIABILITIES | 19 069 610 427 | 19 515 713 265 |

| Expenses | 2013 | 2014 |
|--|---------------|---------------|
| INTEREST AND SIMILAR EXPENSES | | |
| • ON INTERBANK LIABILITIES | | |
| • ON CUSTOMER DEPOSITS | | |
| • ON DEBT SECURITIES | | |
| • ON SHAREHOLDERS' & ASSOCIATES' BLOCKED ACCOU | NTS | |
| AND ON SUBORDINATED DEBT | | |
| • OTHER INTEREST AND SIMILAR EXPENSES | | |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | | |
| COMMISSION | | |
| EXPENSES ON FINANCIAL OPERATIONS | | |
| OTHER BANK OPERATING EXPENSES | | |
| OPERATING OVERHEADS | 578 777 175 | 777 461 524 |
| • PERSONNEL COSTS | | |
| • OTHER OVERHEADS | 578 777 175 | 777 461 524 |
| DEPRECIATION AND PROVISIONS | | |
| ON FIXED ASSETS | 29 883 328 | 124 773 144 |
| DEFICIT ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | | |
| EXCESS OF PROVISIONING OVER WRITE-BACKS | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL EXPENSES | 500 000 000 | 132 160 |
| LOSSES FROM PREVIOUS YEARS | | |
| CORPORATE INCOME TAX | 170 889 250 | 35 000 000 |
| PROFIT | 7 689 332 841 | 7 221 687 172 |
| TOTAL EXPENSES | 8 968 882 594 | 8 159 054 000 |

| Income | 2013 | 2014 |
|--|---------------|---------------|
| INTEREST & SIMILAR INCOME | 374 426 525 | 226 578 533 |
| • ON INTERBANK LOANS | | |
| • ON CUSTOMER LOANS | | |
| • ON SUBORDINATED LOANS AND SECURITIES | | |
| • ON INVESTMENT SECURITIES | | |
| • OTHER INTEREST AND SIMILAR INCOME | 374 426 525 | 226 578 533 |
| INCOME FROM LEASING & SIMILAR OPERATIONS | | |
| COMMISSION | | |
| INCOME FROM FINANCIAL TRANSACTIONS | 7 236 258 246 | 7 931 144 276 |
| OTHER INCOME FROM BANKING OPERATIONS | 1 200 000 | 1 200 000 |
| GENERAL OPERATING INCOME | | |
| WRITE-BACK OF DEPRECIATION | | |
| & PROVISIONS ON FIXED ASSETS | 183 548 575 | |
| SURPLUS ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | | |
| EXCESS OF WRITE-BACKS OVER PROVISIONING | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL INCOME | 1 173 449 248 | 131 191 |
| INCOME FROM PREVIOUS YEARS | | |
| LOSS | | |
| TOTAL INCOME | 8 968 882 594 | 8 159 054 000 |

ATTICA

Opening date: October 2004

Legal form S.A.

Capital as at 31/12/2014 (FAF 2.5 billion

Company registration RCM N° CI-ABJ-2009-B-2853 Abidjan-Plateau

Board of Directors as at 31/12/2014

Benoit MAFFON, Chairman BOA GROUP S.A., represented by Mohamed BENNANI UBA VIE, represented by Lassina COULIBALY Jean-François MONTEIL Mor FALL

Principal Shareholders as at 31/12/2014

| BOA GROUP S.A. | 75.08% |
|----------------------------------|-----------------|
| UBA VIE | 11. 76 % |
| GÉNÉRALE DES ASSURANCES DU BENIN | 4.00% |
| AFRICAINE DES ASSURANCES | 4.00% |
| OTHER SHAREHOLDERS | 0.40% |
| PRIVATE SHAREHOLDERS | 4.76% |

Auditor

MAZARS CÔTE D'IVOIRE

Registered office

Abidjan Plateau Angle Avenue Terrasson de Fougères - Rue Gourgas 01 BP 4132 Abidjan 01 - CÔTE D'IVOIRE



| Assets | 2013 | 2014 |
|------------------------------------|--------------------|---------------|
| CASH | | |
| INTERBANK LOANS | 663 795 155 | 499 218 994 |
| CUSTOMER LOANS | | |
| • PORTFOLIO OF DISCOUNTED BILLS | | |
| • OTHER CUSTOMER CREDIT FACILITIES | | |
| • ORDINARY DEBTOR ACCOUNTS | | |
| • FACTORING | | |
| INVESTMENT SECURITIES | 286 358 427 | 200 660 822 |
| FINANCIAL ASSETS | 2 210 688 725 | 2 735 958 725 |
| LEASING AND SIMILAR TRANSACTIONS | | |
| FINANCIAL ASSETS AT EQUITY VALUE | | |
| INTANGIBLE ASSETS | | |
| FIXED ASSETS | | |
| SHAREHOLDERS & ASSOCIATES | | |
| OTHER ASSETS | | |
| SUNDRY ACCOUNTS | | |
| CONSOLIDATED GOODWILL | | |
| TOTAL ASSETS | 3 160 842 307 | 3 435 838 541 |

