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, 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 20 January 2020

Natixis Structured Issuance SA

Legal entity identifier (LEI): 549300YZ10WOWPBPDW20

Euro 20,000,000,000

Debt Issuance Programme

SERIES NO: 6728

TRANCHE NO: 1

Issue of up to EUR 100,000,000 Certificates linked to a Basket of Shares due February 2023 (the Certificates)

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 2019 and the supplements to the Base Prospectus dated 22 May 2019, 14 August 2019, 3 October 2019, 19 November 2019 and 31 December 2019 (the **Base Prospectus**) which together constitute a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended or superseded (the **Prospectus Directive**).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 as so supplemented. A summary of the Notes (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. The Base Prospectus 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:	6728
	(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:	Up to EUR 100,000,000 (being the equivalent of 100,000 Certificates) and the Aggregate Nominal Amount issued on the Issue Date shall be fixed at the end of the time period of the offer (as defined in paragraph 60 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. This Notice may be viewed on NATIXIS Equity Derivatives website (www.equityderivatives.natixis.com)
	(ii)	Tranche:	See the foregoing item
4	Issue Price:		EUR 1,000 per Specified Denomination (being the equivalent of 100% of the Aggregate Nominal Amount)
5	(i)	Specified Denomination:	EUR 1,000
	(ii)	Calculation Amount:	EUR 1,000
6	(i)	Issue Date:	13 February 2020
	(iii)	Trade Date:	13 January 2020

7	Maturity Date:		16 February 2023, subject to the Business Day Convention specified in 13(ii) below.
8	Interest Basis:		Equity Linked Interest (*further particulars specified below*)
9	Redemption/Payment Basis:		Equity 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 Centre *(Condition 5(k) of the Terms and Conditions of the English Law Notes and Condition 5(k) of the Terms and Conditions of the French Law Notes):*	TARGET2
14	Date of the corporate authorisations for issuance of the Notes		Authorisation of the Board of Directors of NATIXIS Structured Issuance SA passed on 15 January 2020
15	Method of distribution:		Non-syndicated

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

16	Fixed Interest Rate Note Provisions:		Not Applicable
17	Floating Rate Note Provisions:		Not Applicable
18	Zero Coupon Note Provisions:		Not Applicable
19	Structured Note Provisions:		Interest and Redemption Amounts will be calculated in accordance with the following formula(e): ***Phoenix***
	(i)	Interest provisions:	Applicable
	(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, subject to the Business Day Convention specified in

			paragraph 13(ii) above, without adjustment to the Interest Amount.
	(v)	First Interest Payment Date:	Not Applicable
	(vi)	Party responsible for calculating the Interest Amount:	Calculation Agent
	(vii)	Margin(s):	Not Applicable
	(viii)	Rate Multiplier	Not Applicable
	(ix)	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):		Not Applicable
22	Provisions applicable to Equity Linked Notes (basket of shares):		Applicable
	(i)	Company(ies):	See table set forth in Annex hereto under Underlying
	(ii)	Share(s):	See table set forth in Annex hereto under ISIN Code
	(iii)	Basket:	Set forth in Annex hereto under Selection
	(iv)	Basket Performance:	Not Applicable
	(v)	Weighting:	Not Applicable
	(vi)	Exchange:	See definition in Condition 20
	(vii)	Related Exchange:	See definition in Condition 20
	(viii)	Separate Valuation	Applicable
	(ix)	Number of Shares:	Two (2)
	(x)	Additional New Shares Conditions:	Not Applicable
	(xi)	Additional Substitute Share Conditions:	Not Applicable
	(xii)	Initial Price:	Set forth in Annex hereto under “Reference Price(i)”
	(xiii)	Initial Price Observation Period:	Not Applicable
	(xiv)	Initial Price Observation Date(s):	Not Applicable
	(xv)	Barrier Price:	Not Applicable
	(xvi)	Share Performance:	Set forth in Annex hereto under “IndivPerf (i,t)”
	(xvii)	Knock-in Event:	“less than”
		(a) Knock-in Share:	See definition in Condition 20(d)(A)
		(b) Knock-in Price:	Set forth in Annex hereto under B

	(c)	Knock-in Period Beginning Date:	The Valuation Date scheduled to occur on 7 February 2023
	(d)	Knock-in Period Beginning Date Scheduled Trading Day Convention:	Applicable
	(e)	Knock-in Period Ending Date:	The Valuation Date scheduled to occur on 7 February 2023
	(f)	Knock-in Period Ending Date Scheduled Trading Day Convention:	Applicable
	(g)	Knock-in Valuation Time:	See definition in Condition 20
	(h)	Knock-in Number of Shares	See definition in Condition 20
(xviii)	Knock-out Event:		Not Applicable
(xix)	Automatic Early Redemption Event:		”greater than or equal to” – As set forth in Annex hereto
	(a)	Automatic Early Redemption Amount:	See definition in Condition 20
	(b)	Automatic Early Redemption Date(s):	See “Payment Dates” in Annex hereto
	(c)	Automatic Early Redemption Price:	Means a percentage of the Initial Price corresponding to R(t) in the Annex hereto
	(d)	Automatic Early Redemption Rate:	Means the sum of 100% and $Coupon_3(t)$ as defined in the Additional Terms and Conditions of the Notes, Phoenix
	(e)	Automatic Early Redemption Valuation Date(s):	See “Valuation Dates ” in Annex hereto
	(f)	Automatic Early Redemption Averaging Dates:	Not Applicable
	(g)	Automatic Early Redemption Observation Period(s):	Not Applicable
	(h)	Automatic Early Redemption Number of Shares:	Two (2)
(xx)	Range Accrual:		Not Applicable
(xxi)	Strike Date:		7 February 2020
(xxii)	Averaging Dates:		Not Applicable
(xxiii)	Observation Period(s)		Not Applicable
(xxiv)	Valuation Date(s):		Set forth in Annex hereto
(xxv)	Specific Number(s):		Five (5) Scheduled Trading Days

