

2018

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

Brussels, 15 May 2019

DEXIA

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

Brussels

15 May 2019

Dexia SA

Contents

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

Practical matters

Agenda for the ordinary shareholders' meeting

Agenda for the extraordinary shareholders' meeting

Special Report of the Board of Directors

General information

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

Brussels, 12 April 2019

Dear Sir or Madam,

Dear Shareholder,

We invite you to attend the ordinary shareholders' meeting of Dexia SA and the subsequent extraordinary shareholders' meeting of Dexia SA.

These two meetings will be held on Wednesday 15 May 2019 from 14.30 at the registered office of Dexia, 5 Place du Champ de Mars, 1050 Brussels.

In this document 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 a result of not having a quorum representing at least one half of the capital, a new extraordinary shareholders' meeting will be convened and can 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 17 June 2019 at 14.30.

We look forward to your participation at the meetings.

Yours faithfully,



Wouter Devriendt

Chief Executive Officer



Gilles Denoyel

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 by proxy.

How do you take part in shareholders' meetings?

The ordinary shareholders' meeting will be held on Wednesday 15 May 2019 at 14.30 at the company's registered office at 5 Place du Champ de Mars, 1050 Brussels. The extraordinary shareholders' meeting will be held after the ordinary shareholders' meeting.

To facilitate proceedings at these meetings, we recommend that shareholders or their proxies arrive at 14.00, with their identity documents, to sign the attendance lists. A person entitled 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 as indicated under points A and B below being met.

A. Registration

The company must be in a position, on the basis of the evidence submitted pursuant to the present registration procedure, to determine that, on **1st May 2019 at midnight (Belgian time)** (the "Registration Date"), its shareholders hold the number of shares for which they intend to vote at 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 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 under point B below, holders of dematerialised shares must have obtained a certificate from an approved account provider or a settlement organism through which they hold their shares (or in practice, in the majority of cases, from the financial institution through which they hold their shares). 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, **by 9 May 2019, 4.00 pm, at the latest.**

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 attend 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 **by 9 May 2019, 4.00 pm, at the latest.**

- *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/AG2019/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 **9 May 2019, 4.00 pm.**

- *For the holders of dematerialised shares*

The holders of dematerialised shares must give instructions to the approved account provider or settlement organism (or in practice, in the majority of cases, from their financial institution) to confirm to the company their intention to attend 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, **by 9 May 2019, 4.00 pm, at the latest.**

How do you vote by mail prior to the meeting ("vote par correspondance")?

Shareholders may vote by mail under Article 550 of the Companies Code and Article 17 of the company's articles of association. A vote by mail 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/AG2019/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, **by 9 May 2019, 4.00 pm at the latest.** A shareholder who wishes to vote by mail 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 proxy must use the forms provided to shareholders by the company (it being understood that, in accordance with Article 547bis, §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/AG2019/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 **by 9 May 2019, 4.00 pm, at the latest.**

NB:

- Shareholders who wish to be represented must comply with the registration and confirmation formalities described above.
- Before appointing 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 mail using the form.**
- Under 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 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 on 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 **by 23 April 2019, 4.00 pm, at the latest** 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 by 30 April 2019.

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/AG2019/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 during the general assembly meeting or in writing, answer questions which shareholders (who have completed the formalities for admission to the meetings provided in Article 536 §2 of the Companies Code) may ask in writing prior to the shareholders' meetings with respect to the reports of the Board of Directors and the auditor or the items 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 **by 9 May 2019, 4.00 pm, at the latest** 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.

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/AG2019/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/AG2019/Pages/default.aspx, as from the date of publication of the present convocation, or 12 April 2019.

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 annual report from the Board of Directors and reports from the auditors in relation to the 2018 financial year, and the annual and consolidated financial statements

II. Resolutions

1. Proposal to approve the annual financial statements for the financial year closed on 31.12.2018.

2. Proposal to allocate profit.

Dexia SA closes the 2018 financial year with a loss of EUR 8.729.599,27 compared to a profit of EUR 10.552.817,86 at the close of the 2017 financial year.