| INTERBANK LIABILITIES 7 081 099 CUSTOMER DEPOSITS • SAVINGS DEPOSIT ACCOUNTS • TIME DEPOSIT ACCOUNTS • TIME DEPOSIT ACCOUNTS • SHORT-TERM BORROWINGS • OTHER DEMAND DEPOSITS • OTHER TIME DEPOSIT ACCOUNTS OTHER TIME DEPOSIT ACCOUNTS DEBT SECURITIES 40 381 120 SUNDRY ACCOUNTS RESERVES FOR CONTINGENCIES & LOSSES STATUTORY PROVISIONS | 11 435 442 |
|---|---------------|
| SAVINGS DEPOSIT ACCOUNTS TIME DEPOSIT ACCOUNTS SHORT-TERM BORROWINGS OTHER DEMAND DEPOSITS OTHER TIME DEPOSIT ACCOUNTS DEBT SECURITIES OTHER LIABILITIES 40 381 120 SUNDRY ACCOUNTS RESERVES FOR CONTINGENCIES & LOSSES | |
| | |
| SHORT-TERM BORROWINGS OTHER DEMAND DEPOSITS OTHER TIME DEPOSIT ACCOUNTS DEBT SECURITIES OTHER LIABILITIES 40 381 120 SUNDRY ACCOUNTS RESERVES FOR CONTINGENCIES & LOSSES | |
| | |
| OTHER TIME DEPOSITACCOUNTS DEBT SECURITIES OTHER LIABILITIES 40 381 120 SUNDRY ACCOUNTS RESERVES FOR CONTINGENCIES & LOSSES | |
| DEBT SECURITIES 40 381 120 OTHER LIABILITIES 40 381 120 SUNDRY ACCOUNTS 8 RESERVES FOR CONTINGENCIES & LOSSES 9 | |
| OTHER LIABILITIES 40 381 120 SUNDRY ACCOUNTS RESERVES FOR CONTINGENCIES & LOSSES | |
| SUNDRY ACCOUNTS RESERVES FOR CONTINGENCIES & LOSSES | |
| RESERVES FOR CONTINGENCIES & LOSSES | 78 059 852 |
| | |
| STATUTORY PROVISIONS | 600 000 |
| | |
| EARMARKED FUNDS | |
| SUBORDINATED LOANS & SECURITIES | |
| INVESTMENT SUBSIDIES | |
| RESERVES FOR GENERAL BANKING RISKS | |
| CAPITAL OR APPROPRIATIONS 2 500 000 000 | 2 500 000 000 |
| SHARE PREMIUMS | |
| RESERVES 110 212 632 | 159 102 930 |
| RETAINED EARNINGS (+/-) 14 264 469 | 129 277 158 |
| NET INCOME 488 902 987 | 557 363 159 |
| TOTAL LIABILITIES 3 160 842 307 3 | |

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| Expenses | 2013 | 2014 |
|---|-------------|-------------|
| INTEREST AND SIMILAR EXPENSES | | |
| • ON INTERBANK LIABILITIES | | |
| • ON CUSTOMER DEPOSITS | | |
| • ON DEBT SECURITIES | | |
| • ON SHAREHOLDERS' & ASSOCIATES' BLOCKED ACCOUN | ITS | |
| AND ON SUBORDINATED DEBT | | |
| • OTHER INTEREST AND SIMILAR EXPENSES | | |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | | |
| COMMISSION | | |
| EXPENSES ON FINANCIAL OPERATIONS | | |
| OTHER BANK OPERATING EXPENSES | | 600 000 |
| OPERATING OVERHEADS | 44 975 248 | 87 777 775 |
| • PERSONNEL COSTS | | |
| • OTHER OVERHEADS | 44 975 248 | 87 777 775 |
| DEPRECIATION AND PROVISIONS | | |
| ON FIXED ASSETS | | |
| DEFICIT ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | | |
| EXCESS OF PROVISIONING OVER WRITE-BACKS | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL EXPENSES | | |
| LOSSES FROM PREVIOUS YEARS | | |
| CORPORATE INCOME TAX | 22 205 250 | 11 689 250 |
| PROFIT | 488 902 987 | 557 363 159 |
| TOTAL EXPENSES | 556,083,485 | 657 430 184 |

| Income | 2013 | 2014 |
|--|-------------|-------------|
| INTEREST & SIMILAR INCOME | 29 410 435 | 37 075 427 |
| • ON INTERBANK LOANS | | |
| • ON CUSTOMER LOANS | | |
| • ON SUBORDINATED LOANS AND SECURITIES | | |
| • ON INVESTMENT SECURITIES | | |
| • OTHER INTEREST AND SIMILAR INCOME | 29 410 435 | 37 075 427 |
| INCOME FROM LEASING & SIMILAR OPERATIONS | | |
| COMMISSION | | |
| INCOME FROM FINANCIAL TRANSACTIONS | 485 873 050 | 620 354 757 |
| OTHER INCOME FROM BANKING OPERATIONS | | |
| GENERAL OPERATING INCOME | 40 800 000 | |
| WRITE-BACK OF DEPRECIATION | | |
| & PROVISIONS ON FIXED ASSETS | | |
| SURPLUS ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | | |
| EXCESS OF WRITE-BACKS OVER PROVISIONING | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL INCOME | | |
| INCOME FROM PREVIOUS YEARS | | |
| LOSS | | |
| TOTAL INCOME | 556,083,485 | 657 430 184 |

BOA-FRANCE

Opening date: May 2010

Legal form S.A.

Capital as at 31/12/2014 Euros 14 million

Company registration

RCS PARIS 514 242 338

Board of Directors as at 31/12/2014

Paul DERREUMAUX, Chairman Mohamed BENNANI, Director BANK OF AFRICA in Côte d'Ivoire, represented by Paul DERREUMAUX BANK OF AFRICA in Kenya, represented by Paulin Laurent COSSI BANK OF AFRICA in Madagascar, represented by Francis SUEUR BANK OF AFRICA in Mali, represented by Serge KAPNIST

Principal Shareholders as at 31/12/2014

| BANK OF AFRICA IN MADAGASCAR | 16.39% |
|---------------------------------|--------|
| AGORA S.A. | 10.00% |
| BANK OF AFRICA IN CÔTE D'IVOIRE | 11.11% |
| BANK OF AFRICA IN MALI | 12.73% |
| BANK OF AFRICA IN BENIN | 11.11% |
| BANK OF AFRICA IN BURKINA FASO | 10.00% |
| BANK OF AFRICA IN SENEGAL | 11.11% |
| PROPARCO | 7.14% |
| BANK OF AFRICA IN KENYA | 5.56% |
| BANK OF AFRICA IN NIGER | 4.45% |
| OTHER SHAREHOLDERS | 0.40% |

Auditor

MAZARS FRANCE

Registered office

6 Rue Cambacérès 75008 Paris - FRANCE Tel.: (33) 1 42 96 11 40 Fax: (33) 1 42 96 11 68 E-mail: <info@boafrance.com>

Web site: www.boafrance.com

Paris Branches

Agence Entreprises Tel.: (33) 1 42 96 11 40 - Fax: (33) 1 42 96 11 68 La Plaine Tel.: (33) 1 44 64 90 90 - Fax: (33) 1 44 64 75 95 Strasbourg Tel.: (33) 1 42 96 92 94 - Fax: (33) 1 53 24 98 41 Ornano Tel.: (33) 1 81 80 18 18 - Fax: (33) 1 42 58 88 37

