

Brussels, 3 May 2021

Dear Shareholders,

The board of directors of Dexia SA/NV (“Dexia”) invites you to participate in the annual general shareholders’ meeting of Dexia to be held on **19 May 2021, at 2:30 pm** (Belgium time), at Dexia’s registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium (the “General Meeting”).

## IMPORTANT NOTICE: COVID-19

**In light of the ongoing COVID-19 pandemic and the restrictions on gatherings imposed by the Belgian government, the shareholders CANNOT PHYSICALLY PARTICIPATE IN THE GENERAL MEETING and the board of directors of Dexia strongly encourages the shareholders to exercise their rights, in accordance with the terms set forth below, by:**

- **voting by proxy or remotely, in electronic form or by correspondence, before the General Meeting; and**
- **submitting any questions for the board of directors or the statutory auditors of Dexia in writing before the General Meeting.**

**Access to the premises of the General Meeting can only be granted to the extent permitted by the authorities and the regulatory or legal measures in force and applicable on the date of the General Meeting. On the date of publication of this convening notice, the restrictive measures do not permit such access.**

**The General Meeting will be broadcast live via webcast as set forth below.**

**Dexia is closely monitoring the situation and the applicable restrictive measures, and will inform the shareholders of any changes with regards to participation in the General Meeting on its website (<https://www.dexia.com/en/about-the-dexia-group/shareholders-meeting>).**

## AGENDA OF THE GENERAL MEETING

The agenda of the General Meeting is as follows:

- I. Communication of the annual report of the board of directors, the reports of the statutory auditors, and the statutory and consolidated annual accounts for the financial year 2020.
- II. Resolutions
  1. Approval of the statutory annual accounts for the financial year closed on 31.12.2020;
  2. Allocation of the result;
  3. Discharge to the directors for the exercise of their mandate during the financial year 2020;
  4. Discharge to the statutory auditors for the exercise of their mandate during the financial year 2020;
  5. Renewal of the director’s mandate of Véronique Hugues;
  6. Renewal of the director’s mandate of Alexandra Serizay;
  7. Renewal of the director’s mandate of Alexandre De Geest;
  8. Renewal of the director’s mandate of Thierry Francq;
  9. Renewal of the director’s mandate of Koen Van Loo;
  10. Final appointment of Marie-Anne Barbat-Layani as director;
  11. Final appointment of Claire Vernet-Garnier as director;
  12. Final appointment of Bart Bronselaer as director;
  13. Granting of powers.

### Dexia SA/NV

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## TERMS OF PARTICIPATION

### 1. Conditions of admission

**In light of the ongoing COVID-19 pandemic and the governmental restrictions on gatherings the shareholders CANNOT PHYSICALLY PARTICIPATE IN THE GENERAL MEETING and are strongly encouraged to exercise their rights remotely in advance. The General Meeting will be broadcast live via webcast as set forth below.**

In order to attend and exercise their voting right at the General Meeting, shareholders must notify Dexia **no later than 14 May 2021, 4:00pm** of their intention to participate in the General Meeting by (i) registering online on [www.lumiagm.com/agm/Dexia](http://www.lumiagm.com/agm/Dexia) or (ii) 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 (iii) 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 Wim Hautekiet, Secretary General. 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.

### 2. Proxy

Each shareholder may be represented at the General Meeting by a proxy holder. **In light of the ongoing COVID-19 pandemic and the governmental restrictions on gatherings, shareholders are required to designate Wim Hautekiet, Secretary General of Dexia, as proxy holder.**

Shareholders who wish to be represented at the General Meeting by a proxy holder must deliver a proxy in electronic or written form **no later than 14 May 2021, 4:00 pm**, as follows:

- in electronic form, via [www.lumiagm.com/agm/Dexia](http://www.lumiagm.com/agm/Dexia), where shareholders can complete a proxy form with voting instructions in electronic form; or
- in writing 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 the form can be sent by post to Dexia's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium, for the attention of Wim Hautekiet, Secretary General.

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

### 3. Voting

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

**Shareholders may exercise their voting right remotely in advance, in electronic form or by correspondence, before the General Meeting and are strongly encouraged to do so in light of the ongoing COVID-19 pandemic and the governmental restrictions on gatherings.** Shareholders who wish to exercise their voting right remotely in advance, must do so **no later than 14 May 2021, 4:00 pm**, as follows:

- electronically via [www.lumiagm.com/agm/Dexia](http://www.lumiagm.com/agm/Dexia); or

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- by completing, dating and signing 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, this form can be sent by post to Dexia's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium, for the attention of Wim Hautekiet, Secretary General.

Shareholders who chose to participate in the General Meeting via webcast will also have the possibility to exercise their voting right electronically during this webcast, subject to prior registration **no later than 14 May 2021, at 4:00 pm**.

#### 4. Webcast

In light of the ongoing COVID-19 pandemic and the governmental restrictions on gatherings, the General Meeting will be broadcast live via webcast available at [www.lumiagm.com/agm/Dexia](http://www.lumiagm.com/agm/Dexia). Shareholders who wish to access this webcast must complete the registration process on [www.lumiagm.com/agm/Dexia](http://www.lumiagm.com/agm/Dexia) **no later than 14 May 2021, 4:00 pm**, by listing their name, address and e-mail address, indicating the registered nature of their shares by selecting the option "nominative", and stating the number of registered shares they hold in Dexia.

The webcast will be accessible to duly registered shareholders on 19 May 2021, as from 2:00 pm until the end of the General Meeting. Shareholders can exercise their voting right electronically during this webcast and ask questions via the chat function.

The procedure for accessing, registering for and participating in the webcast are further available on <https://support.lumiagm.com/blog> or on Dexia's website (<https://www.dexia.com/en/about-the-dexia-group/shareholders-meeting>).

#### 5. Questions

As from the date of receipt of this convening notice, 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 14 May 2021, 4:00 pm**, electronically via [www.lumiagm.com/agm/Dexia](http://www.lumiagm.com/agm/Dexia) or by email to [shareholder@dexia.com](mailto:shareholder@dexia.com). Alternatively, if no electronic communication can be done, questions can be sent by post to Dexia's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium, for the attention of Wim Hautekiet, Secretary General.

Shareholders who chose to participate in the General Meeting via webcast ([www.lumiagm.com/agm/Dexia](http://www.lumiagm.com/agm/Dexia)) may also submit questions during the General Meeting via the chat function.

#### 6. Documents

The statutory annual accounts and consolidated annual accounts, annual report by the board of directors and reports by the statutory auditors regarding the financial year closed on 31 December 2020 are enclosed with this letter on a USB stick. In addition, these documents are available on Dexia's website (<https://www.dexia.com/en/about-the-dexia-group/shareholders-meeting>).

On working days and during normal business hours, shareholders may obtain a copy of these documents at Dexia's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium, as from the date of this convening notice.

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## DATA PROTECTION

Dexia 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 phone (+32 2 213 57 66 ) or 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  
CEO



Gilles Denoyel  
Chairman of the board of directors

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