BANK OF AFRICA Group

Annual Report - Financial Year 2005

African continent

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The 2005 Annual Reports of the Banks in the BANK OF AFRICA Group are illustrated with satellite images of the different countries where they are present.

BANK OF AFRICA

GROUPE BANK OF AFRICA

The BANK OF AFRICA Group

- Nearly 2 000 people, at your service
- 9 commercial banks
- 3 leasing finance companies
- 2 life assurance companies
- 2 investment company
- 1 firm of stockbrokers
- 1 representative office in paris
- 1 information technology subsidiary
- 130 operating sites in 9 countries
- Total turnover of about 150 million euros in 2006
- Over 700,000 bank accounts
- Nearly 600,000 customers
- More than 80 Automated Teller Machines and about 100 Credit Card Terminals
- Full range of banking and financial services
- Attractive range of life assurance policies
- Solutions for all your financing problems
- Powerful financial engineering
- Strong regional network
- Strategic partners such as: Natexis Banques Populaires, Proparco, International Finance Corporation (IFC - World Bank Group), West African Development Bank (BOAD), Netherlands Development Finance Company (FMO)
- Continuous growth for 20 years
- Unique experience in Africa

BANK OF AFRICA Group strong points

- Quality of customer service
- Dynamism and availability of staff
- Financial soundness and cohesion of the network
- Range of available financing solutions
- Expertise in financial engineering

History of the Group

BANK OF AFRICA – MALI (BOA-MALI) was set up at the end of 1982 in Bamako, as a matter of historical necessity, and virtually without external backing.

As the initial home base and an invaluable field for experiment, it enabled a general concept and principles to be confirmed and refined, laying the foundations for what would become a strong regional network twenty-two years later, with eight commercial banks, a mortgage bank, the three leasing subsidiaries, a firm of stockbrokers, an investment company and an appreciable reputation in African financial and banking circles.

The BANK OF AFRICA Group emerged in three major stages between 1982 and 1998:

- The start of the experiment, with the creation of BOA-MALI;
- A change in scale, with the setting up of AFRICAN FINANCIAL HOLDING (AFH) and the creation of BANK OF AFRICA - BENIN (BOA-BENIN);
- Steady expansion of the network, in particular with the creation of several BANK OF AFRICA companies and a number of specialized financial establishments within the West African Economic and Monetary Union.

A fourth phase began in 1999, with emphasis being put on consolidating and integrating the Group, while pursuing external growth:

- the creation of BANK OF AFRICA - MADAGASCAR in 1999,
- the setting up of EQUIPBAIL-MADAGASCAR in 2000, the founding and opening of BANK OF AFRICA - SENEGAL in 2001,
- the foundation and opening of BANK OF AFRICA - SÉNÉGAL in 2001;
- the creation of BANQUE DE L'HABITAT DU BENIN (BHB) in 2003 and BANK OF AFRICA - KENYA in 2004, diversification into new business areas, in particular life assurance, and investment in buoyant sectors, such as telecommunications.
- diversification into new forms of business, in particular life insurance and investment in buoyant sectors, such as telecommunications.

The start: BANK OF AFRICA - MALI

At the beginning of the 1980s, the banking system in French-speaking African countries was, with rare exceptions, on the one hand made up of subsidiaries of French banks, which were mainly oriented towards financing the import-export trade and meeting the financial needs of major companies, and on the other by state banks that were exposed to major management problems, were highly dependent on political ambitions and often practised dangerous credit policies. The first BANK OF AFRICA - MALI (BOA-MALI), was set up in December 1982, through the determination of private investors in Mali, in reaction to the weakness of existing financial institutions. The bank soon proved itself a fully-fledged part of the local banking system and has grown since 1982, as the main indicators showed at the end of 2005:

- Total assets F CFA 94.4 billion;
- Deposits received F CFA 77.3 billion;
- Loans made F CFA 53.2 billion;
- more than F CFA 5 billion in shareholders' equity;
- which enables it to represent more than 15% of the sources of funds of the banking system in Mali.

The factors for success behind this continuous expansion then proved to be key factors in the growth of other banks in the Group:

- Commercial flair and a desire to provide a quality service;
- Efforts to modernise and adapt working practices and tools to the local environment;
- moral and sometimes financial support from financial institutions interested in this novel experiment;
- widest-possible participation in vital sectors of the Mali economy, in particular through seasonal credits for cotton and rice, and the Bank's close involvement in financing small and medium-sized companies;
- Adoption of a policy of establishing itself progressively throughout the area, by setting up offices in the main regional capitals.

Change of scale, creation of AFRICAN FINANCIAL HOLDING AND BANK OF AFRICA - BENIN

The growth of BOA-MALI made it possible to envisage creating a similar set-up elsewhere. However, to provide the necessary impetus for the development and enlargement of this initial experiment and to ensure the cohesion of future components while preserving the independence of each unit, the existence of a central body appeared essential. To this end, the company AFRICAN FINANCIAL HOLDING (AFH) was set up in February 1988. Its priorities, laid down at the outset, have always been upheld:

- To promote the setting up of private banks, in which national capital is strongly represented;
- To be a principal shareholder, providing technical support in setting up each BANK OF AFRICA and ensuring its management;
- More generally, to be associated with productive investment in all business sectors, acting both as venture company and, when necessary, as a manager.

Setting up AFH would make it possible to resolve rapidly the major issue of the capital structure of BANK OF AFRICA companies, thereafter in three parts.

- **1 Private shareholders**, preferably nationals, providing a national dimension for each bank.
- **2 The AFH holding company**, acting as a promoter, principal shareholder and technical partner for each project.
- **3 International institutions** supporting development in the private sector, which were to help in fostering attention, a concern for a rigorous approach and credibility for the BOA companies. Four strategic partners – PROPARCO, the West African Development Bank (BOAD), the International Finance Corporation (IFC) and the Netherlands Development Finance Company – fulfilled this role.

On this basis, BANK OF AFRICA - BÉNIN (BOA-BÉNIN) was set up. It opened to the public on 15 January 1990 and grew steadily and regularly in strength. By the second year of its operation, it became the country's leading commercial bank, with total assets rising successively from F CFA 16 billion in 1990, to F CFA 49.2 billion in 1992, F CFA 96.8 billion in 1995 and F CFA 281.7 billion in 2005, which amounts to a multiplication by 17 of total assets over 16 years.

Progressive expansion of the network towards a regional dimension

The performance so far achieved could only be sustained if AFH had the necessary financial resources and could attract institutional investors. Increasing the capital of the holding company became an ongoing priority and led to three substantial investors successively acquiring stakes in AFH's capital: PROPARCO, the Netherlands Development Finance Company and NATEXIS, which became NATEXIS-BANQUES POPULAIRES.

From this stronger base, which nevertheless firmly preserved the strategic independence of the Group, the BOA "experiment" went on to further expansion. From 1994 onwards, while the establishments in Mali and Benin were being consolidated, three new BANK OF AFRICA companies were set up in Niger, Ivory Coast and Burkina Faso, providing the Group with the force of a real network.

In addition to these developments, two leasing finance subsidiaries (ÉQUIPBAIL-BÉNIN and ÉQUIPBAIL-MALI) and a stockbroking firm (ACTIBOURSE) were set up.

AFH also enabled a technical support structure to be set up for the BOA companies, based on the three fundamental principles:

- Competent personnel for streamlined operation;
- Dual role of management support and training programmes;
- Uniform procedures and homogenous policies.

Closer integration and pursuit of expansion by the Group

In an environment of heightened competition, external and internal expansion became an even greater priority. It was essential that this should still be accompanied by increased efforts to consolidate what already existed and to integrate the Group, in order to carry out smoothly the changes required at this watershed in our development strategy. This was particularly true with regard to procedures, monitoring, development of computerisation and use of bank cards, in which the progress achieved or projected has been the result of collective effort and a desire for integration that is common and shared by all.

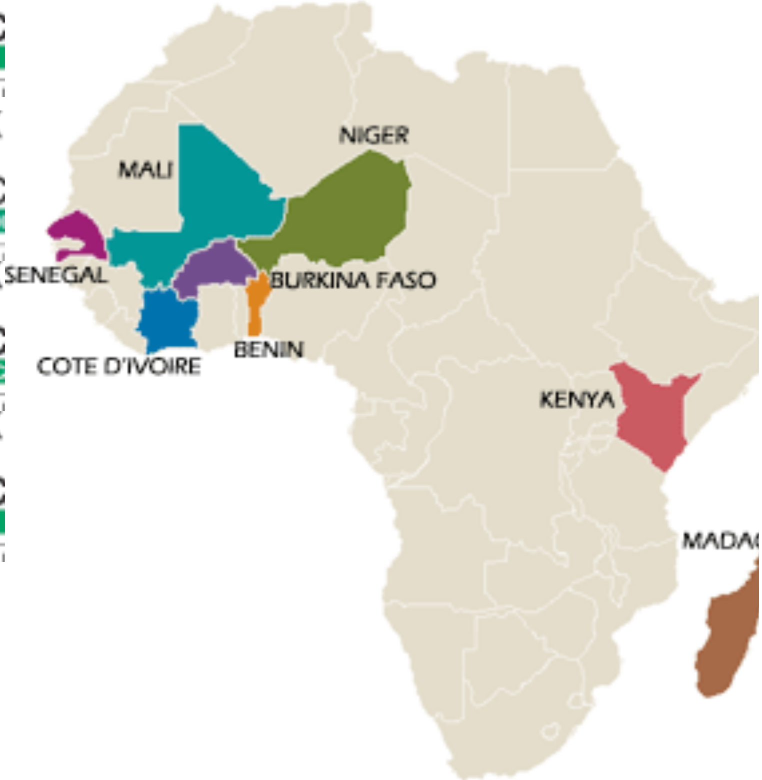
However, major external growth took place from 1999, with the creation of BANK OF AFRICA - MADAGASCAR, which opened up a whole new geographical field of activity for the Group and provided invaluable experience in managing a bank with a widely distributed network; the start-up of ÉQUIPBAIL-MADAGASCAR in 2000 and the setting up of BANK OF AFRICA - SÉNÉGAL in 2001. Moreover, the Group intensified its strategy of diversification into new businesses: ife insurance, with the creation of COLINA AFRICA VIE, in partnership with the leading Ivory Coast company in this sub-sector; investment in buoyant sectors, with the creation of the AGORA investment firm in the field of a venture capital and ATTICA in the financial sector; real estate financing, through promotion and the acquisition of a majority stake in Banque de l'Habitat du Bénin; and lastly in 2004, the creation of BANK OF AFRICA - KÉNYA as part of the development of the Group in East Africa and the Indian Ocean.