Regional Branch

Marseille Tel.: (33) 4 91 19 14 07 - Fax: (33) 4 91 54 08 73



| Assets | 2013 | 2014 |
|------------------------------------|------------|------------|
| CASH | 210 730 | 523 316 |
| INTERBANK LOANS | 7 789 764 | 14 814 585 |
| CUSTOMER LOANS | 11 970 492 | 13 555 010 |
| • PORTFOLIO OF DISCOUNTED BILLS | 11 963 704 | 13 526 198 |
| • OTHER CUSTOMER CREDIT FACILITIES | | |
| • ORDINARY DEBTOR ACCOUNTS | 6 788 | 28 812 |
| • FACTORING | | |
| INVESTMENT SECURITIES | 20 133 494 | 47 228 736 |
| FINANCIAL ASSETS | | |
| LEASING AND SIMILAR TRANSACTIONS | | |
| FINANCIAL ASSETS AT EQUITY VALUE | | |
| INTANGIBLE ASSETS | 386 172 | 377 398 |
| FIXED ASSETS | 933 543 | 899 926 |
| SHAREHOLDERS & ASSOCIATES | | |
| OTHER ASSETS | 181 182 | 242 935 |
| SUNDRY ACCOUNTS | 230 074 | 2 474 747 |
| CONSOLIDATED GOODWILL | | |
| TOTAL ASSETS | 41 835 451 | 80 116 653 |

| Liabilities | 2013 | 2014 |
|-------------------------------------|------------|------------|
| INTERBANK LIABILITIES | 29 609 284 | 44 928 428 |
| CUSTOMER DEPOSITS | 2 995 065 | 24 527 562 |
| • SAVINGS DEPOSIT ACCOUNTS | 2 995 065 | 23 527 562 |
| • TIME DEPOSIT ACCOUNTS | | 1 000 000 |
| • SHORT-TERM BORROWINGS | | |
| • OTHER DEMAND DEPOSITS | | |
| • OTHER TIME DEPOSIT ACCOUNTS | | |
| DEBT SECURITIES | | |
| OTHER LIABILITIES | 121 816 | 120 023 |
| SUNDRY ACCOUNTS | 615 680 | 2 999 302 |
| RESERVES FOR CONTINGENCIES & LOSSES | | 1 450 |
| STATUTORY PROVISIONS | | |
| EARMARKED FUNDS | | |
| SUBORDINATED LOANS & SECURITIES | | |
| INVESTMENT SUBSIDIES | | |
| RESERVES FOR GENERAL BANKING RISKS | | |
| CAPITAL OR APPROPRIATIONS | 14 000 000 | 14 000 000 |
| SHARE PREMIUMS | | |
| RESERVES | | |
| RETAINED EARNINGS (+/-) | -4 714 151 | -5 506 394 |
| NET INCOME | -792 244 | -953 717 |
| TOTAL LIABILITIES | 41 835 451 | 80 116 653 |

| Expenses | 2013 | 2014 |
|---|-----------|-----------|
| INTEREST AND SIMILAR EXPENSES | 19 426 | 105 999 |
| • ON INTERBANK LIABILITIES | 19 426 | 105 999 |
| ON CUSTOMER DEPOSITS | | |
| • ON DEBT SECURITIES | | |
| • ON SHAREHOLDERS' & ASSOCIATES' BLOCKED ACCOUNTS | | |
| AND ON SUBORDINATED DEBT | _ | |
| • OTHER INTEREST AND SIMILAR EXPENSES | | |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | | |
| COMMISSION | 122 274 | 130 743 |
| EXPENSES ON FINANCIAL OPERATIONS | 14 243 | 25 033 |
| OTHER BANK OPERATING EXPENSES | | |
| OPERATING OVERHEADS | 2 399 414 | 2 761 175 |
| PERSONNEL COSTS | 1 281 903 | 1 465 955 |
| • OTHER OVERHEADS | 1 117 511 | 1 295 221 |
| DEPRECIATION AND PROVISIONS | | |
| ON FIXED ASSETS | 367 083 | 409 565 |
| DEFICIT ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | | |
| EXCESS OF PROVISIONING OVER WRITE-BACKS | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL EXPENSES | | 402 350 |
| LOSSES FROM PREVIOUS YEARS | 33 784 | 99 978 |
| CORPORATE INCOME TAX | | |
| PROFIT | | |
| TOTAL EXPENSES | 2 956 224 | 3 934 843 |

| Income | 2013 | 2014 |
|--|-----------|-----------|
| INTEREST & SIMILAR INCOME | 95 083 | 509 346 |
| • ON INTERBANK LOANS | 56 735 | 176 391 |
| • ON CUSTOMER LOANS | 38 349 | 332 955 |
| • ON SUBORDINATED LOANS AND SECURITIES | _ | |
| • ON INVESTMENT SECURITIES | | |
| • OTHER INTEREST AND SIMILAR INCOME | | |
| INCOME FROM LEASING & SIMILAR OPERATIONS | | |
| COMMISSION | 1 936 877 | 2 316 361 |
| INCOME FROM FINANCIAL TRANSACTIONS | 60 254 | 41 086 |
| OTHER INCOME FROM BANKING OPERATIONS | 18 503 | 14 394 |
| GENERAL OPERATING INCOME | _ | |
| WRITE-BACK OF DEPRECIATION | | |
| & PROVISIONS ON FIXED ASSETS | _ | |
| SURPLUS ON VALUE ADJUSTMENTS TO LOANS | | |
| & OFF-BALANCE-SHEET ITEMS | _ | 83 805 |
| EXCESS OF WRITE-BACKS OVER PROVISIONING | | |
| OF GENERAL BANKING RISKS | | |
| EXCEPTIONAL INCOME | 53 264 | 16 134 |
| INCOME FROM PREVIOUS YEARS | | |
| LOSS | 792 244 | 953 717 |
| TOTAL INCOME | 2 956 224 | 3 934 843 |



Inauguration of the Ivandry Business Centre in Antananarivo, Madagascar.

Guided tour of the Abidjan Business Centre, in Côte d'Ivoire. On the front, left to right: Mrs Lala MOULAYE EZZEDINE, BOA in Côte d'Ivoire COB, Mr Othman BENJELLOUN, BMCE Bank CEO, Mr Mohamed BENNANI,

BOA GROUP S.A. CEO.





Inauguration of the Dar es Salaam Business Centre in Tanzania.

