

Brussels, 2 May 2022

Dear Shareholders,

The board of directors of Dexia SA/NV, with registered office at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium, registered with the Crossroads Bank for Enterprises (RLE Brussels) under number 0458.548.296 (“**Dexia**”) invites you to participate in the annual general shareholders’ meeting of Dexia (the “**Ordinary General Meeting**”) and in an extraordinary general shareholders’ meeting of Dexia (the “**Extraordinary General Meeting**” and together with the Ordinary General Meeting the “**General Meetings**”), which will be held on **18 May 2022, as from 2:30 pm** (Belgium time) at Dexia’s registered office.

IMPORTANT NOTICE

In light of the health situation, the shareholders are strongly encouraged to exercise their rights remotely in advance, in accordance with the terms set forth below, by voting by proxy or remotely, by correspondence, and by submitting their questions to the board of directors or the statutory auditors of Dexia in writing before the General Meetings.

Access to the premises 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 Meetings.

Depending on the evolution of the health situation, the participation and the rules applicable in the coming weeks, Dexia reserves the right to inform its shareholders of any change regarding the organization of the General Meetings via a publication on its website (<https://www.dexia.com/en/about-the-dexia-group/shareholders-meeting>).

AGENDA OF THE ORDINARY GENERAL MEETING

The agenda of the Ordinary 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 2021.
- II. Resolutions
 1. Approval of the statutory annual accounts for the financial year closed on 31.12.2021;
 2. Allocation of the result;
 3. Discharge to the directors for the exercise of their mandate during the financial year 2021;
 4. Discharge to the statutory auditors for the exercise of their mandate during the financial year 2021;
 5. Renewal of the director’s mandate of Gilles Denoyel;
 6. Allocation of powers.

Dexia SA/NV

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AGENDA OF THE EXTRAORDINARY GENERAL MEETING

The agenda of the Extraordinary General Meeting is as follows:

1. Set-off of the loss carried forward of two billion twelve million nine hundred thirty-one thousand four hundred sixty euros and twenty-six eurocents (EUR 2.012.931.460,26) for an amount of one billion nine hundred million euros (EUR 1,900,000,000) against the issuance premium;
2. Amendment of article 9 of the Dutch version of the articles of association, in order to align it with article 9 of the French version of the articles of association;
3. Update of article 11 of the articles of association: date of the latest version of the internal rules of the board of directors;
4. Amendment of article 15 of the articles of association: amendment of the date of the annual general meeting to the 4th Wednesday of May;
5. Allocation of powers.

TERMS OF PARTICIPATION

1. CONDITIONS OF ADMISSION

In light of the health situation, the shareholders are strongly encouraged to exercise their rights prior to the General Meetings.

In order to attend and exercise their voting right at the General Meetings, shareholders must notify Dexia **no later than 12 May 2022, at 4:00 pm** of their intention to participate in the General Meetings by sending an email or a duly completed and signed proxy/voting form to shareholder@dexia.com. Alternatively, if no electronic communication can be done, a written and signed letter or a duly completed and signed proxy/voting form can be sent to Dexia's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium, for the attention of Nicolas Dupont, secretary general. In order to be taken into account, the letters or forms must be received by Dexia **no later than 12 May 2022, by 4:00 pm**. 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 Meetings.

2. PROXY

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

Shareholders who wish to be represented at the General Meetings by a proxy holder must deliver a proxy form **no later than 12 May 2022, at 4:00 pm**, by using the proxy form made available on Dexia's website (<https://www.dexia.com/en/about-the-dexia-group/shareholders-meeting>) and returning this form by email to shareholder@dexia.com. Alternatively, if no electronic communication can be done, a duly completed and signed form can be sent to Dexia's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels,

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Belgium, for the attention of Nicolas Dupont, secretary general. In order to be taken into account, the forms must be received by Dexia **no later than 12 May 2022, by 4:00 pm**.

Only a proxy complying with the applicable rules of Belgian law and the requirements set forth above shall authorize the proxy holder to attend and vote on behalf of a shareholder at the General Meetings. In addition, the shareholder must meet the admission requirements set forth above.

3. VOTE

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

Shareholders may exercise their voting right remotely, by correspondence, before the General Meetings and are strongly encouraged to do so in light of the health situation.

Shareholders who wish to exercise their voting right remotely, must do so **no later than 12 May 2022, at 4:00 pm**, by using the voting form made available on Dexia's website (<https://www.dexia.com/en/about-the-dexia-group/shareholders-meeting>) and returning this form by email to shareholder@dexia.com. Alternatively, if no electronic communication can be done, a duly completed and signed form can be sent to Dexia's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium, for the attention of Nicolas Dupont, secretary general. In order to be taken into account, the forms must be received by Dexia **no later than 12 May 2022, by 4:00 pm**.

4. QUESTIONS

Shareholders that meet the requirements for admission to the General Meetings set forth above may submit questions regarding items on the agenda of the General Meetings to Dexia's directors and/or statutory auditors. Such questions must be submitted in writing and delivered **no later than 12 May 2022, at 4:00 pm**, by email to shareholder@dexia.com. Alternatively, if no electronic communication can be done, questions can be sent in writing to Dexia's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium, for the attention of Nicolas Dupont, secretary general. In order to be taken into account, the questions must be received by Dexia **no later than 12 May 2022, by 4:00 pm**.

Shareholders may also pose questions at the General Meetings.

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

5. 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 2021 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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PROTECTION DES DONNEES

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 Meetings or the participation formalities, please feel free to contact Dexia by email (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).

Yours faithfully,

Pierre Crevits
Managing director

Gilles Denoyel
Chairman of the board of directors

Annexes :

- (1) USB stick including 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 2021;*
- (2) Voting/proxy form for the Ordinary General Meeting;*
- (3) Voting/proxy form for the Extraordinary General Meeting.*

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