

INVITATION TO ATTEND AN EXTRAORDINARY SHAREHOLDERS' MEETING

Brussels, 16 October 2019

DEXIA

**Invitation to attend
an extraordinary shareholders' meeting**

Brussels

16 October 2019

Dexia SA

Contents

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

Practical matters

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, 16 September 2019

Dear Sir or Madam,

Dear Shareholder,

We invite you to attend an extraordinary shareholders' meeting of Dexia SA.

This meeting will be held on Wednesday 16 October 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 this meeting, the agenda 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 7 November 2019 at 14.30.

We look forward to your participation at the meeting.

Yours faithfully,



Wouter Devriendt
Chief Executive Officer



Gilles Denoyel
Chairman of the Board of Directors

Practical matters

Who may attend the extraordinary shareholders' meeting?

Any shareholder, whatever the number of shares held, may personally attend the extraordinary shareholders' meeting or be represented by proxy.

How do you take part in the extraordinary shareholders' meeting?

The extraordinary shareholders' meeting will be held on Wednesday **16 October 2019 at 14.30** at the company's registered office at 5 Place du Champ de Mars, 1050 Brussels.

To facilitate proceedings at this meeting, we recommend that shareholders or their proxies arrive at 14.00, with their identity documents, to sign the attendance list. A person entitled to represent a corporate shareholder may do so at shareholders' meeting 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 **2nd October 2019 at midnight (Belgian time)** (the "Registration Date"), its shareholders hold the number of shares for which they intend to vote at the extraordinary shareholders' meeting.

- *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 extraordinary shareholders' meeting, 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 extraordinary shareholders' meeting. 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 10 October 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' meeting.

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 extraordinary shareholders' meeting to Euroclear Belgium **by 10 October 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/AG102019/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 October 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 extraordinary shareholders' meeting 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 10 October 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/AG102019/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 10 October 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 extraordinary shareholders' meeting?

Shareholders who wish to be represented at the extraordinary shareholders' meeting 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/AG102019/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 10 October 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 533ter 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 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 24 September 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 1st October 2019 at 4.00 pm. 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/AG102019/Pages/default.aspx

Right to lodge questions in writing prior to the extraordinary shareholders' meeting

The directors and/or the auditor, as the case may be, will during the extraordinary shareholders' meeting or in writing, answer questions which shareholders (who have completed the formalities for admission to the meeting provided in Article 536 §2 of the Companies Code) may ask in writing prior to the shareholders' meeting with respect to the reports of the Board of Directors and/or 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 and/or the auditor.

Questions must be sent to the company **by 10 October 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/AG102019/Pages/default.aspx

Useful documents

All documents relating to the extraordinary shareholders' meeting 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/AG102019/Pages/default.aspx, as from the date of publication of the present convocation, or 16 September 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 EXTRAORDINARY SHAREHOLDERS' MEETING

The decision to request the removal from trading of the 1.948.984 Dexia SA/NV shares listed on Euronext Brussels' regulated market (point 1) and the proxy for this purpose (point 17) will be immediately effective. However, the other resolutions proposed to the general meeting (proposals set out in points 2 to 16) are subject to the condition precedent of approval and effective execution of this removal by Euronext Brussels. If the latter's decision to approve the removal is not taken by 31 March 2020 at the latest, the general meeting's decisions will be considered null and void.

This condition depends first on the approval of the proposition described in point 1 of the agenda of this general meeting and second on the approval decision of Euronext Brussels. The general meeting may nonetheless vote on all other proposals if it approves this first proposal (point 1). The actual completion of these other decisions will be postponed until the effective removal date determined by Euronext Brussels, in the event of a positive decision on its part. If a positive decision of Euronext Brussels is not taken by 31 March 2020 at the latest, the decisions of the general meeting will have no effect and will be considered null and void.

