

FINAL VERSION APPROVED BY THE ISSUER

Final Terms dated 4 March 2016



Natixis Structured Issuance SA

Euro 10,000,000,000

Debt Issuance Programme

SERIES NO: 1294

TRANCHE NO: 1

**Issue of up to EUR 100,000,000 Certificates Linked to a Basket of Shares due March 2019
(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 29 December 2015 and the supplement to the Base Prospectus dated 1 March 2016 (the **Base Prospectus**). This document constitutes the Final Terms of the Certificates 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 Certificates is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. A summary of the Certificates (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. The Base Prospectus is available for viewing at the office of the Fiscal Agent or each of the Paying Agents and copies may be obtained from NATIXIS, 47, quai d’Austerlitz, 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:	1294
	(ii) Tranche Number:	1
	(iii) Date on which the Certificates will be consolidated and form a single Series with the Existing Certificates:	Not Applicable
2	Specified Currency or Currencies:	Euro (EUR)
	CNY Certificates:	Not Applicable
3	Aggregate Nominal Amount:	
	(i) Series:	Up to EUR 100,000,000, of which EUR 1,000,000 are issued on the Issue Date
	(ii) Tranche:	Up to EUR 100,000,000, of which EUR 1,000,000 are issued on the Issue Date
4	Issue Price:	100% of the Aggregate Nominal Amount
5	(i) Specified Denomination:	EUR 1,000
	(ii) Calculation Amount:	EUR 1,000
6	(i) Issue Date:	7 March 2016
	(ii) Interest Commencement Date:	The Issue Date
7	Maturity Date:	7 March 2019
8	Interest Basis:	Equity Linked Interest (further particulars specified below)
9	Redemption/Payment Basis:	Equity Linked Redemption (further particulars specified below)
10	Change of Interest Basis:	Not Applicable
11	Tax Gross-up (<i>Condition 8</i>):	Applicable

12	Put/Call Options:	Not Applicable
13	(i) Day Count Fraction:	Not Applicable
	(ii) Business Day Convention:	Following Business Day Convention
	(iii) Business Centre (<i>Condition 5(j)</i>):	TARGET
	(iv) Business Days for the purpose of the Business Day Convention:	TARGET
14	Date of the corporate authorisations for issuance of the Certificates:	Authorisation of the Board of Directors of NATIXIS Structured Issuance SA passed on 20 January 2016
15	Method of distribution:	Non-syndicated

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

16	Fixed Interest Rate Note Provisions:	Not Applicable
17	Floating Rate Note Provisions:	Not Applicable
18	Zero Coupon Note Provisions:	Not Applicable
19	Structured Note Provisions:	Interest and Redemption Amounts will be calculated in accordance with the following formula: Domino Phoenix (further particulars are specified in the Annex to these Final Terms)
	(i) Interest provisions:	Applicable

OTHER PROVISIONS RELATING TO STRUCTURED NOTES

20	Provisions applicable to Equity Linked Notes (single share):	Not Applicable
21	Provisions applicable to Index Linked Notes (single index):	Not Applicable
22	Provisions applicable to Equity Linked Notes (basket of shares):	Applicable
	(i) Company(ies):	See table set forth in Annex hereto
	(ii) Share(s):	See table set forth in Annex hereto
	(iii) Basket:	See Selection 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:	Five (5)
(x)	Additional New Shares Conditions:	Not Applicable
(xi)	Additional Substitute Share Conditions:	Not Applicable
(xii)	Initial Price:	See definition in Condition 19(a)
(xiii)	Barrier Price:	See H(t) in the Annex hereto
(xiv)	Share Performance:	In respect of any Share and the Valuation Date scheduled to occur on the 26 February 2019, 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): $P_i = \text{Final Price}(i) / \text{Initial Price}(i)$ with $i = 1$ to 5
(xv)	Knock-in Event:	"less than"
	(a) Knock-in Share:	Any Share in the Basket
	(b) Knock-in Price:	In respect of any Share, 50% of its Initial Price.
	(c) Knock-in Period Beginning Date:	The Valuation Date
	(d) Knock-in Period Beginning Date Scheduled Trading Day Convention:	Applicable
	(e) Knock-in Period Ending Date:	The Valuation Date
	(f) Knock-in Period Ending Date Scheduled Trading Day Convention:	Applicable
	(g) Knock-in Valuation Time:	See definition in Condition 19(d)(A)
	(h) Knock-in Number of Shares:	See definition in Condition 19(d)(A)
(xvi)	Knock-out Event:	Not Applicable
(xvii)	Automatic Early Redemption Event:	"greater than or equal to"
	(a) Automatic Early	See definition in Condition 19

	Redemption Amount:	
(b)	Automatic Early Redemption Date(s):	See table set forth in Annex hereto
(c)	Automatic Early Redemption Price:	See table set forth in Annex hereto
(d)	Automatic Early Redemption Rate:	See "Elements for calculation of the Automatic Early Redemption Amount" set forth in Annex hereto
(e)	Automatic Early Redemption Valuation Date(s):	See table set forth in Annex hereto
(f)	Automatic Early Redemption Averaging Dates:	Not Applicable
(g)	Automatic Early Redemption Observation Period(s):	Not Applicable
(h)	Automatic Early Redemption Number of Shares:	Five (5)
(xviii)	Range Accrual:	Not Applicable
(xix)	Strike Date:	7 March 2016
(xx)	Averaging Dates:	Not Applicable
(xxi)	Observation Period(s)	Not Applicable
(xxii)	Valuation Date(s):	See table set forth in Annex hereto
(xxiii)	Specific Number(s):	Five (5) Scheduled Trading Days
(xxiv)	Valuation Time:	See definition in Condition 19(a)
(xxv)	Redemption by Physical Delivery:	Not Applicable
(xxvi)	Minimum Percentage:	See definition in Condition 19(f)
(xxvii)	Cut-off Number:	See definition in Condition 19(f)
(xxviii)	Exchange Rate:	Not Applicable
(xxix)	Monetisation:	Not Applicable
(xxx)	Change of 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 Certificate:	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: | The Final Redemption Amount per Certificate payable on the Maturity Date shall be determined by the Calculation Agent on the Determination Date in the Specified Currency in accordance with the Annex and the Conditions. |
| (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 |
| | (b) Maximum nominal amount potentially payable to a Noteholder in respect of a Note: | EUR 1,040.00 |

42 Early Redemption Amount

- | | | |
|------|--|--|
| (i) | Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (<i>Condition 6(b)</i>), if applicable, or upon the occurrence of an Event of Default (<i>Condition 10</i>) or an Illegality Event (<i>Condition 6(c)</i>): | 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. |
| (ii) | Redemption for taxation reasons permitted on any day (including days other than Interest Payment Dates (<i>Condition</i> | Yes |

6(b))):

- (iii) Unmatured Coupons to become Yes
void upon early redemption
(Condition 7(g)):

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 Not Applicable
calculated in accordance with Condition
25):
47 Warrant Early Termination Event: Not Applicable

