FINAL VERSION APPROVED BY THE ISSUER

Final Terms dated 20 December 2016

Euro 10,000,000,000

Debt Issuance Programme

SERIES NO: 2261

TRANCHE NO: 1

Issue of up to EUR 100,000,000 Certificates (Phoenix) Linked to a Basket of Shares and the FTSE MIB Index due December 2021
(the Certificates)

Unconditionally and irrevocably guaranteed by Natixis

Under the €10,000,000,000

Debt Issuance Programme

Issued by Natixis Structured Issuance SA (the Issuer)

Natixis as Dealer

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Notes (the **Conditions**) set forth in the Base Prospectus dated 20 December 2016 (the **Base Prospectus**) which constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (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 the Base Prospectus. Full information on the Issuer and the issue of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the Notes (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. The Base Prospectus is available for viewing at the office of the Fiscal Agent or each of the Paying Agents and copies may be obtained from NATIXIS, 47, quai d'Austerlitz, 75013 Paris, France. These Final Terms together with any notice to the Final Terms may be viewed on the website of the Borsa Italiana S.p.A. (www.borsaitaliana.com) (upon listing).

1	(i)	Series Number:	2261
	(i)	Tranche Number:	1
	(ii)	Date on which the Notes will be consolidated and form a single Series with the Existing Notes:	Not Applicable
2	Specified Currency or Currencies:		Euro ("**EUR**")
	CNY Notes:		Not Applicable
3	Aggregate Nominal Amount:		
	(i)	Series:	Up to EUR 100,000,000 (being the equivalent of 100,000 Certificates), of which EUR 5,000,000 (being the equivalent of 5,000 Certificates) are issued on the Issue Date
	(ii)	Tranche:	Up to EUR 100,000,000 (being the equivalent of 100,000 Certificates), of which EUR 5,000,000 (being the equivalent of 5,000 Certificates) are issued on the Issue Date
4	Issue Price:		EUR 1,000 (being the equivalent of 1 Certificate)
5	(i)	Specified Denomination:	EUR 1,000
	(i)	Calculation Amount:	EUR 1,000
6	(i)	Issue Date:	23 December 2016
	(ii)	Interest Commencement Date:	The Issue Date
7	Maturity Date:		22 December 2021
8	Interest Basis:		Equity Linked Interest (further particulars specified below)

9	Redemption/Payment Basis:	Index Linked Redemption (further particulars specified below)
10	(i) Change of Interest Basis:	Not Applicable
	(ii) Interest Basis Switch :	Not Applicable
11	Tax Gross-up (*Condition 8*):	Applicable
12	Put/Call Options:	Not Applicable
13	(i) Day Count Fraction:	Not Applicable
	(i) Business Day Convention:	Following Business Day Convention
	(ii) Business Centre (*Condition 5(j)*):	TARGET
14	Date of the corporate authorisations for issuance of the Notes:	Authorisation of the Board of Directors of NATIXIS Structured Issuance SA passed on 27 October 2016
15	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) AND/OR (IN THE CASE OF STRUCTURED NOTES) REDEMPTION AMOUNTS

16	Fixed Interest Rate Note Provisions:	Not Applicable
17	Floating Rate Note Provisions:	Not Applicable
18	Zero Coupon Note Provisions:	Not Applicable
19	Structured Note Provisions:	Interest and Redemption Amounts will be calculated in accordance with the following formula(e): **Phoenix** (further particulars are specified in the Annex to these Final Terms)
	(i) Interest provisions:	Applicable (further particulars are specified in the Annex to these Final Terms)

OTHER PROVISIONS RELATING TO STRUCTURED NOTES

20	Provisions applicable to Equity Linked Notes (single share):	Not Applicable
21	Provisions applicable to Index Linked Notes (single index):	Not Applicable
	(i) Type:	Single-Exchange Index Linked Notes
	(ii) Index:	FTSE MIB Bloomberg code: FTSEMIB Index
	(iii) Index Sponsor:	FTSE International Limited
	(iv) Index Calculation Agent:	Not Applicable

	(v)	Website containing a description of the Index (only relevant for Proprietary Indices):	Not Applicable
	(vi)	Exchange(s):	See definition in Condition 18(a)
	(vii)	Related Exchange(s):	See definition in Condition 18(a)
	(viii)	Initial Level:	See definition in Condition 18
	(ix)	Barrier Level:	Not Applicable
	(x)	Knock-in Event:	Not Applicable
	(xi)	Automatic Early Redemption Event:	Not Applicable
	(xii)	Range Accrual:	Not Applicable
	(xiii)	Strike Date:	29 December 2016
	(xiv)	Averaging Dates:	Not Applicable
	(xv)	Observation Period(s):	Not Applicable
	(xvi)	Valuation Date(s):	13 December 2021
	(xvii)	Specific Number(s):	Four (4) Scheduled Trading Days
	(xviii)	Valuation Time:	See definition in Condition 18(a)
	(xix)	Redemption by Physical Delivery:	Not Applicable
	(xx)	Exchange Rate:	Not Applicable
	(xxi)	Monetisation	Not Applicable
	(xxii)	Monetisation Formula:	Not Applicable
	(xxiii)	Monetisation Formula to yield no less than the amount of the Specified Denomination:	Not Applicable
	(xxiv)	Change of Law:	Applicable
	(xxv)	Hedging Disruption:	Not Applicable
	(xxvi)	Increased Cost of Hedging:	Not Applicable
	(xxvii)	Early Redemption	Applicable
22	Provisions applicable to Equity Linked Notes (basket of shares):		Applicable
	(i)	Company(ies):	See table set forth in the Annex hereto under Underlying
	(ii)	Share(s):	See table set forth in Annex hereto under ISIN
	(iii)	Basket:	Set forth in Annex hereto under Selection
	(iv)	Basket Performance:	Not Applicable
	(v)	Weighting:	Not Applicable

	(vi)	Exchange:	See definition in Condition 19(a)
	(vii)	Related Exchange:	See definition in Condition 19(a)
	(viii)	Separate Valuation	Applicable
	(ix)	Number of Shares:	Three (3)
	(x)	Additional New Shares Conditions:	Not Applicable
	(xi)	Additional Substitute Share Conditions:	Not Applicable
	(xii)	Initial Price:	See definition in Condition 19
	(xiii)	Barrier Price:	See H(t) in the Annex hereto
	(xiv)	Share Performance:	Not Applicable
	(xv)	Knock-in Event:	Not Applicable
	(xvi)	Knock-out Event:	Not Applicable
	(xvii)	Automatic Early Redemption Event:	See the Annex hereto
	(xviii)	Range Accrual:	Not Applicable
	(xix)	Strike Date:	29 December 2016
	(xx)	Averaging Dates:	Not Applicable
	(xxi)	Observation Period(s)	Not Applicable
	(xxii)	Valuation Date(s):	See table set forth in Annex hereto
	(xxiii)	Specific Number(s):	Means in respect of the Automatic Early Redemption Valuation Date : Five (5) Scheduled Trading Days Means in respect of the Final Valuation Date: Four (4) Scheduled Trading Days
	(xxiv)	Valuation Time:	Not Applicable
	(xxv)	Redemption by Physical Delivery:	Not Applicable
	(xxvi)	Minimum Percentage:	See definition in Condition 19(f)(C)(1)
	(xxvii)	Cut-off Number:	See definition in Condition 19(f)(G)(1)
	(xxviii)	Exchange Rate:	Not Applicable
	(xxix)	Monetisation:	Not Applicable
	(xxx)	Change of Law:	Applicable
	(xxxi)	Hedging Disruption:	Not Applicable
	(xxxii)	Increased Cost of Hedging:	Not Applicable
	(xxxiii)	Early Redemption:	Applicable
23	Provisions applicable to Index Linked Notes (basket of indices):		Not Applicable

