The Base Prospectus expires on 19 April 2025. The succeeding base prospectus will be available on the Luxembourg Stock Exchange website (www.luxse.com)

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (UK). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA); or (ii) a customer within the meaning of the Financial Services and Markets Act 2000 (the FSMA) and any rules or regulations under the FSMA to implement Directive (EU) No 2016/97, where that customer would not qualify as a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Regulation (EU) No 2017/1129 as it forms part of domestic law by virtue of EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (as amended the UK PRIIPs Regulation) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been or will be prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID II product governance / Retail investors, professional investors and eligible counterparties – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 19 of the Guidelines published by the European Securities and Markets Authority ("ESMA") on 3 August 2023, 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 to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice, and portfolio management, and non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under MiFID II. The product is incompatible for any client outside the positive target market identified above. Any person subsequently offering, selling or recommending the Notes (a distributor) should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

UK MIFIR PRODUCT GOVERNANCE /RETAIL INVESTORS, PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by the European Securities and Markets Authority on 5 February 2018 (in accordance with the FCA's policy statement entitled "Brexit our approach to EU non-legislative materials"), has led to the conclusion that: (i) the target market for the Notes is retail clients, as defined in point 8 of article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"), and eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (COBS), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice, portfolio management, non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable. The product is incompatible for any client outside the positive target market identified above. Any distributor should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the UK MiFIR Product Governance Rules) 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 COBS, as applicable.

FINAL VERSION APPROVED BY THE ISSUER

Final Terms dated 6 January 2025

Natixis Structured Issuance SA
Legal entity identifier (LEI): 549300YZ10WOWPBPDW20

Euro 30,000,000,000

Debt Issuance Programme

SERIES NO: 8836

TRANCHE NO: 1

Issue of EUR 1,000,000 Callable Structured Notes (Phoenix callable at the option of the Issuer) linked to a Basket of Shares due January 2028

(the "Certificates")

Unconditionally and irrevocably guaranteed by NATIXIS

Under the €30,000,000,000

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 19 April 2024 and each supplement to the Base Prospectus published and approved on or before the date of these Final Terms and any other supplement to the Base Prospectus which may have been published and approved before the Issue Date (as defined below) (the **Supplements**) which together constitute a base prospectus for the purposes of the Prospectus Regulation (the **2024 Base Prospectus**) notwithstanding the approval of an updated base prospectus which will replace the 2024 Base Prospectus (the **2025 Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and (i) prior to the approval date by the CSSF of the 2025 Base Prospectus (the **Approval Date**), must be read in conjunction with the 2024 Base Prospectus, and (ii) on and after the Approval Date, must be read in conjunction with the 2025 Base Prospectus, save in respect of the Conditions which are extracted from the 2024 Base Prospectus. The 2024 Base Prospectus constitutes, and the 2025 Base Prospectus will constitute, a base prospectus for the purposes of the Prospectus Regulation. 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 either (i) prior to the Approval Date, the 2024 Base Prospectus, or (ii) on or after the Approval Date, the 2024 Base Prospectus (with respect to the Conditions only) and the 2025 Base Prospectus and any other supplement to the 2025 Base Prospectus which may have been published and approved before the Issue Date. The Issuer has in the 2024 Base Prospectus given consent to the use of the 2024 Base Prospectus in connection with the offer of the Notes. Such consent will be valid until the date that is twelve (12) months following the date of the 2024 Base Prospectus. The Issuer will in the 2025 Base Prospectus give consent to the use of the 2025 Base Prospectus in connection with the offer of the Notes. A summary of the Notes is annexed to these Final Terms. The 2024 Base Prospectus and when published the 2025 Base Prospectus and any Supplement to the Base Prospectus (if any) and these Final Terms are available for viewing on the website of the Luxembourg Stock Exchange (www.luxse.com) and of the Issuers (https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic) and copies may be obtained from NATIXIS, 7, promenade Germaine Sablon, 75013 Paris, France. These Final Terms together with any notice to the Final Terms may be viewed on the website of the Borsa Italiana S.p.A. (www.borsaitaliana.com) (upon listing).

1	(i)	Series Number:	8836
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series with the Existing Notes:	Not Applicable
	(iv)	Type of Securities:	Certificates Any references herein to "Notes" and "Noteholders" shall be deemed to be a reference to "**Certificates**" and "**Certificateholders**" respectively, and related terms shall be construed accordingly.
2	Specified Currency or Currencies:		Euro ("**EUR**")
	Replacement Currency		U.S. dollar
	CNY Notes :		Not Applicable
3	Aggregate Nominal Amount:		

	(i)	Series:	EUR 1,000,000
	(ii)	Tranche:	EUR 1,000,000
4	Issue Price:		EUR 1,000 being the equivalent of 100% of the Aggregate Nominal Amount
5	(i)	Specified Denomination(s):	EUR 1,000
	(ii)	Calculation Amount:	EUR 1,000
6	(i)	Issue Date:	8 January 2025
	(ii)	Interest Commencement Date:	Not Applicable
	(iii)	Trade Date:	16 December 2024
7	Maturity Date:		14 January 2028, subject to the Business Day Convention, specified in paragraph 15(ii) below.
8	Status of the Notes:		Unsecured
9	Interest Basis:		As specified in paragraph 21 (Structured Note Provisions) as completed by the Annex to the Final Terms in relation to the Additional Terms and Conditions of the Notes *(further particulars specified below)*
10	Redemption/Payment Basis:		As specified in paragraph 21 (Structured Note Provisions) as completed by the Annex to the Final Terms in relation to the Additional Terms and Conditions of the Notes *(further particulars specified below)*
11	(i)	Change of Interest Basis:	Not Applicable
	(ii)	Interest Basis Switch:	Not Applicable
	(iii)	Interest Rate on overdue amounts after Maturity Date or date set for early redemption:	Not Applicable
12	Partitioned Interest Notes:		Not Applicable
13	Tax Gross-up (*Condition 8 (Taxation) of the Terms and Conditions of the English Law Notes and Condition 8 of the Terms and Conditions of the French Law Notes*):		Applicable
14	Put/Call Options:		Redemption at the Option of the Issuer
15	(i)	Day Count Fraction:	Not Applicable
	(ii)	Business Day Convention:	Following Business Day Convention
	(iii)	Business Centre(s) *(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)*	T2
16	Corporate authorisations for issuance of the Notes:		The issuance of the Notes has been authorised by a resolution of the board of the Issuer
17	Method of distribution:		Non-syndicated

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

18	Fixed Interest Rate Note Provisions	Not Applicable
19	Floating Rate Note Provisions:	Not Applicable
20	Zero Coupon Note Provisions:	Not Applicable
21	Structured Note Provisions:	Applicable. Interest and Redemption Amounts will be calculated in accordance with the following formula: Equity Linked Notes: ***Phoenix callable at the option of the Issuer*** *(further particulars are specified in the Annex to these Final Terms)*
	(i) Interest provisions:	Applicable *(further particulars are specified in the Annex to these Final Terms)*
	(ii) Interest Period Date(s):	Not Applicable
	(iii) Interest Period Date Business Day Convention:	Not Applicable
	(iv) Interest Payment Date(s):	See "Payment Dates" as set forth in the Annex hereto under Payment Dates subject to the Business Day Convention specified in paragraph 15(ii) above
	(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) Minimum Interest Rate:	Not Applicable
	(x) Maximum Interest Rate:	Not Applicable
	(xi) Determination Dates:	Not Applicable
	(xii) Partial Redemption Date(s) in respect of Pass-Through Notes:	Not Applicable
22	Charity Payment Notes Provisions	Not Applicable

