FINAL VERSION APPROVED BY THE ISSUER

Final Terms dated 31 October 2017



Euro 10,000,000,000

Debt Issuance Programme

SERIES NO: 3604

TRANCHE NO: 1

Issue of up to €100,000,000 Certificates Linked to a Basket of Shares due November 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 22 June 2017 and the supplements to the Base Prospectus dated 11 August 2017 and 2 October 2017 (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. 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:	3604
	(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	Specifie	ed Currency or Currencies:	Euro ("EUR")
	CNY N	otes:	Not Applicable
3	Aggrega	ate Nominal Amount:	
	(i)	Series:	Up to EUR 100,000,000 (being the equivalent of 100,000 Certificates), of which EUR 1,000,000 (being the equivalent of 1,000 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 1,000,000 (being the equivalent of 1,000 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:	1 November 2017
	(ii)	Interest Commencement Date:	the Issue Date
7	Maturity	y Date:	1 November 2019

Equity Linked Interest

8

Interest Basis:

			(further particulars specified below)
9	Redemption/Payment Basis:		Equity Linked Redemption
			(further particulars specified below)
10	(i) Change of Interest Basis:		Not Applicable
	(ii) Inte	erest Basis Switch:	Not Applicable
11	Tax Gross-up (Condition 8):		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 (Condition 5(j)): TARGET

Date of the corporate authorisations for issuance of the Notes:

Authorisation of the Board of Directors of NATIXIS Structured Issuance SA passed on 14 September 2017

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(e):

Domino Phoenix

(further particulars are specified in the Annex to these

Final Terms)

(i) Interest provisions: Applicable

(further particulars are specified in the Annex to these

Final Terms)

OTHER PROVISIONS RELATING TO STRUCTURED NOTES

20 Provisions applicable to Equity Linked Notes Not Applicable (single share):

21 Provisions applicable to Index Linked Notes Not Applicable (single index):

Provisions applicable to Equity Linked Notes Applicable (basket of shares):

(i) Company(ies): See table set forth in the Annex hereto under

Underlying

(ii) Share(s): See table set forth in Annex hereto under ISIN

(iii) Basket: Set forth in Annex hereto under Selection

(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: Four (4)

(x) Additional New Shares Conditions: Not Applicable

(xi) Additional Substitute Share Not Applicable

Conditions:

(xii) Initial Price: Set forth in Annex hereto under Reference Price.

(xiii) Barrier Price: See H(t) in the Annex hereto

(xiv) Share Performance: See the Annex hereto

(xv) Knock-in Event: Means that the Price (set forth in Annex hereto) of any

Share comprising the Basket on any Knock-in Determination Day is "less than" its respective Knock-

in Price.

a. Knock-in Price: Set forth in Annex hereto under B

b. Knock-in Period Beginning The Final Valuation Date scheduled to occur on 25

Applicable

Date: October 2019

c. Knock-in Period Beginning

Date Scheduled Trading Day

Convention:

d. Knock-in Period Ending Date: The Final Valuation Date scheduled to occur on 25

October 2019

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: Means that the Price (set forth in Annex hereto) of a

number of Shares equal to the Automatic Early Redemption Number of Shares on any Automatic Early Redemption Valuation Date is "greater than or equal to" its respective Automatic Early Redemption

Price.

(a) Automatic Early See definition in Condition 19

Redemption Amount:

(b) Automatic Early
Redemption Date(s): Means each Payment Date set forth in Annex hereto,

except the last Payment Date.

(c) Automatic Early Set forth in Annex hereto under R(t)

Redemption Price:

(d) Automatic Early
Redemption Rate: See "Elements for calculation of the Automatic Early

Redemption Amount" set forth in Annex hereto

(e) Automatic Early

Date(s):

Redemption Valuation Means each Valuation Date set forth in Annex hereto,

except the Final Valuation Date.

