

Internal Rules of the Board of Directors¹

Updated February 9, 2017

¹ *In the event of a conflict between the French and the English translations, the French version shall prevail.*

The Board of Directors of Natixis (hereinafter the "Company" or "Natixis") is committed to complying with the principles of corporate governance as they result from the recommendations of the AFEP-MEDEF Code. At its meeting held on April 30, 2009, the Board of Directors has unanimously adopted the present Internal Rules which constitute its reference code of corporate governance within the meaning of Article L. 225-37 paragraph 7 of the French Commercial Code.

These Internal Rules have been amended and updated by the Board of Directors on December 17, 2009, December 12, 2012, December 17, 2014, July 30, 2015, July 28, 2016 and February 9, 2017.

The Internal Rules are an internal act adopted pursuant to articles 11 and 12.2 of the bylaws, which supplements them. Its purpose is to establish, within the framework of the legal, regulatory and statutory provisions in force, the details of the composition, organization and functioning of the Board of Directors and the committees set up within it, as well as the decisions that will be subject to its prior authorization and the rights and obligations of the directors.

It can be modified at any time by a deliberation of the Board of Directors.

Each director is individually bound by these rules and regulations.

Article 1: Missions and duties of the Board of Directors

Article 1.1. Powers of the Board of Directors

a) The Board of Directors defines the strategy governing the Company's activities and oversees its implementation.

Within the limits of the Company's corporate purpose and the powers expressly granted by law or its bylaws to the General Shareholders' Meetings, the Board concerns itself with all matters affecting the Company's performance and governs by virtue of its deliberations. The Board of Directors performs the controls and checks it deems appropriate.

b) The Board of Directors defines how senior management operates and may only deliberate on this matter when it features on the agenda sent out at least 15 days prior to the Board Meeting and when at least two-thirds of the directors are present or represented.

As a reminder, the Board of Directors of a credit institution may not be chaired by the Chief Executive Officer. Nevertheless, based on provided justification the "Autorité de Contrôle Prudentiel et de Résolution" (ACPR—French Prudential Supervisory Authority for the Banking and Insurance Sector) may authorize the accumulation of these functions.

Under the conditions defined in Article 15 of the Company bylaws, the Board of Directors may appoint a Chief Executive Officer from among the directors or otherwise, whom it may dismiss at any time.

The Chief Executive Officer may delegate his powers to any corporate officer of his choosing, with or without the option of substituting one for another.

At the proposal of the Chief Executive Officer and after consulting the Appointments Committee, the Board of Directors may, in accordance with the conditions defined in Article 16 of the bylaws, appoint five individuals to assist the Chief Executive Officer, with the title of Deputy Chief Executive Officer. They have the same powers with respect to third parties as the Chief Executive Officer.

Deputy Chief Executive Officers may be dismissed at any time by the Board of Directors on the proposal of the Chief Executive Officer.

c) The Board of Directors appoints the executive managers (“dirigeants effectifs”, as defined by Article L.511-13 of the French Monetary and Financial Code). In a joint stock company (société anonyme) with a Board of Directors, the role of “executive manager” must be performed by the Chief Executive Officer and the Deputy Chief Executive Officer(s), or by a senior executive who has the requisite powers to manage the business of the institution.

d) The Board of Directors convenes all General Shareholders’ Meetings, sets the agenda and oversees the execution of all decisions taken.

e) The Board of Directors may, at the proposal of the Chairman, set up its own Committees to deliberate on those issues submitted for examination by the Board itself or its Chairman. It determines the structure and powers of these Committees, which conduct their activities under its responsibility.

In light of Natixis’ corporate purpose and in accordance with the provisions of the French Commercial Code (Article L.823-19) and the French Monetary and Financial Code (Article L.511-89), the Board of Directors must draw on an Audit Committee, a Risk Committee, a Compensation Committee and an Appointments Committee (see Article 4 of Natixis’ Internal Rules).

f) The Board of Directors adopts and revises the general principles of the Company compensation policy and controls its implementation.

It determines the level and terms of compensation of the Chairman of the Board of Directors, the Chief Executive Officer and of the Deputy Chief Executive Officer(s) after consultation with the Compensation Committee.

