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- A -** **Je désire assister à cette assemblée. Je complète le point 3 ci-dessous***
*I plan to attend the meeting please date and sign in the box 3 below**
- B -** **Je ne désire pas assister à cette assemblée. Je complète les points 2 et 3 ci-dessous***
*I do not plan to attend the meeting. Please complete and sign boxes 2 and 3 below**

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- A -** **VOTE PAR CORRESPONDANCE AVANT L'ASSEMBLÉE**
VOTE BY CORRESPONDENCE BEFORE THE MEETING

Par le présent formulaire, je vote irrévocablement, comme indiqué ci-après dans la case prévue à cet effet. Je signale mon vote en noircissant la case correspondante (■) pour les projets de résolutions figurant à l'ordre du jour. Une abstention équivaut à voter contre les résolutions indiquées.

I hereby irrevocably vote, as indicated hereafter in the appropriate box. I blacken the corresponding box (■) for the resolutions proposed in the agenda. An abstention is equivalent to voting against the indicated resolutions.

OUI / For

NON / Against

ABST

Les actionnaires ayant voté par correspondance avant l'assemblée, ne pourront plus voter en séance avec les actions concernées. / Shareholders who have voted by correspondence before the meeting, can no longer vote during shareholders' meeting with the shares concerned. Si des actionnaires exercent leur droit d'ajouter des points à l'ordre du jour et/ou d'introduire de nouvelles propositions de résolution, les bulletins de vote par correspondance reçus par la société avant la publication de l'ordre du jour complété ou avant l'assemblée au cours de laquelle ce droit est exercé, resteront valables pour les points qui n'ont pas été modifiés. Cependant, les votes exprimés concernant des sujets à l'ordre du jour pour lesquels de nouvelles propositions de décision ont été introduites ne seront plus valables. / In case shareholders exercise their right to add items to the agenda and/or to file a resolution proposal, votes by correspondence received by the company prior to the publication of an amended agenda or prior to the shareholders' meeting during which this right is exercised will remain valid for the items which have not been amended. However, votes on agenda items for which new resolutions have been introduced will not be valid.

- B -** **JE DONNE PROCURATION IRRÉVOCABLE A LA PERSONNE SUIVANTE :**
I IRREVOCABLY GRANT A PROXY TO :

M./Mme (nom, prénom, adresse du mandataire) / Mr/Mrs (last name, name, address of proxy)

pour me représenter à l'assemblée, où il/elle peut prendre part à toute délibération et tout vote, approuver, rejeter ou s'abstenir au sujet de toute proposition se rapportant à l'ordre du jour, tout amendement ou toute résolution nouvelle.
to represent me at the meeting and take part in all deliberations or votes, approve, reject or abstain from voting about all resolutions relating to the agenda, all amendments or new resolutions.

si des amendements ou des résolutions nouvelles sont présentés / If amendments or new resolutions are presented

- Je donne pouvoir à cette personne de voter en mon nom / I authorise the proxy to vote in my name.
 - Je lui demande de s'abstenir, ce que je signale en noircissant la case ci-contre (■).
- I ask him not to cast a vote. I indicate this option by blackening (■) the box on the right.*

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Nombre de voix à titre indicatif :
Numbers of voting rights for information only :

Date et Signature
Date and Signature

Pour être pris en considération, ce formulaire doit parvenir aux adresses, dates et heures mentionnées dans la brochure de convocation.

In order to be valid, this form must be returned to the addresses, at the date and time mentioned in the Invitation brochure.

LES DÉTENTEURS DE TITRES DÉMATÉRIALISÉS DOIVENT IMPÉRATIVEMENT JOINDRE UNE ATTESTATION DU NOMBRE D'ACTIONS DÉTENUES À LA DATE D'ENREGISTREMENT (LE 2 MAI 2018 À MINUIT).
THE HOLDERS OF DEMATERIALIZED SHARES MUST ENCLOSE A CERTIFICATE CONFIRMING THE NUMBERS OF SHARES HELD ON THE RECORD DATE (I.E. 2 MAY 2018 AT MIDNIGHT).

* La présente procuration vaut également pour toute autre assemblée générale qui sera convoquée avec le même ordre du jour à condition que l'actionnaire se conforme aux procédures d'enregistrement et de confirmation prévues pour lesdites assemblées. / This proxy also applies to any shareholders' meeting convened with the same agenda provided that the shareholder complies with the registration and confirmation procedures in relation to such meetings.

AGENDA OF 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 May 16, 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 May 16, 2018, and is renewable."

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 maximum consolidation ratio whose 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.

III. Proposal to attribute powers

Proposal to grant two directors, acting jointly, the Chief Executive Officer, acting alone, or the Secretary General, acting alone, 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.