24	Provisions applicable to Commodity Linked Notes (single commodity):	Not Applicable
25	Provisions applicable to Commodity Linked Notes (basket of commodities):	Not Applicable
26	Provisions applicable to Fund Linked Notes (single fund):	Not Applicable
27	Provisions applicable to Fund Linked Notes (basket of funds):	Not Applicable
28	Provisions applicable to Dividend Linked Notes:	Not Applicable
29	Provisions applicable to Futures Linked Notes (single futures contract):	Not Applicable
30	Provisions applicable to Futures Linked Notes (basket(s) of Futures Contract)s:	Not Applicable
31	Provisions applicable to Credit Linked Notes:	Not Applicable
32	Provisions applicable to Currency Linked Notes:	Not Applicable
33	Provisions applicable to Inflation Linked Notes:	Not Applicable
34	Provisions applicable to Warrant Linked Notes	Not Applicable
35	Provisions applicable to Preference Share Linked Notes	Not Applicable
36	Provisions applicable to Rate Linked Notes:	Not Applicable
37	Provisions applicable to Physical Delivery Notes:	Not Applicable
38	Provisions applicable to Hybrid Structured Notes:	Not Applicable
	(i) Type of Hybrid Structured Note:	Hybrid Basket Structured Note
	(ii) Underlyings:	The Index and the Basket of Shares, see definition of Underlying in paragraphs 21 and 22 above.

PROVISIONS RELATING TO REDEMPTION OF NOTES OTHER THAN WARRANT LINKED NOTES, PREFERENCE SHARE LINKED NOTES AND ITALIAN LISTED CERTIFICATES

39	Redemption at the Option of the Issuer:	Not Applicable
40	Redemption at the Option of Noteholders:	Not Applicable
41	Final Redemption Amount of each Note:	An amount calculated in accordance with the applicable Additional Terms and Conditions of the

			Notes as completed by the Annex to the Final Terms in relation to the Additional Terms and Conditions of the Notes
	(i)	Party responsible for calculating the Final Redemption Amount and the Early Redemption Amount (if not Calculation Agent):	Calculation Agent
	(ii)	Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable:	Set forth in Annex hereto
	(iii)	Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted:	See Conditions
	(iv)	Payment Date:	The Maturity Date
		(a) Minimum nominal amount potentially payable to a Noteholder in respect of a Note:	EUR 0.00 (zero)
		(b) Maximum nominal amount potentially payable to a Noteholder in respect of a Note:	EUR 1,000.00
42	Early Redemption Amount		

	(i)	Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (*Condition 6(b)*), if applicable, or upon the occurrence of an Event of Default (*Condition 10*) or an Illegality Event (*Condition 6(c)*):	An amount determined by the Calculation Agent, in its sole and absolute discretion, in the Specified Currency, to be the fair market value of a Note based on the market conditions prevailing at the date of determination and, for any Note other than Italian Notes or Notes Distributed/Offered in Italy, adjusted to account fully for any accrued interest and any reasonable expenses and costs of unwinding any underlying and/or related hedging and funding arrangements (including, without limitation, any options, swaps or other instruments of any type whatsoever hedging the Issuer's obligations under the Notes).
	(ii)	Redemption for taxation reasons permitted on any day (including days other than Interest Payment Dates (*Condition 6(b)*)):	Yes
	(iii)	Unmatured Coupons to become void upon early redemption (*Condition 7(g)*):	Yes

PROVISIONS RELATING TO INSTALMENT REDEMPTION

43	Instalment Amount:	Not Applicable
44	Instalment Date(s):	Not Applicable

PROVISIONS RELATING TO REDEMPTION OF WARRANT LINKED NOTES

45	Final Redemption Amount of each Note:	Not Applicable
46	Early Redemption Amount (to be calculated in accordance with Condition 25):	Not Applicable
47	Warrant Early Termination Event:	Not Applicable

PROVISIONS RELATING TO REDEMPTION OF PREFERENCE SHARE LINKED NOTES

48	Redemption of Preference Share Linked Notes in accordance with Condition 34:	Not Applicable
49	Early Redemption as a result of an Extraordinary Event:	Not Applicable

50	Early Redemption as a result of an Additional Disruption Event:	Not Applicable

PROVISION APPLICABLE TO VARIABLE ISSUE AMOUNT REGISTERED NOTES AND NOTES DISTRIBUTED/OFFERED IN ITALY

51	Minimum Transferable Amount:	EUR 1,000

GENERAL PROVISIONS APPLICABLE TO THE NOTES

52	Form of Notes:	The Certificates are Italian Clearing System Dematerialised Notes Condition 6(i) will apply to the Certificates.
	New Global Note:	No
53	Additional Business Day Jurisdiction(s) (*Condition 7(j)*) or other special provisions relating to Payment Dates:	Not Applicable
54	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
55	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
56	Consolidation provisions:	The provisions in Condition 13 apply
57	Dual Currency Note Provisions:	Not Applicable
58	Terms and Conditions of the Offer	Application has been made by the Issuer (or on its behalf) for the Certificates to be listed on the SeDeX market of Borsa Italiana S.p.A. on or before the Issue Date of the Certificates. The validity of the placement of the Certificates is conditional upon the admission to listing of the Certificates on or before the Issue Date. The notification of the invalidity of the placement of the Certificates will be published on the website of the Issuer (www.equitysolutions.natixis.com). The Final Valuation Date is scheduled to occur on 13 December 2021. For the purposes of the admission to trading of the Certificates on SeDeX, the Expiry Date (*data di scadenza*) of the Certificates is set equal to the Final Valuation Date (i.e. 13 December 2021). For the purposes of the admission to trading of the Certificates on SeDeX, the Record Dates of the Certificates are the below:

i	RECORD DATE
1	21/06/2017
2	21/12/2017
3	21/06/2018
4	20/12/2018
5	20/06/2019
6	19/12/2019
7	19/06/2020
8	21/12/2020
9	21/06/2021

DISTRIBUTION

59	(i)	If syndicated, names and addresses of Managers and underwriting commitments:	Not Applicable
	(i)	Date of Subscription Agreement:	Not Applicable
	(ii)	Stabilisation Manager(s) (if any):	Not Applicable
60		If non-syndicated, name and address of Dealer:	The following Dealer is subscribing the Notes: Natixis, 47 quai d'Austerlitz, 75013 Paris, France
61		Name and address of additional agents appointed in respect of the Notes:	Calculation Agent: NATIXIS Calculation Agent Department 40 avenue des Terroirs de France 75012, Paris France
62		Total commission and concession:	Not Applicable
63		Public Offer:	Not Applicable

GENERAL

64	The aggregate principal amount of Notes issued has been translated into Euro at the rate of [●] = Euro [●] producing a sum of:	Not Applicable
65	Applicable TEFRA exemption:	Not Applicable
66	Additional U.S. federal income tax considerations:	The Notes are not Specified Notes (as defined in the Base Prospectus) for the purpose of Section 871(m) of

the U.S. Internal Revenue Code of 1986.

(The Notes will not be Specified Notes if they (i) are issued prior to January 1, 2017 or (ii) do not reference any U.S. equity or any index that contains any component U.S. equity or otherwise provide direct or indirect exposure to U.S. equities. If the Notes are issued on or after January 1, 2017 and reference a U.S. equity or an index that contains a component U.S. equity or otherwise provide direct or indirect exposure to U.S. equities, further analysis would be required. If the Notes are Specified Notes, include the "Additional information" sentence and provide the appropriate contact information.)

FINAL VERSION APPROVED BY THE ISSUER

PART B – OTHER INFORMATION

1 **LISTING AND ADMISSION TO TRADING**

(i)	Listing:	Borsa Italiana S.p.A.
(ii)	Admission to trading:	Application has been made for the Certificates to be admitted to trading on the "electronic securitised derivatives market" (**SeDeX**) organised and managed by Borsa Italiana S.p.A. on or before the Issue Date.
(iii)	Estimate of total expenses related to admission to trading:	EUR 4,500

2 **RATINGS**

Ratings:	The Notes to be issued have not been rated.