It issues an opinion on how well Natixis’ compensation policy complies with current regulation, particularly regarding the Company’s regulated staff.

It sets the rules for the distribution of directors’ fees allocated to the directors by the General Shareholders’ Meeting.

g) The Board of Directors verifies that the executive managers have properly implemented the supervisory mechanisms, especially in terms of the separation of duties and the prevention of conflicts of interest, that ensure the Company is effectively and prudently managed.

h) The Board of Directors reviews the governance framework as set out in Article L.511–55 of the French Monetary and Financial Code, periodically assesses its effectiveness, and ensures that corrective measures have been taken to remedy any shortcomings.

i) The Board of Directors regularly approves and revises the policies and strategies governing the taking, management, monitoring and reduction of the risks to which Natixis is or could be exposed, including risks created by the economic environment.

j) The Board of Directors reviews and approves the parent company and consolidated financial statements of the Company, ensuring their accuracy and fairness.

The Board prepares the management report, approves the report required under Article L.255–37 of the French Commercial Code and reviews the draft budget for the following year.

k) The Board of Directors verifies the publishing and disclosure process, as well as the quality and reliability of the information that Natixis intends to publish and disclose.

l) The Board of Directors is informed of any resignation/appointment of the Company's Chief Risk Officer.

The Chief Risk Officer may not be relieved of his duties without the prior agreement of the Board of Directors. Where applicable, he may raise this point directly with the Board of Directors.

m) The Board of Directors is required to issue an opinion before the Chief Executive Officer or the Deputy Chief Executive Officers can accept any offices outside the Group.

The Chairman of the Board or the Chief Executive Officer are required to provide each director with all the documents and information needed to carry out their duties.

Article 1.2. Circumstances requiring the Board of Directors' prior authorization

Are subject to the prior authorization of the Board of Directors acting by a simple majority of the members present or represented:

- the extension of Natixis' activities to include new core businesses not currently exercised by the Company;
- the appointment or dismissal of the CEO or, where applicable, one or more Deputy CEOs;
- any acquisition or increase in shareholdings, as well as any investments, divestments or the formation of joint ventures by Natixis or any of its main subsidiaries, involving an amount in excess of €100 million, in the event that the Group's structure is modified,
- any asset transfers, mergers or spin-offs in which Natixis is involved.

Article 2: Structure of the Board of Directors

Article 2.1 Number of directors

In addition to the possible representation of employees and/or employee shareholders, in compliance with legal obligations, the Board of Directors is composed of a maximum of 18 members (subject to the exemption provided for by law in the event of a merger) appointed for a term of 4 years, of which at least 1/3 are appointed from among independent figures and free of any interest in relation to Natixis within the meaning of Article 2.3 of these Internal Rules.

The number of directors who are over the age of 70 shall not exceed one-third of the number of directors in office. When this percentage is exceeded, the oldest of the directors leaves office at the end of the next Ordinary General Shareholders' Meeting.

Throughout his term, each director shall own at least one hundred and forty (140) Company shares (Cf. article 3 of the compliance charter for members of the Board of Directors).

Directors must ensure, throughout their term of office, that they are compliant with the rules governing the number of corporate offices held enacted by the French Commercial Code, the French Monetary and Financial Code and the AFEP-MEDEF Code.

Article 2.2 Chairman of the Board of Directors

The Board of Directors elects a Chairman selected from among its members. The Board of Directors may, on the proposal of the Chairman, elect one or more Vice-Chairman (Vice-Chairmen) from among its members.

The Chairman, the Vice-Chairman (Vice-Chairmen) are necessarily individual persons. They may be re-elected.

The Chairman is responsible for convening the Board of Directors, organizes and conducts its work, on which he reports to the General Shareholders' Meeting.

He sees to the smooth operation of the Company's bodies and makes sure in particular that the directors are able to perform their duties.

Article 2.3 Independent members of the Board of Directors

2.3.1: Presence of independent members

The Board of Directors ensures that the presence of at least 1/3 of independent members, within the meaning of the Corporate Governance Code for listed companies published as updated in November 2015 by the AFEP-MEDEF, is enforced within the board.

