MIFID II product governance / Retail investors, professional investors and ECPs – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in MiFID II; EITHER and (ii) all channels for distribution of the Notes are appropriate, including investment advice, portfolio management, non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. The product is incompatible for any client outside the positive target market as identified above. Any person subsequently offering, selling or recommending the Notes (a distributor) should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

FINAL VERSION APPROVED BY THE ISSUER

Final Terms dated 12 February 2019

Natixis Structured Issuance SA

Legal entity identifier (LEI): 549300YZ10WOWPBPDW20

Euro 20,000,000,000

Debt Issuance Programme

SERIES NO: 6489

TRANCHE NO: 1

Issue of Preference Share Linked Notes indexed to the Preference Shares comprising Class 157 Equity Index-Linked Preference Shares issued by Cannon Bridge Capital Ltd due March 2029 (the Notes)

Unconditionally and irrevocably guaranteed by NATIXIS

Under the €20,000,000,000

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 24 April 2018 and the supplements to the Base Prospectus dated 28 May 2018, 14 August 2018, 4 October 2018, 14 November 2018 and 18 January 2019 (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 as so supplemented. Full information on the Issuer and the offer 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 on the website of the Luxembourg Stock Exchange (*www.bourse.lu*) and copies may be obtained from NATIXIS, 47, quai d'Austerlitz, 75013 Paris, France.

1	(i)	Series Number:	6489
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series with the Existing Notes:	Not Applicable
2	Specified Currency or Currencies:		Great Britain Pound ("**GBP**")
	CNY Notes:		Not Applicable
3	Aggregate Nominal Amount:		
	(i)	Series:	The Aggregate Nominal Amount shall be fixed at the end of the time period of the offer (as defined in paragraph 58 below) further to the collection of all subscriptions. The Issuer will as soon as practical after the determination of such amount, publish a Notice specifying the relevant Aggregate Nominal Amount so determined. The Notice may be viewed on NATIXIS Equity Solutions website (www.equitysolutions.natixis.com).
	(ii)	Tranche:	See the foregoing item
4	Issue Price:		100% of the Aggregate Nominal Amount
5	(i)	Specified Denomination:	GBP 1.00
	(ii)	Calculation Amount:	GBP 1.00
6		Issue Date:	Ten (10) Business Days following the Initial Share Setting Date (which is scheduled to be 5 April 2019)
		− Initial Share Setting Date:	22 March 2019
7	Maturity Date:		Three (3) Business Days following the relevant Valuation Date (expected to be 29 March 2029)

8	Interest Basis:		Not Applicable
9	Redemption/Payment Basis:		Preference Share 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 (Taxation) of the Terms and Conditions of the English Law Notes and Condition 8 (Taxation) of the Terms and Conditions of the French Law Notes*):		Applicable
12	Put/Call Options:		Not Applicable
13	(i)	Day Count Fraction:	Not Applicable
	(ii)	Business Day Convention:	Following Business Day Convention
	(iii)	Business Centres (*Condition 5(j)*):	London
14	Date of the corporate authorisations for issuance of the Notes:		Authorisation of the Board of Directors of NATIXIS Structured Issuance SA passed on 22 January 2019
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:	Redemption Amounts will be calculated in accordance with the following formula(e): Preference Share Linked Notes as defined in Condition 34

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):	Not Applicable
23	Provisions applicable to Index Linked Notes (basket of indices):	Not Applicable
24	Provisions applicable to Commodity Linked	Not Applicable

	Notes (single commodity):		
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 Contracts):		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		Applicable. Condition 34 applies
	(i)	Preference Share:	Preference Shares comprising Class 157 Equity Index-Linked Preference Shares issued by Cannon Bridge Capital Ltd
	(ii)	ISIN:	Not Applicable
	(iii)	Common Code:	Not Applicable
	(iv)	SEDOL:	Not Applicable
	(v)	Bloomberg Code:	Not Applicable
	(vi)	Information Source:	Bloomberg page (IXEU <GO>, then select UK) or such other widely available information service on which the Preference Share Value is or is scheduled to be published as determined by the Calculation Agent and details of which will be notified to Noteholders in

			accordance with Condition 14
	(vii)	Preference Share Determination Agent:	Natixis
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:		Not Applicable
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))*:	Not Applicable
	(ii)	Redemption for taxation reasons permitted on any day (including days other than Interest Payment Dates (*Condition 6(b))*:	Not Applicable
	(iii)	Unmatured Coupons to become void upon early redemption (*Condition 7(g)*):	Not Applicable
	(iv)	Redemption for illegality (Condition 6(c)):	Not Applicable
	(v)	Redemption for Force Majeure Event and Significant Alteration Event (Condition 6(m)):	
		(a) Force Majeure Event:	Not Applicable
		(b) Significant Alteration Event:	Not Applicable

(c) Protected Amount : Not Applicable

(vi) Unwind Costs (Condition 5(j)): Not Applicable

(vii) Pro Rata Temporis Reimbursement (Condition 5(j)): Not Applicable

(viii) Essential Trigger (Condition 11): Not Applicable

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: Applicable

(i) Valuation Date: The second (2) Business Day following the Preference Share Valuation Date

- Preference Share Valuation Date: 22 March 2029 or any Preference Share Trigger Barrier Observation Dates as mentioned below.