Following these various successive changes, the BANK OF AFRICA Group's current situation can be summarised as follows:

- strengthening of its total assets, which exceeded the symbolic threshold of one billion euros at the end of 2004 and stood at 1.196 million euros at the end of 2005;
- consolidation of the Group's importance within the banking system of the West African Economic and Monetary Union, with the Group rising to third position among banking groups in the Union, despite increased competition;
- consolidation of the Group's role in Africa, through its presence in eight countries, spread over two geographical zones;
- diversification in the customers and activities of the various BANK OF AFRICA companies, showing them to be capable of responding equally well to the needs of major companies and the general public;
- the key role of AFRICAN FINANCIAL HOLDING as promoter, principal shareholder, technical adviser and the driving force behind the various entities.

The development of the BANK OF AFRICA Group over the last five fiscal years is shown in the diagram of the evolution section.

Group Banks and Subsidiaries in 2005



BANQUE DE L'HABITAT BENIN

EQUIPBAIL-BENIN

EQUIPBAIL-MADAGASCAR

EQUIPBAIL-MALI

ACTIBOURSE

AGORA

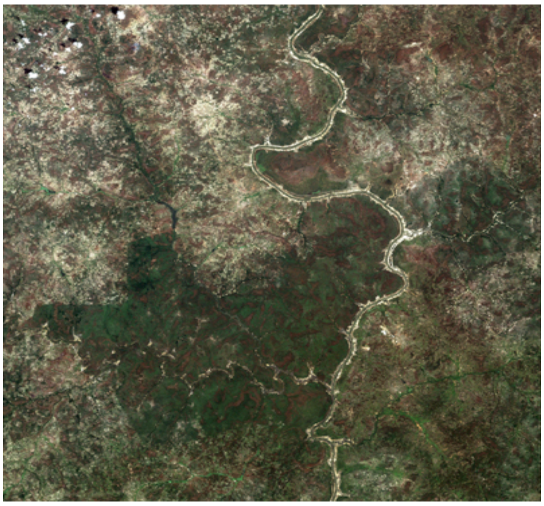
AÏSSA

ATTICA

Members of the Board of Directors

The Board of Directors is currently composed of the following seven members:

- M. Paul DERREUMAUX, Managing Director and Chairman of the Board
- M. Mamadou Amadou AW
- M. Paulin COSSI
- M. Mossadeck BALLY
- PROPARCO, represented by M. Gilles GENRE-GRANDPIERRE
- NETHERLANDS DEVELOPMENT FINANCE COMPANY (FMO), represented by M. B.A.M ZWINKELS
- M. Francis SUEUR



Highlights

During year 2005

January

- Acquisition of a stake in the capital of the AFRICINVEST Investment Fund, as part of a total stake of 2 million euros held by the AFRICAN FINANCIAL HOLDING / BANK OF AFRICA Group (AFH / BOA Group).

April

- Bank of Africa Meeting in Niamey for senior officers of the Network.
- Buy-back of the remaining shares in BANK OF AFRICA - BÉNIN held by International Finance Corporation (IFC).

July

- Subscription to the increase in capital of Bank of Africa - Madagascar, which increased AFRICAN FINANCIAL HOLDING (AFH)'s stake to 39.1% of this Bank's capital.

August

- Subscription to the increase in capital of BANK OF AFRICA - MALI, increasing AFH's stake to 49.8% of this Bank's capital.
- Acquisition of a 25% stake in the capital of the COLINA-MADAGASCAR insurance company.

December

- Bank of Africa Meeting in Ouagadougou for Network Directors.
- Part of the Group’s Central Structures move to Bamako.
- Increase of AFH's stake in the capital of AGORA.
- Increase of AFH's stake in the capital of AFH - OCEAN INDIEN.

Key Figures for 2005

31/12/2005 — **Euros Thousands**

Group and Banks

	Groupe BANK OF AFRICA	BOA-BENIN	BOA-BURKINA FASO	BOA-COTE D'IVOIRE
Total Assets	1 251 772	429 472	116 397	168 425
Deposits	975 456	324 152	100 639	116 809
Trade receivables	622 093	181 902	75 585	106 506
Turnover	116 100	32 853	11 575	15 935
Pre-tax Profit	17 812	5 115	1 518	1 425

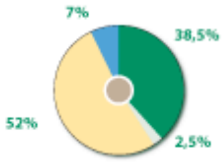
Shareholders

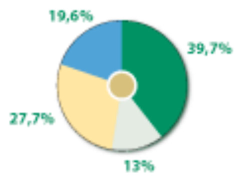
AFH

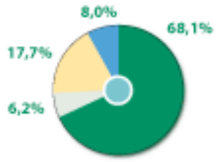
Other BOA Comp.

National and Others

Intl. Institutions







	BOA-KENYA	BOA-MADAGASCAR	BOA-MALI	BOA-NIGER
Total Assets	62 382	201 397	143 961	60 607
Deposits	48 084	160 794	117 889	49 909
Trade receivables	35 016	86 629	81 080	22 930
Turnover	5 358	26 189	14 058	5 654
Pre-tax Profit	87	8 635	135	1 243

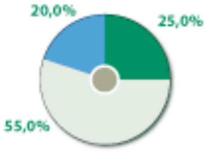
Shareholders

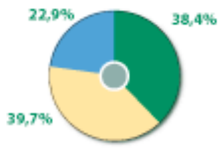
AFH

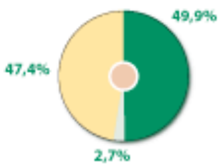
Other BOA Comp.

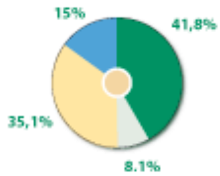
National and Others

Intl. Institutions









	BOA-SENEGAL	BHB
Total Assets	61 239	7 894
Deposits	52 314	4 867
Trade receivables	28 544	3 901
Turnover	4 039	439
Pre-tax Profit	150	497

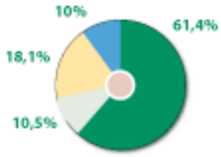
Shareholders

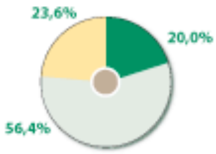
AFH

Other BOA Comp.

National and Others

Intl. Institutions





BANK OF AFRICA

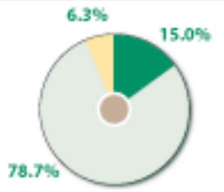
GROUPE BANK OF AFRICA

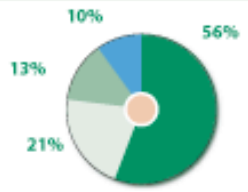
Leasing Companies and Other Subsidiaries

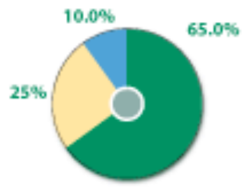
	EQUIPBAIL-BENIN	EQUIPBAIL-MALI	EQUIPBAIL-MADAGASCAR
Total Assets	7 018	4 957	2 715
Volume of Operations	6 361	3 754	2 464
Turnover	3 402	1 452	283
Pre-tax Profit	182	97	20

Shareholders

- AFH
- Other BOA Comp.
- National and Others
- Intl. Institutions



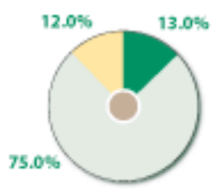


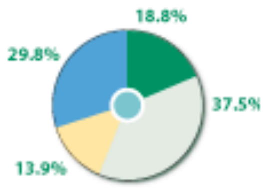


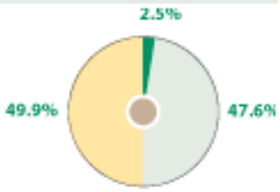
	ACTIBOURSE	AGORA	ATTICA
Total Assets	3 480	10 818	2 804
Volume of Operations	115 761	6 938	1 494
Turnover	643	2 604	127
Pre-tax Profit	259	1 537	206

