

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 24 MAY 2023**

The voting or proxy form, duly completed and signed, must be returned to the Company no later than 18 May 2023, at 4:00 pm **by e-mail to shareholder@dexia.com** (a scan or photo is sufficient). If no electronic communication can be done, the 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 18 May 2023, by 4:00 pm. As 18 May 2023 is a public holiday, we invite the shareholders to send their forms to Dexia **by 17 May 2023, at 4:00pm at the latest.**

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 18 May 2023, 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 24 May 2023, immediately following the ordinary general shareholders' meeting of the Company (held on 24 May 2023, 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 24 May 2023, immediately following the ordinary general shareholders' meeting of the Company (held on 24 May 2023, 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 24 May 2023, immediately following the ordinary general shareholders' meeting of the Company (held on 24 May 2023, 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 24 MAY 2023 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. Proposal to renew the authorization for the acquisition of own shares

Proposal (i) to authorize the board of directors, for a new period of five (5) years from the publication in the Annexes to the Belgian Official Gazette of the amendment of the articles of association relating thereto as decided by the extraordinary general meeting of 24 May 2023, to acquire, in compliance with the conditions provided for by law and in compliance with the commitments made by the Company and the Belgian, French and Luxembourg States with regard to the European Commission, shares of the Company for a price established in accordance with the requirements of the law and which may not be less than EUR 0.00 per share and nor more than EUR 0.30; and (ii) to authorize the direct subsidiaries of the Company within the meaning of Article 7:221, paragraph 1, of the Companies and Associations Code to acquire shares of the Company under the same conditions.

FOR	AGAINST	ABSTAIN
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2. Amendment of article 7 the articles of associations regarding the acquisition of own shares

Article 7 of the articles of association will be replaced accordingly by the following text:

“The company may acquire its own shares in compliance with the conditions imposed by law.

This authorization is granted for a period of five years from the publication in the Annexes to the Belgian Official Gazette of the modification of the articles of association relating thereto decided by the extraordinary general meeting of 24 May 2023 and is renewable.

The board may alienate the company's own shares, without prior authorization from the general meeting under the conditions referred to in article 7:218 of the Companies and Associations Code.

These authorizations are valid for the acquisitions and disposals of the company's own shares made by the subsidiaries referred to in article 7:221, first paragraph of the Companies and Associations Code.”

FOR	AGAINST	ABSTAIN
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3. 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	AGAINST	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.

*English translation for convenience purposes only
Please use the French or Dutch form, this English translation is not a valid form*

- 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 dematerialized shares before 18 May 2023 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.