

**FIRST SUPPLEMENT
DATED 10 MAY 2011
TO**



DEXIA FUNDING NETHERLANDS N.V.
Issuer

DEXIA BANK BELGIUM S.A.
Issuer, Guarantor, Paying Agent and Calculation Agent

**DEXIA BANQUE INTERNATIONALE A LUXEMBOURG,
SOCIETE ANONYME**
Fiscal Agent and Principal Paying Agent

NOTES ISSUANCE PROGRAMME
EUR 15,000,000,000

This supplement (the “**First Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 28 December 2010 (the “**Base Prospectus**”) prepared in relation to the Notes Issuance Programme of Dexia Bank Belgium S.A. (also named Dexia Banque S.A./Dexia Bank N.V., or “**DEXIA BANK**”) and Dexia Funding Netherlands N.V. (“**DFN**”, together with **DEXIA BANK** the “**Issuers**” and each, individually, an “**Issuer**”), and in the case of notes issued by **DFN** guaranteed by Dexia Bank Belgium S.A. (the “**Guarantor**”) on a senior or senior subordinated basis. This First Supplement was approved by the Financial Services and Markets Authority on 10 May 2011, and the Base Prospectus was approved on 28 December 2010 in accordance with article 23 of the Belgian Law of 16 June 2006 on the public offer of investment instruments and the admission to trading of investment instruments on a regulated market (the “**Law**”).

The Issuers accept responsibility for the information contained in this First Supplement. The Issuers declare that, having taken all reasonable care to ensure that such is the case, the information contained in this First Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this First Supplement. The Base Prospectus and the First Supplement are available on the internet site www.dexia.be and a copy can be obtained free of charge in the offices of Dexia Bank. A copy of the relevant annual and semi-annual results incorporated in the Base Prospectus can be obtained, on request, at the registered office of Dexia Bank. The most recent financial results for Dexia S.A. (Dexia Bank’s parent company) were published on 23 February 2011 and concern the full year results for 2010 and the fourth quarter of 2010.

These documents are available on the Dexia S.A. website www.dexia.com under the section http://www.dexia.com/EN/shareholder_investor/results/Pages/default.aspx.

In accordance with article 34§ 3 of the Law investors who have already accepted to buy or subscribe to the notes before the publication of this First Supplement have the right to revoke their acceptance at least during 2 business days after the publication of this supplement, until May 13th, 2011.

This concerns DFN Interest Notes 27, DFN Step Up 15, DFN EUR 4% 2015, DFN Light Reverse Notes 21 and DFN Private Notes 13.

1. Financial Information

Section 7.3.1 Annual Audited Financial Statements of Dexia Funding Netherlands N.V. will be amended by replacing by the following:

This financial information has been extracted without material adjustment from the annual audited financial statements of DFN for the years ended 31 December 2010 and 31 December 2009 and is prepared according to Dutch accounting standards for issuers from the European Community. DFN is not required to apply international financial reporting standards ("IFRS") when drawing up its financial statements. The most recent year's historical financial information is prepared in a form consistent with that which will be adopted in DFN's next published annual financial statements having regard to accounting standards and policies and legislation applicable to such annual financial statements.

The notes to the annual audited financial statements, including a description of the accounting policies, are set out on pages 15 to 23 of DFN's 2010 annual report, which are incorporated herein by reference.

Audited Consolidated Balance Sheet of DFN as at 31 December 2010 and 31 December 2009

DEXIA FUNDING NETHERLANDS NV

BALANCE SHEET		31 December	31 December
(before appropriation of result)		2010	2009
		EUR '000	EUR '000
ASSETS			
FIXED ASSETS			
Subordinated loans to Dexia Bank Belgium	1	758,840	718,813
Non-subordinated loans to Dexia Bank Belgium	2	11,774,723	9,998,464
		12,533,563	10,717,277
CURRENT ASSETS			
Short-term portion of Non-subordinated loans		677,982	685,347
Other amounts receivable	3	237,577	217,465
Cash	4	3,999	3,788
		919,558	906,600
		13,453,121	11,623,877
SHAREHOLDERS EQUITY			
	5		
Share capital		113	113
Retained earnings		2,866	2,720
Result for the year		2,859	2,646
		5,838	5,479
LIABILITIES			
LONG-TERM LIABILITIES			
Issued subordinated notes	6	758,840	718,813
Issued non-subordinated notes	7	11,774,723	9,998,464
		12,533,563	10,717,277
CURRENT LIABILITIES			
Short-term portion long-term liabilities		677,982	685,347
Corporate income tax		208	31
Other liabilities and accrued expenses	8	235,530	215,742
		913,720	901,120
		13,453,121	11,623,877

Audited Profit and Loss Account of DFN as of 31 December 2010 and 31 December 2009

DEXIA FUNDING NETHERLANDS NV

PROFIT AND LOSS ACCOUNT

		the year 2010	the year 2009
		EUR '000	EUR '000
Interest income and premium income group	9	468,334	504,939
Interest expense notes and discount expense	9	(464,224)	(501,040)
		<u>4,110</u>	<u>3,899</u>
Other income		52	45
		<u>4,162</u>	<u>3,944</u>
Realized/unrealized capital gains and losses	10	0	0
CAPITAL GAINS AND LOSSES		<u>0</u>	<u>0</u>
OPERATING RESULT		4,162	3,944
General expenses		(339)	(418)
RESULT BEFORE TAXATION		<u>3,823</u>	<u>3,526</u>
Taxation on result of ordinary activities		(964)	(880)
RESULT AFTER TAXATION		<u>2,859</u>	<u>2,646</u>

Section 7.3.3 Unaudited Cash Flow Statement of Dexia Funding Netherlands N.V. will be amended by replacing by the following:

Unaudited Cash Flow Statement of DFN as at 31 December 2010 and 31 December 2009

The cash flow statements below have been drawn up solely and exclusively for the purpose of the compliance of this Base Prospectus with the requirements of Directive 2003/71/EC. As a consequence, these cash flow statements have been established after the date on which the audited financial statements for the financial years 2010 and 2009 have been published and therefore have not been audited by the statutory auditors of the Issuer. The cash flow statements for the financial years 2010 and 2009 are based on the audited financial statements of the said years and have been drawn up in accordance with Dutch GAAP.

Section 8.4.1 Consolidated Annual Audited Financial Statements of Dexia Bank Belgium S.A. will be amended by replacing by the following:

Under a Belgian Royal Decree of 5 December 2004, Belgian credit institutions and investment firms are required to apply IFRS when drawing up their financial statements for financial years commencing on or after 1 January 2006. DEXIA BANK has therefore produced and published financial statements in accordance with IFRS from 1 January 2006 onwards.

The notes to the consolidated annual audited financial statements, including a description of the accounting policies, are set out on pages 59 to 184 of DEXIA BANK's 2010 annual report, which is incorporated herein by reference.

The consolidated financial information below has been extracted without material adjustment from the consolidated audited financial statements of DEXIA BANK for the years ended 31 December 2010 and 31 December 2009 which were prepared in accordance with IFRS.