- Preference Share Trigger Barrier Observation Dates: Means each of the dates specified in the table below:

22 March 2021
22 March 2022
22 March 2023
22 March 2024
24 March 2025
23 March 2026
22 March 2027
22 March 2028

(ii) Valuation Time: As per Condition 34(a)

49 Early Redemption as a result of an Extraordinary Event: Applicable

Extraordinary Event Provisions:

- Merger Event Applicable

	−	Tender Offer	Applicable
	−	Nationalisation	Applicable
	−	Liquidation	Applicable
50	Early Redemption as a result of an Additional Disruption Event:		Applicable
	Additional Disruption Event Provisions:		
	−	Change in Law	Applicable
	−	Insolvency Filing	Applicable
	−	Hedging Disruption	Applicable
	−	Increased Cost of Hedging	Applicable

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

51	Minimum Transferable Amount:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

52	Form of Notes:	Registered Notes CREST Depository Interests (CDIs) representing the Notes may also be issued in accordance with the usual procedures of Euroclear UK & Ireland Limited ("CREST")
	Temporary or permanent Global Note (*in the case of Bearer Notes or Exchangeable Bearer Notes*):	Not Applicable
	New Global Note:	No
	Global Certificates (*Registered Notes only*):	Yes – Unrestricted Global Certificates
	Registration Agent:	Not Applicable
53	Additional Business Day Jurisdiction(s) (*Condition 7(e)*) or other special provisions relating to Payment Dates:	See paragraph 13 (iii) above
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:	Applicable

Offer Price:	100 per cent. of the Aggregate Nominal Amount
Conditions to which the offer is subject:	The Notes will be offered in the United Kingdom on the basis of a public offer.
The time period, including any possible amendments, during which the offer will be open and description of the application process:	The offer of the Notes will commence at 10.00 a.m. (GMT) on 14 February 2019 and end at 4.30 p.m. (GMT) on 22 March 2019 (the "Offer Period") or at such other time in such earlier other date as the Issuer, in agreement with the distributor, may decide in its sole and absolute discretion in light of prevailing market conditions. Investors may apply to subscribe for the Notes during the Offer Period. The Offer Period may be discontinued at any time. In such a case, the offeror shall give immediate notice to the public before the end of the Offer Period by means of a notice published on the website of the Issuer (insert relevant website). Any person wishing to subscribe to the Notes is required to completely fill out and properly sign a subscription order and submit it to the distributor. The distributor, in agreement with the Issuer and the Dealer, has the right to accept or reject subscription orders either partially or completely or to terminate the offer or to extend the period of the offer independent of whether the intended volume of the Notes to be placed has been achieved or not. Neither the Issuer, nor the distributor or the Dealer is not required to state reasons for this.
Details of the minimum and/or maximum amount of application and description of the application process:	The minimum application amount is one (1) Note of Specified Denomination.
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	The Issuer has the right to cancel the issuance of the Notes for any reason whatsoever. In such case, the Issuer is not required to state any reasons for this.
Details of method and time limits for paying up and delivering securities:	Delivery Against payment
Manner and date in which results of the offer are to be made public:	The Issuer will, as soon as practical after the end of the period of the offer, publish a Notice specifying the number of Notes to be issued. This Notice may be viewed on the website of NATIXIS Equity Solutions (www.equitysolutions.natixis.com).
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not	Not Applicable

	exercised:	
	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.	The Authorised Offeror identified in paragraph 63 below.

EU BENCHMARK REGULATION

EU Benchmark Regulation: Article 29(2) statement on benchmarks:	**Applicable:** Amounts payable under the Notes are calculated by reference to FTSE 100® benchmark(s), which is provided by FTSE International Limited. As at the date of the Base Prospectus, FTSE International Limited is not included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011).

DISTRIBUTION

59	(i)	If syndicated, names and addresses of Managers and underwriting commitments:	Not Applicable
	(ii)	Date of Subscription Agreement:	Not Applicable
	(iii)	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:		Applicable
		Public Offer Jurisdictions:	The United Kingdom

	Offer Period:	See paragraph 58 above
	Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:	**Mariana UFP LLP,** 100 Cannon St, London EC4N 6EU
	General Consent:	Not Applicable
	Other Authorised Offeror Terms:	Not Applicable

GENERAL

64	Applicable TEFRA exemption:	Not Applicable
65	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.
66	Masse (Condition 11 of the Terms and Conditions of the French Law Notes):	Not Applicable
67	Governing Law:	English law

FINAL VERSION APPROVED BY THE ISSUER

PART B – OTHER INFORMATION

1 **LISTING AND ADMISSION TO TRADING**

(i)	Listing:	Official List of the **Luxembourg Stock Exchange**
(ii)	Admission to trading:	Application has been made for the Notes to be admitted to trading on **Luxembourg Stock Exchange's** Regulated Market with effect from the Issue Date.
(iii)	Estimate of total expenses related to admission to trading:	EUR 5,100
(iv)	Regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading:	Not Applicable

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 the **United Kingdom** 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 OFFER**

A commission can be paid by Natixis to the distributor. This commission can be paid either by an up-front fee or/and a running commission. Further details of the commission element are available upon request.

