

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 17 August 2020



Natixis Structured Issuance SA

Legal entity identifier (LEI): 549300YZ10WOWPBDW20

Euro 20,000,000,000

Debt Issuance Programme

SERIES NO: 6865

TRANCHE NO: 1

Issue of up to EUR 100,000,000 Certificates linked to a Basket of Shares due 30 August 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 2020 (the **Base Prospectus**) and the supplements to it dated 24 June 2020 and 11 August 2020 which together constitute a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. 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. 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).

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|---|-------|--|--|
| 1 | (i) | Series Number: | 6865 |
| | (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 (“ EUR ”) |
| | | 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 5,000,000 (being the equivalent of 5,000 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 5,000,000 (being the equivalent of 5,000 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 (being the equivalent of 1 Certificate) |
| | (ii) | Calculation Amount: | EUR 1,000 (being the equivalent of 1 Certificate) |
| 6 | (i) | Issue Date: | 19 August 2020 |
| | (ii) | Interest Commencement Date: | Not Applicable |
| | (iii) | Trade Date: | 31 July 2020 |
| 7 | | Maturity Date: | 30 August 2023, subject to the Business Day Convention specified in 14(ii) below. |
| 8 | | Interest Basis: | As specified in paragraph 17 (Fixed Interest Rate Note Provisions) |

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| | | <i>(further particulars specified below)</i> |
| 9 | Redemption/Payment Basis: | As specified in paragraph 20 (Structured Note Provisions) |
| | | <i>(further particulars specified below)</i> |
| 10 | (i) Change of Interest Basis: | Not Applicable |
| | (ii) Interest Basis Switch: | Not Applicable |
| | (iii) Interest Rate on overdue amounts after Maturity Date or date set for early redemption: | As per paragraph 17(ii) |
| 11 | Partitioned Interest Notes: | Not Applicable |
| 12 | Tax Gross-up (<i>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</i>): | Applicable |
| 13 | Put/Call Options: | Not Applicable |
| 14 | (i) Day Count Fraction: | Not Applicable |
| | (ii) Business Day Convention: | Following Business Day Convention |
| | (iii) Business Centre[s] (<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>): | TARGET2 |
| 15 | Corporate authorisations for issuance of the Notes | The issuance of the Notes has been authorised by a resolution of the board of the Issuer |
| 16 | Method of distribution: | Non-syndicated |

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

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| 17 | Fixed Interest Rate Note Provisions: | Applicable |
| | (i) Interest Rate (including Interest Rate on overdue amounts after Maturity Date or date set for early redemption): | Not Applicable |
| | (ii) Interest Rate on overdue amounts after Maturity Date or date set for early redemption: | Not Applicable |
| | (iii) Interest Period Date: | Not Applicable |
| | (iv) Interest Period Date Business Day Convention: | Not Applicable |
| | (v) Interest Payment Dates: | |

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| t | Interest Payment Date |
| 1. | 30 September 2020 |

| | |
|-----|---|
| 2. | 28 October 2020 |
| 3. | 30 November 2020 |
| 4. | 31 December 2020 |
| 5. | 28 January 2021 |
| 6. | 2 March 2021 |
| 7. | 30 March 2021 |
| 8. | 28 April 2021 |
| 9. | 28 May 2021 |
| 10. | 30 June 2021 |
| 11. | 28 July 2021 |
| 12. | 30 August 2021 |
| 13. | 29 September 2021 |
| 14. | 28 October 2021 |
| 15. | 30 November 2021 |
| 16. | 29 December 2021 |
| 17. | 28 January 2022 |
| 18. | 2 March 2022 |
| 19. | 30 March 2022 |
| 20. | 28 April 2022 |
| 21. | 30 May 2022 |
| 22. | 29 June 2022 |
| 23. | 28 July 2022 |
| 24. | 30 August 2022 |
| 25. | 28 September 2022 |
| 26. | 28 October 2022 |
| 27. | 30 November 2022 |
| 28. | 29 December 2022 |
| 29. | 30 January 2023 |
| 30. | 1 March 2023 |
| 31. | 29 March 2023 |
| 32. | 28 April 2023 |
| 33. | 30 May 2023 |
| 34. | 28 June 2023 |
| 35. | 28 July 2023 |
| 36. | 30 August 2023 (the "Maturity Date") |

(vi) First Interest Payment Date:

Not Applicable

(vii) Fixed Interest Amount:

(a) If on the Valuation Date immediately preceding an Interest Payment Date the Final Price of the **Lowest Performing Share** is **equal to or greater than** its Barrier Price, then the Fixed Interest Amount per Note payable on such Interest Payment Date shall be an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula:

Calculation Amount x 2.00%

OR (but not and)

b) If on the Valuation Date immediately preceding the relevant Interest Payment Date, the Final Price of the **Lowest Performing Share** is **lower than** its Barrier Price: EUR zero (0.00), i.e. no Fixed Interest Amount shall be paid.