**Audited Consolidated Balance Sheet of DEXIA BANK as of 31 December 2010
and 31 December 2009**

DEXIA BANK BELGIUM - CONSOLIDATED BALANCE SHEET

ASSETS

<i>in thousands of EUR</i>		Note	Dec. 31, 2009	Dec. 31, 2010
I.	Cash and balances with central banks	7.2	501,637	1,460,908
II.	Loans and advances due from banks	7.3	63,911,755	67,936,784
III.	Loans and advances to customers	7.4	103,007,194	99,472,471
IV.	Financial assets measured at fair value through profit or loss	7.5	6,463,000	6,320,036
V.	Financial investments	7.6	41,456,991	36,475,085
VI.	Derivatives	9.1	28,744,619	30,313,229
VII.	Fair value revaluation of portfolio hedge		1,739,298	1,812,004
VIII.	Investments in associates	7.8	284,014	277,969
IX.	Tangible fixed assets	7.9	1,334,211	1,241,293
X.	Intangible assets and goodwill	7.10	228,507	229,235
XI.	Tax assets	7.11 & 9.2	683,063	953,365
XII.	Other assets	7.12 & 9.3	1,058,982	1,393,092
XIII.	Non current assets held for sale	7.13 & 9.6	4,357,477	16,664
Total assets			253,770,748	247,902,135

DEXIA BANK BELGIUM - CONSOLIDATED BALANCE SHEET

LIABILITIES

<i>in thousands of EUR</i>	Note	Dec. 31, 2009	Dec. 31, 2010
I. Due to banks	8.1	74,119,120	62,368,244
II. Customer borrowings and deposits	8.2	77,798,775	82,876,531
III. Financial liabilities measured at fair value through profit or loss	8.3	10,837,556	12,194,667
IV. Derivatives	9.1	32,311,209	34,902,906
V. Fair value revaluation of portfolio hedge			-42,023
VI. Debt securities	8.4	29,437,038	28,957,883
VII. Subordinated debts	8.5	2,943,831	2,715,641
VIII. Technical provisions of insurance companies	9.3	13,384,676	15,619,891
IX. Provisions and other obligations	8.6	911,551	900,859
X. Tax liabilities	8.7 & 9.2	39,035	34,936
XI. Other liabilities	8.8	1,977,510	1,920,469
XII. Liabilities included in disposal groups held for sale	8.9 & 9.6	4,335,466	2
Total liabilities		248,095,767	242,450,006

EQUITY

<i>in thousands of EUR</i>		Dec. 31, 2009	Dec. 31, 2010
XIV. Subscribed capital	9.7	3,458,066	3,458,066
XV. Additional paid-in capital		209,232	209,232
XVI. Treasury shares			
XVII. Reserves and retained earnings		3,181,191	3,604,061
XVIII. Net income for the period		421,469	678,322
Core shareholders' equity		7,269,958	7,949,681
XIX. Gains and losses not recognized in the statement of income		-1,627,383	-2,517,932
a) Available-for-sale reserve on securities		-203,483	-1,247,197
b) "Frozen" fair value adjustment of financial assets reclassified to Loans and Receivables		-1,406,971	-1,254,618
c) Other reserves		-16,929	-16,117
Total shareholders' equity		5,642,575	5,431,749
XX. Non-controlling interests		31,633	20,380
XXI. Discretionary participation features of insurance contracts	9.3	773	
Total equity		5,674,981	5,452,129
Total liabilities and equity		253,770,748	247,902,135

Audited Consolidated Statement of Income of DEXIA BANK as of 31 December 2010 and 31 December 2009

DEXIA BANK BELGIUM - CONSOLIDATED STATEMENT OF INCOME

<i>in thousands of EUR</i>	Note	Dec. 31, 2009	Dec. 31, 2010
I. Interest income	11.1	35,384,889	25,238,192
II. Interest expense	11.1	-32,975,919	-23,128,386
III. Dividend income	11.2	91,004	66,133
IV. Net income from associates	11.3	38,360	28,672
V. Net income from financial instruments at fair value through profit or loss	11.4	-294,104	-28,264
VI. Net income on investments	11.5	20,312	207,150
VII. Fee and commission income	11.6	440,703	489,436
VIII. Fee and commission expense	11.6	-110,175	-121,060
IX. Premiums and technical income from insurance activities	11.7 & 9.3	2,661,284	3,449,474
X. Technical expense from insurance activities	11.7 & 9.3	-3,032,309	-3,830,654
XI. Other net income (1)	11.8	28,379	76,715
Income		2,252,424	2,447,408
XII. Staff expense	11.9	-698,757	-669,167
XIII. General and administrative expense	11.10	-497,607	-502,982
XIV. Network costs		-366,098	-369,127
XV. Depreciation & amortization	11.11	-122,551	-115,768
Expenses		-1,685,013	-1,657,044
Gross operating income		567,411	790,364
XVI. Impairment on loans and provisions for credit commitments	11.12	-184,036	-26,371
XVII. Impairment on tangible and intangible assets	11.13	-1,506	-12
XVIII. Impairment on goodwill	11.14		
XIX. Provisions for legal litigations (1)	11.15	3,296	-1,899
Net income before tax		385,165	762,082
XX. Tax expense	11.16	19,211	-81,601
Net income of continuing operations		404,376	680,481
XXI. Discontinued operations (net of tax)			
Net income		404,376	680,481
Attributable to non-controlling interests		-17,093	2,159
Attributable to equity holders of the parent		421,469	678,322

(1) Figures as of Dec. 31, 2009 have been restated

Section **8.4.3 AUDITED CASH FLOW STATEMENTS OF DEXIA BANK BELGIUM S.A.** will be amended by replacing by the following:

Audited Cash Flow Statement of DEXIA BANK as at 31 December 2010 and 31 December 2009

DEXIA BANK BELGIUM - CONSOLIDATED CASH FLOW STATEMENT

<i>in thousands of EUR</i>	Note	Dec. 31, 2009	Dec. 31, 2010
Cash flow from operating activities			
Net income after income taxes		404,376	680,481
<i>Adjustment for:</i>			
- Depreciation , amortization and other impairment		142,139	130,930
- Impairment on bonds , equities, loans and other assets		-1,198,870	-130,870
- Net (gains) or losses on investments		635,647	-71,119
- Charges for provisions (mainly insurance provision)		1,117,233	2,201,528
- Unrealized gains or losses		29,610	-44,996
- Income from associates		-38,360	-28,672
- Dividends from associates		19,640	31,384
- Deferred taxes		-1,420	43,244
- Other adjustments		2,762	912
Changes in operating assets and liabilities		-22,437,311	7,621,874
Net cash provided (used) by operating activities		-21,324,554	10,434,696
Cash flow from investing activities			
Purchase of fixed assets		-306,768	-293,540
Sales of fixed assets		118,990	260,312
Acquisitions of unconsolidated equity shares		-1,461,009	-1,049,261
Sales of unconsolidated equity shares		2,578,466	1,509,824
Acquisitions of subsidiaries and of business units		-25,383	0
Sales of subsidiaries and of business units		-17	-12,857
Net cash provided (used) by investing activities		904,279	414,478
Cash flow from financing activities			
Issuance of new shares		-192	0
Issuance of subordinated debts		20,256	1,354
Reimbursement of subordinated debts		-185,239	-315,482
Purchase of treasury shares			
Sale of treasury shares			
Dividends paid		-4,194	-4,327
Net cash provided (used) by financing activities		-169,369	-318,455
Net cash provided		-20,589,644	10,530,719
Cash and cash equivalents at the beginning of the period	7.1	48,094,300	27,504,177
Cash flow from operating activities		-21,324,554	10,434,696
Cash flow from investing activities		904,279	414,478
Cash flow from financing activities		-169,369	-318,455
Effect of exchange rate changes and change in scope of consolidation on cash and cash equivalents		-479	1,096
Cash and cash equivalents at the end of the period	7.1	27,504,177	38,035,992
Additional information			
Income tax paid		-33,141	5,620
Dividends received		110,643	97,517
Interest received		33,545,546	25,708,999
Interest paid		-30,553,287	-24,533,728