	(xxvi)	Valuation Time:	See definition in Condition 20
	(xxvii)	Redemption by Physical Delivery:	Not Applicable
	(xxviii)	Minimum Percentage:	See definition in Condition 20
	(xxix)	Cut-off Number:	Not Applicable
	(xxx)	Exchange Rate:	Not Applicable
	(xxxi)	Monetisation:	Not Applicable
	(xxxii)	Change in Law:	Applicable
	(xxxiii)	Hedging Disruption:	Applicable
	(xxxiv)	Increased Cost of Hedging:	Applicable
	(xxxv)	Increased Cost of Stock Borrow:	Not Applicable
	(xxxvi)	Loss of Stock Borrow:	Not Applicable
	(xxxvii)	Early Redemption:	Applicable
23	Provisions applicable to Index Linked Notes (basket of indices):		Not Applicable
24	Provisions applicable to Commodity Linked Notes (single commodity):		Not Applicable
25	Provisions applicable to Commodity Linked Notes (basket of commodities):		Not Applicable
26	Provisions applicable to Fund Linked Notes (single fund):		Not Applicable
27	Provisions applicable to Fund Linked Notes (basket of funds):		Not Applicable
28	Provisions applicable to Dividend Linked Notes:		Not Applicable
29	Provisions applicable to Futures Linked Notes (single futures contract):		Not Applicable
30	Provisions applicable to Futures Linked Notes (basket(s) of Futures Contracts):		Not Applicable
31	Provisions applicable to Credit Linked Notes:		Not Applicable
32	Provisions applicable to Bond Linked Notes:		Not Applicable
33	Provisions applicable to Currency Linked Notes:		Not Applicable
34	Provisions applicable to Inflation Linked Notes:		Not Applicable
35	Provisions applicable to Warrant Linked Notes		Not Applicable
36	Provisions applicable to Preference Share Linked Notes		Not Applicable

37	Provisions applicable to Rate Linked Notes:	Not Applicable
38	Provisions applicable to Physical Delivery Notes:	Not Applicable
39	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

40	Redemption at the Option of the Issuer:		Not Applicable
41	Redemption at the Option of Noteholders:		Not Applicable
42	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:		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
43	Early Redemption Amount		
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (*Condition 6(b) of the Terms and Conditions of the*		As specified under Condition 5(j)

	English Law Notes and Condition 6(b) of the Terms and Conditions of the French Law Notes), if applicable, or upon the occurrence of an Event of Default (*Condition 10 of the Terms and Conditions of the English Law Notes and Condition 10 of the Terms and Conditions of the French Law Notes*) or an Illegality Event (*Condition 6(c) of the Terms and Conditions of the English Law Notes and Condition 6(c) of the Terms and Conditions of the French Law Notes*)*:*	
(ii)	Redemption for taxation reasons permitted on any day (including days other than Interest Payment Dates (*Condition 6(b) of the Terms and Conditions of the English Law Notes and Condition 6(b) of the Terms and Conditions of the French Law Notes))*:*	Yes
(iii)	Unmatured Coupons to become void upon early redemption (*Condition 7(g) of the Terms and Conditions of the English Law Notes*)*):*	Yes
(iv)	Redemption for illegality (*Condition 6(c) of the Terms and Conditions of the English Law Notes and Condition 6(c) of the Terms and Conditions of the French Law Note*):	Hedging Arrangements: Applicable
(v)	Redemption for Force Majeure Event and Significant Alteration Event (Condition 6(m) *of the Terms and Conditions of the English Law Notes and Condition 6(k) of the Terms and Conditions of the French Law Notes)*:	
	(a) Force Majeure Event:	Applicable
	(b) Significant Alteration Event:	Not Applicable
	(c) Protected Amount:	Not Applicable
(vi)	Early Redemption where Essential Trigger is specified as applicable in relation to Notes for which a Protected Amount is specified (*Condition 6(n)(ii) of the Terms and*	Not Applicable

		Conditions of the English Law Notes and Condition 6(I)(ii) of the Terms and Conditions of the French Law Notes):	
	(vii)	Unwind Costs (*Condition 5(k) of the Terms and Conditions of the English Law Notes and Condition 5(k) of the Terms and Conditions of the French Law Notes*):	Not Applicable
	(viii)	*Pro Rata Temporis* Reimbursement (*Condition 5(k) of the Terms and Conditions of the English Law Notes and Condition 5(k) of the Terms and Conditions of the French Law Notes*):	Not Applicable
	(ix)	Essential Trigger *(Condition 11 of the Terms and Conditions of the English Law Notes and Condition 14 of the Terms and Conditions of the French Law Notes*):	Not Applicable
	(x)	Fair Market Value Trigger Event (*Condition 6(p) of the Terms and Conditions of the English Law Notes and Condition 6(n) of the Terms and Conditions of the French Law Notes*):	Not Applicable
PROVISIONS RELATING TO INSTALMENT REDEMPTION			
44		Instalment Amount:	Not Applicable
45		Instalment Date(s):	Not Applicable
PROVISIONS RELATING TO REDEMPTION OF WARRANT LINKED NOTES			
46		Final Redemption Amount of each Note	Not Applicable
47		Early Redemption Amount (to be calculated in accordance with Condition 26):	Not Applicable
48		Warrant Early Termination Event	Not Applicable
PROVISIONS RELATING TO REDEMPTION OF PREFERENCE SHARE LINKED NOTES			
49		Redemption of Preference Share Linked Notes in accordance with Condition 36:	Not Applicable
50		Early Redemption as a result of an Extraordinary Event:	Not Applicable
51		Early Redemption as a result of an Additional Disruption Event:	Not Applicable
52		Early Redemption as a result of a Preference Share Early Termination Event:	

	Unwind Costs	Not Applicable

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

53	Minimum Transferable Amount:	EUR 1,000

GENERAL PROVISIONS APPLICABLE TO THE NOTES

54	Form of Notes:	Italian Clearing System Dematerialised Notes Condition 6(i) will apply to the Certificates.
	Temporary or permanent Global Note/ Certificate *(in the case of Bearer Notes or Exchangeable Bearer Notes)*:	Not Applicable
	New Global Note:	No
	Global Certificates *(Registered Notes only)*:	No
	Registration Agent:	Not Applicable
55	Additional Business Day Jurisdiction(s) (*Condition 7(i) of the Terms and Conditions of the English Law Notes and Condition 7(e) of the Terms and Conditions of the French Law Notes*)or other special provisions relating to Payment Dates:	Not Applicable
56	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Yes, as the Notes have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made
57	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
58	Consolidation provisions:	The provisions in Condition 13 apply
59	Dual Currency Note Provisions:	Not Applicable
60	Terms and Conditions of the Offer:	Applicable
	Offer Price:	EUR 1,000 per Specified Denomination being the equivalent of 100% of the Aggregate Nominal Amount
	Conditions to which the offer is subject:	The Offer of the Notes in Italy is conditional upon their issue. No dealings in Notes to be publicly offered in Italy may take place 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 Certificates will commence at 9:00 a.m. (CET) on 22 January 2020 and end at 5:30 p.m. (CET) on 5 February 2020 (the "**Offer Period**") or at such other time in such earlier other date as the Issuer

