#### PRICING SUPPLEMENT

### **DEXIA MUNICIPAL AGENCY**

Euro 45,000,000,000 Euro Medium Term Note Programme for the issue of *Obligations Foncières* 

> SERIES NO: 171 TRANCHE NO: 1

EUR 100,000,000 Index Linked *Obligations Foncières* due May 2022 (the "*Obligations Foncières*")

Issue Price: 100.00 per cent.

**Dealer: BNP PARIBAS** 

The date of this Pricing Supplement is 19 May 2005.

This Pricing Supplement, under which the *obligations foncières* described herein (the "*Obligations Foncières*") are issued, contains the final terms of the Notes, and is supplemental to, and should be read in conjunction with, the original offering circular (the "*Offering Circular*") dated 9 July 2004 issued in relation to the Euro 45,000,000,000 Euro Medium Term Note Programme of Dexia Municipal Agency for the issue of *Obligations Foncières*. Terms defined in the Offering Circular have the same meaning in this Pricing Supplement. The *Obligations Foncières* will be issued on the terms of this Pricing Supplement read together with the Offering Circular. The Issuer accepts responsibility for the information contained in this Pricing Supplement which, when read together with the Offering Circular, contains all information that is material in the context of the issue of the *Obligations Foncières*.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer of, or an invitation by or on behalf of anyone to subscribe or purchase any of the *Obligations Foncières*.

Except as disclosed in this document, (i) there has been no significant change in the financial or trading position of the Issuer since 31 December 2004 and no material adverse change in the financial position or prospects of the Issuer since 31 December 2004 and (ii) there has been no significant change in the financial or trading position of Dexia Crédit Local or the Dexia Crédit Local Group since 31 December 2004 and no material adverse change in the financial position or prospects of Dexia Crédit Local or the Dexia Crédit Local Group since 31 December 2004.

The Offering Circular, together with this Pricing Supplement, contains all information relating to the assets and liabilities, financial position, profits and losses of the Issuer or Dexia Crédit Local which is material in the context of the issue and offering of the *Obligations Foncières* and nothing has happened which would require the Offering Circular to be supplemented or to be updated in the context of the issue and offering of the *Obligations Foncières*.

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 privilège defined in Article L.515-19 of the French Code monétaire et financier, after settlement of this issue and of the issues which have been the subject of previous attestations.

Signed:

Authorised Officer

This Pricing Supplement has not been submitted to the clearance procedures of the Autorités des Marchés Financiers.

1. Issuer: Dexia Municipal Agency

2. (i) Series Number: 171

(ii) Tranche Number: 1

3. Specified Currency or Currencies: Euro ("EUR")

4. Aggregate Nominal Amount:

(i) Series: EUR 100,000,000

(ii) Tranche: EUR 100,000,000

5. (i) Issue Price: 100.00 per cent. of the Aggregate Nominal

Amount

(ii) Net Proceeds: EUR 100,000,000

6. Specified Denominations: EUR 100,000

7. Issue Date and Interest Commencement 20 May 2005

Date

8. Maturity Date: 20 May 2022

9. Interest Basis: Index Linked (further particulars specified below)

10. Redemption/Payment Basis: Redemption at par

11. Change of Interest or Not applicable

Redemption/Payment Basis:

12. Options: Not applicable

13. Status: Obligations Foncières

14. Listing: Luxembourg Stock Exchange

15. Method of distribution: Non-syndicated

### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16. Fixed Rate Provisions: Not applicable

17. Floating Rate Provisions: Not applicable

18. Zero Coupon Provisions: Not applicable

19. Index Linked Interest Provisions: Applicable

(i) Index/Formula: The Calculation Agent shall determine the Index

Linked Interest Rate in accordance with the

following formula:

4.855 per cent. \* n/N

subject to a Minimum Rate of Interest for the Specified Interest Payment Dates falling on 20 May of each year from and including 20 May 2013 to and including 20 May 2022 (see clause 19(viii) below)

#### where:

"n" means the number of calendar days in the relevant Interest Period on which the Spread is equal to or greater than 0.30 per cent.