Shareholders

- AFH
- Other BOA Comp.
- National and Others
- Intl. Institutions

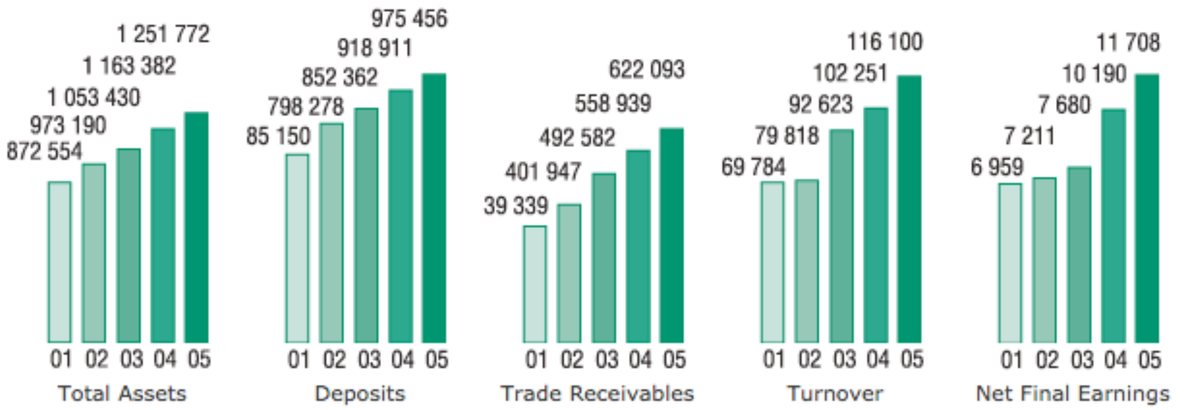




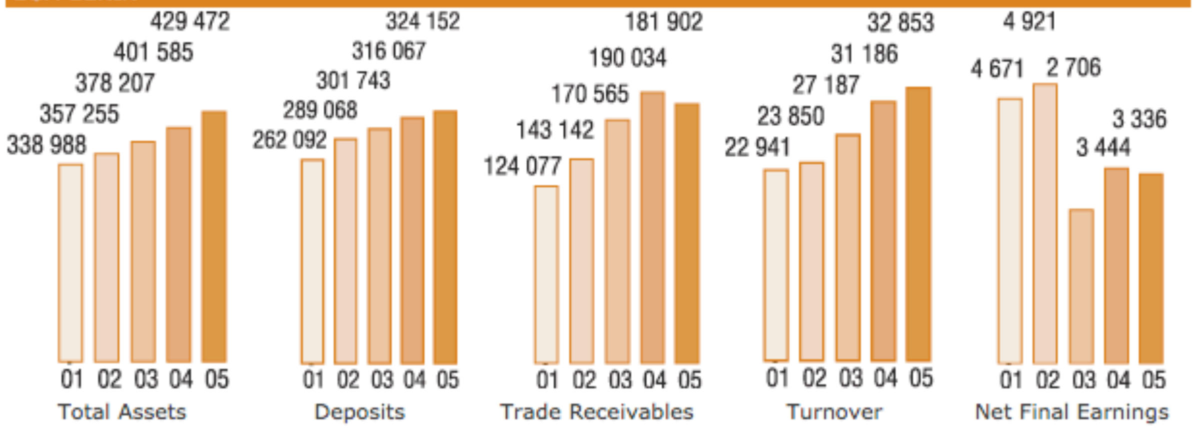


Development of Group Banks from 2001 to 2005

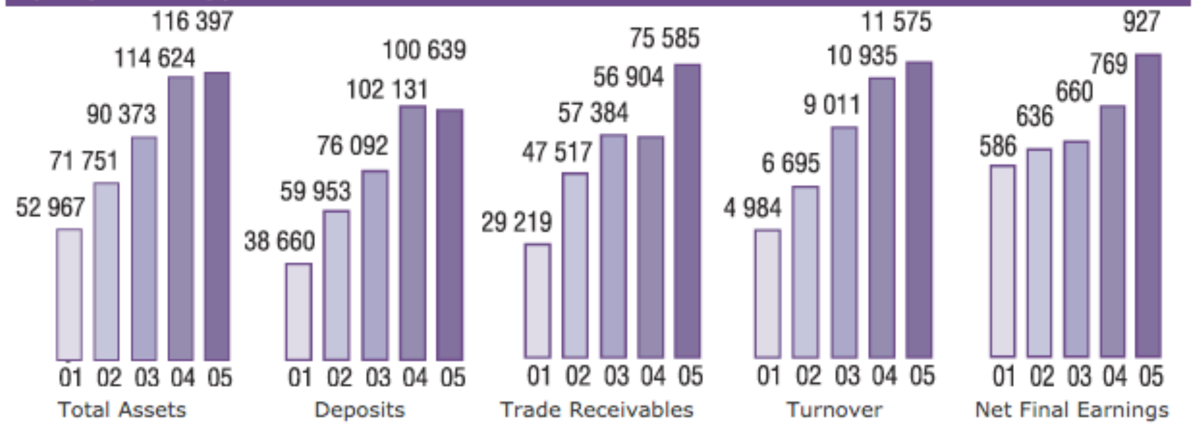
BANK OF AFRICA Group



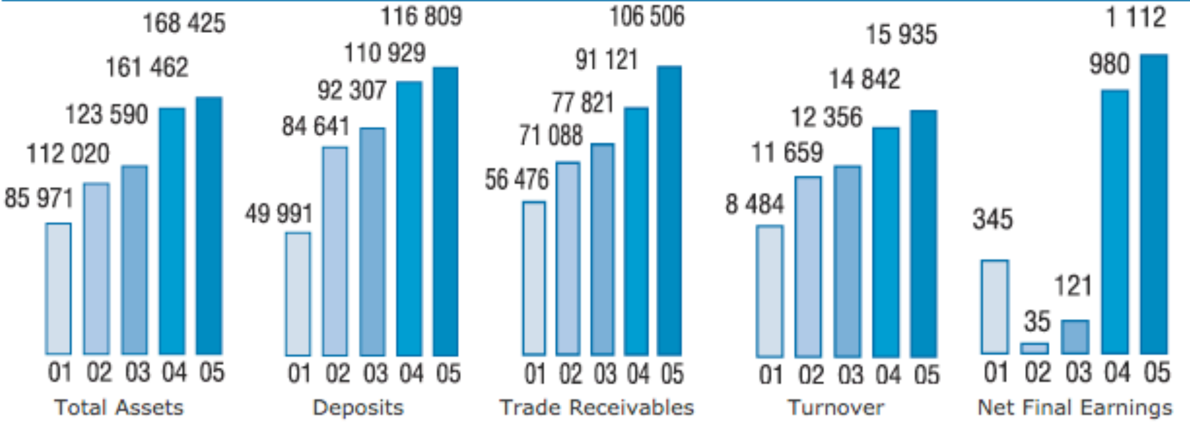
BOA-BENIN



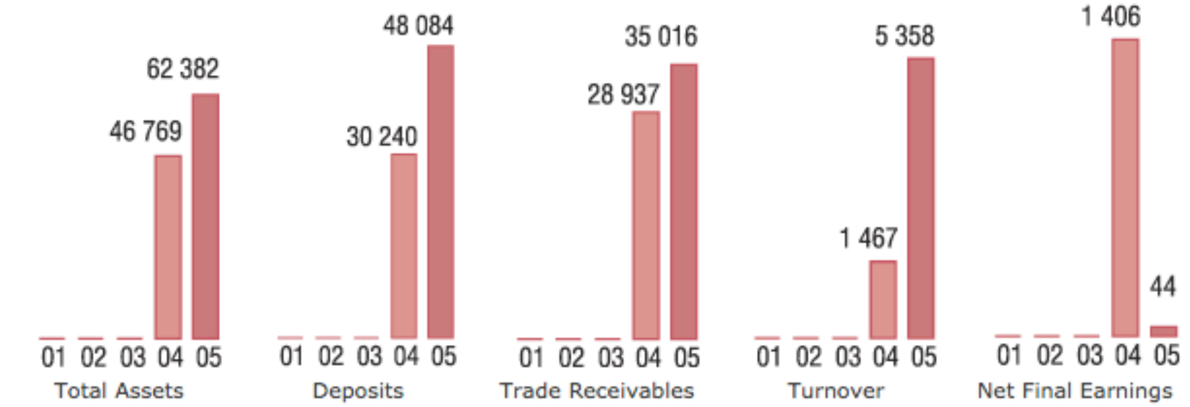
BOA-BURKINA FASO



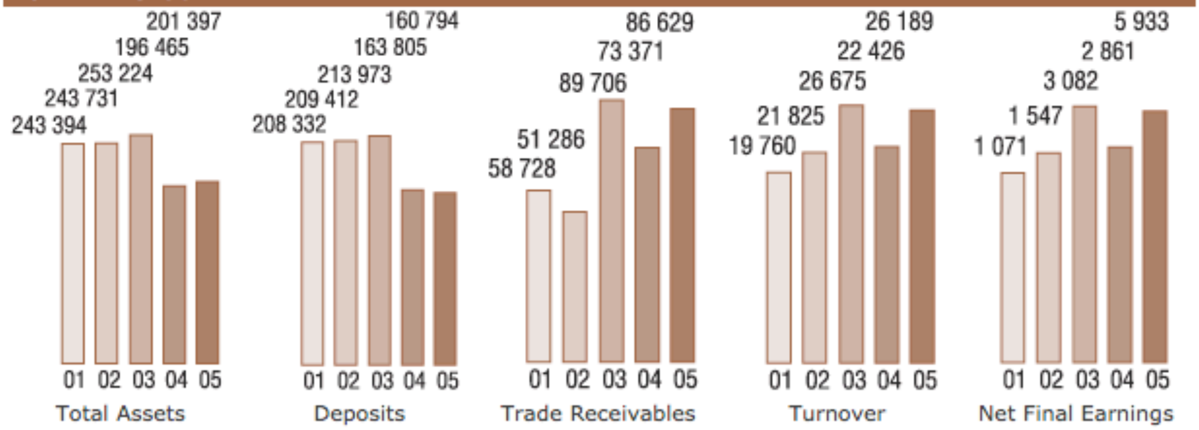
BOA-COTE D'IVOIRE



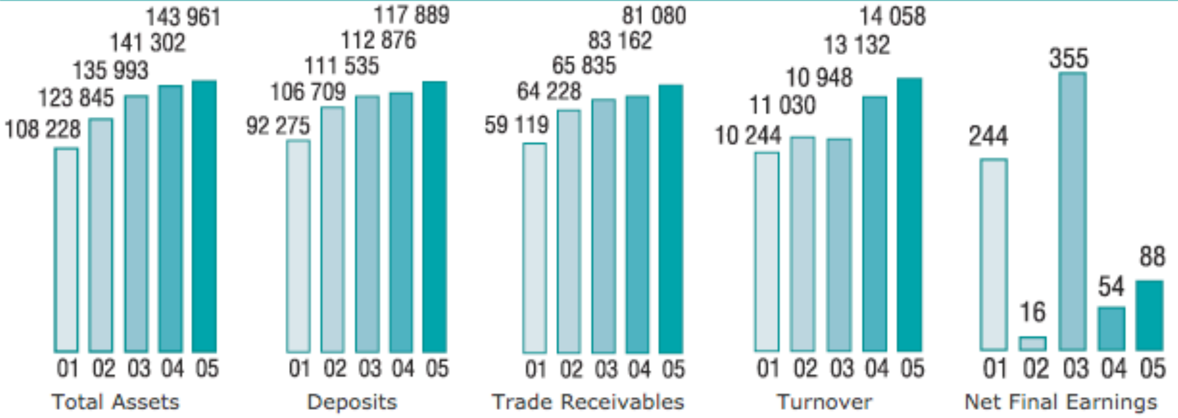
BOA-KENYA



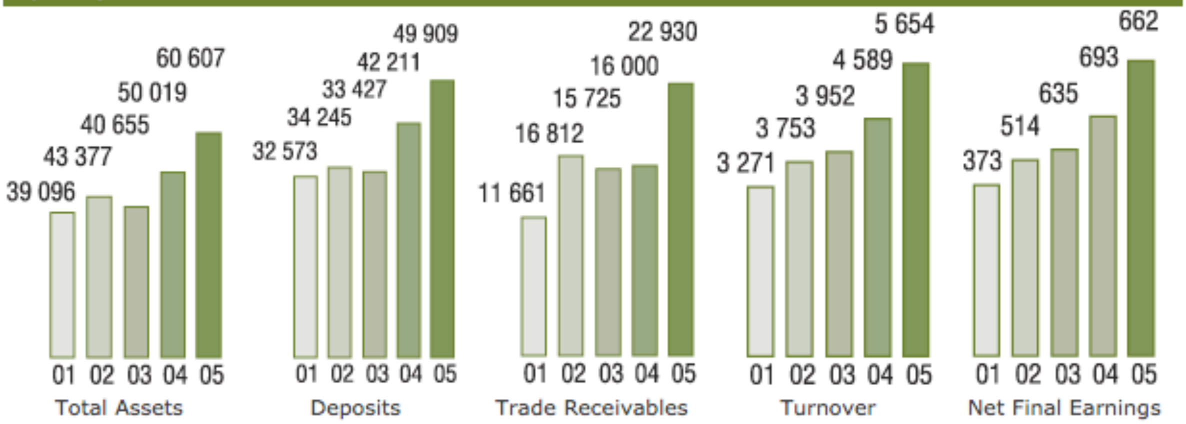
BOA-MADAGASCAR



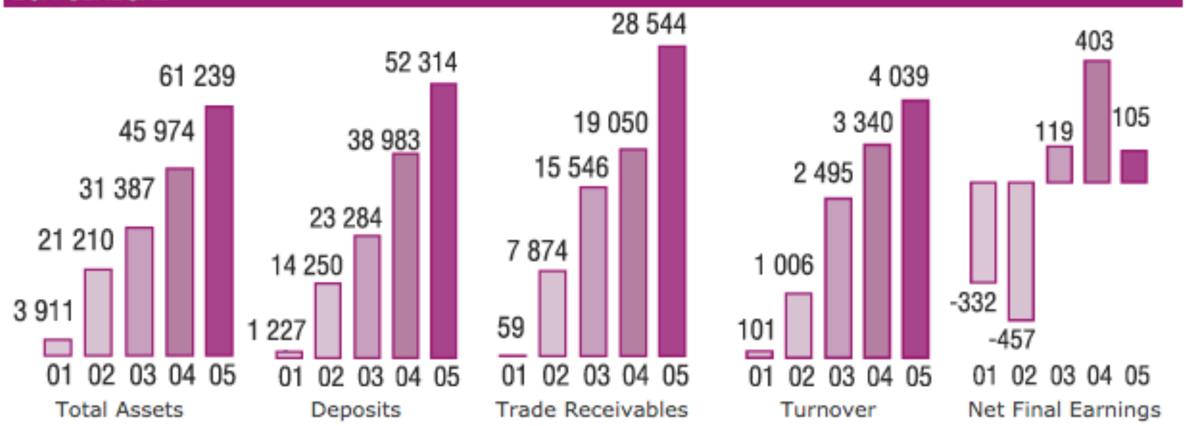
BOA-MALI



BOA-NIGER



BOA-SENEGAL



BANK OF AFRICA

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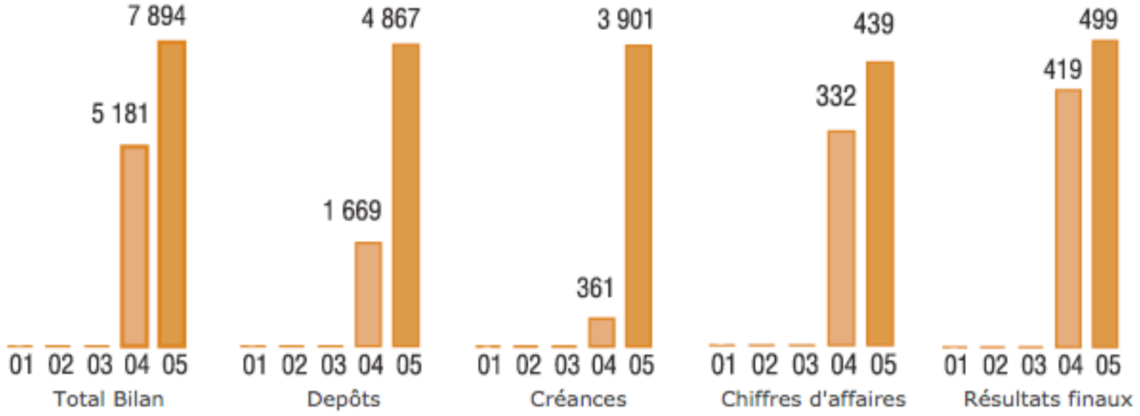
BANQUE DE L'HABITAT DE BENIN



Strategic trends 2006-2007

I - WHERE WE STAND AT THE END OF 2005

Characterised by three main points.

1st POINT A Year 2005 overall positive

In spite of unusually widespread external pressures…

- Worsening political and economic environment in key locations such as Benin and Ivory Coast.
- Multiplication of operational risks.
- Deterioration in the portfolio quality of certain entities.
- Delay in the completion of projects that will generate synergies.
- Marked increase in certain operating costs.

the AFH/BOA Group made renewed progress in 2005 in terms of: the financial institutions' activity

· The strongest banks maintained a stable position, despite increasingly fierce competition, in Benin and Madagascar in particular.

· All the other banks pursued their growth.

· BOA-KENYA started up successfully.

· The Banque de l'Habitat du Bénin (BHB) had a progressive enhancement.

· Significant progress of financial leasing companies.

the results

· All the Group subsidiaries generated profits, with the exception of BHB.

· The Group increased consolidated profits, despite the start-up of various projects that are not yet profitable.

