2014 Registration Document and Annual Financial Report

CORPORATE & INVESTMENT BANKING / INVESTMENT SOLUTIONS & INSURANCE / SPECIALIZED FINANCIAL SERVICES

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Registration Document 2014

and Annual Financial Report

AUTORITÉ DES MARCHÉS FINANCIERS

AMF

This registration document was filed with the French Financial Markets Authority on March 12, 2015, in accordance with Article 212-13 of the general regulations of the French Financial Markets Authority. It may be used in connection with a financial transaction only if accompanied by a transaction note approved by the French Financial Markets Authority.

The document has been prepared by the issuer and its signatories incur liability in this regard. This registration document includes all components of the annual financial report mentioned in section I of Article L.451-1-2 of the French Monetary and Financial Code and Article 222-3 of the general regulations of the French Financial Markets Authority. A cross-reference table showing documents referred to in Article 222-3 of the general regulations of the French Financial Markets Authority and the corresponding sections of this registration document appear on page 456.

The English language version of this report is a free translation from the original, which was prepared in French. All possible care has been taken to ensure that the translation is an accurate presentation of the original. However, the original language version of the document in French prevails over the translation.

Copies of the present registration document are available free of charge from Natixis, Immeuble Arc de Seine, 30, avenue Pierre Mendès France, 75013 Paris, France.

1

PRESENTATION OF NATIXIS

1.1 Presentation of Natixis

Natixis is the corporate, investment, insurance and financial services arm of Groupe BPCE, the 2nd-largest banking group in France [(1)] with 36 million clients spread over two retail banking networks, Banque Populaire and Caisse d'Epargne. Natixis is listed on the Paris Stock Exchange.

With more than 16,000 employees, Natixis has a number of areas of expertise that are organized into three main business lines: Wholesale Banking, Investment Solutions & Insurance, and Specialized Financial Services.

Natixis has a long-lasting commitment to its clients – corporates, financial institutions and institutional investors –, and to the customers of Groupe BPCE's two banking networks, i.e. personal banking, professional, and small and medium-size enterprises.

Natixis has adopted a sustainable development policy that aims to reduce its carbon footprint and actively participate in social progress, both in its business activities and the running of its operations. This policy is based on a number of international commitments, including:

- a commitment to the United Nations Global Compact since 2007;
- adherence to the Principles for Responsible Investment (PRI) since 2008;
- signature of the Equator Principles in 2010.

WHOLESALE BANKING

COVERAGE & ADVISORY
- Coverage
- Mergers & Acquisitions
- Equity Capital Markets
- Capital & Rating Advisory
- Vanilla Finance

STRUCTURED FINANCING
- Aircraft, Export & Infrastructure Finance
- Global Energy & Commodities Finance
- Acquisition & Strategic Finance
- Real Estate Finance

CAPITAL MARKETS
- Cash & Derivatives Equity Markets
- Equity Linked Finance
- Fixed Income, Credit, Forex, Commodities & Treasury Markets
- Cross-Expertise Research (Equity, Credit, Economic) & Quantitative Research

GLOBAL TRANSACTION BANKING
- Trade finance
- Account Management and Treasury Services
- Cash Management
- Correspondent Banking

INTERNATIONAL PLATFORMS
- Americas Platform
- Asia-Pacific Platform
- EMEA Platform

INVESTMENT SOLUTIONS & INSURANCE

INVESTMENT SOLUTIONS

ASSET MANAGEMENT
Natixis Global Asset Management

Over 20 asset management companies (Natixis Asset Management, Loomis-Sayles, Harris Associates, Harris associates, AEW, etc.) applying multiple investment approaches:
- Life insurance mandates
- Fixed income
- Equities
- Money market and diversified
- Alternative, real estate and private equity
- Socially-responsible investment

PRIVATE BANKING
Banque Privée 1818

Natixis Bank Luxembourg
- Asset Engineering
- Corporate Advisory
- Family Office
- Asset-Backed Loans
- Life Insurance under French and Luxembourg law
- Diversification Solutions
- Real-Estate Solutions
- Financial Investment Management

INSURANCE
Life insurances
- Individual life insurance, savings, transfer of assets, retirement, death insurance, long-term care insurance and borrower's insurance

Non-life insurances
- Car insurance, home insurance, home and leisure accidents insurance, health insurance, legal protection insurance and means of payment insurance

(1) No. 2 in terms of market share in customer savings deposits and customer loans (source: Banque de France Q3 2014, all non-financial customers); No. 2 in terms of market penetration in the individual professional and entrepreneur segments (source: Pépites CSA 2013-2014 survey).

* Europe, Middle East, Africa
Headcount – end of December 2014 (excluding Coface).

SPECIALIZED FINANCIAL SERVICES

SPECIALIZED FINANCING

FACTORING

Natixis Factor

- Management and optimization of customer receivables
- Factoring and financing
- Business information and collection

SURETIES AND FINANCIAL GUARANTEES

Compagnie Européenne de Garanties et Cautions

- Design and development of multiple market surety and financial guarantee services

LEASING

Natixis Lease

- Equipment and real estate lease financing (equipment leasing, real estate leasing, operations leasing, leasing with option to buy, IT operational leasing, Sofergie loans and long-term leasing)

CONSUMER FINANCE

Natixis Financement

- Redeemable loans
- Personal loan management

FILM INDUSTRY FINANCING

Natixis Coficiné

- Cash flow or structured loans
- Medium-term or corporate loans

FINANCIAL SERVICES

EMPLOYEE SAVINGS SCHEME

Natixis Interépargne

Natixis Intertitres

- Employee savings plans
- Pension plans
- Collective non-life and provident insurance
- Employee share ownership
- Prepaid vouchers

PAYMENTS

Natixis Payment Solutions

- Payment management for every type of transaction and exchange system

SECURITIES SERVICES

EuroTitres Department

- Retail and private banking custody with back office functions

FINANCIAL INVESTMENTS

Coface

- Credit insurance
- Factoring (Germany, Poland)

Corporate Data Solutions

Natixis Private Equity

Natixis Algérie

1.2 History and links with BPCE

1.2.1 HISTORY

Natixis was formed in 2006 through the combination of Natexis Banques Populaires and various subsidiaries of the Groupe Caisse d'Epargne, notably Ixis Corporate & Investment Bank (Ixis CIB) and Ixis Asset Management (Ixis AM):

- Natexis Banques Populaires itself was created from the contribution in July 1999 of the operating activities of the Caisse Centrale des Banques Populaires, founded in 1921, to Natexis S.A., a holding company that was formed from Crédit National, founded in 1919 and which had acquired a 100% stake in Banque Française du Commerce Extérieur, founded in 1946. At December 31, 2000, Groupe Banque Populaire held 79.23% of Natexis Banques Populaires following a capital increase largely taken up by retail investors;
- Ixis CIB and Ixis AM were originally part of CDC Ixis, itself part of the Caisse des Dépôts. The Ixis CIB and Ixis AM businesses were then contributed to the Caisse Nationale des Caisses d'Epargne (CNCE) as part of the transformation of the Groupe Caisse d'Epargne into a major full-service banking group at the end of 2004.

Natixis was formed by the completion of the following contributions:

- CNCE's contribution to Natexis Banques Populaires of certain subsidiaries and shareholdings in corporate, investment and service banking businesses, as well as a share of the cooperative investment certificates (CCI) issued since 2004 by each Caisse d'Epargne et de Prévoyance; and
- the contribution to Natexis Banques Populaires by SNC Champion, a vehicle set up by the Banque Fédérale des Banques Populaires (BFBP) and the Banques Populaires, of the rest of the Caisses d'Epargne CCIs not contributed by CNCE and which had previously been acquired by SNC Champion from CNCE. In addition, CNCE and SNC Champion contributed stakes in Ixis CIB and Ixis AM that they had previously acquired from Sanpaolo IMI.

As a result of these contributions, CNCE and BFBP (directly and indirectly through SNC Champion) each had a 45.52% shareholding in Natexis Banques Populaires, whose name was changed to Natixis.

Alongside these contributions, each Banque Populaire issued CCIs representing 20% of their capital in favor of Natexis Banques Populaires, which has since become Natixis.

Between November 18, 2006 and December 5, 2006, CNCE and BFBP (through SNC Champion) sold some of their Natixis shares on the market via a Retail Public Offering in France for retail investors and a Global Offering for institutional investors both in and outside France. Once this transaction was completed, CNCE and BFBP each held a 34.44% stake in Natixis.

On February 26, 2009, the BFBP Board of Directors and the CNCE Supervisory Board approved the terms and conditions of the merger of their two central institutions, leading to the creation of the number two banking group in France.

- The underlying principles of BPCE, the central institution of Groupe BPCE created by Law No. 2009-715 of June 18, 2009, were approved on June 24, 2009 by the BFBP Board of Directors and the CNCE Supervisory Board. The last step in the formation of Groupe BPCE was completed on July 31, 2009 with the votes at the General Shareholders' Meetings of BFBP, CNCE and BPCE.
- With the formation of Groupe BPCE, BPCE took the place of CNCE and BFBP, becoming the majority shareholder of Natixis.
- Natixis has been affiliated with BPCE since July 31, 2009 (not inclusive), replacing the dual affiliation of Natixis with CNCE and BFBP.

On August 6, 2013 Natixis sold all of the cooperative investment certificates (CCIs) that it held internally to the Banque Populaire banks and Caisses d'Epargne. This transaction was part of a move to simplify Natixis' structure.

Groupe BPCE is the No. 2 banking group in France through its two flagship brands: Banque Populaire and Caisse d'Epargne. Groupe BPCE and its 108,000 employees serve 36 million customers, of whom 8.9 million are cooperative shareholders. Groupe BPCE develops a broad range of banking and financial services for a wide variety of customers.

With the 18 Banque Populaire banks, 17 Caisses d'Epargne, Natixis, Crédit Foncier, Banque Palatine and BPCE International et Outre-mer, Groupe BPCE offers its customers a broad range of products and services, including solutions for savings, investment, cash management, financing and insurance.

Groupe BPCE provides a guarantee and solidarity system covering all banks affiliated with it.

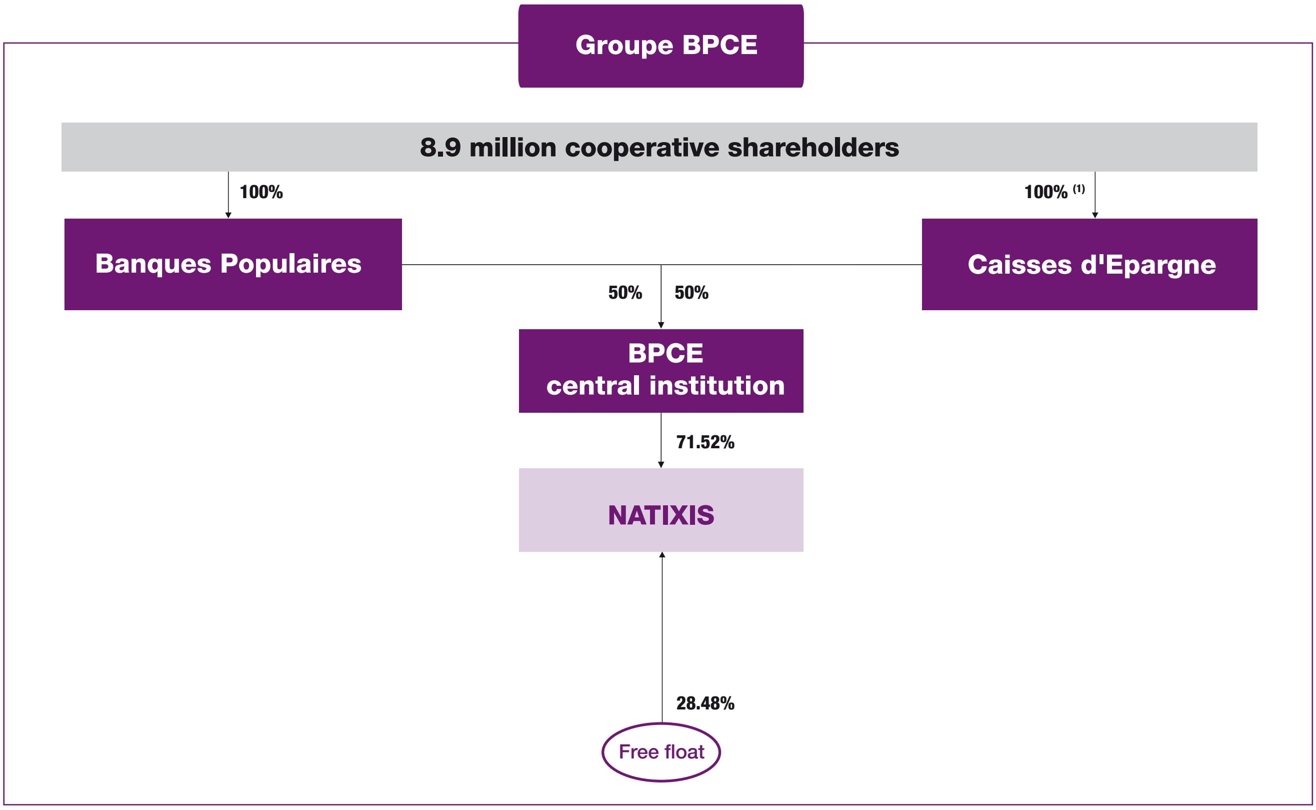
1.2.2 FINANCIAL SOLIDARITY MECHANISM

Pursuant to Article L.511-31 of the French Monetary and Financial Code (Code monétaire et financier), BPCE shall, as the central institution, take any measures necessary to guarantee the liquidity and solvency of Groupe BPCE. Natixis, in its capacity as an institution affiliated with BPCE, is covered by the Groupe BPCE financial solidarity mechanism. Thus, in the event Natixis encounters financial difficulty, (i) BPCE would firstly provide support using its own regulatory capital in accordance with its duty as a shareholder; (ii) should this prove insufficient, it would use the mutual guarantee fund created by BPCE, totaling €360.4 million in December 31, 2014 in assets provided jointly by both the Banques Populaires and Caisses d'Epargne networks, and which is increased through an annual contribution (subject to the amounts which would be used in the event of a call for funds); (iii) if BPCE's regulatory capital and this mutual guarantee fund should prove insufficient, BPCE would call on (in equal proportions) both the Banques Populaires and Caisses d'Epargne networks' own guarantee funds of €900 million in total and, finally (iv) if calls on BPCE's regulatory capital and these three guarantee funds should prove insufficient, additional sums would be requested from all Banques Populaires and Caisses d'Epargne.

It should be pointed out that the guarantee funds referred to above consist of a Groupe BPCE internal guarantee mechanism activated at the initiative of the BPCE Executive Board or the French banking regulator, which may request that it be used if deemed necessary.

1.2.3 BPCE ORGANIZATION CHART

At December 31, 2014, BPCE held 71.46% of the share capital of Natixis (71.52% of voting rights) *(see section 1.2.2 Financial solidarity mechanism)*. The structure of Groupe BPCE at December 31, 2014 was as follows:



(1) *Indirectly through Local Savings Companies.*

1.3 2014 Key figures

1.3.1 INCOME STATEMENT

(in millions of euros)	2014 [(b)]	2013 [(b)]
Net revenues [(a)]	7,743	7,343
Gross operating income [(a)]	2,352	2,147
Net income (group share) [(a)]	**1,277**	**1,105**
Net income from GAPC and exceptional items [(c)]	(139)	(129)
NET INCOME (GROUP SHARE)	**1,138**	**976**

(a) Excluding GAPC (Workout Portfolio Management), FV adjustment on own senior debt and exceptional items, see section 4.1.1 "Methodology" and Appendix to 4.1.3 "Consolidated results".

(b) Pro forma data, see section 4.1.1 "Methodology" and Appendix to 4.1.3 "Consolidated results".

(c) See section 4.1.1 "Methodology" for exceptional items and Appendix to 4.1.3 "Consolidated results".

1.3.2 FINANCIAL STRUCTURE

	12.31.2014	12.31.2013
Basel 3 CET1 ratio*	11.4%	10.4%
Basel 3 risk-weighted assets* *(in billions of euros)*	115.2	120.1
TOTAL ASSETS *(in billions of euros)*	**590.4**	**510.1**
BOOK VALUE PER SHARE *(in euros)***	**5.27**	**5.17**

** Based on the CRR-CRD4 rules without phase-in except for DTAs on tax loss carry forward, including treatment of insurance company securities at 370% in risk-weighted assets.*

*** Post-dividend payout.*

1.3.3 NET REVENUES BY BUSINESS

(in millions of euros)	2014*	2013*
Wholesale Banking	2,899	2,795
Investment Solutions	2,818	2,447
Specialized Financial Services	1,262	1,253
Financial Investments	828	855

** Pro forma data, see section 4.1.1 "Methodology" for exceptional items and Appendix to 4.1.3 "Consolidated results".*

1.3.4 PRE-TAX PROFIT BY BUSINESS

(in millions of euros)	2014*	2013*
Wholesale Banking	1,023	827
Investment Solutions	817	678
Specialized Financial Services	370	341
Financial Investments	76	95

* *Pro forma data, see section 4.1.1 "Methodology" for exceptional items and Appendix to 4.1.3 "Consolidated results".*

1.3.5 LONG AND SHORT-TERM RATINGS (AS OF END-FEBRUARY 2015)

Ratings Agency	Long-term	Short-term
Standard & Poor's	A (negative)	A-1
Moody's	A2 (negative)	P-1
Fitch Ratings	A (stable)	F1

1.3.6 2015 INVESTOR RELATIONS CALENDAR

May 6, 2015 After market close (subject to modification)	2015 First Quarter Results
May 19, 2015	General Shareholders' Meeting (approving the 2014 financial statements)
July 30, 2015 After market close (subject to modification)	2015 Second Quarter Results
November 4, 2015 After market close (subject to modification)	2015 Third Quarter Results

1.3.7 CONTACTS

See Investor Relations section at *www.natixis.com*

Investor Relations Department

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Individual Shareholders team

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E-mail: *actionnaires@natixis.com*

1.4 Natixis' business lines

1.4.1 WHOLESALE BANKING

At December 31, 2014, Natixis' Wholesale Banking division employed 3,104 people (FTEs) in 28 countries around the world: 60% in France and 40% abroad. It operates in the major global marketplaces via three platforms: the Americas, Asia-Pacific and EMEA (Europe except France, Middle East and Africa). Wholesale Banking advises corporate clients, institutional investors, financial sponsors and public sector entities. It offers them a wide range of financing products, access to capital markets, and transaction banking services. Natixis draws on the technical expertise of its teams and a renowned research department to develop solutions adapted to the specific needs of each its customers.

In 2014, Natixis carried out structural projects in all of its Wholesale Banking businesses, in accordance with the objectives of the New Frontier strategic plan.

It completed large-scale structural financing transactions with high added value. It adapted its capital markets strategy to better meet the needs of its clients and achieved some major commercial successes, particularly in equity derivatives. It also improved earnings for its Global Transaction Banking activities.

It continued its "asset-light" strategy in accordance with its "Originate-to-Distribute" model, and increased its international presence with significant initiatives in Japan and Australia, the development of its Latin American platform, and a cooperation agreement in Saudi Arabia. In addition, to improve its business development capacities and better meet the needs of its clients it created a single Customer Relationship Management application, and a Client Services Department responsible for improving client referrals, and more.

- Coverage: Natixis' bankers are developing a strategic dialog with corporates, institutional investors and private equity funds. They anticipate their needs and, in conjunction with the business lines, offer them all of Natixis' products and services, from vanilla finance to more complex solutions with high added value.
- Strategic Advisory: advisory activities on mergers and acquisitions, equity capital markets, financial strategy and ratings.
- Financing: the dedicated teams provide customers with comprehensive advisory, arrangement, underwriting and financial engineering expertise in various types of financing (aircraft, export and infrastructure finance, energy and commodities finance, acquisition and strategic finance, and real estate finance).
- Capital Markets: Natixis' experts offer a wide range of diversified, standard and bespoke products on the fixed income, credit, foreign exchange, commodities and equities markets (cash and equity derivatives). They also offer financial engineering solutions in financial investments.
- Research: Natixis is developing company-wide expertise based on joint analyses and targeted themes by merging its equity, credit and economic research teams into a cross-functional research department. This department is recognised and regularly awarded by international investors, and it helps develop strategic dialog with investors and issuers. Natixis also produces recognized quantitative research.
- Portfolio Management: under the "Originate-to-Distribute" model implemented in 2013, Portfolio Management is responsible for actively managing Wholesale Banking's portfolio. It optimizes balance-sheet rotation and the use of related resources, thereby offering Natixis renewed origination capacity.
- Global Transaction Banking: Natixis offers its clients four major categories of products and services: treasury and liquidity management, cash management, trade finance, and correspondent banking.

1.4.1.1 Coverage and Strategic Advisory

Within the Wholesale Banking division, Coverage is the key component to Natixis' client coverage. It supports clients at every stage of their development, meets their traditional financing needs, advises them, and offers them a comprehensive, customized range of products by leveraging all of Natixis' solutions and services. Coverage draws on its strategic advisory teams (mergers and acquisitions, equity capital markets, structural finance and ratings) to work closely with the bank's various businesses. This structure allows maximized responsiveness and the ability to anticipate client needs through in-depth strategic dialog.

- The Mergers & Acquisitions business line helps customers (commercial and industrial corporations, institutional investors and investment funds) prepare and execute disposals or mergers, fundraising, restructuring or capital protection. In 2014, Natixis advised large European companies on shareholding structure modification and business disposals. Noteworthy was its role as sole financial advisor to Havas for the public offering initiated by the Bolloré Group companies (€2.8 billion) and sole advisor to Mr. Bricolage for the public offering initiated by Kingfisher (€275 million).
- The Equity Capital Markets business provides clients with tailored advisory services in all transactions affecting their capital structure: IPOs, capital increases, share buybacks, convertible or exchangeable bond issues and liquidity contracts.

  Natixis is also developing advisory services for carrying out public tenders or exchange offers and implementing defense strategies. Natixis is a key player in France and a leader in launching public offerings, and was ranked the No. 2 bookrunner on equity capital markets in terms of the number of transactions in France in 2014 [(1)]. In 2014, Natixis carried out several key transactions, including capital increases for Peugeot (€1.95 billion) and Arkema (€350 million), Coface's IPO (€957 million) and a convertible bond issue (€1.15 billion) for Alcatel Lucent. Internationally, it helped Italian company Italcementi do a €500 million capital increase and Cnova, a Casino subsidiary, go public on the Nasdaq.

(1) Source: Bloomberg - underwriter ranking.

- The Capital & Rating Advisory business line aims to define the most appropriate equity and debt-based financing strategies for its customers and advise them on their investment decisions and their choice of lenders. Capital market internationalization and disintermediation have led Natixis to develop a rating advisory service within this business line to facilitate its customers' access to new international sources of liquidity. In 2014, Natixis helped Arkema work with rating agencies for its Bostik acquisition (€1.5 billion). It also helped Darty obtain its first rating for a €250 million bond issue.

1.4.1.2 Structured financing

In terms of structured financing, Natixis has comprehensive advisory, arrangement, underwriting and financial engineering capacity in aircraft financing, export and infrastructure financing, energy and commodities financing, acquisition and strategic financing and real estate financing.

In 2014, Natixis was ranked No. 2 bookrunner for real estate finance in the EMEA region [(1)], No. 4 bookrunner in project finance in the EMEA region, No. 10 mandated arranger worldwide and No. 10 in the Americas [(2)], No. 11 bookrunner for LBO financing in the EMEA region [(3)] and No. 2 in France [(4)].

- Natixis' offering in aircraft, export and infrastructure financing combines its advisory expertise in the areas of financial, arrangement, structuring, agent and distribution services. The team is developing optimized financing solutions in both the banking and institutional markets. This enabled it to play an essential role in the EETC (Enhanced Equipment Trust Certificates) market for aircraft financing and in the project bond market.

  In 2014, Natixis acted as financial and rating advisor and sole bookrunner for the first French and European project bond in the digital infrastructure sector for Axione Infrastructures.

  As a major player in the renewable energy financing sector, Natixis arranged financing for the Gemini project (€2.1 billion) to build a 600 MW offshore wind farm in the North Sea off the Dutch coast. It was also the sole arranger for the first project bond in Italy in the solar energy sector (project Brainwave). Natixis is also very active in the aircraft finance market and acted, in 2014, as global coordinator, lead arranger and swap provider to finance two Boeing 777-300ER purchased by BBAM LP and leased to Cathay Pacific.

- In energy and commodities, Natixis provides sectoral coverage and loans specific to these markets: pre-export financing, transactional facilities, borrowing base financing [(5)], reserve-based lending [(6)] for oil and mining operations, etc. Natixis promotes all of its business lines to its customers in this sector. In 2014, Natixis consolidated its positioning:
  - with its producer clients by arranging financing, namely for Petrobras Oil & Gas in Nigeria ($700 million);
  - with its trading clients by, for example, arranging borrowing base financing [(5)] in the United States in the energy sector for Trafigura ($3.5 billion), Mercuria ($2.9 billion), as part of acquiring JP Morgan's trade activities, and for French mining and metallurgy group Eramet (€100 million), a world leader in the sector. In 2014, for the third year running, Natixis was ranked third in the "Best Trade Bank in Metals and Mining" [(7)] category.

  Over the next few years, Natixis will continue to selectively develop its Energy & Commodities franchise internationally (Latin America, Asia, Australia, Africa and the Middle East) by leveraging its expertise in structured finance and commodity trade finance, and by expanding the range of solutions available to its customers.

- Natixis is a world-class player in Acquisition & Strategic Finance, with more than 20 years of global experience in this sector. In 2014, it set itself apart in France and internationally for its major financing transactions for a variety of acquisitions (public-to-private, spin-off [(8)], change in control, etc.). Among the landmark transactions in 2014 was Arkema's acquisition of Bostik (€1.5 billion), the financing of which was arranged by Natixis and refinanced by a capital increase, as well as a hybrid bond issue and senior bond issue led by Natixis. Natixis also financed (€818 million), using an LBO [(9)], the buyout of Ceva Santé Animale, carried out by its management team.

- In the area of Real Estate Finance, Natixis' teams are developing expert advisory services for equity transactions and for arranging corporate and specialized financing solutions. Natixis is a leading banks in France and has strong, well-known franchises in Europe and the United States. Mortgage lending bank Natixis Pfandbriefbank, whose primary activity is financing commercial real estate transactions in Europe, stepped up its development by issuing close to €300 million in Pfandbriefe bond issues in 2014, rated AAA by Moody's. Natixis Pfandbriefbank also conducted and successfully placed its first syndicated bond issue with its German clients for an amount of €100 million in November 2014.

(1) Source: Dealogic.
(2) Source: Global Project Finance Review – Thomson Reuteurs.
(3) Source: Thomson Reuters.
(4) Source: Thomson Reuters.
(5) Loans for which the amount is determined by the assets pledged.
(6) Loan secured by the oil and gas reserves from pledged hydrocarbon fields.
(7) Source: Trade & Forfaiting Review – TFR Excellence Awards June 2014 - bronze medal for Best Trade Bank in Metals and Mining.
(8) Spin-off transaction to separate a group's activities into separate companies.
(9) Leveraged Buyout: acquisition using leverage.

Natixis deepened its activity in Europe through its role in landmark transactions: it helped real estate investment company Eurosic acquire SIIC de Paris for approximately €1.5 billion, arranged a record-breaking loan of €1.5 billion for Carrefour (through its Carmila subsidiary) for the acquisition of 172 shopping centers, and financed the purchase of the Beaugrenelle shopping center for a total of €560 million.

Buoyed by its positioning on the US CMBS [1] market with more than $1.3 billion in securitization transactions in 2014, Natixis also stood out locally in balance-sheet transactions by arranging the Watchtower deal (financing the purchase of office buildings) for a total of €318 million. Finally, Natixis also expanded its real estate finance business in Canada. It formed a strategic partnership with investor Trez Capital Group to finance real estate transactions, using a global line of more than CAD 600 million.

1.4.1.3 Capital markets

In fixed income, credit, forex, commodities and equity markets, Natixis offers its corporate and institutional (both private and public sector) clients and the Groupe BPCE networks a wide range of investment, financing and hedging products that tie into its research expertise.

Equity markets

With more than 300 employees in France and internationally dedicated to cash equity and equity derivative markets, Natixis offers its customers investment, financing and hedging projects that range from the simplest to the most innovative solutions.

On the cash equity market, Natixis is positioned as a Europe-wide broker specializing in the French market. It offers the full range of expertise: research, sales, and value-adding execution products. Three distribution platforms - in Paris, London and New York - are available for corporate and institutional clients, as well as for the Groupe BPCE networks. In 2014, the teams were heavily involved in the Coface IPO led by Natixis as global coordinator and joint bookrunner, and in promoting the stock on the secondary market with strong market share on Euronext.

With more than 15 years of experience on the equity derivative market, Natixis offers its clients investment and financing solutions and hedging strategies. In 2014, it strengthened its financial engineering capacity in order to continue expanding its range of products and design structured solutions for to issues related to asset and liability management, balance sheets, financing, taxes, accounting and regulations. It focused on developing its "Natixis" range of simple, innovative products that are wholly centered on client needs. With trading teams in New York, London, Paris, Tokyo and Hong Kong, Natixis hedges underlying assets worldwide and leverages its expertise in mutual funds. As a leading player in Equity Finance activities, in 2014 Natixis was voted the Best Global Borrower Group 2 on the equity lending market by lenders in the same category [2].

At the same time, Natixis has continued to develop its international equity market customer coverage by expanding its sales teams. Revenues generated abroad have increased markedly, particularly in the Americas and Asia.

As for e-trading on the equity markets, aside from a full range of products and services for execution (algorithms, DMA, DCA, DSA, SORS, program trading, etc.), Natixis also provides its clients with a range of electronic platforms that draw on its financial engineering expertise: an advisory tool for asset allocation, a price generator, transactional tools for structured products, investment solutions for stocks, indexes and baskets (EMAPS and Squall proprietary platforms).

Equity Linked Finance

Equity linked finance was strengthened by the creation of Strategic Equity Transaction (SET), a joint venture between the Structured Financing and Capital Markets business lines. The dedicated team designs, advises on and implements structured transactions on listed shares for corporate finance, using financing tools, derivatives and other financial instruments for Natixis' large European and international corporate clients.

Bond, credit, forex, commodities and treasury markets

The Fixed Income Commodities & Treasury business line comprises over 700 employees located in Europe (Paris, London, Milan, Madrid and Frankfurt), the Middle East (Dubai), Asia (Singapore, Tokyo and Hong Kong) and the United States (New York, Houston and São Paulo). They offer customers financing, investment and hedging products on the fixed income, credit, forex and commodities markets in OECD countries. They are also positioned on emerging markets.

In a 2014 market climate dominated by extremely low interest rates, an overall lack of volatility, an uncertain geopolitical, changing regulatory environment and shrinking margins, Natixis maintained its sales momentum, and demonstrated the ability of its teams to offer customized solutions that meet the needs of its customers, whether corporates, institutions, central banks or hedge funds. The expansion of its fixed income, credit and forex businesses is the result of expanding its client franchise and deploying it internationally, especially in the United States and Asia.

For the fourth year in a row, the debt platform, which combines the primary bond market, loan syndication and Global Structured Credit & Solutions (GSCS), posted a solid performance across all borrower segments. In 2014, Natixis confirmed its place as a key player on the primary market for euro-denominated bonds with all issuer types, with leading positions: No. 1 bookrunner on the primary market for euro-denominated bonds with French issuers in 2014 [3], No. 1 bookrunner on the primary market for euro-denominated covered bonds in 2014 [4], No. 4 bookrunner on the primary market for euro-denominated bonds with financial institutions [5] in 2014.

(1) *Commercial mortgage-backed securities.*

(2) *Source: Global Investor/ISF Fall 2014 – Equity Lending, Fixed Income Lending & Technology Survey 2014 "Best Global Borrower Group 2, highest rated by Group 2 Lenders".*

(3) *Source: Dealogic.*

(4) *Source: Dealogic*

(5) *Source: Dealogic*

Natixis has expanded on the high yield market with an increasingly broad range of products, and on the green bond market. It has also continued its development to support clients by arranging issues denominated in foreign currency, especially dollars. The loan syndication activity continued to expand in 2014. Thanks to a cross-functional approach to securitization, asset and liability management, advisory and portfolio restructuring services (GSCS activity), Natixis offered its clients innovative, cutting-edge solutions to meet requirements related to regulatory and accounting changes, as well as issues concerning balance-sheet reduction, use of resources, alternative financing research, etc. In 2014, Natixis was an active arranger on the US CLO market [1]. In the same year, Natixis completed innovative transactions such as BPCE's first Uridashi bond issue, primarily targeting Japanese retail investors. In addition, it carried out several major bond transactions, including a three-tranche hybrid bond issue for EDF (€2.75 billion), a bond issue for Fiat (€850 million), the first dual tranche covered bond issue for Unicredit, a four-tranche bond issue for Etisalat (€3.4 billion), a three-tranche bond issue for Sanofi (€3 billion), a bond issue for the Kingdom of Morocco (€1 billion), two bond issues worth €1 billion and €1.25 billion for Wells Fargo, and a dollar-denominated issue for Turkish bank IsBank ($750 million). As for securitization, Natixis played a major role as the sole lead manager for two CLOs [1] from Fortress Investment Group.

On the fixed income, credit and forex markets, Natixis provides its clients with a broad range of e-trading products with access to the major multi-bank platforms (Tradeweb, Bloomberg, Bondvision, FXall, 360T, RTFX, etc.).

In emerging markets, Natixis offers a full range of fixed income, credit and forex products. Natixis is expanding this activity at the local level (Moscow, Shanghai and Dubai) and in Paris, London and New York. Natixis is developing its products for local and sovereign debt, as well as in local currencies for emerging markets.

In treasury activities, the joint refinancing pool between BPCE and Natixis has helped to increase cash inflows, primarily from international investors, and has thus ensured that the business lines have access to the liquidity needed to implement their plans for growth. In addition to the refinancing pool, a dedicated sales force and a single securities lending desk were set up to optimize management of Natixis' collateral.

Research

Research is a key part of Natixis' sales strategy. Every day, the Research teams publish analyses to guide clients in their investment decisions, and continue to creating of financial solutions tailored to customer needs.

In 2014, Natixis developed its cross-functional research by combining its equity, credit and economic research teams in order to offer clients cross-functional expertise based on cross-sectional analyses and targeted themes. It now forms one of the biggest research teams in the market with a focus on six forms of expertise: equity, credit, economic, investment strategy, commodities, and fixed income and forex. Cross-functional research is increasing the number of studies and investment recommendations it publishes. It also organizes cross-functional conferences on equity, credit, fixed income, forex and commodities.

In 2014, Natixis was recognized for having the Best Credit Research team in seven sectors: ABS, agencies, automobile, covered bonds, retail & consumer goods, telecommunications & media, and utilities [2].

Meanwhile, quantitative research supports the Bank's financial innovation process and ensures that it remains competitive in today's fast-changing markets by developing pricing and risk management models, as well as quantitative asset allocation strategies.

1.4.1.4 Portfolio Management

To maximize the use of bank resources when serving clients, Natixis created its Portfolio Management global business line in 2013.

Its teams are based in Paris, New York and Hong Kong, and are responsible for ensuring the best possible rotation of Wholesale Banking's loan portfolio (i.e. all the vanilla and structured financing originated by the bank) and managing the Originate-to-Distribute chain from end to end for greater overall efficiency.

The drivers for accelerating balance-sheet rotation are:

- increasing disposal volumes to ensure the portfolio is effectively rotated and to free up origination capacity, especially for the most profitable forms of financing;
- establishing structured off-balance sheet solutions for Natixis by optimizing RWA [3] consumption and liquidity;
- continuing to expand the investor base by increasing the percentage of institutional investors and internationalizing the distribution of corporate financing;
- helping to establish co-origination partnerships.

In 2014, Portfolio Management significantly sped up balance-sheet rotation of bank financing, in particular by establishing structured solutions.

1.4.1.5 Global Transaction Banking

The Global Transaction Banking business line encompasses approximately 400 employees spread out around the world. Its expert teams maintain regular dialog with their clients on subjects linked to their production cycles, cash and cash flow management, and international expansion.

Global Transaction Banking offers Natixis customers four product categories:

- Treasury Management and Liquidity Management: tools for bookkeeping and cash management at an international scope, and solutions to increase the value of cash surpluses;
- Cash Management: multi-channel and multi-format products to process flows and additional security services for the SEPA region and internationally;
- Trade Finance: securitization and financing services for international trade to develop import/export businesses;

(1) Collateralized loan obligation.
(2) Source: Euromoney - Fixed Income Research Survey 2014.
(3) RWA: risk-weighted assets.

- Correspondent Banking: maintains a vast network of correspondent banks throughout the world in order to support customers and Groupe BPCE in all stages of international transactions.

Thanks to its renewed sales activity and recognized product innovation, Global Transaction Banking's earnings improved significantly in 2014, consolidating its development strategy targeting the United States, Latin America, Southeast Asia and Dubai, and expanding its range of products and services.

1.4.1.6 International platforms

Americas Platform

Following the improvement of the economic environment in the United States, in 2014 the Americas Platform posted solid results in all sectors. This performance stems from a strategy of geographic expansion, closer client relationships and superlative cooperation between the business lines and platforms. The Americas Platform employs just under 600 employees in six countries. It draws on its regional and sectoral experience to meet its clients' complex needs in terms of investment, financing, risk management and advisory services, while simplifying access to the United States market for international clients looking for financing in US dollars. The platform will pursue its strategy and play a major role in more transactions in order to grow its reputation in all business sectors.

In 2014, the platform strengthened its presence in Chile, Colombia, Peru, Mexico, Canada and the United States. A new representative office dedicated to real estate opened in Los Angeles. The platform established a strategic partnership in Canada with Trez Capital Group, one of the leaders in CMBS (commercial mortgage-backed securities) transactions. In addition, the platform expanded its range of products and services, allowing it to deepen its relationship with existing clients and attract new ones, particularly by reinforcing its cash equity activities.

Cooperation with Natixis teams worldwide has resulted in several major financing deals to better serve its clients: Natixis financed Clayton, Dubilier & Rice's acquisition of Mauser. For the Kelar Power project in Chile, Natixis provided financial advisory services to South Korean project sponsors Samsung and KOSPO, then provided financing. On behalf of Fortress Investment Group's Credit Funds, it acted as sole lead manager in two CLO (collateralized loan obligation) transactions, helped issue unsecured notes and granted various lines of revolving credit.

Asia-Pacific Platform

With more than 500 employees in 12 countries [(1)], the Asia-Pacific platform offers customers access to the majority of Wholesale Banking's financing and capital markets activities.

The platform's major responsibilities are to increase the number of local customers by offering them the Natixis product line, supporting global [(2)] and European clients with their development projects in Asia, especially clients of Natixis' worldwide franchises, and actively contributing to funding inflows for Groupe BPCE.

2014 was a year of development for the Asia-Pacific Platform, which launched a number of projects including strengthening the distribution platform in Tokyo and establishing a financing team in Sydney that specializes in projects and infrastructure.

The platform achieved some key commercial successes with leading roles in structured financing activities. These included commodities financing (multi-currency financing for Vitol S.A.'s acquisition of Royal Dutch Shell's Australian assets, etc.), aircraft financing (financing of two Boeing 777-300ER purchased by BBAM LP and leased to Cathay Pacific, etc.), acquisition financing (syndicated loan amortized over five years on behalf of WH Group Limited, etc.) or infrastructure financing (advisory services for financing project to build and launch a satellite on behalf of Measat International, etc.). As a result, 2014 was marked by a considerable increase in origination and distribution, in keeping with the Originate-to-Distribute strategy.

In its capital markets business lines, the Asia-Pacific Platform significantly increased its earnings from sales by placing structured products with strategic NBFI (non-bank financial institution) clients, especially for fixed income products. Once again, Taiwan confirmed its potential in terms of revenue contributions and South Korea emerged as a new engine for growth. The platform tripled its customer deposit inflows and structured note issues compared to 2013. It quadrupled the distribution of BPCE issues among Asian investors (especially Samurai and Uridashi). These successes were the result of strengthening our sales teams, an initiative that began in 2013 and continued in 2014.

The establishment of Corporate Coverage around a new sales structure made it possible to truly refocus on understanding the strategies and needs of corporate clients and to better support their development. As for Coverage for financial institutions, a new team of insurance activity experts was established and made a promising start.

Half of revenue is now generated with our biggest clients, with 50% growth among financial institutions and 70% among corporates.

The platform also overcame some difficult market conditions in 2014, particularly the renminbi's volatility, the revelation of large-scale fraud in Qingdao, China, and a sharp drop in the oil price.

In 2015, the platform will continue to monitor and manage risks resulting from changing market conditions. It will continue its expansion in the region, particularly by reinforcing its presence in China by opening a new branch in Beijing and continuing to develop activities in Japan and Australia in accordance with the New Frontier strategic plan.

EMEA Platform

Natixis is active in approximately 100 countries in the EMEA region (Europe except France, Middle East and Africa). The region is served by teams based in Paris and by some 550 employees divided among five branches (London, Frankfurt, Milan, Madrid and Dubai), two subsidiaries (Moscow and Frankfurt) and three representative offices (Almaty, Johannesburg and Istanbul).

(1) Australia, China, Hong Kong, Taiwan, India, Indonesia, Japan, South Korea, Malaysia, Singapore, Thailand and Vietnam.

(2) Present on several continents.

All Wholesale Banking business lines are represented on the platform, with the range of services offered to customers varying by country. The bank is developing a strategy that is adapted to each region:

- In southern Europe, Natixis has the advantage of a strong historical presence in all Wholesale Banking activities in Italy and Spain, serving both corporate clients and financial institutions. However, its exposure in Greece and Portugal is limited.
- In northern Europe (the United Kingdom, Germany, Scandinavia, the Benelux countries and Switzerland), the bank is active in many specialized finance activities, such as financing for UK-based projects, commodities in Switzerland, real estate in Germany (through its Natixis Pfandbriefbank subsidiary) and acquisitions throughout the region. Its core business is nonetheless focused on capital markets.
- In the Middle East, Turkey and the Community of Independent States, including Russia, the bank has a historical presence with confirmed positions in structured financing, particularly in energy and commodities in Russia and Dubai. These sustainable operations, combined with established ties with local customers, enables the bank to offer new products and broaden its reach.
- In Central Europe and Africa, Natixis demonstrates selective growth based on structured financing with clear emphasis placed on risks and centralized management from Paris.

In 2014, the EMEA platform's activity saw the major expansion of capital markets activities in London, the launch of the first bond issues in Turkey and the implementation of Islamic financing in the Middle East through Dubai.

1.4.2 INVESTMENT SOLUTIONS

The Natixis Investment Solutions business line, which previously covered asset management, private banking and private equity, was reorganized in 2014 to become Investment Solutions & Insurance. This business line now comprises two divisions: Asset Management and Private Banking, and Insurance. The purchase of BPCE Assurances by Natixis together with the new partnership initiated with Groupe BPCE and CNP Assurances led to the creation of a single insurance division that will enable Groupe BPCE to become a fully-fledged bancassurance player. Furthermore, on March 31, 2014 Natixis Global Asset Management acquired the private equity companies in Europe.

The Asset Management and Private Banking division is centered on Asset Management, an area in which Groupe BPCE has global ambitions, boasting internationally acknowledged asset management expertise and distribution structures adapted to the specific features and regulations of the various markets in which it operates. It also aims to strengthen the positioning of the Banque Populaire and Caisse d'Epargne networks in the financial savings and private banking segments in France, an seek new international growth drivers.

Natixis' asset management subsidiary, Natixis Global Asset Management (NGAM), aims to further its international development. Two-thirds of NGAM's 3,400 employees already work outside France, mainly in the United States, the world's biggest asset management market. In addition, NGAM has a global distribution platform of close to 700 people and has a leading position in the US mutual fund segment. Private Banking also has a platform in Luxembourg, where some 100 people are working to build up the European private banking business, while Private Equity offers a global range of funds of funds through asset management firms in Europe, the US and Asia.

1.4.2.1 Asset Management and Private Banking

Operating within the Investment Solutions and Insurance division, Natixis' asset management business markets a wide range of investment solutions including funds, dedicated products and mandates in all asset classes (money market, bonds, equities, real estate, alternative, diversified and capital investment).

Asset management: A global player

The Asset Management business is structured around the **Natixis Global Asset Management (NGAM)** holding company. Natixis Global Asset Management ensures the overall consistency of asset management operations and also has responsibility for developing a global distribution platform and overseeing the financial and strategic management of around 20 specialized asset management and investment service companies in Europe, the United States and Asia. Combined, these entities have 3,450 staff, 2,000 of whom are in the United States. They hold key positions in Europe - primarily in France - and are developing their presence in Asia Pacific, the Middle East and, since 2014, Latin America and Canada.

Natixis Global Asset Management's business model is based on a global distribution platform serviced by multi-specialist asset management companies to meet the needs of a large international client base. Drawing on its diverse range of portfolio management skills, strong distribution network and flexible business model, Natixis Global Asset Management has consolidated its position as a major international player in asset management. NGAM was ranked 16th among global asset managers [(1)] at end-2013.

In 2014, Natixis Global Asset Management posted its best results since its inception in 2006. It pursued its growth strategy as well as its investment policy to ensure the steady development of its asset management expertise and consolidate the distribution platform in the United States, Europe and Asia. Numerous strategic projects were run, including the launch of a distribution network in Latin America (Mexico and Montevideo) and of activities in Toronto, Canada, via the acquisition of Nexgen Financial, and the international expansion of the retail business. In 2015, NGAM will continue to invest in new targeted development projects and will consider external growth opportunities and partnerships.

On the global asset management market, 2014 was marked by economic growth, particularly in the United States, and the improvement of US and European financial indices. Natixis Global Asset Management's results made a marked improvement in 2013, and progressed further in 2014. These results are attributed to the years of investments made by the affiliates to improve their performance and enhance their expertise.

Assets under management rose significantly to a record high of €735.5 billion in 2014 versus €629.2 billion in 2013, an increase of €63.2 billion or 9.4% over the year on a constant euro basis.

(1) Cerrulli Rankings - July 2014 based on AuM at end-2013.

This increase was driven by substantial net inflows of €27.7 billion (€32 billion excluding money market investments), the highest since 2006, versus +€13.4 billion at end-2013, and a market effect of €83.4 billion. The United States collected massive net inflows of €29.9 billion, while net inflows in Europe were slightly negative at -€2.2 billion. However, the outflow was lower than in 2013 (-€9.8 billion) and, excluding money market products and the scope effect on real estate funds, inflows totaled €5.2 billion.

The asset management companies' performance was also driven by the efficiency of the entire Natixis Global Asset Management distribution platform which is dedicated to collecting inflows for asset management companies. This platform covers asset management inflows from the United States, mainly for the retail activity, as well as from Europe, the Middle East, Asia and Australia. The integration of French distribution teams - previously part of Natixis Asset Management - into the international distribution platform in fall 2013 contributed to the dynamic pace of growth.

The global platform generated exceptional gross and net inflows, with $31.7 billion in net inflows in 2014. At end-2014, NGAM was ranked 7th in the United Stated for its retail net inflows on long-term products. In 2014 inflows were more diversified in terms of countries, customer segments, affiliates and products. The platform generated 90% of NGAM's net inflows, justifying the investments required for its development.

At end-2014, total assets under management generated $310.4 billion, representing 35% of Natixis Global Asset Management's total assets under management. In the United States, distributed assets under management reached $188.3 billion, up 17% over one year. International assets under management (excluding the United States) totaled $122.1 billion, up 7%.

The new international distribution organization, structured on two segments, namely institutional investors (pension funds, sovereign funds, central banks, etc.) and distribution (fund of funds, private banking, platforms and IWMAs), was successfully implemented. The organization will continue to adapt in line with the Group's growth ambitions and its customers' requirements.

In addition to its strong presence in the US market, in 2014 the platform continued to expand its international coverage in Asia for major corporate clients and global advisors, and in Europe, mainly in the UK market, where business with institutional clients was brisk and for which a retail market strategy was implemented. A strategy of extending coverage to several Latin American countries has been followed since 2014, starting with Mexico and Uruguay and set to take in Colombia in 2015. In 2014 the distribution activity picked up in France, Japan, and other European countries including Italy, Spain and Germany.

As such, Natixis Global Asset Management distribution now operates in 22 countries as a provider of investment services and solutions. For the last two years, the activity has been using the "durable portfolio construction" approach, which factors in the current market volatility as well as the new expectations of financial investors who require appropriate advisory as part of a long-lasting relationship. The durable portfolio construction approach has a global reach with an array of solutions on an international scale. It also provides the opportunity to invest in the "Natixis Global Asset Management" brand via international marketing and public relations initiatives that have enhanced its visibility and recognition over the last few years.

Asset management business in Europe

The European asset management business posted €340.8 billion in assets under management at end-2014 versus €319.8 billion at end-2013, an increase of 6.5%, mainly owing to a positive market effect. In 2014 the European asset management companies returned to a positive trend with €5.3 billion in net inflows on medium-term products (excluding money market products and the new scope on real estate funds).

European asset management companies at end-2014 *(assets under management in billions of euros):*

- Natixis Asset Management (€304.9 billion): fixed income, European equities, investment and client solutions, volatility and structured products, global emerging and responsible investing;
- AEW Europe (€16 billion) real estate asset management, real estate investment trusts (SCPIs) and real estate mutual funds (OPCI);
- VEGA Investment Managers (€5.6 billion): funds of funds and fund selection;
- H_2O Asset Management (€5.8 billion): global macro multi-strategy and international fixed income;
- Mirova Environnement et Infrastructure (€4.7 billion): infrastructure project financing;
- Ossiam (€1.9 billion): strategic ETFs (Exchange Traded Funds);
- Natixis Environnement et Infrastructure Luxembourg (€1 billion): brownfield infrastructure financing;
- Dorval Finance (€0.5 billion): flexible management;
- Darius Capital Partners (€0.3 billion): hedge funds.

Natixis Global Asset Management operates in Europe through Natixis Asset Management (NAM), one of the leading European asset management companies. Natixis Asset Management offers proven expertise in the main asset classes and portfolio management styles. It also provides privileged access to the complementary expertise of VEGA Investment Managers, specializing in fund selection and funds of funds management, Dorval Finance - 50.1%-owned since 2014 - in flexible portfolio management and H_20 Asset Management in global macro alternative investment management from London. In addition, Ossiam, which specializes in strategic ETFs (Exchange Traded Funds), expanded its range in 2014.

Natixis Asset Management's assets under management totaled €304.9 billion at end-2014 versus €291 billion at end-2013. Money market products continued to record significant outflows due to the low interest rate environment. In contrast, medium- and long-term product inflows on equity, bond, diversified and insurance products were positive for Natixis Asset Management and its subsidiaries, in particular Mirova and H2O. CNP's assets totaled €159 billion, i.e. 47% of NAM's assets under management.

Further progress was made in the implementation of Natixis Asset Management's strategic plan structured around six specialized divisions (Fixed Income, European Equities, Investment and Client Solutions, Volatility and Structured Products, Global Emerging and Responsible Investment). In particular, a Networks department was set up to support Groupe BPCE's banking networks and Mirova, an asset management company dedicated to responsible investment and a leader in several areas of SRI (socially responsible investment) became a subsidiary of Natixis Asset Management on January 1, 2014. Also noteworthy in 2014 was the launch of a Seeyond volatility product on the US market, as well as progress in the "NAM Asia" project for facilitating the sale of Asian products.

Strengthening sales for Natixis Asset Management and its subsidiaries internationally, developing synergies with other Natixis activities and business lines, and contributing to promoting financial savings within the Group remain major priorities. In 2014, 42% of gross inflows came from outside France, originating mainly from European countries. In the Caisse d'Epargne and Banque Populaire networks, new issues of packaged funds increased on 2013.

In 2015, Natixis Asset Management will pursue its transformation to better meet the needs of the market by developing the new growth drivers it has identified, and by continuing to align its structure with the multi-affiliate model.

AEW Europe is owned in partnership with Caisse des Dépôts, which has a 40% stake. This subsidiary is a European leader in investment advisory services and third-party real estate asset management. AEW Europe operates in nine European countries, with a particularly strong presence in Paris and London, and managed €16 billion in assets at end-2014. In 2014, fund raising and transactions (acquisitions and disposals) were strong. AEW Europe presented its 2015-2018 strategic plan with auspicious business prospects based on development and international diversification opportunities amid considerable investor interest in real estate. The partnership between AEW Capital Management – in the United States and Asia – and AEW Europe constitutes a global platform that ranks number 6 in the world in terms of assets under management.

All told, Natixis' European asset management companies provide a full range of products and services covering all traditional asset classes, as well as expertise in high value-added areas. They have received numerous awards for the performance and specific features of their investment funds and for their commitment to sustainable development.

Asset management business in the United States and Asia

Assets under management for the 15 US subsidiaries reached an unprecedented total of $462.9 billion at end-2013, compared to $419.4 billion in 2013, representing growth of $43.5 billion, or 10.4%, generated by strong inflows. The positive market effect contributed much less to the growth of assets under management than in 2013. In Asia, assets under management rose slightly from $7.1 billion at end-2013 to $8 billion at end-2014.

Net inflows from US companies reached a record high of $36.1 billion. Recording the largest inflows were Loomis and Sayles (bonds and equities) with $25.8 billion and Harris Associates (equity products) with $12.6 billion. In addition, among the smaller affiliates, Vaughan Nelson IM returned to growth and Alpha Simplex Group became a recognized specialist in alternative cash products.

At end-2014, NGAM acquired 100% of Toronto-based Nexgen Financial (Canada), an innovative asset management company that provides an opening into the Canadian retail market via distribution agreements with the leading players on the market.

The group's US asset management companies directly provide distribution services for institutional clients in the United States. In the retail banking segment, they benefit from strong support from the distribution platform, which provides asset management products, advisory and structuring capabilities, and related services that can be tailored to different markets and distribution channels. This platform supplies both volume retailers and private investment advisors. The distribution teams were further expanded, and have posted excellent sales performance over the last few years.

In early 2014, NGAM took first place in the Barron's/Lipper ranking of mutual funds in the United States for its 2013 performances. Worldwide, NGAM won some 20 Lipper awards - in the United States, France, the United Kingdom, Switzerland, Germany, Taiwan and Singapore - for the performance of its affiliates' funds in 2013.

US and Asian asset management companies at end-2014 *(assets under management in billions of dollars):*

- Loomis Sayles ($230.2 billion): equities (growth, core, value) and bonds (core to high yield);
- Harris Associates ($131.7 billion): US and international value stocks;
- AEW Capital Management ($20.3 billion): real estate asset management;
- Reich & Tang Asset Management ($17.6 billion): money market;
- Gateway Investment Advisers ($12.2 billion): hedged equity;
- McDonnell Investment Management ($12 billion): municipal bonds;
- Vaughan Nelson Investment Management ($11.1 billion): value stocks and bonds;
- Aurora Investment Management ($7.6 billion) milliards de dollars): funds of hedge funds;
- IDFC (20%-owned, $7.2 billion): Indian stocks and bonds;
- Managed Portfolio Advisors ($7.5 billion): overlay strategies;
- Alpha Simplex Group ($5.6 billion) quantitative investment management;
- Capital Growth Management (50%-owned, $3.6 billion): equities;
- Snyder Capital Management ($2.0 billion): US small- and mid-cap value stocks;
- Absolute Asia Asset Management ($0.8 billion): Asian equities (excluding Japan), emerging Asian equities;
- NexGen Financial ($0.8 billion): delegated management;
- Active Investment Advisors ($0.6 billion): discretionary index-based strategies.

The private equity business line

Through its historic private equity specialist structure, Natixis Private Equity (NPE), Natixis has been a key private equity services provider focusing on SMEs in both France and abroad, covering the various segments of venture capital, private equity and diversified funds of funds. Given this experience and recognized performance, in 2008 Natixis decided to restructure this business to focus on private equity structures capable of meeting the needs of external investors.

Since April 2014, the Group's private equity business line now reports to Natixis Global Asset Management under the name ***Private Equity Division*** to provide new alternative long-term investment solutions.

At end-2014, assets under management of the NGAM Private Equity Division reached €6.1 billion, of which close to 90% for third-party investors, and covers the private equity, mezzanine, infrastructure and private debt segments under the multi-affiliate model which gives access to the expertise of six independent, complementary and international asset management companies.

European asset management companies at end-2014 *(assets under management in billions of euros):*

- Euro Private Equity (€1.8 billion): investment advisory in the international private assets segment;
- Naxicap Partners (€1.7 billion): private equity in the SME segment primarily in France;
- Caspian Private Equity ($1.6 billion): US private equity and mezzanine investment solutions;
- Seventure Partners (€0.5 billion): European venture capital;
- Alliance Entreprendre (€0.2 billion): buyouts and capital restructuring operations in France;
- Eagle Asia Partners ($0.2 billion): primary fund-of-funds in Asia (China, India, South-East Asia).

Private banking

The Natixis private banking activity is dedicated to the financial planning of its private investors. It comprises Banque Privée 1818, geared towards the French market, and Natixis Private Banking whose teams are based in Luxembourg and Belgium. At end-2014, its assets under management totaled €24.7 billion.

Its teams work closely together to address all aspects of financial planning using its multi-faceted expertise in wealth engineering, corporate advisory (management package advisory), family office, credit facilities and asset management, and its asset management company VEGA Investment Managers.

The private banking activity serves three customer categories: the Groupe BPCE networks, independent wealth management advisors (IWMAs) through its Sélection 1818 subsidiary (multi-product and multi-service platform) and direct customers, brought mainly by Natixis.

In 2014, la Banque Privée 1818 maintained its strong sales momentum with net inflows of over €1.5 billion.

Serving the Groupe BPCE networks

Banque Privée 1818 serves the Banque Populaire, Caisse d'Epargne and BPCE International et Outre-mer networks. It offers them sophisticated products and services to satisfy the growing needs of their customers in the areas of private banking and wealth management. Its services are wide and varied: delegated management, UCITS selection, life insurance policies via a platform, a rich real estate offering and corporate advisory. Banque Privée 1818 is Groupe BPCE's open-architecture broker. In 2014, its gross net inflows totaled €206 million and its assets under management increased sharply to €583 million.

In 2014, Banque Privée 1818 consolidated the momentum of its sales cooperation with the Banque Populaire banks and Caisses d'Epargne under the national relationship charter initiated by Groupe BPCE. This cooperation has been translated into sales action plans built on shared development ambitions in private banking and wealth management. 2014 also saw the conclusion of service level agreements that will allow the regional banks to benefit from Banque Privée 1818's value-added service offering and direct access to financial and wealth engineering experts.

Furthermore, in 2014 the Caisses d'Epargne achieved an excellent performance in wealth management with €268 million in gross inflows and a sharp increase in gross private banking inflows across all networks.

Wealth Management

Business owners and senior executives in France and abroad represent the core target markets of private banking teams in charge of direct customers (€6.71 billion in assets under management at December 31, 2014). They work closely with Natixis' Coverage teams to roll out innovative and customized wealth-management solutions to meet the specific needs of this demanding customer segment.

Notable achievements in 2014 included the renewed rating of Banque Privée 1818's Corporate Advisory team as a major player in the "best investment bank for managerial team support" category.

In 2014, private bankers showcased their expertise and knowledge in diversification products and cutting-edge financial solutions.

Sélection 1818, the platform for independent wealth management professionals

With €5.7 billion in assets under management and 800 active IWMAs, Sélection 1818 launched a new extranet - an ergonomic portal bringing together all its services in one place - to optimize its commercial relations with its partners. In 2014, Sélection 1818 also topped the 21st ranking by suppliers of Gestion de Fortune magazine, as the leading bank platform dedicated to IWMAs.

Despite difficult and highly competitive business conditions Sélection 1818 collected gross inflows of €825 million.

VEGA Investment Managers

VEGA Investment Managers, the result of the merger of Natixis Multimanager and 1818 Gestion on December 31, 2012, is an asset management company (60%-owned by Banque Privée 1818 and 40%-owned by Natixis Asset Management) specialized in wealth-management solutions for private investors. It is also Natixis' specialized unit for open-architecture fund-of-funds management and fund selection for all kinds of clients (individuals, institutions and companies). Its activity is structured around three business lines: collective investments, discretionary portfolio management and advisory & fund selection. In 2014, for the second year in a row, VEGA Investment Managers was recognized as the best French asset manager in its category at the European Funds Trophy awards (26-40 funds rated). In addition, the Elite 1818 Euro Rendement fund was given a first rating of five stars by Morningstar.

International activity

Natixis' private banking business line, which already provided wealth management services in Luxembourg, expanded internationally by opening a branch of Natixis Bank in Brussels in September 2014. This initiative is part of Natixis and Groupe BPCE's strategic plans to enhance the international presence of their business lines. Like the Luxembourg office, the branch offers expatriates, non-residents and international customers bespoke financial and wealth engineering solutions with its management products in all asset classes (currency management, flexible investment funds, life insurance policies, etc.).

1.4.2.2 Insurance

Natixis provides a wide range of insurance products for retail customers, independent professionals and, to a lesser extent, corporate clients. Pension and life insurance products are mainly distributed by the Banque Populaire network, in synergy with the other business lines of the Investment Solutions & Insurance division. The personal protection insurance business records consistent growth and features a wide variety of solutions distributed by the Banque Populaire and Caisse d'Epargne networks ranging from death benefit, work cessation and dependency products to payment protection insurance. Lastly, car and home insurance products available to retail customers in the Banque Populaire and Caisse d'Epargne network are rounded out by an offering geared towards professional customers.

Natixis Assurances operates in Luxembourg through its subsidiary Natixis Life, and in Lebanon through an equity stake in a subsidiary in partnership with a local private bank.

Natixis Assurances' total revenue exceeded €6.0 billion in 2014.

Personal insurance

In the space of one year Horizéo has become the leading policy for individual customers. Quintessa was launched for private banking customers. Assets managed by ABP Vie under flexible mandates exceeded €1 billion, as did the assets managed by Natixis Life with the Luxembourg teams, demonstrating an ability to meet the requirements of high net-worth customers.

Life insurance net inflows were positive over 2014 - exceeding 2013 levels - and were mostly driven by unit-linked policies. Life insurance returns remain attractive compared to other financial products.

For its part, Natixis Assurances posted a 32% increase in gross life insurance inflows, 14% of which in France, representing an increase well above growth in the life insurance market (up 8% – *Source FFSA – 2014*). Assets rose by 7% to €41.8 billion at end-December 2014 and the share of inflows invested in unit-linked policies neared 15%.

Growth in the personal protection insurance business remained strong in 2013, with premiums increasing by 15% to €627 million. Payment protection insurance accounted for 77% of personal protection insurance premiums in 2014.

Non-life insurance

The non-life insurance market saw contrasting trends in claims (more road injuries, fewer burglaries, more natural disasters) and persistently fierce competition, with an endless array of innovations intended to stand each player apart. 2014 also saw the digital transformation of the insurance sector with the launch on December 1, 2014 of the French insurance industry's official application, "e-constat auto", which enables motorists to submit accident notifications directly via their smartphones.

Natixis Assurances continued to record strong business growth, driven by Groupe BPCE's ambitions under its "Growing Differently" strategic plan for 2014-2017. Overall, property and casualty insurance premium income totaled €1,060 million, representing a 9% increase well above market levels (up 1.5% – *Source FFSA – 2014*).

1.4.3 SPECIALIZED FINANCIAL SERVICES

Natixis' Specialized Financial Services division comprises two major business categories, Specialized Financing and Financial Services, with similar industry and distribution strategies.

These businesses form a core part of the development of the BPCE networks: the Banque Populaire banks, Caisses d'Epargne, etc.

Specialized Financing offers retail, professional and corporate customers a range of services designed to optimize their cash management or support their investment projects: factoring, sureties and guarantees, leasing, consumer finance, and film and audiovisual financing.

Financial Services combines payment activities (credit transfers, direct debits, electronic payment transactions, etc.), securities account administration and financial market transactions (retail and private banking custody), and employee savings (profit-sharing and incentive plans, etc.) and pension schemes (individual and collective pension plans), service vouchers, and collective personal protection insurance.

In line with Groupe BPCE's "Together" project, the objective of further increasing synergies with the Banque Populaire and Caisse d'Epargne networks has also been included in the 2014-2017 "Growing Differently" plan. This is a key focus for Specialized Financial Services.

1.4.3.1 Factoring

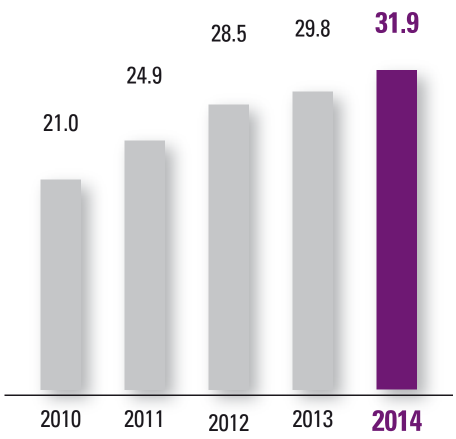
The Natixis Factor subsidiary creates and manages solutions designed to enable companies of all sizes to optimize and manage their accounts receivable: factoring and financing, credit insurance, information and receivables management.

Natixis Factor posted annual factored turnover of €31.9 billion at December 31, 2014, up 7%, and had a 14.1% market share *(source: ASF at December 31, 2014)*.

With 2,300 new contracts signed this year, Natixis Factor affirmed its leading position among professionals and SMEs and bolstered its historical development strategy: supporting companies, from professionals to major corporate clients. The satisfaction rate for its clients, who are primarily from the Groupe BPCE networks, was 92% in 2014.

To improve the customer experience, its smartphone application provides customers with permanent access to the key indicators of their factoring contracts.

■ FACTORED TURNOVER OVER THE PAST 5 YEARS
(in billions of euros)



1.4.3.2 Sureties and Financial Guarantees

The insurance company Compagnie Européenne de Garanties et Cautions (CEGC) is Natixis' guarantee and surety platform for multiple business lines.

The platform offers a highly diverse range of products tailored to various economic participants: individuals (joint-and-several mortgage guarantees), professionals (business start-ups/transfers, equipment, commercial property), the social economy and social housing, public-private partnerships, real estate companies and professionals: builders, developers, third-party management of retail and office space, property administrators and realtors.

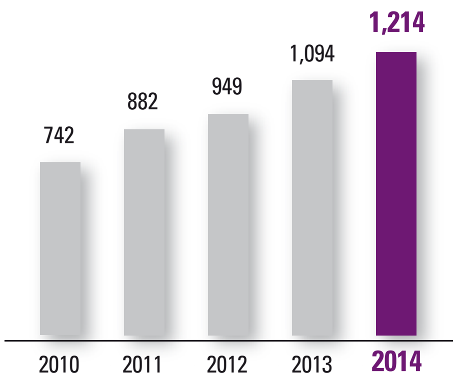
CEGC ranks second in the French market for mortgage guarantees for individuals and guaranteed €19 billion in loans in 2014 (down by 17%, historical business volumes in 2013) in a market driven by loan renegotiations.

The company shares the leading position in the property administration, third-party management of retail and office space, and realtor market, issuing more than 5,000 guarantees under the Hoguet Law, with a volume of more than €6 billion. It guaranteed the completion of 12,000 single-family homes in France, accounting for approximately 25% of the market.

CEGC is also present on the business market, with more than 61,000 guarantees issued in 2014, up 21%.

Created in December 2013, CEGC Conseil, a dedicated intermediation subsidiary, offers new real estate insurance products, particularly in construction insurance.

■ CEGC'S REGULATORY GUARANTEES (in millions of euros)



1.4.3.3 Leasing

Natixis Lease is a key player in the French leasing market. It supports companies and other professionals in all of their equipment and real estate leasing investment projects. Social economy and institutional players are also among Natixis Lease's customers. Natixis Lease is a subsidiary of Natixis and develops and distributes one of the widest ranges of integrated solutions on the market in terms of equipment and real estate leasing, long-term vehicle leasing, renewable energy financing and IT operational leasing. It also arranges and syndicates customer loans.

Natixis Lease's specialization in financing companies and professionals as well as its in-depth knowledge of professional real estate, give it a better understanding of customer expectations in the Banque Populaire, Caisse d'Epargne and Natixis networks.

Against a sluggish economic backdrop, new real estate leases decreased by 12% to €600 million.

Equipment leasing in mainland France, overseas territories, Spain and Italy recorded slight growth in results with nearly €1.7 billion in new leases. Front Lease, a new equipment-leasing sales tool integrated into the Banque Populaire advisor workstations, contributed to a significant increase in the number of new leases.

With €210 million in new leases, Natixis Lease held up well in terms of financing renewable energy, due notably to the increase in the number of transactions carried out with the Caisses d'Epargne.

Natixis Lease continued to roll out its offer in the Banque Populaire banks and Caisses d'Epargne, surpassing 5,000 new orders in long-term vehicle leasing and posting growth of 30% compared to 2013.

1.4.3.4 Consumer Finance

Natixis Financement develops revolving credit products and manages personal repayment loans for Groupe BPCE banking networks.

It provides the full range of consumer finance expertise for Groupe BPCE banks: design and marketing, network coordination, credit scoring, management and carrying of loans, collections and litigation. Despite a very restricted consumer financing backdrop during the year, Natixis Financement maintained solid commercial momentum in both revolving credit and repayment loans.

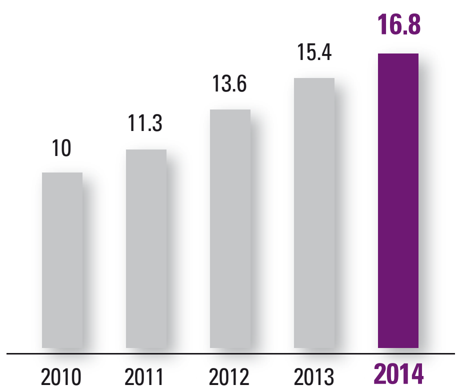
New loans totaled €8.2 billion (nearly €1.1 billion for revolving credit and more than €7.1 billion for personal repayment loans).

Outstanding loans climbed 9% year-on-year to €16.8 billion at December 31, 2014, thus cementing the company's No. 3 spot on the French market (*source: annual reports, Natixis Financement survey*).

These solid performances allowed the Caisses d'Epargne and Banque Populaire banks to gain market share, highlighting the effectiveness of the model developed by Natixis Financement with the BPCE networks.

Following the creation of the United Partnership JV on January 1, 2013 - resulting from the joint venture entered into by Natixis Financement and BNP Paribas Personal Finance - a shared IT platform was launched in October 2014.

■ CHANGE IN OUTSTANDING MANAGED LOANS (in billions of euros)



1.4.3.5 Film industry financing

Operating through the Natixis Coficiné subsidiary and holding market-leading positions in France and Europe, Natixis finances the full range of audiovisual professions.

After initially targeting a French client base, Natixis Coficiné is now expanding its activities in several countries in the European Union (Germany, Belgium, Spain, Luxembourg, the UK and Nordic countries) and Canada.

At the end of 2014, its outstanding loans totaled €553 million, down 4% compared to 2013. In descending order, they were mainly devoted to the financing of films, television programs and movie theaters. New loans managed by Natixis Coficiné amounted to €563 million, down by 10% from 2013, due to a significant slowdown of investments in film production in France over the last three years.