	or the Dealer may decide in its sole and absolute discretion in light of prevailing market conditions.
Details of the minimum and/or maximum amount of application and description of the application process:	The minimum application amount is one (1) Certificate of the Specified Denomination 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.equityderivatives.natixis.com). Any application shall be made in Italy 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 for 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. There is no pre-identified allotment criteria. The distributors will adopt allotment criteria that ensures equal treatment of prospective investors. All of the Notes requested through the distributors during the Offer Period will be assigned up to the maximum amount of the offer. A prospective investor will, on the

	Issue Date, receive 100% of the amount of Securities allocated to it during the Offer Period. The Notes are cleared through the clearing systems and are due to be delivered through the distributor on or around the Issue Date. For the purposes of the offer in the Republic of Italy, the clearing system will be Monte Titoli S.p.A. carrying out the settlement. 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"*.
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 The minimum amount of application per investor will be EUR 1,000 in nominal amount of the Notes. The maximum amount of application will be subject only to availability at the time of application
Manner and date in which results of the offer are to be made public:	By means of a notice published on the website of the Issuer (www.equityderivatives.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:	Dealing in the Notes may commence on the Issue Date. Applicants will be notified directly by the distributors of the success of their application
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 66 below and identifiable from the Base Prospectus.

EU BENCHMARK REGULATION

61	EU Benchmark Regulation: Article 29(2) statement on benchmarks:	Not Applicable

DISTRIBUTION

62	(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
63	If non-syndicated, name and address of Dealer:		For the avoidance of doubt, the Dealer will not act as distributor. Natixis is the *Responsabile del Collocamento* pursuant to Article 93-bis of the Legislative Decree of 24 February 1998, n. 58, as subsequently amended (the **Italian Financial Services Act**), in relation to the public offer in Italy since it has organised the placing syndicate by appointing the distributors. For the avoidance of doubt, the *Responsabile del Collocamento* will not act as distributor/placer and will not place the Notes in Italy.
64	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. **Issuing and Paying Agent :** BNP Paribas Securities Services, Milan Branch (the Italian Paying Agent)
65	Total commission and concession:		Not Applicable
66	Public Offer:		Applicable
		Public Offer Jurisdictions:	Italy
		Offer Period:	See paragraph 60 above.
		Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:	**BANCA CONSULIA S.p.A.** **Corso Monforte 52, 20122, Milan, Italy**
		General Consent:	Not Applicable
		Other Authorised Offeror Terms:	The Notes will be offered in the Republic of Italy on the basis of a public offer.

For these purposes, the *Commission de Surveillance du Secteur Financier* (**CSSF**) has been requested to provide the competent authority in the Republic of Italy, the *Commissione Nazionale per le Società e la Borsa* (**CONSOB**), with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive and the relevant implementing measures in Luxembourg for the purposes of offering the Notes in the Republic of Italy. The Base Prospectus has been passported, *inter alia*, in the Republic of Italy in compliance with Article 18 of the Prospectus Directive. In addition, the Issuer reserves the right to apply for certain countries of the European Economic Area (the EEA) to CSSF for a certificate of the approval of this Base Prospectus pursuant to Art. 18 of the Prospectus Directive and Art. 19 of the Luxembourg act dated 10 July 2005 on prospectuses for securities, as amended, in order to be able to publicly offer the Notes also in those countries and/or have them admitted to trading at an organised market (within the meaning of Directive 2014/65/EU as amended) (the **EEA Passport**). A special permit allowing for the Notes to be offered or the prospectus to be distributed in a jurisdiction outside of those countries for which an EEA Passport is possible and a permit required has not been obtained. The Issuer may in its sole discretion from time to time decide to notify this Base Prospectus to other EEA states.

Non-Exempt Offer:

An offer of the Notes may be made other than pursuant to Article 3(2) of the Prospectus Directive in the Republic of Italy (the **Public Offer Jurisdiction**) during the Offer Period during the hours in which banks are generally open for business in Italy.

The Notes may be offered only in accordance with applicable laws and regulations and, in particular, pursuant to Articles 9 and 11 of the CONSOB Regulation of 14 May 1999, n. 11971, as amended (the **Issuers Regulation**), Articles 14, 17 and 18 of the Prospectus Directive and in accordance with these Final Terms.

Notes placed through door-to-door selling pursuant to Article 30 of the Legislative Decree of 24 February 1998, n. 58, as subsequently amended (the **Italian Financial Services Act**) will be offered during the Offer Period. Pursuant to article 30, paragraph 6, of the Italian Financial Services Act, the validity and enforce-

		ability of the contracts entered into through door-to-door selling is suspended for a period of seven days after the investors' signature of the same. Within such period investors may communicate their withdrawal to the distributor without any charge or commission. Publication of notices relating to the Offer: Any notices to be published as specified herein shall be prepared, respectively, by or on behalf of the Issuer or the distributor and published as follows: (i) by the Issuer in English and Italian on its website (www.equityderivatives.natixis.com).