· Record dividends for BOA-MADAGASCAR (40%), AGORA (28%) and ACTIBOURSE (25%).

· Generalised initiative to adjust commissions, driven by the Shareholdings Division.

· A particularly fierce effort in terms of provision allowances for doubtful receivables has made it possible to improve their hedging rates.

A few examples:

BOA-SÉNÉGAL
47% growth of customer revenues in terms of average loans.

BOA-MADAGASCAR
The threshold of 150,000 accounts (171,722 accounts at the end of 2005 – 148,860 accounts at the end of 2004) was exceeded.

BOA-KENYA
First surplus income.

BOA-MALI
Improvement by 9 points for its operating ratio.

BOA-BURKINA FASO and BOA-CÔTE D'IVOIRE

Respective increase of + 21% and + 13% for the net income.

the strengthening of financial resources

· Continuation of the increase in share capital of most of the subsidiaries, in particular BOA-MALI and BOA-MADAGASCAR.

· Start of a capital increase at AFH with strengthening of the stakes held by the main private shareholders.

· Systematic allocation to reserves of at least 40% of each subsidiary's annual income.

structural actions

· Intensification of the policy to create new Branches.

· Increased monitoring by the General Surveillance Departments: monitoring of Branches and auditing of Departments,...

To sum up,

a constant and controlled activity and development.

2nd POINT The completion of major structuring projects.

EXEMPLE 1

A new product for businesses and private customers: online banking (B-Web).

- Strong demand from increasingly well-informed consumers.
- Intense pressure from the competition.
- An excellent opportunity that arose from cooperation with the Belgolaise Bank, which has an operational, powerful product.
- A need to replace a previous product that had reached the end of its life.
- Tight scheduling that was closely followed by the various banks.
- Satisfactory success with the public, frequently in excess of targets.
- Projected good profitability for the income of most of the entities.