1.4.3.6 Employee savings schemes

In 2014, Natixis Interépargne consolidated its leading position in employee savings account administration in France, with over 3 million employee accounts under management, i.e. market share of 28.6% *(source: AFG at June 30, 2014)*.

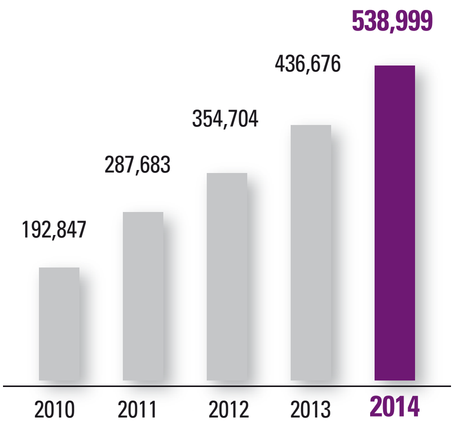
For the fifth year in a row, the collective pension plan (Perco) offered posted robust growth, particularly in the corporate and institutional client segments. The number of Perco accounts increased 23% year-on-year, taking the market share of accounts under management to 30.7% *(source: AFG at June 30, 2014)*.

The employee savings offer tailored to SMEs and professionals, distributed by the Banque Populaire and Caisse d'Epargne networks, delivered another strong performance with close to 12,500 new contracts. In order to optimize the client experience, Natixis Interépargne placed listening to companies and Perco clients as well as the co-creation of new services at the heart of its innovation approach. A comprehensive range of digital services and online tools (virtual advisor, simulation tools, smartphone and tablet applications enabling mobile transactions, etc.) is available to assist Perco clients with their investment choices. Payment vouchers, such as Chèques de Table® (meal vouchers) and CESU Domalin® (employment services vouchers), issued by Banque Populaire banks, Caisses d'Epargne and Natixis posted stable growth and an increase of 7.1% to €921 million in the total equivalent amount, mainly to mid-caps and local authorities.

Drawing on the expertise of Natixis Payment Solutions, the leading player in France and in Europe in payment transactions and of Groupe BPCE in payment solutions, Natixis launched Apetiz, the virtual meal voucher with an initial roll-out as a card.

In 2014, Titres Cadeaux, a joint venture with La Banque Postale, continued its development by expanding the scope of its CA DO Carte multi-brand prepaid gift vouchers. In October, the company launched the CA DO CARTE Edition Universelle, which is reloadable to the nearest euro. Issues of CA DO Chèque and CA DO Carte came to an equivalent amount of €114 million at the end of 2014, up by 8%.

■ CHANGE IN THE NUMBER OF COLLECTIVE PENSION PLAN (PERCO) CLIENTS



Source: AFG at June 30, 2014.

1.4.3.7 Payments

Natixis Payment Solutions designs and develops payment platforms and services. To consolidate its leading position in payment-related services in France and Europe, Natixis Paiements, a specialist subsidiary of Natixis, became Natixis Payment Solutions in 2014. This name change reflects the will to act, within Groupe BPCE's networks and among its clients, as a provider of innovative and secure payment solutions, particularly with regards to e-payments.

Natixis Payment Solutions processes and oversees cash and sales payment flows of Banque Populaire banks, the Caisses d'Epargne, major French banking institutions and new payment market players, such as Payment services providers.

With over 20% market share - placing it third among payments operators in France - Natixis Payment Solutions processed close to 6.7 billion mass transactions in 2014.

In electronic banking, Natixis Payment Solutions is also developing a full range of services for the bank distribution networks, ranging from product design to technical and marketing support solutions while incorporating the client's goals and expectations. It supports the development of markets for companies, professionals and individuals and has an active policy of launching new products. Natixis Payment Solutions managed over 20 million cards and processed nearly 3.6 billion card transactions in 2014.

■ CHANGE IN NUMBER OF TRANSACTIONS PER PREPAID CARD (CARDHOLDERS AND RETAILERS)
(in billions of transactions)

** Including ex-GCE Paiements transactions, September to December 2010.*

1.4.3.8 Securities services

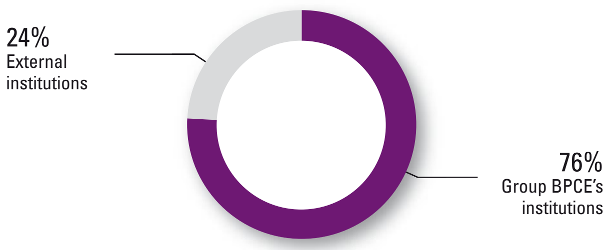
Natixis' EuroTitres Department provides custody services for retail and private banking and has the leading open custody platform in France.

Natixis manages 3.8 million securities accounts for a diversified client base comprising Groupe BPCE's banking networks, other banking institutions with or without retail networks, financial companies and private banking asset management firms.

Its service offer is modular and customizable: secure provision of information systems, all-inclusive back-office services (order routing, transaction accounting, client reporting, securities custody, etc.), dedicated middle-office services and network assistance services.

Natixis also offers an online exchange solution, the online client range (OIC), developed as a white label for integration into each banking institution's environment. In 2014, the range was expanded to include a mobile solution that clients can use to manage their securities accounts using any device: a computer, mobile phone or tablet.

■ REVENUE BREAKDOWN OF EUROTITRES DEPARTMENT BY CUSTOMER TYPE



1.4.4 MAJOR CONTRACTS

Workout portfolio management (GAPC)

BPCE and Natixis implemented protective measures to guard against future Natixis losses and the volatility of its results brought on by the GAPC credit portfolio assets. GAPC was closed in June 2014 (through the sale of most of its assets and the transfer of residual positions to Natixis' continuing activities).

More detailed information concerning this guarantee is available in section [1.4.6] "GAPC".

1.4.5 FINANCIAL INVESTMENTS

Coface

Coface, a global expert in trade risk prevention and guarantees for corporate clients

To support the development of its corporate clients, both in France and abroad, Coface offers credit insurance solutions aimed at protecting companies against the risk of financial default by their purchasers. It also strives to help its clients assess and anticipate risks, allowing them to make informed decisions. Coface thus offers comprehensive, detailed risk analysis of countries, sectors and companies around the world. This analysis draws on its unrivaled global network through which it offers its services in 97 countries.

Furthermore, since 1946 Coface has managed guarantees aimed at supporting and securing medium- and long-term funded French exports, as well as French investments abroad, both for and with the backing of the French government.

2014 results

In 2014, Coface generated consolidated revenues of €1,440.5 million, up 1.6% on 2013 [(1)] (stable at constant scope and exchange rates), in line with the guidance given by the Group in June 2014 at the time of its IPO. Its combined ratio before reinsurance was 79.7% (claim ratio: 50.4% and cost ratio: 29.3%), in line with forecasts.

Current operating income including financing costs and excluding restated items [(2)] amounted to €206.2 million, up 20.7% compared to 2013 [(3)], in line with forecasts (+19.4% at constant scope and exchange rates).

Net income (group share) totaled €125.1 million. Restated for items linked to hybrid debt issues and non-recurring extraordinary items, net income (group share) increased by 23.2% [(1)] to €139.9 million in 2014.

Initial public offering

Since 2011, Coface Group has refocused on its core business, credit insurance, and carried out a series of structural reforms which put it on the path back to profitable growth. On this new basis, Coface Group was able to enter a new phase in its development with the June 27, 2014 launch of its IPO in Compartment A of the regulated market Euronext Paris.

The offering was well received by French and international institutional investors, giving the group a diversified shareholding structure reflecting its multinational profile.

(1) At constant scope and exchange rates.
(2) Current operating income including financing costs is restated for the interest expense on hybrid debt issued in March 2014.
(3) At constant scope and exchange rates, excluding the costs of moving the registered office and posting to profit of capital gains in 2013.

The IPO's success also led Natixis, as stabilization agent for and on behalf of the financial institutions supporting Coface throughout the IPO process, to exercise its greenshoe option in full covering additional share issues just four days after trading was opened.

After fully exercising this option, the total number of Coface shares offered during the IPO came to 91,987,426, i.e. 58.65% of the capital and voting rights, bringing Coface Group's market capitalization to €1,631 million.

A simultaneous offer reserved for employees was also launched in 19 countries, covering 80% of the Group's headcount. This offer was also a success, with employee participation at nearly 50%. At December 31, 2014, and after factoring in the capital increase reserved for employees, Natixis held a 41.24% stake in Coface.

On December 22, 2014, the Coface share was added to the SBF 120, one of the flagship indices of the Bourse de Paris exchange. The SBF 120 comprises the top 120 stocks on Euronext Paris in terms of liquidity and market cap. The share was also included on the following Euronext Paris indices: CAC Mid 60, CAC Mid and Small, and CAC All-tradable.

Subordinated debt issue

On March 27, 2014, Coface S.A. issued subordinated notes for a total nominal amount of €380 million.

This issue helped optimize the group's capital structure, given its extremely low debt ratio (less than 1% at the end of 2013), and strengthen its regulatory capital.

As a result, the gearing ratio came out at approximately 19%. This ratio was obtained by dividing subordinated debt by the sum of equity and subordinated debt.

The issue was very well received by a diversified international investor base and was significantly oversubscribed (10 times). Such high demand underscores their confidence in Coface's profitable growth model as implemented over the past three years on the basis of enhanced operational and financial fundamentals.

Roll-out of the sales and marketing strategy

Drawing on an efficient operating organization and a solid financial structure, Coface focuses its efforts on rolling out its sales strategy to generate profitable growth all around the world.

This strategy is the spearhead of its *Strong Commitment II* business plan and is founded on two major pillars: innovation and implementation of a multi-channel distribution model.

Over the course of 2014, Coface's offering was expanded to include innovative solutions such as *Easyliner* (reserved for SMEs), *CofaServe* (a solution integrating Coface services in the client's information system), as well as *PolicyMaster and CashMaster* (two new services simplifying the day-to-day management of policies and access to bank funding).

The Group also consolidated its global foothold. During the year, Coface obtained two new licenses to sell credit insurance policies with its own sales force in Columbia and Morocco. It obtained a similar license in Israel in January 2015. These licenses round out the indirect distribution model initiated several years ago in these countries through partnerships with local insurers. The Group furthered its geographic expansion by opening new representative offices in the Philippines and, more recently, in Kazakhstan, by launching a credit insurance range in Serbia via a new partnership, and by increasing the number of Coface distribution agents in the United States.

Finally, the Group continued its efforts to improve the efficiency of its sales forces by rolling out the first ever joint training program for all Coface sales and CRM teams around the world, and by improving its sales monitoring and oversight tools.

Ongoing efforts to excel in the management of underwriting risks

As part of its strategic refocusing efforts initiated in 2011, risk management remains a top priority for the Group.

In January 2014, four new enhanced information centers became operational in Bulgaria, Lithuania, Latvia and Thailand, ensuring more robust risk analyses in these countries. Another new center was also opened in Indonesia over the year.

All in all, the 46 enhanced information centers in place at December 31, 2014 carried out nearly twice the number of tasks in 2014 compared to 2013, providing the Group's underwriters with continuously improving information and specific financial analyses.

During the year, the risk underwriting teams carried out several action plans aimed at reducing exposures to vulnerable companies based on specific criteria. These plans were conducted in Ukraine, Russia, China, Thailand, Turkey, South Africa and Brazil, among others.

Finally, the improvement of the collections process under the *Strong Commitment II* business plan helped increase the debt collection rate.

1.4.6 GAPC

In 2008, Natixis established the GAPC division (Gestion Active des Portefeuilles Cantonnés – Workout Portfolio Management) in order to (i) isolate the assets that were most impacted by the crisis and that were no longer deemed to fit the new strategic direction of Natixis and to (ii) progressively offload these assets by means of active management, ensuring the proper balance between speeding up the return of capital and the resale price of the assets. Since June 30, 2009, a portion of the GAPC portfolios has been covered by a guarantee from BPCE.

1.4.6.1 Closure of GAPC

As announced in 2013, the drastic run-off of assets managed by the ring-fencing vehicle, mainly as the result of the successful completion of the 2013 and 2014 disposal plans, led to the closure of GAPC on June 30, 2014 under the following conditions:

- the transfer of residual assets, representing €3.1 billion in RWA after guarantee at June 30, 2014, to Wholesale Banking;
- the Guarantee mechanism remains unchanged and will continue to apply to the residual RWA under the same conditions;
- the performance of ongoing specific and reinforced monitoring of the residual risk-weighted assets within Wholesale Banking;
- the net income of GAPC in the second quarter of 2014 totaled -€27 million and included expenses of -€32 million including effects linked to the structure's closure.

1.4.6.2 Description of the guarantee

General mechanism of the Guarantee

The Guarantee, which was agreed in principle and announced in August 2009, was formally approved on November 12, 2009 by the corporate bodies of BPCE and of Natixis, with retroactive effect to July 1, 2009.

The Guarantee covers credit assets, except for complex credit derivative portfolios and RMBS portfolios (fully sold on December 31, 2012) insured by US Agencies (FNMA known as Fannie Mae, FHLMC known as Freddie Mac) but including the hedging of risks linked to counterparties not providing collateral.

The general mechanism behind the Guarantee is based on the establishment of:

(i) two Total Return Swap agreements (TRS), one in dollars and the other in euros, covering 85% of the net value of the assets recognized in the trading portfolio and risks linked to counterparties not providing collateral. The purpose of these TRS is to transfer 85% of the gains or losses of the accounting units in which the assets are recognized at their fair value through profit or loss. On top of these two TRS, Natixis purchased an option from BPCE (the "Option") allowing it, should it be exercised, to recover, in 10 years' time, the capitalized net performance of the portfolios covered by the TRS and to terminate the TRS;

(ii) a financial guarantee covering 85% of the nominal value of the assets recognized under IFRS as "Loans and receivables" (L&R) and "available-for-sale assets" (AFS), as determined at the effective date of the guarantee (i.e. June 30, 2009), less any amortization expensed prior to June 30, 2009.

Pursuant to the terms of this financial guarantee, in the event of non-payment confirmed on the scheduled contractual payment date of sums due in respect of any of the assets in the guaranteed portfolio, Natixis will be paid by BPCE from the first euro up to 85% of the amount due. The payment will be made in the currency in which the defaulting asset is denominated. The expiry date of the guarantee granted to Natixis is that of the asset in the guaranteed portfolio with the longest maturity – currently April 28, 2099 – plus nine months (bearing in mind that this date may be brought forward to the date of termination of the guarantee in the event of a change in control at Natixis within the meaning of Article L.233-3 of the French Commercial Code). The expiry date of the financial guarantee is the date from which Natixis is no longer required to pay over to BPCE the sums recovered on assets in the guaranteed portfolio having defaulted. It post-dates the expiry date of the guarantee by 15 years.

The Guarantee covers portfolio assets held both by Natixis and by its subsidiaries, and agreements between Natixis and its subsidiaries have been put in place with respect to this mechanism.

Cost of the Guarantee

The implementation of the Guarantee triggered two payments to BPCE:

- the first for €1.183 billion in respect of the financial guarantee (including €1.035 billion for assets recognized as loans and receivables (L&R) and €148 million for available-for-sale assets (AFS) versus €1.249 billion in provisions);
- the second for €367 million in respect of the Option.

The terms and conditions of the agreements constituting the Guarantee were deemed reasonable and balanced from a financial perspective for Natixis by Mediobanca.

Accounting and prudential consequences of implementing of the Guarantee

The implementation of the Guarantee did not have an initial impact on Natixis' earnings. The consequences since then were as follows:

- changes in the value of the portfolio guaranteed, from June 30, 2009, by the TRS will be offset by the TRS up to 85%;
- the Option is measured at fair value through profit and loss primarily on the basis of the change in the value of the portfolio guaranteed by the two TRS;
- the equivalent value of the €1.183 billion payment in consideration for the financial guarantee is amortized almost symmetrically with the reversal of the provisions for write-down that were funded for this portfolio at June 30, 2009 and the amortization of reclassification discounts.

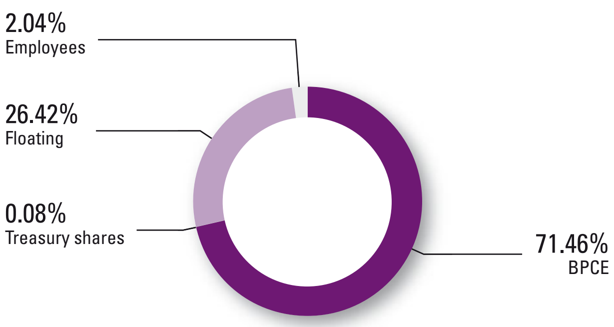
Natixis benefited from a prudential impact, representing a reduction in its risk-weighted assets and its regulatory deductions, resulting in an increase in its Core Tier 1 ratio.

1.5 Natixis and its shareholders

1.5.1 KEY SHARE DATA AT DECEMBER 31, 2014

Share capital	**€4,986,412,193.60**
Number of shares	3,116,507,621
Stock market capitalization (reference share price = EUR 5.485)	€17,094,044,301.18
Market	Eurolist Paris (compartment A), eligible for deferred settlement
ISIN code	FR0000120685
Reuters Code	CNAT.PA
Bloomberg France Code	KN FP
Stock market indexes	CAC Next 20, SBF 80, SBF 120, SBF 250 and Euronext 100

1.5.2 BREAKDOWN OF SHARE CAPITAL AT DECEMBER 31, 2014



1.5.3 SHAREHOLDER SCORECARD

(in euros)	2014	2013	2012	2011	2010
Earnings per share [(a)]	0.35	0.27	0.27	0.43	0.46
Book value per share [(b)]	5.27	5.17	5.76	5.35	5.47
Net dividend per share [(c)]	0.34	0.16	0.10	0.10	0.23
Number of shares	3,116,507,621	3,100,295,190	3,086,214,794	3,082,345,888	2,908,137,693
Pay-out ratio	97%	59%	37%	24%	50%
Maximum price	5.81	4.27	3.05	4.39	4.90
Minimum price	4.25	2.12	1.77	1.67	3.06

(a) *Calculated using the average number of shares (excluding treasury shares) during the period and after accounting for net interest payments on the deeply subordinated notes after tax.*

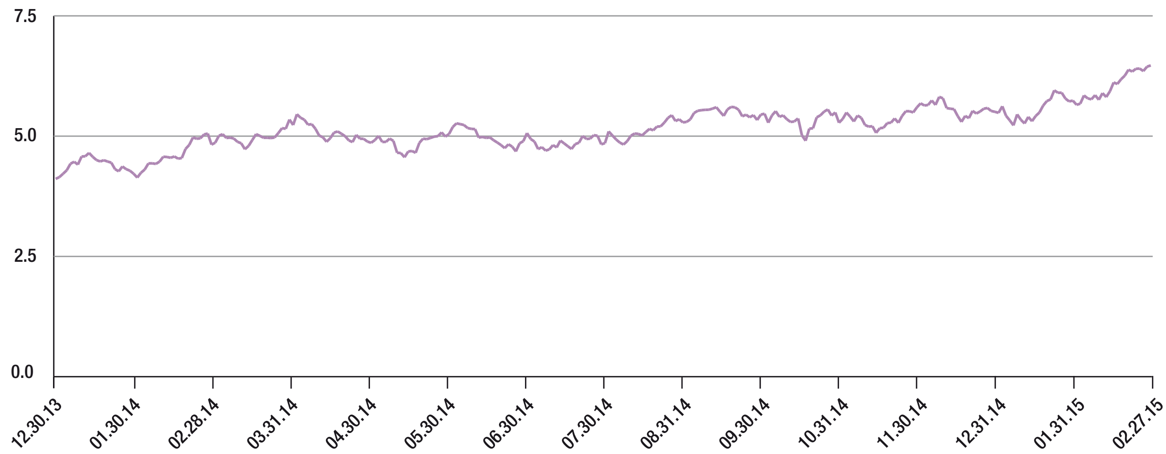
(b) *Calculated using the number of shares at December 31 of the year in question and post dividend payout for 2013 and 2014.*

(c) *For 2014, an ordinary dividend of €0.20 and a special dividend of €0.14 for Coface's partial IPO.*

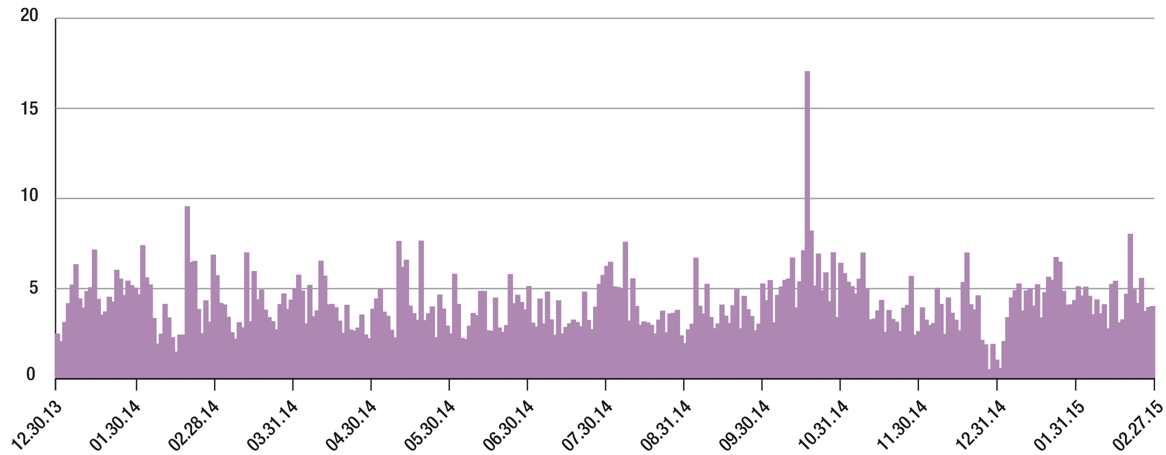
1.5.4 SHARE PRICE INFORMATION

Change in closing share price and number of shares traded

■ SHARE PRICE SINCE JANUARY 1, 2014 (in euros)



■ DAILY VOLUMES (in millions of shares traded)



In 2014, Natixis' share price increased by 28% (from €4.27 at December 31, 2013 to €5.49 at December 31, 2014). Over the same period, the euro zone banking stocks index (DJ Euro Stoxx Bank) decreased by 5%.

The average daily volume of Natixis shares traded on the market amounted to around 4.06 million in 2014 versus an average of around 4.30 million in 2013.

1.5.5 NATIXIS AND ITS INDIVIDUAL SHAREHOLDERS

The Natixis individual shareholder relations and communication platform has three main access points.

- A toll-free number (from a landline in France: 0800 41 41 41) available Monday to Friday from 9 a.m. to 6 p.m. (except on public holidays) gives access to an interactive voice response system providing round-the-clock information on the share price. In 2014, almost 19,500 calls were made to this toll-free number, of which over 1,800 were to make enquiries and over 17,600 to access Natixis' share price and obtain information on company news.

New in 2014

On July 1, 2014, more information was added to the interactive voice server of Natixis' toll-free service to keep shareholders better informed. In addition to learning about the share price, shareholders calling the service can now also find out about:

- the Company's financial calendar;
- the highlights of the latest results, as presented in the press release;
- and the upcoming events of the Shareholders' Club.

- A dedicated e-mail address (*actionnaires@natixis.com*), managed directly by the Individual Shareholder Relations team, enables individual shareholders to send questions to the Company. In 2014, approximately 550 questions were processed.
- The website (*www.natixis.com*):
  - includes company information;
  - provides a comprehensive archive of the Company's press releases, calendar and financial news in the "Investor Relations" section;
  - includes all editorial content and documents for shareholders and, in particular, all issues of the Shareholder Annual Newsletter in the "Individual Shareholders' Corner".

The following two bodies also coordinate relations with individual investors.

Shareholders' Club

- At end-2014, the Natixis Shareholders' Club had more than 12,600 members.

Shareholders' Club members are regularly updated on Natixis news where they can find:

- monthly newsletters focusing on Club highlights and company financial news,
- an interactive multimedia version of the Shareholder Annual Newsletter,
- periodic invitations to events as part of our sponsorship policy, which are sent by e-mail.

Members can access the dedicated website (clubdesactionnaires.natixis.com) containing information about the Club and its Program of activities (interactive Shareholder Annual Newsletters, video conferences, chats, economic videos, sponsorship events, etc.).

Shareholders' Club members take part in events included in the activity program.

- In 2014, this Program included nine events (video conferences and chats) hosted by both external experts (from École de la Bourse, i.e. "stock market investing school", and the French Federation of Individual Investors and Investment Clubs) and internal experts from Natixis and its subsidiaries, covering economic, financial and stock market news.

To these nine events, we had the pleasure of welcoming:

- Gérard Ampeau of the École de la Bourse to participate in the conferences on "Social finance: Users' Guide" and "The How and Why of Investing in Equity in 2015";
- Véronique Guisquet, Eric Dadier and Aldo Sicurani of the Federation of Individual Investors and the Investments Clubs (F2iC), to participate in conferences on "How to effectively manage stock market risk" and "Make a good start on the stock market with the Investment Clubs",
- Philippe Waechter, Chief Economist at Natixis Asset Management, for two video chats on the latest economic news, Marie-Pierre Ripert, Sophie Chardon, Bei Xu, Inna Mufteeva, Sylvain Broyer and Cédric Thellier, economists from our Economic Research team, who spoke on the themes "Macroeconomics and Equity Markets: 2013 in Review", "The French and European Economic Environment: Mid-2014 Review" and "China and the United States: a Macroeconomic Update".

- Close to 1,000 Club members took part in these events either directly, in our auditorium in the 13th district in Paris or online in real time. Recordings of these events (videos and presentations) were then posted online and were viewed by almost 5,000 Club members.

Moreover, two information meetings about Natixis were held for shareholders in Strasbourg and Marseille. The meetings were organized in partnership with investment journal *Le Revenu* and the Federation of Individual Investors and the Investments Clubs (F2iC), and gave investors insights into Natixis, its businesses, financial results and strategy. Over 500 shareholders attended these multi-issuer events and individual investors were invited to submit their questions to Natixis representatives.

At the General Shareholders' Meetings there is a dedicated "Shareholders' Club" stand for Club members, prospective members and for all shareholders requiring information on Natixis.

Natixis shareholders' Consultative Committee (CCAN)

- The CCAN is an advisory body and sounding Board composed of 12 members who represent Natixis' individual shareholders. These members are themselves individual shareholders chosen through an application process that includes an interview. A third of its members are renewed each year, following a call for applications sent via the usual communications media used to inform shareholders.
- The Committee is in charge of all aspects of financial communication for individual investors, and in particular the communication tools at their disposal.
- In 2014, the CCAN met twice, specifically to work on the "New Frontier" strategic plan, the visibility of the shareholders' club and the governance of Natixis, particularly for the preparation and assessment of the 2014 General Shareholders' Meeting, which is the main gathering between directors and shareholders.

- The Committee met with the Chairman of the Board of Directors, François Pérol, and with Chief Executive Officer, Laurent Mignon. Together they reviewed the latest developments at Natixis, the changes it has undergone over the last few years, as well as future business prospects. Individual shareholders were given the floor to voice their opinions and sentiments on Natixis and its overall position.
- Following these discussions, interviews with CCAN members were filmed to update the Natixis Shareholders' Consultative Committee section of the website.
- The interviews are presented as mini biographies and are available on the website, together with all the meeting themes and minutes since the Committee's creation in 2008.

Call for applications

Every year, a third of the Committee is renewed. Throughout the year, interested shareholders are invited to put forward their application.

Conditions of application are available on the website.

Natixis undertakes to respond to all applicants.

2014 General Shareholders' Meeting

On May 20, 2014, the General Shareholders' Meeting called to approve the 2013 financial statements was attended by some 400 individual shareholders. And all the resolutions were adopted.

In line with the 59% pay-out ratio and above the 50% target, the payment of a €0.16 dividend of per share was approved.

A special effort was made for the presentation of governance. The Meeting also voted for the first time on matters relating to compensation due or granted to each executive corporate officer in respect of the 2013 fiscal year, and on matters relating to compensation of the Company's "regulated" staff.

Indeed, under the AFEP-Medef code to which Natixis refers, the advisory opinion of shareholders ("Say on Pay") on the compensation of the Chief Executive Officer of Natixis and of the Chairman of the Board of Directors is required.

To this end, and in line with previous years, a survey was run ahead of the General Shareholders' Meeting in order to ascertain shareholders' expectations as accurately as possible. The survey was posted on the website and e-mailed to the members of the Shareholders' Club, and received 300 responses. The main themes, as identified by 64% of respondents, were given special focus: strategy, appropriation of earnings, Natixis shares and management compensation.

2014 Distinction - Natixis receives Le Revenu's Gold Trophy for Shareholder Relations

Le Revenu awarded Natixis its Gold Trophy for best Shareholder Services among the SBF 120 (except CAC 40) companies.

The award is in recognition of the Natixis Shareholder Relations team's efforts and dedication to its individual shareholders.

1.5.6 INVESTORS RELATIONS

The primary responsibility of the Investor Relations department is to maintain clear and transparent dialog with the financial community on Natixis' financial standing, strategy, economic environment and any other information that would assist in accurately assessing Natixis' situation.

The Investor Relations department provides information and resources to analysts and investors. To this end, a variety of sources is used: formal informational meetings during major events (publication of annual, interim and quarterly financial statements, etc.), road shows, conference calls and one-to-one interviews. The materials used in these meetings (press releases, presentations, etc.) as well as any other additional information (financial calendar, regulated information, corporate governance, Annual General Shareholders' Meeting, etc.) are available on Natixis' website in the Investor Relations section. From time to time, depending on current events, we also organize specific, themed presentations to give our financial partners and colleagues a better understanding of the general climate and Natixis' specific challenges.

Natixis organizes meetings with analysts and institutional investors throughout the year at roadshows or conferences organized by brokers in the main financial marketplaces. In 2014, meetings were held in Paris, London, Copenhagen, Helsinki, Luxembourg, Amsterdam, Frankfurt, Zürich, Geneva, Milano, Chicago, Boston, New York, Toronto, Montreal, Hong Kong, Seoul, Tokyo, etc.

Institutional investors and analysts can contact the Investor Relations Department by e-mail at *investorelations@natixis.com*.

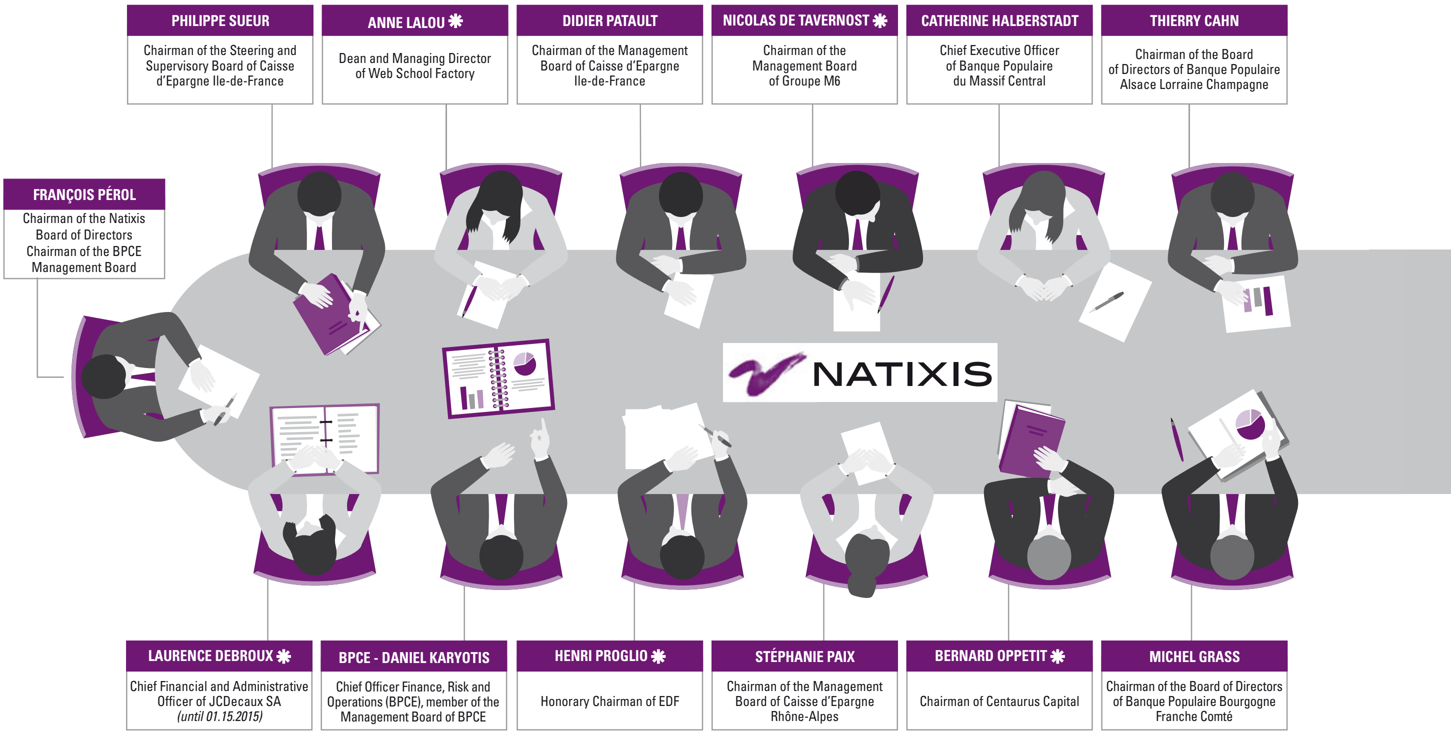
2

CORPORATE GOVERNANCE

This section is an extract from the Chairman of the Board's report on the Board's composition, the preparation and organization of its work on the internal control and risk management procedures implemented by Natixis including information regarding the mandates of corporate officers and their compensation.

2.1 Corporate governance

2.1.1 STRUCTURE OF THE BOARD OF DIRECTORS



Director ✱ Independent Director Attendants to the Board

(1) The term "Chief Executive Officer" is not used as it is defined in Article L.225-66 of the French Commercial Code.

2.1.2 SENIOR MANAGEMENT COMMITTEE AND EXECUTIVE COMMITTEE

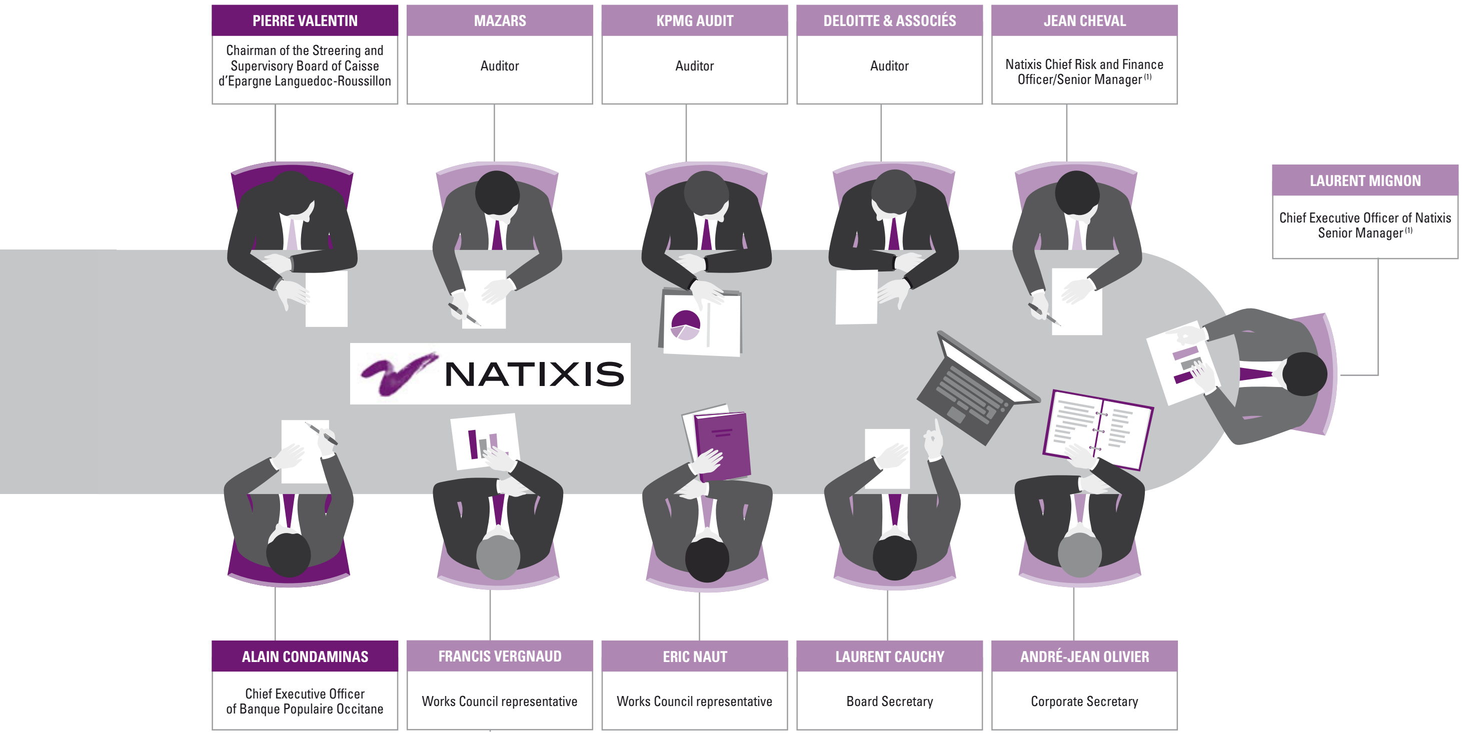
EXECUTIVE COMMITTEE

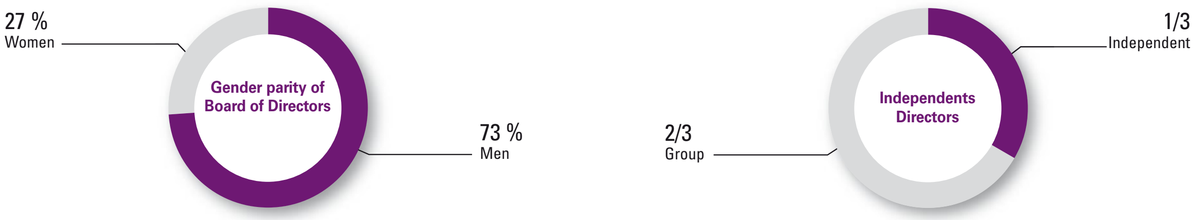
SENIOR MANAGEMENT COMMITTEE

Laurent Mignon - *Chief Executive Officer*

Luc-Emmanuel Auberger - *Cultural Change, Innovation and Digital*
Gils Berrous - *Specialized Financial Services*
Jean Cheval - *Finance and Risks*
Norbert Cron - *Operations and Information Systems*
Alain Delouis - *Human Resources*
Jean-François Lequoy - *Investment Solutions – Insurance*
André-Jean Olivier - *Corporate Secretariat*
Olivier Perquel - *Wholesale Banking – Financing & Global Markets (FGM)*
Pierre Servant - *Investment Solutions – Asset Management and Private Banking*
Marc Vincent - *Wholesale Banking – Coverage & Advisory (CA)*

Stéphane About - *FGM – Americas*
Patrick Artus - *Chief economist*
Jacques Beyssade - *Risks*
Nathalie Broutèle - *Insurance – Natixis Assurances*
Stéphane Caminati - *SFS – Natixis Interépargne*
Christophe Carles - *SFS – Natixis Factor*
Marc Cattelin - *SFS – EuroTitres*
Frédéric Chenot - *SFS – Natixis Financement*
Pierre-Henri Denain - *FGM – EMEA Europe (except France), Middle East, Africa*
Elisabeth de Gaulle - *Communications and CSR*
George Éric de la Brunière - *Asset Management and Private Banking – Banque Privée 1818*
Pierre Debray - *FGM – Structured Finance*
Catherine Fournier - *SFS – Natixis Payment Solutions*
Luc François - *FGM – Global Markets*
John Hailer - *Asset Management and Private Banking – Natixis Global Asset Management U.S. and Asia*
Hervé Housse - *General Inspection*
Paul Kerangueven - *Insurance – BPCE Assurances*
Christophe Lanne - *FGM – Global Portfolio Management & Transaction Banking*
Christian Le Hir - *Corporate Secretariat – Chief Legal Officer*
Nicolas Namias - *Strategy*
François Riahi - *FGM – Asia-Pacific*
Anne Sallé-Mongauze - *SFS – Compagnie Européenne de Garanties et Cautions*
Didier Trupin - *SFS – Natixis Lease*
Pascal Voisin - *Asset Management and Private Banking – Natixis Asset Managemet*





2.1.3 SPECIALIST COMMITTEES OF DEPARTMENT OF DIRECTORS

	François Pérol	Daniel Karyotis	Thierry Cahn	Alain Condaminas	Laurence Debroux ✱	Michel Grass	Catherine Halberstadt	Anne Lalou ✱	Bernard Oppetit ✱	Stéphanie Paix	Didier Pataut	Henri Proglio ✱	Philippe Sueur	Nicolas de Tavernost ✱	Pierre Valentin
Audit committee		▲			▲		▲		◆	▲					
Risk committee		▲			▲		▲		◆	▲					
Appointments committee				▲				▲			▲	◆	▲	▲	
Compensation committee				▲				▲			▲	▲	▲	◆	
Strategic committee	▲	▲	▲	▲	◆	▲	▲	▲	▲	▲	▲	▲	▲	▲	▲

▲ Member ◆ Chairman ✱ Independent Director

(1) "Dirigeant effectif" as defined by the French Monetary and Financial Code.

2.2 Additional information on the corporate officers' positions

Laurent MIGNON
Chief Executive Officer of Natixis

Date of birth: 12.28.1963

Nationality: French

Natixis shares held: 1,090

Address:
30 avenue Pierre Mendès-France
75201 Paris Cedex 13

First appointed: Board Meeting of 04.30.2009, effective 05.14.2009
Renewal date: Board Meeting of 02.18.2015
Term expires: 2019 AGM (e)

A graduate of HEC and the Stanford Executive Program, Laurent Mignon worked for more than 10 years in various positions at Banque Indosuez, from the trading floor to corporate banking. In 1996 he joined Schroeders in London, then AGF in 1997 as Chief Financial Officer. He was appointed to the Executive Committee in 1998, then became Deputy CEO in charge of Banque AGF, AGF Asset Management and AGF Immobilier in 2002. He became CEO in charge of the Life and Financial Services and Credit Insurance divisions in 2003 and Chairman of the Executive Committee in 2006. From September 2007 to May 2009, he was associate manager at Oddo et Cie alongside Philippe Oddo.

Laurent Mignon has been Chief Executive Officer of Natixis since 2009 and a member of BPCE's Management Board since August 6, 2013.

Other offices held in 2014:

Within Groupe BPCE
- Member of BPCE Management Board
- Chairman of the Board of Directors of: Natixis Global Asset Management, Coface S.A. (a)

Outside Groupe BPCE
- Member of the Board of: Arkema (a), Lazard Ltd (a)

Compliance with rules governing the number of offices held	AFEP-Medef code: compliant	French Monetary and Financial Code: compliant

Offices held in previous fiscal years

2010	2011	2012	2013
▪ Chief Executive Officer of Natixis (a)			
▪ Member of the Board of: Arkema (a-b), Lazard Ltd (a-b)			
▪ Member of the Board of Natixis Global Asset Management *(until 09.01.2010)*, then Chairman of the Board of Directors			
▪ Director of Sequana (a-b)			*(until 2013)*
▪ Non-voting member of BPCE (Permanent Representative of Natixis)			*(until 07.11.2013)*
▪ Member of the Board of Compagnie Française d'Assurance pour le Commerce Extérieur *(until 10.15.2010)* then Permanent Representative of Natixis on the Board of Directors		Member and Chairman of the Board of Directors *(from 05.15 to 12.19.2012)*	
▪ Chairman of S.A.S. Coface Holding		*(until 11.21.2012)*	
		▪ Chairman of the Board of Directors of Coface S.A.	
			▪ Member of the Management Board of BPCE *(since 08.06.2013)*

(a) Listed company. (b) Company outside Groupe BPCE. (e) 2019 AGM convened to approve the financial statements for the year ending 12.31.2018.

Francois PÉROL
Chairman of the BPCE Management Board

Date of birth: 11.06.1963
Nationality: French
Natixis shares held: 60,000
Address: 50 avenue Pierre Mendès-France 75201 Paris Cedex 13

Chairman of the Board of Directors
First appointed: CSM of 04.30.2009
(Chairman of the Board: Board Meeting of 04.30.2009)
Term expires: 2015 AGM [c]

Member – Strategic Committee
First appointed: Board Meeting of 05.11.2011

Attendance rate in 2014	Board of Directors: 100%	Strategic Committee: 100%

François Pérol is a graduate of HEC and the Institut d'Études Politiques de Paris. After graduating from ENA, he started his career at the Inspection Générale des Finances (French General Inspectorate of Finance). He held various positions at the Ministry of the Economy and Finance, beginning with the Treasury Department (1994-2002), and then on the Cabinets of Ministers Francis Mer and Nicolas Sarkozy (2002-2004). He then left the administration to join Rothschild & Cie Banque as Managing Partner from 2005 to 2007. He was appointed Deputy Secretary General to the President of the Republic from 2007 to 2009.

François Pérol has been Chairman of the BPCE Management Board since 2009.

Key advisory skills: expertise in strategy for banking and financial institutions, and in the French and international economic and financial environment.

Other offices held in 2014:

Within Groupe BPCE
- Chairman of the BPCE Management Board
- Chairman of the Board of Directors of Crédit Foncier
- Chairman of: CE Holding Promotion, European Savings Bank Group
- Member of the Board of: Sopassure, CE Holding Promotion
- Permanent Representative of BPCE, manager of SCI Ponant + *(until 12.03.2014)*
- Permanent Representative of BPCE Maroc, member of the Board of Banque Centrale Populaire [a]

Outside Groupe BPCE
- Chairman of the Fédération Bancaire Française (French Banking Federation) *(since 09.01.2014)*
- Vice-Chairman of the Fédération Bancaire Française (French Banking Federation) *(until 08.31.2014)*
- Member of the Board of CNP Assurances [a]

Compliance with rules governing the number of offices held	AFEP-Medef code: compliant	French Monetary and Financial Code : compliant

Offices held in previous fiscal years

2010	2011	2012	2013
Chairman of the BPCE Management Board			
Chairman of the Board of Directors of: Natixis [a], Crédit Foncier *(since 04.26.2010)*			
Chairman of CE Holding Promotion *(since 06.30.2010)*			
Member of the Board of: CNP Assurances [a-b], Sopassure,			
Director of Musée d'Orsay [b] *(since 09.21.2010)*			*(until 09.21.2013)*
Chairman of the Fédération Bancaire Française (French Banking Federation) *(since 09.01.2010)*	Member of the Executive Committee *(since 09.01.2011)*		Vice-Chairman *(since September 2013)*
Chairman of the Board of Directors of Fondation des Caisses d'Epargne pour la Solidarité *(since 06.30.2010)*	*(until 03.09.2011)*		
Chairman of the Board of Directors and member of the Board of BPCE IOM		*(until 12.20.2011)*	
Chairman of the Supervisory Board of Foncia Groupe	*(until July 2011)*		
Vice-Chairman of the Board of Directors of Crédit Immobilier et Hôtelier (Morocco)		*(until 2012)*	
Chief Executive Officer and member of the Board of BP Participations and CE Participations *(until 08.05.2010)*			
	Permanent Representative of BPCE, manager of SCI Ponant +		
	Permanent Representative of BPCE, manager of SNC Bankeo *(until 2011)*	*(until 11.22.2012)*	
		Chairman of the European Savings Banks Group	
		Permanent Representative of BPCE Maroc, member of the Board of Banque Centrale Populaire	

(a) Listed company. (b) Company outside Groupe BPCE. (c) 2015 AGM convened to approve the financial statements for the year ending 12.31.2014.

Daniel KARYOTIS – Permanent Representative of BPCE

Member of the BPCE Management Board – Finance, Risk and Operations

BPCE:

Natixis shares held: 2,227,221,174

Address:

50 avenue Pierre Mendès-France
75201 Paris Cedex 13

Daniel Karyotis:

Date of birth: 02.09.1961

Nationality: French

Natixis shares held: 0

Address:

50 avenue Pierre Mendès-France
75201 Paris Cedex 13

Director

First appointed: co-opted by the Board on 08.25.2009 and ratified at the CSM of 05.27.2010

Term expires: 2015 AGM [c]

Member – Audit Committee

First appointed: Board Meeting of 01.28.2013

Member – Risk Committee

First appointed: Board Meeting of 12.17.2014

Member – Strategic Committee

First appointed: Board Meeting of 01.28.2013

Attendance rate in 2014	Board of Directors: 100%	Audit Committee: 80%	Strategic Committee: 100%

With a degree from the Institut d'Études Politiques in Paris and the Centre de Perfectionnement à l'Analyse Financière, and a postgraduate degree in financial and economic analysis, Daniel Karyotis began his career with Société Générale on the financial markets. From there, he moved to Standard & Poor's and the banking sector, and then joined Caisse d'Epargne Champagne-Ardenne (CECA) where he held different management positions between 1992 and 1997.

A member of the Management Board and Chief Executive Officer of Caisse d'Epargne du Pas-de-Calais from 1998 to 2001, he was appointed Chairman of the Management Board of CECA in January 2002. In February 2007, he became Chairman of the Management Board of Banque Palatine.

In addition, Daniel Karyotis is a member of the Société Française des Analystes Financiers (SFAF – French Society of Financial Analysts).

Daniel Karyotis has been Chief Finance, Risk and Operations Officer and a member of the Management Board of BPCE since December 1, 2012.

Key advisory skills: expertise in all areas of bank management.

Other offices held in 2014:

Within Groupe BPCE

- Member of the BPCE Management Board - Finance, Risk and Operations
- Deputy Chief Executive Officer of CE Holding Promotion
- Member of the Board of Directors of Nexity [a]
- Permanent Representative of BPCE, member of the Board and Chairman of the Audit Committee of Crédit Foncier
- Permanent Representative of BPCE, member of the Board of CE Holding Promotion

Compliance with rules governing the number of offices held	AFEP-Medef code: compliant	French Monetary and Financial Code: compliant

Offices held in previous fiscal years

2010	2011	2012	2013
Chairman of the Management Board of Banque Palatine	→	*(until November 2012)*	
Chairman of the Supervisory Board of Palatine Asset Management	→	*(until November 2012)*	
Member of the Board of Coface	→	*(until November 2012)*	
Permanent Representative of Banque Palatine, member of the Supervisory Board of GCE Capital	→	*(until November 2012)*	
Permanent Representative of Banque Palatine, member of the Board of Directors of OCBF	→	*(until November 2012)*	
Vice-Chairman of the Board of Directors of Eurosic *(until 2010)*			
	Permanent Representative of Banque Palatine, member of the Board of Directors of Palatine Etoile 9	*(until November 2012)*	
	Member of the Board of Acxior Corporate Finance *(until 2011)*	Member of the BPCE Management Board - Finance, Risk and Operations *(since 12.01.2012)*	→
		Permanent Representative of BPCE, member of the Board of: Natixis [a] *(since 01.28.2013)*, Crédit Foncier de France *(since 12.11.2012)*	→
		Member of the Board of Coface S.A. *(since 11.21.2012)*	*(until 02.05.2013)*
			Deputy Chief Executive Officer of CE Holding Promotion *(since 05.06.2013)*
			Permanent Representative of BPCE to CE Holding Promotion *(since 05.06.2013)*
			Member of the Board of Nexity [a] *(since 12.18.2013)*

(a) Listed company. (b) Company outside Groupe BPCE. (c) 2015 AGM convened to approve the financial statements for the year ending 12.31.2014.

Christel BORIES (term of office ended 05.21.2014)

Deputy Chief Executive Officer of Ipsen

Date of birth: 05.20.1964

Nationality: French

Natixis shares held: 5,000

Address:
65 quai Georges Gorse
92100 Boulogne Billancourt

Independent director
First appointed: co-opted by the Board on 02.22.2011
and ratified at the CSM of 05.26.2011
Date term of office expired: 05.21.2014

Chairman – Appointments and Compensation Committee
First appointed: Board Meeting of 02.22.2011
Date term of office expired: 05.21.2014

Member – Strategic Committee
First appointed: Board Meeting of 05.11.2011
Date term of office expired: 05.21.2014

Attendance rate in 2014	Board of Directors: 67%	Appointments and Compensation Committee: 100%	Strategic Committee: N/A

A graduate of the École des Hautes Études Commerciales (HEC), Christel Bories first practiced as a strategy consultant at Booz Allen & Hamilton and then moved to Corporate Value Associates (1986-1993). Next, she joined the Union Minère group as Director of Strategy and Control (1993-1995). She later joined the Péchiney group where she was successively a member of the Executive Committee, Director of Strategy and Management Control (1995-1998), and Director of Packaging (1999-2003). She was Chairman and CEO of Alcan Packaging (2003-2006), then of Alcan Engineered Products (2006-2010), while serving as a member of the Executive Committee of Alcan and then a member of the Executive Committee of Rio Tinto Alcan. In 2011 she was appointed CEO of Constellium. She chaired the Executive Committee of the European Aluminium Association between 2007 and 2009.

Since 2013, Christel Bories has held the position of Deputy Chief Executive Officer of Ipsen.

Key advisory skills: strategic and industrial issues; transformation and restructuring of international corporations.

Other offices held in 2014:

Within the Ipsen Group

- Deputy Chief Executive Officer of Ipsen

Outside the Ipsen Group

- Director and Chairman of the Strategic Committee, Member of the Audit Committee of Legrand SA[a]
- Director and Member of the Audit & Compensation Committee of Smurfit Kappa
- Vice-Chairman of La Fabrique de l'Industrie

Compliance with rules governing the number of offices held	AFEP-Medef code: compliant	French Monetary and Financial Code: compliant

Offices held in previous fiscal years

2010	2011	2012	2013
▪ Member of the Board of Directors of: Atlas COPCo AB, Sweden *(until 2010)* ▪ Senior Vice President of Rio Tinto *(until 2010)*			
	▪ Member of the Board of Natixis[a] *(since 02.22.2011)*		
	▪ Chief Executive Officer of Constellium *(until November 2011)*		
		▪ Member of the Board of Le Cercle de l'Industrie (Association of the Chairmen of the leading French industrial companies) *(since early 2012)*	*(until 05.13.2013)*
		▪ Member of the Board and Chairman of the Legrand S.A. *Strategic Committee* *(since May 2012)*	
		▪ Director and Member of the Audit & Compensation Committee of Smurfit Kappa *(since November 2012)*	
			▪ Deputy Chief Executive Officer of Ipsen *(since 02.27.2013)*

(a) Listed company. (b) Company outside Groupe BPCE.

Thierry CAHN

Chairman of the Board of Directors of Banque Populaire Alsace Lorraine Champagne

Date of birth: 09.25.1956

Nationality: French

Natixis shares held: 1,000

Address:
Immeuble le Concorde
4 quai Kléber - BP 10401
67000 Strasbourg Cedex

Director

First appointed: co-opted by the Board on 01.28.2013
and ratified at the CSM of 05.21.2013
Term expires: 2015 AGM [c]

Member – Strategic Committee

First appointed: Board Meeting of 01.28.2013

Attendance rate in 2014	Board of Directors: 75%	Strategic Committee: 100%

Thierry Cahn holds a Professional Lawyers' Certificate (Certificat d'Aptitude a la Profession d'Avocat - CAPA) and joined the firm of Cahn et Associés in 1981. In 1984, he joined the General Council of the Colmar Bar (Conseil de l'Ordre des Avocats de Colmar) of which he is still a member. In 1986, he was named Secretary General to the National Lawyers' Association (Confédération Nationale des Avocats), which he chaired from 1995 to 1996, before becoming Chairman of the Colmar Bar Association from 1998 to 1999. In addition, since 1985 he has been Head Tutor at the Institut Universitaire de Technologie (IUT) de Haute Alsace and the CRFPA d'Alsace.

Since September 30, 2003, Thierry Cahn has been Chairman of the Board of Directors of Banque Populaire Alsace Lorraine Champagne.

Key advisory skills: expertise in legal matters, particularly in business law.

Other offices held in 2014:

Within Groupe BPCE

- Chairman of the Board of Directors of Banque Populaire Alsace Lorraine Champagne
- Member of the Supervisory Board and Audit and Risks Committee of BPCE

Compliance with rules governing the number of offices held	AFEP-Medef code: compliant	French Monetary and Financial Code: compliant

Offices held in previous fiscal years

2010	2011	2012	2013
▪ Chairman of the Board of Directors of Banque Populaire Alsace Lorraine Champagne	→	→	→
▪ Member of the BPCE Supervisory Board	→	→	and member of the Audit and Risks Committee
▪ Member of Supervisory Board of Banque Palatine	→	→	*(until 02.05.2013)*
			▪ Member of the Board of Directors of Natixis [a] *(since 01.28.2013)*

(a) Listed company. (c) 2015 AGM convened to approve the financial statements for the year ending 12.31.2014.

Alain CONDAMINAS

Chief Executive Officer of Banque Populaire Occitane

Date of birth: 04.06.1957

Nationality: French

Natixis shares held: 1,000

Address:
33-43 avenue Georges Pompidou
31135 Balma Cedex

Director
First appointed: OGM of 05.29.2012
Term expires: 2018 AGM [(d)]

Member – Compensation Committee [(f)]
First appointed: Board Meeting of 05.29.2012

Member – Appointments Committee
First appointed: Board Meeting of 12.17.2014

Member – Strategic Committee
First appointed: Board Meeting of 05.29.2012

Attendance rate in 2014	Board of Directors: 100%	Appointments and Compensation Committee: 100%	Strategic Committee: 100%

Alain Condaminas has a degree in Economic Sciences and a DESS in Banking and Financial Techniques. He joined the Banque Populaire Group in 1984. In 1992, he began working at Banque Populaire Toulouse-Pyrénées as Head of Production, supervising the Human Resources Department, and subsequently as Head of Operations. In 2001, he became Chief Executive Officer of Banque Populaire Quercy-Agenais. In 2003, he oversaw the merger with Banque Populaire du Tarn et de l'Aveyron, followed by another with Banque Populaire Toulouse-Pyrénées, to form what is now Banque Populaire Occitane.

Alain Condaminas has been Chief Executive Officer of Banque Populaire Occitane since 2006.

Key advisory skills: expertise in Human Resources issues and business transformation, extensive knowledge of banking businesses.

Other offices held in 2014:

Within Groupe BPCE

- Chief Executive Officer of Banque Populaire Occitane
- Member of the BPCE Supervisory Board
- Chairman of Fondation d'Entreprise BP Occitane
- Member of the Board of Natixis Asset Management
- Permanent Representative of BP Occitane, Member of the Board of i-BP
- Permanent Representative of BP Occitane, member of the Investment Committee of Multicroissance
- Permanent Representative of BP Occitane, manager of SNC Immocarso

Outside Groupe BPCE

- Manager of SCI de l'Hers
- Permanent Representative of BP Occitane, Vice-Chairman of the Board of Directors of CELAD S.A. *(until 06.01.2014)*
- Permanent Representative of BP Occitane, Member of the Board of IRDI
- Permanent Representative of BP Occitane, member of the Supervisory Board of SOTEL

Compliance with rules governing the number of offices held	AFEP-Medef code: compliant	French Monetary and Financial Code: compliant

Offices held in previous fiscal years

2010	2011	2012	2013
▪ Chief Executive Officer of Banque Populaire Occitane	------	------	------→
▪ Member of the Board of Natixis Asset Management	------	------	------→
▪ Permanent Representative of BP Occitane, Vice-Chairman of the Board of Directors of CELAD S.A. (b)	------	------	------→
▪ Permanent Representative of BP Occitane, Member of the Board of i-BP, IRDI (b)	------	------	------→
▪ Permanent Representative of BP Occitane, Member of the Supervisory Board of SOTEL (b)	------	------	------→
▪ Permanent Representative of BP Occitane, Manager of SNC Immocarso	------	------	------→
▪ Non-voting member of the BPCE Supervisory Board	------→	*(until 06.26.2012)*	
▪ Member of the Board of Natixis Interépargne	------→	*(until 06.29.2012)*	
▪ Permanent Representative of BP Occitane, Member of the Supervisory Board of ABP IARD	------→	*(until 07.10.2012)*	
▪ Chairman of GIE Carso Matériel *(until 2010)*		▪ Member of the Board of Natixis (a) *(since 05.29.2012)*	------→
		▪ Member of the BPCE Supervisory Board *(since 06.27.2012)*	------→
		▪ Permanent Representative of BP Occitane, member of the Investment Committee of Multicroissance	------→
		▪ Manager of SCI de l'Hers (b)	------→
		▪ Chairman of Fondation d'Entreprise BP Occitane	------→

(a) Listed company. (b) Company outside Groupe BPCE. (d) 2018 AGM convened to approve the financial statements for the year ending 12.31.2017.
(f) Formerly the Appointments and Compensation Committee.

Laurence DEBROUX

Member of the Management Board - Chief Financial & Administrative Officer at JCDecaux (until 01.15.2015)

Date of birth: 07.25.1969

Nationality: French

Natixis shares held: 1,000

Address:
Zone Industrielle Saint Appoline
78378 Plaisir Cedex

Independent director
First appointed: co-opted by the Board on 04.01.2010
and ratified at the CSM of 05.27.2010
Term expires: 2015 AGM [c]

Member – Audit Committee
First appointed: Board Meeting of 04.01.2010

Member – Risk Committee
First appointed: Board Meeting of 12.17.2014

Chairman – Strategic Committee
First appointed: Board Meeting of 05.11.2011

Attendance rate in 2014	Board of Directors: 75%	Audit Committee: 80%	Strategic Committee: 100%

A graduate of HEC, Laurence Debroux began her career in 1992 at Merrill Lynch Bank. From 1993 to 1996, she worked in the Finance division of Elf Aquitaine. In 1996, she joined Sanofi first as Chief Financing & Treasury Officer and then as Chief Financial Officer before becoming Director of Strategy and being promoted to the Executive Committee of Sanofi-Aventis.

Ms. Laurence Debroux was Chief Financial and Administrative Officer of the JCDecaux Group from 2010 until January 15, 2015 and joined Heineken NV in Amsterdam on March 1, 2015. The Supervisory Board of Heineken NV will submit to the AGM her appointment to the group's Executive Board as Chief Financial Officer for a four-year term from April 24, 2015.

Key advisory skills: expertise in issues related to finance, communications and business strategy.

Other offices held in 2014:

Within JCDecaux group

- Member of the Executive Board – Chief Financial & Administrative Officer of JCDecaux
- Member of the Board of: JCDecaux Bolloré Holding (S.A.S.), Média Aéroports de Paris (S.A.S.)
- Director and member of the APG/SGA Audit Committee *(since 05.21.2014)*
- Member of the Supervisory Board of Médiakiosk (S.A.S.)

Outside JCDecaux group

- Member of the Board of: BPIfrance Participations, BPIfrance Investissement

Compliance with rules governing the number of offices held	AFEP-Medef code: compliant	French Monetary and Financial Code: compliant

Offices held in previous fiscal years

2010	2011	2012	2013
• Member of the Management Board - Chief Financial & Administrative Officer of JCDecaux • Member of the Board of Natixis [a] *(since 04.01.2010)* • Member of the Management Board – Chief Executive Officer of Merial Ltd *(until 05.19.2010)*			
	• Member of the Board of: Média Aéroports de Paris (S.A.S.) *(since 09.07.2011)*, JCDecaux Bolloré Holding (S.A.S.) *(since May 2011)* • Member of the Supervisory Board of Médiakiosk (S.A.S.) *(since 11.30.2011)*		
			• Member of the Board of: BPIfrance Participations *(since 07.12.2013)*, BPIfrance Investissement *(since 07.12.2013)*

(a) Listed company. (b) Company outside Groupe BPCE. (c) 2015 AGM convened to approve the financial statements for the year ending 12.31.2014.

Michel GRASS

Chairman of the Board of Directors of Banque Populaire Bourgogne Franche Comté

Date of birth: 11.12.1957

Nationality: French

Natixis shares held: 189

Address:
5 avenue de Bourgogne BP63
21802 Quétigny Cedex

Director

First appointed: co-opted by the Board on 02.19.2014
and ratified at the OGM of 05.20.2014
Term expires: 2015 AGM [(c)]

Member – Strategic Committee

First appointed: Board Meeting of 02.19.2014

Attendance rate in 2014	Board of Directors: 100%	Strategic Committee: 100%

Holding a degree in Management Sciences from Université de PARIS 1, Michel Grass began his career in 1983, working in healthcare as a Clinic Director in Sens. From 1987 to 2010, he founded and ran a regional group of private clinics. In 2000, he became a director at Banque Populaire de Bourgogne and has served as a commercial court judge since 2009.

Michel Grass has been Chairman of the Board of Directors of Banque Populaire Bourgogne Franche Comté since 2010.

Key advisory skills: entrepreneurial experience, knowledge of the regional economic fabric.

Other offices held in 2014:

Within Groupe BPCE

- Chairman of the Board of Directors of Banque Populaire Bourgogne Franche Comté
- Vice-Chairman of Fédération Nationale des Banques Populaires
- Member of the Board of: Natixis Global Asset Management, SA HLM Brennus Habitat *(since 06.16.2014)*, Banque Palatine
- Secretary of the Conference of Banque Populaire Chairmen

Outside Groupe BPCE

- Deputy Mayor of the city of Sens *(since 03.31.2014)*
- Judge with the Commercial Court of Sens *(until 12.31.2014)*
- Vice-Chairman of the Senonais Communauté de Communes *(since 04.17.2014)*
- Associate member of the Chamber of Commerce and Industry of Yonne

Compliance with rules governing the number of offices held	AFEP-Medef code: compliant	French Monetary and Financial Code: compliant

Offices held in previous fiscal years

2010	2011	2012	2013
Chairman of the Board of Directors of Banque Populaire Bourgogne Franche Comté	→	→	→
Judge with the Commercial Court of Sens	→	→	→
Manager of S.A.R.L. 2G	→	→	*(until 05.17.2013)*
Chairman of: Fédération Hospitalisation Privée Bourgogne Franche Comté, Commission Economique Hospitalisation Privée	→	*(until 2012)*	
Member of the Board of: Fédération Hospitalisation Privée, SA CAHPP	→	*(until 2012)*	
Chairman and Chief Executive Officer of: S.A.S. Polyclinique du Val de Saône, S.A.S. Clinique Paul Picquet	*(until 2011)*		
Chief Executive Officer of: S.A.S. Avenir Santé, S.A.S. Clinique Paul Picquet	*(until 2011)*		
	Secretary of the Conference of Banque Populaire Chairmen	→	→
		Vice-Chairman of Fédération Nationale des Banques Populaires	→
		Member of the Board of Natixis Global Asset Management *(since 02/14/2012)*	→
		Associate member of the Chamber of Commerce and Industry of Yonne	→
			Member of the Supervisory Board of Banque Palatine *(since 08.30.2013)*

(a) Listed company. (b) Company outside Groupe BPCE. (c) 2015 AGM convened to approve the financial statements for the year ending 12.31.2014.

Catherine HALBERSTADT

Chief Executive Officer of Banque Populaire du Massif Central

Date of birth: 10.09.1958

Nationality: French

Natixis shares held: 1,097

Address: 18 bd Jean Moulin 63057 Clermont –Ferrand Cedex

Director

First appointed: OGM of 05.29.2012

Term expires: 2018 AGM [(d)]

Member – Audit Committee

First appointed: Board Meeting of 05.29.2012

Member – Risk Committee

First appointed: Board Meeting of 12.17.2014

Member – Strategic Committee

First appointed: Board Meeting of 05.29.2012

Attendance rate in 2014	Board of Directors: 100%	Audit Committee: 100%	Strategic Committee: 100%

With a post-graduate degree in financial accounting (DECS) and another in business, administration and finance (DESCAF) earned at the École Supérieure de Commerce in Clermont-Ferrand, Catherine Halberstadt has been with Groupe BPCE since 1982. She began her career at Banque Populaire du Massif Central in Marketing Research (1982-1986) before becoming a Communications Officer (1986-1992). She was later appointed Human Resources and Organizational Director (1992-1998), Chief Financial Officer (1998-2000) and then Deputy CEO (2000-2008). In 2008, she joined Natixis Factor as Chief Executive Officer (2008-2010).

Catherine Halberstadt has been Chief Executive Officer of Banque Populaire du Massif Central since 2010.

Key advisory skills: expertise in Human Resources issues; extensive knowledge of retail banking and business financing.

Other offices held in 2014:

Within Groupe BPCE

- Chief Executive Officer of Banque Populaire du Massif Central (BPMC)
- Member of the Supervisory Board and Audit and Risks Committee of BPCE
- Member of the Board of Crédit Foncier
- Permanent Representative of Banque Populaire du Massif Central, Chairman of Sociétariat BPMC S.A.S.
- Permanent Representative of Banque Populaire du Massif Central, Member of the Board of: Association des BP pour la Création d'Entreprise, i-BP
- Permanent Representative of Banque Populaire Massif Central, Member of the Committee of Banques d'Auvergne

Outside Groupe BPCE

- Director and Chairman of the Audit Committee of BPIfrance Financement (formerly OSEO)

Compliance with rules governing the number of offices held	AFEP-Medef code: compliant	French Monetary and Financial Code: compliant

Offices held in previous fiscal years			
2010	**2011**	**2012**	**2013**
▪ Chief Executive Officer of BPMC *(since 09.01.2010)*	---------->	---------->	---------->
▪ Member of the Board of OSEO [b] (since 12.07.2010)	---------->	---------->	+ Chairman of the Audit Committee *(since 2013)*
▪ Permanent Representative of BPMC, Member of the Board of i-BP *(since 09.01.2010)*	---------->	---------->	---------->
▪ Permanent Representative of BPMC, Member of the Committee of Banques d'Auvergne	---------->	---------->	---------->
▪ Chief Executive Officer of Natixis Factor	*(until 01.10.2011)*		
▪ Member of the Supervisory Board of Foncia Groupe *(since 11.02.2010)*	*(until 07.26.2011)*		
▪ Permanent Representative of BPMC, Member of the Board of BICEC *(since 09.01.2010)*	*(until 2011)*		
▪ Permanent Representative of BPMC, Chairman of Sociétariat BPMC S.A.S.	---------->	---------->	---------->
▪ Permanent Representative of BPMC, Member of the Board of Association des BP pour la Création d'Entreprise	---------->	---------->	---------->
	▪ Member of the Board of Cie Européenne de Garanties et Cautions *(since 10.27.2011)*	---------->	*(until 06.14.2013)*
		▪ Member of the Supervisory Board of BPCE *(since 04.04.2012)*	+ Member of the Auditand Risks Committee *(since 2013)*
		▪ Member of the Board of: Natixis [a] *(since 05.29.2012)*, Crédit Foncier *(since 05.10.2012)*	---------->

(a) Listed company. (b) Company outside Groupe BPCE. (d) 2018 AGM convened to approve the financial statements for the year ending 12.31.2017.

