

ISSUE PROSPECTUS

«FCP MAGHREBIA PRUDENCE»

Common Placement Fund
Regulated by Law 2001-83 dated July 24, 2001

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1. PRESENTATION OF THE F.C.P.

1.1. GENERAL INFORMATION

NAME:	FCP MAGHREBIA PRUDENCE
Type of OPCVM :	Placement Common Fund
Category :	Bond holding
Specificity:	Assistance for account unit insurance life contracts
Social Object:	Management of real estate value portfolios through the exclusive use of its proper funds
Applicable legislation :	Law N° 2001-83 dated July 24, 2001 promulgating the Collective Placement Institutions' Code
Headquarters:	Immeuble Maghrebria Tour A Tunis Carthage cedex 1080
Shares initial value :	100.000 Dinars divided in 100.000 shares
Licence reference:	07-2005 dated March 9, 2005
Constitution date:	July 29, 2005
Duration :	50 years
Promoter :	The Manager: UNION FINANCIERE Immeuble Maghrebria Tour A Tunis Carthage cedex 1080 The Bailee: UNION INTERNATIONALE DE BANQUES 65, avenue Habib Bourguiba Tunis
Manager:	UNION FINANCIERE Immeuble Maghrebria Tour A Tunis Carthage cedex 1080
Dealer:	UNION INTERNATIONALE DE BANQUES 65, avenue Habib Bourguiba Tunis
Distributors :	ASSURANCES MAGHREBIA 64, rue de Palestine Tunis 1002

This prospectus includes important information and must be

carefully read before subscribing to any investment.

1.2. INITIAL FUNDS AND VARIATION PRINCIPLE

The initial amount of funds is 100,000 dinars. Funds are likely to be increased when new shares are issued and as the result of reductions due by the buyout of previously subscribed shares by the FCP provided the initial value does not fall below 50,000 dinars.

Fund variations are made according to article 15 of the code of collective placement institutions.

1.3. LIST OF INITIAL HOLDERS OF SHARES

ASSURANCES MAGHREBIA : 100.000 DINARS (100%)

1.4. CHARTERED ACCOUNTANT

KPMG - TUNISIE

7, rue de la Mauritanie 1002 Tunis.

2. FINANCIAL CHARACTERISTICS

2.1. CATEGORY OF FUNDS:

FCP MAGHREBIA PRUDENCE is a bond holding fund.

2.2. PLACEMENT ORIENTATION:

FCP MAGHREBIA PRUDENCE aims at supporting account units insurance contracts.

The main objectives of FCP MAGHREBIA PRUDENCE are :

- To contribute in mobilizing long term savings and vitalizing the financial market,
- offer its shares co-holders a placement opportunity taking profit of
 - o a considerable output compared to the monetary market,
 - o a perfect cash-flow within legal limits.

The FCP portfolio "MAGHREBIA PRUDENCE" will be exclusively made up of:

- In a proportion of at least 50% of net assets of:
 - o Deemed treasury bills and bond loans guaranteed by the State;
 - o Bond loans having been subject of issuing operations through public saving calls,
 - o Shares of bond holding collective placement institutions,
- In a proportion not exceeding 30% of the net stock and bond assets representing short term proofs of debts,
- A proportion of 20% of the cash flow and the quasi cash flow net assets

2.3. SUBSCRIPTION AND BUYOUT OPERATIONS OPENING DATE

Subscription and buyout dates will be open as soon as the prospectus approved by the Financial Market Council is provided to the public.

2.4. MARKET VALUE

In order to issue and buyout Fund shares, an evaluation of the Fund's net assets is conducted on a weekly basis (Wednesdays). The share Market Value is calculated every Wednesday at 15:00. It is obtained by dividing the Fund's net asset amount by the number of circulating shares when evaluation is performed. The portfolio valorizing will be made according to legislation in force, and mainly to accounting evaluation rules in force determined by a decision of the Ministry of Finance issued on January 22, 1999, approving the accounting standards of the OPCVM.

2.5. MARKET VALUE PUBLICATION SITE AND MODE

The market value will be displayed at the distributor (Assurances Maghreb). The last Market Value will be published in the Official Bulletin of the Financial Market Council.

2.6. SUBSCRIPTION AND BUYOUT PROCEDURES AND PRICE

The Placement Common Fund FCP MAGHREBIA PRUDENCE aims at supporting account units life insurance contracts of Assurances Maghreb.

Assurances Maghreb's offices are in charge of distribution.

When subscribing, the Client will sign a subscription bulletin (in three copies) and a life insurance contract in account units (the life insurance contract is signed at the first subscription). In said document, the subscriber mainly indicates his/her choice in terms of payment schedule (other than acquisition fees) on "Maghreb Placement Common Funds" documents. Payments to the profit of the insurer are made on the same adherence day at the Insurer's instruction. Amounts excluding acquisition fees according to the life insurance contract signed by the Insurance clients and annexed to the internal regulations of the FCP, will be invested by the insurer to the profit of its clients in Funds selected by the clients, on the Fridays of subject week, if the reception date of all documents by the Insurer precedes the Wednesday of the same week, otherwise it is made on the following Friday.