Split of Interest :

Subject to paragraph 17(vii) above, the Interest Rate will be equal to :

- 2.00% or such higher rate as per the Coupon Amount provisions.

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

- 0.00% is the interest component;
- 2.00%, or such higher rate as per the Coupon Amount provisions, as the case may be, are the option premium component

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| | (viii) Broken Amount: | Not Applicable |
| | (ix) Determination Dates: | Not Applicable |
| 18 | Floating Rate Note Provisions: | Not Applicable |
| 19 | Zero Coupon Note Provisions: | Not Applicable |
| 20 | Structured Note Provisions: | Not Applicable |

OTHER PROVISIONS RELATING TO STRUCTURED NOTES

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|----|--|-------------------------------------|
| 21 | Provisions applicable to Equity Linked Notes (single share): | Not Applicable |
| 22 | Provisions applicable to Index Linked Notes (single index): | Not Applicable |
| 23 | Provisions applicable to Equity Linked Notes (basket of shares): | Applicable |
| | (i) Companies: | See table set forth in Annex hereto |
| | (ii) Shares: | See table set forth in Annex hereto |
| | (iii) Basket: | See table set forth in Annex hereto |
| | (iv) Basket Performance: | Not Applicable |
| | (v) Weighting: | Not Applicable |
| | (vi) Exchange: | See definition in Condition 20 |
| | (vii) Related Exchange: | See definition in Condition 20 |
| | (viii) Separate Valuation | Applicable |
| | (ix) Number of Shares: | Three (3) |
| | (x) Additional New Shares Conditions: | Not Applicable |
| | (xi) Additional Substitute Share Conditions: | Not Applicable |
| | (xii) Initial Price: | See table set forth in Annex hereto |

- (xiii) Barrier Price: Means, in respect of any Share, 60.00% of its Initial Price
- (xiv) Final Price: See table set forth in Annex hereto
- (xv) Share Performance: In respect of any Share, 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):

$$\frac{\text{Final Price}(i)}{\text{Initial Price}(i)}$$

- (xvi) Knock-in Event: With “i” ranking from 1 to 3
“less than”
- (a) Knock-in Share: See definition in Condition 3(d)(A) of the Terms and Conditions of Structured Notes
- (b) Knock-in Price: Means, in respect of any Share, 60.00% of its Initial Price
- (c) Knock-in Period Beginning Date: The Final Valuation Date
- (d) Knock-in Period Beginning Date Scheduled Trading Day Convention: Applicable
- (e) Knock-in Period Ending Date: The Final Valuation Date
- (f) Knock-in Period Ending Date Scheduled Trading Day Convention: Applicable
- (g) Knock-in Valuation Time: See definition in Condition 3(d)(A) of the Terms and Conditions of Structured Notes
- (h) Knock-in Number of Shares: See definition in Condition 3(d)(A) of the Terms and Conditions of Structured Notes
- (xvii) Knock-out Event: Not Applicable
- (xviii) Automatic Early Redemption Event: “greater than or equal to”
- (a) Automatic Early Redemption Amount: See definition in Condition 3 of the Terms and Conditions of Structured Notes
- (b) Automatic Early Redemption Date(s):

| |
|-------------------|
| 28 April 2021 |
| 28 May 2021 |
| 30 June 2021 |
| 28 July 2021 |
| 30 August 2021 |
| 29 September 2021 |
| 28 October 2021 |
| 30 November 2021 |
| 29 December 2021 |
| 28 January 2022 |
| 2 March 2022 |

| |
|-------------------|
| 30 March 2022 |
| 28 April 2022 |
| 30 May 2022 |
| 29 June 2022 |
| 28 July 2022 |
| 30 August 2022 |
| 28 September 2022 |
| 28 October 2022 |
| 30 November 2022 |
| 29 December 2022 |
| 30 January 2023 |
| 1 March 2023 |
| 29 March 2023 |
| 28 April 2023 |
| 30 May 2023 |
| 28 June 2023 |
| 28 July 2023 |