PROVISIONS RELATING TO REDEMPTION OF PREFERENCE SHARE LINKED NOTES

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

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

- 51 Minimum Transferable Amount: EUR 1,000

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 52 Form of Certificates: The Certificates are Italian Clearing System
Dematerialised Notes
Condition 6(i) will apply to the Certificates.
Temporary or permanent Global Note/ Certificate: Temporary Global Certificate exchangeable for a
permanent Global Certificate which is
exchangeable for Definitive Certificates in the
limited circumstances specified in the
permanent Global Certificate
New Global Note: No
53 Additional Business Day Jurisdiction(s) See paragraph 13(iv) above
(Condition 7(j)) or other special
provisions relating to Payment Dates:
54 Talons for future Coupons or Receipts to No
be attached to Definitive Notes (and

	dates on which such Talons mature):	
55	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
56	Consolidation provisions:	Not Applicable
57	Dual Currency Note Provisions:	Not Applicable
58	Terms and Conditions of the Offer	Application has been made by the Issuer (or on its behalf) for the Certificates to be listed on the SeDeX market of Borsa Italiana S.p.A. on or before the Issue Date of the Certificates. The validity of the placement of the Certificates is conditional upon the admission to listing of the Certificates on or before the Issue Date. The notification of the invalidity of the placement of the Certificates will be published on the websites of the Issuer (www.equitysolutions.natixis.com) and the Luxembourg Stock Exchange (www.bourse.lu) respectively.

DISTRIBUTION

59	(i) If syndicated, names and addresses of Managers and underwriting commitments:	Not Applicable
	(ii) Date of Subscription Agreement:	Not Applicable
	(iii) Stabilising 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:	Calculation Agent: 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

FINAL VERSION APPROVED BY THE ISSUER

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Listing: Borsa Italiana S.p.A.
- (ii) Admission to trading: Application has been made for the Certificates to be admitted to trading on the “electronic securitised derivatives market” (**SeDex**) organised and managed by Borsa Italiana S.p.A. with effect from or before the Issue Date

For the purposes of the admission to trading of the Certificates on SeDeX, the Expiry Date (*data di scadenza*) of the Certificates is set equal to the last Valuation Date (i.e. 26 February 2019).

For the purposes of the admission to trading of the Certificates on SeDeX, the Record Dates of the Certificates are the below:

t	Record Dates
1	5 September 2016
2	7 March 2017
3	5 September 2017
4	6 March 2018
5	4 September 2018

- (iii) Estimate of total expenses related to admission to trading: EUR 4,500
- (iv) Regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading: Not Applicable

2 RATINGS

- Ratings: The Certificates to be issued have not been rated.

3 NOTIFICATION

The *Commission de Surveillance du Secteur Financier* in Luxembourg has provided the competent authorities in Finland, Ireland, Italy, Sweden, France, Germany, Belgium, Denmark, The Netherlands, the United Kingdom, Spain, Norway, the Czech Republic, Portugal and Poland with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

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 "*Use of Proceeds*" section in the Base Prospectus
- (ii) Estimated net proceeds: The total net proceeds will be equal to the Aggregate Nominal Amount less the listing fees.
- (iii) Estimated total expenses: EUR 4,500

6 YIELD

Indication of yield: Not Applicable

7 HISTORIC INTEREST RATES

Not Applicable

8 INFORMATION CONCERNING THE UNDERLYING

The exercise price or the final reference price of the underlying: In respect of any Shares ("i" from 1 to 3), means the price of such Share at the Valuation Time on the Exchange in respect of the Strike Date, and any Valuation Date as described in the Annex below

In respect of any Shares ("i" from 4 to 5), means the *prezzo di riferimento* per Share on the Exchange in respect of the Strike Date and any Valuation Date as described in the Annex below

An indication where information about the past and the further performance of the underlying and its volatility can be obtained: In respect of any Shares ("i" =1 and "i" = 3): www.nasdaq.com

In respect of Carrefour SA ("i" =2):

www.euronext.com

In respect of any Shares ("i" from 4 to 5): www.borsaitaliana.it

Where the underlying is a security: Applicable

- (i) the name of the issuer of the security: See table set forth in Annex hereto
- (ii) the ISIN (International Security Identification Number) or other such security identification code: See table set forth in Annex hereto

Where the underlying is an index: Not Applicable

(i) the name of the index: Not Applicable

(ii) if the index is not composed by the Issuer, where information about the index can be obtained: Not Applicable

Where the underlying is an interest rate, a description of the interest rate: Not Applicable

9 PLACING AND UNDERWRITING

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer: Not Applicable

Name and address of any paying agents and depositary agents in each country (in addition to the Principal Paying Agent): Not Applicable

Names and addresses of entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements:⁵ Not Applicable

When the underwriting agreement has been or will be reached: 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 Certificates are capable of meeting them the Certificates may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Certificates 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: IT0006734252

Common Code: 137886332

Depositaries:

- (i) Euroclear France to act as No
Central Depository:
- (ii) Common Depository for No
Euroclear and Clearstream,
Luxembourg:
- 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): See paragraph 61 of Part A above
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**

1. Provisions applicable to Structured Notes (with the exception of Rate Linked Notes, Currency Linked Notes, Credit Linked Notes, Inflation Linked Notes and Hybrid Structured Notes) relating to formulae for the calculation of Interest, Final Redemption Amount and/or Optional Redemption Amount and/or Automatic Early Redemption Amount

1.1 Common Definitions

Valuation Dates / Automatic Early Redemption Valuation Dates:

Index	Valuation Date
t = 1	26 August 2016
t = 2	27 February 2017
t = 3	28 August 2017
t = 4	26 February 2018
t = 5	27 August 2018
t = 6	26 February 2019

Payment Dates / Automatic Early Redemption Dates :

Index	Payment Date
t = 1	6 September 2016
t = 2	8 March 2017
t = 3	6 September 2017
t = 4	7 March 2018
t = 5	5 September 2018
t = 6	7 March 2019

Observation Dates : Not Applicable

Selection means :

i	Share	Bloomberg Code
1	Apple INC	AAPL UQ
2	Carrefour SA	CA FP
3	Amazon.com INC	AMZN UQ
4	Assicurazioni Generali	G IM
5	Intesa Sanpaolo SpA	ISP IM

Reference Price means in respect of each Share:

i	Share	Reference Price
1	Apple INC	the price per Share at the Valuation Time on the Exchange in respect of the Strike Date
2	Carrefour SA	the price per Share at the Valuation Time on the Exchange in respect of the Strike Date
3	Amazon.com INC	the price per Share at the Valuation Time on the Exchange in respect of the Strike Date
4	Assicurazioni Generali	the <i>prezzo di riferimento</i> per Share on the Exchange in respect of the Strike Date
5	Intesa Sanpaolo SpA	the <i>prezzo di riferimento</i> per Share on the Exchange in

	respect of the Strike Date
--	----------------------------

Memory Effect : Not Applicable

Price means in respect of each Share:

i	Share	Reference Price
1	Apple INC	the price per Share at the Valuation Time on the Exchange in respect of any Valuation Date
2	Carrefour SA	the price per Share at the Valuation Time on the Exchange in respect of any Valuation Date
3	Amazon.com INC	the price per Share at the Valuation Time on the Exchange in respect of any Valuation Date
4	Assicurazioni Generali	the <i>prezzo di riferimento</i> per Share on the Exchange in respect of any Valuation
5	Intesa Sanpaolo SpA	the <i>prezzo di riferimento</i> per Share on the Exchange in respect of any Valuation Date

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 Calculation
Formulae:
Redemption
Provisions**

Domino Phoenix

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

Coupon₂(t) means, for each Valuation Date indexed "t", "t" ranging from 1 to 6 :

Indice	Coupon₂(t)
t = 1	1.00%
t = 2	1.00%
t = 3	1.00%
t = 4	1.00%
t = 5	1.00%
t = 6	1.00%

H(t) = 50.00% for all Valuation Dates.