Anne LALOU

Dean and Managing Director of Web School Factory, Managing Director of the Innovation Factory

Date of birth: 12.06.1963

Nationality: French

Natixis shares held: 1,000

Address:
59 rue Nationale
75013 Paris

Independent director
First appointed: co-opted by the Board of Directors on 02.18.2015 and submitted for the approval of the AGM on 05.19.2015
Term expires: 2015 AGM [c]

Member – Compensation Committee [d]
First appointed: Board Meeting of 02.18.2015

Member - Appointments Committee
First appointed: Board Meeting of 02.18.2015

Member – Strategic Committee
First appointed: Board Meeting of 02.18.2015

Committee attendance rate in 2014	Board of Directors: N/A	Appointments and Compensation Committee: N/A	Strategic Committee: N/A

Anne Lalou is a graduate of l'École Supérieure des Sciences Économiques et Commerciales (ESSEC). She began her career as a manager, and then as Assistant Director in the Mergers & Acquisitions Department at Lazard in London, before being appointed as Head of Customer Prospection and Development at Havas in Paris. She was the Chairman and Chief Executive Officer of Havas Édition Électronique before joining Rothschild & Cie as a Manager.
She joined Nexity in 2002, where she held the positions of Secretary General and Director of Development, before being appointed Chief Executive Officer of Nexity-Franchises in 2006, and then Deputy Chief Executive Officer of the Distribution Division until 2011.
Anne Lalou has been Dean and Managing Director of the Web School Factory since 2012.
Key advisory skills: entrepreneurial experience, expertise in areas relating to M&A, finance and corporate strategy.

Other offices held in 2014:

Within the Eurazeo Group
- Member of the Supervisory Board of: Eurazeo [a], Foncia Group.
- Member of the Supervisory Board of Foncia Holding
- Chairman of the Eurazeo [a] CSR Committee
- Member of the Eurazeo [a] Financial Committee

Outside the Eurazeo Group
- Member and Chairman of the Korian Medica SA [a] Appointments and Compensation Committee
- Deputy Chief Executive Officer of Nexity Solutions *(until May 2014)*
- Member of the Board of Directors of Medica *(until March 2014)*, and Kea & Partners *(until February 2015)*

Compliance with rules governing the number of offices held	AFEP-MEDEF Code: compliant	French Monetary and Financial Code: compliant

Offices held in previous fiscal years

2010	2011	2012	2013
Member of the Executive Committee of Nexity [a-b] *(since 2002)*	*(until June 2011)*		
Member of the Board of Directors of: Naxos [b] (since May 2006)	*(until July 2011)*		
Member of the Supervisory Board of: Century 21 France [b] *(since July 2007)*	*(until July 2011)*		
Chairman of Nexity Solutions [b] *(since March 2007)*	*(until July 2011)*		
Permanent representative of Nexity Franchises [b], member of the Board of Directors of Guy Hoquet L'Immobilier [b] *(since December 2009)*	*(until July 2011)*		
Member of the Eurazeo [a] Board of Directors *(since May 2010)* and Member of the Financial Committee *(since May 2010)*			
	Chief advisor at Kea & Partners [b] *(since September 2011)*	*(until September 2012)*	
	Chief Executive Officer of Nexity Solutions [b] *(since March 2011)*		
	Member of the Supervisory Board of Foncia Holding *(since September 2011)*		
		Chief Executive Officer of the Web School Factory [b] *(since April 2012)*	
		Member of the Supervisory Board of Foncia Group *(since February 2012)*	
		Member of the Supervisory Board of Medica [b] *(since March 2012)*	
			Director of Kea & Partners [b] *(since December 2013)*
			Chief Executive Officer of the Innovation Factory [b] *(since February 2013)*

(a) Listed company. (b) Non-Group company. (c) 2015 AGM called to approve the financial statements for the year ended 31.12.2014.
(f) Formerly the Appointments and Compensation Committee.

Bernard OPPETIT
Chairman of Centaurus Capital Limited

Date of birth: 08.05.1956
Nationality: French
Natixis shares held: 1,000
Address:
33 Cavendish Square
London W1G0PW

Independent director
First appointed: co-opted by the Board on 11.12.2009
and ratified at the CSM of 05.27.2013
Term expires: 2015 AGM [c]

Chairman – Audit Committee
First appointed: Board Meeting of 12.17.2009

Chairman – Risk Committee
First appointed: Board Meeting of 12.17.2014

Member – Strategic Committee
First appointed: Board Meeting of 05.11.2011

Attendance rate in 2014	Board of Directors: 100%	Audit Committee: 100%	Strategic Committee: 100%

With a degree from the École Polytechnique, he forged his career with Paribas from 1979 to 2000, first in Paris, then New York and finally London.

As Deputy Director of the Financial Management division (1980-1987), Bernard Oppetit joined Paribas North America first as a Risk Arbitrage Trader (1987-1990) and then as Global Head of Risk Arbitrage (1990-1995). In 1995, while still heading up Risk Arbitrage, he moved to London to become Global Head of Equity Derivatives (1995-2000).

Bernard Oppetit is also Chairman of Centaurus Capital, a hedge fund group he founded in in 2000.

Key advisory skills: renowned financial markets specialist, entrepreneurial experience in Europe.

Other offices held in 2014:

Within the Centaurus Capital Group
- Chairman of Centaurus Capital Limited
- Member of the Board of: Centaurus Capital Holdings Limited, Centaurus Global Holding Limited, Centaurus Management Company Limited, Centaurus Capital International Limited

Outside the Centaurus Capital Group
- Member of the Supervisory Board of HLD
- Member of the Board of Emolument Ltd *(from 09.25.2014 to 11.17.2014)*
- Trustee of the École Polytechnique Charitable Trust
- Member of the Board of Cnova [a] *(since 11.20.2014)*

Compliance with rules governing the number of offices held	AFEP-Medef code: compliant	French Monetary and Financial Code: compliant

Offices held in previous fiscal years

2010	2011	2012	2013
Chairman of Centaurus Capital Limited	→	→	→
Member of the Board of: Natixis [a], Centaurus Capital Holdings Limited, Centaurus Global Holding Limited, Centaurus Management Company Limited	→	→	→
Trustee of the École Polytechnique Charitable Trust	→	→	→
Member of the Board of Tigers Alliance Fund Management (Vietnam, *since 07.01.2010)*	→	→	*(until June 2013)*
Member of the Advisory Board of Ondra Partners	→	→	*(until September 2013)*
	Member of the Board of Centaurus Capital International Limited	→	→
	Member of the Supervisory Board of HLD	→	→

(a) Listed company. (b) Company outside Groupe BPCE. (c) 2015 AGM convened to approve the financial statements for the year ending 12.31.2014.

Stéphanie PAIX

Chairman of the Management Board of Caisse d'Epargne Rhône-Alpes

Date of birth: 03.16.1965

Nationality: French

Natixis shares held: 1,093

Address:
42 bd Eugène Deruelle BP 3276
69404 Lyon Cedex 03

Director
First appointed: OGM of 05.29.2012
Term expires: 2018 AGM [d]

Member – Audit Committee
First appointed: Board Meeting of 11.14.2012

Member – Risk Committee
First appointed: Board Meeting of 12.17.2014

Member – Strategic Committee
First appointed: Board Meeting of 11.14.2012

Attendance rate in 2014	Board of Directors: 88%	Audit Committee: 100%	Strategic Committee: 100%

A graduate of the IEP de Paris with a DESS in corporate tax law from the Université Paris Dauphine, Ms. Paix has been with Groupe BPCE since 1988.

Inspector and Head of Inspections at Banque Fédérale des Banques Populaires (1988-1994), she joined the Banque Populaire Rives de Paris as Regional Director and then Director of Production and Organization (1994-2002). In 2002, she joined Natexis Banques Populaires, where she was Director of Operations Management and then Director of Cash Management and Operations (2002-2005). In 2006, she became Chief Executive Officer of Natixis Factor, then Chief Executive Officer of Banque Populaire Atlantique (2008-2011).

Stéphanie Paix has been Chairman of the Management Board of Caisse d'Epargne Rhône-Alpes since end-2011.

Key advisory skills: extensive knowledge of retail banking and business financing; bank audits.

Additional offices held in 2014:

Within Groupe BPCE

- Chairman of the Management Board of Caisse d'Epargne Rhône-Alpes (CERA)
- Chairman of the Board of Directors of Banque du Léman (Switzerland)
- Member of the Board of Crédit Foncier
- Permanent Representative of CERA, member of the Supervisory Board of IT-CE
- Permanent Representative of CERA, member of the Board of: Fondation d'Entreprise CERA, Fédération Nationale des Caisses d'Epargne (FNCE)
- Permanent Representative of CERA, Treasurer of: Fondation Belem, Habitat en Région
- Permanent Representative of CERA, manager of: SCI dans la ville, SCI Garibaldi Office, SCI Lafayette Bureaux, SCI le Ciel, SCI le Relais *(since 05.19.2014)*

Outside Groupe BPCE

- Chairman of Agence Lucie
- Chairman of the Supervisory Board of Rhône Alpes PME Gestion
- Member of the Board of Siparex Associés
- Permanent Representative of CERA, member of the Board of Compagnie des Alpes

Compliance with rules governing the number of offices held	AFEP-Medef code: compliant	French Monetary and Financial Code: compliant

Offices held in previous fiscal years

2010	2011	2012	2013
▪ Member of the Board of Crédit Foncier *(since 04.26.2010)*	→	→	→
▪ Chief Executive Officer of Banque Populaire Atlantique (BPA)	→	*(until 01.30.2012)*	
▪ Representative of BPA, Chairman of: Ouest Croissance, Ludovic de Besse	→	*(until 01.30.2012)*	
▪ Representative of BPA, member of the Board of Directors of: C3B Immobilier, i-BP Portzamparc, Association des BP pour la Création d'Entreprise, Natixis Assurances *(until 09.30.2010)*	→	*(until 01.30.2012)*	
▪ Representative of BPA, member of the Supervisory Board of: Atlantique Mur Régions, Ouest Croissance Gestion	→	*(until 01.30.2012)*	
▪ Representative of BPA, ex-officio member of Crédit Maritime Atlantique	→	*(until 01.30.2012)*	
▪ Representative of BPA, Treasurer of Comité des Banques de Pays de la Loire FBF	→	*(until 01.30.2012)*	
▪ Representative of Ouest Croissance, member of the Board of BP Développement	→	→	→
▪ Representative of FNBP, Chairman of the Association Française de la Micro-Finance	→	→	→
▪ Member of the Board of FNBP	→	*(until 10.05.2012)*	
▪ Member of the Board of Natixis Algérie	→	*(until 02.06.2012)*	
▪ Member of the Board of Natixis Assurances *(since 09.29.2010)*	→	*(until 03.15.2012)*	
▪ Member of the Board of BPCE Achats *(since 06.15.2010)*	▪ Chairman of the Management Board of CERA *(since 12.05.2011)*	→	→
	▪ Chairman of Agence Lucie *(since 04.06.2011)*	→	→
	▪ Representative of CERA, member of the Supervisory Board of IT-CE (formerly GCE Technologies) *(since 12.31.2011)*	→	→
	▪ Co-Manager of Atlantique Plus *(since 01.28.2011)*	*(until 01.24.2012)*	
		▪ Member of the Board of Natixis [(a)] *(since 05.29.2012)*, Siparex Associés [(b)] *(since 03.30.2012)*	→
		▪ Chairman of the Supervisory Board of Rhône Alpes PME Gestion [(b)] *(since 03.13.2012)*	→
		▪ Representative of CERA, member of the Board of Directors of: Compagnie des Alpes [(b)] *(since 10.18.2012)*, Fondation d'Entreprise CERA, FNCE, Habitat en Région	→
		▪ Representative of BPCE, member of the Board of Directors of Compagnie des Alpes [(b)] *(from 03.05.2012 to 10.18.2012)*	
			▪ Representative of CERA, Treasurer of Fondation *Belem* *(since May 2013)*

(a) Listed company. (b) Company outside Groupe BPCE. (d) 2018 AGM convened to approve the financial statements for the year ending 12.31.2017.

Didier PATAULT

Chairman of the Management Board of Caisse d'Epargne Ile-de-France

Date of birth: 02.22.1961

Nationality: French

Natixis shares held: 2,442

Address:
26-28 Rue Neuve Tolbiac
75013 Paris

Director
First appointed: CSM of 04.30.2009
Term expires: 2015 AGM [b]

Member – Compensation Committee [e]
First appointed: Board Meeting of 04.30.2009

Member – Appointments Committee
First appointed: Board Meeting of 12.17.2014

Member – Strategic Committee
First appointed: Board Meeting of 05.11.2011

Attendance rate in 2014	**Board of Directors:** 100%	**Appointments and Compensation Committee:** 100%	**Strategic Committee:** 100%

A graduate of the École Polytechnique and the École Nationale de la Statistique et de l'Administration Économique (ENSAE), Didier Patault, after starting out at Caisse des Dépôts et Consignations, has been with Groupe BPCE since 1992.

After holding various financial and sales positions at Caisse d'Epargne des Pays du Hainaut (1992-1999), in 1999 he joined Caisse Nationale des Caisses d'Epargne as Director of Group Development on the local economic markets.

In 2000, he was appointed Chairman of the Management Board of Caisse d'Epargne des Pays du Hainaut, and then Chairman of the Management Board of Caisse d'Epargne des Pays de la Loire (2004-2008), and finally Chairman of the Management Board of Caisse d'Epargne Bretagne-Pays de Loire (2008-2013).

Didier Patault has been Chairman of the Management Board of Caisse d'Epargne Ile-de-France since May 2013.

Key advisory skills: extensive knowledge of the regional public sector and regional economic development, expertise in management and financial analysis.

Other offices held in 2014:

Within Groupe BPCE

- Chairman of the Management Board of Caisse d'Epargne Ile-de-France (CEIDF)
- Chairman of the Supervisory Board of Banque BCP
- Member of the Supervisory Board of: BPCE, Caisse d'Epargne Capital (formerly GCE Capital) *(until 06.30.2014)*
- Member of the Board of: Natixis Coficiné, CE Holding Promotion
- Member of the Board (as a qualified person) of Paris Habitat – OPH
- Permanent Representative of CEIDF, member of the Board of Directors of: Habitat en Région, Immobilière 3F, Fédération Nationale des Caisses d'Epargne (FNCE)
- Permanent Representative of CEIDF, member of the Supervisory Board of IT-CE

Compliance with rules governing the number of offices held	**AFEP-Medef code:** compliant	**French Monetary and Financial Code:** compliant

Offices held in previous fiscal years			
2010	**2011**	**2012**	**2013**
▪ Member of the BPCE Supervisory Board	→	→	→
▪ Member of the Supervisory Board of GCE Capital	→	→	→
▪ Member of the Board of: Natixis [(a)], CE Holding Promotion *(since 06.30.2010)*, Natixis Coficiné *(since 10.19.2010)*, CE Participations *(until 08.05.2010)*, Natixis Global Asset Management *(until 09.01.2010)*	→	→	→
▪ Chairman of the Management Board of Caisse d'Epargne and Prévoyance de Bretagne Pays de Loire (CEBPL)	→	→	*(until 04.26.2013)*
▪ Chairman and Chief Executive Officer of SODERO	→	→	*(until 04.26.2013)*
▪ Chairman of the Board of Directors of: SODERO Participations, SA des Marchés de l'Ouest, Mancelle d'Habitation *(until 11.17.2010)*	→	→	*(until 04.26.2013)*
▪ Chairman of the Supervisory Board of: SODERO Gestion, BATIROC Bretagne – Pays de Loire	→	→	*(until 04.26.2013)*
▪ Member of the Board of Compagnie de Financement Foncier	→	→	*(until 05.31.2013)*
▪ Member of the Board of La Mancelle d'Habitation *(since 11.17.2010)*	→	→	*(until 04.26.2013)*
▪ Permanent Representative of CEBPL, member of the Board of Directors of: Pays de la Loire Développement, Nantes Atlantique Place Financière, SEMITAN, FNCE	→	→	*(until 04.26.2013)*
▪ Permanent Representative of CEBPL, member of the Supervisory Board of GCE Technologies	Permanent Representative of CEBPL, member of the Supervisory Board of IT-CE (formerly GCE Technologies)	→	*(until 04.26.2013)*
▪ Permanent Representative of CEBPL, member of the Supervisory Board of GCE Business Services	*(until December 2011)*		▪ Chairman of the Management Board of CERA *(since 04.25.2013)* ▪ Member of the Supervisory Board of Banque BCP *(since 06.17.2013)* ▪ Member of the Board (as a qualified person) of Paris Habitat – OPH *(since 10.17.2013)* ▪ Permanent Representative of CEIDF, member of the Board of Directors of: Habitat en Région *(since 04.25.2013)*, Immobilière 3F *(since 05.14.2013)*, FNCE *(since 04.25.2013)* ▪ Permanent Representative of CEIDF, member of the Supervisory Board of IT-CE *(since 05.24.2013)*

(a) Listed company. (b) Company outside Groupe BPCE. (c) 2015 AGM convened to approve the financial statements for the year ending 12.31.2014.
(f) Formerly the Appointments and Compensation Committee.

Henri PROGLIO
Honorary Chairman of EDF

Date of birth: 06.29.1949

Nationality: French

Natixis shares held: 1,000

Address:
151 boulevard Haussmann
75008 Paris

Independent director
First appointed: CSM of 04.30.2009
Term expires: 2015 AGM (b)

Chairman (g) – Appointments Committee
First appointed: Board Meeting of 12.17.2014

Member – Compensation Committee (e)
First appointed: Board Meeting of 04.30.2009

Member – Strategic Committee
First appointed: Board Meeting of 05.11.2011

Attendance rate in 2014	Board of Directors: 63%	Appointments and Compensation Committee: 75%	Strategic Committee: 0%

A graduate of HEC, Henri Proglio began his career in 1972 at the Générale des Eaux Group (now Veolia Environnement), where he held various Senior Management positions. In 1990, he was appointed Chairman and CEO of CGEA, a subsidiary specialized in waste management and transport. In 2000, he became Chairman of Vivendi Environnement (Veolia Environnement), and, in 2003, Chairman & CEO.

In 2005, he was also named Chairman of the School Council of his alma mater, HEC.

Henri Proglio was Chairman and Chief Executive Officer of EDF from 2009.

Key advisory skills: A nationally and internationally renowned industrialist, with expertise in large corporations and strategic issues.

Other offices held in 2014:

Within EDF Group

- Chairman and CEO of EDF (a) *(until 11.22.2014)*
- Member of the Board of: EDF International S.A.S. *(until 11.25.2014)*, EDF Energies Nouvelles *(until 11.25.2014)* , Edison *(until 11.25.2014)*, Dalkia (*from 07.25.2014 to 11.25.2014)*
- Chairman of the Board of Directors of Edison *(until 11.25.2014)*
- Chairman of EDF Energy Holdings Ltd *(until 11.25.2014)*

Outside EDF Group

- Member of the Board of Dassault Aviation (a), Thales (a) *(since 12.23.2014)*
- Member of: the High Commission for Transparency and Information on Safety in Nuclear Facilities *(until 11.22.2014)*, the National Commission for Sectors of Vital Importance *(until 02.17.2014)*, the Committee for Atomic Energy *(until 22.11.2014)*
- Vice-Chairman of Association EURELECTRIC (Belgium) *(until 11.25.2014)*
- Member of the Board of: FCC (a) Spain *(until 09.22.2014)*, South Stream Transport BV (until 11.26.2014), ABR Management (Russia) *(since 2014*)

Compliance with rules governing the number of offices held	AFEP-Medef code: compliant	French Monetary and Financial Code: compliant

Offices held in previous fiscal years

2010	2011	2012	2013
▪ Chairman and Chief Executive Officer of EDF[a]	→	→	→
▪ Member of the Board of: Natixis[a], Dassault Aviation[a], FCC1 Spain *(since 05.27.2010)*, Veolia Environnement North America Operations *(until 09.13.2010)*	→	→	→
▪ Member of: the High Commission for Transparency and Information on Safety in Nuclear Facilities, the National Commission for Sectors of Vital Importance, the Committee for Atomic Energy	→	→	→
▪ Chairman of EDF Energy Holdings Ltd *(since 03.08.2010)*	→	→	→
▪ Member of the Board of Edison *(since 02.08.2010)*	→	Chairman of the Board of Directors *(since 04.24.2012)*	
▪ Member of the Board of CNP Assurances[a]	→	→	*(until 07.25.2013),*
▪ Chairman of the Board of Directors of Transalpina di Energia *(since 02.08.2010)*	→	*(until 05.24.2012)*	
▪ Member of the Supervisory Board of: Veolia Eau and Boards A and B of Dalkia (S.A.S.) *(until 03.23.2010)*	→	*(until 12.12.2012)*	
▪ Member of the Board of Veolia Propreté	→	*(until 05.03.2012)*	
▪ Member of the Board of Veolia Environnement[a] *(since 12.16.2010)*	→	*(until 10.22.2012)*	
▪ Member of the Board of EDF International S.A. *(since 12.06.2010)*	*(until 05.01.2011)*		
▪ Chairman of the Board of Directors of: Veolia Propreté, Veolia Transport, Veolia Environnement (until 12.12.2010)	*(until 03.23.2011)*		
	▪ Member of the Board of: EDF International S.A.S. *(since 05.02.2011)*, EDF Energies Nouvelles *(since 09.21.2011)*	→	→
		▪ Member of the Board of South Stream Transport BV *(since 11.13.2012)*	→
		▪ Member of the Board of South Stream Transport AG *(since 04.12.2012)*	*(until 06.30.2013)*
			▪ Vice-Chairman of Association EURELECTRIC (Belgium) *(since 06.03.2013)*

(a) Listed company. (b) Company outside Groupe BPCE. (c) 2015 AGM convened to approve the financial statements for the year ending 12.31.2014.
(f) Formerly the Appointments and Compensation Committee. (g) Chairman since 02.18.2015.

Philippe SUEUR

Chairman of the Steering and Supervisory Board of Caisse d'Epargne Île-de-France

Date of birth: 07.04.1946

Nationality: French

Natixis shares held: 4,000

Address:
57 rue du Général de Gaulle
95880 Enghien-les-Bains

Director
First appointed: CSM of 04.30.2009
Term expires: 2015 AGM [(c)]

Member – Compensation Committee [(f)]
First appointed: Board Meeting of 12.17.2009

Member – Appointments Committee
First appointed: Board Meeting of 12.17.2014

Member – Strategic Committee
First appointed: Board Meeting of 05.11.2011

Attendance rate in 2014	Board of Directors: 100%	Appointments and Compensation Committee: 100%	Strategic Committee: 100%

Philippe Sueur holds a postgraduate degree in political science and history, a doctorate in law, and is an Associate Professor in Roman Law and Institutional History. He began his career in 1974 as a Lecturer before becoming a Full Professor at Université d'Amiens and then Université de Paris III - Sorbonne Nouvelle and Paris-Nord. From 1992 to 2002, he was Dean of the Faculty of Law, Political and Social Science at Université Paris XIII - Nord. As Mayor of Enghien-les-Bains since 1989, Philippe Sueur has also held various elected positions such as Regional Councilor until 2011, Councilor at Large for the Val d'Oise region since 1994, and Vice-Chairman of the Val d'Oise regional council between 2001 and 2008 and then again since 2011.

Since April 29, 2014, Philippe Sueur has been Vice-Chairman of the Steering and Supervisory Board of Caisse d'Epargne Île-de-France.

Key advisory skills: Recognized academic authority, extensive knowledge of local and regional authorities.

Other offices held in 2014:

Within Groupe BPCE

- Vice-Chairman *(until 04.29.2014)* then Chairman of the Steering and Supervisory Board of Caisse d'Epargne Île-de-France.
- Member of the Board of BPCE Assurances

Outside Groupe BPCE

- Chairman of: Société d'Économie Mixte d'Aménagement du Val d'Oise (SEMAVO) [(b)], Institut de Formation des Animateurs de Collectivités (IFAC – Local Supervisors' Training Institute) for France and Val d'Oise
- Vice-Chairman: Association Nationale des Maires de Stations Classées et Communes Touristiques (ANMSCCT) - French Association for Mayors of Tourist Municipalities), Val d'Oise regional council
- Member of the Board of: Syndicat des Transports d'Ile-de-France (STIF), Agence Foncière et Technique de la Région Parisienne (AFTRP), Institut des Relations Internationales et Stratégiques (IRIS)

Compliance with rules governing the number of offices held	AFEP-Medef code: compliant	French Monetary and Financial Codea French Monetary and Financial Code: compliant

Offices held in previous fiscal years

2010	2011	2012	2013
▪ Vice-Chairman of the Steering and Supervisory Board of Caisse d'Epargne Île-de-France	→	→	→
▪ Member of the Board of Natixis [(a)]	→	→	→
▪ Chairman of IFAC [(b)] for France and Val d'Oise	→	→	→
▪ Vice-Chairman of ANMSCCT [(b)]	→	→	→
▪ Member of the Board of SEMAVO [(b)]	Chairman *(since 2011)*	→	→
▪ Member of the Board of Groupe Ecureuil Assurance	→	→	→
	▪ Vice-Chairman of Conseil Général du Val d'Oise [(b)] *(since March 2011)*	→	→
	▪ Member of the Board of: BPCE Assurances, STIF [(b)], AFTRP [(b)], IRIS [(b)]	→	→

(a) Listed company. (b) Company outside Groupe BPCE. (c) 2015 AGM convened to approve the financial statements for the year ending 12.31.2014.
(f) Formerly the Appointments and Compensation Committee.

Nicolas de TAVERNOST
Chairman of the Groupe M6 Management Board

Date of birth: 8.22.1950

Nationality: French

Natixis shares held: 1,000

Address:
89 Avenue Charles de Gaulle
92575 Neuilly sur Seine Cedex

Independent director
First appointed: OGM of 07.31.2013
Term expires: 2019 AGM [e]

Chairman [h] – Compensation Committee [f]
First appointed: Board Meeting of 08.06.2013

Member – Appointments Committee
First appointed: Board Meeting of 12.17.2014

Member – Strategic Committee
First appointed: Board Meeting of 08.06.2013

Attendance rate in 2014	Board of Directors: 88%	Appointments and Compensation Committee: 100%	Strategic Committee: 100%

A graduate of the IEP in Bordeaux and holder of a DES in public law, Nicolas de Tavernost began his career in 1975 with the cabinet of Norbert Ségard, Secretary of State for Foreign Trade, and then for Post and Telecommunications. In 1986 he took over as Head of audiovisual operations at Lyonnaise des Eaux. In this capacity, he oversaw the plans to create M6. In 1987 he was appointed Deputy CEO of Métropole Télévision M6 where he has served as Chairman of the Management Board since 2000.

Key advisory skills: expertise in strategic, management and business development issues.

Other offices held in 2014:

Within the RTL Group

- Chairman of the Management Board of Groupe M6[a]
- Chairman of Fondation d'Entreprise Groupe M6
- Member of the Board of the Football Club des Girondins de Bordeaux
- Member of the Supervisory Board of Ediradio S.A. (RTL/RTL2/FUN RADIO)
- Permanent Representative of M6 Publicité, member of the Board of Directors of: Home Shopping Service S.A., M6 Diffusion S.A.
- Permanent Representative of Home Shopping Service, member of the Board of Directors of MisterGooddeal S.A. *(until 03.31.2014)*
- Permanent Representative of Métropole Télévision, member of the Board of Directors of: SASP Football Club des Girondins de Bordeaux, Société Nouvelle de Distribution S.A.
- Permanent Representative of Métropole Télévision, Chairman of: M6 Publicité S.A., Immobilière M6 S.A.S., M6 Toulouse S.A.S. *(until 01.01.2014)*, M6 Bordeaux S.A.S., M6 Interactions S.A.S., M6 Web S.A.S., M6 Foot S.A.S.
- Permanent Representative of Métropole Télévision, Member of the Shareholders' Committee of Multi 4 S.A.S.
- Permanent Representative of Métropole Télévision, Managing Partner of SCI 107 av Charles de Gaulle
- Representative of RTL Group of the Supervisory Board and Vice-Chairman of the Compensation Committee of Atresmedia (formerly Antena3)[a]

Outside RTL Group

- Member of the Board of: Nexans S.A.[a] *(until 03.31.2014)*, GL Events SA[a]
- Volunteer member of the Board of the endowment fund RAISE

Compliance with rules governing the number of offices held	AFEP-Medef code: compliant	French Monetary and Financial Code: compliant

Offices held in previous fiscal years			
2010	**2011**	**2012**	**2013**
▪ Chairman of the Management Board of Groupe M6[(a)]	→	→	→
▪ Member of the Board of Nexans SA[(a)], GL Events SA[(a)]	→	→	→
▪ Member of the Supervisory Board of Ediradio S.A.	→	→	→
▪ Representative of RTL Group on the Supervisory Board and Vice-Chairman of the Compensation Committee of Antena3[(a-b)]	→	→	→
▪ Chairman of: M6 Publicité, M6 Web, M6 Interactions.	→	*(until 2012)*	
▪ Member of the Board of: Home Shopping Service (HSS), Football Club des Girondins de Bordeaux, Extension TV (Série Club), TF6 Gestion (TF6) and Société Nouvelle de Distribution (SND)	→	*(until 2012)*	
			▪ Member of the Board of Natixis[(a)] *(since 07.31.2013)* ▪ Volunteer member of the Board of the endowment fund RAISE *(since 11.22.2013)* ▪ Chairman of Fondation d'Entreprise Groupe M6 ▪ Permanent Representative of M6 Publicité, member of the Board of Directors of: Home Shopping Service S.A., M6 Diffusion S.A. ▪ Permanent Representative of Home Shopping Service, member of the Board of MisterGooddeal S.A. ▪ Permanent Representative of Métropole Télévision: - Member of the Board of: SASP Football Club des Girondins de Bordeaux, Société Nouvelle de Distribution S.A. - Chairman of: M6 Publicité S.A., Immobilière M6 S.A.S., M6 Toulouse S.A.S., M6 Bordeaux S.A.S., M6 Interactions S.A.S., M6 Web S.A.S., M6 Foot S.A.S. - Member of the Shareholders' Committee of Multi 4 S.A.S. - Managing Partner of SCI 107 av Charles de Gaulle

(a) Listed company. (b) Company outside Groupe BPCE. (e) 2019 AGM convened to approve the financial statements for the year ending 12.31.2018.
(f) Formerly the Appointments and Compensation Committee. (h) Chairman since 05.21.2014.

Pierre VALENTIN

Chairman of the Steering and Supervisory Board of Caisse d'Epargne Languedoc-Roussillon

Date of birth: 02.06.1953

Nationality: French

Natixis shares held: 1,000

Address:
254 rue Michel Teule
BP 7330
34184 Montpellier Cedex 4

Director

First appointed: co-opted by the Board on 01.28.2013 and ratified at the CSM of 05.21.2013

Term expires: 2015 AGM [c]

Member – Strategic Committee

First appointed: Board Meeting of 01.28.2013

Attendance rate in 2014	Board of Directors: 100%	Strategic Committee: 0%

Pierre Valentin holds a degree in private law and another from the Institut des Assurances d'Aix-Marseille. An entrepreneur, he began his career in 1978 with Mutuelle d'Assurances du Bâtiment et des Travaux Publics in Lyon. In 1979, he founded the company Valentin Immobilier and joined the Caisse d'Epargne network. In 1984, he joined the Advisory Board of Caisse d'Epargne d'Alès. In 1991, he joined the Advisory Board of Caisse d'Epargne Languedoc-Roussillon. Since 2000, he has been a member of the Steering and Supervisory Board of Caisse d'Epargne Languedoc-Rousillon.

Key advisory skills: entrepreneurial experience, knowledge of regional development issues.

Other offices held in 2014:

Within Groupe BPCE

- Chairman of the Steering and Supervisory Board of Caisse d'Epargne Languedoc-Roussillon (CELR)
- Member of the Supervisory Board and Audit and Risks Committee of BPCE
- Chairman of the Board of Directors of SLE Vallée des Gardons
- Member of the Board of: CE Holding Promotion, Fédération Nationale des Caisses d'Epargne (FNCE)

Outside Groupe BPCE

- Member of the Board of: Association Maison Protestante d'Alès (formerly Clinique Bonnefon), Pierre et Lise Immobilier *(until 06.30.2014)*
- Manager of: SCI Les Trois Cyprès, SCI Les Amandiers

Compliance with rules governing the number of offices held	AFEP-Medef code: compliant	French Monetary and Financial Code: compliant

Offices held in previous fiscal years

2010	2011	2012	2013
Member of the BPCE Supervisory Board			+ Member of the Audit and Risks Committee *(since 2013)*
Chairman of the Steering and Supervisory Board of CELR			
Chairman of the Board of Directors of SLE Vallée des Gardons			
Member of the Board of: CE Holding Promotion, Clinique Bonnefon [b], Pierre et Lise Immobilier [b], FNCE			
Manager of: SCI Les Trois Cyprès [b], SCI Les Amandiers [b]			*(until 02.15.2013)*
Vice-Chairman of the Supervisory Board of Banque Palatine			
			Member of the Board of Natixis [a], *(since 01.28.2013)*

(a) Listed company. (b) Company outside Groupe BPCE. (c) 2015 AGM convened to approve the financial statements for the year ending 12.31.2014.

2.3 Management and oversight of corporate governance

- This report was prepared pursuant to Article L. 225-37 of the French Commercial Code.

The information it contains takes into consideration, in particular, Annex I of European Regulation (EC) 809/2004 of April 29, 2004 as well as the 2010 Autorité des Marchés Financiers (AMF - French Financial Markets Authority) report on corporate governance and internal control published on July 12, 2010 and the supplementary report of December 7, 2010, the report on corporate governance and management compensation published each year by the AMF and specifically the AMF's 2014 report, published on September 22, 2014, the activity report from the High Committee on Corporate Governance (HCGE) published on October 21, 2014, and the Guide for compiling registration documents, also published by the AMF on December 10, 2009 and amended on December 17, 2013, the Guide to applying the AFEP-Medef Corporate Governance Code for listed companies, in June 2013, supplemented by the HCGE in December 2014.

In accordance with Article 26 of Act No. 2008-649 of July 3, 2008, involving various provisions to adapt Company law to EU law, the Corporate Governance Code, to which reference has voluntarily been made when preparing this report, is the Corporate Governance Code for listed companies published by the Association Française des Entreprises Privées (AFEP – French Association of Private Sector Companies) and the Mouvement des Entreprises de France (Medef – French Business Confederation), hereinafter referred to as the "AFEP-Medef code", which was revised in June 2013. The AFEP-Medef code is available for consultation at the Company's head office and on the Natixis website.

- Since the Combined Shareholders' Meeting of April 30, 2009, Natixis changed its form of governance from a French société anonyme (a public limited company) with a Supervisory Board and a Management Board to a French société anonyme with a Board of Directors.

This form of corporate governance stems from the desire to create a single custodian of Natixis' best interests and value creation. It permits unity of action, an essential requirement in terms of control, responsiveness and foresight in Company management.

At its meeting of April 30, 2009, Natixis' Board of Directors opted to separate the positions of Chairman of the Board and Chief Executive Officer. This decision was a result of the Company's desire to comply with best practices in corporate governance and make a clear distinction between the strategic direction, decision-making and control functions that come under the Board of Directors' responsibilities, and the operational and executive functions that fall to the Chief Executive Officer.

Following the merger of Banque Fédérale des Banques Populaires (BFBP) and Caisse Nationale des Caisses d'Epargne (CNCE) that resulted in the creation of BPCE, Natixis has been partly owned by BPCE since August 1, 2009. As of December 31, 2014, BPCE held a 71.52% stake in Natixis.

SUMMARY TABLE ON COMPLIANCE WITH AFEP-MEDEF CODE RECOMMENDATIONS: IMPLEMENTATION OF THE "APPLY OR EXPLAIN" RULE

In accordance with the "apply or explain" rule provided for in Article L.225-37 of the French Commercial Code and addressed in Article 25.1 of the AFEP-Medef code, Natixis believes that its practices comply with the recommendations of the AFEP-Medef code. However, certain recommendations could not be implemented for the reasons given in the table below:

Directors' term of office (Article 14 of the Code) *"The term of office for directors as defined in the bylaws is not to exceed four years."*	The term of office of Natixis directors is currently set at six years (and not four years as recommended by the AFEP-Medef code). This term of office is compliant with Natixis' laws and bylaws. A proposal will be made at the Annual Shareholders' Meeting on May 19, 2015 to reduce the directors' term of office from six to four years.
Audit Committee (Article 16.1 of the Code) *"At least two-thirds of the Audit Committee members must be independent..."*	Two-thirds of the Natixis Audit Committee are not independent members, as recommended by the AFEP-Medef code, in order to represent the different components of the Company's main shareholders (members from the Caisses d'Epargne and the Banque Populaire banks, in addition to a representative of BPCE). Following the AFEP-Medef code recommendations on the composition of the Audit Committee to the letter would require that Natixis' Independent Directors sit on more than three specialized Committees, at the risk of diluting the quality of those Committees' work, in light of the resulting increased workload. That is why Natixis promotes a balance of directors within the Committees, which are, additionally, always chaired by an Independent Director.
Committee in charge of selecting or appointing directors Committee in charge of compensation (Articles 17.1 and 18.1 of the Code) *"It [...] must be predominantly comprised of independent directors."*	The number of independent directors on the Natixis Appointments Committee and Compensation Committee is not greater than half the total number of members, as recommended by the AFEP-Medef Corporate Code. They have a balanced composition (50% independent, 50% non-independent), and the Committee is chaired by an independent director. Like the Audit Committee, following the AFEP-Medef code recommendations on the composition of the Appointments Committee and the Compensation Committee to the letter would require that Natixis' Independent Directors sit on more than three Special Committees, at the risk of diluting the quality of those Committees' work, in light of the resulting increased workload. That is why Natixis promotes a balance of directors within the Committees, which are, additionally, always chaired by an Independent Director.

2.3.1 BOARD OF DIRECTORS

2.3.1.1 Organization

As indicated above, Natixis' Board of Directors had 15 members as of March 1, 2015. The members are divided up as follows:

- two members from BPCE, namely Mr. Pérol and BPCE;
- four members from the Banque Populaire banks, namely Ms. Halberstadt and Messrs. Cahn, Condaminas and Grass;
- four members from the Caisses d'Epargne, namely Ms. Paix and Messrs. Patault, Sueur and Valentin;
- five independent members, namely Ms. Debroux, Ms. Lalou, and Messrs. Oppetit, Proglio and de Tavernost.

As such, one-third of the members of the Board of Directors are independent.

Until January 15, 2015, Ms. Laurence Debroux was Chief Financial and Administrative Officer of the JCDecaux S.A. group, the world's second-largest outdoor advertising group and inventor of the "street furniture" concept. Ms. Debroux joined Heineken NV in Amsterdam on March 1, 2015 (the Supervisory Board of Heineken NV will submit to the General Shareholders' Meeting her appointment to the group's Executive Board as Chief Financial Officer for a four-year term from April 24, 2015). Ms. Anne Lalou is the Dean of Web School Factory, and CEO of Innovation Factory. Mr. Bernard Oppetit is Chairman of Centaurus Capital, which he founded. Mr. Henri Proglio was Chairman & CEO of EDF until November 21, 2014, and since that time he has been Honorary Chairman of EDF and Chairman of the Board of Directors of Thalès. Mr. Nicolas de Tavernost is Chairman of the Management Board of Groupe M6, which holds leading positions in the media.

Pursuant to Articles L. 225-23 and L. 225-27-1 of the French Commercial Code, Natixis' Board of Directors does not have any employee directors, or any employee shareholder directors. Conversely, two representatives of the Central Works Council attend each of the Board of Directors' meetings in an advisory capacity.

At its meeting of December 17, 2014, and following the report submitted by the Appointments and Compensation Committee, Natixis' Board of Directors examined each director's expertise, judgment and freedom of thought and expression and, more specifically, compliance with the independence criteria laid down in the AFEP-Medef code and incorporated into the Board's Internal Rules *(see 2.3.1.2 - Role and Powers of the Board of Directors)*.

The Board of Directors paid special attention to the appraisal of whether or not the business relationship between the companies in which the independent directors perform corporate officer duties, and Natixis or its corporate group, is significant.

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

To carry out this work, Natixis analyzes a range of indices, criteria and parameters including: the length, degree and nature of the banking, trade or consulting relationships; the volume of commitments and the weight of Natixis compared to the total indebtedness; and the Company's liquidity requirements.

Based on this review, it determined that Natixis is not the "reference banker" for the companies in which its independent directors exercise their executive duties or corporate offices, i.e. IPSEN, JCDecaux, EDF, Centaurus Capital and M6.

Natixis maintains traditional business relationships with each of these companies.

In addition, the Board of Directors, at its meeting on February 18, 2015, co-opted Ms. Anne Lalou to replace Ms. Christel Bories. In view of the Appointments Committee's report, the Board appraised the independence criteria recommended by the AFEP-Medef code, specifically the aforementioned "reference banker" criterion.

Consequently, the Natixis Board of Directors determined that the five above-mentioned independent Board members meet the necessary independence criteria.

Criteria for appraisal *	Laurence DEBROUX	Anne LALOU	Bernard OPPETIT	Henri PROGLIO	Nicolas de TAVERNOST
Has not held any salaried positions or corporate offices in the last five years with BPCE, Natixis or any of its subsidiaries	OK	OK	OK	OK	OK
Is not a corporate officer in any company in which Natixis directly or indirectly holds a Board membership or in which an employee or corporate officer of Natixis holds or has held a Board membership in the last five years	OK	OK	OK	OK	OK
Is not a major customer, supplier, or corporate or investment banker to the Company or the Group; does not derive a significant portion of business from the Company or its Group	OK	OK	OK	OK	OK
Has no close family ties with a corporate officer	OK	OK	OK	OK	OK
Has not been an auditor of the Company in the previous five years	OK	OK	OK	OK	OK
Has not been a Board member of the Company for more than 12 years	OK	OK	OK	OK	OK
Is not a Board member representing a major shareholder of Natixis or BPCE	OK	OK	OK	OK	OK
Does not receive and has not received any significant additional compensation from the Company or Group other than director's fees, including participation in any stock option plan or any other performance-related compensation plan	OK	OK	OK	OK	OK

* *Cf. 2.3.1.2. B.*

The current term of office for Natixis directors is six years. The reduction in the term of office for Natixis directors from six to four years, recommended by the AFEP-Medef code, will be submitted at the Natixis General Shareholders' Meeting on May 19, 2015.

Since April 30, 2009, the Board of Directors has been chaired by François Pérol, Chairman of the BPCE Management Board.

- Changes made to the Board of Directors in 2014:
  - On February 19, 2014, the Board of Directors of Natixis co-opted Michel Grass to replace Stève Gentili for the remainder of his predecessor's term of office, namely until the end of the General Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2014;
  - On May 20, 2014, the Natixis Board of Directors acknowledged the resignation of Christel Bories with effect from May 21, 2014.
- Changes made to the Board of Directors since January 1, 2015:
  - On February 18, 2015, the Board of Directors of Natixis co-opted Anne Lalou to replace Christel Bories for the remainder of her predecessor's term of office, namely until the end of the General Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2014.

In order to follow the AFEP-Medef code's recommendation that terms of office be staggered in such a way as to avoid reappointing large numbers of directors at once and promote the balanced re-appointment of Directors, Natixis instituted an action plan in 2012. Thus, the terms of office of four Directors will be staggered compared to those of the other members.

2

Current term expiration:

2015 AGM	BPCE, François Pérol, Thierry Cahn, Laurence Debroux, Michel Grass, Anne Lalou, Bernard Oppetit, Didier Pataault, Henri Proglio, Philippe Sueur, Pierre Valentin
2018 AGM *	Alain Condaminas, Catherine Halberstadt, Stéphanie Paix
2019 AGM *	Nicolas de Tavernost

* *Subject to the adoption of the 21st resolution of the next General Shareholders' Meeting on May 19, 2015, the term of office for directors will be reduced from six to four years and will also apply to terms in progress. Consequently, the expiration date for terms of office will be the 2016 AGM and the 2017 AGM.*

With respect to the principle of gender parity within the Board of Directors, as set out in the Act of January 27, 2011, Natixis had four female directors out of a total of 15, i.e. 26.7%, at March 1, 2015. Natixis is therefore in compliance with the transitional provisions since its General Shareholders' Meeting of May 29, 2012.

Pursuant to the new Article L.511-99 of the French Monetary and Financial Code, the Board of Directors, in view of the report by the Appointments and Compensation Committee, at its meeting on December 17, 2014, set a target with regard to gender parity within the Board of Directors, by adding two seats for women to the Board of Directors at the next General Shareholders' Meeting (in place of the two men whose terms of office are expiring at the end of the next General Shareholders' Meetings).

In accordance with Article 9 of the Natixis bylaws, each director must own at least one hundred forty (140) Company shares during their term of office. Furthermore, in accordance with the recommendations of the AFEP-Medef code and the provisions of Article 3 of the Compliance Charter for members of the Board of Directors *(see 2.3.1.2-C)*, the Directors are asked to hold at least one thousand (1,000) Company shares within 18 months of joining the Board.

In accordance with the law, the number of directors who are over the age of 70 is limited to one-third of the number of directors in office. No Natixis Director had reached the age of 70 at December 31, 2014.

When a director is appointed, his résumé with a career summary and a list of corporate offices are sent to the other directors and to the shareholders.

2.3.1.2 Role and powers of the Board of Directors

A Legal and statutory requirements

Pursuant to the law and the bylaws, the Natixis Board of Directors, assisted by the Board's Special Committees:

- 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 shall perform the inspections and verifications it deems appropriate;
- defines the Company's senior management policy, with the caveat that the Board 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;
- may appoint a Chief Executive Officer from among the directors or otherwise, whom it may dismiss at any time;
- may, at the proposal of the Chief Executive Officer, appoint one to five individuals as Deputy Chief Executive Officers whose role is to assist the Chief Executive Officer;
- convenes all General Shareholders' Meetings, sets the agenda and oversees the execution of all decisions taken;
- may, at the proposal of the Chairman, decide to 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;

- regularly adopts and revises the general principles of the compensation policy and controls its implementation;
- reviews the governance provision 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;
- regularly approves and revises the strategies and policies 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;
- determines the guidelines and controls the de facto directors' implementation of the supervisory mechanisms to guarantee the effective and prudent management of the Company, specifically the separation of duties and the prevention of conflicts of interest;
- controls the process of publishing and disclosing the quality and reliability of the information intended for publishing and disclosure by Natixis.

The Board of Directors appoints the de facto directors (within the meaning of Article L.511-13 of the French Monetary and Financial Code) *(see section [2.3.3] Senior Management for more information on de facto directors)*.

In accordance with the law and the bylaws, the Chairman convenes and chairs the Board and organizes and manages its work. He chairs General Shareholders' Meetings. The Chairman of the Board or the Chief Executive Officer are required to provide each director with all of the documents and information needed to carry out their duties.

In addition to the duties attributed by law and the bylaws, the Chairman of the Board of Directors provides his support and expertise to the Chief Executive Officer, while respecting the CEO's executive responsibilities. As such, he may attend any meeting that addresses subjects related to Natixis' strategy and organization, and, at the CEO's request, he may represent Natixis in its relationships with the group's major partners so as to promote business relationships.

In addition, the Chairman of the Board of Directors sees to maintaining the quality of the relationships with shareholders, by participating in actions carried out in that arena. As such, on November 7, 2014, Mr. Pérol participated in the Shareholders' Advisory Committee, during which he was able to discuss the overall vision of Natixis with the Committee members.

Finally, the Chairman of the Board of Directors sees to it that the operation of the Board runs smoothly, by creating a climate of discussion that is conducive to constructive decision-making. He ensures that the Board spends the required time on its duties.

B Internal rules

In addition to the legal and statutory requirements with which it complies, the Board of Directors has adopted a set of internal rules governing its operation and setting out the rights and duties of its members. These are sent to each member at the time of his appointment. The complete Internal Rules of Natixis' Board of Directors are available on the website *www.natixis.com*.

Among these Internal Rules, which were last amended on December 17, 2014, particular attention should be drawn to the following provisions:

- circumstances requiring the Board of Directors' prior authorization:
  - the extension of Natixis' activities to a new core business 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 demergers in which Natixis is involved.
- criteria used to qualify members of the Board of Directors as "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 may not:

- be an employee or a corporate officer of Natixis or the Group, or an employee or Board member of a shareholder with a controlling interest, either on its own or in concert, in Natixis (as per Article L.233-3 of the French Commercial Code) or in a Company consolidated by it, or have served in such a capacity during the previous five years;
- be a corporate officer of a company in which Natixis holds a directorship either directly or indirectly, or in which a designated employee of Natixis or a 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 for which Natixis or the Group represents a significant portion of such person's business,
- have a close family relationship with a corporate officer of Natixis or the Group;
- have been an auditor of Natixis or a Group company during the last five years;
- have been a member of Natixis' Board of Directors for more than 12 years;
- receive or have received significant additional compensation from Natixis or the Group, excluding directors' fees, including participation in any stock option plan or other performance-based compensation.

Directors representing major shareholders in Natixis, in either a direct or indirect capacity, may be considered independent if these shareholders do not control Natixis within the meaning of Article L.233-3 of the French Commercial Code. However, if a director represents a shareholder of Natixis who holds, directly or indirectly, more than 10% of the share capital or voting rights, the Board shall, based on a report from the Appointments Committee, systematically review the member's independence, taking into account the structure of Natixis' share capital and the existence of any potential conflicts of interest.

The independent status of each member of the Board of Directors is examined by the Appointments Committee (the composition and role of which are described below), which prepares a report for the Board *(see Summary Table, above*);

- Board operating procedures specified in the Internal Rules:

In particular, the Internal Rules stipulate that, 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 videoconference 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.

In addition, with respect to the assessment of the Board of Directors' work, the Internal Rules specify that, at least once a year, an agenda item will be devoted to evaluating the Board's operation, an account of which will be included in Natixis' annual report (*for 2014, see point 2.3.1.4 – Assessment of the Board's work in 2014*).

- some special powers:
  - the Board of Directors' authorization when the CEO takes a new office outside the Company,
  - the Board of Directors' authorization to terminate the duties of the Head of the Risk Management Division.

Minutes of Board Meetings are prepared and sent to Natixis' directors, and approved at every subsequent session by these latter.

C Compliance charter for members of the Board of Directors

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 he is familiar with the general or specific obligations incumbent upon him, 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 Committee(s) of which they are a member, as well as the General Shareholders' Meeting. As such, they must ensure that with the number and commitment level of their directorships, they are available when required, especially if they also hold executive positions.

Article 2: Directorship and Corporate Interest

Each director represents all of the shareholders and endeavors to act in the corporate interest of Natixis at all times. He undertakes 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. He has six months to acquire the 140 shares stipulated by the articles of incorporation and another 12 months to bring his holding to 1,000 shares.

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

Article 4: Professionalism and Efficiency

A director contributes to the collegiality and efficiency of the work of the Board and Special Committees. He makes recommendations that he feels will improve the Board's operating procedures, specifically during the Board's periodic evaluation.

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

He ensures 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

Inside Information

Per article 621-1 of the General Regulations of the Autorité des Marchés Financiers (AMF - French Financial Markets Authority):

"Inside information is any information of a precise nature that has not been made public, relating directly or indirectly to one or more issuers of financial instruments, 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 the relevant financial instruments or on the prices of related 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 any transactions on the financial instruments it has issued, directly or indirectly, on its own behalf or on behalf of another, on or off the market, before that information has been made public;
- from disclosing that information to any third party, including within Natixis, unless it is within the normal context of performing his duties;
- from recommending or ordering that a transaction be performed on the basis of that 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. pre-emptive 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 should be attentive to the risk that is incurred whenever people close to them, specifically those with very close ties (spouse, child, live-in parent, or legal person or entity run, administered, managed or controlled by the director or his spouse, child, live-in parent or for which one of them receives the majority of economic benefits) perform transactions in Natixis shares.

The sanctions for such actions are administrative and criminal.

Permanent Insiders

As per the French Monetary and Financial Code, Natixis places the names of directors on the list of permanent insiders made available to the AMF. Permanent insiders are those individuals who have regular access to inside information regarding Natixis. Directors are individually informed that they are on this list by a letter from the Head of Compliance with a return receipt.

If a person is not mentioned on this list, that does not mean he is exempted in any way from complying with the laws and regulations and it in no way prejudices his potential insider status.

For any action on Natixis shares and related financial instruments, the director undertakes to strictly observe and respect the provisions regarding transactions involving Natixis shares set out in the Natixis compliance manual. He is informed of these provisions in the appendix to the notification letter on his status as permanent insider.

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

Reporting Obligations

Each director must declare any trading in Company shares to the AMF, in accordance with the provisions of Article L.621-18-2 of the French Monetary and Financial Code.

Directors must also inform Natixis of the number of shares held 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

The director strives to preserve his independence in judgment, decision and action in all circumstances. He refuses to be influenced by any element foreign to the corporate interest of Natixis, which it is his 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 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 the supplier's financing bank, or the partner bank or financing bank of a Natixis competitor for the transaction in question), the director or non-voting director in question must inform the Chairman of the Board of Directors as soon as he has knowledge of such a plan, and inform him that he is directly or indirectly interested and in what capacity. The director or non-voting director in question must abstain from participating in the meeting of the Board of Directors or any one of its Committees regarding the plan in question. Consequently, he does not participate in the Board's deliberations, or in voting on the plan in question, and the section of the minutes relative to the plan in question is not submitted to him.

Article 8: Information

Each director must become familiar with and must request, within the appropriate time, that the Chairman of the Board of Directors and/or the Special Committees of which he is a member, provide the information critical to useful action on the topics on the agenda of the Board or the Special Committees.

Article 9: Application of the Charter

Should one of Natixis' directors no longer be in a position to perform his duties in compliance with the Charter, either for his own reasons or for any other reason including those specific to Natixis' rules, he 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 performing his duties.

The Head of Compliance for Natixis is available to each director for any questions about the code of conduct.

D Internal charter on related party agreements

At its meeting of February 17, 2013, the Board of Directors of Natixis drew up an internal charter on "related party agreements" in accordance with AMF recommendation No. 2012-05, updated on December 17, 2014 to include the changes made by Order No. 2014-863 of July 31, 2014.

This charter defines the criteria for establishing "related party agreements" in accordance with the provisions of Article L.225-38 of the French Commercial Code.

In particular, it sets out the procedure to be followed, from the notification of the Board of Directors to approval by the General Shareholders' Meeting, in light of the Statutory Auditors' special report *(see Statutory Auditors' special report on related party agreements in Chapter [7] "Legal Information")*.

In accordance with regulations in effect during fiscal year 2014, the Board approved related party agreements prior to their signing. It also reviewed all related party agreements that have been authorized by the Board over previous financial years, which continued to have an impact during the period *(for more detailed information on related party agreements, see Statutory Auditors' special report on said agreements in Chapter [7] "Legal Information")*.

With regard to Article L.225-102-1 of the French Commercial Code, which, in the management report, mentions the agreements entered into directly or through an intermediary, by, on the one hand, the CEO, one of the directors or one of the shareholders having a greater than 10% voting right in a company and, on the other hand, another company in which this latter directly or indirectly holds more than half the capital, no agreement meets these criteria for fiscal year 2014.

2.3.1.3 Work of the Board of Directors in 2014

The Board of Directors held a total of eight meetings in 2014. The attendance rate was nearly 91% for the year as a whole, a rate identical to 2013.

Each director's attendance at the Board of Directors' meetings appears in section [2.2] of this chapter *(see directors' individual factsheets)*.

At least three days before a Board Meeting, each director received a file via a secure website containing the items on the agenda in order to be able to review and analyze the topics addressed.

The Chief Executive Officer attended all meetings, thereby enabling the Board members to hear his opinion on important issues and to ask him any questions that they deemed to be relevant. At each meeting, he reviewed the economic environment and benchmarks, as well as business conditions.

The Chief Finance and Risk Officer, Corporate Secretary and, as and when required, or one or more business-line heads were invited to provide further information on subjects raised in meetings. The Central Works Council representatives also attended the meetings.

The main topics addressed by the Board of Directors in 2014 were as follows:

Natixis' financial, cash and commitment position	▪ Review of the quarterly and half-yearly financial statements and approval of the annual (parent-company and consolidated) financial statements ▪ Review and approval of 2015 budget ▪ Economic and benchmark reviews / Business review / life of the stock ▪ Review and approval of press releases ▪ Adoption of the Board's management report ▪ Adoption of the Board of Directors' report on the use of capital increase authorizations ▪ Regular updates on the Asset Quality Review (AQR) ▪ Reviews on GAPC closure
Internal Control	▪ Submission of Audit Committee projects in matters pertaining to risk, non-compliance risk and periodic controls ▪ Reports on terms for exercising internal control and on measuring and monitoring risk ▪ Report on internal control activity and results ▪ Adoption of the Chairman's report on the Board's work and on internal control and risk management procedures
Corporate governance	▪ Review of the classification of the status of directors as independent members ▪ Co-opting of a director ▪ Appointing a Chairman to the Appointments and Compensation Committee ▪ Review of the summary assessment of the Board of Directors' work ▪ Convocation to the General Shareholders' Meeting and the annual meeting for holders of participating securities ▪ Creation of new special Board Committees and update of the Internal Rules of each of those Committees and the Board of Directors ▪ Reading of the follow-up letters from the ACPR as well as correspondence from the Autorité des Marchés Financiers (AMF - French Financial Markets Authority) and the High Committee on Corporate Governance (HCGE) ▪ Presentation of the responses by Natixis to these follow-up letters and correspondence ▪ Authorization of the signature of various related party agreements ▪ Implementation of the process set out in Article L.2323-7-1 of the French Labor Code on strategic guidelines
Compensation	▪ Submission of the work by the Appointments and Compensation Committee ▪ Fixed compensation of the Board Chairman ▪ Fixed and variable compensation of the CEO ▪ Profit-sharing bonus ▪ New distribution of directors' fees ▪ Set-up of a performance share allocation plan for company officers
Financial transactions	▪ Coface IPO ▪ Disposal to Natixis Assurances of BPCE's and Muracef's entire stake in the capital of BPCE Assurance ▪ Capital increase reserved for members of the Mauve 2014 savings plan ▪ Total transfer of assets and liabilities from a Natixis subsidiary to Natixis ▪ Review of strategic plan and strategic projects
Other	▪ Renewal of issue authorizations (Bonds, warrants, certificates of deposit, negotiable midterm notes, euro commercial paper) ▪ Opening of branches and representative branches internationally ▪ Closure of Natixis' Central Branch

2.3.1.4 Assessment of the Board's work in 2014

For the fifth year in a row, Natixis assessed the work of its Board of Directors and specialized Committees, in accordance with recommendations set out in the AFEP-Medef Code regarding the correct governance of listed companies.

For the 2010 and 2013 fiscal years, Natixis used the services of an outside firm. For the 2011 and 2012 fiscal years, Natixis carried out an internal assessment, based on individual interviews and a questionnaire.

For the 2014 fiscal year, Natixis decided to study the follow-up on decisions made as a result of the in-depth evaluations conducted from 2010 to 2013. The outcome of this investigation shall be described in detail in the update to this registration document to be released in August 2015.

2.3.1.5 Board member training

Natixis decided to initiate a training program for its Board members as of the 2012 fiscal year. This training is divided into two parts:

- a training program aimed at new Board members joining the Company. This half-day training session is particularly aimed at presenting Natixis (its business lines, governance and organization), outlining the main items of the income statement and components of the risk management policy, and heightening Board members' awareness of regulatory aspects and their responsibilities;
- an ongoing training program for existing Board members that is composed of various modules, particularly on Natixis' different business lines, the financial markets, the accounting and financial regulations for credit institutions, as well as on issues concerning compliance with internal audits and the responsibilities of Board members.

2.3.2 SPECIAL COMMITTEES: OFFSHOOTS OF THE BOARD OF DIRECTORS

To assist it in its review process and prepare some of its deliberations, Natixis' Board of Directors surrounded itself with three Special Committees: an Audit Committee, an Appointments and Compensation Committee, and a Strategic Committee, each chaired by an independent director, until December 17, 2014.

At its December 17, 2014 meeting, Natixis' Board of Directors decided to create a Risk Committee separate from the Audit Committee, and to split the existing Appointments and Compensation Committee into two independent Committees, in order to comply with the new provisions of the French Monetary and Financial Code. The duties previously assigned to the Audit Committee were divided between the Audit Committee and the Risk Committee, and supplemented with the new texts. Likewise, the duties previously assigned to the Appointments and Compensation Committee were split between the Appointments Committee and the Compensation Committee and duly completed.

Natixis' Board of Directors now has five Special Committees: an Audit Committee, a Risk Committee, a Compensation Committee, an Appointments Committee and a Strategic Committee, each chaired by an independent director.

2.3.2.1 Audit Committee

A Organization

During 2014, the Audit Committee comprised five members: On March 1, 2015, these members were as follows (identical to FY 2014):

Bernard Oppetit	Chairman
Laurence Debroux	Member
Catherine Halberstadt	Member
Stéphanie Paix	Member
Daniel Karyotis	Member

Two of the five members are independent members (Ms. Debroux and Mr. Oppetit).

The Committee was chaired by independent member Mr. Oppetit throughout the period.

Two-thirds of the Audit Committee are not independent members, as recommended by the AFEP-Medef code, in order to represent the different components of the Company's main shareholders (members from the Caisses d'Epargne and the Banque Populaire banks, plus a representative of BPCE). *(see summary table on compliance with AFEP-Medef code recommendations in section [2.3] of this chapter).*

The Chairman and the members of the Audit Committee have extensive accounting and financial expertise gained over the course of their professional careers. Mr. Oppetit is a financial market specialist and has substantial experience in complex financial products and alternative management companies. Ms. Debroux is recognized for her financial analysis and corporate strategy skills. Mr. Karyotis has extensive experience as a Chief Financial Officer, a position he holds at BPCE. Ms. Halberstadt boasts solid experience in financial analysis, retail banking and factoring businesses. Finally, Ms. Paix has considerable expertise in bank audits, factoring, cash management and operations management.

- No change was made to the Audit Committee in 2014.

B Role and powers

Natixis' Audit Committee has internal rules specifying its powers and its operating procedures, the latest version of which was approved by the Board of Directors on December 17, 2014.

Under the Natixis Board of Directors' responsibility, the Audit Committee's primary duties are now:

- checking the clarity of information published by Natixis and assessing the relevance of the accounting methods adopted for the creation of Natixis' individual and consolidated financial statements; and

- assessing the quality of internal control, specifically the consistency of the systems for measuring, monitoring and controlling risk, and, as and when needed, proposing implementation of supplementary actions in this sense.

The remit of the Audit Committee is:

- to monitor the process of preparing financial information (compiling the accounts, management report, etc.);
- to monitor the statutory audit of Natixis' yearly, half-yearly and quarterly parent company and consolidated financial statements, as well as its draft budget, at least two days before they are presented to Natixis' Board of Directors, as well as the parent company financial documents distributed when the accounts are closed;
- to monitor the effectiveness of internal control systems relating to compiling financial information;
- to review, with the Statutory Auditors, any risks to their independence; to do this, it must ensure that the amount of fees paid by Natixis and the Group, or the share of those fees in the net sales of the firms and networks, does not, by its nature, undermine the independence of the Statutory Auditors;
- to issue an opinion on the choice or renewal of Natixis' Statutory Auditors and review their audit schedule, the results of their checks and their recommendations, as well as all the follow-up measures taken on these latter;
- to issue its opinion on the report presented to it on an annual basis regarding commercial relations between Natixis or one or more of its subsidiaries and all or some of the entities forming Groupe BPCE;

The Company's CEO provides the Audit Committee with any documents and information it needs to perform its duties. The following list is not exhaustive:

- parent and consolidated financial, accounting, and regulatory documents prepared periodically by the Company;
- summary reports by the Company's Statutory Auditors;
- any audit reports concerning the Company;
- accounting policies and methods applied within the Company;
- projected parent and consolidated results at the end of March, June, September and December;
- consolidated budgets and financial statements of the main subsidiaries, as well as any related documents provided to the Board of Directors or, if applicable, the Audit Committee of the principal subsidiaries.

The Audit Committee may submit to the Board of Directors any proposals to conduct an audit, especially concerning the financial statements of the Company and its subsidiaries.

The Committee may also, if it deems it appropriate, call on the skills of outside experts or consultants for the purpose of explaining any topic that falls under its remit.

The Audit Committee meets at least once a quarter.

Minutes of the Audit Committee Meetings are prepared by the secretary of the Board of Directors. These minutes are shared with the Audit Committee members and approved at the following session. The Board of Directors is made aware of the Audit Committee's work so that it can make fully informed decisions.

C Work of the Audit Committee in 2014

Since December 17, 2014, Natixis' Board of Directors has had a Risk Committee which it has entrusted with a portion of the Audit Committee's powers. For FY 2014, the work of the Audit Committee in its previous format is presented hereunder.

Natixis' Audit Committee met five times in FY 2014. Its members' attendance rate was 92% for the year as a whole (vs. 96% in 2013).

Each director's attendance at the Audit Committee's meetings appears in section [2.2] of this chapter *(see directors' individual factsheets)*.

At least three days before a Committee Meeting, each director received a file via a secure website containing the items on the agenda in order to be able to review and analyze the topics addressed.

For each matter submitted for review and analysis, the Audit Committee had the opportunity to hear from relevant Natixis personnel as well as to familiarize itself with reports on the said matters.

The Audit Committee monitored the statutory audit of Natixis' yearly, half-yearly and quarterly parent company and consolidated financial statements, as well as its draft budgets, at least two days before they were presented to Natixis' Board of Directors.

Depending on its agenda, the Audit Committee also benefited from the presence at its various meetings of the Natixis Chief Finance and Risk Officer, as well as the Head of Accounting and Ratios, the Head of Risk, the Heads of Internal Audit for Natixis and BPCE, the Corporate Secretary and the Head of Compliance for Natixis.

In order to enable it to audit the financial statements, the Audit Committee is sent a copy of the reports of the Finance Department and the comments of the Statutory Auditors regarding annual financial statements and the review of the half-year and quarterly financial statements.

It also reviewed the activity and results of the Natixis compliance and internal control functions, as well as the audit program of Natixis' Internal Audit.

In 2014, the Audit Committee's duties focused on the following items in particular:

Financial position	▪ Review of the quarterly and half-yearly parent company and consolidated financial statements ▪ Review of 2015 budget ▪ Statutory Auditors' assignment ▪ Review of the project to list Coface ▪ Regular updates on the Asset Quality Review (AQR)
Internal audit and risk management	▪ Review of the monthly consolidated risk monitoring scorecard (regular updates on credit and market risks and liquidity) ▪ Non-compliance risk monitoring ▪ Review of the business continuity mechanism ▪ Check on outsourced essential services ▪ Review of results of check processing program delivery ▪ Focus on IT risk ▪ Review of the Chairman's draft report on the Work of the Board and on Internal Control in 2013 ▪ Presentation of reports on internal control and risk measurement and monitoring ▪ Presentation of the proposed audit program for 2015 ▪ Monitoring implementation of recommendations made by Natixis' Internal Audit Department
Other	▪ Review of the call for tenders launched by BPCE involving the group's Statutory Auditors ▪ Reading of all correspondence from the ACPR as well as all correspondence and information from the Autorité des Marchés Financiers (AMF) and presentation of answers to said correspondence from Natixis

2.3.2.2 Risk Committee (since December 17, 2014)

A Organization

As of March 1, 2015, the Risk Committee is composed as follows:

Bernard Oppetit	Chairman
Laurence Debroux	Member
Catherine Halberstadt	Member
Daniel Karyotis	Member
Stéphanie Paix	Member

Two of the five members are independent members (Ms. Debroux and Mr. Oppetit).

B Role and powers

Natixis' Risk Committee has internal rules specifying its powers and its operating procedures, which was approved by the Board of Directors on December 17, 2014.

Now, under the Natixis Board of Directors' responsibility, the Risk Committee's primary duties are:

- advising the Board of Directors on the bank's overall strategy and risk appetite, both current and future;
- assisting the Board of Directors when it checks the implementation of that strategy by the de facto directors and by the Head of Risk Management.

The remit of the Risk Committee is also:

- to issue an opinion on the procedures established by Natixis that are used to ensure compliance with regulations as well as risk monitoring and control; to that end, it receives the reports of Natixis' Risk Committees and those of its subsidiaries, as well as the reporting on risks, specifically operational, market or counterparty risks, performed at the behest of the Company's CEO;
- to monitor the effectiveness of the internal control and risk management systems;
- to assist the Board of Directors in determining the guidelines and controlling the implementation by de facto directors of the supervisory mechanisms to guarantee the effective and prudent management of the Company, specifically the separation of duties and the prevention of conflicts of interest;
- to review, pursuant to its remit, whether the prices of products and services proposed to clients are compatible with Natixis' risk strategy. If these prices do not correctly reflect the risks, it presents the Board of Directors with an action plan to remedy it;
- to review, without prejudice, the duties of the Compensation Committee, if the incentives set out by Natixis' compensation policy and practices are compatible with this latter's situation with regard to the risks to which it is exposed, its capital, its liquidity and the probability and time phasing of the expected benefits;
- to assist the Board of Directors in reviewing the aforementioned governance mechanism, in assessing its effectiveness and ensuring that corrective measures have been taken to remedy any shortcomings;
- to regularly examine the strategies and policies 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;
- to examine non-compliance risk monitoring-related items at least once a year, pursuant to Article 253 of the Order of November 3, 2014 on internal control of banking sector businesses, payment services, and investment services;
- to give opinions on the appointment or dismissal of the Head of Internal Audit at Natixis;
- to see to it that the findings of assignments by the Internal Audit Department and by regulatory and supervisory authorities (specifically the Autorité de Contrôle Prudentiel et de Résolution (ACPR - French Prudential Supervisory Authority for the Banking and Insurance Sector) are followed up on; to that end, a summary

of reports by the Internal Audit Department on Natixis and its subsidiaries is made to the Risk Committee which also receives all reports from the regulatory and supervisory authorities (specifically the ACPR) on Natixis and its subsidiaries;

- to address Natixis' annual internal audit program, including audits of subsidiaries, with this program being presented to the Committee at least one week prior to its approval;

C Work of the Risk Committee in 2014

The Risk Committee was created on December 17, 2014 and therefore did not meet in 2014.

The primary duties exercised by the Risk Committee in Internal Audit and Risk Management, and previously exercised by the Audit Committee, are described above in the section on Work of the Audit Committee in 2014.

2.3.2.3 Compensation Committee *

A Organization

During 2014, the Appointments & Compensation Committee comprised six members: Ms. Bories (until May 21, 2014) and Messrs. Condaminas, Patault, Proglio, Sueur and de Tavernost.

At March 1, 2015 the Compensation Committee is composed as follows:

Nicolas de Tavernost	Chairman
Alain Condaminas	Member
Anne Lalou	Member
Didier Patault	Member
Henri Proglio	Member
Philippe Sueur	Member

Three of the six members are independent (Ms. Lalou and Messrs. Proglio and de Tavernost). The number of independent directors on the Compensation Committee is not greater than half the total number of members as recommended by the AFEP-Medef Corporate Governance Code. It has a balanced composition (50% independent, 50% non-independent) and the Committee is chaired by an independent director *(see summary table of compliance with AFEP-Medef corporate governance code in section [2.3] of this chapter)*.

- Changes made to the Board of Directors Committee in 2014:
  - On May 20, 2014, Christel Bories resigned from her position as Director of Natixis and thereby from her role as Chairman of the Appointments and Compensation Committee.
  - On May 20, 2014, Nicolas de Tavernost was appointed Chairman of the Appointments and Compensation Committee, replacing Christel Bories, who resigned.
- Changes made to the Compensation Committee since January 1, 2015:
  - On February 18, 2015, Anne Lalou was appointed a member of the Compensation Committee.