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, as amended (2014/65/EC) (MiFID), or as otherwise may apply in any non-EEA jurisdictions.

5 **REASONS FOR THE OFFER, 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 net proceeds of the issue of the Notes will be 100 per cent. of the Aggregate Nominal Amount of Notes admitted to trading.
(iii)	Estimated total expenses:	Except the listing fees estimate, no other expenses can be determined as of the Issue Date.

6 **Fixed Interest Rate Notes only – YIELD**

	Indication of yield:	Not Applicable

7 **Floating Rate Notes only – HISTORIC INTEREST RATES**

Not Applicable

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

The exercise price or the final reference price of the underlying:	Not Applicable
An indication where information about the past and the further performance of the underlying and its volatility can be obtained:	The performance of the Preference Shares will be linked to the performance of the Preference Share Underlying mentioned below, information relating to which can be found on the relevant Bloomberg's page of such Preference Share Underlying.
Where the Preference Share Underlying is a security:	Not Applicable
(i) the name of the issuer of the security:	Not Applicable
(ii) the ISIN (International Security Identification Number) or other such security identification code:	Not Applicable
Where the Preference Share Underlying is an index:	Applicable
(i) the name of the index:	FTSE 100® Index;
(ii) if the index is not composed by the Issuer, where information about the index can be obtained:	Bloomberg Code "UKX";
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:	Distributor: **Mariana UFP LLP,** 100 Cannon St, London EC4N 6EU
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
Prohibition of Sales to EEA Retail Investors:		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:		XS1881345307
Common Code:		188134530
Depositaries:		
(i)	Euroclear France to act as Central Depositary:	No
(ii)	Common Depositary for Euroclear and Clearstream:	Yes
	Any clearing system(s) other than Euroclear and Clearstream, and the relevant identification number(s):	The Notes will also be made eligible for CREST via the issue of CDIs representing the Notes.
	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

11 **POST-ISSUANCE INFORMATION CONCERNING THE UNDERLYING**

Not Applicable

ISSUE SPECIFIC SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (Elements A.1 – E.7). This Summary contains all the Elements required to be included in a summary for the Notes and the Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in a summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary explaining why it is not applicable.

Section A – Introduction and warnings

Element		
A.1	General disclaimer regarding the Summary	Warning that: • this summary should be read as an introduction to the Base Prospectus; • any decision to invest in the securities should be based on consideration of the Base Prospectus taken 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	Subject to the conditions set out below, the Issuer consents to the use of this Base Prospectus in connection with an offer in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus (a **Public Offer**) of Notes by the managers, **Mariana UFP LLP,** 100 Cannon St, London EC4N 6EU**,** each financial intermediary whose name is published on the Issuer's website (*www.equitysolutions.natixis.fr*) and identified as an Authorised Offeror in respect of the relevant Public Offer and any financial intermediary which is authorised to make such offers under applicable legislation implementing the Markets in Financial Instruments Directive (Directive 2014/65/EU as amended) and publishes on its website the following statement (with the information in square brackets being duly completed):
		"*We, [insert legal name of financial intermediary], refer to the offer of [insert title of relevant Notes] (the **Notes**) described in the Final*

Element		
		*Terms dated [insert date] (the **Final Terms**) published by [ ] (the **Issuer**). We hereby accept the offer by the Issuer of its consent to our use of the Base Prospectus (as defined in the Final Terms) in connection with the offer of the Notes in accordance with the Authorised Offeror Terms and subject to the conditions to such consent, each as specified in the Base Prospectus, and confirm that we are using the Base Prospectus accordingly.*" (each an **Authorised Offeror**). *Offer period:* The Issuer's consent referred to above is given for Public Offers of Notes during the period beginning at 10.00 a.m. (GMT) on 14 February 2019 and ending at 4.30 p.m. (GMT) on 22 March 2019 (the **Offer Period**). *Conditions to consent:* The conditions to the Issuer's consent (in addition to the conditions referred to above) are that such consent (a) is only valid during the Offer Period; (b) only extends to the use of this Base Prospectus to make Public Offers of the relevant Tranche of Notes in the **United Kingdom.** **AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY NOTES IN A PUBLIC OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH NOTES TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND OTHER ARRANGEMENTS IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR INCLUDING AS TO PRICE, ALLOCATIONS AND SETTLEMENT ARRANGEMENTS. AUTHORISED OFFERORS WILL PROVIDE INFORMATION ON THE TERMS AND CONDITIONS OF THE OFFER TO INVESTORS THROUGH OUT THE OFFER PERIOD. THE INVESTOR MUST LOOK TO THE AUTHORISED OFFEROR AT THE TIME OF SUCH OFFER FOR THE PROVISION OF SUCH INFORMATION AND THE AUTHORISED OFFEROR WILL BE RESPONSIBLE FOR SUCH INFORMATION.**

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 operates 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 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 at 30 June 2018, the total assets of Natixis Structured Issuance SA were € 6,500,528,014.99. The profit of Natixis Structured Issuance SA as at 30 June 2018 was € 1,622,141.14. The financial information in the above paragraph is unaudited and is extracted from Natixis Structured Issuance SA's interim financial statements for the 6 month period ended 30 June 2018 published on 10 September 2018. As at 30 June 2017, the total assets of Natixis Structured Issuance SA were € 5,286,128,967.08. The profit of Natixis Structured Issuance SA as at 30 June 2017 was € 650,026.58. As at 31 December 2017, the total assets of Natixis Structured

