

Brussels, 9 May 2023

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 **24 May 2023, as from 2:30 pm** (Belgium time) at Dexia’s registered office.

PRIOR NOTE

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.

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 2022.
- II. Resolutions
 1. Approval of the statutory annual accounts for the financial year closed on 31 December 2022;
 2. Allocation of the result;
 3. Discharge to the directors for the exercise of their mandate during the financial year 2022;
 4. Discharge to the statutory auditors for the exercise of their mandate during the financial year 2022;
 5. Renewal of the director’s mandate of Tamar Joulia-Paris;
 6. Renewal of the director’s mandate of Giovanni Albanese Guidi;
 7. Final appointment of Anne Blondy-Tourer as director;
 8. Final appointment of Ludovic Planté as director;
 9. Renewal of the mandate of the board of auditors;
 10. Allocation of powers.

AGENDA OF THE EXTRAORDINARY GENERAL MEETING

The agenda of the Extraordinary General Meeting is as follows:

1. Proposal to renew the authorization for the acquisition of own shares;
2. Amendment of article 7 the articles of associations regarding the acquisition of own shares;
3. Allocation of powers.

Dexia SA/NV

Place du Champ de Mars 5 - Marsveldplein
B - 1050 Bruxelles / Brussel

1, passerelle des Reflets
Tour Dexia La Défense 2
TSA 12203
F - 92919 La Défense Cedex

Tél. : +32 (0)2 213 57 00
Fax : +32 (0)2 213 57 01

Tél. : +33 (0)1 58 58 77 77
Fax : +33 (0)1 58 58 86 00

www.dexia.com

RPM Bruxelles / RPR Brussel
TVA / BTW BE 0458.548.296
IBAN BE61-0682-1136-2017
BIC : GKCC BE BB

TERMS OF PARTICIPATION

1. CONDITIONS OF ADMISSION

In order to attend and exercise their voting right at the General Meetings, shareholders must notify Dexia no later than 18 May 2023, 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 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**. 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. PROCURATION

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 18 May 2023, 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, 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**.

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. Shareholders who wish to exercise their voting right remotely, must do so no later than 18 May 2023, 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

Dexia SA/NV

Place du Champ de Mars 5 - Marsveldplein
B - 1050 Bruxelles / Brussel

1, passerelle des Reflets
Tour Dexia La Défense 2
TSA 12203
F - 92919 La Défense Cedex

Tél. : +32 (0)2 213 57 00
Fax : +32 (0)2 213 57 01

Tél. : +33 (0)1 58 58 77 77
Fax : +33 (0)1 58 58 86 00

www.dexia.com

RPM Bruxelles / RPR Brussel
TVA / BTW BE 0458.548.296
IBAN BE61-0682-1136-2017
BIC : GKCC BE BB

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.**

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 18 May 2023, 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 18 May 2023, by 4:00 pm. As 18 May 2023 is a public holiday, we invite the shareholders to send their questions to Dexia **by 17 May 2023, at 4:00pm at the latest.**

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 2022 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.

DATA PROTECTION

Dexia confidentially 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>).

* * *

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).

Dexia SA/NV

Place du Champ de Mars 5 - Marsveldplein
B - 1050 Bruxelles / Brussel

1, passerelle des Reflets
Tour Dexia La Défense 2
TSA 12203

F - 92919 La Défense Cedex

Tél. : +32 (0)2 213 57 00
Fax : +32 (0)2 213 57 01

Tél. : +33 (0)1 58 58 77 77
Fax : +33 (0)1 58 58 86 00

www.dexia.com

RPM Bruxelles / RPR Brussel
TVA / BTW BE 0458.548.296
IBAN BE61-0682-1136-2017
BIC : GKCC BE BB

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 2022;*
- (2) Voting/proxy form for the Ordinary General Meeting;*
- (3) Voting/proxy form for the Extraordinary General Meeting.*

Dexia SA/NV

Place du Champ de Mars 5 - Marsveldplein
B - 1050 Bruxelles / Brussel

1, passerelle des Reflets
Tour Dexia La Défense 2
TSA 12203
F - 92919 La Défense Cedex

Tél. : +32 (0)2 213 57 00
Fax : +32 (0)2 213 57 01

Tél. : +33 (0)1 58 58 77 77
Fax : +33 (0)1 58 58 86 00

www.dexia.com

RPM Bruxelles / RPR Brussel
TVA / BTW BE 0458.548.296
IBAN BE61-0682-1136-2017
BIC : GKCC BE BB