1. PROPOSAL TO REQUEST THE REMOVAL FROM TRADING OF THE 1.948.984 DEXIA SA/NV SHARES LISTED ON EURONEXT BRUSSELS' REGULATED MARKET

1.1 Communication :

Communication of the special report of the company's board of directors pursuant to Article 26, §1, paragraph 2, 2°, a) of the law of 21 November 2017 on infrastructures for financial instruments markets and transposing Directive 2014/65/EU.

1.2 Proposal:

Proposal to request the removal from negotiation of the 1.948.984 Dexia SA/NV shares listed on Euronext Brussels' regulated market.

*The purpose and justification of the proposal are outlined in the report of the board of directors identified in point 1.1 of the agenda. The request to Euronext Brussels will suggest that the removal should be completed by 30 November 2019, so that the last day of trading on the regulated market would be 29 November 2019. Pursuant to article 26, § 1er, paragraph 2, 2° of the Act of 21 November 2017 on financial markets infrastructures and implementing Directive 2014/65/EU, if the removal decision by the general meeting is taken under the modalities prescribed for an amendment to the corporate purpose and if the securities that are not held by the persons controlling Dexia SA/NV and the persons acting in concert with them represent at most 0,5 % of Dexia SA/NV's total voting securities, the FSMA cannot oppose the operation.
The removal of the shares will result in Dexia SA/NV no longer being a listed company.*

2. CONDITIONAL PROPOSAL TO CANCEL THE DEMATERIALIZED FORM OF THE SHARES AND MEASURES PROPOSED FOR REGISTRATION

2.1 Proposal :

Conditional proposal to cancel the dematerialised form of the shares at zero hour on the day following the day on which the last trading takes place on the regulated market due to a removal decision by Euronext Brussels, so that, from that date onwards, all shares must be in registered form.

The removal will result in Dexia SA/NV's shares no longer being tradable on Euronext Brussels' regulated market. With the same simplification aim, it is proposed to cancel the dematerialised form of shares as soon as the removal has been completed, so that all shares will only exist in registered form. The shareholders will have to register their shares in Dexia SA/NV's register of registered shares. Dexia SA/NV's registered shares are recorded, as authorised by the articles of association, in an electronic register held by Euroclear Belgium. The registration will be carried out with the assistance of Euroclear Belgium, which will inform all account holders of the cancellation of dematerialised securities and of the need to register these shares in the name of the holders of these shares.

3. CONDITIONAL PROPOSAL TO APPLY VOLUNTARY AND IN ADVANCE THE CODE OF COMPANIES AND ASSOCIATIONS

3.1 Proposal :

Conditional proposal to proceed with the early voluntary application of the Code of Companies and Associations (the “CCA”) pursuant to Article 39, § 1^{er}, paragraph 2 of the Act of 23 March 2019 introducing the CCA by amending Dexia SA/NV's articles of associations to comply with the provisions of the CCA.

The Code of Companies and Associations (the “CCA”) will enter into force for existing companies on 1st January 2020. Because the new articles of association will enter into force on 30 November 2019 if Euronext Brussels follows the request that will be submitted to it or at a later date depending on the publication of the amendments to the articles of associations in the Annexes to the Moniteur belge/Belgische Staatsblad, it is also proposed that Dexia SA/NV applies voluntarily the CCA (opt-in) pursuant to Article 39, § 1st, indent 2 of the Act of 23 March 2019 introducing the CCA.

The amendments to the articles of association that this opt-in proposal implies are set out in detail below.

4. CONDITIONAL PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATIONS – ARTICLE 1

4.1 Proposal :

Conditional proposal to delete the second indent of Article 1.

The second indent of Article 1 provides that “the company makes public offerings of its shares”. The removal of Dexia SA/NV shares from trading and the voluntary application of the CCA make this qualification obsolete.

5. CONDITIONAL PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATIONS ARTICLE 2

5.1 Proposal :

Conditional proposal to delete, in the French version of Article 2 of the Articles of Association, the word « *social* » that follows the word « *siège* » in the first sentence of the present Article 2.

