



2017

Invitation to attend the ordinary shareholders' meeting
and an extraordinary shareholders' meeting

Brussels, 16 May 2018

DEXIA

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the ordinary shareholders' meeting and
the extraordinary shareholders' meeting**

Brussels

16 May 2018

Dexia SA

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Message from the Chairman of the Board of Directors and the Chief Executive Officer

Brussels, 13 April 2018

Dear Sir or Madam,

Dear Shareholder,

We invite you to attend the ordinary shareholders' meeting of Dexia SA and the extraordinary shareholders' meeting of Dexia SA which will follow it.

These two meetings will be held on Wednesday 16 May 2018 from 14.30 at the registered office of Dexia at 5 Place du Champ de Mars, B-1050 Brussels.

In this brochure you will find all useful information on these meetings, the agendas and the terms and conditions of participation.

If the extraordinary shareholders' meeting cannot validly deliberate on its first convocation, as it does not have a quorum representing at least one half of the capital, a new extraordinary shareholders' meeting should be convened and could validly deliberate and rule whatever the proportion of the capital represented. If a second extraordinary shareholders' meeting has to be convened, it will be held on 18 June 2018 at 14.30.

We look forward to your attending the meetings.

Yours faithfully,



Wouter Devriendt

Chief Executive Officer



Robert de Metz

Chairman of the Board of Directors

Practical matters

Who may attend shareholders' meetings?

Any shareholder, whatever the number of shares held, may personally attend shareholders' meetings or be represented at them by a proxy.

How do you take part in shareholders' meetings?

The ordinary shareholders' meeting will be held on Wednesday 16 May 2018 at 14.30 at the company's registered office at 5 Place du Champ de Mars, B-1050 Brussels. The extraordinary shareholders' meeting will be held after the ordinary shareholders' meeting.

To facilitate the conduct of the meetings, we recommend that shareholders or their proxies arrive at reception at 14.00, with their identity documents, to sign the attendance lists. A person with the power to represent a corporate shareholder may do so at shareholders' meetings without a proxy being necessary.

In accordance with Article 536 §2 of the Companies Code, the shareholders' right to vote at the meeting, in person or by way of a proxy, or even to vote prior to the meeting by correspondence, is subject to the two conditions indicated in points A and B below being met.

A. Registration

The company must be able, on the basis of the proof submitted in application of the present registration procedure, to determine that, on **2 May 2018 at midnight (Belgian time)** (the "Registration Date"), its shareholders hold the number of shares for which they intend to participate in the shareholders' meetings.

- *For holders of registered shares*

Registration will be by entry of shareholders in the company's register of shares for the number of shares for which they wish to take part in the shareholders' meetings, on the Registration Date, without any formalities whatsoever having to be completed by the holders of registered shares, other than the confirmation procedure described in point B below.

- *For the holders of dematerialised shares*

In addition to the confirmation procedure described in point B below, holders of dematerialised shares must have obtained a certificate from an approved account holder or a liquidation organisation with which their shares are booked (or in practice, in the majority of cases, with the financial institution with which the shareholder's shares are held). This document will certify the number of dematerialised shares registered in their name on the Registration Date and for which they wish to take part in the shareholders' meetings. The certificate established by the financial institution must arrive at Euroclear Belgium, Issuer Relations, 1 Boulevard du Roi Albert II, B-1210 Brussels (Belgium) or the email address ebe.issuer@euroclear.com, at the latest by 10 May 2018 at 16.00. As 10 May 2018 is a public holiday, shareholders are invited to send their notification to Euroclear Belgium by no later than **Wednesday 9 May 2018 (before 4.00 pm)**

Only those who (A) are shareholders on the Registration Date and who have duly proved this as indicated above and who (B) have confirmed their attendance in accordance with the provisions of point B below will be entitled to participate and to vote at the shareholders' meetings.

B. Confirmation of participation

In addition to the registration procedure described in point A above, shareholders must expressly confirm their intention to participate in the shareholders' meetings to Euroclear Belgium at the latest by 10 May 2018 at 16.00. As 10 May 2018 is a public holiday, shareholders are invited to send their notification to Euroclear Belgium by no later than **Wednesday 9 May 2018 (before 4.00 pm)**

- *For the holders of registered shares*

The holders of registered shares must confirm their participation by sending the participation/proxy/correspondence voting forms (the "**forms**") established by the company and in which Box A will have been ticked in advance to Euroclear Belgium, Issuer Relations, 1 Boulevard du Roi Albert II, B-1210 Brussels (Belgium) or the email address ebe.issuer@euroclear.com.