GENERAL

67	Applicable TEFRA exemption:	Not Applicable
68	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.
69	*Masse* (Condition 11 of the Terms and Conditions of the French Law Notes):	Not Applicable
70	Governing law:	English law

FINAL VERSION APPROVED BY THE ISSUER

PART B– OTHER INFORMATION

1 **LISTING AND ADMISSION TO TRADING**

(i)	Listing:	EuroTLX SIM S.p.A. (EuroTLX)
(ii)	Admission to trading:	Application has been made for the Certificates to be admitted to trading on the official list of EuroTLX SIM S.p.A. 'EuroTLX) market on or before the Issue Date.
(iii)	Estimate of total expenses related to admission to trading:	EUR 400

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 authorities in Belgium, the Czech Republic, Denmark, Finland, France, Germany, Ireland, Italy, The Netherlands, Norway, Poland, Portugal, Spain, Sweden and 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**

An up-front commission could be paid up to 3.00% of the nominal (all taxes included). 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, as amended (2014/65/EU) (MiFID II), 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 total net proceeds will be equal to the Aggregate Nominal Amount less the "estimated total expenses".
(iii)	Estimated total expenses:	See above the "estimate of total expenses related to admission to trading"

6 **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:	In respect of any Share comprising the Basket, means the Initial Price and the Final Price (each, the ***prezzo di riferimento***), as determined by the Calculation Agent, as of the Valuation Time, on the relevant Exchange on the Strike Date, and any Valuation Date specified in the Annex below. The ***prezzo di riferimento*** is defined in article 4.3.9 of Borsa Italiana Rules available on the website of Borsa Italiana (www.borsaitaliana.it)
	An indication where information about the past and the further performance of the underlying and its volatility can be obtained:	See the relevant Bloomberg page of the Underlying as stated in the Annex hereto
	Where the underlying is a security:	Applicable
	(i) the name of the issuer of the security:	See table set forth in Annex hereto under Underlying
	(ii) the ISIN (International Security Identification Number) or other such security identification code:	See table set forth in Annex hereto
	Where the underlying is an index:	Not Applicable
	(i) the name of the index:	Not Applicable
	(ii) if the index is not composed by the Issuer, where information about the index can be obtained:	Not Applicable
	Where the underlying is an interest rate, a description of the interest rate:	Not Applicable
9	**PLACING AND UNDERWRITING**	
	Name and address of the co-ordinator(s) of the global offer and of single parts of the offer:	Not Applicable
	Name and address of any paying agents and depositary agents in each country (in addition to the Principal Paying Agent):	Not Applicable
	Names and addresses of entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements:	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:		IT0006746199
Common Code:		210605487
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):	Monte Titoli S.p.A., Piazza degli Affari 6, 20123 Milan, Italy
	Delivery:	Delivery against payment
	Names and addresses of additional Agents appointed in respect of the Notes (if any):	See paragraph 64 of Part A above BNP Paribas Securities Services, Milan Branch (the Italian Paying Agent)

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

Not Applicable

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 on pages 697 to 937 of the Base Prospectus 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, Bond 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 means:

t	Valuation Date
1	9 March 2020
2	7 April 2020
3	7 May 2020
4	8 June 2020
5	7 July 2020
6	7 August 2020
7	7 September 2020
8	7 October 2020
9	9 November 2020
10	7 December 2020
11	7 January 2021
12	8 February 2021
13	8 March 2021
14	7 April 2021
15	7 May 2021
16	7 June 2021
17	7 July 2021
18	9 August 2021
19	7 September 2021
20	7 October 2021
21	8 November 2021
22	7 December 2021
23	7 January 2022
24	7 February 2022
25	7 March 2022
26	7 April 2022
27	9 May 2022
28	7 June 2022
29	7 July 2022
30	8 August 2022
31	7 September 2022

32	7 October 2022
33	7 November 2022
34	7 December 2022
35	9 January 2023
36	7 February 2023

Payment Dates means:

t	Payment Date
1	18 March 2020
2	20 April 2020
3	18 May 2020
4	17 June 2020
5	16 July 2020
6	18 August 2020
7	16 September 2020
8	16 October 2020
9	18 November 2020
10	16 December 2020
11	18 January 2021
12	17 February 2021
13	17 March 2021
14	16 April 2021
15	18 May 2021
16	16 June 2021
17	16 July 2021
18	18 August 2021
19	16 September 2021
20	18 October 2021
21	17 November 2021
22	16 December 2021
23	18 January 2022
24	16 February 2022
25	16 March 2022
26	20 April 2022
27	18 May 2022
28	16 June 2022
29	18 July 2022
30	17 August 2022
31	16 September 2022
32	18 October 2022
33	16 November 2022
34	16 December 2022
35	18 January 2023
36	16 February 2023

Observation Dates is Not Applicable.

Selection means :

i	Underlying	Bloomberg Code	Share (ISIN Code)
1	SAIPEM	SPM IM	IT0005252140
2	UNICREDIT SPA	UCG IM	IT0005239360

Reference Price(i) means Initial Level

Index	Reference Price
i = 1	See definition of Initial Price in Condition 20 of the Issuer's Base Prospectus, Price on Strike Date (***prezzo di riferimento***) The prezzo di riferimento is defined in article 4.3.9 of Borsa Italiana Rules available on the website of Borsa Italiana (www.borsaitaliana.it)
i = 2	See definition of Initial Price in Condition 20 of the Issuer's Base Prospectus, Price on Strike Date (***prezzo di riferimento***) The prezzo di riferimento is defined in article 4.3.9 of Borsa Italiana Rules available on the website of Borsa Italiana (www.borsaitaliana.it)

Memory Effect is Applicable

Price means for each Underlying indexed "i", the Final Price on the Exchange on any Valuation Date indexed "t", "t" ranging from 1 to 36 (***prezzo di riferimento***). The prezzo di riferimento is defined in article 4.3.9 of Borsa Italiana Rules available on the website of Borsa Italiana (www.borsaitaliana.it).

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

Phoenix — **Applicable**

Elements for calculation of the Phoenix Coupon:

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

$Coupon_2(t)$ means for each Valuation Date indexed "t", "t" ranging from 1 to 36:

t	$Coupon_2(t)$

1	0.75%
2	1.50%
3	2.25%
4	3.00%
5	3.75%
6	4.50%
7	5.25%
8	6.00%
9	6.75%
10	7.50%
11	8.25%
12	9.00%
13	9.75%
14	10.50%
15	11.25%
16	12.00%
17	12.75%
18	13.50%
19	14.25%
20	15.00%
21	15.75%
22	16.50%
23	17.25%
24	18.00%
25	18.75%
26	19.50%
27	20.25%
28	21.00%
29	21.75%
30	22.50%
31	23.25%
32	24.00%
33	24.75%
34	25.50%
35	26.25%
36	27.00%

H(t) means for each Valuation Date indexed “t”, “t” ranging from 1 to 36:

t	H(t)
1	70.00%
2	70.00%

3	70.00%
4	70.00%
5	70.00%
6	70.00%
7	70.00%
8	70.00%
9	70.00%
10	70.00%
11	70.00%
12	70.00%
13	70.00%
14	70.00%
15	70.00%
16	70.00%
17	70.00%
18	70.00%
19	70.00%
20	70.00%
21	70.00%
22	70.00%
23	70.00%
24	70.00%
25	70.00%
26	70.00%
27	70.00%
28	70.00%
29	70.00%
30	70.00%
31	70.00%
32	70.00%
33	70.00%
34	70.00%
35	70.00%
36	70.00%

BasketPerf$_1$(t) means foreach Valuation Date indexed "t", "t" ranging from 1 to 36, the ***Local Performance*** formula;

The ***Local Performance*** formula means, for each Valuation Date indexed "t", "t" ranging from 1 to 36, the ***Worst Of*** formula.