IndivPerf(i, t) means, for each Valuation Date indexed "t", "t" ranging from 1 to 6, the European Individual Performance

formula:

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

Where

Price(i,t) means, for each Valuation Date indexed "t", "t" ranging from 1 to 6, the Price of the Underlying indexed "i", "i" ranging from 1 to 5, on this Valuation Date.

Elements for determining if AutoCallCondition(t) = 1

R(t) means, for each Valuation Date indexed "t", "t" ranging from 1 to 6:

Index	R(t)
t = 1	100%
t = 2	100%
t = 3	100%
t = 4	100%
t = 5	100%
t = 6	Not Applicable

BasketPerf₂(t) means, for each Valuation Date indexed "t", "t" ranging from 1 to 6, the **Local Performance** formula :

LocalBasketPerf(t)

where **LocalBasketPerf(t)** means, for each Valuation Date indexed "t", "t" ranging from 1 to 6, the **Worst Of** formula:

$$\text{Min}_{1 \leq i \leq n} \text{IndivPerf}(i,t)$$

Where :

n = 5

Elements for calculation of the the Automatic Early Redemption Amount:

Coupon₃(t) = 4.00% for all Valuation Dates.

H₂(t) = 100.00% for all Valuation Dates.

BasketPerf₃(t) means = BasketPerf₂(t) for all Valuation Dates.

Elements for calculation of the the Final Redemption Amount:

C = 0.00%

n = 5

Coupon₄ = 0.00%

Coupon₅ = 4.00%

H₃ = 100.00%

G = 100.00%

G₅ = 0.00%

Cap = 100.00%

Cap₅ = 0.00%

Floor = 0.00%

Floor₅ = 0.00%

K = 100.00%

K₅ = 0.00%

B = 50.00%

BIndiv = Not Applicable

GlobalFloor = 0.00%

BasketPerf₅(T) means = BasketPerf₂(T) for t = 6.

BasketPerf₆(T) means = BasketPerf₂(t) for t = 6.

BasketPerf₇(T) means = BasketPerf₂(t) for t = 6.

BasketPerf₈(T) means = BasketPerf₂(t) for t = 6.

IndivPerf(i,T) means = IndivPerf(i, t) for t = 6.

1.3 Calculation Not Applicable

Formulae: Interest Provisions

1.4 Calculation Not Applicable

Formulae: Additional Provisions

2. Provisions applicable to Currency Linked Notes relating to formulae for the calculation of Interest Amounts, Final Redemption Amount and/or Optional Redemption Amount and/or Automatic Early Redemption Amount

Not Applicable

3. Provisions applicable to Inflation Linked Notes relating to formulae for the calculation of Interest Amounts, Final Redemption Amount and/or Optional Redemption Amount and/or Automatic Early Redemption Amount

Not Applicable

ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings

Element		
A.1	General disclaimer regarding the Summary	<p>Warning that:</p> <ul style="list-style-type: none"> • this summary should be read as introduction to the Base Prospectus; • any decision to invest in the securities should be based on consideration of the Base Prospectus as a whole by the investor; • where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the prospectus before the legal proceedings are initiated; and • civil liability attaches only to the Issuer or the Guarantor who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus or it does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities.
A.2	Consent to use the Base Prospectus	Not Applicable

Section B – Issuer

Element	Title	
B.1	Legal and commercial name of the Issuer	Natixis Structured Issuance SA is the legal name. Natixis Structured Issuance is the commercial name.
B.2	Domicile/ legal form/ legislation/ country of incorporation	Natixis Structured Issuance SA is domiciled at 51, avenue JF Kennedy, L-1855 Luxembourg. It is incorporated in and under the laws of the Grand Duchy of Luxembourg (Luxembourg) as a <i>société anonyme</i> (public limited liability company).
B.4b	Trend information	Not Applicable – There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the prospects of Natixis Structured Issuance SA for its current financial year.
B.5	Description of the Group	Natixis Structured Issuance SA is a wholly owned indirect subsidiary of NATIXIS.

Element	Title	
		<p>With effect as of 31 July 2009 (non-inclusive), NATIXIS was affiliated with BPCE, the central body for the new banking group formed by the combination of Groupe Banque Populaire and Groupe Caisse d'Epargne, which closed on 31 July 2009. This affiliation with BPCE is governed by article L.511-30 of the French Monetary and Financial Code (<i>Code Monétaire et Financier</i>).</p> <p>As central body and pursuant to article L. 511-31 of the French Monetary and Financial Code, BPCE is responsible for guaranteeing the liquidity and solvency of NATIXIS.</p> <p>BPCE is the main shareholder of NATIXIS and, as such, exercises the responsibilities laid out by banking regulations.</p>
B.9	Profit forecast or estimate	Not Applicable – No profit forecasts or estimates have been made in the Base Prospectus.
B.10	Audit report qualifications	Not Applicable - No qualifications are contained in any audit report included in the Base Prospectus.
B.12	Selected historical key financial information	<p>As of 30 June 2015, the total assets of Natixis Structured Issuance SA were €1,734,858,293.20. The profit of Natixis Structured Issuance SA as of 30 June 2015 was €168,806.33</p> <p>As of 31 December 2014, the total assets of Natixis Structured Issuance SA were €733,657,306.86. The profit of Natixis Structured Issuance SA as of 31 December 2014 was €94,663.63.</p>
	Statements of no significant or material adverse change	Not applicable. There has been no significant change in the financial or trading position of Natixis Structured Issuance SA since 30 June 2015 and there has been no material adverse change in the prospects of Natixis Structured Issuance SA since 31 December 2014.
B.13	Events impacting the Issuer's solvency	Not Applicable – There are no recent events particular to Natixis Structured Issuance SA which are to a material extent relevant to the evaluation of Natixis Structured Issuance SA's solvency.
B.14	Dependence upon other group entities	Natixis Structured Issuance SA is a wholly owned indirect subsidiary of NATIXIS. It is dependent upon its owner NATIXIS.
B.15	Principal activities	The principal activities of Natixis Structured Issuance SA are, <i>inter alia</i> , to acquire, deal with and/or provide finance in the form of loans, options, derivatives and other financial assets and financial instruments in any form and of any nature, to obtain funding by the issue of Notes or other financial instruments and to enter

Element	Title	
		into agreements and transactions in connection thereto.
B.16	Controlling shareholders	Natixis Structured Issuance SA is an indirect wholly owned subsidiary of NATIXIS. Natixis Structured Issuance SA is 100% owned by Natixis Trust, which in turn is owned by NATIXIS. BPCE is the main shareholder of NATIXIS and, as such, exercises the responsibilities laid out by banking regulations. As at 30 November 2015, BPCE held 71.2% of the share capital of NATIXIS.
B.17	Credit ratings	Not applicable, Natixis Structured Issuance SA and its debt securities are not rated.
B.18	Description of the Guarantee	<p>NATIXIS has granted certain undertakings for the benefit of the holders of certain financial instruments (which expression includes Notes, which term shall include Certificates issued under the Programme) of Natixis Structured Issuance SA in an irrevocable and unconditional guarantee dated 23 January 2014 (the NATIXIS Guarantee).</p> <p>NATIXIS therefore irrevocably and unconditionally guarantees to the holder of each such Note due payment of all sums expressed to be payable by Natixis Structured Issuance SA under the Notes upon demand from the relevant holder of such Notes in accordance with the provisions of the NATIXIS Guarantee.</p>
B.19	NATIXIS as Guarantor	The Certificates will benefit from the NATIXIS Guarantee.