3 **NOTIFICATION**

The *Commission de Surveillance du Secteur Financier* in Luxembourg has been requested to provide the competent authorities in Italy with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

4 **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to an intermediary in connection with the Offer of up to 4.00% of the Aggregate Nominal Amount, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the Offer.

The purchaser or, if applicable, introducing broker of these securities acknowledges and agrees that it shall fully disclose to its clients the existence, nature and amount of any commission or fee paid or payable to it by Natixis (including, if applicable, by way of discount) as required in accordance with laws and regulations applicable to it, including any legislation, regulation and/or rule implementing the Markets in Financial Instrument Directive (2004/39/EC) (MiFID), or as otherwise may apply in any non-EEA jurisdictions.

5 **REASONS FOR THE ISSUE, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

(i)	Reasons for the offer:	See "*Use of Proceeds*" section in the Base Prospectus
(ii)	Estimated net proceeds:	The total net proceeds will be equal to the Aggregate Nominal Amount less the Estimated total expenses.
(iii)	Estimated total expenses:	See above the "*Estimate of total expenses related to admission to trading*"

6 **YIELD**

Indication of yield:	Not Applicable

7 **HISTORIC INTEREST RATES**

Not Applicable

8 **Structured Notes only – INFORMATION CONCERNING THE UNDERLYING**

The exercise price or the final reference price of the underlying:	In respect of any Shares, means the ***prezzo di riferimento*** per Share on the Exchange in respect of

		the Strike Date and any Valuation Date as described in the Annex below (as defined in the Borsa Italiana Rules on the website of Borsa Italiana (www.borsaitaliana.it))
	An indication where information about the past and the further performance of the underlying and its volatility can be obtained:	See the relevant Bloomberg page of the underlying as stated in the Annex and www.borsaitaliana.it
	Where the underlying is a security:	Applicable
	(i) the name of the issuer of the security:	See table set forth in Annex hereto under Underlying
	(ii) the ISIN (International Security Identification Number) or other such security identification code:	See the Annex hereto
	Where the underlying is an index:	See the Annex hereto
	(i) the name of the index:	See table set forth in Annex hereto under Underlying
	(ii) if the index is not composed by the Issuer, where information about the index can be obtained:	See table set forth in Annex hereto under Underlying
	Where the underlying is an interest rate, a description of the interest rate:	Not Applicable
9	**PLACING AND UNDERWRITING**	
	Name and address of the co-ordinator(s) of the global offer and of single parts of the offer:	Not Applicable
	Name and address of any paying agents and depositary agents in each country (in addition to the Principal Paying Agent):	Not Applicable
	Names and addresses of entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements:	Not Applicable
	When the underwriting agreement has been or will be reached:	Not Applicable
10	**OPERATIONAL INFORMATION**	
	Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may

		then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
ISIN:		IT0006736356
Common Code:		154116265
Depositaries:		
(i)	Euroclear France to act as Central Depositary:	No
(ii)	Common Depositary for Euroclear and Clearstream, Luxembourg:	Yes
	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	Monte Titoli S.p.A., Piazza degli Affari 6, 20123 Milan, Italy
	Delivery:	Delivery against payment
	Names and addresses of additional Agents appointed in respect of the Notes (if any):	See paragraph 61 of Part A above BNP Paribas Securities Services, Milan Branch (the **Italian Paying Agent**)

11 POST-ISSUANCE INFORMATION CONCERNING THE UNDERLYING

The Issuer will not provide any information relating to any underlying.

12 INDEX SPONSOR DISCLAIMER

The Notes are not sponsored, endorsed, sold, or promoted by the Index(es) or the Index Sponsor(s) and no Index Sponsor makes any representation whatsoever, whether express or implied, either as to the results to be obtained from the use of the Index(es) and/or the levels at which the Index(es) stands at any particular time on any particular date or otherwise. No Index(es) or Index Sponsor shall be liable (whether in negligence or otherwise) to any person for any error in the Index(es) and the Index Sponsor(s) is under no obligation to advise any person of any error therein. No Index Sponsor is making any representation whatsoever, whether express or implied, as to the advisability of purchasing or assuming any risk in connection with the Notes. The Issuer shall have no liability for any act or failure to act by the Index Sponsor in connection with the calculation, adjustment or maintenance of the Index. Neither the Issuer nor its Affiliates has any affiliation with or control over the Index(es) or Index Sponsor(s) or any control over the computation, composition or dissemination of the Index(es). Although the Calculation Agent will obtain information concerning the Indices from publicly available sources it believes reliable, it will not independently verify this information. Accordingly, no representation, warranty or undertaking (express or implied) is made and no responsibility is accepted by either party, its Affiliates or the Calculation Agent as

to the accuracy, completeness and timeliness of information concerning the Index(es).

ANNEX TO THE FINAL TERMS IN RELATION TO THE ADDITIONAL TERMS AND CONDITIONS OF THE NOTES

The information set out in this Annex consolidates information already referred to in the Additional Terms and Conditions and is included to aid comprehensibility of the product

1. Provisions applicable to Structured Notes (with the exception of Rate Linked Notes, Currency Linked Notes, Credit Linked Notes) relating to formulae for the calculation of Interest, Final Redemption Amount and/or Optional Redemption Amount and/or Automatic Early Redemption Amount

1.1 Common Definitions

Valuation Dates means :

t	Valuation Date
1	12/06/2017
2	12/12/2017
3	12/06/2018
4	11/12/2018
5	11/06/2019
6	10/12/2019
7	12/06/2020
8	11/12/2020
9	11/06/2021
10	13/12/2021 (the "**Final Valuation Date**")

Payment Dates means :

t	Payement Date
1	22/06/2017
2	22/12/2017
3	22/06/2018
4	21/12/2018
5	21/06/2019
6	20/12/2019
7	22/06/2020
8	22/12/2020
9	22/06/2021
10	22/12/2021

Observation Dates is Not Applicable.

Selection means :

Index	Underlying	Bloomberg Code	ISIN Code	Weights	Type	Sponsor
i = 1	Eni S.p.A.	ENI IM	IT0003132476	0.00%	N/A	N/A
i = 2	Enel S.p.A.	ENEL IM	IT00031	0.00%	N/A	N/A

			28367			
i = 3	Assicurazioni Generali S.p.A.	G IM	IT0000062072	0.00%	N/A	N/A
i = 4	FTSE MIB	FTSEMIB Index	N/A	100.00%	Single-Exchange Index	FTSE International Limited

Reference Price(i) means Initial Level or the Initial Price as the case may be.

Index	Reference Price
i = 1	Means the ***prezzo di riferimento*** per Share on the Exchange in respect of the Strike Date (as defined in of the Borsa Italiana Rules on the website of Borsa Italiana (www.borsaitaliana.it))
i = 2	Means the ***prezzo di riferimento*** per Share on the Exchange in respect of the Strike Date (as defined in of the Borsa Italiana Rules on the website of Borsa Italiana (www.borsaitaliana.it))
i = 3	Means the ***prezzo di riferimento*** per Share on the Exchange in respect of the Strike Date (as defined in of the Borsa Italiana Rules on the website of Borsa Italiana (www.borsaitaliana.it))
i = 4	See definition of Initial Price in Condition 18 of the Issuer's Base Prospectus

Memory Effect: Applicable
Price means for the Underlying indexed "i"= 1 to 3, the ***prezzo di riferimento*** per Share on the Exchange in respect of the **Final Valuation Date** (as defined in the Borsa Italiana Rules on the website of Borsa Italiana (www.borsaitaliana.it)) or Final Level for the Underlying indexed "i" = 4.
Average Observation Dates Set is Not Applicable
Lookback Observation Dates Set is Not Applicable
Observation Dates Set 1 is Not Applicable
Observation Dates Set 2 is Not Applicable
Actuarial Observation Dates Set is Not Applicable

Price Observation Dates Set means :

t	Price Observation Dates Set	
1	m=1	12/06/2017
2	m=1	12/12/2017

3	m=1	12/06/2018
4	m=1	11/12/2018
5	m=1	11/06/2019
6	m=1	10/12/2019
7	m=1	12/06/2020
8	m=1	11/12/2020
9	m=1	11/06/2021
10	m=1	13/12/2021

Physical Delivery is Not Applicable

Phoenix **Elements for calculation of the Coupon:**

Coupon$_1$(t) is Not Applicable.

