

Paris, February 28, 2018

**PRESS RELEASE RELATING TO THE CAPITAL INCREASE FOLLOWING THE ORDINARY
SHARE ALLOCATION TO SOME EMPLOYEES OF NATIXIS – 2016 PROGRAM OF
CONDITIONAL ALLOCATION OF SHARES**

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 Articles 212-4 5° and 212-5 6° of the General Regulations of the French Financial Market Authority and of Article 19 and of the AMF Instruction Number 2016-04 of October 21, 2016

ISIN Code: FR0000120685

FRAMEWORK OF THE OPERATION

Authorization of the operation

In its resolution Twenty, the combined General Shareholders' Meeting of May 24, 2016 authorized the Natixis Board of Directors (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 24, 2016.

Maximum number of Natixis' ordinary shares that may be allocated

The maximum number of shares that may be allocated pursuant to resolution Twenty of the combined General Shareholders' Meeting of May 24, 2016 may not exceed 2.5% of the capital of the Company at the date of the decision of their allocation by the Board of Directors, a sub-ceiling of 0.1% of the share capital at the allocation date is being provided for the allocations to executive officers.

Decision of allocation

The Board of Directors of July 28, 2016 (i) decided to carry out the allocation of a maximum number of 3,081,642 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 (if the terms and conditions are met at the end of the vesting periods) leading to capital increases by capitalization of reserves, profits or issue premiums, 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 2016 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 "**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.

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 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 Employee Retention and Performance Plans.

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 3,081,642 shares of the Company to the benefit of some Company's employees.

The shares allocated to Beneficiaries will be either new shares or existing shares.

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 run from the date the shares are allotted by the Board of Directors and expire on March 1, 2018 for the first tranche allocated and on March 1, 2019 for the second and last tranche allocated. 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 shares will be subject to a mandatory Holding Period until October 1, 2018 for shares whose Vesting Date is March 1, 2018, and until October 1, 2019 for shares whose Vesting Date is the 1st March 2019. 30% of the shares that will be delivered to the corporate officer at the end of the Vesting Period will be subject to a retention obligation until the termination of the corporate mandate within Natixis.

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

It has been decided that the shares to be definitively allocated will be new shares.

The final amount of the capital share increase will correspond to the number of shares allocated to Beneficiaries 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 final list of Beneficiaries as well as the final amount of the share capital increase and the number of issued shares will be set by the Chief Executive Officer, acting by subdelegation of the Board of Directors, on March 1, 2018.

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 Thursday, March 1, 2018.

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

Damien Souchet +33 1 58 55 41 10