B Role and powers

The role that falls to Natixis' Compensation Committee is to prepare the decisions that Natixis' Board of Directors issues with regard to compensation, including Natixis employees who have an impact on the Company's risk. The Compensation Committee's powers and operating procedures are described in greater detail in the Internal Rules, the latest version of which was approved on December 17, 2014 by the Board of Directors.

The Compensation Committee is responsible for submitting proposals to Natixis' Board of Directors concerning:

- the level and terms of compensation paid to the Chairman of the Board of Directors of Natixis, including benefits in kind, pension plans and collective provident insurance, as well as the allocation of stock options or share purchases;
- the level and terms of compensation paid to the CEO and, where applicable, one or more Deputy CEOs, including benefits in kind, pension plans and collective provident insurance, as well as the allocation of stock options or share purchases;
- rules for allocating directors' fees to Natixis' Directors and the total amount submitted to a decision by Natixis' General Shareholders' Meeting;
- annual review of Natixis' compensation policy, specifically those employee categories whose professional activities are likely to have a significant impact on the risk profile of the Natixis or the Group;
- reviewing the compensation of the Head of Risk Management and the Head of Compliance.

The Compensation Committee may have cause to review and issue an opinion on the insurance taken out by Natixis to cover its officers' liability.

The Compensation Committee reviews proposals related to the employee savings plan, including plans for a capital increase reserved for Natixis employees, and, where applicable, plans for a stock subscription or purchase, or for an allocation of free shares to be submitted to the General Shareholders' Meeting.

Natixis' CEO provides the Compensation Committee with any documents that may assist it in performing its duties and to ensure it is fully informed.

It confers with Natixis' internal control departments or outside experts as appropriate.

C Work of the Appointments & Compensation Committee in 2014

Since December 17, 2014, the Appointments & Compensation Committee has been divided into two separate Committees. The work of the Appointments & Compensation Committee in fiscal year 2014 is detailed hereunder.

The Appointments & Compensation Committee met four times in 2014. Its members' attendance rate was 95% for the year as a whole (vs. 91% in 2013).

Each director's attendance at the Appointments & Compensation Committee's meetings appears in section [2.2] of this chapter *(see directors' individual factsheets)*.

At least three days before meeting, each director received a file via a secure website containing the items on the agenda in order to be able to review and analyze the topics addressed.

* *Formerly Appointments and Compensation Committee (until December 17, 2014).*

In 2014, the Committee focused on the following areas:

Executive corporate officers	■ Deciding on the fixed compensation of the Chief Executive Officer for fiscal year 2014 ■ Deciding on the fixed compensation of the Chairman of the Board for fiscal year 2014 ■ Deciding on the variable compensation of the Chief Executive Officer for fiscal year 2013 and paid in 2014 ■ Deciding on the criteria to be applied in calculating the variable compensation of the Chief Executive Officer for fiscal year 2014 ■ Consulting with shareholders on the individual compensation of corporate officers ("Say on pay") ■ Allocating a long-term compensation plan to corporate officers in the form of a free allocation of performance shares ■ Reviewing the recommendations of the AFEP-Medef in terms of compensating corporate officers
Directors' fees	■ Reviewing the provisions on disbursing the attendance fees allocated to directors
Compensation policy and regulations	■ Reviewing the compliance of Natixis' compensation policy with regulations, including for the "regulated population" addressed in the Order of November 3, 2014 ■ Reviewing Natixis' compensation policy, including a look at the structure and the amounts of variable compensation by business line ■ Analyzing compensation awarded to the highest-paid employees ■ Reviewing and monitoring the achievement of performance conditions applicable to deferred variable compensation and long-term profit-sharing plans established within Natixis ■ Variable compensation of the regulated population for previous fiscal years 2013 and 2014 ■ Analyzing the compensation of the heads of control functions (Risks, Compliance, Internal Audit Department) ■ Policy on salary and professional equality
Employee savings and shareholding	■ Presenting the existing employee savings plans at Natixis ■ Analyzing the procedures for the capital increase reserved for employees (Mauve 2014) ■ Paying out additional profit-sharing to Natixis' employees in France
Selecting/appointing directors	■ Making recommendations on a replacement for Steve Gentili ■ Appraising candidates for the replacement of Christel Bories
Independence of Directors	■ Verifying independence criteria for each Director
Evaluating the Board and the Directors	■ Evaluating the Board of Directors' work in 2013 ■ Evaluating the knowledge, skills and experience of Directors, both individually and collectively ■ Evaluating the balance and diversity of knowledge, skills and experience that the Board members have, both individually and collectively
Gender balance	■ Deciding on a policy and a set of targets for the balanced representation of men and women on the Board of Directors
Other	■ Identifying a person or a dominant group within the Board of Directors who might be detrimental to Natixis' interests

2.3.2.4 Appointments Committee (since December 17, 2014)

A Organization

The Appointments Committee is made up of six members. As of March 1, 2015, these members were:

Henri Proglio	Chairman
Alain Condaminas	Member
Anne Lalou	Member
Didier Patault	Member
Philippe Sueur	Member
Nicolas de Tavernost	Member

Three of the six members are independent (Ms. Lalou and Messrs. Proglio and de Tavernost). The number of independent directors on the Appointments Committee is not greater than half the total number of members as recommended by the AFEP-Medef Corporate Governance Code. It has a balanced composition (50% independent, 50% non-independent and is chaired by an independent director) *(see summary table on compliance with AFEP-Medef in section [2.3] of this chapter)*.

Natixis' CEO is involved as required with the Appointments Committee's work.

First chaired by Mr. de Tavernost when it was created on December 17, 2014, the Appointments Committee has been chaired by Mr. Proglio since February 18, 2015.

B Role and powers

The roles that devolve to Natixis' Appointments Committee are, in essence, reviewing the selection of corporate officers and directors, and evaluating the directors' individual and collective skills as well as the effectiveness of the Board of Directors. The Appointments Committee's powers and operating procedures are described in greater detail in the Internal Rules of the Board of Directors, the latest version of which was approved on December 17, 2014.

The Committee's primary remits are:

- giving an opinion and, upon request from Natixis' Board, making proposals and recommendations to the Board on the appointment of a CEO and, when appropriate, one or more Deputy CEOs of Natixis;
- issuing an opinion and making recommendations to the Board of Directors on the selection/appointment of directors;

- evaluating the balance and diversity of knowledge, skills and experience that the Board members have, both individually and collectively;
- detailing the duties and the qualifications required for serving on Natixis' Board of Directors, and assessing the time to be spent on that service;
- deciding on a policy and a set of targets for the balanced representation of men and women on the Board of Directors. It prepares a policy with the purpose of achieving those targets. Natixis' target and policy as well as the implementation procedures are made public;
- periodically, at least once a year, assessing the structure, size, composition and effectiveness of the Board of Directors with regard to the remits that are assigned to it, and submitting all useful recommendations to the Board;
- periodically, a least once a year, assessing the knowledge, skills and experience of the Board of Directors, both individually and collectively, and reporting this to it;
- periodically scrutinizing the policies of the Board of Directors on selecting and appointing Natixis' de facto directors, Deputy CEOs and the Chief Risk Officer and making recommendations thereon.

Qualification as an Independent Director is discussed by the Appointments Committee, which prepares a report for the Board. Each year, based on this report and before the publication of the annual report, the Board of Directors reviews the situation of each of its members based on independence criteria set out in Article 2.3.2 of the Board of Directors' internal rules.

C Work of the Appointments Committee in 2014

In 2014, The Appointments and Compensation Committee dealt with all of the topics relating to the Appointments Committee; its division into two Committees did not occur until December 17, 2014.

The primary duties now performed by the Appointments Committee are described above in the section entitled Work of the Appointments and Compensation Committee in 2014.

2.3.2.5 Strategic Committee

A Organization

The Strategic Committee meets once a year. The members of the Board of Directors and members of the Senior Management Committee are invited to this meeting.

The Strategic Committee has been chaired by Laurence Debroux, an independent director, since its inception in 2011.

B Role and powers

The scope of responsibility of the Strategic Committee relates to thoroughly examining the global strategy of Natixis and its business lines, and sharing senior management's vision for Groupe BPCE.

In addition, the meetings of this Committee allow the Board of Directors to get to know the management team that works with the Chief Executive Officer better and improve the Board's work methods.

In 2014, the Strategic Committee scrutinized Natixis' strategic plan (2014-2017) "New Frontier," as well as the first milestones or projects related to that plan.

2.3.3 SENIOR MANAGEMENT

2.3.3.1 Organization

The Chief Executive Officer is responsible for the Natixis' senior management, in accordance with the Board of Directors' decision of April 30, 2009 to separate the offices of Chairman of the Board and Chief Executive Officer.

On April 30, 2009, the Board appointed Laurent Mignon as Chief Executive Officer starting May 14, 2009 for a six-year term. Mr. Mignon's term of office was renewed by Natixis' Board of Directors on February 18, 2015 for a period of four years, to end after the 2019 General Shareholders' Meeting called to rule on the accounts for the fiscal year ending on December 31, 2018.

The Chief Executive Officer subsequently set up a Senior Management Committee that he chairs, made up of the heads of Natixis' three core businesses (Wholesale Banking, Investment Solutions and Insurance, Specialized Financial Services), and support functions.

On December 31, 2014, members included: Luc-Emmanuel Auberger (Cultural Change, Innovation and Digital), Gils Berrous (Specialized Financial Services), Jean Cheval (Finance and Risks), Norbert Cron (Operations and Information Systems), Alain Delouis (Human Resources), Jean-François Lequoy (Investment Solutions – Insurance), André-Jean Olivier (Corporate Secretariat), Olivier Perquel (Wholesale Banking – Financing & Global Markets), Pierre Servant (Investment Solutions - Asset Management and Private Banking), and Marc Vincent (Wholesale Banking – Coverage & Advisory).

As Natixis' decision-making body, the Senior Management Committee's remit is to examine and validate the Company's core strategy and oversee its management, notably as regards the effective application of the Company's strategy and budget, all major projects and investments, its organization and human resources, the performance of its business lines and its results, and the control of its activities.

Lastly, Natixis has an Executive Committee comprising the members of the Senior Management Committee and the heads of certain business lines and support functions essential to the Company's success *(see members of the Executive Committee, section [2.1] of this chapter)*. The Committee's role mainly focuses on information and monitoring.

Additionally, pursuant to Article L.511-13 of the French Monetary and Financial Code, the Board of Directors of Natixis appointed two Senior Managers ("Dirigeants effectifs"): Laurent Mignon, Chief Executive Officer, and Jean Cheval, Chief Finance and Risk Officer.

In this capacity, Messrs. Mignon and Cheval stand surety for, and assume full liability toward the supervisory authorities, specifically the Autorité de Contrôle Prudentiel et de Résolution (ACPR - French Prudential Supervisory Authority for the Banking and Insurance Sector), for the following activities:

- the senior management of the bank, within the meaning of Article L.511-13 of the French Monetary and Financial Code;
- disclosure to the ACPR of any accounting or financial document that the ACPR may request, as well as a response to any request for information or any question, per Articles L.571-4 to L.571-9 of the same code;

- periodically evaluating and checking the effectiveness of the mechanisms and procedures set up to comply with the Order of November 3, 2014 on internal control of banking sector businesses.

In this context, the Senior managers are authorized to request and accept all useful information from any division, department, controlled entity or subsidiary of Natixis.

2.3.3.2 Role and powers of the CEO

In accordance with Article 15 of the bylaws, the Chief Executive Officer is vested with the broadest powers to act on behalf of the Company under all circumstances. He exercises those powers within the limits of the corporate purpose and subject to the powers expressly reserved for Shareholders' Meetings and the Board of Directors by law and to the provisions and restrictions stipulated by the Internal Rules. He represents the Company in its relations with third parties.

The Board of Directors may appoint a Chief Executive Officer selected from among its directors or otherwise.

The Chief Executive Officer may delegate a portion of his powers to any corporate officer of his choosing, with or without the option of substituting one for another. In this regard, in 2010 and 2011 Natixis overhauled its entire system of delegating authority, including signing authority, which resulted in the delegation of Senior Management responsibilities to members of the Senior Management Committee.

On the Chief Executive Officer's recommendation, the Board of Directors may appoint one to five Deputy Chief Executive Officers from among the directors or otherwise to assist the Chief Executive Officer.

In conjunction with the Chief Executive Officer, the Board of Directors determines the scope and duration of the powers conferred upon the Deputy Chief Executive Officers. They have the same powers with respect to third parties as the Chief Executive Officer.

2.3.3.3 Work of the Senior Management Committee in 2014

Following Natixis' conversion into a French *société anonyme* with a Board of Directors, a Senior Management Committee was set up in early May 2009 in order to examine and validate the Company's main decisions and steer its management.

Barring exceptions, it meets weekly under the Chairmanship of the CEO. Except where circumstances prevented them from doing so, the members of the Senior Management Committee were present at all meetings in 2014. Representatives from the business lines or different support functions were invited to present projects or policies falling within their departmental remits.

After its official launch at the end of 2013, the Senior Management Committee undertook the de facto implementation of the New Frontier strategic plan in all Natixis business lines.

In this context, the Senior Management Committee studied the opportunities for external growth in asset management and supervised various plans for the international deployment of Wholesale Banking, particularly the coverage of new geographic regions such as Latin America. It reviewed and approved various projects in Specialized Financial Services, specifically consumer finance and payments. In addition, the Senior Management Committee was attentive to continuing the development of trade cooperation with the networks.

It supervised the creation of a major Insurance division within Natixis, by finalizing the acquisition of the subsidiary BPCE Assurances from BPCE, and defining the principles for a new industrial agreement with CNP as part of the "Assurément #2016" project. It also led the preparation and completion of the Coface IPO, via the disposal of nearly 60% of Natixis' stake.

Lastly, in mid-2014, the Senior Management Committee managed the closure of the GAPC (Workout Portfolio Management).

More generally, the Senior Management Committee studied and approved all of the strategic operations carried out by Natixis, before presenting them to the Company's Board of Directors, such as the disposal of Natixis' stake in Lazard.

Furthermore, the Senior Management Committee strengthened the cultural frontiers of the New Frontier plan, and defined the projects to be led for this purpose as part of a strategic seminar. Next, it examined the findings from these projects and approved the resulting action plans before their implementation.

Beyond the strategic plan, the Senior Management Committee oversaw Natixis' adaptation to changes in the economic and regulatory environment in the banking and insurance sectors. For the establishment of the European Banking Union and the deployment of the Single Supervisory Mechanism, it supervised the Asset Quality Review and delivery of the stress tests requested by the supervisory authorities. In addition, it ensured that the adaptations required pursuant to Directive CRDIV on governance or adaptation of HR processes relative to material risk-takers were implemented. It also initiated the adaptations required for the bank when the leverage ratio entered into force. Finally, it monitored the work to bring the bank into compliance with the law on banking activity separation and regulation in France, and the Volcker Rule in the United States.

In 2014, The Senior Management Committee pursued actions undertaken in 2013 regarding the operational efficiency of Natixis. The recommendations of the various sub-programs were presented to it for approval before implementation. At the same time, the Senior Management Committee supervised the implementation and execution of both phases of Natixis' workforce adjustment plan in France, as part of the framework agreement with employee representatives signed in 2013.

The Senior Management Committee regularly examined the Company's business development and results during its meetings throughout the year. It studied the half-yearly and quarterly financial statements, before they were presented to the Board of Directors, and was involved in defining financial communications for the Company.

The Senior Management Committee approved the main management decisions and reviewed and approved the budget after in-depth communication with the business lines. It also approved the terms and conditions governing mandatory annual negotiations and the compensation review policy, the appointment of senior executives and managers, as well as all significant projects or investments.

Finally, the Senior Management Committee monitored the management and risk management measures within Natixis, and regularly reviewed changes in the Company's risks.

2.3.4 GENERAL SHAREHOLDERS' MEETINGS

2.3.4.1 Convening procedure

General Shareholders' Meetings are convened by the Board of Directors or, failing this, under the conditions of Article L.225-103 of the French Commercial Code. Notices of meeting are prepared in accordance with the conditions laid out in the applicable regulations (Article 21 of the bylaws).

Meetings take place either at the registered office or at another location specified in the notice.

2.3.4.2 Different types of meetings

Shareholders' meetings may take the form of Ordinary, Extraordinary or Combined Meetings depending on the items on the agenda.

Ordinary General Shareholders' Meetings (OGM)

OGMs are held annually and their purpose is to inform shareholders about the running of the Company. Their principal objective is to give an opinion on the financial statements of the previous fiscal year, to determine the appropriation of earnings, and to set the dividend and the conditions for its payment.

OGMs may also be used to appoint or re-appoint directors and non-voting members as well as to appoint or re-appoint Statutory Auditors and, if necessary, ratify the co-opting of a member of the Board.

Decisions are made by simple majority vote of the shareholders present or represented at the meeting.

Extraordinary General Shareholders' Meetings (EGM)

EGMs are convened each time there are decisions concerning a change in the bylaws, notably in the event of a financial transaction affecting the share capital.

Decisions are made by a two-thirds majority vote of the shareholders present or represented at the meeting.

Combined Shareholders' Meetings (CSM)

CSMs combine the two previous types of meetings (OGM and EGM) on the same date under the same Notice of Meeting.

2.3.4.3 Conditions for admission

Shareholders' Meetings include all the shareholders whose securities have no outstanding payments due.

Pursuant to Article R.225-85 of the French Commercial Code, those shareholders who can prove their shares are in a custody account (pursuant to paragraph seven of Article L.228-1 of the French Commercial Code) in their name or in the name of an intermediary acting on their behalf, either in the registered share accounts held by the Company or in the bearer share accounts held by their authorized intermediaries, no later than two working days before the date of the meeting (by midnight Paris local time hereinafter referred to as D-2), may attend the meetings.

An authorized proxy (namely the shareholder's spouse or another shareholder, a partner with whom the shareholder has a civil partnership, or any other individual or legal entity of his choice) may always represent a shareholder at shareholders' meetings. This proxy may not represent another person.

For holders of registered shares, such entry in the register by D-2 is sufficient to enable them to attend the meeting.

With respect to holders of bearer shares, it is their authorized intermediaries which 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 delivered to shareholders wishing to attend the meeting in person and who have not received an admission card by D-2, 12 midnight, Paris time.

Under the terms and conditions set forth by law and regulations, shareholders may send their proxy and absentee voting ballots, either in paper format or, on the decision of the Board of Directors published in the notices of meeting, through remote transmission. The Board of Directors may also decide that shareholders may participate and vote at any General Shareholders' Meeting by videoconference or electronic transmission under the terms and conditions set by the regulations.

2.3.4.4 Shareholders' rights

In line with the provisions of Article L.225-105 of the French Commercial Code, one or more shareholders holding the requisite portion of the share capital may, subject to the conditions and time frames set by law, request the inclusion of items or draft resolutions on the agenda of the meeting by means of registered letter with acknowledgment of receipt.

In line with the provisions of Article 27 of the bylaws, each shareholder may, subject to the terms and conditions and at the times fixed by law, request a copy of the documents needed to allow him to reach an informed opinion on the management and control of the Company. The nature of the documents and the terms and conditions for their dispatch or availability are determined by law and regulations.

2.3.4.5 Conditions for exercising voting rights

In line with the provisions of Article 25 of the bylaws, each member of the Shareholders' Meeting is entitled to the same number of votes as the shares he owns or represents.

2.3.4.6 Identification of shareholders

In line with the provisions of Article 5 of the bylaws, the Company may, subject to the conditions provided for by the laws and regulations in force, request from any authorized organization or intermediary, all information relating to the holders of shares conferring immediately, or in the future, the right to vote at Shareholders' Meetings, notably their identity, nationality, address, the number of shares that they own and the restrictions that may be placed on these shares.

Any individual or legal entity that owns, directly or indirectly, alone or jointly, a 1% share of the voting rights, or any multiple of this percentage, must notify the Company, by registered letter with acknowledgment of receipt, of the number of voting rights that they possess. This notice must be made within a period of 15 days following each acquisition or sale of this fraction.

In the event of non-compliance with the notification requirement provided for in the previous paragraph and upon request, recorded in the minutes of the meeting from a shareholder representing at least 1% of the voting rights, the shares exceeding the fraction which should have been declared will lose their voting rights for a period of two years following the notification compliance date.

Any shareholders holding more than 1% of the voting rights, and having already declared their statutory threshold crossing, may obtain/consult the list of shareholders having crossed the statutory threshold from Natixis' registered office or by contacting Natixis' Investor Relations (30 avenue Pierre Mendès-France 75013 Paris).

2.3.5 POTENTIAL CONFLICTS OF INTEREST

2.3.5.1 Competence and integrity of directors

In accordance with regulations, a list of the functions performed by the corporate officers of Natixis is included in this document. The brief summary of their curriculum vitae shows that they all possess recognized business expertise acquired through their positions as executives of banks or large industrial companies or as former bank executives.

In accordance with the enforcement decree of EU Directive 2003/71 (Article 14.1 of Appendix 1 of Regulation 809/2004), none of the members of the Board of Directors or Senior Management has been convicted of fraud, subject to bankruptcy, liquidation or receivership, convicted or punished by official or regulatory bodies, disqualified from acting as a member of administrative, management or supervisory bodies of an issuer, or from participating in the management or conduct of the business of an issuer within at least the previous five years.

2.3.5.2 Contracts binding the Company and the Directors and Senior Management

In accordance with EU regulations, it is hereby stipulated that there are no service agreements binding members of the Board of Directors or Senior Management to the Company that could confer benefits according to the terms of such an agreement and that might by their nature compromise the independence of members or interfere with their decision-making.

Natixis and its subsidiaries maintain business relationships with their main shareholder and Board member BPCE or some of its subsidiaries.

2.3.5.3 Conflicts of interest

Members of the Natixis Board of Directors include Natixis' main shareholder BPCE, as well as salaried employees of Groupe BPCE. Moreover, Natixis maintains business relationships with its shareholder and Board member BPCE. Natixis considers that this situation does not constitute a conflict of interest.

Banking relationships between Natixis and the Groups chaired by the independent members of the Board are not of a nature liable to affect the impartiality of their judgment.

2.4 Natixis Compensation Policy

2.4.1 GENERAL PRINCIPLES

2.4.1.1 Principles

Natixis' compensation policy is a key tool for the implementation of the Company's strategy. The policy aims to offer competitive levels of compensation relative to the benchmark markets and is structured so as to encourage the long-term commitment of the Company's employees while ensuring appropriate risk management and compliance. It reflects the individual and collective performance of its business lines.

Natixis regularly compares its practices to those of comparable French and international banking operators to ensure that its compensation policy is competitive and appropriate for each of its businesses.

Natixis' overall compensation is structured around the following three components:

- Fixed compensation;
- Variable compensation;
- Collective compensation associated with employee savings plans.

Each employee benefits from some or all of these different components based on his or her responsibilities, skills and performance.

Fixed compensation reflects the expected skills, responsibilities and expertise for a particular position as well as the position's role and weight within the organization. It is determined based on the particularities of each business line in its local market.

Variable compensation is awarded based on reaching predetermined quantitative and qualitative targets.

In France, Natixis' collective compensation and employee savings plans are underpinned by common social standards that include:

- a **profit-sharing agreement** *(accord de participation);*
- an **employee savings plan ("PES");**
- a **employee retirment savings plan ("PERCO").**

These agreements are aimed at associating all employees with Natixis' annual financial results.

Likewise, profit sharing agreements *(accords d'intéressement*) are also developed in each business (or groupings of businesses) with special metrics reflecting the specific issues at stake in the activities pursued by each business.

Since 2013, Natixis has also offered its employees in France and in foreign countries the opportunity to become shareholders of their company under preferential terms and conditions by participating in share issues reserved to employees, called MAUVE operations.

Nearly 5,800 employees in France and internationally participated in Mauve 2014, i.e. an overall subscription rate of 45.5%.

The compensation package is supplemented by additional employee benefits, in particular in countries where there are no schemes that provide general coverage.

Gender equality

Natixis' policy in connection with gender equality in the workplace and the promotion of gender diversity includes significant commitments in the area of compensation and, specifically:

- fair pay at hiring;
- an annual salary increase budget to correct unjustified disparities in fixed compensation for women;
- annual compensation reviews guaranteeing equal treatment of men and women in respect of the award of individual raises and variable compensation;
- a salary increase guarantee for employees returning from maternity or adoption leave.

2.4.1.2 Regulatory Framework

Natixis' compensation policy is compliant with the regulatory framework specific to its sectors of economic activity.

Compensation of employees whose professional activities have a material impact on Natixis' risk profile ("regulated" categories of staff)

Scope of regulated categories of staff

The regulated categories of staff at Natixis are primarily based on the principles set out in Directive 2013/36/EU, known as "CRD IV", and the Decree of November 3, 2014 and are defined based on criteria determined by the European Banking Authority (EBA) in its regulatory technical standard published on December 16, 2013 and approved by the European Commission in Commission Delegated Regulation (EU) no. 604/2014 of March 4, 2014.

In accordance with those criteria, these individuals are identified either by applying 15 qualitative criteria because of their functions, their level of responsibility and their authority to materially commit the bank to transactions in terms of credit and risk profiles, or by considering their total level of compensation during the preceding fiscal year, consistent with the three quantitative criteria defined by regulation.

Regulated categories of staff at Natixis during the 2014 fiscal year came to a **total of 259 employees:**

Of which 228 staff members identified by qualitative criteria:

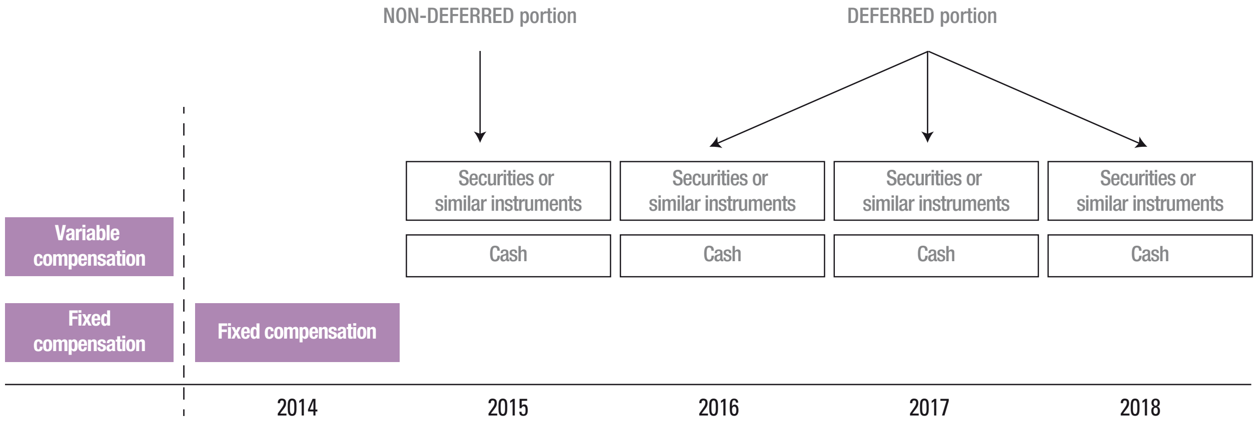
- directors, i.e. 15 individuals;
- members of Natixis' Senior Management Committee, i.e. 11 individuals;
- key staff responsible for control functions (Internal Audit Department, Risk and Compliance) and other support functions who are not members of the management bodies listed above, i.e. 43 individuals;
- key staff responsible for important business lines and foreign locations (excluding Asset Management and Insurance), i.e. 27 individuals;
- individuals with authority to take, approve or veto a decision on credit risk exposure and who are responsible for market risk exposure exceeding materiality thresholds established in the regulations and who have not already been identified by the criteria above, i.e. 132 individuals.

Of which 31 employees identified using quantitative criteria:

- individuals whose total compensation in 2013 qualified them in respect of the three quantitative criteria defined in the Regulation and who have not already been identified using qualitative criteria.

The functions concerned include Senior bankers, heads of structured finance and, regarding capital market activities, structurers and sales.

Rules for compensating regulated categories of staff for 2014



The rules for paying variable compensation to regulated categories of staff were submitted to the Compensation Committee on February 6, 2015, and subsequently validated by the Board of Directors on February 18, 2015.

The payment of a portion of the variable compensation awarded for a fiscal year is deferred over time and is conditional. Regardless of its form, this payment is staggered over the three fiscal years following the year in which the variable compensation is awarded.

- The non-deferred portion of the variable compensation awarded is paid 50% in cash in March 2015 and the balance in October 2015, indexed to the performance of Natixis shares since their award;
- The deferred portion of the variable compensation awarded represents at least 40% of the variable compensation and 70% for the highest earners of variable compensation.

Variable compensation awarded in the form of shares or similar instruments represents 50% of variable compensation awarded to employees who are members of regulated categories of staff. This rule applies to both the deferred and conditional component of variable compensation and the immediately earned portion of the variable compensation.

The acquisition or payment of the deferred component of variable compensation is contingent on satisfying performance requirements linked to the results of the Company and the business line and, where applicable, meeting individual criteria and continuing to be employed by the Company. These conditions are defined in a precise and explicit manner when this compensation is awarded.

The components of deferred variable compensation in the process of being acquired can be canceled or even abolished where there is behavior likely to expose Natixis to an unusual material risk.

Furthermore, employees are expected to meet targets predetermined each year in the area of risk and compliance.

Guaranteed variable compensation is not authorized, except when hiring outside Groupe BPCE. In this case, the guarantee is strictly limited to one year.

The use of individual hedging or insurance strategies in the area of compensation or liability strategies which would limit the scope of the risks inherent in compensation packages is prohibited.

Finally, Natixis continues to apply to the front office employees of its capital market activities mechanisms to control variable compensation similar to those applied to regulated categories of staff (i.e. variable remuneration partly deferred over three years and partial payment in shares or the equivalent), with the exception of the performance condition.

Capping variable compensation in relation to fixed compensation

As a reminder, Article L.511-78 of the French Monetary and Financial Code transposing Directive 2013/36/EU, known as "CRD IV", into French law caps the variable component at 100% of the fixed component of the total remuneration for each individual in regulated categories of Natixis staff, unless the General Shareholders' Meeting allows for a higher percentage, which in any case may not exceed 200%.

On May 20, 2014, the General Shareholders' Meeting capped the variable component at 200% of the fixed component of the total remuneration for each member of the regulated categories of staff.

This cap does not represent an additional cost for Natixis and does not increase the level of total compensation for its regulated employees. Furthermore, it makes it possible to maintain the flexibility needed to match variable compensation to real performance, and to hire and retain the employees targeted by this measure by offering them competitive compensation. To this end, we note that Natixis operates on highly specialized labor markets, both outside the European Economic Area where local operators are not subject to regulatory caps on variable compensation and within the European financial community vis-à-vis financial operators unaffected by CRD IV (investment funds, Private Equity firms, venture capital firms, etc.). Nearly 27% of the Group's regulated employees for 2014 are located outside the European Economic Area.

In accordance with regulations, 2014 compensation for regulated employees will be reported in detail in a subsequent publication.

2.4.1.3 Corporate Governance

The system of corporate governance set up by Natixis provides for a complete review of its compensation policies and adherence to guidelines when implementing these policies.

The policy is developed by the Human Resources Department, in conjunction with the business lines, and is in keeping with the principles defined by the regulator, while complying with current social security and tax law.

There are several stages of approval in the decision-making process, starting with the subsidiaries, business lines and divisions, then Natixis' Human Resources Department and senior management, and finally Natixis' Board of Directors on the recommendation of the Compensation Committee*.

The compensation policy is regularly and independently reviewed by the Internal Audit Department.

The compensation system for risk control and compliance staff and, in general, support staff and staff tasked with the validation of transactions is based on specific objectives, which is independent of the system for the business lines whose transactions they validate or control.

2.4.2. POLICIES AND RULES ESTABLISHED FOR DETERMINING COMPENSATION AND BENEFITS OF ANY KIND FOR MEMBERS OF MANAGEMENT BODIES

The recommendations of the AFEP-Medef code on the compensation of executive managers of listed companies are taken into account in the bank's corporate governance approach. As shown above, the AFEP-Medef code is the one that the Company refers to when preparing the report provided for by Article L.225-37 of the French Commercial Code.

The AFEP-Medef code is available for consultation at the Company's head office and on the Natixis website.

2.4.2.1 Compensation and benefits of any kind for the Chairman of the Board of Directors

Since 2009 and each year thereafter, the Chairman of the Board has consistently waived any and all compensation for his position as Chairman of the Board.

2.4.2.2 Compensation and benefits of any kind for members of the Board of Directors

The members of the Board of Directors of Natixis received directors' fees for the 2014 fiscal year subject to the terms and conditions set out below.

Note that the overall annual budget for directors' fees to be allocated to members of the Board of Directors is €500,000 *(see the 38th resolution of the Combined General Shareholders' Meeting of April 30, 2009)*.

Directors' fees are granted according to the following rules:

- Members of the Board of Directors:
  - fixed portion: €8,000 per year (prorated to the term of office),
  - variable portion: €2,000 per meeting, capped at six meetings, i.e. €20,000 maximum in total;
- Members of specialized Committees:
  - Audit Committee:

    Chairman:
  - fixed portion: €17,000 per year (prorated to the term of office),
  - variable portion: €2,000 per meeting, capped at six meetings,
  - Members of the Audit Committee:
  - fixed portion: €5,000 per year (prorated to the term of office),
  - variable portion: €1,000 per meeting, capped at six meetings,
  - Appointments and Compensation Committee:

    Chairman:
  - fixed portion: €8,000 per year (prorated to the term of office),
  - variable portion: €2,000 per meeting, capped at five meetings,
  - Members of the Appointments and Compensation Committee:
  - fixed portion: €3,000 per year (prorated to the term of office),
  - variable portion: €1,000 per meeting, capped at five meetings;
  - Strategic Committee:
  - Chairman: variable portion: €8,000 per meeting, capped at one meeting
  - Member: variable portion: €2,000 per meeting, capped at one meeting

GROSS MAXIMUM DIRECTORS' FEES AMOUNTS

On an annual basis of six Board of Directors meetings; six Audit Committee Meetings; five Appointments and Compensation Committee Meetings; one Strategic Committee Meeting	2014 fiscal year - gross maximum directors' fees amounts Directors' fees amounts	Fixed portion as a %	Variable portion as a %
Member of the Board of Directors (BoD)	€20,000	40.00	**60.00**
Member BoD + Strategic Committee (SC)	€22,000	36.36	**63.64**
Member BoD + SC (Chairman)	€28,000	28.57	**71.43**
Member BoD + SC + Appointments and Compensation Committee (ACC)	€30,000	36.67	**63.33**
Member BoD + SC + ACC (Chairman)	€40,000	40.00	**60.00**
Member BoD + SC + Audit Committee (AuditC)	€33,000	39.39	**60.61**
Member BoD + SC (Chairman) + AuditC	€39,000	33.33	**66.67**
Member BoD + SC + AuditC (Chairman)	€51,000	49.02	**50.98**

* *The details on the work of the Compensation Committee are provided in section [2.3.2.3.C] of this chapter.*

Furthermore, in accordance with the rules applicable within Groupe BPCE, the portion of directors' fees going to BPCE directors (including that of the Chairman) is granted and paid to BPCE and not to the directors.

As of January 1, 2013, directors' fees are subject to total withholding tax of 36.5% for residents of France.

2.4.2.3 Compensation and benefits of all kinds for Mr. Laurent Mignon, a corporate officer, in connection with his duties as Chief Executive Officer of Natixis

Monetary compensation

Fixed compensation

The fixed gross annual compensation of Laurent Mignon in connection with his duties as CEO of Natixis was €800,000 for the 2014 fiscal year. This fixed compensation has not been changed since he arrived in 2009.

Annual variable compensation

The structure of annual variable compensation has been determined based on quantitative and strategic criteria submitted for review beforehand to the Compensation Committee and subsequently approved by the Board of Directors.

Variable compensation consists of:

- quantitative targets (70%), 25% of which are based on performance relative to the budget of Groupe BPCE (net revenues (4%), net income, Group share (13%) and cost/income ratio (8%) and 45% based on the performance of Natixis net revenues (11.25%), net income, Group share (11.25%), cost/income ratio (11.25%), and Core Tier 1 ratio (11.25%);
- individual strategic targets (30%) linked to the success of the Coface IPO, synergies with the Banque Populaire and Caisse d'Epargne networks, the development of projects in the Insurance business and managerial performance. Each of these four criteria is assigned a weighting of 7.5%.

The amount of variable compensation for the 2014 fiscal year was therefore set at €1,017,374, i.e. 127.17% of the target variable compensation.

Compensation of the Chief Executive Officer – 2014 fiscal year

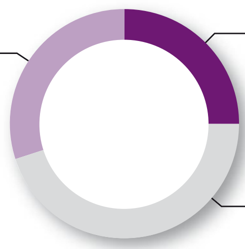
Fixed compensation: €800,000

Variable compensation:

Variable compensation target: €800,000

Range: 0 to 156.75% of the target

■ RULES FOR DETERMINING VARIABLE COMPENSATION FOR 2014



Rules for determining variable compensation for 2014

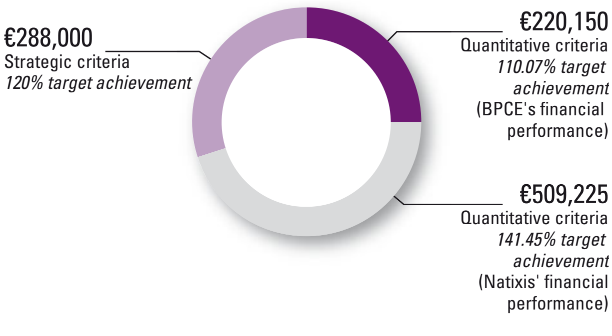
Quantitative criteria BPCE's financial performance	**25%**	▪ 13% net income, Group share ▪ 8% cost/income ratio ▪ 4% net revenues
Quantitative criteria Natixis' financial performance	**45%**	▪ 11.25% net revenues ▪ 11.25% net income, Group share ▪ 11.25% cost/income ratio ▪ 11.25% Core Tier 1 ratio
Strategic criteria	**30%**	▪ 7.5% synergies with the BP and CE networks ▪ 7.5% development of the strategic plan ▪ 7.5% operational efficiency plan ▪ 7.5% managerial performance

The amount of variable compensation for fiscal year 2014 was set by the Natixis Board of Directors, upon the recommendation of the Compensation Committee, at €1,017,374, i.e. 127.17% of the target variable compensation:

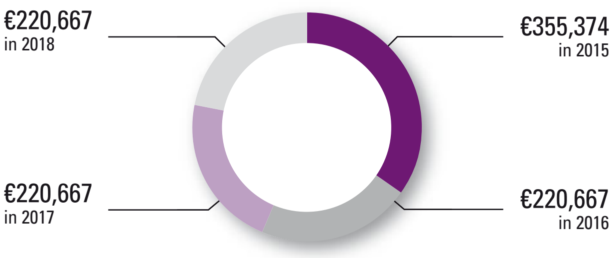
- €355,374 will be paid in 2015, 50% of which will be indexed to the Natixis share price.

- €662,000 will be deferred over three years, 50% of which will be indexed to the Natixis share price, and will be paid in thirds in 2016, 2017 and 2018, provided that the employment and performance conditions are met.

VARIABLE COMPENSATION FOR 2014

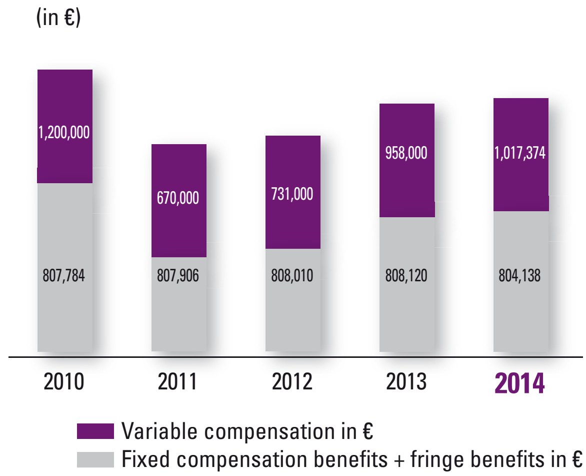


BREAKDOWN OF 2014 VARIABLE COMPENSATION BY VESTING DATE



65% deferred over 2016-2017-2018, of which 50% is indexed to the Natixis share price

CHANGE IN THE TOTAL COMPENSATION OF THE CHIEF EXECUTIVE OFFICER SINCE 2010



RULES FOR DETERMINING VARIABLE COMPENSATION FOR 2015

Quantitative and strategic criteria for determining the Chief Executive Officer's variable compensation for 2015 were approved by the Board of Directors on February 18, 2015 after review by the Compensation Committee.

Rules for determining variable compensation for 2015

Quantitative criteria BPCE's financial performance	**25%**	▪ 12.5% net income, Group share ▪ 8.3% cost/income ratio ▪ 4.2% net revenues
Quantitative criteria Natixis' financial performance	**45%**	▪ 11.25% net revenues ▪ 11.25% net income, Group share ▪ 11.25% cost/income ratio ▪ 11.25% ROTE
Strategic criteria	**30%**	▪ 7.5% synergies with the BP and CE networks ▪ 7.5% development of the strategic plan ▪ 7.5% operational efficiency plan ▪ 7.5% managerial performance

Compensation paid to the CEO in the form of stock options or performance shares

- No stock options were granted to Mr. Laurent Mignon during fiscal year 2014;
- To strengthen the alignment over time between shareholders' interests and those of the Chief Executive Officer as part of the implementation of the New Frontier Strategic Plan, and based on the positive opinion of the Appointments and Compensation Committee, Natixis' Board of Directors, at its meeting on July 31, 2014, granted the free allocation of 31,955 performance shares to the executive corporate officer (the Chief Executive Officer of Natixis).

  This allocation forms part of the authorization granted by the Natixis General Shareholders' Meeting of May 21, 2013 in virtue of its 17th resolution, and represents 0.001% of Natixis' share capital at July 31, 2014.

It has been stipulated that the shares will only be permanently vested at the end of a four-year period and subject to performance and presence conditions. The performance conditions in question were defined relative to Natixis' ROTE (Return on Tangible Equity) targeted in the "New Frontier" strategic plan.

Furthermore, 30% of the shares delivered to the corporate officer at the end of the Vesting Period will be subject to a lock-in period ending with the termination of the office as Chief Executive Officer of Natixis.

No hedging

It is reiterated that the CEO is prohibited from using hedging or insurance strategies with the intention of limiting the impact of the risks inherent in the arrangements for paying variable compensation, including the grant of Natixis performance shares.

Benefits in kind

Laurent Mignon receives a company car and a family supplement, in accordance with the same rules as those applied to Natixis employees in France.

Other benefits

The CEO benefits from the collective personal protection insurance and healthcare scheme in force at Natixis.

Post-employment benefits

CEO's group pension plan and severance payments

Pension Plan

Laurent Mignon does not benefit from a supplementary pension plan.

Severance payments and consideration for non-compete agreement

It is reiterated that, at its February 19, 2014 meeting, the Board of Directors approved a change to its agreement relating to a severance payment and the establishment of a non-compete agreement. These obligations and agreements were submitted to a vote by the shareholders and approved during the Ordinary General Shareholders' Meeting of May 20, 2014 (fifth resolution).

Rules for calculating severance payment

The Monthly Reference Pay is equal to 1/12th the fixed compensation paid for the last calendar year of business and the average of variable compensation granted over the last three calendar years of activity.

The amount of the payment is equal to:

Monthly reference pay x (12 months + 1 month per year of seniority).

The Chief Executive Officer will not receive severance payments in the event of gross negligence or willful misconduct, if he leaves the Company at his initiative to take another position or changes his position within Groupe BPCE.

Furthermore, in line with the provisions of the AFEP-Medef Corporate Governance Code, the right to a benefit is contingent on meeting performance criteria and requirements, such as net income, Group share, ROE and the cost/income ratio reported for the two years prior to leaving the Company. If necessary, the fulfillment of these criteria will be verified by the Board of Directors.

A non-compete indemnity should the CEO leave office

The non-compete agreement is limited to a period of six months and carries an indemnity equal to six months of fixed compensation, as in force on the date on which the CEO leaves office.

In accordance with the recommendations of the AFEP-Medef code, upon the departure of the Chief Executive Officer, the Board of Directors must make a decision regarding whether to enforce the non-compete clause provided for under this agreement.

The amount of the severance payment, together with the non-compete indemnity, if applicable, received by the Chief Executive Officer is capped at twenty-four (24) months of the monthly reference pay (both fixed and variable).

All of these commitments and agreements will be put to another vote by shareholders at the General Shareholders' Meeting on May 19, 2015 when renewing Laurent Mignon's appointment as Chief Executive Officer, which was approved by the Board of Directors on February 18, 2015.

2.4.2.4 Standardized tables compliant with AMF recommendations

TABLE 1

Summary of the compensation, stock options and shares granted to each executive corporate officer

	FY 2014	FY 2013
Laurent Mignon, CEO		
Compensation due or granted for the fiscal year	€1,821,512[a]	€1,766,120[a]
Value of options granted during the fiscal year	n/a	n/a
Value of performance shares granted during the fiscal year	€160,000[b]	€350[b]
TOTAL	**€1,981,512**	**€1,766,470**

(a) *Of which €1,176 company car benefit + €2,962 family supplement.*
(b) *Value of shares at the grant price.*

TABLE 2

Summary table of the compensation of each executive corporate officer

In the tables below:

- the expression "amounts due or granted" refers to compensation and benefits allocated to corporate officers in connection with their duties over the year, irrespective of the payment date;
- the expression "amounts paid" refers to compensation and benefits actually paid to corporate officers in connection with their duties over the year, irrespective of the date of allocation.

	FY 2014		FY 2013	
Laurent Mignon, CEO (term of office commencing 05.14.2009)	**Amounts due or allocated**	**Amounts paid**	**Amounts due or allocated**	**Amounts paid**
Fixed compensation for corporate offices duties	€800,000	€800,000	€800,000	€800,000
Variable compensation	€1,017,374	€1,233,624[a]	€958,000	€951,479[a]
Extraordinary compensation	€0	€0	€0	€0
Directors' fees	€0	€0	€0	€0
Benefits in kind	€4,138[b]	€4,138[b]	€8,120[b]	€8,120
TOTAL	€1,821,512	€2,037,762	€1,766,120	€1,759,599

(a) *This amount includes the payment of deferred variable compensation in respect of preceding fiscal years.*
(b) *Of which €1,176 company car benefit + €2,962 family supplement.*

TABLE 3

Table showing directors' fees and other compensation received by non-executive corporate officers of Natixis from January 1 to December 31, 2014

(in euros) Non-executive corporate officers	FY 2014 Amounts due	FY 2014 Amounts paid	FY 2013 [(1)] Amounts due	FY 2013 [(1)] Amounts paid [(2)]
BPCE				
Directors' fees				
Natixis Director	53,000	53,000	50,000	56,000
In respect of Natixis subsidiaries	46,200	46,200	32,400	61,600
Christel Bories				
Directors' fees				
Natixis Director	7,333	7,333	20,000	24,000
Member of the Natixis Appointments and Compensation Committee	7,333	7,333	10,000	11,000
Other compensation				
Thierry Cahn				
Directors' fees				
Natixis Director	20,000	20,000	20,000	20,000
Member of the Natixis Strategic Committee	2,000	2,000	N/A	N/A
In respect of BPCE and its subsidiaries	27,500	40,000	25,500	36,500
Other compensation				
Alain Condaminas				
Directors' fees				
Natixis Director	20,000	20,000	20,000	24,000
Member of the Appointments and Compensation Committee	7,000	7,000	8,000	12,000
Member of the Natixis Strategic Committee	2,000	2,000	N/A	N/A
In respect of Natixis subsidiaries	5,972	5,972	6,552	14,004
In respect of BPCE and its subsidiaries	19,000	28,000	18,000	19,000
Other compensation				
Laurence Debroux				
Directors' fees				
Natixis Director	20,000	20,000	20,000	22,000
Member of the Natixis Audit Committee	9,000	9,000	10,000	10,000
Member of the Natixis Strategic Committee	8,000	8,000	N/A	N/A
Other compensation				
Michel Grass (office held since 02.19.2014)				
Directors' fees				
Natixis Director	20,000	20,000	N/A	N/A
Member of the Natixis Strategic Committee	2,000	2,000	N/A	N/A
In respect of Natixis subsidiaries	4,800	4,800	4,800	8,400
In respect of BPCE and its subsidiaries	6,000	6,000	3,000	3,000
Other compensation				
Catherine Halberstadt				
Directors' fees				
Natixis Director	20,000	20,000	20,000	24,000
Member of the Natixis Audit Committee	10,000	10,000	10,000	12,000
Member of the Natixis Strategic Committee	2,000	2,000	N/A	N/A
In respect of Natixis subsidiaries	N/A	N/A	600	3,000
In respect of BPCE and its subsidiaries	35,000	48,500	32,500	34,500
Other compensation				
Daniel Karyotis				
Directors' fees				
Natixis Director	0	0	0	0
In respect of BPCE and its subsidiaries	0	0	0	17,000
BPCE corporate office	500,000[(4)]	500,000[(4)]	500,000[(4)]	500,000[(4)]
BPCE annual variable compensation	413,022[(7)]	215,999[(8)]	431,997[(5)]	23,103[(6)]
BPCE multi-year variable compensation [(3)]	0	0	0	0
BPCE extraordinary compensation	0	0	0	0
Benefits in kind in respect of BPCE	5,244	5,244	2,621	2,621

(in euros) **Non-executive corporate officers**	FY 2014 Amounts due	FY 2014 Amounts paid	FY 2013 [1] Amounts due	FY 2013 [1] Amounts paid [2]
Bernard Oppetit				
Directors' fees				
Natixis Director	20,000	20,000	20,000	22,000[9]
Member of the Natixis Audit Committee	27,000	27,000	20,000	20,000[9].
Member of the Natixis Strategic Committee	2,000	2,000	N/A	N/A
Other compensation				
Stéphanie Paix				
Directors' fees				
Natixis Director	20,000	20,000	20,000	24,000
Member of the Natixis Audit Committee	10,000	10,000	9,000	15,000
Member of the Natixis Strategic Committee	2,000	2,000	N/A	N/A
In respect of BPCE and its subsidiaries	8,700	8,700	9,300	12,300
Other compensation				
Didier Patault				
Directors' fees				
Natixis Director	20,000	20,000	20,000	22,000
Member of the Natixis Appointments and Compensation Committee	7,000	7,000	8,000	9,000
Member of the Natixis Strategic Committee	2,000	2,000	N/A	N/A
In respect of Natixis subsidiaries	900	900	900	1,350
In respect of BPCE and its subsidiaries	21,400	30,400	21,300	22,300
Other compensation				
François Pérol				
Directors' fees				
Natixis Director	0	0	0	0
Member of the Natixis Strategic Committee	0	0	N/A	N/A
In respect of BPCE and its subsidiaries	0	0	0	0
Other compensation				
BPCE corporate office	550,000	550,000	550,000	550,000
BPCE annual variable compensation	851,858[12]	720,089[13]	890,994[10]	509,990[11]
BPCE multi-year variable compensation [3]	0	0	0	0
BPCE extraordinary compensation	0	0	0	0
Benefits in kind in respect of BPCE [14]	5,292	5,292	5,292	5,292
Henri Proglio				
Directors' fees				
Natixis Director	18,000	18,000	20,000	22,000
Member of the Natixis Appointments and Compensation Committee	6,000	6,000	8,000	9,000
Member of the Natixis Strategic Committee	0	0	N/A	N/A
Other compensation				
Philippe Sueur				
Directors' fees				
Natixis Director	20,000	20,000	20,000	22,000
Member of the Natixis Appointments and Compensation Committee	7,000	7,000	8,000	9,000
Member of the Natixis Strategic Committee	2,000	2,000	N/A	N/A
In respect of BPCE and its subsidiaries	6,000	7,500	7,500	7,500
Other compensation				
Nicolas de Tavernost				
Directors' fees				
Natixis Director	20,000	20,000	16,000	16,000
Member of the Natixis Appointments and Compensation Committee	11,917	11,917	4,000	4,000
Member of the Natixis Strategic Committee	2,000	2,000	N/A	N/A
Other compensation				

(in euros) Non-executive corporate officers	FY 2014 Amounts due	FY 2014 Amounts paid	FY 2013 (1) Amounts due	FY 2013 (1) Amounts paid (2)
Pierre Valentin (Office held since 01.28.2013)				
Directors' fees				
Natixis Director	20,000	20,000	20,000	20,000
Member of the Natixis Strategic Committee	0	0	N/A	N/A
In respect of BPCE and its subsidiaries	29,900	43,400	36,125	60,125
Other compensation				

(1) Amounts before 36.5% withholding tax.
(2) Part of which from directors' fees due for fiscal year 2012.
(3) No multi-year variable compensation or free shares awarded over fiscal year 2014.
(4) Housing allowance of €64,959.16 for 2013 and €66,000 for 2014 is included in the fixed compensation in connection with his corporate office.
(5) Variable compensation for fiscal year 2013, of which €215,999 (50%) paid in 2014 and the balance deferred (50%) over three years in equal shares of €72,000. The final allocated amount in 2015 will be €77,076 (after application of an index ratio).
(6) Amount paid in 2013 for the variable compensation for fiscal year 2012, or €23,103.
(7) Variable compensation for fiscal year 2014, of which €206,511 (50%) paid in 2015 and the balance deferred (50%) over three years in equal shares of €68,837.
(8) Amount paid in 2014 for the variable compensation for fiscal year 2013, or €215,999.
(9) Before 30% withholding tax.
(10) Variable portion for fiscal year 2013, of which €356,398 (40%) paid in 2014 and the balance (60%) deferred over three years in equal shares of €178,199. The final allocated amount in 2015 will be €190,762 (after application of an index ratio).
(11) Amount paid in 2013 for the variable compensation for fiscal year 2012, or €225,028, for the deferred portion of the variable compensation for fiscal year 2011, or €92,746, and for the deferred portion of the variable compensation for fiscal year 2010, or €192,217.
(12) Variable compensation for fiscal year 2014, or €340,743 (40%) paid in 2015, and the balance deferred (60%) over three years in equal shares of €170,372.
(13) Amount paid in 2014 for the variable compensation for fiscal year 2013 or €356,398, for the deferred portion of the variable compensation for fiscal year 2012, or €102,950, for the deferred portion for fiscal year 2011, or €84,861, and for the deferred portion for fiscal year 2010, or €175,880.
(14) Housing allowance waived since 2010.

TABLE 4

Subscription or purchase options granted during the period to each executive corporate officer by the issuer and by any group companies

Name of executive corporate officer	No. and date of plan	Type of options (purchase or subscription)	Valuation of options according to the method adopted for the consolidated financial statements	Number of options granted during the period	Exercise price	Exercise period
Laurent Mignon	n/a	n/a	€0	0	n/a	n/a
TOTAL	**N/A**	**N/A**	**€0**	**0**	**N/A**	**N/A**

TABLE 5

Subscription or purchase options exercised during the period by each executive corporate officer

Name of executive corporate officer	No. and date of plan	Number of options exercised during the period	Exercise price
Laurent Mignon	n/a	0	n/a
TOTAL	**N/A**	**0**	**N/A**

TABLE 6

Performance shares granted to each executive corporate officer

Performance shares granted by the General Shareholders' Meeting during the period to each executive corporate officer by the issuer and by all Group companies	Date of plan	Number of options granted during the period	Valuation of options according to the method adopted for the consolidated financial statements	Date vested	Date of transferability	Performance conditions
Laurent Mignon	07.31.2014	31,955	€160,000	08.01.2018	08.01.2018[a]	YES
TOTAL	**07.31.2014**	**31,955**	**€160,000**	**08.01.2018**	**08.01.2018[a]**	YES

(a) 30% of the shares purchased are subject to a lock-in requirement for the full term of office as CEO.

TABLE 7

Performance shares that became transferable during the period for each executive corporate officer

Performance shares that became transferable during the period for each executive corporate officer	No. and date of plan	Number of shares that became transferable during the period	Vesting conditions
Laurent Mignon	n/a	0	n/a
TOTAL	n/a	0	n/a

TABLE 8

Group (Natixis, BPCE, Caisse d'Epargne, Banque Populaire) – Record of purchase or subscription options granted

Information on purchase and subscription options	2007 Plan [(a)]	2008 Plan [(a)]
Date of the General Shareholders' Meeting	11.17.2006	05.24.2007
Date of the Management Board's decision	01.29.2007	01.21.2008
Number of exercisable options, including those exercisable by:	14,103,277	4,760,945
1) Natixis Directors in 2014:	**376,530**	**158,205**
Christel Bories	n/a	n/a
Thierry Cahn	24,055	
Alain Condaminas	74,015	74,014
Laurence Debroux	n/a	n/a
Stève Gentili	24,055	n/a [(b)]
Michel Grass	n/a	n/a
Catherine Halberstadt	12,953	13,878
Daniel Karyotis	72,165	70,313
Bernard Oppetit		
Stéphanie Paix	24,055	n/a
Didier Patault	75,866	n/a [(b)]
Francois Pérol	n/a	n/a
Henri Proglio	n/a	n/a
Philippe Sueur	0	0
Nicolas de Tavernost		
Pierre Valentin		
2) Natixis CEO in 2014:	**n/a**	**n/a**
Laurent Mignon	n/a	n/a
Vesting date	01.29.2011	01.21.2012
Expiry date	01.28.2014	01.20.2015
Subscription price in euros	11.968	6.883
Terms of exercise (for plans with several tranches)	n/a	n/a
Number of shares subscribed as at 12.31.2014	0	0
Cumulative number of lapsed and canceled subscription options	14,103,277	3,615,540
Cumulative number of outstanding subscription options at end of period	0	4,760,945

(a) Due to the special dividend approved by the Company's General Shareholders' Meeting on July 31, 2013, subsequent to the buyback of the cooperative investment certificates held by Natixis by each Banque Populaire bank and Caisse d'Epargne, the number of options and the subscription prices were adjusted, in accordance with the provisions of the French Commercial Code.

(b) In consideration of the individual waivers of stock options granted in 2008, given the material losses recorded over the 2008 fiscal year.

TABLE 9

Subscription or purchase options granted to the top ten non-executive employees and options exercised by them

	Total number of options granted/shares subscribed or bought	Weighted average price	Plan
Options granted during the fiscal year by the issuer and any company included in the scope for issue over the period, to the top ten salaried employees of the issuer and of any company included in this scope who hold the most number of options granted in this way	0	n/a	n/a
Options held in respect of the issuer and the companies referred to above, exercised during the period, by the top ten salaried employees of the issuer and of these companies who hold the most options purchased or subscribed in this way	0	n/a	n/a
	0	n/a	n/a

TABLE 10

Record of the award of free shares for each executive corporate officer

Information on the free shares awarded	Date of AGM	Date of Board of Directors' meeting	Total number of free shares awarded [(a)] o/w number allocated to:	Share vesting date	End of lock-in period	Number of shares subscribed at 12.31.2014	Cumulative number of lapsed or canceled shares	Allocated shares remaining at the end of the fiscal year
Laurent Mignon	05.21.2013	11.06.2013	90	03.01.2016	03.01.2018 [(b)]	90	-	90
Laurent Mignon	05.21.2013	07.31.2014	31,955	08.01.2018	08.01.2018 [(c)]	31,955	-	31,955

(a) No performance conditions are attached to the 90 shares allocated in 2013. The performance conditions attached to the allocation of 31,955 shares in 2014 are detailed in paragraph [2.4.2.3] above.

(b) All of the subscribed shares are subject to a lock-in requirement for the full term of office.

(c) 30% of the subscribed shares are subject to a lock-in requirement for the full term of office.

TABLE 11

Situation of corporate officers

FY 2014	Employment contract		Supplementary pension plan		Payments or benefits due, or likely to be due, as a result of the termination or change of function [(b)]		Consideration paid relative to a non-compete clause [(b)]	
Executive corporate officers	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
Laurent Mignon, CEO Date term of office commenced: May 14, 2009 Date term of office expires: May 14, 2015		X		X [(a)]	X		X	

(a) Pension plan benefits for all personnel.

(b) See paragraph [2.4.2.3] "Severance payments and consideration for non-compete agreement".

2.4.2.5 Components of compensation due or granted in respect of the fiscal year ended December 31, 2014 to Laurent Mignon, Chief Executive Officer of Natixis

In accordance with the AFEP-Medef Corporate Governance Code as revised in June 2013, the components of the compensation due or granted to each executive corporate officer in respect of fiscal year 2014 must be submitted to Natixis' General Shareholders' Meeting for approval. For Natixis, this recommendation concerns the remuneration of Laurent Mignon.

The components of compensation concerned are:

- fixed compensation;
- annual variable compensation;
- annual deferred variable compensation;
- multi-annual variable compensation;
- extraordinary compensation;
- allocation of stock options/performance shares and any other long-term compensation;
- start-of-contract indemnities;
- contract termination payment: severance payment / non-compete payment;
- supplementary pension plan;
- directors' fees;
- benefits of any kind.

Components of compensation	Amounts	Comments
Fixed compensation	€800,000	Gross fixed compensation in respect of 2014. Laurent Mignon's gross annual fixed compensation in respect of his office as CEO has remained unchanged since he took office.
Annual variable compensation in respect of 2014	€1,017,374	The variable compensation in respect of fiscal year 2014 was calculated on the basis of quantitative and strategic criteria first reviewed by the Compensation Committee then validated by the Board of Directors. Variable compensation consists of: ▪ quantitative targets (70%), 25% of which based on financial performance in relation to the Groupe BPCE budget (net revenues (4%), net income Group share (13%) and cost/income ratio 8%) and 45% based on the performance of Natixis (net revenues (11.25%, net income Group share (11.25%), cost/income ratio (11.25%) and Core Tier 1 ratio (11.25%). ▪ 30% individual strategic objectives relating to the success of the Coface initial public offering, synergies with the BP and CE networks, the development of projects in the Insurance business line and managerial performance, with each of these criteria assigned a 7.5% weighting.
Annual variable compensation in respect of 2014		Annual variable compensation can represent a maximum of 156.75% of the target variable compensation. Based on the criteria set by the Board of Directors following the proposal of the Compensation Committee and the achievements observed by the Compensation Committee and the Board of Directors, the amount of variable compensation was calculated as follows: ▪ in respect of BPCE quantitative criteria: €220,150, or 110.07% of the target; ▪ in respect of Natixis quantitative criteria: €509,225, or 141.45% of the target; ▪ in respect of strategic criteria: €288,000, or 120% of the target. The amount of variable compensation for fiscal year 2014 was therefore set at €1,017,374 i.e. 127.17% of the target fixed compensation: ▪ - €355,374 will be paid in 2015, 50% of which will be index-linked to the Natixis share price. ▪ - €662,000 will be deferred over three years, 50% of which will be index-linked to the Natixis share price, and will be paid in thirds in 2016, 2017 and 2018, provided that the presence and performance conditions are met.
Multi-annual variable compensation	-	In 2014 Laurent Mignon did not receive any multi-annual variable compensation.
Extraordinary compensation	-	In 2014 Laurent Mignon did not receive any extraordinary compensation.
Allocation of stock options/ performance shares and any other long-term compensation	31,955 shares	▪ No stock options were granted to Laurent Mignon during fiscal year 2014. ▪ In order to align shareholders' interests with those of the Chief Executive Officer over time and with a view to the implementation and timetable of the New Frontier strategic plan, based on the positive opinion of the Appointments and Compensation Committee, Natixis' Board of Directors, at its meeting of July 31, 2014, granted the free allocation of: - 31,955 performance shares to the executive corporate officer (the Company's Chief Executive Officer). This grant falls within the authorization granted by Natixis' General Shareholders' Meeting held on May 21, 2013 in its 17th resolution, and represented 0.0011% of Natixis' share capital as at July 31, 2014. It has been stipulated that the shares will only be permanently vested at the end of a four-year period and subject to performance and presence conditions. The performance conditions in question were defined relative to Natixis' Return on Tangible Equity, as targeted in the New Frontier strategic plan. Furthermore, 30% of the shares to be issued at the end of the Vesting Period will be subject to a lock-in period ending with the termination of the office as Chief Executive Officer of Natixis.
Ban on hedging		The Chief Executive Officer is forbidden from using individual hedging or insurance strategies intended to limit the impact of risks inherent in variable compensation packages, including for the award of Natixis performance shares.

Components of compensation	Amounts	Comments
Contract termination payment: severance payment / non-compete payment;	-	At its February 19, 2014 meeting, the Board of Directors approved the amendment to the undertaking regarding severance payments, and the implementation of a non-compete clause. These undertakings and agreements were subject to a shareholder vote and approved at the Ordinary General Shareholders' Meeting of May 20, 2014 (fifth resolution). **Calculation of amount of severance pay:** The Monthly Reference Compensation is equal to one-twelfth of the sum of the fixed compensation paid in respect of the last calendar year in activity and the average variable compensation paid over the last three calendar years of activity. The amount of severance pay is equal to: Monthly Reference Compensation x (12 months + 1 month per year of seniority). The Chief Executive Officer will not receive severance payments in the event of gross negligence or willful misconduct, if he leaves the Company at his initiative to take another position or changes his position within Groupe BPCE. Furthermore, in accordance with the provisions of the AFEP-Medef Corporate Governance Code, the right to severance pay is subject to a number of criteria and performance conditions, such as net income Group share, ROE and the cost/income ratio over the two years preceding the departure. Adherence to these criteria will be verified by the Board of Directors as necessary.
Contract termination payment: severance payment / non-compete payment;		**Non-compete indemnity in the** event of termination of the Chief Executive Officer's mandate. The non-compete clause is limited to a period of six months and is associated with an indemnity equal to six months of fixed compensation, as in force at the date on which the CEO leaves office. In accordance with the recommendations of the AFEP-Medef code, upon the departure of the Chief Executive Officer, the Board of Directors must make a decision regarding whether to enforce the non-compete clause provided for under this agreement. The amount of severance, together with the non-compete payment, if applicable, received by the Chief Executive Officer is capped at 24 months of the Monthly Reference Compensation (fixed and variable compensation).
Supplementary pension plan	-	In 2014 Laurent Mignon did not benefit from a supplementary pension plan.
Directors' fees	-	In 2014 Laurent Mignon received no director's fees in respect of the 2014 fiscal year as part of his responsibilities within Groupe BPCE.
Benefits of any kind	€4,138	Laurent Mignon has a company car and received payment of a family allowance in accordance with the plan in force for Natixis' employees.

2.5 Report of the Chairman of the Board of Directors on internal control and risk management procedures

INTRODUCTION

The Chairman's report on internal control procedures is drawn up in accordance with Article L.225-37 of the French Commercial Code. Its purpose is to provide a summary presentation of Natixis' internal control system as applied to its different business activities.

Natixis' internal control system covers all the steps taken by the institution to measure, monitor and manage the risks that are inherent to its various activities. The objective is to ensure the effectiveness and quality of the Company's internal operations, the reliability of accounting and financial information distributed both internally and externally, the security of operations, and compliance with laws, regulations and internal policies.

Natixis' internal control system notably complies with the provisions set forth in the French Ministerial Order of November 3, 2014 on internal control by companies in the banking, payment services and investment services sector. It is structured in a manner consistent with the principles set out by BPCE, with the objective of ensuring a consolidated approach to risk within the framework of the control exercised by the shareholding group.

2.5.1 GENERAL ORGANIZATION

The internal control system, which covers Natixis' entire scope of activities, is based on the following organizational principles:

- a strict segregation of duties between units responsible for performing transactions and those that approve them, in particular accounting teams;
- full independence between the operational and functional units responsible for undertaking and validating transactions, and the units that control them.

Senior management, under the supervision of the Board of Directors, is responsible for the whole of Natixis' internal control system.

Natixis' **internal control system** is based on a structure that distinguishes:

- **First-level permanent control**, carried out by operational staff on the transactions they perform, following internal procedures and legal and regulatory requirements (level 1.1 control). Transactions may be subject to a separate first-level control (level 1.2) by line management or by a functional department responsible for validating transactions (accounting, legal or middle office functions).
- **Second-level permanent control**, performed by four independent central departments that operate under the responsibility of the Corporate Secretary:
  - **the Compliance and Permanent Control department**, which reports to the Corporate Secretary, is notably responsible for managing compliance risk, organizing the first-level permanent control system, and for second-level control of operational risk (compliance and other operational risks);
  - **the IT Systems Security and Business Continuity (ITSS-BC) function**, which reports to the Compliance Department, establishes the information systems security and business continuity policies and verifies that they are correctly applied;
  - **the Risk Department**, which reports to the Chief Financial and Risk Officer, is responsible for monitoring and managing the risks inherent to the business activities, in particular market risk, credit risk and operational risk;
  - **the Regulatory and Accounting Review team** within the Accounting and Ratios department, which reports functionally to the Compliance Department, verifies the quality and accuracy of accounting and regulatory information.
- **Periodic control**, carried out by the Internal Audit Department. The Internal Audit Department reports to the Chief Executive Officer and performs audits that give rise to an assessment of existing points of control in the audited processes and an evaluation of the risks in respect of the audited activities.

Natixis organizes its control functions on a global basis so as to ensure consistency of the internal control mechanism throughout the whole company. The internal control system thus covers all risks and extends to all business lines and subsidiaries within Natixis. Local second-level permanent and periodic control functions within subsidiaries or business lines report to Natixis' corresponding central control departments, either on a functional basis in the case of subsidiaries or on a hierarchical basis in the case of business lines.

The overall internal control system is coordinated by the Control Functions Coordination Committee (CFCC), which is chaired by the Natixis Chief Executive Officer or his substitute, the Corporate Secretary. The Committee is attended by the Chief Financial and Risk Officer and the Heads of Risk, Compliance and Internal Audit, as well as Heads of operational or functional departments as necessary. The CFCC's remit is to:

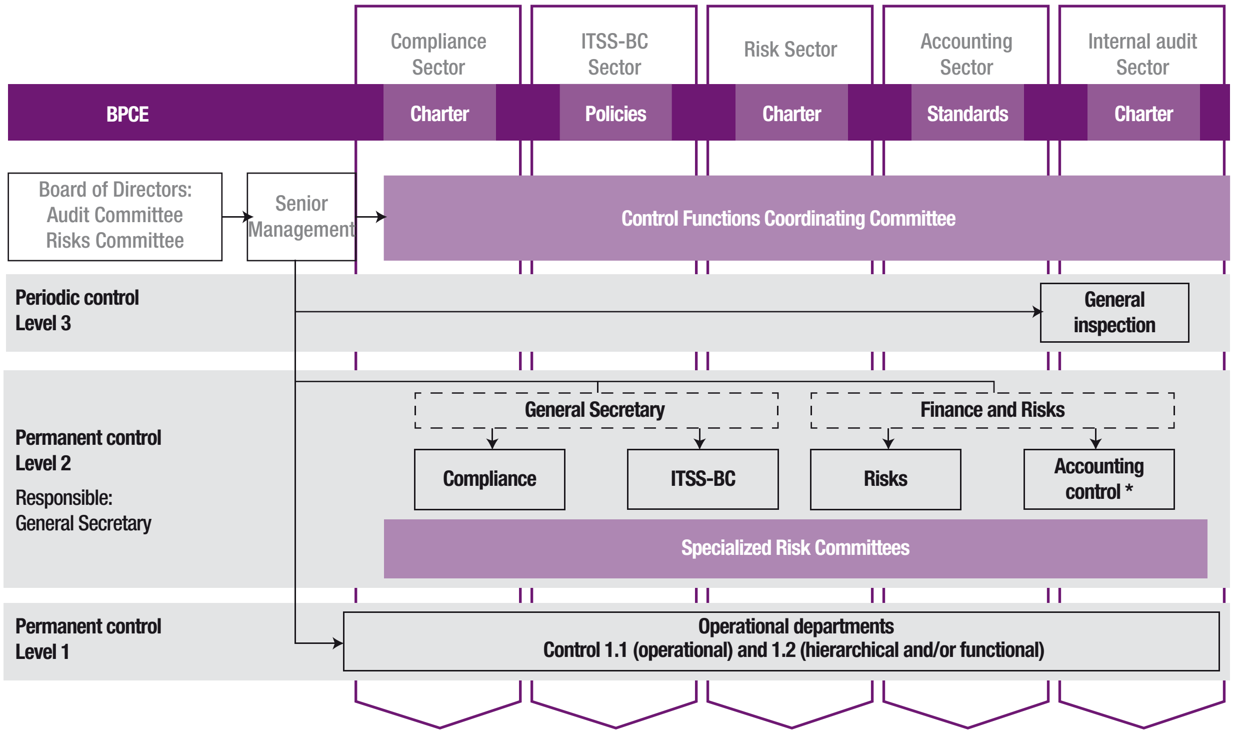
- address all issues pertaining to the organization and planning of control services;

- highlight areas of emerging or recurring risk within the scope under consideration and report any significant anomalies observed to the executive body;
- provide the executive body with updates on ongoing controls performed by internal or external control functions, or by regulators, and ensure that the conclusions from these undertakings are taken into account by the operational business lines.