(c) Automatic Early Redemption Price: In respect of any Share and any Automatic Early Redemption Valuation Date: 90.00% of the Initial Price

(d) Automatic Early Redemption Rate: In respect of any Automatic Early Redemption Date: 100.00%

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

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|-------------------|
| 19 April 2021 |
| 19 May 2021 |
| 21 June 2021 |
| 19 July 2021 |
| 19 August 2021 |
| 20 September 2021 |
| 19 October 2021 |
| 19 November 2021 |
| 20 December 2021 |
| 19 January 2022 |
| 21 February 2022 |
| 21 March 2022 |
| 19 April 2022 |
| 19 May 2022 |
| 20 June 2022 |
| 19 July 2022 |
| 19 August 2022 |
| 19 September 2022 |
| 19 October 2022 |
| 21 November 2022 |
| 19 December 2022 |
| 19 January 2023 |
| 20 February 2023 |
| 20 March 2023 |
| 19 April 2023 |
| 19 May 2023 |
| 19 June 2023 |
| 19 July 2023 |

(f) Automatic Early Redemption Observation Dates: Not Applicable

(g) Share Price: See table set forth in Annex hereto

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|---|--|---|-------------------|-----------------|------------------|------------------|-----------------|------------------|---------------|---------------|-------------|--------------|--------------|----------------|-------------------|-----------------|------------------|------------------|-----------------|------------------|---------------|---------------|-------------|--------------|--------------|----------------|-------------------|-----------------|------------------|------------------|-----------------|------------------|---------------|---------------|-------------|--------------|--------------|---|
| (h) | Automatic Early Redemption Number of Shares: | Three (3) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (xix) | Range Accrual: | Not Applicable | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (xx) | Strike Date: | 19 August 2020 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (xxi) | Observation Dates: | Not Applicable | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (xxii) | Valuation Date(s): | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td style="text-align: center;">21 September 2020</td></tr> <tr><td style="text-align: center;">19 October 2020</td></tr> <tr><td style="text-align: center;">19 November 2020</td></tr> <tr><td style="text-align: center;">21 December 2020</td></tr> <tr><td style="text-align: center;">19 January 2021</td></tr> <tr><td style="text-align: center;">19 February 2021</td></tr> <tr><td style="text-align: center;">19 March 2021</td></tr> <tr><td style="text-align: center;">19 April 2021</td></tr> <tr><td style="text-align: center;">19 May 2021</td></tr> <tr><td style="text-align: center;">21 June 2021</td></tr> <tr><td style="text-align: center;">19 July 2021</td></tr> <tr><td style="text-align: center;">19 August 2021</td></tr> <tr><td style="text-align: center;">20 September 2021</td></tr> <tr><td style="text-align: center;">19 October 2021</td></tr> <tr><td style="text-align: center;">19 November 2021</td></tr> <tr><td style="text-align: center;">20 December 2021</td></tr> <tr><td style="text-align: center;">19 January 2022</td></tr> <tr><td style="text-align: center;">21 February 2022</td></tr> <tr><td style="text-align: center;">21 March 2022</td></tr> <tr><td style="text-align: center;">19 April 2022</td></tr> <tr><td style="text-align: center;">19 May 2022</td></tr> <tr><td style="text-align: center;">20 June 2022</td></tr> <tr><td style="text-align: center;">19 July 2022</td></tr> <tr><td style="text-align: center;">19 August 2022</td></tr> <tr><td style="text-align: center;">19 September 2022</td></tr> <tr><td style="text-align: center;">19 October 2022</td></tr> <tr><td style="text-align: center;">21 November 2022</td></tr> <tr><td style="text-align: center;">19 December 2022</td></tr> <tr><td style="text-align: center;">19 January 2023</td></tr> <tr><td style="text-align: center;">20 February 2023</td></tr> <tr><td style="text-align: center;">20 March 2023</td></tr> <tr><td style="text-align: center;">19 April 2023</td></tr> <tr><td style="text-align: center;">19 May 2023</td></tr> <tr><td style="text-align: center;">19 June 2023</td></tr> <tr><td style="text-align: center;">19 July 2023</td></tr> <tr><td style="text-align: center;">21 August 2023 (the “Final Valuation Date”)</td></tr> </table> | 21 September 2020 | 19 October 2020 | 19 November 2020 | 21 December 2020 | 19 January 2021 | 19 February 2021 | 19 March 2021 | 19 April 2021 | 19 May 2021 | 21 June 2021 | 19 July 2021 | 19 August 2021 | 20 September 2021 | 19 October 2021 | 19 November 2021 | 20 December 2021 | 19 January 2022 | 21 February 2022 | 21 March 2022 | 19 April 2022 | 19 May 2022 | 20 June 2022 | 19 July 2022 | 19 August 2022 | 19 September 2022 | 19 October 2022 | 21 November 2022 | 19 December 2022 | 19 January 2023 | 20 February 2023 | 20 March 2023 | 19 April 2023 | 19 May 2023 | 19 June 2023 | 19 July 2023 | 21 August 2023 (the “ Final Valuation Date ”) |
