

FINAL VERSION APPROVED BY THE ISSUER

Final Terms dated 11 April 2018



Euro 10,000,000,000

Debt Issuance Programme

SERIES NO: 5109

TRANCHE NO: 1

**Issue of up to €100,000,000 Certificates Linked to a Basket of Shares due April 2023
(the Certificates)**

Unconditionally and irrevocably guaranteed by Natixis

Under the €10,000,000,000

Debt Issuance Programme

Issued by Natixis Structured Issuance SA (the Issuer)

Natixis as Dealer

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Notes (the **Conditions**) set forth in the Base Prospectus dated 22 June 2017 and the supplements to the Base Prospectus dated 11 August 2017, 2 October 2017, 16 November 2017, 16 February 2018 and 4 April 2018 (the **Base Prospectus**) which constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the issue of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. A summary of the Notes (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. The Base Prospectus and the supplements are available for viewing at the office of the Fiscal Agent or each of the Paying Agents and copies may be obtained from NATIXIS, 47, quai d'Austerlitz, 75013 Paris, France.

1	(i)	Series Number:	5109
	(i)	Tranche Number:	1
	(ii)	Date on which the Notes will be consolidated and form a single Series with the Existing Notes:	Not Applicable
2		Specified Currency or Currencies:	Euro (“ EUR ”)
		CNY Notes:	Not Applicable
3		Aggregate Nominal Amount:	
	(i)	Series:	Up to EUR 100,000,000 (being the equivalent of 100,000 Certificates), of which EUR 3,000,000 (being the equivalent of 3,000 Certificates) are issued on the Issue Date
	(ii)	Tranche:	Up to EUR 100,000,000 (being the equivalent of 100,000 Certificates), of which EUR 3,000,000 (being the equivalent of 3,000 Certificates) are issued on the Issue Date
4		Issue Price:	EUR 1,000 (being the equivalent of 1 Certificate)
5	(i)	Specified Denomination:	EUR 1,000
	(i)	Calculation Amount:	EUR 1,000
6	(i)	Issue Date:	13 April 2018
	(ii)	Interest Commencement Date:	Not Applicable
7		Maturity Date:	6 April 2023
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 (<i>Condition 8</i>):	Applicable
12	Put/Call Options:	Not Applicable
13	(i) Day Count Fraction:	Not Applicable
	(i) Business Day Convention:	Following Business Day Convention
	(ii) Business Centre (<i>Condition 5(j)</i>):	TARGET
14	Date of the corporate authorisations for issuance of the Notes:	Authorisation of the Board of Directors of NATIXIS Structured Issuance SA passed on 12 March 2018.
15	Method of distribution:	Non-syndicated

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

16	Fixed Interest Rate Note Provisions:	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):
		Autocall New Chance
		(further particulars are specified in the Annex to these Final Terms)
		Split of coupon:
		Coupon component: 0.00%
		Option premium component: 4.50%
	(i) Interest provisions:	Applicable
		(further particulars are specified in the Annex to these Final Terms)

OTHER PROVISIONS RELATING TO STRUCTURED NOTES

20	Provisions applicable to Equity Linked Notes (single share):	Not Applicable
21	Provisions applicable to Index Linked Notes (single index):	Not Applicable
22	Provisions applicable to Equity Linked Notes (basket of shares):	Applicable
	(i) Company(ies):	See table set forth in the Annex hereto

(ii)	Share(s):	See table set forth in Annex hereto
(iii)	Basket:	Set forth in Annex hereto
(iv)	Basket Performance:	Not Applicable
(v)	Weighting:	Not Applicable
(vi)	Exchange:	See definition in Condition 19(a)
(vii)	Related Exchange:	See definition in Condition 19(a)
(viii)	Separate Valuation	Applicable
(ix)	Number of Shares:	Six (6)
(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.
(xiii)	Barrier Price:	Set forth in Annex hereto under “H(t)”
(xiv)	Share Performance:	In respect of any Share and the Valuation Date, a rate expressed as a percentage determined by the Calculation Agent in accordance with the following formula (rounded to the nearest four decimal places, with 0.00005 being rounded upwards): $\frac{\text{FinalPrice}}{\text{InitialPrice}}$
(xv)	Knock-in Event:	“less than”
	a. Knock-in Price:	Set forth in Annex hereto under “B”
	b. Knock-in Period Beginning Date:	The Final Valuation Date
	c. Knock-in Period Beginning Date Scheduled Trading Day Convention:	Applicable
	d. Knock-in Period Ending Date:	The Final Valuation Date
	e. Knock-in Period Ending Date Scheduled Trading Day Convention:	Applicable
	f. Knock-in Valuation Time:	See definition in Condition 19
	g. Knock-in Number of Shares	See definition in Condition 19
(xvi)	Knock-out Event:	Not Applicable
(xvii)	Automatic Early Redemption Event:	“greater than or equal to” – set forth in Annex hereto

