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NATIXIS

Public limited company (*société anonyme*) with a Board of Directors and a capital of
€4,943,850,243.20
Registered office: 30, avenue Pierre Mendès-France, 75013 Paris.
542 044 524 RCS Paris.

NOTICE OF MEETING

Notice is hereby given to shareholders of Natixis (the "Company") that an Ordinary General Shareholders' Meeting will be held at 9 am on Wednesday, July 31, 2013 in the premises of Natixis – Liberté 2 building – in the Auditorium – 5, avenue de la Liberté at Charenton-le-Pont (94220), in order to discuss and vote on the following agenda items:

Ordinary business

- Report of the Board of Directors to the Shareholders Meeting;
- Allocation of the amounts of the residual retained earnings accounts to the other reserves account;
- Exceptional distribution of amounts in cash;
- Appointment of a Director;
- Powers for the formalities.

The resolutions submitted to the vote of the Shareholders' Meeting are the following:

Draft resolutions

Ordinary business

Resolution One (*Allocation of the amounts of the residual retained earnings accounts to the other reserves account*);

The Ordinary General Shareholders' Meeting deliberating in accordance with the quorum and majority requirements for ordinary business, having reviewed the Board of Directors' report:

Takes note of the amounts of the shareholders' equity accounts available to the Company after approval of the financial statements for the year 2012 and allocation of the net income for this year in accordance with the decisions of the Combined General Meeting of the Company of May 21, 2013,

Decides to allocate the whole amounts of the residual retained earnings account, namely 1,076,963,127.36 euros, to the credit of the other reserves account which then amounts to 1,076,963,127.36 euros.

Resolution Two (*Exceptional distribution of amounts in cash*)

Subject to the adoption of Resolution One, the General Shareholders' Meeting, ruling in accordance with the quorum and majority requirements for ordinary business, after having taken note of the Board of Directors' report:

Decides, subject to the condition precedent of the final completion of the buyback of the cooperative preference shares (the "CCI") by each of the Banques Populaires (the "BP") and Caisses d'Épargne et de Prévoyance (the "CEP") and of their cancellation at the latest by 31 December 2013 (inclusive):

- to make an exceptional distribution of €0.65 per share representing, on the basis of a maximum number of shares of the Company with a right to the distribution (namely 3,116,476,089 shares taking into account the issue of new shares on 25 July 2013 in the framework of an increase in share capital reserved for employees and of the issue of new shares which will occur on August 06, 2013 in accordance with the terms of the shares allocation program implemented in 2010), a total of about two billion euros (€2,000,000,000);
- that the parties entitled to the distribution will be the shareholders whose shares in the Company shall have been registered in an account in their name at the end of the accounting day preceding the detachment, it being specified that the treasury shares of the Company shall not have the right to the distribution in accordance with Article L. 225-210 of the Commercial Code;
- to deduct this distribution from the other reserves account for one billion, seventy-six million, nine hundred and sixty-three thousand, one hundred and twenty-seven euros and thirty-six cents (€1,076,963,127.36) and then deducting the balance of this distribution from the share premium account;
From a fiscal point of view, the distribution deducted from the other reserves account, namely 1,076,963,127.36 euros is made of the taxable distributed income. The balance of this distribution, deducted from the share premium account is made of a distributed income taxable up to the amount of 32,476,537 euros and, for the remainder, of a contribution reimbursement which is non-taxable pursuant to Article 112-11 of the General Tax Code.

Gives full powers to the Board of Directors, with a right of subdelegation to the Chief Executive, for the purpose of implementing this resolution under the conditions stipulated above and, in particular, for the purpose:

- of certifying the fulfilment of the abovementioned condition precedent and fixing the date of payment of the exceptional distribution;
- of certifying the exact number of shares that have a right to the distribution and the corresponding amounts to deduct from the shareholders' equity, in accordance with the conditions stipulated by the General Meeting;
- of making the exceptional distribution, deducting the amount distributed from the residual retained earnings account for one billion, seventy-six million, nine hundred and sixty-three thousand, one hundred and twenty-seven euros and thirty-six cents (€1,076,963,127.36), then deducting the balance of this distribution from the share premium account and certifying the shareholders' equity of the Company resulting therefrom;
- and, more generally, of taking the necessary action and taking any measures necessary to ensure the successful completion of the transactions that are the subject of this resolution.

Resolution Three (*Appointment of Mr. Nicolas de Tavernost as Director*)

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, appoints Mr. Nicolas de Tavernost as Director, to replace Mr. Vincent Bolloré who resigned, for a duration of six (6) years ending at the end of the General Shareholders' Meeting deliberating on the financial statements for the year ending on December 31, 2018. Mr. Nicolas de Tavernost has already informed that he accepted this mandate and that he had no other occupation and was not affected by any measures such as to prevent him from exercising it.

Resolution Four (*Powers to complete formalities*)

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, hereby confers all powers to the bearer of an original, a copy, or an extract of the minutes of its deliberations to carry out any and all filings and formalities required by law.