Annual Report 2014 8 BANK OF AFRICA Group

Consolidated annual accounts

of BANK OF AFRICA Group



Exterior and interior views BOA Business Centre in Kenya, opened in October 2014 in Nairobi: © BOA

Report by the Authorized Statutory Auditor

on the annual consolidated accounts at 31 december 2014

In accordance with our appointment by the General Meeting of Shareholders, we have audited the consolidated annual accounts of BOA GROUP S.A., which comprise the consolidated balance sheet as at 31 December 2014, the consolidated profit and loss account ending on this date and a summary of the principal accounting methods and other explanatory notes.

Board of Director's responsibility for preparing and presenting the consolidated annual accounts

The Board of Directors is responsible for the preparation and fair presentation of these consolidated annual accounts in accordance with legal and regulatory requirements relating to the preparation and presentation of consolidated annual accounts in force in Luxembourg, and any internal control processes it deems necessary to enable the preparation of consolidated annual accounts that are free from significant anomalies, whether due to fraud or error.

Authorized Statutory Auditor's responsibility

Our responsibility is to express an opinion on these consolidated annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the Commission de Surveillance du Secteur Financier (supervisory authority). These standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the consolidated annual accounts are free from material misstatement.

An audit involves implementing procedures to obtain evidence about the amounts and disclosures in the consolidated annual accounts. The procedures selected depend on the Authorized Statutory Auditor's judgement, including assessing the risks of material misstatement of the consolidated annual accounts, whether due to fraud or error.

In conducting our assessment, the Authorized Statutory Auditor's takes into consideration internal control implemented in the entity for the preparation and fair presentation of the consolidated annual accounts, in order to define appropriate auditing procedures in the circumstances but not with a view to expressing an opinion on the effectiveness of this control.

An audit also involves assessing the suitability of the accounting methods used and the soundness of the accounting estimates made by the Board of Directors, as well as assessing the overall presentation of the consolidated annual accounts.

We believe that the audit evidence we have obtained is sufficient and provides an appropriate basis for the opinion expressed below.

Opinion

In our opinion, the consolidated annual accounts give a true and fair image of the consolidated financial position of BOA GROUP S.A. at 31 December 2014, and of its results for the year ended, in accordance with legal and regulatory requirements in force in Luxembourg relating to the preparation and presentation of consolidated annual accounts.

Without questioning this opinion, we would draw your attention to the Note to the Consolidated Annual Accounts at 31 December 2014, entitled "Significant accounting policies - Consolidation principles", which states that the consolidated annual accounts for the year ended 31 December 2014 are presented according to the recommendations of the West African Monetary Union (WAEMU) banking accounting plan. Since this presentation is not force in Luxembourg, we carried out a comparative study of the accounting methods and principles used to present the consolidated annual accounts and the accounting methods and principles in force in Luxembourg. This study did not detect any significant distortion.

Report on other legal and regulatory requirements

The consolidated management Report, which is the responsibility of the Board of Directors, is consistent with the annual accounts.

Luxembourg, 26 May 2015

For MAZARS LUXEMBOURG Authorized Statutory Auditor

10A, rue Henri M. Schnadt L-2530 LUXEMBOURG

Cyril CAYEZ

Authorized Independent Auditor

Auditors' report on the consolidated accounts

Fiscal year ending 31 December 2014

We have audited the euro-denominated consolidated financial statements of the BOA GROUP S.A. company appended to this report, including the consolidated balance sheet of 31 December 2014 with positive equity of euros 575,541,049, with the consolidated income statement showing net income of euros 90,006,774 for the financial year, the consolidated statement of changes in equity, as well as a summary of the main accounting methods used and other explanatory information.

The managers of the BANK OF AFRICA Group are responsible for the preparation and faithful presentation of these consolidated financial statements, in accordance with the accounting law provisions of the Organisation for the Harmonisation of Business Law in Africa (OHADA) and the accounting rules and principles of the bank accounting principles of the West African Monetary Union (WAMU), as well as the internal controls that it considers necessary to ensure that the consolidated financial statements are free of material misstatements, whether resulting from fraud or error. We are required to express an opinion on these consolidated financial statements on the basis of our audit.

We have undertaken our audit on the basis of international auditing standards. These standards require that we comply with ethical rules and that we plan and undertake the audit in order to obtain reasonable assurance that the consolidated financial statements contain no material misstatements.

An audit is a set of procedures to gather relevant items regarding the amounts and information provided in the consolidated financial statements. The choice of procedures is at the auditor's discretion, including its assurance that the consolidated financial statements do not contain any material misstatements, whether due to fraud or error.

In assessing these risks, the auditor takes into consideration the entity's internal controls of the preparation and faithful presentation of the consolidated financial statements, in order to design audit procedures that are suited to the circumstances, and not to express an opinion on the effectiveness of the entity's internal controls. An audit also includes an assessment of the appropriateness of the accounting methods used and of the management's accounting estimates, as well as an assessment of the presentation of all consolidated financial statements.

We believe that the relevant items that we obtained are a sufficient and appropriate basis for our audit opinion.

In our view, the consolidated financial statements provide, in their material aspects, a faithful image of the consolidated financial situation of the BOA GROUP S.A. as at 31 December 2014, as well as the consolidated income of the BANK OF AFRICA Group's operations for the financial year ended on this same date, in accordance with OHADA accounting law and the accounting rules and principles of the WAMU bank accounting principles.

23 February 2015 MAZARS CÔTE D'IVOIRE

Armand FANDOHAN Certified Public Accountant Partner

Notes to the consolidated annual accounts

Fiscal year ending 31 December 2014

Note - Significant accounting policies

A. Significant events of year 2014

Change in Group's scope of consolidation

Creation of BOA SERVICES which comes under Senegalese jurisdiction and is 99.92% owned by BOA GROUP S.A.. BOA SERVICES will manage the Group's Corporate Structures.

Following restructuring of its Asset Management business, ACTIBOURSE and BOA-ASSET MANAGEMENT were integrated into BOA CAPITAL, which is based in CASABLANCA (Morocco) and is 49.00% owned by BOA GROUP S.A., with retroactive effect from 1st January 2014.

Capital changes realised by Group companies

• During the First Half Year

Four Group entities undertook capital increases during the first half of the 2014 financial year.

