

**MIFID II product governance / Retail investors, professional investors and ECPs – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in MiFID II; (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice, portfolio management, non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. The product is incompatible for any client outside the positive target market identified above. Any person subsequently offering, selling or recommending the Notes (a distributor) should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.**

**FINAL VERSION APPROVED BY THE ISSUER**

**Final Terms dated 16 September 2019**



**Natixis Structured Issuance SA**

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

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

**Debt Issuance Programme**

**SERIES NO: 6654**

**TRANCHE NO: 1**

**Issue of up to EUR 100,000,000 Certificates linked to a Basket of Indexes due September 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**

## 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 24 April 2019 and the supplement to the Base Prospectus dated 22 May 2019 and 14 August 2019 (the Base Prospectus) which constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended or superseded (the Prospectus Directive). This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus is available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) 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](http://www.borsaitaliana.com)) (upon listing).

1	(i)	Series Number:	6654
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series with the Existing Notes:	Not Applicable
2		Specified Currency or Currencies:	Euro (“ <b>EUR</b> ”)
		CNY Notes:	Not Applicable
3		Aggregate Nominal Amount:	
	(i)	Series:	Up to EUR 100,000,000 (being the equivalent of 100,000 Certificates), of which EUR 3,000,000 (being the equivalent of 3,000 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 3,000,000 (being the equivalent of 3,000 Certificates) are issued on the Issue Date
4		Issue Price:	EUR 1,000
5	(i)	Specified Denomination:	EUR 1,000
	(ii)	Calculation Amount:	EUR 1,000
6	(i)	Issue Date:	18 September 2019
	(ii)	Interest Commencement Date:	Not Applicable
	(iii)	Trade Date:	5 September 2019
7		Maturity Date:	27 September 2023, subject to the Business Day Convention specified in 13(ii) below.
8		Interest Basis:	Equity Linked Interest <i>(further particulars specified below)</i>
9		Redemption/Payment Basis:	Equity Linked Redemption

(further particulars specified below)

- 10 (i) Change of Interest Basis: Not Applicable
- (ii) Interest Basis Switch: Not Applicable
- 11 Tax Gross-up (*Condition 8 (Taxation) of the Terms and Conditions of the English Law Notes and Condition 8 (Taxation) of the Terms and Conditions of the French Law Notes*): 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 (*Condition 5(k) of the Terms and Conditions of the English Law Notes and Condition 5(k) of the Terms and Conditions of the French Law Notes*): TARGET2
- 14 Date of the corporate authorisations for issuance of the Notes: Authorisation of the Board of Directors of NATIXIS Structured Issuance SA passed on 10 September 2019
- 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: Applicable
- (i) Interest Rate (including Interest Rate on overdue amounts after Maturity Date or date set for early redemption): 3.00 per cent. Interest Rate, subject to paragraph 16 (iv) below
- (ii) Interest Period Date: Not Applicable
- (iii) Interest Period Date Business Day Convention: Not Applicable
- (iv) Interest Payment Dates:

t	Interest Payment Date (t)
1	27 March 2020
2	29 September 2020
3	29 March 2021
4	29 September 2021
5	29 March 2022
6	28 September 2022
7	29 March 2023
8	the Maturity Date

adjusted in accordance with the Business Day Convention (as defined in paragraph 13(ii) above), but without adjustment to the Fixed Interest Amount.

- (v) First Interest Payment Date: Not Applicable

(vi) Fixed Interest Amount:

a) If on the Valuation Date preceding the relevant Interest Payment Date, the Final Level of the Highest Performing Index is **lower than or equal** to its respective Barrier Level:

**Calculation Amount x (3.00% x n) – Memory  
Coupon Amount**

OR (but not and)

b) If on the Valuation Date preceding the relevant Interest Payment Date, the Final Level of the Highest Performing Index is strictly greater than its respective Barrier Level: EUR zero (0.00), i.e. no Fixed Interest Amount shall be paid.

With:

“**n**” shall be ranked from 1 to 8 in respect of each Interest Payment Date, where the first Interest Payment Date is ranked “n=1” and the last Interest Payment Date (i.e. the Maturity Date) is ranked “n=8” ; and

“**Memory Coupon Amount**” means, in respect of any Interest Payment Date, the sum of the Fixed Interest Amount(s) paid on each of the previous Interest Payment Date(s).

For the avoidance of doubt, following an Automatic Early Redemption Event, the Fixed Interest Amount will be paid on the Interest Payment Date immediately following the relevant Automatic Early Redemption Valuation Date. No further Fixed Interest Amount will be paid following such Automatic Early Redemption Event.

