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; and (ii) all channels for distribution of the Notes are appropriate, including investment advice, portfolio management, non-advised sales and pure execution services and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice, portfolio management and non-advised sales subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. 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 11 April 2019

Natixis

Legal entity identifier (LEI): KX1WK48MPD4Y2NCUIZ63

Euro 20,000,000,000

Debt Issuance Programme

SERIES NO: 4585

TRANCHE NO: 1

Index Linked Redemption Amount Notes (Phoenix) linked to the Euro STOXX Select Dividend 30® Index due June 2029 (the "Notes")

Under the €20,000,000,000

Debt Issuance Programme

Issued by Natixis (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, 18 January 2019, 20 February 2019 and 29 March 2019 (the Base Prospectus) which constitute 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 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:	4585
	(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:		Euro ("**EUR**")
	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 per cent. of the Aggregate Nominal Amount
5	(i)	Specified Denomination(s):	EUR 1,000
	(ii)	Calculation Amount:	EUR 1,000
6	(i) Issue Date:		31 May 2019
	(ii) Interest Commencement Date:		Not Applicable
	(iii) Trade Date:		1 April 2019
7	Maturity Date:		7 June 2029, subject to the Business Day Convention specified below.
8	Interest Basis:		Index Linked Interest (further particulars specified below)
9	Redemption/Payment Basis:		Index Linked Redemption (further particulars specified below)
10	(i) Change of Interest Basis:		Not Applicable

(ii) Interest Basis Switch:			Not Applicable
11	Tax Gross-up (*Condition 8*):		Applicable
12	Put/Call Options:		Not Applicable
13	(i)	Day Count Fraction:	Not Applicable
	(ii)	Business Day Convention:	Following Business Day Convention
	(iii)	Business Centre(s) *(Condition 5(j))*	TARGET2
14	Dates of the corporate authorisations for issuance of the Notes:		Decision dated 11 April 2019 of duly authorised persons acting pursuant to the resolution of the Management Board (Conseil d'Administration) passed on 20 December 2018.
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: **Phoenix** (further particulars are specified in the Annex to these Final Terms)
	(i)	Interest provisions:	Applicable (further particulars are specified in the Annex to these Final Terms)
	(ii)	Interest Period Date(s):	Not Applicable
	(iii)	Interest Period Date Business Day Convention:	Not Applicable
	(iv)	Interest Payment Date(s):	Set forth in Annex hereto under Payment Dates
	(v)	First Interest Payment Date:	Not Applicable
	(vi)	Party responsible for calculating the Interest Amount[s]:	Calculation Agent
	(vii)	Margin(s):	Not Applicable
	(viii)	Rate Multiplier	Not Applicable
	(ix)	Minimum Interest Rate:	Not Applicable
	(x)	Maximum Interest Rate:	Not Applicable
	(xi)	Determination Dates:	Not 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):		Applicable
	(i)	Type:	Multi-Exchange Index Linked Notes Euro STOXX Select Dividend 30®
	(ii)	Index:	Bloomberg code: "SD3E Index"
	(iii)	Index Sponsor:	Stoxx Limited, Zurich, Switzerland
	(iv)	Index Calculation Agent:	Not Applicable
	(v)	Website containing a description of the Index (only relevant for Proprietary Indices):	Not Applicable
	(vi)	Exchange(s):	See definition in Condition 18 (a)
	(vii)	Related Exchange(s):	See definition in Condition 18 (a)
	(viii)	Initial Level:	As set forth in Annex hereto under Reference Price(i)
	(ix)	Barrier Level:	Not Applicable
	(x)	Knock-in Event:	Not Applicable
	(xi)	Knock-out Event:	Not Applicable
	(xii)	Automatic Early Redemption Event :	"greater than or equal to" - Set forth in Annex hereto
		a) Automatic Early Redemption Amount:	See definition in Condition 18(e)(B)
		b) Automatic Early Redemption Date(s):	Set forth in Annex hereto under Payment Dates
		c) Automatic Early Redemption Level:	Set forth in Annexe hereto under R(t)
		d) Automatic Early Redemption Rate:	Means the sum of 100% and $Coupon_3(t)$ as specified in Annex hereto
		e) Automatic Early Redemption Valuation Date(s):	Set forth in Annex hereto under Valuation Dates
		f) Automatic Early Redemption Averaging Dates:	Not Applicable
		g) Automatic Early Redemption Observation Period(s):	Not Applicable
	(xiii)	Range Accrual:	Not Applicable
	(xiv)	Strike Date:	31 May 2019
	(xv)	Averaging Dates:	Not Applicable
	(xvi)	Observation Period(s):	Not Applicable
	(xvii)	Valuation Date(s):	See "Common Definitions" as set forth in Annex hereto
	(xviii)	Specific Number(s):	Two (2) Scheduled Trading Days
	(xix)	Valuation Time:	See definition in Condition 18 (a)

