FINAL VERSION APPROVED BY THE ISSUER

Final Terms dated 21 June 2016



Euro 10,000,000,000

Debt Issuance Programme

SERIES NO: 1578

TRANCHE NO: 1

Issue of up to €100,000,000 Certificates Linked to a Basket of Shares due June 2019 (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 29 December 2015 and the supplements to the Base Prospectus dated 1 March 2016, 1 April 2016, 27 April 2016 and 30 May 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 as so supplemented. 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 and the supplements to the Base Prospectus are 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:	1578
	(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, of which EUR 1,000,000 are issued on the Issue Date
	(ii)	Tranche:	up to EUR 100,000,000, of which EUR 1,000,000 are issued on the Issue Date
4	Issue Price:		100% of the Aggregate Nominal Amount
5	(i)	Specified Denomination:	EUR 1,000
	(i)	Calculation Amount:	EUR 1,000
6	(i)	Issue Date:	23 June 2016
	(ii)	Interest Commencement Date:	the Issue Date
7	Maturity Date:		24 June 2019
8	Interest Basis:		Equity Linked Interest (further particulars specified below)
9	Redemption/Payment Basis:		Equity Linked Redemption

			(further particulars specified below)
10	Change of Interest Basis:		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
	(iii)	Business Days for the purpose of the Business Day Convention:	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 2 June 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

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
22	Provisions applicable to Equity Linked Notes (basket of shares):		Applicable
	(i)	Company(ies):	See table set forth in the Annex to the Final Terms in relation to the additional terms and conditions of the Notes hereto (the "**Annex**")
	(ii)	Share(s):	See table set forth in Annex hereto
	(iii)	Basket:	See Selection set forth in Annex hereto

(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:	Four (4)
(x)	Additional New Shares Conditions:	Not Applicable
(xi)	Additional Substitute Share Conditions:	Not Applicable
(xii)	Initial Price:	See "Reference Price" in the Annex hereto
(xiii)	Barrier Price:	See H(t) in the Annex hereto
(xiv)	Share Performance:	See the Annex hereto
(xv)	Knock-in Event:	Not Applicable
(xvi)	Knock-out Event:	Not Applicable
(xvii)	Automatic Early Redemption Event:	"greater than or equal to"
	(a) Automatic Early Redemption Amount:	See definition in Condition 19
	(b) Automatic Early Redemption Date(s):	See table set forth in Annex hereto
	(c) Automatic Early Redemption Price:	See table set forth in Annex hereto
	(d) Automatic Early Redemption Rate:	See "Elements for calculation of the Automatic Early Redemption Amount" set forth in Annex hereto
	(e) Automatic Early Redemption Valuation Date(s):	See table set forth in Annex hereto
	(f) Automatic Early Redemption Averaging Dates:	Not Applicable
	(g) Automatic Early Redemption Observation Period(s):	Not Applicable
	(h) Automatic Early Redemption Number of Shares:	See paragraph 22 (ix) above

	(xviii)	Range Accrual:	Not Applicable
	(xix)	Strike Date:	28 June 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):	See definition in Condition 19
	(xxiv)	Valuation Time:	See definition in Condition 19(a)
	(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:	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

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:	The Final Redemption Amount per Certificate payable on the Maturity Date shall be determined by the Calculation Agent on the Determination Date in the Specified Currency in accordance with the Annex and the Conditions of the Notes.
	(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 1,040.00
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 Valuation Date is scheduled to occur on 14 June 2019.

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. 14 June 2019).