The CFCC met five times in 2014.

The conclusions of controls carried out under this system, supplemented with the results of external audits (carried out by BPCE's Internal Audit Department, the Statutory Auditors, the regulators/supervisors, etc.) are reported to the Board of Directors via its extensions, the Audit Committee and the Risk Committee.

ORGANIZATION OF NATIXIS' INTERNAL CONTROL MECHANISM



** Accounting review held by the Finance Department. Applying of the accounting procedures controlled by the Compliance.*

2.5.2 FIRST-LEVEL PERMANENT CONTROL

First-level permanent controls are an essential component of Natixis' internal control system.

These controls are carried out by operational or functional departments under managerial supervision. These departments are responsible for:

- checking that transaction processing procedures are adhered to and compliant;
- justifying account balances for active accounts relating to the transactions they execute.

Operational staff carry out their transactions in compliance with:

- the charters and procedures that govern and structure Natixis' risk processes (such as the procedure governing the credit decision process, the market risk management charter, the charter for measuring, controlling and managing operational risks, the charter for managing compliance risks, etc.);
- the charter formally defining areas of responsibility for country managers in Natixis' foreign operations and organizing relations with Heads of the business lines represented locally;
- the Compliance Manual, which was updated in January 2015, and which sets out all the main Compliance principles applicable to Natixis staff. In particular this covers conflicts of interest, anti-money laundering, embargoes, professional ethics, confidential information and inside information, market abuse, information systems security and business continuity.

To complement the controls carried out by operational staff on their own transactions (level 1.1 controls), a separate level 1.2 control is performed by:

- operational management, which takes a second look at transactions carried out;
- a functional department that is independent of the operational department responsible for executing the transaction, which validates or records the transactions (middle office, accounting, legal department, etc.).

To formalize the first-level permanent control process in more detail, in 2010 Natixis launched the First Level Internal Control project, which aims to identify all the level 1.1 and 1.2 controls carried out on all of Natixis' activities and businesses. The Compliance and Permanent Control department implements this project by helping each operational and functional department define the controls they perform. The first-level controls are centralized in a dedicated tool that is used to consolidate results, identify areas at risk and produce reports. At the end of 2014, the project had been rolled out across 90% of the scope, and 7,850 controls had been identified.

2.5.3 SECOND-LEVEL PERMANENT CONTROL: COMPLIANCE AND PERMANENT CONTROL

General organization

- The Compliance Department develops best practices for preventing and managing compliance risk at Natixis, thereby helping to prevent financial loss and the associated reputation risk. It acts in accordance with instructions prescribed by BPCE and its scope of action covers Natixis, its subsidiaries and branches.
- The Compliance Department's main responsibilities are to:
  - ensure a legal and regulatory watch relating to compliance, in conjunction with the legal function;
  - define standards and methods for assessing compliance, control and reporting risks. These standards are devised in order to ensure market integrity and that customers' interests take priority, and to prevent conflicts of interest (including independence in third-party account management) as well as to counter money laundering and terrorist financing;
  - ensure the execution of second-level permanent controls (including controlling compliance with standards and the application of procedures);
  - establish and maintain a compliance risk map;
  - implement a system of cooperation with the Risk Department concerning the observation of operational failings that may entail compliance risks and measures taken to remedy them;
  - issue a written compliance opinion regarding all new activities, structures, processes, products and transactions, as well as significant changes to existing products. This opinion is accompanied by a right of veto or appeal within the New Product Committees set up within Natixis' business lines and its subsidiaries, or centrally for products common to several business lines;
  - intervene in an advisory role in order to support activities with a view to ensuring security and compliance with standards;
  - contribute to employee training in conjunction with the Human Resources Department;
  - manage IT systems projects dedicated to monitoring and managing compliance risks on a consolidated basis at Natixis group level;
  - centralize logging and reporting of malfunctions resulting in non-compliance at subsidiary or business-line level, with a view to their consolidation by Natixis;
  - centralize the reporting of any anomalies within the meaning of the Ministerial Order of November 3, 2014, at subsidiary or business-line level, with a view to their consolidation by the Natixis group and their communication to BPCE; and define the conditions for operating the alert mechanism provided for by this article whilst respecting the confidentiality of declaring parties;
  - prepare regular summary reports, notably for Natixis' and BPCE's senior management;
  - oversee the consistency and effectiveness of permanent controls for compliance risk.
- Organizational structure

The Compliance Department reports to the Corporate Secretary and functions independently of the operational departments. The Corporate Secretary is responsible for permanent control, as defined in the Ministerial Order of November 3, 2014.

Following the implementation of a function-based compliance and permanent control structure in 2010, Natixis reinforced its system in response to the requirements relative to the consolidated supervision of credit institutions (Ministerial Order of November 3, 2014). To this end, the Heads of Compliance and Permanent Control in the subsidiaries **report directly** to Natixis' Chief Compliance Officer. This direct reporting line means that all decisions regarding the appointment or removal of these individuals, their position, their objectives, their compensation and the monitoring of their progress and results must be taken in agreement by the subsidiary in question and Natixis' Chief Compliance Officer.

The **hierarchical reporting line** to the subsidiary's Chief Executive Officer or equivalent continues to apply.

- Subsidiaries and branches

As part of a broader Compliance function, Natixis' Compliance Department provides direction and impetus to Compliance managers in subsidiaries and branches through a strong functional link of a hierarchical nature. Compliance managers in subsidiaries and branches report to the executive body or, exceptionally, if the size of the entity warrants it, to a permanent control manager who, in turn, reports to the executive body, and to Natixis' Chief Compliance Officer through a strong functional link of a hierarchical nature.

This strong functional link of a hierarchical nature is reflected in:

- Natixis' Chief Compliance Officer being required to issue prior approval for the secondment, appointment or removal of a subsidiary's Compliance manager;
- Natixis' Chief Compliance Officer participating in annual performance and career advancement reviews;
- the obligation to send information to Natixis' Chief Compliance Officer.

For business lines operated by the parent company, Compliance managers report directly and hierarchically to Natixis' Chief Compliance Officer.

The Compliance Function Charter published in June 2010 details the function's operating procedures.

Focus of the compliance control mechanism

Natixis' Compliance mechanism focuses on three key areas:

Ethics/Compliance

At Natixis, the Code of Conduct refers to the set of rules applicable to the professional conduct expected of our employees when providing investment services. These rules are set out in the General Regulation of the Autorité des Marchés Financiers (AMF - French Financial Markets Authority) and are meant to safeguard the integrity of the markets and ensure that customers' interests prevail.

To define these rules, ensure that they are fully known to all Natixis employees correctly applied, the Compliance Department uses a company-wide "Conduct/Ethics/Training" function, rolled out to each core business and each business line, including all subsidiaries, by the Compliance managers.

Throughout the year Compliance continued to reinforce these systems, in particular as part of the reorganizations completed within Natixis and the roll-out of ODEON.

The system will be further enhanced in 2015, with a view to serving customers' interests and managing the risks incurred by Natixis.

Over 31,000 training and awareness-raising initiatives focused on compliance risk were provided to Natixis staff in 2014. Priority was given to the numerous regulatory developments (Dodd Frank Act, FATCA, EMIR, index regulations, etc.) and anti-money laundering and terrorist financing provisions. In this area, Natixis considerably enhanced its training schemes in 2014 with the creation of a new e-learning solution on managing embargoes and international sanctions, which was rolled out in France and abroad.

Compliance Day provided the opportunity to review the latest regulatory developments in all of Natixis' offices in France and abroad.

Financial security

The purpose of the Financial Security Department, which reports to Compliance management, is to organize the system for combating money laundering, terrorist financing and fraud at Natixis and its subsidiaries. In addition to this standing supervisory task, the Financial Security department may directly spearhead specific initiatives on behalf of some business lines.

In 2014 the main efforts focused on:

- enhancing the embargo management system. In order to maintain the top level of security, in 2014 Natixis completed an action plan it had launched the previous year covering different aspects ranging from the implementation of specialized training initiatives to enhancing the consistency of filtering systems on the four SWIFT platforms used by the consolidated Natixis scope;
- oversight of the financial security function for Natixis' consolidated scope, with emphasis on enhancing coordination between procedures and software in the international Wholesale Banking entities;
- monitoring the review of Wholesale Banking customer files and the implementation of new first-level controls;
- providing specialized classroom training sessions on anti-money laundering and terrorist financing for business line staff, in particular those in correspondent banking and commodities finance. E-learning efforts also continued: several thousand employees followed training modules, including a new e-learning course on combating terrorist financing and complying with embargoes. A new e-learning program, "AML fundamentals" was developed during the year, for roll-out in 2015;
- anti-fraud measures; the Compliance software SAFIR (supervision of fraud in market activities) was further upgraded over the course of the year. Key developments included the extension of fraud protection systems to cover social engineering-type payments, which require ongoing awareness and training initiatives among staff and customers.

Controls

Organization of the first-level control system

The Compliance and Permanent Control department organizes the first-level permanent control system, in particular through its oversight of the First Level Internal Control project, which identifies and centralizes first-level controls (1.1 and 1.2) in a dedicated software package.

As well as supporting the operational and functional departments in defining the first-level controls they must apply, the Compliance and Permanent Control department ensures that the methodology is duly followed and verifies the overall consistency of the system. It also draws on this system to organize the second-level control schedule, as described below.

Second-level controls

Second-level permanent controls fall within the remit of the Compliance Department, and focus on:

- transaction compliance: this involves checking not only transactions, but also that transaction execution processes comply with applicable banking, financial and market rules;
- organizational compliance;
- the quality of data transmitted to the Compliance Department (through automated systems and indicators); and
- the application of procedures. This control involves ensuring that procedures exist and are effectively applied (in accordance with Articles 254 and 255 of the Ministerial Order of November 3, 2014), and that they are compliant with the rules governing the various types of risk.

The Compliance Department may perform three types of controls:

- controls based on indicators arising from the first-level controls;
- controls based on warnings issued by automated control systems, especially under the framework of anti-money laundering and market abuse detection plans;
- controls through checks on accounting documents and, if appropriate, on-site checks, so as to ensure that automated controls are relevant. They can also be used to check the application of more qualitative rules (customer knowledge and classification, application of Chinese walls, management of conflicts of interest, etc.).

Over the year, 2,463 second-level controls were performed on the consolidated Natixis scope via the software tool SCAN.

The areas at risk identified by the controls mainly concern:

- anti-money laundering and terrorist financing: a number of shortcomings still present in the customer onboarding/review process and the transaction monitoring system;
- relations with customers and counterparties in respect of new regulations (DFA, EMIR, etc.);
- transaction reporting, though the system was significantly enhanced in 2014.

2.5.4. SECOND-LEVEL PERMANENT CONTROL: IT SYSTEMS SECURITY AND BUSINESS CONTINUITY

General organization

The objectives of the IT Systems Security and Business Continuity department, which is organized as a function, are to ensure a level of security in accordance with the annual plan validated by the Senior Management Committee, to inform and exercise its authority when major risks are identified, to maintain expertise and provide appropriate advice to the business lines and to keep the overall crisis set-up in working order.

To achieve this, the department draws on the Head of ITSS and the Head of Business Continuity Planning for the business lines and cross-business functions for the mapping of ITSS-BC risks, the security analysis of projects, second-level permanent control and the identification and management of security projects, thereby helping to raise the level of security and oversight of all the contributors to business continuity (business lines and IT department).

In addition to its role in enforcing standards and controls, the ITSS-BC department provides awareness-raising and training programs on security and business continuity. It is important to regularly inform users, who are responsible for the Company's security at their own level.

IT Systems Security

In terms of IT Systems Security, the function's main roles are to define and monitor security standards. The ITSS function supports the business lines in enhancing security for access to applications via dedicated projects, and also monitors the security of Natixis' IT infrastructure. The implementation of second-level controls notably aims to reinforce information protection, review authorizations and develop cyber-security.

The second-level control plan has two parts, one shared with Groupe BPCE and another specific to Natixis. The controls are carried out based on the first-level controls reported by the contributors (Information Systems Security department or the appropriate security representatives for authorizations).

Business continuity

In 2014, the department focused on keeping the business continuity system in working order.

In 2014, Natixis had over 1,000 backup positions for users, a backup data center and crisis meeting rooms.

To confirm the effectiveness of their BCPs, in 2014 Natixis' business lines and support functions in France and abroad performed:

- 75 backup user site exercises;
- 41 IT backup tests;
- 1 remote working exercise involving 400 staff (working from home);
- 22 crisis management practice exercises.

2.5.5 SECOND-LEVEL PERMANENT CONTROL: RISK MONITORING AND CONTROL

Consistent with the organization of Groupe BPCE, the second-level permanent control mechanism is organized under the authority of the Compliance function and the Risk function, in accordance with their respective powers. These two functions oversee the proper functioning of the chain of first- and second-level controls.

The Natixis Risk Department is part of the Groupe BPCE mechanism organized into functions, with the relationship between the shareholding central body and its subsidiary Natixis being governed by the Group Risk Charter.

Its scope of action extends to the following risks:

- credit and counterparty risk (including country risk);
- market risk;
- overall interest rate, liquidity and structural foreign-exchange risk;
- operational risk;

and covers all entities consolidated by Natixis. Natixis' highest-level risk governance authority is the Global Risk Committee, which defines the key elements of risk policy, analyzes the main risks and validates the main risk standards and methods implemented.

The main responsibilities of the Risk Department are to:

- propose a risk policy for Natixis in line with the Company's strategy, and monitor its regular application and updates;
- define methods and standards that make it possible to measure risks and approve risk taking (models, reports, limits, limit authorizations) in compliance with Groupe BPCE's standards;
- provide a second opinion on business-line cases based on workflow and Committees, for which the Risk Department undertakes preparation and supervision and acts as secretary;
- set out supervision and risk monitoring procedures at the individual and consolidated level;

- produce risk reports for the Senior Management Committee, the business lines, BPCE and regulatory authorities. Finally, it provides information to the Natixis Board of Directors and Risk Committee by providing summary information and one-off analysis;
- foster a risk culture at all levels and the sharing of best practices within its organization.

In accordance with Articles 98 and 247 of the Ministerial Order of November 3, 2014, alert procedures for serious incidents were introduced with alert thresholds set by type of risk. In 2014, the alert system was activated on one occasion, when an operation on which Natixis has an exposure of over €150 million was placed on the level 3 watch-list. The requisite information was transmitted to the Audit Committee and the Autorité de Contrôle Prudentiel et de Résolution (French Prudential Supervisory Authority for the Banking and Insurance Sector).

For more detailed information, *see Chapter [3], "Risk Management and Capital Adequacy"*.

2.5.5.1 Credit and counterparty risk

Identifying and analyzing credit issuance risks

The Risk Department is responsible for analyzing counterparty credit risk. It conducts this counter-analysis using a formalized credit file for each counterparty and beneficiary group, including all information relevant and useful for decision-making purposes:

- information regarding the customer, its business and its environment;
- external data: ratings allocated by rating agencies, sector analysis, country risk and sovereign risk analyses, etc.;
- internal data regarding commitments, collateral and guarantees;
- a summary of all of the credit risks incurred by Natixis and the effects of the proposed transactions on profitability and regulatory ratios.

Credit decisions are made either under limit authorizations granted jointly to business lines and certain members of the Risk Department (workflow process) or by the relevant Credit Committees, using counter-analysis. These mandates are set out formally and granted individually by the Chief Executive Officer or by any person whom he authorizes to that end. They are sized according to the counterparty's category and internal credit rating, and the nature and duration of the commitment. Furthermore, these authorizations can be exercised only when the commitment of interest satisfies the different criteria set out in the risk policy of each sector and activity.

Credit risk measurement methods

The credit risk management system has been based on the advanced internal ratings-based approach since 2010.

In addition, Natixis regularly conducts methodological work aimed at assessing the relevance of its credit stress tests.

To date, two types of stress tests have been established:

- macroeconomic stress tests according to scenarios drawn up by Natixis' economic research team;
- stress tests specific to certain Natixis business lines.

A Counterparty ratings

Credit risk management requires a risk rating, an LGD and commitment or transaction monitoring procedures in accordance with Title II of the Ministerial Order of November 3, 2014.

Natixis uses the advanced internal ratings based approach for each counterparty and each commitment for the purposes of managing credit risks (decision-making, monitoring, etc.). In concert with BPCE, it has defined the rating methods applicable to the asset classes held jointly.

B Credit risk monitoring

Natixis' commitments are measured and monitored on a daily basis using dedicated consolidation systems.

An IT system enables comprehensive consolidation of limits and credit exposures across a scope covering all of Natixis' exposure to credit risk and most of that of its subsidiaries.

The Risk Department provides senior management and the bank's business line managers with reports analyzing Natixis' risks: trend analyses, scorecards, stress test results, etc.

C Credit risk supervision

Credit risk is supervised by making the various business lines accountable, and by various control measures overseen by a dedicated Risk Department team.

As regards limit breaches, the dedicated monthly Committee Meeting analyzes changes in limit breaches using specific indicators (number, total, duration, business lines concerned, etc.), and examines major breaches and monitors their correction.

Cases showing deterioration in the level of risk are identified as they arise and reported immediately to the Risk Department and the business line concerned, in accordance with both the counterparty watch list, specific provisioning and alert procedures.

Quarterly monitoring of watch-listed counterparties and the process for determining specific additions to and reversals of provisions are examined simultaneously. This examination relies on preparatory Committees organized by the Risk Department and the managers of the various business lines within the bank.

D Monitoring of doubtful and disputed loans

Specific provisions

The Natixis Watch List and Provisions Committee meets once a quarter and covers all the Bank's business lines. It reviews all doubtful loans under watch that may give rise to provisions or adjustments to existing provisions, and decides on the amount of provisioning necessary.

This Committee is organized by the Risk Department and chaired by the Chief Executive Officer and assembles members of the Senior Management Committee in charge of the business lines, Finance and Risk, the Head of Risk and the Heads of the support functions concerned.

Collective provisions

In addition to specific provisions, Natixis also sets aside provisions to cover country risk and sector risk. These collective provisions are based on groups of homogeneous assets and formed according to three criteria:

- ratings for loans to private individuals and professionals;
- sector risk;
- geographic risk for other counterparties (corporate, sovereign, etc.).

The search for objective evidence of impairment is undertaken using analysis and close monitoring of business sectors and countries. When necessary, an expert opinion is sought to refine the results of this review.

Industries and countries subject to provisions are determined based on an analysis performed by the Risk Department as part of special monitoring activities.

2.5.5.2 Market risks

Organization of Natixis' market risk management system

The duties and organization of Natixis' market risk control system are described in the Natixis Market Risk Management Charter, which is approved by Natixis' Global Risk Committee.

The charter defines:

- the principles and system for managing Natixis' market risks;
- the conditions under which market risk limits are examined, allocated and monitored;
- the respective roles of the business-line front offices, the Market Risk Department and the Natixis Market Risk Committee.

Natixis' Market Risk Committee meets twice a month and is chaired by the Chief Executive Officer or his duly appointed delegate, a member of the Senior Management Committee. The Committee Chairman is the only person authorized to rule on all the cases presented.

The Risk Department:

- defines risk measurement and fair value adjustment methods and submits them to the Market Risk Committee for approval;
- suggests limits or examines limit requests (VaR, stress tests, operational limits, loss alerts);
- provides alerts for areas at risk relating to the business lines or to senior management;
- is responsible for the daily analysis and measurement of risks, daily reporting, and notifying front office and the management of any breaches;
- approves the pricing models (pricers) used by front office management tools.

Procedures specify the operational breakdown of the mechanism described in the Natixis market risk regulation charter. They also describe in detail the limit authorization system as well as the two decision-making levels (front office and risk).

In line with the recommendations of the Lagarde report, the Market Risk Department ensures that each trader is aware of his own limits. Each trader must send an e-mail confirming his attachment to the desk concerned and acknowledging their limits. The limit notification procedure has been changed accordingly.

In mid-2009, BPCE granted a guarantee on most of the workout portfolio management assets in Paris and New York. Nevertheless, the Market Risk Department continues to manage risks on all transactions on a standardized and exhaustive basis, whether these transactions are guaranteed or not by BPCE. Overall VaR and stress tests taking into account the effects of this guarantee are produced on a daily basis.

Specific reports by activity are sent to the traders and managers concerned on a daily basis. A global market risk report is also distributed daily to senior management, BPCE and front office managers. Finally, specific reports covering the scope of BPCE's guarantee are sent to BPCE daily.

Natixis' market risk measurement methodology

The various market risk measurements used by Natixis are VaR, stressed VaR (SVaR), Incremental Risk Charge (IRC), overall and specific stress tests, qualitative and quantitative operational limits, and loss alerts.

Natixis uses a Monte Carlo simulation of VaR over a 1-day time period and using a confidence interval of 99%.

The calculation methodology is based on an econometric model whose standard deviations are calculated as being the maximum (risk factor by risk factor) standard deviations calculated over 12-month and 3-month rolling periods. This method makes VaR more responsive if the markets become more volatile.

All decisions regarding risks factors are revised annually in Committee Meetings attended by all the parties concerned (Risk Department, Front Office and Results Department) with the objective of ensuring consistency between VaR calculations, results and sensitivities (use of the same risk factors).

Natixis uses VaR, SVaR and IRC to calculate capital requirements for market risks over acceptable periods.

A series of stress tests covering all portfolios and specific activities per business complete this mechanism. They are calculated daily and have resulted in limits being set for specific stress tests.

2.5.5.3 Overall interest rate, liquidity and structural foreign-exchange risk

Governance

The structural balance sheet risks of Natixis are managed and monitored on a consolidated basis under the authority of the Asset/Liability Management Committee (the "ALM Committee"). This Committee is chaired by the Chief Executive Officer, and includes members of the Senior Management Committee in charge of Finance and Risks and Wholesale Banking-Finance and Market Solutions, the Head of Risk, the Head of the Single Treasury and Central Bank

Collateral Management Pool, the Head of Financial Management and BPCE's Head of Asset/Liability Management. The Committee meets every two months and is mainly responsible for:

- validating the main asset/liability management rules (including those relating to internal liquidity pricing), agreements, indicators and limits (including liquidity budgets allocated to the business lines as part of the budget procedure) used to monitor, manage and supervise structural balance sheet risks, all within the standard ALM framework set up by BPCE;
- validating the overall refinancing policy in conjunction with BPCE ALM;
- supervising the main balance sheet aggregates and their developments;
- supervising structural balance sheet risks and compliance with limits.

The ALM Committee's monitoring scope includes:

- Natixis' entire scope of consolidation for liquidity risk, excluding insurance subsidiaries that do not present intrinsic liquidity risks and which are monitored and managed separately in respect of ALM risks;
- Natixis' entire consolidation scope for structural foreign exchange risk;
- the banking portfolios of Natixis and its credit subsidiaries for overall interest rate risk.

Natixis' ALM is based on the following organization:

- the Financial Management division proposes ALM standards to the ALM Committee and executes the Committee's decisions;
- Natixis' contribution to the BPCE/Natixis single treasury and central bank collateral management pool since 2011 is aimed at refinancing all business lines in accordance with the established rules and limits, and executing the decisions of the ALM Committee delegated by the Financial Management division;
- Natixis' Market Risk Department is in charge of monitoring ALM limits. It also performs second-level controls of ALM indicators generated by the Financial Management division and indicators established by the liquidity management team.

Under this organizational framework:

- the BPCE/Natixis single treasury and central bank collateral management pool, placed under the supervision of BPCE, coordinates the operational management of the Group's refinancing needs in order to secure and optimize access to liquidity for the entire Group and its businesses;
- circulation of cash between both balance sheets is governed by pricing rules and rules on managing conflicts of interest that have been documented and approved by the Group ALM Committee;
- subsidiary and non-subsidiary activities without ALM risk management mandates from the ALM Committee transfer management of their risk to the Treasury through individual matching contracts: this primarily involves Wholesale Banking's financing activities;
- subsidiary and non-subsidiary activities that possess ALM risk management mandates match their net needs with Treasury subject to rules and limits set by the ALM Committee. These comprise the market activities and the activities of the specialized credit subsidiaries, which do not have access to the refinancing market.

Overall interest rate risk

The vast majority of Natixis' exposure is in euros and US dollars and uses a short-term floating rate. As a result, Natixis' overall interest-rate risk is essentially linear and concerns contractual operations.

The largest positions involve exposures to the short end of yield curves and are notably linked to time-lags between Libor reset dates. This risk is measured in terms of the sensitivity of the economic value of portfolios by percentage point of the yield curve and by currency. It is controlled, for the largest portfolios, through limits confirmed and monitored by the Finance and Risk Department. As regards Treasury, in which most positions are concentrated, this mechanism is rounded out with interest rate and spread stress tests which are also governed by limits. VaR is measured on a daily basis, but is not subject to a limit.

Liquidity and financing risk

Liquidity risk is notably controlled, managed and monitored in the following manner:

- management of each business line's liquidity consumption: to manage the bank's refinancing needs, liquidity budgets are allocated for each business line as part of the budget procedure and approved by the ALM Committee. Consumption is monitored weekly for Wholesale Banking business lines and monthly for other business lines;
- management of the bank's contribution to Groupe BPCE's net market footprint: this ensures that the liquidity allocation system is in line with the Group's strategic ambitions and operational oversight;
- supervision of short-term mismatching, which is measured using liquidity gaps. This indicator is produced daily for a one-year horizon in intervals of one day, based on all of the parent company's transactions, including its US subsidiaries. It is subject to four permanent limits validated by the ALM Committee and monitored daily (overnight market exposure, 60-day, 150-day and 330-day static gaps);
- supervision of medium-term mismatching, which is measured on the basis of liquidity gaps and asset/liability hedging ratios. These ratios, calculated for all currencies combined and for the US dollar, are subject to minimum hedging ratios validated by the ALM Committee. They are monitored monthly;
- simulations of liquidity stress scenarios: the purpose of these simulations is to measure the Group's ability to continue to respect its commitments and operate in the event of a liquidity crisis. Natixis periodically simulates its contribution to the Group's earnings based on different crisis scenarios (systemic, specific, combined) and different levels of intensity (moderate, strong, extreme) over one-, two- and three-month periods, for which assumptions are set by BPCE;
- the refinancing structure is monitored to ensure that resources are well diversified, by type of counterparty, by market segment and by geographic area, in order to manage all consolidation risk;

- the constitution of a management liquidity reserve limited to the most liquid assets and corresponding to all the cash deposited with the central banks (ECB and Federal Reserve), securities and receivables eligible for central bank funding and deposited in the ECB's Pool 3G and the Fed's Discount Windows, and all other eligible securities.

Structural foreign exchange risk

Natixis' structural forex risk for the most part concerns structural positions in US dollars reflecting the presence of foreign branches and subsidiaries funded in this currency within Natixis' scope of consolidation. Given the existence of weighted risks denominated in currencies other than the euro (in particular the US dollar), the ALM Committee has approved currency purchases to fund long-term investments in order to protect the bank's capital adequacy ratio against changes in the euro-US dollar exchange rate.

2.5.5.4 Operational risk

The Operational Risk Department is responsible for monitoring and controlling risks arising from failures attributable to operating procedures, employees and internal systems or arising from outside events.

The duties and organization related to operational risk are described in the operational risk policies and procedures validated by the Natixis Operational Risk Committee. This document sets out:

- the procedures for detecting, analyzing and measuring operational risk:
  - recording incidents,
  - investigating serious incidents,
  - risk mapping,
  - environmental indicators and variables;
- operational risk control procedures:
  - drawing up and monitoring action plans.

The Operational Risk function is rolled out globally on a matrix basis according to activity and location.

The mechanism is managed by Natixis' Operational Risk Committee, a specialized body overseeing operational risks policy. It is the operational extension of the executive body and, as such, possesses full decision-making powers for issues within its area of responsibility. This Committee meets quarterly and is chaired by the Chief Executive Officer or his substitute the Chief Finance and Risk Officer, with the Head of the Operational Risk Department acting as secretary.

Business-line Operational Risk Committees are offshoots of Natixis' Operational Risk Committee. They closely manage each business line's operational risk exposure. The Committees are chaired by the Head of the relevant business line with the participation of the Operational Risk Department, which acts as Committee secretary.

Operational Risk function governance has served to accompany change and reorganization in the banking business lines, while also maintaining constant efforts to improve procedures through corrective actions and action plans.

2.5.6 INTERNAL CONTROL SYSTEM RELATING TO ACCOUNTING AND FINANCIAL INFORMATION

2.5.6.1 Preparation and processing of accounting and financial information

The Finance Department prepares Natixis' consolidated financial statements and all consolidated regulatory reports (including solvency and liquidity ratios) using the tools and databases developed and administered by Natixis S.A.

As a listed company, Natixis prepares separate consolidated financial and regulatory statements, although the sub-group it leads has been included in the BPCE consolidation group formed by the Banque Populaire banks and the Caisses d'Epargne since July 1, 2009.

In this regard, the processes for preparing the consolidated financial statements and regulatory reporting are operationally autonomous, but linked to BPCE's processes.

The reliability of these process is based on the following core principles:

- definition and dissemination of the accounting and regulatory principles applicable to Natixis companies, including the analysis and interpretation of new standards published during the period;
- documentation and oversight of the different stages in the preparation of these reports;
- audit trails justifying all published accounting and management data, based on the individual contributions made by each entity and restatements made centrally;
- formal, documented first- and second-level controls contributing to the management of risks relating to accounting and financial information (balance sheet, income statement, regulatory information);
- data archiving and security procedures;
- provision of support and appropriate training to the accounting and regulatory reporting teams of those consolidated entities that use the consolidation and data collection tools, thus allowing for best practices to be spread within the Company.

The preparation of the consolidated financial statements also relies on:

- use of a direct consolidation method, broadly rolled out throughout the Group, allowing for the analysis and control of the consolidation packages of each consolidated company via a formal review process;
- preparation of consolidated financial statements on a quarterly basis. This allows for greater control over financial reporting, thus anticipating significant transactions over the fiscal year;
- reporting and reconciliation of intra-group transactions at M-1 and then at M, where M is the reporting month, thus increasing the number of reconciliations and contributing to the preparation of quarterly statements;

- use of an automated control process for individual information provided by the consolidated entities through the use of consolidation packages that incorporate accuracy and consistency checks, which must be complied with before the data can be transmitted;
- individual analysis of all entries impacting consolidated shareholders' equity and the preparation of supporting documents for taxes, including proof of deferred taxes, for each consolidated entity, thus contributing to the final calculation of consolidated shareholders' equity;

For the preparation of the consolidated financial statements and part of its regulatory reporting, Natixis has software that enables it to:

- produce a local IFRS-compliant reporting package, including, for foreign entities, a reporting period foreign currency conversion feature;
- extend its data collection and consolidation processes to regulatory reporting;
- guarantee the consistency of data relating to the banking and insurance consolidation scopes;
- offer retrieval features that can be used to input data into the various reports;
- enable BPCE to access Natixis data through dedicated interfaces;
- secure the integration process for consolidation packages received from international entities through the implementation of local first-level controls followed by centralized second-level controls.

In order to perfect its overall data collection system, Natixis is continuing to roll out new modules in its consolidation package. After integrating the items needed for the calculation of regulatory capital requirements in 2013, the production of the new FINREP reporting was rolled out in 2014.

Natixis also continued the process begun in 2009 aimed at bringing forward its publication dates.

2.5.6.2 Internal control of accounting and financial information

As part of the regulatory process introduced by the Single Supervisory Mechanism regarding the internal control systems of credit institutions, Natixis' Internal Audit Department uses the results of the periodic audits it performs to assess internal control procedures. There is a particular focus on accounting and financial procedures of all consolidated entities, whether or not they have credit institution status.

The fact that most subsidiaries have their own management and control functions means that internal control procedures are decentralized and are tailored to the organization of each of the consolidated entities, relying on a multi-tier accounting control process:

- a first-level control where permanent and local controls in operational business lines are integrated into the operating process and formalized in detailed control programs;
- an intermediate level overseen by each entity's financial or accounting departments where second-level controls, independent of operating processes, are performed to ensure the reliability of accounting and regulatory reporting processes and verify the exhaustive nature and quality of the first-level controls;
- a final level of control carried out by the Internal Audit Department as part of its regular audits.

For accounting, permanent and periodic controls apply to the completion and monitoring of:

- accuracy and veracity checks, such as the management/financial account reconciliation procedures (balance sheet and income statement), clearing of suspense items, and more generally the justification of all accounts;
- consistency checks through analytical reviews;
- checks that income and expenses are allocated correctly;
- verification that the presentation complies with accounting rules;
- correct processing of specific transactions in line with the relevant principles;
- adjustment of anomalies identified at the time of these controls as well as the corresponding analyses and documentation.

These controls are conducted using the various accounting systems in place throughout Natixis.

For regulatory reporting, permanent and periodic controls apply to the completion and monitoring of:

- accuracy and veracity checks, such as the management/financial account reconciliation processes, as management data can come from various sources;
- controls of the traceability and completeness of data, throughout the various reporting preparation processes;
- compliance and presentation controls in respect of the regulatory requirements specific to each reporting process;
- quality controls of the data needed to produce the reports and the quality of the attributes entered into the databases used;
- consistency checks between published reports, where possible.

For all these scopes, Natixis and its subsidiaries are continuing to upgrade their accounting and financial control procedures and equip themselves with suitable audit trail tools. In this respect, Natixis' Finance Department supervises, assists and monitors the various controls performed by the subsidiaries.

The accounting and regulatory reporting control system is primarily based on the following fundamental principles:

- separation of the accounting production and control functions;
- standardization of control processes within the Group's different business lines and entities: methods, software, reporting and frequency;
- ensuring the size of the team is suited to the objectives set.

It also draws on:

- the application of the principles established in the BPCE charter, which specifies the scopes governed by the two-level control processes and stipulates an approach covering supervision of the control teams;
- two kinds of assignments (operational or organizational) to be carried out either as part of the account closing process or in periodic assignments;

- formalized documentation, governed by a charter established by Groupe BPCE and specifically containing detailed procedures describing the mechanism's structure;
- risk mapping showing the nature, the frequency of occurrence and the responsibility of the different control levels across all scopes (accounting and regulatory), and internal control risk mapping to guide and determine the frequency of controls;
- centralized oversight within the financial or accounting departments, performed by the dedicated Regulatory and Accounting Review team, which also carries out second-level controls.

For Natixis, the system is organized based on:

- accounting or regulatory production teams, within the business lines or centralized within the Accounting and Ratios Department, that handle all work related to the correct entry of transactions and the collection of data required for regulatory reporting and the implementation of day-to-day controls;
- first-level controls under the hierarchical and/or functional authority of the Accounting and Ratios Department including all monthly and quarterly controls that make these reports more reliable;
- independent second-level controls under the hierarchical authority of the Accounting and Ratios Department and the functional authority of the Compliance Department. The Regulatory and Accounting Review team, aside from managing the system, also performs its own controls, including the review of first-level controls;
- dedicated tools that allow for the automated reconciliation of account entries and centralization of control results in an internal application.

In addition to the operational control tasks delegated to it, the Regulatory and Accounting Review team also fulfils the following duties in respect of the organization of the control function within the Group:

- definition of the control policy applicable to Natixis and its subsidiaries: organizational and operational principles of permanent internal control for accounting, fiscal and regulatory matters;
- coordination of the control systems within the subsidiaries, in liaison with the Review officers appointed by each local Finance or Accounting department;
- monitoring of the deployment of the accounting and regulatory control environment within each entity by disseminating and analyzing a regular dashboard, and transmitting the conclusions to each entity.

In 2014, the highlights of the accounting and financial control environment included:

- a tighter timetable for publishing the financial statements;
- the development and roll-out of the loan management tool and the accounting system used in Paris throughout Europe (Milan, Madrid and London);
- the roll-out of a new data input platform for the accounting software for market transactions;
- the launch of a project to streamline the information systems used for market transactions (front and back office systems), which resulted in the migration of the first tools in the second half of the year;
- the strengthening of prudential and fiscal controls;
- the reinforcement of monitoring of local control systems and support for the Review officers.

The 2015 fiscal year will be mainly dedicated to:

- further tightening of the timetable for publishing regulatory reports and the financial statements;
- continued progress in the project to streamline the information systems used for market transactions (front and back office systems);
- targeted initiatives to enhance the automated production of certain data and reports;
- continuing initiatives committed to strengthening second-level controls in the tax and regulatory areas;
- upgrades to the accounting control system in line with changes to IFRS.

2.5.6.3 External controls

In addition to the control procedures followed by the Finance Departments responsible for preparing individual or consolidated accounts, the quality of accounting controls is verified by:

- ad hoc audit assignments conducted by BPCE's General Inspection and Natixis' Internal Audit Department;
- audits required by the Single Supervisory Mechanism in its role as banking regulator;
- audits conducted by Statutory Auditors. This work is carried out by three firms working in a uniform manner each quarter on most of the entities falling within Natixis' scope of consolidation and whose opinions rely, in particular, on compliance with Natixis policies and the effectiveness of local internal control procedures.

2.5.7 PERIODIC CONTROL

Third-level control – or periodic control – is the responsibility of the Internal Audit Department.

The Internal Audit Department reports directly to Natixis' Chief Executive Officer. It has strong functional ties with Groupe BPCE's General Inspection, in accordance with the principles approved by the CECEI (the French Credit Institutions and Investment Firms Committee) in its decision of November 15, 2007, the BPCE General Inspection's charter and Natixis' internal audit charter as revised in 2013. Also in accordance with these principles, the Internal Audit Department coordinates a global audit function.

Natixis' Internal Audit Department is responsible for verifying the Bank's controls and is one of the bodies responsible for the proper operation of the Bank's internal control system within the meaning of the Ministerial Order of November 3, 2014. In this respect, it is independent of all operational entities and support functions. It has no operational role and can therefore never find itself in a position of conflict of interest.

The Internal Audit Department conducts audit assignments across the whole of Natixis (parent company, subsidiaries and branches) and covers all classes of risk arising from the various business activities carried out. It has full and unrestricted access to all information, confidential or otherwise. Its field of investigation encompasses all of Natixis' operational activities (including workout portfolio management activities), its functional departments – notably including entities in charge of permanent control assignments – and its outsourced activities. In all business lines, it carries out in-depth analyses of operations, as well as the front-to-back processes by which operations are carried out. These analyses lead to an assessment of the suitability of existing control points in the processes audited as well as an appraisal of the risks arising from the relevant activities. They lead to recommendations to strengthen the comprehensiveness and robustness of the mechanisms for controlling or managing the risks audited. These recommendations are ranked by order of priority.

The Internal Audit Department's reports are sent to Natixis' Chairman and senior management as well as to the audited units. In addition, Groupe BPCE's General Inspection receives a copy of all internal audit reports issued by Natixis' Internal Audit Department, in accordance with the provisions approved by the CECEI in its decision of November 15, 2007, as well as those set out in Groupe BPCE's General Inspection charter.

The Internal Audit Department follows up on recommendations. It conducts follow-up audits and checks, making use of recurrent work in the area carried out by operational departments and permanent control teams.

The work of Natixis' Internal Audit Department is based on an annual Audit Plan drafted jointly with Groupe BPCE's General Inspection, which aims to optimize the allocation of audit resources across the scope covered. It is part of a four-year plan that sets out the intervention frequency and adapts resources to the risks to be controlled.

The Audit Plan may be revised during the year at the request of senior management or if required by circumstances.

In addition to conventional audit assignments, the Internal Audit Department is also able to carry out ad hoc audits in order to address issues arising during the year and not initially included in the Audit Plan.

Natixis' annual and multi-year audit plans are approved by its Chief Executive Officer and by BPCE's General Inspection. The Annual Audit Plan is examined by the Audit Committee. In 2014, the Internal Audit Department conducted audit assignments on all risk classes to which Natixis' activities are exposed. It devoted a fairly significant share of its resources to assignments of a regulatory nature, as part of the Basel 2 and Solvency 2 certification process undertaken by Natixis, as well as assignments conducted in Natixis' subsidiaries pursuant to audit agreements entered into with them.

Several specialist projects involved all Internal Audit staff in 2014. These included in particular:

- the implementation of new governance for the Internal Audit Department, centered around the organization and formalization of regular relations between the Internal Audit Department and the international and subsidiary audit teams via monthly Committee Meetings;
- the continuation of workshops focusing on the production and enhancement of standards and procedures, in particular for human resources management, relations with BPCE's General Inspection and the external auditors, and the operating framework of local audit teams (risk assessment, risk mapping and audit planning);
- the creation of a dedicated team bringing together "quantitative" auditors (one lead auditor and five auditors) to support the development of data management techniques in audit work, as initiated in 2013, and to provide a better response to the growing number of regulatory audits needed to certify and validate internal models (Basel 2 and Solvency 2);
- the enhancement of the recommendations monitoring system, with the generalized deployment of the dedicated software Reco! proposed by BPCE in the subsidiaries and international entities, and the implementation of an alert system to flag recommendations where the implementation is too far behind schedule (which can include the sending of a follow-up letter from the BPCE Head of General Inspection or from the BPCE Chairman);
- the completion of several internal quality assessments (general self-assessment, quality of follow-up) and external quality reviews (quality reviews of organization and audits for BPCE);
- the considerable efforts made by all Audit staff during the ECB's Asset Quality Review (AQR).

All of this work was carried out in coordination with BPCE's General Inspection. To this end, seven meetings were held during the year. These meetings provided a forum for addressing issues related to auditing programs and practices (Internal Audit Coordination Committee), as well as topics associated with risk assessment and assignment evaluation (the Risk Assessment Committee).

2.6 Statutory Auditors' report on the report of the Chairman of the Board of Directors

STATUTORY AUDITORS' REPORT ON THE REPORT BY THE CHAIRMAN OF THE NATIXIS BOARD OF DIRECTORS, PREPARED IN ACCORDANCE WITH ARTICLE L. 225-235 OF THE FRENCH COMMERCIAL CODE

Financial year ended December 31, 2014

To the Shareholders,

In our capacity as the Statutory Auditors of Natixis, and in accordance with Article L. 225-235 of the French Commercial Code, we hereby report on the report prepared by the Chairman of your Company in accordance with Article L. 225-37 of the French Commercial Code for the year ended December 31, 2014.

It is the Chairman's responsibility to prepare, and submit to the Board of Directors for approval, a report on the internal control and risk management procedures implemented by the Company and containing the other disclosures required by Article L. 225-37 of the French Commercial Code, particularly in terms of corporate governance.

It is our responsibility:

- to report to you on the information contained in the Chairman's report on the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information; and
- to certify that this report contains the other disclosures required by Article L. 225-37 of the French Commercial Code, it being specified that we are not responsible for verifying the fairness of these disclosures.

We conducted our work in accordance with the professional standards applicable in France.

INFORMATION REGARDING THE INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES RELATING TO THE PREPARATION AND PROCESSING OF THE ACCOUNTING AND FINANCIAL INFORMATION

Professional standards require that we implement procedures aimed at assessing the fairness of the information provided in the Chairman's report regarding internal control and risk management procedures in respect of the preparation and processing of the accounting and financial information.

These procedures primarily consisted in:

- obtaining an understanding of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information on which the information presented in the Chairman's report is based, and the existing documentation;
- obtaining an understanding of the work involved in the preparation of this information and the existing documentation;
- determining whether any significant weaknesses in the internal control procedures relating to the preparation and processing of the accounting and financial information that we may have noted during the course of our assignment are properly disclosed in the Chairman's report.

On the basis of our work, we have no matters to report on the information provided regarding the company's internal control and risk management procedures relating to the preparation and processing of the accounting and financial information contained in the report prepared by the Chairman of the Board of Directors in accordance with article L. 225-37 of the French Commercial Code.

OTHER DISCLOSURES

We certify that the Chairman's report includes the other disclosures required by Article L. 225-37 of the French Commercial Code.

French original signed in Neuilly-sur-Seine and Paris-La-Défense, on March 12, 2015, by

The Statutory Auditors

Deloitte & Associés	Mazars	KPMG Audit A Department of KPMG S.A.
José-Luis Garcia Jean-Marc Mickeler	Michel Barbet-Massin Emmanuel Dooseman	Jean-François Dandé

3

RISKS AND CAPITAL ADEQUACY

3.1 Introduction

This chapter presents information regarding risks and capital adequacy in accordance with the following regulatory requirements:

- requirements in respect of accounting standards (IFRS 7, IFRS 4, etc.);
- requirements in respect of the European regulation of June 26, 2013 (CRR) and the European CRD4 Directive implementing the Basel 3 reforms in Europe.

In addition, since 2013, Natixis has been working to implement all of the recommendations of the working group organized by the Financial Stability Board (FSB) aimed at improving banks' financial communication about risks (Enhanced Disclosure Task Force, EDTF).

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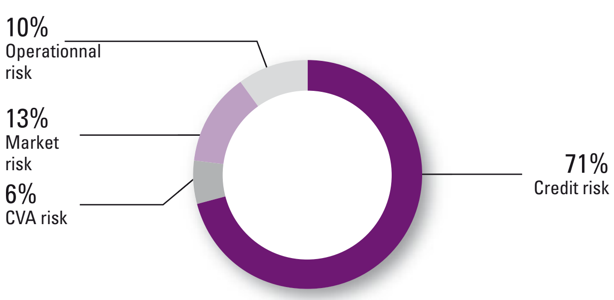
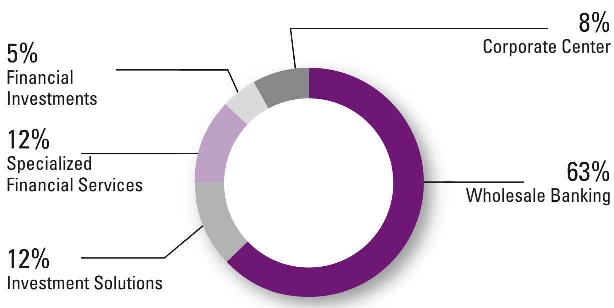
3.1.1 SUMMARY OF ANNUAL RISKS

RISK-WEIGHTED ASSETS BY RISK CLASS



RISK-WEIGHTED ASSETS BY KEY NATIXIS BUSINESS LINE



3.1.2 RISK FACTORS

Natixis is exposed to a number of different risk factors that may be put into the following categories:

- risks related to the macroeconomic environment and the financial crisis;
- risks related to links with BPCE;
- risks related to Natixis' operations and the banking sector;
- other risks including risks related to Natixis' reputation and image, and changes to laws and regulations.

3.1.2.1 Risks related to the macroeconomic environment and the financial crisis

Adverse market or economic conditions and increased regulatory requirements may cause a decrease in the net revenues, profitability and financial position of Natixis

Natixis' businesses are sensitive to changes in the financial markets and more generally to economic conditions in France, Europe and the rest of the world.

In 2014, Natixis was faced with a persistently fragile euro zone economy and a stalled rebound in global growth in the second half of the year. Despite some signs of improvement, particularly in the economies of English-speaking countries, major risks continue to weigh on global growth (high public debt, volatile financial markets, geopolitical risks, the precarity of some major emerging economies, the unprecedented policy mix experiment in Japan and virtual deflation in the euro zone) and could cause major disruptions to lending and market trends.

In addition to this still uncertain economic backdrop, the financial and banking markets have been particularly affected by other major events, such as the many unconventional economic support programs introduced by the European Central Bank, the transition to sole supervision by the ECB and the associated balance sheet reviews and stress tests.

The global economic outlook appears equally mediocre for 2015 and 2016. Economic decline in Europe, and especially in France (poor economic performance, social discontent and political instability), could also have negative repercussions on provisions for credit losses and Natixis' solvency. As a reminder, Standard & Poor's put France's rating on credit watch negative in October.

If the economy rebounds strongly and wages rise substantially in the US, the Fed could tighten its monetary policy more than currently expected by the markets. Similarly, the ECB could adjust its policy on access to liquidity if inflation expectations and the credit cycle make a turn for the better, which could lead to a sudden contraction of liquidity on these markets and in the economy in general. Such developments could potentially have a negative impact on the environment in which financial institutions operate and, consequently, on Natixis' financial position and results.

Governments (including the governments of countries where Natixis' entities operate) have responded to the financial crisis by adopting, or are currently in the process of submitting to Parliament, a number of regulatory measures implementing major changes to the existing framework (Basel 3 (CRD4), Solvency 2, Dodd-Frank Wall Street Reform and Consumer Protection Act, Foreign Account Tax Compliance Act, European Market Infrastructure Regulation (EMIR), MiFID 2, French banking reforms, European banking union, etc.).

The implementation and observation of these measures could result in:

- an increase in capital and liquidity requirements;
- a structural increase in funding costs;
- an increase in some of Natixis' costs (compliance costs, restructuring, etc.);
- a change in tax laws in Natixis' countries of operation.

It is too early to accurately determine the scale and the impact these measures (in particular those still being examined or not yet finalized) may have on financial markets in general and on Natixis in particular.

In addition, the exceptional measures taken by governments (support measures), central banks (lowering of key interest rates, conditional VLTRO liquidity transactions, and OMT programs to purchase private debt securities, such as Covered Bond and ABS) and regulators to rectify the financial crisis, stabilize the financial markets and support financial institutions, could one day be stopped. Given the uncertainty surrounding growth, this would have an adverse impact on the business conditions of financial institutions.

3.1.2.2 Risks related to links with BPCE

Natixis' principal shareholder has a significant influence on certain corporate actions

At December 31, 2014, Natixis' main shareholder, BPCE, held 71.46% of the share capital (and 71.52% of the voting rights). BPCE is therefore in a position to exercise significant influence over the appointment of Natixis' corporate officers and executive managers, and on any other corporate decisions requiring shareholder approval. BPCE's interests in relation to these decisions may differ from those of other Natixis shareholders.

Natixis' risk management policies and procedures are subject to the approval and control of BPCE

As the central body, BPCE is required to ensure that all of Groupe BPCE – to which Natixis belongs – complies with regulations in force governing the banking sector in France in areas such as regulatory capital adequacy and risk management requirements. As a result, BPCE has been vested with significant rights of approval over important aspects of Natixis' risk management policies. In particular, BPCE has the power to approve the appointment or removal of Natixis' Head of Risk, as well as certain aspects of risk management such as the approval of credit limits and the classification of loans granted to joint Natixis-Groupe BCPE customers as doubtful loans. For further information on the risk management policies and procedures at Natixis, please refer to section [2.5], "Chairman's report on internal control procedures". BPCE's interests (on behalf of Groupe BPCE) concerning risk management may differ from those of Natixis.

Natixis refinances through BPCE

Since the inception of BPCE, Natixis' medium-to-long-term funding requirements for the sub-fund public offerings have been met by Groupe BPCE through BPCE S.A. *(see Chapter [4]).* In the event market conditions deteriorate in the future, BPCE, which obtains financing on the international debt markets, among other sources, may have difficulty issuing debt instruments under reasonable terms and conditions.

3.1.2.3 Risks related to Natixis' operations and the banking sector

Natixis is exposed to several categories of risk inherent to banking operations

There are five main categories of risk (credit risk, market, liquidity and financing risks, operational risk and insurance risk) inherent to Natixis' operations, which are summarized below and described more fully in Chapter [3], paragraph [3.2.3], and in Chapter [2], paragraph [2.5], "Chairman's report on internal control procedures" (the "Chairman's report"), particularly with regard to the scale and the impact that these risks could have on the results and assets of Natixis, as well as the organization and control of these risks.

2014 was characterized by a marked increase in geopolitical risks, particularly the Ukrainian crisis and its political and economic ramifications, and the fall in the price of oil in the second half of the year. As such, the financial markets reexperienced a degree of volatility in the second half of the year, combined with abundant global liquidity.

Given this context, Natixis maintained a measured and targeted risk profile on the whole in terms of credit, market and liquidity risks. Natixis also maintained a cautious risk policy over the year focused on targeted customer support.

3.1.2.4 Other risks

New strategy

Following on from the "New Deal" strategic plan, Natixis launched its new 2014-2017 strategic plan entitled "New Frontier" in November 2013. Guidelines for "New Frontier" are in line with Groupe BPCE's plan. This new strategy aims to develop value-added customer solutions, step up the bank's international expansion, create an Insurance division for the Group and continue to identify synergies among the three core business lines and the networks of Caisses d'Epargne and Banque Populaire banks.

While Natixis believes that these strategic directions provide a number of opportunities, it will continue to face uncertainties given the current state of the global economy, and there is no guarantee the targets of this new strategy will be reached.

Should Natixis decide to sell some of its operations, the selling price could be lower than expected and Natixis might continue to bear significant risks stemming from these operations as a result of liability guarantees or indemnities that it might have to grant to the buyers.

Natixis' ability to attract and retain qualified employees is critical to the success of its business and failure to do so may significantly affect its performance

Natixis' employees are one of its most important resources and there is intense competition to attract qualified employees in many areas of the financial services industry. Natixis' results depend on its ability to attract new employees and to retain and motivate existing employees.

Future events may differ from those reflected in the assumptions used by management to prepare Natixis' financial statements, which may expose Natixis to unexpected future losses

Pursuant to the IFRS standards and interpretations currently in force, Natixis is required to use certain estimates to prepare its financial statements, including accounting estimates to determine provisions relating to loans and doubtful debts, provisions relating to possible litigation, and the fair value of certain assets and liabilities. If the values used for these items by Natixis should prove significantly inaccurate, particularly in the event of major and/or unexpected market trends, or if the methods by which they are determined should change under future IFRS standards or interpretations, Natixis may be exposed to unexpected losses.

Natixis may generate lower revenues from brokerage and other fee-based businesses during market downturns

A market downturn is likely to lower the volume of transactions that Natixis executes for its customers and as a market maker, thus reducing net revenues from these transactions. In addition, as management fees charged by Natixis to its customers are often based on the value or performance of the portfolios, any market downturn that reduces the value of these portfolios or increases the amount of redemptions would reduce Natixis' revenues from its Asset Management and Private Banking businesses.

Independent of market changes, any under-performance of Natixis' Asset Management business may result in a decrease in assets under management (in particular, as a result of redemptions of mutual funds) and in lower fees, premiums and other portfolio management income earned by Natixis.

Despite the risk management policies, procedures and methods in place, Natixis may be exposed to unidentified or unanticipated risks likely to give rise to significant losses

Natixis' risk management policies and procedures may not be effective in limiting its exposure to all types of market environments or all types of risk, including risks that Natixis has not been able to identify or anticipate. Furthermore, the risk management procedures and policies used by Natixis do not guarantee effective risk reduction in all market configurations. These procedures may not be effective against certain risks, particularly those that Natixis has not previously identified or anticipated. Some of Natixis' qualitative tools and metrics used to manage risk are based on its use of observed historical market behavior. Natixis then carries out a mostly statistical analysis to quantify its risk exposure. The tools and metrics used may provide inaccurate conclusions on future risk exposures, mainly because of factors that Natixis has not anticipated or correctly assessed in its statistical models, or because of unexpected and unprecedented market trends. This inaccuracy would limit Natixis' ability to manage its risks, and the losses borne by Natixis could prove far greater than those forecast based on historical averages. Moreover, Natixis' quantitative models do not incorporate all risks. Certain risks are subject to a more qualitative analysis that could prove insufficient and thus expose Natixis to significant and unanticipated losses. In addition, while no material issue has been identified to date, the risk management systems are subject to the risk of operational failure, including fraud. *(Please refer to section [3.7] for a more detailed presentation of the policies, procedures and methods used by Natixis to identify, monitor and manage its risks).*

The hedging strategies implemented by Natixis do not eliminate all risk of loss

Natixis could suffer losses if any of the instruments and hedging strategies it uses to hedge the various types of risk to which it is exposed prove ineffective. Many of these strategies are based on observation of historical market behavior and historical correlation analysis. For example, if Natixis holds a long position in an asset, it could hedge the risk by taking a short position in another asset whose past trend has allowed it to offset the trend in the long position. In some cases, Natixis may only be partially hedged, or its strategies may not fully hedge future risks or effectively reduce risk in all market configurations, or may even cause an increase in risks. Any unexpected change in the market can also reduce the effectiveness of these hedging strategies. In addition, the manner in which gains and losses resulting from certain ineffective hedges are recorded may increase the volatility of Natixis' reported earnings.

Natixis may encounter difficulties in identifying, executing and integrating its policy in relation to acquisitions or joint ventures

Natixis may consider external growth or partnership opportunities from time to time. While Natixis closely reviews the companies it plans to acquire and the joint ventures it plans to engage in, it is generally not feasible for these reviews to be entirely comprehensive. As a result, Natixis may have to assume unforeseen liabilities. Similarly, an acquisition or joint venture may not live up to expectations, expected synergies may only partially be realized, or the transaction may even give rise to higher-than-expected costs. Natixis may also encounter difficulties in consolidating a new entity. The failure of an announced external growth operation or the failure to consolidate the new entity or joint venture is likely to materially affect Natixis' profitability. This situation could also lead to the departure of key employees. Insofar as Natixis may feel compelled to offer its employees financial incentives in order to retain them, this situation could also result in increased costs and an erosion of profitability. In the case of joint ventures, Natixis is subject to additional risks and uncertainties in that it may be dependent on systems, controls and personnel not under its control and which could subject Natixis to liability, losses or reputational damage. In addition, conflicts or disagreements between Natixis and its joint venture partners may undermine the benefits sought by the joint venture.

Intense competition, both in Natixis' home market of France, its largest market, and internationally, could adversely affect Natixis' net revenues and profitability

Natixis' primary business areas contend with fierce competition in France and in other areas of the world where it is firmy established. Heightening this competition is consolidation, whether in the form of mergers and acquisitions or through alliances and cooperation. Consolidation has created a number of firms that, like Natixis, have the ability to offer a wide range of products and services. Natixis competes with other entities on many accounts, including transaction execution, products and services offered, innovation, reputation and price. If Natixis is unable to maintain its competitiveness in France or in its other major markets with attractive and profitable product and service offerings, it may lose market share in important areas of its business or incur losses on some or on all of its operations. In addition, downturns in the global economy or in the economies of Natixis' major markets are likely to increase competitive pressure, as increased price pressure lowers business volumes for Natixis and its competitors. New and more competitive competitors could also enter the market. Subject to separate or more flexible regulation, or to other requirements relating to prudential ratios, these new market participants would be able to offer more competitive products and services. Technological advances and the growth of e-commerce have made it possible for non-deposit taking institutions to offer products and services that traditionally were banking products, and for financial institutions and other companies to provide electronic and Internet-based financial solutions, including electronic securities trading. These new players may exert downward price pressure on Natixis' products and services and affect Natixis' market share.

The financial soundness and behavior of other financial institutions and market participants could have an adverse impact on Natixis

Natixis' ability to carry out its operations could be affected by the financial soundness of other financial institutions and market participants. Financial institutions are closely interconnected mainly as a result of their trading, clearing, counterparty and financing operations. The default of a sector participant, or mere rumors or questions surrounding one or more financial institutions or the finance industry as a whole, have, in the past, led to a widespread contraction in liquidity in the market and, in the future, could lead to additional losses or defaults. Natixis is exposed to several financial counterparties, such as investment service providers, commercial or investment banks, mutual funds and hedge funds, as well as other institutional clients with which it conducts transactions in the usual manner. Natixis is therefore exposed to a risk of insolvency should one of its counterparties or customers fail to meet their commitments. This risk would be compounded if the assets held as collateral by Natixis were unable to be sold or if their price was insufficient to cover all of Natixis' exposure to loans or derivatives in default.

In addition, fraud or misappropriation committed by financial sector participants may a highly detrimental impact on financial institutions due to interconnected nature of institutions operating in the financial markets.

The potential losses arising from the above-mentioned risks could have a significant bearing on Natixis' results.

An extended market decline may reduce the liquidity of assets and make it more difficult to sell them, giving rise to significant losses

In some of Natixis' businesses, a prolonged fall in asset prices could threaten the level of activity or reduce liquidity in the market concerned. This situation would expose Natixis to significant losses if it was unable to rapidly close out its potentially loss-making positions. This is particularly true in relation to assets that are intrinsically illiquid. Certain assets that are not traded on a stock exchange or on a regulated market, such as derivatives traded between banks, are generally valued using models rather than market prices. Given the difficulty in monitoring changes in prices of these assets, Natixis could suffer unforeseen losses.

Any interruption or failure of Natixis' information systems, or those of third parties, may result in lost business and other losses

Like most of its competitors, Natixis relies heavily on its communication and information systems to process a large number of increasingly complex transactions for its businesses. Any breakdown, interruption or failure of these systems could result in errors or interruptions to customer relationship management, general ledger, deposit, transaction and/or loan processing systems. If, for example, Natixis' information systems failed, even for a short period of time, it would be unable to meet customers' needs in a timely manner and could thus lose transaction opportunities. Likewise, a temporary breakdown of Natixis' information systems, despite back-up systems and contingency plans, could result in considerable information retrieval and verification costs, and even a decline in its business if, for instance, such a breakdown occurred during the implementation of hedging transactions. The inability of Natixis' systems to accommodate an increasing volume of transactions could also undermine its business development capacity.

Natixis is also exposed to the risk of an operational failure or interruption by one of the clearing agents, foreign exchange markets, clearing houses, custodians or other financial intermediaries or external service providers it uses to execute or facilitate its securities transactions. With growing interconnectivity with customers, Natixis may also be increasingly exposed to the risk of operational failure of its customers' information systems. Natixis cannot guarantee that such breakdowns or interruptions in its systems or in those of other parties will not occur or, if they do occur, that they will be adequately resolved.

The processes for the management of information system security risks are described in greater detail in Chapter [2], section [2.5.4].

Unforeseen events may interrupt Natixis' operations and cause substantial losses and additional costs

Unforeseen events, such as a severe natural disaster, pandemic, terrorist attacks or any other state of emergency, could lead to an abrupt interruption of Natixis' operations and cause substantial losses insofar as they are not covered or are insufficiently covered by an insurance policy. These losses could relate to property, financial assets, market positions and key employees. Such unforeseen events may, additionally, disrupt Natixis' infrastructure, or that of third parties with which it conducts business, and could also lead to additional costs (such as relocation costs of employees affected) and increase Natixis' costs (in particular insurance premiums). Subsequent to such events, Natixis may be unable to insure certain risks, resulting in an increase in Natixis' overall risk.

Natixis is subject to significant regulation in France and in several other countries around the world where it operates; regulatory actions and changes could adversely affect Natixis' business and results

Several supervisory and regulatory regimes apply to Natixis in all the countries where it conducts its business. In addition to reputational risk, failure to comply with these regulations could expose Natixis to significant intervention by regulatory authorities and to fines, public warnings by the authorities, suspensions of operations or, in extreme cases, withdrawal of Natixis' operating authority. The financial services industry has been under increased scrutiny from several regulatory authorities in recent years, and the penalties and fines imposed by these regulatory authorities have increased - a trend that may be accelerated in the current financial context. Natixis' operations and income may be affected by various measures and actions taken by French and European regulatory authorities, by the European Union, by foreign governments, or by other international organizations. Such constraints could limit Natixis' ability to develop its businesses or to pursue certain operations. The nature and impact of these potential changes in regulatory policies and actions are unpredictable and Natixis has no way of controlling them.

Such changes could include, but are not limited to, the following:

- monetary, interest rate and other policies of central banks and regulatory authorities;
- general changes in government or regulatory policies liable to significantly influence investor decisions, in particular in markets where Natixis operates;
- general changes in regulatory requirements, notably prudential rules relating to the regulatory capital adequacy framework;
- submitting of Groupe BPCE, including Natixis, to the ECB's (European Central Bank) regulations in connection with the European Banking Union;
- changes in rules and procedures relating to internal controls;
- changes in the competitive environment and prices;
- changes in financial reporting rules;
- expropriation, nationalization, price controls, exchange controls, confiscation of assets and changes in legislation relating to foreign ownership rights; and
- any adverse change in the political, military or diplomatic environments creating social instability or an uncertain legal situation capable of affecting the demand for the products and services offered by Natixis.

Tax law and its application in France and in the countries where Natixis operates are likely to have a significant impact on Natixis' results

As a multinational banking group performing complex and large-scale cross-border transactions, Natixis is subject to tax legislation in a large number of countries throughout the world, and structures all of its operations in a way that optimizes the effective tax rates. Changes to tax legislation or its application by the competent authorities in these countries may have a significant impact on Natixis' results. Natixis implemented management processes to create value from the synergies and business capabilities of its different entities. Natixis also endeavors to structure the financial products sold to its customers while optimizing their taxation. The structures of Natixis' intra-group transactions and financial products sold by Natixis are based on Natixis' own interpretations of applicable tax laws and regulations, generally on the basis of opinions received from independent tax advisers and, on an ad hoc basis as and when necessary, on rulings or specific interpretations from the tax authorities. There can be no assurance that the tax authorities will not seek to challenge such interpretations in the future, in which case Natixis could be subject to tax adjustments.

Natixis' profitability and business outlook could be adversely affected by reputational and legal risk

Natixis' reputation is essential in attracting and retaining its customers. The use of inappropriate means to promote and market its products and services and the inadequate management of potential conflicts of interest, legal and regulatory requirements, compliance issues, money laundering laws, information security policies and sales and trading practices may damage Natixis' reputation. Its reputation could also be harmed by any inappropriate employee behavior, fraud or misappropriation of funds committed by participants in the financial sector to which Natixis is exposed, any decrease, restatement or correction of its financial results and any legal or regulatory action that has a potentially unfavorable outcome. Any damage caused to Natixis' reputation could be accompanied by a loss of business likely to threaten its results and its financial position.

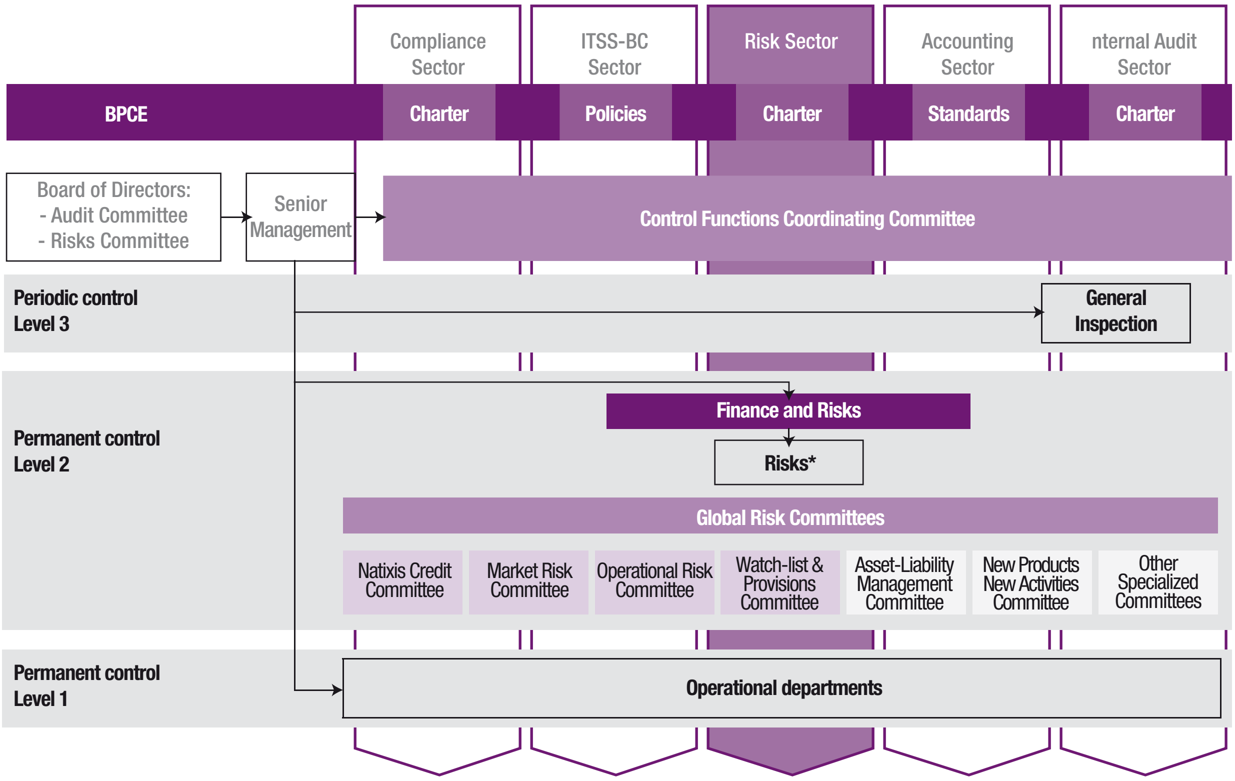
Inadequate management of these issues could also give rise to additional legal risk for Natixis and cause an increase in the number of legal proceedings and the amount of damages claimed against Natixis, or expose Natixis to sanctions from the regulatory authorities *(for further details, please refer to section [3.9.2])*.

3.2 Governance and risk management system

3.2.1 GOVERNANCE

(Data certified by the Statutory Auditors in accordance with IFRS 7)

Natixis' general risk management system is managed in accordance with banking regulations and governance guidelines laid down by its central shareholder, BPCE.



*Risks *: Risk Management functions*

(Data certified by the Statutory Auditors in accordance with IFRS 7)

The system described above relies on three levels of coordinated controls:

- internal controls, carried out by operational or functional departments under the supervision of their management: business lines are responsible for the risks that they incur in their transactions, until their maturity. Depending on the precise situation and activities, first-level controls are conducted either by personnel themselves or by an ad hoc body, such as a middle office or an accounting control department, or, where appropriate, by both acting together;
- second-level controls (within the meaning of Article 13 of the Order of November 3, 2014), carried out by dedicated bodies acting independently from operational departments;
- third-level controls, also known as periodic controls, carried out by the Internal Audit Department.

The control system is structured into global functions integrated into those defined by BPCE.

The Risk and Compliance Departments carry out permanent controls. The control system comes under the overall supervision of the Chief Executive Officer and Board of Directors of Natixis. The Board is assisted in its duties by the Risk Committee since December 17, 2014 and was previously assisted by the Audit Committee.