Element	Title	
		Issuance SA were € 5,475,184,964.09. As at 31 December 2017, the profit of Natixis Structured Issuance SA was € 1,656,544.03. As at 31 December 2016, the total assets of Natixis Structured Issuance SA were € 4,400,634,502.36. The profit of Natixis Structured Issuance SA as of 31 December 2016 was € 181,716.38.
	No material adverse change statement	There has been no material adverse change in the prospects of Natixis Structured Issuance SA since 31 December 2017.
	Significant changes in the financial or trading position	Not applicable. There has been no significant change in the financial or trading position of Natixis Structured Issuance SA since 30 June 2018.
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 31 December 2017, BPCE held 71% 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.

Element	Title	
B.19	NATIXIS as Guarantor	The Notes will benefit from the NATIXIS Guarantee.

Section B – Issuer/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 operates under the laws of, France as a public limited liability company (*société anonyme à Conseil d'Administration*).
B.19/B.4b	Trend information	The global economic environment is favourable, with solid growth prospects around the world. However, renewed volatility on the markets has been observed in the opening months of 2018, which means that NATIXIS will need to remain alert and continue to pay close attention to its risk management. On 27 July 2018, NATIXIS' share capital was increased to €5,040,461,747.20 divided into 3,150,288,592 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 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 2018, NATIXIS' total assets were €502.2 billion. As at 30 September 2018, NATIXIS's net revenues for the nine months ended 30 September were €7,365 million, its gross operating income was €2,315 million ans its net income (group share) was €1,324 million. As at 30 September 2017, NATIXIS' total assets were €512.5 billion. As at 30 September 2017, NATIXIS's net revenues for the nine months ended 30 September were €6,961 million, its gross operating income was €2,066 million ans its net income (group share) was

Element	Title	
		€1,151 million. The financial information in the two immediately preceding paragraphs is unaudited and is extracted from NATIXIS' press release published on 8 November 2018 relating to the unaudited financial information of NATIXIS for the third-quarter 2018. As at 30 June 2018, NATIXIS' total assets were € 520.1 billion. As at 30 June 2018, NATIXIS' net revenues for the six months ended 30 June 2018 were € 4,989 million, its gross operating income was € 1,554 million and its net income (group share) was € 903 million. As at 30 June 2017, NATIXIS' total assets were € 510.4 billion. As at 30 June 2017, NATIXIS' net revenues were € 4,756 million, its gross operating income was EUR 1,391 million and its net income (group share) was € 768 million. The financial information in the two immediately preceding paragraphs is unaudited and is extracted from NATIXIS' press release published on 2 August 2018 relating to the unaudited financial information of NATIXIS for the second-quarter 2018 and first semester 2018 ended 30 June 2018. As at 31 March 2018, NATIXIS' total assets were € 512.4 billion. As at 31 March 2018, NATIXIS' net revenues were € 2,412 million, its gross operating income was € 618 million and its net income (group share) was € 323 million. As at 31 March 2017, NATIXIS' total assets were € 508.9 billion. As at 31 March 2017, NATIXIS' net revenues were € 2,347 million, its gross operating income was € 576 million and its net income (group share) was € 280 million. The financial information in the two immediately preceding paragraphs is unaudited and are extracted from NATIXIS' press release published on 17 May 2018 relating to the unaudited financial information of NATIXIS for the first quarter ended 31 March 2018. As at 31 December 2017, NATIXIS' total assets were €520 billion. NATIXIS' net revenue for the year ended 31 December 2017 was €9,467 million, its gross operating income was €2,835 million and its net income (group share) was €1,669 million. As at 31 December 2016, NATIXIS' total assets were €527.8 billion. NATIXIS' net revenue for the year ended 31 December 2016 was €8,718 million, its gross operating income was €2,480 million and its net income (group share) was €1,374 million. On 18 December 2018, NATIXIS announces that net revenues for its businesses should reach around €2bn in the fourth quarter of 2018. This compares with €2.25bn in the quarter of 2017, representing a decrease of around 10% over the quarter and of less than 1% over the