Coupon$_2$(t) means :

t	Coupon$_2$(t)
1	4.00%
2	8.00%
3	12.00%
4	16.00%
5	20.00%
6	24.00%
7	28.00%
8	32.00%
9	36.00%
10	40.00%

H(t) means 80% for all Valuation Dates.

BasketPerf$_1$(t) means, for each Valuation Date indexed "t", "t" ranging from 1 to 10, the ***Local Performance*** formula :

The ***Local Performance*** formula means, for each Valuation Date indexed "t", "t" ranging from 1 to 10, the ***Ranked Weighted*** formula.

In the ***Ranked Weighted*** formula, ***RankedIndivPerf (j,t)*** means, for each Valuation Date indexed "t", "t" ranging from 1 to 10, the ***Average Individual Performance*** formula.

In each ***Average Individual Performance*** formula, **Price(i, Observation Dates Set(t))** means for each **Observation Dates Set** indexed "t", "t" ranging from 1 to 10, the ***Weighted Average Price(i),*** "i" ranging from 1 to 4**.**

In the ***Ranked Weighted*** formula, ω^j means for each Valuation Date indexed "t", "t" ranging from 1 to 10 :

Index	ω^j
j = 1	0.00%
j = 2	100.00%
j = 3	0.00%
j = 4	0.00%

In the ***Weighted Average Price(i)***, α_s^i means for each Observation Date in the Price Observation Dates Set :

Index	α_s^i
i = 1	100.00%
i = 2	100.00%
i = 3	100.00%
i = 4	0.00%

Elements for calculation of the Automatic Early Redemption Amount:

R(t) means, for each Valuation Date indexed "t", "t" ranging from 1 to 10 :

t	R(t)
1	Non Applicable
2	100%
3	100%
4	100%
5	100%
6	100%
7	100%
8	100%
9	100%
10	Non Applicable

$BasketPerf_2(t)$ = **$BasketPerf_1(t)$** for all Valuation Dates.

$Coupon_3(t)$ is Not Applicable.

$H_2(t)$ is Not Applicable.

$BasketPerf_3(t)$ is Not Applicable.

Elements for calculation of the Final Redemption Amount:

$Coupon_4$ means 0%.

$Coupon_5$ means 0%.

H_3 is Not Applicable.

G means 100%.

G_5 is Not Applicable.

Cap is Not Applicable.

Cap_5 is Not Applicable.

Floor means 0%.

$Floor_5$ is Not Applicable.

K means 100 %.

K_5 is Not Applicable.

B means 75%.

$BasketPerf_4(T)$ means in respect of the *Phoenix* Selection:

For the Valuation Date t = 10, the ***Local Performance*** formula;

The ***Local Performance*** formula means, for the Valuation Date t = 10, the ***Weighted*** formula;

In the ***Weighted*** formula, ***IndivPerf (i,t)*** means, for the Valuation Date t = 10, the ***European Individual Performance*** formula.

In each ***European Individual Performance*** formula, **Price(i, t)** means, for the Valuation Date t = 10, the ***Price*** of the Underlying indexed "i", "i" ranging from 1 to 4, on this Valuation Date.

$BasketPerf_5(T)$ = **$BasketPerf_4(T)$**.

$BasketPerf_6(T)$ is Not Applicable.

$BasketPerf_7(T)$ is Not Applicable.

ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

Element		
A.1	General disclaimer regarding the Summary	Warning that: • this summary should be read as introduction to the Base Prospectus; • any decision to invest in the securities should be based on consideration of the Base Prospectus as a whole by the investor; • where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the prospectus before the legal proceedings are initiated; and • civil liability attaches only to the Issuer or the Guarantor who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus or it does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities.
A.2	Consent to use the Base Prospectus	Not Applicable

Section B – Issuer

Element	Title	
B.1	Legal and commercial name of the Issuer	Natixis Structured Issuance SA is the legal name. Natixis Structured Issuance is the commercial name.
B.2	Domicile/ legal form/ legislation/ country of incorporation	Natixis Structured Issuance SA is domiciled at 51, avenue JF Kennedy, L-1855 Luxembourg. It is incorporated in and under the laws of the Grand Duchy of Luxembourg (**Luxembourg**) as a *société anonyme* (public limited liability company).
B.4b	Trend information	Not Applicable – There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the prospects of Natixis Structured Issuance SA for its current financial year.
B.5	Description of the Group	Natixis Structured Issuance SA is a wholly owned indirect subsidiary of NATIXIS. With effect as of 31 July 2009 (non-inclusive), NATIXIS was affiliated with BPCE, the central body for the new banking group formed by the combination of Groupe Banque Populaire and Groupe Caisse d'Epargne, which closed on 31 July 2009. This

Element	Title	
		affiliation with BPCE is governed by article L.511-30 of the French Monetary and Financial Code (*Code Monétaire et Financier*). As central body and pursuant to article L. 511-31 of the French Monetary and Financial Code, BPCE is responsible for guaranteeing the liquidity and solvency of NATIXIS. BPCE is the main shareholder of NATIXIS and, as such, exercises the responsibilities laid out by banking regulations.
B.9	Profit forecast or estimate	Not Applicable – No profit forecasts or estimates have been made in the Base Prospectus.
B.10	Audit report qualifications	Not Applicable - No qualifications are contained in any audit report included in the Base Prospectus.
B.12	Selected historical key financial information	As of 30 June 2016, the total assets of Natixis Structured Issuance SA were €3,308,673,212.16. The profit of Natixis Structured Issuance SA as of 30 June 2016 was €462,914.20. As of 30 June 2015, the total assets of Natixis Structured Issuance SA were €1,734,858,293.20. The profit of Natixis Structured Issuance SA as of 30 June 2015 was €168,806.33. As of 31 December 2015, Natixis Structured Issuance SA total assets were € 2,680,757,341.05. The profit of Natixis Structured Issuance SA as of 31 December 2015 was € 632,531.84. As of 31 December 2014, Natixis Structured Issuance SA total assets were € 733,657,306.86. The profit of Natixis Structured Issuance SA as of 31 December 2014 was € 94,663.63
	Statements of no significant or material adverse change	Not applicable. There has been no significant change in the financial or trading position of Natixis Structured Issuance SA since 30 June 2016 and there has been no material adverse change in the prospects of Natixis Structured Issuance SA since 31 December 2015.
B.13	Events impacting the Issuer's solvency	Not Applicable – There are no recent events particular to Natixis Structured Issuance SA which are to a material extent relevant to the evaluation of Natixis Structured Issuance SA's solvency.
B.14	Dependence upon other group entities	Natixis Structured Issuance SA is a wholly owned indirect subsidiary of NATIXIS. It is dependent upon its owner NATIXIS.
B.15	Principal activities	The principal activities of Natixis Structured Issuance SA are, *inter alia*, to acquire, deal with and/or provide finance in the form of loans, options, derivatives and other financial assets and financial instruments in any form and of any nature, to obtain funding by the issue of Notes or other financial instruments and to enter into agreements and transactions in connection thereto.
B.16	Controlling shareholders	Natixis Structured Issuance SA is an indirect wholly owned subsidiary of NATIXIS. Natixis Structured Issuance SA is 100% owned by Natixis Trust, which in turn is owned by NATIXIS. BPCE is the main shareholder of NATIXIS and, as such, exercises the responsibilities laid out by banking regulations. As at 30

Element	Title	
		November 2015, BPCE held 71.2% of the share capital of NATIXIS.
B.17	Credit ratings	Not applicable, Natixis Structured Issuance SA and its debt securities are not rated.
B.18	Description of the Guarantee	NATIXIS has granted certain undertakings for the benefit of the holders of certain financial instruments (which expression includes Notes, which term shall include Certificates issued under the Programme) of Natixis Structured Issuance SA in an irrevocable and unconditional guarantee dated 23 January 2014 (the **NATIXIS Guarantee**). NATIXIS therefore irrevocably and unconditionally guarantees to the holder of each such Note due payment of all sums expressed to be payable by Natixis Structured Issuance SA under the Notes upon demand from the relevant holder of such Notes in accordance with the provisions of the NATIXIS Guarantee.
B.19	NATIXIS as Guarantor	The Notes will benefit from the NATIXIS Guarantee.