Section B – Guarantor

Element	Title	
B.19/B.1	Legal and commercial name of the Guarantor	NATIXIS
B.19/B.2	Domicile/ legal form/ legislation/ country of incorporation	NATIXIS is domiciled at 30, avenue Pierre Mendes-France, 75013 Paris, France. It is incorporated in and under the laws of France as a public limited liability company (<i>société anonyme à Conseil d'Administration</i>).
B.19/B.4b	Trend information	Not Applicable – There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on NATIXIS' prospects.
B.19/B.5	Description of the Group	With effect as of 31 July 2009 (non inclusive), NATIXIS was affiliated with BPCE, the central body for the new

Element	Title	
		<p>banking group formed by the combination of Groupe Banque Populaire and Groupe Caisse d'Épargne, which closed on 31 July 2009. This affiliation with BPCE is governed by article L.511-30 of the French <i>Code Monétaire et Financier</i> (Monetary and Financial Code).</p> <p>As central body and pursuant to article L. 511-31 of the French <i>Code Monétaire et Financier</i>, BPCE is responsible for guaranteeing the liquidity and solvency of NATIXIS.</p> <p>BPCE is the main shareholder of NATIXIS and, as such, exercises the responsibilities laid out by banking regulations.</p>
B.19/B.9	Profit forecast or estimate	Not Applicable – No profit forecasts or estimates have been made in the Base Prospectus.
B.19/B.10	Audit report qualifications	Not Applicable – No qualifications are contained in any audit report included in the Base Prospectus.
B.19/B.12	Selected historical key financial information	<p>As at 31 December 2015, NATIXIS' total assets were €500.3 billion. NATIXIS' net revenue for the year ended 31 December 2015 was €8,704 million, its gross operating income was €2,749 million and its net income (group share) was €1,344 million. The financial information in this paragraph is unaudited and is extracted from NATIXIS' press release published on 10 February 2016 relating to the unaudited financial information of NATIXIS for the fourth quarter ended 31 December 2015 and the unaudited figures for the year ended 31 December 2015.</p> <p>As at 30 June 2015, NATIXIS' total assets were €511.8 billion. NATIXIS' net revenue for the period ended 30 June 2015 was €4,491 million, its gross operating income was €1,507 million and its net income (group share) was €737 million. As from 24 July 2015, the share capital is €5,005,004,424 divided into 3,128,127,765 full paid up shares of €1.60 each.</p> <p>As at 30 June 2014, the Issuer's total assets were €547.4 billion. The Issuer's net revenue for the period ended 30 June 2014 was €3,913 million, its gross operating income was €1,216 million and its net income (group share) was €642 million.</p> <p>As at 31 December 2014, NATIXIS' total assets were €590.4 billion. NATIXIS' net revenue for the year ended 31 December 2014 was €7,512 million, its gross operating income was €2,073 million and its net income (group share) was €1,138 million.</p> <p>As at 31 December 2013, NATIXIS' total assets were</p>

Element	Title	
		€510.1 billion. NATIXIS' net revenue for the year ended 31 December 2013 was €6,848 million, its gross operating income was €1,614 million and its net income (group share) was €884 million.
	Statements of no significant or material adverse change	There has been no material adverse change in the prospects of NATIXIS since 31 December 2014.
	Description of significant changes in the financial or trading position subsequent to the period covered by the historical financial information	There has been no significant change in the financial or trading position of NATIXIS since 31 December 2015.
B.19/B.13	Events impacting the Guarantor's solvency	Please see Element B.12 above " <i>Description of significant changes in the financial or trading position subsequent to the period covered by the historical financial information</i> ".
B.19/B.14	Dependence upon other group entities	Please see Elements B.19/B.5 above and B.19/B.16 below. NATIXIS is not dependent on other group entities.
B.19/B.15	Principal activities	NATIXIS is the corporate, investment management and financial services arm of Groupe BPCE, which is second in terms of market share in France (<i>source: Banque de France</i>). NATIXIS has a number of areas of first rank expertise in three core businesses: <ul style="list-style-type: none"> • corporate and investment banking • investment Solutions (asset management, insurance, private banking, private equity) • specialised Financial Services NATIXIS has a long-lasting commitment to its own client base of companies, financial institutions and institutional investors as well as the client base of individuals, professionals and small and medium-size businesses of Groupe BPCE retail banking networks (<i>Caisse d'Epargne and Banque Populaire</i>).
B.19/B.16	Controlling shareholders	As at 30 November 2015, BPCE held 71.2% of the share capital of NATIXIS.
B.19/B.17	Credit ratings	The long term senior unsecured debt of NATIXIS is rated A2 (stable) by Moody's Investors Inc. (Moody's), A (stable) by Standard and Poor's Ratings Services (S&P) and A (stable) by Fitch Ratings Ltd. (Fitch).

Element	Title	
		<p>Each of Moody's, S&P and Fitch is established in the European Community and is registered under Regulation (EC) No 1060/2009 (as amended) (the CRA Regulation).</p> <p>The European Securities and Markets Authority publishes on its website (www.esma.europa.eu/page/List-registered-and-certified-CRAs) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.</p>

Section C – Securities

Element	Title	
C.1	Type and Class of Notes/ISIN	<p>The certificates (Certificates) described in this section are debt securities with a denomination of less than €100,000 (or its equivalent in any other currency).</p> <p>The Certificates are Structured Notes.</p> <p>The Certificates are being issued in uncertificated and dematerialised book-entry form and centralised with Monte Titoli S.p.A., pursuant to Italian Legislative Decree dated 24 February 1998, No. 58, as amended and integrated by subsequent implementing provisions. As such, the Certificates are not constituted by any physical document of title and no global or definitive Notes will be issued. The Certificates will not be issued in definitive form and will not be exchangeable for Registered Notes or Bearer Notes or vice versa.</p> <p>Series Number: 1294</p> <p>Tranche Number: 1</p> <p>International Securities Identification Number ("ISIN") : IT0006734252</p> <p>Common Code: 137886332</p>
C.2	Currency	The currency of this Series of Certificates is Euro (" EUR ")
C.5	Restrictions on transferability	The free transfer of the Certificates is subject to the selling restrictions of the United States, the European Economic Area (including the United Kingdom, Ireland, France, the Republic of Italy, Czech Republic, Portugal, Poland), Hong Kong, Japan, Singapore, Taiwan,

