

Paris, March 2, 2020

**PRESS RELEASE RELATING TO THE CAPITAL INCREASE FOLLOWING THE ORDINARY
SHARE ALLOCATION TO SOME EMPLOYEES OF NATIXIS –
2017 PROGRAM OF ALLOCATION OF FREE SHARES AND
2018 PROGRAMS OF ALLOCATION OF FREE 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 article 1 sections 4 i) and 5 g) of the European regulation (EU) n°
2017/1129 dated June 14, 2017*

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 entities 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.

Decisions of allocation

- A. The Board of Directors of April 10, 2017 (i) decided to carry out the allocation of a maximum number of 3,012,307 shares to some employees of Natixis chosen by the Board of Directors and to the executive officer, pursuant to the provisions set in Articles L.225-197-1, et seq. of the French Commercial Code, leading (if the terms and conditions are met at the end of the vesting periods) 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) determined the 2017 Program of "Allocation of Free Shares" (hereinafter referred to as the "**2017 Program**")
- B. The Board of Directors of April 13, 2018 (i) decided to carry out the allocation of a maximum number of 3,389,678 shares to some employees of Natixis chosen by the Board of Directors and to the executive officer, pursuant to the provisions set in Articles L.225-197-1, et seq. of the French Commercial Code, leading (if the terms and conditions are met at the end of the vesting periods) 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) determined the "2018 Program of Allocation of

Free Shares" and **Payments" business line Program"**, (hereinafter respectively the "**2018 Program"** and the "**Payments business line Program"**, together with the "2017 Program" referred to as the "**Programs"**).

Terms and conditions of the operation

The Board of Directors decided the allocation of free Natixis shares to some employees and the executive officer of the Company (hereinafter referred to as "**Beneficiaries"**).

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

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

At the end of the Vesting Periods, for the 2017 and 2018 Programs, 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 free shares

The Board of Directors decided to allocate free shares as part of the implementation in Natixis of deferred remuneration mechanisms 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 of April 10, 2017 decided to allocate a total maximum number of 3,012,307 shares of the Company to the benefit of some employees and the executive officer of the Company, in relation to the 2017 Program.

The Board of Directors of April 13, 2018 decided to allocate a total maximum number of 3,389,678 shares of the Company to the benefit of some employees and the executive officer of the Company, in relation to the 2018 Program and the Payments business line Program.

The free 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 described, the allocated shares will be transferred in full ownership to Beneficiaries at the end of the relating Vesting Period.

Under the 2017 Program, the Vesting Periods run from the date the shares are allotted by the Board of Directors and expire on March 1, 2019 for the first tranche allocated and on March 1, 2020 for the second and last tranche allocated.

Under the 2018 Program, the Vesting Periods run from the date the shares are allotted by the Board of Directors and expire on March 1, 2020 for the first tranche allocated and on March 1, 2021 for the second and last tranche allocated.

Under the Payments business line Program, the Vesting Periods run from the date the shares are allotted by the Board of Directors and expire on April 12, 2021 for the first tranche allocated and on April 12, 2023 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 Programs.

Terms of Final Allocation

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

- to be a member of Natixis staff during the Vesting Period, apart from some exceptions as set forth in the Programs,
- for some Beneficiaries, to comply with some performance conditions as set in the Programs.

Duration of the Holding Period

Under the 2017 Program, the shares will be subject to a mandatory Holding Period until October 1, 2019 for shares whose vesting date is March 1, 2019, and until October 1, 2020 for shares whose vesting date is the 1st March 2020.

Under the 2018 Program, the shares will be subject to a mandatory Holding Period until October 1, 2020 for shares whose vesting date is March 1, 2020, and until October 1, 2021 for shares whose vesting date is the 1st March 2021.

30% of the shares that will be delivered to the executive 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 for the 2017 and 2018 Programs and at the end of the vesting period for the Payments business line Program, 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 on March 1st, 2020 that the shares to be definitively allocated will be new shares in reference to the second tranche of the 2017 Plan and the first tranche of the 2018 Plan.

The final nominal amount of the share capital increase of Natixis that occurred the March 1st, 2020, amounts to EUR **4,428,820.80** corresponding to the number of shares allocated to Beneficiaries fulfilling the terms and conditions set in the Programs (*i.e.* (i) **1,850,703** shares definitely allocated in relation to the second tranche of the 2017 Program and (ii) **917,310** shares definitely allocated in relation to the first tranche of the 2018 Program) multiplied by the par value of one Natixis share (*i.e.* EUR 1.60).

The final list of Beneficiaries as well as the final amount of the share capital increase and the number of issued shares has been set on March 1st, 2020.

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 March 1st, 2020.

Specific provision

The information contained in this document is delivered as information for Beneficiaries and summarizes the terms of the Programs. In the event of discrepancy between information in this document and in the Programs, the latter will prevail.

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