

## First Half 2009 Consolidated Results

- 5.3% year-on-year growth in Group's customer base to 19.6 million
- Increase in consolidated results:
  - Revenues: up 1.9% to MAD 14.6 billion
  - Earnings from operations (before depreciation and amortization): up 1.0% to MAD 8.6 billion
  - Operating margin : 44.9%
  - Net income (Group share): up 2.6% to MAD 4.6 billion
- 2009 Full-year outlook:
  - Revenue growth of around 2%
  - Operating margin of around 45%

*Commenting on the publication of the Group's first half 2009 consolidated results, Mr. Abdeslam Ahizoune, Chairman of the Management Board stated:*

*"Despite the effects of the global downturn and of intensified competitive pressures, Maroc Telecom Group succeeded in achieving further growth in revenues and satisfactory financial results, which were sustained by its subsidiaries' performances.*

*Maroc Telecom is pressing ahead with its expansion into sub-Saharan Africa while continuing to roll out a steady stream of innovations thanks to its investment in new technologies and new services".*

## CONSOLIDATED RESULTS - GROUP

### • Revenues

Maroc Telecom's first half 2009 consolidated revenues<sup>(1)</sup> amounted to 14,586 million, up 1.9% on the same period in 2008 (up 2.0% at constant exchange rates<sup>(2)</sup>). Against the backdrop of a more challenging economic climate, the key factors driving revenue growth were Maroc Telecom's continued leadership on its domestic market and the solid operating performances of its subsidiaries. Maroc Telecom Group revenues for the second quarter of 2009 stood at MAD 7,457 million, up 1.8% (at constant exchange rates<sup>(2)</sup>) versus the same period in 2008.

The Group's customer base increased to 19.6 million customers at June 30, 2009, up 5.3% year on year. This performance was essentially fuelled by the Group's subsidiaries in sub-Saharan Africa and the significant growth in the Mobile customer base which rose by 44.1% year on year to reach 3.2 million customers.

### • Earnings from operations (EFO)

The Group's consolidated earnings from operations for first half 2009 amounted to MAD 6,552 million, down 1.7% year on year (down 2.2% at constant exchange rates<sup>(2)</sup>). The reduction in EFO was partially offset by profit margin gains across the Group's subsidiaries. However, in Morocco, it was compounded by the net impact of increases in promotional initiatives that were required to bolster market growth as well as network development which led to increases in maintenance costs and in amortization and depreciation. EBITDA grew by 1% versus the prior-year period to MAD 8,589 million at end-June 2009. Consolidated earnings from operations for the second quarter of 2009 came to MAD 3,364 million, down 6.3% (at constant exchange rates) on the prior-year period.

### • Net income

Net income (Group share) for first half 2009 amounted to MAD 4,646 million, representing a 2.6% increase on the same period in 2008.

### • Capital expenditure and Cash flow

Following the distribution of MAD 9.5 billion dividend for fiscal 2008 and a MAD 1.6 billion capital expenditure program focused on network investments, Maroc Telecom Group's consolidated net cash position<sup>(3)</sup> was a deficit of 5.3 billion at June 30, 2009, versus a deficit of 4.0 billion at June 30, 2008.

At end-June 2009, net cash flow from operating activities stood at MAD 6,125 million, up 21.9% year on year. This increase was chiefly attributable to the positive impact of the reduction in the corporate income tax rate.

### • Full-year outlook

Based on current market conditions, a constant consolidation scope (excluding Sotelma) and assuming that no exceptional event occurs that might have a materially adverse impact on the Group's operations, Maroc Telecom forecasts full-year revenue growth of around 2% and an operating margin of around 45%.

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(1) In first half 2009, Maroc Telecom consolidated the Mauritel, Onatel and Gabon Télécom groups as well as the Mobisud France and Mobisud Belgium companies in its consolidated financial statements. Mobisud France was withdrawn from Maroc Telecom's consolidation scope as from June 1, 2009.

(2) Constant exchange rates –MAD versus the Mauritanian Ouguiya/ CFA Franc and Euro.