*This proposal aims to align the Articles of Association with the CCA. The French version of the CCA no longer refers to the « *siège social* » but only to the « *siège* » of the company.*

6. CONDITIONAL PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATIONS – ARTICLE 4

6.1. Proposal :

Conditional proposal to replace the title of Article 4 by the following title: « Article 4 – CAPITAL, SHARES, SECURITIES ».

6.2. Proposal :

Conditional proposal to replace Article 4 of the Articles of Association of Dexia SA/NV, under the title « Article 4 – Capital, Shares, Securities », by the following text :

“The subscribed and fully paid up share capital amounts to five hundred million euros (EUR 500,000,000.00), represented by 420,134,302 shares without indication of their nominal value, each representing 1/420,134,302 of the share capital.

The shares are exclusively in registered form. Their holders may not request their conversion into dematerialised shares.

The company recognizes only one owner of each share or subshare for the purposes of exercising the rights vested in shareholders. If any share is held in joint ownership or is encumbered by an

usufruct, lien or charge, the company may suspend the exercise of the rights attaching thereto until a single individual has been appointed holder thereof vis-à-vis the company.

For each category of registered securities, a register is kept at the company's registered office, if need be in electronic form, which the holder of securities may examine."

This proposal aims to incorporate in the Articles of Association, on the one hand, the removal of Dexia SA/NV shares from trading on Euronext Brussels' regulated market (deletion of the ISIN code) and on the other hand the deletion of the dematerialised form of shares.

This proposal aims also to align the Articles of Association of the company with the CCA.

7. CONDITIONAL PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATIONS – ARTICLE 4BIS

7.1 Proposal :

Conditional proposal to replace, in Article 4bis, references to the Companies Code by references to the Code of Companies and Associations:

- replace the second indent, (b) of Article 4bis by the following text :

« (b) The CLR Profit Shares are exclusively in the form of registered shares, and are entered in the name of their holder in the register kept by the Company pursuant to the Code of Companies and Associations.»

- replace the second indent, (d) of Article 4bis by the following text :

« (d) The holders of CLR Profit Shares have no voting right in that capacity, except in the hypotheses and under the conditions provided by the Code of Companies and Associations.»

7.2 Proposal :

Conditional proposal to replace, at occurrence in the Dutch version of the second indent, (f) of Article 4bis of the Articles of Association, the word «warrants» by the word «*inschrijvingsrechten*».

These proposals aim to align the Articles of Association of the company with the CCA.

8. CONDITIONAL PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATIONS – ARTICLE 5

8.1 Proposal :

Conditional proposal to delete Article 5 and renumber Article 4bis as Article 5.

The current Article 5 relates to declarations of significant shareholdings. This provision is no longer relevant since more than 99% of the shares are held by the Belgian and French States. Furthermore, if the company loses its status as a listed company, the act of 2 May 2007 on the disclosure of significant shareholdings in issuers whose shares are admitted to trading on a regulated market no longer applies to it.

It is proposed to delete the text of this article.

9. CONDITIONAL PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATIONS – ARTICLE 6

9.1 Proposal :

Conditional proposal to replace, at both occurrences in the second indent of Article 6 and at occurrence in the fourth indent of Article 6, the word « *warrants* » by the words « *subscription rights* ».

This proposal aims to align the Articles of Association of the company with the CCA. This is only a terminological change.

9.2 Proposal :

Conditional proposal to replace, in the fifth indent of Article 6, the reference to Article 612 of the Companies Code by a reference to Article 7:208 of the Code of Companies and Associations, by replacing Article 6, indent 5, by the following text:

« Any share premium resulting from an increase of capital resolved by the board of directors shall be recorded in a reserve account not available for distribution, which shall provide the same third party guarantees as the capital, and may not, other than where incorporated in the capital by resolution of the general meeting or the board of directors as provided above, be reduced or cancelled other than by resolution of the general meeting taken in the conditions prescribed by article 7:208 of the Code of Companies and Associations. »

This proposal aims to align the Articles of Associations of the company with the CCA

