

NOTICE TO THE HOLDERS



Series No: 2

ISIN: DE000A122KD5

WKN: A122KD5

**Issue of "Phoenix Memory" (Phoenix) Certificates linked to a Basket of Shares
under its EUR 1,000,000,000.00 German Certificate Programme**

This Notice is dated **3 december 2014** and should be read in conjunction with the Base Prospectus dated 15 April 2014, as integrated and supplemented from time to time (the **Prospectus**) relating to the EUR 1,000,000,000.00 German Certificate Programme (the **Programme**) by NATIXIS Structured Issuance SA (the **Issuer**) and guaranteed by NATIXIS (the **Guarantor**) and the Final Terms dated 18 June 2014 in respect of the Certificates.

The Certificate holders are informed that with reference to the "Phoenix Memory" (Phoenix) Certificates linked to a Basket of Shares (ISIN: DE000A122KD5), the issued amount has been increased from 16.100 Certificates (the **Previously Issued Certificates**) to 16.600 Certificates with identical features and with value date 8 december 2014. They form a single series with the Previously Issued Certificates and have the same ISIN Code.

Application has been made to list the Certificates on the Italian Stock Exchange and to admit the Certificates for trading on the "Electronic Securitised Derivatives Market" (a regulated market for the purpose of the Markets in financial Instruments Directive 2004/39/CE) organized and managed by Borsa Italiana S.p.A.

DATE: 3 december 2014

SIGNED ON BEHALF OF THE ISSUER

Jérôme Letscher
DIRECTOR

AUTHORISED SIGNATORY _____

SIGNED ON BEHALF OF THE GUARANTOR

SIGNED ON BEHALF OF THE GUARANTOR

AUTHORISED SIGNATORY _____

AUTHORISED SIGNATORY _____

Eric Valézy

Selim Mehrez
Global Head of Equity Derivatives