These forms may be obtained at the company's registered office or on the website:

http://www.dexia.com/EN/shareholder_investor/general_meeting/AG2018/Pages/default.aspx

In order to be taken into account, the forms must be received by Euroclear Belgium, duly completed and signed, at the latest by 10 May 2018 at 16.00. As 10 May 2018 is a public holiday, shareholders are invited to send their notification to Euroclear Belgium by no later than **Wednesday 9 May 2018 (before 4.00 pm)**

- *For the holders of dematerialised shares*

The holders of dematerialised shares must give instructions to the approved account holder or liquidation organisation (or in practice, in the majority of cases, with their financial institution) to confirm to the company their intention to participate in the shareholders' meetings at the same time as the notification of their registration referred to in point A above. That confirmation must be received by Euroclear Belgium, Issuer Relations, 1 Boulevard du Roi Albert II, B-1210 Brussels (Belgium), or the email address ebe.issuer@euroclear.com, at the latest by 10 May 2018 at 16.00. As 10 May 2018 is a public holiday, shareholders are invited to send their notification to Euroclear Belgium by no later than **Wednesday 9 May 2018 (before 4.00 pm)**

How do you vote by correspondence prior to the meeting?

Shareholders may vote by correspondence under Article 550 of the Companies Code and Article 17 of the company's articles of association. A correspondence vote must be cast by using the forms which may be obtained at the company's registered office or on the website :

http://www.dexia.com/EN/shareholder_investor/general_meeting/AG2018/Pages/default.aspx

Signed originals of the forms must be received by Euroclear Belgium, Issuer Relations, 1 Boulevard du Roi Albert II, B-1210 Brussels (Belgium) or at the email address ebe.issuer@euroclear.com, at the latest by 10 May 2018 at 16.00. As 10 May 2018 is a public holiday, shareholders are invited to send their notification to Euroclear Belgium by no later than **Wednesday 9 May 2018 (before 4.00 pm)**. A shareholder who wishes to vote by correspondence must comply with the registration and confirmation formalities described above.

You wish to be represented at the shareholders' meetings?

Shareholders who wish to be represented at the shareholders' meetings by a proxy must use the forms provided to shareholders by the company (in being understood that, in accordance with Article 547*bis*, §1 of the Companies Code, a shareholder may only appoint one single person as a proxy for a shareholders' meeting). These forms may be obtained at the company's registered office or on the website http://www.dexia.com/EN/shareholder_investor/general_meeting/AG2018/Pages/default.aspx

Once completed and signed, the forms must be sent to Euroclear Belgium, Issuer Relations, 1 Boulevard du Roi Albert II, B-1210 Brussels (Belgium), or the email address ebe.issuer@euroclear.com. Forms must be received by Euroclear Belgium at the latest by 10 May 2018 at 16.00. As 10 May 2018 is a public holiday, shareholders are invited to send their notification to Euroclear Belgium by no later than **Wednesday 9 May 2018 (before 4.00 pm)**.

NB:

- Shareholders who wish to be represented must comply with the registration and confirmation formalities described above.
- On the appointment of a proxy, you must pay particular attention to any potential conflict of interest. You cannot appoint as proxy the Chairman of the shareholders' meeting, members of the Board of Directors and the Management Board and in general employees of Dexia SA, or send a "blank" proxy to the company. **You must either appoint a proxy other than the persons indicated above or vote by correspondence using the form.**
- In Belgian law, an abstention is equivalent to a vote against the resolutions indicated when the law or the articles of association set a quorum for a majority, i.e. require that the resolution put to the vote receives a specific number of votes in favour from among those who participate in the shareholders' meeting.