For the purposes of the admission to trading of the Certificates on SeDeX, the Record Dates of the Certificates are the below:

t	Record Dates
1	22 December 2016
2	22 June 2017
3	21 December 2017
4	21 June 2018
5	20 December 2018

DISTRIBUTION

59	(i)	If syndicated, names and addresses of Managers and underwriting commitments:	Not Applicable
	(i)	Date of Subscription Agreement:	Not Applicable
	(ii)	Stabilising 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

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 listing 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**

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 ("i" = 1 to 4), means the

price of such Share at the Valuation Time on the Exchange in respect of the Strike Date, any Automatic Early Redemption Valuation Date and the Valuation Date scheduled to occur on 14 June 2019, as applicable

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

Where the underlying is a security:

Applicable

(i) the name of the issuer of the security:

i	Issuer
1	E.ON SE
2	Volkswagen AG
3	Deutsche Bank AG
4	Société Générale SA

(ii) the ISIN (International Security Identification Number) or other such security identification code:

i	Bloomberg Code	ISIN Code
1	EOAN GY	DE000ENAG999
2	VOW3 GY	DE0007664039
3	DBK GY	DE0005140008
4	GLE FR	FR0000130809

Where the underlying is an index:

Not Applicable

(i) the name of the index:

Not Applicable

(ii) if the index is not composed by the Issuer, where information about the index can be obtained:

Not Applicable

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:[5]	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:	IT0006734898
	Common Code:	143761398
	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.

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, Inflation Linked Notes and Hybrid Structured 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 / Automatic Early Redemption Valuation Dates:

Index	Valuation Date/ Automatic Early Redemption Valuation Dates
1	14 December 2016
2	14 June 2017
3	14 December 2017
4	14 June 2018
5	13 December 2018
6	14 June 2019

Payment Dates / Automatic Early Redemption Dates :

Index	Payment Date/ Automatic Early Redemption Dates
1	23 December 2016
2	23 June 2017
3	22 December 2017
4	22 June 2018
5	21 December 2018
6	24 June 2019

Observation Dates : Not Applicable

Selection means :

i	Share	Bloomberg Code	ISIN Code
1	E.ON SE	EOAN GY	DE000ENAG999
2	Volkswagen AG	VOW3 GY	DE0007664039
3	Deutsche Bank AG	DBK GY	DE0005140008
4	Societe Generale SA	GLE FP	FR0000130809

Reference Price means in respect of each Share:

i	Share	Reference Price
1	E.ON SE	the price per Share at the Valuation Time on the Exchange in respect of the Strike Date
2	Volkswagen AG	the price per Share at the Valuation Time on the Exchange in respect of the Strike Date
3	Deutsche Bank AG	the price per Share at the Valuation Time on the Exchange in respect of the Strike Date
4	Societe Generale SA	the price per Share at the Valuation Time on the Exchange in respect of the Strike Date

Memory Effect : Not Applicable

Price means in respect of each Share

i	Share	Price
1	E.ON SE	the price per Share at the Valuation Time on the Exchange in respect of any Valuation Date and on any Observation Date in the Lookback Observation Dates Set
2	Volkswagen AG	the price per Share at the Valuation Time on the Exchange in respect of any Valuation Date and on any Observation Date in the Lookback Observation Dates Set
3	Deutsche Bank AG	the price per Share at the Valuation Time on the Exchange in respect of any Valuation Date and on any Observation Date in the Lookback Observation Dates Set
4	Societe Generale SA	the price per Share at the Valuation Time on the Exchange in respect of any Valuation Date and on any Observation Date in the

		Lookback Observation Dates Set

Average Observation Dates Set means Not Applicable

Lookback Observation Dates Set means

s	**Lookback Observation Dates(s)**
1	29/06/2016
2	30/06/2016
3	01/07/2016
4	04/07/2016
5	05/07/2016
6	06/07/2016
7	07/07/2016
8	08/07/2016
9	11/07/2016
10	12/07/2016
11	13/07/2016
12	14/07/2016
13	15/07/2016
14	18/07/2016
15	19/07/2016
16	20/07/2016
17	21/07/2016
18	22/07/2016
19	25/07/2016
20	26/07/2016
21	27/07/2016
22	28/07/2016
23	29/07/2016
24	01/08/2016
25	02/08/2016
26	03/08/2016
27	04/08/2016
28	05/08/2016
29	08/08/2016