Natixis' structural balance sheet risks are managed and monitored under the authority of the Asset/Liability Management Committee (the **"ALM Committee"**) whose membership and duties are described in detail in Chapter [2], section [2.5], "Chairman's report on internal control procedures" (the "Chairman's report") (and in section 3.8, "Overall interest rate risk, liquidity risk and structural foreign exchange risk").

The ALM Committee's monitoring scope includes the overall interest rate risk, the liquidity risk and and the structural foreign exchange risk.

The management team of the Risk Department is highly integrated, has short decision-making channels, and cross-business ties via dedicated teams, notably the Chief Operating Office Department, which adopts a comprehensive approach to risks. An Investment Solutions and Services Risk Department coordinates the function and is in charge of the Heads of Risk in the two divisions.

Its operating methods are described in detail in Chapter [2], section [2.5], "Chairman's report on internal control procedures" (the "Chairman's report"), and sections [3.4], [3.6] and [3.7] of this chapter.

The Risk Department recommends risk policies consistent with those of Groupe BPCE to Senior Management for approval and it makes proposals to the executive body concerning principles and rules in the following areas:

- risk acceptance procedures;
- limit authorizations;
- risk assessment;
- risk supervision.

It plays an essential role within the Committee structure, the highest-level Committee being Natixis' Global Risk Committee, which meets once per quarter.

It regularly reports on its work, submitting its analyses and findings to Natixis' executive managers, to Natixis' supervisory body, and to Groupe BPCE. A risk consolidation team generates an overview through the use of scorecards that report on risks and risk management.

To fulfill these responsibilities, the Risk Department uses an IT system tailored to the activities of Natixis' core business lines and which applies the department's modeling and quantification methods for each type of risk.

3.2.2 RISK CULTURE

Natixis is defined by its strong risk culture, at every level of its organizational structure.

The risk culture is therefore central to the principles that underpin the Risk Department and the bank, and thanks to the Risk Charter it is an integral part of its guiding principles. It is based on three key areas:

- harmonizing good practices within the bank through the roll-out of a body of risk policies, standards and procedures that cover all of the bank's major risks (credit, market and operational) and outline the bank's strategic vision and risk appetite;
- implementing e-learning campaigns, particularly covering operational risks;
- promoting the training of every employee in specific subjects, related especially to regulatory changes.

3.2.3 RISK TYPOLOGY

Natixis' risk monitoring and supervision system is designed to manage the bank's results, solvency, refinancing capacity and economic value. The system also ensures compliance with regulatory requirements, while integrating the particularities of the prudential and accounting treatment of the portfolios.

At bank level, a major risk is a proven risk that may have a substantial impact on Natixis' financial results, reputation or continuing activity, in a given risk category, business sector or geographic region, and may arise in the short term.

An emerging risk is a threat whose occurrence in the long term might have a substantial impact on Natixis' commercial strategy if it materialized.

Financial risks are identified and managed through a number of measures:

- a monthly consolidated dashboard sent to the members of the Senior Management Committee and commented on quarterly during the Risk Committee meeting (previously during the Audit Committee) presents the main events and any red flags;
- sector and geographic monitoring is carried out to identify emerging risks *(for further details, please refer to paragraph [3.4.6])*.

Natixis is exposed to a set of risks inherent to its activities, which may change, particularly as a result of regulatory requirements.

Credit risk (including country risk)

Credit risk is the risk of financial loss on Natixis' loans due to a debtor's inability to honor its contractual obligations. The assessment of the probability of a debtor's inability to repay and projected recovery in this event are key factors in the measurement of credit quality. The debtor may be a bank, an industrial or a commercial company, a sovereign State and its various entities, an investment fund, or a natural person. Credit risk increases in periods of economic uncertainty, insofar as such conditions may lead to a higher rate of default.

Credit risk affects lending operations as well as other operations exposing Natixis to the risk of counterparty default, notably its trading operations in financial instruments on capital markets and its settlement-delivery operations. For instance, a default by a bank could directly and significantly affect Natixis through its trading positions and relations with said bank. Credit risk also exists in Natixis' credit insurance and factoring businesses, although the risk lies with the default of the debtor's customers rather than the default of the debtor itself.

Country Risk: Country risk measures the potential impact of a foreign country's specific economic, financial, political or social conditions on Natixis' financial interests.

Sovereign Risk: Sovereign risk is a sub-category of country risk, namely the financial risk attached to the State and the central public authorities of a given country.

Securitization: Securitization transactions consist of transferring financial assets, such as receivables or loans, to investors, by transforming these receivables, by going through an ad hoc company, into financial securities issued on the capital market.

A synthetic transaction is a transaction in which ownership of the asset is not transferred, but the risk is transferred through a financial instrument known as a credit derivative.

Market risk

Market risk is the risk of loss in value caused by any adverse fluctuations in market parameters. These parameters include, notably, bond prices, interest rates, securities and commodities prices, derivatives prices and prices of all other assets, notably foreign exchange rates.

Asset liquidity is also an important component of market risk. In the event of insufficient or non-existent liquidity (for example, due to a reduction in the number of transactions or a major imbalance in the supply and demand of certain assets), a financial instrument or any other tradable asset may be unable to be traded at its estimated value. The lack of liquidity may lead to reduced access to capital markets, unforeseen cash or capital requirements, or legal restrictions.

Market risk affects Natixis' trading and investment portfolios. In investment portfolios, market risk encompasses:

- the overall interest rate risk associated with asset and liability management, which is the risk to earnings arising from asset and liability mismatches in the bank book or in the insurance business;
- the risk associated with investment operations, which depends directly on fluctuations in the value of assets invested in securities portfolios;
- the risk associated with other operations, notably real estate, which is indirectly affected by changes in the value of tradable assets held in the normal course of business;
- concentration risk which maps the biggest areas of exposure as well as non-diversified exposure, the monitoring of which are presented to the dedicated committees.

Operational risk

Operational risk is the risk of losses due to inadequate or failed internal processes, or due to external events, whether deliberate, accidental or natural occurrences. Internal procedures include, but are not limited to, Human Resources and information systems. External events include, but are not limited to, natural disasters, fraud or terrorist attacks. Furthermore, any interruptions or failures of Natixis or third party information systems may result in lost earnings and thus generate losses. Similarly, unforeseen events may cause an interruption in the continuity of Natixis' operations, thus generating material losses and additional costs.

Legal risk is also a component of operational risk.

The principal legal proceedings in progress involving Natixis and its subsidiaries are described in section [3.9.2].

The Insurance Department, which reports to the Legal Department in the Corporate Secretariat, is tasked with analyzing insurable operational risks and taking out appropriate insurance coverage against them *(for further details, please refer to section [3.7.4])*. Insurance policies bought from leading insurers provide coverage for potentially significant consequences resulting from fraud, embezzlement and theft, operating losses or the incurring of Natixis' civil liability or that of its subsidiaries or the employees for which it is responsible.

The procedures for monitoring and managing these risks are described in section [3.7].

Overall interest rate risk

Natixis' overall interest rate risk is defined as the risk of losses on the banking portfolio stemming from mismatches between interest rates on assets and on liabilities.

As is the case for most corporate and investment banks, Natixis has very few assets and liabilities generating structural interest rate positions. Natixis' overall interest rate risk is essentially linear, exposed to the euro and US dollar, and concerns contractual transactions. The most significant positions concern exposures to the short end of yield curves and are predominantly linked to the lag between IBOR reset dates. This is therefore classed as a secondary risk at the bank level.

Liquidity risk

Liquidity risk is the risk that Natixis will be unable to honor its commitments to its creditors due to the mismatching of maturities between assets and liabilities. This risk could arise, for example, in the event of massive withdrawals of customer deposits, a crisis of confidence, or an overall market liquidity crisis. As a Corporate and Investment Bank, this risk for Natixis results primarily from mismatched positions between transactions with contractual maturities, as Natixis has fewer stable and permanent customer resources than retail banks and partly funds its operations on the markets *(for further details, please refer to Chapter [4], "Comments on the 2014 fiscal year", section [4.2], Refinancing).*

Structural foreign exchange risk

Structural foreign exchange risk is defined as the risk of transferable equity loss generated by an adverse fluctuation in exchange rates against the Group currency used in the consolidated accounts due to mismatches between the currency of net investments refinanced by purchases of currency and the currency of equity.

Natixis' structural foreign exchange risk for the most part concerns structural positions in the US dollar due to the consolidation of foreign branches and subsidiaries funded in this currency.

Non-compliance and reputational risk (including legal and tax risks)

Non-compliance risk is defined by the French regulations as the risk of a legal, administrative or disciplinary penalty, accompanied by significant financial losses, that arises from a failure to comply with the provisions specific to banking and financial activities, whether these are stipulated bylaws or regulations, with professional or ethical standards, or instructions from the executive body, notably issued in accordance with the policies of the supervisory body.

This risk is a sub-category of operational risk, by definition. Non-compliance risk may have consequences that go beyond a pure loss of economic value, however, and may damage the institution's reputation. The Bank handles non-compliance risk accordingly.

Reputational risk is the risk of damage to the confidence shown in the company by its customers, counterparties, suppliers, employees, shareholders, supervisors, or any other third parties whose trust, in whatever respect, is a prerequisite for the normal conduct of business.

Reputational risk is essentially a risk contingent on the other risks incurred by the Bank.

Natixis is also exposed to the following risks:

Risk related to insurance activities

Insurance risk is the risk to profits of any difference between expected and incurred claims. Depending on the insurance product in question, the risk varies according to macroeconomic changes, changes in customer behavior, changes in public healthcare policy, pandemics, accidents and natural disasters (such as earthquakes, industrial accidents or acts of terrorism or war).

Strategy risk

Strategy risk is the risk inherent to the strategy chosen or resulting from Natixis' inability to implement its strategy.

3.3 Capital management and capital adequacy

3.3.1 REGULATORY FRAMEWORK

Since January 1, 2014, the Capital Requirements Directive (CRD) 4 and the Capital Requirements Regulation (CRR) with immediate effect have applied Basel 3 regulations in Europe. The CRD4 was enacted into French law by the Ministerial Order of November 3, 2014.

The new regulatory framework aims to reinforce the financial strength of banking institutions, and involves:

- a stricter definition of the capital items eligible to meet capital requirements;
- new own funds requirements, in particular for counterparty risk on derivatives;
- higher ratios to comply with, specifically regarding CET1 capital, and capital buffers (capital conservation buffer, contra-cyclical buffer, systemic risk buffer).

3.3.2 PRUDENTIAL CONSOLIDATION SCOPE

In application of the article 19 of the CRR, the prudential consolidation scope is established based on the following principles:

Entities, excluding insurance companies, that are fully consolidated or accounted for by the equity method under the statutory scope (*see Chapter [5.1] note 17*) are included in the prudential scope; the Group's insurance companies are accounted for by the equity method under the prudential scope.

The two tables below show the transition from the consolidated financial balance sheet view to the prudential balance sheet view, for both assets and liabilities.

The main difference between the two presentations is the restatement of insurance companies, as explained above.

TRANSITION FROM THE ACCOUNTING BALANCE SHEET TO THE PRUDENTIAL BALANCE SHEET AT DECEMBER 31, 2014

(in millions of euros) **Assets**	**Accounting balance sheet**	**Restatement of insurance companies**	**Prudential balance sheet**
Cash, central banks	56,598	0	56,598
Financial assets designated at fair value through profit and loss	254,560	(9,503)	245,056
Hedging derivatives	130	(1)	129
Available-for-sale financial assets	44,816	(41,954)	2,862
Loans and receivables due from banks	71,718	(990)	70,727
Customer loans and receivables	107,224	417	107,641
Revaluation adjustments on portfolios hedged against interest rate risk	0	0	0
Held-to-maturity financial assets	2,763	(2,763)	0
Current tax assets	537	(99)	437
Deferred tax assets	3,000	(84)	2,916
Accrual accounts and other assets	42,752	(9,642)	33,110
Non-current assets held for sale	209	0	209
Deferred profit-sharing	0	0	0
Investments in associates	684	2,902	3,586
Investment property	1,289	(1,098)	191
Property, plant and equipment	588	(82)	505
Intangible assets	750	(233)	517
Goodwill	2,807	(462)	2,345
TOTAL ASSETS	**590,424**	**(63,592)**	**526,831**

(in millions of euros) **Liabilities**	**Accounting balance sheet**	**Restatement of insurance companies**	**Prudential balance sheet**
Due to central banks	0	0	0
Financial liabilities at fair value through profit and loss	220,622	(184)	220,438
Hedging derivatives	735	0	735
Due to banks	134,988	(2,151)	132,838
Customer deposits	60,860	176	61,036
Debt securities	56,583	(319)	56,264
Revaluation adjustments on portfolios hedged against interest rate risk	233	0	233
Current tax liabilities	500	(102)	399
Deferred tax liabilities	176	(142)	33
Accrual accounts and other liabilities	39,189	(8,218)	30,972
Liabilities on non-current assets held for sale	106	0	106
Insurance companies' technical reserves	50,665	(50,659)	6
Provisions	1,597	(149)	1,447
Subordinated debt	4,008	(638)	3,370
Shareholders' equity (group share):	18,872	0	18,872
Share capital and reserves	10,702	0	10,702
Consolidated reserves	6,594	0	6,594
Unrealized or deferred gains or losses	563	0	563
Other gains or losses	(125)	0	(125)
Net income	1,138	0	1,138
Non-controlling interests	1,289	(1,207)	83
TOTAL LIABILITIES	**590,424**	**(63,592)**	**526,831**

3.3.3 COMPOSITION OF CAPITAL

In accordance with the provisions of the CRR, and by the national provisions defined by the ACPR, prudential capital, which is calculated based on shareholder's equity as per the accounting balance sheet, comprises three categories, as described below. Each category comprises liability items extracted from the consolidated financial statements and restated by applying direct or above thresholds deductions.

Until 2018, prudential capital is subject to transitional arrangements known as phase-in and grandfathering provisions to support the roll-out of the CRR.

Common Equity Tier 1 (CET1)

CET1 is calculated using accounting shareholders' equity (excluding reclassified hybrid securities), with the following restatements:

- deductions not subject to the transitional arrangements:
  - estimated dividend,
  - goodwill and intangible assets,
  - recyclable unrealized gains and losses on hedging derivatives,
  - own credit risk on debts issued and financials instruments (debit value adjustment),
  - prudent valuation adjustments,
  - expected loss on equity positions and shortfall of provisions on expected losses on credit positions,
  - revaluation adjustments on defined-benefit pension plan commitments;
- deductions subject to the transitional arrangements:
  - non-bank non-controlling interests,
  - bank non-controlling interests, in excess of the thresholds set by regulations,
  - deferred tax assets that rely on future earnings, but not related to temporary differences,
  - recyclable gains or losses on available-for-sale assets,
  - company-controlled stock and cross-shareholdings,
  - excess of threshold 1 on minor holdings of capital instruments issued by financial entities,
  - excess of threshold 2 on significant holdings of capital instruments issued by financial entities,
  - excess of threshold 2 on deferred tax assets that rely on future earnings and result from temporary differences,
  - excess of threshold 3 common to amounts not deducted in respect of threshold 2,
  - any surplus deduction of Additional Tier 1 capital *(see below)*.

Additional Tier 1 (AT1)

AT1 capital comprises:

- subordinated debt instruments recognized as Additional Tier 1 after applying transitional arrangements;
- deductions made to this category via the transitional arrangements applied to CET1 capital;
- any surplus deduction of Tier 2 capital *(see below)*.

Provided below are details of debt instruments recognized in Additional Tier 1 capital and their characteristics, at December 31, 2014, as required by regulation No. 1423/2013 (Appendix II).

Tier 2 (T2) capital

Tier 2 capital comprises:

- debt instruments recognized as Tier 2 capital after applying transitional arrangements;
- deductions made to this category via the phase-in provisions applied to CET1;
- any surplus provision in relation to expected losses.

Provided below are details of debt instruments recognized in Tier 2 capital and their characteristics, at December 31, 2014, as required by regulation No. 1423/2013 (Appendix II).

ISSUANCE OF AT1 CAPITAL INSTRUMENTS

Capital instruments main features *(in millions of euros)*		Additional Tier 1 instruments	
1	Issuer	NATIXIS (formerly NBP)	NATIXIS (formerly NBP)
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	FR0010154278	FR0010347880
3	Governing law(s) of the instrument	French	French
	Regulatory treatment		
4	Transitional CRR rules	Additional Tier 1 instruments	Additional Tier 1 instruments
5	Post-transitional CRR rules	Ineligible	Ineligible
6	Eligible at solo/(sub-)consolidated/solo & (sub-)consolidated	Consolidated	Consolidated
7	Instrument type (types to be specified by each jurisdiction)	CRR Article 52	CRR Article 52
8	Amount recognised in regulatory capital (currency in million, as of most recent reporting date)	EUR 156M	EUR 207M (USD 250M)
9	Nominal amount of instrument	EUR 156M	USD 250M
9a	Issue price	100%	100%
9b	Redemption price	100%	100%
10	Accounting classification	Shareholders' equity	Shareholders' equity
11	Original date of issuance	01.25.2005	06.30.2006
12	Perpetual or dated	Perpetual	Perpetual
13	Original maturity date	N/A	N/A
14	Issuer call subject to prior supervisory approval	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	The exercise date of the redemption option for the full issue at par at 01.25.2010	The exercise date of the redemption option for the full issue at par at 06.30.2016
		Conditional redemption option at any time, at par and for the full issue if changes occur in tax legislation (loss of deductibility of interest expenses, imposition of withholding tax) or regulatory legislation (loss of Tier 1 issue status)	Conditional redemption option at any time, at par and for the full issue if changes occur in tax legislation (loss of deductibility of interest expenses, imposition of withholding tax) or regulatory legislation (loss of Tier 1 issue status)
16	Subsequent call dates, if applicable	At each coupon payment date (01.25 of each year)	At each coupon payment date (03.31, 06.30, 09.30 and 12.31 of each year)
	Coupons/dividends		
17	Fixed or floating dividend/coupon	Floating	Floating
18	Coupon rate and any related index	CMS 10Y+1% but with a minimum of 3.75% and maximum of six times the difference between CMS 10Y and CMS 2Y	LiborUSD 3M +1.25%
19	Existence of a dividend stopper	No	No
20a	Fully discretionary, partially discretionary or mandatory (in terms of timing)	Partially discretionary, existence of dividend pushers	Partially discretionary, existence of dividend pushers
20b	Fully discretionary, partially discretionary or mandatory (in terms of amount)	Mandatory	Mandatory
21	Existence of step up or other incentive to redeem	No	No
22	Non-cumulative or cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible	Non-convertible	Non-convertible
24	If convertible, conversion trigger(s)	N/A	N/A
25	If convertible, fully or partially	N/A	N/A
26	If convertible, conversion rate	N/A	N/A
27	If convertible, mandatory or optional conversion	N/A	N/A
28	If convertible, specify instrument type convertible into	N/A	N/A
29	If convertible, specify issuer of instrument convertible into	N/A	N/A
30	Write-down features	Yes	Yes
31	If write-down, write-down trigger(s)	"Supervisory Event" (non-compliance with regulatory ratios and/or at the discretion of the regulator)	"Supervisory Event" (non-compliance with regulatory ratios and/or at the discretion of the regulator)
32	If write-down, full or partial	Partial	Partial
33	If write-down, permanent or temporary	Temporary	Temporary
34	If temporary write-down, description of write mechanism	Mandatory after two profit-making fiscal years following the end of the "Supervisory Event" (subject to compliance with regulatory ratios), or in the case of dividend distribution, the redemption of the issue or the liquidation of the issuer	Mandatory after two profit-making fiscal years following the end of the "Supervisory Event" (subject to compliance with regulatory ratios), or in the case of dividend distribution, the liquidation of the issuer
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Participating or subordinated loans and securities	Participating or subordinated loans and securities
36	Non-compliant transitioned features	N/A	N/A
37	If yes, specify non-compliant features		

Additional Tier 1 instruments			
NATIXIS (formermy IXIS CIB)	NATIXIS (formerly NBP)	NATIXIS	NATIXIS
FR0010130492	FR0010531012	FR0010600163	USF6483LHM57
French	French	French	State of New York (except regulatory status governed under French law)
Additional Tier 1 instruments	Additional Tier 1 instruments	Additional Tier 1 instruments	Additional Tier 1 instruments
Ineligible	Ineligible	Ineligible	Ineligible
Consolidated	Consolidated	Consolidated	Consolidated
CRR Article 52	CRR Article 52	CRR Article 52	CRR Article 52
EUR 418M	EUR 364M	EUR 150M	EUR 154M (USD 186M)
EUR 418M	EUR 364M	EUR 150M	USD 186M
100%	100%	100%	100%
100%	100%	100%	100%
Shareholders' equity	Shareholders' equity	Shareholders' equity	Shareholders' equity
12.06.2004	10.18.2007	03.28.2008	04.30.2008
Perpetual	Perpetual	Perpetual	Perpetual
N/A	N/A	N/A	N/A
Yes	Yes	Yes	Yes
The exercise date of the redemption option for the full issue at par at 07.30.2015	The exercise date of the redemption option for the full issue at par at 10.18.2017	The exercise date of the redemption option for the full issue at par at 03.28.2018	The exercise date of the redemption option for the full issue at par at 04.30.2018
Conditional redemption option at any time, at par and for the full issue if changes occur in tax legislation (loss of deductibility of interest expenses, imposition of withholding tax) or regulatory legislation (loss of Tier 1 issue status)	Conditional redemption option at any time, at par and for the full issue if changes occur in tax legislation (loss of deductibility of interest expenses, imposition of withholding tax) or regulatory legislation (loss of Tier 1 issue status)	Conditional redemption option at any time, at par and for the full issue if changes occur in tax legislation (loss of deductibility of interest expenses, imposition of withholding tax) or regulatory legislation (loss of Tier 1 issue status)	Conditional redemption option at any time, at par and for the full issue if changes occur in tax legislation (loss of deductibility of interest expenses, imposition of withholding tax) or regulatory legislation (loss of Tier 1 issue status)
At each coupon payment date (10.30, 01.30, 04.30 and 07.30 of each year)	At each coupon payment date (10.18, 01.18, 04.18, and 07.18 of each year)	At each coupon payment date (03.28, 06.28, 09.28 and 12.28 of each year)	At each coupon payment date (01.30, 04.30, 07.30 and 10.30 of each year)
Fixed	Fixed	Fixed	Fixed
4.60%	6.307%	8.65%	10%
No	No	No	No
Partially discretionary, existence of dividend pushers	Partially discretionary, existence of dividend pushers	Partially discretionary, existence of dividend pushers	Partially discretionary, existence of dividend pushers
Mandatory	Mandatory	Mandatory	Mandatory
Yes (step-up)	Yes (step-up)	Yes (step-up)	Yes (step-up)
Non-cumulative	Non-cumulative	Non-cumulative	Non-cumulative
Non-convertible	Non-convertible	Non-convertible	non-convertible
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A
Yes	Yes	Yes	Yes
"Supervisory Event" (non-compliance with regulatory ratios and/or at the discretion of the regulator)	"Supervisory Event" (non-compliance with regulatory ratios and/or at the discretion of the regulator)	"Supervisory Event" (non-compliance with regulatory ratios and/or at the discretion of the regulator)	"Supervisory Event" (non-compliance with regulatory ratios and/or at the discretion of the regulator)
Partial	Partial	Partial	Partial
Temporary	Temporary	Temporary	Temporary
Mandatory after two profit-making fiscal years following the end of the "Supervisory Event" (subject to compliance with regulatory ratios), or in the case of dividend distribution, the liquidation of the issuer	Mandatory after two profit-making fiscal years following the end of the "Supervisory Event" (subject to compliance with regulatory ratios), but obligatory in the case of dividend distribution, the liquidation of the issuer	Mandatory after two profit-making fiscal years following the end of the "Supervisory Event" (subject to compliance with regulatory ratios), but obligatory in the case of dividend distribution, the liquidation of the issuer	Mandatory after two profit-making fiscal years following the end of the "Supervisory Event" (subject to compliance with regulatory ratios), but obligatory in the case of dividend distribution, the liquidation of the issuer
Participating or subordinated loans and securities	Participating or subordinated loans and securities	Participating or subordinated loans and securities	Participating or subordinated loans and securities
N/A	N/A	N/A	N/A

ISSUANCE OF TIER 2 CAPITAL INSTRUMENTS

	Capital instruments main features *(in millions of euros)*	Tier 2 instruments							
1	Issuer	Natixis (formerly BFCE)	Natixis (formerly NBP)	Natixis (formerly CDC IXIS)	Natixis (formerly IXIS CIB)	Natixis (formerly IXIS CIB)	Natixis (formerly NBP)	Natixis	Natixis (formerly CDC IXIS)
2	Unique identifier (e.g. CUSIP, ISIN or Bloomberg identifier for private placement)	FR0000047722	Subordinated loan contract	FR0000473282	Subordinated loan contract	Subordinated loan contract	FR0010410068	Subordinated loan contract	XS01709333047
3	Governing law(s) of the instrument	French	French	French	French	French		French	English
	Regulatory treatment								
4	Transitional CRR rules	Tier 2	N/A	N/A	Tier 2	Tier 2	N/A	N/A	N/A
5	Post-transitional CRR rules	Ineligible	Tier 2	Tier 2	Ineligible	Ineligible	Tier 2	Tier 2	Tier 2
6	Eligible at solo/(sub-)consolidated/solo & (sub-)consolidated	Consolidated	Consolidated	Consolidated	Consolidated	Consolidated	Consolidated	Consolidated	Consolidated
7	Instrument type (types to be specified by each jurisdiction)	CRR Article 63	CRR Article 63	CRR Article 63	CRR Article 63	CRR Article 63	CRR Article 63	CRR Article 63	CRR Article 63
8	Amount recognised in regulatory capital (currency in million, as of most recent reporting date)	EUR 36M	EUR 0.4M	EUR 5M	EUR 152M	EUR 175M	EUR 208M	EUR 24M	EUR 6M
9	Nominal amount of instrument	EUR 36M	EUR 25M	EUR 77M	EUR 480M	EUR 476M	EUR 500M	EUR 40M	EUR 10M
9a	Issue price	100%	N/A	100%	N/A	N/A	98.977%	N/A	100%
9b	Redemption price	120%	N/A	100%	N/A	N/A	100%	N/A	100%
10	Accounting classification	Liability – amortized cost	Liability – amortized cost	Liability – amortized cost	Liability – amortized cost	Liability – amortized cost	Liability – amortized cost	Liability – amortized cost	Liability – amortized cost
11	Original date of issuance	11.25.1985	12.20.2004	04.04.2003	11.30.2004	11.30.2004	12.22.2006	11.06.2007	06.30.2003
12	Perpetual or dated	Perpetual	Dated	Dated	Dated	Dated	Dated	Dated	Dated
13	Original maturity date	N/A	01.28.2015	04.04.2015	07.09.2016	10.08.2016	01.20.2017	12.07.2017	03.31.2018
14	Issuer call subject to prior supervisory approval	Yes	N/A	N/A	N/A	N/A	N/A	N/A	N/A
15	Optional call date, contingent call dates and redemption amount	At any time with one month's prior notice and at 120% of the price	N/A	Conditional redemption option at any time, at par and for the full issue if changes occur in tax/regulatory legislation	N/A	N/A	Conditional redemption option at any time, at par and for the full issue if changes occur in tax/regulatory legislation	N/A	N/A
16	Subsequent call dates, if applicable	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	Coupons/dividends								
17	Fixed or floating dividend/coupon	Floating	Floating	Floating	Fixed	Fixed	Fixed	Fixed	Floating
18	Coupon rate and any related index	Coupon structured between 95% and 120% of the bond average rate	E3M + 0.255%	[(CPIn/CPIn-1)-1]+2.45% with a minimum of 0%	4.80%	4.50%	4.125%	4.88%	E6M+0.28%
19	Existence of a dividend stopper	No	No	No	No	No	No	No	No
20a	Fully discretionary, partially discretionary or mandatory (in terms of timing)	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory
20b	Fully discretionary, partially discretionary or mandatory (in terms of amount)	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory
21	Existence of step up or other incentive to redeem	No	No	No	No	No	No	No	No
22	Noncumulative or cumulative	Cumulative	Cumulative	Cumulative	Cumulative	Cumulative	Cumulative	Cumulative	Cumulative
23	Convertible or non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible
24	If convertible, conversion trigger(s)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
25	If convertible, fully or partially	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
26	If convertible, conversion rate	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
27	If convertible, mandatory or optional conversion	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
28	If convertible, specify instrument type convertible into	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
29	If convertible, specifify issuer of instrument convertible into	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
30	Write-down features	no	N/A	N/A	N/A	N/A	N/A	N/A	N/A
31	If write-down, write-down trigger(s)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
32	If write-down, full or partial	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
33	If write-down, permanent or temporary	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
34	If temporary write-down, description of write mechanism	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Subordinated loans and securities	Unsecured creditors	Unsecured creditors	Unsecured creditors	Unsecured creditors	Unsecured creditors	Unsecured creditors	Unsecured creditors
36	Non-compliant transitioned features	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Tier 2 instruments									
Natixis	Natixis	Natixis	Natixis (formerly CDC IXIS)	Natixis	Natixis (formerly CDC IXIS)	Natixis (formerly CDC IXIS)	Banque Privée 1818 (formerly VEGA Finance)	Natixis Financements (formerly CE Financements)	Natixis Financements (formerly CE Financements)
Subordinated loan contract	FR0010405894	XS0301168281	XS0153361026	Subordinated loan contract	XS0158363852	XS0160553441	Issuance of perpetual subordinated bonds contract	Subordinated loan contract	Subordinated loan contract
French	French	English	English	French	English	English	French	French	French
N/A	N/A	N/A	N/A	N/A	N/A	N/A	Tier 2	Tier 2	Tier 2
Tier 2	Tier 2	Tier 2	Tier 2	Tier 2	Tier 2	Tier 2	Ineligible	Ineligible	Ineligible
Consolidated	Consolidated	Consolidated	Consolidated	Consolidated	Consolidated	Consolidated	Consolidated	Consolidated	Consolidated
CRR Article 63	CRR Article 63	CRR Article 63	CRR Article 63	CRR Article 63	CRR Article 63	CRR Article 63	CRR Article 63	CRR Article 63	CRR Article 63
EUR 900M	EUR 493M	EUR 106M	EUR 20M	EUR 100M	EUR 46M	EUR 53M	EUR 10M	EUR 0.6M	EUR 1M
EUR 900M	EUR 500M	EUR 100M	EUR 20M	EUR 100M	EUR 46M	EUR 60M	EUR 10M	EUR 5M	EUR 5M
N/A	100%	100%	99.302%	N/A	98.4209%	100%	100%	100%	100%
N/A	100%	100%	100%	N/A	100%	100%	100%	100%	100%
Liability – amortized cost	Liability – amortized cost	Liability – fair value option	Liability – amortized cost	Liability – amortized cost	Liability – amortized cost	Liability – amortized cost	Liability – amortized cost	Liability – amortized cost	Liability – amortized cost
06.27.2014	12.15.2006	05.31.2007	09.06.2002	06.27.2014	11.29.2002	01.09.2003	06.30.1994	12.18.2003	11.22.2005
Dated	Dated	Dated	Dated	Dated	Dated	Dated	Perpetual	Dated	Dated
06.27.2026	12.15.2021	05.31.2022	09.06.2022	06.27.2024	11.29.2027	01.09.2033	N/A	07.04.2015	12.12.2015
Yes	N/A	N/A	N/A	N/A	N/A	N/A	Yes (early refund)	Yes (early refund)	Yes (early refund)
The exercise date of the early redemption option for the full issue at par at 06.27.2021	Conditional redemption option at any time, at par and for the full issue if changes occur in tax/regulatory legislation	N/A	Conditional redemption option at any time, at par and for the full issue if changes occur in tax/regulatory legislation	Conditional redemption option at any time, at par and for the full issue if changes occur in tax/regulatory legislation	N/A	N/A	At any time, at par	At any time, from December 18, 2008	At any time, from November 22, 2010
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Floating	Floating	Floating	Floating	Floating	Fixed	Fixed	Floating	Fixed	Fixed
E3M+2%	CMS10y	CMS10Y	E6M+0.37%	E3M+1.94%	5.375%	5.4%	E1M capitalized + 0.20%	4.1%	4.8%
No	No	No	No	No	No	No	No	No	No
Mandatory	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory	Partially discretionary	Mandatory	Mandatory
Mandatory	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory
No	No	No	No	No	No	No	No	No	No
Cumulative	Cumulative	Cumulative	Cumulative	Cumulative	Cumulative	Cumulative	Cumulative	N/A	N/A
Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible	Non-convertible
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A	N/A	N/A	N/A	yes	no	no
N/A	N/A	N/A	N/A	N/A	N/A	N/A	Decision of the Annual Shareholders' Meeting for absorption of losses	N/A	N/A
N/A	N/A	N/A	N/A	N/A	N/A	N/A	Partially	N/A	N/A
N/A	N/A	N/A	N/A	N/A	N/A	N/A	Permanent	N/A	N/A
N/A	N/A			N/A		N/A	N/A	N/A	N/A
Unsecured creditors	Ordinary bonds	Ordinary bonds	Ordinary bonds	Ordinary bonds	Ordinary bonds	Unsecured creditors	Unsecured creditors	Unsecured creditors	Unsecured creditors
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

3

At December 31, 2014, the transition from shareholder's equity to prudential CET1 capital, Tier 1 capital and total capital is summarized in the table below.

TRANSITION FROM SHAREHOLDER'S EQUITY TO PRUDENTIAL CAPITAL AFTER APPLYING TRANSITIONAL ARRANGEMENTS

(in millions of euros)	12.31.2014
Shareholders' equity	
Capital	4,986
Issue premium	4,165
Retained earnings	7,168
Treasury shares	(13)
Other, including items of comprehensive income	438
Other instruments to be reclassified as Additional Tier 1 capital	989
Net income	1,138
Total shareholders' equity - group share	**18,872**
Reclassification as Additional Tier 1 capital	(989)
Translation adjustments	(45)
Restatement of dividend forecast (dividend for previous year)	0
Prudential filters after transitional arrangements	
Own credit risk: Gain on reclassification of hybrid securities	(401)
Own credit risk: liabilities and derivatives net of deferred taxes	30
Prudent valuation adjustment	(346)
Unrealized gains and losses	(199)
Total prudential filters	**(916)**
Deductions after transitional arrangements	
Dividend proposed for current year and related expenses	(1,091)
Goodwill	
Amount as per accounting base	(2,345)
Amount included in value of investments in associates	(295)
Intangible assets	
Amount as per accounting base	(517)
Non-controlling interests	
Amount as per accounting base	83
Prudential adjustment including transitional arrangements	(43)
Deferred tax assets (tax loss carry-forwards)	
Amount as per accounting base	(2,916)
o/w portion not including tax loss carry-forwards and impact of netting	889
Prudential adjustment including transitional arrangements	2,026
Shortfall of provisions to expected losses	0
Investments in the share capital of financial sector entities	0
Other prudential adjustments including transitional arrangements	(97)
Total deductions	**(4,304)**
Total Common Equity Tier 1 (CET1)	**12,617**
Hybrid capital instruments	
Amount as per accounting base	
Other equity instruments	989
Residual gain on reclassification as equity	401
Nominal value adjustment during the period	58
Total hybrid instruments	1,448
Deductions	(40)
Other prudential adjustments including transitional arrangements	(252)
Total Additional Tier 1 (AT1)	**1,156**
Total Tier 1 capital	**13,773**
Subordinated debt instruments	
Amount as per accounting base	3,375
Prudential adjustment	(1,033)
Total Tier 2 instruments	2,342
Surplus of provisions to expected losses	121
Deductions	(548)
Other prudential adjustments including transitional arrangements	161
Total Tier 2 capital	**2,076**
TOTAL PRUDENTIAL CAPITAL	**15,849**

The recorded amounts are extracts from the prudential balance sheet.

Pursuant to Implementing Regulation No. 1423/2013, the audit trail of prudential capital as described in **Appendix VI** of the regulation is provided below.

TABLE PRUDENTIAL CAPITAL APPENDIX VI

Row number	Aggregate wording	(A) Amount at disclosure date *(in millions of euros)*	(B) Regulation (EU) No. 575/2013 Article reference treatment	(C) Amounts subject to pre- regulation (EU) No. 575/2013 or prescribed residual amount of regulation (EU) No. 575/2013 *(in millions of euros)*
Common Equity Tier 1 capital: instruments and reserves				
1	Capital instruments and the related share premium accounts	9,152	26 (1), 27, 28, 29, EBA list 26 (3)	
	o/w: Ordinary shares	9,152	EBA list 26 (3)	
	o/w: Instrument type 2		EBA list 26 (3)	
	o/w: Instrument type 3		EBA list 26 (3)	
2	Retained earnings	7,112	26 (1) (c)	
3	Accumulated other comprehensive income (and other reserves, to include unrealized gains and losses under the applicable accounting standards)	449	26 (1)	
3a	Funds for general banking risk	0	26 (1) (f)	
4	Amount of qualifying items referred to in Article 484 (3) and the related share premium accounts subject to phase out from CET1	0	486 (2)	
	Public sector capital injections grandfathered until 1 January 2018		483 (2)	
5	Minority interests (amount allowed in consolidated CET1)	40	84,479,480	
5a	Independently reviewed interim profits net of any foreseeable charge or dividend	48	26 (2)	
6	**Common Equity Tier 1 (CET1) capital before regulatory adjustments**	**16,800**		**0**
Common Equity Tier 1 capital: instruments and reserves				
7	Additional value adjustments (negative amount)	(346)	34.105	
8	Intangible assets (net of related tax liability) (negative amount)	(3,158)	36 (1) (b), 37, 472 (4)	0
9	Empty set in the EU			
10	Deferred tax assets that rely on future profitability excluding those arising from temporary differences (net of related tax liability where the conditions in Article 38 (3) are met) (negative amount)	0	36 (1) (c), 38, 472 (5)	(2,026)
11	Fair value reserves related to gains or losses on cash flow hedges	527	33 (a)	0
12	Negative amounts resulting from the calculation of expected loss amounts	(71)	36 (1) (d), 40, 159, 472 (6)	0
13	Any increase in equity that results from securitised assets (negative amount)	0	32 (1)	0
14	Gains or losses on liabilities valued at fair value resulting from changes in own credit standing	(371)	33 (b)	0
15	Defined-benefit pension fund assets (negative amount)	0	36 (1) (e), 41, 472 (7)	0
16	Direct and indirect holdings by an institution of own CET1 instruments (negative amount)	(3)	36 (1) (f), 42, 472 (8)	(11)
17	Holdings of the CET1 instruments of financial sector entities where those entities have reciprocal cross holdings with the institution designed to inflate artificially the own funds of the institution (negative amount)	0	36 (1) (g), 44, 472 (9)	0
18	Direct and indirect holdings by the institution of the CET1 instruments of financial sector entities where the institution does not have a significant investment in those entities (amount above the 10% threshold and net of eligible short positions) (negative amount)	0	36 (1) (h), 43, 45, 46, 49 (2) (3), 79, 472 (10)	0
19	Direct, indirect and synthetic holdings by the institution of the CET1 instruments of financial sector entities where the institution has a significant investment in those entities (amount above 10% threshold and net of eligible short positions) (negative amount)	0	36 (1) (i), 43, 45, 47, 48 (1) (b), 49 (1) to (3), 79, 470, 472 (11)	0
20	Empty set in the EU			
20a	Exposure amount of the following items which qualify for a RW of 1250%, where the institution opts for the deduction alternative		36 (1) (k)	
20b	o/w: qualifying holdings outside the financial sector (negative amount)	0	36 (1) (k) (i), 89 to 91	0
20c	o/w: securitization positions (negative amount)	0	36 (1) (k) (ii) 243 (1) (b) 244 (1) (b) 258	0
20d	o/w: free deliveries (negative amount)	0	36 (1) (k) (iii), 379 (3)	0
21	Deferred tax assets arising from temporary differences (amount above 10% threshold, net of related tax liability where the conditions in 38 (3) are met) (negative amount)	0	36 (1) (c), 38, 48 (1) (a), 470, 472 (5)	0
22	Amount exceeding the 15% threshold (negative amount)	(36)	48 (1)	(144)
23	o/w: direct and indirect holdings by the institution of the CET1 instruments of financial sector entities where the institution has a significant investment in those entities	(20)	36 (1) (i), 48 (1) (b), 470, 472 (11)	(80)
24	Empty set in the EU			
25	o/w: deferred tax assets arising from temporary differences	(16)	36 (1) (c), 38, 48 (1) (a), 470, 472 (5)	(65)
25a	Losses for the current financial year (negative amount)		36 (1) (a), 472 (3)	
25b	Foreseeable tax charges relating to CET1 items (negative amount)		36 (1) (l)	
26	Regulatory adjustments applied to Common Equity Tier 1 in respect of amounts subject to pre-CRR treatment			
26a	Regulatory adjustments relating to unrealised gains and losses pursuant to Articles 467 and 468	(726)		
	o/w: filter for unrealized loss	0	467	
	o/w: filter for unrealized gain	(726)	468	
26b	Amount to be deducted from or added to Common Equity Tier 1 capital with regard to additional filters and deductions required pre-CRR	0	481	
27	Qualifying AT1 deductions that exceed the AT1 capital of the institution (negative amount)	0	36 (1) (j)	
28	**Total regulatory adjustments to Common equity Tier 1 (CET1)**	**(4,184)**		
29	**Common Equity Tier 1 (CET1) capital**	**12,617**		

Row number	Aggregate wording	(A) Amount at disclosure date *(in millions of euros)*	(B) Regulation (EU) No. 575/2013 Article reference treatment	(C) Amounts subject to pre- regulation (EU) No. 575/2013 or prescribed residual amount of regulation (EU) No. 575/2013 *(in millions of euros)*
Additional Tier 1 (AT1) capital: instruments				
30	Capital instruments and the related share premium accounts	0	51, 52	
31	o/w: classified as equity under applicable accounting standards	0		
32	o/w: classified as liabilities under applicable accounting standards			
33	Amount of qualifying items referred to in Article 484 (4) and the related share premium accounts subject to phase out from AT1	1,448	486 (3)	
	Public sector capital injections grandfathered until 1 January 2018		483 (3)	
34	Qualifying Tier 1 capital included in consolidated AT1 capital (including minority interests not included in row 5) issued by subsidiaries and held by third parties	0	85, 86, 480	
35	o/w: instruments issued by subsidiaries subject to phase out		486 (3)	0
36	**Additional Tier 1 (AT1) capital before regulatory adjustments**	**1,448**		
Additional Tier 1 (AT1) capital: regulatory adjustments				
37	Direct and indirect holdings by an institution of own ATI Instruments (negative amount)	0	52 (1) (b), 56 (a), 57, 475 (2)	
38	Holdings of the AT1 instruments of financial sector entities where those entities have reciprocal cross holdings with the institution designed to inflate artificially the own funds of the institution (negative amount)	0	56 (b), 58, 475 (3)	
39	Direct and indirect holdings of the AT1 instruments of financial sector entities where the institution does not have a significant investment in those entities (amount above the 10% threshold and net of eligible short positions) (negative amount)	0	56 (c), 59, 60, 79, 475 (4)	
40	Direct and indirect holdings by the institution of the AT1 instruments of financial sector entities where the institution has a significant investment in those entities (amount above the 10% threshold net of eligible short positions) (negative amount)	(24)	56 (d), 59, 79, 475 (4)	(16)
41	Regulatory adjustments applied to additional Tier 1 in respect of amounts subject to pre-CRR treatment and transitional treatments subject to phase out as prescribed in Regulation (EU) No. 575/2013 (i.e. CRR residual amounts)			
41a	Residual amounts deducted from Additional Tier 1 capital with regard to deduction from Common Equity Tier 1 capital during the transitional period pursuant to Article 472 of Regulation (EU) No. 575/2013	(50)	472, 472(3)(a), 472 (4), 472 (6), 472 (8) (a), 472 (9), 472 (10) (a), 472 (11) (a)	
	o/w: own capital instruments	(11)		
	o/w: non-significant investments in the capital of other financial sector entities	0		
	o/w: significant investments in the capital of other financial sector entities	(40)		
41b	Residual amounts deducted from Additional Tier 1 capital with regard to deduction from Tier 2 capital during the transitional period pursuant to Article 475 of Regulation (EU) No. 575/2013	(217)	477, 477 (3), 477 (4) (a)	
	o/w: Own capital instruments	0		
	o/w: non-significant investments in the capital of other financial sector entities	0		
	o/w: significant investments in the capital of other financial sector entities	(217)		
41c	Amount to be deducted from or added to Additional Tier 1 capital with regard to additional filters and deductions required pre- CRR		467, 468, 481	
42	Qualifying T2 deductions that exceed the T2 capital of the institution (negative amount)		56 (e)	
43	**Total regulatory adjustments to Additional Tier 1 (AT1) capital**	**(292)**		
44	**Additional Tier 1 (AT1) capital**	**1,156**		
45	**Tier 1 capital (T1 = CET1 + AT1)**	**13,773**		
Tier 2 (T2) capital: instruments and provisions				
46	Capital instruments and the related share premium accounts	1,968	62, 63	
47	Amount of qualifying items referred to in Article 484 (5) and the related share premium accounts subject to phase out from T2	374	486 (4)	
	Public sector capital injections grandfathered until 1 January 2018	0	483 (4)	
48	Qualifying own funds instruments included in consolidated T2 capital (including minority interests and AT1 instruments not included in rows 5 or 34) issued by subsidiaries and held by third parties	0	87, 88, 480	
49	o/w: instruments issued by subsidiaries subject to phase out	0	486 (4)	
50	Credit risk adjustments	121	62 (c) & (d)	
51	**Tier 2 (T2) capital before regulatory adjustments**	**2,463**		
Tier 2 (T2) capital: regulatory adjustments				
52	Direct and indirect holdings by an institution of own T2 instruments and subordinated bans (negative amount)	(5)	63 (b) (i), 66 (a), 67, 477 (2)	0
53	Holdings of the T2 instruments and subordinated bans of financial sector entities where those entities have reciprocal cross holdings with the institution designed to inflate artificially the own funds of the institution (negative amount)	0	66 (b), 68, 477 (3)	
54	Direct and indirect holdings of the T2 instruments and subordinated loans of financial sector entities where the institution does not have a significant investment in those entities (amount above 10% threshold and net of eligible short positions) (negative amount)	0	66 (c), 69, 70, 79, 477 (4)	
54a	o/w new holdings not subject to transitional arrangements	0		
54b	o/w holdings existing before January 1, 2013 and subject to transitional arrangements	0		
55	Direct and indirect holdings by the institution of the T2 instruments and subordinated loans of financial sector entities where the institution has a significant investment in those entities (net of eligible short positions) (negative amount)	(326)	66 (d), 69, 79, 477 (4)	(217)
56	Regulatory adjustments applied to Tier 2 in respect of amounts subject to pre-CRR treatment and transitional treatments subject to phase out as prescribed in Regulation (EU) No. 575/2013 (i.e. CRR residual amounts)			
56a	Residual amounts deducted from Tier 2 capital with regard to deduction from Common Equity Tier 1 capital during the transitional period pursuant to Article 472 of Regulation (EU) No. 575/2013	(40)	472, 472(3)(a), 472 (4), 472 (6), 472 (8) (a), 472 (9), 472 (10) (a), 472 (11) (a)	
	o/w: own capital instruments			
	o/w: non-significant investments in the capital of other financial sector entities	0		
	o/w: significant investments in the capital of other financial sector entities	(40)		

Row number	Aggregate wording	(A) Amount at disclosure date *(in millions of euros)*	(B) Regulation (EU) No. 575/2013 Article reference treatment	(C) Amounts subject to pre- regulation (EU) No. 575/2013 or prescribed residual amount of regulation (EU) No. 575/2013 *(in millions of euros)*
56b	Residual amounts deducted from Tier 2 capital with regard to deduction from Additional Tier 1 capital during the transitional period pursuant to Article 475 of Regulation (EU) No. 575/2013	(16)	475, 475 (2) (a), 475 (3), 475 (4) (a)	
	o/w: Own capital instruments	0		
	o/w: non-significant investments in the capital of other financial sector entities	0		
	o/w: significant investments in the capital of other financial sector entities	(16)		
56c	Amount to be deducted from or added to Tier 2 capital with regard to additional filters and deductions required pre CRR		467, 468, 481	
57	**Total regulatory adjustments to Tier 2 (T2) capital**	**(387)**		
58	**Tier 2 (T2) capital**	**2,076**		
59	**Total capital (TC = T1 + T2)**	**15,849**		
59a	Risk weighted assets in respect of amounts subject to pre-CRR treatment and transitional treatments subject to phase out as prescribed in Regulation (EU) No. 575/2013 (i.e. CRR residual amounts)	53		
	o/w: adjustment of the 15% threshold, part of the significant investments of the CET1, items not deducted from CET1 (Regulation (EU) No. 575/2013 residual amounts)	53	472, 472 (5), 472 (8) (b), 472 (10) (b), 472 (11) (b)	
	o/w: adjustment of the 15% threshold, deferred tax assets part, items not deducted from CET1 (Regulation (EU) No. 575/2013 residual amounts)	0		
	o/w: items not deducted from AT1 items (Regulation (EU) No. 575/2013 residual amounts)		475, 475 (2) (b), 475 (2) (c), 475 (4) (b)	
	Items not deducted from T2 items (Regulation (EU) No. 575/2013 residual amounts)		477, 477 (2) (b), 477 (2) (c), 477 (4) (b)	
60	**Total risk weighted assets**	**53**		
Capital ratios and buffers				
61	Common Equity Tier 1 (as a percentage of risk exposure amount)	11.0%	92 (2) (a), 465	
62	Tier 1 (as a percentage of risk exposure amount)	12.0%	92 (2) (b), 465	
63	Total capital (as a percentage of risk exposure amount)	13.8%	92 (2) (c)	
64	Institution specific buffer requirement (CET1 requirement in accordance with Article 92 (1) (a) plus capital conservation and countercyclical buffer requirements, plus systemic risk buffer, plus the systemically important institution buffer (G-SII or 0-SII buffer), expressed as a percentage of risk exposure amount)		CRD 128, 129, 130	
65	o/w: capital conservation buffer requirement	0		
66	o/w: countercyclical buffer requirement	0		
67	o/w: systemic risk buffer requirement	0		
67a	o/w: Global Systemically Important Institution (G-511) or Other Systemically Important Institution (0-SII) buffer		CRD 131	
68	Common Equity Tier 1 available to meet buffers (as a percentage of risk exposure amount)	7.0%	CRD 128	
69	[not relevant in EU regulation]			
70	[not relevant in EU regulation]			
71	[not relevant in EU regulation]			
Capital ratios and buffers				
72	Direct and indirect holdings of the capital of financial sector entities where the institution does not have a significant investment in those entities (amount below 10% threshold and net of eligible short positions)	191	36 (1) (h), 45, 46, 472 (10) 56 (c), 59, 60, 475 (4) 66 (c), 69, 70, 477 (4)	
73	Direct and indirect holdings by the institution of the CET 1 instruments of financial sector entities where the institution has a significant investment in those entities (amount below 10% threshold and net of eligible short positions)	936	36 (1) (i), 45, 48, 470, 472 (11)	
74	Empty set in the EU			
75	Deferred tax assets arising from temporary differences (amount below 10% threshold, net of related tax liability where the conditions in Article 38 (3) are met)	759	36 (1) (c), 38, 48, 470, 472 (5)	
Applicable caps on the inclusion of provisions in Tier 2				
76	Credit risk adjustments included in T2 in respect of exposures subject to standardized approach (prior to the application of the cap)	0	62	
77	Cap on inclusion of credit risk adjustments in T2 under standardised approach	16,066	62	
78	Credit risk adjustments included in T2 in respect of exposures subject to internai ratings-based approach (prior to the application of the cap)	121	62	
79	Cap for inclusion of credit risk adjustments in T2 under internai ratings-based approach	48,001	62	
Capital instruments subject to phase-out arrangements (only applicable between January 1, 2013 and January 1, 2022)				
80	Current cap on CET1 instruments subject to phase-out arrangements	0	484 (3), 486 (2) & (5)	
81	Amount excluded from CET1 due to cap (excess over cap atter redemptions and maturities)	0	484 (3), 486 (2) & (5)	
82	Current cap on AT1 instruments subject to phase-out arrangements	1,452	484 (4), 486 (3) & (5)	
83	Amount excluded from AT1 due to cap (excess over cap after redemptions and maturities)	0	484 (4), 486 (3) & (5)	
84	Current cap on T2 instruments subject to phase-out arrangements	1,749	484 (5), 486 (4) & (5)	
85	Amount excluded from T2 due to cap (excess over cap after redemptions and maturities)	0	484 (5), 486 (4) & (5)	

3.3.4 CHANGES IN REGULATORY CAPITAL, REGULATORY OWN FUNDS REQUIREMENTS AND RATIOS IN 2014

Regulatory capital and capital adequacy ratio:

The application of the new Basel 3/CRR regulations as of the start of 2014 made it necessary to establish a basis for comparison at December 31, 2013. The table below provides a summary of the transition from prudential capital and risk-weighted assets established under Basel 2 rules (published at year-end 2013*) to capital and risk-weighted assets established under the CRR at December 31, 2013 after applying transitional arrangements.

TRANSITION FROM BASEL 2.5 PRUDENTIAL CAPITAL AND RWA TO CRR AT DECEMBER 31, 2013

(in billions of euros)	12.31.2013 Basel 2.5 *	Insurance	Securitization	Deductions and investments	CVA risk	Correlation banks and CCP	Basel 3 12.31.2013
RWA	101.2	1.7	3.9	2.3	7.3	3.8	120.1
CT1 capital	11.9	0.6	0.2	(0.2)			12.5

* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as par Natixis' registration document filed on March 14, 2014.*

The change in prudential capital under Basel 3/CRR over the period is shown below:

CHANGES IN PRUDENTIAL CAPITAL AFTER APPLYING TRANSITIONAL ARRANGEMENTS

(in millions of euros)	2014
Common Equity Tier 1 (CET1)	
Amount at start of period	12,537
New instruments issued (including issue premiums)	50
Instruments redeemed	0
Retained earnings from previous periods	(356)
Net income/(loss) for the period	1,138
Gross dividend proposed	(1,091)
Dividend payout in new shares	0
Changes in other comprehensive income	
Translation adjustments	609
Available-for-sale assets	289
Cash flow hedging reserve	(239)
Other	(57)
Other	(13)
Non-controlling interests	0
Filters and deductions not subject to the transitional arrangements	
Goodwill and intangible assets	(16)
Own credit risk	168
Other comprehensive income CFH	239
Prudent valuation adjustment	(346)
Other	22
Other, including prudential adjustments and transitional arrangements	
Deferred tax assets that rely on future earnings (excluding temporary differences)	263
Deductions in respect of breaches of capital thresholds	79
Other	9
Impact of transitional arrangements	(669)
o/w impact of changes in phase-in rate	(82)
o/w impact of change in basis subject to transitional arrangements	(587)
Amount of Common Equity Tier 1 (CET1) at end of period	**12,617**
Additional Tier 1 (AT1) capital	
Amount at start of period	1,026
New eligible instruments issued	0
Redemptions during the period	0
Other, including prudential adjustments and transitional arrangements	130
o/w impact of changes in phase-in rate	105
o/w other impact of changes in basis	25

(in millions of euros)	2014
Amount of Additional Tier 1 (AT1) capital at end of period	**1,156**
Tier 1 capital	**13,773**
Tier 2 capital	
Amount at start of period	1,955
New eligible instruments issued	1,000
Redemptions during the period	(500)
Other, including prudential adjustments and transitional arrangements	(379)
o/w impact of changes in phase-in rate	(101)
o/w other impact of changes in basis	(278)
Amount of Tier 2 capital at end of period	**2,076**
TOTAL PRUDENTIAL CAPITAL	**15,849**

Over 2014, Basel 3/CRR prudential capital, after applying transitional arrangements, evolved as follows:

Common Equity Tier 1 (CET1) capital totaled €12.6 billion at December 31, 2014, up €0.1 billion over the year.

The €0.97 billion increase in accounting shareholders' equity group share to €18.9 billion was mainly due to the incorporation of net income for the year for +€1.14 billion, and the favorable impact of the dollar rise on exchange conversion for +€0.6 billion. These items were offset by the payment of the dividend for 2013 (€0.5 billion) and the impact of acquisitions and disposals during the period on consolidated reserves for €0.3 billion.

CET1 capital includes a provision for 2014 dividends payable in cash in the amount of €1.1 billion (i.e. €0.34 per share). It also includes the impact of the first application of the prudent valuation for -€0.35 billion, and an increase in the impact of transitional arrangements for -€0.7 billion.

In addition to the aforementioned items, the increase in CET1 capital was primarily due to the favorable impact of the change in the phase in rate applied to on items deducted from Additional Tier 1 (AT1) capital.

Tier 2 capital increased owing to new issues of redeemable subordinated notes (+€1 billion), which were partially offset by the early redemption of certain redeemable subordinated notes (-€0.5 billion), the regulatory amortization of lines nearing maturity and the negative impact of the change in phase-in rate.

Risk-weighted assets amounted to €115.2 billion after the guarantee granted by BPCE (€2.1 billion, down €0.8 billion compared to December 31, 2013), and fell by €4.9 billion over the year.

(in billions of euros)	Credit risk	CVA	Market risk	Operational risk	Total RWA
BASEL 3 AT 12.31.2013	**86.8**	**7.3**	**15.3**	**10.7**	**120.1**
Changes in exchange rates	2.3				2.3
Business evolution	3.4	(1.3)	(0.3)	1.3	3.1
Improvement in risk parameters	(7.1)		0.6		(6.5)
Acquisitions and disposals of financial investments	(3.2)				
Other	(0.6)	0.3	(0.2)	0.0	(3.8)
BASEL 3 AT 12.31.2014	**81.6**	**6.3**	**15.4**	**12.0**	**115.2**

The -€5.2 billion decrease in credit risks over the year was primarily due to the following:

- an increase in outstandings (+€3.4 billion) notably due to changes in activity and the increase in the book value of investments in insurance companies, including the consolidation of BPCE Assurances);
- the impact of the dollar rise (+€2.3 billion);
- an improvement in risk parameters (improved ratings, better recognition of guarantees received, -€7.1 billion);
- acquisitions and disposals of financial investments, including the disposal of Coface and Lazard (-€3.2 billion).

Market risk was stable overall.

Operational risk increased by €1.3 billion due to the replacement of the reference indicator for fiscal year 2011 with that of fiscal year 2014 (standard practice is to calculate operational risk using the average indicator for the previous three years).

TABLE1: EAD, RWA AND OWN FUNDS REQUIREMENTS BY BASEL APPROACH AND CATEGORY OF EXPOSURE

	12.31.2014			12.31.2013 *		
(in millions of euros)	EAD	RWA	Capital requirement	EAD	RWA	Capital requirement
Credit risk						
Internal approach	**239,201**	**56,938**	**4,555**	**231,559**	**58,280**	**4,662**
Equity	5,390	15,725	1,258			
Central governments and central banks	61,875	635	51			
Other items	247	109	9			
Retail	757	273	22			
Corporates	94,537	35,882	2,871			
Institutions	68,994	3,469	276			
Securitization	7,401	845	68			
Standardized approach	**26,374**	**14,641**	**1,171**	**20,069**	**10,736**	**859**
Equity	39	40	3			
Central governments and central banks	6,366	2,110	169			
Other items	6,247	5,642	451			
Retail	2,887	2,173	174			
Corporates	2,868	2,139	171			
Institutions	3,064	409	33			
Exposures at default	591	610	49			
Exposures secured by mortgages on immovable property	2,543	1,267	101			
Exposures to institutions and corporates with a short-term credit assessment	1,594	120	10			
Securitization	175	131	10			
CCP default fund exposure	**302**	**503**	**40**			
Credit risk sub-total	**265,877**	**72,082**	**5,766**	**251,628**	**69,016**	**5,521**
Counterparty risk						
Internal approach	**42,513**	**8,042**	**643**	**47,530**	**6,050**	**484**
Central governments and central banks	6,328	46	3			
Corporates	12,974	4,322	346			
Institutions	22,318	3,373	270			
Securitization	893	301	24			
Standardized approach	**17,135**	**1,425**	**114**	**2,174**	**832**	**67**
Central governments and central banks	964	173	14			
Retail	1	1				
Corporates	3,664	260	21			
Institutions	11,899	453	36			
Exposures at default	279	279	22			
Exposures to institutions and corporates with a short-term credit assessment	328	259	21			
Securitization	0	0	0			
Counterparty risk sub-total	**59,648**	**9,467**	**757**	**49,703**	**6,882**	**551**
Market risk						
Internal approach		**9,723**	**778**		**7,876**	**630**
Standardized approach		**5,659**	**453**		**6,739**	**539**
Equity risk		247	20			
Foreign exchange risk		2,201	176			
Commodities risk		931	74			
Interest rate risk		2,280	182			
Market risk sub-total		**15,382**	**1,231**		**14,615**	**1,169**
CVA	**17,094**	**6,320**	**505**			
Settlement/delivery risk		**8**	**1**		**6**	**1**
Operational risk (standardized approach)		**11,958**	**957**		**10,647**	**852**
TOTAL		**115,217**	**9,217**		**101,166**	**8,093**

* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

TABLE 2: BASEL 3 RWA BY KEY NATIXIS BUSINESS LINE

(in millions of euros)		Basel 3 RWA at 12.31.2014		
Division	**Total**	**Credit [a]**	**Market [b]**	**Operational**
Wholesale Banking	72,170	47,051	19,121	5,998
Specialized Financial Services	14,383	12,242	-	2,141
Investment Solutions	13,764	10,369	13	3,382
Financial Investments	6,037	5,566	5	466
Corporate Center	8,863	6,321	2,571	(29)
TOTAL AT 12.31.2014	**115,217**	**81,549**	**21,710**	**11,958**
TOTAL AT 12.31.2013 [c]	**101,166**	**75,898**	**14,621**	**10,647**

(a) *Including counterparty risk.*

(b) *Including settlement-delivery risk and €6,320 million in RWA CVA.*

(c) *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

After taking into account transitional arrangements, at December 31, 2014 **the CET1 ratio** stood at 11%, the Tier 1 ratio was 12% and the total capital ratio stood at 13.8%.

3.3.5 CAPITAL PLANNING

The capital planning system comprises the following components:

- forecasts of own funds requirementrelating to business line activity, as part of the Group's overall capital adequacy policy;
- a system for analyzing the capital consumption of the business lines and their profitability on the basis of Basel 3/CRR risk-weighted assets;
- allocation of capital to the business lines taking into account business requirements and profitability targets (in the frame of strategic planning and annual budget procedures);
- calculation of economic capital based on four types of risk (credit, market, operational and business risk).

3.3.6 OTHER REGULATORY RATIOS

Large exposures ratio

Regulations on the monitoring of large exposures were revised in 2014 and are now part of the CRR. They aim to prevent an excessive concentration of risks for sets of counterparties that are related in such a way that if one encountered financial problems, the others would also be likely to experience funding or repayment problems. The standard is based on a permanent obligation: all risks associated with a single counterparty cannot exceed 25% of the bank's capital. Natixis complied with this requirement in 2014.

Leverage ratio

The Basel Committee has set up a system for managing leverage risk. The system was included in the CRR, defining leverage as being equal to Tier 1 capital divided by the accounting measure of balance sheet exposures (after certain restatements, notably on derivatives and repurchase agreements) and off-balance sheet exposures (after applying balance sheet equivalent conversion factors). The CRR was amended by a Delegated Act which applies as of March 1, 2015.

Under Pillar 2, the leverage ratio must be calculated and reported to the regulator as of January 1, 2014. Its publication is mandatory as of January 1, 2015. After an observation period, it could become more restrictive under Pillar 1 as of 2018.

Natixis is already in a position to calculate and publish its leverage ratio (according to the rules set out in the Delegated Act), and to implement the balance sheet oversight needed to converge towards the target ratio under consideration.

3.4 Credit and counterparty risks (including country risk)

3.4.1 TARGETS AND POLICIES

Natixis' risk policies have been defined, starting in 2010-2011, as a component of the bank's overall credit risk control and management system. These policies, which are the product of consultation between the Risk Department and the bank's various business lines, are intended to establish a framework for risk-taking while outlining Natixis' strategic vision for each of its business lines by translating it into the risk appetite for each business line or sector.

Natixis now has nearly 20 risk policies, which are regularly revised and cover the various Wholesale Banking business lines (corporate, LBO, aircraft finance, real estate finance, project finance, commodities finance, banks, insurance, hedge funds, and so on) and the subsidiaries' various activities (e.g. leasing for Natixis Lease and factoring for Natixis Factor).

The framework laid down by these risk policies makes a distinction between recommendations based on good practices, and strict (qualitative or quantitative) supervisory criteria, any deviation from which affects the decision-making process and the usual system of limit authorizations.

This framework is both quantitative and qualitative.

The quantitative framework is generally based on:

- commitment ceilings by business line;
- commitment sub-limits or alert thresholds by type of sector, type of counterparty, type of product, or sometimes geographic region.

This framework helps to monitor the concentration of the banks' commitments in relation to a given sector or type of risk.

The qualitative framework is for its part structured around the following criteria:

- business sectors: preferred sectors, banned sectors;
- targets: customers to be targeted or excluded based on various criteria (size, rating, country of operation, etc.);
- structuring: maximum durations, financial ratios, contractual clauses, collateral arrangement, etc.
- products.

Checks are carried out as required during the individual processing of loan applications to ensure that the risk policy is being correctly applied. Overall monitoring also takes place on a quarterly basis (checking of compliance with ceilings and number of deviations) and is presented to the Global Risk Committees.

3.4.2 GENERAL PRINCIPLES GOVERNING APPROVAL AND MANAGEMENT OF CREDIT RISK

(Data certified by the Statutory Auditors in accordance with IFRS 7)

Natixis' credit risk measurement and management procedures are based on:

- a standardized risk-taking process, structured via a system of limit authorizations and decision-making Committees;
- independent analyses carried out by the Risk Department during the loan approval review process;
- rating tools and methodologies providing standardized and tailored assessments of counterparty risk, thereby making it possible to evaluate the probability of default within one year and the loss given default;
- information systems that give an overview of outstanding loans and credit limits.

3.4.3 RISK MEASUREMENT AND INTERNAL RATINGS

(Data certified by the Statutory Auditors in accordance with IFRS 7)

The internal rating system is an integral part of Natixis' credit risk monitoring and control mechanism. It covers all the methods, processes, tools and controls used to evaluate credit risk. It takes into account fundamental parameters, including one-year counterparty probability of default, which is expressed as a rating, and loss given default (LGD), which is expressed as a percentage.

Pursuant to regulatory requirements, all counterparties in the banking book and the related exposures must have an internal rating if they:

- carry a loan or are assigned a credit limit;
- guarantee a loan;
- issue securities used as collateral for a loan.

The mechanism is based on:

- internal rating methodologies specific to the various Basel asset classes and consistent with Natixis' risk profile; there is a unique rating procedure and methodology for each asset class;
- an IT system used for managing the successive stages of the rating process, from initiation of the process to validation and logging of the complete process;

- procedures and controls that place internal ratings at the heart of the risk-management system, from transaction origination to ex-post analysis of defaulting counterparties and the losses incurred on the relevant loans;
- periodic reviews of rating methodologies, the method for calculating the LGD and the underlying risk parameters.

With respect to country risk, the system is based on sovereign ratings and country ratings which cap ratings that can be given to non-sovereign counterparties. These ratings are reviewed annually or more often if necessary.

Since September 30, 2010 Natixis has used internal rating methods specific to the different asset classes approved by the Autorité de Contrôle Prudentiel et de Résolution (ACPR – French Prudential Supervisory Authority), and that use the advanced internal ratings-based method (IRBA) to rate corporate, sovereign, bank, specialized financing and some categories of consumer finance exposures.

Ratings are established based on two approaches, namely statistical approaches and expert appraisals.

INDICATIVE CORRESPONDENCES BETWEEN INTERNAL RATINGS BASED ON EXPERT APPRAISALS AND EXTERNAL AGENCY RATINGS (CORPORATE, BANKS AND SPECIALIZED FINANCING)

Internal rating	S&P/Fitch equivalent	Moody's equivalent	Probability of default within 1 year
AAA	AAA	Aaa	0.03%
AA+	AA+	Aa1	0.03%
AA	AA	Aa2	0.03%
AA-	AA-	Aa3	0.03%
A+	A+	A1	0.03%
A	A	A2	0.05%
A-	A-	A3	0.11%
BBB+	BBB+	Baa1	0.20%
BBB	BBB	Baa2	0.36%
BBB-	BBB-	Baa3	0.60%
BB+	BB+	Ba1	0.94%
BB	BB	Ba2	1.42%
BB-	BB-	Ba3	2.06%
B+	B+	B1	2.91%
B	B	B2	4.01%
B-	B-	B3	5.41%
CCC+	CCC+	Caa1	7.16%
CCC	CCC	Caa2	9.33%
CCC-	CCC-	Caa3	11.97%
CC	CC	Ca	15.16%
C	C	C	18.96%

The rating scale varies according to the type of counterparty and includes 21 notches for major corporates, banks and specialized financing.

3.4.4 RATING TOOL PERFORMANCE MONITORING AND BACKTESTING

Backtesting and benchmarking are an integral part of the model approval process. Backtesting and performance-monitoring programs are used at least once a year to ensure the quality and reliability of LGD estimates and rating models and LGD grids or probability of default scales (Corporate, Banks, Sovereign and LGD Secured). They include a detailed analysis based on a range of indicators, e.g. differences in terms of severity and migration compared with agency ratings, observed defaults and losses and changes in ratings prior to default, and the performance measurements of LGD models, based on the quantitative analysis of historical data and supplemented by qualitative analysis.

3.4.4.1 Rating tool performance monitoring and backtesting of PD

The rating systems are periodically checked and undergo external benchmarking to verify the consistency of the ratings produced using the expert appraisal and quantitative methods. The monitoring methods are defined through a backtesting procedure tailored to each type of model.

For Natixis, the Corporate (including structured finance), Interbank and Sovereign portfolios, which are handled using dedicated rating tools, have the lowest default rates (Low Default Portfolios). These portfolios are backtested in accordance with their specific nature, namely the low number of defaults and the difficulty in creating and maintaining a PD scale based on internal data.

The backtesting procedure, which draws on these data (and sometimes external data in the case of backtesting of the banking model or the Major Corporate rating grids particularly), consists of the following stages: an analysis of the absolute performance, which is based on the default rate and internal migrations, and an analysis of the relative performance, which is based on a comparison with external ratings.

Alerts are triggered by performance rules and indicators where appropriate.

These checks are carried out through several processes, such as quarterly meetings of the Rating Analysis Committee and the backtesting of the various rating models, which is carried out between once and four times a year depending on the scope.

The role of the Rating Analysis Committee is to:

- allow the presentation of the performance and stability measurement results;
- analyze the indicators whose alert thresholds have been exceeded;
- decide on any measures to be taken to correct any deviations or anomalies. These measures may take different forms, including changes to rating practices, methodologies, performance analyses or alert threshold values.

The severity of the internal ratings compared with the agency ratings is examined. Natixis therefore analyzes all of the internal ratings of counterparties that are also rated by the rating agencies (Standard and Poor's, Moody's and Fitch). The degree of alignment of the risk assessments can be determined through these analyses.

