

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 EXTRAORDINARY 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** (a scan or photo is sufficient). If no electronic communication can be done then 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)¹ :

OPTION 1 (vote by correspondence) :

- wishes to cast all votes attached to these shares as follows at the extraordinary general shareholders' meeting of the Company held on 18 May 2022, immediately following 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 extraordinary general shareholders' meeting of the Company held on 18 May 2022, immediately following 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 extraordinary general shareholders' meeting of the Company held on 18 May 2022, immediately following the ordinary general shareholders' meeting of the Company (held on 18 May 2022, at 2:30 pm), 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.

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

**AGENDA OF THE EXTRAORDINARY 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.

- 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**

Proposal to set off a part 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.

FOR	AGAINST	ABSTAIN
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- 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**

Proposal to add the below text to the beginning of the third paragraph of article 9 of the Dutch version of the articles of association, in order to align it with the French version of this article:

“At least one director of each nationality shall be a member of each committee set up within the board of directors.”

FOR	AGAINST	ABSTAIN
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- 3. Update of article 11 of the articles of association: date of the latest version of the internal rules of the board of directors**

Proposal to take note of the date of the latest version of the internal rules of the board of directors and therefore the update of the text of the seventh paragraph of article 11 of the articles of association, as follows:

“The board of directors shall enact internal rules. The latest version of the internal rules approved by the board of directors is the version of 25 March 2021.”

FOR	AGAINST	ABSTAIN
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- 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**

Proposal to amend the date of the annual general meeting of the Company, currently fixed on the 3rd Wednesday of May, to the 4th Wednesday of May and therefore to replace the text of article 15 of the articles of associations, as follows:

“The annual general meeting of shareholders shall be held at half past two in the afternoon on the fourth Wednesday of May, at the registered office or such other place as may be set forth in the convening notice. If this day is a public or bank holiday, the meeting shall be held on the next working bank day.”

FOR	AGAINST	ABSTAIN
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5. Allocation of powers

Proposal to grant to two directors of the Company, acting jointly, to the managing director of the Company, acting alone or to the secretary general of the Company, acting alone, each with the power to subdelegate, all powers to execute the decisions adopted by the extraordinary general shareholders' meeting of the Company, and, to that end, to perform all necessary or useful formalities, and to grant to the acting notary all powers for the coordination of the articles of association of the Company following the amendments set forth above.

FOR	
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AGAINST	
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ABSTAIN	
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- _____
- 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: _____

Function²: _____

² 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.