As the profit carried forward from the previous financial year amounts to EUR 272.004.547,65 the result of that is a total profit to be allocated of EUR 263.274.948,38. It is proposed to allocate this profit to profit carried forward.

After allocation, reserves will be constituted as follows:

- Legal reserve: EUR 50.000.000,00
- Available reserves: EUR 272.880.171,96
- Profit carried forward: EUR 263.274.948,38

3. Proposal to approve the remuneration report.

Proposal to approve the remuneration report for the 2018 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 for the exercise of their mandates during the 2018 financial year.

5. Proposal to grant a discharge to the auditors for the exercise of their mandates during the 2018 financial year.

6. Proposal to proceed with the definitive appointment, to a new mandate of director for four years expiring at the end of the ordinary shareholders' meeting in 2023 of **Mr Giovanni Albanese**, co-opted provisionally by the Board of Directors on 6 September 2018, upon recommendation of the nomination and remuneration committee with effect as of 1st October 2018, replacing Mr Johan Bohets, resigning member.

***Giovanni Albanese** is of Italian nationality, he has a degree in electrical engineering from the University of La Sapienza (Italy), a Master of Science and a third cycle Degree in electrical engineering from the University of Southern California (USA), as well as an MBA from the University Bocconi (Italy). After working for more than 12 years in different firms of consultants (McKinsey & Company, Booz Allen and Hamilton and Roland Berger Strategy Consultants), he joined the Unicredit group in 2006, where in particular he was head of risks for Italy, head of the group's credit risk department, and head of internal validation of the Group. In September 2018, he was appointed Chief Risk Officer of the Dexia Group and a member of the Management Board of Dexia.*

7. Proposal to proceed with the definitive appointment, to a new mandate of director for four years expiring at the end of the ordinary shareholders' meeting in 2023 of Mr **Bertrand Dumont**, co-opted provisionally by the Board of Directors on 28 November 2018, upon recommendation of the nomination and remuneration committee with immediate effect, replacing Mr Thomas Courbe, resigning member.

***Bertrand Dumont** is of French nationality, he is a graduate of the Ecole nationale d'administration (ENA), the Institut d'études politiques de Paris (IEP) and the Ecole normale supérieure Ulm. He began his career in 2001 at the Ministry of Finance, to the General Directorate of the Treasury, where successively he held the posts of Deputy General Secretary of the Club de Paris and Head of Treasury Management for the State. In 2005, he was appointed adviser to the International Monetary Fund (Washington DC) where he became Deputy Director for France in 2006. In 2007, he was appointed adviser on international and European affairs to the cabinet of the Minister of the Economy, Industry and Employment (Paris). In 2010, he became adviser in charge of financial services to the cabinet of the Vice-President of the European Commission in charge of the internal market and services (Brussels), and he was appointed Head of Cabinet in 2014. From 2015 until 2017, he was a Head of Prudential Management at HSBC France (Paris). From 2017 until 2018, he was Deputy Director of the Cabinet of the Minister of the Economy and Finance (Paris). Since 2018, Bertrand Dumont has been Deputy Director General of the Treasury.*

8. Proposal to proceed with the definitive appointment, subject to approval by the European Central Bank, to a new mandate of director for four years expiring at the end of the ordinary shareholders' meeting in 2023 of Mrs **Claire Cheremetinski**, co-opted provisionally by the Board of Directors on 4 February 2019, upon recommendation of the nomination and remuneration committee with immediate effect, replacing Mrs Lucie Muniesa, resigning member.

