

DEXIA HOLDING SA
Place du Champ de Mars 5, 1050 Brussels (Belgium)
Company number: 0458.548.296
RLE Brussels

(the “Company”)

**PROXY FORM FOR
THE EXTRAORDINARY GENERAL SHAREHOLDERS’ MEETING OF 22 MAY 2024**

The proxy form, duly completed and signed, must be returned to the Company no later than 15 May 2024, at 4:00 pm **by e-mail to shareholder@dexia.com** (a scan or photo is sufficient). If electronic communication is not possible, the 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 of the Company. In order to be taken into account, the forms must be received by the Company **no later than 15 May 2024, by 4:00 pm**.

Proxy forms that arrive late (i.e. after 15 May 2024, 4:00pm) or do not comply with the required formalities will be rejected.

The undersigned:

*Surname and first name /
Name of the legal entity* _____

(to be completed only if the undersigned is a legal entity) represented by:

Surname and first name: _____

Position or Title: _____

(to be completed only if the undersigned is a legal entity) having the following company number:

Company number: _____

residing at / with registered office at:

Street and number: _____

Postal code: _____

City: _____

Country: _____

holder of _____ registered shares in the Company,

TICK THE APPROPRIATE BOX (choice between OPTION 1 or OPTION 2)¹ :

OPTION 1 (proxy to the secretary general of the Company):

- hereby designated Nicolas Dupont, the secretary general of the Company as proxy holder, with the right of sub-delegation, to represent the undersigned at the extraordinary general shareholders' meeting of the Company held on 22 May 2024 immediately after the Company's Annual General Meeting (to be held on 22 May 2024 at 2.30pm), at the Company's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium and to exercise all voting rights attached to the aforementioned actions on behalf of the undersigned, to execute all minutes and other documents and, in general, to accomplish all that is necessary or useful for the realisation of this proxy.

or

OPTION 2 (proxy to another proxy holder) :

- hereby designates the following person as proxy holder:

Surname and first name: _____

Residing at: _____

to represent the undersigned at the extraordinary general shareholders' meeting of the Company held on 22 May 2024 immediately after the Company's Annual General Meeting (to be held on 22 May 2024 at 2.30pm), at the Company's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium and to exercise all voting rights attached to the aforementioned actions on behalf of the undersigned, to execute all minutes and other documents and, in general, to accomplish all that is necessary or useful for the realisation of this proxy.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY OF 22 MAY 2024

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.

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

¹ In the absence of a choice, the proxy shall be deemed given to the General counsel (**OPTION 1**).

*English translation for convenience purposes only
Please use the French or Dutch form, this English translation is not a valid form*

III Allocation of powers

- i. This proxy form remains valid for any subsequent meeting having the same agenda. However, the undersigned must, where applicable, fulfil the formalities to be admitted to that meeting.
- ii. Only proxy given by holders of registered shares are taken into account. Votes casted by persons who have not registered their formerly dematerialized shares before 15 May 2024 are not taken into account.

English translation for convenience purposes only – Please use the French or Dutch form

ENGLISH TRANSLATION FOR CONVENIENCE PURPOSES ONLY