Element	Title	
		full year. This contraction is entirely attributable to the occurrence of a risk of exceptional nature. Excluding this non-recurring item, 4Q18 net revenues for the businesses will be in line with the same period last year despite less favorable market conditions, illustrating the resilience and the robustness of Natixis' business model. This item of exceptional nature relates to the deterioration of market conditions in Asia which was already flagged at the occasion of the second and third quarter results as weighing negatively on the equity derivatives activity. In the fourth quarter of the year, the model used to manage some specific products traded with clients in Asia led to a hedging strategy that proved to be deficient under current market conditions. This will result in a €100m reduction in Natixis' net revenues in the fourth quarter of 2018, in addition to a €160m provision to cover the management of this product book. This revenue reduction is non-recurring and relates to an activity which was not significantly contributing to the medium-term plan revenues. As such, this occurrence does not call into question the objectives of the New Dimension strategic plan disclosed on September 12th 2018, which are all maintained, including a minimum 60% ordinary payout ratio. The ordinary dividend will furthermore be supplemented by the payment of a €1.5bn special dividend stemming from the sale of the retail banking activities to BPCE SA, to be paid upon completion of the transaction."
	No material adverse change statement Significant changes in the financial or trading position	There has been no material adverse change in the prospects of NATIXIS since 31 December 2017. "Other than as mentioned in section [B.19/]B.12 under the heading "Selected historical key financial information", there has been no significant change in the financial or trading position of NATIXIS since 30 September 2018."
B.19/B.13	Events impacting the Guarantor's solvency	Not applicable – there are no recent events particular to NATIXIS which are to a material extent relevant to the evaluation of NATIXIS's solvency.
B.19/B.14	Dependence upon other group entities	Please see Elements B.19/B5 above and B.19/B16 below. Not applicable – NATIXIS is not dependent on other group entities.
B.19/B.15	Principal activities	NATIXIS is the international corporate and investment banking, asset management, insurance and financial services arm of Groupe BPCE, the second largest banking group in France (*source: Banque de France*). NATIXIS has a number of areas of expertise that are organised into four main businesses:

Element	Title	
		• Asset & Wealth Management; • Corporate & Investment Banking; • Insurance; and • 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	BPCE is the main shareholder of NATIXIS and, as such, exercises the responsibilities laid out by banking regulations. As at 31 December 2017, BPCE held 71% of the share capital of NATIXIS.
B.19/B.17	Credit ratings	"The long term senior unsecured debt of NATIXIS is rated A1 (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 C, are debt securities with a denomination of less than €100,000 (or its equivalent in any other currency). The Notes are Structured Notes. Investors may also hold interests in the Notes indirectly through Euroclear UK & Ireland Limited through the issuance of dematerialised depository interests issued, held, settled and transferred through CREST (CDIs). CDIs represent interests in the relevant Notes underlying the CDIs; the CDIs are not themselves Notes. CDIs are independent securities distinct from the Notes, are constituted under English law and transferred through CREST and will be issued by CREST Depository Limited pursuant to the global deed poll dated 25 June 2001 (as subsequently modified, supplemented and/or restated). CDI holders will not be entitled to deal directly in the Notes. Series Number: 6489 Tranche Number: 1 International Securities Identification Number (**ISIN**): XS1881345307 Common Code: 188134530
C.2	Currency	The currency of this Series of Notes is Great Britain pound ("**GBP**") (the **Specified Currency**).
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, France and Ireland), Kingdom of Saudi Arabia, Hong Kong, Japan, Singapore, Taiwan, Switzerland, the Russian Federation, the Cayman Islands, Guernsey, Jersey, Mauritius, Mexico, Brazil, Chile, Panama, Kingdom of Bahrain, Kuwait, Oman, Qatar, United Arab Emirates, People's Republic of China, Canada, Peru and Uruguay.

Element	Title	
		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.
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.

Element	Title	
		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**) (such withholding or deduction, **871(m) Withholding**) 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. In addition, in determining the amount of 871(m) Withholding imposed with respect to any amounts to be paid on the Notes, the Issuer shall be entitled to withhold on any "dividend equivalent" (as defined for purposes of Section 871(m) of the Code) at the highest rate applicable to such payments regardless of any exemption from, or reduction in, such withholding otherwise available under applicable law. ***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***

Element	Title	
		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** (*Include with respect to English Law Notes*) The Notes constitute direct, unconditional, unsubordinated or, with respect to Notes issued by NATIXIS, senior preferred (within the meaning of Article L. 613-30-3-I 3° of the French *code monétaire et financier*) and (subject to the Terms and Conditions of the English Law Notes) unsecured obligations of the Issuer and shall at all times rank *pari passu* without any preference among themselves. **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	Not Applicable
C.10	Derivative component in the interest payments	Not Applicable
C.11 **C.15**	Admission to trading on a regulated market Any underlying which may affect the value of the Notes	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the **Luxembourg Stock Exchange**. The amount of principal to be paid under the Notes depends on the value of the Preference Shares (the **Underlying Reference(s)**), which in turn depends on the performance of the Preference Share Underlying(s) to which the Preference Shares give exposure, which thereby affects the value of the investment. The value of the investment is affected by the performance of the Underlying Reference the Preference Shares and the Preference Share Underlying(s) to which the Preference Shares give exposure. Please also refer to Elements C.18 and C.20

Element	Title	
C.16	Maturity Date	The Maturity Date of the Notes is three (3) Business Days following the relevant Valuation Date (which is scheduled to be **29 March 2029**).
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: Unless the Notes have been previously redeemed or purchased and cancelled, the Issuer shall redeem the Notes on the Maturity Date at the Final Redemption Amount, where: • **Final Redemption Amount**: in respect of each Note of the Specified Denomination, an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula, rounded to the nearest transferable unit of the Specified Currency (with halves being rounded up, save in the case of Yen which shall be rounded down to the nearest Yen): $\text{Notional Amount} \times \left(\frac{\text{Preference Share Final}}{\text{Preference Share Initial}}\right)$ • **Preference Share Final**: the Preference Share Value on the Valuation Date. • **Preference Share Initial**: the Preference Share Value on the Initial Valuation Date. • **Preference Share Value**: in respect of any day, the fair market value of a Preference Share at the Valuation Time on such day as determined by the Calculation Agent using its internal models and methodologies and taking into account such factor(s) as the Calculation Agent determines appropriate, including but not limited to: (a) the time remaining to maturity of the Preference Share; (b) if the Preference Share is linked to one or more underlying assets, the value, expected future performance and/or volatility of such underlying asset(s); and (c) any other information which the Calculation Agent determines relevant. • **Valuation Time**: 5.00 pm (Paris time). • **Initial Valuation Date**: the Issue Date or, if such day is not a Business Day, the immediately succeeding Business Day. • **Valuation Date**: Two (2) Business Days following the Preference Share Valuation Date. • **Preference Share Valuation Date**: **22 March 2029** or, if