***Claire Cheremetinski** is of French nationality, she is a graduate of the Institut d'études politiques (IEP) in Paris and the Ecole nationale supérieure des postes et télécommunications (ENSPT) and holds a DESS in human resources management from the University of Paris IX Dauphine. She began her career in 2003 as a Deputy Head of the "Debt, international finance and secretariat" Office of the Club de Paris to the General Directorate of the Treasury. In 2005, she became financial adviser to the permanent representation of France with the European Union in Brussels. In 2007, she was appointed Head of the enterprise and insurance intermediaries' office to the General Directorate of the Treasury. She then became General Secretary of the Club de Paris and Head of the International Debt Office of the Club de Paris in 2009. In 2011, she was appointed Head of Shareholding at the French Government Shareholding Agency. In 2014, she became Deputy Director in charge of commercial policy, investment and combating financial criminality to the General Directorate of the Treasury. Since September 2017, she has been in her present post as Head of the bilateral affairs and corporate internationalisation department.*

9. Proposal to proceed with the definitive appointment, subject to approval by the European Central Bank, to a new mandate of director for four years expiring at the end of the ordinary shareholders' meeting in 2023 of Mrs **Tamar Joulia-Paris**, co-opted provisionally by the Board of Directors on 21 March 2019, with effect as of April 22, 2019, upon recommendation of the nomination and remuneration committee replacing Mrs Martine De Rouck, resigning member.

Tamar Joulia-Paris is of Belgian nationality, she is a graduate of the Ecole polytechnique de Mons (Belgium), of the Ecole Nationale Supérieure de Géologie et de Prospection Minière de Nancy (France) and of Solvay Business School in Brussels (Belgium). After 10 years in the construction and manufacturing industry, mainly in emerging markets, she joined the banking industry in 1992. She started in BBL (now ING Belgium) as head of Credit Risk Management. She later joined the ING Group in Amsterdam where she was in charge of the group credit portfolio and the credit markets during the 2008 financial crisis. After more than 20 years, she set up her own advisory and training activity, focusing on the risk management in the financial industry, the impact of new prudential regulations as well as portfolio & balance-sheet optimization. She is also a guest lecturer at the Facultés Universitaires de Saint-Louis (Belgium) where she teaches risk management since 2004.

10. 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;
- Bart Bronselaer;
- Tamar Joulia-Paris ;
- Alexandra Serizay; and
- Michel Tison.

This proposed resolution aims at confirming 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 and the corporate governance code 2009 (Code 2009). It appears from the data available to the company and the information provided by Messrs Denoyel, Tison and Bronselaer as well as Mrs Joulia-Paris 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 to adversely 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 listed companies shall 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. The same rule applies to the nomination committee pursuant to the Code 2009.

11. 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 authorised capital

1. Communication of the special report of the Board of Directors in accordance with Article 604, Paragraph 2 of the Companies Code regarding the authorised capital.

2. Proposal:

2.1. to renew the authorisation provided to the Board of Directors to increase the capital up to a maximum amount equal to the amount of the share capital of the company for a period of five years from the date of publication in the Appendices of the *Moniteur Belge* of the resultant modification of the Articles of Association.

2.2 to also renew, for the same period, the authorisation laid down in Article 6, second indent of the Articles of Association.

3. Proposal to amend the Articles of Association accordingly:

3.1 Proposal to replace Article 6, first indent of the Articles of Association by the following text:

“On the dates and under the conditions that it sets, the Board of Directors is authorised to increase the capital on one or more occasions, up to a maximum amount equal to the amount of the share capital of the company. This authorisation is valid for a period of five years from the date of publication in the Appendices of the Moniteur Belge of the modification of the Articles of Association approved by the Extraordinary Shareholders’ Meeting on May 15, 2019. It is renewable.”

Article 6 of the Articles of Association remains otherwise unchanged.

3.2 Proposal to replace the first indent of the “*Transitional Provisions*” of the Articles of Association by the following text:

“The authorisation relating to the authorised capital granted by the Extraordinary Shareholders’ Meeting held on May 14th, 2014 continues to produce its effects until the date of publication in the Appendices of the Moniteur Belge of the amendments to the Articles of Association resulting from the Extraordinary Shareholders’ Meeting decision referred to in Article 6, first indent of the Articles of Association. The authorisation relating to the authorised capital granted by the Extraordinary Shareholders’ Meeting held on May 15th, 2019 will come into force for a period of five years on the date of the publication in the Appendices of the Moniteur Belge of the amendments to the Articles of Association’, without prejudice to the rights of the General Meeting to terminate this prematurely.”