**Split of Interest :**

If on the Valuation Date immediately preceding the relevant Interest Payment Date, the Final Price of the Highest Performing Share in respect of such Valuation Date is greater than or equal to its respective Barrier Price, the interest rate will be equal to: 3.00%, subject to the Memory Coupon Amount provisions specified above.

For tax purposes such interest rate will be split into two components:

- 0.00% is the interest component;
- 3.00%, or such higher rate as per the Memory Coupon Amount provisions, as the case may be, is the option premium component

(iv) Broken Amount:

Not Applicable

(v) Determination Dates:

Not Applicable

17	Floating Rate Note Provisions:	Not Applicable
18	Zero Coupon Note Provisions:	Not Applicable
19	Structured Note Provisions:	Not 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):	Not Applicable
23	Provisions applicable to Index Linked Notes (basket of indices):	Applicable
(i)	Index:	See table set forth in Annex hereto
(ii)	Weighting:	See table set forth in Annex hereto
(iii)	Basket:	See table set forth in Annex hereto
(iv)	Website containing a description of the Index (only relevant for proprietary Indices):	Not Applicable
(v)	Index Sponsor:	See table set forth in Annex hereto
(vi)	Index Calculation Agent:	Not Applicable
(vii)	Exchange(s):	See definition in Condition 21(a)(A)
(viii)	Related Exchange(s):	See definition in Condition 21(a)(A)
(ix)	Separate Valuation:	Applicable
(x)	Initial Level:	Level on Strike Date
(xi)	Initial Level Observation Period:	Not Applicable
(xii)	Initial Level Observation Date(s):	Not Applicable
(xiii)	Barrier Level:	In respect of any Index, 110.00% of the Initial Level
(xiv)	Index Performance:	In respect of any Index, a rate determined by the Calculation Agent in accordance with the following formula:  $P_i = \frac{Final\ Level(i)}{Initial\ Level(i)}$ With i = 1 to 5
(xv)	Basket Performance:	Not Applicable
(xvi)	Knock-in Event:	"greater than"

- (a) Knock-in Index: The Highest Performing Index as determined by the Calculation Agent on any Knock-in Determination Day
- (b) Knock-in Level: In respect of any Index, 120.00% of the Initial Level
- (c) Knock-in Number of Indices: See definition in Condition 21(d)(A)
- (d) Knock-in Period Beginning Date: The Final Valuation Date
- (e) Knock-in Period Beginning Date Scheduled Trading Day Convention: Applicable
- (f) Knock-in Period Ending Date: The Final Valuation Date
- (g) Knock-in Period Ending Date Scheduled Trading Day Convention: Applicable
- (h) Knock-in Valuation Time: See definition in Condition 21(d)(A)
- (xvii) Knock-out Event: Not Applicable
- (xviii) Automatic Early Redemption Event: "lower than or equal to"

(a) Automatic Early Redemption Amount: See definition in Condition 21(e)(B)

(b) Automatic Early Redemption Date(s):

<b>t</b>	<b>Automatic Early Redemption Date(s) (t)</b>
2	29 September 2020
3	29 March 2021
4	29 September 2021
5	29 March 2022
6	28 September 2022
7	29 March 2023

(c) Automatic Early Redemption Level: In respect of any Index and any Automatic Early Redemption Valuation Date: 100.00% of the Initial Level

(d) Automatic Early Redemption Number of Indices: Five (5)

(e) Automatic Early Redemption Rate: In respect of any Index and any Automatic Early Redemption Rate: 100.00%

(f) Automatic Early Redemption Valuation Date(s):

<b>t</b>	<b>Automatic Early Redemption Valuation Date(s) (t)</b>
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2	18 September 2020
3	18 March 2021
4	20 September 2021
5	18 March 2022
6	19 September 2022
7	20 March 2023