The following points describe these changes in capital structure:

- BANK OF AFRICA – KENYA increased its share capital in the first half of 2014 by EUR 10,056,551¹, corresponding to 1,108,328 new shares, from EUR 37,815,800 at end December 2013 to EUR 47,872,350 at 31 December 2014.

- BANK OF AFRICA – UGANDA increased its capital by EUR 1,665,297² through cash contribution, issuing 5,601,358 new shares, thus raising its share capital from EUR 8,769,954 at end December 2013 to EUR 10,435,252 at 31 December 2014.

- BANK OF AFRICA – TANZANIA's accounts also recorded a capital increase of EUR 7,707,903³ (including share premium of EUR 3,930,709) through the issue of 68,560 new shares payable in cash. This increase raised the capital from EUR 9,031,542 at end December 2013 to EUR 12,808,735 at 31 December 2014.

- BANK OF AFRICA – RDC undertook a capital increase in the first half of 2014 by EUR 4,103,884⁴, corresponding to 4,999 new shares, raising the capital from EUR 13,146,421 at end December 2013 to EUR 17,250,306 at 31 December 2014.

¹December 2014, Euro 1 = Kenyan Shilling (KNS)110.210

² December 2014, Euro 1 = Ugandan Shilling (UGX) 3,363.578

³ December 2014, Euro 1 = Tanzanian Shilling (TZS) 2,101.737

⁴ December 2014, Euro 1 = Congolese Francs (CDF) 1,123.880

• During the Second Half Year

In addition to the capital changes recorded in the first half of 2014, four Group entities undertook capital increases during the second half of 2014.

The following points describe these changes in capital structure:

- BANK OF AFRICA – BURKINA FASO: Initial Public Offering (IPO) of 100,000 shares at EUR 91 (including a share premium of 76 euros), raising the capital from EUR 15,244,902 at end December 2013 to EUR 16,769,392 at end 2014.

- BANK OF AFRICA – SENEGAL: Initial Public Offering (IPO) of 200,000 shares against cash contributions of EUR 8,918,268 (including EUR 5,869,287 in share premiums). This increase raised the capital from EUR 15,244,902 at end December 2013 to EUR 18,293,882 at end 2014.

- BANK OF AFRICA – CÔTE D'IVOIRE: Initial Public Offering (IPO) of 100,000 shares at EUR 91 (including a share premium of EUR 76). This increase raised the capital from EUR 10,976,329 at end December 2013 to EUR 12,500,819 at end 2014.

- BANK OF AFRICA – MALI undertook a capital increase of 110,000 new shares against cash contributions of EUR 3,353,878 (including EUR 1,976,939 in share premiums), raising the capital from EUR 10,976,329 at end December 2013 to EUR 12,653,268 at end 2014.

- BANK OF AFRICA – NIGER distributed 100,000 free shares by incorporating share premiums (EUR 1,524,490), raising the capital from EUR 12,958,166 at end December 2013 to EUR 14,482,657 at end 2014.

B. Consolidation principles

The consolidated financial statements have been prepared in accordance with generally accepted international accounting standards and presented in the format required for banks and financial institutions. In order to provide better visibility for the shareholders and given the geographic and economic pre-eminence of the Group's original entities, the presentation adopted is that laid down in the West African Monetary Union (WAMU) banking chart of accounts.

The method of full consolidation has been applied for the accounts of all subsidiaries of the Group over which it has exclusive control. Exclusive control is presumed to exist when the Group directly or indirectly holds the majority of the voting rights or has effective control through the ability to appoint the majority of the members of the administrative and management bodies. Full consolidation consists of combining all the assets, liabilities and income statement items of the companies concerned after eliminating intergroup transactions and gains or losses. The equity and income of consolidated companies attributable to the Group (Group share) is shown separately from that attributable to other shareholders (minority interests).

The equity method has been applied for associated Companies over which the Group has significant direct or indirect influence. This accounting method is used for subsidiaries, except for the holding companies and AFH-SERVICES, that are not banks or financial institutions or do not use the same accounting policies as banks and financial institutions. The equity method consists of replacing the net book value of the shares held with the value of the Group's share in the associate's underlying net assets after taking account of its profit or loss for the period.

At 31 December 2014, no Group Companies were proportionately consolidated.

A list of Companies included the scope of consolidation at 31 December 2014 is provided in Note 2, showing the consolidation method used for each.

The income of Companies acquired (or sold) during the year is included in the consolidated income statement as of the date of acquisition (or p until the date of disposal).

All material transactions between fully consolidated Companies and all intergroup gains and losses (including dividends) are eliminated.

The difference upon initial consolidation of an acquired stake is the difference between the acquisition price and the share of the Company's share capital at the acquisition. In accordance with international accounting recommendations, this difference is generally allocated to the appropriate consolidated balance sheet item. Any residual positive difference in recorded under assets as "Goodwill".

Goodwill is amortised over a period of 10 years according to a plan that reflects as reasonably as possible the assumptions made, targets set and the acquiree's expected prospects at the time of acquisition.

If there is a subsequent change in these various factors compared with initial forecasts, an impairment moss may be taken against the goodwill over and above the scheduled amortisation charge.

Negative goodwill is recorded under liabilities in the consolidated balance sheet and is accounted for according to the method describes above.

C. Year end closing of accounts

Companies are consolidated on the basis of their separate financial statements prepared as at 31 December 2014. The separate financial statements are restated where required in line with Group accounting policies.

D. Foreign currency translation

BOA GROUP S.A., AFH-SERVICES LTD, AFH-OCEAN INDIEN and BOA-FRANCE use the Euro as their accounting currency. The other accounting currencies used by the Companies in the scope of consolidation are as follows:

- the CFA Franc (XOF),
- the Malagasy Ariary (MGA),
- the Kenyan Shilling (KES),
- the Ugandan Shilling (UGX),
- the Tanzanian Shilling (TZS),
- the Burundian Franc (BIF),
- the Congolese Franc (CDF),
- the Djiboutian Franc (DJF),
- the Ghanaian Cedi (GHS),
- the Moroccan Dirham (MAD).

The consolidated balance sheet, consolidated income statements and figures provides in the Notes to the consolidated accounts are expresses in euros.

Assets and liabilities to third parties are translated at the closing on 31 December 2014, except for equity.

