

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 19 JANUARY 2024**

The voting or proxy form, duly completed and signed, must be returned to the Company no later than 13 January 2024, 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 13 January 2024, by 4:00 pm. As 13 January 2024 is a public holiday, we invite the shareholders to send their forms to Dexia **by 12 January 2024, 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 13 January 2024, 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 19 January 2024 at 11:00 am, 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 or Charlotte Schaumans, inhouse legal counsel, as proxy holders, with the right of sub-delegation, to represent the undersigned at the extraordinary general shareholders' meeting of the Company held on 19 January 2024 at 11:00 am, 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 19 January 2024 at 11:00 am, 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.

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 19 JANUARY 2024 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. Appointment of Pierre Darbre as director of the Company

Proposal to proceed with the appointment of Pierre Darbre for the mandate of director, expiring at the end of the ordinary general shareholders' meeting of 2028, effective immediately, to replace Ludovic Planté, resigning director as from 13 October 2023.

FOR	AGAINST	ABSTAIN
------------	----------------	----------------

2. Amendment of article 1 of the articles of association to amend the name of the Company

Proposal to amend article 1 of the articles of association to amend the name of the Company, and therefore to replace it with the following text:

"DEXIA HOLDING is a public limited liability company (société anonyme/naamloze vennootschap) the duration of which is indefinite."

FOR	AGAINST	ABSTAIN
------------	----------------	----------------

3. Amendment of article 12 of the articles of association to remove the obligation to create a management board and to amend the composition and powers of the management board

Proposal to amend article 12 of the articles of association to remove the obligation to create a management board and to amend the composition and powers of the management board, and therefore to replace it with the following text:

"The board of directors may create a management board, composed of at least three members and at most ten members, including the managing director who shall chair it. The management board may appoint a vice-chairman from among its members.

The management board shall be responsible for the actual management (direction effective/effectieve beheer) of the company and group, and be in charge of the different branches of its business, operating within the strategic objectives and general policy laid down by the board of directors.

To that end, each member of the management board shall be invested by decision of the board of directors or by the management board with operational responsibilities within the company or group entities, for a branch, line of business or function. The members of the management board shall be appointed and removed from office by the board of directors on a proposal from the managing director.

The management board may grant special authority to one or more persons of its choice, within the scope of the powers granted by law."

FOR	AGAINST	ABSTAIN
------------	----------------	----------------

4. 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
------------	----------------	----------------

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

- _____
- 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 13 January 2024 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.