

Brussels, 6 May 2024

Dear Shareholders,

The board of directors of Dexia Holding SA/NV, with registered office at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium, registered with the Crossroads Bank for Enterprises (RLE Brussels) under number 0458.548.296 (“**Dexia Holding**”) invites you to participate in the annual general shareholders’ meeting of Dexia Holding (the “**Ordinary General Meeting**”) and in an extraordinary general shareholders’ meeting of Dexia Holding (the “**Extraordinary General Meeting**”) and together with the Ordinary General Meeting the “**General Meetings**”), which re scheduled to be held on **22 May 2024, starting at 2:30 pm** (Belgium time) at the registered office of Dexia Holding.

## **AGENDA OF THE ORDINARY GENERAL MEETING**

The agenda of the Ordinary General Meeting is as follows:

- I. Communication of the annual report of the board of directors, the reports of the statutory auditors, and the statutory and consolidated annual accounts for the financial year 2023.
- II. Resolutions
  1. Approval of the statutory annual accounts for the financial year closed on 31 December 2023
  2. Allocation of the result
  3. Discharge to the directors for the exercise of their mandate during the financial year 2023
  4. Discharge to the statutory auditors for the exercise of their mandate during the financial year 2023
  5. Renewal of director(s) mandates and any new appointment(s) for a 4 year term of office as proposed by the Board of Directors
  6. Final appointment of Victor Richon as director
  7. Allocation of powers

## **AGENDA OF THE EXTRAORDINARY GENERAL MEETING**

The agenda of the Extraordinary General Meeting is as follows:

- I. Proposal to renew the authorized capital
  1. Communication of the Board of Directors' special report
  2. Resolution to renew the authorization given to the Board of Directors to increase the authorized capital
  3. Resolution to amend the Articles of Association accordingly
- II. Acknowledgement of the cancellation of the Company's own shares, acquired free of charge, and consequent amendment of Dexia Holding's articles of association.

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### **DEXIA HOLDING SA/NV**

Place du Champ de Mars 5 / Marsveldplein – B-1050 Bruxelles / Brussel – Tel. + 32 2 213 57 00 – [www.dexia.com](http://www.dexia.com)  
RPM Bruxelles / RPR Brussel – TVA / BTW : BE 0458.548.296 – IBAN : BE61 0682 1136 2017 – BIC : GKCCBEBB

1. Acknowledgement of the cancellation of 112 of the Company's own shares acquired free of charge, in accordance with article 7:219, paragraph 2 of the Companies and Associations Code, following their abandonment by Dexia to Dexia Holding
  2. Proposal to amend article 4 of the Articles of Association accordingly
  3. Power of attorney given to two directors to record, where applicable, the annual reduction in the number of shares following their acquisition free of charge by the Company and to adapt the Articles of Association accordingly
- III Allocation of powers

## TERMS OF PARTICIPATION

### 1. CONDITIONS OF ADMISSION

In order to attend and exercise their voting right at the General Meetings, shareholders must notify Dexia Holding no later than 15 May 2024, at 4:00 pm of their intention to participate in the General Meetings by sending an email or a duly completed and signed proxy form to [shareholder@dexia.com](mailto:shareholder@dexia.com). Alternatively, if no electronic communication can be done, a written and signed letter or a duly completed and signed proxy form can be sent to Dexia Holding's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium, for the attention of Nicolas Dupont, secretary general. In order to be taken into account, the letters or forms must be received by Dexia Holding **no later than 15 May 2024, by 4:00 pm**. Shareholders must clearly identify themselves by providing their full name and address, and stating the number of registered shares they hold in Dexia Holding.

Only shareholders who have complied with the requirements set forth above are authorized to attend and vote at the General Meetings.

### 2. PROCURATION

Each shareholder may be represented at the General Meetings by a proxy holder. **Shareholders may designate Nicolas Dupont, secretary general of Dexia Holding, as proxy holder.** Shareholders may not grant proxy authority to the chairman or any members of the board of directors of Dexia Holding to represent them at the General Meetings.

Shareholders wishing to appoint a proxy for the General Meetings must submit their proxy form by 4:00 pm on 15 May 2024, by using the proxy form made available on Dexia Holding's website (<https://www.dexia.com/en/about-the-dexia-group/shareholders-meeting>) and returning this form by email to [shareholder@dexia.com](mailto:shareholder@dexia.com). Alternatively, if no electronic communication can be done, a duly completed and signed form can be sent to Dexia Holding's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium, for the attention of Nicolas Dupont, secretary general. In order to be taken into account, the forms must be received by Dexia Holding **no later than 15 May 2024, by 4:00 pm**.

Only a proxy complying with the applicable rules of Belgian law and the requirements set forth above shall authorize the proxy holder to attend and vote on behalf of a shareholder at the

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General Meetings. In addition, the shareholder must meet the admission requirements set forth above.

### 3. VOTE

Only shareholders who have officially notified Dexia Holding of their intent to participate are authorized to vote at the General Meetings.

### 4. QUESTIONS

Shareholders that meet the requirements for admission to the General Meetings set forth above may submit questions regarding items on the agenda of the General Meetings to Dexia Holding's directors and/or statutory auditors. Such questions must be submitted in writing and delivered no later than 15 May 2024, at 4:00 pm, by email to [shareholder@dexia.com](mailto:shareholder@dexia.com). Alternatively, if no electronic communication can be done, questions can be sent in writing to Dexia Holding's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium, for the attention of Nicolas Dupont, secretary general. In order to be taken into account, the questions must be received by **Dexia Holding no later than 15 May 2024, by 4:00 pm.**

Shareholders may also ask questions at the General Meetings.

The answers to the questions regarding items on the agenda of the General Meetings shall be provided by the directors and/or statutory auditors of Dexia Holding at the General Meetings and shall subsequently be published, together with the minutes of the General Meetings, on the website of Dexia Holding (<https://www.dexia.com/en/about-the-dexia-group/shareholders-meeting>).

### 5. DOCUMENTS

The statutory annual accounts and consolidated annual accounts, annual report by the board of directors, special report by the board of directors, and reports by the statutory auditors regarding the financial year closed on 31 December 2023 are enclosed with this letter on a USB stick. In addition, these documents are available on Dexia Holding's website (<https://www.dexia.com/en/about-the-dexia-group/shareholders-meeting>).

On working days and during normal business hours, shareholders may obtain a copy of these documents at Dexia Holding's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium, as from the date of this convening notice.

## DATA PROTECTION

Dexia Holding confidentially processes information about its shareholders that constitutes personal data. Dexia Holding's privacy policy is available on its website (<https://www.dexia.com/en/node/242>).

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For more information about the General Meetings or the participation formalities, please feel free to contact Dexia Holding by email ([shareholder@dexia.com](mailto:shareholder@dexia.com)). **Shareholders who wish to receive future convening notices exclusively via email, can submit their email address to Dexia Holding by email ([shareholder@dexia.com](mailto:shareholder@dexia.com)).**

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Yours faithfully,



Pierre Crevits  
Managing director



Gilles Denoyel  
Chairman of the board of directors

*Annexes :*

- (1) USB stick including the statutory annual accounts and consolidated annual accounts, annual report by the board of directors, special report by the board of directors and reports by the statutory auditors regarding the financial year closed on 31 December 2023;*
- (2) Proxy form for the Ordinary General Meeting;*
- (3) Proxy form for the Extraordinary General Meeting.*