

Paris, February 20, 2013

PRESS RELEASE RELATING TO THE CAPITAL INCREASE FOLLOWING THE ORDINARY SHARE ALLOCATION TO SOME EMPLOYEES OF NATIXIS

Press release published pursuant to the provisions of Article 221-3 of the General Regulations of the French Financial Market Authority (AMF - Autorité des Marchés Financiers), pursuant to the provisions of Article 212-5 6° of the General Regulations of the French Financial Market Authority and of Article 14 and of Annex IV of the Instruction Number 2005-11 of December 13, 2005

ISIN Code: FR0011365923

FRAMEWORK OF THE OPERATION

Authorization of the operation

In its resolution Eighteen, the combined General Shareholders' Meeting of May 27, 2010 authorized the Board of Directors of Natixis (hereinafter referred to as the "**Company**") to carry out, in one or several occasions the allocation of new or existing shares of the Company, to the benefit of beneficiaries belonging to the categories it will define among the staff members of the Company or of companies or groups related to it, or of Corporate officers.

Duration of the authorization conferred by the Shareholders' Meeting

38 months starting from the combined General Shareholders' Meeting of May 27, 2010.

Maximum number of Natixis' ordinary shares that may be allocated

The maximum number of shares that may be allocated pursuant to resolution Eighteen of the combined General Shareholders' Meeting of May 27, 2010 may not exceed 5% of the capital of the Company at the date of the decision of their allocation by the Board of Directors.

Decision of allocation

The Board of Directors of February 22, 2011 (i) decided to carry out the allocation of a maximum number of 6,893,424 shares to some employees of Natixis' staff pursuant to the provisions set in Articles L.225-197-1, et seq. of the French Commercial Code, mechanically leading to capital increases via the incorporation of a special account of unavailable reserves amounting to a maximum of €11,029,478 at the end of the vesting periods through the issuing of the allocated shares, (ii) drew up the list of beneficiaries, (iii) set the duration of the vesting and holding periods and (iv) drew up the Provisions of the 2011 Program of Conditional Allocation of Shares (hereinafter referred to as the "Program").

Terms and conditions of the operation

The Board of Directors decided the allocation of Natixis shares to some Company's employees (hereinafter referred to as the "**Beneficiaries**").

The shares may only be delivered after the end of several vesting periods set in the Program (hereinafter referred to as a "**Vesting Period**" and together as the "**Vesting Periods**"), provided that the terms and conditions set by the Program are complied with.

The Beneficiaries will become owners of the shares at the end of the Vesting Periods provided that they complied with the vesting terms and conditions set by the Program (hereinafter referred to as the "**Final Allocation**").

At the end of the Vesting Periods, the shares will be delivered to Beneficiaries, but they will be non-negotiable and they will have to be held by the latter during a period determined by the Board of Directors (hereinafter referred to as the "**Holding Period**").

Reasons for the allocation of bonus shares

The Board of Directors decided to allocate shares as part of the implementation in Natixis of a deferred remuneration mechanism in the form of Loyalty and Performance Schemes.

SPECIFICATIONS OF THE ALLOCATION PROGRAM

Beneficiaries and Number of shares allocated by the Board of Directors

The Board of Directors decided to allocate a total maximum number of 6,893,424 shares of the Company to the benefit of some Company's employees.

The shares allocated to Beneficiaries will be shares to be issued.

Duration of the Vesting Period

Subject to the compliance with the share vesting terms hereinafter defined, the allocated shares will be transferred in full ownership to Beneficiaries at the end of the relating Vesting Period. The Vesting Periods shall commence starting from the share allocation date set by the Board of Directors and respectively terminate upon the expiry of a two-year period, for the first two allocation brackets and upon the expiry of a three-year period for the last allocation bracket. Pursuant to the terms of Article L.225-197-3 of the French Commercial Code, the rights resulting from the allocation are non-negotiable and non-transferable until the end of the relating Vesting Period, subject to some exceptions as defined in the Program.

Terms of Final Allocation

The transfer of ownership of these shares is submitted to the compliance with some specific conditions:

- To be a member of Natixis Group's staff on an uninterrupted basis during the whole relating Vesting Period, to be applied to all Beneficiaries, apart from some exceptions as set in the Program.
- For some Beneficiaries, to comply with some performance conditions as set in the Program.

Duration of the Holding Period

The delivered shares shall be non-negotiable and shall have to be held by Beneficiaries during a minimum period of two years, starting from the Final Allocation date (hereinafter referred to as the "**Holding Period**").

Rights attached to shares

At the end of the Vesting Periods, the shares delivered to each Beneficiary shall entitle to the exercise of the same prerogative powers as ordinary shares of the Company, including during the Holding Period, they will be subject to all bylaw's provisions and all decisions of the Shareholders' Meeting will be enforceable against Beneficiaries.

Beneficiaries will be entitled to the right of participating in Shareholders' Meetings and of voting, to the communication right and to the dividend right.

At the end of a Holding Period, Beneficiaries will have the right to sell the shares. During the sale of these shares, the Beneficiaries will have to comply with the compliance rules set in Natixis and with the restrictions under Article L.225-197-1 of the French Commercial Code.

QUOTATION OF FINALLY ALLOCATED SHARES

Final allocation

The Board of Directors held on February 17, 2013 has been informed of the Natixis' share capital increase which will take place on February 25, 2013.

The final amount of the capital increase will correspond to the number of shares allocated to the Beneficiaries who complied with the provisions set in the Program multiplied by nominal value of a Natixis share, i.e. 1.60 euro.

The final list of these Beneficiaries as well as the final amount of the capital increase and the number of shares to be issued will be set by the Chief Executive Officer, acting in subdelegation of the Board of Directors on February 25, 2013. A press release will be issued by Natixis.

The Article 3 of the Company's bylaws relating to the capital will be consequently updated.

Admission request with Euronext Paris

The new Natixis shares issued as part of the Program will be subject to the trading admission request starting from Monday February 25, 2013.

Specific provision

The information contained in this document is delivered as information for Beneficiaries and summarizes the terms of the Program's rules. Should any discrepancy occur between information in this document and in the Program's rules, the latter will prevail.

Contact:

Investor Relations
Christophe Ricetti
+33 1 58 32 06 94