2.3.2: Criteria used to determine whether members of the Board of Directors are "independent"

An independent director is a person who has no ties with the management, Company or Group of a nature liable to compromise their freedom of judgment or create a conflict of interest with the management, Company or Group.

Accordingly, an independent member of the Board of Directors cannot:

- be or have been within the last five years:
 - o an employee or executive corporate officer of Natixis;
 - o an employee, executive corporate officer or director of a company consolidated by Natixis;
 - o an employee, executive corporate officer or director of BPCE or of a company consolidated by BPCE.

- be an executive corporate officer of a company in which Natixis directly or indirectly holds a directorship, or in which a designated employee of Natixis or an executive corporate officer of Natixis (currently or within the last five years) holds a directorship;

- be a customer, supplier, investment or corporate banker:
 - that is material for Natixis or the Group,
 - or that derives a significant portion of its business from Natixis or the Group.
- have a close family relationship with a corporate officer of Natixis or the Group;
- have been a Statutory Auditor of Natixis within the last five years;
- have been a member of Natixis' Board of Directors for more than 12 years. Independent director status is lost once a Board member has served for 12 years;
- receive variable compensation in cash or in shares, or any performance-linked compensation from Natixis or the Group.

Directors representing major shareholders of the corporation or its parent company may be considered independent, provided these shareholders do not take part in the control of the corporation. Nevertheless, beyond a 10% threshold in capital or voting rights, the Board, upon a report from the nominations committee, should systematically review the qualification as independent in the light of the make-up of the corporation's capital and the existence of a potential conflict of interest.

Natixis applies the concept of a "reference banker", i.e. "a banker essential to all requirements of the Company", to assess the importance of business relationships, identify any situation of dependency on Natixis, and finally gauge whether these relationships are likely to affect the independence of the director's judgment.

2.3.3 Procedure of qualification as independent members

The independent status of each member of the Board of Directors is examined by the Appointments Committee, which prepares a report for the Board. The Board of Directors discusses, in the light of this report, before the publication of the annual report, the status of each director with regard to the independence criteria defined in Article 2.3.2 of the Internal Rules.

The shareholders must be made aware of the conclusions of this review.

The evaluation of the significance or otherwise of the relationship with the Company or its group must be debated by the Board, and the criteria that led to this evaluation must be explicitly stated in the Company's annual report.

Article 2.4 Non-voting members

In accordance with article 18 of the bylaws, the Ordinary General Shareholders' Meeting may, on the proposal of the Board of Directors, also appoint one or more non-voting members, for a period of four (4) years, who sit on the Board of Directors in an advisory capacity. Non-voting members receive the same information as the directors and are convened to all meetings of the Board of Directors.

Article 3: Operation of the Board of Directors

Article 3.1 Convening of the Board of Directors

The Board of Directors convenes as often as the Company's interests and legal and regulatory provisions so require, upon notice from its Chairman, either at the registered office or at any other location indicated in the notice, which may be sent by email.

The Board may also be convened by the Chairman at the request of at least one-third of the directors, or at the request of the Chief Executive Officer, on the basis of a specific agenda. The Chairman is bound by the requests made in this manner.

Subject to an Emergency such as defined below, the Board of Directors must be convened with reasonable notice prior to the scheduled date of the meeting. Notices of meetings shall include the detailed agenda for the meeting.

In the event of an emergency as defined below ("**Emergency**"), the following accelerated procedure may be applied.

An Emergency is defined as an exceptional situation (i) subject to short notice, imposed by a third party under penalty of foreclosure, where non-compliance might incur damages for the Company or one of its main subsidiaries, or (ii) requiring a rapid response from the Company which is incompatible with the application of the usual notice periods for the Board of Directors.

In the event of an Emergency, the notice and convening periods of the Board of Directors are not subject to Article 11.1 above, provided that the Chairman of the Company's Board of Directors has:

- (i) given prior notice to the directors providing the reason for the Emergency as per the foregoing definition; and
- (ii) provided all directors, along with the notice of said meeting, with all the necessary information for their analysis.