OTHER PROVISIONS RELATING TO STRUCTURED NOTES

23	Provisions applicable to Equity Linked Notes (single share):	Not Applicable
24	Provisions applicable to Index Linked Notes (single index):	Not Applicable
25	Provisions applicable to Equity Linked Notes (basket of shares):	Applicable
	(i) Company(ies):	See table set forth in the Annex hereto under Underlying

(ii)	Share(s):	See table set forth in the Annex hereto under ISIN
(iii)	Basket:	See table set forth in the Annex hereto under Selection
(iv)	Basket Performance:	Not Applicable
(v)	Weighting:	See table set forth in the Annex hereto under Selection
(vi)	Exchange:	See definition in Condition 3(a) of the Terms and Conditions of Structured Notes
(vii)	Related Exchange:	See definition in Condition 3(a) of the Terms and Conditions of Structured Notes
(viii)	Separate Valuation	Applicable
(ix)	Number of Shares:	Three (3)
(x)	Additional New Shares Conditions:	Not Applicable
(xi)	Additional Substitute Share Conditions:	Not Applicable
(xii)	Initial Price:	Means the "Reference Price(i)" as set forth in the Annex hereto
(xiii)	Barrier Price:	Not Applicable
(xiv)	Final Price:	As defined in Condition 3(a) of the Terms and Conditions of Structured Notes
(xv)	Share Performance:	Set forth in the Annex hereto
(xvi)	Knock-in Event:	"less than"
	a. Knock-in Share:	See Condition 3(d)(A) of the Terms and Conditions of Structured Notes
	b. Knock-in Price:	Set forth in the Annex hereto under B
	c. Knock-in Period Beginning Date:	The Valuation Date scheduled to occur on 7 January 2028
	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 January 2028
	f. Knock-in Period Ending Date Scheduled Trading Day Convention:	Applicable
	g. Knock-in Valuation Time:	Means the Scheduled Closing Time
	h. Knock-in Number of Shares	See Condition 3(d)(A) of the Terms and Conditions of Structured Notes
(xvii)	Knock-out Event:	Not Applicable
(xviii)	Automatic Early Redemption Event:	Not Applicable
(xix)	Range Accrual:	Not Applicable

(xx)	Strike Date:	7 January 2025
(xxi)	Observation Dates:	Not Applicable
(xxii)	Valuation Date(s):	See "Common Definitions" as set forth in the Annex hereto
(xxiii)	Specific Number(s):	Three (3) Scheduled Trading Days
(xxiv)	Valuation Time:	See definition in Condition 3(a) of the Terms and Conditions of Structured Notes
(xxv)	Redemption by Physical Delivery:	Not Applicable
(xxvi)	Minimum Percentage:	See definition in Condition 3(f)(C)(1) of the Terms and Conditions of Structured Notes
(xxvii)	Cut-off Number:	See definition in Condition 3(f)(G)(1) of the Terms and Conditions of Structured Notes
(xxviii)	Exchange Rate:	Not Applicable
(xxix)	Monetisation:	Not Applicable
(xxx)	Change in Law:	Applicable
(xxxi)	Hedging Disruption:	Applicable
(xxxii)	Increased Cost of Hedging:	Applicable
(xxxiii)	Increased Cost of Stock Borrow:	Not Applicable
(xxxiv)	Loss of Stock Borrow:	Not Applicable
(xxxv)	Early Redemption:	Applicable
(xxxvi)	China Connect Service Termination:	Not Applicable
(xxxvii)	China Connect Share Disqualification:	Not Applicable

26	Provisions applicable to Index Linked Notes (basket of indices):	Not Applicable
27	Provisions applicable to Commodity Linked Notes (single commodity):	Not Applicable
28	Provisions applicable to Commodity Linked Notes (basket of commodities):	Not Applicable
29	Provisions applicable to Fund Linked Notes (single fund):	Not Applicable
30	Provisions applicable to Fund Linked Notes (basket of funds):	Not Applicable
31	Provisions applicable to Dividend Linked Notes:	Not Applicable
32	Provisions applicable to Futures Linked Notes (single Futures contract):	Not Applicable
33	Provisions applicable to Futures Linked Notes (Basket(s) of Futures contracts):	Not Applicable
34	Provisions applicable to Credit Linked Notes:	Not Applicable

35	Provisions applicable to Bond Linked Notes:	Not Applicable
36	Provisions applicable to Currency Linked Notes:	Not Applicable
37	Provisions applicable to Inflation Linked Notes:	Not Applicable
38	Provisions applicable to Warrant Linked Notes:	Not Applicable
39	Provisions applicable to Preference Share Linked Notes:	Not Applicable
40	Provisions applicable to Rate Linked Notes:	Not Applicable
41	Provisions applicable to Physical Delivery Notes:	Not Applicable
42	Provisions applicable to Hybrid Structured Notes:	Not Applicable

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

43	Redemption at the Option of the Issuer:	Applicable
	(i) Optional Redemption Date(s):	Means 14 October 2025; 14 January 2026; 14 April 2026; 14 July 2026; 14 October 2026; 14 January 2027; 14 April 2027; 14 July 2027 and 14 October 2027, subject to the Business Day Convention specified in paragraph 15(ii)
	(ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):	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
	(iii) Description of any other Issuer's option:	Not Applicable
	(iv) Issuer's Option Period:	Not Applicable
	(v) If redeemable in part:	Not Applicable
	(a) minimum nominal amount to be redeemed:	Not Applicable
	(b) maximum nominal amount to be redeemed	Not Applicable
	(vi) Notice period:	At least three (3) Business Days
44	Redemption at the Option of Noteholders:	Not Applicable
45	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 the Annex hereto
(iii)	Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted:	See Conditions
(iv)	Payment Date:	The Maturity Date
	(a) Minimum nominal amount potentially payable to a Noteholder in respect of a Note:	EUR 0.00 (zero)
	(b) Maximum nominal amount potentially payable to a Noteholder in respect of a Note:	EUR 1,000.00

PROVISIONS RELATING TO EARLY REDEMPTION

46 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 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):	As specified under Condition 5(k) of the Terms and Conditions of the English 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	Yes

	(Condition 7(g) of the Terms and Conditions of the English Law Notes)	
(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 Notes)*:	Hedging Arrangements: Applicable
	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
(v)	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 Conditions of the English Law Notes and Condition 6(l)(ii) of the Terms and Conditions of the French Law Notes)*:	Not Applicable
(vi)	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)*:	Applicable
(vii)	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
(viii)	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
(ix)	Fair Market Value Trigger Event *(Condition 6(o) of the Terms and Conditions of the English Law Notes and Condition 6(m) of the Terms and Conditions of the French Law Notes)*:	Not Applicable
(x)	Secured Notes Early Redemption Amount:	Not Applicable
(xi)	Early redemption of Collateral-Linked Notes:	Not Applicable