In the ***Worst Of*** formula, **IndivPerf (i,t)** means, for each Valuation Date indexed "t", "t" ranging from 1 to 36, 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 36, the ***Price*** of the Underlying indexed "i", "i" ranging from 1 to 2, 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 36:

t	R(t)
1	Not Applicable
2	Not Applicable
3	Not Applicable
4	Not Applicable
5	Not Applicable
6	100.00%
7	100.00%
8	100.00%
9	100.00%
10	100.00%
11	100.00%
12	100.00%
13	100.00%
14	100.00%
15	100.00%
16	100.00%
17	100.00%
18	100.00%
19	100.00%
20	100.00%
21	100.00%
22	100.00%
23	100.00%
24	100.00%
25	100.00%
26	100.00%
27	100.00%
28	100.00%
29	100.00%
30	100.00%

31	100.00%
32	100.00%
33	100.00%
34	100.00%
35	100.00%
36	Not Applicable

$BasketPerf_2(t)$ = **$BasketPerf_1(t)$**.

$Coupon_3(t)$ means for each Valuation Date indexed "t", "t" ranging from 1 to 36 :

t	$Coupon_3(t)$
1	Not Applicable
2	Not Applicable
3	Not Applicable
4	Not Applicable
5	Not Applicable
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%
17	0.00%
18	0.00%
19	0.00%
20	0.00%
21	0.00%
22	0.00%
23	0.00%
24	0.00%
25	0.00%
26	0.00%
27	0.00%
28	0.00%

29	0.00%
30	0.00%
31	0.00%
32	0.00%
33	0.00%
34	0.00%
35	0.00%
36	Not Applicable

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

$BasketPerf_3(t)$ is Not Applicable for all Valuation Dates.

Elements for calculation of the Final Redemption Amount:

$Coupon_4$ means 0%
$Coupon_5$ means 0%
H_3 is 100%
G means 100%
G_5 means 0%
Cap is Not Applicable
Cap_5 is Not Applicable
Floor means 0%
$Floor_5$ means 0%
K means 100%
K_5 means 0%
B 60%

$BasketPerf_4(T) = BasketPerf_1(t)$.
$BasketPerf_5(T) = BasketPerf_1(t)$.

$BasketPerf_6(T) = BasketPerf_1(t)$.
$BasketPerf_7(T) = BasketPerf_1(t)$.

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	*Consent*: Subject to the conditions set out below, the Issuer consents to the use of the 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, **BANCA CONSULIA S.p.A., Corso Monforte 52, 20122, Milan, Italy** and each financial intermediary whose name is published on the Issuer's website (*www.equityderivatives.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**).*

Element		
		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 offer period from 9.00 a.m. (CET) on 22 January 2020 to 5.30 p.m. (CET) on 5 February 2020 (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 the Base Prospectus to make Public Offers of the relevant Tranche of Notes in Italy. **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 2019, Natixis Structured Issuance SA's total assets were €5,410,054,610.80. The loss of Natixis Structured Issuance SA as at 30 June 2019 was €228,979.17. The financial information in the paragraph above is unaudited and is extracted from Natixis Structured Issuance SA's interim financial statements for the six month period ended 30 June 2019. As at 30 June 2018, Natixis Structured Issuance SA's total assets were €6,500,528,014.99. The profit of Natixis Structured Issuance SA as at 30 June 2018 was € 1,622,141.14.

Element	Title	
		As of 31 December 2018, Natixis Structured Issuance SA's total assets were €6,382,062,386.77. The profit of Natixis Structured Issuance SA as of 31 December 2018 was €2,464,432.29. As of 31 December 2017, Natixis Structured Issuance SA's total assets were €5,475,184,964.09. The profit of Natixis Structured Issuance SA as of 31 December 2017 was €1,656,544.03..
	No material adverse change statement	There has been no material adverse change in the prospects of Natixis Structured Issuance SA since 31 December 2018.
	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 2019.
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 2018, BPCE held 70.70% 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 – 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 Mendès-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	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 3.1% 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.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 2019, NATIXIS' total assets were €538.3 billion. As at 30 September 2019, NATIXIS' net revenues for the nine months ended 30 September 2019 were €6,716 million, its gross operating income was €1,806 million and its net income (group share) was €1,526 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.

Element	Title	
		The financial information in the two paragraphs above is unaudited and is extracted from NATIXIS's press release dated 7 November 2019 in relation to its unaudited financial information for the 2019 third quarter and the nine-month period ended 30 September 2019. As at 30 June 2019, NATIXIS' total assets were €504.3 billion. As at 30 June 2019, NATIXIS' net revenues for the six months ended 30 June 2019 were €4,436 million, its gross operating income was €1,117 million and its net income (group share) was €1,110 million. The financial information in the paragraph above is unaudited and is extracted from the universal registration document and half-year financial report for 2019 of NATIXIS for the six month period ended 30 June 2019. 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 31 March 2019, NATIXIS' total assets were €498.4 billion. As at 31 March 2019, NATIXIS' net revenues were €2,154 million, its gross operating income was €412 million and its net income (group share) was €764 million. The financial information in the paragraph above is unaudited and is extracted from NATIXIS' press release published on 9 May 2019 relating to the unaudited financial information of NATIXIS for the first quarter ended 31 March 2019. 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 December 2018, NATIXIS' total assets were €495.5 billion. NATIXIS' net revenues for the year ended 31 December 2018 were €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.
	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 March 2019. Not applicable. There has been no significant change in the financial or trading position of NATIXIS since 30 September 2019.
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/B.5 above and B.19/B.16 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

Element	Title	
		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: • 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 2018, BPCE held 70.70% 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. The Notes are being issued in uncertificated and dematerialised book-entry form and centralised with Monte Titoli S.p.A., pursuant to Italian Legislative Decree dated 24 February 1998, No. 58, as amended and integrated by subsequent implementing provisions. As such, the Notes are not constituted by any physical document of title and no global or definitive Notes will be issued. The Notes will not be issued in definitive form and will not be exchangeable for Registered Notes or Bearer Notes or *vice versa* Series Number: 6728 Tranche Number: 1 International Securities Identification Number (**ISIN**): IT0006746199 Common Code: 210605487
C.2	Currency	The currency of this Series of Notes is E**uro** ("**EUR**") (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. 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).