- Insurance related acquisition fees (insurance acquired funds): maximum 2% of amounts disburse by insurance clients (fees related to the life insurance costs. They are not established for the FCP0)

- Funds inflow and outflow rights: inexistence of FCP inflow and outflow fees
- Share fragmentation: subscriptions and buyouts may be fractioned into shares: thousandth shares. Provisions of the Fund regulating the issuing and buyout of shares apply to share fractions without having to specify it, unless otherwise mentioned.
- Buyout requests are exclusively made from the subscription office.

Unless provided by fiscal regulations, the Client is offered in case of buyout (materialized by the signing of a buyout bulletin) either a bank transfer on his/her account, or cash or check withdrawal. In this case, an execution statement will be sent to the Client within 5 stocking days following the buyout request.

In case of death (total invalidity) before the age of 60 of the client enjoying a death coverage (absolute invalidity), and according to the life account units insurance contract associated with FCP regulations and signed by the Client, Maghrebria will pay the beneficiaries appointed by the client an additional capital worth of the last capital acquired on the last Monday before death (total invalidity) with a ceiling of 50 000 dinars for the additional capital. The capital acquired on the last Monday before death (total invalidity) corresponds to the number of shares owned by the insured multiplied by the market value of the last Monday before death (total invalidity) of the corresponding FCP.

2.7. SUBSCRIPTIONS AND BUYOUT SITES

Desks of ASSURANCES MAGHREBIA or from any institution having signed the distribution convention.

2.8. BUYOUT RIGHT, SUSPENSION CASE

Subject to fiscal provisions, any holder of shares has the right any time for the buyout of his shares by the Placement Common Fund "MAGHREBIA PRUDENCE".

Nonetheless, by applying article 24 of the collective placement institutions code, the manager may temporarily suspend, with the agreement of the Chartered Accountant, buyout operations as well issuing operations. Therefore, in the case of absolute necessity, of the impossibility to calculate the market value or the flow of buyout requests exceeding transfer possibilities in normal conditions of bills contained in the Fund's portfolio, the manager of the Fund may temporarily suspend buyout operations in order to preserve interests of the holders of shares.

This measure must be taken in all cases when the initial value of circulating values drops down to 50,000 Dinars. The temporary suspension decision must be preceded by the agreement of the Chartered Accountant immediately notified to the Financial Market Council and to the holders of shares by means of a

statement published in CMF's bulletin. The resumption of subscriptions and buyouts must be conducted in the same conditions as suspension.

2.9.RECOMMENDED PLACEMENT MINIMAL DURATION

The recommended placement duration is 10 years.

3. FUND MODALITIES AND OPERATION

3.1. FISCAL YEAR CLOSING DATE

The accounting year of the Fund starts on January 1st and ends on December 31st. Nevertheless, through exception, the first fiscal year will include all operations performed between the constitution date up to December 31st of the following year, but the total period of the fiscal year cannot exceed 18 months.

3.2. INITIAL MARKET VALUE

The initial market value for the Fund is 100,000 Dinars.

The initial market value for one share is 1 Dinar.

3.3. MANAGEMENT FEES

In order to obtain weekly market values, it is necessary to proceed with the weekly subscription of charges and products in a homogeneous way, that is by allocating the run part of interest products and charges and the share of fixed charges. The FCP looks after the manager's commission, the payment of the dealer, allocations due to CMF and taxes, the payment of the Chartered Accountant, commission on stock transactions, brokerage and related taxes, all justifiable fees of the CMF, BVMT, STICODEVAM or defined by law, a decree or a decision and publicity and promotion costs.

3.4. RESULTS ALLOCATION MODALITES

Sums that can be distributed are equal to the net result of the fiscal year increased by new reports and increased or decreased by the regularizing account balance of revenues related to the closed fiscal year.

Sums that can be distributed are fully capitalized every year.

3.5. INFORMATION PROVIDED TO HOLDERS OF SHARES AND TO THE PUBLIC

Holders of shares and the public will be informed about the evolution of the activity of "FCP MAGHREBIA PRUDENCE" in the following way:

- The last market value will be promptly communicated to the CMF,
- The market value will be permanently displayed in desks in charge of distribution,

- Internal regulations, prospectuses, publications and annual reports will be available in sufficient quantities in the same desks for the public,
- The financial statements certified by the Chartered Accountant, the Chartered Accountant's report as well as the Manager's report will be provided to holders of shares at the manager's headquarters within a maximum of three months starting from the fiscal year's closing date. A copy of said documents will be deposited at the CMF. A copy will also be sent to any holder of shares asking for it.
- The manager will submit in advance at the Financial Market Council all FCP documents designed for publication and dissemination.
- The composition of FCP assets will be published in the official bulletin of the Financial Market Council within a maximum of three months starting from the fiscal year's closing date.
- Any new event concerning the FCP management, mainly changes of commissions due to the manager or dealers will be enforced with an effective date of thirty (30) days, during which the holders of shares will have the possibility to withdraw from the FCP at no cost according to legislation in force. In this case, information will be immediately notified to the Financial Market Council and promptly announced to the public by means of a statement published in the official bulletin of the Financial Market Council and in two Tunis daily papers.