Attendance at the meeting

1. How to participate in the Meeting

Every shareholder, regardless of the number of shares they hold, is entitled to attend this Meeting in person, or to be represented by any person of his/her choice, or to vote by post.

In accordance with Article R.225-85 of the French Commercial Code, the right to attend General Shareholders' Meetings is subject to the registration of shares in the name of the shareholder or that of an intermediary registered in its own right (as per the seventh paragraph of Article L. 228-1 of the French Commercial Code by zero hour (Paris time) three business days prior to the Meeting, namely at zero hour (Paris time) on July 26, 2013 (hereinafter D-3), either in the share register held by the Company (or its agent) or in the bearer shares registry held by the authorized intermediaries.

For holders of registered shares, such entry in the register at D-3 is sufficient to entitle them to participate in the General Shareholders' Meeting.

With respect to holders of bearer shares, it is their authorized intermediaries who hold accounts of bearer shares which prove their clients' status as a shareholder directly to the centralizing body of the Meeting. They do so by producing a certificate that they attach to the voting form or admission card request in the name of the shareholder or the name of the registered intermediary acting on behalf of the shareholder. A certificate is also issued to any shareholder wishing to attend the General Shareholders' Meeting in person who has not received his/her admission pass by D-3, namely zero hour (Paris time) on July 26, 2013.

In the absence of personal attendance, a shareholder may choose between one of the following three options:

- appointing any person of his/her choice as proxy;
- giving a proxy to the Company in general;
- voting by post.

An invitation to attend the Meeting containing a postal or proxy voting form will be automatically sent out to all registered shareholders. Holders of bearer shares must contact the financial intermediary with whom they have deposited their shares to obtain a postal or proxy voting form. In accordance with Article R. 225-75 of the French Commercial Code, all requests for such forms lodged or received at the registered office by July 25, 2013 at the latest will be accepted.

Duly completed postal or proxy voting forms or requests for admission passes must be received by July 26, 2013 at the latest:

- for registered shareholders, by the coordinating institution: CACEIS Corporate Trust, Service Assemblées, 14, rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9;
- for holders of bearer shares, by their financial intermediary in as timely a manner as possible so that it can pass on the form to CACEIS Corporate Trust, accompanied by a shareholding certificate, by July 26, 2013 at the latest.

There are no arrangements for voting by video-conference or electronically at this Meeting and, accordingly, no site referred to in Article R. 225-61 of the French Commercial Code will be set up for this purpose.

Any shareholder having already voted by post, appointed a proxy or requested an admission pass or a shareholding certificate, may not choose an alternative means of participating in the Meeting.

2. How to submit draft resolutions or items on the agenda and (how to submit) written questions

Shareholders may send requests to include items on the agenda or draft resolutions on the agenda, to the Company, according to the procedures set out by Articles L.225-105 R.225-71 and R.225-73 of the French Commercial Code, as from the publication of this notice and up to 25 days before the General Meeting of Shareholders, namely before July 6, 2013. The Works Council may send requests to include draft resolutions on the agenda, as provided in Article R.2323-14 of the French Labor Code, no later than ten days after this notice is published.

The requests to include items on the agenda, along with the statement of the reasons therefore and the requests to include draft resolutions on the agenda, along with the full written draft resolution, and a brief overview of the reasons therefore, must be sent to Natixis, Secrétariat du Conseil, Gouvernance et Vie sociale de l'Entreprise, BP 4, 75060 Paris Cedex 02, by registered letter with acknowledgment of receipt, or by email to: assemblee.generale@natixis.com.

When these requests come from shareholders, they must be accompanied by a certificate of share registration as proof that the originators of the request own or represent the fraction of capital required by Article R.225-71 above, at the date of the request.

Furthermore, the agenda items or draft resolutions submitted by shareholders will be reviewed at the General Meeting of Shareholders on condition that the originators of the request have sent a new certificate proving that the securities are registered in the same ownership accounts at D-3.

Pursuant to Article R. 225-84 of the French Commercial Code, shareholders wishing to ask written questions must, at the latest by four business days prior to the Meeting, namely July 25, 2013, send their questions to Natixis, Secrétariat du Conseil, Gouvernance et Vie sociale de l'Entreprise, BP 4, 75060 Paris Cedex 02, by registered letter with acknowledgment of receipt marked for the attention of the Chairman of the Board of Directors or by email to: assemblee.generale@natixis.com. In order to be

considered, these questions must imperatively be accompanied by a certificate of registration.

3. Documentation intended for shareholders

Starting from the date of convening and on July 15, 2013 at the latest (fifteen days prior to the Meeting), the documents mentioned in articles R.225-89 et R.225-90 of the French Commercial Code will be made available to shareholders at Natixis head office.

The meeting notice, the report of the Board of Directors on the resolutions and the meeting notice on the resolutions, as well as all legal information and documentation as set forth by Article R.225-73-1 of the French Commercial Code, may be consulted online on the Natixis website: www.natixis.com from July 10, 2013, at the latest (21 days before the day of the General Meeting of Shareholders). The draft resolutions and the agenda items submitted by shareholders will be immediately posted on the same website.

The Board of Directors.