Section B – Guarantor

Element	Title	
B.19/B.1	Legal and commercial name of the Guarantor	NATIXIS
B.19/B.2	Domicile/ legal form/ legislation/ country of incorporation	NATIXIS is domiciled at 30, avenue Pierre Mendes-France, 75013 Paris, France. It is incorporated in and under the laws of France as a public limited liability company (*société anonyme à Conseil d'Administration*).
B.19/B.4b	Trend information	NATIXIS was impacted by several events in 2015: the plummeting oil price, triggering deep recession in commodity-exporting emerging countries (with Brazil and Russia on the front line); the sudden slowdown of the Chinese economy; the appreciation the US dollar following the Fed funds' first interest-rate hike since 2006 while the ECB commenced its sovereign bond purchase program and the rebound in the global economy. On 26 July 2016, NATIXIS' share capital has been increased to €5,019,319,328 divided into 3,137,074,580 fully paid up shares of €1.60 each.
B.19/B.5	Description of the Group	With effect as of 31 July 2009 (non inclusive), NATIXIS was affiliated with BPCE, the central body for the new banking group formed by the combination of Groupe Banque Populaire and Groupe Caisse d'Epargne, which closed on 31 July 2009. This affiliation with BPCE is governed by article L.511-30 of the

Element	Title	
		French *Code Monétaire et Financier* (Monetary and Financial Code). As central body and pursuant to article L. 511-31 of the French *Code Monétaire et Financier*, BPCE is responsible for guaranteeing the liquidity and solvency of NATIXIS. BPCE is the main shareholder of NATIXIS and, as such, exercises the responsibilities laid out by banking regulations.
B.19/B.9	Profit forecast or estimate	Not Applicable – No profit forecasts or estimates have been made in the Base Prospectus.
B.19/B.10	Audit report qualifications	Not Applicable – No qualifications are contained in any audit report included in the Base Prospectus.
B.19/B.12	Selected historical key financial information	As at 30 September 2016, NATIXIS' total assets were €521.6 billion. As at 30 September 2016, NATIXIS' net revenues were €6,198 million, its gross operating income was €1,624 million and its net income (group share) was €879 million. As at 30 September 2015, NATIXIS' net revenues were €6,459 million, its gross operating income was €2,082 million and its net income (group share) was €1 028 million. The financial information in the two immediately preceding paragraphs is unaudited and is extracted from NATIXIS' press release published on 8 November 2016 relating to the unaudited financial information of NATIXIS for the third-quarter 2016 and 9 months 2016 ended 30 September 2016.As at 30 June 2016, NATIXIS' net revenues were €4,307 million, its gross operating income was €1,180 million and its net income (group share) was €633 million. As at 30 June 2015, NATIXIS' net revenues were €4,336 million, its gross operating income was €1,352 million and its net income (group share) was €665 million. As at 31 December 2015, NATIXIS' total assets were €500.3 billion. NATIXIS' net revenue for the year ended 31 December 2015 was €8,074 million, its gross operating income was €2,749 million and its net income (group share) was €1,344 million. As at 31 December 2014, NATIXIS' total assets were €590.4 billion. NATIXIS' net revenue for the year ended 31 December 2014 was €7,512 million, its gross operating income was €2,073 million and its net income (group share) was €1,138 million.
	Statements of no significant or material adverse change	There has been no material adverse change in the prospects of NATIXIS since 31 December 2015.
	Description of significant changes in the financial or trading position subsequent to	There has been no significant change in the financial or trading position of NATIXIS since 30 September 2016.

Element	Title	
	the period covered by the historical financial information	
B.19/B.13	Events impacting the Guarantor's solvency	Please see Element B.12 above "*Description of significant changes in the financial or trading position subsequent to the period covered by the historical financial information".*
B.19/B.14	Dependence upon other group entities	Please see Elements B.19/B.5 above and B.19/B.16 below. NATIXIS is not dependent on other group entities.
B.19/B.15	Principal activities	NATIXIS is the corporate, investment management and financial services arm of Groupe BPCE, which is second in terms of market share in France (*source: Banque de France*). NATIXIS has a number of areas of first rank expertise in three core businesses: • corporate and investment banking • investment Solutions (asset management, insurance, private banking, private equity) • specialised Financial Services NATIXIS has a long-lasting commitment to its own client base of companies, financial institutions and institutional investors as well as the client base of individuals, professionals and small and medium-size businesses of Groupe BPCE retail banking networks (*Caisse d'Epargne and Banque Populaire*).
B.19/B.16	Controlling shareholders	As at 30 November 2015, BPCE held 71.2% of the share capital of NATIXIS.
B.19/B.17	Credit ratings	The long term senior unsecured debt of NATIXIS is rated A2 (stable) by Moody's Investors Inc. (**Moody's**), A (stable) by Standard and Poor's Ratings Services (**S&P**) and A (stable) by Fitch Ratings Ltd. (**Fitch**). Each of Moody's, S&P and Fitch is established in the European Community and is registered under Regulation (EC) No 1060/2009 (as amended) (the **CRA Regulation**). The European Securities and Markets Authority publishes on its website (www.esma.europa.eu/page/List-registered-and-certified-CRAs) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

Section C – Securities

Element	Title	
C.1	Type and Class of Notes/ISIN	The notes (**Notes**) described in this section are debt securities with a denomination of less than €100,000 (or its equivalent in any other currency). The Notes are Structured Notes. Series Number: 2261 Tranche Number: 1 International Securities Identification Number ("**ISIN**"): IT0006736356 Common Code: 154116265
C.2	Currency	The currency of this Series of Notes is Euro ("**EUR**")
C.5	Restrictions on transferability	The free transfer of the Notes is subject to the selling restrictions of the United States, the European Economic Area (including the United Kingdom, Ireland, France, the Republic of Italy, Czech Republic, Portugal, Poland), Hong Kong, Japan, Singapore, Taiwan, Switzerland, the Russian Federation, the Cayman Islands, Israel, Guernsey, Jersey, Mauritius, Mexico, Brazil, Chile, Panama, Peru and Uruguay. The Notes and the NATIXIS Guarantee may not be offered, sold, pledged or otherwise transferred except in "offshore transactions" (as such term is defined in Regulation S) or to or for the account or benefit of a Permitted Transferee. **Permitted Transferee** means any person who is not: (a) a U.S. person as defined in Rule 902(k)(1) of Regulation S; or (b) a person who comes within any definition of U.S. person for the purposes of the U.S. Commodity Exchange Act of 1936, as amended (the CEA) or any rule thereunder (a CFTC Rule), guidance or order proposed or issued under the CEA (for the avoidance of doubt, any person who is not a "Non-United States person" as such term is defined under CFTC Rule 4.7(a)(1)(iv), but excluding, for purposes of subsection (D) thereof, the exception for qualified eligible persons who are not "Non-United States persons", shall be considered a U.S. person)Notes held in a clearing system must be transferred in accordance with the rules, procedures and regulations of that clearing system. . Notes held in a clearing system must be transferred in accordance with the rules, procedures and regulations of that clearing system. The Notes will be freely transferable by way of book entry in the