10. CONDITIONAL PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATIONS – ARTICLE 7

10.1 Proposal :

Conditional proposal to delete, in the third indent of Article 7, the reference to the possibility for Dexia SA/NV to dispose of its own shares on the stock market, replacing the text in the third indent of Article 7 by the following text:

« The Board of Directors may dispose of the company's shares without the requirement of prior authority granted by the general meeting, in the conditions prescribed by article 7:218 of the Code of Companies and Associations. »

This proposal aims to draw the consequences of the removal of the Dexia SA/NV shares from trading on Euronext Brussels' regulated market. Rules of the CCA are otherwise applicable to such resale.

10.2 Proposal :

Conditional proposal to replace, in the fourth indent of Article 7, reference to Article 627 of the Companies code by reference to Article 7:221 of the Code of Companies and Associations, by the following text :

« The foregoing authorizations shall apply to acquisitions and disposals of the company's shares effected by the subsidiaries referred to in article 7:221, first indent, of the Code of Companies and Associations. »

This proposal aims to bring the Articles of Associations of the company into line with the CCA.

11. CONDITIONAL PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATIONS – ARTICLE 8

11.1 Proposal :

Conditional proposal to delete, in the fourth indent of Article 8, reference to the possibility for Dexia SA/NV to cause the shares of the defaulting shareholder to be sold on NYSE Euronext Brussels and to allow their sale on the Euronext Expert Market, replacing the text of Article 8, indent 4, by the following text:

« If such failure to pay the call is not remedied within one month of a second notice given by registered letter, the board of directors may also declare the rights of such shareholder to be forfeited, and cause his shares to be sold on the Euronext Expert Market without prejudice to the right to claim from him any remainder due together with damages and other compensation.»

This proposal aims to draw the consequences of the removal of the Dexia SA/NV shares from trading on Euronext Brussels' regulated market. This article refers to a situation that is actually theoretical, since all the shares are fully paid up.

12. CONDITIONAL PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATIONS – ARTICLE 11

12.1 Proposal :

Conditional proposal to add an additional indent in Article 11, between the present indents 6 and 7, the text of which is following:

« The board of directors shall enact internal regulations. The latest version of the internal regulations approved by the board of directors is the version of 25 November 2019. »

This proposal aims to align the Articles of Associations of the company with the CCA, in particular with its Article 2:59.

12.2 Proposal :

Conditional proposal to replace, in the ninth indent, (ii), of Article 11, the word « *warrants* » by the words « *subscription rights* ».

This proposal aims to align the Articles of Associations of the company with the CCA. This is only a terminological change.

12.3 Proposal :

Conditional proposition to delete, in the present eleventh indent of Article 11, the conditions for the use of the written decision-making process of the board of directors, replacing Article 11, indent 11 (present), by the following text:

« *Decisions of the board of directors may be taken by unanimous consent of all directors given in writing* ».

This proposal aims to implement Article 7:95 of the CCA, which relaxes the conditions under which the board of directors may take unanimous decisions in writing.

13. CONDITIONAL PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATIONS – ARTICLE 16

13.1 Proposal :

Conditional proposal to replace the title of Article 16 by the following title: « *Article 16 - FORMALITIES FOR ADMISSION – COMMUNICATIONS* ».

13.2 Proposal :

Conditional proposal to simplify Article 16, replacing it by the following text:

« *The right to attend the general meeting and to exercise the voting right at that meeting is subordinated to the notification by the shareholder to the company, under the modalities provided in the notice to the shareholders, at the latest on the sixth day preceding the general meeting, of his intention to attend the general meeting.*

Following information for each of the shareholders who stated his intention to attend the general meeting is indicated in the attendance list by the board of directors (i) his name or his corporate name and (ii) his address or registered office, (iii) the number of shares that the said shareholder holds. The holders of convertible bonds or subscription rights may attend general meetings only in an advisory capacity. They must inform the company of their intention to attend the general meeting no later than the sixth day preceding the date of the meeting in order to be able to attend that general meeting. Every shareholder, holder of convertible bonds or subscription rights is entitled to obtain a copy of the documents from the company's registered office, free of charge, on exhibition of his registered security, as soon as notice of the general meeting is published. Every shareholder may be represented at the general meeting by a proxy,

whether the latter is or is not a shareholder. Notification of the proxy to the company shall be made in writing or by electronic means to the address indicated in the notice to attend, and must reach the company no later than the sixth day preceding the date of the general meeting. The board of directors may set out the wording to be used for the proxies and require that the proxies be registered at the place determined by the Board.