"N" means the total number of calendar days in the relevant Interest Period

"Spread" means EUR 10Yr CMS minus EUR 2Yr CMS

"EUR 10Yr CMS" means the annual rate for a Euro mid swap transaction with a maturity of ten years on an annual 30/360 basis versus six month EURIBOR, expressed as a percentage rate, as appearing on Reuters ISDAFIX2 (or such other page or service which displays such information) under the heading "EURIBOR BASIS" and under the relevant caption at 11:00 a.m., Frankfurt time, on each Determination Date

"EUR 2Yr CMS" means the annual rate for a Euro mid swap transaction with a maturity of two years on an annual 30/360 basis versus six month EURIBOR, expressed as a percentage rate, as appearing on Reuters ISDAFIX2 (or such other page or service which displays such information) under the heading "EURIBOR BASIS" and under the relevant caption at 11:00 a.m., Frankfurt time, on each Determination Date

If, on the relevant Determination Date, the Calculation Agent acting in its sole and absolute discretion determines that EUR 10Yr CMS and/or EUR 2Yr CMS, as the case may be:

- (i) does/do not appear on Reuters ISDAFIX2 (or any successor or other relevant page); or
- (ii) for any other reason, is/are unavailable or cannot reasonably be calculated

then EUR 10Yr CMS and/or EUR 2Yr CMS, as the case may be, shall be the rate(s) determined by the Calculation Agent as the EUR-Annual Swap Rate Reference Banks as defined in the 2000 ISDA Definitions

### "Determination Date" means:

- from and including the first day of the (i) Interest Period to but excluding the Rate Cut-Off Date: each calendar day; and
- from and including the Rate Cut-Off Date (ii) to and including the last day of the Interest Period: the Rate Cut-Off Date

provided that the Spread for any calendar day that is not a TARGET Business Day shall be the Spread for the immediately preceding TARGET Business

"Rate Cut-Off Date" means the day that is five TARGET Business Days preceding the Specified Interest Payment Date for the relevant Interest Period

For the avoidance of doubt, the Spread for the day that is five TARGET Business Days prior to a Specified Interest Payment Date shall also be the Spread for all subsequent days prior to such Specified Interest Payment Date

(ii) Calculation Agent responsible for calculating the interest due:

See clause 42 below

Provisions for determining Coupon See clause 19(i) above (iii) where calculation by reference to Index and/or Formula is impossible or impracticable:

(iv) Interest Period(s):

The period beginning on (and including) the Issue Date and ending on (but excluding) the first Specified Interest Payment Date and each successive period beginning on (and including) a Specified Interest Payment Date and ending on (but excluding) the next Specified Interest Payment Date

(v) Specified Interest Payment Dates:

20 May of each year from and including 20 May 2006 to and including 20 May 2022

**Business Day Convention:** (vi)

Not applicable

(vii) Business Centre(s) (Condition 5(a)):

Not applicable

(viii) Minimum Rate of Interest:

(i) not applicable for the Specified Interest Payment Dates falling on 20 May of each year from and including 20 May 2006 to and including 20 May 2012; and

(ii) 3.00 per cent. per annum for the Specified Interest Payment Dates falling on 20 May of each year from and including 20 May 2013 to and including 20 May 2022

(ix) Maximum Rate of Interest:

Not applicable

(x) Day Count Fraction (Condition 5(a)):

30/360 (unadjusted)

20. **Dual Currency Provisions:** 

Not applicable

## PROVISIONS RELATING TO REDEMPTION

21. Call Option: Not applicable

22. Other Option: Not applicable

23. Final Redemption Amount: Aggregate Nominal Amount

24. **Early Redemption Amount:** Not applicable

# GENERAL PROVISIONS APPLICABLE TO THE OBLIGATIONS FONCIÈRES

25. Form of Obligations Foncières: Dematerialised Obligations Foncières

(i) Form of Dematerialised Bearer dematerialised form (au porteur) Obligations Foncières:

(ii) Registration Agent: Not applicable

(iii) Temporary Global Certificate: Not applicable

(iv) Applicable TEFRA exemption: Not applicable

Financial Centres (Condition 7(h)) or other 26. special provisions relating to payment dates:

**TARGET** 

Adjusted Payment Date (Condition 7(h)):

The next following business day unless it would thereby fall into the next calendar month, in which case such date shall be brought forward to the immediately preceding business day

Talons for future Coupons or Receipts to 27. be attached to Definitive Materialised Obligations Foncières (and dates on which such Talons mature):

Not applicable

Details relating to Partly Paid Obligations 28.

Foncières:

Not applicable

Details relating to Instalment Obligations 29. Foncières:

Not applicable

30. Redenomination, renominalisation and reconventioning provisions:

Not applicable

31. Consolidation provisions: Not applicable

32. Masse (Condition 10): The Initial Representative will be:

Mr Antoine de Chauveron, 23 avenue Foch,

75016 Paris, FRANCE

The Alternative Representative will be:

Mr Laurent Vallery Radot, 23 avenue Foch,

75016 Paris, FRANCE

The Representatives will not receive any

remuneration

33. Other terms or special conditions: Not applicable

#### DISTRIBUTION

If syndicated, names of Managers: 34. (i) Not applicable

(ii) Stabilising Manager (if any): Not applicable

(iii) Dealer's Commission: Not applicable

35. If non-syndicated, name of Dealer: BNP PARIBAS, 10 Harewood Avenue, London

NW1 6AA, ENGLAND

Additional selling restrictions: 36. French selling restrictions shall apply

FRANCE:

Each of the Dealer and the Issuer has acknowledged that the Obligations Foncières are deemed to be issued outside the Republic of France and has represented and agreed that (i) it has not offered or sold and will not offer or sell, directly or indirectly, any Obligations Foncières to the public in the Republic of France and (ii) offers and sales of Obligations Foncières will be made in the Republic of France only to qualified investors (investisseurs qualifiés) in accordance with Article L.411-1 et seq. of the French Code monétaire et financier and Decree No. 98-880 dated 1 October 1998 relating to offers to a limited number of investors and/or qualified investors

In addition, each of the Dealer and the Issuer has represented and agreed that it has not distributed or caused to be distributed and will not distribute or cause to be distributed in the Republic of France, the Offering Circular or any other offering material relating to the Obligations Foncières other than to those investors to whom offers and sales of the Obligations Foncières may be made as described above

### OPERATIONAL INFORMATION

37. ISIN Code: FR0010194506 38. Common Code: 021917290 39. Depository/ies: (i) Euroclear France to act as Central Yes Depository: (ii) Common Depository for Euroclear Not applicable and Clearstream, Luxembourg: (iii) Clearstream Banking AG, Not applicable Frankfurt Any clearing system(s) other than 40. Not applicable Euroclear France, Euroclear, Clearstream, Luxembourg and CBF and the relevant identification number(s): 41. Delivery: Delivery against payment 42. The Agents appointed in respect of the Fiscal Agent, Luxembourg Listing Agent and Obligations Foncières are: Principal Paying Agent: Dexia Banque Internationale à Luxembourg société anonyme, 69 route d'Esch, L-1470 Luxembourg, LUXEMBOURG Paying Agents: Dexia Investor Services Bank France, 105 rue Réaumur, 75002 Paris, FRANCE Dexia Banque S.A. / Dexia Bank N.V., 44 Boulevard Pachéco, 1000 Brussels, BELGIUM Calculation Agent: BNP PARIBAS, 10 Harewood Avenue, London NW1 6AA, ENGLAND The determinations made by the Calculation Agent shall be binding on the Issuer, the Agents and the holders of Obligations Foncières in the absence of manifest error In the case of Obligations Foncières listed 43. Not applicable on Euronext Paris SA: Other Information: 44. Not applicable

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

Not applicable

46. Rating:

AAA by Standard & Poor's Rating Services and AAA expected by Fitch Ratings

Aaa by Moody's Investors Services, Inc.