	(xx) Redemption by Physical Delivery:	Not Applicable
	(xxi) Exchange Rate:	Not Applicable
	(xxii) Monetisation	Not Applicable
	(xxiii) Change in Law:	Applicable
	(xxiv) Hedging Disruption:	Applicable
	(xxv) Increased Cost of Hedging:	Applicable
	(xxvi) Early Redemption:	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 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 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:	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 STRUCTURED NOTES OTHER THAN WARRANT LINKED NOTES, PREFERENCE SHARE LINKED NOTES AND ITALIAN LISTED CERTIFICATES

39	Redemption at the Option of the Issuer:	Not Applicable
40	Redemption at the Option of Noteholders:	Not Applicable

41	Final Redemption Amount of each Note:	An amount calculated in accordance with the applicable Additional Terms and Conditions of the Notes as completed by the Annex to the Final Terms in relation to the Additional Terms and Conditions of the Notes.
(i)	Party responsible for calculating the Final Redemption Amount and the Early Redemption Amount (if not Calculation Agent):	Calculation Agent
(ii)	Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable:	Set forth in Annex hereto
(iii)	Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted:	See Conditions
(iv)	Payment Date:	The Maturity Date
(a)	Minimum nominal amount potentially payable to a Noteholder in respect of a Note:	EUR 0.00 (zero)
(b)	Maximum nominal amount potentially payable to a Noteholder in respect of a Note:	EUR 1,000
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)*):	As specified under Condition 5(j)
(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
(iv)	Redemption for illegality (Condition 6(c)):	Hedging Arrangements: 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)) :		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:	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	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

52	Form Notes/Certificates:	Bearer Notes
	Temporary or permanent Global Note / Certificate *(in the case of Bearer Notes or Exchangeable Bearer Notes*):	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
	New Global Note:	No
	Global Certificates (Registered Notes only):	Not Applicable
	Registration Agent:	Not Applicable
53	Additional Business Day Jurisdiction(s) (*Condition 7(i)*) 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 Spain 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:	See "Offer Period" in paragraph 63 below.
	Details of the minimum and/or maximum amount of application and description of the application process:	The offer of the Notes will commence at 9.00 a.m. (CET) on 15 April 2019 and end at 5.00 p.m. (CET) on 29 May 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 (www. equitysolutions.natixis.com). Any application shall be made in **Spain** to the distributors. The distribution activity will be carried out in accordance with the distributor's usual procedures. Investors will not be required to enter into any contractual arrangements directly with the Issuer related to the subscription for any Notes. 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 required to state reasons for this. A prospective investor should contact the relevant distributor prior to the end of the Offer Period. A prospective investor will subscribe for the Notes in accordance with the arrangements agreed with the relevant