The holders of company's shares may validly send their communications to the company's e-mail address.

The company's e-mail address is shareholder@dexia.com.

The company's website is www.dexia.com ».

This proposal aims to align the Articles of Association of the company with the CCA, to take into account the loss of listed company status, which implies more flexible rules for the convening notice to shareholders, and to take into account the deletion of the dematerialised form of shares, which also simplifies the process for notification to shareholders.

The "registration date" mechanism, which is specific to listed companies, will no longer be applicable. Votes expressed in general assemblies will depend on the number of shares held by the voting person at the time it express his vote.

This proposal aims also to comply with Article 2:31 of the CCA which requires public interests entities to mention in their Articles of Association their e-mail address for the communications with the company's security holders and their website. Dexia SA/NV is a public interests entity within the meaning of Article 1:12, 2° of the CCA, given that it has issued bonds admitted in a regulated market.

14. CONDITIONAL PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATIONS – ARTICLE 17

14.1 Proposal:

Conditional proposal to replace, in Article 17, the text of Article 17, indents 3, 4, 5 and 6, by the following text:

« The shareholders may, as soon as the notice to attend has been received, ask, at the meeting, in writing or by electronic means, questions relating to the reports by the board of directors or by the auditor or relating to items on the agenda. The directors may, in the company's interest, refuse to answer if the communication of certain data or facts is likely to be prejudicial to the company's business interests or violates confidentiality commitments undertaken by the company or its directors. The statutory auditor may, in the company's interest, refuse to answer if the communication of certain data or facts is likely to be prejudicial to the company's business interests or violates his professional secrecy or confidentiality commitments undertaken by the company. Written questions may be asked as soon as notice to attend the general meeting has been received and must reach the company no later than the sixth day preceding the date of the general meeting.

The general meeting shall determine its voting and appointment procedures. Where more than one candidate is presented for office, the appointment shall be made by secret ballot; removals from office shall likewise be decided by secret ballot.

For each general meeting, the board of directors may decide whether or not to organise a vote by mail, if necessary in electronic form, via one or more websites according to the practical terms and conditions determined by the board of directors. The board of directors ensures that the system used makes it possible to present the mandatory information and to verify compliance with the deadline for receipt that it lays down; it establishes a procedure making it possible to verify the identity and the shareholding capacity of the shareholders attending the general meeting. If the board decides to authorise a vote by correspondence, for a meeting, if necessary in an electronic form, the shareholder may vote at that meeting using the form made available as soon as notice to attend was received and containing in particular (i) the shareholder's name or corporate name and domicile or registered office, (ii) the number of shares for which the shareholder takes part in the vote, (iii) the agenda of the meeting and the proposals for decision, (iv) a statement, for each item on the agenda, as to how the shareholder casts his vote or whether he abstains, (v) the shareholder's signature, if necessary in electronic form in accordance with the applicable legal provisions, and (vi) the deadline by which the form must reach the company. For the calculation of the quorum, only the forms received by the company shall be taken into account, at the address indicated in the notice to attend, no later than the sixth day preceding the date of the meeting or, should an electronic vote be held, on the day preceding the date of the meeting. Only the votes by correspondence expressed by the shareholders meeting the requirements of the formalities of admission to the meeting referred to in sub-paragraph 1 of Article 16 are taken into account.