Definition of cash and cash equivalents has been restated (see note 7.1) As a consequence, some amounts have been restated in 2009.

2. Taxation

Section 9.18 TAXATION will be amended by replacing by the following:

9.18 TAXATION

BELGIAN TAXATION ON THE NOTES

The following is a general description of the principal Belgian tax consequences for investors receiving interest in respect of or disposing of, the Notes issued by DEXIA BANK and the Notes issued by DFN and is of a general nature based on the issuers' understanding of current law and practice. This general description is based upon the law as in effect on the date of this Base Prospectus and is subject to any change in law that may take effect after such date (for example the rate of the withholding tax). Investors should appreciate that, as a result of changing law or practice, the tax consequences may be otherwise than as stated below. Investors should consult their professional advisers on the possible tax consequences of subscribing for, purchasing, holding, selling or converting the Notes issued by DEXIA BANK and/or DFN under the laws of their countries of citizenship, residence, ordinary residence or domicile.

1 Notes issued by DEXIA BANK

Belgian Withholding Tax

All payments by or on behalf of the Issuer of interest on the Notes are in principle subject to the 15 per cent. Belgian withholding tax on the gross amount of the interest.

In this regard, "interest" means the periodic interest income, any amount paid by the Issuer in excess of the issue price (whether or not on the maturity date) and, in case of a realisation of the Notes between two interest payment dates, the pro rata of accrued interest corresponding to the detention period.

However, payments of interest and principal under the Notes by or on behalf of the Issuer may be made without deduction of withholding tax in respect of the Notes if and as long as at the moment of payment or attribution of interest they are held by certain eligible investors (the "Eligible Investors", see hereinafter) in an exempt securities account (an "X Account") that has been opened with a financial institution that is a direct or indirect participant (a "Participant") in the X/N Clearing System operated by the National Bank of Belgium (the "NBB" and the "X/N System"). Euroclear and Clearstream, Luxembourg are directly or indirectly Participants for this purpose.

Holding the Notes through the X/N System enables Eligible Investors to receive the gross interest income on their Notes and to transfer the Notes on a gross basis.

Participants to the X/N system must enter the Notes which they hold on behalf of Eligible Investors in an X Account.

Eligible Investors are those entities referred to in article 4 of the Arrêté Royal du 26 mai 1994 relatif à la perception et à la bonification du précompte mobilier (Belgian Royal Decree of 26 May 1994 on the deduction of withholding tax) which include, *inter alia*:

- (i) Belgian corporations subject to Belgian corporate income tax;
- (ii) institutions, associations or companies specified in article 2, §3 of the law of 9 July 1975 on the control of insurance companies other than those referred to in 1° and 3° subject to the application of article 262, 1° and 5° of the Income Tax Code of 1992;
- (iii) state regulated institutions ("institutions parastatales", "parastatalen") for social security, or institutions which are assimilated therewith, provided for in article 105, 2° of the Royal Decree implementing the Income Tax Code 1992;

- (iv) non-resident investors provided for in article 105, 5° of the same decree;
- (v) investment funds, recognised in the framework of pension savings, provided for in article 115 of the same decree;
- (vi) tax payers provided for in article 227, 2° of the Income Tax Code 1992 which have used the income generating capital for the exercise of their professional activities in Belgium and which are subject to non-resident income tax pursuant to article 233 of the same code;
- (vii) the Belgian State in respect of investments which are exempt from withholding tax in accordance with a article 265 of the Income Tax Code 1992;
- (viii) investment funds governed by foreign law which are an indivisible estate managed by a management company for the account of the participants, provided the fund units are not offered publicly in Belgium or traded in Belgium; and,
- (ix) Belgian resident corporations, not provided for under (i), when their activities exclusively or principally consist of the granting of credits and loans.

Eligible Investors do not include, *inter alia*:

- private individuals resident in Belgium for tax purposes;
- entities subject to the Belgian legal entities tax (“rechtspersonenbelasting”, “impôts des personnes morales”) except if they are mentioned in the above list of Eligible Investors; and,
- Belgian pension funds that take the form of Organization for Financing Pensions in the meaning of the Law of 27 October 2006 on the activities and supervision of institutions for occupational retirement provision.

Participants to the X/N System must keep the Notes which they hold on behalf of the non-Eligible Investors in a non-exempt securities account (an “N Account”). In such instance all payments of interest are subject to the 15 per cent. withholding tax. This withholding tax is withheld by the NBB and paid to the Belgian Treasury.

Upon opening of an X Account for the holding of Notes, the Eligible Investor is required to provide the Participant with a statement of its eligible status on a form approved by the Minister of Finance. There is no ongoing declaration requirement to the X/N System as to the eligible status.

An Exempt Account may be opened with a Participant by an intermediary (an “Intermediary”) in respect of Notes that the Intermediary holds for the account of its clients (the “Beneficial Owners”), provided that each Beneficial Owner is an Eligible Investor. In such a case, the Intermediary must deliver to the Participant a statement on a form approved by the Minister of Finance confirming that (i) the Intermediary is itself an Eligible Investor, and (ii) the Beneficial Owners holding their Notes through it are also Eligible Investors. A Beneficial Owner is also required to deliver a statement of its eligible status to the intermediary.

These identification requirements do not apply to Notes held in Euroclear or Clearstream, Luxembourg as Participants to the X/N Clearing System, provided that Euroclear or Clearstream only hold X Accounts and that they are able to identify the holders for whom they hold Notes in such account.

In accordance with the X/N System, a Noteholder who is withdrawing Notes from an Exempt Account will, following the payment of interest on those Notes, be entitled to claim an indemnity from the Belgian tax authorities of an amount equal to the withholding on the interest payable on the Notes from the last preceding Interest Payment Date until the date of withdrawal of the Notes from the X/N System. As a condition of acceptance of the Notes into the X/N System, the Noteholders waive the right to claim such indemnity.