30	09/08/2016
31	10/08/2016
32	11/08/2016
33	12/08/2016
34	15/08/2016
35	16/08/2016
36	17/08/2016
37	18/08/2016
38	19/08/2016
39	22/08/2016
40	23/08/2016
41	24/08/2016
42	25/08/2016
43	26/08/2016
44	29/08/2016
45	30/08/2016
46	31/08/2016
47	01/09/2016
48	02/09/2016
49	05/09/2016
50	06/09/2016
51	07/09/2016
52	08/09/2016
53	09/09/2016
54	12/09/2016
55	13/09/2016
56	14/09/2016
57	15/09/2016
58	16/09/2016
59	19/09/2016
60	20/09/2016
61	21/09/2016
62	22/09/2016
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64	26/09/2016
65	27/09/2016

66	28/09/2016
67	29/09/2016
68	30/09/2016
69	03/10/2016
70	04/10/2016
71	05/10/2016
72	06/10/2016
73	07/10/2016
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75	11/10/2016
76	12/10/2016
77	13/10/2016
78	14/10/2016
79	17/10/2016
80	18/10/2016
81	19/10/2016
82	20/10/2016
83	21/10/2016
84	24/10/2016
85	25/10/2016
86	26/10/2016
87	27/10/2016
88	28/10/2016
89	31/10/2016
90	01/11/2016
91	02/11/2016
92	03/11/2016
93	04/11/2016
94	07/11/2016
95	08/11/2016
96	09/11/2016
97	10/11/2016
98	11/11/2016
99	14/11/2016
100	15/11/2016
101	16/11/2016

102	17/11/2016
103	18/11/2016
104	21/11/2016
105	22/11/2016
106	23/11/2016
107	24/11/2016
108	25/11/2016
109	28/11/2016
110	29/11/2016
111	30/11/2016
112	01/12/2016
113	02/12/2016
114	05/12/2016
115	06/12/2016
116	07/12/2016
117	08/12/2016
118	09/12/2016
119	12/12/2016
120	13/12/2016
121	14/12/2016
122	15/12/2016
123	16/12/2016
124	19/12/2016
125	20/12/2016
126	21/12/2016
127	22/12/2016
128	23/12/2016
129	27/12/2016
130	28/12/2016
131	29/12/2016
132	30/12/2016
133	02/01/2017
134	03/01/2017
135	04/01/2017
136	05/01/2017
137	06/01/2017

138	09/01/2017
139	10/01/2017
140	11/01/2017
141	12/01/2017
142	13/01/2017
143	16/01/2017
144	17/01/2017
145	18/01/2017
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147	20/01/2017
148	23/01/2017
149	24/01/2017
150	25/01/2017
151	26/01/2017
152	27/01/2017
153	30/01/2017
154	31/01/2017
155	01/02/2017
156	02/02/2017
157	03/02/2017
158	06/02/2017
159	07/02/2017
160	08/02/2017
161	09/02/2017
162	10/02/2017
163	13/02/2017
164	14/02/2017
165	15/02/2017
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167	17/02/2017
168	20/02/2017
169	21/02/2017
170	22/02/2017
171	23/02/2017
172	24/02/2017
173	27/02/2017

174	28/02/2017
175	01/03/2017
176	02/03/2017
177	03/03/2017
178	06/03/2017
179	07/03/2017
180	08/03/2017
181	09/03/2017
182	10/03/2017
183	13/03/2017
184	14/03/2017
185	15/03/2017
186	16/03/2017
187	17/03/2017
188	20/03/2017
189	21/03/2017
190	22/03/2017
191	23/03/2017
192	24/03/2017
193	27/03/2017
194	28/03/2017
195	29/03/2017
196	30/03/2017
197	31/03/2017
198	03/04/2017
199	04/04/2017
200	05/04/2017
201	06/04/2017
202	07/04/2017
203	10/04/2017
204	11/04/2017
205	12/04/2017
206	13/04/2017
207	18/04/2017
208	19/04/2017
209	20/04/2017