Article 3.2 Meetings of the Board of Directors

Meetings of the Board of Directors are chaired by the Chairman of the Board of Directors or, in his absence, by the oldest director or by one of the Vice-Chairmen, as the case may be.

Except for decisions related to the preparation of parent company and consolidated financial statements and management reports (Company and Group), directors participating in a Board Meeting by conference call or through the use of telecommunication facilities transmitting at least the member's voice and whose technical characteristics allow for continuous and simultaneous streaming of the proceedings, shall be deemed present for the purposes of quorum and majority.

Each meeting of the Board of Directors should dedicate sufficient time to provide a useful and in-depth discussion about the agenda. Decisions are made at a majority of the votes of the members present or represented. In the event of a tie, the vote of the Chairman of the meeting is the casting vote.

In the event of a malfunction of the video-conference or telecommunication means, noted by the Chairman, the Board of Directors may validly deliberate and/or continue with the only members physically present, provided that the quorum conditions are met.

Article 3.3 Minutes of Board meetings

The Board of Directors may appoint a Secretary, who may or may not be selected from among its members.

Minutes of meetings of the Board of Directors shall be prepared and copies or extracts thereof shall be issued and certified in accordance with the law.

Minutes of meetings of the Board of Directors argue the use of videoconference or telecommunication means, and the name of each person who participated in the meeting by these means. As such, it reports any technical incident occurred during the meeting.

The Secretary of the Board is authorized to issue and certify copies or extracts of minutes.

Article 3.4 Information of the Board of Directors

Prior to the meeting, and with sufficient notice, the directors must be given the information enabling them to make an enlightened decision.

In addition, the directors receive, between meetings, all useful information on events or significant transactions for the Company.

Conversely, directors have a duty to ask for the useful information they need to fulfill their mission.

In the event of an Emergency or when the respect of the confidentiality so requires, and particularly when sensitive financial, commercial or strategic information is at stake, this information can be the object of a communication in meeting.

If necessary, in the event of changes in the risks affecting or likely to affect Natixis, the head of the risk management function should report directly to the Board of Directors.

Article 3.5 Assessment of the Board of Directors' work

The Board of Directors should review the desirable balance of its membership and that of the Board committees and periodically consider the adequacy of its organization and operation for the performance of its tasks.

At least once a year, an agenda item will be devoted to evaluating the Board and its committees' operation, an account of which will be included in Natixis' annual report.

A formal assessment, which can be undertaken under the leadership of the Appointments Committee, should be performed at least once every three years. This can be implemented with an external consultant.

Article 3.6 Compensation of the members and non-voting members of the Board of Directors

Directors' fees may be allocated to the Board of Directors by the General Shareholders' Meeting. The Board distributes them freely among its members.

The Board may also allocate special compensation to the directors in the cases and conditions provided by law.

The Board determines the compensation for the non-voting members.

Article 3.7 Board member training program

A training program is set up within the Company. It includes a training component for new directors joining the Company as well as a continuing training component.

Article 4: Creation of committees – Common provisions

Pursuant to Article 12 of the bylaws, the Board of Directors, on the proposal of its Chairman, has set up five special committees within its membership:

- ✓ an audit committee (hereinafter the « **Audit Committee** »);
- ✓ a risk committee (hereinafter the « **Risk Committee** »);
- ✓ a compensation committee (hereinafter the « **Compensation Committee** »);
- ✓ an appointments committee (hereinafter the « **Appointments Committee** »);
- ✓ a strategic committee (hereinafter the « **Strategic Committee** »).

These special committees are permanent. Their missions and special rules of operation are, where appropriate, defined by their internal rules constituting Annexes 1, 2, 3 and 4 to this present Internal Rules.

Each committee will be composed, with the exception of the Strategic Committee bringing together all the directors, from three to six members of the Board of Directors (including the Chairman of each committee) appointed for the duration of their term of office by the Board of Directors and having the appropriate competences to the exercise of the missions of the Committee in which they participate.

The chairmen of the special committees are chosen from among the independent directors. The composition of the special committees is in line with the broad representation of the independent directors.

An outside personality may be invited to sit on one or other of the committees without voting rights.