(3) Cash and cash equivalents less borrowings and other current and non-current liabilities, including cash held in escrow

## OPERATING REVIEW

### • Morocco

The Group's operations in Morocco generated net revenues<sup>(4)</sup> of MAD 12,574 million in first half 2009, up 0.5% year on year. Earnings from operations totaled MAD 6,155 million, down 7.4% on the same period in 2008.

#### *Mobile segment*

Gross revenues<sup>(5)</sup> generated by Mobile services in first half 2009 increased by 1.0% to MAD 9,015 million. The Mobile subscriber base remained broadly unchanged versus the prior-year period while ARPU declined marginally due to the impact of an unfavorable economic climate, increased competitive pressures and a more stringent regulatory environment with the introduction of restrictions on promotions. Revenues generated from communications services rose by 0.7% versus first half 2008. This increase was fuelled by the rise in outbound call revenues, which account for almost 70% of total Mobile revenues, and helped to offset lower revenues from inbound calls (down 8%) and roaming in (down 7%). Revenues generated from terminal sales climbed by approximately 7%, fuelled by increases in sales of postpaid terminals and 3G modems.

Earnings from operations generated by Mobile services in Morocco amounted to MAD 4,364 million, down 12.4% year on year. This decrease was chiefly attributable to the impact of the promotional initiatives taken to stimulate market growth.

The number of Mobile subscribers<sup>(6)</sup> increased marginally to 14.289 million clients, up 0.5% year on year. The high-value segment (postpaid) made a strong contribution to this growth with an 18.6% increase. At end-June 2009, the total number of high-value subscribers stood at 671,000, thus enabling Maroc Telecom to achieve continued growth in market share in the high-value segment.

As a consequence of the rapid growth in the customer base in the prior-year period (increase of 21.3% versus June 2007) and a natural progression in the rate of subscription cancellations, the overall churn rate increased to 35.2% in first half 2009, up 7.6 basis points versus the prior-year period and up 0.3 basis points versus 2008. This was due to increased churn among prepaid customers while the postpaid churn rate improved by 3.4 basis points to 13.8%. In order to limit churn, Maroc Telecom launched a new loyalty program for prepaid customers ("Jawali") as from July 2009.

Mixed ARPU<sup>(7)</sup> amounted to MAD 94.2 during the period, reflecting a 4.4% decline on first half 2008, chiefly due to a reduction in inbound call revenues. Outbound usage increased by 5% to 55 min/customer/month.

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(4) Net revenues exclude inter-segment revenues between the Fixed-line and Mobile operations of each subsidiary, but include intercompany revenues (e.g. service-level agreements) which are eliminated from consolidated revenues.

(5) Gross revenues include inter-segment transactions (interconnection costs and leased lines) between Fixed-line and Mobile operations.

(6) Active customer base, comprising prepaid customers having made or received a voice call in the last three months and postpaid customers who are on contracts.

(7) ARPU comprises revenues generated by inbound and outbound calls and data services, net of price promotions and excluding roaming and equipment sales divided by the average prepaid and postpaid customer base over the period.

### *Fixed-line and Internet segment*

The Fixed-line and Internet segment in Morocco generated gross revenues<sup>(5)</sup> of MAD 4,759 million in the first half. This represented a 0.2% increase on the prior-year period, in spite of the impact of reduced Voice revenues (down 3%) and lower revenues from Interconnection charges (down 22%). The resilience of Fixed-line and Internet revenues was underpinned by stable Internet revenues and higher Data services revenues (up 20%). Revenues were further bolstered by an increase in leased lines used by the Mobile segment in connection with network deployment and 3G services. Earnings from operations generated by the Fixed-line and Internet segment in Morocco grew by 7.5% to MAD 1,791 million, thanks to the positive impact of reductions in interconnection charges for outbound national traffic.

Maroc Telecom had 1.29 million fixed lines in service at June 30, 2009, a level 2.9% lower than June 2008. The reduction in the Residential fixed line segment (down 7%) was partially offset by growth in the Enterprise (up 3%) and Public telephony (up 1%) segments.

During the first half of the year, Maroc Telecom focused on consolidating market share via a series of promotional initiatives for Residential and Enterprise clients in the fixed line segment. In the area of product offerings, the period also saw the introduction of a groundbreaking triple play home service (Voice, Internet and TV/ADSL).