| 21 September 2020 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 October 2020 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 November 2020 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21 December 2020 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 January 2021 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 February 2021 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 March 2021 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 April 2021 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 May 2021 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21 June 2021 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 July 2021 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 August 2021 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 20 September 2021 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 October 2021 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 November 2021 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 20 December 2021 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 January 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21 February 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21 March 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 April 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 May 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 20 June 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 July 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 August 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 September 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 October 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21 November 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 December 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 January 2023 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 20 February 2023 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 20 March 2023 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 April 2023 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 May 2023 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 June 2023 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 July 2023 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21 August 2023 (the “ Final Valuation Date ”) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (xxiii) | Specific Number(s): | See definition in Condition 3 of the Terms and Conditions of Structured Notes | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (xxiv) | Valuation Time: | See definition in Condition 3(a) of the Terms and Conditions of Structured Notes | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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| | (xxv) Redemption by Physical Delivery: | Not Applicable |
| | (xxvi) Minimum Percentage: | See definition in Condition 3(f)(C)(1) if the Terms and Conditions of Structured Notes |
| | (xxvii) Cut-off Number: | Not Applicable |
| | (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) Increased Cost of Stock Borrow: | Not Applicable |
| | (xxxiv) Loss of Stock Borrow: | Not Applicable |
| | (xxxv) Early Redemption: | Applicable |
| 24 | Provisions applicable to Index Linked Notes (basket of indices): | Not Applicable |
| 25 | Provisions applicable to Commodity Linked Notes (single commodity): | Not Applicable |
| 26 | Provisions applicable to Commodity Linked Notes (basket of commodities): | Not Applicable |
| 27 | Provisions applicable to Fund Linked Notes (single fund): | Not Applicable |
| 28 | Provisions applicable to Fund Linked Notes (basket of funds): | Not Applicable |
| 29 | Provisions applicable to Dividend Linked Notes: | Not Applicable |
| 30 | Provisions applicable to Futures Linked Notes (single futures contract): | Not Applicable |
| 31 | Provisions applicable to Futures Linked Notes (basket(s) of Futures Contracts): | Not Applicable |
| 32 | Provisions applicable to Credit Linked Notes: | Not Applicable |
| 33 | Provisions applicable to Bond Linked Notes: | Not Applicable |
| 34 | Provisions applicable to Currency Linked Notes: | Not Applicable |
| 35 | Provisions applicable to Inflation Linked Notes: | Not Applicable |
| 36 | Provisions applicable to Warrant Linked Notes | Not Applicable |

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| 37 | Provisions applicable to Preference Share Linked Notes | Not Applicable |
| 38 | Provisions applicable to Rate Linked Notes: | Not Applicable |
| 39 | Provisions applicable to Physical Delivery Notes: | Not Applicable |
| 40 | 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

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| 41 | Redemption at the Option of the Issuer: | Not Applicable |
| 42 | Redemption at the Option of Noteholders: | Not Applicable |
| 43 | 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 Price of the **Lowest Performing Share** on the Final Valuation Date is **greater than or equal to its 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:

$$\text{Calculation Amount} \times 100.00\%$$

OR (but not and)

B) If the Final Price of the **Lowest Performing Share** on the Final Valuation Date is **lower than its Initial Price 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:

$$\text{Calculation Amount} \times 100.00\%$$

OR (but not and)