210	21/04/2017
211	24/04/2017
212	25/04/2017
213	26/04/2017
214	27/04/2017
215	28/04/2017
216	02/05/2017
217	03/05/2017
218	04/05/2017
219	05/05/2017
220	08/05/2017
221	09/05/2017
222	10/05/2017
223	11/05/2017
224	12/05/2017
225	15/05/2017
226	16/05/2017
227	17/05/2017
228	18/05/2017
229	19/05/2017
230	22/05/2017
231	23/05/2017
232	24/05/2017
233	25/05/2017
234	26/05/2017
235	29/05/2017
236	30/05/2017
237	31/05/2017
238	01/06/2017
239	02/06/2017
240	05/06/2017
241	06/06/2017
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723	26/04/2019
724	29/04/2019
725	30/04/2019
726	02/05/2019
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728	06/05/2019
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730	08/05/2019
731	09/05/2019
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733	13/05/2019
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736	16/05/2019
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739	21/05/2019
740	22/05/2019
741	23/05/2019
742	24/05/2019
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745	29/05/2019
746	30/05/2019
747	31/05/2019
748	03/06/2019
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753	10/06/2019
754	11/06/2019
755	12/06/2019
756	13/06/2019
757	14/06/2019

Observation Dates Set 1 means Not Applicable

Observation Dates Set 2 means Not Applicable

Actuarial Observation Dates Set means Not Applicable

Price Observation Dates Set means Not Applicable

1.2 Elements for calculation of the Coupon

$Coupon_1(t)$ = 0.00% for all Valuation Dates.

$Coupon_2(t)$ = 5.00% for all Valuation Dates.

H(t) means 50% for all Valuation Dates.

$BasketPerf_1(t)$ means :

t	**$BasketPerf_1(t)$**
t = 1	For the Valuation Date indexed "t", "t" = 1, the ***Max Lookback Performance*** formula. The ***Local Performance*** formula means, for each Observation Date indexed by "s" in the Lookback Observation Dates Set, the Worst Of formula. In each Worst Of formula, ***IndivPerf(i,s)*** means, for each Observation Date indexed by "s" in the Lookback Observation Dates Set, "s" ranging from 1 to 121, the ***European Individual Performance*** formula. In each ***European Individual Performance formula***, **Price(i, s)** means, for each Observation Date indexed by "s" in the Lookback Observation Dates Set, "s" ranging from 1 to 121, the ***Price*** of the Underlying indexed "i", "i" ranging from 1 to 4, on this date.
t = 2	For the Valuation Date indexed "t", "t" = 2, the ***Max Lookback Performance*** formula. The ***Local Performance*** formula means, for each Observation Date indexed by "s" in the Lookback

	Observation Dates Set, the Worst Of formula. In each Worst Of formula, ***IndivPerf(i,s)*** means, for each Observation Date indexed by "s" in the Lookback Observation Dates Set, "s" ranging from 122 to 247, the ***European Individual Performance*** formula. In each ***European Individual Performance formula***, **Price(i, s)** means, for each Observation Date indexed by "s" in the Lookback Observation Dates Set, "s" ranging from 122 to 247, the ***Price*** of the Underlying indexed "i", "i" ranging from 1 to 4, on this Date.
t = 3	For the Valuation Date indexed "t", "t" = 3, the ***Max Lookback Performance*** formula. The ***Local Performance*** formula means, for each Observation Date indexed by "s" in the Lookback Observation Dates Set, the Worst Of formula. In each Worst Of formula, ***IndivPerf(i,s)*** means, for each Observation Date indexed by "s" in the Lookback Observation Dates Set, "s" ranging from 248 to 378, the ***European Individual Performance*** formula. In each ***European Individual Performance formula***, **Price(i, s)** means, for each Observation Date indexed by "s" in the Lookback Observation Dates Set, "s" ranging from 248 to 378, the ***Price*** of the Underlying indexed "i", "i" ranging from 1 to 4, on this Date.
t = 4	For the Valuation Date indexed "t", "t" = 4, the ***Max Lookback Performance*** formula. The ***Local Performance*** formula means, for each Observation Date indexed by "s" in the Lookback Observation Dates Set, the Worst Of formula. In each Worst Of formula, ***IndivPerf(i,s)*** means, for each Observation Date indexed by "s" in the Lookback Observation Dates Set, "s" ranging from 379 to 502, the ***European Individual Performance*** formula. In each ***European Individual Performance formula***, **Price(i, s)** means, for each Observation Date indexed by "s" in the Lookback Observation Dates Set, "s" ranging from 379 to 502, the ***Price*** of the Underlying indexed "i", "i" ranging from 1 to 4, on this Date.
t = 5	For the Valuation Date indexed "t", "t" = 5, the ***Max Lookback Performance*** formula. The ***Local Performance*** formula means, for each