Element	Title	
		<p>Switzerland, the Russian Federation, the Cayman Islands, Israel, Guernsey, Jersey, Mauritius, Mexico, Brazil, Chile, Panama, Peru and Uruguay.</p> <p>Certificates offered and sold outside the United States to non-US persons in reliance on Regulation S under the U.S. Securities Act of 1933 must comply with selling restrictions.</p> <p>Certificates held in a clearing system must be transferred in accordance with the rules, procedures and regulations of that clearing system.</p> <p>The Certificates shall be transferred in lots at least equal to the Minimum Transferable Amount, in compliance with the Rules of the market organised and managed by Borsa Italiana S.p.A. (<i>Regolamento dei mercati organizzati e gestiti da Borsa Italiana</i>) and the related Instructions (<i>Istruzioni al Regolamento dei mercati organizzati e gestiti da Borsa Italiana</i>), as amended from time to time or multiples thereof, as determined by Borsa Italiana S.p.A.. The Minimum Transferable Amount shall be EUR 1,000.</p>
<p>C.8</p>	<p>Rights attached to the Notes, including ranking and limitations on those rights</p>	<p>Rights attached to the Certificates</p> <p><i>Taxation</i></p> <p>All payments in respect of Certificates will be made without deduction for or on account of withholding taxes imposed by Luxembourg, unless required by law. In the event that any such withholding or deduction is required by Luxembourg law, Natixis Structured Issuance SA will, save in certain limited circumstances, be required to pay additional amounts to cover the amounts so deducted.</p> <p>All payments by NATIXIS in respect of the NATIXIS Guarantee, will be made free and clear of French withholding taxes, unless required by law. If NATIXIS is compelled by law to make a deduction for or on account of French taxes, it shall pay, to the extent not prohibited by French law, additional amounts to the Noteholder(s) to compensate for such deduction, all as described in the NATIXIS Guarantee.</p> <p>All payments in respect of the Certificates will be subject in all cases to (i) any withholding or deduction required pursuant to Section 871(m) of the U.S. Internal Revenue Code of 1986 (the Code) and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the Code or otherwise imposed pursuant to Sections 1471 through</p>

Element	Title	
		<p>1474 of the Code, any regulations or agreements thereunder, official interpretation thereof, or any law implementing an intergovernmental approach thereto.</p> <p><i>Issuer's Negative Pledge</i></p> <p>So long as any of the Certificates, and Receipts or Coupons relating to them remains outstanding, the relevant Issuer will not create or permit to subsist any mortgage, pledge, lien or other form of encumbrance or security interest upon the whole or any part of its undertaking, assets or revenues, present or future, to secure any Relevant Debt (as defined below) or any guarantee of or indemnity by such Issuer in respect of any Relevant Debt, unless at the same time or prior thereto the relevant Issuer's obligations under the Certificates, Receipts or Coupons (A) are secured equally and rateably therewith, or (B) have the benefit of such other security, guarantee, indemnity or other arrangement as shall be approved by an Extraordinary Resolution of the Noteholders.</p> <p>Relevant Debt means present or future indebtedness in the form of, or represented by, bonds, notes, debentures, or other securities which are for the time being, or are capable of being, listed or ordinarily dealt in on any stock exchange, over-the-counter market or other securities market.</p> <p><i>Events of default</i></p> <p>Any Certificates may become immediately redeemable by notice by a holder upon the occurrence of certain events (Events of Default) including non-payment and non-performance of the relevant Issuer's obligations in respect of the Certificates and the insolvency or winding up of the relevant Issuer.</p> <p>There are no events of default in respect of NATIXIS in respect of the Certificates issued by Natixis Structured Issuance SA or the NATIXIS Guarantee.</p> <p><i>Meetings</i></p> <p>The terms of the Certificates will contain provisions for calling meetings of holders of such Certificates to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p>

Element	Title	
		<p>Governing law</p> <p>The Certificates are governed by English law.</p> <p>Ranking of the Certificates</p> <p>The obligations of the relevant Issuer under the Certificates will constitute unsubordinated and unsecured obligations of such Issuer.</p> <p>Limitation of the rights</p> <p>Prescription</p> <p>Claims against the relevant Issuer for payment in respect of the Certificates, Receipts and Coupons (which for this purpose shall not include Talons) shall be prescribed and become void unless presented for payment within ten years (in the case of principal) or five years (in the case of interest) from the appropriate Relevant Date in respect of them.</p>
C.9	Interest/Redemption	<p>Please also refer to Element C.8.</p> <p>Interest</p> <p>The Certificates (Structured Notes) bear interest from their date of issue at a structured rate calculated by reference to a Basket of Shares (the "Underlying Reference(s)").</p> <p>The first interest payment will be made on 6 September 2016, 8 March 2017, 6 September 2017, 7 March 2018, 5 September 2018 or 7 March 2019.</p> <p>The interest rate is calculated according to the following pay-off formula: Domino Phoenix.</p> <p>Redemption</p> <p>Subject to any purchase and cancellation or early redemption, the Certificates will be redeemed on 7 March 2019 at an amount determined in accordance with the following formula: Domino Phoenix.</p> <p>The Issuer may redeem all of the Certificates early on 6 September 2016, 8 March 2017, 6 September 2017, 7 March 2018 and 5 September 2018.</p> <p>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.</p> <p>The redemption amount will be calculated according to the following formula:</p> <p>Domino Phoenix.</p>

Element	Title	
		<p>On each Valuation Date indexed "t", an interest amount, paid on the Payment Date indexed "t", unless it falls after the occurrence of an Automatic Early Redemption Event, is calculated in accordance with the following formula:</p> $\text{PhoenixCoupon}(t) = \text{Specified Denomination} \times [\text{Coupon1}(t) + (\text{Coupon2}(t) \times \text{UpsideCondition}(t))]$ $\text{UpsideCondition}(t) = \sum_{i=1}^n \text{UpsideCondition}(i, t)$ <p>UpsideCondition(i, t) = 1 if IndivPerf1(i, t) > H(t) = 0 if not</p> <p>Where:</p> <p>Coupon₁(t) means an interest rate as specified in the Final Terms.</p> <p>Coupon₂(t) means an interest rate as specified in the Final Terms.</p> <p>H(t) means the percentage specified in the Final Terms. If "H(t)" is specified as being Not Applicable, then UpsideCondition (t) = 0 in any event.</p> <p>IndivPerf₁(i, t) means, in respect of an Underlying indexed "i" in the Selection, the Individual Performance of such Underlying on the Valuation Date indexed "t", associated, if needs be, with an Observation Dates Set. Its value is calculated using one of the formulae listed in 1.1 Common Definitions, with regard to the definition of "Individual Performance", as specified in the Final Terms.</p> <p>The Automatic Early Redemption (such occurrence being an Automatic Early Redemption Event) of the Note is triggered on any Valuation Date indexed "t" where:</p> <p>AutoCallCondition(t) = 1</p> <p>With:</p> <p>AutoCallCondition(t) = 1 if BasketPerf₂(t) ≥ R(t) = 0 if not</p> <p>where:</p> <p>R(t) means the percentage specified in the Final Terms. If "R(t)" is specified as being Not Applicable,</p>