At end-June 2009, Maroc Telecom had over 486,000 wireline Internet access points in service (ADSL accounts for 99%), a level broadly unchanged versus end-June 2008. Wireline access points account for around 43% of fixed lines (excluding public telephony). In addition to the wireline access segment, Maroc Telecom also has a growing number of customers using 3G+ mobile broadband. Maroc Telecom had close to 89,000 3G+ mobile broadband customers at end June versus 14,000 at end June 2008. This rapid-paced growth was chiefly driven by the introduction of 3G mobile broadband offerings in the prepaid segment in late 2008.

- **Mauritania**

The Group's operations in Mauritania generated net revenues<sup>(4)</sup> of MAD 565 million in first half 2009, up 8.8% year on year (up 3.3% at constant exchange rates<sup>(2)</sup>). Mauritel's earnings from operations for first half 2009 amounted to MAD 205 million, down 3.2% at constant exchange rates<sup>(2)</sup>, due to a deterioration in earnings from operations in the Mobile segment against the backdrop of rapid market growth.

The number of Mobile subscribers grew by almost 30% to 1.315 million customers, representing a net increase of 174,000 clients since the beginning of the year. Mauritel broke new ground in the Mauritanian telecoms market with its introduction of postpaid 3G+ mobile services in the Voice and Data segments. Marketing efforts deployed by Mauritel focused on accelerating the calendar of promotional activities while reducing network access fees and top-up card charges.

Driven by the continuing success of CDMA offerings, Mauritel's Fixed-line installed base stood at 56,000 lines at the end of the period, up 22% year on year. The Internet subscriber base amounted to almost 11,000 access points, up 57% versus June 30, 2008.

- **Burkina Faso**

The Group's operations in Burkina Faso generated net revenues<sup>(4)</sup> of MAD 833 million in first half 2009, up 16.6% year on year (up 19.0% at constant exchange rates<sup>(2)</sup>). This increase was due to strong operating performances across the Mobile, Fixed-line and Internet segments. Buoyed by increased profitability in the Mobile segment, Onatel's earnings from operations for first half 2009 stood at MAD 153 million, representing an increase of close to 90% on the same period in 2008.

By end-June 2009, Onatel had approximately 1.316 million Mobile customers, up 74% year on year. The Fixed-line installed base increased by 16% to more than 151,000 lines while the number of Internet subscribers stood at 21,000, up 40% on the prior-year period.

This performance reflected the impact of investment in Mobile infrastructure aimed at extending coverage and network capacity, with the doubling of the number of BTS in one year. Efforts to boost traffic centered on a range of promotional initiatives along with reductions in network access fees and call rates.

- **Gabon**

Net revenues<sup>(4)</sup> generated by Gabon Télécom amounted to MAD 593 million in first half 2009, representing an increase of 12.2% (up 14.5% at constant exchange rates<sup>(2)</sup>). Earnings from operations amounted to MAD 53 million, an increase of close to 170% on the same period in 2008. This performance was bolstered by a significant improvement in profitability in the Fixed-line segment on the back of the restructuring plan completed in the latter part of 2008.

The number of Mobile subscribers rose by 26% to more than 533,000 customers in first half 2009, fuelled by the combined effect of promotional initiatives and extensions to coverage.

The Fixed-line installed base of Gabon Télécom stood at close to 36,000 lines at end-June 2009, up 17% year on year, while the number of Internet subscribers jumped by 62% to more than 19,000 subscribers.

- **France and Belgium**

The Mobisud MVNOs generated aggregate revenues of MAD 83 million in first half 2009 and had a MAD 14 million loss from operations versus a MAD 178 million loss a year earlier. For reference, Mobisud France, which was divested to SFR, has been no longer consolidated since June 1, 2009. At end-June 2009, Mobisud Belgium had an active customer base of approximately 100,000 customers.