This proposed resolution aims at the renewal of the authorised capital. In accordance with Articles 581 and 603 of the Companies Code and Article 6 of the Articles of Association, the Board of Directors can be authorised to increase the capital of the company within the framework of an authorisation granted to it by the Shareholders Meeting. The authorised capital enables the Board of Directors to increase the capital of the company within certain limits, at any time and under certain conditions, without having to call a Shareholders Meeting. The authorisation granted to the Board of Directors by the Extraordinary Shareholders' Meeting held on May 14th, 2014 expires on June 24th, 2019. This first proposal is intended to renew the statutory authorisation granted to the Board of Directors to increase the capital of the company by having recourse to the authorised capital for a period of five years (maximum legal duration) up to a maximum amount equal to the amount of the share capital of the company (currently EUR 500.000.000,00).

II. Proposal to authorise the Board of Directors to proceed with a reverse stock split (“regroupement d’actions”)

1. Proposal to grant the Board of Directors, for a period of three years expiring at the end of the ordinary general shareholders' meeting of 2022, 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, with faculty of subdelegation, 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 three years expiring at the end of the ordinary shareholders' meeting of 2022. 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 amend Article 12 of the Articles of Association (Management Board)

1. Proposal to replace the second indent of Article 12 of the Articles of Association by the following text:

“The management board shall be responsible for the actual management (“direction effective”) of the company and group, and be in charge of the different branches of its business, operating within the strategic objectives and general policy laid down by the board of directors.”

2. Proposal to replace the fifth indent of Article 12 of the Articles of Association by the following text:

“The management board may grant special authority to one or more persons of its choice, within the scope of the powers granted by law.”

This proposed resolution aims to adapt Article 12 of the Articles of Association to comply with the provision of the law of 25 April 2014 on the legal status and supervision of credit institutions (the “Banking Law”) as modified by the law enacting the new Belgian Companies and Associations Code which foresees that as from 1May, 2019 the competences of the management committee will derive directly from the Banking Law and not from a delegation of the board of directors.

IV. 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.

SPECIAL REPORT OF THE BOARD OF DIRECTORS

RENEWAL OF THE AUTHORISED CAPITAL

- Article 604 of the Company code –

1. BACKGROUND

1.1. Legal basis

The Board of Directors proposes to the Shareholders' Meeting to renew its authorisation to increase the share capital of the company under the conditions described below.

The present report has been prepared by the Board of Directors in accordance with Article 604, second indent of the Companies Code, to explain to the Shareholders' Meeting the intended objectives of this renewal and the circumstances under which the authorised capital may be used.

1.2. Precedents

The Extraordinary Shareholders' Meeting of May 14, 2014 had renewed, for a period of 5 years (initially effective as of June 5, 2009, and then May 11, 2011), the authorisation for the Board of Directors to increase the company's capital up to an amount of the share capital.

The Board of Directors has not made use of the authorised capital. The amount of the available authorised capital is consequently equal to the amount of the share capital being EUR 500,000,000.00.

1.3. Renewal

For the reasons set out below, the Board of Directors proposes to renew the authorisation that was given to it to increase the capital for an amount equal to the equity capital for a period of five years from the date of publication in the Appendices of the *Moniteur Belge* of the amendment to Articles of Association resulting from the Extraordinary Shareholders Meetings' decision of 15 May 2019. The authorisation is renewable.

2. MOTIVATION

2.1. Intended objectives

The authorisation which would be granted by the Shareholders' Meeting to use the authorised capital is intended to provide the Board of Directors with the necessary flexibility to implement the orderly resolution plan of the Group Dexia under the best conditions, to react in a timely manner to potential needs, to take into account the fluctuations in interest rates which directly impact Dexia and the needs for financial means to implement the orderly resolution plan, and other economic factors in order to be able to carry out one or several transactions requiring the issuance of new shares or securities which will eventually give right to shares, in one or several tranches, in the framework of a public or private offering or, otherwise, in accordance with the procedures to be defined in view of the circumstances.