Element	Title	
		<p>then $\text{AutoCallCondition}(t) = 0$ in any event.</p> <p>BasketPerf₂(t) means a performance of the Selection on the Valuation Date indexed "t", associated, if needs be, with an Observation Dates Set. Its value is calculated using one of the formulae listed in 1.1 Common Definitions, with regard to the definition of "BasketPerf", as specified in the Final Terms.</p> <p>In such case, the Automatic Early Redemption Amount per Note payable on the Payment Date immediately following the Valuation Date "t" is equal to:</p> <p>Specified Denomination × (100% + Coupon3(t) × UpsideCondition2(t))</p> <p>With:</p> <p>$\text{UpsideCondition}_2(t) = 1$ if $\text{BasketPerf}_3(t) \geq H_2(t)$ $= 0$ if not</p> <p>Where:</p> <p>Coupon₃(t) means an interest rate as specified in the Final Terms.</p> <p>H₂(t) means the percentage specified in the Final Terms. If "H₂(t)" is specified as being Not Applicable, then $\text{UpsideCondition}_2(t) = 0$ in any event.</p> <p>BasketPerf₃(t) means a performance of the Selection on the Valuation Date indexed "t", associated, if needs be, with an Observation Dates Set. Its value is calculated using one of the formulae listed in 1.1 Common Definition, with regard to the definition of "BasketPerf", as specified in the Final Terms.</p> <p>If the Automatic Early Redemption condition is never satisfied, then the Final Redemption Amount per Note at maturity is equal to:</p> <p>Specified Denomination × Max(GlobalFloor, 100% + FinalCoupon - Penalty - Vanilla × DownsideCondition)</p> <p>Where:</p> <p>Vanilla = G × Min(Cap, Max((K - BasketPerf₅(T)), Floor))</p> <p>DownsideCondition = 1 if BasketPerf₆(T) < B = 0 if not</p>

Element	Title	
		<p>$Penalty = C \times \sum_{i=1}^n DownsideCondition(i)$</p> <p>DownsideCondition(i) = 1 if $IndivPerf(i, T) < BIndiv$</p> <p>= 0 if not</p> <p>And</p> <p>FinalCoupon = Coupon₄ + Vanilla₅ × UpsideCondition₃</p> <p>Vanilla₅ = Coupon₅ + G₅ × Min(Cap₅, Max((BasketPerf₇(T) - K₅), Floor₅))</p> <p>UpsideCondition₃ = 1 if $BasketPerf_8(T) \geq H_3$</p> <p>= 0 if not</p> <p>where:</p> <p>C means a percentage specified in the Final Terms</p> <p>n is the number of Underlyings in the Selection</p> <p>Coupon₄ means an interest rate as specified in the Final Terms.</p> <p>Coupon₅ means an interest rate as specified in the Final Terms.</p> <p>H₃ means the percentage specified in the Final Terms. If H₃ is specified as being Not Applicable, then UpsideCondition₃ = 0 in any event.</p> <p>G means the percentage specified in the Final Terms.</p> <p>G₅ means the percentage specified in the Final Terms.</p> <p>Cap means the percentage specified in the Final Terms.</p> <p>Cap₅ means the percentage specified in the Final Terms.</p> <p>Floor means the percentage specified in the Final Terms.</p> <p>Floor₅ means the percentage specified in the Final Terms.</p> <p>K means the percentage specified in the Final Terms.</p> <p>K₅ means the percentage specified in the Final Terms.</p> <p>B means the percentage specified in the Final Terms. If "B" is specified as being Not Applicable, then DownsideCondition = 1 in any event.</p> <p>BIndiv means the percentage specified in the Final</p>

Element	Title	
		<p>Terms. If "BIndiv" is specified as being Not Applicable, then DownsideCondition = 1 in any event.</p> <p>GlobalFloor means a percentage specified in the Final Terms.</p> <p>BasketPerf₅(T), BasketPerf₆(T), BasketPerf₇(T), BasketPerf₈(T) mean performances of the Selection on the last Valuation Date, associated with, if needs be, one or several Observation Dates Sets. Each of their respective values is calculated using one of the formulae specified in 1.1 Common Definitions, with regard to the definition of "BasketPerf", as specified in the Final Terms. It should be noted that the formula used to calculate "BasketPerf_i(T)" may be different from the formula used to calculate "BasketPerf_j(T)", when the subscript "i" is different from the subscript "j".</p> <p>IndivPerf(i, T) means, in respect of an Underlying indexed "i" in the Selection, the Individual Performance of such Underlying on the last Valuation Date. Its value is calculated using one of the formulae listed in 1.1 Common Definitions, with regard to the definition of "Individual Performance", as specified in the Final Terms.</p> <p>Exercise of the Notes:</p> <p>Notes (issued in the form of certificates) listed or admitted to trading on the "electronic securitised derivatives market" (SeDex) organised and managed by Borsa Italiana S.p.A. will be automatically exercised on the Maturity Date.</p> <p>Noteholders may, prior to the relevant time on the Maturity Date, renounce automatic exercise of such Note by the delivery of a duly completed renouncement notice to the Italian Paying Agent, substantially in the form set out in Part 3 of Schedule 4 to the Agency Agreement.</p> <p>Representative of holders</p> <p>Not Applicable – No representative of the Noteholders has been appointed by the Issuer.</p>
C.10	Derivative component in the interest payments	<p>Payments of interest in respect of the Certificates will be determined by reference to the performance of the Underlying Reference(s).</p> <p>Please also refer to Element C.9.</p>
C.11	Admission to trading on a regulated market	<p>Application has been made by the Issuer (or on its behalf) for the Certificates to be admitted to trading on the regulated market organised and managed by Borsa</p>

Element	Title																			
		Italiana S.p.A..																		
C.15	Any underlying which may affect the value of the Notes	<p>The amount of principal and interest to be paid under the Certificates depends on the value of the "Underlying Reference", which thereby affects the value of the investment.</p> <p>The value of the investment is affected by the performance of the "Underlying Reference". Please also refer to element C.18 and C.20.</p>																		
C.16	Maturity Date	The Maturity Date of the Certificates is 7 March 2019.																		
C.17	Settlement procedure	The Series of Certificates is cash settled.																		
C.18	Return on derivative securities	<p>See Element C.8.</p> <p>Return on the structured notes will be calculated based on the following payoff formula:</p> <p><u>Domino Phoenix.</u></p>																		
C.19	Final reference price of the underlying	The final reference price of the underlying will be determined in accordance with the valuation mechanics set out in Element C.18 above																		
C.20	Underlying	<p>The Underlying Reference specified in Element C.15</p> <table border="1"> <thead> <tr> <th>Underlying</th> <th>ISIN Code</th> <th>Bloomberg Code</th> </tr> </thead> <tbody> <tr> <td>Apple INC</td> <td>US0378331005</td> <td>AAPL UQ</td> </tr> <tr> <td>Carrefour SA</td> <td>FR0000120172</td> <td>CA FP</td> </tr> <tr> <td>Amazon.com INC</td> <td>US0231351067</td> <td>AMZN UQ</td> </tr> <tr> <td>Assicurazioni Generali</td> <td>IT0000062072</td> <td>G IM</td> </tr> <tr> <td>Intesa Sanpaolo SpA</td> <td>IT0000072618</td> <td>ISP IM</td> </tr> </tbody> </table>	Underlying	ISIN Code	Bloomberg Code	Apple INC	US0378331005	AAPL UQ	Carrefour SA	FR0000120172	CA FP	Amazon.com INC	US0231351067	AMZN UQ	Assicurazioni Generali	IT0000062072	G IM	Intesa Sanpaolo SpA	IT0000072618	ISP IM
Underlying	ISIN Code	Bloomberg Code																		
Apple INC	US0378331005	AAPL UQ																		
Carrefour SA	FR0000120172	CA FP																		
Amazon.com INC	US0231351067	AMZN UQ																		
Assicurazioni Generali	IT0000062072	G IM																		
Intesa Sanpaolo SpA	IT0000072618	ISP IM																		