Subject to an Emergency (as this term is defined in Article 3.1):

- each committee must be convened to consider matters falling within its competence in sufficient time before the effective holding of the Board of Directors, whose decisions it prepares;
- the notice will be sent to each member of the committee and will include the detailed agenda of the meeting;
- the members of the committee must have, before the meeting and in sufficient time, information enabling them to give an informed opinion.

In the event of an Emergency, the notice and meeting deadlines of the special committees of the Board of Directors will not be subject to the provisions described above, provided that the Chairman of the committee has:

- (i) previously sent a notice giving reasons for the Emergency to the members of the committee, and

(ii) communicated to all the members of the committee, together with the notice to the meeting of said committee, all the elements necessary for their analysis.

The rules of convening, quorum and deliberation of each committee are laid down in their own internal rules.

In the same way, the provisions relating to the chairmanship of each committee are regulated in their respective internal rules.

COMPLIANCE CHARTER FOR MEMBERS OF THE BOARD OF DIRECTORS

To ensure an efficient corporate governance practice, the Board of Directors has appended the compliance charter for members of the Board of Directors to the Internal Rules which set out the rights and obligations of the directors and to which any director is obliged.

Preamble

The purpose of this Charter is to promote the effective application of corporate governance principles and best practices by the directors of Natixis.

Before assuming office, every one of Natixis' directors must ensure that they are familiar with the general or specific obligations incumbent upon them, such as those resulting from laws or regulations, bylaws, internal rules and this Charter, as well as any other binding texts.

The directors of Natixis agree to comply with the guidelines contained in this Charter.

Article 1: Attendance

All directors must devote sufficient time and attention to the performance of their duties and regularly attend the meetings of the Board and Committees of which they are a member, as well as the General Shareholders' Meeting. Consequently, they must ensure that the number and commitment level of their directorships permit them to be available when required, especially if they also hold executive positions.

Article 2: Directorship and Corporate Interest

Each director represents all the shareholders and endeavors to act in the corporate interest of Natixis at all times. They undertake to defend and promote the values of Natixis.

Article 3: Shareholding and Transparency

It is recommended that each director hold at least 1,000 Natixis shares. They have six months to acquire the 140 shares stipulated by the bylaws and another 12 months to bring their holding to 1,000 shares.

In keeping with the laws in force, each director must enter the shares they hold in registered form.

Article 4: Professionalism and Efficiency

Directors contribute to the collegiality and efficiency of the work of the Board and Special Committees. They make recommendations that they feel will improve the Board's operating procedures, specifically during the Board's periodic evaluation.

Together with the other members of the Board, they see to it that the guidance and control duties are accomplished in accordance with the laws and regulations in force.

They ensure that the positions taken by the Board are formally decided on, properly reasoned and entered into the minutes of its meetings.

Article 5: Confidentiality

Members of the Board of Directors and of the Committees, as well as any individual attending the meetings of the Board and the Committees, are bound by a general confidentiality obligation on their deliberations.

Article 6: Prevention of Insider Trading

a) Inside information

In accordance with regulation 596/2014 of the European Parliament and Council (together with the delegated and enforcement regulations, the Market Abuse regulation (MAR)):

“Inside information is any information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments.”

If the Board of Directors has received inside information on Natixis, the directors and any individual attending Board or Committee Meetings must refrain from:

- performing or attempting to perform any insider trades (the term “insider trades” refers to (i) the use of inside information by a person in possession of such information to buy or sell, for themselves or for a third party, directly or indirectly, financial instruments related to this information, and (ii) the use of the recommendations or inducements of a person in possession of inside information if the person using the recommendation or inducement knows, or ought to know, that it is based upon inside information);

- recommending to another person or inducing them to perform any insider trades; or
- unlawfully disclosing inside information.

This duty to refrain concerns shares and any investment securities issued or to be issued by Natixis, as well as the rights that may be detached from those securities (e.g. preemptive rights) and any derivative whose underlying assets are the rights or securities issued by Natixis.

The duty to refrain also applies if inside information is held on the securities of listed companies in which Natixis holds or may come to hold a stake.