Right to require the registration of items for the Agenda and to lodge proposals for resolutions

Under Article 533*ter* of the Companies Code, one or more shareholders together holding at least 3% of the company's share capital on the date of their request may require the registration of items for the Agenda of the ordinary shareholders' meeting and/or the extraordinary shareholders' meeting, and lodge proposals for resolutions concerning the items to be registered for the Agenda. That request may be made by written notification which must be received by the company at the latest twenty-two days preceding the date of the shareholders' meeting, or **at the latest by 26 April 2018 at 16.00** at the Shareholders' Meetings Department of Dexia SA, 5 Place du Champ de Mars, B-1050 Brussels (Belgium), or the email address shareholder@dexia.com.

As the case may be, the company will publish a complete Agenda at the latest on 1 May 2018. As 1 May 2018 is a public holiday, the complete agenda will be published at the latest on 30 April 2018. More detailed information on the aforementioned rights and the terms of their exercise are available on the Dexia SA website:

http://www.dexia.com/EN/shareholder_investor/general_meeting/AG2018/Pages/default.aspx

Right to lodge questions in writing prior to the shareholders' meetings

The directors and/or the auditor, as the case may be, will answer the questions which shareholders (who have completed the formalities for admission to the meetings provided in Article 536 §2 of the Companies Code) may pose in writing prior to the shareholders' meetings on the subject of the reports of the Board of Directors and the auditor or the items placed on the Agenda, insofar as the communication of data or facts is not liable to prejudice the company's commercial interests or the confidentiality undertakings made by the company, its directors or the auditor.

Questions must be sent to the company **at the latest by 10 May 2018 at 16.00** to the Shareholders' Meetings Department of Dexia SA, 5 Place du Champ de Mars, B-1050 Brussels (Belgium), or the email address shareholder@dexia.com. As 10 May 2018 is a public holiday, shareholders are invited to send their questions by no later than **Wednesday 9 May 2018 (before 4.00 pm)**

More detailed information on the aforementioned rights and the terms of their exercise are available on the website:

http://www.dexia.com/EN/shareholder_investor/general_meeting/AG2018/Pages/default.aspx

Useful documents

All documents relating to the shareholders' meetings which Belgian law requires to be provided to shareholders may be consulted on the company's website :

http://www.dexia.com/EN/shareholder_investor/general_meeting/AG2018/Pages/default.aspx, as from the date of publication of the present convocation, or 13 April 2018.

As from that same date, shareholders may consult these documents on working days and during normal office hours at the company's registered office (5 Place du Champ de Mars, B-1050 Brussels).

They may also obtain copies, free of charge, by sending a request to the registered office, Shareholders' Meetings Department, 5 Place du Champ de Mars, B-1050 Brussels (Belgium) or the email address shareholder@dexia.com.

AGENDA FOR THE ORDINARY SHAREHOLDERS' MEETING

I. Communication of the management report from the Board of Directors and reports from the auditors in relation to the 2017 financial year, and the annual and consolidated financial statements

II. Resolutions

1. Proposal to approve the annual financial statements for the 2017 financial year.
2. Proposal to allocate profit.

Dexia SA closes the 2017 financial year with a profit of EUR 10.6 million, compared to a profit of EUR 14.5 million at the close of the 2016 financial year.

As the profit carried forward from the previous financial year amounts to EUR 261.4 million, the result of that is a total profit to be allocated of EUR 272 million. It is proposed to allocate this profit to profit carried forward.

After allocation, reserves will be constituted as follows:

- Legal reserve: EUR 50 million
- Available reserves: EUR 272.9 million
- Profit carried forward: EUR 272 million

3. Proposal to approve the remuneration report.

Proposal to approve the remuneration report for the 2017 financial year as published in the Declaration of Corporate Governance, a specific section of the management report.

4. Proposal to grant a discharge to the directors.
5. Proposal to grant a discharge to the auditors.
6. Proposal to proceed with the appointment of **Mr Gilles Denoyel**, subject to approval by the European Central Bank, to the mandate of director for four years expiring at the end of the ordinary shareholders' meeting in 2022, replacing Mr Robert de Metz whose mandate has ended.