	distributor relating to the subscription of securities generally. The Offer of the Notes is conditional on their issue. The Notes are cleared through the clearing systems and are due to be delivered through the distributor on or around the Issue Date. No dealings in the Notes may take place prior to the Issue Date. For the Offer Price which includes the commissions payable to the distributor see above "Offer Price".
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 EUR 1,000 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 exercised:	Not Applicable
Whether tranche(s) have been reserved for certain countries:	Not Applicable
Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:	Not Applicable
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:	The Authorised Offerors 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 Euro STOXX Select Dividend 30®, which is provided by STOXX Limited. As at the date of the Base Prospectus, STOXX 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) Stabilising Manager(s) (if any):	Not Applicable
60	If non-syndicated, name and address of Dealer:	The following Dealer is procuring subscribers for 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 Departement 40 avenue des Terroirs de France 75012 Paris, France
62	Total commission and concession:	Not Applicable
63	Public Offer	Applicable
	Public Offer Jurisdictions:	Spain
	Offer Period:	The Offer Period of the Notes will commence at 9:00 a.m. (CET) on 15 April 2019 and end at 5:00 p.m. (CET) on 29 May 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.
	Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:	The offer of the Notes may be made by the Manager and DEUTSCHE BANK SAE – 18, Paseo de la Castellana, 28046 Madrid, Spain (**the Initial Authorised Offeror**) other than pursuant to Article 3(2) of the Prospectus Directive in Spain (the Public Offer Jurisdictions) during the Offer Period.
	General Consent:	Not Applicable
	Other Authorised Offeror Terms:	Not Applicable
GENERAL		
64	Applicable TEFRA exemption:	D Rules
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 by the Issuer 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 2,000
(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 provided the competent authority in **Spain** 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

An up-front commission could be paid up to 5% (all taxes included) of the nominal. This commission can be paid either by an up- front fee or by an appropriate discount on the issue price.

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 (2014/65/EU) (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 shall be equal to the Issue Price applied to the Aggregate Nominal Amount.
(iii) Estimated total expenses:	Except the listing fees estimate and the Index license fees, no other expenses can be determined as of the Issue Date.

6 YIELD

Indication of yield:	Not Applicable

7 HISTORIC INTEREST RATES

Not Applicable

8 INFORMATION CONCERNING THE UNDERLYING

The exercise price or the final reference price of the underlying:	See Annex hereto
An indication where information about the past and the further performance of the underlying and its volatility can be obtained:	Investors may acquire information (including but without limitation past and future performance of the Underlying) as they deem necessary from the relevant Bloomberg Page (reference available in the table included in definition of "Selection" set forth in annex hereto).
Where the 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 underlying is an index:	Applicable
(i) the name of the index:	See table included in definition of "Selection" set forth in Annex hereto
(ii) if the index is not composed by the Issuer, where information about the index can be obtained:	See table included in definition of "Selection" set forth in Annex hereto
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:	**DEUTSCHE BANK SAE – 18, Paseo de la Castellana, 28046 Madrid, Spain**
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 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 Code:	XS1881324484
Common Code:	188132448
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):	Not Applicable
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

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

12 INDEX SPONSOR DISCLAIMER

In respect of the EURO STOXX Select Dividend 30® Index:

STOXX has no relationship to NATIXIS, other than the licensing of the EURO STOXX Select Dividend 30® and the related trademarks for use in connection with the Notes.

STOXX does not:

- Sponsor, endorse, sell or promote the Notes.
- Recommend that any person invest in the Notes or any other securities.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of Notes.
- Have any responsibility or liability for the administration, management or marketing of the Notes.
- Consider the needs of the Notes or the owners of the Notes in determining, composing or calculating the EURO STOXX Select Dividend 30® or have any obligation to do so.

STOXX will not have any liability in connection with the Notes. Specifically,

- **STOXX does not make any warranty, express or implied and disclaim any and all warranty about:**
- **The results to be obtained by the Notes, the owner of the Notes or any other person in connection with the use of the EURO STOXX Select Dividend 30® and the data included in EURO STOXX Select Dividend 30 ;**
- **The accuracy or completeness of the EURO STOXX Select Dividend 30 and its data;**
- **The merchantability and the fitness for a particular purpose or use of the EURO STOXX Select Dividend 30 and its data;**
- **STOXX will have no liability for any errors, omissions or interruptions in the EURO STOXX Select Dividend 30 or its data;**
- **Under no circumstances will STOXX be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX knows that they might occur.**

The licensing agreement between NATIXIS and STOXX is solely for their benefit and not for the benefit of the owners of the Notes or any other third parties.

