

Brussels, 3 January 2024

Dear Shareholders,

The board of directors of Dexia 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**”) invites you to participate in the extraordinary general shareholders’ meeting of Dexia (the “**General Meeting**”), which will be held on **19 January 2024, as from 11:00 am** (Belgium time) at Dexia’s registered office.

#### PRIOR NOTE

**Shareholders are encouraged to exercise their rights remotely in advance, in accordance with the terms set forth below, by voting by proxy or remotely, by correspondence, and by submitting their questions to the board of directors or the statutory auditors of Dexia in writing before the General Meeting.**

#### AGENDA OF THE EXTRAORDINARY GENERAL MEETING

The agenda of the Extraordinary General Meeting is as follows:

1. Appointment of Pierre Darbre as director of the Company;
2. Amendment of article 1 of the articles of association to amend the name of the Company;
3. Amendment of article 12 of the articles of association to remove the obligation to create a management board and to amend the composition and powers of the management board;
4. Allocation of powers.

#### TERMS OF PARTICIPATION

##### 1. CONDITIONS OF ADMISSION

In order to attend and exercise their voting right at the General Meeting, shareholders must notify Dexia no later than 13 January 2024, at 4:00 pm of their intention to participate in the General Meeting by sending an email or a duly completed and signed proxy/voting 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/voting form can be sent to Dexia’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 no later than 13 January 2024, by 4:00 pm. As 13 January 2024 is a Saturday, we invite the shareholders to send their forms to Dexia **by 12 January 2024, at 4:00pm at the latest**. Shareholders must clearly identify themselves by providing their full name and address, and stating the number of registered shares they hold in Dexia.

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

##### Dexia SA/NV

Place du Champ de Mars 5 - Marsveldplein  
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[www.dexia.com](http://www.dexia.com)

RPM Bruxelles / RPR Brussel  
TVA / BTW BE 0458.548.296  
IBAN BE61-0682-1136-2017  
BIC : GKCC BE BB

## 2. PROCURATION

Each shareholder may be represented at the General Meeting by a proxy holder. **Shareholders may designate Nicolas Dupont, secretary general of Dexia or Charlotte Schaumans company lawyer as proxy holders.** In order to avoid any potential conflicts of interest, no proxy may be granted to the chairman and other members of the board of directors of Dexia in view of representing shareholders at the General Meeting.

Shareholders who wish to be represented at the General Meeting by a proxy holder must deliver a proxy form no later than 13 January 2024, at 4:00 pm, by using the proxy form made available on Dexia'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'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 no later than 13 January 2024, by 4:00 pm. As 13 January 2024 is a Saturday, we invite the shareholders to send their forms to Dexia **by 12 January 2024, at 4:00pm at the latest.**

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

## 3. VOTE

Only shareholders that have validly notified Dexia of their intention to participate in the General Meeting are authorized to vote at these General Meeting.

**Shareholders may exercise their voting right remotely, by correspondence, before the General Meeting and are strongly encouraged to do so.** Shareholders who wish to exercise their voting right remotely, must do so no later than 13 January 2024, at 4:00 pm, by using the voting form made available on Dexia'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'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 no later than 13 January 2024, by 4:00 pm. As 13 January 2024 is a Saturday, we invite the shareholders to send their forms to Dexia **by 12 January 2024, at 4:00pm at the latest.**

## 4. QUESTIONS

Shareholders that meet the requirements for admission to the General Meeting set forth above may submit questions regarding items on the agenda of the General Meeting to Dexia's directors and/or statutory auditors. Such questions must be submitted in writing and delivered no later than 13 January 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'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 no later than 13 January 2024, by 4:00 pm. As 13 January 2024 is a Saturday, we invite the shareholders to send their questions to Dexia **by 12 January 2024, at 4:00pm at the latest.**

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Shareholders may also pose questions at the General Meeting.

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

## DATA PROTECTION

Dexia confidentially processes information about its shareholders that constitutes personal data. Dexia'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 Meeting or the participation formalities, please feel free to contact Dexia 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 by email ([shareholder@dexia.com](mailto:shareholder@dexia.com)).

Yours faithfully,

Pierre Crevits  
Managing director

Gilles Denoyel  
Chairman of the board of directors

*Annex: Voting/proxy form for the General Meeting.*

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