2.2. Circumstances for the use of the authorised capital

In general, the Board of Directors may use the authorised capital if required by the company's corporate interest and under such circumstances where, at short notice, it is required to strengthen

the company's own funds to implement the orderly resolution plan, or to align its financial structure with the new legal requirements amongst other related to its solvency and to maintain its financial structure.

The Board of Directors may, for example, use this authorisation when it believes that the costs associated with the convening of a Shareholders' Meeting are not proportional compared to the contemplated capital increase or when a crisis situation calls for the strengthening of the company's own funds upon very short notice. The possibility to limit or to possibly abolish the pre-emptive rights, even in favour of one or several specific persons, is motivated notably by the wish to be able to proceed, if required, with the issuance of a portion of the issued shares within the framework of the authorised capital to one or more investors, whether or not shareholders of the company. If required, the Board of Directors may ensure that priority will be given to former shareholders when new shares are allocated. The capital increases decided under this authorisation may be carried out through contribution in cash or in kind under legal conditions, as well as by incorporation of reserves, whether available or unavailable for distribution, or of share premiums, with or without issuing new shares

3. NEW AUTHORISATION AND AMENDMENT OF THE ARTICLES OF ASSOCIATION

3.1. Renewal

As stated above, the Board of Directors proposes to the Shareholders' Meeting to renew, for a period of five years, effective as of the date of publication in the Appendices of the *Moniteur Belge* of the amendment to the Articles of Association resulting from the Shareholders' Meeting decision, the authorisation to increase the capital within the framework of authorised capital for an amount equal to the share capital.

3.2. Amendment of the Articles of Association

It is proposed to the Shareholders' Meeting to replace Article 6, indent 1 of the Articles of Association by the following text :

"Article 6 – AUTHORISED CAPITAL

On the dates and under the conditions that it sets, the Board of Directors is authorised to increase the capital on one or more occasions, up to a maximum amount equal to the amount of the share capital of the company. This authorisation is valid for a period of five years from the date of publication in the Appendices of the Moniteur Belge of the modification of the Articles of Association approved by the Extraordinary Shareholders' Meeting on May 15, 2019. It is renewable."

The other indents of Article 6 of the Articles of Association remain unchanged. The proposed amendment of Article 6, indent 1, of the Articles of Association has as a consequence that the Board of Directors will also be authorised to issue convertible bonds or bonds refundable in shares, warrants or other financial instruments giving the right to eventually acquire shares, up to the same amount, on the basis of Article 6, indent 2 of the Articles of Association.

In addition, the Board of Directors proposes to replace the following provision of the first indent of the "Transitional Provisions" of the Articles of Association by the following text:

"The authorisation relating to the authorised capital granted by the Extraordinary Shareholders' Meeting held on May 14, 2014 continues to produce its effects until the date of publication in the Appendices of the Moniteur Belge of the amendments to the Articles of Association resulting from the Shareholders' Meeting decision referred to in Article 6, first indent of the Articles of Association. The authorisation relating to the authorised capital granted by the Extraordinary Shareholders' Meeting held on May 15, 2019 will come into force for a period of five years on the

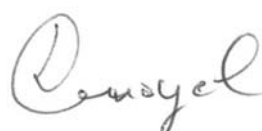
date of the publication in the Appendices to the Moniteur Belge of the resultant modification of the Articles of Association, without prejudice to the rights of the Shareholders' Meeting to terminate this prematurely."

March 21, 2019

For the Board of Directors,



Wouter Devriendt
Managing Director



Gilles Denoyel
Chairman of the Board of Directors

General information

Address

Dexia SA
5 Place du Champ de Mars
B-1050 Brussels



Contacts

For all information, you may contact:

- the registered office of Dexia SA, Shareholders' Meetings Department, 5 Place du Champ de Mars, B-1050 Brussels, Belgium
- the general email address: shareholder@dexia.com

This document is also available in Dutch and French. In case of discrepancy between the English, the French and the Dutch versions, the text of the French version shall prevail.