Foreign exchange differences on assets and liabilities to third parties except for equity are recorded in the profit and loss account under "Foreign exchange expenses" or "Income from foreign exchange transactions".

Equity is translated into foreign currency using the historic exchange rate. In view of the nonsignificant differences observed after application of the average annual rates, the profit and loss account was translated at the closing rate of the respective currencies on 31 December 2014.

E. Funds for General Banking Risks (GBR)

The provisions for General Banking Risks are calculated separately by each Bank, in proportion to its total on- and off -balance sheet commitments excluding any guarantees, in accordance with the method set out by the Group's Investment Department. Commitments to public and semi-public companies and exposure covered by cash collateral or first demand bank guarantees are not included in the basis of calculation.

A progressive scale is used by the Banks that calculate this provision, with a target rate of 7%.

Provisions booked in the financial statements of the Group entities are similar to reserves and are accordingly included in the basis reserves.

F. Leasing operations

Financial leases, operating leases with purchase option and hire purchase agreements are booked in the consolidated balance sheet on basis of the financial amount outstanding and not the amount carried in the separate financial statements of the subsidiaries. The lease equalisation reserve is recorded under consolidated reserves net of deferred tax.

G. Intangible assets

Purchased goodwill, licences, patents and leasehold rights are booked at purchase cost. Purchased goodwill is not amortised. Other tangible assets are amortised on a straight-line basis over their estimated economic lives.

H. Fixed assets

Land, buildings and equipment are measured at historical cost. They are depreciated on a straight-line basis over their estimated useful lives.

I. Equity investments

Equity investments include "Investments in associates" and "Equity method investments".

The line item "Investments in associates" includes equity investments in non-consolidated companies.

It corresponds to the purchase cost of shares in non consolidated companies, less any provisions for impairment laid down to offset under valuation when assessing the Group share of the last known net worth of investments concerned.

The line item "Equity method investments" corresponds to the Group share of net worth of companies accounted for by the equity method.

J. Deferred tax

Deferred taxes are recognised on all temporary differences between taxable income and accounting income. They include the elimination of entries made in the separate financial statements in application of tax elections and also restatements according to the accounting principles applied for drawing up the consolidated accounts. Deferred tax is determined on the basis of the tax rates and fiscal regulations adopted at the date of the balance sheet, or using the expected tax rates for the fiscal period in which the deferred tax liabilities will be paid.

Deferred tax assets are only recognised if there is reasonable assurance that sufficient taxable profit will be available in the future to utilise them.

Deferred tax assets are presented under "Other assets" and deferred tax liabilities under "Other liabilities".

K. Retirement benefit obligations

Employee retirement benefit obligations are determined by each subsidiary in accordance with local legislation. Retirement benefit provisions are not discounted to present value. They are booked in the consolidated financial statements on this basis.

Retirement benefit obligations for companies in the Group that have outsourced this service to insurance companies are not included in the consolidated accounts. The expense corresponding to the insurance premium paid out is incorporated into the respective individual accounts.

L. Comparability from one year to the next

The consolidated financial statements of BOA Group at 31 December 2014 have been prepared using similar accounting methods to those used to prepare consolidated financial statements at 31 December 2013 presented for comparison.

The consolidation method used for each subsidiary is determined not only on the basis of the Group's percentage control but also on the criteria of "effective control".

Consolidated Balance Sheet compared for the last two fiscal years (in euros)

| Assets | Fiscal year 2014 | Fiscal year 2013 |
|------------------------------------|------------------|------------------|
| CASH | 164,120,626 | 139,768,871 |
| INTERBANK LOANS | 705,663,876 | 674,250,713 |
| • DEMAND DEPOSITS | 543,964,066 | 445,841,843 |
| • CENTRAL BANKS | 342,509,634 | 242,246,800 |
| • TREASURY, POST OFFICE BANK | 47,569,840 | 79,699,340 |
| • OTHER CREDIT INSTITUTIONS | 153,884,592 | 123,895,703 |
| • TERM DEPOSITS | 161,699,810 | 228,408,870 |
| CUSTOMER LOANS | 3,128,416,886 | 2,539,653,921 |
| PORTFOLIO OF DISCOUNTED BILLS | 161,807,983 | 130,390,827 |
| • SEASONAL CREDIT | | |
| • ORDINARY CREDIT | 161,807,983 | 130,390,827 |
| • OVERDRAFTS | 545,407,546 | 456,344,475 |
| • OTHER CUSTOMER CREDIT FACILITIES | 2,416,861,961 | 1,950,951,141 |
| • SEASONAL CREDIT | 129,248,515 | 55,921,652 |
| • ORDINARY CREDIT | 2,287,613,446 | 1,895,029,489 |
| • FACTORING | 4,339,396 | 1,967,478 |
| LEASING AND SIMILAR OPERATIONS | 3,994,156 | 3,364,760 |
| INVESTMENT SECURITIES | 1,391,754,343 | 886,792,314 |
| FINANCIAL ASSETS | 201,329,209 | 153,691,277 |
| FINANCIAL ASSETS AT EQUITY VALUE | 8,854,763 | 5,740,796 |
| INTANGIBLE ASSETS | 11,527,860 | 11,187,973 |
| FIXED ASSETS | 171,743,652 | 146,913,494 |
| SHAREHOLDERS & ASSOCIATES | | |
| OTHER ASSETS | 142,400,112 | 131,083,161 |
| SUNDRY ACCOUNTS | 85,142,265 | 73,950,458 |
| CONSOLIDATED GOODWILL | 35,100,895 | 40,137,361 |
| TOTAL ASSETS | 6,055,048,643 | 4,806,535,099 |
| Off-balance sheet | Fiscal year 2014 | Fiscal year 2013 |
| COMMITMENTS GIVEN | | |
| • CREDIT COMMITMENTS | 185,571,266 | 205,818,544 |
| • TO CREDIT INSTITUTIONS | 9,412,548 | 5,001,454 |
| TO CUSTOMERS | 175,158,718 | 200,817,090 |

| TO CREDIT INSTITUTIONS | 9,412,548 | 5,001,454 |
|----------------------------------|-------------|-------------|
| • TO CUSTOMERS | 175,158,718 | 200,817,090 |
| • GUARANTEES GIVEN | 603,035,417 | 500,962,086 |
| ON BEHALF OF CREDIT INSTITUTIONS | 10,348,701 | 17,058,350 |
| • ON BEHALF OF CUSTOMERS | 592,686,716 | 483,903,736 |
| • COMMITMENTS ON SECURITIES | 0 | 645,779,819 |