Element	Title	
		the Preference Shares are subject to redemption as a result of an auto-call feature being triggered on any Preference Share Trigger Barrier Observation Date(s), the date on which the auto-call feature is triggered, provided if any date used for the valuation or any determination of the Preference Share Underlying(s) (or any part thereof) for the Preference Shares falling on or about such day is delayed or to be delayed in accordance with the terms and conditions of the Preference Shares, the Preference Share Valuation Date shall be the latest delayed date on which any valuation or determination is made. • Preference Share Trigger Barrier Observation Date: means each of the dates in the table below: 22 March 2021 22 March 2022 22 March 2023 22 March 2024 24 March 2025 23 March 2026 22 March 2027 22 March 2028 • **Notional Amount**: the Specified Denomination. • **Specified Denomination**: GBP 1.00.

Element	Title	
		Notes will additionally be subject to early redemption if certain corporate events (such as: a merger, tender offer, insolvency or nationalisation relating to the Preference Share Issuer) occur, or if certain events, (such as a substitution of the Issuer for another company that results in the imposition on any Noteholder of any tax, duty, assessment or governmental charge by (or by any authority in or of) the United Kingdom, illegality change in law, hedging disruption or increased cost of hedging) occur with respect to the Issuer or any affiliates, or if the Issuer receives notice from the Preference Share Issuer or the Preference Share Determination Agent that the Preference Shares are to be redeemed prior to the Maturity Date. On an early redemption of the Notes, the redemption amount (the **Early Redemption Amount**) will be an amount in the Specified Currency calculated by the Calculation Agent on the same basis as the Final Redemption Amount described above except that, for this purpose, "Preference Share Final" shall mean the Preference Share Value on the early redemption date (or such earlier date only to the extent necessary to allow the calculation of the Preference Share Value prior to the redemption of the Notes).
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	Amounts payable at maturity in respect of the Notes will be calculated by reference to the performance of a single Preference Share in the Preference Share Issuer. A copy of the Preference Share Issuer's constitutional documents and the applicable terms and conditions of the class of Preference Shares (the **Preference Share Terms and Conditions**) are available to Noteholders on written request (free of charge) from the registered office of the Preference Share Issuer at Cannon Bridge House, 25 Dowgate Hill, London, EC4R 2YA, United Kingdom, the business office of NATIXIS at 47, quai d'Austerlitz, 75013 Paris, France and from the distributor of the Notes. The Preference Share Terms and Conditions will also be available on the following website: www.equitysolutions.com

Element	Title	
		The performance of each Preference Share will depend on the defined return set out in the Preference Share Terms and Conditions and the performance of one or more underlying asset(s) to which the Preference Shares give exposure. Such underlying asset(s) may include, but will not be limited to, equity, debt or derivative securities, indices, investments, funds, exchange traded funds, commodities, baskets of securities or indices, currencies, portfolios and trading strategies and which may change over time as a result of performance or other factors (each a **Preference Share Underlying**). The Preference Share Terms and Conditions will provide that the Preference Shares will be redeemable on their final redemption date at a defined amount as determined in accordance with the Preference Share Terms and Conditions. The value of the Preference Shares is scheduled to be published by the Issuer or the Calculation Agent on each Business Day on the Information Source. The Preference Share Terms and Conditions are expected to provide that the Preference Share Issuer may redeem the Preference Shares early if: (a) the Preference Share Determination Agent determines that, for reasons beyond the Preference Share Issuer's control, the performance of the Preference Share Issuer's obligations under the Preference Shares has become illegal or impractical in whole or in part for any reason; (b) the Preference Share Determination Agent determines that certain events which affect the Preference Share Issuer's hedging arrangements or the Preference Share Underlying(s) have occurred, and no adjustment to the terms and conditions of the Preference Shares will achieve a commercially reasonable result; or (c) the Preference Share Determination Agent determines that there is a change in applicable law or regulation that in the determination of the Preference Share Determination Agent results, or will result, by reason of the Preference Shares being outstanding, in the Preference Share Issuer being required to be regulated by any additional regulatory authority, or being subject to any additional legal requirement or regulation or tax considered by the Preference Share Determination Agent or the Preference Share Issuer to be materially onerous to the Preference Share Issuer. Where: **Bloomberg Code:** Not Applicable **Information Source**: Bloomberg Code (IXEU <GO>, then select UK) or such other widely available information service on which the Preference Share Value is or is scheduled to be published as determined by the Calculation Agent and details of which will be notified to Noteholders in accordance with Condition 14 (Notices) of the Terms and Conditions of the English Law Notes and Condition 13 (Notices) of the Terms and Conditions of the French Law Notes.