Element	Title	
		accounts registered on the settlement system of Monte Titoli S.p.A. The Notes (issued in the form of certificates) shall be transferred in lots at least equal to the Minimum Transferable Amount, in compliance with the Rules of the market organised and managed by Borsa Italiana S.p.A. (Regolamento dei mercati organizzati e gestiti da Borsa Italiana) and the related Instructions (Istruzioni al Regolamento dei mercati organizzati e gestiti da Borsa Italiana), as amended from time to time or multiples thereof, as determined by Borsa Italiana S.p.A.. The Minimum Transferable Amount shall be EUR 1,000.
C.8	Rights attached to the Notes, including ranking and limitations on those rights	**Rights attached to the Notes** ***Taxation*** All payments in respect of Notes will be made without deduction for or on account of withholding taxes imposed by Luxembourg, unless required by law. In the event that any such withholding or deduction is required by Luxembourg law, Natixis Structured Issuance SA will, save in certain limited circumstances, be required to pay additional amounts to cover the amounts so deducted. All payments by NATIXIS in respect of the NATIXIS Guarantee, will be made free and clear of French withholding taxes, unless required by law. If NATIXIS is compelled by law to make a deduction for or on account of French taxes, it shall pay, to the extent not prohibited by French law, additional amounts to the Noteholder(s) to compensate for such deduction, all as described in the NATIXIS Guarantee. All payments in respect of the Notes will be subject in all cases to (i) any withholding or deduction required pursuant to Section 871(m) of the U.S. Internal Revenue Code of 1986 (the **Code**) and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the Code or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, official interpretation thereof, or any law implementing an intergovernmental approach thereto. ***Issuer's Negative Pledge*** So long as any of the Notes, and Receipts or Coupons relating to them remains outstanding, the relevant Issuer will not create or permit to subsist any mortgage, pledge, lien or other form of encumbrance or security interest upon the whole or any part of its undertaking, assets or revenues, present or future, to secure any Relevant Debt (as defined below) or any guarantee of or indemnity by such Issuer in respect of any Relevant Debt, unless at the same time or prior thereto the relevant Issuer's obligations under the Notes, Receipts or Coupons (A) are secured equally and rateably therewith, or (B) have the benefit of such other security, guarantee, indemnity or other arrangement as shall be approved by an Extraordinary Resolution of the Noteholders.

Element	Title	
		Relevant Debt means present or future indebtedness in the form of, or represented by, bonds, notes, debentures, or other securities which are for the time being, or are capable of being, listed or ordinarily dealt in on any stock exchange, over-the-counter market or other securities market. ***Events of default*** Any Notes may become immediately redeemable by notice by a holder upon the occurrence of certain events (**Events of Default**) including non-payment and non-performance of the relevant Issuer's obligations in respect of the Notes and the insolvency or winding up of the relevant Issuer. There are no events of default in respect of NATIXIS in respect of the Notes issued by Natixis Structured Issuance SA or the NATIXIS Guarantee. ***Meetings*** The terms of the Notes will contain provisions for calling meetings of holders of such Notes to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority. ***Governing law*** The Notes are governed by English law. **Ranking of the Notes** The obligations of the relevant Issuer under the Notes will constitute unsubordinated and unsecured obligations of such Issuer. **Limitation of the rights** ***Prescription*** Claims against the relevant Issuer for payment in respect of the Notes, Receipts and Coupons (which for this purpose shall not include Talons) shall be prescribed and become void unless presented for payment within ten years (in the case of principal) or five years (in the case of interest) from the appropriate Relevant Date in respect of them.
C.9	Interest/Redemption	Please also refer to Element C.8. ***Interest*** The Notes (**Structured Notes**) bear interest from their date of issue at a structured rate calculated by reference to a basket of shares (the "**Underlying References**"). The first interest payment may be made on **22 June 2017, 22 December 2017, 22 June 2018, 21 December 2018, 21 June 2019, 20**

Element	Title	
		December 2019, 22 June 2020, 22 December 2020, 22 June 2021 and 22 December 2021. The interest rate is calculated according to the following pay-off formula: **Phoenix**. ***Redemption*** Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on **22 December 2021** at an amount determined in accordance with the following formula: **Phoenix** The Issuer may redeem all of the Notes early on **22 December 2017, 22 June 2018, 21 December 2018, 21 June 2019, 20 December 2019, 22 June 2020, 22 December 2020 and 22 June 2021**. The redemption amount will be calculated according to the following formula: On each Valuation Date indexed "t", a coupon, paid on the Payment Date indexed "t", unless this Valuation Date falls after the occurrence of an Automatic Early Redemption Event, is calculated in accordance with the following formula: **PhoenixCoupon(t) = Denomination** **x [Coupon1(t) + (Coupon2(t) – MemoryCoupon(t))** **x UpsideCondition(t)]** UpsideCondition(t) = 1 if BasketPerf1(t) ≥ H(t) = 0 if not Where: **Coupon1(t)** means an interest rate as specified in the Final Terms. **Coupon2(t)** means an interest rate as specified in the Final Terms. **H(t)** means the percentage specified in the Final Terms. If "H(t)" is specified as being Not Applicable, then UpsideCondition (t) = 0 in any event. **BasketPerf1(t)** means a performance of the Selection of Underlyings on the Valuation Date indexed "t", associated, if needs be with an Observation Dates Set. Its value is calculated using one of the formulae listed in paragraph 1.1 Common Definitions above with regard to the definition of "BasketPerf" as specified in the Final Terms. The Automatic Early Redemption of the Note is triggered on any Valuation Date indexed "t" where: **AutoCallCondition(t) = 1** With: **AutoCallCondition(t) = 1 if BasketPerf2 (t) ≥ R(t)**

Element	Title	
		= 0 if not where: **R(t)** means the percentage specified in the Final Terms. If "R(t)" is specified as being Not Applicable, then AutoCallCondition(t) = 0 in any event. **BasketPerf2(t)** means a performance of the Selection on the Valuation Date indexed "t", associated, if need be, with an Observation Dates Set. Its value is calculated using one of the formulae listed in 1.1 Common Definitions, with regard to the definition of "BasketPerf", as specified in the Final Terms. In this case, the Automatic Early Redemption Amount per Note payable on the Payment Date immediately following the Valuation Date "t" is equal to: **Denomination x (100% + Coupon3(t) x UpsideCondition2(t))** With: UpsideCondition2(t) = 1 if BasketPerf3(t) ≥ H2(t) = 0 if not Where: **Coupon3(t)** means an interest rate as specified in the Final Terms. **H2(t)** means the percentage specified in the Final Terms. If "H2(t)" is specified as being Not Applicable, then UpsideCondition2(t) = 0 in any event. **BasketPerf3(t)** means a performance of the Selection on the Valuation Date indexed "t", associated, if needs be, with an Observation Dates Set. Its value is calculated using one of the formulae listed in 1.1 Common Definitions, with regard to the definition of "BasketPerf", as specified in the Final Terms. If the Note has never been subject to an Automatic Early Redemption, then the Final Redemption Amount per Note is equal to: **Denomination x [100% + FinalCoupon – Vanilla** **x DownsideCondition x (1-UpsideCondition3)]**

Element	Title	
		Where: **Vanilla = G x Min (Cap, Max ((K – BasketPerf4(T), Floor))** **DownsideCondition = 1 if BasketPerf5(T) < B** **= 0 if not** And **FinalCoupon = (Coupon4 x (1 – DownsideCondition))** **+ (Vanilla5 x UpsideCondition3)** **Vanilla5 = Coupon5 + G5** **x Min(Cap5, Max((BasketPerf6(T) – K5), Floor5))** **UpsideCondition3 = 1 if BasketPerf7(T) ≥ H3** **= 0 if not** where: **Coupon4** means an interest rate as specified in the Final Terms. **Coupon5** means an interest rate as specified in the Final Terms. **H3** means the percentage specified in the Final Terms. If H3 is specified as being Not **Applicable**, then UpsideCondition3 = 0 in any event. **G means the percentage specified in the Final Terms.** **G5 means the percentage specified in the Final Terms.** **Cap** means the percentage specified in the Final Terms. **Cap5** means the percentage specified in the Final Terms. **Floor** means the percentage specified in the Final Terms. **Floor5** means the percentage specified in the Final Terms. **K means the percentage specified in the Final Terms.** **K5** means the percentage specified in the Final Terms.