PROVISIONS RELATING TO INSTALMENT REDEMPTION (INSTALMENT)

47	Instalment Amount:	Not Applicable
48	Instalment Payable Amount:	Not Applicable
49	Instalment Date(s):	Not Applicable

PROVISIONS RELATING TO REDEMPTION OF WARRANT LINKED NOTES

50	Final Redemption Amount of each Note	Not Applicable
51	Early Redemption Amount (to be calculated in accordance with Condition 9 of the Terms and Conditions of Structured Notes)	Not Applicable
52	Warrant Early Termination Event	Not Applicable

PROVISIONS RELATING TO REDEMPTION OF PREFERENCE SHARE LINKED NOTES

53	Redemption of Preference Share Linked Notes in accordance with Condition 19 of the Terms and Conditions of Structured Notes:	Not Applicable
54	Early Redemption as a result of an Extraordinary Event:	Not Applicable
55	Early Redemption as a result of an Additional Disruption Event:	Not Applicable
56	Early Redemption as a result of a Preference Share Early Termination Event:	Not Applicable

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

57	Minimum Transferable Amount	EUR 1,000

PROVISIONS RELATING TO SECURED NOTES

58	Secured Notes Provisions:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

59	Form of Notes:	The Notes are Italian Clearing System Dematerialised Notes
	Temporary or Permanent Global Note /Certificate:	Not Applicable
	New Global Note:	No
	Registered Global Notes:	No
	Registration Agent:	Not Applicable
60	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:	T2
61	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No

62	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
63	Consolidation provisions:	The provisions in Condition 13 apply
64	Possibility of holding and reselling Notes purchased by Natixis in accordance with applicable laws and regulations (Condition 6(d)):	Applicable
65	Dual Currency Note Provisions:	Not Applicable
66	Terms and Conditions of the Offer:	Applicable

Offer Price:	The Notes will be offered at the market price, depending upon market conditions and subject to rules and instructions of SeDeX.
Conditions to which the offer is subject:	The Notes will be offered in the Republic of Italy on the basis of a public offer. The offer is subject to the admission to trading on SeDeX. The Offer Period may be closed early as determined by Issuer in its sole discretion and notified on or around such earlier date by publication on the NATIXIS's website (https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic). The Offer Period may be extended as determined by Issuer in its sole discretion and notified on or around such earlier date by publication on the NATIXIS's website (https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic).
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 the first day where the Notes will be admitted to trading on SeDeX and last until the date on which the third party ceases to carry on active promotion activities in respect of the Notes in the Republic of Italy, which date is expected to fall on or around 8 July 2025 (the **Offer Period**), or at such other time on such earlier other date as the Issuer may decide in its sole and absolute discretion in light of prevailing market conditions. See further paragraph entitled "Condition to which the offer is subject" above. Notes may by purchased from any market financial intermediary approved and admitted to trading on SeDeX and for the purposes of the offer in the Republic of Italy and purchase and settlement of the Notes shall be in accordance with the relevant rules and regulations of SeDeX. The clearing system will be Monte Titoli S.p.A. also known as Euronext Securities Milan carrying out the settlement.
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

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:	Delivery against payment
Manner and date in which results of the offer are to be made public:	Not Applicable
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Whether tranche(s) have been reserved for certain countries:	Not Applicable
Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:	Not Applicable
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place	The Authorised Offerors identified in paragraph 72 below and identifiable from the Base Prospectus
Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment:	Not Applicable

BENCHMARK PROVISIONS

67	Benchmark administrator:	Not Applicable

DISTRIBUTION

68	(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
69	If non-syndicated, name and address of Dealer:	The following Dealer is subscribing the Notes: NATIXIS 7, promenade Germaine Sablon 75013 Paris, France 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.
70	Name and address of additional agents appointed in respect of the Notes:	Calculation Agent : NATIXIS Calculation Agent Departement 7, promenade Germaine Sablon 75013 Paris, France **Issuing and Paying Agent:** BNP Paribas, Italy Branch (the Italian Paying Agent) Piazza Lina Bo Bardi 3, 20124 Milan, Italy
71	Total commission and concession:	Not Applicable
72	Non-Exempt Offer	Applicable. An offer of the Notes may be made by the Dealer other than pursuant to Article 1(4) of the Prospectus Regulation in the Republic of Italy during the Offer Period. See further paragraph entitled "Condition to which the offer is subject" above.
	Non-Exempt Offer Jurisdictions:	Republic of Italy
	Offer Period:	The offer of the Notes will commence on the first day on which the Notes will be admitted to trading on SeDeX and last until the date on which the third party ceases to carry on active marketing activities in respect of the Notes in the Republic of Italy, which date is expected to fall on or around 8 July 2025
	Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:	Not applicable
	General Consent:	Applicable
	Other Authorised Offeror Terms:	The Notes will be offered in the Republic of Italy on the basis of a public offer The Issuer consents to the use of the Base Prospectus in connection with the making of an offer of the Notes to the public requiring the prior publication of a prospectus under the Prospectus Regulation (a "Non-exempt Offer") by the Dealer and by each financial intermediary which (A) is authorised to make such offers under Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments (as amended, "MiFID II"), including under any applicable implementing measure in each relevant jurisdiction, and (B) accepts such offer by publishing on its website an acceptance statement (the "Authorised Offeror") in the Non-exempt Offer Jurisdiction. The Authorised Offeror (i) has the Issuer's consent to use the Base Prospectus in respect of offers of the Notes made in the Non-exempt Offer Jurisdiction provided that it complies with all applicable laws and regulations, and (ii) has the Issuer's consent to use the Base Prospectus in respect of private placements of the Notes that do not subject the Issuer or any affiliate of the Issuer to

any additional obligation to make any filing, registration, reporting or similar requirement with any financial regulator or other governmental or quasi-governmental authority or body or securities exchange, or subject any officer, director or employee of the Issuer or any affiliate of the Issuer to personal liability, where such private placements are conducted in compliance with the applicable laws of the relevant jurisdictions thereof

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 Regulation 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 25(1) of the Prospectus Regulation. 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 Article 25(1) of the Prospectus Regulation 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.

The Notes may be offered only in accordance with applicable laws and regulations and, in particular, pursuant to the Prospectus Regulation and in accordance with these Final Terms.

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:

by the Issuer in English on its website

(https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic)

GENERAL

73	Applicable TEFRA exemption:	Not Applicable

74	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.
75	Masse (Condition 11 of the Terms and Conditions of the French Law Notes):	Not Applicable
76	Governing law:	English Law

Final Version Approved by the Issuer

PART B– OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

(i)	Listing:	Securitised Derivatives Market (the "**SeDeX**"), organised and managed by Borsa Italiana S.p.A
(ii)	Admission to trading:	Application will be made to list the Certificates on the Italian Stock Exchange and to admit the Certificates for trading on SeDeX with effect from the Issue Date.
(iii)	Earliest date on which the Notes will be admitted to trading:	The Issue Date
(iv)	Estimate of total expenses related to admission to trading:	EUR 3,000

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, Hungary, Ireland, Italy, The Netherlands, Norway, Poland, Portugal, Spain and Sweden with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Regulation.