Belgian income tax and capital gains

1.1 Belgian resident individuals

For natural persons who are Belgian residents for tax purposes, i.e., who are subject to the Belgian personal income tax (“Personenbelasting” / “Impôt des personnes physiques”) and who hold the Notes as a private investment, payment of the 15 per cent. withholding tax fully discharges them from their personal income tax liability with respect to these interest payments (“précompte mobilier libérateur”, “bevrijdende roerende voorheffing”). Under certain conditions the premium can be exempted from withholding tax in accordance to article 107 §2, 1° of the Royal Decree implementing the Income Tax Code 1992. This means that they do not have to declare the interest obtained on the Notes in their personal income tax return, provided withholding tax was levied on these interest payments.

Belgian resident individuals may nevertheless elect to declare the interest payment (as defined in section 1.1 entitled “Belgian Withholding Tax”) in their personal income tax return. Where the beneficiary opts to declare them, interest payments will normally be taxed at the interest withholding tax of 15 per cent. plus communal surcharges (or at the progressive personal tax rate taking into account the taxpayer’s other declared income, whichever is lower). If the interest payment is declared, the withholding tax retained by the NBB may be credited.

Capital gains realised on the sale of the Notes are in principle tax exempt, unless the capital gains are realised outside the scope of the management of one’s private estate or unless the capital gains qualify as interest (as defined in section entitled “Belgian Withholding Tax”). Capital losses are in principle not tax deductible.

Other tax rules apply to Belgian resident individuals who do not hold the Notes as a private investment.

1.2 Belgian resident companies

Interest attributed or paid to corporations Note holders who are Belgian residents for tax purposes, i.e. who are subject to the Belgian Corporate Income Tax (“vennootschapsbelasting/ impôt des sociétés”), as well as capital gains realized upon the sale of the Notes are taxable at the ordinary corporate income tax rate of in principle 33.99 per cent. Capital losses realised upon the sale of the Notes are in principle tax deductible.

1.3 Belgian legal entities

Belgian legal entities subject to the Belgian legal entities tax (“rechtspersonenbelasting”, “impôts des personnes morales”) which do not qualify as Eligible Investors are subject to a withholding tax of 15 per cent. on interest payments. Under certain conditions the premium can be exempted from withholding tax in accordance to article 107 §2, 1° of the Royal Decree implementing the Income Tax Code 1992 ‘premiums, regardless of the purchaser, are exempted from withholding tax if they are issued by public subscription by Belgian companies, associations, institutions or organisations of private law, or similar entities under private law established in other EEA Member States and to the extent such premiums, over the full duration of the securities, do not result in an effective annual yield that exceeds the nominal interest rate by more than 75 centimes (centimes/centiem). The withholding tax constitutes the final taxation.

Belgian legal entities which qualify as Eligible Investors (see above “Belgian Withholding Tax”) and which consequently have received gross interest income are required to pay the 15 per cent. withholding tax themselves.

Capital gains realised on the sale of the Notes are in principle tax exempt, unless the capital gains qualify as interest (as defined in section 1.1 entitled “Belgian Withholding Tax”). Capital losses are in principle not tax deductible.

1.4 Organization for Financing Pensions

Interest paid or attributed to Organizations for Financing Pensions in the meaning of the Law of 27 October 2006 on the activities and supervision of institutions for occupational retirement provision is in principle subject to a 15 per cent. withholding tax. This Belgian withholding tax is fully creditable against any corporate income tax due and any excess amount is in principle refundable. Interest derived by OFP Note holders on the Notes and capital gains realised on the Notes will be exempt from Belgian Corporate Income Tax.

1.5 Belgian non-residents

Noteholders who are not residents of Belgium for Belgian tax purposes and who are not holding the Notes through their permanent establishment in Belgium, will not become liable for any Belgian tax on income or capital gains by reason only of the acquisition or disposal of the Notes provided that they qualify as Eligible Investors and that they hold their Notes in an X Account.

Tax on stock exchange transactions

A tax on stock exchange transactions will be levied on the purchase and sale in Belgium of the Notes on a secondary market through a professional intermediary. The rate applicable for secondary sales and purchases in Belgium through a professional intermediary is 0.07 per cent. with a maximum amount of Euro 500 per transaction and per party. The tax is due separately from each party to any such transaction, i.e. the seller (transferor) and the purchaser (transferee), both collected by the professional intermediary.

A tax on repurchase transactions at the rate of 0.085 per cent. will be due from each party to any such transaction entered into or settled in Belgium in which a stockbroker acts for either party.

However none of the taxes referred to above will be payable by exempt persons acting for their own account including investors who are not Belgian residents provided they deliver an affidavit to the financial intermediary in Belgium confirming their non-resident status and certain Belgian institutional investors as defined in Article 126.1 2° of the Code des droits et taxes divers (Code of various duties and taxes) for the *taxe sur les opérations de bourse* and Article 139, second paragraph, of the same code for the *taxe sur les reports*.

2 Notes issued by DFN

Withholding Tax and Income Tax

2.1 Tax rules applicable to natural persons resident in Belgium

Belgian natural persons who are Belgian residents for tax purposes, i.e., who are subject to the Belgian personal income tax (“*Personenbelasting*”/“*Impôt des personnes physiques*”) and who hold the Notes as a private investment, are in Belgium subject to the following tax treatment with respect to the Notes. Other tax rules apply to Belgian resident individuals who do not hold the Notes as a private investment.

In accordance with Belgian tax law, the following amounts are qualified and taxable as “interest”: (i) periodic interest income (ii) amounts paid by the Issuer in excess of the issue price (whether or not on the maturity date) (iii) if the Notes qualify as “fixed income securities” (in the meaning of article 2, §1, 8° Belgian Income Tax Code), in case of a realisation of the Notes between two interest payment dates, the pro rata of accrued interest corresponding to the detention period. “Fixed income securities” are defined as bonds, specific debt certificates issued by banks (*‘kasbon’/ ‘bon de caisse’*) and other similar securities, including securities where income is capitalised or securities which do not generate a periodic payment of income but are issued with a discount corresponding to the capitalised interest up to the maturity date of the security.

Payments of interest on the Notes made through a paying agent in Belgium will in principle be subject to a 15 per cent. withholding tax in Belgium (calculated on the interest received after deduction of any non-Belgian

withholding taxes). Under certain conditions the premium can be exempted from withholding tax in accordance to article 107 §2, 1° of the Royal Decree implementing the Income Tax Code 1992.

The Belgian withholding tax constitutes the final income tax for Belgian resident individuals. This means that they do not have to declare the interest obtained on the Notes in their personal income tax return, provided withholding tax was levied on these interest payments.

However, if the interest is paid outside Belgium without the intervention of a Belgian paying agent, the interest received (after deduction of any non-Belgian withholding tax) must be declared in the personal income tax return and will be taxed at a flat rate of 15 per cent. plus communal surcharges.

Capital gains realised on the sale of the Notes are in principle tax exempt, unless the capital gains are realised outside the scope of the management of one's private estate or unless the capital gains qualify as interest (as defined above). Capital losses are in principle not tax deductible.

2.2 Belgian resident companies

Corporations Note holders who are Belgian residents for tax purposes, i.e. who are subject to Belgian Corporate Income Tax ("Vennootschapsbelasting/ Impôt des sociétés") are in Belgium subject to the following tax treatment with respect to the Notes.