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:

t	Valuation Dates / Automatic Early Redemption Valuation Dates
1	2 December 2019
2	1 June 2020
3	30 November 2020
4	31 May 2021
5	30 November 2021
6	31 May 2022
7	30 November 2022
8	31 May 2023
9	30 November 2023
10	31 May 2024
11	2 December 2024
12	2 June 2025
13	1 December 2025
14	1 June 2026
15	30 November 2026
16	31 May 2027
17	30 November 2027
18	31 May 2028
19	30 November 2028
20	31 May 2029

Payment Dates / Automatic Early Redemption Dates :

t	Payment Dates / Automatic Early Redemption Dates
1	9 December 2019
2	8 June 2020

3	7 December 2020
4	7 June 2021
5	7 December2021
6	7 June 2022
7	7 December 2022
8	7 June 2023
9	7 December 2023
10	7 June 2024
11	9 December 2024
12	9 June 2025
13	8 December 2025
14	8 June 2026
15	7 December 2026
16	7 June 2027
17	7 December 2027
18	7 June 2028
19	7 December 2028
20	7 June 2029

Observation Dates is Not Applicable

Selection means :

Index	**Underlying**	**Bloomberg Code**	**ISIN Code**	**Weighting**	**Type**	**Sponsor**
i = 1	Euro Stoxx Select Dividend 30	SD3E Index	CH0020751589	100.00%	Multi-Exchange	Stoxx Limited, Zurich, Switzerland

Reference Price(i) means Initial Level

i	**Initial Level**
1	See definition in Condition 18

Memory Effect is Not Applicable

Price means Final Level

Average Observation Dates Set is Not Applicable

Lookback Observation Dates Set is Not Applicable

Observation Dates Set 1 is Not Applicable

Observation Dates Set 2 is Not Applicable

Actuarial Observation Dates Set is Not Applicable

Price Observation Dates Set is Not Applicable

1.2 Phoenix **Applicable**

Elements for calculation of the Coupon:

$Coupon_1(t)$ = 0%, for all Valuation Dates.

$Coupon_2(t)$ means, for each Valuation Date indexed "t", "t" ranging from 1 to 20:

t	$Coupon_2(t)$
1	3%
2	3%
3	3%
4	3%
5	3%
6	3%
7	3%
8	3%
9	3%
10	3%
11	3%
12	3%
13	3%
14	3%
15	3%
16	3%
17	3%
18	3%
19	3%

20	3%

H(t) = 75% for all Valuation Dates.

BasketPerf$_1$(t)

BasketPerf$_1$(t) means, for each Valuation Date indexed "t", "t" ranging from 1 to 20, the **Local Performance** formula.

The ***Local Performance*** formula means, for each Valuation Date indexed "t", "t" ranging from 1 to 20, the ***Weighted*** formula.

In the ***Weighted*** formula, ***IndivPerf (i,t)*** means, for each Valuation Date indexed "t", "t" ranging from 1 to 20, 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 20, the ***Price*** of the Underlying indexed "i", "i" ranging from 1 to 1, on this Valuation Date.

Elements for calculation of the Automatic Early Redemption Amount:

R(t) means, for each Valuation Date indexed "t", "t" ranging from 1 to 20 :

t	R(t)
1	Not Applicable
2	100%
3	100%
4	100%
5	100%
6	100%
7	100%
8	100%
9	100%
10	100%
11	100%
12	100%
13	100%
14	100%
15	100%
16	100%

17	100%
18	100%
19	100%
20	Not Applicable

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

$Coupon_3(t)$ means, for each Valuation Date indexed "t", "t" ranging from 1 to 20 :

t	**$Coupon_3(t)$**
1	Not Applicable
2	0%
3	0%
4	0%
5	0%
6	0%
7	0%
8	0%
9	0%
10	0%
11	0%
12	0%
13	0%
14	0%
15	0%
16	0%
17	0%
18	0%
19	0%
20	Not Applicable

$H_2(t)$ is Not Applicable for all Valuation Dates

$BasketPerf_3(t)$ = $BasketPerf_1(t)$, for all Valuation Dates.