	Observation Date indexed by "s" in the Lookback Observation Dates Set, the Worst Of formula. In each Worst Of formula, ***IndivPerf(i,s)*** means, for each Observation Date indexed by "s" in the Lookback Observation Dates Set, "s" ranging from 503 to 632, the ***European Individual Performance*** formula. In each ***European Individual Performance formula***, **Price(i, s)** means, for each Observation Date indexed by "s" in the Lookback Observation Dates Set, "s" ranging from 503 to 632, the ***Price*** of the Underlying indexed "i", "i" ranging from 1 to 4, on this Date.
t = 6	For the Valuation Date indexed "t", "t" = 6, the ***Max Lookback Performance*** formula. The ***Local Performance*** formula means, for each Observation Date indexed by "s" in the Lookback Observation Dates Set, the Worst Of formula. In each Worst Of formula, ***IndivPerf(i,s)*** means, for each Observation Date indexed by "s" in the Lookback Observation Dates Set, "s" ranging from 633 to 757, the ***European Individual Performance*** formula. In each ***European Individual Performance formula***, **Price(i, s)** means, for each Observation Date indexed by "s" in the Lookback Observation Dates Set, "s" ranging from 633 to 757, the ***Price*** of the Underlying indexed "i", "i" ranging from 1 to 4, on this Date.

Elements for calculation of the Automatic Early Redemption Amount:

R(t) means, for each Valuation Date indexed "t", "t" ranging from 1 to 6 :

t	R(t)
1	100%
2	100%
3	100%
4	100%
5	100%
6	Not Applicable

$BasketPerf_2(t)$ = means, for each Valuation Date indexed "t", "t" ranging from 1 to 6, the ***Local Performance*** formula.

The ***Local Performance*** formula means, for each Valuation Date indexed "t", "t" ranging from 1 to 6, the WorstOf formula.

In each WorstOf formula, ***IndivPerf(i,t)*** means, for each Valuation Date indexed "t", "t" ranging from 1 to 6, the ***European Individual Performance*** formula.

In each ***European Individual Performance formula***, **Price(i, t)** means, for each Valuation Date indexed "t", "t" ranging from 1 to 6, the ***Price*** of the Underlying indexed "i", "i" ranging from 1 to 4, on this Valuation Date.

$Coupon_3(t)$ means 4.00% for all Valuation Dates

$H_2(t)$ = 100%
$BasketPerf_3(t)$ = $BasketPerf_2(t)$, for all Valuation Dates.

Elements for calculation of the Final Redemption Amount:
$Coupon_4$ means 0%

$Coupon_5$ means 4%

H_3 means 100%.
G means 100%
G_5 means 0%.
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 50%
$BasketPerf_4(T)$ = $BasketPerf_2(t=6)$
$BasketPerf_5(T)$ = $BasketPerf_2(t=6)$
$BasketPerf_6(T)$ = $BasketPerf_2(t=6)$
$BasketPerf_7(T)$ = $BasketPerf_2(t=6)$

1.3 Calculation Formulae: Interest Provisions Not Applicable

1.4 Calculation Formulae: Additional Provisions Not Applicable

2. Provisions applicable to Currency Linked Notes relating to formulae for the calculation of Interest Amounts, Final Redemption Amount and/or Optional Redemption Amount and/or Automatic Early Redemption Amount

Not Applicable

3. Provisions applicable to Inflation Linked Notes relating to formulae for the calculation of Interest Amounts, Final Redemption Amount and/or Optional Redemption Amount and/or Automatic Early Redemption Amount