Interest derived by Belgian corporate investors on the Notes and capital gains realised on the Notes will be subject to Belgian corporate income tax of 33.99 per cent. Capital losses are in principle deductible.

Interest payments on the Notes made through a paying agent in Belgium can under certain circumstances be exempt from withholding tax, provided a special certificate is delivered. The Belgian withholding tax that has been levied is creditable in accordance with the applicable legal provisions.

2.3 Belgian legal entities

Legal entities Note holders who are Belgian residents for tax purposes, i.e. who are subject to Belgian tax on legal entities ("Rechtspersonenbelasting/ impôt des personnes morales") are in Belgium subject to the following tax treatment with respect to the Notes.

In accordance with Belgian tax law, the following amounts are qualified and taxable as "interest": (i) periodic interest income (ii) amounts paid by the Issuer in excess of the issue price (whether or not on the maturity date) (iii) if the Notes qualify as "fixed income securities" (in the meaning of article 2, §1, 8° Belgian Income Tax Code), in case of a realisation of the Notes between two interest payment dates, the pro rata of accrued interest corresponding to the detention period. "Fixed income securities" are defined as bonds, specific debt certificates issued by banks ('kasbon' / 'bon de caisse') and other similar securities, including securities where income is capitalised or securities which do not generate a periodic payment of income but are issued with a discount corresponding to the capitalised interest up to the maturity date of the security.

Payments of interest on the Notes made through a paying agent in Belgium will in principle be subject to a 15 per cent. withholding tax in Belgium and no further tax on legal entities will be due on the interest. Under certain conditions the premium can be exempted from withholding tax in accordance to article 107 §2, 1° of the Royal Decree implementing the Income Tax Code 1992.

However, if the interest is paid outside Belgium without the intervention of a Belgian paying agent and without the deduction of Belgian withholding tax, the legal entity itself is responsible for the deduction and payment of the 15 per cent. withholding tax.

Capital gains realised on the sale of the Notes are in principle tax exempt, unless the capital gain qualifies as interest (as defined above). Capital losses are in principle not tax deductible.

2.4 Organization for Financing Pensions

Belgian pension fund entities that have the form of an Organization for Financing Pensions (OFP) are subject to Belgian Corporate Income Tax (“Vennootschapsbelasting/ Impôt des sociétés”). OFPs are in Belgium subject to the following tax treatment with respect to the Notes.

Interest derived by OFP Note holders on the Notes and capital gains realised on the Notes will be exempt from Belgian Corporate Income Tax.

The Belgian withholding tax that has been levied is creditable in accordance with the applicable legal provisions.

2.5 Belgian non-residents

The interest income on the Notes paid through a professional intermediary in Belgium will, in principle, be subject to a 15 per cent. withholding tax, if the Note holder is resident in a country with which Belgium has concluded a double taxation agreement and delivers the requested affidavit. If the income is not collected through a financial institution or other intermediary established in Belgium, no Belgian withholding tax is due.

Non-resident investors can also obtain an exemption of Belgian withholding tax on interest from the Notes if they are the owners or usufructors of the Notes and they deliver an affidavit confirming that they have not allocated the Notes to business activities in Belgium and that they are non-residents, provided that (i) the interest is paid through a Belgian credit institution, stock market company or clearing or settlement institution and that (ii) the Notes are not used by the Issuer for carrying on a business in Belgium.

The non-residents who use the debt instruments to exercise a professional activity in Belgium through a permanent establishment are subject to the same tax rules as the Belgian resident companies (see 2.2 above). Non-resident Note holders who do not allocate the Notes to a professional activity in Belgium are not subject to Belgian income tax, save, as the case may be, in the form of withholding tax.

Tax on stock exchange transactions

A tax on stock exchange transactions will be levied on the purchase and sale in Belgium of the Notes on a secondary market through a professional intermediary. The rate applicable for secondary sales and purchases in Belgium through a professional intermediary is 0.07 per cent. with a maximum amount of Euro 500 per transaction and per party. The tax is due separately from each party to any such transaction, i.e. the seller (transferor) and the purchaser (transferee), both collected by the professional intermediary.

A tax on repurchase transactions at the rate of 0.085 per cent. will be due from each party to any such transaction entered into or settled in Belgium in which a stockbroker acts for either party.

However none of the taxes referred to above will be payable by exempt persons acting for their own account including investors who are not Belgian residents provided they deliver an affidavit to the financial intermediary in Belgium confirming their non-resident status and certain Belgian institutional investors as defined in Article 126.1 2° of the Code des droits et taxes divers (Code of various duties and taxes) for the *taxe sur les opérations de bourse* and Article 139, second paragraph, of the same code for the *taxe sur les reports*.

European Directive on taxation of savings income in the form of interest payments

Effective 1st January 2010, a Belgian paying agent within the meaning of the Savings Directive will no longer apply the Source Tax but will exchange information with the country of tax residence of the beneficial owner regarding interest payments as defined by the Directive. It concerns payments made to an individual, beneficial owner of the interest payments and resident in another EU Member State or resident in one of the associated and dependent territories. Residual entities are subject to a specific regime.

The communicated information will include the identity and residence of the beneficial owner, the name and address of the paying agent, the account number of the beneficial owner and information concerning the interest payment.

The exchange of information cannot be avoided by the submission of a certificate.

A proposal for a Council Directive amending the Savings Directive has been published and will, once agreed upon and implemented, amend the currently applicable rules.

This is general information, which is not intended to deal with all aspects of an investment in Notes. Potential investors are recommended to consult their tax adviser on the basis of their own particular situation.

This general description is based upon the law as in effect on the date of the Prospectus and is subject to any change in law that may take effect after such date.

LUXEMBOURG TAXATION ON THE NOTES

The following is a general description of certain tax laws relating to the Notes as in effect and as applied by the relevant tax authorities as at the date hereof and does not purport to be a comprehensive discussion of the tax treatment of the Notes.

Prospective investors should consult their own professional advisers on the implications of making an investment in, holding or disposing of Notes and the receipt of interest with respect to such Notes under the laws of the countries in which they may be liable to taxation.

Luxembourg non-resident individuals

Under the Savings Directive and the Luxembourg laws dated 21 June 2005 (the “Laws”) implementing the Savings Directive, a Luxembourg based paying agent (within the meaning of the Savings Directive) is required since 1 July 2005 to withhold tax on interest and other similar income paid by it to (or under certain circumstances, to the benefit of) an individual resident in another EU Member State or in certain EU dependent or associated territories, unless the beneficiary of the interest payments elects for the procedure of exchange of information or for the tax certificate procedure. (see “Risk Factors - Risks related to Notes generally – EU Savings Directive”). The same treatment will apply to payments of interest and other similar income to certain so called “residual entities” within the meaning of Article 4.2 of the Savings Directive established in a Member State or in certain EU dependent or associated territories (i.e., entities which are not legal persons (the Finnish and Swedish companies listed in Article 4.5 of the Savings Directive are not considered as legal persons for this purpose), whose profits are not taxed under the general arrangements for the business taxation, that are not UCITS recognized in accordance with the Council Directive 85/611/EEC or similar collective investment funds located in Jersey, Guernsey, the Isle of Man, the Turks and Caicos Islands, the Cayman Islands, Montserrat or the British Virgin Islands and have not opted to be treated as UCITS recognized in accordance with the Council Directive 85/611/EEC).