| | | (in euros) |
|---|------------------|------------------|
| Liabilities | Fiscal year 2014 | Fiscal year 2013 |
| INTERBANK LIABILITIES | 1,193,718,756 | 597,614,228 |
| • DEMAND | 88,886,854 | 69,509,166 |
| • TREASURY, POST OFFICE BANK | 19,391,271 | 28,831,335 |
| OTHER CREDIT INSTITUTIONS | 69,495,583 | 40,677,831 |
| • TERM DEPOSITS | 1,104,831,902 | 528,105,062 |
| CUSTOMER DEPOSITS | 4,018,836,967 | 3,457,013,750 |
| • SAVINGS DEPOSIT ACCOUNTS | 660,414,673 | 547,092,112 |
| TIME DEPOSIT ACCOUNTS | 12,141,539 | 8,930,572 |
| SHORT TERM BORROWINGS | 23,863,596 | 17,057,269 |
| OTHER DEMAND DEPOSITS | 1,953,683,840 | 1,735,631,838 |
| OTHER TIME DEPOSIT ACCOUNTS | 1,368,733,319 | 1,148,301,959 |
| DEBT SECURITIES | 13,264,921 | 25,614,389 |
| OTHER LIABILITIES | 78,075,812 | 86,853,331 |
| SUNDRY ACCOUNTS | 98,660,368 | 69,180,412 |
| CONSOLIDATED GOODWILL | 12,690,819 | 14,935,128 |
| RESERVES FOR CONTINGENCIES & LOSSES | 19,379,074 | 13,665,356 |
| STATUTORY PROVISIONS | | |
| SUBORDINATED LOANS & SECURITIES | 24,184,020 | 13,647,212 |
| INVESTMENT SUBSIDIES | | 109,301 |
| RESERVES FOR GENERAL BANKING RISKS | | |
| EARMARKED FUNDS | 20,696,857 | 21,387,130 |
| CAPITAL | 80,699,975 | 80,699,975 |
| SHARE PREMIUMS | | |
| CONSOLIDATED RESERVES, CURRENCY TRANSLATION ADJUSTMENT, | | |
| DIFFERENCE ON EQUITY ACCOUNTED INVESTMENT | 404,834,300 | 369,032,433 |
| • GROUP | 233,832,568 | 219,750,330 |
| MINORITY SHAREHOLDERS | 171,001,732 | 149,282,103 |
| RETAINED EARNINGS (+/-) | | |
| NET INCOME | 90,006,774 | 56,782,454 |
| • GROUP | 49,117,927 | 31,426,358 |
| MINORITY SHAREHOLDERS | 40,888,847 | 25,356,096 |
| TOTAL LIABILITIES | 6,055,048,643 | 4,806,535,099 |
| | | |

| Off-balance sheet | Fiscal year 2014 | Fiscal year 2013 |
|-------------------------------------|------------------|------------------|
| COMMITMENTS RECEIVED | | |
| • CREDIT COMMITMENTS | 24,453,545 | 30,680,708 |
| RECEIVED FROM CREDIT INSTITUTIONS | 24,453,545 | 30,680,708 |
| • RECEIVED FROM CUSTOMERS | | |
| • GUARANTEES RECEIVED | 3,647,376,707 | 2,988,041,552 |
| • RECEIVED FROM CREDIT INSTITUTIONS | 262,195,915 | 199,097,319 |
| RECEIVED FROM CUSTOMERS | 3,385,180,792 | 2,788,944,233 |
| • COMMITMENTS ON SECURITIES | 98,499,328 | 169,824,903 |

(in euros)

Consolidated Income Statement *compared for the last two fiscal years (in euros)*

| Expenses | Fiscal year 2014 | Fiscal year 2013 |
|---|------------------|------------------|
| INTEREST AND SIMILAR EXPENSES | 146,970,499 | 134,241,019 |
| • ON INTERBANK LIABILITIES | 28,198,003 | 19,412,255 |
| • ON CUSTOMER DEPOSITS | 112,218,466 | 111,310,672 |
| • ON DEBT SECURITIES | 1,006,393 | 1,511,260 |
| • OTHER INTEREST AND SIMILAR EXPENSES | 5,547,637 | 2,006,832 |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | 1,286,559 | 973,839 |
| COMMISSION | 4,177,856 | 2,811,626 |
| EXPENSES ON FINANCIAL OPERATIONS | 150,125,912 | 19,194,961 |
| • INVESTMENT EXPENSES | 379,371 | 1,171,311 |
| • FOREIGN EXCHANGE EXPENSES | 148,926,628 | 17,606,146 |
| • OFF-BALANCE-SHEET TRANSACTION EXPENSES | 819,913 | 417,504 |
| OTHER BANK OPERATING EXPENSES | 2,458,951 | 1,840,788 |
| GOODS PURCHASED | | |
| INVENTORY SOLD | | |
| CHANGES IN GOODS IN STOCK | | |
| OPERATING OVERHEADS | 218,596,356 | 182,331,928 |
| • PERSONNEL COSTS | 100,854,591 | 88,669,058 |
| • OTHER OVERHEADS | 117,741,765 | 93,662,870 |
| DEPRECIATION AND PROVISIONS ON FIXED ASSETS | 26,160,939 | 22,912,016 |
| DEFICIT ON VALUE ADJUSTMENTS TO LOANS & OFF-BALANCE-SHEET ITEMS | 54,844,627 | 55,265,152 |
| EXCEPTIONAL EXPENSES | 3,010,328 | 2,472,348 |
| LOSSES FROM PREVIOUS YEARS | 4,883,814 | 2,777,673 |
| SHARE OF INCOME FROM AFFILIATES ACCOUNTED FOR BY THE EQUITY | 77,328 | 64,338 |
| CORPORATE INCOME TAX | 18,920,457 | 19,566,940 |
| PROFIT | 90,006,774 | 56,782,454 |
| • GROUP | 49,117,927 | 31,426,358 |
| • MINORITY SHAREHOLDERS | 40,888,847 | 25,356,096 |
| TOTAL EXPENSES | 721,520,400 | 501,235,082 |

