

## NOTICE TO THE NOTEHOLDERS



**Legal entity identifier (LEI): 549300YZ10WOWPBDW20**

**Euro 20,000,000,000**

**Debt Issuance Programme**

**SERIES NO: 5321**

**TRANCHE NO: 1**

**Issue Up to EUR 100,000,000 Certificates linked to a Basket of Shares due May 2023 (the Certificates)**

**Unconditionally and irrevocably guaranteed by NATIXIS**

**Under the €20,000,000,000**

**Debt Issuance Programme**

**Issued by Natixis Structured Issuance SA (the Issuer)**

**Natixis as Dealer**

The Issuer accepts the responsibility for the information contained in this notice.

The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this notice is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

The Issuer draws the attention to the Noteholders that save as disclosed in this notice, no other significant new factor, material or inaccuracy relating to information included in the Final Terms has arisen or been noted, as the case may be, since the publication of the Final Terms.

Unless the context otherwise requires, terms defined in the Final Terms shall have the same meaning when used in this notice.

**The Final Terms are laying out as following:**

<b>PART A – CONTRACTUAL TERMS</b>																									
58. Terms and Conditions of the Offer:	<table border="1"><thead><tr><th><b>t</b></th><th><b>Record Dates</b></th></tr></thead><tbody><tr><td><b><u>1</u></b></td><td>21 August 2018</td></tr><tr><td><b><u>1</u></b></td><td>21 November 2018</td></tr><tr><td><b><u>2</u></b></td><td>21 February 2019</td></tr><tr><td><b><u>3</u></b></td><td>21 May 2019</td></tr><tr><td><b><u>4</u></b></td><td>21 August 2019</td></tr><tr><td><b><u>5</u></b></td><td>21 November 2019</td></tr><tr><td><b><u>6</u></b></td><td><b><u>21 February 2020</u></b></td></tr><tr><td><b><u>7</u></b></td><td><b><u>21 February 2020</u></b></td></tr><tr><td><b><u>8</u></b></td><td>21 May 2020</td></tr><tr><td><b><u>9</u></b></td><td>21 August 2020</td></tr><tr><td><b><u>10</u></b></td><td>20 November 2020</td></tr></tbody></table>	<b>t</b>	<b>Record Dates</b>	<b><u>1</u></b>	21 August 2018	<b><u>1</u></b>	21 November 2018	<b><u>2</u></b>	21 February 2019	<b><u>3</u></b>	21 May 2019	<b><u>4</u></b>	21 August 2019	<b><u>5</u></b>	21 November 2019	<b><u>6</u></b>	<b><u>21 February 2020</u></b>	<b><u>7</u></b>	<b><u>21 February 2020</u></b>	<b><u>8</u></b>	21 May 2020	<b><u>9</u></b>	21 August 2020	<b><u>10</u></b>	20 November 2020
	<b>t</b>	<b>Record Dates</b>																							
	<b><u>1</u></b>	21 August 2018																							
	<b><u>1</u></b>	21 November 2018																							
	<b><u>2</u></b>	21 February 2019																							
	<b><u>3</u></b>	21 May 2019																							
	<b><u>4</u></b>	21 August 2019																							
	<b><u>5</u></b>	21 November 2019																							
	<b><u>6</u></b>	<b><u>21 February 2020</u></b>																							
	<b><u>7</u></b>	<b><u>21 February 2020</u></b>																							
	<b><u>8</u></b>	21 May 2020																							
	<b><u>9</u></b>	21 August 2020																							
<b><u>10</u></b>	20 November 2020																								

	<b><u>11</u></b>	19 February 2021
	<b><u>12</u></b>	21 May 2021
	<b><u>13</u></b>	20 August 2021
	<b><u>14</u></b>	19 November 2021
	<b><u>15</u></b>	21 February 2022
	<b><u>16</u></b>	20 May 2022
	<b><u>17</u></b>	19 August 2022
	<b><u>18</u></b>	21 November 2022
	<b><u>19</u></b>	21 February 2023

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

<b>Selection</b> means :	<b>i</b>	<b>Underlying</b>	<b>ISIN Code</b>	<b>Bloomberg Code</b>	<b>Weighting “W<sub>i</sub>”</b>
	1	<b><u>RHEINMETAL AG</u></b>	DE0007030009	RHM GY	100%
	2	FAURECIA (ex Bertrand Faure)	FR0000121147	EO FP	100%
	3	LVMH MOET HENNESSY LOU VUITTON	FR0000121014	MC FP	100%

Further to this Notice and due to a manifest error, the Issuer hereby informs the Noteholders that the Final Terms are now amended as follows:

<b>PART A – CONTRACTUAL TERMS</b>																													
58. Terms and Conditions of the Offer:	<table border="1"> <thead> <tr> <th><b>t</b></th> <th><b>Record Dates</b></th> </tr> </thead> <tbody> <tr> <td>1</td> <td>21 August 2018</td> </tr> <tr> <td>2</td> <td>21 November 2018</td> </tr> <tr> <td>3</td> <td>21 February 2019</td> </tr> <tr> <td>4</td> <td>21 May 2019</td> </tr> <tr> <td>5</td> <td>21 August 2019</td> </tr> <tr> <td>6</td> <td>21 November 2019</td> </tr> <tr> <td>7</td> <td><b><u>21 February 2020</u></b></td> </tr> <tr> <td>8</td> <td>21 May 2020</td> </tr> <tr> <td>9</td> <td>21 August 2020</td> </tr> <tr> <td>10</td> <td>20 November 2020</td> </tr> <tr> <td>11</td> <td>19 February 2021</td> </tr> <tr> <td>12</td> <td>21 May 2021</td> </tr> <tr> <td>13</td> <td>20 August 2021</td> </tr> </tbody> </table>	<b>t</b>	<b>Record Dates</b>	1	21 August 2018	2	21 November 2018	3	21 February 2019	4	21 May 2019	5	21 August 2019	6	21 November 2019	7	<b><u>21 February 2020</u></b>	8	21 May 2020	9	21 August 2020	10	20 November 2020	11	19 February 2021	12	21 May 2021	13	20 August 2021
	<b>t</b>	<b>Record Dates</b>																											
	1	21 August 2018																											
	2	21 November 2018																											
	3	21 February 2019																											
	4	21 May 2019																											
	5	21 August 2019																											
	6	21 November 2019																											
	7	<b><u>21 February 2020</u></b>																											
	8	21 May 2020																											
	9	21 August 2020																											
	10	20 November 2020																											
	11	19 February 2021																											
	12	21 May 2021																											
13	20 August 2021																												

	14	19 November 2021
	15	21 February 2022
	16	20 May 2022
	17	19 August 2022
	18	21 November 2022
	19	21 February 2023

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

<b>Selection</b> means :	<b>i</b>	<b>Underlying</b>	<b>ISIN Code</b>	<b>Bloomberg Code</b>	<b>Weighting “W<sub>i</sub>”</b>
	1	<b><u>RHEINMETALL</u></b> <b><u>AG</u></b>	DE0007030009	RHM GY	100%
	2	FAURECIA (ex Bertrand Faure)	FR0000121147	EO FP	100%
	3	LVMH MOET HENNESSY LOU VUITTON	FR0000121014	MC FP	100%

All other terms and conditions of the Final Terms remain unchanged.

On behalf of the Issuer, **NATIXIS Structured Issuance SA**

Dated 23 May 2018

**FINAL VERSION APPROVED BY THE ISSUER**