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

Element	Title	
		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 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 31 December 2015, the Issuer's total assets were € 2,680,757,341.05. The Issuer's profit as of 31 December 2015 was € 632,531.84. As of 31 December 2014, the total assets of Natixis Structured Issuance SA 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	There has been no significant change in the financial or trading position of Natixis Structured Issuance SA since 31 December 2015 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

Element	Title	
		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 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	NATIXIS is domiciled at 30, avenue Pierre Mendes-France, 75013 Paris, France. It is incorporated in and under the

Element	Title	
	incorporation	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.
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 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 31 December 2015, NATIXIS' total assets were €500.3 billion. NATIXIS' net revenue for the year ended 31 December 2015 was €8,704 million, its gross operating income was €2,749 million and its net income (group share) was €1,344 million. The financial information in this paragraph is unaudited and is extracted from NATIXIS' press release published on 10 February 2016 relating to the unaudited financial information of NATIXIS for the fourth quarter ended 31 December 2015 and the unaudited figures for the year ended 31 December 2015. As at 30 June 2015, NATIXIS' total assets were €511.8 billion. NATIXIS' net revenue for the period ended 30 June 2015 was €4,491 million, its gross operating income was €1,507 million and its net income (group share) was €737

Element	Title	
		million. As from 24 July 2015, the share capital is €5,005,004,424 divided into 3,128,127,765 full paid up shares of €1.60 each. As at 30 June 2014, the Issuer's total assets were €547.4 billion. The Issuer's net revenue for the period ended 30 June 2014 was €3,913 million, its gross operating income was €1,216 million and its net income (group share) was €642 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. As at 31 December 2013, NATIXIS' total assets were €510.1 billion. NATIXIS' net revenue for the year ended 31 December 2013 was €6,848 million, its gross operating income was €1,614 million and its net income (group share) was €884 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 the period covered by the historical financial information	There has been no significant change in the financial or trading position of NATIXIS since 31 December 2015.
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

Element	Title	
		• 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: 1578 Tranche Number: 1 International Securities Identification Number ("**ISIN**"):

Element	Title	
		IT0006734898 Common Code: 143761398
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. Notes offered and sold outside the United States to non-US persons in reliance on Regulation S under the U.S. Securities Act of 1933 must comply with selling restrictions. Notes held in a clearing system must be transferred in accordance with the rules, procedures and regulations of that clearing system.
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

Element	Title	
		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. **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**

Element	Title	
		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 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 24 June 2019 at an amount determined in accordance with the following formula: **Phoenix**. The Issuer may redeem all of the Notes early on 23 December 2016, 23 June 2017, 22 December 2017, 22 June 2018 and 21 December 2018. Payments shall be made by transfer to an account denominated in the relevant currency with a bank in the principal financial centre of that currency. The redemption amount will be calculated by reference to a Basket of Shares (the **Underlying Reference(s)**) The redemption amount will be calculated according to the following formula: **Phoenix**. 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:

Element	Title	
		PhoenixCoupon(t) = Denomination **x [$Coupon_1$(t) + ($Coupon_2$(t) – MemoryCoupon(t))** **x UpsideCondition(t)]** UpsideCondition(t) = 1 if $BasketPerf_1$(t) ≥ H(t) = 0 if not Where: **$Coupon_1$(t)** means an interest rate as specified in the Final Terms. **$Coupon_2$(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. **$BasketPerf_1$(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 $BasketPerf_2$ (t) ≥ R(t)** **= 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. **$BasketPerf_2$(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

Element	Title	
		the Valuation Date "t" is equal to: **Denomination x (100% + $Coupon_3(t)$ x $UpsideCondition_2(t)$)** With: $UpsideCondition_2(t) = 1$ if $BasketPerf_3(t) \geq H_2(t)$ $= 0$ if not Where: **$Coupon_3(t)$** means an interest rate as specified in the Final Terms. **$H_2(t)$** means the percentage specified in the Final Terms. If "$H_2(t)$" is specified as being Not Applicable, then $UpsideCondition_2(t) = 0$ in any event. **$BasketPerf_3(t)$** 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-$UpsideCondition_3$)]** Where: **Vanilla = G x Min (Cap, Max (($K - BasketPerf_4(T)$), Floor))** **DownsideCondition = 1 if $BasketPerf_5(T) < B$** **= 0 if not** And **FinalCoupon = ($Coupon_4$ x (1 – DownsideCondition)) + ($Vanilla_5$ x $UpsideCondition_3$)** **$Vanilla_5 = Coupon_5 + G_5$ x Min(Cap_5, Max(($BasketPerf_6(T) - K_5$), $Floor_5$))** **$UpsideCondition_3 = 1$ if $BasketPerf_7(T) \geq H_3$** **= 0 if not** where: **$Coupon_4$** means an interest rate as specified in the Final