	(g) Automatic Early Redemption Averaging Dates:	Not Applicable																		
	(h) Automatic Early Redemption Observation Period(s):	Not Applicable																		
	(xix) Range Accrual:	Not Applicable																		
	(xx) Strike Date:	18 September 2019																		
	(xxi) Observation Period(s):	Not Applicable																		
	(xxii) Averaging Dates:	Not Applicable																		
	(xxiii) Valuation Date(s):	<table border="1"> <thead> <tr> <th>t</th> <th>Valuation Dates (t)</th> </tr> </thead> <tbody> <tr><td>1</td><td>18 March 2020</td></tr> <tr><td>2</td><td>18 September 2020</td></tr> <tr><td>3</td><td>18 March 2021</td></tr> <tr><td>4</td><td>20 September 2021</td></tr> <tr><td>5</td><td>18 March 2022</td></tr> <tr><td>6</td><td>19 September 2022</td></tr> <tr><td>7</td><td>20 March 2023</td></tr> <tr><td>8</td><td>18 September 2023 (the "Final Valuation Date")</td></tr> </tbody> </table>	t	Valuation Dates (t)	1	18 March 2020	2	18 September 2020	3	18 March 2021	4	20 September 2021	5	18 March 2022	6	19 September 2022	7	20 March 2023	8	18 September 2023 (the "Final Valuation Date")
t	Valuation Dates (t)																			
1	18 March 2020																			
2	18 September 2020																			
3	18 March 2021																			
4	20 September 2021																			
5	18 March 2022																			
6	19 September 2022																			
7	20 March 2023																			
8	18 September 2023 (the "Final Valuation Date")																			
	(xxiv) Specific Number(s):	Seven (7) Scheduled Trading Days																		
	(xxv) Valuation Time:	See definition in Condition 21(a)(B) and 21(a)(C)																		
	(xxvi) Redemption by Physical Delivery:	Not Applicable																		
	(xxvii) Exchange Rate:	Not Applicable																		
	(xxviii) Monetisation:	Not Applicable																		
	(xxix) Change in Law:	Applicable																		
	(xxx) Hedging Disruption:	Not Applicable																		
	(xxxi) Increased Cost of Hedging:	Not Applicable																		
	(xxxii) Early Redemption:	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 Contracts):	Not Applicable
31	Provisions applicable to Credit Linked Notes:	Not Applicable
32	Provisions applicable to Bond Linked Notes:	Not Applicable
33	Provisions applicable to Currency Linked Notes:	Not Applicable
34	Provisions applicable to Inflation Linked Notes:	Not Applicable
35	Provisions applicable to Warrant Linked Notes	Not Applicable
36	Provisions applicable to Preference Share Linked Notes	Not Applicable
37	Provisions applicable to Rate Linked Notes:	Not Applicable
38	Provisions applicable to Physical Delivery Notes:	Not Applicable
39	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**

40	Redemption at the Option of the Issuer:	Not Applicable
41	Redemption at the Option of Noteholders:	Not Applicable
42	Final Redemption Amount of each Note:	
	(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:	A) If the Final Level of the <b>Highest Performing Index</b> on the Final Valuation Date is <b>lower than or equal to its Initial Level</b> , then the Final Redemption Amount per Note shall be an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula:



Calculation Amount x 100.00%

**OR (but not and)**

B) If the Final Level of the **Highest Performing Index** on the Final Valuation Date is **greater than its Initial Level but the Knock-in Event has not occurred**, then the Final Redemption Amount per Note shall be an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula:

Calculation Amount x 100.00%

OR (but not and)

C) If the Final Level of the **Highest Performing Index** on the Final Valuation Date is **greater than its Initial Level and the Knock-in Event has occurred**, then the Final Redemption Amount per Note shall be an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula:

Calculation Amount x (100.00% - P)

Where

$P = 100\% \times \text{Max}(\text{Min}(\text{Final Performance} - 100\%; 100\%); 0)$

“**Final Performance**” means the Index Performance of the Highest Performing Index as determined by the Calculation Agent on the Final Valuation Date as of the Valuation Time.

- |       |  |                 |
|-------|--|-----------------|
| (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:  | 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       |