Gilles Denoyel is of French nationality, a graduate of the Ecole Nationale Supérieure des Mines in Paris, the Institut d'études politiques (IEP) in Paris, and the Ecole nationale d'administration (ENA). He was appointed Finance Inspector to the Ministry of the Economy and Finance in 1981 before joining the French Treasury in 1985 as a project manager and then as Secretary General (1987) to the CIRI, Head of the Credit Insurance Office, Head of the Financial Markets Office (1989-92), Assistant Director of Insurance (1992-94), and Assistant Director of Holdings (1994-96). In 1996 he joined the CCF Group as Finance Director, Secretary General in charge of Strategy and Operations in 1998, then Deputy Director General Finance in 2000 and participated in the merger with the British group HSBC, where he continued his career as Deputy Director General of HSBC France (2004). There he was in charge of central and financial functions. In 2006, he took charge of the asset management business line, insurance

activities and central non financial functions. From 2007, he supervised all the risk and control functions and relations with the regulatory authorities. In 2015, he was appointed Chairman International Institutional Relations for the HSBC group for Europe. Since retiring from the HSBC group, in June 2016, he was appointed Chairman of BGD Conseil, Senior Advisor at Bain Consulting and Operating Partner at Advent International. He was Chairman of the group of banks under foreign control in France from 2006 until 2016, and Treasurer of the French Banking Association from 2004 until 2016.

7. Proposal to proceed with the definitive appointment, subject to approval by the European Central Bank, to the mandate of director for four years expiring at the end of the ordinary shareholders' meeting in 2022 of **Mr Thomas Courbe**, co-opted provisionally by the Board of Directors on 29 March 2018 with direct effect replacing Mr Corso Bavagnoli.

Thomas Courbe is of French nationality, a graduate of the National Aeronautics and Space College. He began his career in 1995 in the General Directorate for Armaments. He joined the French Treasury in 2002, where he held the posts successively of Asia Deputy and then Office Manager Africa Maghreb; Head of Aeronautical, Military and Naval Affairs; Secretary General of the Club de Paris and Assistant Director of Bilateral Economic Relations. In 2010 he was appointed Deputy Director of the Cabinet of Ministers of the Economy, Finance and Industry and Director of the Cabinet of the Secretary of State for Foreign Trade. In 2012 he went back to the French Treasury, where he holds the post of Secretary General. Since September 2015 Thomas Courbe has been Deputy Director General of the Treasury. In addition, he has been a director of several companies and public establishments

8. Proposal to confirm as **independent directors** within the meaning of Article 526ter of the Companies Code, the following directors who all meet the independence criteria stated in Article 526ter of the Companies Code:
- Gilles Denoyel;
 - Michel Tison;
 - Alexandra Serizay;
 - Martine De Rouck ; and
 - Bart Bronselaer.

The object of the eighth proposed resolution is to confirm that the directors who are listed there effectively meet the independence criteria provided by Article 526ter of the Companies Code and for the requirements of the procedure provided by Article 524 of the Companies Code and the composition of the committees provided by Articles 526bis and 526quater of the Companies Code. It appears from the data available to the company and the information provided by Messrs Denoyel, Tison and Bronselaer as well as Mrs De Rouck and Serizay that they meet all the independence criteria provided by Article 526ter of the Companies Code. To recall, the procedure provided by Article 524 of the Companies Code aims to impose certain terms on the decisions or the execution of decisions taken by a listed company in relation to certain intragroup operations which could be likely adversely to affect the said company, as well as its subsidiaries and/or its minority shareholders. In particular, this procedure requires the prior opinion of an ad hoc committee composed of three independent directors of the company, chosen from among the directors of the company qualified as independent. Furthermore, Article 526bis of the Companies Code requires that listed companies must establish an audit committee within the Board of

Directors and that at least one member of that committee must be an independent director within the meaning of Article 526ter. Article 526quater provides that it is incumbent on companies the shares in which are listed for trading on a regulated market to establish a remuneration committee within the Board of Directors and that it must be composed of a majority of independent directors within the meaning of Article 526ter.

9. Proposal to attribute powers.

Proposal to grant the Secretary General, acting alone, with the power of substitution, all the powers to execute the resolutions to be passed by the ordinary shareholders' meeting, and to complete any necessary or useful formality to that effect.

This proposed resolution aims to give the necessary powers to ensure the execution of the resolutions passed by the ordinary shareholders' meeting and in particular to ensure the completion of the formalities necessary for the publication of the resolutions.