Elements for calculation of the Final Redemption Amount:

$Coupon_4$ = 0 %

$Coupon_5$ = 0 %

H_3 is Not Applicable

G = 100 %

G_5 is Not Applicable

Cap is Not Applicable

Cap_5 is Not Applicable

Floor = 0%

$Floor_5$ is Not Applicable

K = 100 %

K_5 is Not Applicable

B = 60%

$BasketPerf_4$ (T) = $BasketPerf_1$(t = 20)

$BasketPerf_5$ (T) = $BasketPerf_1$(t = 20)

$BasketPerf_6$ (T) = $BasketPerf_1$(t = 20)

$BasketPerf_7$ (T) = $BasketPerf_1$(t = 20)

ISSUE SPECIFIC SUMMARY

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 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 Manager, **DEUTSCHE BANK SAE – 18, Paseo de la Castellana, 28046 Madrid, Spain** (the **Authorised Offeror**) and 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 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**). The Issuer's consent referred to above is given for Public Offers of Notes during the period beginning at 9.00 a.m. (CET) on 15 April 2019 and ending at 5.00 p.m. (CET) on 29 May 2019 (the **Offer Period**). The conditions to the Issuer's consent are that such consent (a) is only valid during the Offer Period; (b) only extends to the use of this Base

Element		
		Prospectus to make Public Offers of the relevant Tranche of Notes in **Spain**. **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. 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 Guarantor	NATIXIS
B.2	Domicile/ legal form/ legislation/ country of incorporation	NATIXIS is domiciled at 30, avenue Pierre Mendes-France, 75013 Paris, France. It is incorporated in and under the laws of France as a public limited liability company (*société anonyme à Conseil d'Administration*).
B.4b	Trend information	In a context of uncertainty, the global economic environment is less favourable at the beginning of 2019 than at the end of 2018 and a slowdown in activity is expected. Global growth is expected to decelerate slightly from 3.6% in 2018 to 3.3% in 2019, while inflation is likely to remain contained. Potential risks (trade tensions, Brexit) result in greater uncertainty and a higher volatility regime that encourages greater vigilance and risk control. On 1 March 2019, NATIXIS' share capital was increased to €5,044,925,571.20 divided into 3,153,078,482 fully paid up shares of €1.60 each
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.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 31 December 2018, NATIXIS' total assets were €495.5 billion. NATIXIS' net revenue for the year ended 31 December 2018 was €9,616 million, its gross operating income was €2,793 million and its net income (group share) was €1,577 million. 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. 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 and 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 and its net income (group share) was € 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.

Element	Title	
		The financial information in the two immediately preceding paragraphs is unaudited and is 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. 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 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."
	Statement of no material adverse change Significant changes in the financial or trading position	There has been no material adverse change in the prospects of NATIXIS since 31 December 2018. Not applicable. There has been no significant change in the financial or trading position of NATIXIS since 31 December 2018.
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.14	Dependence upon other group entities	Please see Elements B.19/B.5 above and B.19/B.16 below. Not applicable – NATIXIS is not dependent on other group entities.
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*).

Element	Title	
		NATIXIS has a number of areas of expertise that are organised into four main businesses: • 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.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 2018, BPCE held 70.70% of the share capital of NATIXIS."
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. Series Number: 4585 Tranche Number: 1 International Securities Identification Number (ISIN): XS1881324484 Common Code: 188132448
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, 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.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 France, unless required by law. In the event that a withholding or deduction is required by French law, NATIXIS will not be required to pay additional amounts to cover the amounts so withheld or deducted. ***Issuer's Negative Pledge***

Element	Title	
		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. ***Meetings*** The terms of the Notes will contain provisions for calling meetings of holders of such Notes to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority. ***Governing law*** The Notes are governed by English law. **Ranking of the Notes** The 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 .