Element	Title	
		Notes held in a clearing system must be transferred in accordance with the rules, procedures and regulations of that clearing system. The Notes will be freely transferable by way of book entry in the accounts registered on the settlement system of Monte Titoli S.p.A.
C.8	Rights attached to the Notes, including ranking and limitations on those rights	**Rights attached to the Notes** *Taxation* All payments in respect of Notes will be made without deduction for or on account of withholding taxes imposed by Luxembourg, unless required by law. In the event that any such withholding or deduction is required by Luxembourg law, Natixis Structured Issuance SA will, save in certain limited circumstances, be required to pay additional amounts to cover the amounts so deducted. All payments by NATIXIS in respect of the NATIXIS Guarantee, will be made free and clear of French withholding taxes, unless required by law. If NATIXIS is compelled by law to make a deduction for or on account of French taxes, it shall pay, to the extent not prohibited by French law, additional amounts to the noteholder(s) to compensate for such deduction, all as described in the NATIXIS Guarantee. All payments in respect of the Notes will be subject in all cases to (i) any withholding or deduction required pursuant to Section 871(m) of the U.S. Internal Revenue Code of 1986 (the **Code**) (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.

Element	Title	
		Relevant Debt means present or future indebtedness in the form of, or represented by, bonds, notes, debentures, or other securities which are for the time being, or are capable of being, listed or ordinarily dealt in on any stock exchange, over-the-counter market or other securities market. ***Events of default*** Any Notes may become immediately redeemable by notice by a holder upon the occurrence of certain events (**Events of Default**) including non-payment and non-performance of the relevant Issuer's obligations in respect of the Notes and the insolvency or winding up of the relevant Issuer. There are no events of default in respect of NATIXIS in respect of the Notes issued by Natixis Structured Issuance SA or the NATIXIS Guarantee. ***Meetings*** The terms of the Notes will contain provisions for calling meetings of holders of such Notes to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting, and holders who voted in a manner contrary to the majority. ***Governing law*** The Notes are governed by English law (**English Law Notes**). **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.11	Admission to trading on a regulated market	Not Applicable – The Notes are not intended to be admitted to trading on a regulated market.
C.15	Any underlying which may affect the value of the Notes	The amount of principal to be paid under the Notes depends on the value of the underlyings (the **Underlying Reference(s)**) which thereby affects the value of the investment.

<table>
<tr><th>Element</th><th>Title</th><th></th></tr>
<tr><td></td><td></td><td>The value of the investment is affected by the performance of the Underlying Reference. Please also refer to Elements C.18 and C.20.</td></tr>
<tr><td>C.16</td><td>Maturity Date</td><td>The Maturity Date of the Notes is 16 February 2023.</td></tr>
<tr><td>C.17</td><td>Settlement procedure</td><td>The Series of Notes is cash settled.</td></tr>
<tr><td>C.18</td><td>Return on derivative securities</td><td>See Element C.8

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

$$\mathbf{PhoenixCoupon(t)} = \mathbf{Denomination} \times [\mathbf{Coupon_1(t)} + (\mathbf{Coupon_2(t)} - \mathbf{MemoryCoupon(t)}) \times \mathbf{UpsideCondition(t)}]$$

$$\text{UpsideCondition(t)} = 1 \text{ if } \text{BasketPerf}_1(t) \geq \text{H(t)}$$

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

Where:

Denomination or Specified Denomination mean EUR 1,000.

Coupon₁(t) means 0.00% for all Valuation Dates.

Coupon₂(t) means, for each Valuation Date indexed “t”, “t” ranging from 1 to 36:

<table>
<tr><th>t</th><th>Coupon₂(t)</th></tr>
<tr><td>1</td><td>0.75%</td></tr>
<tr><td>2</td><td>1.50%</td></tr>
<tr><td>3</td><td>2.25%</td></tr>
<tr><td>4</td><td>3.00%</td></tr>
<tr><td>5</td><td>3.75%</td></tr>
<tr><td>6</td><td>4.50%</td></tr>
<tr><td>7</td><td>5.25%</td></tr>
<tr><td>8</td><td>6.00%</td></tr>
<tr><td>9</td><td>6.75%</td></tr>
<tr><td>10</td><td>7.50%</td></tr>
<tr><td>11</td><td>8.25%</td></tr>
</table>
</td></tr>
</table>

Element	Title	

12	9.00%
13	9.75%
14	10.50%
15	11.25%
16	12.00%
17	12.75%
18	13.50%
19	14.25%
20	15.00%
21	15.75%
22	16.50%
23	17.25%
24	18.00%
25	18.75%
26	19.50%
27	20.25%
28	21.00%
29	21.75%
30	22.50%
31	23.25%
32	24.00%
33	24.75%
34	25.50%
35	26.25%
36	27.00%

H(t) for each Valuation Date indexed “t”, “t” ranging from 1 to 36:

t	H(t)
1	**70.00%**
2	70.00%
3	70.00%
4	70.00%
5	70.00%
6	70.00%
7	70.00%
8	70.00%
9	70.00%
10	70.00%
11	70.00%

Element	Title	
		12 | 70.00% 13 | 70.00% 14 | 70.00% 15 | 70.00% 16 | 70.00% 17 | 70.00% 18 | 70.00% 19 | 70.00% 20 | 70.00% 21 | 70.00% 22 | 70.00% 23 | 70.00% 24 | 70.00% 25 | 70.00% 26 | 70.00% 27 | 70.00% 28 | 70.00% 29 | 70.00% 30 | 70.00% 31 | 70.00% 32 | 70.00% 33 | 70.00% 34 | 70.00% 35 | 70.00% 36 | 70.00% **MemoryCoupon(t)** means the following value: (a) if the Memory Effect is specified as Applicable: the sum of all interest amounts per Note paid prior to the Payment Date indexed "t" expressed as a percentage of the Specified Denomination; and (b) if the Memory Effect is specified as Not Applicable: 0 (zero). **Memory Effect** is Applicable. **$\text{BasketPerf}_1(t)$** means for each Valuation Date "t", "t" ranging from 1 to 36, the Local Performance formula. ***Local Performance*** means a single Local Performance: $\text{BasketPerf}(t) = LocalBasketPerf(t)$ The ***LocalBasketPerf(t)*** formula means, for each Valuation Date "t", "t" ranging from 1 to 36, the ***Worst of*** formula.