4. INFORMATION CONCERNING THE MANAGER AND THE DEALER

4.1. FCP MANAGEMENT ORGANIZATION MODE

The management of the Placement Common Fund "MAGHREBIA PRUDENCE" is conducted through a Placement Committee with high technical qualifications made up of representatives of ASSURANCES MAGHREBIA and the Financial Union as well as a permanent person in charge of the current management of the Fund. This committee will be under the exclusive responsibility of the manager and meets on a regular basis (at least once a month) and according to the Market requirements.

The Placement Committee is not remunerated.

4.2. MANAGEMENT OF THE FUND

The Financial Union Inc. is the manager of the Fund. It is mainly in charge of:

- The assignment of human and logistic means required for the good management of FCP portfolio,
- The administrative and financial management of the Fund and the execution of stock orders,
- The keeping of the register for holders of shares,
- The calculation of the market value and the preparation of all legal statements and publicity,
- The establishment of balance sheets, the operation accounts and other

- temporary and final financial statements with the required periodicity,
- The information of owners of the Fund's shares with the required periodicity through reports, statements of holdings, and prospectuses,
- The provision of any information and justifying documents requested by dealers to undertake their verification missions.

4.3. DESCRIPTION OF MEANS IMPLEMENTED FOR MANAGEMENT

The manager provides the Fund with all human and material logistics in order to perform all operations required for management, mainly :

- the presence of qualified collaborators,
- the existence of sufficient technical resources,
- an appropriate internal organization.

4.4. REMUNERATION DU GESTIONNAIRE

As a payment for its management services, the Financial Union Inc. receives a commission set at 0.85 per cent (0.85 %) excluding all tax a year on the net assets of FCP MAGHREBIA PRUDENCE. The calculation of management fees will be made once a week and will be deducted from the net assets. During the starting phase, the Financial Union reserves the right to withhold a commission of less than 0.85%. The effective payment of the Financial Union Inc. will be made within 15 days after the closeout of every quarter.

The Placement Committee as well as any person in charge of the daily management of the Fund will not be paid by the Fund. The following are excluded from charges borne by the manager:

- Honoraria of the Chartered Accountant
- The brokerage commission set at the rate of 0.2% and related taxes
- Commissions on stock transactions,
- Allowances due to the Financial Market Council, BVMT, STICODEVAM
- Publicity and promotion costs.

4.5. DEALERS

According to a convention concluded between the Funds promoters and the Banks International Union on May 30, 2005, the latter was assigned exclusive dealer of all bills and funds held by the "FCP MAGHREBIA PRUDENCE". In this regard, it is mainly in charge of:

- The conservation of assets,
- The cashing of their due effects, tickets, reimbursement of the main capital, and any other operation pertaining to bills belonging to the Fund,
- The control of the regularity of investment decisions and their compliance with internal regulations,
- Control of the market value's enforcement

- The screening of orders as well as inscribing bills and cash into accounts.

4.6. PAYMENT MODALITIES OF THE DEALING INSTITUTION

The UIB is assigned as the sole dealer of bills and cash of the Placement Common Fund "MAGHREBIA PRUDENCE". The dealer's commission for bills is set at 0.2‰ (2 per thousand) excluding tax per year of the net assets of "FCP MAGHREBIA PRUDENCE". This commission will be withheld on a weekly basis from the funds' net assets and paid on a quarterly basis to the Bank within 15 days following the closeout of every quarter. This commission will be jointly reviewed when necessary.

4.7. PAYMENT MODALITIES OF THE DEALING INSTITUTION

Assurances Maghrebria is the institution assigned to receive subscriptions and buyouts.

5. PROSPECTUS AND ACCOUNT CONTROL MANAGERS


Prospectus Manager :

To our knowledge, the data of the present prospectus comply with the reality (legislation in force, FCP internal regulations), they include all information required for investors to base their judgment on FCP characteristics, its manager, its dealer, its distributor, its financial characteristics, its operation modalities as well as all rights related to offered titles. It does not include omissions that may alter the scope.

For the Manager
Nabil ESSASSI
Chair of the Board, General Manager

For the Dealer
Philippe Amestoy
General Manager


Union Financière
Intermédiaire en Bourse
Agrément N° 2 du 1er Nov. 1991


Pour le Dépositaire
Philippe Amestoy
Directeur Général
Le Directeur Général
SOCIÉTÉ GÉNÉRALE

Chartered Accountant: KPMG - TUNISIE

We verified the financial information of the accounting data stated in the present prospectus by conducting all due diligence operations that we deemed necessary according the best professional standards. We have no observations to make about the sincerity and regularity of financial and accounting information herein submitted.



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Moncef Soudani



 Conseil du Marché Financier
N° 05.5184 du 13 DEC. 2005
Délivré au vu de l'article 2 de la loi n°94-117 du 14 Novembre 1994
La Présidente du Conseil du Marché Financier
Signé: Zeinet ELKHOUCHEM