The withholding tax rate is 20 per cent. increasing to 35 per cent. as from 1 July 2011. The withholding tax system will only apply during a transitional period, the ending of which depends on the conclusion of certain agreements relating to information exchange with certain third countries.

Luxembourg resident individuals

As from 1 January 2006, interest payments made by Luxembourg paying agents (defined in the same way as in the Savings Directive) to Luxembourg individual residents or to certain residual entities that secure interest payments on behalf of such individuals (unless such entities have opted either to be treated as UCITS recognized in accordance with the Council Directive 85/611/EEC or for the exchange of information regime) are subject to a 10 per cent. Withholding tax (the “10 per cent. Withholding Tax”). Pursuant to the Luxembourg law of 23 December 2005 as amended by the law of 17 July 2008, Luxembourg resident individuals, acting in the course of their private wealth, can opt to self-declare and pay a 10 per cent. tax (the “10 per cent. Tax”) on interest payments made after 31 December 2007 by paying agents (defined in the same way as in the Savings Directive) located in an EU Member State other than Luxembourg, a Member State of the European Economic Area other than an EU Member State or in a State or territory which has concluded an international agreement directly related to the Savings Directive. The 10 per cent. Withholding Tax or the 10 per cent. Tax represents the final tax liability for the Luxembourg individual resident taxpayers, receiving the payment in the course of their private wealth.

Corporate entities

No tax is withheld in Luxembourg on interest payments (including accrued but unpaid interest) made to a corporate entity Noteholder, irrespective of its location.

3. Final Terms

Applicable Final terms will be amended by replacing by the following:

APPLICABLE FINAL TERMS

Set out below is the form of Final Terms which will be completed for each Tranche of Notes issued under the Programme.

Final Terms dated [●]

[DEXIA FUNDING NETHERLANDS N.V./DEXIA BANK BELGIUM S.A.]

Issue of [Title of Notes]
[Guaranteed by Dexia Bank Belgium S.A.]
under the

DEXIA FUNDING NETHERLANDS N.V.

and

DEXIA BANK BELGIUM S.A.

Notes Issuance Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Base Prospectus dated [●] December 2010, which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “Prospectus Directive”). **This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus and any supplement thereto.** These Final Terms and the Base Prospectus together constitute the Programme for the Tranche. Full information on the Issuer [, the Guarantor] and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for inspection at [the office of the Guarantor], the office of the Issuer and the website www.dexia.be.

[Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that the numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs or sub-paragraphs. Italics denote guidance for completing the Final Terms.]

[When completing any final terms, or adding any other final terms or information, consideration should be given as to whether such terms or information constitute “significant new factors” and consequently trigger the need for a supplement to the Programme under Article 16 of the Prospectus Directive.]

- | | | | |
|---|-------|--------------------|-----------------------------------------------------------|
| 1 | (i) | Issuer: | [Dexia Bank Belgium S.A.][Dexia Funding Netherlands N.V.] |
| | (ii) | Guarantor: | [N/A][Dexia Bank Belgium S.A.] |
| | (iii) | Calculation Agent: | Dexia Bank Belgium S.A. |
| 2 | (i) | Series Number: | [●] |
| | [(ii) | Tranche Number: | [●] |

(If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible).

- 3 Specified Currency or Currencies: [●]
- 4 Maximum Amount:
[(i)]Series: [●]
[(ii) Tranche: [●]]
- 5 Minimum Amount:
[(i)]Series: [●]
[(ii) Tranche: [●]]
- 6 Offering Period: [●] (except in case of early closing)
- 7 Issue Price: [●] per cent.
[plus accrued interest from *[insert date]* (*in the case of fungible issues only, if applicable*)]
- 8 Brokerage Fee: [●]
- 9 Denominations: [●]
- 10 [(i)] Issue Date: [●]
[[(ii)] Interest Commencement Date: [●]]
- 11 [Scheduled] Maturity Date: [●]
- 12 Interest Basis: [[●] per cent. Fixed Rate]
[Floating Rate]
[Zero Coupon]
[Variable Linked Rate]
[Other (*specify*)]
(further particulars specified below)
- 13 Redemption/Payment Basis: [Redemption at par]
[Variable Linked Redemption]
[Other (*specify*)]
(further particulars specified below)
- 14 Change of Interest or Redemption/Payment Basis: [Not Applicable/(*Specify details of any provision for convertibility of Notes into another interest or redemption/payment basis*)]
- 15 Put/Call Options: [Put/Call/Not Applicable]
[(further particulars specified below)]
- 16 Status of the Notes: [Senior Notes/Senior Subordinated Notes]
- 17 [Date [Board] approval for issuance of Notes obtained: [●]
(N.B Only relevant where Board (or similar) authorisation is required for the particular Tranche of Notes)]

18	Form of Notes:	Bearer Notes/Dematerialised Notes
19	new global note:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

20	Fixed Rate Note Provisions	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
	(i) Fixed Rate:	[●] per cent. per annum
	(ii) Interest Payment Date(s):	[annually/semi-annually/quarterly on ●]
	(iii) Business Days:	[●]
	(iv) Business Day Convention:	[●]
	[(v) Fixed Interest Amount:	[●]]
	[(v)/(vi) Day Count Fraction:	[●]]
	[(v)/(vi)/(vii) Interest Period End Date(s):	[●]]
	[Other terms relating to the method of calculating interest for Fixed Rate Notes:	[●](N.B. Give details)]
21	Floating Rate Note Provisions	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
	(i) Publication Source:	[EUR-EURIBOR-Reuters (ISDA)/Other]
	(ii) Designated Maturity:	[●]
	(iii) Spread:	[●]
	(iv) Interest Payment Date(s):	[annually/semi-annually/quarterly on ●]
	(v) Day Count Fraction:	[●]
	(vi) Interest Determination Date:	[●]
	(vii) Business Days:	[●]
	(viii) Business Day Convention:	[●]
	[(ix) Interest Period End Date(s)	[●]]
22	Zero Coupon Note Provisions	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
	(i) Amortisation Yield:	[●] per cent. per annum
	(ii) Business Days:	[●]
	(iii) Business Day Convention:	[●]
	(iv) Any other formula/basis of determining amount payable:	[●]
23	Variable Linked Rate Note Provisions	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining</i>

sub-paragraphs of this paragraph)

- (i) Underlying: [Market Rate/Share/Basket of Shares/Share Index/Basket of Share Indices/Fund/Basket of Funds/Commodity/Basket of Commodities/Commodity Index/Basket of Commodity Indices/Other]
- (ii) Variable Linked Rate: [●] *(Provide the formula or other method of determination)*
- (iii) Interest Payment Date(s): [●]
- (iv) Business Days: [●]
- (v) Business Day Convention: [●]