Section D – Risks

Element	Title	
D.2	Key risks regarding the Issuer	<p>The significant risks relating to Natixis Structured Issuance SA include:</p> <ul style="list-style-type: none"> • the Certificates constitute general and unsecured contractual obligations of the Issuer which will rank equally with all other unsecured contractual obligations of the Issuer; • any purchaser of the Certificates has to rely upon the creditworthiness of the Issuer and no other person (subject to the NATIXIS Guarantee) as an investor has no rights in relation to the relevant Underlying; • potential conflicts of interest may arise between the interests of the Issuer and the interests of its counterparties, partners, shareholders or subsidiaries or affiliated companies of the Issuer; • potential conflicts of interest may arise between the interests of the Issuer and the interests of the Dealers; • the Issuer is exposed to the creditworthiness of its counterparties; • unforeseen events can lead to an abrupt interruption of the Issuer’s communications and information systems. The occurrence of any failures or interruptions could have a material adverse effect on the Issuer’s financial condition and results of operations; and • as the Issuer is incorporated and has its centre of main interests in Luxembourg, insolvency proceedings with respect to the Issuer may proceed under, and be governed by, Luxembourg insolvency laws. The insolvency laws of Luxembourg may not be as favourable to investors’ interests as those of other jurisdictions with which investors may be familiar and may limit the ability of Noteholders to enforce the terms of the Certificates. Insolvency proceedings may have a material adverse effect on the Issuer’s business and assets and its obligations under the Certificates as Issuer. <p>The significant risks relating to NATIXIS include:</p>

		<p>The significant risks relating to the macroeconomic environment and financial crisis include:</p> <ul style="list-style-type: none">• adverse market or economic conditions may cause a decrease in the net banking income, profitability and financial position of NATIXIS;• the possible strengthening of regulations applicable to the financial sector, dictated by the financial crisis, could give rise to the introduction of new compliance restrictions;• conditions in the financial markets, particularly the primary and secondary debt markets, may have a significant negative effect upon NATIXIS; and• NATIXIS has suffered significant losses, and may continue to suffer losses, on its portfolio of assets affected by the financial crisis. <p>The significant risks with regard to the structure of NATIXIS include:</p> <ul style="list-style-type: none">• NATIXIS' principal shareholder has a significant influence over certain corporate actions;• the risk management policies and procedures of NATIXIS are subject to the approval and control of BPCE; and• NATIXIS' refinancing is through BPCE. <p>The significant risks with regard to the structure of NATIXIS' operations and the banking sector include:</p> <ul style="list-style-type: none">• NATIXIS is exposed to several categories of risk inherent to banking operations;• credit risk;• market, liquidity and financing risk;• operational risks;• insurance risk;• NATIXIS might not be able to implement its new corporate and business strategy as effectively as it intends;• any substantial increase in provisions or loss in excess of the previously recorded level of provisions could adversely affect NATIXIS' operating income or financial position;• NATIXIS' ability to attract and retain qualified employees is critical to the success of its business and failure to do so may materially
--	--	---

		<p>affect its performance;</p> <ul style="list-style-type: none"> • future events may be different than those reflected in the assumption used by the management in the preparation of NATIXIS' financial statements, which may cause unexpected losses in the future; • market fluctuations and volatility may expose NATIXIS to the risk of losses in relation to its trading and investment operations; • NATIXIS may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns; • significant interest rate changes could adversely affect NATIXIS' net banking income or profitability; • changes in exchange rates can significantly affect NATIXIS' results; • any interruption or failure of NATIXIS' information systems, or those of third parties, may result in lost business and other losses; • unforeseen events may cause an interruption of NATIXIS' operations and cause substantial losses and additional costs; • NATIXIS may be vulnerable to political, macroeconomic and financial environments or specific circumstances in the countries where it does business; • NATIXIS is subject to significant regulation in France and in several other countries where it operates; regulatory actions and changes in these regulations could adversely affect NATIXIS' business and results; • tax law and its application in France and in the countries where NATIXIS operates are likely to have a significant impact on NATIXIS' results; • despite the risk management policies, procedures and methods put in place, NATIXIS may be exposed to unidentified or unanticipated risks, likely to give rise to significant losses; • the hedging strategies implemented by NATIXIS do not eliminate all risk of loss; • NATIXIS may encounter difficulties in identifying, executing and integrating its policy in relation to acquisitions or joint ventures;
--	--	--

		<ul style="list-style-type: none"> • intense competition, both in NATIXIS' home market of France, its largest market, and internationally, could adversely affect NATIXIS' net banking income and profitability; • the financial soundness and behaviour of other financial institutions and market participants could have an adverse impact on NATIXIS; • NATIXIS' profitability and business prospects could be adversely affected by reputational and legal risk; and • a prolonged fall in the markets may reduce the liquidity of assets and make it more difficult to sell them. Such a situation could give rise to significant losses.
D.3 / D.6	Key risks regarding the Notes / Risk Warning	<p>The key risks regarding the Certificates include:</p> <ul style="list-style-type: none"> • By investing in the Certificates, investors must rely on the creditworthiness of the relevant Issuer (and in the case of Certificates issued by Natixis Structured Issuance SA with the benefit of the NATIXIS Guarantee, NATIXIS) and no other person. • Conflicts of interest may arise between the Issuers and any of their affiliates, on the one hand, and Noteholders, on the other. • Certain of the Dealers and their affiliates have engaged, and in the future may engage, in investment banking, commercial and/or lending transactions with the Issuer and/or the Guarantor and their affiliates, which may result in consequences that are adverse to an investment in the Certificates. • The initial Aggregate Nominal Amount may not reflect the future liquidity of the Certificates. • Any early redemption at the option of the Issuer, if provided for in any Final Terms for a particular issue of Certificates, could cause the yield anticipated by Noteholders to be considerably less than anticipated. • A Noteholder's effective yield on the Certificates may be diminished by the tax impact on that Noteholder of its investment in the Certificates. • The conditions of the Certificates contain provisions for calling meetings of Noteholders which permit defined majorities to bind all Noteholders who did not attend the and vote