**PROVISIONS RELATING TO EARLY REDEMPTION**

43 Early Redemption Amount

- |       |   |                                   |
|-------|---|-----------------------------------|
| (i)   | <p>Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (<i>Condition Erreur ! Source du renvoi introuvable.</i>),6(b) if applicable, or upon the occurrence of an Event of Default (<i>Condition Erreur ! Source du renvoi introuvable.</i>)<sup>10</sup> of the Terms and Conditions of the English Law Notes and Condition 10 of the Terms and Conditions of the French Law Notes) or an Illegality Event (<i>Condition Erreur ! Source du renvoi introuvable.</i>):6(c) of the Terms and Conditions of the English Law Notes and Condition 6(c) of the Terms and Conditions of the French Law Notes):</p> | As specified under Condition 5(k) |
| (ii)  | <p>Redemption for taxation reasons permitted on any day (including days other than Interest Payment Dates (<i>Condition 6(b) of the Terms and Conditions of the English Law Notes and Condition 6(b) of the Terms and Conditions of the French Law Notes</i>)):</p>   | Yes                               |
| (iii) | <p>Unmatured Coupons to become void upon early redemption (<i>Condition 7(g) of the Terms and Conditions of the English Law Notes</i>):</p>   | Yes                               |
| (iv)  | <p>Redemption for illegality (<i>Condition 6(c) of the Terms and Conditions of the English Law Notes and Condition 6(c) of the Terms and Conditions of the French Law Notes</i>):</p>   | Hedging Arrangements: Applicable  |
| (v)   | <p>Redemption for Force Majeure Event and Significant Alteration Event (<i>Condition 6(m) of the Terms and Conditions of the English Law Notes and Condition 6(k) of the Terms and Conditions of the French Law Notes</i>):</p>   |                                   |

- |        |   |                |
|--------|---|----------------|
| (a)    | Force Majeure Event:  | Applicable     |
| (b)    | Significant Alteration Event:   | Not Applicable |
| (c)    | Protected Amount:   | Not Applicable |
| (vi)   | Early Redemption where Essential Trigger is specified as applicable in relation to Notes for which a Protected Amount is specified ( <i>Condition 6(n)(ii) of the Terms and Conditions of the English Law Notes and Condition 6(l)(ii) of the Terms and Conditions of the French Law Notes</i> ): | Not Applicable |
| (vii)  | Unwind Costs ( <i>Condition 5(k) of the Terms and Conditions of the English Law Notes and Condition 5(k) of the Terms and Conditions of the French Law Notes</i> ):   | Applicable     |
| (viii) | <i>Pro Rata Temporis</i> Reimbursement ( <i>Condition <b>Erreur ! Source du renvoi introuvable.</b>:5(k) of the Terms and Conditions of the English Law Notes and Condition 5(k) of the Terms and Conditions of the French Law Notes</i> ):   | Not Applicable |
| (ix)   | Essential Trigger ( <i>Condition <b>Erreur ! Source du renvoi introuvable.</b>: Essential Trigger (Condition 11 of the Terms and Conditions of the English Law Notes and Condition 14 of the Terms and Conditions of the French Law Notes</i> ):  | Not Applicable |
| (x)    | Fair Market Value Trigger Event ( <i>Condition 6(p) of the Terms and Conditions of the English Law Notes and Condition 6(n) of the Terms and Conditions of the French Law Notes</i> ):<br><br>Fair Market Value Trigger:  | Not Applicable |

#### PROVISIONS RELATING TO INSTALMENT REDEMPTION

- |    |                    |                |
|----|--------------------|----------------|
| 44 | Instalment Amount: | Not Applicable |
|----|--------------------|----------------|

45 Instalment Date(s): Not Applicable

**PROVISIONS RELATING TO REDEMPTION OF WARRANT LINKED NOTES**

46 Final Redemption Amount of each Note Not Applicable

47 Early Redemption Amount (to be calculated in accordance with Condition 26): Not Applicable

48 Warrant Early Termination Event Not Applicable

**PROVISIONS RELATING TO REDEMPTION OF PREFERENCE SHARE LINKED NOTES**

49 Redemption of Preference Share Linked Notes in accordance with Condition 36 Not Applicable

50 Early Redemption as a result of an Extraordinary Event: Not Applicable

51 Early Redemption as a result of an Additional Disruption Event: Not Applicable

52 Early Redemption as a result of a Preference Share Early Termination Event:

- Unwind Costs Not Applicable

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

53 Minimum Transferable Amount: EUR 1,000

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

54 Form of Notes: Italian Clearing System Dematerialised Notes  
Condition 6(i) will apply to the Certificates.

Temporary or permanent Global Note/  
Certificate (*in the case of Bearer Notes or Exchangeable Bearer Notes*): Not Applicable

New Global Note: No

Global Certificates (*Registered Notes only*): No

Registration Agent: Not Applicable

55 Additional Business Day Jurisdiction(s) Not Applicable  
(*Condition 7(i) of the Terms and Conditions of the English Law Notes and Condition 7(e) of the Terms and Conditions of the French Law Notes*) or other special provisions relating to Payment Dates:

56 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable

57	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
58	Consolidation provisions:	The provisions in Condition 13 apply
59	Dual Currency Note Provisions:	Not Applicable
60	Terms and Conditions of the Offer:	<p>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 the Issue Date. The notification of the invalidity of the placement of the Certificates will be published on the website of the Issuer (<a href="http://www.equitysolutions.natixis.com">www.equitysolutions.natixis.com</a>).</p>

The Final Valuation Date is scheduled to occur on 18 September 2023.