General meetings may be transmitted or broadcast live by telephone, videoconference, satellite link, Internet link or any other means of transmission and/or telecommunication. »

This proposal aims to take into account the deletion of the dematerialised form of shares, which implies that the convening notice for the general meeting will be made, as a rule, by sending a notice to each shareholder.

This proposal also aims to align the text of Article 17 with the CCA as regards the right of directors and statutory auditor to refuse to answer questions from shareholders.

15. CONDITIONAL PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATIONS – ARTICLE 19

15.1 Proposal:

Conditional proposal to replace, in the fourth indent of Article 19, reference to Companies Code by reference to Companies and Associations Code, replacing Article 19, indent 4, by the following text :

« The board of directors may declare an interim dividend on the conditions prescribed by the Code of Companies and Associations. »

This proposal aims to align the Articles of Association of the company with the CCA. It relates to a theoretical hypothesis.

16. **CONDITIONAL PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATIONS – TRANSITIONAL PROVISIONS**

16.1 Proposal :

Conditional proposal to amend the text of the last article without number entitled « TRANSITIONAL PROVISIONS », to include transitional provisions applicable to the notice for the general meeting and to the exercise of shareholders rights of holders of formerly dematerialised shares, as well as the authorized capital, replacing the text of « TRANSITIONAL PROVISIONS » by the following text :

« TRANSITIONAL PROVISION

The new articles of association enter into force at zero hour on the day following the last day of trading of shares on the regulated market, as a consequence of the delisting decision of Euronext Brussels, or, if this day is a later date, on the day of publication in the Annexes to the Moniteur belge/Belgische Staatsblad of the amendments to the Articles of Association decided by the Extraordinary Shareholders' Meeting on 16 October 2019.

Formerly dematerialised shares are recorded in the name of the company or in the name of the central depository of the dematerialised shares in the register of registered shares until a shareholder manifests himself and gets registration of his shares.

Holders of formerly dematerialised shares shall request the registration of their shares in the register of registered shares, by instructing their registered account holder to that end.

Rights attached to formerly dematerialised shares are suspended until these shares have been registered in the register of registered shares by the holder of the formerly dematerialised share.

The company publishes the notices of general meetings on its website until 31 December 2020.

The authorisation relating to the authorised capital granted by the Extraordinary Shareholders' Meeting held on 15 May 2019 enters into force for a period of five years on the date of the publication in the Annexes to the Moniteur belge/Belgische Staatsblad of the amendments to the Articles of Association, without prejudice to the rights of the General Meeting to terminate it prematurely. »

This proposal aims to resolve the fate of dematerialised shares in practice, between the deletion of the dematerialised form and the registration of the shareholder formerly holder of dematerialised shares in the company's register of registered shares.

This proposal also aims to ensure that the information related to the notice for the general meeting is kept on the company's website to enable holders of formerly dematerialised shares who have not registered in the register of registered shares to access to it and to request in due course the registration of their shares in order to attend this meeting. The company will maintain this publication modality until 31 December 2020.

This proposal aims eventually to confirm the transitional regime for authorised capital. The old authorization will remain valid until the new one is published.

17. PROPOSAL TO GRANT POWERS

17.1 Proposal:

Proposal to grant two directors, acting jointly, or to the managing director, acting alone, each with the power of substitution, all the powers to implement the resolutions passed by the extraordinary shareholders' meeting, and to complete any necessary or useful formality to that effect, notably (i) to request in writing from Euronext Brussels that the 1,948,984 Dexia SA/NV shares with an ISIN code be withdrawn from trading on its regulated market and (ii) to certify by authentic deed that the condition precedent of approval by Euronext Brussels of this request has been fulfilled or, on the contrary, that such resolution has not been taken by 31 March 2020 at the latest, and to grant the instrumenting notary all the powers for the coordination of the company's Articles of Association following the aforementioned amendments.

This proposal aims to give the necessary powers to ensure the execution of the resolutions adopted by the extraordinary shareholder's meeting and in particular to achieve the request to withdraw the listed Dexia SA/NV shares from trading, to record authentically the completion of the removal and to ensure the completion of the formalities necessary to publish the amendments of the Articles of Association.