		<p>at the relevant meeting as well as Noteholders who voted in a manner contrary to the majority.</p> <ul style="list-style-type: none"> • The Certificates are governed by English law, in effect as at the date of this Base Prospectus and no assurance can be given as to the impact of any possible judicial decision or change to English (or any other relevant) law after the date of this Base Prospectus. • If a payment were to be made or collected through a Member State which has opted for a withholding system and an amount of, or in respect of, tax were to be withheld from that payment pursuant to the EU Savings Directive, neither the Issuer nor any Paying Agent nor any other person would be obliged to pay additional amounts with respect to any Note as a result of the imposition of such withholding tax. • Under the terms of the Certificates, the Issuer is obliged to make payments of principal and interest free and clear of Luxembourg withholding taxes only. To the extent that withholding tax is imposed on payments of principal and interest under the Certificates in any jurisdiction other than Luxembourg Noteholders will receive payment only after imposition of any applicable withholding tax. • Foreign Account Tax Compliance Act withholding may affect payments on the Certificates. • Hiring Incentives to Restore Employment Act withholding may affect payments on the Certificates. • The proposed financial transactions tax (FTT) would impose FTT on each financial institution that is party to certain financial transactions. A person transacting with a financial institution which fails to account for FTT would be jointly and severally liable for that tax. • The implementation of the Banking Resolution and Recovery Directive and its incorporation into French law, or the taking of any action under it, could materially affect that value of any Certificates. • Unforeseen events can interrupt the Issuer's operations and cause substantial losses and additional costs.
--	--	--

		<ul style="list-style-type: none"> • The Issuer is exposed to credit risks of other parties. • An interruption in or breach of the Issuer’s information systems may result in lost business and other losses. • It may not be possible for investors to effect service of process on the Issuer, its directors and executive officers within the United States or to enforce against any of them in the United States courts judgments obtained in United States courts. <p>Structured Notes</p> <ul style="list-style-type: none"> • the market price of the Certificates may be volatile; • the Certificates may receive no interest; • payment of principal or interest may occur at a different time or in a different currency than expected; • investors in the Certificates may lose all or a substantial portion of their principal; • the underlying of the Certificates may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices; • the timing of changes in an underlying of the Certificates may affect the actual yield to investors, even if the average level is consistent with their expectations; and • neither the current nor the historical value of the underlying of the Certificates may provide a reliable indication of its future performance during the term of any Note. <p>Equity Linked Notes</p> <p>Exposure to one or more shares, which present similar market risks to a direct equity investment, potential adjustment events or extraordinary events affecting shares and market disruption or failure to open of an exchange may have an adverse effect on the value and liquidity of the Certificates.</p> <p>Key Risks relating to the NATIXIS Guarantee</p> <ul style="list-style-type: none"> • The scope of the NATIXIS Guarantee is limited to Financial Instruments (as defined in the NATIXIS Guarantee) of Natixis Structured Issuance SA. The NATIXIS Guarantee is not
--	--	--

		<p>limited to Natixis Structured Issuance SA's obligations under Certificates issued by it under the Programme.</p> <ul style="list-style-type: none"> • The NATIXIS Guarantee is not a 'first demand' guarantee. Any claim under the NATIXIS Guarantee must be sent in writing by a duly authorised officer of the claimant to Natixis Structured Issuance SA in accordance with the NATIXIS Guarantee. • A revocation of the NATIXIS Guarantee could affect the creditworthiness of Natixis Structured Issuance SA. • Noteholders are also exposed to NATIXIS's credit risk under the NATIXIS Guarantee. • The NATIXIS Guarantee is governed by French law and enforcing rights under it may be more difficult than enforcing a Luxembourg law governed guarantee. <p>There are no negative pledge or other covenants or events of default in relation to, or undertaken by, NATIXIS under the Certificates or the NATIXIS Guarantee.</p>
		<p>The key risks regarding the market generally include:</p> <ul style="list-style-type: none"> • The Certificates when issued have no established trading market and one may never develop. Investors may not be able to sell their Certificates easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. • The trading market for debt securities may be volatile and may be adversely impacted by many events. • As a result of fluctuations in exchange rates or the imposition of exchange controls, investors may receive less interest or principal than expected, or no interest or principal. • Any credit ratings that may be assigned to the Certificates may not reflect the potential impact of all risks related to, <i>inter alia</i>, the structure of the relevant issue, the relevant market for the Certificates and other factors that may affect the value of the Certificates • Legal investment considerations may restrict certain investments; investors and financial institutions should consult their legal and/or financial advisors and/or the appropriate

		<p>regulators to determine the appropriate treatment of Certificates under any applicable risk-based capital or similar rules.</p> <ul style="list-style-type: none"> • Holders of Certificates may not receive definitive Certificates in certain circumstances and may need to purchase a principal amount of Certificates such that it holds an amount equal to one or more Denominations in order to receive definitive Certificates. <p>Investors may lose the value of their entire investment or part of it, as the case may be.</p>
--	--	--

Section E – Offer

Element	Title	
E.2b	Use of proceeds	The net proceeds from the issue of the Certificates will be on-lent by Natixis Structured Issuance SA to NATIXIS under the terms of the Loan Agreement and will be applied by NATIXIS for its general corporate purposes, affairs and business development.
E.3	Terms and conditions of the offer	<p>No Public Offer is being made or contemplated.</p> <p>The Issue Price of the Certificates is 100 % of their nominal amount.</p> <p>The total amount of the issue is at the Issue Date equal to EUR 1,000,000.</p> <p>The time period, including any possible amendments, during which the offer will be open and description of the application process: Not Applicable</p> <p>Details of the minimum and/or maximum amount of application and description of the application process: Not Applicable</p> <p>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable</p> <p>Details of method and time limits for paying up and delivering securities: Not Applicable</p> <p>Manner and date in which results of the offer are to be made public: Not Applicable</p> <p>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable</p> <p>Categories of potential investors to which the securities are offered: Not Applicable</p>

Element	Title	
		<p>Whether tranche(s) have been reserved for certain countries: Not Applicable</p> <p>Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Not Applicable</p> <p>Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable</p> <p>Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Not Applicable</p>
E.4	Interest of natural and legal persons involved in the issue/offer	<p>The relevant Dealers may be paid fees in relation to any issue of Certificates under the Programme. Any such 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, the Guarantor and/or their affiliates in the ordinary course of business.</p> <p>Various entities within the Issuer's group (including the Issuer and the Guarantor) and affiliates may undertake different roles in connection with the Certificates, including Issuer of the Certificates, Calculation Agent of the Certificates, issuer, sponsor or calculation agent of the Underlying Reference(s) and may also engage in trading activities (including hedging activities) relating to the Underlying Reference and other instruments or derivative products based on or relating to the Underlying Reference which may give rise to potential conflicts of interest.</p> <p>The Calculation Agent may be an affiliate of the Issuer and/or the Guarantor and potential conflicts of interest may exist between the Calculation Agent and holders of the Certificates.</p> <p>The Issuer and/or the Guarantor and their affiliates may also issue other derivative instruments in respect of the Underlying Reference and may act as underwriter in connection with future offerings of shares or other securities relating to an issue of Certificates or may act as financial adviser to certain companies or companies whose shares or other securities are included in a basket or in a commercial banking capacity for such companies.</p> <p>Other than as mentioned above, so far as the Issuer is aware, no person involved in the issue of the Certificates has an interest material to the offer,</p>

Element	Title	
		including conflicting interests.
E.7	Expenses charged to the investor by the Issuer or an Authorised Offeror	Not Applicable