

**DEXIA SA**  
**Place du Champ de Mars 5, 1050 Brussels (Belgium)**  
**Company number: 0458.548.296**  
**RLE Brussels**  
  
(the “Company”)

---

**VOTING OR PROXY FORM FOR  
THE ORDINARY GENERAL SHAREHOLDERS’ MEETING OF 18 MAY 2022**

---

The voting or proxy form, duly completed and signed, must be returned to the Company **no later than 12 May 2022, at 4:00 pm by e-mail to [shareholder@dexia.com](mailto:shareholder@dexia.com)** (a scan or photo is sufficient). If no electronic communication can be done the 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**.

**YOU MUST INDICATE YOUR VOTE OR ABSTENTION FOR EACH PROPOSED RESOLUTION.** In case of a vote by proxy, the proxy holder can only vote if you provide specific voting instructions for each item on the agenda.

Voting/proxy forms arriving late (i.e. after 12 May 2022, 4:00pm) or not complying with the required formalities will not be accepted.

The undersigned:

*Surname and first name /  
Name of the legal entity* \_\_\_\_\_

(to be completed only if the undersigned is a legal entity) represented by:

*Surname and first name:* \_\_\_\_\_

*Function:* \_\_\_\_\_

(to be completed only if the undersigned is a legal entity) with the following company number:

*Company number:* \_\_\_\_\_

residing at / with registered office at:

*Street and number:* \_\_\_\_\_

*Postal code:* \_\_\_\_\_

*City:* \_\_\_\_\_

*Country:* \_\_\_\_\_

holder of \_\_\_\_\_ registered shares in the Company,

**TICK THE APPROPRIATE BOX (choice between OPTION 1 or OPTION 2)<sup>1</sup> :**

**OPTION 1 (vote by correspondence) :**

- wishes to cast all votes attached to these shares as follows at the ordinary general shareholders' meeting of the Company held on 18 May 2022, at 2:30 pm at the Company's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium.

*Please specify the voting instructions for each decision proposal set forth on the next page.*

or

**OPTION 2a (proxy to the secretary general of the Company):**

- hereby designated Nicolas Dupont, secretary general of the Company, as proxy holder, with the right of sub-delegation, to represent the undersigned at the ordinary general shareholders' meeting of the Company held on 18 May 2022, at 2:30 pm at the Company's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium and to exercise all voting rights attached to the aforementioned actions on behalf of the undersigned in accordance with these specific voting instructions, to execute all minutes and other documents and, in general, to accomplish all that is necessary or useful for the realisation of this proxy.

*Please specify the voting instructions for each decision proposal set forth on the next page. The proxy holder cannot vote unless you provide specific voting instructions for each agenda item.*

or

**OPTION 2b (proxy to another proxy holder) :**

- hereby designates the following person as proxy holder:

*Surname and first name:* \_\_\_\_\_

*Residing at:* \_\_\_\_\_  
\_\_\_\_\_

to represent the undersigned at the ordinary general shareholders' meeting of the Company held on 18 May 2022, at 2:30 pm at the Company's registered office located at Bastion Tower, Place du Champ de Mars 5, 1050 Brussels, Belgium and to exercise all voting rights attached to the aforementioned actions on behalf of the undersigned in accordance with these specific voting instructions, to execute all minutes and other documents and, in general, to accomplish all that is necessary or useful for the realisation of this proxy.

*Please specify the voting instructions for each decision proposal set forth on the next page. The proxy holder cannot vote unless you provide specific voting instructions for each agenda item.*

<sup>1</sup> In the absence of a choice, the vote shall be deemed casted by correspondence (OPTION 1).

**AGENDA OF THE ORDINARY GENERAL MEETING OF THE COMPANY  
OF 18 MAY 2022 AND DECISION PROPOSALS:**

*Please specify the voting instructions for each decision proposal set forth below, If, on the previous page, you chose to vote by proxy, please note that the proxy holder cannot vote unless you provide specific voting instructions for each agenda item.*

**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**

This item does not require a decision by the general meeting.