EXEMPLE 2

A loss leader for private customers: VISA connection and the monetics plan.

- BOA monetics: an undoubted success for private cards and international cards.
- A very attractive product: uniformity, modernity and ease of use.
- A product that is now in general use throughout the network.
- Good market penetration rate among the general public.
- Technical constraints: moving from private monetics to complete integration into the international VISA network was technically complex and required highly complex procedures.
- Current VISA extension targets: all Bank of Africa entities will be connected by the end of 2007.

EXEMPLE 3

A major source of commission: Western Union (WU).

- A Group approach that was widely justified.
- A necessary supplement to the product range for private customers.
- A high level of commission generated.
- A strong demand from BOA entities that carried a risk of disparate initiatives.
- A global agreement is in the process of being implemented in 2006 for general connection to the BOA network at the start of the second half of 2007.

To sum up,

continued enrichment of the product range, as part of a renewed dynamic current.

3rd POINT Constant strengthening of links between the Central Structures and the Entities.

How this works at the operational level

- Strong presence of Central Structures in major projects that often involve all the units.
- Development of inter-team meetings.
- Continuing use of intra-group seminars and increasing orientation of their content towards concrete targets.
- Start-up of some exchange programs between executives from different entities.
- Setting up of consortium loans within UEMOA.
- Trend towards progressive harmonisation of instruments, products and procedures.

How this works in terms of control

- Extension of the Inspection Division's (ID) scope of action and widening of its role in terms of Department auditing.
- Extension of the monitoring scope of monthly management reporting: concentration of sources and applications of funds, listing of credit risks.
- Start of the Shareholdings Division assignments concerning auditing each bank's credit portfolios and increased monitoring of the main risks and the main files that give cause for concern.

The consequences

- An accelerated integration process, due to:

  - a more global approach to files;

  - more systematic integration of the constraints generated by the various network components;

  - accelerated harmonisation of the external Group image.

- Optimisation of costs via cost sharing.
- Heightened requirements concerning the circulation of information between all the stakeholders before and after decisions and interventions.
- A slowdown in decision-making that, in return, requires accelerated implementation and highly effective actions.

To sum up,

absolute priority is given to the general interest of the Group over the individual interests of its component structures.

II - MAIN TRENDS 2006 – 2007

CONSOLIDATE - GROW - DESIGN THE FUTURE.

Four major priorities.

• Pursue actions to consolidate the current position.

• Optimal medium-term preparation for the entire Group.

• Implementation of a new expansion phase.

• Analyses of the Group's long-term development.

CONSOLIDATE

PRIORITY No 1.

Reinforce the solidity of the current position: a constant concern.

- Improve all the "fundamental" aspects of each entity, via increased attention paid to compliance with all the ratios specified in the BOA Charter.
- Improve knowledge of and compliance with procedures: fight against money laundering, distribution of loans and collection, etc.
- Pursue two major transversal projects: the Human Resources Development Plan (HRDP) and the Global Security Plan (GSP).
- Strengthen the monitoring and control of entity operations by the Boards of Directors: increasingly frequent checks and initiatives to increase responsibility awareness among establishment Department Heads.

DESIGN THE FUTURE

PRIORITY No 2.

Build the Group's medium-term future: via Three-Year Plans (TYP) 2007 - 2009.

This is an essential framework, as the related document:

· requires global harmonisation within the Group;

· enables generalised information exchange within all the units;

· takes into account the constraints imposed by the current position;

· includes quantitative and qualitative actions and targets.

The six expected benefits

· Integration: this priority is vital to the Group concept.

· Profitability: a permanent constraint that is vital for each entity.

· Marketing: a seller’s strategy.

· Modernity: search for the best standards.

· Security: an optimal protection against errors and attacks.

· Communication: a cross-functional, uniform approach that includes the other five key ideas.

GROW

PRIORITY No 3.

Continue Group expansion: new development projects.

The extension of the Bank of Africa network in East Africa, an ongoing strategic challenge:

· for the development of BOA-KENYA,

· for the consolidation of our activities in East Africa and in the Indian Ocean zone,

· for the construction of a bilingual, multi-cultural Group.

Two projects are still under way with completion planned in 2006:

· BOA-UGANDA,

· BOA-TANZANIA.

Satisfactory development of targeted banks.

The Allied Bank in Uganda.

- Continued rapid growth, which is generally in keeping with projections, in terms of deposits and loans.
- The Bank has consistently generated profit since 2002 and shows increasing profitability (40% of shareholders’ equity in 2005).
- The Bank shows a healthy dynamic current in terms of new products and its marketing approach.
- However, major investments need to be made in the very near future, namely an information system and a new head office.

The Eurafrican Bank in Tanzania.

- The Bank continues to enjoy very strong growth, in particular in terms of broadening its customer base and collecting more deposits.
- Controlled growth of client risk.

• Clear confirmation of a return to profitability in 2005 (20% of shareholders' equity projected for the end of 2006).

• Aggressive marketing on various fronts: creation of branches and targeting of new customer sectors.

• However, the bank's position remains tenuous due to its modest hold on the market.

Other developments during the period.

- New geographical horizons:

  • search for investment opportunities in the two zones where the Group is present.

- Continued peripheral investments in the following sectors:

  • insurance: alliance with Colina, in particular in Madagascar and in Benin,

  • venture capital: development of AGORA, via the increase of its current shareholdings and via new shareholdings.

DESIGN THE FUTURE

PRIORITY No 4.

Prepare the Group's long-term sustainable development.

THREE MAJOR PROJECTS.

1st PROJECT.

Strengthening structures: an absolute priority.

- Meet the requirements for a multicultural, bilingual Group.

A prime objective:

• in order to reach the highest possible level of capacity for dialogue among the teams,

• to be sure that all Group personnel continue to share the same values.

Consequently, a considerable effort must be made:

• making events bilingual: conferences, training programs and exchanges,

• replication of fundamentals: procedures and marketing documents,

• progressive harmonisation of organisations, methods and instruments.

- Strengthen IT independence and skills.

• To ensure the highest level of skills among internal teams and develop solid, quality alliances for the more ambitious projects.

• By improving the performance of the IGOR central software package.

• By obtaining, in the medium term, a central software package that is more adapted to our requirements.

• By rationally using the tools available on the market.

• By including all this work in a new IT Master Scheme (ITMS).

- Change relations within the Group.

• To increase teams' direct responsibility.

• To heighten the impact of merit in remuneration increases.

• By setting more demanding objectives at each level of responsibility.

• By developing subsequent monitoring procedures.

2nd PROJECT.

Ensuring consolidated control of the Group by a Regulatory Authority.

- A constraint imposed by the Authorities that is becoming increasingly pressing, and which will become a veritable obligation.
- This is the wish of AFH's officers, shareholders and partners.
- Current research

• identification of a target country: in Africa or elsewhere?

• choice of optimal method: a single holding company or sub-holding companies by zone?

- Target: end of 2006.

3rd PROJECT.

Implementing new partnerships.

- New consolidation of AFH shareholders' equity planned for early 2007, which will increase share capital to around 35 million euros with:

  • new institutional partners,

  • increasing empowerment of private shareholders.

- Building privileged relationships with one or two other partners with a view to:

  • creating a more involved Group that has new ambitions,

  • preserving all the characteristics of our initial project that are not incompatible with its sustainability.

III - CONCLUSIONS

In 2005 the Group gave tangible proof of its solidity.

The ambitious aim of building a trans-African Group,which started in 2003, remains a realistic objective,but requires redoubled efforts. The three major challenges for 2006 – 2007 are:

CONSOLIDATE
GROW
DESIGN THE FUTURE

Chairman's Message

The two main features of the 2005 financial year were the satisfactory activity levels and results, together with the implementation of major new projects across the board at the AFRICAN FINANCIAL HOLDING / BANK OF AFRICA Group (AFH / BOA Group). These mean we can approach the major projects scheduled for 2006 with confidence.

The activity of our network entities was conducted in a particularly difficult context last year: the political and economic climate worsened in countries that are home to some of our key establishments, such as Benin and the Ivory Coast, competition increased fiercely in most of the locations where we are present and operational risks, in particular, multiplied with exceptional intensity. Despite everything, almost all the indicators drawn from the Group consolidated accounts show significant progress in December 2005 compared to the end of 2004: +7.7 % for the total balance sheet, which now stands at around 1.3 billion euros, +6 % for the volume of client deposits, +7.4 % for the final net profit, which has reached 12,130 million euros. These results are all the more remarkable given that they are treated on a like-for-like basis, as our external growth projects were not finalised during the year under consideration.

At the same time, our network has continued to undergo major internal change. The growth in the shareholders' equity of several entities – the increase of AFH capital was completed –, the extension of our SESAME debit card to the entire network, the expansion of online banking to include most of our entities, the increased detail of the monthly reporting data required of the various banks, the enlargement of the areas in which the Group Inspection Division intervenes, and the regular reinforcement of the Central Structures are just some of the major changes this year has seen. They all contribute to two main goals: firstly, to strengthen financial resources and the management quality of all the network entities, in such a way as to ensure solid and sustainable development and, secondly, to confirm the consolidation of all network entities to enhance the feeling of belonging to the Group and draw maximum benefit from all possible synergies.

The AFH/BOA Group has therefore emerged stronger from this difficult environment that characterised the 2005 financial year, and as from the start of the current year has resolutely undertaken new projects that are essential for its future. These include:

· an intensification of the policy of modernising the products on offer, the methods applied and the operating structures of all network establishments, with a view to progressively being on a par with international standards;

· the implementation of the strategic options pursued by the Group, both in terms of geographical and sector expansion, and partnerships.