PROVISIONS RELATING TO REDEMPTION

- 24 **Call Option** [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
 - (v) Optional Redemption Date(s): [●]
 - (vi) Optional Redemption Period: [●]
 - (vii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [●] per Note of [●] Denomination
 - (viii) If redeemable in part:
 - (a) Minimum Redemption Amount: [●]
 - (b) Maximum Redemption Amount: [●]
 - (ix) Notice period: [●]
- 25 **Put Option** [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
 - (x) Optional Redemption Date(s): [●]
 - (xi) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [●] per Note of [●] Denomination
 - (xii) Notice period: [●]
- 26 **Redemption Amount(s) of each Note** [[●] per Note of [●] Denomination] *(delete in case of Variable Linked Redemption)*

(Include below provisions in case of a Variable Linked Redemption)

Variable Linked Redemption

- (i) Underlying: [●]
- (ii) Variable Linked Redemption Amount: [●] *(Provide the formula or other method of determination)*

- (iii) Business Days: [●]
- (iv) Business Day Convention: [●]
- (v) Initial Averaging: [Not Applicable / Applicable]
- (vi) Averaging: [Not Applicable / Applicable]
- [(vi) Initial Averaging Dates: [●]]
- [(vi) Averaging Dates: [●]]

VARIABLE LINKED PROVISIONS

*(Include the relevant provisions below, if the Underlying is one or more **Market Rates**)*

- (i) Publication Source: [●]
- (ii) Designated Maturity: [●]
- (iii) Spread: [●]
- (iv) Interest Determination Date: [●]
- [(v) Day count Fraction: [●]]

*(Include the relevant provisions below, if the Underlying is a **Share**)*

- (i) Share: [●] *(Insert full title of the Share and its ISIN code)*
- (ii) Exchange: [●]
- (iii) Related Exchange: [[●]/All Exchanges]
- (iv) Valuation Date(s): [●]
- [(v) Initial Valuation Date: [●]]
- [(v) Initial Price: [●]]

*(Include the relevant provisions below, if the Underlying is **Share Basket**)*

- (i) Share Basket:

<i>i</i>	<i>w</i>	Share	Exchange	Related Exchange	Securities Code
1	[●]%	[●]	[●]	[●]/All Exchanges	[●]
2	[●]%	[●]	[●]	[●]/All Exchanges	[●]
...	[●]%	[●]	[●]	[●]/All Exchanges	[●]

- (ii) Valuation Date(s): [●]
- [(iii) Initial Valuation Date: [●]]

*(Include the relevant provisions below, if the Underlying is an **Share Index**)*

- (i) Index: [●]
- (ii) Exchange: [[●]/Multiple Exchange]
- (iii) Related Exchange: [[●]/All Exchanges]
- (iv) Valuation Date(s): [●]
- [(v) Initial Valuation Date: [●]]

[(v) Initial Price: [●]]

*(Include the relevant provisions below, if the Underlying is a **Basket of Share Indices**)*

(i) Index Basket:

<i>i</i>	<i>w</i>	Index	Exchange	Related Exchange
1	[●]%	[●]	[●]/Multiple Exchange	[●]/All Exchanges
2	[●]%	[●]	[●]/Multiple Exchange	[●]/All Exchanges
...	[●]%	[●]	[●]/Multiple Exchange	[●]/All Exchanges

(ii) Valuation Date(s): [●]

[(iii) Initial Valuation Date: [●]]

*(Include the relevant provisions below, if the Underlying is a **Fund**)*

(i) Reference Fund: [●] *(Insert full title of the Reference Fund, including its sponsor, the ISIN code, class, if applicable, and a short description)*

(ii) Valuation Date(s): [●]

[(iii) Initial Valuation Date: [●]]

[(iii) Initial Price: [●]]

*(Include the relevant provisions below, if the Underlying is a **Basket of Funds**)*

(i) Fund Basket:

<i>i</i>	<i>w</i>	Reference Fund	Class	Fund Description	Fund Administrator	ISIN Code
1	[●]%	[●]	[●]	[●]	[●]	[●]
2	[●]%	[●]	[●]	[●]	[●]	[●]
...	[●]%	[●]	[●]	[●]	[●]	[●]

(ii) Valuation Date(s): [●]

[(iii) Initial Valuation Date: [●]]

*(Include the relevant provisions below, if the Underlying is a **Commodity**)*

(i) Commodity: [●]

(ii) Exchange: [●]

(iii) Price Source: [●]

(iv) Valuation Time: [●]

(v) Valuation Date(s): [●]

[(vi) Initial Valuation Date: [●]]

[(vi) Initial Price: [●]]

*(Include the relevant provisions below, if the Underlying is a **Basket of Commodity**)*

(i) Commodity Basket:

<i>i</i>	<i>w</i>	Commodity	Exchange	Price Source	Valuation Time
1	[•]%	[•]	[•]	[•]	[•]
2	[•]%	[•]	[•]	[•]	[•]
...	[•]%	[•]	[•]	[•]	[•]

(ii) Valuation Date(s): [•]

[(iii) Initial Valuation Date: [•]]

*(Include the relevant provisions below, if the Underlying is a **Commodity Index**)*

(i) Commodity Index: [•]

(ii) Valuation Time: [•]

(iii) Valuation Date(s): [•]

[(iv) Initial Valuation Date: [•]]

[(iv) Initial Price: [•]]

*(Include the relevant provisions below, if the Underlying is a **Basket of Commodity Indices**)*

(i) Commodity Index Basket:

<i>i</i>	<i>w</i>	Commodity Index	Valuation Time
1	[•]%	[•]	[•]
2	[•]%	[•]	[•]
...	[•]%	[•]	[•]

(ii) Valuation Date(s): [•]

[(iii) Initial Valuation Date: [•]]

OTHER FINAL TERMS:

Conditions relating to the Fund

(Include the relevant provisions below, if the Underlying is an Exchange Traded Fund)

[Following the Occurrence of any Extraordinary Fund Event (as defined below) which the Calculation Agent has determined will have a material effect on the Notes, the Calculation Agent shall either (A)(1) make such adjustments as the Calculation Agent determines appropriate to account for the economic effect on the Notes of such Extraordinary Fund Event and (2) determine the effective date of that adjustment, or (B) if the Calculation Agent determines that no adjustment that it could make under (A) would procure a commercially reasonable result, notify the Noteholders, in accordance with the paragraph "Notices", that the relevant consequence shall be the early redemption of the Notes. In case of such early redemption, the Calculation Agent shall give its good faith estimate of the value of such Notes.]