	(xviii) Range Accrual:	Not Applicable
	(xix) Strike Date:	19 April 2018
	(xx) Averaging Dates:	Not Applicable
	(xxi) Observation Period(s)	Not Applicable
	(xxii) Valuation Date(s):	Seth forth in Annex hereto
	(xxiii) Specific Number(s):	Two (2) Scheduled Trading Days
	(xxiv) Valuation Time:	See definition in Condition 19
	(xxv) Redemption by Physical Delivery:	Not Applicable
	(xxvi) Minimum Percentage:	See definition in Condition 19(f)(C)(1)
	(xxvii) Cut-off Number:	See definition in Condition 19(f)(G)(1)
	(xxviii) Exchange Rate:	Not Applicable
	(xxix) Monetisation:	Not Applicable
	(xxx) Change in Law:	Applicable
	(xxxi) Hedging Disruption:	Not Applicable
	(xxxii) Increased Cost of Hedging:	Not Applicable
	(xxxiii) Early Redemption:	Applicable
23	Provisions applicable to Index Linked Notes (basket of indices):	Not Applicable
24	Provisions applicable to Commodity Linked Notes (single commodity):	Not Applicable
25	Provisions applicable to Commodity Linked Notes (basket of commodities):	Not Applicable
26	Provisions applicable to Fund Linked Notes (single fund):	Not Applicable
27	Provisions applicable to Fund Linked Notes (basket of funds):	Not Applicable
28	Provisions applicable to Dividend Linked Notes:	Not Applicable
29	Provisions applicable to Futures Linked Notes (single futures contract):	Not Applicable
30	Provisions applicable to Futures Linked Notes (basket(s) of Futures Contract)s:	Not Applicable
31	Provisions applicable to Credit Linked Notes:	Not Applicable
32	Provisions applicable to Currency Linked Notes:	Not Applicable

33	Provisions applicable to Inflation Linked Notes:	Not Applicable
34	Provisions applicable to Warrant Linked Notes	Not Applicable
35	Provisions applicable to Preference Share Linked Notes	Not Applicable
36	Provisions applicable to Rate Linked Notes:	Not Applicable
37	Provisions applicable to Physical Delivery Notes:	Not Applicable
38	Provisions applicable to Hybrid Structured Notes:	Not Applicable

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

39	Redemption at the Option of the Issuer:	Not Applicable
40	Redemption at the Option of Noteholders:	Not Applicable
41	Final Redemption Amount of each Note:	An amount calculated in accordance with the applicable Additional Terms and Conditions of the Notes as completed by the Annex to the Final Terms in relation to the Additional Terms and Conditions of the Notes
	(i) Party responsible for calculating the Final Redemption Amount and the Early Redemption Amount (if not Calculation Agent):	Calculation Agent
	(ii) Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable:	Set forth in Annex hereto
	(iii) Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted:	See Conditions
	(iv) Payment Date:	The Maturity Date
	(a) Minimum nominal amount potentially payable to a	EUR 0.00 (zero)

Noteholder in respect of a
Note:

- (b) Maximum nominal amount EUR 1,000
potentially payable to a
Noteholder in respect of a
Note:

42 Early Redemption Amount

- (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (*Condition 6(b)*), if applicable, or upon the occurrence of an Event of Default (*Condition 10*) or an Illegality Event (*Condition 6(c)*):
An amount determined by the Calculation Agent, in its sole and absolute discretion, in the Specified Currency, to be the fair market value of a Note based on the market conditions prevailing at the date of determination and, for any Note other than Italian Notes or Notes Distributed/Offered in Italy, adjusted to account fully for any accrued interest and any reasonable expenses and costs of unwinding any underlying and/or related hedging and funding arrangements (including, without limitation, any options, swaps or other instruments of any type whatsoever hedging the Issuer's obligations under the Notes).
- (ii) Redemption for taxation reasons permitted on any day (including days other than Interest Payment Dates (*Condition 6(b)*)): Yes
- (iii) Unmatured Coupons to become void upon early redemption (*Condition 7(g)*): Yes