4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Natixis may pay fees to a third party of up to 3.00% for the activity of promotion of the Certificates that the third party might perform in the period of 6 months starting from the first date of trading of the Certificates on SeDeX (the "**Relevant Period**").

Such fees would be calculated on the value of the Certificates purchased on SeDeX during the Relevant Period.

Further details of the commission element are available upon request.

The purchaser or, if applicable, introducing broker of these securities acknowledges and agrees that it shall fully disclose to its clients the existence, nature and amount of any commission or fee paid or payable to it by Natixis (including, if applicable, by way of discount) as required in accordance with laws and regulations applicable to it, including any legislation, regulation and/or rule implementing the Markets in Financial Instrument Directive (2014/65/EU) (MiFID II), or as otherwise may apply in any non-EEA jurisdictions.

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

(i)	Reasons for the issue:	As specified in the section of the Base Prospectus entitled "*Use of Proceeds*".
(ii)	Estimated net proceeds:	The net proceeds of the issue of the Notes shall be equal to the Issue Price applied to the Aggregate Nominal Amount.
(iii)	Estimated total expenses:	Except for the listing fee estimate, no other expense can be determined as of the Issue Date.

6 Fixed Interest Rate Notes only – YIELD

Indication of yield:	Not Applicable

7 INFORMATION CONCERNING THE UNDERLYING

The exercise price or the final reference price of the underlying	See the Annex to the Final Terms in relation to the Additional Terms and Conditions of the Notes
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 under Bloomberg Code on www.bloomberg.com This information can be obtained free of charge.
Where the underlying is a security:	Applicable
(i) the name of the issuer of the security:	See table set forth in the Annex hereto under Underlying
(ii) the ISIN (International Security Identification Number) or other such security identification code:	See the Annex hereto
Where the underlying is an index:	Not Applicable
Where the underlying is an interest rate, a description of the interest rate:	Not Applicable

8 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
Prohibition of Sales to UK Retail Investors:	Applicable
Singapore Sales to Institutional Investors and Accredited Investors only:	Not Applicable

9 HONG KONG SFC CODE OF CONDUCT

Not Applicable

10 ADDITIONAL INFORMATION WITH RESPECT TO ADVISERS

Advisers	Not Applicable

11 OPERATIONAL INFORMATION

Intended be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that

	this does not necessarily mean that the Notes will then be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
ISIN Code:	IT0006766734
Common Code:	296714836
CFI:	DEEVRB
FISN:	NATIXIS STR ISS/INV CRT 20991231
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., also known as Euronext Securities Milan, 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):	BNP Paribas, Italy Branch (the Italian Paying Agent) Piazza Lina Bo Bardi 3, 20124 Milan, Italy

12 POST-ISSUANCE INFORMATION CONCERNING THE UNDERLYING

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

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

The information set out in this Annex consolidates information already referred to in the Additional Terms and Conditions on pages 826 to 1089 of the Base Prospectus, and is included to aid the comprehensibility of the product.

1. Provisions applicable to Structured Notes (Equity Linked Notes, Single Exchange and Multi Exchange Index Linked Notes, Commodity Linked Notes, Fund Linked Notes, Dividend Linked Notes, Futures 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

t	**Valuation Dates**
1	7 April 2025
2	7 July 2025
3	7 October 2025
4	7 January 2026
5	7 April 2026
6	7 July 2026
7	7 October 2026
8	7 January 2027
9	7 April 2027
10	7 July 2027
11	7 October 2027
12	7 January 2028

Payment Dates:

t	**Payment Dates**
1	14 April 2025
2	14 July 2025
3	14 October 2025
4	14 January 2026
5	14 April 2026
6	14 July 2026
7	14 October 2026
8	14 January 2027
9	14 April 2027
10	14 July 2027
11	14 October 2027

12	14 January 2028

Observation Dates : Not Applicable

Selection means :

i	Underlying	ISIN Code	Bloomberg Code	Weighting "W_i"
1	NVIDIA Corp	US67066G1040	NVDA UW	100%
2	Meta Platforms Inc	US30303M1027	META UW	100%
3	Tesla Inc	US88160R1014	TSLA UW	100%

Reference Price means Initial Price:

i	Reference Price
1	Strike Price - See definition of Initial Price in Condition 3 (a)(A) of the Terms and Conditions of Structured Notes
2	Strike Price - See definition of Initial Price in Condition 3 (a)(A) of the Terms and Conditions of Structured Notes
3	Strike Price - See definition of Initial Price in Condition 3 (a)(A) of the Terms and Conditions of Structured Notes

Memory Effect : Applicable

Price means Final Price

Average Observation Dates Set means Not Applicable

Lookback Observation Dates Set means Not Applicable

Observation Dates Set 1 means Not Applicable

Observation Dates Set 2 means Not Applicable

Actuarial Observation Dates Set means Not Applicable

Price Observation Dates Set means Not Applicable

1.2 Phoenix callable at the option of the Issuer

Applicable

Elements for calculation of the Coupon:

$Coupon_1(t)$ = 0.0000%, for all Valuation Dates.

$Coupon_2(t)$ means, for each Valuation Date indexed "t", "t" ranging from 1 to 12:

t	$Coupon_2(t)$
1	3.7500%
2	7.5000%
3	11.2500%
4	15.0000%
5	18.7500%
6	22.5000%
7	26.2500%
8	30.0000%
9	33.7500%
10	37.5000%
11	41.2500%
12	45.0000%

H(t) = 50.0000% for all Valuation Dates.

$BasketPerf_1(t)$

$BasketPerf_1(t)$ means, for each Valuation Date indexed "t", "t" ranging from 1 to 12, the **Local Performance** formula.

The ***Local Performance*** formula means, for each Valuation Date indexed "t", "t" ranging from 1 to 12, the *Worst Of* formula.

In each *Worst Of* formula, ***IndivPerf(i,t)*** means, for each Valuation Date indexed "t", "t" ranging from 1 to 12, 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 12, the ***Price*** of the Underlying indexed "i", "i" ranging from 1 to 3, on this Valuation Date.

Elements for calculation of the Optional Redemption Amount:

Optional Redemption Date(s) means the dates as set out in paragraph 43 (i) in part A of these Final Terms above.

Notice Period means the number of Business Days as set out in paragraph 43 (vi) in part A of these Final Terms above.

Coupon$_3$ (t) means, for each Valuation Date indexed "t", "t" ranging from 1 to 12:

t	Coupon$_3$(t)
1	Not Applicable
2	Not Applicable
3	0,0000%
4	0,0000%
5	0,0000%
6	0,0000%
7	0,0000%
8	0,0000%
9	0,0000%
10	0,0000%
11	0,0000%
12	Not Applicable

H_2(t) is Not Applicable for all Valuation Dates

BasketPerf$_2$(t) = BasketPerf$_1$(t), for all Valuation Dates.

Elements for calculation of the Final Redemption Amount:

Coupon$_4$ = 0.0000%

Coupon$_5$ = 0.0000%

H_3 = Not Applicable.