A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency

## DESCRIPTION OF THE ASSETS

## Assets as at 31 December 2004<sup>1</sup>:

## LOANS TO LOCAL GOVERNMENTS:

•	Capital due in millions of Euros
Loans to French local authorities	
Regions	1,261.00
Departments	4,267.20
Municipalities	
Groups of municipalities	16,586.80
Public sector entities	6,955.60
Loans wholly guaranteed by local governments	5,813.00
TOTAL	271.30
TOTAL Austria	35,154.90
Länder	217.30
TOTAL	217.30
Italy	
Municipalities	18.60
TOTAL	
Portugal	18,60
Regions	
Municipalities	56.60
	163.60
Loans wholly guaranteed by local governments	2.50
TOTAL	222.70
Belgium	
Regions	361.00
Loans wholly guaranteed by State or local governments	144.30

<sup>&</sup>lt;sup>1</sup> latest description of the Issuer's assets publicly disclosed.

TOTAL Switzerland	505.3
Cantons	
Municipalities	177.4
Loans wholly guaranteed by local governments	169.30
TOTAL	1,004.60
Finland	1,351.30
Municipalities	
Public sector entities	51.30
готаl	30.80
Sweden	82.10
Municipalities	
Municipalities	144.40
Loans wholly guaranteed by local governments	110.80
PEBT SECURITIES:	255.20
rance	
Regions	50
Departments	3
Municipalities	239.50
Groups of municipalities	0
OTAL	292.50
aly	
State	599.20
Regions	395.20
Provinces	208.40
Municipalities	966.40
Asset Backed Securities	52.40
Securities issued by DCC – Dexia Crediop per la Cartolarizzazione	1,128.90
OTAL	3,350.50
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31.20
0
8.50
0
0
47.50
56
0
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0
0
93.30
0
93.30
93.30
0
0
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0
0
0
50.40
50.40

Regions	
Departments	0
Towns	0
Asset Backed Securities	0
Debt securities guaranteed by state or by local governments	0
TOTAL	250
Belgium	1,550
State	
Regions	0
Communities	93.30
Towns	189.60
Towns Asset Backed Securities	0
Asset Backed Securities	0
Debt securities guaranteed by state or by local governments	126.50
TOTAL Switzerland	409.40
Cantons	
TOTAL	16.50
USA	16.50
Member States	
Municipalities	145
TOTAL	132.30
Germany	277.30
Länder	
Debt securities guaranteed by state or by local governments	70.00
FOTAL	38.60
TOTALCanada	108.60
Provinces	
	22.40
Municipalities	0
ГОТАL	22.40

### RECENT DEVELOPMENTS

Since 1 January 2004, Dexia Municipal Agency has made the following issues of Obligations Foncières:

- AUD 250,000,000 due January 2009
- AUD 200,000,000 due April 2014
- AUD 200,000,000 due February 2012
- AUD 200,000,000 due April 2008
- CHF 150,000,000 due October 2011
- CHF 200,000,000 due March 2015
- AUD 150,000,000 due April 2014 to be assimilated to the existing AUD 200,000,000 issue due
   April 2014
- AUD 100,000,000 due February 2009 to be assimilated to the existing AUD 250,000,000 issue due February 2009
- under the EMTN Programme a total of approximately EUR 11,322,970,350.84

Following an exceptional distribution of dividends in an amount of EUR 120,000,000, the General meeting of Dexia Municipal Agency on 3 December 2004 decided to increase the share capital from EUR 500,000,000 to EUR 620,000,000.

Following a normal distribution of dividends in an amount of EUR 60,000,000, the General meeting of Dexia Municipal Agency on 31 March 2005 decided to increase the share capital from EUR 620,000,000 to EUR 680,000,000.