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 24 February 2020



Natixis Structured Issuance SA

Legal entity identifier (LEI): 549300YZ10WOWPBPDW20

Euro 20,000,000,000

Debt Issuance Programme

SERIES NO: 6761

TRANCHE NO: 1

Issue of up to EUR 100,000,000 Certificates linked to a Share in FIAT CHRYSLER AUTOMOBILES NV due 7 March 2025 (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 supplements to the Base Prospectus dated 22 May 2019, 14 August 2019, 3 October 2019, 19 November 2019, 31 December 2019 and 14 February 2020 (the Base Prospectus) which together constitute a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended or superseded (the **Prospectus Directive**).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) and copies may be obtained from NATIXIS, 47, quai d'Austerlitz, 75013 Paris, France.

1	(i)	Series Number:	6761
	(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: CNY Notes:		Euro ("EUR")
			Not Applicable
3	Aggregate Nominal Amount:		
	(i)	Series:	Up to EUR 100,000,000 (being the equivalent of 100,000 Certificates), of which EUR 1,500,000 (being the equivalent of 1,500 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 1,500,000 (being the equivalent of 1,500 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 (being the equivalent of 1 Certificate)
	(ii)	Calculation Amount:	EUR 1,000 (being the equivalent of 1 Certificate)
6	(i)	Issue Date:	26 February 2020
	(ii)	Interest Commencement Date:	Not Applicable
	(iii)	Trade Date:	14 February 2020
7	Maturity Date:		7 March 2025, subject to the Business Day Convention specified in 3(ii) below.
8	Interest Basis:		Not Applicable
9	Redemption/Payment Basis:		Equity Linked Redemption

(further particulars specified below)

10 (i) Change of Interest Basis: Not Applicable

> Interest Basis Switch: Not Applicable (ii)

11 Tax Gross-up (Condition 8 (Taxation) of the Applicable

> Terms and Conditions of the English Law Notes and Condition 8 (Taxation) of the Terms and Conditions of the French Law

Notes):

12 Put/Call Options: Not Applicable

13 (i) Day Count Fraction: Not Applicable

> (ii) **Business Day Convention:** Following Business Day Convention

(iii) Business Centre[s] (Condition 5(k)TARGET2

> of the Terms and Conditions of the English Law Notes and Condition 5(k) of the Terms and Conditions of

the French Law Notes):

14

issuance of the Notes

Date of the corporate authorisations for Authorisation of the Board of Directors of NATIXIS

Structured Issuance SA passed on 15 January 2020

15 Method of distribution: Non-syndicated

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

Fixed Interest Rate Note Provisions: 16 Not Applicable 17 Floating Rate Note Provisions: Not Applicable 18 Not Applicable Zero Coupon Note Provisions: 19 Structured Note Provisions: Not Applicable

OTHER PROVISIONS RELATING TO STRUCTURED NOTES

20 Provisions applicable to Equity Linked **Applicable** Notes (single share):

> (i) Company: FIAT CHRYSLER AUTOMOBILES NV

(ii) Share: ordinary share or stock (ISIN code

"NL0010877643" and Bloomberg code "FCA IM" as

of the Issue Date) in the capital of the Company

Exchange: (iii) See definition in Condition 18(a)

Related Exchange: See definition in Condition 18(a) (iv)

Initial Price: The prezzo di riferimento per such Share as determined (v)

by the Calculation Agent on the Strike Date as of the

Valuation Time on the relevant Exchange.

The prezzo di riferimento is defined in article 4.3.9 of Borsa Italiana Rules available on the website of Borsa Italiana (www.borsaitaliana.it).

(vi) Initial Price Observation Period: Not Applicable

(vii) Initial Price Observation Date(s): Not Applicable

(viii) Barrier Price: Not Applicable

(ix) Knock-in Event: "less than"

(a) Knock-in Price: Means 60.00% of the Initial Price

(b) Knock-in Period Beginning The Valuation Date

Date:

(c) Knock-in Period Beginning Applicable

Date Scheduled Trading

Day Convention:

(d) Knock-in Period Ending The Valuation Date

Date:

(e) Knock-in Period Ending Applicable

Date Scheduled Trading

Day Convention:

(f) Knock-in Valuation Time: See definition in Condition 18(d)(A)

(x) Knock-out Event: Not Applicable

(xi) Automatic Early Redemption Event: "greater than or equal to"

(a) Automatic Early See definition in Condition 18(e)(A)

Redemption Amount:

(b) Automatic Early Means each of the dates below:

Redemption Date(s):

t	Automatic Early Redemption
	Date
1.	Not Applicable
2.	Not Applicable
3.	Not Applicable
4.	9 March 2021
5.	4 June 2021
6.	6 September 2021
7.	7 December 2021
8.	9 March 2022
9.	6 June 2022
10.	6 September 2022
11.	7 December 2022
12.	8 March 2023
13.	6 June 2023
14.	6 September 2023
15.	6 December 2023
16.	6 March 2024
17.	5 June 2024
18.	4 September 2024
19.	5 December 2024

(c) Automatic Early Redemption Price:

Means the Initial Price

(d) Automatic Early Redemption Rate:

Means, in respect of any Automatic Early Valuation Date (t):

t	Automatic Early Redemption
	Rate
1.	Not Applicable
2.	Not Applicable
3.	Not Applicable
4.	108.40%
5.	110.50%
6.	112.60%
7.	114.70%
8.	116.80%
9.	118.90%
10.	121.00%
11.	123.10%
12.	125.20%
13.	127.30%
14.	129.40%
15.	131.50%
16.	133.60%
17.	135.70%
18.	137.80%
19.	139.90%

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

Means each of the dates below:

t	Automatic Early Redemption
	Valuation Date
1.	Not Applicable
2.	Not Applicable
3.	Not Applicable
4.	26 February 2021
5.	26 May 2021
6.	26 August 2021
7.	26 November 2021
8.	28 February 2022
9.	26 May 2022
10.	26 August 2022
11.	28 November 2022
12.	27 February 2023
13.	26 May 2023
14.	28 August 2023
15.	27 November 2023
16.	26 February 2024
17.	27 May 2024
18.	26 August 2024
19.	26 November 2024

(f) Automatic Early
Redemption Averaging
Dates:

Not Applicable

(g) Automatic Early
Redemption Observation
Period(s):

Not Applicable

(xii)	Range Accrual:	Not Applicable	
(xiii)	Strike Date:	26 February 2020	
(xiv)	Averaging Dates:	Not Applicable	
(xv)	Observation Period(s):	Not Applicable	
(xvi)	Valuation Date(s):	26 February 2025	
(xvii)	Specific Number(s):	Five (5) Scheduled Trading Days	
(xviii)	Valuation Time:	See definition in Condition 18(a)	
(xix)	Redemption by Physical Delivery:	Not Applicable	
(xx)	Minimum Percentage:	See definition in Condition 18(f)(C)(1)	
(xxi)	Exchange Rate:	Not Applicable	
(xxii)	Monetisation:	Applicable	
(xxiii)	Monetisation Formula:	Not Applicable	
(xxiv)	Monetisation Formula to yield no less than the amount of the Specified Denomination:	Not Applicable	
(xxv)	Change in Law:	Applicable	
(xxvi)	Increased Cost of Hedging:	Not Applicable	
(xxvii)	Increased Cost of Stock Borrow:	Not Applicable	
(xxviii)	Loss of Stock Borrow	Not Applicable	
(xxix)	Early Redemption:	Not Applicable	
Provisions applicable to Index Linked Notes Not Applicable (single index):			
	ions applicable to Equity Linked (basket of shares):	Not Applicable	
	tions applicable to Index Linked Notes of indices):	Not Applicable	
	ions applicable to Commodity Linked (single commodity):	Not Applicable	
	ions applicable to Commodity Linked (basket of commodities):	Not Applicable	
Provisions applicable to Fund Linked Notes (single fund):		Not Applicable	
	tions applicable to Fund Linked Notes et of funds):	Not Applicable	
Provis Notes:	ions applicable to Dividend Linked	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		
DROMEIONE DELATING TO DEDEMOTION OF NOTES OTHER				

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

42 Final Redemption Amount of each Note:

41

(i) Party responsible for calculating the Final Redemption Amount and the Early Redemption Amount (if not Calculation Agent):

Redemption at the Option of Noteholders:

Calculation Agent

Not Applicable

(ii) Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable:

A) If the Final Price of the Share on the Valuation Date is **greater than or equal to its respective Initial Price** 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 142.00%

OR (but not and)

B) If the Final Price of the Share on the Valuation Date is lower than its respective Initial Price but the Knock-

in Event <u>has not</u> 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 Price of the Share on the Valuation Date is lower than its respective Initial Price and the Knockin Event <u>has</u> 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% - P)

Where:

P = 100.00% x Max (100.00% - Share Performance; 0)

"Share Performance" means Final Price/Initial Price

"Final Price" means in respect of any Share, the *prezzo di riferimento* on the Exchange as determined by the Calculation Agent on the Valuation Date, as of the Valuation Time.