These same recommendations are valid for all listed companies on which the director receives inside information in the context of his work with the Board.

Directors are advised of the risks posed by transactions executed on Natixis stock by persons closely associated with them, especially:

- a spouse, or a partner considered to be equivalent to a spouse in accordance with national law;
- a dependent child, in accordance with national law;
- a relative who has shared the same household for at least one year on the date of the transaction concerned;
- a legal person, trust or partnership:
 - o the managerial responsibilities of which are discharged by a person discharging managerial responsibilities or by a person who is closely associated with them,
 - o that is directly or indirectly controlled by such a person,
 - o that is set up for the benefit of such a person, or
 - o the economic interests of which are substantially equivalent to those of such a person.

The sanctions for such actions are administrative and criminal.

b) Permanent insiders

As per the MAR regulation, Natixis places the names of directors on the list of permanent insiders provided to the AMF. A permanent insider is any individual or legal entity that, on account of the nature of their functions or position in an issuing entity, has continuous access to inside information held by that issuing entity. Directors are individually informed that they are on this list by a letter from the Head of Compliance with acknowledgment of receipt.

A person's omission from this list does not mean they are exempted in any way from complying with the laws and regulations and in no way does it prejudice their potential insider status.

Directors undertake to strictly observe and comply with the provisions of the Natixis S.A. Compliance Manual regarding any transactions relating to Natixis shares or debt securities, as well as any other related derivatives or financial instruments.

In particular, the director agrees not to perform any transaction during shutdown periods, also known as “negative windows,” which begin 30 calendar days before the publication dates of the quarterly, half-year and annual results and end on the publication date of these financial statements.

c) Reporting obligations

Each director must declare any trading in Company shares to Natixis and the AMF within the three business days following the date of the transaction and in accordance with the conditions set out by the MAR Regulation.

This reporting obligation also applies to closely associated persons as defined by the MAR Regulation.

Directors must also inform Natixis of the number of shares they hold on December 31 of each year and any financial transactions carried out, so that this information may be disclosed by the Company.

Natixis may also ask each director to provide any information in relation to the trading of listed companies’ securities necessary for it to fulfill its reporting obligations to all authorities such as stock market authorities, both in France and abroad.

Article 7: Independence and Conflicts of Interest

Directors strives to preserve their independence in judgment, decision and action in all circumstances. They refuse to be influenced by any element that is not aligned with the corporate interest of Natixis, which it is their remit to defend.

Directors must refrain from acting in conflict of interest with Natixis or the companies it controls. Specifically, when there is a planned transaction or business relationship in which a director or non-voting director is directly or indirectly involved (e.g. when a director is affiliated: with the partner bank or financing bank of a supplier, or the partner bank or financing bank of a Natixis competitor for the transaction in question; or when a director or an independent director is affiliated with an entity initiating a new business relationship with Natixis), the director or non-voting director in question must inform the Chairman of the Board of Directors (or the Corporate Secretary of Natixis) as soon as they become aware of such a plan, and inform the Chairman that they are directly or indirectly interested and in what capacity.

Should this transaction or business relationship be submitted to the Board of Directors, the director or the non-voting director in question must abstain from attending any part of the meetings of the Board of Directors or of any of its Committees in which they discuss the plan in question. Consequently, the director or non-voting director does not participate in the Board's deliberations, or in the vote on the plan in question, and the section of the minutes relative to the plan in question is not submitted to them.

Article 8: Information/Training

All directors have a duty to learn about and to ask, within the appropriate time frame, the Chairman of the Board of Directors, and/or the Special Committees of which they are a member, to provide the information needed for the Board or the Special Committees to take useful action on the matters on its agenda.

In addition, all directors must receive training by attending, where necessary, the training modules provided by the Company.

Article 9: Application of the Charte

Should one of Natixis' directors no longer be in a position to perform their duties in compliance with the Charter, either for their own reasons or for any other reason including those specific to Natixis' rules, they must notify the Chairman of the Board of Directors, seek measures to remedy the situation, and, if none are found, suffer the personal consequences with respect to the performance of their duties.

Natixis' Chief Compliance Officer is available to each director for any questions about the Code of Conduct.

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