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 Final Valuation Date (i.e. 18 September 2023).

t	Record Dates
1	17 March 2020
2	17 September 2020
3	17 March 2021
4	17 September 2021
5	17 March 2022
6	16 September 2022
7	17 March 2023

## EU BENCHMARK REGULATION

EU Benchmark Regulation: Article 29(2) statement on benchmarks: Applicable: Amounts payable under the Notes are calculated by reference to S&P 500® Total Return, DAX 30®, DJ Euro STOXX 50® Total Return, NASDAQ 100® Index, FTSE 100 Total Return Index in GBP which are provided respectively by S&P Dow Jones Indices, Deutsche Borse, STOXX Limited, Nasdaq and FTSE International Limited.

As at the date of these Final Terms, S&P Dow Jones Indices, STOXX Limited, Nasdaq and FTSE International Limited are included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011).

As at the date of these Final Terms, Deutsche Borse is not included in the register of administrators and benchmarks established and maintained by the European Securities

and Markets Authority pursuant to article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011).

## DISTRIBUTION

61 (i) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable

(ii) Date of Subscription Agreement: Not Applicable

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

62 If non-syndicated, name and address of Dealer: Not Applicable

63 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.

**Issuing and Paying Agent :**

BNP Paribas Securities Services, Milan Branch (the Italian Paying Agent)

64 Total commission and concession: Not Applicable

65 Public Offer: Not Applicable

## GENERAL

66 Applicable TEFRA exemption: Not Applicable

67 Additional U.S. federal income tax considerations: The Notes are not Specified Notes (as defined in the Base Prospectus) for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.

68 *Masse* (Condition 11 of the Terms and Conditions of the French Law Notes): Not Applicable

69 Governing law: English law

## 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 multilateral trading facility” (the “SeDeX market”) organised and managed by Borsa Italiana S.p.A. on or before the Issue Date. |
| (iii) | Estimate of total expenses related to admission to trading: | EUR 3,000  |

### 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

An up-front commission could be paid up to 2.50% (all taxes included) of the Aggregate Nominal Amount. This commission can be paid either by an up- front fee or by an appropriate discount on the Issue Price.

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, as amended (2014/65/EU) (MiFID), or as otherwise may apply in any non-EEA jurisdictions.

### 5 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- |       |                           |  |
|-------|---------------------------|--|
| (i)   | Reasons for the issue:    | See “ <i>Use of Proceeds</i> ” section in the Base Prospectus                                    |
| (ii)  | Estimated net proceeds:   | The total net proceeds will be equal to the Issue Price applied to the Aggregate Nominal Amount. |
| (iii) | Estimated total expenses: | See above the “Estimate of total expenses related to admission to trading”                       |

### 6 Fixed Interest Rate Notes only – YIELD

Indication of yield: Not Applicable

### 7 Floating Rate Notes only – HISTORIC INTEREST RATES

Not Applicable

### 8 Structured Notes only – INFORMATION CONCERNING THE UNDERLYING

The exercise price or the final reference price of the underlying: Not Applicable

An indication where information about the past and the further performance of the underlying and its volatility can be obtained: Not Applicable

Where the underlying is a security: Not Applicable

(i) the name of the issuer of the security: Not Applicable

(ii) the ISIN (International Security Identification Number) or other such security identification code: Not Applicable

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:<sup>4</sup> 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:<sup>5</sup> 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: IT0006745571

Common Code: 205300813

Depositories:

(i) Euroclear France to act as Central Depository: No

(ii) Common Depository for Euroclear and Clearstream Yes

Any clearing system(s) other than Euroclear and Clearstream, 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

Not Applicable

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## ANNEX

Table

“Basket” means:

i	Index	Bloomberg Code	Type	Index Sponsor	Initial Level
1	S&P 500 Total Return®	SPXT	Single-Exchange	S&P Dow Jones Indices	Level on Strike Date
2	DAX 30®	DAX	Single-Exchange	Deutsche Borse	Level on Strike Date
3	Euro Stoxx 50 Total Return®	SX5T	Multi-Exchange	STOXX Limited	Level on Strike Date
4	NASDAQ 100 Index®	NDX	Single-Exchange	Nasdaq	Level on Strike Date
5	FTSE 100 Total Return Index in GBP	TUKXG	Single-Exchange	FTSE International Limited	Level on Strike Date