The *prezzo di riferimento* is defined in article 4.5.6 of Borsa Italiana Rules available on the website of Borsa Italiana (www.borsaitaliana.it)

(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 1,420.00

PROVISIONS RELATING TO EARLY REDEMPTION

43 Early Redemption Amount

(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (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), if applicable, or upon the occurrence of an Event of Default (Condition 10 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 (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):

As specified under Condition 5(j)

(ii) Redemption for taxation reasons permitted on any day (including days other than Interest Payment Dates (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)):

Yes

(iii) Unmatured Coupons to become void upon early redemption (Condition 7(g) of the Terms and Conditions of the English Law Notes)):

Not Applicable

(iv) Redemption for illegality (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 Note):

Hedging Arrangements: Applicable

- (v) Redemption for Force Majeure
 Event and Significant Alteration
 Event (Condition 6(m) of the
 Terms and Conditions of the
 English Law Notes and Conditions
 6(k) of the Terms and Conditions
 of the French Law Notes):
 - (a) Force Majeure Event: Applicable

(b) Significant Alteration Not Applicable Event:

(c) Protected Amount: Not Applicable

- (vi) Early Redemption where Essential Not Applicable
 Trigger is specified as applicable
 in relation to Notes for which a
 Protected Amount is specified
 (Condition 6(n)(ii) of the Terms
 and Conditions of the English Law
 Notes and Condition 6(1)(ii) of the
 Terms and Conditions of the
 French Law Notes):
- (vii) Unwind Costs (Condition 5(k) of Not Applicable the Terms and Conditions of the English Law Notes and Condition 5(k) of the Terms and Conditions of the French Law Notes):
- (viii) Pro Rata Temporis Not Applicable
 Reimbursement (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):
- (ix) Essential Trigger (Condition 11 of Not Applicable the Terms and Conditions of the English Law Notes and Condition 14 of the Terms and Conditions of the French Law Notes):
- (x) Fair Market Value Trigger Event Not Applicable (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):

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 Not Applicable calculated in accordance with Condition 26):

48 Warrant Early Termination Event Not Applicable

PROVISIONS RELATING TO REDEMPTION OF PREFERENCE SHARE LINKED NOTES

- 49 Redemption of Preference Share Linked Not Applicable Notes in accordance with Condition 36
- Early Redemption as a result of an Not Applicable Extraordinary Event:
- Early Redemption as a result of an Not Applicable Additional Disruption Event:
- 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):

New Global Note: No

Global Certificates (Registered Notes only): No

Registration Agent: Not Applicable

55 Additional Business Day Jurisdiction(s) (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:

Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):

Not Applicable

Not Applicable

Not Applicable

57 Redenomination, renominalisation 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: Not Applicable

EU BENCHMARK REGULATION

61 EU Benchmark Regulation: Article 29(2) Not Applicable statement on benchmarks:

DISTRIBUTION

62 (i) If syndicated, names and Not Applicable

addresses of Managers and

underwriting commitments:

(ii) Date of Subscription Agreement: Not Applicable

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

63 If non-syndicated, name and address of No

Dealer:

Not Applicable

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)

65 Total commission and concession: Not Applicable

66 Public Offer: Not Applicable

GENERAL

67 Applicable TEFRA exemption: Not Applicable

68 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.

69 Masse (Condition 11 of the Terms and

Conditions of the French Law Notes):

Not Applicable

70 Governing law: English law

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 400

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 OFFER

An up-front commission could be paid up to 4.50% (all taxes included) of the nominal. 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 II), 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 offer: See "Use of Proceeds" 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
The Final Price

of the underlying:

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 "FCA IM"

Where the underlying is a security:

Applicable

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

FIAT CHRYSLER AUTOMOBILES NV

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

NL0010877643

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:⁴ 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: IT0006746280

Common Code: 212484628

Depositaries:

(i) Euroclear France to act as Central No

Depositary:

(ii) Common Depositary for Euroclear Yes

and Clearstream

Any clearing system(s) other than Monte Titoli S.p.A., Piazza degli Affari 6, 20123

Euroclear and Clearstream, and the Milan, Italy

relevant identification number(s):

Delivery: Delivery against payment

Names and addresses of additional See paragraph 64 of Part A above

Agents appointed in respect of the

Notes (if any):

BNP Paribas Securities Services, Milan Branch (the

Italian Paying Agent)

11 POST-ISSUANCE INFORMATION CONCERNING THE UNDERLYING

Not Applicable