(f) Automatic Early

Redemption Averaging

Dates:

Not Applicable

(g) Automatic Early

Redemption Observation

Period(s):

Not Applicable

(h) Automatic Early

Redemption Number of

Shares:

See paragraph 22 (ix) above

(xviii) Range Accrual: Not Applicable

(xix) Strike Date: 6 November 2017

(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): Two (2) Scheduled Trading Days

(xxiv) Valuation Time: Not Applicable

(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
Noteholder in respect of a
Note:

EUR 0.00 (zero)

(b) Maximum nominal amount potentially payable to a Noteholder in respect of a Note:

EUR 1,000

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))):
- (iii) Unmatured Coupons to become void Yes 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

Early Redemption Amount (to be calculated Not Applicable in accordance with Condition 25):

47 Warrant Early Termination Event: Not Applicable

PROVISIONS RELATING TO REDEMPTION OF PREFERENCE SHARE LINKED NOTES

Yes

- 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 Additional Not Applicable 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 Notes: The Certificates are Italian Clearing System

Dematerialised Notes

Condition 6(i) will apply to the Certificates.

New Global Note: No

Additional Business Day Jurisdiction(s) Not Applicable

(Condition 7(j)) or other special provisions

relating to Payment Dates:

Talons for future Coupons or Receipts to be No

attached to Definitive Notes (and dates on

which such Talons mature):

55 Redenomination, renominalisation and Not Applicable

reconventioning provisions:

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 Not Applicable

of Managers and underwriting

commitments:

(i) Date of Subscription Agreement: Not Applicable

(ii) Stabilisation Manager(s) (if any): Not Applicable

If non-syndicated, name and address of

Dealer:

60

The following Dealer is subscribing the Notes:

Natixis, 47 quai d'Austerlitz, 75013 Paris, France

Name and address of additional agents <u>Calculation Agent:</u>

appointed in respect of the Notes:

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

The aggregate principal amount of Notes Not Applicable issued has been translated into Euro at the

rate of $[\bullet]$ = Euro $[\bullet]$ producing a sum of:

65 Applicable TEFRA exemption: Not Applicable

Additional U.S. federal income tax The Notes are not Specified Notes (as defined in the considerations:

Base Prospectus) for the purpose of Section 871(m) of

the U.S. Internal Revenue Code of 1986.

FINAL VERSION APPROVED BY THE ISSUER

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 EUR TBC/FO

admission to trading:

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

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 Estimated total expenses.

(iii) Estimated total expenses: See above the "Estimate of total expenses related to

admission to trading"

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 Price of such 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:

See the relevant Bloomberg page of the Underlying as stated in the Annex

Where the underlying is a security:

Applicable

(i) the name of the issuer of the security:

See table set forth in Annex hereto under Underlying

(ii) the ISIN (International Security Identification Number) or other such security identification code:

See the Annex hereto

Where the underlying is an index:

Not Applicable

(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: IT0006739616

Common Code: 170954971

Depositaries:

(i) Euroclear France to act as Central No

Depositary:

(ii) Common Depositary for Euroclear Yes

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 See paragraph 61 of Part A above

Agents appointed in respect of the

BNP Paribas Securities Services, Milan Branch (the

Notes (if any):

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 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 Date means :

t Valuation Dates / Automatic Early Redemption V Date (t)	
1	27 November 2017
2	27 December 2017
3	25 January 2018
4	26 February 2018
5	26 March 2018
6	25 April 2018
7	25 May 2018
8	25 June 2018
9	25 July 2018
10	27 August 2018
11	25 September 2018
12	25 October 2018
13	26 November 2018
14	27 December 2018
15	25 January 2019
16	25 February 2019
17	25 March 2019
18	25 April 2019
19	27 May 2019
20	25 June 2019

21	25 July 2019
22	26 August 2019
23	25 September 2019
24	25 October 2019

Payment Dates / Automatic Early Redemption Dates means :

t	Payment Dates / Automatic Early Redemption Dates (t)	
1	04 December 2017	
2	04 January 2018	
3	01 February 2018	
4	05 March 2018	
5	03 April 2018	
6	02 May 2018	
7	01 June 2018	
8	02 July 2018	
9	01 August 2018	
10	03 September 2018	
11	02 October 2018	
12	01 November 2018	
13	03 December 2018	
14	04 January 2019	
15	01 February 2019	
16	04 March 2019	
17	01 April 2019	
18	02 May 2019	
19	03 June 2019	
20	02 July 2019	
21	01 August 2019	
22	02 September 2019	
23	02 October 2019	
24	01 November 2019	

Observation Dates is Not Applicable.

