NOTICE TO THE HOLDERS

NATIXIS
Natixis Structured Issuance SA

Series No: 2

ISIN: DE000A122KD5

WKN: A122KD5

Issue of "Phoenix Memory" (Phoenix) Certificates linked to a Basket of Shares under its EUR 1,000,000,000.00 German Certificate Programme

This Notice is dated 28 August 2014 and should be read in conjunction with the Base Prospectus dated 15 April 2014, as integrated and supplemented from time to time (the **Prospectus**) relating to the EUR 1,000,000,000.00 German Certificate Programme (the **Programme**) by NATIXIS Structured Issuance SA (the **Issuer**) and guaranteed by NATIXIS (the **Guarantor**) and the Final Terms dated 18 June 2014 in respect of the Certificates.

The Certificateholders are informed that with reference to the "Phoenix Memory" (Phoenix) Certificates linked to a Basket of Shares (ISIN: DE000A122KD5), the issued amount has been increased from 11,000 Certificates (the **Previously Issued Certificates**) to 12,000 Certificates with identical features and with value date 1 September 2014. They form a single series with the Previously Issued Certificates and have the same ISIN Code.

Application has been made to list the Certificates on the Italian Stock Exchange and to admit the Certificates for trading on the "Electronic Securitised Derivatives Market" (a regulated market for the purpose of the Markets in financial Instruments Directive 2004/39/CE) organized and managed by Borsa Italiana S.p.A.

DATE: 28 August 2014

SIGNED ON BEHALF OF THE ISSUER

Jérôme Letscher
DIRECTOR

AUTHORISED SIGNATORY

SIGNED ON BEHALF OF THE GUARANTOR

AUTHORISED SIGNATORY

SIGNED ON BEHALF OF THE GUARANTOR

AUTHORISED SIGNATORY

Jérôme Handkan