Element	Title	
		Preference Share Issuer: Cannon Bridge Capital Ltd, a private company limited by shares incorporated in England and Wales (with registered number 9610759) with its registered office at Cannon Bridge House, 25 Dowgate Hill, London, EC4R 2YA, United Kingdom. **Preference Shares**: Preference Shares - Class 157 Equity-Index Linked Preference Shares issued by the Preference Share Issuer.

Section D – Risks

Element	Title	
D.2	Key risks regarding the Issuers	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; • any failure or interruption or breach in security of the communications and information systems could result in failures or interruptions in the Issuer's organisation systems which 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:

Element	Title	
		• 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;

Element	Title	
		• 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

Element	Title	
		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 is likely to have a negative effect on the market value of the Notes and could cause the yield received by Noteholders to be considerably less than anticipated. Potential investors should consider the reinvestment risk in light of other investments available at the time of the redemption. Such a feature could also cause the yield received by Noteholders to be considerably less than anticipated. If there is no secondary market, it may not be possible for the investors to sell the Notes. Furthermore, this optional redemption at the sole discretion of the Issuer could prevent the Noteholders from benefitting from the performance of the Underlying Reference(s) over the whole period initially envisaged, which would have otherwise been reflected in the interest amount.]] • 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

Element	Title	
		bind all Noteholders who did not attend and vote at the relevant meeting, or (with respect to French Law Notes) did not consent to the Written Decision, 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 law (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. • U.S. dividend equivalent 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 (the **BRRD**) and its incorporation into French law and Luxembourg law, or the taking of any action under it, could materially affect that value of any Notes. • Among other measures under the BRRD, resolution authorities have the power to write-down the claims of unsecured creditors of a failing institution and to convert certain unsecured debt claims (including Notes) to equity, such equity being potentially subject to future cancellation, transfer or dilution by application of the general bail-in tool. The resolution authority must first reduce or cancel common equity tier one, thereafter reduce, cancel, convert additional tier one instruments, then tier two instruments and other subordinated debts to the extent required and up to their capacity. Only if this total reduction is less than the amount needed, the resolution authority will reduce or convert to the extent required the principal amount or outstanding amount payable in respect of unsecured creditors in accordance with the hierarchy of claims in normal insolvency proceedings. • French credit institutions (such as NATIXIS) must comply at

Element	Title	
		all times with minimum requirements for own funds and eligible liabilities (the **MREL**) under Article L.613-44 of the French *Code monétaire et financier*. The MREL is expressed as a percentage of total liabilities and equity of the institution and aims to prevent institutions to structure their commitments in a manner which could limit or prevent the effectiveness of the bail-in tools. • The BRRD was implemented by the Luxembourg act dated 18 December 2015 (the **BRR Act 2015**). Natixis Structured Issuance SA, as a credit institution established in Luxembourg and a subsidiary indirectly owned 100% by NATIXIS, is subject to the BRRD as implemented by the BRR Act 2015. • The Benchmark Regulation could result in an adjustment to the terms and conditions of the Notes, early settlement, valuation by the Calculation Agent, delisting or other consequences, depending on the specific provisions of the relevant terms and conditions applicable to the Notes. • Green bonds/Social bonds – There is currently no market consensus on what precise attributes are required for a particular asset to be defined as "green", "social" or "sustainable" and therefore no assurance can be provided to investors that the eligible assets will satisfy, whether in whole or in part, any present or future investor's expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply. • 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

Element	Title	
		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. ***Natixis Structured Issuance SA may be substituted as principal debtor by another entity*** In respect of the Notes issued by Natixis Structured Issuance SA only, or any previous substituted company, the Issuer may, without the consent of Noteholders, substitute for itself as principal debtor under the Notes any company (the **Substitute**) that is an Affiliate of the Issuer, or an Affiliate of any previous substituted company, subject to the conditions set out in the Terms and Conditions of the Notes. Despite a substitution in accordance with Condition 15(Substitution (application to Natixis Structured Issuance SA only) of the Terms and Conditions of the English Law Notes being subject to satisfaction of the Substitution Conditions set out therein, Noteholders may, following a substitution, become subject to increased credit risk in relation to the Substitute and/or may suffer adverse consequences in relation to the market value, trading market or liquidity of their Notes. **CREST Depositary Interests** CREST Depositary Interests (**CDIs**) are separate legal obligations distinct from the Notes and holders of CDIs will subject to provisions outside the Notes. **Preference Share Linked Notes** • Preference Share Linked Notes are not principal protected and investors are exposed to the performance of the Preference Shares which are in turn exposed to the performance of the Preference Share Underlying(s). • A Preference Share and its exposure to the Preference Share Underlying may involve complex risks, which include, among other things, share price risks, credit risks, commodity risks, foreign exchange risks, interest rate risks, political risks, tax risks, inflation risks and/or issuer risks. Investors should review the terms of, and the information