DEXIA SA/NV
Place du Champ de Mars 5, 1050 Brussels
RPM/RPR 458.548.296 (Brussels)
(the « Company »)

**SPECIAL REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY PURSUANT TO
ARTICLE 26, §1^{ER}, INDENT 2, 2°, a) OF THE ACT OF 21 NOVEMBER 2017 ON FINANCIAL
MARKETS INFRASTRUCTURES AND IMPLEMENTING DIRECTIVE 2014/65/EU**

Dear Shareholders,

The board of directors of the Company decided to convene an extraordinary shareholders' meeting of the Company to be held on 16 October 2019 (or on 7 November 2019 if a second meeting would have to be convened in the absence of a quorum at the first meeting), to, in particular, resolve on the request to remove the Company's shares from trading on Euronext Brussels' regulated market.

The removal is proposed to the Company's extraordinary shareholders' meeting, deciding in accordance with the formalities prescribed for amending the corporate purpose, on the basis of a special report of the board of directors in which it justifies the interest for the Company and its various shareholders of the removal from trading, pursuant to Article 26, §1er, indent 2, 2°, a) of the Act of 21 November 2017 on financial markets infrastructures and implementing Directive 2014/65/EU.

CONTEXT

The Company is a group in orderly resolution

The Company is a European banking group that can only be managed with the view of its orderly resolution. Validated in December 2012 by the European Commission, Dexia's orderly resolution plan aims to avoid bankruptcy and forced liquidation of the group which, given its residual size, would destabilize the entire European banking sector. The European Commission imposed on this occasion a « burden sharing » principle under which any possible improvement in the Company's financial situation would primarily and principally benefit the Belgian and the French States, which had to recapitalize the Company and to provide a financing guarantee up to EUR 85 billion in order to enable this orderly resolution.

The Company no longer has any commercial activity and is fully dedicated to the run-off management of its assets portfolio, mostly composed of assets linked to the local public sector and of sovereigns, while ensuring that the interests of the States-shareholders and guarantors of the group are preserved.

Due to the Company's financial situation and prospects, a dividend distribution in the future is extremely unlikely, if not excluded.

A small part of the Company's share capital is listed on the stock exchange

The Company's share capital amounts to five hundred million euros (EUR 500.000.000,00). Since the shareholders' meeting of 7 December 2017, it is represented by 420.134.302 shares without indication of nominal value, each representing 1 / 420.134.302 of the share capital.

Among these 420.134.302 shares:

- 1.948.984 shares are identified by an ISIN code. These shares are dematerialised or registered. They include, on 31 December 2018, 185.793 registered shares and 1.763.191 dematerialised shares. Their holder may at any time and at its own expense request their conversion into registered or dematerialised securities, as the case may be.
- 418.185.318 other shares do not have an ISIN code and are all registered. Their holder may not request the conversion of these securities into dematerialised securities. These shares are held by the Belgian and the French States.

In addition, the Belgian and the French States hold profit shares (Contingent Liquidation Rights or CLR) that have been issued to comply with the « *burden sharing* » imposed by the European Commission. The CLR do not represent capital but grant the States, upon the liquidation of the Company, the right to benefit from a preferential distribution after settlement of the debts and charges, in an amount of EUR 440 million per annum as from 1 January 2018 up to the date of liquidation. This right to a preferential distribution in the event of liquidation may only be exercised once, at the occasion of the liquidation.