G = 166.666%.

G_5 = 0.0000%

Cap = Not Applicable

Cap$_5$ = Not Applicable

Floor = 0.0000%

Floor$_5$ = 0.0000%

K = 60.0000%

K_5 = 0.0000%

B = 50.0000%

$BasketPerf_3$ (T) = $BasketPerf_1$(t = 12)

$BasketPerf_4$ (T) = $BasketPerf_1$(t =12)

$BasketPerf_5$ (T) = $BasketPerf_1$(t = 12)

$BasketPerf_6$ (T) = $BasketPerf_1$(t = 12)

ISSUE SPECIFIC SUMMARY

SECTION A – INTRODUCTION AND WARNINGS

This summary should be read as an introduction to the base prospectus dated 19 April 2024, as supplemented from time to time (the **Base Prospectus**) and the relevant final terms (the **Final Terms**) to which it is annexed. Any decision to invest in the Notes (as defined below) should be based on a consideration of the Base Prospectus and the Final Terms as a whole by the investor. The investor in the Notes (the **Noteholder**) could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus and/or the Final Terms is brought before a court, the plaintiff investor might, under the national legislation of the country where the claim is brought, have to bear the costs of translating the Base Prospectus and the Final Terms, before the legal proceedings are initiated.
Civil liability attaches only to the Issuer (as defined below), including any translation thereof, but only if, when read together with the other parts of the Base Prospectus and the Final Terms, this summary (i) is misleading, inaccurate or inconsistent or (ii) does not provide, key information in order to aid investors when considering whether to invest in the Notes.
The securities described in this summary are "Certificates" accordingly any references throughout this summary to "Notes" and "Noteholders" shall be deemed to be a reference to "Certificates" and "Certificateholders" respectively, and related terms shall be construed accordingly.

You are about to purchase a product that is not simple and may be difficult to understand.

Name and International Securities Identification Number (ISIN) of the Notes

The Notes issued are Callable Structured Notes (the **Notes**). The ISIN of the Notes is IT0006766734.

The Notes benefit from a guarantee (as further described under Section C – "*Is there a guarantee attached to the Notes?*") granted by Natixis (the **NATIXIS Guarantee**).

Identity and contact details of the Issuer

Natixis Structured Issuance SA (the **Issuer**), 51, avenue J. F. Kennedy, L-1855 Luxembourg. The legal entity identifier (the **LEI**) of the Issuer is: 549300YZ10WOWPBPDW20. The contact details of the Issuer are the following: +352 26 44 91.

Identity and contact details of the competent authority approving the Base Prospectus

The Base Prospectus was approved on 19 April 2024 as a base prospectus by the *Commission de Surveillance du Secteur Financier* (the **CSSF**) in Luxembourg (email: direction@cssf.lu) having its address at 283 Route d'Arlon, L-1150 Luxembourg, Grand Duchy of Luxembourg, tel.: +352 26 44 91.

SECTION B - KEY INFORMATION ON THE ISSUER

Who is the Issuer of the Notes?

The Notes issued are by Natixis Structured Issuance with the benefit of the NATIXIS Guarantee (as defined in the paragraph entitled "**Is there a guarantee attached to the Notes?" of the Section C – KEY INFORMATION ON THE NOTES**).

The Issuer is a public limited liability company (*société anonyme*) incorporated under the laws of Luxembourg and registered at 51, avenue J. F. Kennedy, L-1855 Luxembourg. The LEI of the Issuer is: 549300YZ10WOWPBPDW20. The principal activities of the Issuer are, *inter alia*, to acquire, deal with and/or provide finance to NATIXIS 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. The Issuer is 100% owned by NATIXIS.

The key managing directors of the Issuer are its administrators Sylvain Garriga, Luigi Maulà, Damien Chapon, Alessandro Linguanotto and Nguyen Ngoc Quyen.
The statutory auditor of the Issuer is Forvis Mazars.

What is the key financial information regarding the Issuer?

The following tables provide selected key financial information (within the meaning of Commission Delegated Regulation (EU) 2019/979, as amended of Natixis Structured Issuance for the financial years ended 31 December 2023 and 31 December 2022 and for the half-year periods ending 30 June 2024 and 30 June 2023:

Income statement of the Issuer				
	Year	**Year -1**	**Interim (unaudited)**	**Interim - 1 (unaudited)**
In €	**31/12/2023**	**31/12/2022**	**30/06/2024**	**30/06/2023**
Profit for the financial year	1,436,092	961,584	1,340,933	603,599
Balance sheet of the Issuer				

Net financial debt (long term debt plus short term debt minus cash)	6,513,718,724	4, 170,998,309	8,437,115,287	5,596,023,248
Current ratio (current assets/current liabilities)	1.03	1.02	1.04	1.00
Debt to equity ratio (total liabilities/total shareholder equity)	628.33	468.28	721.67	586.49
Interest cover ratio (operating income/interest expense)	-	-	-	-
Cash flows statement of the Issuer				
Net cash flows from operating activities	(10,858,176)	1,648,000	10,913,626	(11,860,212)
Net cash flows from financing activities	1,762,170,696	47,278,161	1,857,473,330	959,880,081
Net cash flow from investing activities	(1,755,248,185)	(41,293,450)	(1,859,129,181)	(956,870,880)

The statutory auditor's reports on the annual historical financial information of Natixis Structured Issuance for the financial years ended 31 December 2023 and 31 December 2022 do not contain any qualifications. The statutory auditor's limited review reports on the half-yearly financial statements of Natixis Structured Issuance for the half-years ended 30 June 2024 and 30 June 2023 do not contain any qualifications.

What are the key risks that are specific to the Issuer?

The key risks in relation to Natixis Structured Issuance's structure and operations are set out below:

Natixis Structured Issuance is exposed to the credit risk of its counterparties in its activities. Due to the inability of one or more of its counterparties to comply with its contractual obligations and in a context of increasing defaults by its counterparties, Natixis Structured Issuance could suffer financial losses. In addition, it is to be noted that Natixis Structured Issuance is mainly exposed to the credit risk of NATIXIS and NATIXIS' group entities and as a result, a default by these entities could result in significant financial losses due to the ties maintained by Natixis Structured Issuance with NATIXIS' group counterparties as part of its ongoing activities.

SECTION C - KEY INFORMATION ON THE NOTES

What are the main features of the Notes?

The Notes are Structured Notes to be issued on 8 January 2025, (the **Issue Date**), with ISIN IT0006766734. The currency of the Notes is Euro (**EUR**). The aggregate nominal amount of the Notes will be EUR 1,000,000. The specified denomination will be EUR 1,000. The number of the Notes is 1,000. The maturity date of the Notes is 14 January 2028.

Clearing Systems: The Notes will be accepted for clearance through Monte Titoli S.p.A., also known as Euronext Securities Milan .

Rights attached to the Notes

Governing law – The Notes are governed by English law.

The return of the Notes is calculated by reference to the Underlying Reference(s).