Element	Title	
		Terms. **Coupon$_5$** means an interest rate as specified in the Final Terms. **H$_3$** means the percentage specified in the Final Terms. If H_3 is specified as being Not **Applicable**, then UpsideCondition$_3$ = 0 in any event. **G** means the percentage specified in the Final Terms. **G$_5$** means the percentage specified in the Final Terms. **Cap** means the percentage specified in the Final Terms. **Cap$_5$** means the percentage specified in the Final Terms. **Floor** means the percentage specified in the Final Terms. **Floor$_5$** means the percentage specified in the Final Terms. **K** means the percentage specified in the Final Terms. **K$_5$** means the percentage specified in the Final Terms. **B** means the percentage specified in the Final Terms. If "B" is specified as being Not Applicable, then DownsideCondition = 1 in any event. **BasketPerf$_4$(T)**, **BasketPerf$_5$(T)**, **BasketPerf$_6$(T)**, **BasketPerf$_7$(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 "BasketPerf$_i$(T)" may be different from the formula used to calculate "BasketPerf$_j$(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	Application has been made by the Issuer (or on its behalf)

<table>
<tr><th>Element</th><th>Title</th><th></th></tr>
<tr><td></td><td>regulated market</td><td>for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange.</td></tr>
<tr><td>C.15</td><td>Any underlying which may affect the value of the Notes</td><td>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.</td></tr>
<tr><td>C.16</td><td>Maturity Date</td><td>The Maturity Date of the Notes is 24 June 2019.</td></tr>
<tr><td>C.17</td><td>Settlement procedure</td><td>The Series of Notes is physically settled.</td></tr>
<tr><td>C.18</td><td>Return on derivative securities</td><td>See Element C.8.

Return on the structured notes will be calculated based on the following payoff formula:

<u>Phoenix</u>.</td></tr>
<tr><td>C.19</td><td>Final reference price of the underlying</td><td>The final reference price of the underlying will be determined in accordance with the valuation mechanics set out in Element C.18 above</td></tr>
<tr><td>C.20</td><td>Underlying</td><td>The Underlying Reference specified in Element C.15
<table>
<tr><th>Underlying</th><th>ISIN Code</th><th>Bloomberg Code</th></tr>
<tr><td>E.ON SE</td><td>DE000ENAG999</td><td>EOAN GY</td></tr>
<tr><td>Volkswagen AG</td><td>DE0007664039</td><td>VOW3 GY</td></tr>
<tr><td>Deutsche Bank AG</td><td>DE0005140008</td><td>DBK GY</td></tr>
<tr><td>Societe Generale SA</td><td>FR0000130809</td><td>GLE FP</td></tr>
</table></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. • If a payment were to be made or collected through a Member State which has opted for a withholding system and an amount of, or in respect of, tax were to be withheld from that payment pursuant to the EU Savings Directive, neither the Issuer nor any Paying Agent nor any other person would be obliged to pay additional amounts with respect to any Note as a result of the imposition of such withholding tax. • 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; • the Notes may receive no interest;

		• payment of principal or interest 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. **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. • 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	
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 100 % of their nominal amount. The total amount of the issue is up to EUR 100,000,000, of which EUR 1,000,000 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

Element	Title	
		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 issue/offer	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 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. Save for any fees payable to the Dealer and to the Distributors, 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

Element	Title	
		interests.
E.7	Expenses charged to the investor by the Issuer or an Authorised Offeror	Not Applicable - No expenses will be charged to investors by the Issuer or an Authorised Offeror.