The change in the portfolio's credit quality over one year is also analyzed by looking at the internal rating migrations. This aspect of the analysis process gives an overview of the positioning of the Bank's credit portfolio.

Additional indicators are also calculated to verify the internal risk ranking (Gini Index, average rating, one year previously, of counterparties that have defaulted) and provide statistics as a supplement to the qualitative analyses.

Rating Analysis Committee meetings are chaired by the heads of the Specific Credit Risk Departments and the Risk Department's Chief Operating Officer, or by representatives designated by them. The follow-up on the decisions made during Committee meetings are presented at subsequent meetings, particularly if thresholds have been breached and this situation has not been rectified.

All of this analysis work is also presented each quarter to the Head of Risk and communicated to the regulator.

3.4.4.2 Monitoring and backtesting of internal LGD, CCF and ELBE under the advanced method

LGD are backtested by the Risk Department's teams to:

- verify that the model is correctly calibrated;
- assess the model's discriminating power;
- assess the model's stability over time.

The losses and estimates produced by the models are compared based on historical data covering as long a period as possible.

The losses given default are calculated:

- on a statistical basis for the Corporate asset class;
- based on internal and external histories and an external benchmark for banks and sovereigns;
- using stochastic models if there is a claim against an asset.

The losses given default arrived at using internal methods for the calculation of capital requirements are also monitored quarterly during Rating Analysis Committee meetings. Corporate and Bank LGD monitoring has therefore been rolled out over the past few months and is gradually being extended to all of the IRB-A-approved portfolios (Specialized Financing and Sovereigns).

The LGD, ELBE *(see glossary)* and CCF *(see glossary)* levels for the different lending scopes undergo backtesting at least once a year (based on the updated internal data), as do the rating models and the associated PD, to verify the reliability of the estimates over time. The parameters of the models for the Specialized Financing and Financial Collateral scope are regularly updated, so that they reflect the business lines' reality as accurately as possible. Both the market parameters and the recovery parameters are updated.

The backtesting indicators defined are used both to measure the modeling performance and to validate the model currently used. Two types of indicators are used:

- population stability indicators: these analyses are used to validate that the population observed is still similar to the population that was used to build the model. The model may be called into question if there are excessively large distribution differences depending on the segmentation variables or the LGD. All of these indicators are compared against the benchmark indicators (usually those calculated when the model was built or those issuing from external data or agencies). These analyses are applicable to both expert appraisal-based models and statistical models;
- the model performance indicators: the model's performance is measured to validate the segmentation and also to synthetically quantify the differences between the forecast and actual figures. This is achieved by using statistical indicators, which are compared against those calculated during modeling.

The results of the backtesting may result in the risk parameter's recalibration, where appropriate.

A backtesting report is produced once backtesting is complete presenting:

- all of the results for the backtesting indicators used;
- any additional analyses;
- an overall opinion of the results in accordance with the Group's standards.

The backtesting report and the reviews are presented to the Head of Risk and the Group Risk Standard and Method Committee (BPCE CNMRG). They are sent to the regulator once a year.

As part of its oversight function, the Risk Department makes sure the rules and commitments underpinning the Bank's IRBA approval are respected, and also ensures the proper operation of the tools and processes used and the quality and consistency of data. It also coordinates training and provides support to Bank employees.

3.4.5 CREDIT RISK REDUCTION TECHNIQUES

(Data certified by the Statutory Auditors in accordance with IFRS 7)

Natixis uses a number of credit risk reduction techniques including netting agreements, personal guarantees, asset guarantees or the use of credit-default swaps (CDS) for hedging purposes.

The collateral or guarantees may include:

- personal guarantees, in which the credit protection consists of a commitment by a third party to pay in the event of default, e.g. on-demand guarantees, joint-and-several guarantees or ownership clauses;
- asset guarantees representing a transferable asset pledged to secure the reimbursement of a loan in the event that the borrower fails to meet its payment obligations (financial and tangible assets including cash, shares and bonds and pledges of stock, mortgages on real estate or ships, and so on).

The principles used for identifying, measuring and managing credit risk hedging instruments are determined by the recommendations of the Basel Committee accord. The decision on whether a guarantee's risk-reducing effects make it eligible to be included in risk-exposure calculations is made on a case-by-case basis. Checkpoints are provided for throughout the process. They cover the approval of the transaction, the monitoring of credit risk exposure and the calculation of the resulting capital requirements (predominantly calculated according to IRBA since September 30, 2010).

Collateral and netting agreements give rise to:

- an analysis undertaken when loan applications are approved or reviewed, assessing the suitability of the instrument or guarantee provided and the associated improvement in risk quality;
- verification, processing and documentation based on the use of standard contracts or contracts approved by the Legal Department;
- registration and monitoring procedures covering risk administration and management systems.

Similarly, providers of sureties (via signature guarantees or CDS) are examined, rated and monitored, as with debtors.

Natixis may take steps to reduce commitments in order to lower concentration risk by counterparty, sector and geographic area. Concentration risk is rounded out with an analysis, based on stress test methodologies (migration of ratings according to macroeconomic scenarios).

Natixis may buy credit-default swaps and enter into synthetic securitization transactions in order to reduce all or part of the credit risk exposure attached to some assets by transferring the risk to the market. CDS-protected loans remain on Natixis' balance sheet, but bear the counterparty risk attached to the credit-default swap sellers, which are generally OECD banks. Transactions with non-bank third parties are fully collateralized in cash.

These transactions are subject to decision-making and monitoring procedures that apply to derivative transactions.

3.4.6 COMMITMENT MONITORING PROCEDURES

(Data certified by the Statutory Auditors in accordance with IFRS 7)

Credit risk is supervised by making the various business lines accountable, and by various control measures overseen by a dedicated Risk Department team.

The business lines carry out day-to-day counterparty risk monitoring and the Risk Department conducts second-level controls. Each month, the Risk Department submits an overview of its monitoring activities to Senior Management and the Risk Committee (to the Audit Committee until December 2014).

Periodic reviews of sector-based risk policies also help to ensure that the risk budgets allocated by the Global Risk Committee chaired by the Chief Executive Officer are observed. This risk undergoes sector monitoring by the Risk Department, which, among other things, results in the producing of half-yearly market reviews covering the majority of the business sectors and whose (notably geographic) focus is tailored to the make-up of Natixis' portfolio. The purpose of this process is to:

- monitor new information about each sector (main events and changes in trends);
- monitor objective indicators specific to each sector;
- assess the change in the risks inherent to each sector;
- regularly rate business sectors/sub-sectors, independently of the individual counterparty rating process.

It is used particularly to review the change in Natixis' exposures by business sector and the distribution of these exposures by geographic region and by rating. Aside from this regular and systematic monitoring, this sector monitoring may also give rise to occasional reports describing emerging sector risks or issuing warnings about changes in specific sector risks.

The limits governing country exposure (country caps) are examined at least once a year and approved by the Global Risk Committee in light of the countries' ratings and situations. Where there has been a significant change in a country, an analysis is presented to the Credit Risk Committee in order to adapt the monitoring and procedures relative to the country in question.

Moreover, the Credit Committee's decisions regarding transactions with a significant exposure in terms of the total amount, country situation or type of the transaction under review are based on an analysis of country risk.

The monthly Limit Breach Committee analyzes breaches of predefined limits using specific indicators (number, total, duration, business lines concerned, etc.), examines significant breaches and monitors their correction.

Loans showing a deterioration in the level of risk are identified as they occur and are reported immediately to the Risk Department and the business line concerned, in accordance with the counterparty watch list, individual provision and alert procedures.

They are then considered for the watch list, a decision which falls upon the Risk Department or the competent Credit Committee depending on the level of exposure.

Wholesale Banking risks are monitored by the Restructuring and Special Affairs Department (DRAS), which intervenes in difficult cases where necessary. The Litigation Department handles collections of loans in litigation.

Impact of stress scenarios

The credit stress test system covers Natixis' scopes subject to IRBA and IRBF. It is based on choosing scenarios that replicate plausible crisis situations and high degrees of severity, in keeping with market practices, taking the past, market trends and the environment into account so that purely historical or theoretical scenarios are eliminated.

The system is a real management tool, with scenarios that are regularly introduced and revised. New subsidiary scopes and models have therefore been added to the stresses since the stress test program was first introduced. The Risk Department regularly works on improving the methods used and adding to the scopes defined for the stresses, particularly bearing in mind the market stress requirements.

New scenarios were presented to the Global Risk Committee in 2014. These internal credit stress test scenarios are defined based on:

- macroeconomic assumptions in the form of four stress scenarios applicable to the entire stress scope reviewed in 2013. These consist of one benchmark scenario (which is more or less close to the budgetary scenario) and three crisis scenarios (such as a commodity price shock, a European banking and sovereign crisis related to a rise in French sovereign yields, or a credit crisis in the US against the backdrop of an Asian crisis). They are prepared by the Economic Research team in collaboration with the Risk Department;
- specific business line scenarios to take into account risks that would not have been covered by the macroeconomic scenarios. Standard scenarios are therefore defined (an average of three per business line) based on a business line typology (Banks, Corporates, Insurance, Aerospace, etc.).

This stress testing is regularly applied to the Natixis consolidation scope to evaluate the risk generated in the event of an adverse trend in the economic and financial data. The results are regularly presented to the Global Risk Committee, which also validates the selected scenarios. The stress-testing approach factors in counterparty ratings and default rates (stressed PD scales, migration matrices, specific denotching by sovereign counterparty, and so on) and includes stresses on the unsecured LGD (Corporates, Banks and Sovereigns, etc.) and the secured LGD (asset or collateral values by business line).

The scenarios, as well as the models and methods selected to assess their impact, are documented, and this documentation is reviewed on each update.

Monitoring of doubtful and disputed loans and impairment mechanism

(Data certified by the Statutory Auditors in accordance with IFRS 7)

Individual impairments

The Natixis Watch List and Provisions Committee meets once a quarter and covers all the Bank's business lines. It reviews all doubtful loans under watch that may give rise to provisions or adjustments to existing provisions, and decides on the amount of provisioning necessary.

This Committee is organized by the Risk Department and chaired by the Chief Executive Officer and assembles members of the Senior Management Committee in charge of the business lines, Finance and Risk, the Head of Risk and the heads of the relevant support functions.

It draws on a structure of preparatory Committees that are jointly steered by the Risk Department and each of the bank's business lines.

Collective impairments

Natixis also sets aside provisions to cover country risk and sector risk *(see Note 5.3 to the consolidated financial statements presented in section [5.1], Consolidated financial statements).* These provisions are created on the basis of:

- ratings for loans to private individuals and professionals;
- sector risk;
- geographic risk for other counterparties (corporate entities, sovereigns, etc.).

For the latter, the search for objective evidence of impairment is undertaken through analysis and close monitoring of business sectors and countries. Such evidence typically arises from a combination of micro or macroeconomic factors specific to the industry or country concerned. When necessary, an expert opinion is sought to refine the results of this review.

Sector-based provisions are determined at a quarterly meeting of the Sector Provision Committee, whose role is to decide, as appropriate, whether to recognize provisions for new sectors or reverse provisions for sectors for which provisions have previously been recognized, in view of the market trends in each sector and based on the market reviews.

3.4.7 CREDIT RISK EXPOSURE

The tables below show exposure to credit risk according to Basel 3 regulations (European regulation of June 26, 2014). This is defined as EAD (Exposure at Default, see glossary in section [8.7]).

The transition from accounting exposures (consolidated scope) to gross exposures and exposure at default in the prudential credit risk scope includes the following:

- exclusion of exposures held for trading;
- inclusion of netting agreements on market transactions;
- restatement of factoring positions to take into account exposure to the risk of default and an exposure to risk dilution;
- application of a credit-equivalent conversion factor on financing and guarantee commitments.

Data for 2013 were calculated using the Basel 2 methodology in force at the publication date of the 2013 registration document (filed on March 14, 2014). Basel 2 – Basel 3 differences on EAD mainly concern:

- exposures to clearing houses (listed derivatives);
- securitization, which was previously deducted from capital (1,250% weighting).

TABLE 3: EXPOSURE AND EAD BY BASEL CATEGORY OF EXPOSURE

(Data certified by the Statutory Auditors in accordance with IFRS 7)

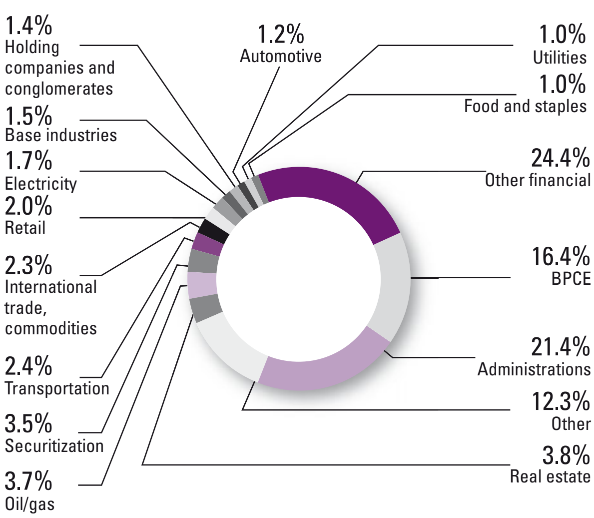
(in millions of euros) Category of exposure	Exposure 12.31.2014	Exposure o/w off-balance sheet	EAD 12.31.2014	EAD o/w off-balance sheet	EAD 2014 average [(a)]
Corporates	**140,254**	**69,366**	**114,043**	**43,265**	**112,587**
Other than SMEs and SF	120,752	64,488	96,120	39,923	93,577
SMEs	2,826	431	2,649	298	3,406
Specialized Financing (SF)	16,676	4,447	15,274	3,044	15,604
Institutions	**109,110**	**39,602**	**106,275**	**36,767**	**120,154**
Central governments and central banks	**75,874**	**8,521**	**75,533**	**8,181**	**67,866**
Central governments and central banks	74,203	7,426	73,971	7,193	66,446
Public sector entities	809	615	730	537	750
Regional governments or local authorities	862	480	832	451	670
Retail	**13,834**	**10,142**	**3,645**	**140**	**3,692**
Other than SMEs	12,741	10,068	2,604	114	2,528
SMEs	1,093	74	1,041	26	1,164
Securitization	**8,622**	**4,396**	**8,469**	**4,259**	**6,877**
Other items	**6,494**	**-**	**6,494**	**-**	**5,461**
Equity exposures	**5,431**	**295**	**5,429**	**295**	**5,638**
Exposures secured by mortgages on immovable property	**2,698**	**310**	**2,543**	**155**	**650**
Exposures to institutions and corporates with a short-term credit assessment	**1,926**	**334**	**1,922**	**330**	**1,412**
Exposures at default	**1,445**	**420**	**870**	**279**	**771**
TOTAL AT 12.31.2014	**365,688**	**133,386**	**325,223**	**93,671**	**325,108**
TOTAL AT 12.31.2013 [(b)]	**344,161**		**301,332**	**95,128**	**300,940**

(a) *Average exposure at risk represents the average of the last four quarter-end figures (these data are not audited).*
(b) *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

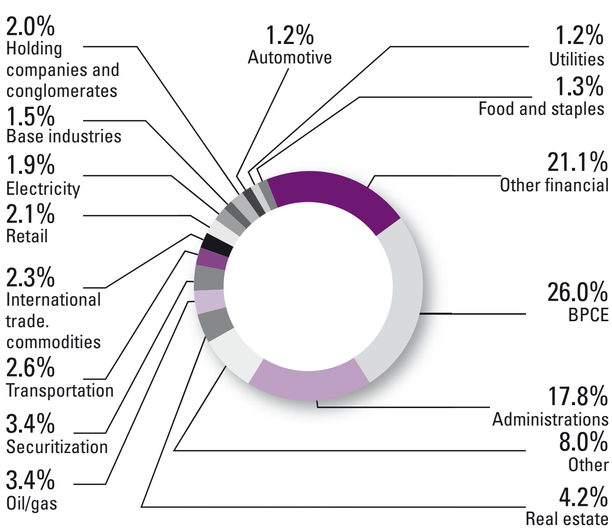
TABLE 4: EAD BY BUSINESS SECTOR

(Data certified by the Statutory Auditors in accordance with IFRS 7)

At 12.31.2014



At 12.31.2013 *



* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

TABLE 5: EAD BY GEOGRAPHIC AREA AND BY ASSET CLASS

(Data certified by the Statutory Auditors in accordance with IFRS 7)

(in millions of euros) Category of exposure	France	Europe	North America	Other	Total
Corporates					
Other than SMEs and SF	42,105	26,882	13,612	13,521	96,120
Specialized Financing (SF)	3,729	5,068	2,721	3,756	15,274
SMEs	1,986	156	16	491	2,649
Sub-total	**47,820**	**32,106**	**16,349**	**17,768**	**114,043**
Institutions	**72,918**	**21,813**	**6,394**	**5,150**	**106,275**
Central governments and central banks					
Central governments and central banks	30,932	2,757	34,988	5,294	73,971
Regional governments or local authorities	535	277		20	832
Public sector entities	644	51	27	8	730
Sub-total	**32,111**	**3,085**	**35,015**	**5,322**	**75,533**
Securitization	**2,736**	**1,660**	**3,761**	**312**	**8,469**
Other items	**6,471**	**20**	**2**	**1**	**6,494**
Equity exposures	**4,856**	**369**	**135**	**69**	**5,429**
Retail					
SMEs	955	7	1	78	1,041
Other than SMEs	2,604				2,604
Sub-total	**3,559**	**7**	**1**	**78**	**3,645**
Exposures secured by mortgages on immovable property	**2,542**	**1**			**2,543**
Exposures to institutions and corporates with a short-term credit assessment	**1,025**	**636**	**2**	**259**	**1,922**
Exposures at default	**266**	**2**		**602**	**870**
TOTAL AT 12.31.2014	**174,304**	**59,699**	**61,659**	**29,561**	**325,223**
TOTAL AT 12.31.2013*	**142,956**	**53,095**	**59,329**	**23,855**	**279,236**

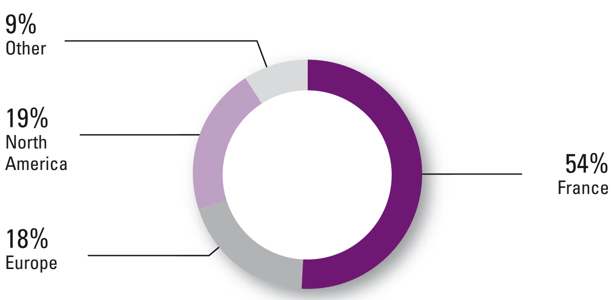
* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014, less other assets and third parties grouped into homogenous risk classes.*

TABLE 6: EAD BY GEOGRAPHIC AREA

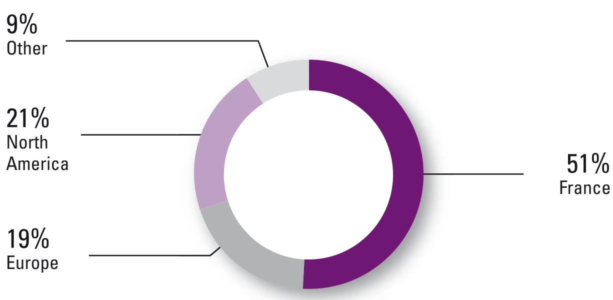
(Data certified by the Statutory Auditors in accordance with IFRS 7)

The geographic area corresponds to the debtor risk country.

12.31.2014



12.31.2013 *



* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014, less other assets and third parties grouped into homogenous risk classes.*

TABLE 7: EAD BY ASSET CLASS AND BY APPROACH

The standardized approach is used for European banking subsidiaries and exposures to listed derivatives, deferred tax assets, retail customers and real-estate leasing.

(in millions of euros) Category of exposure	IRB-A Approach	IRB-F Approach	Standardized approach	Total
Corporates				
Other than SMEs and SF	73,716	16,426	5,978	96,120
Specialized Financing (SF)	15,262	12		15,274
SMEs	1,517	578	554	2,649
Sub-total	**90,495**	**17,016**	**6,532**	**114,043**
Institutions	**87,570**	**3,742**	**14,963**	**106,275**
Central governments and central banks				
Central governments and central banks	67,746	457	5,768	73,971
Regional governments or local authorities			832	832
Public sector entities			730	730
Sub-total	**67,746**	**457**	**7,330**	**75,533**
Securitization	**8,294**		**175**	**8,469**
Other items	**221**	**26**	**6,247**	**6,494**
Equity exposures		**5,390**	**39**	**5,429**
Retail				
Other than SMEs	363		2,241	2,604
SMEs	394		647	1,041
Sub-total	**757**		**2,888**	**3,645**
Exposures secured by mortgages on immovable property			**2,543**	**2,543**
Exposures on institutions and corporates with a short-term credit assessment			**1,922**	**1,922**
Exposures at default			**870**	**870**
TOTAL AT 12.31.2014	**255,083**	**26,631**	**43,509**	**325,223**
TOTAL AT 12.31.2013*	**255,976**	**23,112**	**22,243**	**301,332**

* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

TABLE 8: EAD BY RESIDUAL MATURITY AND BY ASSET CLASS

With the exception of other items that do not represent a credit obligation, equities and securitization positions.

(in millions of euros) Category of exposure		≤ 3 month	≤ 1 year	≤ 2 years	≤ 5 years	> 5 years	Total
	Other than SMEs and SF	29,392	19,091	10,791	28,354	8,492	96,120
	Specialized Financing (SF)	706	1,322	1,628	3,538	8,080	15,274
Corporates	SMEs	240	383	352	822	852	2,649
Sub-total		**30,338**	**20,796**	**12,771**	**32,714**	**17,424**	**114,043**
Institutions		**22,231**	**44,359**	**7,717**	**10,728**	**21,240**	**106,275**
	Central governments and central banks	63,232	1,604	360	3,914	4,861	73,971
	Regional governments or local authorities	11	17	9	167	628	832
Central governments and central banks	Public sector entities	14	16	17	112	571	730
Sub-total		**63,257**	**1,637**	**386**	**4,193**	**6,060**	**75,533**
	Other than SMEs	195	2,006	33	305	65	2,604
Retail	SMEs	383	37	84	403	134	1,041
Sub-total		**578**	**2,043**	**117**	**708**	**199**	**3,645**
Exposures secured by mortgages on immovable property		**8**	**33**	**53**	**331**	**2,118**	**2,543**
Exposures on institutions and corporates with a short-term credit assessment		**1,539**	**383**				**1,922**
Exposures at default under standardized approach		**1**	**148**	**57**	**611**	**53**	**870**
TOTAL AT 12.31.2014		**117,952**	**69,399**	**21,101**	**49,285**	**47,094**	**304,831**
TOTAL AT 12.31.2013*		**104,669**	**59,052**	**18,783**	**50,841**	**50,595**	**283,940**

* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

TABLE 9: EXPOSURES AND PROVISIONS BY KEY NATIXIS BUSINESS LINE

Breakdown by key Natixis business line of (i) total exposures, (ii) exposures subject to adjustments, and (iii) amount of provisions.

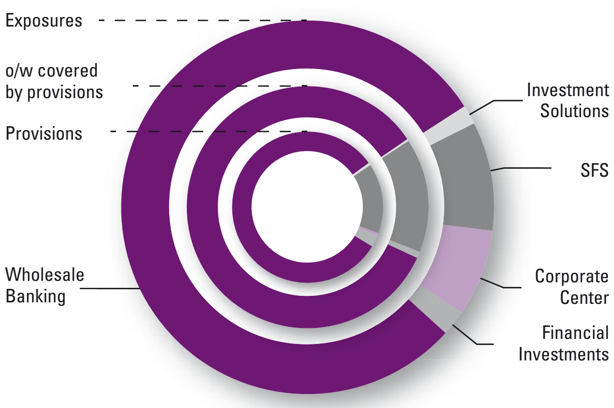


TABLE 10: EXPOSURES AND PROVISIONS BY GEOGRAPHIC AREA

Breakdown by geographic area of (i) total exposures, (ii) exposures subject to adjustments, and (iii) amount of provisions.

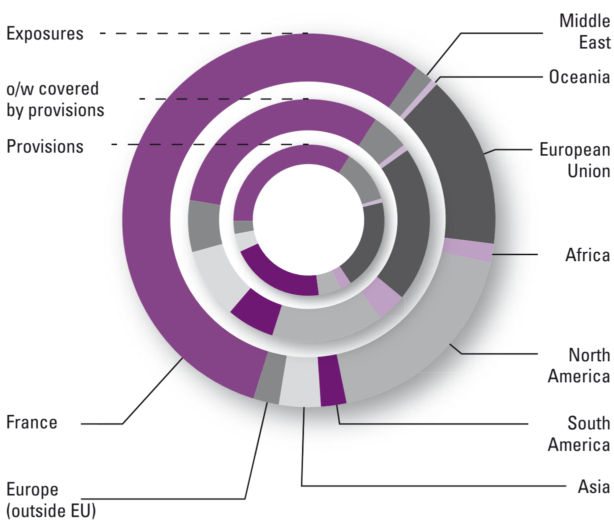


TABLE 11: EXPOSURES USING RATINGS ISSUED BY AN ECAI

Exposures stated under the standardized approach and using the rating issued by an external credit assessment institution (ECAI).

(in millions of euros) S&P equivalent rating	Exposure	EAD before application of CCF	EAD
AAA	2,972	2,972	2,943
AA+	28	28	28
AA	1,719	1,719	1,614
AA-	137	63	58
A+	217	217	217
A	1,979	1,979	1,878
A-	120	120	120
BBB+	180	180	175
BBB	86	86	86
BBB-	280	280	280
BB+	314	314	211
D	1,445	871	870
Not rated *	45,974	45,566	35,029
TOTAL AT 12.31.2014	**55,451**	**54,395**	**43,509**

* *Including central counterparty clearing houses (CCP), third parties grouped into homogenous risk classes and other items.*

TABLE 12: EAD BY INTERNAL RATING (S&P EQUIVALENT)

(Data certified by the Statutory Auditors in accordance with IFRS 7)

The following table shows the breakdown of exposures at risk by internal rating (S&P equivalent) for asset classes measured using the IRB approach, excluding:

- exposures to equities (calculated using a simple weighting);
- pool-based exposures (acquired portfolios) and third parties grouped into homogenous risk classes;
- securitization positions.

(% breakdown) Grade	Internal rating	12.31.2014	12.31.2013 *
Investment Grade	AAA	0.3%	0.3%
	AA+	32.0%	24.5%
	AA	1.3%	1.4%
	AA-	3.7%	5.0%
	A+	6.7%	12.4%
	A	7.9%	7.6%
	A-	8.2%	6.9%
	BBB+	5.9%	6.9%
	BBB	7.8%	7.6%
	BBB-	8.2%	7.7%
Investment Grade		**82.0%**	**80.3%**
Non-Investment Grade	BB+	4.3%	4.2%
	BB	3.7%	4.5%
	BB-	2.8%	2.7%
	B+	1.8%	1.6%
	B	0.8%	1.1%
	B-	0.5%	0.7%
	CCC+	0.1%	
	CCC	0.1%	0.1%
	CC	0.1%	
	C		0.1%
Non-Investment Grade		**14.2%**	**15.0%**
Not rated	Not rated	1.3%	2.0%
Default	D	2.5%	2.7%
TOTAL		**100%**	**100%**

* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

TABLE 13: EAD BY CATEGORY OF EXPOSURE AND BY INTERNAL RATING

Only on exposures under the IRB-A approach, excluding securitizations and other items.

(in millions of euros) Class	Ratings group	Exposure Total	o/w balance sheet	o/w off-balance sheet	EAD	RWA	Risk weighting
Corporates [a]							
	AAA	207	172	35	182	12	6.8%
	AA+	423	23	400	419	20	4.7%
	AA	2,725	1,202	1,523	2,198	181	8.2%
	AA-	2,456	1,292	1,164	2,103	217	10.3%
	A+	9,948	3,340	6,608	8,068	868	10.8%
	A	9,048	1,348	7,700	5,055	731	14.5%
	A-	11,688	2,869	8,819	8,382	1,868	22.3%
	BBB+	9,850	3,554	6,296	7,744	2,347	30.3%
	BBB	18,000	8,305	9,695	13,325	4,293	32.2%
	BBB-	15,137	8,475	6,662	12,900	4,908	38.0%
	BB+	9,367	4,594	4,773	7,620	3,888	51.0%
	BB	7,591	4,964	2,627	6,479	3,476	53.6%
	BB-	4,868	2,815	2,053	4,176	2,790	66.8%
	B+/CC-	7,083	4,221	2,862	5,800	4,301	74.2%
	C	28	24	4	28	44	156.7%
	D	4,446	3,592	854	4,291	1,966	45.8%
Sub-total		**112,865**	**50,790**	**62,075**	**88,770**	**31,910**	**35.9%**
Central governments and central banks							
	AAA	290	104	187	290		
	AA+	60,359	54,461	3,898	60,359		
	AA-	3,479	2,292	1,187	3,354		
	A	2,769	885	1,884	2,711	33	1.2%
	BBB+	366	293	73	344	43	12.5%
	BBB-	202	134	68	202	56	27.5%
	BB	22		22	22	1	5.0%
	BB-	373	360	13	363	335	92.4%
	B+/CC-	38	37	1	37	140	373.6%
	D	52	52		52		
Sub-total		**67,950**	**60,617**	**7,333**	**67,734**	**608**	**0.9%**
Institutions [a]							
	AAA	113		113	112	3	2.8%
	AA+	447	13	434	447	27	6.1%
	AA	298	194	104	297	26	8.8%
	AA-	1,561	359	1,202	1,537	63	4.1%
	A+	4,933	653	4,280	3,925	233	5.9%
	A	7,403	2,597	4,806	7,099	744	10.5%
	A-	5,558	1,089	4,469	5,398	1,069	19.8%
	BBB+	2,965	311	2,654	2,917	1,081	37.0%
	BBB	1,642	462	1,180	1,380	650	47.1%
	BBB-	1,621	1,112	509	1,427	1,102	77.2%
	BB+	330	146	184	253	284	112.5%
	BB	173	53	120	146	212	144.7%
	BB-	13	1	12	7	18	237.7%
	B+/CC-	238	71	167	132	322	243.7%
	D	296	296		296		
Sub-total		**27,591**	**7,357**	**20,234**	**25,373**	**5,834**	**23.0%**
Generic [b] and non-rated [a] third parties		**3,843**	**1,633**	**2,210**	**2,450**	**2,887**	**117.8%**
TOTAL		**212,249**	**120,397**	**91,852**	**184,327**	**41,239**	**22.4%**

(a) Excluding exposures to Groupe BPCE' affiliates, which are not rated (€62 billion).
(b) Third parties grouped into homogenous risk classes.

(in millions of euros) Class	Ratings group	Exposure Total	o/w balance sheet	o/w off-balance sheet	EAD	RWA	Risk weighting
Retail							
	A	0	0		0	0	3.7%
	BBB	53	53		53	8	15.2%
	BBB-	56	56	0	56	11	20.3%
	BB+	50	50		50	13	25.6%
	BB	49	49		49	15	30.3%
	BB-	28	28		28	9	33.0%
	B+/CC-	94	94		94	39	41.6%
	C	5	5		5	3	50.9%
	D	37	37		37		0.0%
TOTAL RETAIL		**372**	**372**	**0**	**372**	**98**	**26.3%**

TABLE 14: AVERAGE WEIGHTING BY INTERNAL RATING (S&P EQUIVALENT) FOR ASSET CLASSES MEASURED UNDER THE IRB APPROACH

The following table shows the breakdown of exposure at risk by internal rating (S&P equivalent) for asset classes measured using the internal ratings-based approach (IRB), excluding:

- exposures to equities (calculated using a simple weighting);
- pool-based exposures (acquired portfolios) and third parties grouped into homogenous risk classes;
- securitization positions;
- exposures on Groupe BPCE' affiliates.

Grade	Internal rating	Average risk-weighting in % 12.31.2014	12.31.2013 *
Investment Grade	AAA	2.6%	2.5%
	AA+	0.1%	0.1%
	AA	8.6%	6.1%
	AA-	4.0%	2.8%
	A+	9.8%	5.0%
	A	10.3%	11.1%
	A-	20.0%	17.6%
	BBB+	31.6%	28.6%
	BBB	33.6%	36.6%
	BBB-	41.4%	45.2%
Investment Grade		**13.8%**	**13.9%**
Non-Investment Grade	BB+	53.0%	58.6%
	BB	56.9%	57.6%
	BB-	69.9%	63.7%
	B+	69.5%	72.7%
	B	84.0%	87.0%
	B-	102.4%	124.3%
	CCC+	70.1%	54.8%
	CCC	165.2%	186.3%
	CCC-	84.6%	124.7%
	CC	166.5%	53.8%
	C	139.1%	167.7%
Non-Investment Grade		**66.6%**	**67.0%**
Not rated	Not rated	124.3%	97.0%
Default	D	40.6%	31.5%
TOTAL		**23.1%**	**24.0%**

* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

TABLE 15: DIFFERENCE BETWEEN PROVISIONS AND EXPECTED LOSSES (EL)

For exposures measured under the internal approach (IRB), excluding the equity, securitization and other items classes.

(in millions of euros) Category of exposure	Provisions	EL	Difference
Central governments and central banks	52	52	
Institutions	261	261	
Corporates	1,692	1,675	17
Retail	96	68	28
Total non-performing	**2,101**	**2,056**	**45**
Central governments and central banks	8	7	1
Institutions	11	24	(13)
Corporates	325	227	98
Retail	1	12	(11)
Total performing	**345**	**270**	**75**
TOTAL AT 12.31.2014	**2,446**	**2,326**	**120**

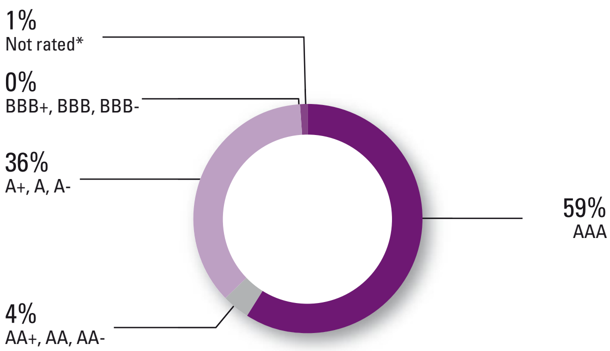
TABLE 16: PD AND LGD BY GEOGRAPHIC AREA

For exposures measured under the internal ratings-based approach. The Probability of Default (PD) and Loss Given Default (LGD) rates are averages weighted by Exposures At Default (EAD).

(in %) Geographic area	EAD (in millions of euros)	PD	LGD
Africa	3,601	4.3%	37.5%
North America	60,108	1.4%	11.9%
South America	7,095	9.0%	24.0%
Asia	10,650	3.6%	25.5%
Europe outside EU	7,044	2.1%	26.2%
France	146,435	1.1%	20.9%
Middle East	4,816	2.5%	23.7%
Oceania	1,072	6.0%	26.0%
European Union	40,893	4.9%	26.7%
TOTAL AT 12.31.2014	**281,714**	**2.1%**	**20.5%**

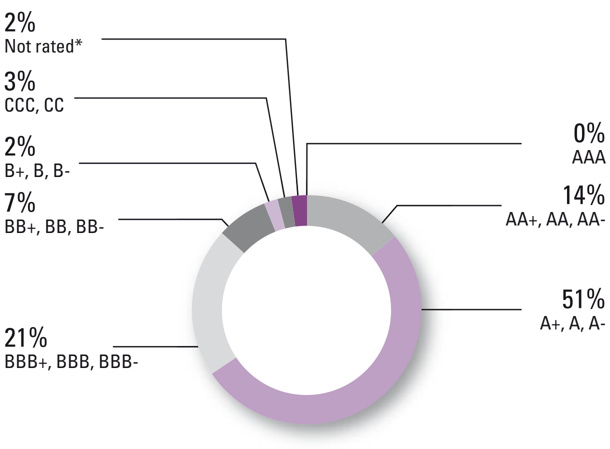
TABLE 17: GUARANTEED EXPOSURES BY TYPE AND INTERNAL RATING OF GUARANTOR (S&P EQUIVALENT)

INSTITUTIONS



* Excluding exposures on Groupe BPCE' affiliates.

CORPORATES



* Excluding exposures on Groupe BPCE' affiliates.

CENTRAL GOVERNMENTS AND CENTRAL BANKS

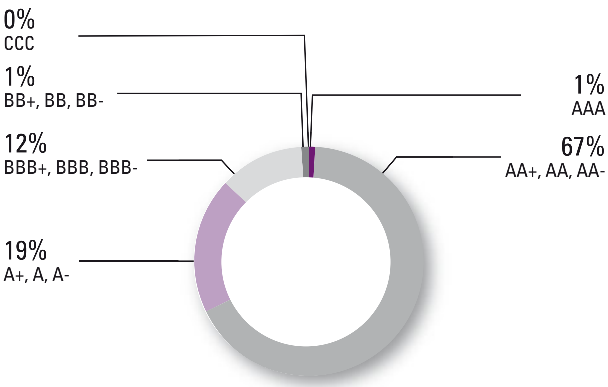


TABLE 18: EXPOSURE BY CREDIT RISK MITIGATION TECHNIQUE

These tables show the breakdown of exposures, guaranteed by collateral or protection.

(in millions of euros)	Standardized approach		Internal approach	
Collateral	**Exposure**	**Collateral amount**	**Exposure**	**Collateral amount**
Cash-type financial collateral	243	211	5,698	4,444
Other financial collateral	703	530	3,417	2,621
Immovable property	5,882	2,698	304	279
Other physical collateral			5,028	3,394
Receivables			517	416
TOTAL	**6,828**	**3,439**	**14,964**	**11,154**

(in millions of euros)	Standardized approach		Internal approach	
Protection	**Exposure**	**Protection amount**	**Exposure**	**Protection amount**
Guarantees received	5,000	2,633	15,478	9,923
Credit default swaps			463	463
Total return swaps	5	4	3,185	3,002
TOTAL	**5,005**	**2,637**	**19,126**	**13,388**

3.4.8 COUNTERPARTY CREDIT RISK EXPOSURE

TABLE 19: IMPACT OF RISK-REDUCTION TECHNIQUES ON CREDIT DERIVATIVES

(in millions of euros)		Replacement cost			Credit risk equivalent			
Buy/sell	**Notional amount**	**Gross positive**	**Net positive** [(a)]	**Potential credit risk**	**Before collateral**	**After collateral**	**Collateral received**	**Contracts including margin calls**
Buy	44,110	885	30	958	1,573	988	585	40,348
Sell	38,559	781	10	802	1,029	813	217	38,559

(a) *After applying regulatory netting agreements.*

TABLE 20: IMPACT OF RISK-REDUCTION TECHNIQUES ON DERIVATIVES OTHER THAN CREDIT DERIVATIVES

(in millions of euros)		Replacement cost			Credit risk equivalent		
Type of derivative	**Notional amount**	**Gross positive**	**Net positive**	**Potential credit risk**	**Before collateral**	**After collateral**	**Collateral received**
Interest rate	6,275,961	109,973	7,371	11,847	32,671	19,218	13,453
Currency	1,099,970	24,930	3,119	5,503	11,571	8,622	2,949
Equity	113,302	3,816	1,254	3,437	4,932	4,691	241
Commodity	28,024	2,319	464	1,804	2,357	2,268	89
Metals	1,426	43	3	57	62	60	2

TABLE 21: NOTIONAL AND EAD ON DERIVATIVES OTHER THAN CREDIT DERIVATIVES

(in millions of euros)	Notional amount				EAD			
Type of derivative	**Listed**	**OTC with CCP**	**OTC excl. CCP**	**Total**	**Listed**	**OTC with CCP**	**OTC excl. CCP**	**Total**
Interest rate	721,050	3,455,769	2,099,142	**6,275,961**	4,368	4,345	10,505	**19,218**
Currency	6	1,402	1,098,562	**1,099,970**		93	8,529	**8,622**
Equity	33,400		79,902	**113,302**	1,427		3,264	**4,691**
Commodity	22,601		5,423	**28,024**	1,547		721	**2,268**
Metals	443		983	**1,426**	31		29	**60**

TABLE 22: EAD ON DERIVATIVES AND REPURCHASE AGREEMENTS

(in millions of euros)		EAD	
Type and nature of exposure	**Category of exposure**	**12.31.2014**	**12.31.2013 ***
Derivatives	**Central governments and central banks**	**3,371**	
	Central governments and central banks	2,479	
	Regional governments or local authorities	420	
	Public sector entities	472	
	Retail	**1**	
	SMEs	1	
	Corporates	**10,617**	
	Other than SMEs and SF	9,376	
	Specialized Financing (SF)	35	
	SMEs	1,206	
	Institutions	**24,177**	
	Exposure at default (standardized approach)	**279**	
	Exposures on institutions and corporates with a short-term credit assessment	**242**	
	Securitization	**893**	
Sub-total		**39,580**	**35,997**
Repos	**Central governments and central banks**	**3,921**	
	Central governments and central banks	3,921	
	Corporates	**6,020**	
	Other than SMEs and SF	6,020	
	Institutions	**10,041**	
	Exposures on institutions and corporates with a short-term credit assessment	**86**	
Sub-total		**20,068**	**13,706**
TOTAL		**59,648**	**49,703**

* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

3.4.9 EQUITY EXPOSURES IN THE BANKING BOOK

TABLE 23: BREAKDOWN BY KEY NATIXIS BUSINESS LINE

(in millions of euros)	12.31.2014		12.31.2013	
Division	**Fair value (MTM)**	**EAD**	**Fair value (MTM)**	**EAD**
Investment Solutions	2,124	2,187	1,589	1,735
Financial Investments	1,365	1,515	1,989	2,175
Corporate Center	814	889	500	498
SFS	627	627	381	380
Wholesale Banking	209	211	271	245
GAPC	-	-	16	5
TOTAL	**5,139**	**5,429**	**4,746**	**5,038**

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TABLE 24: EAD BY TYPE AND NATURE OF EXPOSURE (EXCLUDING IMPACT OF THRESHOLDS)

Investments in insurance companies are included in EAD as they are weighted as RWA.

(in millions of euros)	Listed equities	Private Equity held in sufficiently diversified portfolios	Other equity exposures	Equity – standardized approach	12.31.2014	12.31.2013 *
Equities	275	1,297	140	6	1,718	1,782
Mutual funds	77		6		83	175
Investments	606	1	2,059	34	2,700	3,081
TOTAL	**958**	**1,298**	**2,205**	**40**	**4,501**	**5,038**

* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

TABLE 25: RWA BY WEIGHTING (EXCLUDING IMPACT OF THRESHOLDS)

(in millions of euros) **Weighting**	IRB approach	Standardized approach	12.31.2014	12.31.2013*
Private Equity held in sufficiently diversified portfolios	2,467		2,467	2,897
Other equity exposures	8,159		8,159	11,490
Listed equities	2,778		2,778	1,163
Equities – standardized approach		40	40	
TOTAL	**13,404**	**40**	**13,444**	**15,550**

* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

TABLE 26: UNREALIZED GAINS OR LOSSES

(in millions of euros) **Assets**	Cost or historic value	Fair value or adjusted value or presumed cost	Net unrealized gains or losses	Gross unrealized gains	Gross unrealized losses
Financial assets at fair value through profit and loss	1,906	1,875	(31)		(31)
Available-for-sale financial assets	1,075	1,250	175	175	
TOTAL AT 12.31.2014	**2,981**	**3,125**	**144**	**175**	**(31)**
TOTAL AT 12.31.2013*	**3,816**	**4,006**	**191**	**191**	**0**

* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

TABLE 27: AGGREGATE AMOUNT OF DIVESTMENT GAINS OR LOSSES FOR THE PERIOD UNDER REVIEW

(in millions of euros) **Assets**	**Total amount of divestment gains or losses**
Financial assets at fair value option	(65)
Other assets	(13)
Available-for-sale financial assets	153
TOTAL AT 12.31.2014	75
TOTAL AT 12.31.2013*	**91**

* In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.

TABLE 28: FRACTION OF AMOUNTS OF UNREALIZED GAINS OR LOSSES INCLUDED IN CET1

(in millions of euros) **Assets**	**Fraction of amounts included in Tier 1 or Tier 2 capital**
Net capital gains after deferred taxes	0
Net capital losses after deferred taxes	(32)
TOTAL AT 12.31.2014	**(32)**
TOTAL AT 12.31.2013*	**(50)**

* In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.

3.5 Securitization

3.5.1 MANAGEMENT OF RISKS RELATED TO SECURITIZATION TRANSACTIONS

Natixis' clients use securitization as an alternative source of financing. Two main methods are used:

- firstly, for Corporate clients, the term financing of portfolios of commercial receivables or operational assets (such as vehicle fleets);
- secondly, for financial institution clients, or some asset managers, the financing of diversified asset portfolios (including credit card outstandings, real estate loans and corporate loans). In this case, the financing is only temporary and is intended to help the client to accumulate an adequate amount of outstanding assets. These are then refinanced on the capital markets through a public securitization transaction and the resulting instruments are sold to Natixis' investor clients.

Natixis also operates a market-making activity aimed at ensuring that Natixis' securitization products retain a certain degree of liquidity for its investor clients.

Natixis is exposed to securitization activities as an investor, sponsor and originator:

- as an investor: through derivative transactions (securitization swaps), through financing transactions for its clients and through its market-making activity. In the vast majority of cases, Natixis' exposure is always the most senior in the structure;
- as a sponsor, in connection with the creation and management of Asset-Backed Commercial Paper programs;
- as an originator, in other words, as part of its refinancing activities, Natixis may securitize some of its portfolios of loans granted to customers.

Natixis' credit decision-making process is followed for all securitization transactions. Three criteria are considered for securitization transactions, namely the amount, maturity and (external) rating.

For every structured transaction subject to approval, a substantiated request and a description of the structure, collateral, transferor/originator and the planned tranching must be submitted, along with an analysis of the associated guarantees.

A counter-analysis is then carried out by the Risk Department and, if necessary, a quantitative analysis of the portfolio's default risks. Transactions are examined and decisions are made based on all of the loan application's parameters, including the expected profit margin on the loan, the capital burn and compliance with the current risk policy.

Like vanilla finance transactions, securitization structures and transactions are reviewed at least once a year, while transactions on the watch list are re-examined at least once a quarter.

Natixis manages the risks associated with securitization positions through two mechanisms.

The first involves the daily identification of all rating declines affecting the Group's securitization positions as well as the associated potential risks and, if necessary, deciding on an appropriate course of action.

The second is underpinned by a quantitative (ratings, valuations) and qualitative analysis of securitization positions for the purpose of segmenting the portfolio on the basis of risk levels.

The results of these analyses are written up and discussed in a quarterly presentation at the meeting of the Watch List and Provisions Committee.

Furthermore, the liquidity risk is managed as part of the global monitoring of the Group's activities, particularly with the help of ALM indicators subject to limits, such as liquidity gaps and hedging ratios.

3.5.2 OUTSTANDINGS AND POSITIONS

TABLE 29: EAD BY TYPE OF SECURITIZATION IN THE BANKING BOOK

(in millions of euros) Type of securitization	12.31.2014	12.31.2013 *
Classic securitization	7,221	7,755
Synthetic securitization	1,248	
TOTAL **	**8,469**	**7,755**

* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

** *Including counterparty risk.*

TABLE 30: EAD BY TYPE OF SECURITIZATION IN THE TRADING BOOK

(in millions of euros) Type of securitization	12.31.2014	12.31.2013 *
Classic securitization	1,076	1,121
Synthetic securitization		
TOTAL	**1,076**	**1,121**

* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

TABLE 31: SECURITIZATION POSITIONS ACCORDING TO THE ROLE PLAYED BY NATIXIS

Securitization positions in the banking book

Counterparty risk is incorporated into these positions.

Investor

(in millions of euros) 12.31.2014	EAD	RWA	Capital requirement
On-balance sheet exposure			
Securitization	979	321	26
Re-securitization	7	11	1
Total on-balance sheet exposure	**986**	**332**	**27**
Off-balance sheet exposure			
Securitization	1,629	211	17
Re-securitization	155	152	12
Total off-balance sheet exposure	**1,784**	**363**	**29**
INVESTOR TOTAL	**2,770**	**695**	**56**

Originator

(in millions of euros) 12.31.2014	EAD	RWA	Capital requirement
On-balance sheet exposure			
Securitization	1,249	87	7
Total on-balance sheet exposure	**1,249**	**87**	**7**
ORIGINATOR TOTAL	**1,249**	**87**	**7**

Sponsor

(in millions of euros) 12.31.2014	EAD	RWA	Capital requirement
On-balance sheet exposure			
Securitization	1,976	187	15
Total on-balance sheet exposure	**1,976**	**187**	**15**
Off-balance sheet exposure			
Securitization	2,474	307	24
Total off-balance sheet exposure	**2,474**	**307**	**24**
SPONSOR TOTAL	**4,450**	**494**	**39**

(in millions of euros) Total	EAD	RWA	Capital requirement
12.31.2014	**8,469**	**1,276**	**102**
12.31.2013 *	**7,755**	**4,361**	**349**

* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

Securitization positions in the trading book

Investor

(in millions of euros) 12.31.2014	EAD	RWA	Capital requirement
Securitization	936	251	20
INVESTOR TOTAL	**936**	**251**	**20**

Sponsor

(in millions of euros) 12.31.2014	EAD	RWA	Capital requirement
Securitization	140	10	1
SPONSOR TOTAL	**140**	**10**	**1**

(in millions of euros) Total	EAD	RWA	Capital requirement
12.31.2014	**1,076**	**261**	**21**
12.31.2013 *	**1,121**	**999**	**81**

* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

TABLE 32: EAD BY APPROACH AND BY WEIGHTING

On securitization positions in the banking book (including counterparty risk) and the trading book. Exposures shown exclude look-through approach.

	Securitization		Re-securitization		
(in millions of euros)	IRB	SA	IRB	SA	Total
Banking book					
< 10% [a]	4,083				4,083
12-18%	1,071				1,071
20-40%	1,024				1,024
50-75%	71		6		77
100%	2				2
1,250%	115		14		129
Supervisory formula	1,690				1,690
Sub-total	**8,056**		**20**		**8,076**
Trading book					
< 10%	40				40
12-18%	190				190
20-40%	591	216			807
50-75%	11	7			18
100%	3				3
425%	12				12
1,250%	1	5			6
Sub-total	**848**	**228**			**1,076**
TOTAL 12.31.2014	**8,904**	**228**	**20**		**9,152**
TOTAL 12.31.2013*		**8,132**		**743**	**8,875**

* *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*

(a) *Including securitization positions covered by the Neptune guarantee.*

TABLE 33: EAD BY S&P EQUIVALENT RATING

(Breakdown in %) Grade	Standard & Poor's equivalent rating	Banking book [b] 12.31.2014	Banking book [b] 12.31.2013 [a]	Trading book 12.31.2014	Trading book 12.31.2013 [a]
Investment Grade	AAA	26%	46%	62%	65%
	AA+	2%	2%	7%	1%
	AA	21%	12%	14%	10%
	AA-	2%	3%		1%
	A+	1%	2%	2%	5%
	A	13%	11%	11%	9%
	A-	8%	11%	2%	1%
	BBB+				1%
	BBB	1%	2%		2%
	BBB-			1%	1%
Non-Investment Grade	BB+				2%
	BB			1%	
	B-		2%		
	CC				1%
Not rated	Not rated	26%	7%		3%
TOTAL		**100%**	**100%**	**100%**	**100%**

(a) *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*
(b) *Including counterparty risk.*

TABLE 34: RE-SECURITIZATION EXPOSURES BEFORE AND AFTER SUBSTITUTION

Re-securitization exposures are broken down by guarantor rating.

(in millions of euros) Guarantor rating	Exposure	Protection	EAD
AA	36	36	0
A	379	379	0
Not rated	234	79	155
Sub-total	**649**	**494**	**155**
Not guaranteed	**8**		**8**
TOTAL AT 12.31.2014	**657**	**494**	**163**

TABLE 35: SECURITIZATION POSITIONS ACCORDING TO THE MAIN CATEGORIES OF UNDERLYING

Type of underlying	EAD at 12.31.2014 (as %) Banking book [b]	EAD at 12.31.2014 (as %) Trading book	EAD at 12.31.2014 [a] (as %) Banking book [b]	EAD at 12.31.2014 [a] (as %) Trading book
ABS	26%		21%	5%
CDO	27%	36%	42%	32%
RMBS	8%	29%	10%	42%
CMBS	6%	4%	7%	8%
Consumer ABS	10%	29%	15%	7%
Corporate loans	15%			
Consumer loans	2%			
Other	6%	2%	6%	6%
TOTAL	**100%**	**100%**	**100%**	**100%**

(a) *In accordance with the Ministerial Order of February 20, 2007 (Basel 2) applicable at December 31, 2013 and as per Natixis' registration document filed on March 14, 2014.*
(b) *Including counterparty risk.*

3.6 Market risks

3.6.1 TARGETS AND POLICIES

The Risk Department places great importance on the formal definition of all risk policies governing market transactions based on both a qualitative and forward-looking analysis. This analysis includes the strategic review of global risk envelopes according to the respective objectives of each business line and market trends, and provides an early warning system for the different risks identified.

The aim of the market risk policies is therefore not only to provide a risk oversight tool in keeping with the changes in the bank's activities and targets under the New Frontier plan, but also to strengthen risk governance.

3.6.2 ORGANIZATION OF MARKET RISK MANAGEMENT

(Data certified by the Statutory Auditors in accordance with IFRS 7)

The Risk Department defines the principles for measuring risk, submits them to Senior Management for approval and monitors their effective implementation and follow-up. It validates market product valuation models and regularly ensures that models used are consistent with market developments and changes in best practices.

The market risk control mechanism is based on a limit authorization structure that is under the responsibility of the Global Risk Committee and in which the Market Risk Committee, chaired by the Chief Executive Officer or his/her delegated representative, plays an essential role.

The Risk Department's main responsibilities are:

- the definition of all applicable risk measurement methods and risk indicators;
- the analysis and daily control of market risks and the corresponding reporting for each business;
- the validation of valuation models (pricers);
- the definition of provisioning and fair value adjustment policies (for liquidity risks, risks related to non-hedgeable parameters, model risks, etc.);
- the drawing up and communication of all consolidated reports presented to management and to control and supervisory bodies;
- the introduction of standards and procedures common to all entities (subsidiaries and branches) carrying market risks;
- the production of the VaR, the stressed VaR, the IRC (the Incremental Risk Charge, see Glossary), the stress tests and the backtesting.

In accordance with the recommendations of France's Lagarde report, the Risk Department also ensures adherence to the limit notification procedure. This procedure ensures that each trader sends e-mail confirmation that they belong to the desk where they are authorized to trade and that they agree to the allocated limits.

3.6.3 MARKET RISK MEASUREMENT METHODS

(Data certified by the Statutory Auditors in accordance with IFRS 7)

Natixis' market risk management is based on a risk metrics model that measures the risks incurred by each Group entity.

Different techniques are used to measure market risk:

1. synthetic measures of VaR to identify potential losses in each business, based on a pre-determined confidence level (99%) and time period (1 day).

   - To this end, a statistical model has been constructed to track the combined behavior of market parameters affecting portfolio value. The calculation method is based on an econometric model whose standard deviations are calculated as being the maximum (risk factor by risk factor) standard deviations calculated over rolling 12-month and 3-month periods. This method makes VaR more responsive if the markets suddenly become more volatile.
   - All decisions regarding risks factors are revised annually in Committee meetings attended by all parties concerned (Risk Department, front office and P&L division). Quantitative, objective tools are used to measure the relevance of risk factors. The aim is to ensure consistency between VaR calculations, results and sensitivities (use of the same risk factors).

   Natixis uses VaR calculated by numerical simulation, based on Monte Carlo-type methodology taking into account a portfolio's possible non-linear characteristics with respect to different risk factors. Calculation methods are harmonized using a single calculation tool.

   VaR is calculated and monitored daily for all the Group's trading portfolios. All of the trading portfolios are subject to adequate risk monitoring and supervision systems, in accordance with the market risk policies in force.

   A VaR limit is set at an overall level and for each business.

   The reliability of the VaR is measured regularly through comparison with the changes in the daily trading results, a process also known as backtesting. This exercise allows an ex-post comparison of the potential losses, as projected ex-ante by the VaR, with the actual losses.

   Natixis' internal VaR model was approved by the Autorité de Contrôle Prudentiel et de Résolution in January 2009. Natixis thus uses VaR to calculate capital requirements for market risks within approved scopes.

   As part of changing regulatory standards (Basel 2.5), Natixis implemented a stressed VaR model (SVaR), which is calculated based on a fixed econometric model over a continuous 12-month period that defines the charge that the bank's current VaR model would generate under a representative crisis scenario relevant to its portfolio, and has calculated an IRC (Incremental Risk Charge) that estimates the migration and default risks of market instruments. The IRC is based on a one-year capital horizon at a 99.9% confidence level. These indicators are calculated on a daily basis.

The regulator has authorized Natixis to use these new indicators in order to determine its capital requirement since December 31, 2011:

2. loss alerts by portfolio and aggregated by business line, which alert the management and Risk Department if losses reach a certain threshold over a given month or on a cumulative basis since the beginning of the year. These thresholds are set by the Market Risk Committee according to the characteristics of each portfolio, past performance and budgetary targets;

3. stress tests to measure potential losses on portfolios in extreme market conditions. Natixis' mechanism is based on two categories of stress tests: overall stress tests and dedicated stress tests for each business.

   Overall stress tests are reviewed on a continuous basis. They are performed daily and can be grouped into two categories:

   - **historic stress tests** consist of reproducing sets of changes in market parameters observed during past crises in order to create an ex-post simulation of the P&L changes recorded. While stress tests do not have any predictive value, they do make it possible to gage the exposure of the portfolio to known scenarios;
   - **hypothetical stress tests** are used to simulate changes in market parameters for all of the activities, based on plausible assumptions regarding one market's predicted response compared with another's, depending on the nature of the initial stress. Stresses are determined through a joint effort involving the Risk Department, the front office and Natixis economists.

   Specific stress tests are also calculated daily in the management tools for all of the portfolios and are governed by limits. They are set on the basis of the same severity standard and are aimed at identifying the main loss areas by portfolio.

   In addition, reverse stress tests are used to highlight the most high-risk scopes and market environments as well as concentration and contagion links.

   This mechanism is based on plausible scenarios drawn from extremely adverse assumptions on the fulfillment of risk factors leading to the crossing of a loss threshold, and allows Natixis to implement a new risk monitoring and steering tool, identify circumstances that may trigger this loss and adapt the appropriate action plans where necessary.

   All market stress test mechanisms (including liquidity stress tests) are defined by the Risk Department, which is responsible for defining principles, methodology and calibration and scenario choices. The Market Stress Test Committee, which is co-chaired by the Head of Risk and the Head of Global Markets, is responsible for the operational implementation of stress tests and meets on a monthly basis. The Committee validates work to be carried out, its workload and determines the annual IT budget.

4. Operational indicators are used to manage activity on an overall and/or similar business basis, by focusing on more directly observable criteria (sensitivity to changes in the underlying and to volatility, correlation, nominals, diversification indicators, etc.). Limits corresponding to these qualitative and quantitative operational indicators thereby complement VaR, stress test and loss alert limits. They are determined in accordance with the latter limits.

The independent validation of models developed internally by Natixis plays a fundamental role in the supervision of market risks, as it is a means of verifying the valuation of the financial instruments traded within the bank and of analyzing the risk exposure with regard to the market prices observed or relevant factors.

The model validation charter defines all procedures, scopes (valuation model, market data used, etc.), as well as the various analyses to be carried out, particularly in terms of use (restrictions to certain markets, underlyings, currencies, etc.), recommendations (ranked by importance) and adjustments (to models, exotic parameters, unhedged risk, etc.).

These models may be subject to backtesting and monitoring in terms of quality and solidity to ensure that the applied risk parameters correspond to the value ranges projected upon their validation. These models also undergo a periodic review by the Model Validation Committee, which meets once per quarter. This Committee is tasked with verifying that the bank's model risks have been properly identified, quantified and supervised and with documenting the follow-up on the recommendations issued in model validation notes.

Through benchmarking, these models are compared with marketplace practices, which reinforces the validation of internal modeling choices.

BPCE guarantees most of the workout portfolio management assets in Paris and New York. The Market Risk Department is nevertheless continuing to manage the risks for all transactions on a standardized and exhaustive basis, whether or not these transactions are guaranteed by BPCE. The portfolios covered by the Guarantee have continued to shrink significantly throughout the year.

3.6.4 QUANTITATIVE DATA FOR MEASURING MARKET RISK

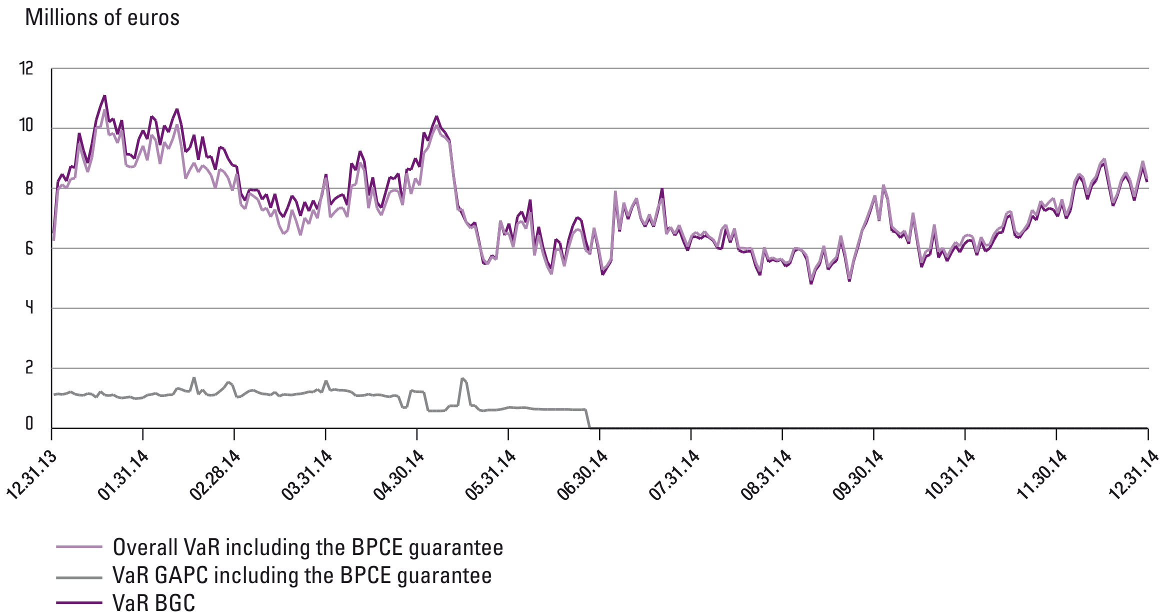
Change in Natixis VaR including the BPCE guarantee

The VaR level for Natixis' trading portfolios averaged €7.2 million. It peaked at €10.6 million on January 17, 2014 and bottomed out at €4.9 million on September 10, 2014, standing at €8.3 million at December 31, 2014.

The chart below presents the trading VaR history between December 31, 2013 and December 31, 2014 for the entire scope and for Workout Portfolio Management after accounting for BPCE's guarantee, as well as Wholesale Banking's VaR history.

The key events were the discontinuing of Workout Portfolio Management on June 30, 2014 and the transferring of the residual positions to Wholesale Banking's Run-Off Activities.

OVERALL NATIXIS VAR INCLUDING THE BPCE GUARANTEE – TRADING PORTFOLIO (1 DAY VAR 99%)



Breakdown of total trading VaR by portfolio

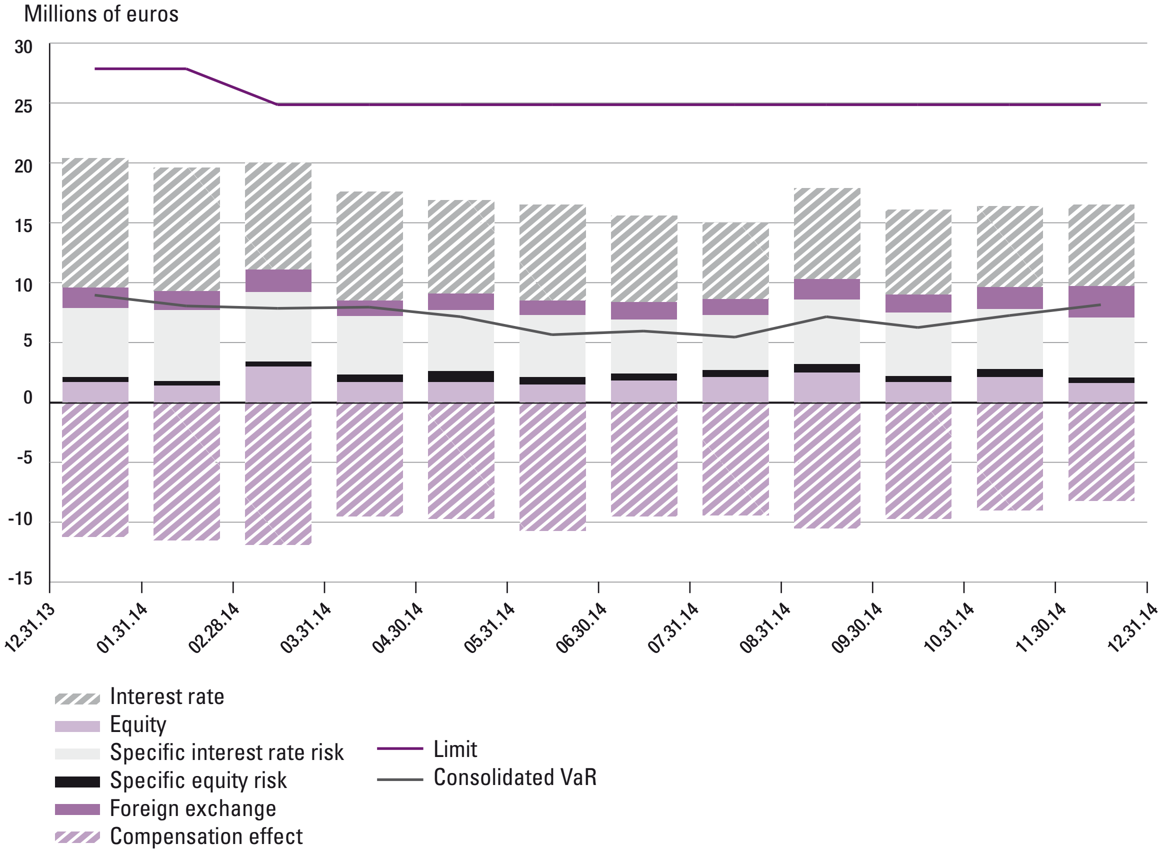
(Data certified by the Statutory Auditors in accordance with IFRS 7)

The following table presents VaR figures after accounting for the BPCE guarantee:

(in millions of euros) Natixis trading portfolio	Limit	VaR including the BPCE guarantee – 12.31.2014
Natixis	**25**	**8.3**
Wholesale Banking	**25**	**8.2**
o/w		
Global Markets	18	8.1
Equity Markets	8	2.1
Fixed Income	16	7.8
Debt Platform	2.5	0.6
Commodities	2.5	0.7
Run-off Activities	5	1.2

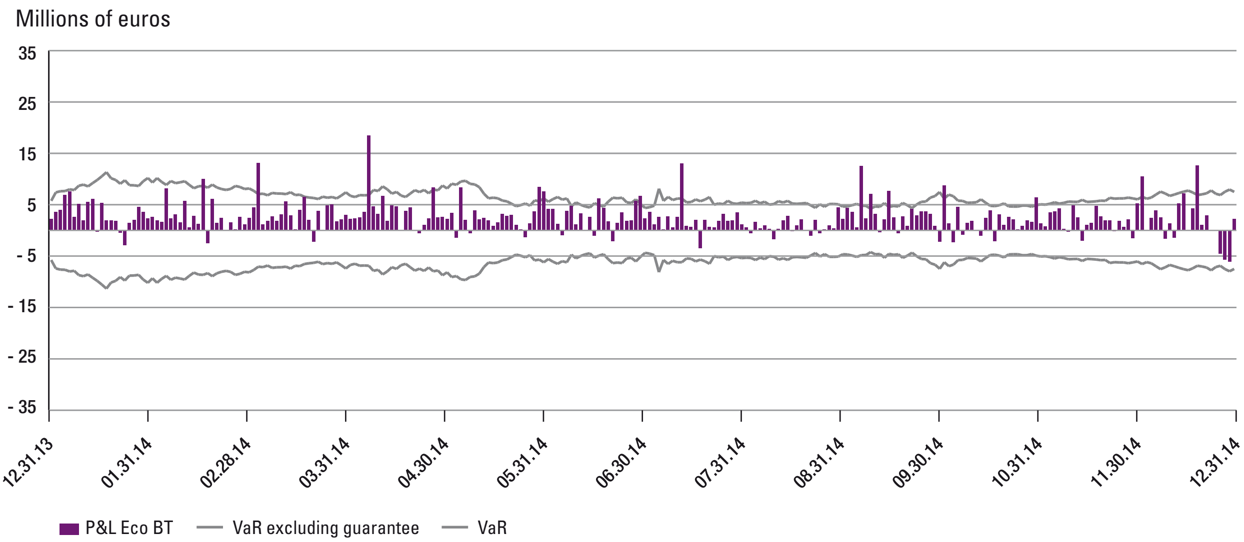
VaR breakdown by risk factors and compensation effect

The breakdown of the VaR by risk factor provides a picture of the monthly contribution of the main risks and the compensation effects in terms of VaR. Throughout the year, interest rate risk continued to predominate over equity, foreign exchange and specific interest rate risks.



Natixis backtesting for regulatory scope

The following chart shows results of backtesting (ex-post comparison of potential losses, as calculated ex-ante by VaR, with actual P&L impacts) on the regulatory scope, and can be used to verify the solidity of the VaR indicator:

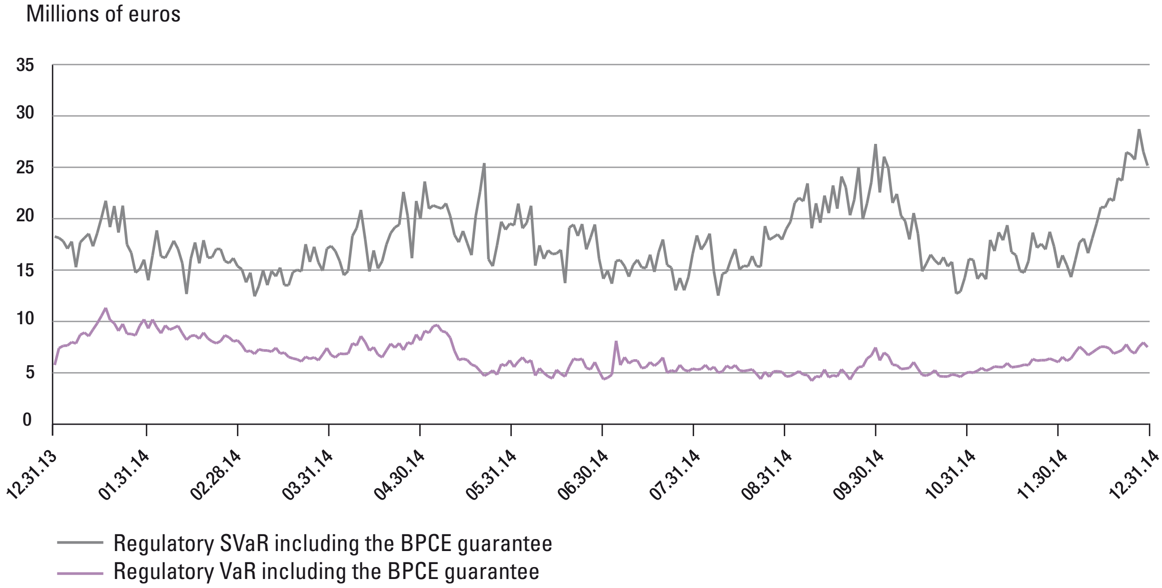


There were no backtesting exceptions in 2014.