C) If the Final Price of the **Lowest Performing Share** on the Final Valuation Date is **lower than its Initial Price 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:

$$\text{Calculation Amount} \times (100.00\% - P)$$

Where:

$$P = 100.00\% \times \text{Max} (100\% - \text{Final Performance} ; 0)$$

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

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| (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

44 Early Redemption Amount

- | | | |
|------|--|-----------------------------------|
| (i) | Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (<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>), if applicable, or upon the occurrence of an Event of Default (<i>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</i>) or an Illegality Event (<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>): | As specified under Condition 5(k) |
| (ii) | Redemption for taxation reasons permitted on any day (including days other than Interest Payment | Yes |

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*)):

- | | | |
|--------|---|----------------------------------|
| (iii) | Unmatured Coupons to become void upon early redemption (<i>Condition 7(g) of the Terms and Conditions of the English Law Notes</i>): | Yes |
| (iv) | 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 Note</i>): | Hedging Arrangements: Applicable |
| (v) | 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>): | |
| | (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(I)(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(j) of the Terms and Conditions of the French Law Notes</i>): | Not Applicable |
| (viii) | <i>Pro Rata Temporis</i> Reimbursement (<i>Condition 5(k) of the Terms and Conditions of the English Law Notes and Condition 5(j)</i> Error! | Not Applicable |

Reference source not found. of the
*Terms and Conditions of the
 French Law Notes*):

- | | | |
|------|--|----------------|
| (ix) | Essential Trigger (<i>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(o) of the Terms and Conditions of the English Law Notes and Condition 6(m) of the Terms and Conditions of the French Law Notes</i>): | Not Applicable |

PROVISIONS RELATING TO INSTALMENT REDEMPTION

- | | | |
|----|----------------------------|----------------|
| 45 | Instalment Amount: | Not Applicable |
| 46 | Instalment Payable Amount: | Not Applicable |
| 47 | Instalment Date(s): | Not Applicable |

PROVISIONS RELATING TO REDEMPTION OF WARRANT LINKED NOTES

- | | | |
|----|---|----------------|
| 48 | Final Redemption Amount of each Note | Not Applicable |
| 49 | Early Redemption Amount (to be calculated in accordance with Condition 26): | Not Applicable |
| 50 | Warrant Early Termination Event | Not Applicable |

PROVISIONS RELATING TO REDEMPTION OF PREFERENCE SHARE LINKED NOTES

- | | | |
|----|---|----------------|
| 51 | Redemption of Preference Share Linked Notes in accordance with Condition 19 of the Terms and Conditions of Structured Notes | Not Applicable |
| 52 | Early Redemption as a result of an Extraordinary Event: | Not Applicable |
| 53 | Early Redemption as a result of an Additional Disruption Event: | Not Applicable |
| 54 | Early Redemption as a result of a Preference Share Early Termination Event: | Not Applicable |
| | Unwind Costs | Not Applicable |

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

- | | | |
|----|------------------------------|-----------|
| 55 | Minimum Transferable Amount: | EUR 1,000 |
|----|------------------------------|-----------|

GENERAL PROVISIONS APPLICABLE TO THE NOTES

| | | |
|----|---|---|
| 56 | Form of Notes: | Italian Clearing System Dematerialised Notes Condition 6(i) of the Terms and Conditions of the English Law Notes will apply to the Certificates. |
| | Temporary or permanent Global Note/ Certificate (<i>in the case of Bearer Notes or Exchangeable Bearer Notes</i>): | Not Applicable |
| | New Global Note: | No |
| | Global Certificates (<i>Registered Notes only</i>): | No |
| | Registration Agent: | Not Applicable |
| 57 | Additional Business Day Jurisdiction(s) (<i>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</i>) or other special provisions relating to Payment Dates: | Not Applicable |
| 58 | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | Not Applicable |
| 59 | Redenomination, renominalisation and reconventioning provisions: | Not Applicable |
| 60 | Consolidation provisions: | The provisions in Condition 13 apply |
| 61 | Dual Currency Note Provisions: | Not Applicable |
| 62 | 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 the Issue Date. The notification of the invalidity of the placement of the Certificates will be published on the website of the Issuer (www.equityderivatives.natixis.com). The Final Valuation Date is scheduled to occur on 21 August 2023. For the purposes of the admission to trading of the Certificates on SeDeX, the Expiry Date (<i>data di scadenza</i>) of the Certificates is set equal to the third Business Day after the Final Valuation Date (i.e. 24 August 2023). |