*A full-service telecommunications operator, Maroc Telecom is the domestic market leader in all its business activities: Fixed-line, Mobile and Internet. Maroc Telecom was listed on the Casablanca and Paris stock exchanges in December 2004 and its main shareholders are Vivendi (53%) and the Kingdom of Morocco (30%).*

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## APPENDICES

### Revenues and operating income of 2009 First Half

<i>MAD million - IFRS</i>	2009	2008	<i>published</i>	<i>% change comparable basis</i>
<b>Consolidated revenues</b>	<b>14,586</b>	<b>14,308</b>	<b>1.9%</b>	<b>2.0%</b>
<b>Mobile (gross)<sup>(5)(8)</sup></b>	<b>10,453</b>	<b>10,174</b>	<b>2.7%</b>	<b>2.8%</b>
Maroc Telecom	9,015	8,923	1.0%	1.0%
Mauritel <sup>(8)</sup>	472	430	9.8%	4.0%
Onatel	558	421	32.5%	35.3%
Gabon Télécom	326	308	5.8%	7.9%
Mobisud	83	92	(9.8%)	0.6%
<b>Fixed-line and Internet (gross)<sup>(5)</sup></b>	<b>5,607</b>	<b>5,525</b>	<b>1.5%</b>	<b>1.6%</b>
Maroc Telecom	4,759	4,750	0.2%	0.2%
Mauritel <sup>(8)</sup>	134	125	7.2%	1.3%
Onatel	399	375	6.4%	8.7%
Gabon Télécom	315	275	14.5%	16.8%
Intercompany transactions <sup>(8)</sup>	(1,474)	(1,391)	6.0%	6.0%
<b>Consolidated Operating Income</b>	<b>6,552</b>	<b>6,666</b>	<b>(1.7%)</b>	<b>(2.2%)</b>
<b>Mobile<sup>(8)</sup></b>	<b>4,770</b>	<b>5,145</b>	<b>(7.3%)</b>	<b>(7.9%)</b>
Maroc Telecom	4,364	4,982	(12.4%)	(12.4%)
Mauritel <sup>(8)</sup>	186	203	(8.4%)	(13.0%)
Onatel	206	119	73.1%	76.3%
Gabon Télécom	28	28	0.0%	0.9%
Mobisud	(14)	(187)	ns	ns
<b>Fixed-line and Internet<sup>(8)</sup></b>	<b>1,782</b>	<b>1,520</b>	<b>17.2%</b>	<b>17.1%</b>
Maroc Telecom	1,791	1,667	7.4%	7.5%
Mauritel <sup>(8)</sup>	20	(2)	ns	ns
Onatel	(54)	(39)	(38.5%)	(40.7%)
Gabon Télécom	25	(106)	ns	ns

### Revenues and operating income of the 2nd quarter

<i>MAD million - IFRS</i>	2009	2008	<i>published</i>	<i>% change comparable basis</i>
<b>Consolidated revenues</b>	<b>7,457</b>	<b>7,343</b>	<b>1.6%</b>	<b>1.8%</b>
<b>Mobile (gross)<sup>(5)(8)</sup></b>	<b>5,374</b>	<b>5,266</b>	<b>2.1%</b>	<b>2.3%</b>
Maroc Telecom	4,638	4,628	0.2%	0.2%
Mauritel <sup>(8)</sup>	243	224	8.5%	4.1%
Onatel	292	213	37.1%	40.9%
Gabon Télécom	164	157	4.5%	7.2%
Mobisud	37	44	(15.9%)	1.6%
<b>Fixed-line and Internet (gross)<sup>(5)</sup></b>	<b>2,809</b>	<b>2,790</b>	<b>0.7%</b>	<b>0.9%</b>
Maroc Telecom	2,384	2,403	(0.8%)	(0.8%)
Mauritel <sup>(8)</sup>	71	61	16.4%	11.1%
Onatel	197	188	4.8%	7.4%
Gabon Télécom	158	139	13.7%	16.4%
Intercompany transactions <sup>(8)</sup>	(726)	(713)	1.8%	1.9%
<b>Consolidated<sup>(1)</sup> Operating Income</b>	<b>3,364</b>	<b>3,562</b>	<b>(5.6%)</b>	<b>(6.3%)</b>
<b>Mobile<sup>(8)</sup></b>	<b>2,458</b>	<b>2,795</b>	<b>(12.1%)</b>	<b>(13.0%)</b>
<b>Fixed-line and Internet<sup>(8)</sup></b>	<b>906</b>	<b>766</b>	<b>18.3%</b>	<b>18.2%</b>

(8) As from 2009, revenues generated from the international inbound and outbound Mobile call activity of Mauritel have been accounted for directly in the Mobile segment whereas up until the end of 2008 it had been accounted for as transit revenue of Mauritel's Fixed-line activity. 2008 financial data has thus been restated in order to allow for comparisons.