PROVISIONS RELATING TO INSTALMENT REDEMPTION

- 43 Instalment Amount: Not Applicable
- 44 Instalment Date(s): Not Applicable

PROVISIONS RELATING TO REDEMPTION OF WARRANT LINKED NOTES

- 45 Final Redemption Amount of each Note: Not Applicable
- 46 Early Redemption Amount (to be calculated in accordance with Condition 25): Not Applicable
- 47 Warrant Early Termination Event: Not Applicable

PROVISIONS RELATING TO REDEMPTION OF PREFERENCE SHARE LINKED NOTES

48	Redemption of Preference Share Linked Notes in accordance with Condition 34:	Not Applicable
49	Early Redemption as a result of an Extraordinary Event:	Not Applicable
50	Early Redemption as a result of an Additional Disruption Event:	Not Applicable

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

51	Minimum Transferable Amount:	EUR 1,000
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GENERAL PROVISIONS APPLICABLE TO THE NOTES

52	Form of Notes:	The Certificates are Italian Clearing System Dematerialised Notes Condition 6(i) will apply to the Certificates.
	New Global Note:	No
53	Additional Business Day Jurisdiction(s) (<i>Condition 7(j)</i>) or other special provisions relating to Payment Dates:	Not Applicable
54	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
55	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
56	Consolidation provisions:	The provisions in Condition 13 apply
57	Dual Currency Note Provisions:	Not Applicable
58	Terms and Conditions of the Offer	Not Applicable

DISTRIBUTION

59	(i) If syndicated, names and addresses of Managers and underwriting commitments:	Not Applicable
	(i) Date of Subscription Agreement:	Not Applicable
	(ii) Stabilisation Manager(s) (if any):	Not Applicable
60	If non-syndicated, name and address of Dealer:	The following Dealer is subscribing the Notes: Natixis, 47 quai d'Austerlitz, 75013 Paris, France
61	Name and address of additional agents appointed in respect of the Notes:	<u>Calculation Agent:</u> NATIXIS

Calculation Agent Department
40 avenue des Terroirs de France
75012, Paris
France

- 62 Total commission and concession: Not Applicable
- 63 Public Offer: Not Applicable

GENERAL

- 64 The aggregate principal amount of Notes issued has been translated into Euro at the rate of [●] = Euro [●] producing a sum of: Not Applicable
- 65 Applicable TEFRA exemption: Not Applicable
- 66 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.

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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

Not Applicable

4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

An up-front commission could be paid up to 2.50 % 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 (2004/39/EC) (MiFID), or as otherwise may apply in any non-EEA jurisdictions.

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

- | | | |
|-------|---------------------------|---|
| (i) | Reasons for the offer: | See " <i>Use of Proceeds</i> " 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 " <i>Estimate of total expenses related to admission to trading</i> " |

6 YIELD

Indication of yield: Not Applicable

7 HISTORIC INTEREST RATES

Not Applicable

8 Structured Notes only – INFORMATION CONCERNING THE UNDERLYING

The exercise price or the final reference price of the underlying: In respect of any Share, means the relevant Initial Price as described in the Annex below.

An indication where information about the past and the further performance of the: See the relevant Bloomberg page of each Share as stated in the Annex

underlying and its volatility can be obtained:

Where the underlying is a security:	Applicable
(i) the name of the issuer of the security:	See table set forth in Annex hereto under “Company”
(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
(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: IT0006741414

Common Code: 180725466

Depositories:

(i) Euroclear France to act as Central Depository: No

(ii) Common Depository for Euroclear and Clearstream, Luxembourg: Yes

Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):

Monte Titoli S.p.A., Piazza degli Affari 6, 20123 Milan, Italy

Delivery: Delivery against payment

Names and addresses of additional Agents appointed in respect of the

Notes (if any): BNP Paribas Securities Services, Milan Branch (the **Italian Paying Agent**)

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

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

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

*The information set out in this Annex consolidates information already referred to in the Additional Terms and
Conditions and is included to aid comprehensibility of the product*