Element	Title	
		memorandum describing, the Preference Shares (including the risk factors) and ensure that they understand how the performance of the Preference Shares and Preference Share Underlying will affect the Preference Share Linked Notes. Investors should consult with their own professional advisers if they consider it necessary. • Changes in the financial condition and standing of the Preference Share Issuer may cause the value of the Preference Shares to fluctuate. If the Preference Share Issuer cannot meet all its obligations in respect of all Classes of Preference Shares, the Preference Share Issuer's available funds after discharging obligations ranking senior thereto will be distributed amongst the shareholders of each Class, on a pro-rata basis equally with all Classes of Preference Shares and any other obligations expressed to rank equally. Further, if there are two or more Classes which have different final redemption dates and the assets of the Preference Share Issuer are insufficient to pay in full the payments scheduled to be paid in respect of the Preference Shares of each Class, the percentage of the scheduled payment(s) to be received by the shareholders of the Class to be redeemed first will be higher than the ones to be redeemed later. • In certain circumstances (such as the Issuer receiving notice from the Preference Share Issuer or the Preference Share Determination Agent that the Preference Shares will be redeemed early following the occurrence of certain events in relation to the Preference Shares or the Preference Share Issuer) the Issuer will redeem the Preference Share Linked Notes early at the Early Redemption Amount which may be less than the amount invested in the Preference Share Linked Notes. • Upon the determination of an Extraordinary Event or an Additional Disruption Event, the Issuer may, at its option redeem the Preference Share Linked Notes in whole at the Early Redemption Amount which may be less than the amount invested in the Preference Share Linked Notes. • If the Issuer decides to substitute for itself as principal debtor for the Preference Share Linked Notes another company and the Issuer or the Calculation Agent determines that any tax, duty, assessment or governmental charge may be imposed on any Noteholder by (or by any authority in or of) the United Kingdom that would not be so imposed if the substitution is not made, the Issuer may redeem the Preference Share Linked Notes at the Early Redemption Amount which may be less than the amount invested in the Preference Share

Element	Title	
		Linked Notes. • If certain events occur in relation to the relevant Preference Share Underlying, if the Preference Share Issuer and/or the Preference Share Determination Agent (as applicable) is unable to make certain adjustments to certain of the terms of the Preference Shares, the Preference Share Issuer may terminate the Preference Shares at their market value less any costs associated with the early termination. Upon such termination, the Issuer will redeem Preference Share Linked Notes in whole at the Early Redemption Amount, which may be less than the amount invested in the Preference Share Linked Notes and could be as low as zero. • An investment in Preference Share Linked Notes is not the same as an investment in the Preference Shares or any Preference Share Underlying and does not confer any legal or beneficial interest in the Preference Share or any Preference Share Underlying. Noteholders will not have rights to receive distributions or any other rights with respect to the Preference Shares or any Preference Share Underlying. • The Issuer and its affiliates may carry out hedging activities related to the Preference Share Linked Notes, including purchasing the Preference Shares and/or exposure to the Preference Share Underlying and a Noteholder will not have recourse to the applicable counterparty under any such hedging arrangements and any such hedging arrangements will not confer any rights or entitlements on any Noteholders. • The Preference Share Issuer is not an operating company. Its sole business activity is the issue of redeemable preference shares. The Preference Share Issuer does not have any trading assets and does not generate any significant net income. As its funds are limited any misappropriation of funds or other fraudulent action by the Preference Share Issuer or person acting on its behalf would have a significant effect on the value of the Preference Shares which would affect the value of the Preference Share-Linked 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.

Element	Title	
		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 advisers 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

Element	Title	
		Specified 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	The Notes are being offered to the dealer at the Issue Price. The Issue Price of the Notes is 100% of their nominal amount. The total amount of the Offer will be determined at the end of the Offer Period. This issue of Notes is being offered in a Public Offer in the **United Kingdom.** Conditions to which the Offer is subject: The Offer of the Notes is conditional on their issue. The Issuer reserves the right to withdraw the Offer and/or cancel the issue of the Notes for any reason at any time on or prior to the Issue Date. The time period, including any possible amendments, during which the offer will be open and description of the application process: the offer of the Notes will commence at 10.00 a.m. (GMT) on 14 February 2019 and end at 4.30 p.m. (GMT) on 22 March 2019 or at such other time in such earlier other date as the Issuer, in agreement with the distributor, may decide in its sole and absolute discretion in light of prevailing market conditions. Any person wishing to subscribe to the Notes is required to completely fill out and properly sign a subscription order and submit it to the distributor. Details of the minimum and/or maximum amount of application and description of the application process: the minimum application amount is one (1) Note of Specified Denomination. 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: the securities will be delivered against payment to the investors on the Issue Date. Manner and date in which results of the offer are to be made public: the Issuer will, as soon as practical after the end of the period of the offer, publish a Notice specifying the number of Notes to be issued. This Notice may be viewed on the website of NATIXIS Equity Solutions (www.equitysolutions.natixis.com).

Element	Title	
		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: Qualified Investors and Retail Investors 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: The Authorised Offerors identified in Element A.2 of this Summary.
E.4	Interest of natural and legal persons involved in the Offer	The relevant dealers and distributor may be paid fees in relation to any issue of Notes under the Programme. Any such dealer or distributor 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 distributor, so far as the Issuer is 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 for 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

Element	Title	
		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	Not Applicable – No expenses will be charged to investors by the Issuer or an Authorised Offeror.