Description of the Underlying Reference(s):

i	Underlying	Bloomberg Code	ISIN Code	Weighting ω^i
1	NVIDIA Corp	NVDA UW	US67066G1040	100%
2	Meta Platforms Inc	META UW	US30303M1027	100%
3	Tesla Inc	TSLA UW	US88160R1014	100%

Return on the Notes will be calculated based on the following payoff formula: **Phoenix callable at the option of the Issuer**

The Phoenix Callable may pay a conditional or a fixed interest amount on each Payment Date. If applicable, Noteholders may benefit from the Memory Effect, which triggers payment of any previously unpaid interest amounts. The Notes may be redeemed at the option of the Issuer.

On each Valuation Date indexed "t", an interest amount, paid on the Payment Date indexed "t", unless this Valuation Date falls after the exercise by the Issuer of its optional redemption, is calculated in accordance with the following formula:

$$\textbf{PhoenixCoupon(t)= Calculation Amount} \times [\textbf{Coupon}_1\textbf{ (t)} + (\textbf{ Coupon}_2\textbf{ (t)} - \textbf{MemoryCoupon (t))} \times \textbf{UpsideCondition (t) }]$$

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

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

Where:
Calculation Amount means EUR 1,000. **Coupon$_1$(t)** means 0.0000% for all Valuation Dates. **Coupon$_2$(t)** means, for each Valuation Date indexed "t", "t" ranging from 1 to 12: 3.7500% ; 7.5000% ; 11.2500% ; 15.0000% ; 18.7500% ; 22.5000% ; 26.2500% ; 30.0000% ; 33.7500% ; 37.5000% ; 41.2500% and 45.0000%
H(t) means, for each Valuation Date indexed "t", "t" ranging from 1 to 12: 50.0000% If "H(t)" is specified as being Not Applicable, then UpsideCondition (t) = 0 in any event.

MemoryCoupon(t) means the sum of all interest amounts per Note paid prior to the Payment Date indexed «t» expressed as a percentage of the Calculation Amount.

Memory Effect is Applicable
BasketPerf$_1$(t) = BasketPerf(t) for each Valuation Date indexed "t", "t" ranging from 1 to 12. **BasketPerf(t)** means for a date t the performance of the Selection. Its value is determined by the Calculation Agent in accordance with the Local Performance formula and equals to BasketPerf(t') of such formula.

Local Performance formula means: $\text{BasketPerf(t)} = LocalBasketPerf(t)$

LocalBasketPerf(t) is calculated on the date "t" in accordance with the ***Worst Of*** formula.

Worst of formula means the lowest ("Min") Individual Performance in the Selection, as calculated by the Calculation Agent in accordance with the following formula:

$$\text{LocalBasketPerf (t)} = \underset{1 \leq i \leq n}{Min}\ (IndivPerf\ (i,t))$$

Where: **m** means the number of Underlying References in the Selection.

In the ***Worst Of*** formula, ***IndivPerf(i,t)*** is, for the date "t" and each Underlying indexed "i", "i" ranging from 1 to 3 , a term calculated in accordance with the ***European Individual Performance*** formula.
European Individual Performance formula means***:***

$$\text{IndivPerf(i,t)} = \frac{\text{Price (i,t)}}{\text{Reference Price(i)}},$$

where **Price(i, t')** means, for the date "t'" the Price of the Underlying indexed "i". **Price** means the price of the Underlying indexed "i" as determined by the Calculation Agent as of the scheduled closing time on the relevant exchange.

Reference Price (i) means for the Underlying indexed "i", the price of such Underlying indexed "i", as determined by the Calculation Agent as of the scheduled closing time on 7 January 2025.

On each Optional Redemption Date, the Issuer may redeem all Notes early upon giving notice to Noteholders of its exercise of this early redemption option within the Notice Period specified below.

In the event of exercise by the Issuer of its optional redemption, the Optional Redemption Amount per Calculation Amount payable on the Optional Redemption Date is equal to:

$$\textbf{Calculation Amount} \times (\textbf{100}\% + \textbf{Coupon}_3(\textbf{t}) \times \textbf{UpsideCondition}_2(\textbf{t}))$$

With:

$$\mathbf{UpsideCondition_2(t) = 1 \text{ if } BasketPerf_2(t) \geq H_2(t)}$$

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

Where:

$Coupon_3(t)$ means for each Valuation Date indexed "t", "t" ranging from 1 to 12: Not Applicable; Not Applicable; 0.00000 %; 0.00000 %; 0.00000 %; 0.00000 %; 0.00000 %; 0.00000 %; 0.00000 %; 0.00000 %; 0.00000 % and Not Applicable.

$H_2(t)$ means is Not Applicable for each Valuation Date indexed "t", "t" ranging from 1 to 12

If "$H_2(t)$" is specified as being Not Applicable, then $UpsideCondition_2(t) = 0$ in any event. **$BasketPerf_2(t)$** = $BasketPerf_1(t)$, for all Valuation Dates.

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

Calculation Amount × [100 % + Final Coupon – Vanilla × DownsideCondition × (1 – $UpsideCondition_3$)],

Where:

$$\mathbf{Vanilla = G \times Min\ (Cap, Max((K - BasketPerf_3\ (T), Floor))}$$

$$\mathbf{DownsideCondition = 1 \text{ if } BasketPerf_4\ (T) < B}$$

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

and

$$\mathbf{FinalCoupon = (\ Coupon_4 \times (1 - DownsideCondition)) + (Vanilla_5 \times Upside\ Condition_3)}$$

$$\mathbf{Vanilla_5 = Coupon_5 + G_5 \times Min(\ Cap_5, Max\ ((BasketPerf_5\ (T) - K_5), Floor_5))}$$

$$\mathbf{UpsideCondition_3 = 1 \text{ if } BasketPerf_6\ (T) \geq H_3}$$

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

where: **$Coupon_4$** means 0%. **$Coupon_5$** means 0.0000%. **H_3** means Not Applicable. If H_3 is specified as being Not Applicable, then $UpsideCondition_3 = 0$ in any event. **G** means 166.666%. **G_5** means 0.0000%. **Cap** is Not Applicable. **Cap_5** is Not Applicable. **Floor** means 0.0000%. **$Floor_5$** means 0.0000%. **K** means 60.0000%. **K_5** means 0.0000%. **B** means 50.0000%. If "B" is specified as being Not Applicable, then DownsideCondition = 1 in any event. **$BasketPerf_3$ (T)** = $BasketPerf_1(t = 12)$. **$BasketPerf_4$ (T)** = $BasketPerf_1(t = 12)$. **$BasketPerf_5$(T)** = $BasketPerf_1(t= 12)$. **BasketPerf6 (T)** = $BasketPerf_1(t = 12)$.
Redemption by Physical Delivery is Not Applicable.

Valuation Dates(t) ("t" ranging from 1 to 12) means: 7 April 2025; 7 July 2025; 7 October 2025; 7 January 2026; 7 April 2026; 7 July 2026; 7 October 2026; 7 January 2027; 7 April 2027; 7 July 2027; 7 October 2027 and 7 January 2028

Payment Dates(t ("t" ranging from 1 to 12) means: 14 April 2025; 14 July 2025; 14 October 2025; 14 January 2026; 14 April 2026; 14 July 2026; 14 October 2026; 14 January 2027; 14 April 2027; 14 July 2027; 14 October 2027 and 14 January 2028

The Optional Redemption Date means: 14 October 2025; 14 January 2026; 14 April 2026; 14 July 2026; 14 October 2026; 14 January 2027; 14 April 2027; 14 July 2027 and 14 October 2027

Notice Period means at least 3 business days.

