

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 18 August 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 Certificateholders 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 8,500 Certificates (the Previously Issued Certificates) to 9,500 Certificates with identical features and with value date 22 August 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: 19 August 2014

SIGNED ON BEHALF OF THE ISSUER

AUTHORISED SIGNATORY

Michel Thill
Director

SIGNED ON BEHALF OF THE GUARANTOR

AUTHORISED SIGNATORY

Selim Melrez
Global Head of Equity Derivatives

SIGNED ON BEHALF OF THE GUARANTOR

AUTHORISED SIGNATORY

Luc François
Head of Global Markets