

Final Terms dated 29 June 2011



Municipal Agency

**DEXIA MUNICIPAL AGENCY
(the "issuer")**

Euro 75,000,000,000

**Euro Medium Term Note Programme
for the issue of *Obligations Foncières***

Due from one month from the date of the original issue

SERIES NO: 428

TRANCHE NO: 1

Euro 250,000,000 4.50 per cent. *Obligations Foncières* due 1st July 2023

Issue Price: 99.473 per cent. of the Aggregate Nominal Amount

Dealer

DEXIA CAPITAL MARKETS

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 8 April 2011 and the Supplement to the Base Prospectus dated 15 June 2011 which together constitute a base prospectus for the purposes of the Prospectus Directive 2003/71/EC (as amended by Directive 2010/73/EC (the “2010 PD Amending Directive”) the “Prospectus Directive”).

This document constitutes the Final Terms of the *Obligations Foncières* described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the *Obligations Foncières* is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the Supplement to the Base Prospectus are available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the website of the Issuer (www.dexia-ma.com) or on the website of the Luxembourg Stock Exchange (www.bourse.lu), and copies may be obtained from Dexia Municipal Agency, Tour Dexia, La Défense 2 - 1, passerelle des Reflets, TSA 92202 - 92919 La Défense Cedex, France.

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| 1 | Issuer: | Dexia Municipal Agency |
| 2 | (i) Series Number: | 428 |
| | (ii) Tranche Number: | 1 |
| 3 | Specified Currency: | Euro (“€”) |
| 4 | Aggregate Nominal Amount: | |
| | (i) Series: | €250,000,000 |
| | (ii) Tranche: | €250,000,000 |
| 5 | Issue Price: | 99.473 per cent. of the Aggregate Nominal Amount |
| 6 | Specified Denomination: | €100,000 |
| 7 | (i) Issue Date: | 1 st July 2011 |
| | (ii) Interest Commencement Date: | 1 st July 2011 |
| 8 | Maturity Date: | 1 st July 2023 |
| 9 | Interest Basis: | 4.50 per cent. Fixed Rate |
| 10 | Redemption/Payment Basis: | Redemption at par |
| 11 | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12 | Call Options: | Not Applicable |
| 13 | (i) Status of the <i>Obligations Foncières</i> : | <i>Obligations Foncières</i> |

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| (ii) Dates of the corporate authorisations for issuance of <i>Obligations Foncières</i> obtained: | Decision of the <i>Directoire</i> of Dexia Municipal Agency dated 24 June 2011 deciding the issue of the <i>Obligations Foncières</i> and authorising Mr François Laugier, President or its <i>Directeurs Généraux</i> to sign and execute all documents in relation to the issue of the <i>Obligations Foncières</i> . |
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| 14 Method of distribution: | Non - syndicated |
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**PROVISIONS RELATING TO INTEREST (IF ANY)
PAYABLE**

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| 15 Fixed Rate <i>Obligation Foncière</i> Provisions | Applicable |
| (i) Rate of Interest: | 4.50 per cent. per annum payable annually in arrear |
| (ii) Interest Payment Date(s): | 1 st July in each year commencing on (and including) 1 st July 2012 up to and including the Maturity Date |
| (iii) Fixed Coupon Amount: | €4,500 per <i>Obligation Foncière</i> of €100,000 in nominal amount |
| (iv) Broken Amount(s): | Not Applicable |
| (v) Day Count Fraction (Condition 5(a)): | Actual/Actual (ICMA) (unadjusted) |
| (vi) Determination Date(s) (Condition 5(a)): | 1 st July in each year |
| (vii) Other terms relating to the method of calculating interest for Fixed Rate <i>Obligations Foncières</i> : | Not Applicable |
| 16 Floating Rate Provisions | Not Applicable |
| 17 Zero Coupon <i>Obligation Foncière</i> Provisions | Not Applicable |
| 18 Index Linked Interest <i>Obligation Foncière</i> / other variable-linked interest <i>Obligations Foncières</i> Provisions | Not Applicable |
| 19 Dual Currency <i>Obligation Foncière</i> Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 20 Call Option | Not Applicable |
| 21 Other Option | Not Applicable |

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| 22 | Final Redemption Amount of each <i>Obligation Foncière</i> | €100,000 per <i>Obligation Foncière</i> of €100,000 Specified Denomination |
| 23 | Early Redemption Amount Early Redemption Amount(s) of each <i>Obligation Foncière</i> payable on redemption for taxation reasons or on any early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): | Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE *OBLIGATIONS FONCIÈRES*