Element	Title	
C.10	Derivative component in the interest payments	Not Applicable
C.11	Admission to trading on a regulated market	Application is expected to be 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**.
C.15	Any underlying which may affect the value of the Notes	The amount of principal and interest to be paid under the Notes depends on the value of the Euro STOXX Select Dividend 30® Index (the **Underlying References**), which thereby affects the value of the investment. The value of the investment is affected by the performance of the Underlying References. Please also refer to Element C.18 and C.20.
C.16	Maturity Date	The Maturity Date of the Notes is **7 June 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: **Phoenix** The Phoenix may pay a conditional or guaranteed interest amount on each Payment Date. If applicable, Noteholders may benefit from the Memory Effect, which triggers payment of any previously unpaid interest amounts. Automatic early redemption may occur during the term of the Notes. On each Valuation Date indexed "t", an interest amount, 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: $$\mathbf{PhoenixCoupon(t)} = \mathbf{Denomination} \times [\mathbf{Coupon_1(t)} + (\mathbf{Coupon_2(t)} - \mathbf{MemoryCoupon(t)}) \times \mathbf{UpsideCondition(t)}]$$ $$\mathrm{UpsideCondition(t)} = 1 \text{ if } \mathrm{BasketPerf_1(t)} \geq \mathrm{H(t)}$$ $$= 0 \text{ if not}$$ Where: **Coupon$_1$(t)** means 0.00% for all Valuation Dates. **Coupon$_2$(t)** means for each Valuation Date indexed “t”, “t” ranging from 1 to 20: **t** | **Coupon$_2$(t)**

Element	Title	

1	3%
2	3%
3	3%
4	3%
5	3%
6	3%
7	3%
8	3%
9	3%
10	3%
11	3%
12	3%
13	3%
14	3%
15	3%
16	3%
17	3%
18	3%
19	3%
20	3%

H(t) means 75% for all Valuation Dates.

BasketPerf$_1$(t) means for each Valuation Date indexed "t", "t" ranging from 1 to 20, the **Local Performance** formula.

Local Performance means a single Local Performance:

$$\text{BasketPerf(t)} = LocalBasketPerf(t)$$

The ***Local Performance*** formula means, for each Valuation Date indexed "t", "t" ranging from 1 to 20, the ***Weighted*** formula.

Weighted means the weighted average of the Individual Performances of each Underlying in the Selection, as calculated by the Calculation Agent in accordance with the following formula:

$$\text{LocalBasketPerf (t)} = \sum_{i=1}^{n} \omega^{i} \times \text{IndivPerf (i, t)}$$

where:
ω^i means 100%;

Element	Title	
		n means 1. In the ***Weighted*** formula, ***IndivPerf (i,t)*** means, for each Valuation Date indexed "t", "t" ranging from 1 to 20, the ***European Individual Performance*** formula. ***European Individual Performance*** means***:*** $$\text{IndivPerf(i,t)} = \frac{\text{Price (i,t)}}{\text{Reference Price(i)}}$$ ***Price(i,t)*** means for each Valuation Date "t", "t" ranging from 1 to 20, and for the Underlying indexed "i", "i" ranging from 1 to 1, the official closing price of such Underlying, as determined by the Calculation Agent. ***Reference Price(i)*** means the price of the Underlying determined by the Calculation Agent as of the scheduled closing time on 31 May 2019. The Automatic Early Redemption of the Note is triggered on any Valuation Date indexed "t" where: $$\mathbf{AutoCallCondition(t) = 1}$$ With: $$\mathbf{AutoCallCondition(t) = 1 \text{ if } BasketPerf_2(t) \geq R(t)}$$ $$\mathbf{= 0 \text{ if not}}$$ where: **R(t)** means for each Valuation Date indexed "t", "t" ranging from 1 to 20:

t	R(t)
1	Not Applicable
2	100%
3	100%
4	100%
5	100%
6	100%
7	100%
8	100%
9	100%
10	100%
11	100%
12	100%
13	100%

Element	Title	

14	100%	
15	100%	
16	100%	
17	100%	
18	100%	
19	100%	
20	Not Applicable	

If "R(t)" is specified as being Not Applicable, then AutoCallCondition(t) = 0 in any event.