Dexia's stock price has been tending towards a zero value since the group's orderly resolution in 2012. This trend has been confirmed over the past 3 years, since the stock price has gradually declined over this period, with the exception of a few punctual and irrational movements. Dexia cannot explain the nature of these movements as they are not systematically linked to the publication of a regulated financial information. Consequently, the Company interprets these erratic and punctual movements in the stock price either as speculation, either as actions resulting from a misinterpretation by the investors, even though the Company regularly communicates and has recently still communicated on the lack of performance prospect for the share in its regulatory communication. It follows that the value resulting from the trading of Dexia's shares on the regulated market has no relation to their actual value, which is significantly lower or even nil. Furthermore, the average volume of the Company's shares traded on the stock exchange over the last 3 years has fluctuated around 2.000 shares per day through transactions the real nature of which Dexia cannot determine but which arguably do not correspond to genuine sustainable and rational investment or disinvestment transactions. The average volume of shares traded over the last twelve months represents a value of EUR 7.000 to 8.000 per day of a market capitalisation of EUR 6 to 8 million (this capitalisation only representing dematerialised shares).

Over the past twelve months, the average stock price, which tended from EUR 4 to EUR 3, rose occasionally above EUR 4 in the second quarter of 2019 and is once again on a downward trend, with an identical average daily volume.

JUSTIFICATION OF THE PROPOSAL

The board of directors proposes to the shareholders' meeting to vote for the removal from trading of the 1.948.984 Dexia SA/NV shares admitted to trading on Euronext Brussels' regulated market. This removal of the securities will result in the Company no longer being a listed Company.

In case of approval of the proposed decision and subject to the decision of Euronext Brussels, the board proposes the shareholders' meeting to cancel the dematerialised form of the shares, so that all shares will henceforth be in registered form. The shares will no longer exist in dematerialised form and the shareholders who hold such shares will have to be registered in the Company's register of registered shares, according to the terms and conditions prescribed.

The proposals of removal and of registration of the shares form a whole. Their objective is to enable a rationalisation and a simplification of the administrative management of the Company, which is part of its orderly resolution process.

The Company's shares have no prospect of being attributed a dividend or a liquidation surplus due to its financial position, to the orderly resolution process that will ultimately lead to its liquidation and to the existence of the CLR, the features of which are described above.

In this context, an objective analysis of the situation shows that the stock value of the shares, which clearly does not take into account the lack of prospect on a positive return, is of such a nature as to mislead potential investors since it widely exceeds this actual value. There is no reason to believe that this situation will change in the future, even in the distant future.

The interest, for the Company, of maintaining the listing of its shares is nil, or even negative, given the costs involved without any profit. Considering in particular that only a fraction of less than 0,5% of the shares is admitted to trading, this listing does in fact not provide the Company any access to capital markets.

Various accounting and administrative obligations weigh on listed companies and represent significant costs that could be eliminated by the removal. As indicated above, the financial information published by the Company because of the listing of its shares generally has very limited impact on the stock price.

As the Company is, for its lifetime, engaged in an orderly resolution process, reducing its operating costs as much as possible is a necessity for the successful completion of the process. These costs do not benefit to the Company, as less than 0,5% of the shares are listed.

The main interest for shareholders holding shares admitted to trading on Euronext Brussels' regulated market is the possibility to sell their shares on this market. However, the market for this share provides limited liquidity and this liquidity is noticeably based on irrational, even misleading grounds, which reduces this interest to little. After a removal, the sale of the Company's shares will still be possible over-the-counter or on Euronext Expert Market. In addition, the registration, although entailing a limited cost for shareholders, will eliminate the costs of holding the shares in the future and bring shareholders closer to the Company, as they will personally be invited to each shareholders' meeting.

In conclusion, the removal of the Company's shares from Euronext Brussels' regulated market is dictated by the Company's interest, namely the reduction of its costs and the necessity not to mislead potential investors, and takes into account the interests of the shareholders of listed shares even if it deprives them, by assumption, of a facility that is actually artificial, given the limited market liquidity and the absence of a rational basis for the stock price on the market when there is no credible profitability prospect for this share.

For these reasons, the Board proposes that the Shareholders' Meeting resolve to request Euronext Brussels to remove the Company's shares from trading on its regulated market.

Brussels, 9 September 2019,

For the Board of directors,



Wouter Devriendt
Managing Director



Gilles Denoyel
Chairman of the Board of Directors

General information

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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.