| |
|---------------------|
| Record Dates |
| 29 September 2020 |
| 27 October 2020 |

| |
|-------------------|
| 27 November 2020 |
| 30 December 2020 |
| 27 January 2021 |
| 1 March 2021 |
| 29 March 2021 |
| 27 April 2021 |
| 27 May 2021 |
| 29 June 2021 |
| 27 July 2021 |
| 27 August 2021 |
| 28 September 2021 |
| 27 October 2021 |
| 29 November 2021 |
| 28 December 2021 |
| 27 January 2022 |
| 1 March 2022 |
| 29 March 2022 |
| 27 April 2022 |
| 27 May 2022 |
| 28 June 2022 |
| 27 July 2022 |
| 29 August 2022 |
| 27 September 2022 |
| 27 October 2022 |
| 29 November 2022 |
| 28 December 2022 |
| 27 January 2023 |
| 28 February 2023 |
| 28 March 2023 |
| 27 April 2023 |
| 29 May 2023 |
| 27 June 2023 |
| 27 July 2023 |

EU BENCHMARK REGULATION

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

DISTRIBUTION

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

| | | | |
|----------------|-------|--|--|
| | (ii) | Date of Subscription Agreement: | Not Applicable |
| | (iii) | Stabilisation Manager(s) (if any): | Not Applicable |
| 65 | | If non-syndicated, name and address of Dealer: | Not Applicable |
| 66 | | Name and address of additional agents appointed in respect of the Notes: | <p><u>Calculation Agent:</u></p> <p>NATIXIS, Calculation Agent Department, 40 avenue des Terroirs de France, 75012 Paris, France.</p> <p><u>Issuing and Paying Agent :</u></p> <p>BNP Paribas Securities Services, Milan Branch (the Italian Paying Agent)</p> |
| 67 | | Total commission and concession: | Not Applicable |
| 68 | | Public Offer: | Not Applicable |
| GENERAL | | | |
| 69 | | Applicable TEFRA exemption: | Not Applicable |
| 70 | | 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. |
| 71 | | <i>Masse</i> (Condition 11 of the Terms and Conditions of the French Law Notes): | Not Applicable |
| 72 | | 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) | Earliest date on which the Notes will be admitted to trading: | The Issue Date |
| (iv) | 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 OFFER

An up-front commission could be paid up to 4.00% (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 of the underlying: The Final Price

| | | |
|----|---|--|
| | 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 as set forth in Annex hereto |
| | Where the underlying is a security: | Applicable |
| | (i) the name of the issuer of the security: | See Annex hereto |
| | (ii) the ISIN (International Security Identification Number) or other such security identification code: | See 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 and UK Retail Investors: | Not Applicable |
| 10 | ADDITIONAL INFORMATION WITH RESPECT TO ADVISERS | |
| | Advisers: | Not Applicable |
| 11 | 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: IT0006747098

Common Code: 221633148

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 64 of Part A above BNP Paribas Securities Services, Milan Branch (the Italian Paying Agent) |
|--|--|

12 **POST-ISSUANCE INFORMATION CONCERNING THE UNDERLYING**

Not Applicable

ANNEX

Table

“Basket” means:

| i | Company | Bloomberg Code | Share / ISIN Code | Initial Price | Final Price | Share Price |
|----------|-----------------------|-----------------------|--------------------------|--|--|--|
| 1 | Air France-KLM | AF FP | FR0000031122 | Strike Price, as defined in Condition 3(a) of the Terms and Conditions of Structured Notes | As defined in Condition 3(a) of the Terms and Conditions of Structured Notes | See definition in Condition 3(e) of the Terms and Conditions of Structured Notes |
| 2 | Airbus SE | AIR FP | NL0000235190 | Strike Price, as defined in Condition 3(a) of the Terms and Conditions of Structured Notes | As defined in Condition 3(a) of the Terms and Conditions of Structured Notes | See definition in Condition 3(e) of the Terms and Conditions of Structured Notes |
| 3 | Deutsche Lufthansa AG | LHA GY | DE0008232125 | Strike Price, as defined in Condition 3(a) of the Terms and Conditions of Structured Notes | As defined in Condition 3(a) of the Terms and Conditions of Structured Notes | See definition in Condition 3(e) of the Terms and Conditions of Structured Notes |