**II. Resolutions**

**1. Approval of the statutory annual accounts for the financial year closed on 31.12.2021**

Proposal to approve the statutory annual accounts for the financial year closed on 31.12.2021.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
------------	----------------	----------------

**2. Allocation of the result**

Proposal to allocate result.

The company has closed the financial year 2020 with a loss of EUR EUR 9,325,610.07 compared to a loss of EUR 11,798,124.73 at the close of the financial year 2020.

The loss carried forward from the previous financial year amounts to EUR 2,003,605,850.19. The total loss to be allocated amounts to EUR 2,012,931,460.26. It is proposed to allocate this loss to the loss carried forward.

After allocation, reserves will be constituted as follows:

- Legal reserve: EUR 50,000,000.00
- Available reserves: EUR 272,880,171.96
- Loss carried forward: EUR 2,012,931,460.26

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
------------	----------------	----------------

**3. Discharge to the directors for the exercise of their mandate during the financial year 2021**

Proposal to grant a discharge to the directors for the exercise of their mandates during the financial year closed on 31 December 2021.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
------------	----------------	----------------

**4. Discharge to the statutory auditors for the exercise of their mandate during the financial year 2021**

Proposal to grant a discharge to the statutory auditors for the exercise of their mandates during the financial year closed on 31 December 2021.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
------------	----------------	----------------

**5. Renewal of the director's mandate of Gilles Denoyel**

Proposal to proceed with the renewal of the director's mandate of **Gilles Denoyel** for a new director's mandate of four years years expiring at the end of the annual general shareholders' meeting of the Company to be held in 2026.

<b>FOR</b>	
------------	--

<b>AGAINST</b>	
----------------	--

<b>ABSTAIN</b>	
----------------	--

**6. Allocation of powers**

Proposal to grant powers to Nicolas Dupont (secretary general of the Company) and to Ad Ministerie BV, with registered office at Brusselssesteenweg 66, 1860 Meise, registered with the Crossroads Bank for Enterprises (RLE Brussels) under number 0474.966.438, represented by Adriaan De Leeuw, each acting alone and with the power to subdelegate, in order to fulfil all the necessary and useful formalities relating to the above decisions, including signing and filing the request to amend the registration of the Company with the services of the Crossroads Bank for Enterprises, filing documents with the clerk's office of the competent court and fulfilling all useful and necessary formalities for the publication of these decisions in the Annexes to the Belgian Official Gazette. To that end, the proxy holder can, in the Company's name, make any declaration, sign all documents and papers, and in general do whatever is necessary.

<b>FOR</b>	
------------	--

<b>AGAINST</b>	
----------------	--

<b>ABSTAIN</b>	
----------------	--

- \_\_\_\_\_
- i. Voting forms indicating neither a vote nor an abstention will be null and void (for the items concerned). If a proposed resolution is amended at the meeting, the vote cast by means of this voting form shall be disregarded.
  - ii. This voting form remains valid for any subsequent meeting having the same agenda. However, the undersigned must, where applicable, fulfil the formalities to be admitted to that meeting.
  - iii. A shareholder who has voted by means of this voting form may no longer choose any other way of participating in the meeting for the number of votes cast by means of this voting form.
  - iv. Only votes casted by holders of registered shares are taken into account. Votes casted by persons who have not registered their formerly dematerialised shares before 12 May 2022 are not taken into account.
- \_\_\_\_\_

Done at (*location*) \_\_\_\_\_ , on (*date*) \_\_\_\_\_ ,

*English translation for convenience purposes only – Please use the French or Dutch form*

\_\_\_\_\_  
First name and surname: \_\_\_\_\_

Function<sup>2</sup>: \_\_\_\_\_

\_\_\_\_\_  
<sup>2</sup> If the signature is made on behalf of a legal entity, please specify the first and family name and the title of the signator(y)(ies) and provide the Company with documents confirming their representation powers. In the absence thereof, the signator(y)(ies) represent(s) to the Company to have full representation powers to sign this form on behalf of the undersigned.