## Operational data

<i>thousands - as of June 30</i>	<b>2009</b>	2008	<i>% change</i>
<b>Mobile customer base<sup>(5)</sup></b>	<b>17,553</b>	16,574	5.9%
Maroc Telecom	<b>14,289</b>	14,224	0.5%
<i>Prepaid</i>	<b>13,618</b>	13,658	(0.3%)
<i>Postpaid</i>	<b>671</b>	566	18.6%
Mauritel	<b>1,315</b>	1,015	29.6%
Onatel	<b>1,316</b>	756	74.1%
Gabon Télécom	<b>533</b>	424	25.7%
Mobisud	<b>100</b>	155	(35.5%)
<b>Fixed-line customer base</b>	<b>1,533</b>	1,536	(0.2%)
Maroc Telecom <sup>(7)</sup>	<b>1,290</b>	1,329	(2.9%)
Mauritel	<b>56</b>	46	21.7%
Onatel	<b>151</b>	130	16.2%
Gabon Télécom	<b>36</b>	31	16.1%
<b>Internet customer base</b>	<b>537</b>	520	3.3%
Maroc Telecom	<b>486</b>	487	(0.2%)
Mauritel	<b>11</b>	7	57.1%
Onatel	<b>21</b>	15	40.0%
Gabon Télécom	<b>19</b>	11	72.7%

## Consolidated financial situation as at June 30, 2009 and December 31, 2008

<b>ASSETS</b> <i>(In millions of Moroccan dirhams)</i>	June 30, 2009	December 31, 2008
Goodwill	2,117	2,117
Other intangible assets	3,605	3,889
Property, plant and equipment, net	18,450	18,684
Investments in equity affiliates	0	0
Non-current financial assets	352	326
Deferred tax assets	50	17
<b>Non-current assets</b>	<b>24,575</b>	<b>25,033</b>
Inventories	778	744
Trade accounts receivable and other	10,411	9,827
Current financial assets	79	105
Cash and cash equivalents	929	2,678
Available -for -sale assets	86	96
<b>Current assets</b>	<b>12,283</b>	<b>13,449</b>
<b>TOTAL ASSETS</b>	<b>36 858</b>	<b>38 483</b>

<b>SHAREHOLDERS' EQUITY AND LIABILITIES</b> <i>(In millions of Moroccan dirhams)</i>	June 30, 2009	December 31, 2008
Share capital	5,275	5,275
Retained earnings	3,903	3,914
Net earnings	4,646	952
<b>Capital attributable to equity holders of the parent</b>	<b>13,825</b>	<b>18,709</b>
<b>Minority interest</b>	<b>1,867</b>	<b>1,647</b>
<b>Total shareholders' equity</b>	<b>15,691</b>	<b>20,356</b>
Non-current provisions	183	180
Borrowings and other non-current financial liabilities	645	1,039
Deferred tax liabilities	46	100
<b>Non-current liabilities</b>	<b>874</b>	<b>1,319</b>
Trade accounts payable	14,304	14,763
Current income tax liabilities	103	114
Current provisions	214	519
Borrowings and other current financial liabilities	5,672	1,412
<b>Current liabilities</b>	<b>20,292</b>	<b>16,809</b>
<b>TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES</b>	<b>36,858</b>	<b>38,483</b>