Element	Title	
		Worst of means the lowest ("Min") Individual Performance in the Selection, as calculated by the Calculation Agent in accordance with the following formula: $$\text{LocalBasketPerf (t)} = \underset{1 \le i \le m}{Min} \ (IndivPerf \ (i,t))$$ Where m=2 In the ***Worst of*** formula, ***IndivPerf (i,t)*** means, for each Valuation Date "t", "t" ranging from 1 to 36 and each Underlying indexed "i", "i" ranging from 1 to 2, 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 36, the Price of the Underlying indexed "i", "i" ranging from 1 to 2. **Price** means the price (***prezzo di riferimento***) of the Underlying indexed "i", "i" ranging from 1 to 2 as determined by the Calculation Agent as of the scheduled closing time on the relevant exchange on the Valuation Date "t", "t" ranging from 1 to 36. **Reference Price (i)** means the price (***prezzo di riferimento***) of the Underlying indexed "i", "i" ranging from 1 to 2 as determined by the Calculation Agent as of the scheduled closing time on the relevant exchange on 7 February 2020. 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 36 : **t** / **R(t)** 1 / Not Applicable 2 / Not Applicable 3 / Not Applicable 4 / Not Applicable 5 / Not Applicable 6 / 100.00% 7 / 100.00% 8 / 100.00% 9 / 100.00%

Element	Title	
		10 | 100.00% 11 | 100.00% 12 | 100.00% 13 | 100.00% 14 | 100.00% 15 | 100.00% 16 | 100.00% 17 | 100.00% 18 | 100.00% 19 | 100.00% 20 | 100.00% 21 | 100.00% 22 | 100.00% 23 | 100.00% 24 | 100.00% 25 | 100.00% 26 | 100.00% 27 | 100.00% 28 | 100.00% 29 | 100.00% 30 | 100.00% 31 | 100.00% 32 | 100.00% 33 | 100.00% 34 | 100.00% 35 | 100.00% 36 | Not Applicable If "R(t)" is specified as being Not Applicable, then AutoCallCondition(t) = 0 in any event. **BasketPerf$_2$(t)** = 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:

Element	Title	
		Coupon$_3$(t) means for each Valuation Date indexed "t", "t" ranging from 1 to 36 :

t	Coupon$_3$(t)
1	Not Applicable
2	Not Applicable
3	Not Applicable
4	Not Applicable
5	Not Applicable
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%
17	0.00%
18	0.00%
19	0.00%
20	0.00%
21	0.00%
22	0.00%
23	0.00%
24	0.00%
25	0.00%
26	0.00%
27	0.00%
28	0.00%
29	0.00%
30	0.00%
31	0.00%
32	0.00%
33	0.00%
34	0.00%
35	0.00%
36	Not Applicable

Element	Title	
		$H_2(t)$ is Not Applicable for all Valuation Dates. If "$H_2(t)$" is specified as being Not Applicable, then $UpsideCondition_2(t) = 0$ in any event. **$BasketPerf_3(t)$** = BasketPerf1(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: $$\mathbf{Vanilla} = \mathbf{G} \times \mathbf{Min}(\mathbf{Cap}, \mathbf{Max}((\mathbf{K} - \mathbf{BasketPerf_4(T)}), \mathbf{Floor}))$$ $$\mathbf{DownsideCondition} = \mathbf{1\ if\ BasketPerf_5(T)} < \mathbf{B}$$ $$= \mathbf{0\ if\ not}$$ And $$\mathbf{FinalCoupon} = (\mathbf{Coupon_4} \times (\mathbf{1} - \mathbf{DownsideCondition})) + (\mathbf{Vanilla_5} \times \mathbf{UpsideCondition_3})$$ $$\mathbf{Vanilla_5} = \mathbf{Coupon_5} + \mathbf{G_5} \times \mathbf{Min}(\mathbf{Cap_5}, \mathbf{Max}((\mathbf{BasketPerf_6(T)} - \mathbf{K_5}), \mathbf{Floor_5}))$$ $$\mathbf{UpsideCondition_3} = \mathbf{1\ if\ BasketPerf_7(T)} \geq \mathbf{H_3}$$ $$= \mathbf{0\ if\ not}$$ where: **$Coupon_4$** means 0%. **$Coupon_5$** means 0%. **H_3** means 100%. **G** means 100%. **G_5** means 0%. **Cap** is Not Applicable. **Cap_5** is Not Applicable. **Floor** means 0%. **$Floor_5$** means 0%. **K** means 100%. **K_5** means 0%. **B** means 60%. $BasketPerf_4(T) = BasketPerf_1(T)$

Element	Title	
		$BasketPerf_5(T) = BasketPerf_1(T)$ $BasketPerf_6(T) = BasketPerf_1(T)$ $BasketPerf_7(T) = BasketPerf_1(T)$ Redemption by Physical Delivery is Not Applicable **Valuation Dates :**

t	Valuation Date
1	9 March 2020
2	7 April 2020
3	7 May 2020
4	8 June 2020
5	7 July 2020
6	7 August 2020
7	7 September 2020
8	7 October 2020
9	9 November 2020
10	7 December 2020
11	7 January 2021
12	8 February 2021
13	8 March 2021
14	7 April 2021
15	7 May 2021
16	7 June 2021
17	7 July 2021
18	9 August 2021
19	7 September 2021
20	7 October 2021
21	8 November 2021
22	7 December 2021
23	7 January 2022
24	7 February 2022
25	7 March 2022
26	7 April 2022
27	9 May 2022
28	7 June 2022
29	7 July 2022
30	8 August 2022
31	7 September 2022
32	7 October 2022
33	7 November 2022
34	7 December 2022
35	9 January 2023
36	7 February 2023