More than 23 years after the birth of the first BANK OF AFRICA, the AFH / BOA Group therefore still has ambitious development projects. The quality and commitment of the teams involved in this construction are ongoing and meanwhile the continued trust of the shareholders of AFH and the various entities are a key reason for the progress already made and give us every reason to continue.

I would like to take this opportunity to thank them, on behalf of all Group managers, for this unfailing support.

Paul DERREUMAUX

Chairman

Report by the Board of Directors

To the Annual General Meeting held on June 13th 2006

In accordance with the provisions of the law and the by-laws, we are pleased to report to you on the business activity of your company during the previous financial year and to submit for your approval the annual accounts as at 31 December 2005.

During the 2005 financial year we acquired:

- 2,500 new shares in AFH - Océan Indien, so that our stake, at 31 December 2005, was EUR 2,009,575.00, which represents 17,800 shares in this company.
- 140 new shares in AFRICINVEST S.A., so that our stake, at 31 December 2005, was EUR 168,028.00, which represents 168 shares in this company.
- 33,806 new shares in AGORA Holding, so that our stake, at 31 December 2005, was EUR 911,926.26, which represents 37,606 shares in this company.
- 15,918 new shares in BOA-BENIN, so that our stake, at 31 December 2005, was EUR 777,634.32, which represents 270,448 shares in this company.
- 69,597 new shares in BOA-MALI, so that our stake, at 31 December 2005, was EUR 2,569,977.62, which represents 299,465 shares in this company.

We also acquired new stakes in the following companies:

- 42 shares in ATTICA. At 31 December 2005, this stake was valued at EUR 64,028.59.
- 78,301 shares in COLINA Participations. At 31 December 2005, this stake was valued at EUR 1,193,602.63.
- 20,000 shares in COLINA Madagascar. At 31 December 2005, this stake was valued at EUR 181,725.34.

The stakes in the following companies remained unchanged in 2005:

Company	Shares
ACTIBOURSE	3,900
BOA-KENYA	50,000
BOA-SENEGAL	123,835
EQUIPBAIL-BENIN	6,000
EQUIPBAIL-MADAGASCAR	170
EQUIPBAIL-MALI	18,046
Holdefi	20,000
SCI OLYMPE	3,000
AFH-Services Ltd	8,500
BANQUE de L'HABITAT du BéNIN	30,000

At 31 December 2005, the accounting value of our long-term investments was EUR 24,080,407.03 and that of our intangible fixed assets was EUR 227,007.30.

Receivables totalled EUR 5,245,005.78 and securities EUR 2,172,981.01. Our bank assets amounted to EUR 2,647,465.99.

Revenues from fixed assets were booked as income, for a total amount of EUR 2,277,649.62. We also booked revenues from current assets in an amount of EUR 451,979.79, non-recurring revenues of EUR 31,882.91 as well as exchange rate gains of EUR 7,540.23.

Our overheads amounted to EUR 565,802.15. We corrected the value of asset items in an amount of EUR 48,023.70. We also recorded bank interest expenses of EUR 35,256.13 and interest from lending institutions of EUR 302,326.92.

As at 31 December 2005, these figures reflect a profit of EUR 1,817,643.65. In light of the deferred income from the previous financial year, namely EUR 574,102.58, the total profit at 31 December 2005 was EUR 2,391,746.23.

We propose the following allocation:

	In Euros
Statutory Reserve 5%	90,900.00
Dividends (10% Share Capital)	1,813,500.00
Deferred Income	487,346.23

As regards the current financial year in progress, in light of corporate transactions we project development along similar lines to the previous financial year.

Lastly, the corporate capital was increased to EUR 26,226,000 on 30 March last, following an increase in capital recorded in a deed by Maître Elvinger.

Through a special vote, we request that you grant discharge to the Directors for the performance of their duties through 31 December 2005 and to the Statutory Auditor for the performance of its duties with respect to the balance sheet as at 31 December 2005.

Delivered on 26 April 2006.

The Board of Directors

Paul DERREUMAU

Managing Director

Chairman

PROPARCO
Director

Mossadeck BALLY

Director

Mamadou AMADOU AW

Director

Netherlands Development Finance Company

Director

Francis SUEUR

Director

Paulin L. COSSI

Director

Please note that the French version prevails.

Report by the statutory Auditor

On the financial statements at 31 December 2005

In accordance with the instruction given by the General Meeting of Shareholders, we have audited the attached annual accounts of S.A. AFRICAN FINANCIAL HOLDING for the financial year that ended on 31 December 2005 and have consulted the management report pertaining thereto. It is the responsibility of the Board of Directors to prepare the annual accounts and the management report. Our responsibility is, on the basis of our audit work, to express an opinion on these annual accounts and to check the consistency of the management report therewith.

We carried out our audit work in accordance with international audit standards. These standards require our audit work to be planned and carried out in order to obtain reasonable assurance that the annual accounts are free from material misstatement. An audit involves reviewing, on a sample basis, the key information that justifies the amounts and information contained in the annual accounts. An audit also involves assessing the accounting principles and methods used and the significant estimates made by the Board of Directors when closing the annual accounts, as well as the overall presentation of the annual accounts. It is our opinion that our audit work gives a reasonable basis for the opinion we express below.

In our opinion, the attached annual accounts give, in compliance with the requirements of the law and regulations in force in Luxembourg, an accurate view of the assets, liabilities and financial situation of S.A. AFRICAN FINANCIAL HOLDING at 31 December 2005, as well as of the results for the financial year that ended on said date.

The management report is consistent with the annual accounts.

Luxembourg, 9 June 2006

Carlo REDING

Partner

Tom PFEIFFER

Senior Manager

PKF Luxembourg S.A.

Companies Auditor

In case of discrepancies with the French version of the present report, the French version prevails.

Balance Sheet & Profit and Loss Accounts

Balance Sheet (In Euros)

Assets	Fiscal Year 2004	Fiscal Year 2005
Investments	21 139 118.48	24 307 414.33
• Intangible assets	5 481.00	227 007.30
• Investment in subsidiaries	21 133 637.48	24 080 407.03
Current assets	8 304 479.71	10 065 452.78
• Trade receivables	4 213 233.34	5 245 005.78
• Marketable securities	1 536 562.51	2 172 981.01
• Bank accounts, post office checking account checks and cash in hand	2 554 683.86	2 647 465.99
Sundry accounts	60 404.21	36 848.70
Total assets	29 504 002.40	34 409 715.81

Liabilities	Fiscal Year 2004	Fiscal Year 2005
Shareholders' equity	21 528 547.21	21 532 690.86
• Registered capital	18 135 000,00	18 135 000,00
• Share premiums	409 145.81	409 145.81
• Reserves	506 298.82	596 798.82
- Of which legal reserve	506 298.82	596 798.82
• Earned surplus account	669 596.72	574 102.58
Annual profit	1 808 505.86	1 817 643.65
Liabilities	7 975 455.19	12 877 024.95
• Other liabilities	7 975 455.19	12 877 024.95
Total liabilities	29 504 002.4	34 409 715.81

Profit and Loss Accounts (In Euros)

Expenses	Fiscal Year 2004	Fiscal Year 2005
Corrections to securities under assets	3 968.36	48 023.7
Interest and related expenses	197 829.34	337 583.05
Other expenses	269 611.4	565 802.15
Profit for the period	1 808 505.86	1 817 643.65
Total expenses	2 279 914.96	2 769 052.55

Income	Fiscal Year 2004	Fiscal Year 2005
Income from investment assets	1 695 877.35	2 277 649.62
Income from current assets	301 429.81	451 979.79
Exceptional income	282 607.8	39 423.14
Total income	2 279 914.96	2 769 052.55

Letter of Opinion

We have reviewed the annual consolidated accounts for the AFRICAN FINANCIAL HOLDING / BANK OF AFRICA (AFH/BOA) Group for the financial year ended 31 December 2005.We have reviewed the annual consolidated accounts for the AFRICAN FINANCIAL HOLDING / BANK OF AFRICA (AFH/BOA) Group for the financial year ended 31 December 2005.

Our review was carried out in accordance with generally accepted audit standards; these standards require audit work to be carried out in order to obtain reasonable assurance that the annual consolidated accounts are free from material misstatement. An audit involves the review, on a sample basis, of the key information that justifies the data contained in these accounts. An audit also involves assessing the accounting principles and the significant estimates used to close off the accounts, as well as the overall presentation of the accounts. It is our opinion that our audit work gives a reasonable basis for the opinion expressed below.

We certify that the annual consolidated accounts appended to this report give, in accordance with generally accepted accounting principles, an accurate view of the consolidated financial situation of the AFH/BOA Group at 31 December 2005 and of its consolidated results for the financial year that ended on this date.