## Consolidated comprehensive Income Statements for the 6 month period ending June 30

<i>(In millions of Moroccan dirhams)</i>	2009	2008
Revenues	14,586	14,308
Cost of purchases	(2,412)	(2,238)
Payroll costs	(1,310)	(1,412)
Taxes and duties	(376)	(351)
Other operating income (expenses)	(1,845)	(1,826)
Net depreciation, amortization and provisions	<b>(2,091)</b>	<b>(1,814)</b>
<b>Earnings from operations</b>	6,552	6,666
Other income and charges from ordinary activities	(3)	0
Goodwill depreciation	<b>0</b>	<b>(8)</b>
Income from equity affiliates	29	(1)
<b>Earnings from continuing operations</b>	6,579	6,657
Income from cash and cash equivalents	61	74,
Borrowing costs	(62)	(46)
Net borrowing costs	<b>(1)</b>	<b>28,</b>
Other financial income and expenses	22	(78)
<b>Net financial income (expense)</b>	<b>21</b>	<b>(50)</b>
Income tax expense	(1,799)	(2,119)
<b>Net earnings</b>	<b>4,801</b>	<b>4,489</b>
Net earnings of sold activities	0	0
<b>Net earnings</b>	<b>4,801</b>	<b>4,489</b>
Exchange gain or loss from foreign activities	(45)	4
Other income and expenses	0	(34)
<b>Comprehensive income of the period</b>	<b>4,755</b>	<b>4,459</b>
<b>Net earnings</b>	<b>4,801</b>	<b>4,489</b>
Group share	4,646	4,526
Minority interests	154	(37)
<b>Comprehensive income of the period</b>	<b>4,755</b>	<b>4,475</b>
Group share	4,627	4,513
Minority interests	128	(38)

<b>EARNINGS PER SHARE</b> <i>(In Moroccan dirhams)</i>	2008	2007
Net earnings- group share	4,646	4,526
<i>Number of shares as at June 30</i>	879,095,340	879,095,340
<b>Earnings per share</b>	<b>5.2</b>	<b>5.1</b>
<b>Diluted earnings per share</b>	<b>5.2</b>	<b>5.1</b>

## Consolidated Statements of Cash Flows for 2009 and 2008 first halves

<i>(In millions of Moroccan dirhams )</i>	2009	2008
<b>Operating income</b>	<b>6,552</b>	<b>6,666</b>
Amortization and other adjustments	1,927	1,790
<b>Gross cash earnings</b>	<b>8,478</b>	<b>8,456</b>
Other elements of the net change in working capital	(537)	(518)
<b>Net cash provided by operating activities before income tax paid</b>	<b>7,941</b>	<b>7,938</b>
Tax paid	(1,816)	(2,916)
<b>Net cash provided by operating activities (a)</b>	<b>6,125</b>	<b>5,022</b>
Purchase of PP&E and intangible assets	(2,538)	(2,204)
Purchase of financial assets	(9)	(73)
Proceeds from disposals of PP&E and intangible assets	12	44
Proceeds from disposals of financial assets	71	26
Dividends received from unconsolidated companies	8	1
<b>Net cash provided by (used) for investing activities (b)</b>	<b>(2,455)</b>	<b>(2,206)</b>
Share capital increase	43	19
Dividends paid to shareholders	(9,232)	(8,088)
Dividends paid by consolidated companies to their minority shareholders	(128)	(83)
<b>Transactions with shareholders</b>	<b>(9,317)</b>	<b>(8,151)</b>
Setting-up of long-term borrowings and increase in other long-term financial liabilities	0	62
Principal payment on long-term borrowings and decrease in other long-term financial liabilities	(23)	(4)
Setting-up of short-term borrowings and increase in other short-term financial liabilities	4,249	3,183
Principal payment on short-term borrowings and decrease in other short-term financial liabilities	(146)	(890)
Other changes in short-term borrowings and other financial liabilities	(165)	131
Interest paid, net	(1)	28
Other cash items related to financial	7	(5)
<b>Transactions on borrowings and other financial liabilities</b>	<b>3,920</b>	<b>2,505</b>
<b>Net cash provided by (used for) financing activities (d)</b>	<b>(5,397)</b>	<b>(5,646)</b>
<b>Foreign currency translation adjustments (g)</b>	<b>(22)</b>	<b>(3)</b>
<b>Change in cash and cash equivalents (a+b+d+g)</b>	<b>(1,749)</b>	<b>(2,834)</b>
Cash and cash equivalents at beginning of period	2,678	3,725
Cash and cash equivalents at end of period	929	892