

Paris, February 24, 2016

**PRESS RELEASE RELATING TO THE CAPITAL INCREASE FOLLOWING THE ORDINARY SHARE ALLOCATION TO SOME EMPLOYEES OF NATIXIS – PROGRAM OF ALLOCATION OF 2013 BONUS SHARES**

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**FRAMEWORK OF THE OPERATION**

**Authorization of the operation**

In its resolution Seventeen, the combined General Shareholders' Meeting of May 21, 2013 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 21, 2013.

**Maximum number of Natixis' ordinary shares that may be allocated**

The maximum number of shares that may be allocated pursuant to resolution Seventeen of the combined General Shareholders' Meeting of May 21, 2013 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 November 6, 2013 (i) decided to carry out the allocation of a maximum number of 90 shares to some corporate officers of Natixis pursuant to the provisions set in Articles L.225-197-1, et seq. of the French Commercial Code, mechanically leading to capital increase amounting to a maximum of €144 at the end of the vesting periods through the issuing of the allocated shares, (ii) drew up the list of beneficiaries to the Chief Executive Officer, (iii) set the duration of the vesting and holding periods and (iv) drew up the Provisions of the 2013 Program of 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 the Chief Executive Officer of the Company (hereinafter referred to as "**Beneficiary**").

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

Beneficiary will become owner of the shares at the end of the Vesting Period 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 Period, the shares will be delivered to Beneficiary, 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**") and up to termination of his Board responsibility.

#### **Reasons for the allocation of bonus shares**

The Board of Directors decided to allocate shares as part of the payment at Natixis of a top-up relating to the fiscal year 2012 paid in 2013 giving rise to a first bonus share allocation to the corporate officers.

### **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 90 shares of the Company to the benefit of the Chief Executive Officer.

The shares allocated to Beneficiary 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 Beneficiary at the end of the relating Vesting Period. The Vesting Period shall commence starting from the share allocation date set by the Board of Directors and terminate upon the expiry of a two-year period. 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 one condition to be a member of Natixis Group's staff on an uninterrupted basis during the whole relating Vesting Period, apart from some exceptions as set in the Program.

#### **Duration of the Holding Period**

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

#### **Rights attached to shares**

At the end of the Vesting Periods, the shares delivered to the Chief Executive Officer 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 Beneficiary.

Beneficiary will have the right to sell the shares at the end of a Holding Period, and only upon termination of his Board responsibility. During the sale of these shares, the Beneficiary 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 of February 10, 2016 has been informed of the share capital increase of Natixis which will take place on March 01, 2016, corresponding to the maturity of the unique bracket of the abovementioned share allocation.

The final amount of the capital share increase will correspond to the number of shares allocated to Beneficiary having filled the terms and conditions provided for in the Program multiplied by the par value of one Natixis share, i.e. 1.60 euro.

The amount of the said share capital increase, i.e. 144 euros corresponding to 90 shares, will be recognized by the Chief executive Officer on March 1, 2016.

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 Euronext Paris trading admission request starting from Tuesday, March 01, 2016.

### **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  
Pierre-Alexandre Pechmeze  
+33 1 58 32 06 94