[Fund:

means the Issuer of the Shares]

[Extraordinary Fund Event:

Means in the determination of the Calculation Agent, the occurrence at any time on or after the Issue Date, or, as applicable, on or after the

beginning of the Offering Period, of any of the following:

1. The Fund or the investment advisor, investment manager, sub-manager or administrator (i) is dissolved or has a resolution passed for its dissolution, winding-up, official liquidation (other than pursuant to a consolidation, amalgamation or merger); (ii) makes a general assignment or arrangement with or for the benefit of its creditors; (iii) (A) institutes or has instituted against it, by a regulator, supervisor or any similar official with primary insolvency, rehabilitative or regulatory jurisdiction over it in the jurisdiction of its incorporation or organization or the jurisdiction of its head or home office, a proceeding seeking a judgment of insolvency or bankruptcy or any other relief under any bankruptcy or insolvency law or other similar law affecting creditors' rights, or a petition is presented for its winding-up or liquidation by it or such regulator, supervisor or similar official, (B) has instituted against it a proceeding seeking a judgment of insolvency or bankruptcy or any other relief under any bankruptcy or insolvency law or other similar law affecting creditors' rights, or a petition is presented for its winding-up or liquidation, and such proceeding or petition is instituted or presented by a person or entity not described in clause (A) above and either (x) results in a judgment of insolvency or bankruptcy or the entry of an order for relief or the making of an order for its winding-up or liquidation or (y) is not dismissed, discharged, stayed or restrained in each case within 15 days of the institution or presentation thereof; or (C) the SEC files to be appointed to act as receiver for the Fund or its investment advisor or investment manager; (iv) seeks or become subject to the appointment of an administrator, provisional liquidator, conservator, receiver, trustee, custodian or other similar official for it or for all or substantially all its assets; (v) has a secured party take possession of all or substantially all its assets or has a distress, execution, attachment, sequestration or other legal process levied, enforced or sued on or against all or substantially all its assets and such secured party maintains possession, or any such process is not dismissed, discharged, stayed or restrained, in each case within 15 days thereafter; or (vi) causes or is subject to any event with respect to it which, under the applicable laws of any jurisdiction, has an analogous effect to any of the events specified in clauses (i) to (v) above;

2. The investment adviser, investment manager or administrator resigns, is terminated or

replaced;

3. The issuance by the SEC of an order under Section 22(e) of the '40 Act to suspend redemption obligations of the Fund, to freeze assets of the Fund or to take any other action that, in the judgment of the Calculation Agent, is likely to have a material affect on the value, redeemability or liquidity of the Shares;

4. (i) Any cancellation, suspension or revocation of the registration or approval of the Share or the Fund by any governmental, legal or regulatory entity with authority over such Share or Fund, or (ii) any change in the legal, tax, accounting, or regulatory treatments of the Fund or its investment adviser that is reasonably likely to have an adverse impact on the value of such Share or any investors therein (including, without limitation, the Calculation Agent becomes aware of a future, announced or implemented material change to any one or more of the SEC's exemptive orders, no action letters or SEC interpretative guidance, including guidance issued by the SEC's Staff, relating to the Fund or to exchange traded funds generally but that affects holders of the Fund, whether occurring through action of the SEC or otherwise, including as a result of a court order or executive order, that, in the judgment of the Calculation Agent, has or may have a material adverse affect on the value, redeemability or liquidity of the Shares or the operation of the Fund in accordance with the terms of its prospectus);

5. The announcement by the Fund, its sponsor or investment manager or by another service provider for or person having responsibility with respect to the Fund of a shareholder vote in connection with a proposed change in investment strategy or announcement or implementation by the Fund, its sponsor or investment manager or one of its service providers, in respect of the Fund, of one of the other matters described in Section 13 of the '40 Act or change by the Fund of the index tracked by the Fund, including, without limitation, because of discontinuation of the index;

6. The Fund or any third party on behalf of the Fund or its investment manager fails to publish or cause to be published a publicly available, indicative or other net asset value for the Fund no less frequently than once every 5 minutes during regular trading hours on the Exchange on a Trading Day and such failure continues for at least five (5) Trading Days;

7. The net asset value per Share, as calculated

and published daily by the Fund's investment manager, differs from the actual trading price for such Share as Fund as of the time the per Share net asset value is calculated, by 5% or more;

8. The commencement of any investigative, judicial, administrative or other civil or criminal proceedings against the Fund, the investment advisor, investment manager, sub-manager, or administrator or any key personnel of such entities, or such entities or persons becoming subject to any investigation, proceeding by any relevant governmental, legal or regulatory authority involving the alleged violation of applicable law for any activities relating to or resulting from the operation of the Fund, the investment adviser or the fund administrator; provided, that, such proceedings could (in the opinion of the Calculation Agent) have a material adverse impact on the Hedging Party's rights or obligations in relation to its hedging activities in respect of the Notes;

9. Any of the administrator, the custodian, the fund paying agent, the fund transfer agent, the domiciliary agent, the investment adviser and investment manager or sub-manager or other agents or the entities fulfilling such roles, howsoever described in the Fund Documents as at the Issue Date, or, as applicable, at the beginning of the Offering Period, ceases to act in such capacity in relation to the Fund and is not immediately replaced in such capacity by a successor acceptable to the Calculation Agent;

10. Any change or modification of the mandate, risk profile, prospectus, statement of additional information, articles of incorporation, investment management agreement or annual and semi-annual report, or there is a material change in any other rule, law regulation, similar guideline, constitutional document, report or other document governing the investment by the Fund of its assets that could reasonably be expected to affect the value of Share or the rights or remedies of any holders thereof (in each case, as determined by the Calculation Agent) from those prevailing on the Issue Date, or, as applicable, at the beginning of the Offering Period;

11. The Shares are reclassified or the index that the Fund tracks changes or it is acquired by or aggregated to another fund, whose mandate, risk-profile and/or benchmarks is deemed by the Calculation Agent to be different from the mandate, risk-profile and/or benchmark stated at inception (or any proposal for the foregoing occurs);

12. [The aggregate net asset value of the Fund falls below [•] or its equivalent in other currencies]]

DISTRIBUTION

Dealer(s): [Dexia Bank Belgium S.A./ [•]]
[Selling fees: [•]]
[Additional selling restrictions: [•]]

OPERATIONAL INFORMATION

ISIN Code: [•]
Common Code: [•]
Clearing System(s): [•]
Principal Paying Agent: *[DEXIA BANK][Dexia BIL]
Paying Agent: *[N/A][DEXIA BANK]

SECONDARY MARKET *(Include this provision if Secondary Market is provided)*

[Applicable]
Maximum Spread: [•]
Maximum Commission: [•]
Maximum Exit Penalty: [•]

RESPONSIBILITY

The Issuer [and the Guarantor] accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:.....

Duly authorised

[Signed on behalf of the Guarantor:

By:.....

Duly authorised]

[PART B – SIMULATIONS [AND OTHER INFORMATION]]

RISK INDICATOR

In order to increase the transparency of the risks involved in investment products, DEXIA BANK has developed a synthetic risk indicator through a scale going from 0 (lowest risk) to 6 (highest risk). The exact risk level for any investment product is determined in function of different criteria, each with a fixed weighting. These criteria are, in order of importance: (degree of) capital protection, term of the relevant Note, type of return (distribution or capitalisation) and complexity (Underlying and strategy).

Risk Level: [●]

[SIMULATIONS]

[●] *(Please insert simulations for the Variable Rate or the Variable Linked Redemption Amount)*

[These simulations are fictitious examples and by no means represent reliable indicators.]

[OTHER INFORMATION]

[●] *(Insert other information such as the historical evolution of the Floating Rate or the Underlying(s))*

[This information has been extracted from [Insert source]. [Each of] the Issuer [and the Guarantor] confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by [●], no facts have been omitted which would render the reproduced information inaccurate or misleading]