

## NATIXIS

Société Anonyme with an Executive Board and Supervisory Board with share capital of  
€4,653,020,308.80

Registered Office: 30, avenue Pierre Mendès-France-75013 Paris  
Commercial registry of Paris, registration number 542 044 524  
SIRET number 542 044 524 00818

### CONVOCAATION NOTICE

Shareholders of Natixis (the “Company”) are hereby informed that they are convened for a Combined General Meeting to be held on Thursday April 30 at 2:30 pm at Espace Grande Arche, Parvis de La Défense – 92044 La Défense, to transact the business stated in the agenda below.

As a part of its new governance scheme, Natixis had initially contemplated keeping two non voting directors on its Board of Directors. After Dr. Ulrich Brixner passed away, as he was one of the non-voting directors on the existing Supervisory Board, Natixis finally decided to have only one non-voting director sitting on the Board of Directors. By way of consequence, the 37th resolution is purely and simply cancelled, without any effect on the numbering of the resolutions. The agenda of the meeting has been amended accordingly.

#### *Ordinary business*

- Report of the Executive Board on the business of the company during the financial year ended December 31, 2008;
- Reports of the Supervisory Board and the Chairman of the Supervisory Board;
- Statutory Auditors’ reports;
- Approval of the parent company financial statements for fiscal year 2008;
- Approval of consolidated financial statements for fiscal year 2008;
- Appropriation of earnings;
- Special report of the Statutory Auditors and approval of agreements and commitments referred to in Articles L 225-86 *et seq.* of the French Commercial Code;
- Approval of regulated agreements;
- Approval of the cooptation of Olivier Klein in his capacity of member of the Supervisory Board;
- Approval of the cooptation of François Pérol in his capacity as member of the Supervisory Board;
- Approval of the interim appointment of Luigi Maranzana as a non-voting member of the Supervisory Board.

#### *Extraordinary business*

- Modification of the Company’s mode of governance and management by the creation of a Board of Directors;
- Adoption of the new bylaws updated to include the change in governance structure;
- Authority to be granted to the Board of Directors to reduce the issued capital by cancellation of shares;
- Delegation of authority to be granted to the Board of Directors to decide on a capital increase by the issue – with preferential subscription rights – of shares and/or securities granting access to the Company’s capital and /or the issue of securities that entitle holders to the allotment of debt securities;
- Delegation of authority to be granted to the Board of Directors to decide on a capital increase by the issue – without preferential subscription rights – of shares and/or securities granting access to the Company’s capital and /or the issue of securities that entitle holders to the allotment of debt securities;

- Authority to be granted to the Board of Directors to issue shares or securities granting access to capital without preferential subscription rights to be used as remuneration for contributions in kind on capital securities or securities that grant access to capital;
- Delegation of authority to be granted to the Board of Directors to decide on a capital increase by capitalization of premiums, reserves, profits, or other items.
- Delegation of authority to be granted to the Board of Directors to increase the number of securities to issue in the event of a capital increase with or without preferential subscription rights;
- Delegation of authority to be granted to the Board of Directors to carry out a capital increase reserved for subscribers to savings plans without preferential subscription rights pursuant to Article L.225-129-6 of the French Commercial Code.

*Ordinary business*

- Appointment of members of the Board of Directors;
- Appointment of a non-voting member of the Board;
- Setting the total annual amount of directors' fees for the Board of Directors;
- Trading of the Company in its own shares: delegation of authority to members of the Board of Directors;
- Powers to carry out formalities.

There is a typo in the fifth paragraph of the 39th resolution. Please read “2 908 million euros” instead of “29 801 million euros”.

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The preliminary notice recommended in article R.225-73 of the French Code du Commerce (commercial code) has been published in the Bulletin d'Annonces Legales Obligatoires (BALO) dated March 25, 2009 under number 0901524, modified in BALO dated March 27, 2009, under number 0901638.

This convocation notice has been published in the Journal Spécial des Sociétés dated April 11, 2009.

All shareholders, regardless of the number of shares they own, are entitled to personally participate in this General Meeting, to be represented at the meeting by their spouses or another shareholder or to vote by post.

Pursuant to Article R.225-85 of the French Commercial Code, shareholders may take part in The General Meeting of Shareholders on condition that the shares are registered in the Company's registers in their name or in the name of the intermediary on their behalf (in accordance with sub-paragraph 7 of Article L. 228-1 of the French Commercial Code) on the third business day preceding the meeting at midnight (Paris time), i.e. on April 27, 2009 (hereafter referred to as D-3), either in the accounts of registered securities held by the Company (or its representative) or in accounts for bearer securities held by the official intermediaries.

For registered shares, this registration at D-3 in the accounts of registered securities held by the Company is enough to entitle them to take part in The General Meeting of Shareholders.

For owners of bearer shares, it is the authorized intermediaries who keep the bearer security accounts who justify the status of shareholder of their clients to the centralizing agent of The General Meeting of Shareholders by appending a certificate of investment to the voting form or the admittance card application drawn up in the shareholder's name or on the shareholder's behalf by the registered intermediary. Certificates are also issued for shareholders wishing to attend the meeting in person but have not received their admittance card on D-3, i.e. on April 27, 2009, at midnight, Paris time.

Any shareholder who does not personally attend the meeting may choose among the three options below:

- give a proxy to their spouse or to another shareholder;
- send a proxy form to the Company without indicating the proxy;
- vote by post.

A notice of meeting including a postal or proxy voting form will be sent automatically to all registered shareholders. Holders of bearer shares should contact the financial intermediary with whom their shares are registered in order to obtain the postal or proxy voting form. In accordance with Article R. 225-75 of the French Commercial Code, all requests for forms received by the registered office by April 24, 2009 will be taken into account.

Duly completed postal or proxy voting forms or requests for admittance cards should reach the following addresses no later than April 27 2009, at midnight, Paris time:

— for holders of registered shares, to the centralizing institution: CACEIS Corporate Trust, Service Assemblées, 14, rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9;

— for holders of bearer shares, to their financial intermediary as soon as possible to enable the form to be sent to CACEIS Corporate Trust, together with a certificate of investment.

For this General Meeting of Shareholders, no provision has been made for voting by videoconference or by remote transmission and consequently, the site referred to in Article R. 225-61 of the French Commercial Code will not be set up in this respect.

Shareholders who have already voted by mail, sent a proxy or requested an attendance card or certificate of investment, shall no longer be able to choose an alternative means of participating in The General Meeting of Shareholders.

Pursuant to Article R. 225-84 of the French Commercial Code, shareholders who wish to ask questions in writing must send these questions to Natixis, Secrétariat du Conseil, BP 4, 75060 Paris Cedex 02, by registered mail with acknowledgement of receipt sent to the Chairman of the Executive Board no later than the fourth business day prior to the date of The General Meeting of Shareholders, i.e. on April 24, 2009. A certification of share registration must be attached to these questions for them to be taken into account.

Any shareholders can consult the documents that the company is required to hold at their disposal at the company's headquarters, within the legal timeframe prevailing.

The notice of meeting, the report of the Executive Board on the resolutions and the Notice Brochure on the resolutions may be consulted on the Natixis web site: [www.natixis.com](http://www.natixis.com).

*The Executive Board*