| Income | Fiscal year 2014 | Fiscal year 2013 |
|--|------------------|------------------|
| INTEREST AND SIMILAR INCOME | 332,602,975 | 298,287,107 |
| • ON INTERBANK LOANS | 17,245,620 | 17,515,603 |
| • ON CUSTOMER LOANS | 288,884,762 | 259,570,972 |
| • ON SECURITIES | 23,738,894 | 19,058,901 |
| • OTHER INTEREST AND SIMILAR INCOME | 2,733,699 | 2,141,631 |
| INCOME FROM LEASING AND SIMILAR OPERATIONS | 1,197,259 | 898,169 |
| COMMISSION | 69,140,507 | 63,174,712 |
| INCOME FROM FINANCIAL OPERATIONS | 277,143,666 | 106,207,109 |
| • INCOME FROM INVESTMENT SECURITIES | 71,188,346 | 44,895,056 |
| • DIVIDENDS AND SIMILAR INCOME | 14,083,893 | 11,727,947 |
| INCOME FROM FOREIGN EXCHANGE TRANSACTIONS | 178,050,957 | 38,199,140 |
| • INCOME FROM OFF-BALANCE SHEET TRANSACTIONS | 13,820,470 | 11,384,966 |
| OTHER INCOME FROM BANKING OPERATIONS | 13,046,823 | 11,123,472 |
| PROFIT MARGINS | | |
| SALE OF PRODUCTS | | |
| CHANGES IN GOODS IN STOCK | | |
| GENERAL OPERATING INCOME | 17,060,671 | 14,025,649 |
| WRITE-BACK OF DEPRECIATION AND PROVISIONS ON FIXED ASSETS | 539,218 | 739,705 |
| SURPLUS ON CORRECTIONS TO VALUE OF LOANS AND OFF-BALANCE SHEET ITEMS | | |
| EXCEPTIONAL INCOME | 3,670,249 | 3,509,358 |
| INCOME FROM PREVIOUS YEARS | 5,622,788 | 2,872,489 |
| SHARE OF INCOME FROM AFFILIATES ACCOUNTED FOR BY THE EQUITY | 1,496,244 | 397,312 |
| LOSS | | |
| TOTAL INCOME | 721,520,400 | 501,235,082 |

Consolidated Income Statement *compared for the last two fiscal years (in euros)*

| Produits & charges | Fiscal year 2014 | Fiscal year 2013 |
|--|------------------|------------------|
| INTEREST AND SIMILAR INCOME | 332,602,975 | 298,287,107 |
| • ON INTERBANK LOANS | 17,245,620 | 17,515,603 |
| • ON CUSTOMER LOANS | 288,884,762 | 259,570,972 |
| • ON SECURITIES | 23,738,894 | 19,058,901 |
| • OTHER INTEREST AND SIMILAR INCOME | 2,733,699 | 2,141,631 |
| INCOME FROM LEASING AND SIMILAR OPERATIONS | 1,197,259 | 898,169 |
| INTEREST AND SIMILAR EXPENSES | -146,970,499 | -134,241,019 |
| • ON INTERBANK LIABILITIES | -28,198,003 | -19,412,255 |
| • ON CUSTOMER DEPOSITS | -112,218,466 | -111,310,672 |
| • ON DEBT SECURITIES | -1,006,393 | -1,511,260 |
| • OTHER INTEREST AND SIMILAR EXPENSES | -5,547,637 | -2,006,832 |
| EXPENSES ON LEASING AND SIMILAR OPERATIONS | -1,286,559 | -973,839 |
| INTEREST MARGIN | 185,543,176 | 163,970,418 |
| • COMMISSION INCOME | 69,140,507 | 63,174,712 |
| • COMMISSION EXPENSES | -4,177,856 | -2,811,626 |
| NET RESULT FROM COMMISSION | 64,962,651 | 60,363,086 |
| NET RESULTS FROM: | | |
| INVESTMENT SECURITIES TRANSACTIONS | 70,808,975 | 43,723,745 |
| • DIVIDENDS AND SIMILAR TRANSACTIONS | 14,083,893 | 11,727,947 |
| • FOREIGN EXCHANGE TRANSACTIONS | 29,124,329 | 20,592,994 |
| • OFF-BALANCE-SHEET TRANSACTIONS | 13,000,557 | 10,967,462 |
| NET INCOME FROM FINANCIAL OPERATIONS | 127,017,754 | 87,012,148 |
| OTHER INCOME FROM BANKING OPERATIONS | 13,046,823 | 11,123,472 |
| OTHER BANK OPERATING EXPENSES | -2,458,951 | -1,840,788 |
| OTHER INCOME FROM NON-BANKING OPERATIONS | 17,060,671 | 14,025,649 |
| OPERATING OVERHEADS | -218,596,356 | -182,331,928 |
| • PERSONNEL COSTS | -100,854,591 | -88,669,058 |
| • OTHER OVERHEADS | -117,741,765 | -93,662,870 |
| DEPRECIATION & AMORTIZATION AND PROVISIONS ON FIXED ASSETS | -26,160,939 | -22,912,016 |
| WRITE-BACK OF DEPRECIATION AND PROVISIONS ON FIXED ASSETS | 539,218 | 739,705 |
| GROSS OPERATING PROFIT | 160,954,047 | 130,149,746 |
| NET INCOME FROM VALUE ADJUSTMENTS | -54,844,627 | -55,265,152 |
| EXCESS OF PROVISIONING & WRITE-BACK OF FUNDS FOR GENERAL BANKING RISKS | | |
| PRE-TAX OPERATING INCOME | 106,109,420 | 74,884,594 |
| EXTRAORDINARY ITEMS | 659,921 | 1,037,010 |
| RESULT FROM PREVIOUS FINANCIAL PERIODS | 738,974 | 94,816 |
| CORPORATE INCOME TAX | -18,920,457 | -19,566,940 |
| SHARE OF INCOME FROM AFFILIATES ACCOUNTED FOR BY THE EQUITY METHOD | 1,418,916 | 332,974 |
| NET INCOME FOR THIS FINANCIAL PERIOD | | |
| • GROUP | 49,117,927 | 31,426,358 |
| MINORITY SHAREHOLDERS | 40,888,847 | 25,356,096 |
| CONSOLIDATED NET INCOME | 90,006,774 | 56,782,454 |

BANK OF AFRICA GROUP

www.bank-of-africa.net



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