Element	Title	
		B means the percentage specified in the Final Terms. If "B" is specified as being Not Applicable, then DownsideCondition = 1 in any event. **BasketPerf4(T)**, **BasketPerf5(T)**, **BasketPerf6(T)**, **BasketPerf7(T)** mean performances of the Selection on the last Valuation Date, associated with, if need be, one or several Observation Dates Sets. Each of their respective values is calculated using one of the formulae specified in 1.1 Common Definitions, with regard to the definition of "BasketPerf", as specified in the Final Terms. It should be noted that the formula used to calculate "BasketPerfi(T)" may be different from the formula used to calculate "BasketPerfj(T)", when the subscript "i" is different from the subscript "j". ***Representative of holders*** Not Applicable – No representative of the Noteholders has been appointed by the Issuer.
C.10	Derivative component in the interest payments	Payments of interest in respect of the Notes will be determined by reference to the performance of the Underlying Reference(s). Please also refer to Element C.9.
C.11	Admission to trading on a regulated market	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market organised and managed by Borsa Italiana S.p.A
C.15	Any underlying which may affect the value of the Notes	The amount of principal to be paid under the Notes depends on the value of the "Underlying Reference", which thereby affects the value of the investment. The value of the investment is affected by the performance of the "Underlying Reference". Please also refer to element C.18 and C.20.
C.16	Maturity Date	The Maturity Date of the Notes is **22 December 2021**
C.17	Settlement procedure	The Series of Notes is cash settled.
C.18	Return on derivative securities	See Element C.8. Return on the structured notes will be calculated based on the following payoff formula: **<u>Phoenix</u>**
C.19	Final reference price of the underlying	The final reference price of the underlying will be determined in accordance with the valuation mechanics set out in Element C.18 above
C.20	Underlying	The Underlying Reference specified in Element C.15

Element	Title	
		<table><tr><th>Underlying</th><th>ISIN Code</th><th>Bloomberg Code</th></tr><tr><td>Eni S.p.A.</td><td>IT0003132476</td><td>ENI IM</td></tr><tr><td>Enel S.p.A.</td><td>IT0003128367</td><td>ENEL IM</td></tr><tr><td>Assicurazioni Generali S.p.A.</td><td>IT0000062072</td><td>G IM</td></tr><tr><td>FTSE MIB</td><td>Not Applicable</td><td>FTSEMIB Index</td></tr></table>

Section D – Risks

Element	Title	
D.2	Key risks regarding the Issuer	The significant risks relating to Natixis Structured Issuance SA include: • the Notes constitute general and unsecured contractual obligations of the Issuer which will rank equally with all other unsecured contractual obligations of the Issuer; • any purchaser of the Notes has to rely upon the creditworthiness of the Issuer and no other person (subject to the NATIXIS Guarantee) as an investor has no rights in relation to the relevant Underlying; • potential conflicts of interest may arise between the interests of the Issuer and the interests of its counterparties, partners, share-holders or subsidiaries or affiliated companies of the Issuer; • potential conflicts of interest may arise between the interests of the Issuer and the interests of the Dealers; • the Issuer is exposed to the creditworthiness of its counterparties; • unforeseen events can lead to an abrupt interruption of the Issuer's communications and information systems. The occurrence of any failures or interruptions could have a material adverse effect on the Issuer's financial condition and results of operations; and • as the Issuer is incorporated and has its centre of main interests in Luxembourg, insolvency proceedings with respect to the Issuer may proceed under, and be governed by, Luxembourg insolvency laws. The insolvency laws of Luxembourg may not be as favourable to investors' interests as those of other jurisdictions with which investors may be familiar and may limit the ability of Noteholders to enforce the terms of the Notes. Insolvency proceedings may have a

		material adverse effect on the Issuer's business and assets and its obligations under the Notes as Issuer. The significant risks relating to NATIXIS include: The significant risks relating to the macroeconomic environment and financial crisis include: • adverse market or economic conditions may cause a decrease in the net banking income, profitability and financial position of NATIXIS; • the possible strengthening of regulations applicable to the financial sector, dictated by the financial crisis, could give rise to the introduction of new compliance restrictions; • conditions in the financial markets, particularly the primary and secondary debt markets, may have a significant negative effect upon NATIXIS; and • NATIXIS has suffered significant losses, and may continue to suffer losses, on its portfolio of assets affected by the financial crisis. The significant risks with regard to the structure of NATIXIS include: • NATIXIS' principal shareholder has a significant influence over certain corporate actions; • the risk management policies and procedures of NATIXIS are subject to the approval and control of BPCE; and • NATIXIS' refinancing is through BPCE. The significant risks with regard to the structure of NATIXIS' operations and the banking sector include: • NATIXIS is exposed to several categories of risk inherent to banking operations; • credit risk; • market, liquidity and financing risk; • operational risks; • insurance risk; • NATIXIS might not be able to implement its new corporate and business strategy as effectively as it intends; • any substantial increase in provisions or loss in excess of the previously recorded level of provisions could adversely affect NATIXIS' operating income or financial

		position; • NATIXIS' ability to attract and retain qualified employees is critical to the success of its business and failure to do so may materially affect its performance; • future events may be different than those reflected in the assumption used by the management in the preparation of NATIXIS' financial statements, which may cause unexpected losses in the future; • market fluctuations and volatility may expose NATIXIS to the risk of losses in relation to its trading and investment operations; • NATIXIS may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns; • significant interest rate changes could adversely affect NATIXIS' net banking income or profitability; • changes in exchange rates can significantly affect NATIXIS' results; • any interruption or failure of NATIXIS' information systems, or those of third parties, may result in lost business and other losses; • unforeseen events may cause an interruption of NATIXIS' operations and cause substantial losses and additional costs; • NATIXIS may be vulnerable to political, macroeconomic and financial environments or specific circumstances in the countries where it does business; • NATIXIS is subject to significant regulation in France and in several other countries where it operates; regulatory actions and changes in these regulations could adversely affect NATIXIS' business and results; • tax law and its application in France and in the countries where NATIXIS operates are likely to have a significant impact on NATIXIS' results; • despite the risk management policies, procedures and methods put in place, NATIXIS may be exposed to unidentified or unanticipated risks, likely to give rise to significant losses; • the hedging strategies implemented by NATIXIS do not eliminate all risk of loss; • NATIXIS may encounter difficulties in identifying, executing and integrating its policy in relation to