The Issuer may redeem all but not some only of the Notes early on the Optional Redemption Date.

Selection means the Underlying Reference(s). **Calculation Agent** means NATIXIS Calculation Agent Departement, 7, promenade Germaine Sablon, 75013 Paris, France.

The Notes may be redeemed early for illegality, tax reasons or force majeure event at their fair market value.

Payments shall be made by transfer to an account denominated in the relevant currency with a bank in the principal financial centre of that currency.

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 a withholding or deduction is required by Luxembourg law, the Issuer will, save in certain circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.

All payments by the Guarantor (as defined below) in respect of the NATIXIS Guarantee, will be made free and clear of French withholding taxes, unless required by law. If the Guarantor 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.

Ranking and restrictions on the free transferability of the Notes

The Notes constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu* without any preference among themselves.

There are no restrictions on the free transferability of the Notes.

Pursuant to the exercise of the bail-in power by the relevant resolution authority of the Issuer, the outstanding amount of Notes may be reduced (in whole or in part), converted into equity (in whole or in part) or cancelled and/or the maturity of the Notes or the amount of interest or the date on which interest becomes payable may be amended.

***Where will the Notes be traded*?**

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Securitised Derivatives Market (the "**SeDeX**"), organised and managed by Borsa Italiana S.p.A

Is there a guarantee attached to the Notes?

NATIXIS (in such capacity, the **Guarantor**) unconditionally and irrevocably guarantees to the holder of each such Note due payment of all sums expressed to be payable by Natixis Structured Issuance under the Notes subject to, and in accordance, with the provisions of the guarantee (the **NATIXIS Guarantee**). The LEI is KX1WK48MPD4Y2NCUIZ63. The Guarantor is incorporated in France as a *société anonyme* under French law and licensed as a bank having its head office at 7, promenade Germaine Sablon, 75013 Paris, France. The Guarantor is the international corporate and investment banking and asset & wealth management, arm of BPCE group (the **BPCE group**).

Key financial information for the purpose of assessing the Guarantor's ability to fulfil its commitments under the NATIXIS Guarantee

The following tables provide selected key financial information (within the meaning of the Commission Delegated Regulation (EU) 2019/979, as amended) of NATIXIS for the financial years ended 31 December 2023 and 31 December 2022 and half-year periods ending 30 June 2024 and 30 June 2023:

Income statement of NATIXIS				
	Year	**Year -1**	**Interim (unaudited)**	**Interim - 1 (unaudited)**
In millions of €	**31/12/2023**	**31/12/2022**	**30/06/2024**	**30/06/2023**
Interest Margin	1,374	1,308	816	635
Net fee and commission income	3,685	3,875	1,908	1,705
Net impairment loss on financial assets	(244)	(287)	(145)	(122)
Net gains or losses on financial instruments at fair value through profit or loss	2,363	1,987	1,306	1,384
Gross operating income	1,814	1,508	1,215	881
Net income/(loss) for the period (part of the group)	995	1,800	732	486
Balance sheet of NATIXIS				

	Year	Year -1	Interim (unaudited)	Interim – 1 (unaudited)
In millions of €	**31/12/2023**	**31/12/2022**	**30/06/2024**	**30/06/2023**
Total assets	472,509	428,821	492,750	441,503
Debt securities	47,561	45,992	46,338	43,860
Subordinated debt	3,034	3,023	3,028	3,028
Loans and receivables due from customers at amortized costs	72,011	72,676	75,388	68,929
Customers deposits	38,476	36,664	45,978	40,508
Shareholders' equity (group share)	19,568	19,534	19,653	19,361
Impaired financial assets	1,189	1,308	1,214	1,203

Metrics in (%)	Year	Year-1	Interim (unaudited)	Interim – 1 (unaudited)	Value as outcome from the most recent SREP[1] (unaudited)
Common Equity Tier 1 ratio	11.3%	11.3%	10.9%	11.2%	8.91%
Total capital ratio	16.5%	16.8%	16.2%	16.6%	
Leverage ratio	3.4%	3.8%	3.3%	3,6%	

The statutory auditors' reports on the consolidated annual historical financial information of NATIXIS for the financial years ended 31 December 2023 and 31 December 2022 do not contain any qualifications. The statutory auditors' limited review reports on the half-yearly financial statements of NATIXIS for the half-years ended 30 June 2024 and 30 June 2023 do not contain any qualifications

Most material risk factors pertaining to the Guarantor

The key risks in relation to NATIXIS' structure and operations are set out below:

1. NATIXIS is exposed to the credit and counterparties risks in its activities. Should one or more of its counterparties fail to honor their contractual obligations, NATIXIS could suffer varying degrees of financial loss depending on the concentration of its exposure to said counterparties;
2. A deterioration in the financial markets could generate significant losses in NATIXIS' capital markets and asset management activities. In recent years, the financial markets have fluctuated significantly in a sometimes exceptionally volatile environment which could recur and potentially result in significant losses in NATIXIS' capital market and adversely impact NATIXIS' asset management activities;
3. Should NATIXIS fail to comply with applicable laws and regulations, NATIXIS could be exposed to significant fines and other judicial, administrative, arbitral and disciplinary (including criminal) sanctions that could have a material adverse impact on its financial condition, business and reputation; and
4. NATIXIS is exposed to risks related to the economic conditions in which it operates. Its asset & wealth management and corporate & investment banking activities are sensitive to changes in the financial markets and, in general, to economic conditions in France, Europe and worldwide. Adverse market or economic conditions could adversely impact NATIXIS' profitability and financial position.

What are the key risks that are specific to the Notes?

The key risks that are significant for the assessment of the Notes, are set out below:

General risk factors

Risk of volatility of the Notes: Noteholders face a risk of volatility, which refers to the risk of changes in the value of a Note, as well as any difference between the valuation level and the sale price of the Notes on the secondary market. Events in France, Europe or elsewhere could cause volatility in the secondary market of the Notes, which could result in a negative impact on the trading or sale price of the Notes.

Risk relating to the NATIXIS Guarantee (which includes reference to resolution or insolvency risk of the Guarantor): Should Natixis (as **Guarantor**) undergo resolution proceedings pursuant to European regulation and French transposition rules establishing a framework for the recovery and resolution of credit institutions and investment firms, it may not be able to fulfil all or part of its payment obligations under the Guarantee, if it was triggered, and the Noteholders could thus lose all or part of their initial investment.

Risk of early redemption in the event of illegality, changes in taxation or force majeure: In the event of an early redemption of the Notes in the event of illegality or changes in rules on withholding taxes or if the performance of the Issuer's obligations under the Notes is impossible or insurmountable due to the occurrence of force majeure event, the noteholders will receive an amount equal to the fair market value of the Notes. The fair market value of the Notes payable upon early redemption may be lower than the amount that the Noteholders initially anticipated.

