

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 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 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 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 realization 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 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 realization 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 ORDINARY 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.

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 2022

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 December 2022

Proposal to approve the statutory annual accounts for the financial year closed on 31 December 2022.

FOR	AGAINST	ABSTAIN
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2. Allocation of the result

Proposal to allocate result.

The company has closed the financial year 2022 with a loss of EUR 38,962,895 compared to a loss of EUR 9,325,610 at the close of the financial year 2021.

The loss carried forward from the previous financial year amounts to EUR 2,012,93,461. In 2022, the loss carried forward was set off against the issuance premium, for an amount of EUR 1,900,000,000, by decisions of the extraordinary general shareholders' meeting of the Company of 18 May 2022. Therefore, the total loss to be allocated amounts to EUR 151,894,356. 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 272,880,172
- Loss carried forward: EUR 151,894,356

FOR	AGAINST	ABSTAIN
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3. Discharge to the directors for the exercise of their mandate during the financial year 2022

Proposal to grant a discharge to the directors for the exercise of their mandates during the financial year closed on 31 December 2022.

FOR	AGAINST	ABSTAIN
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4. Discharge to the statutory auditors for the exercise of their mandate during the financial year 2022

Proposal to grant a discharge to the statutory auditors for the exercise of their mandates during the financial year closed on 31 December 2022.

FOR	AGAINST	ABSTAIN
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5. Renewal of the director's mandate of Tamar Joulia-Paris

Proposal to proceed with the renewal of the director's mandate of **Tamar Joulia-Paris** 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 2027.

FOR	AGAINST	ABSTAIN
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6. Renewal of the director's mandate of Giovanni Albanese Guidi

Proposal to proceed with the renewal of the director's mandate of **Giovanni Albanese Guidi** for a new director's mandate of four years expiring at the end of the annual general shareholders' meeting of the Company to be held in 2027.

FOR	AGAINST	ABSTAIN
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7. Final appointment of Anne Blondy-Touret as director

Proposal to proceed with the final appointment, for a new director's mandate of four years years expiring at the end of the annual general shareholders' meeting in 2027, of **Anne Blondy-Touret**, who was provisionally appointed by the board of directors at its meeting of 26 January 2023, with immediate effect, to replace Marie-Anne Barbat-Layani, resigning director.

FOR	AGAINST	ABSTAIN
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8. Final appointment of Ludovic Planté as director

Proposal to proceed with the final appointment, for a new director's mandate of four years years expiring at the end of the annual general shareholders' meeting in 2027, of **Ludovic Planté**, who was provisionally appointed by the board of directors at its meeting of 10 March 2023, with immediate effect, to replace Claire Vernet-Garnier, resigning director.

FOR	AGAINST	ABSTAIN
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9. Renewal of the mandate of the board of auditors

Proposal to proceed with the renewal of the auditor's mandate of:

- Mazars Bedrijfsrevisoren – Réviseurs d'entreprises BV / SRL, with registered office at Avenue du Boulevard 21, boîte 8 in 1210 Saint-Josse-ten-Noode, registered with the Crossroads Bank of Enterprises (RLE Brussels) under number 0428.837.889 and registered with the Institute of Registered Auditors under number B00021, represented by its permanent representative, Kurt Marichal, auditor, registered with the Institute of Registered Auditors under number A02197; and
- Deloitte Bedrijfsrevisoren / Réviseurs d'entreprises BV / SRL, with registered office at Gateway Building, Luchthaven Brussel Nationaal 1 J à 1930 Zaventem, registered with the Crossroads Bank of Enterprises (RLE Brussels) under number 0429.053.863 and registered with the Institute of Registered Auditors under number B00025, represented by its permanent representative Franky Wevers, auditor, registered with the Institute of Registered Auditors under number A02355,

together forming the Company's board of auditors.

The duration of their mandate shall be three years expiring at the end of the annual general shareholders' meeting of the Company to be held in 2026.

The remuneration of the board of auditors is set at EUR 387,000 per year (excluding VAT), for the entire duration of the mandate. This remuneration may be amended with the parties' consent.

10. Allocation of powers

Proposal to grant powers to Nicolas Dupont (secretary general of the Company), Charlotte Schaumans (legal counsel with the Company), Elodie Camberlin (legal counsel with the company), and to Ad Ministerie BV, with registered office at Brusselsesteenweg 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.

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 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.