- 1. Provisions applicable to Structured Notes (with the exception of Rate Linked Notes, Currency Linked Notes, Credit Linked Notes Inflation Linked Notes and Hybride 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	01 October 2018
2	01 April 2019
3	30 September 2019
4	30 March 2020
5	29 September 2018
6	29 March 2018
7	29 September 2018
8	30 March 2022
9	29 September 2022
10	30 March 2023 (the Final Valuation Date")

Payment Dates means:

t	Payment Date
1	08 October 2018
2	08 April 2019
3	07 October 2019
4	06 April 2020
5	06 October 2020
6	06 April 2021

7	06 October 2021
8	06 April 2022
9	06 October 2022
10	06 April 2023 (the “Maturity Date”)

Observation Dates is Not Applicable.

Selection means :

Index	Bloomberg Code	ISIN Code
BOEING CO/THE	BA UN	US0970231058
AMAZON.COM INC	AMZN UQ	US0231351067
FACEBOOK INC-A	FB UW	US30303M1027
NVIDIA CORP	NVDA UQ	US67066G1040
ALBEMARLE CORP	ALB UN	US0126531013
TESLA INC	TSLA UQ	US88160R1014

Reference Price(i) means Initial Level

Index	Reference Price
i = 1	See definition of Initial Level in Condition 19 of the Issuer’s Base Prospectus
i = 2	See definition of Initial Level in Condition 19 of the Issuer’s Base Prospectus
i = 3	See definition of Initial Level in Condition 19 of the Issuer’s Base Prospectus
i = 4	See definition of Initial Level in Condition 19 of the Issuer’s Base Prospectus
i = 5	See definition of Initial Level in Condition 19 of the Issuer’s Base Prospectus
i = 6	See definition of Initial Level in Condition 19 of the Issuer’s Base Prospectus

Memory Effect is Applicable

Price means for the Underlying indexed “i”, the Final Price.

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

Autocall New Chance

L(t) means 1 (one) for all Valuation Dates.

M(t) means for each Valuation Date indexed “t”, “t” ranging from 1 to 10:

t	M(t)
1	Not Applicable
2	60%
3	Not Applicable
4	60%
5	Not Applicable
6	60%
7	Not Applicable
8	Not Applicable
9	Not Applicable
10	Not Applicable

Elements for calculation of the Phoenix Coupon:

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

Coupon₂(t) means for each Valuation Date indexed “t”, “t” ranging from 1 to 10:

t	Coupon₂(t)
1	4.5%
2	9%
3	13.5%
4	18%
5	22.5%
6	27%
7	31.5%
8	36%
9	40.5%
10	45%

$H(t) = 70\%$ for all Valuation Dates.

BasketPerf₁(t) means, in respect of the *Autocall New Chance* Selection :

For each Valuation Date indexed “t”, “t” ranging from 1 to 10, the **Local Performance** formula;

The **Local Performance** formula means, for each Valuation Date indexed “t”, “t” ranging from 1 to 10, the **Worst Of** formula.

In the **Worst Of** formula, *IndivPerf* (i,t) means, for each Valuation Date indexed “t”, “t” ranging from 1 to 10, 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 10, the **Price** of the Underlying indexed “i”, “i” ranging from 1 to 6, on this Valuation Date.

Elements for calculation of the Automatic Early Redemption Amount:

R(t) means, for each Valuation Date indexed “t”:

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

BasketPerf₂(t) = BasketPerf₁(t).

Coupon₃(t) is Not Applicable for all Valuation Dates.

H₂(t) is Not Applicable for all Valuation Dates.

BasketPerf₃(t) is Not Applicable for all Valuation Dates.

Elements for calculation of the Final Redemption Amount:

G = 100%.

Cap is Not Applicable.

Floor = 0%.

K = 100%.

B = 70%.

BasketPerf₄(T) means in respect of the *Autocall New Chance* Selection:

For the Valuation Date $t = 10$, the *Local Performance* formula;

The *Local Performance* formula means, for the Valuation Date $t = 10$, the *Worst Of* formula;

In the *Worst Of* formula, *IndivPerf (i,t)* means, for the Valuation Date $t = 10$, the *European Individual Performance* formula.

In each *European Individual Performance* formula, **Price(i, t)** means, for the Valuation Date $t = 10$, the *Price* of the Underlying indexed “i”, “i” ranging from 1 to 6, on this Valuation Date.

BasketPerf₅(T) = BasketPerf₄(T).