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| 24 | Form of <i>Obligations Foncières</i>: | Dematerialised <i>Obligations Foncières</i> |
| | (i) Form of Dematerialised <i>Obligations Foncières</i> : | Bearer dematerialised form (<i>au porteur</i>) |
| | (ii) Registration Agent | Not Applicable |
| | (iii) Temporary Global Certificate: | Not Applicable |
| | (iv) Applicable TEFRA exemption: | Not Applicable |
| 25 | Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates: | TARGET |
| | (i) Adjusted Payment Date (Condition 7(h)): | The next following Business Day |
| 26 | Talons for future Coupons or Receipts to be attached to definitive Materialised <i>Obligations Foncières</i> (and dates on which such Talons mature): | Not Applicable |
| 27 | Details relating to Partly Paid <i>Obligations Foncières</i>: amount of each payment comprising the Issue Price and date on which each payment is to be made [and consequences (if any) of failure to pay] | Not Applicable |
| 28 | Details relating to Instalment <i>Obligations Foncières</i>: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 29 | Redenomination, renominalisation and reconventioning provisions: | Not Applicable |
| 30 | Consolidation provisions: | Not Applicable |

- 31** Representation of holders of *Obligations Foncières - Masse* (Condition 10): Applicable
The initial Representative will be:
Antoine de Chauveron
23, avenue Foch
75016 Paris
France
The alternative Representative will be:
Laurent Vallery Radot
23, avenue Foch
75016 Paris
France
The Representative will not be remunerated.
- 32** Other final terms: Not Applicable

DISTRIBUTION

- 33** (i) If syndicated, names of Managers: Not Applicable
- (iii) Stabilising Manager(s) (if any): Not Applicable
- 34** If non-syndicated, name and address of Dealer:
Dexia Banque Internationale à Luxembourg, société anonyme (acting under the name of Dexia Capital Markets)
69, route d'Esch
L-1470 Luxembourg
Grand-Duchy of Luxembourg
- 35** Additional selling restrictions: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for the issue and admission to trading on the Regulated Market of the Luxembourg Stock Exchange of the *Obligations Foncières* described herein pursuant to the Euro 75,000,000,000 Euro Medium Term Note Programme of Dexia Municipal Agency.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:



Duly represented by: G. GALLERNE

PART B – OTHER INFORMATION

1. RISK FACTORS

Not Applicable.

2. LISTING AND ADMISSION TO TRADING

Application has been made by the Issuer (or on its behalf) for the *Obligations Foncières* to be listed on the official list of the Luxembourg Stock Exchange and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from 1st July 2011.

3. RATINGS

Ratings: *Obligations Foncières* to be issued under the Programme are expected to be rated AAA by Standard & Poor's Rating Services and AAA by Fitch Ratings and Aaa by Moody's Investors Services, Inc.

Each of Standard & Poor's Ratings Services, Fitch Ratings and Moody's Investors Service is established in the European Union and has applied to be registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, although the result of such application has not yet been notified by the relevant competent authority.

4. SPECIFIC CONTROLLER

The specific controller (*contrôleur spécifique*) of the Issuer has certified that the value of the assets of the Issuer will be greater than the value of its liabilities benefiting from the *privilege* defined in Article L. 515-19 of the French Monetary and Financial Code, after settlement of this issue and of the issues which have been the subject of previous attestations.

5. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as disclosed in the "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the *Obligations Foncières* has an interest material to the offer.

6. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: The net proceeds of the issue of the *Obligations Foncières* will be used for the Issuer's general corporate purposes.
- (ii) Estimated net proceeds: €248,682,500

(iii) Estimated total expenses: Estimated listing fees: €6,340

7. YIELD

Indication of yield: 4.558 per cent. per annum

Calculated at the Issue Date in accordance with the ICMA method, which determines the effective interest rate of the *Obligations Foncières* taking into account accrued interest on a daily basis on the Issue Date.

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

8. OPERATIONAL INFORMATION

ISIN Code: FR0011072826

Common Code: 064406876

Depositaries:

(i) Euroclear France to act as Central Depositary: Yes

(ii) Common Depositary for Euroclear Bank S.A./N.V. and Clearstream, Luxembourg: No

Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

The Agents appointed in respect of the *Obligations Foncières* are:

Fiscal Agent, Principal Paying Agent and Luxembourg Listing Agent:

Dexia Banque Internationale à Luxembourg, société anonyme
69, route d'Esch
L-1470 Luxembourg
Grand-Duchy of Luxembourg

Paying Agent:

Dexia Bank Belgium SA
44, boulevard Pachéco
B-1000 Brussels
Belgium

Name and address of the Calculation Agent: Not Applicable

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable

The aggregate principal amount of *Obligations Foncières* issued has been translated into Euro at the rate of [*currency*] per Euro 1.00, producing a sum of:

Not Applicable