$BasketPerf_2(t)$ means $BasketPerf_1(t)$, for all Valuation Dates

In this case, the Automatic Early Redemption Amount per Note payable on the Payment Date immediately following the Valuation Date "t" is equal to:

$$\mathbf{Denomination} \times (\mathbf{100\%} + \mathbf{Coupon_3(t)} \times \mathbf{UpsideCondition_2(t)})$$

With:

$$\text{UpsideCondition}_2(t) = 1 \text{ if } \text{BasketPerf}_3(t) \geq H_2(t)$$

$$= 0 \text{ if not}$$

Where:

$Coupon_3(t)$ means for each Valuation Date indexed "t", "t" ranging from 1 to 20:

t	$Coupon_3(t)$
1	Not Applicable
2	0.00%
3	0.00%
4	0.00%
5	0.00%
6	0.00%
7	0.00%
8	0.00%
9	0.00%
10	0.00%
11	0.00%
12	0.00%
13	0.00%
14	0.00%
15	0.00%
16	0.00%

Element	Title	

17	0.00%
18	0.00%
19	0.00%
20	Not Applicable

$H_2(t)$ means Not Applicable. If "$H_2(t)$" is specified as being Not Applicable, then $UpsideCondition_2(t) = 0$ in any event.

$BasketPerf_3(t)$ means $BasketPerf_1(t)$, for all Valuation Dates.

If the Note has never been subject to an Automatic Early Redemption, then the Final Redemption Amount per Note is equal to:

$$\mathbf{Denomination} \times [\mathbf{100\%} + \mathbf{FinalCoupon} - \mathbf{Vanilla} \times \mathbf{DownsideCondition} \times (\mathbf{1} - \mathbf{UpsideCondition_3})]$$

Where:

$$\mathbf{Vanilla} = \mathbf{G} \times \mathbf{Min}(\mathbf{Cap}, \mathbf{Max}((\mathbf{K} - \mathbf{BasketPerf_4}(\mathbf{T})), \mathbf{Floor}))$$

$$\mathbf{DownsideCondition} = \mathbf{1\ if\ BasketPerf_5}(\mathbf{T}) < \mathbf{B}$$

$$= \mathbf{0\ if\ not}$$

And

$$\mathbf{FinalCoupon} = (\mathbf{Coupon_4} \times (\mathbf{1} - \mathbf{DownsideCondition})) + (\mathbf{Vanilla_5} \times \mathbf{UpsideCondition_3})$$

$$\mathbf{Vanilla_5} = \mathbf{Coupon_5} + \mathbf{G_5} \times \mathbf{Min}(\mathbf{Cap_5}, \mathbf{Max}((\mathbf{BasketPerf_6}(\mathbf{T}) - \mathbf{K_5}), \mathbf{Floor_5}))$$

$$\mathbf{UpsideCondition_3} = \mathbf{1\ if\ BasketPerf_7}(\mathbf{T}) \geq \mathbf{H_3}$$

$$= \mathbf{0\ if\ not}$$

where:

$Coupon_4$ means 0.00%

$Coupon_5$ means 0.00%

H_3 is Not Applicable. If H3 is specified as being Not Applicable, then UpsideCondition3 = 0 in any event.

G means 100 %

G_5 is Not Applicable

Cap is Not Applicable

Cap_5 is Not Applicable

Floor means 0%

$Floor_5$ is Not Applicable

K means 100 %

Element	Title	
		K_5 is Not Applicable **B** means 60% $BasketPerf_4$ (T) = $BasketPerf_1$(t = 20) $BasketPerf_5$ (T) = $BasketPerf_1$(t = 20) $BasketPerf_6$ (T) = $BasketPerf_1$(t = 20) $BasketPerf_7$ (T) = $BasketPerf_1$(t = 20) **Valuation Dates/Auomatic Early Redemption Valuation Dates:**

t	**Valuation Date / Automatic Early Redemption Valuation Dates**
1	2 December 2019
2	1 June 2020
3	30 November 2020
4	31 May 2021
5	30 November 2021
6	31 May 2022
7	30 November 2022
8	31 May 2023
9	30 November 2023
10	31 May 2024
11	2 December 2024
12	2 June 2025
13	1 December 2025
14	1 June 2026
15	30 November 2026
16	31 May 2027
17	30 November 2027
18	31 May 2028
19	30 November 2028
20	31 May 2029

Payment Dates / Automatic Early Redemption Dates:

<table>
<tr><th>Element</th><th>Title</th><th></th></tr>
<tr><td></td><td></td><td>
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<tr><th>t</th><th>Payment Dates / Automatic Early Redemption Dates</th></tr>
<tr><td>1</td><td>9 December 2019</td></tr>
<tr><td>2</td><td>8 June 2020</td></tr>
<tr><td>3</td><td>7 December 2020</td></tr>
<tr><td>4</td><td>7 June 2021</td></tr>
<tr><td>5</td><td>7 December2021</td></tr>
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<tr><td>20</td><td>7 June 2029</td></tr>
</table>

Selection means :

<table>
<tr><th>Index</th><th>Underlying</th><th>Bloomberg Code</th><th>Type</th><th>Sponsor</th><th>Weighting</th></tr>
<tr><td>i = 1</td><td>Euro STOXX Select Dividend 30®</td><td>SD3E</td><td>Multi-Exchange</td><td>Stoxx Limited, Zurich, Switzerland</td><td>100%</td></tr>
</table>
Calculation Agent : NATIXIS, Département Agent de Calcul, 40 avenue des Terroirs de France, 75012 Paris, France
</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 :</td></tr>
</table>

Element	Title	
		Euro STOXX Select Dividend 30® Index (Bloomberg code: SD3E Index)

Section D – Risks

Element	**Title**	
D.2	Key risks regarding the 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 no other person. • Conflicts of interest may arise between the Issuers and any of their affiliates, on the one hand, and Noteholders, on the other. • Certain of the Dealers and their affiliates have engaged, and in the future may engage, in investment banking, commercial and/or lending transactions with the Issuer and/or the Guarantor and their affiliates, which may result in consequences that are adverse to an investment in the Notes. • The initial Aggregate Nominal Amount may not reflect the future liquidity of the Notes. • Any early redemption at the option of the Issuer, if provided for in any Final Terms for a particular issue of Notes, could cause the yield anticipated by Noteholders to be considerably less than anticipated. • A Noteholder's effective yield on the Notes may be diminished by the tax impact on that Noteholder of its investment in the Notes. • The conditions of the Notes contain provisions for calling meetings of Noteholders which permit defined majorities to bind all Noteholders who did not attend the and vote at the relevant meeting as well as Noteholders who voted in a manner contrary to the majority. • The Notes are governed by English law, in effect as at the date of this Base Prospectus and no assurance can be given as to the impact of any possible judicial decision or change to English (or any other relevant) law after the date of this Base Prospectus and any such change could

		materially adversely impact the value of any Notes affected by it. • Under the terms of the Notes, the Issuer is obliged to make payments of principal and interest free and clear of French 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 France 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, 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 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**). • 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 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.

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

Section E – Offer

Element	Title	
E.2b	Use of proceeds	The net proceeds from the issue of the Notes will be used by the Issuer for its general corporate purpose, affairs and business development.
E.3	Terms and conditions of the Offer	This issue of Notes is being offered in a Public Offer in **Spain**. 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. 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 9.00 a.m. (CET) on 15 April 2019 and end at 5.00 p.m. (CET) on 29 May 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. 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 (www.equitysolutions.natixis.com). Any application shall be made in Spain to the distributors. The distribution activity will be carried out in accordance with the distributor's usual procedures. Investors will not be required to enter into any contractual arrangements directly with the Issuer related to the subscription for any Notes. 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 EUR 1,000 Specified Denomination. **Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:** Not Applicable

Element	Title	
		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).** **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 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 distributor, in an up-front maximum amount up to 5 % (all taxes included) of the Aggregate Nominal Amount, 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.

Element	Title	
		The Issuer and/or the Guarantor and their affiliates may also issue other derivative instruments in respect of the Underlying Reference and may act as underwriter in connection with future offerings of shares or other securities relating to an issue of Notes or may act as financial adviser to certain companies or companies whose shares or other securities are included in a basket or in a commercial banking capacity for such companies. Other than as mentioned above, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer, including conflicting interests.
E.7	Expenses charged to the investor by the Issuer or an Offeror	Not Applicable - No expenses will be charged to investors by the Issuer or an Authorised Offeror.