Cotonou, 30 June 2006

MAZARS & GUERARD

Armand FANDOHAN

Partner

Accounting Principles and methods of evaluation

Significant events during the 2005 financial year

Increases in share capital

The capital increase transactions carried out during the 2005 financial year concern the BOA-MALI, BOA-MADAGASCAR and AGORA SA subsidiaries:

- BOA-MALI increased its share capital by 762,245 euros (500,000,000 F CFA) to raise it from 3,811,225.43 euros (2,500,000,000 F CFA) to 4,573,470.51 euros (3,000,000,000 F CFA). At this time, 100,000 shares of 7.6225 euros (5,000 F CFA) each were issued and paid up in full in cash. As the par value of the shares was increased from 7.6225 euros (5,000 F CFA) to 15.245 euros (10,000 F CFA), pursuant to the decision of the Extraordinary General Meeting of 29 December 2005, the share capital of 4,573,470.51 euros (3,000,000,000 F CFA) is now made up of 300,000 shares;

- The capital of BOA-MADAGASCAR increased from 3,197,672.10 euros (8,000,000,000 MGA) at the start of the financial year to 7,194,762.22 euros (18,000,000,000 MGA) via the distribution of 200,000 free shares with a value of 7.99 euros (20,000 MGA) each and the issue of 300,000 shares with a value of 7.99 euros (20,000 MGA) each, of which 200,000 shares were paid up via offsetting against receivables and 100,000 shares were paid up by cash contributions;

- The capital of the holding company AGORA SA, which stood at 1,524,490.17 euros (1,000,000,000 F CFA) was increased to 3,048,980.34 euros (2,000,000,000 F CFA) via the issue of 100,000 shares with a value of 15.245 euros (10,000 F CFA) each, which were paid up via offsetting against receivables held by former shareholders;

Upon completion of these various transactions, the Group increased its stake in these subsidiaries, with shareholdings that rose from 46.66% to 50.46% in BOA-MALI, from 30.71% to 33.56% in BOA-MADAGASCAR and from 27.91% to 35.58% in AGORA SA.

Change in scope of consolidation

The main changes in the scope of consolidation are linked to the following events:

- The shares in the insurance companies Colina Africa Vie Côte d'Ivoire and Colina Africa Vie Bénin that were previously held by the parent company AFH SA were sold to Holding Colina Participation, which is part of the Colina Group. These two companies therefore left the scope of consolidation;

- During the financial year, the parent company AFH SA acquired 15,918 shares in the subsidiary BOA-BENIN.

The Group has thus increased its stake in this bank, with a shareholding that has risen from 37.80% to 38.14% from one financial year to the next;

- BOA-BENIN sold 38,000 shares it held in the share capital of Banque de l'Habitat du Benin (BHB) to PROPARCO, FMO, la Banque de l'Habitat du Sénégal (BHS) and the Benin Post Office and Telecommunications Bureau. The Group stake therefore fell from 41.29% to 31.85%.

Principles of consolidation

The consolidated accounts have been prepared in accordance with the standards that are currently in force at international level and are presented in the format required of banks and financial institutions.

They regroup, via full consolidation, the accounts for all the subsidiaries over which the Group exercises exclusive control, either through the direct or indirect holding of the majority of the voting rights, or through the appointment of the majority of the members of the administrative or management bodies (effective control). Full consolidation makes it possible to take into account, after eliminating internal transactions and results, all the assets, liabilities and income statement items for the companies concerned; the share in the results and shareholders' equity that is allocated to the Group companies ("Group Share") is distinct from the share related to the interest of the other shareholders ("minority interests").

The affiliated companies over which the Group directly or indirectly exerts a notable influence are consolidated using the equity method. Apart from holding companies, subsidiaries for which the nature of the business activity and the rules governing the preparation of the corporate accounts are different from those of banks and financial institutions, are also consolidated using the equity method. Consolidation using the equity method involves replacing the book value of the securities held with the amount of the stake they represent in the shareholders' equity of the affiliated company, including the results for the financial year.

At 31 December 2005, no Group companies were proportionally consolidated. The list of companies included in the scope of consolidation at 31 December 2005 is shown in note 2, which specifies the consolidation method applied to each subsidiary. The results for companies acquired (or disposed of) during the financial year are listed in the consolidated income statement for the period after the acquisition date (or prior to the disposal date).

All the significant transactions between consolidated companies, as well as internal results for the consolidated group (including dividends) have been eliminated.

The purchase price discrepancy recorded when acquiring a stake is the difference between the acquisition price and the portion of the company's shareholders' equity restated on the acquisition date. In accordance with the recommendations of international organisations, this discrepancy is generally allocated to the appropriate items on the consolidated balance sheet, and the remaining non-allocated portion is listed under the item "Consolidated Goodwill" on the assets of the consolidated balance sheet, when the discrepancy is positive.

Positive consolidated goodwill is amortised over 10 years, under a schedule that reflects, in the most reasonable way possible, the hypotheses adopted, the targets fixed and the prospects envisaged at the time of the acquisition.

If these various factors are called into question compared to the initial projections, the consolidated goodwill concerned is reduced, in addition to the scheduled amortisation. Negative consolidated goodwill is reclassified under the loss and contingency provisions on the consolidated balance sheet, and is allocated to income as a reversal, in accordance with terms and conditions that are comparable to those described above.

Principles governing the closure of the accounts

The companies are consolidated on the basis of accounts closed off at 31 December 2005. These accounts are restated, as required, in accordance with the Group's accounting principles.

Currency conversions

AFH SA, AFH-Services Ltd and AFH-Océan Indien keep their accounts in euros. The accounts of companies within the scope of consolidation are kept in CFA francs, Malagasy ariaries (MGA) or Kenyan shillings (KES).

The consolidated balance sheet, the consolidated income statement and the items listed in the notes to the accounts are expressed in euros.

The historic rate of exchange is used for currency conversions.

Funds for general banking risks (FRBG)

In accordance with the evaluation method defined by the Group Shareholdings Division, the provision for general banking risks is calculated in each bank in proportion to the total net commitments by cash position and by customer signature, excluding guarantees. Commitments involving public sector and assimilated undertakings and those covered by the pledge of a term deposit or by a first demand bank guarantee are not included in the calculation basis.

A variable rate is applied in banks that calculate this provision, with a target of 7%. The provisions set aside in the corporate accounts of BOA-BENIN, BOA-BURKINA FASO, BOA-CÔTE D'IVOIRE, BOA-NIGER and BOA-MADAGASCAR are classified as reserves. They have been allocated to the consolidated reserves.

Financial lease transactions

Transactions involving financial leases, hire-purchases and hire-sales are listed on the balance sheet for the amount of their financial liabilities, rather than the liabilities determined using the corporate accounts. The latent reserve is booked in the consolidated reserves for an amount that is net of deferred taxes.

Intangible fixed assets

Goodwill, licences, patents and leasehold rights acquired are booked at cost price. Goodwill is not amortised. Other intangible fixed assets are amortised using the straight-line method, according to their estimated useful lives.

Tangible fixed assets

Land, buildings and facilities are evaluated at original production cost. Depreciation is calculated using the straight-line method, according to the estimated useful life of the assets.

Equity interests

The item "Long-Term Investments" includes the securities of companies consolidated using the equity method, on the one hand, and the equity interests of non-consolidated companies, on the other hand.

The item "Non-Consolidated Long-Term Investments" corresponds to the cost price of the securities in non-consolidated companies, less any provisions for depreciation applied. Dividends from non-consolidated companies are booked as income for the year in which they are received.

Deferred taxes

Deferred taxes are recorded on temporary differences between the taxable basis and the book income. They include, in particular, the elimination of entries booked in individual accounts pursuant to tax treatment elections.

Deferred tax assets are only entered on the balance sheet to the extent that the company concerned has reasonable assurance that it will be able to recover them during subsequent years.

Pension commitments

The commitments that correspond to pension entitlements accrued by the personnel are determined in light of the legislation of the country where each subsidiary is located. The provisions thus determined are not discounted.

Comparability from one financial year to the next

The consolidated accounts for the AFH/BOA Group at 31 December 2005 were prepared using methods similar to those adopted when preparing the consolidated accounts at 31 December 2004, which are shown for the purposes of comparison. The method applicable to each subsidiary has been determined not only in light of the Group's percentage of control, but also in light of criteria of "effective control".

Scope of Consolidation, Percentages of Control and Interests, and Consolidation Methods

Scope of consolidation at 31 December 2005

The scope for the consolidated accounts of the AFH/BOA Group is as follows:

	Exercice 2005			Exercice 2004		
Company	% interest	% control	Consolidation method	% interest	% control	Consolidation method
AFH	100,00	100,00	MÈRE	100,00	100,00	MÈRE
AFH-OCÉAN INDIEN	95,20	100,00	FC	87,38	100,00	FC
AFH-SERVICES LTD	85,00	85,00	FC	85,00	85,00	FC
AGORA	35,40	56,30	FC	27,91	54,79	FC
ATTICA	20,41	50,06	FC	21,31	46,59	FC
BOA-BÉNIN	38,13	41,10	FC	37,74	38,74	FC
BOA-BURKINA FASO	43,45	51,72	FC	44,40	52,69	FC
BOA-CÔTE D'IVOIRE	71,57	76,07	FC	71,25	79,66	FC
BOA-MADAGASCAR	36,58	38,43	FC	30,71	35,14	FC
BOA-MALI	50,45	52,58	FC	46,66	49,17	FC
BOA-NIGER	43,45	49,90	FC	44,29	50,67	FC
BOA-SÉNÉGAL	65,59	71,92	FC	65,55	71,92	FC
BOA-KENYA	49,96	80,00	FC	47,48	80,00	FC
BHB	31,84	51,07	FC	41,29	76,40	FC
ÉQUIPBAIL-BÉNIN	39,93	93,73	FC	40,00	93,73	FC
ÉQUIPBAIL-MADAGASCAR	61,87	64,99	FC	56,80	64,99	FC
ÉQUIPBAIL-MALI	60,07	75,50	FC	64,88	80,15	FC
ACTIBOURSE	49,61	88,00	EM	49,10	88,00	EM
AÏSSA SARL	49,80	100,00	EM	48,99	100,00	EM
SCI OLYMPE	58,61	100,00	EM	58,47	100,00	EM
COLINA AFRICA VIE BÉNIN	-	-	NC	43,82	43,82	EM
COLINA AFRICA VIE CI	-	-	NC	45	45	EM