Payment Dates:

t	Payment Date
1	18 March 2020
2	20 April 2020
3	18 May 2020

<table>
<tr><th>Element</th><th>Title</th><th></th></tr>
<tr><td></td><td></td><td>
<table>
<tr><td>4</td><td>17 June 2020</td></tr>
<tr><td>5</td><td>16 July 2020</td></tr>
<tr><td>6</td><td>18 August 2020</td></tr>
<tr><td>7</td><td>16 September 2020</td></tr>
<tr><td>8</td><td>16 October 2020</td></tr>
<tr><td>9</td><td>18 November 2020</td></tr>
<tr><td>10</td><td>16 December 2020</td></tr>
<tr><td>11</td><td>18 January 2021</td></tr>
<tr><td>12</td><td>17 February 2021</td></tr>
<tr><td>13</td><td>17 March 2021</td></tr>
<tr><td>14</td><td>16 April 2021</td></tr>
<tr><td>15</td><td>18 May 2021</td></tr>
<tr><td>16</td><td>16 June 2021</td></tr>
<tr><td>17</td><td>16 July 2021</td></tr>
<tr><td>18</td><td>18 August 2021</td></tr>
<tr><td>19</td><td>16 September 2021</td></tr>
<tr><td>20</td><td>18 October 2021</td></tr>
<tr><td>21</td><td>17 November 2021</td></tr>
<tr><td>22</td><td>16 December 2021</td></tr>
<tr><td>23</td><td>18 January 2022</td></tr>
<tr><td>24</td><td>16 February 2022</td></tr>
<tr><td>25</td><td>16 March 2022</td></tr>
<tr><td>26</td><td>20 April 2022</td></tr>
<tr><td>27</td><td>18 May 2022</td></tr>
<tr><td>28</td><td>16 June 2022</td></tr>
<tr><td>29</td><td>18 July 2022</td></tr>
<tr><td>30</td><td>17 August 2022</td></tr>
<tr><td>31</td><td>16 September 2022</td></tr>
<tr><td>32</td><td>18 October 2022</td></tr>
<tr><td>33</td><td>16 November 2022</td></tr>
<tr><td>34</td><td>16 December 2022</td></tr>
<tr><td>35</td><td>18 January 2023</td></tr>
<tr><td>36</td><td>16 February 2023</td></tr>
</table>
Selection means :
<table>
<tr><th>i</th><th>Underlying</th><th>ISIN Code</th><th>Bloomberg Code</th></tr>
<tr><td>1</td><td>SAIPEM</td><td>IT0005252140</td><td>SPM IM</td></tr>
<tr><td>2</td><td>UNICREDIT SPA</td><td>IT0005239360</td><td>UCG IM</td></tr>
</table>
Calculation Agent : NATIXIS Calculation Agent Departement, 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>
</table>

<table>
<tr><th>Element</th><th>Title</th><th></th></tr>
<tr><td>C.20</td><td>Underlying</td><td>The Underlying Reference specified in Element C.15 above.
<table>
<tr><th>i</th><th>Underlying</th><th>ISIN Code</th><th>Bloomberg Code</th></tr>
<tr><td>1</td><td>SAIPEM</td><td>IT0005252140</td><td>SPM IM</td></tr>
<tr><td>2</td><td>UNICREDIT SPA</td><td>IT0005239360</td><td>UCG IM</td></tr>
</table>
</td></tr>
</table>

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 impact on NATIXIS;

Element	Title	
		• 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. • 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 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 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 the 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

Element	Title	
		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 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,

Element	Title	
		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. ***Natixis Structured Issuance SA may be substituted as principal debtor by another entity***

Element	Title	
		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 (applicable 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. **Equity Linked Notes** Exposure to one or more shares, which present similar market risks to a direct equity investment, potential adjustment events or extraordinary events affecting shares and market disruption or failure to open of an exchange may have an adverse effect on the value and liquidity of the Notes Key Risks relating to the NATIXIS Guarantee • The scope of the NATIXIS Guarantee is limited to Financial Instruments (as defined in the NATIXIS Guarantee) of Natixis Structured Issuance SA. The NATIXIS Guarantee is not limited to Natixis Structured Issuance SA's obligations under Notes issued by it under the Programme. • The NATIXIS Guarantee is not a 'first demand' guarantee. Any claim under the NATIXIS Guarantee must be sent in writing by a duly authorised officer of the claimant to Natixis Structured Issuance SA in accordance with the NATIXIS Guarantee. • A revocation of the NATIXIS Guarantee could affect the creditworthiness of Natixis Structured Issuance SA. • Noteholders are also exposed to NATIXIS's credit risk under the NATIXIS Guarantee. • The NATIXIS Guarantee is governed by French law and enforcing rights under it may be more difficult than enforcing a Luxembourg law governed guarantee. • There are no negative pledge or other covenants or events of default in relation to, or undertaken by, NATIXIS under the Notes or the NATIXIS Guarantee. The key risks regarding the market generally include:

Element	Title	
		• 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 U.K 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 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 of the issue of the Notes will be used for on-lending by Natixis Structured Issuance SA to NATIXIS under the terms of the loan agreement entered into between Natixis Structured Issuance SA (as lender) and NATIXIS (as borrower) and as amended from time to time (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 Issue Price of the Notes is EUR 1,000 per Specified Denomination. 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 Italy. The Offer of the Notes in Italy is conditional upon their issue. No dealings in Notes to be publicly offered in Italy may take place prior to the Issue Date 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 22 January 2020 and end at 5.30 p.m. (CET) on 5 February 2020 or at such other time in such earlier other date as the Issuer, or the Dealer, may decide in its sole and absolute discretion in light of prevailing market conditions 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 the Specified Denomination. 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.equityderivatives.natixis.com). Any application shall be made in Italy to the distributor. 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.

Element	Title	
		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. 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 on the Issue Date. This Notice may be viewed on the website of NATIXIS Equity Derivatives ((https://equityderivatives.natixis.com). Categories of potential investors to which the securities are offered: qualified investors/non-qualified investors/retail investors/wholesale 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 in a maximum amount of 3.00% of the Specified Denomination, 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

Element	Title	
		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 capacity for such companies.
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.