Risk of loss of capital for Notes whose redemption amount is determined by reference to a calculation formula and/or linked to an underlying asset: The amounts payable by the Issuer are linked to or make reference to the performance of the underlying asset(s) (the **Underlying(s)**). Such amounts may be determined by the application of a calculation formula and one or more observations or the occurrence of certain events in relation to the Underlying(s). If there is an adverse change in the performance of the Underlying(s), exacerbated, if relevant, by the terms of the formula or indexation provisions, the Noteholders may suffer a significantly decreased redemption amount on the Notes or even a total loss of its investment.

Risk of low or no returns The amounts of interest payable by the Issuer are linked to or make reference to changes in the Underlying(s). Such amounts may be determined by the application of a calculation formula and one or more observations or the occurrence of certain events in relation with the Underlying(s). If there is an adverse change in the price, value or level of the Underlying(s), exacerbated, if relevant, by the terms of the above-mentioned formula or indexation provisions, investors may suffer a significantly decreased rate of return on the Notes or even no return whatsoever.

Underlying dedicated risk factors

Risks relating to certain events affecting Underlying shares: The determination of the interest amounts and/or redemption amounts due in respect of the Notes requires observation of the Underlying's prices. Certain events, such as, without limitation, nationalisation, insolvency, tender offer, de-listing or certain corporate events and/or disposals, affecting the Underlying or which increase the cost of borrowing such Underlying may have an impact on their price or even make it impossible to observe their performance properly. In addition, the Issuer may be required to borrow the relevant Share(s) for the purposes of hedging the Notes but at a potentially higher rate. These events constitute additional adjustment events. In these cases, the Issuer may, at its discretion, either (i) request the Calculation Agent to adjust certain terms of the Notes, or (ii) redeem the Notes at the early redemption amount equal to the fair market value of the Notes as determined by and at the sole discretion of the Calculation Agent. The adjustment of the terms of the Notes may have a material impact on the interest amounts and/or redemption amounts due in respect of the Notes and on the value of the Notes. Moreover, the fair market value of the Notes may be less than the redemption amount set out in the terms of the Notes and consequently investors may lose all or some of their investment.

Risk relating to change in law or the inability to hold hedging positions and/or materially increased cost of hedging: The Issuer enters into hedging agreements to cover the risks related to such Notes and in particular changes in the price, value or level of the relevant Underlying(s). In the event of a change in law, a hedging disruption, increased cost of hedging, it may become unlawful or impracticable or materially more costly for the Issuer to hold or otherwise deal with such hedging agreements.
In these cases, the Issuer may elect to (i) request the Calculation Agent to adjust certain terms of the Notes, at its discretion, or (ii) redeem all (but not some only) of the Notes at the early redemption amount equal to the fair market value as determined by and at the sole discretion of the Calculation Agent. The adjustment of the terms of the Notes may have a material impact on the interest amounts and/or redemption amounts due in respect of the Note and on the value of the Notes. Moreover, such fair market value may be less than the redemption amount initially set out in the terms of the Notes and consequently investors may lose all or some of their investment.
Risks relating to inability to observe the price, value or level of the Underlying(s) in the event of market disruption**:** Determination of the interest amounts and/or redemption amounts due in respect of the Notes requires observation of the value of the Underlying(s) in the relevant market(s) or form a particular source of information. Market disruption events related to these markets may occur and prevent the Calculation Agent from making such determinations. In such cases, the Calculation Agent shall defer the observation of the level of the Underlying(s). If the market disruption event continues, the Calculation Agent shall determine in good faith the level of the affected Underlying(s) which may have a material impact on the interest amounts and/or redemption amounts due in respect of the Note and on the value of the Notes. The deferral of the observation of the level of the Underlying(s) affected or the disregarding of the day on which a market disruption event occurred may reduce some or all of amounts due in respect of the Notes and the market value of the Notes.

Risk Relating to the discretionary power of the Calculation Agent: The Calculation Agent has the discretionary power to make the calculations, observations and adjustments and set out in the terms and conditions of the Notes and the interest amounts and/or redemption amounts determined or calculations made by the Calculation Agent may affect the value and any payment to be made under Notes in a way that is unfavorable to investors. The decisions of the Calculation Agent may also result in an early redemption of the Notes.

[1] *Supervisory Review and Evaluation Process.*

SECTION D - KEY INFORMATION ON THE OFFER OF THE NOTES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in the Notes?

The offer of the Notes will take place in Italy during a period starting from the first day where the Notes will be admitted to trading on SeDeX and last until the date on which the third party ceases to carry on active promotion activities in respect of the Notes in the Republic of Italy, which date is expected to fall on or around 8 July 2025 (the **Offer Period**), which may be (i) discontinued at any time, (ii) closed earlier or later than the specified end of the offer. In any such case, the Issuer will notify such change to the Noteholders through a notice to the Noteholders which will be published on the NATIXIS website (https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic) but without having to specify any reason for this.

Issue price: EUR 1,000 being the equivalent of 100% of the Aggregate Nominal Amount

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Securitised Derivatives Market (the "SeDeX"), organised and managed by Borsa Italiana S.p.A. Estimated total expenses of the issue: Except the listing fee estimate (i.e. EUR 3,000), no other expenses can be determined as of the Issue Date. No expense will be charged to investors.

Who is the person asking for admission to trading?

NATIXIS, a French public limited liability company (*société anonyme à conseil d'administration*) incorporated under the laws of France under number 542 044 524 RCS Paris and registered at 7, promenade Germaine Sablon, 75013 Paris, France. The LEI of the person asking for admission to trading is KX1WK48MPD4Y2NCUIZ63.

***Why is this Prospectus being produced*?**

The net proceeds from the issue of the Notes will be on-lent by Natixis Structured Issuance to NATIXIS and will be used by NATIXIS for its general corporate purposes, affairs and business development.

Estimated net proceeds equal to the aggregate nominal amount multiplied by the Issue Price.

Most material conflicts of interest pertaining to the offer or the admission to trading of the Notes

The dealer and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their respective affiliates in the ordinary course of business.

Various entities within the BPCE group (including the Issuer and the Guarantor) and affiliates undertake different roles in connection with the Notes, including Issuer of the Notes and may also engage in trading activities (including hedging activities) relating to the Underlying and other instruments or derivative products based on or relating to the Underlying which may give rise to potential conflicts of interest.

NATIXIS, which acts as arranger, permanent dealer and Calculation Agent is an affiliate of the Issuer and the same legal entity as the Guarantor and potential conflicts of interest may exist between it and the Noteholders, including with respect to certain determinations and judgments that the Calculation Agent must make that may influence the amounts payable under the Notes. The economic interests of the Issuer and of NATIXIS as arranger and permanent dealer are potentially adverse to a noteholder’s interests as an investor in the Notes.

Natixis may pay fees to a third party of up to 3.00% for the activity of promotion of the Certificates that the third party might perform in the period of 6 months starting from the first date of trading of the Certificates on SeDeX (the “Relevant Period”).

Such fees would be calculated on the value of the Certificates purchased on SeDeX during the Relevant Period.

Other than as mentioned above, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer, including conflicting interests.