		acquisitions or joint ventures; • intense competition, both in NATIXIS' home market of France, its largest market, and internationally, could adversely affect NATIXIS' net banking income and profitability; • the financial soundness and behaviour of other financial institutions and market participants could have an adverse impact on NATIXIS; • NATIXIS' profitability and business prospects could be adversely affected by reputational and legal risk; and • a prolonged fall in the markets may reduce the liquidity of assets and make it more difficult to sell them. Such a situation could give rise to significant losses.
D.3 / D.6	Key risks regarding the Notes / Risk Warning	The key risks regarding the Notes include: • By investing in the Notes, investors must rely on the creditworthiness of the relevant Issuer (and in the case of Notes issued by Natixis Structured Issuance SA with the benefit of the NATIXIS Guarantee, NATIXIS) and no other person. • Conflicts of interest may arise between the Issuers and any of their affiliates, on the one hand, and Noteholders, on the other. • Certain of the Dealers and their affiliates have engaged, and in the future may engage, in investment banking, commercial and/or lending transactions with the Issuer and/or the Guarantor and their affiliates, which may result in consequences that are adverse to an investment in the Notes. • The initial Aggregate Nominal Amount may not reflect the future liquidity of the Notes. • Any early redemption at the option of the Issuer, if provided for in any Final Terms for a particular issue of Notes, could cause the yield anticipated by Noteholders to be considerably less than anticipated. • A Noteholder's effective yield on the Notes may be diminished by the tax impact on that Noteholder of its investment in the Notes. • The conditions of the Notes contain provisions for calling meetings of Noteholders which permit defined majorities to bind all Noteholders who did not attend the and vote at the relevant meeting as well as Noteholders who voted in a manner contrary to the majority. • The Notes are governed by English law, in effect as at

		the date of this Base Prospectus and no assurance can be given as to the impact of any possible judicial decision or change to English (or any other relevant) law after the date of this Base Prospectus and any such change could materially adversely impact the value of any Notes affected by it. • • Under the terms of the Notes, the Issuer is obliged to make payments of principal and interest free and clear of Luxembourg withholding taxes only. To the extent that withholding tax is imposed on payments of principal and interest under the Notes in any jurisdiction other than Luxembourg Noteholders will receive payment only after imposition of any applicable withholding tax. • Foreign Account Tax Compliance Act withholding may affect payments on the Notes. • Hiring Incentives to Restore Employment Act withholding may affect payments on the Notes. • The proposed financial transactions tax (**FTT**) would impose FTT on each financial institution that is party to certain financial transactions. A person transacting with a financial institution which fails to account for FTT would be jointly and severally liable for that tax. • The implementation of the Banking Resolution and Recovery Directive and its incorporation into French law, or the taking of any action under it, could materially affect that value of any Notes. • Unforeseen events can interrupt the Issuer's operations and cause substantial losses and additional costs. • The Issuer is exposed to credit risks of other parties. • An interruption in or breach of the Issuer's information systems may result in lost business and other losses. • It may not be possible for investors to effect service of process on the Issuer, its directors and executive officers within the United States or to enforce against any of them in the United States courts judgments obtained in United States courts. **Structured Notes** • the market price of the Notes may be volatile; • payment of principal may occur at a different time or in a different currency than expected; • investors in the Notes may lose all or a substantial

		portion of their principal; • the underlying of the Notes may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices; • the timing of changes in an underlying of the Notes may affect the actual yield to investors, even if the average level is consistent with their expectations; and • neither the current nor the historical value of the underlying of the Notes may provide a reliable indication of its future performance during the term of any Note. **Index Linked Notes** Exposure to one or more indices, adjustment events and market disruption or failure to open of an exchange may have an adverse effect on the value and liquidity of the Notes. **Equity Linked Notes** Exposure to one or more shares, which present similar market risks to a direct equity investment, potential adjustment events or extraordinary events affecting shares and market disruption or failure to open of an exchange may have an adverse effect on the value and liquidity of the Notes. Key Risks relating to the NATIXIS Guarantee • The scope of the NATIXIS Guarantee is limited to Financial Instruments (as defined in the NATIXIS Guarantee) of Natixis Structured Issuance SA. The NATIXIS Guarantee is not limited to Natixis Structured Issuance SA's obligations under Notes issued by it under the Programme. • The NATIXIS Guarantee is not a 'first demand' guarantee. Any claim under the NATIXIS Guarantee must be sent in writing by a duly authorised officer of the claimant to Natixis Structured Issuance SA in accordance with the NATIXIS Guarantee. • A revocation of the NATIXIS Guarantee could affect the creditworthiness of Natixis Structured Issuance SA. • Noteholders are also exposed to NATIXIS's credit risk under the NATIXIS Guarantee. • The NATIXIS Guarantee is governed by French law and enforcing rights under it may be more difficult than enforcing a Luxembourg law governed guarantee. There are no negative pledge or other covenants or events of default in relation to, or undertaken by, NATIXIS under the Notes or the NATIXIS Guarantee.

		The key risks regarding the market generally include: • The Notes when issued have no established trading market and one may never develop. Investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. • The trading market for debt securities may be volatile and may be adversely impacted by many events. • Following the United Kingdom's vote to leave the European Union there are a number of uncertainties in connection with the future of the UK and its relationship with the European Union. • As a result of fluctuations in exchange rates or the imposition of exchange controls, investors may receive less interest or principal than expected, or no interest or principal. • Any credit ratings that may be assigned to the Notes may not reflect the potential impact of all risks related to, *inter alia*, the structure of the relevant issue, the relevant market for the Notes and other factors that may affect the value of the notes • Legal investment considerations may restrict certain investments; investors and financial institutions should consult their legal and/or financial advisors and/or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules. • Holders of Notes may not receive definitive Notes in certain circumstances and may need to purchase a principal amount of Notes such that it holds an amount equal to one or more Denominations in order to receive definitive Notes. Investors may lose the value of their entire investment or part of it, as the case may be.

Section E – Offer

Element	**Title**	

Element	Title	
E.2b	Use of proceeds	The net proceeds from the issue of the Notes will be on-lent by Natixis Structured Issuance SA to NATIXIS under the terms of the Loan Agreement and will be applied by NATIXIS for its general corporate purposes, affairs and business development.
E.3	Terms and conditions of the offer	No Public Offer is being made or contemplated. The Issue Price of the Notes is EUR 1,000 per each Certificate. The total amount of the issue is up to EUR 100,000,000 (being the equivalent of 100,000 Certificates), of which EUR 5,000,000 (being the equivalent of 5,000 Certificates) are issued on the Issue Date. The time period, including any possible amendments, during which the offer will be open and description of the application process: Not Applicable Details of the minimum and/or maximum amount of application and description of the application process: Not Applicable Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable Details of method and time limits for paying up and delivering securities: Not Applicable Manner and date in which results of the offer are to be made public: Not Applicable Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable Categories of potential investors to which the securities are offered: Not Applicable Whether tranche(s) have been reserved for certain countries: Not Applicable Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Not Applicable Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Not Applicable
E.4	Interest of natural and legal persons involved in the	The relevant Dealers may be paid fees in relation to any issue of Notes under the Programme. Any such Dealer and its affiliates may also have engaged, and may in the future engage, in

Element	Title	
	issue/offer	investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, the Guarantor and/or their affiliates in the ordinary course of business. So far as the Issuer and/or the Guarantor are aware, no person involved in the offer of the Notes has an interest material to the Offer. Various entities within the Issuer's group (including the Issuer and the Guarantor) and affiliates may undertake different roles in connection with the Notes, including Issuer of the Notes, Calculation Agent of the Notes, issuer, sponsor or calculation agent of the Underlying Reference(s) and may also engage in trading activities (including hedging activities) relating to the Underlying Reference and other instruments or derivative products based on or relating to the Underlying Reference which may give rise to potential conflicts of interest. The Calculation Agent may be an affiliate of the Issuer and/or the Guarantor and potential conflicts of interest may exist between the Calculation Agent and holders of the Notes. The Issuer and/or the Guarantor and their affiliates may also issue other derivative instruments in respect of the Underlying Reference and may act as underwriter in connection with future offerings of shares or other securities relating to an issue of Notes or may act as financial adviser to certain companies or companies whose shares or other securities are included in a basket or in a commercial banking capacity for such companies. Other than as mentioned above, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer, including conflicting interests.
E.7	Expenses charged to the investor by the Issuer or an Authorised Offeror	The Issuer will pay a fee to the intermediary in connection with the Offer of up to 4.00 per cent. of the Specified Denomination per Note.