

**DRAFT RESOLUTIONS  
ORDINARY GENERAL MEETING  
JUNE 1, 2026**

**FIRST RESOLUTION**

The General Meeting, having heard the management report of the Board of Directors and the general report of the Statutory Auditors, approves these reports in their entirety, as well as the financial statements, including the parent company and consolidated accounts as of December 31, 2025, as presented, showing a net profit for the parent company accounts of MAD 182,722,106.44.

**SECOND RESOLUTION**

The General Meeting approves, upon proposal of the Board of Directors, the allocation of earnings as follows:

Net income for the year	182,722,106.44
Retained earnings brought forward	-
Legal reserve	-
Distributable income	182,722,106.44
Share premium, merger premium and contribution surplus	164,552,733.56
Dividends	347,274,840.00
Retained earnings carried forward	-

**THIRD RESOLUTION**

The General Meeting, having heard the special report of the Statutory Auditors on the agreements referred to in Article 56 of Law 17-95, as amended and supplemented, acknowledges and approves the transactions concluded or executed during the financial year.

Consequently, the General Meeting grants full discharge (quitus) to the Directors and the Statutory Auditors for the performance of their duties for the 2025 financial year.

**FOURTH RESOLUTION**

The General Meeting, having noted that the terms of office of Ms. Marie Claude Azzouzi, Mr. Zouhaïr Bennani, Mr. Rachid Hadni, Mr. Adil Bennani, Mr. Said Alj, and Retail Holding, as Directors, have expired, resolves to renew their mandates for a period of six (6) years, covering the financial years 2026 through 2031, which they have accepted.

Their respective terms of office shall expire at the Ordinary General Meeting convened to approve the financial statements for the year ending December 31, 2031.

**FIFTH RESOLUTION**

The General Meeting, having heard the report of the Board of Directors regarding the determination and allocation of Directors' fees for the financial year ended December 31, 2025, resolves to set the total amount at MAD 1,200,000.

The General Meeting authorizes the Board of Directors to allocate this amount among its members.

**SIXTH RESOLUTION**

The General Meeting grants full powers to the holder of an original, a copy, or an extract of these minutes to carry out all legal formalities.

THE BOARD OF DIRECTORS