· ***Consolidated banks and financial institutions:***

- BOA-Bénin
- BOA-BURKINA FASO
- BOA-CÔTE D'IVOIRE
- BOA-MADAGASCAR
- BOA-MALI
- BOA-NIGER
- BOA-SÉNÉGAL
- BOA-KENYA
- BANQUE DE L'HABITAT DU BÉNIN (BHB)
- ÉQUIPBAIL-BÉNIN
- ÉQUIPBAIL-MADAGASCAR
- ÉQUIPBAIL-MALI

· ***Companies consolidated using the equity method:***

- ACTIBOURSE
- AÏSSA SARL
- SCI OLYMPE

Consolidated companies: Percentages of Control and Interests, and Consolidation Methods at 31 December 2005

	Exercice 2005			Exercice 2004		
Company	% interest	% control	Consolidation method	% interest	% control	Consolidation method
AFH	100,00	100,00	MÈRE	100,00	100,00	MÈRE
AFH-OCÉAN INDIEN	95,20	100,00	FC	87,38	100,00	FC
AFH-SERVICES LTD	85,00	85,00	FC	85,00	85,00	FC
AGORA	35,40	56,30	FC	27,91	54,79	FC
ATTICA	20,41	50,06	FC	21,31	46,59	FC

BOA-BÉNIN	38,13	41,10	FC	37,74	38,74	FC
BOA-BURKINA FASO	43,45	51,72	FC	44,40	52,69	FC
BOA-CÔTE D'IVOIRE	71,57	76,07	FC	71,25	79,66	FC
BOA-MADAGASCAR	36,58	38,43	FC	30,71	35,14	FC
BOA-MALI	50,45	52,58	FC	46,66	49,17	FC
BOA-NIGER	43,45	49,90	FC	44,29	50,67	FC
BOA-SÉNÉGAL	65,59	71,92	FC	65,55	71,92	FC
BOA-KENYA	49,96	80,00	FC	47,48	80,00	FC
BHB	31,84	51,07	FC	41,29	76,40	FC
ÉQUIPBAIL-BÉNIN	39,93	93,73	FC	40,00	93,73	FC
ÉQUIPBAIL-MADAGASCAR	61,87	64,99	FC	56,80	64,99	FC
ÉQUIPBAIL-MALI	60,07	75,50	FC	64,88	80,15	FC
ACTIBOURSE	49,61	88,00	EM	49,10	88,00	EM
AÏSSA SARL	49,80	100,00	EM	48,99	100,00	EM
SCI OLYMPE	58,61	100,00	EM	58,47	100,00	EM
COLINA AFRICA VIE BÉNIN	-	-	NC	43,82	43,82	EM
COLINA AFRICA VIE CI	-	-	NC	45	45	EM

FC : Full Consolidation method

EM : Consolidation using the Equity Method

NC : Not Consolidated

The BOA-BENIN, BOA-MADAGASCAR, BOA-MALI and ATTICA subsidiaries have been fully consolidated due to the effective control exercised by the AFH/BOA Group.

AFH/BOA Group Balance Sheet

Compared financial statement for the last two financial years (in Euros).

Assets

Assets	Fiscal year 2004	Fiscal year 2005
Cash	33 815 053	36 855 415
Interbank placings	325 427 357	303 869 650
• Demand deposits	228 424 959	228 664 594
· Central banks	163 089 611	150 667 517
· Treasury, post office bank	820 441	316 523
· Other credit institutions	64 514 907	77 680 553
• Term deposits	97 002 398	75 205 057
Customer loans	556 075 415	623 297 637
• Portfolio of discounted bills	38 276 174	32 938 317
· Seasonal credit	0	0
· Ordinary credit	38 276 174	32 938 317
• Ordinary debitors accounts	153 283 397	181 699 196
• Other customer credit facilities	364 515 844	408 660 123
· Seasonal credit	16 747 352	27 367 978
· Ordinary credit	347 768 492	381 292 146
• Factoring	0	0
Leasing and related operations	7 264 620	7 830 418
Current securities	67 345 423	82 615 403
Investments in associates	12 032 856	13 148 696
Financial investments at equity value	2 884 160	701 549
Intangible assets	5 453 923	6 875 106
Fixed assets	31 065 200	41 462 086
Shareholders or associates	133 640	348 372
Other assets	41 260 703	58 612 873
Sundry accounts	28 157 862	20 577 988
Consolidated goowill	131 650	95 867
Total assets	1 111 047 862	1 196 291 059

Off-balance sheetf	Fiscal year 2004	Fiscal year 2005
Commitments given		
• Financing commitments	62 603 547	81 016 804
· In favour of credit institutions	39 087	0
· In favor of customers	62 564 460	81 016 804
• Guarantees given	157 165 296	160 036 616
· On behalf of credit institutions	23 721 450	15 925 389
· On behalf of customers	133 443 846	144 111 228
• Commitments on security	0	0

Liabilities

Liabilities	Fiscal year 2004	Fiscal year 2005
Interbank liabilities	40 261 406	47 708 903
• At sight	23 505 061	29 657 780
· Treasury, post office bank	1 938 191	5 491 404
· Other credit institutions	21 566 870	24 166 376
• Long term	16 756 345	18 051 124
Customers' deposits	918 133 747	972 963 026
• Savings deposits accounts	96 218 899	105 764 882
• Time deposit accounts	8 438 707	17 724 109
• Short-term borrowings	12 200 165	9 853 583
• Other demand deposits	531 290 612	562 948 467
• Other time deposit accounts	269 985 364	276 671 985
Debts evidenced by securities	3 498 705	2 682 340
Other liabilities	29 513 831	35 134 123
Sundry accounts	23 220 744	37 145 726
Consolidated goodwill	2 614 383	2 735 871
Reserves for contingencies & losses	6 481 769	851 734
Tax provisions	0	0
Subordinated debts	5 767 673	6 010 355
Investment grants	1 524 490	762 245
Reserve for general banking risks	0	0
Capital	18 135 000	18 135 000
Share premium	0	0
Consolidates reserves	50 599 627	60 031 779
• Group	9 619 357	12 380 313
• Minority shareholders	40 980 270	47 651 466
Retained earnings (+/-)	0	0
Net income	11 296 487	12 129 955
• Group	5 277 285	4 895 817
• Minority shareholders	6 019 202	7 234 140
Total liabilities	1 111 047 862	1 196 291 059

Off-balance sheet	Fiscal year 2004	Fiscal year 2005
Commitments received		
• Financial commitments	5 404 057	8 719 814
· Received from credit institutions	5 404 057	8 719 814
• Guarantees received	366 491 730	498 151 867
· Received from credit institutions	31 294 846	32 399 589
· Received from customers	335 196 884	465 752 278
• Commitments on security	48 006 489	32 986 901

AFH/BOA Group Income statement

Compared financial statement for the last two financial years (in Euros).

Expenses

Expenses	Fiscal Year 2004	Fiscal Year 2005
Interest and related expenses	23 826 891	26 574 732
• On interbank debts	1 761 162	1 422 716
• On customers' debts	20 838 802	23 737 681
• On securities	378 352	239 034
• Other interest and related expenses	848 576	1 175 301
Expenses on leasing and related operations	3 078 960	3 539 671
Commission	370 731	500 748
Expenses on financial transactions	4 047 464	2 479 365
• Investment expenses	15 738	85 287
• Foreign exchange expenses	4 009 055	2 334 053
• Off-balance sheet transaction expenses	22 671	60 025
Other bank operating expenses	86 876	373 561
Goods purchased	0	0
Inventory sold	0	3 055
Changes in goods in stock	0	0
General operating expenses	38 610 012	44 560 312
• Personnel costs	17 361 521	17 533 479
• Other general expenses	21 248 491	27 026 834
Depreciation and provisions charged against assets	5 351 300	5 676 537
Deficit on corrections to securities, loans and off-balance sheet	12 203 778	16 895 068
Excess of provisions over funds recovered for general banking risks	0	0
Exceptionnal expenses	2 563 692	2 314 211
Losses from previous years	1 423 627	1 243 202
Corporate income tax	4 900 707	5 457 151
Surplus recovered on provisions for consolidated goodwill		
Profit	11 296 487	12 129 955
Total expenses	107 760 525	121 747 569

BANK OF AFRICA
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Income

Income	Fiscal Year 2004	Fiscal Year 2005
Interest and related income	64 760 413	74 141 443
• On interbank loans	8 623 934	8 711 046
• On customers' loans	54 916 407	63 872 510
• On securities	314 142	562 439
• Other interest and related income	905 930	995 449
Income from leasing and related operations	2 754 732	4 040 990
Commission	13 734 188	14 703 755
Income from financial financial transactions	17 731 823	20 874 439
• Income from current securities	3 734 388	3 874 838
• Dividends and related income	259 693	3 118 064
• Income from foreign exchange transactions	9 066 223	9 258 826
• Income from off-balance sheet transactions	4 671 519	4 622 712
Other income from banking operations	2 709 027	3 587 379
Profit margins	0	0
Sale of products	3 314	0
Changes in goods in stock	133 025	0
Other income from banking operations	1 361 237	1 383 563
Recovery of depreciation and provision on fixed assets	247 703	464 527
Surplus on corrections to value of loans and off-balance sheet items	0	0
Surplus recovered on provision of funds for general banking risks	0	0
Exceptionnal income	3 719 216	1 216 831
Profits on previous fiscal years	605 847	1 334 641
Surplus recovered on provision for consolidated goodwill	0	0
Loss	0	0
Total income	107 760 525	121 747 569