Selection means:

i	Share	Bloomberg Code	ISIN Code
1	E.ON SE	EOAN GY	DE000ENAG999
2	Telefonica SA	TEF SM	ES0178430E18
3	Credite Agricole SA	ACA FP	FR0000045072
4	Nokia Oyj	NOKIA FH	FI0009000681

Reference Price(i) means Initial Level

Index	Reference Price
i = 1	See definition of Initial Price in Condition 19 of the Issuer's
1 – 1	Base Prospectus
i = 2	See definition of Initial Price in Condition 19 of the Issuer's
1 = 2	Base Prospectus
: _ 2	See definition of Initial Price in Condition 19 of the Issuer's
i = 3	Base Prospectus
i = 4	See definition of Initial Price in Condition 19 of the Issuer's
1 = 4	Base Prospectus

Memory Effect is Not Applicable.

Price means for each Underlying indexed "i", the Final Price.

Average Observation Dates Set is Not Applicable.
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.

Domino Phoenix

Elements for calculation of the Coupon:

Coupon₁(\mathbf{t}) = 0%, for all Valuation Dates.

Coupon₂(t) = 0.25%.

H(t) = 75%.

IndivPerf (i,t) means, for each Valuation Date indexed "t", "t" ranging from 1 to 24, 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 24, the *Price* of the Underlying indexed "i", "i" ranging from 1 to 4, on this Valuation Date.

Elements for calculation of the Automatic Early Redemption Amount:

R(t) means, for each Valuation Date indexed "t", "t" ranging from 1 to 24:

t	R(t)
1	Not Applicable
2	Not Applicable
3	Not Applicable
4	Not Applicable
5	Not Applicable
6	100.00%
7	100.00%
8	100.00%
9	100.00%
10	100.00%
11	100.00%
12	100.00%
13	100.00%
14	100.00%
15	100.00%
16	100.00%
17	100.00%
18	100.00%
19	100.00%
20	100.00%
21	100.00%
22	100.00%
23	100.00%
24	Not Applicable

 $BasketPerf_2(t)$ means, for each Valuation Date indexed "t", "t" ranging from 1 to 24, the *Local Performance* formula.

The Local Performance formula means, for each Valuation Date indexed "t", "t" ranging from 1 to 24,

the WorstOf formula.

In the *WorstOf* formula, *IndivPerf(i,t)* means, for each Valuation Date indexed "t", "t" ranging from 1 to 24, 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 24, the *Price* of the Underlying indexed "i", "i" ranging from 1 to 4, on this Valuation Date.

Coupon₃(t) = 0%.

 $\mathbf{H}_2(\mathbf{t})$ is Not Applicable.

BasketPerf₃(t) is Not Applicable.

Elements for calculation of the Final Redemption Amount:

C is Not Applicable.

n is Not applicable.

Coupon₄ = 0%.

Coupon₅ = 0%.

H₃ is Not Applicable.

G = 100%.

 $G_5 = 0\%$.

Cap = 100%.

Cap₅ is Not Applicable.

Floor = 0%.

Floor₅ is Not Applicable.

K = 100%.

K₅ is Not Applicable.

 $\mathbf{B} = 65\%$.

BIndiv is Not Applicable.

GlobalFloor = 0%.

BasketPerf5(T), BasketPerf6(T) mean, for the Valuation Date indexed t = 24, the **Local Performance** formula:

The *Local Performance* formula means, for the Valuation Date indexed t = 24, the *Worst Of* formula.

In *Worst Of* formula, IndivPerf (i,t) means, for the Valuation Date indexed t = 24, the *European Individual Performance* formula.

In each *European Individual Performance* formula, Price(i, t) means, for the Valuation Date indexed t = 24, the *Price* of the Underlying indexed "i", "i" ranging from 1 to 4, on this Valuation Date.

BasketPerf7(T) is Not Applicable.

BasketPerf8(T) is Not Applicable.