AGENDA
FOR THE EXTRAORDINARY SHAREHOLDERS' MEETING

I. Proposal to renew the authorization to acquire own shares.

1. Proposal (i) to authorize the Board of Directors, for a new period of five (5) years as from the publication in the Annexes to the Belgian Official Gazette of the amendment of the Articles of Association relating thereto decided upon by the extraordinary shareholders' meeting of 16 May 2018 to acquire, on the stock market or in any other way, in accordance with the requirements set forth by the law and the engagements taken by the Company and the Belgian, French and Luxemburg States vis-à-vis the European Commission, the company's own shares up to the maximum amount set forth by the law for a counter-value established in accordance with the law, which cannot be lower than one (1) cent (EUR 0.01) per share nor higher than ten percent (10%) above the last closing price of the Dexia share on NYSE Euronext Brussels; and (ii) to authorize direct subsidiaries of Dexia SA, within the meaning of Article 627, first indent of the Company Code, to acquire shares of Dexia SA under the same conditions.
2. Article 7, second indent of the Articles of Association will accordingly be replaced by the following text:

“This authorization is granted for a period of five years as of the publication in the Annexes to the Belgian Official Gazette of the amendment of the Articles of Association relating thereto decided upon by the extraordinary shareholders' meeting of 16 May 2018, and is renewable.”

<p><i>This proposed resolution aims at renewing, for a new period of 5 years (in accordance with Article 620 of the Company Code), the authorization granted to the board of directors to acquire the company's own shares. This proposed resolution also aims at renewing this authorization for direct subsidiaries of Dexia SA. The adoption of this resolution requires a four fifth majority of the votes. The second point of this proposed resolution aims at amending the Articles of Association accordingly.</i></p>
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II. Proposal to authorise the Board of Directors to proceed with a reverse stock split

1. Proposal to grant the Board of Directors, for a period of one year expiring at the end of the ordinary general shareholders' meeting of 2019, the authorization to proceed with a reverse stock split of the shares of Dexia SA/NV under the conditions established by law and with a consolidation ratio whose maximum denominator could not exceed 1,000 (maximum ratio of 1 new share for 1,000 existing shares).
2. Proposal to grant the Board of Directors the power to accomplish any necessary or useful measure to execute the reverse stock split, including but not limited to, the power:
 - to determine the technical modalities of the reverse stock split, to conclude with any third party and to sign on behalf of the company all acts, agreements and related documents for the reverse stock split, and;
 - to acknowledge in an authentic manner the completion of the reverse stock split and the resulting amendments of Article 4 of the Articles of Association.

This proposed resolution aims at authorising the Board of Directors to proceed as the case may be, with a reverse stock split of the shares of the company. This operation would enable the number of shares of the company to be reduced. It is proposed to grant this authorisation to the Board of Directors for a period of one year expiring at the end of the ordinary shareholders' meeting of 2019. This would enable the Board of Directors to determine the adequate timing to implement the reverse stock split. The Board of Directors would also determine, as the case may be, the appropriate consolidation ratio, which could not exceed 1 new share for 1,000 existing shares. The total number of shares is currently high. It amounts to 420,134,302 shares, each share representing 1/420,134,302 part of the share capital of the company. A reverse stock split would be justified by the intention to simplify and rationalize the number of shares of the company.

As a consequence of the implementation of the reverse stock split, some shareholders could end up with odd lots in case the number of existing shares they hold does not correspond to the consolidation ratio determined by the Board of Directors (a maximum of 1,000 shares). When implementing the reverse stock split, the Board of Directors will ensure that the odd lots will be treated in an appropriate manner by the company and will, amongst other things, ensure that all of the shareholders will benefit from an equitable treatment, in the corporate interest of the company and of its stakeholders.

III. Proposal to attribute powers

Proposal to grant two directors, acting jointly, the Chief Executive Officer, acting alone, or the Secretary General, acting alone, each with power of substitution, all the powers to execute the resolutions to be passed by the extraordinary shareholders' meeting, and to complete any necessary or useful formality to that effect, and to grant the instrumental notary all powers to coordinate the company's articles of association following the aforementioned amendments.

This proposed resolution aims to give the necessary powers to ensure the execution of the resolutions passed by the extraordinary shareholders' meeting and in particular to ensure the completion of the formalities necessary for the coordination of the articles of association and publication of the resolutions.