STRESSED NATIXIS VAR

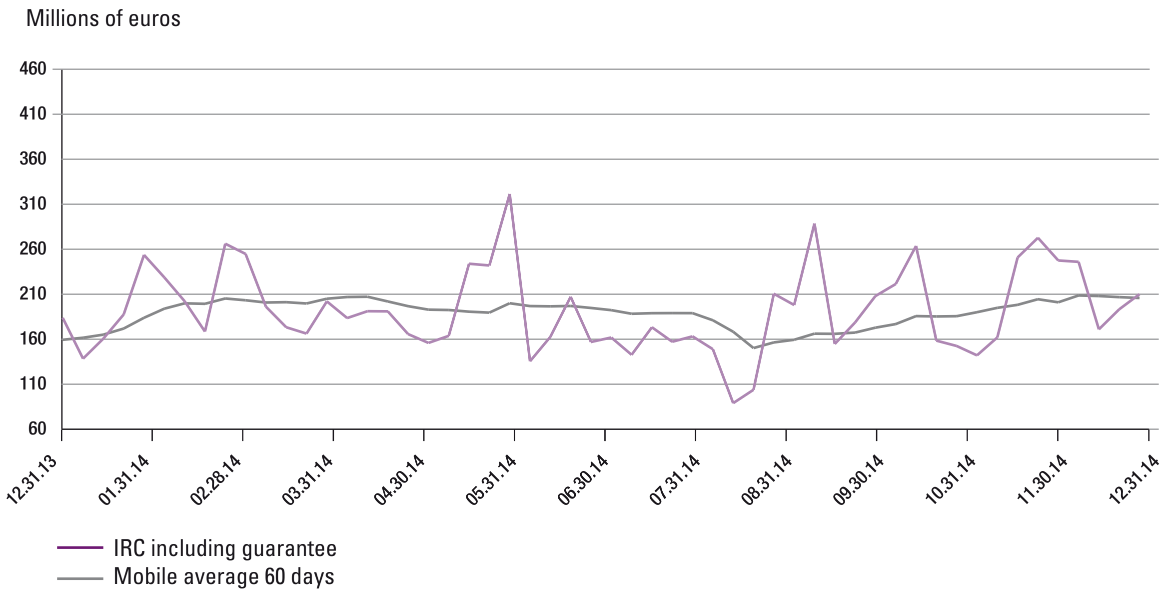
The Stressed Regulatory VaR level averaged €17.8 million. It peaked at €28.7 million on December 29, 2014 and stood at €25.2 million at December 31, 2014.

Change in regulatory Stressed VaR and End-of-period VaR including the BPCE guarantee.



IRC INDICATOR

This indicator covers the regulatory scope. Natixis' IRC level averaged €192 million. It peaked at €321 million on May 31, 2014 and stood at €193 million at December 26, 2014.



Stress test results for the Natixis scope

(Data certified by the Statutory Auditors in accordance with IFRS 7)

Overall stress test levels were very slightly down compared to 2013, averaging -€27.9 million at December 31, 2014, versus -€29.5 million at December 31, 2013.

The hypothetical stress test replicating the fall in the stock market indices gave the maximum loss (-€90 million at December 31, 2014).

OVERALL STRESS TESTS AS AT DECEMBER 31, 2014 (INCLUDING THE BPCE GUARANTEE)

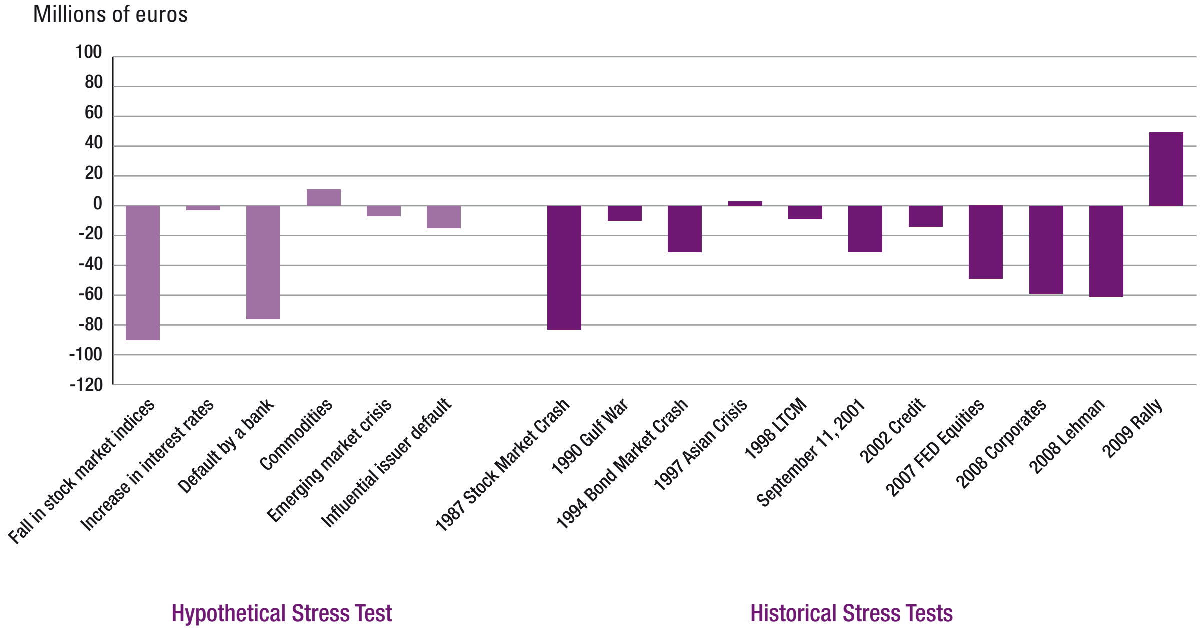


TABLE 36: REGULATORY OWN FUNDS REQUIREMENTS FOR MARKET RISK

Regulatory capital requirements at December 31, 2014, were as follows:

(in millions of euros) Type and nature of risk	Interest rate	Securitization	Alternative assets	Commodity	Equity	Foreign exchange	Internal approach VaR	SVaR	IRC	Settlement-delivery	Total
General risk	78			71	2	173					324
Specific risk	70	21		3	10						104
Option risk	6		8		8	3				1	26
TOTAL	**154**	**21**	**8**	**74**	**20**	**176**	**111**	**319**	**348**	**1**	**1,232**

3.7 Operational risks

3.7.1 TARGETS AND POLICIES

Natixis' operational risk framework is applied within all of its entities and includes the following elements:

Framework governance

Governance of the framework is the responsibility of Natixis' Operational Risk Committee. This Committee is charged with defining the operational risk policy, ensuring its application within Natixis' entities, reviewing serious operational risks, analyzing potential risks for the Company and monitoring risk-reduction measures.

Operational Risk Department

The department's role is to maintain and actively improve the system that identifies, measures, monitors and controls the level of operational risk within all of Natixis' entities. Its main tasks are defining methodologies, monitoring and reporting on operational risks, collecting and reporting incidents and building a risk culture within the Company.

Organization

The Operational Risk Department is divided into two control units, one covering risks specific to Natixis' business lines and activities, and the other dealing with the overall risks to which the Company is exposed (loss of access to premises or information systems, or loss of employee availability). The Business Line Risk division is divided into:

- **Wholesale Banking:** covers capital markets activities and financing operations;
- **Investment Solutions:** covers Private Banking activities, Natixis Assurances, Private Equity as well as Natixis Global Asset Management;
- **Specialized Financial Services:** covers the subsidiaries Natixis Payment Solutions, Natixis Interépargne, Natixis Intertitres, Cie Européenne de Garanties et Cautions, Natixis EuroTitres, Natixis Financement, Natixis Lease, and Natixis Factor.

For the first two business lines, a matrix organization structured by business line and location (French and international) allows the entire Company to be managed globally.

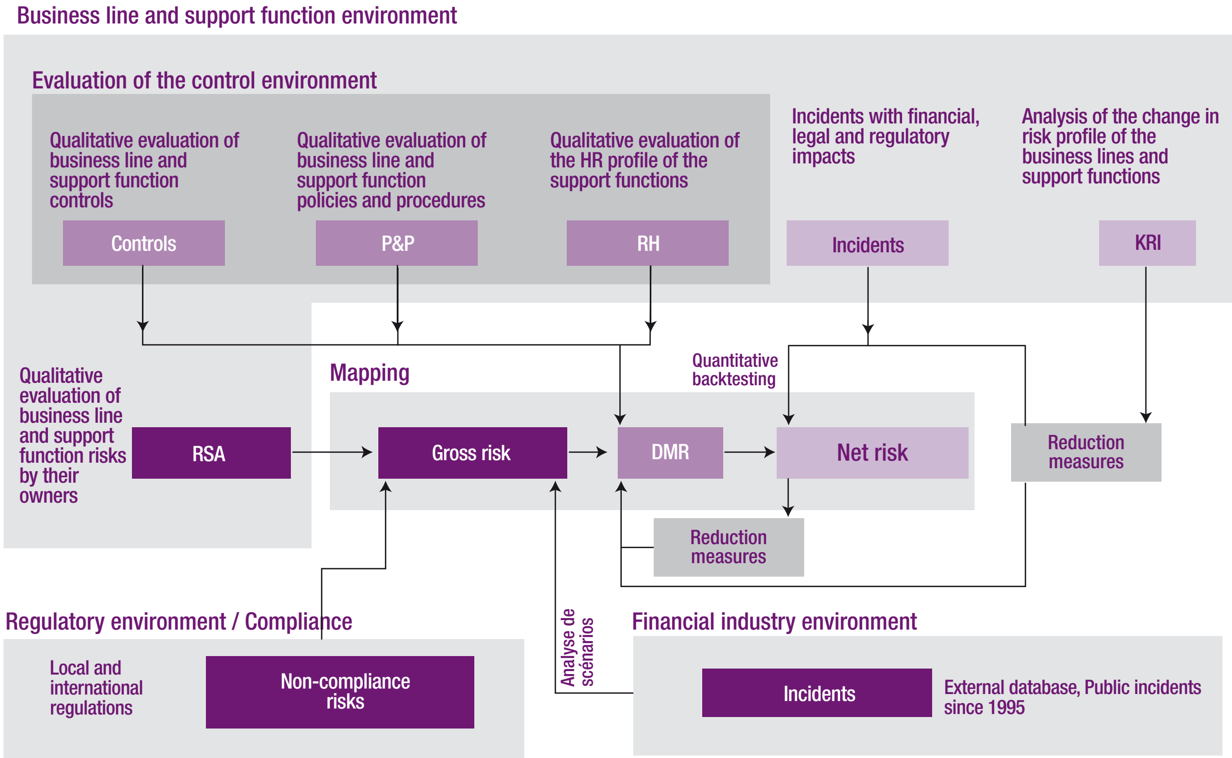
A single, overall information system has been deployed across all of the Company's entities and hosts all the components required to manage operational risk.

Within the business lines, this system is supplemented by a network of Operational Risk Officers responsible for reporting any incidents to the Operational Risk Department, and for providing operational risk data, such as indicators and progress on action plans.

The capital requirements for operational risk are calculated using the standard method for all of Natixis' operational divisions.

3.7.2 OPERATIONAL RISK MONITORING

Risk mapping is central to operational risk monitoring:



KRI: Key risk indicator
RMS: Risk management system
RSA: Risk self-assessment
HR: Human Resources
P&P: Policies and Procedures

Risk mapping and scenario analysis

The Operational Risk Department carries out risk mapping, alongside the business lines and the other control functions, so as to identify the most exposed business lines and the most significant types of risk for Natixis and to manage them.

The bottom-up mapping is based on the company's processes and takes place in two stages: the first, which is qualitative, whose purpose is to detect and analyze risks, and the second, which is quantitative, whose purpose is their measurement. It is carried out for all of the bank's activities and its consistency is verified through backtesting, in other words by using the incident history.

To map of extremely risky situations, which are infrequent but have a major impact, the quantitative factors are based on the use of external data related to incidents in the financial industry.

Key risk indicators

In addition to risk mapping, the Operational Risk Department analyzes Key Risk Indicators (KRI) across the whole of the Natixis scope in order to dynamically detect any changes in the operational risk profile. The indicators cover seven categories of loss-generating events, as defined by the banking regulations, and are divided into two categories: one category measuring magnitudes across all of Natixis' business lines, and the other measuring magnitudes specific to the business lines analyzed. These risk indicators are submitted to the Operational Risk Committee for validation, and the breaching of their thresholds may result in an action plan introduced on the Committee's initiative.

Identifying losses and incidents

Listing and analyzing incidents

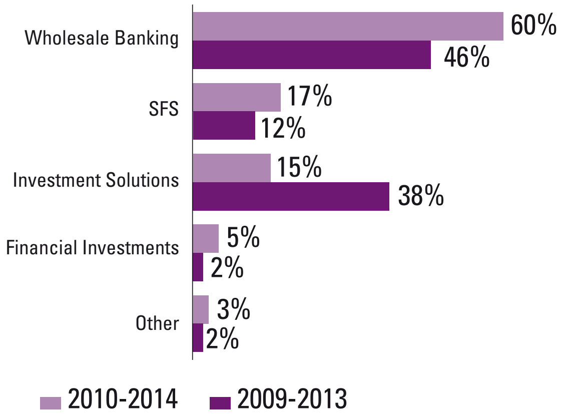
Losses are listed from the very first euro and as they are incurred. A single definition of "serious incident" is used throughout the Company. All serious incidents are immediately declared. A departmental investigation is then conducted and a report is drawn up. This contains a factual description of the event, an analysis of the initial cause and the recommended action plans. The business line Operational Risk Committees decide on the implementation of action plans.

Note that most operational risk incidents occur frequently and have a low impact per incident. In 2014 they accounted for more than 99% of the total incident volume and less than 10% of the financial impacts. They are not included in the analysis below. The change in losses is based on a comparison of the 2010-2014 and 2009-2013 periods. Comparing five-year periods reduces the distortions introduced by the late detection of incidents.

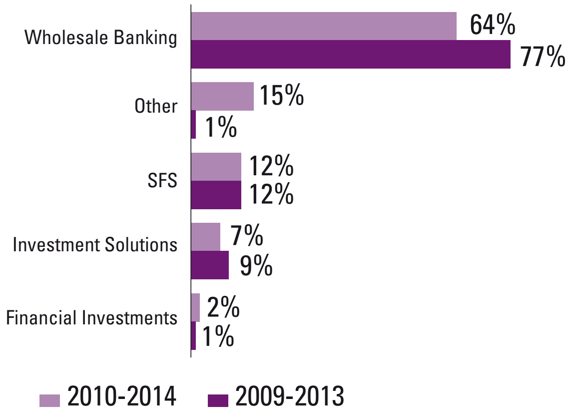
Overall change in losses

Between the 2009-2013 and 2010-2014 periods, the number of serious incidents fell by 30% and their financial impact decreased by 5%.

FREQUENCY OF SERIOUS INCIDENTS BY DATE OF OCCURRENCE



IMPACT OF SERIOUS INCIDENTS BY DATE OF OCCURRENCE



The sharp drop of 30% in the total number of serious incidents is attributable to a decrease in Investment Solutions incidents (-23 points), particularly in Private Banking, and to an increase in Wholesale Banking incidents (+13 points).

The 5% decline in the financial impact of serious incidents points to the somewhat even breakdown of the impact by business line over the two periods. As shown above, while the number of serious Wholesale Banking incidents remained stable, their relative weight decreased by 13 points. The 14% increase in the Other category is related to a change in methods in 2014.

Change in losses by type of event

FREQUENCY OF SERIOUS INCIDENTS BY DATE OF OCCURRENCE

IMPACT OF SERIOUS INCIDENTS BY DATE OF OCCURRENCE

Over five rolling years, the number of incidents by Basel category remained stable during the 2010-2014 period compared to the 2009-2013 period, and the incidents fell primarily into the operational category.

Over the 2010-2014 period, losses mainly related to operational-type incidents, whose relative weight fell compared to the 2009-2013 period, losing ground to *Customers, products and commercial practices* and *Employment and safety practices* incidents, which rose between the two periods.

Risk reduction initiatives

In each of its operating entities, Natixis has implemented measures to monitor action plans to reduce its exposure to operational risks. These action plans are monitored by the business line and central Operational Risk Committees. A central alert system has been set up to detect actions plans that are taking too long to implement.

3.7.3 RISK PROFILE

Breakdown of the number of risk situations

The risk analysis for the 2014 fiscal year was extended to financial investments and applied more thoroughly to Wholesale Banking. The Wholesale Banking businesse lines represent the majority of risks under review owing to the extensive nature of the division's activities and operations in both France and internationally.

Natixis' risk profile features two main risk categories: business line risk, concentrated to Wholesale Banking, and overall risk (loss of access to premises or information systems, or the availability of employees). These risks are nevertheless mitigated by the business continuity plan.

3.7.4 OPERATIONAL RISK INSURANCE

The Insurance Department, which reports to the Legal Department within the Corporate Secretariat, is tasked with analyzing insurable operational risks and taking out appropriate insurance coverage (direct insurance and/or transfer).

- The main risks analyzed are:
  - internal or external fraud;
  - drop in the value of securities;
  - liability risk (civil operating and professional liability, as well as managers' and executive corporate officers' civil liability);
  - damage to operating assets (buildings and contents, IT hardware and data), as well as loss of banking business due to such damage.
- The insurance programs were renewed on January 1, 2014, and have been pooled in whole or in part with Groupe BPCE.

  Natixis and its subsidiaries benefit from the guarantees provided by the "combined" Banker's Blanket Bond (securities and fraud) and Company Civil Liability policies providing coverage of €162 million per claim per insurance year, of which €147 million have been pooled with Groupe BPCE.

  This coverage applies worldwide, except for professional civil liability, where the guarantee does not extend to permanent establishments in the United States (coverage for US operations is purchased locally by subsidiaries or branches).
- "Civil Operating Liability" coverage is provided by the civil operating liability group insurance plan taken out by BPCE S.A., for up to €75 million per claim;
- "Management Civil Liability" coverage is provided by the managers' and executive corporate officers' civil liability group insurance plan taken out by BPCE S.A., for up to €200 million per claim per insurance year;
- Coverage for the buildings housing Natixis' operations in France, their contents, IT risks and the resulting loss of banking business is provided by the "All Risks & Resulting Loss of Banking Business" group insurance policy taken out by BPCE S.A (reconstruction and/or replacement cost, capped at €300 million per claim);
- Coverage for intangible computer damage (damage to data without physical damage to the hardware containing it) and resulting loss of banking business is provided by the "Intangible Computer Damage/Loss of Banking Business" group insurance policy taken out by BPCE S.A., for coverage of up to €60 million per claim and per year.

All the insurance policies mentioned above were taken out with reputable, creditworthy insurance companies.

All the insurance policies mentioned above are purchased with deductibles (accepted retention level) in accordance with Natixis' retention capacity.

3.8 Overall interest rate, liquidity, structural foreign exchange risks

(Data certified by the Statutory Auditors in accordance with IFRS 7)

3.8.1 GOVERNANCE

Natixis' Asset and Liability Management (ALM) risks are managed and monitored under the authority of the Asset/Liability Management Committee **(ALM Committee)** chaired by the Chief Executive Officer, and comprised of the members of the Senior Management Committee (in charge of Finance and Risks, Wholesale Banking and market solutions), the Head of Risk, the Head of the Single Treasury and Central Bank Collateral Management Pool, the Head of Financial Management and BPCE's Head of Asset/Liability Management. The Committee meets every two months and is mainly responsible for:

- defining and monitoring Natixis' ALM;
- approving the major principles in terms of structural balance sheet risks (structure, delegation of authority, fund transfer pricing, etc.) in compliance with the standard ALM framework set up by BPCE;
- validating ALM assumptions and conventions underlying calculations for metrics used to manage and monitor ALM risks;
- validating limits related to liquidity, IRBB [1] and structural FX indicators;
- validating the overall refinancing policy in conjunction with BPCE ALM;
- monitoring the main balance sheet aggregates and their developments, as well as supervising structural balance sheet risks and compliance with limits.

The ALM Committee's monitoring scope includes:

- the banking portfolios of Natixis S.A. and its credit subsidiaries for IRBB;
- Natixis' entire scope of consolidation for liquidity risk, excluding insurance portfolios which are strictly partioned from banking and trading book, and subjected to a dedecated regulation. This perimeter does not present intrinsic liquidity risks and which are monitored and managed seperately in respect of ALM risks;
- Natixis' entire consolidation scope for structural foreign exchange risk.

3.8.2 OVERALL INTEREST RATE RISK

3.8.2.1 Targets and policy

Given the nature of its activities, Natixis has few structural interest rate exposures and the vast majority of its loans are based on floating rates; consequently, Natixis' IRBB is predominantly a straight-line basis risk, concentrated at the short end of the yield curve and arising from delays in the re-setting of interbank rates.

The aim of Natixis' policy for managing overall interest rate risk is not to hold long-term structural interest rate positions in its bank book. With a few exceptions, fixed-rate financial assets and liabilities are returned for BOR via rate swaps and are mainly held in the Treasury portfolios which are subject to ongoing monitoring of interest rate risk.

3.8.2.2 Monitoring system

This risk is measured in terms of the sensitivity of portfolios' economic value by bp on the yield curve and by currency. For the largest portfolios it is controlled through limits approved and monitored by the Risk Department. As regards Treasury, which centralizes most positions, this mechanism is rounded out with interest rate and spread stress tests which are also governed by limits.

The Risk Department calculates indicators and monitors limits daily for Treasury and monthly for credit subsidiaries.

Given its nature and low hysteresis, overall interest rate risk is a minor risk for Natixis and calls for no particular remarks; the Basel 2 normative shock (+200 bp instantaneous shift in the yield curves) would lead to an absolute value variation in the portfolio's economic value of €134 million at December 31, 2014, approximately 36% of which stemming from basis exposures at the short end of the yield curve.

This sensitivity, which is very low considering the size of the banking book, nevertheless increased compared to December 31, 2013 (€17 million, resulting from currency netting). This increased sensitivity can largely be attributed to the funding policy – mainly via long-term structured issues carried out in 2014 (accreting issues, predominantly in USD).

3.8.3 STRUCTURAL FOREIGN EXCHANGE RISK

3.8.3.1 Targets and policy

Given the presence of risk-weighted assets in foreign currencies (mostly USD), the aim of Natixis' structural foreign exchange risk policy is to immunize the Core Tier 1 ratio from exchange rate fluctuations. To this end, it establishes a foreign exchange exposures by purchasing the foreign currency against the euro when it funds strategic long-term net investments in foreign entities, while non-strategic net investments in local currencies are refinanced with loans. Furthermore, net investments in local currencies are never hedged, in line with the "net investment hedge" principle as defined by IAS 39.

(1) *IRBB: Interest rate risk on the banking book. Excluding those related to banking portfolios for capital markets activities that are presented to the Market Risk Committee and approved by it.*

3.8.3.2 Monitoring system

The Core Tier 1 ratio's sensitivity to exchange rate fluctuations is regularly assessed by the ALM Committee.The Committee sets an acceptable variation range for this sensitivity and a monitoring report is presented during its meetings.

3.8.4 LIQUIDITY RISK AND REFINANCING STRATEGY

3.8.4.1 Targets and policy

Natixis is affiliated with the BPCE network, as defined by the French Monetary and Financial Code. Article L.511-31 of the French Monetary and Financial Code stipulates that central institutions are credit institutions and, as such, they must oversee the cohesion of their network and ensure the proper operation of affiliated institutions and companies. To this end, they take any necessary measures notably to guarantee the liquidity and capital adequacy of all such institutions and companies as well as the network as a whole.

In light of Groupe BPCE's commitments has given the supervisory authorities to ensure and guarantee the liquidity of the bank as lender of last resort, Natixis remains under the supervisory authority of BPCE's.

This supervision is implemented through governance and an overall liquidity risk management and monitoring system that is adapted, shared and harmonized by all affiliates, and whose main guidelines have been set forth by Groupe BPCE's ALM Committee.

Natixis' liquidity risk management policy is an integral part of the Group's policy. It sets out to optimize Natixis' activities within a clear, shared and standardized framework in terms of governance and ALM regulations and in line with the Group's risk constraints.

Thus, the purpose of the overall liquidity risk management policy is to:

- guarantee that Natixis complies with its financing commitments while ensuring that its funding needs and liquidity funding mismatches traded are in line with the Group's short- and medium-term refinancing capacities;
- optimize the cost of fund refinancing within the set risk constraints to help reach the profitability objectives;
- respect the internal limits set in close cooperation with BPCE and adapted to the Group's ability to provide for Natixis' ultimate liquidity needs;
- comply with national and international regulations;
- contribute to develop the sources of funding of the Group (by geographic area, product and counterparty) and to mitigate it market foot print.

3.8.4.2 Liquidity monitoring system

Liquidity risk is controlled, managed and monitored as follows:

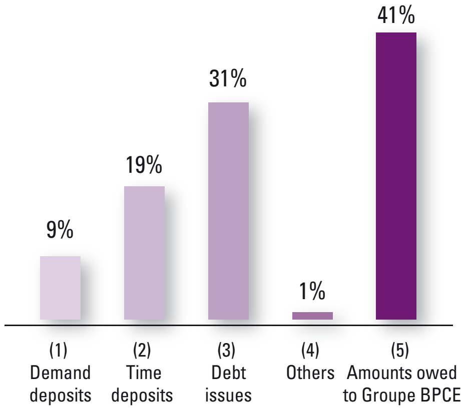
- management of each business line's funding needs: to manage the bank's refinancing needs, liquidity budgets are allocated for each business line as part of the budgetary procedure and approved by the ALM Committee. Funding needs is monitored weekly for Wholesale Banking business lines and monthly for other business lines;
- management of the bank's contribution to Groupe BPCE's net market footprint: the objective is to match the liquidity allocation system with the Group's strategic ambitions and operational oversight;
- supervision of short-term liquidity mismatching, which is measured using liquidity gaps. This indicator is produced daily for a 365-day horizon in intervals of one day, based on all the parent company's transactions and is extended to the US subsidiaries. It is subject to four permanent limits approved by the ALM Committee and monitored daily, on overnight market exposure at opening, on the 60-day, 150-day and 330-day static liquidity gaps;
- supervision of medium-term mismatching, which is measured on the basis of liquidity gaps and asset/liability coverage ratios. These ratios, calculated for all currencies combined and for the US dollar, include minimum hedging ratios approved by the ALM Committee and monitored monthly;
- simulations of liquidity stress scenarios: the purpose of these scenarios is to challenge the Group's ability to continue to respect its commitments and operate in the event of a liquidity crisis. Natixis periodically simulates its contribution to the Group's earnings based on different crisis scenarios (systemic, specific, combined, etc.) and different levels of intensity (moderate, strong, extreme, etc.) over one-, two- and three-month periods for which assumptions are set by BPCE;
- funding structure: the refinancing structure is monitored to ensure that resources are well diversified, by type of counterparty, by market segment and by geographic area, in order to mitigate all concentration risk (*see section [3.8.4.3]*).

3.8.4.3 Funding strategy

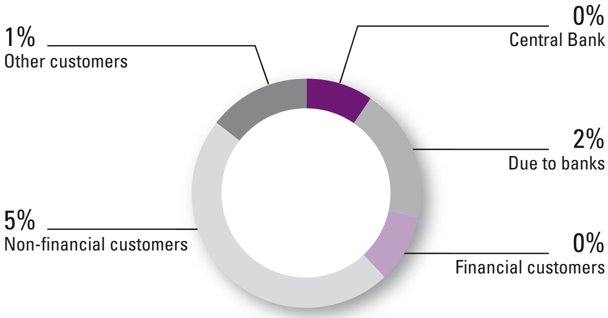
Since mid-2011, Natixis' refinancing structure has been rooted in the organization of a cross-entity Natixis-BPCE liquidity pool, placed under the authority of the Group ALM Committee. This platform was implemented in order to secure the Group's financing and optimize the management and allocation of liquidity within the Group in accordance with pre-defined rules, to reduce market financing and refinancing costs.

Over the course of 2014, in line with Group policy, Natixis continued to diversify its funding sources, extend the maturities of funds raised and reduce its market footprint. As in 2013, efforts were focused on developing customer deposits in current accounts and structured issues placed with Asian investors.

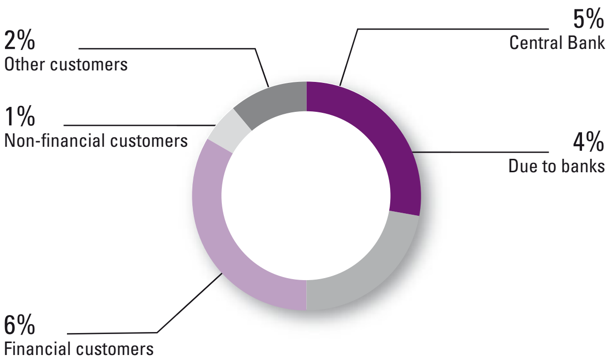
GROSS WEIGHT OF THE BANK'S ON-BALANCE SHEET REFINANCING SOURCES, BY MAJOR CATEGORY OF VEHICLE AND BY CUSTOMER SEGMENT AT END-2014



(1) DEMAND DEPOSITS

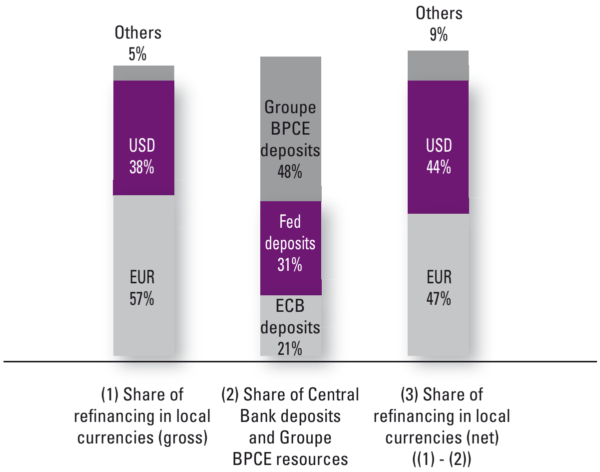


(2) TIME DEPOSITS

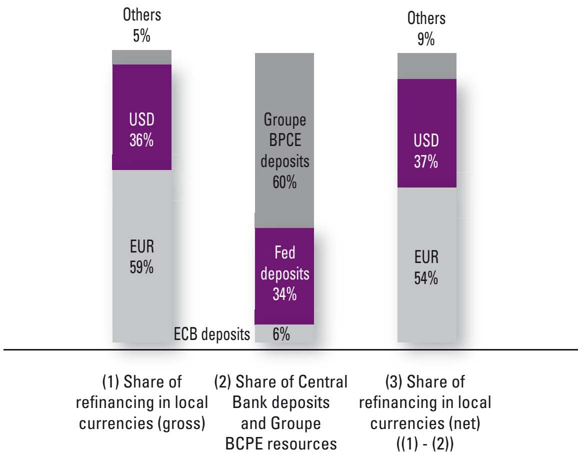


By currency, Natixis' refinancing structure is primarily concentrated in EUR, and the USD logically "follows" the bank's asset structure, although the USD proportion has risen for the past two years due to the excess cash denominated in dollars and the diversification policy currently under way. In terms of breakdown by counterparty, the biggest percentage consists of financial customers in the broad sense of the term (including emerging central banks), with which the bank has developed a longstanding and stable relationship for many years and for which the average term of deposits continued to climb in 2014. The customer deposits collection strategy (mainly via the current account offering) launched two years ago has begun to pay off, although it is still an alternative source of funding. Finally, the weight of net resources provided by the Group was as always linked to the BPCE/Natixis Single Treasury and Central Bank Collateral Management Pool and the Group policy, making BPCE the sole public issuer in the long-term segment.

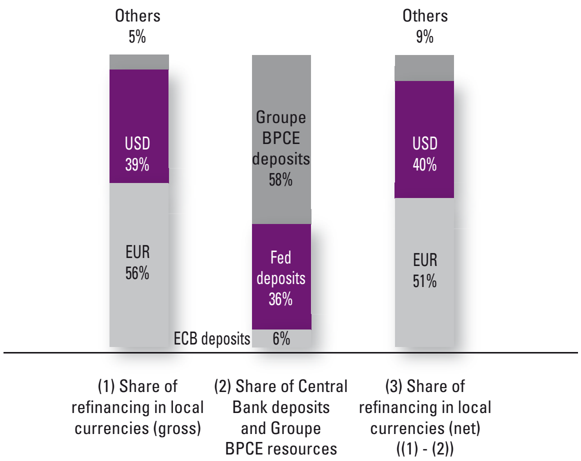
12.31.2014 AT CONSTANT EXCHANGE RATES



12.31.2013 AT CONSTANT EXCHANGE RATES

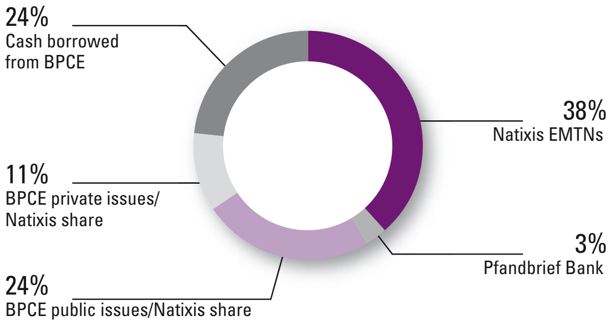


12.31.2013 AT CONSTANT EXCHANGE RATES



Under its annual medium-term refinancing program, Natixis raised €10.7 billion in resources with a term of more than one year and an average lifespan of four years. 38% of this program was achieved via structured private placements, with the rest predominantly provided by BPCE, which is now the sole public issuer in the medium-term segment in accordance with Group policy.

■ 2014 MLT REFINANCING PROGRAM (MARKET FUNDING)



3.8.4.4 Regulatory liquidity ratios

The regulation governing liquidity risk applicable to French credit institutions took effect on June 30, 2010 (French decree dated May 5, 2009). The liquidity ratio is designed to ensure that liquid assets with maturities of less than one month are greater than or equal to liabilities falling due within the same period. It is defined as the ratio between cash/cash-equivalents and liabilities falling due in less than one month.

This ratio is calculated on a parent company (non-consolidated) basis and according to regulations must be above 100%. Natixis' ratio was 125% at December 31, 2014.

In December 2010, the Basel Committee introduced two new liquidity risk measures. In January 2013, amendments were added to this preliminary framework, leading to changes in certain calculation rules and in the implementation timetable. The new rules on prudential requirements applicable to credit institutions and investment firms (CRR/CRD IV), enacted through Regulation (EU) No. 575/2013 of the European Parliament and of the Council of June 26, 2013, which transposed the Basel 3 rules in the European Union, subsequently reshaped the metrics used in liquidity ratios.

In order to give full effect to the uniform regulation, the CRR:

- laid down the filing obligations in force during the observation period from January 1, 2014 to the date of first implementation of the prudential requirements;
- called for the definition of regulatory or implementing technical standards;
- set forth the conditions of implementation of these prudential requirements as from 2015 by a Commission Delegated Act [(1)] for the LCR, via a legislative proposal to be submitted no later than 2016 for the stable funding ratio.

Ultimately, in a recent and not yet fully stabilized regulatory environment, the European regulation mainly requires observing and reporting on the following two liquidity ratios:

- the Liquidity Coverage Ratio (LCR): pursuant to CRR, the LCR's entry into force is scheduled for October 1, 2015; on this date, the liquidity ratio of June 2010 will cease to apply to French credit institutions; the minimum requirement has been initially set at 60% and will rise in equal annual steps to reach 100% on January 1, 2018;
- the Net Stable Funding Ratio (NSFR): the Basel 3 Committee wants to see this report and any amendments thereto become a minimum requirement by January 1, 2018.

The LCR, calculated on consolidated basis, is a short-term liquidity ratio whose aim is to ensure that, in stress scenarios, banks hold enough liquid assets to cover their net cash outflows for a 30-day period, while the NSFR is a long-term structural liquidity ratio developed to strengthen the resilience of the banking sector by requiring banks to maintain a stable funding profile and by limiting the mismatching of assets and liabilities to less than one year.

Natixis calculates its LCR monthly on a consolidated basis and operationally manages its liquidity position and coverage of liquidity requirements relative to these new metrics.

In the last two years, Natixis has worked in advance of the implementation timetable to adapt the oversight of its refinancing needs in order to meet the new requirements. As a result, the bank has:

- adopted stricter liquidity gap limits, leading to an extension of its liabilities;
- continued to diversify its sources of financing, in particular through a cash management offer aimed at corporate customers and at reducing its market footprint;
- implemented a strategy to replace excess liquidity captured through the management of the LCR.

Natixis oversees and manages its LCR, estimated at over 100% at the end of each month since the end of 2013, based on the interpretation and adaptation of the standard in force by the Group (which is subject to change). Natixis also observes its French regulatory liquidity ratio, which will remain in force until the LCR takes effect in October 2015.

Finally, Natixis regularly estimates its contribution to the Group NSFR based on the interpretation of current literature on the subject, which is also subject to change.

3.8.4.5 Liquidity buffer

The Delegated Act adopted on October 10, 2014 defined liquid assets and the criteria they must meet to be eligible for the liquidity buffer to be used to cover funding needs in the event of a short-term liquidity crisis. The assets in question must be available, unencumbered and subject to various discounts as imposed by the CRR, which are supposed to represent the possibilities and limitations on monetizing these assets.

The liquidity buffer – in the regulatory sense – is the numerator of the LCR (HQLA) ratio and predominantly consists of:

- level 1 liquid assets, i.e. cash deposits with central banks (FED and ECB, excluding mandatory reserves at end-December 2014), central bank overnight loans and recoverable time deposits;

(1) The Delegated Act was adopted by the European Commission in October 2014. It was rendered permanently applicable by its publication in the Official Journal in January 2015. This act set forth the final calibration of the LCR and its implementation timetable.

- other level 1 liquid assets comprised mostly of debt securities or guarantees by high-quality sovereign issuers and central banks;
- level 2 liquid securities, mainly consisting of covered bonds, corporate debt securities and equities listed on the markets and meeting certain conditions.

From an operational standpoint, Natixis has two liquidity reserves that contribute to the Group's reserves:

- a reserve of liquid assets eligible for central bank collateralized operations to secure intra-day settlements; this relatively stable reserve is made up of securities and loans eligible to central bank tenders, and is located in Paris (about €4 billion in the 3G Pool) and New York (approximately $3 billion at the FBR discount window);
- a liquidity reserve established in advance to meet a liquidity crisis similar to the one simulated by the LCR; the amount of this reserve ranges from €20 billion to €30 billion and is reinvested in full with the ECB and the US Federal Reserve, in line with the current policy in order to be able to immediately mobilize the funds if needed.

In addition to these two requirements and those of the business lines, any liquidity surplus raised by Treasury is replaced at central bank at the end of each day or subject to a overnight loan secured by sovereign notes on the repo market.

BREAKDOWN OF FINANCIAL LIABILITIES BY CONTRACTUAL MATURITY

(in billions of euros)	12.31.2014									
Liabilities	**Total**	**Demand**	**Less than 1 month**	**1 to 3 months**	**3 to 6 months**	**6 months to 1 year**	**1 to 2 years**	**2 to 5 years**	**Over 5 years**	**Undated**
Due to central banks										
Other financial liabilities at fair value through profit and loss	139	-	45	24	6	8	4	5	8	39
o/w repurchased securities	*83*	-	*44*	*22*	*5*	*6*	*2*	*2*	-	-
Secured liabilities	*4*	-	-	-	-	*1*	*1*	-	*2*	-
o/w senior debt	-	-	-	-	-	-	-	-	-	-
Unsecured liabilities	*12*	-	-	*1*	*1*	*1*	*1*	*2*	*7*	-
o/w senior debt	-	-	-	-	-	-	-	-	-	-
Covered bonds	-	-	-	-	-	-	-	-	-	-
Trading derivatives	84	-	-	-	-	-	-	-	-	84
Hedging derivatives	1	-	-	-	-	-	-	-	-	1
Due to banks	137	16	23	31	23	18	6	18	2	-
o/w repurchased securities	*18*	*7*	*6*	*4*	*1*	-	-	-	-	-
Customer deposits	61	28	19	6	1	2	1	1	2	1
Debt securities	57	-	11	23	8	10	2	2	1	-
o/w guaranteed debts	-	-	-	-	-	-	-	-	-	-
Covered bonds	*1*	-	-	-	-	-	-	*1*	-	-
Insurance companies' technical reserves	-	-	-	-	-	-	-	-	-	-
Revaluation adjustments on portfolios hedged against interest rate risk	-	-	-	-	-	-	-	-	-	-
Subordinated debt	5	-	-	-	-	-	1	1	3	-
TOTAL	**484**	**44**	**98**	**84**	**38**	**38**	**14**	**27**	**16**	**125**

The information contained in above table exclude insurance activities.

(in billions of euros)	Pro forma 12.31.2013									
Liabilities	**Total**	**Demand**	**Less than 1 month**	**1 to 3 months**	**3 to 6 months**	**6 months to 1 year**	**1 to 2 years**	**2 to 5 years**	**Over 5 years**	**Undated**
Due to central banks										
Other financial liabilities at fair value through profit and loss	126	1	46	14	5	5	2	4	8	42
o/w repurchased securities	*68*	-	*46*	*13*	*4*	*4*	-	-	*1*	-
Secured liabilities	*6*	-	-	*1*	-	-	-	*1*	*3*	-
o/w senior debt	-	-	-	-	-	-	-	-	-	-
Unsecured liabilities	*9*	-	-	-	*1*	*1*	*1*	*1*	*5*	-
o/w senior debt	-	-	-	-	-	-	-	-	-	-
Covered bonds	-	-	-	-	-	-	-	-	-	-
Trading derivatives	63	-	-	-	-	-	-	-	-	63
Hedging derivatives	1	-	-	-	-	-	-	-	-	1
Due to banks	130	7	25	27	29	8	15	15	4	-
o/w repurchased securities	*18*	*3*	*10*	*5*	-	-	-	-	-	-
Customer deposits	60	31	17	3	1	2	1	1	2	2
Debt securities	39	-	4	20	6	6	-	2	1	-
o/w guaranteed debts	-	-	-	-	-	-	-	-	-	-
Covered bonds	*3*	-	-	-	*1*	-	-	*2*	-	-
Insurance companies' technical reserves	-	-	-	-	-	-	-	-	-	-
Revaluation adjustments on portfolios hedged against interest rate risk	-	-	-	-	-	-	-	-	-	-
Subordinated debt	3	-	-	-	1	-	-	1	1	-
TOTAL	**422**	**39**	**92**	**64**	**42**	**21**	**18**	**23**	**16**	**108**

The information contained in above table excludes insurance activities.

In the event the Bank's external credit rating is downgraded, it may be required to provide additional collateral to investors under agreements that include rating triggers.

In particular, in calculating the liquidity coverage ratio (LCR) according to the Delegated Act of October 10, 2014, the amounts of these additional cash outflows and additional surety requirements are measured as the payment the bank would have to make within 30 calendar days of its credit rating being downgraded by up to three notches.

These amounts, covered under the LCR management policy, were estimated at 4 billion in euro equivalent at December 31, 2014.

3.8.4.6 Encumbered and unencumbered assets

As part of its refinancing activities, and repurchase agreements in particular, Natixis is required to pledge part of its assets as collateral. It also receives collateral, some of which can be reused as collateral.

The purpose of this appendix is to show the portion of assets pledged as a guarantee or collateral, and the corresponding liabilities, in accordance with the requirements of the Ministerial Order of November 19, 2014.

- AT 12.31.2014 IN MILLIONS OF EUROS

Template A – Assets	Carrying amount of encumbered assets	Fair value of encumbered assets	Carrying amount of unencumbered assets	Fair value of unencumbered assets
Assets of the reporting institution	**86,910**		**439,921**	
Equity instruments	25,998	25,998	12,088	12,088
Debt securities	36,391	36,391	11,639	11,639
Other assets	24,521		416,194	

Template B – Collateral received	Fair value of encumbered collateral received and own debt securities issued	Fair value of collateral received and own debt securities issued and available for encumbrance
Collateral received by the reporting institution	**137,227**	**67,524**
Equity instruments	16,695	37,302
Debt securities	120,533	22,693
Other guarantees	0	7,529
Debt securities issued besides own secured bonds or own asset-backed securities	0	4,990

Template C – Encumbered assets/collateral received and associated liabilities	Associated liabilities, contingent liabilities or securities lent	Assets, collateral received and debt securities issued besides secured bonds or securities backed by encumbered assets
Carrying amount of selected financial liabilities	213,388	224,137

Template D – Information on the importance of asset encumbrance

At December 31, 2014, Natixis' encumbered assets amounted to €86,910 million, of which:

- €62,389 million in encumbered securities for corporate actions and issues of securities;
- €4,547 million in encumbered receivables in mechanisms other than secured bonds;
- €551 million in receivables securing secured bond issues;
- €19,423 million in encumbered assets in respect of margin calls on derivatives.

3.9 Compliance and reputational risk, Legal risks

3.9.1 COMPLIANCE AND REPUTATIONAL RISK

3.9.1.1 Organization of Compliance at Natixis

Functional structure

The Compliance Department is in charge of the development of best practices for developing and managing compliance risk in relation to banking and financial regulations. It also oversees IT Systems Security and business continuity. Reporting to the Corporate Secretary, the Compliance Department functions independently of the operational departments. It acts in accordance with the rules set out by Groupe BPCE. Its scope of action encompasses all of the business lines and support functions of Natixis, the subsidiaries and branches in France and abroad.

The operating rules of the Compliance and Permanent Control Department are set out in a charter approved by Natixis' Senior Management Committee. For business lines operated by the parent company, the business lines' Heads of Compliance report hierarchically to Natixis' Chief Compliance Officer. A "direct" reporting line exists between the compliance managers at the subsidiaries and branches and Natixis' Chief Compliance Officer. Through this line, Natixis' Chief Compliance Officer issues prior approval for the assignment, appointment or removal of subsidiaries' compliance managers, participates in annual performance and career advancement reviews, approves annual work plans and fulfills reporting and alert requirements vis-à-vis Natixis' Compliance Department.

Responsibilities

The department advises and assists all employees to prevent compliance risks in the performance of their duties.

It helps establish new standards, policies and procedures. To ensure the proper oversight of new activities and structures, and of new or modified products, the department issues formal notices, helping to ensure the security of Natixis' activities.

The department carries out second-level controls to ensure that transactions comply with banking and financing regulations. It ensures that anomalies detected by the relevant business lines are remedied.

Training and awareness-raising initiatives are regularly conducted to ensure that employees can demonstrate adequate levels of knowledge and vigilance.

Finally, it reports to the members of the Senior Management Committee and the Board of Directors (Audit Committee and Risk Committee) on the main risks detected and on the implementation and effectiveness of the means used to address these risks.

Tools

The department is equipped with a set of tools that cover all of the areas under its responsibility, including:

- behavioral analysis tools, used in conjunction with KYC tools, aimed at detecting money laundering transactions and internal fraud, verifying compliance with embargoes and preventing terrorist financing;
- tools for monitoring sensitive transactions, maintaining lists of insiders and managing conflicts of interest.

3.9.1.2 Employees and professional ethics

Conflicts of interest

Conflicts of interest

The prevention of conflicts of interest is ensured through:

- employee compliance with professional obligations;
- the set-up and monitoring of information barriers;
- incorporation into the risk maps of situations posing a risk of conflict of interest;
- the verification of compensation policies;
- the maintenance of a conflict of interest catalog; and
- compliance with Natixis' employee code of conduct, which covers gifts and invitations received or offered, personal transactions, the performance of duties outside of Natixis and offices and investments held in a personal capacity.

Conflict of interest is managed through:

- compliance with the conflict of interest prevention framework;
- cooperation among the business lines, Compliance and management in order to identify and manage conflicts of interest arising at various levels;
- close monitoring by Compliance with the help of transactional conflict detection tools for personal transactions (GEODE) and sensitive transactions (ODEON);
- a conflict of interest management commission tasked with mediating unresolved conflicts of interest if needed.

Whenever the risk of compromising a customer's interests cannot be avoided in spite of the internal procedures in place, Natixis informs the customer of the nature of the conflict of interest before taking action on the customer's behalf, allowing the customer to make an informed decision on whether to proceed with the transaction.

Circulation of information

Information barriers are put in place and reviewed each time the organizational structure changes in order to prevent the unwarranted circulation of confidential information. These barriers function as partitions between business lines and departments, setting limits to the circulation of information on a need-to-know basis. As such, information is transmitted only in the customer's interest and only to employees who absolutely require this information to carry out their duties. These barriers may be organizational, physical or electronic and may be permanent or temporary.

Natixis has put in place a permanent and complete information barrier separating its asset management business within Natixis Asset Management from its other activities.

Pursuant to regulations in force, the entry of sensitive transactions into ODEON allows Compliance to rapidly identify issuers to be included on the surveillance list or on the prohibition list as well as employees on the lists of insiders.

Common provisions

The provisions concerning conflict of interest and the circulation of information are enforced through formalized procedures, regular training and follow-up controls using a risk-based approach.

Whistleblowing policy

Since 2005, Natixis has implemented a procedure that allows employees to report any action or professional activity that they suspect to be improper or incompatible with banking provisions.

The whistleblowing policy provides for an internal procedure that makes it possible to report anomalies with respect to the implementation of banking compliance obligations.

The procedure is optional. There is no penalty imposed on employees who do not use this procedure. Employees who do use the procedure are entitled to strict confidentiality, and no penalties or unequal treatment may be imposed against them.

This procedure is not intended to replace conventional reporting methods at Natixis, such as the escalation of anomalies to higher levels of the organization. Reports made using this procedure are addressed to the compliance manager and/or Chief Compliance Officer.

3.9.1.3 Customer protection and KYC

Defending the primacy of customers' interests is a defining principle of Natixis' activities and is reflected in the policies of each entity in France and abroad.

In all circumstances, employees are required to serve customers with diligence, loyalty, honesty and professionalism and to offer financial products and services that are appropriate to customers' abilities and needs.

Management of conflicts of interest in the workplace

To prevent and manage the risk of conflict of interest arising in the provision of products and services between Natixis and a customer or between different customers, Natixis has implemented a series of Compliance processes. These processes, which are based on a comprehensive view of Natixis' activities (proposed mandate, transaction or commitment vis-à-vis the customer), allow Compliance to keep the surveillance and prohibition lists as well as the lists of insiders up to date. This helps to prevent, detect and manage any conflict of interest that arises.

Handling of customer complaints

Customer complaints, even of a seemingly minor nature, can compromise the customer relationship and harm Natixis' reputation.

Natixis has established a system that ensures that:

- customers receive transparent information on how their complaints are being handled;
- complaints are handled effectively;
- corrective action is enforced to remedy any problems identified.

Know Your Customer (KYC) and customer information

At the same time, Natixis has established a strict policy governing new client relationships. The procedures are in line with the various regulatory requirements governing money laundering, terrorist financing and international embargoes for the entities in question.

In 2014, Natixis complied with FATCA regulations in all of the countries in which it operates and for all of the activities concerned. All entities have been registered with the IRS (Internal Revenue Service) in order to be included in the list of compliant institutions in July 2014.

Protection of personal data

Natixis is committed to protecting the personal data of customers and employees alike. As such:

- processes involving the use of personal data are conducted pursuant to the French Data Protection Act and, in most cases, are declared to the Commission Nationale de l'Informatique et des Libertés (CNIL – French Data Protection Authority) in France or to the competent authorities internationally;
- Natixis takes the necessary measures to guarantee the confidentiality of such data and to keep the persons whose data are being processed informed so that they can fully exercise their rights of access and rectification.

Within Natixis, this is ensured at two levels of the organization: CNIL coordination (Compliance) and local CNIL representatives in every business line. In 2014, the following actions were taken:

- the various websites' cookie functions were brought in line with the CNIL recommendations of December 2013 through information and consent-obtaining measures;
- the role of the local CNIL representatives was clarified. They perform the following duties within their scope of responsibility:
  - recording of operations and verification of formalities with CNIL (declaration or authorization requests, control of transfers outside the European Union),
  - follow-up on right-of-access requests,
  - oversight of training/communications and procedures dealing with "personal data" matters.

Prevention of corruption

The prevention of corruption is handled by an overall system of financial security. Natixis is a signatory to the United Nations Global Compact and upholds its principles.

Processes and procedures are implemented to prevent, manage and supervise:

- conflicts of interest,
- fraud and money laundering,
- political contributions and contributions to public officials,
- donations, patronage and sponsorship,
- gifts and benefits.

All employees are called upon to exercise vigilance against pressure and solicitation and in situations such as those involving abnormally high or overcharged commissions and informal and private interactions with public companies.

On the international level, Natixis ensures strict compliance with local regulations such as the UK Bribery Act and the Foreign Corrupt Practices Act.

3.9.1.4 Financial security

The purpose of the Financial Security Department, which reports to Compliance management, is to organize anti-money laundering and counter-terrorist financing (AML - CFT) measures and to ensure compliance with embargoes and anti-fraud measures, both for Natixis and its subsidiaries. In addition to this standing supervisory task, it may directly spearhead special efforts on behalf of some business lines.

Anti-money laundering and terrorist financing

To combat of money laundering, Natixis has introduced:

- due diligence and KYC obligations on customer onboarding and throughout the customer relationship;
- a procedure for reporting "suspicious" transactions to the relevant financial intelligence unit;
- regular employee training and notification to ensure compliance with these obligations.

Regarding terrorist financing, funds, financial assets or economic resources identified as likely to benefit persons or entities linked to terrorist-related activities are automatically frozen. Natixis must meet two obligations:

- continuously checking that customers do not appear on the official lists of persons or entities suspected of participating in terrorist financing;
- promptly introducing permanent control procedures to detect and freeze funds belonging to persons or entities appearing on these lists.

Compliance with embargoes

Regarding embargoes, in 2014 punitive measures were taken by the European Union and the United States against the Russian Federation in response to the diplomatic and military crisis in Ukraine. These mainly target companies predominantly owned by the Russian government in the banking, energy and military sectors.

Furthermore, Iran and the "P5+1" group" were unable to conclude a definitive agreement with respect to Iran's nuclear program and decided, on November 24, 2014, to extend the ongoing negotiations by seven months. The provisions of the Geneva interim agreement on November 2013, which resulted in the partial lifting of international sanctions, remain in force.

Anti-fraud measures

Natixis is fully committed to guaranteeing a secure environment for customers, partners and employees. Natixis' anti-fraud culture is also continuously reinforced and deployed through regular awareness-building campaigns for employees and customers and specific controls of activities that are especially at risk.

The anti-fraud measures are steered by the Financial Security Department's Anti-Fraud Coordination Unit in collaboration with the concerned business lines. This unit is also in charge of drafting and implementing standards and principles for fraud risk management and of coordinating the anti-fraud officers' network across the subsidiaries and branches of Natixis in France and abroad.

In 2014, the SAFIR Compliance system, a fraud surveillance and management tool, was deployed across all capital markets activities. The year also saw new payment fraud attempts through social engineering, which made it necessary to implement ongoing awareness-building initiatives aimed at employees and customers in order to maintain a high level of vigilance.

3.9.1.5 IT Systems Security and Business Continuity

The ITSS-BC Department coordinates its activities on the basis of the risks identified. To this end, a method has been developed (1) to identify, in relation to operational risk, the risk situations of concern to the business lines and (2) to link these to the IT assets that may be vulnerable. This cross-checking is used to produce a map of the major ITSS-BC risks and to devise the major action plans needed to mitigate these risks. The IT Department handles the technical aspects of implementing solutions devised to respond to the needs expressed.

The major issues currently being addressed are user authorizations, data protection, controls, cyber-security, the standardization of BCP management solutions and awareness-building directed at the business lines.

In 2012, a major program to improve the management of user authorizations was initiated with the aim of reviewing all management processes, tools, the documentation of application profiles, the setting of business line profiles and the recertification of rights and the associated controls. At the end of 2014, half of all business lines had been reviewed. All of the business lines excluding the IT Department are scheduled to be reviewed by the end of 2015.

In terms of advice and support to business lines, all projects submitted to the IT Commitment Committee are required to undergo security analysis. This allows the ITSS-BC Department to establish security requirements in conjunction with the business lines, for which the ITSS-BC Department in turn implements appropriate solutions.

3.9.2 LEGAL RISKS

Like many banking groups, Natixis and its consolidated subsidiaries are involved in litigation before the courts and may be investigated by regulatory authorities.

The financial consequences, assessed at December 31, 2014, of litigation deemed likely to have, or which has in the recent past had, a material impact on the financial situation of Natixis and/or Natixis and its consolidated subsidiaries as a whole, or on their profitability or their business, have been included in Natixis' consolidated financial statements.

The most significant disputes are described below. Their inclusion in the list does not indicate that they will necessarily have an impact on Natixis and/or its consolidated subsidiaries. The other disputes are deemed unlikely to have a material impact on Natixis' financial situation or profitability and/or that of Natixis and its consolidated subsidiaries as a whole, or have not reached a stage where it can be determined whether they will have such an impact.

3.9.2.1 Legal and arbitration procedures

Jerry Jones et al. vs. Harris Associates L.P.

In 2004, three shareholders (Jerry Jones et al.) acting in the name of and on behalf of three investment funds (Oakmark Fund, Oakmark Equity and Income Fund and Oakmark Global Fund) filed a complaint against Harris Associates L.P., a wholly-owned subsidiary of Natixis Global Asset Management, before the United States District Court for the Northern District of Illinois. The plaintiffs alleged that Harris Associates LP billed services to these three funds at an excessively high rate in light of applicable regulations. These proceedings are among numerous legal claims initiated in recent years against investment advisors. Harris Associates L.P. and the plaintiffs filed motions for summary judgment.

In 2007, the judge accepted all aspects of the Harris Associates L.P. motion and rejected the motion of the plaintiffs, who appealed the decision. In 2008, a panel of judges from the Court of Appeals for the Seventh Circuit upheld the ruling of the District Court in favor of Harris Associates L.P. The plaintiffs then (i) requested a rehearing of the appeal by the entire Court of Appeals, which rejected their request, after which they (ii) sought relief from the United States Supreme Court, requesting that the denial of their appeal be overturned. The Supreme Court decided to hear the case.

In a ruling handed down on March 30, 2010, the US Supreme Court vacated the case before the Court of Appeals for the Seventh Circuit so that the Court could determine whether the decision of the District Court in favor of Harris Associates L.P. should be upheld or overturned.

Class action lawsuits in the United States relating to Municipal Guaranteed Investment Contract transactions

Since March 2008, Natixis and Natixis Funding have been named among the defendants in multiple class-action lawsuits filed by and on behalf of certain state, county and municipal bond issuers in the US federal courts in New York, Washington D.C. and California. The plaintiffs allege that providers and brokers of municipal derivatives conspired to fix prices, rig bids and allocate customers between 1992 and the present time. The various plaintiffs have also named more than 30 other US and European banks and brokers as defendants. Some plaintiffs seek to certify a class of all state, local and municipal government entities, independent government agencies and private entities that purchased municipal derivatives from the defendants or through brokers from 1992 to the present, and to recover damages that result from the alleged anticompetitive activities. Most of the federal cases have been regrouped before the United States District Court for the Southern District of New York under the caption "Municipal Derivatives Antitrust Litigation."

These damages claims arise out of investigations that were performed or are being performed by the US Internal Revenue Service ("IRS"), the Department of Justice ("DOJ") Anti-Trust division, the US Securities and Exchange Commission ("SEC") and state prosecutors.

The class actions in which Natixis Funding is cited as one of 13 providers and brokers of derivatives will go ahead, as the requests to dismiss the plaintiffs were rejected in March 2010.

The individual municipalities' cases against 40 defendants including Natixis Funding and Natixis will also go ahead, as the requests for dismissing the plaintiffs' suits were rejected in April 2010.

The defendants responded to the grievances filed by the class action plaintiffs and the other plaintiffs. The parties have entered the discovery and class certification phases of litigation.

Madoff fraud

Outstanding Madoff assets, net of insurance, were estimated at €415 million at December 31, 2014, and were fully provisioned at this date. The effective impact of this exposure will depend on both the extent of recovery of assets invested in Natixis' name and the outcome of the measures taken by the bank, primarily legal. With this in mind, Natixis has appointed law firms to assist it in these recovery efforts. Moreover, in 2011, a dispute emerged over the application of the insurance policy for professional liability in this case; a ruling on the merits took place in early 2015 confirming the application of the insurance policies, for the full amount covered, of the losses incurred by Natixis as a result of the Madoff fraud.

Irving H. Picard, the court-appointed trustee for Bernard L. Madoff Investment Securities LLC (BMIS) filed a complaint with the United States Bankruptcy Court for the Southern District of New York against several banking institutions, including a $400 million complaint against Natixis. Natixis denies the allegations made and intends to take all steps to defend its position and protect its rights. The case is still in progress.

Furthermore, the liquidators of Fairfield Sentry Limited and Fairfield Sigma Limited have initiated a large number of proceedings against investors having received payments from these funds for redemptions of shares (over 200 proceedings have been filed in New York). Certain Natixis entities have been named as defendants in some of these proceedings. Natixis deems these proceedings to be entirely unfounded and intends to vigorously defend its position.

Criminal complaint coordinated by ADAM

In March 2009, the Paris public prosecutor's office (Parquet de Paris) launched a preliminary investigation into a complaint filed by Natixis minority shareholders and coordinated by the Association de Défense des Actionnaires Minoritaires (ADAM – Association for the Defense of Minority Shareholders) As the plaintiffs have initiated civil proceedings, a judicial investigation has been opened.

Commune of Sanary-sur-Mer

In August 2011, the Commune of Sanary-sur-Mer in France filed a complaint against Natixis and other defendants before the Administrative Tribunal of Toulon seeking the joint and several payment of €83 million for the loss of the Commune's planned investments and the loss of future contributions to its budget following the abandonment of the planned construction of a local casino/hotel complex. Regarding the construction project, Natixis had already committed to issuing a bank guarantee of completion in the amount of €20 million. All of the claims filed by the Commune of Sanary-sur-Mer were dismissed in a ruling handed down by the Administrative Tribunal of Toulon on April 12, 2013. The Commune of Sanary-sur-Mer has appealed this ruling.

Natixis Asset Management (formerly CDC Gestion) – Profit sharing

In 2012, a complaint was filed against Natixis Asset Management before the Paris District Court (Tribunal de Grande Instance de Paris) by 187 former employees of CDC Gestion (current name Natixis Asset Management.) The purpose of the complaint is the legal recognition of their rights to the common law profit-sharing schemes from 1989 to 2001.

Following the application for a priority preliminary ruling on the issue of administrative constitutionality raised by Natixis Asset Management on the interpretation of an article of the French Labor Code, on August 1, 2013, the Constitutional Council declared the first paragraph of Article L.442-9 of the French Labor Code in its version prior to Law No. 2004-1484 of December 30, 2005 to be unconstitutional and ruled that employees of companies whose share capital is predominantly held by public entities cannot call for a profit-sharing scheme to be applicable to them for the period during which the provisions declared unconstitutional were in force. The case is still in progress before the Paris District Court.

In September 2014, the Paris District Court ruled in favor of Natixis Asset Management and dismissed all of the employees' complaints. The employees have appealed this ruling to the Paris Court of Appeal.

MMR claim

Ixis Corporate & Investment Bank (the predecessor of Natixis) issued EMTNs (Euro Medium Term Notes) indexed to a fund that invested in the Bernard Madoff Investment Securities fund. Renstone Investments Ltd (the apparent predecessor of MMR Investment Ltd) is alleged to have subscribed, via a financial intermediary acting as the placement agent, for these bonds in the amount of $50 million.

In April 2012, MMR Investment Ltd filed a joint claim against Natixis and the financial intermediary, claiming not to have received the bonds, despite having paid the subscription price to the financial intermediary. The claim mainly concerns the reimbursement of the subscription price of the bonds and, and as an alternative, the annulment of the subscription in particular on the grounds of defect in consent.

Natixis considers this claim to be without merit.

SEEM

In January 2013, Natixis received a compulsory third-party joinder at the request of SEEM. This company seeks a joint sanction against Natixis and particularly Cube Energy SCA for the payment of approximately €23 million, alleging that Cube Energy SCA acted in breach of its duty of loyalty to its partner SEEM. Natixis believes the outcome of this case will be positive for Natixis and the companies in its Group.

Hermès

On June 21, 2013, a complaint was filed against Natixis as well as other defendants before the Commercial Court of Paris by Hermès seeking to cancel the equity swaps on Hermès shares. The parties withdrew in 2014 following the agreement reached between Hermès and LVMH.

Union Mutualiste Retraite

In June 2013, Union Mutualiste Retraite filed three complaints with AEW Europe in relation to the acquisition and management of two real estate portfolios in Germany between 2006 and 2008. The amounts claimed by Union Mutualiste Retraite total €93 million. The case is still in progress.

Securitization in the United States

Legal proceedings regarding residential mortgage-backed security (RMBS) transactions executed between 2001 and mid-2007 have been initiated against Natixis in the United States.

Natixis considers the accusations of negligence against it to be unfounded and believes that the proceedings it faces are beyond the statute of limitations.

EDA Selcodis

In 2013, EDA Selcodis filed a complaint against Compagnie Européenne de Garanties et Cautions for the sudden termination of commercial relations following the refusal by Compagnie Européenne de Garanties et Cautions to grant EDA Selcodis a guarantee. The amounts claimed by EDA Selcodis total €32 million. In November 2013, EDA Selcodis filed a joint complaint against Natixis, BRED and CEGC for unlawful agreements for which EDA Selcodis is requesting that each entity pay a sum of €32 million.

Compagnie Européenne de Garanties et Cautions considers all of these claims to be unfounded.

MPS Foundation

In June 2014, the administrators of the MPS Foundation (Fondazione Monte dei Paschi di Siena), an Italian foundation, filed a claim against 11 banks, including Natixis, which granted it financing in 2011 at the request of its previous officers, on the grounds that the financing thus granted was in violation of its bylaws, which state that the MPS Foundation cannot hold debt exceeding 20% of its total balance-sheet. The damages claimed from all of the banks by the MPS Foundation totals €285 million.

The first hearing in this case will be held in the Court of Siena in May 2015.

3.9.2.2 Situation of dependency

Natixis is not dependent on any patent or license, or on any industrial, commercial or financial supply contract.

3.10 Other risks

3.10.1 RISKS RELATED TO INSURANCE ACTIVITIES

(These data form an integral part of the financial statements certified by the Statutory Auditors)

Natixis Assurances

In the first quarter of 2014, Natixis Assurances acquired (*as indicated in chapter [4.1.2]*) 60% of the capital of BPCE Assurances, which sells non-life and liability insurance (motor, comprehensive home insurance, legal protection), personal risk insurance (personal accident) and parabanking insurance. However, as Natixis Assurances predominantly sells savings products, the main risks resulting from insurance policies are of a financial nature:

Risk of no longer being able to meet the minimum contractual rate of return in the event of a decline in interest rates

To deal with this risk, ABP Vie (a subsidiary of Natixis Assurances) has only sold policies without a minimum guaranteed return in recent years: more than 90% of the policies have a zero minimum guaranteed return. The minimum guaranteed return averages 0.19%.

Risk of policy redemptions in the event of an increase in interest rates

Natixis Assurances has identified the policyholders with a high risk of redemption, the differential criteria being age, tax seniority and amount of capital. For these policyholders, Natixis Assurances has hedged the risk of interest rate increases and has limited the scope covered by such policies to approximately a quarter of its assets. Against this backdrop, it has hedged its portfolio with cap policies and has also subscribed to variable-rate bonds.

The liability adequacy test carried out in accordance with IFRS 4 showed that insurance liabilities measured under local standards, for the year ended December 31, 2014, were greater than the fair value of these liabilities, taking into account the redemption option incorporated in the policies.

Financial risk in the event of an increase in interest rates

The sensitivity of equity to variations in interest rates is mitigated by the classification of approximately €3.4 billion, fair value, in interest-bearing securities in the category of held-to-maturity securities.

Concerning securities in other categories, the sensitivity analysis carried out at end-December 2014 showed that a 1-point increase in bond yields would have a negative impact of €86.1 million on equity (taking into account the variation attributable to policyholders and taxation), i.e. 5.9% of equity.

Market risk

Natixis Assurances is subject to variations in the value of its financial assets. Management of financial risks involves defining a strategic allocation taking into account liability commitments, regulatory constraints (particularly in terms of non-concentration) and commercial requirements. Thus, allocation ranges are defined for each type of asset.

According to the sensitivity analysis carried out at end-December 2014:

- a 10% drop in the stock market would have a negative impact of €20 million on equity (after taking into account the variation attributable to policyholders and taxation), i.e. 1.4% of equity;
- a 10% drop in the real estate market would have a negative impact of €6.6 million on equity (after taking into account the variation attributable to policyholders and taxation), i.e. 0.4% of equity.

Also, Natixis Assurances fully reinsures the guaranteed minimum payment on unit-linked policies.

Credit risk

The monitoring and management of counterparty risk is carried out in compliance with Natixis' standards and internal limits, as determined by the Credit Risk Committee, as well as the regulatory constraints imposed on insurance companies. Thus, 73% of the fixed-income portfolio is invested in securities rated higher than A-.

Provident insurance business

Mortality and morbidity risks are limited by the implementation of a pricing structure appropriate for the policyholders in question and guarantees that are insured, the use of experience tables and the upstream practice of medical history-based selection of new policyholders.

Natixis Assurances uses reinsurance to limit its exposure to the risk of dispersion of capital guaranteed upon death, personal accidents and loss of autonomy, as well as the frequency of claims for cessation of work, invalidity and loss of autonomy. A reinsurance treaty in the event of epidemics or pandemics has also been put in place in order to limit exposure to the increase in deaths that would ensue.

The annual reinsurance plan seeks to diversify reinsurers and to deal only with parties having a high-quality rating. No reinsurance treaty is entered into or renewed with parties that are non-investment grade (rating of BB+ to D-). In practice, the ratings of reinsurers with which Natixis Assurances does business range from AA to BBB+. The reinsurers that Natixis Assurances works with have a low issuer risk, and the risk of concentration in a given counterparty is limited since Natixis uses several reinsurers.

Non-life insurance business

This business is susceptible to three risks:

- Mispricing risk: a portfolio monitoring policy was implemented whereby each policy is given a score based on its track record over three years. Factored in are types of claims, number of claims, their cost and other variables specific to the activity in question (degree of liability, bonuses/penalties for motor insurance, for instance). Corrective measures can range from increasing premiums to terminating the policy upon expiry. This monitoring policy also contributes to detecting potential risks arising from large claims, and to arranging adequate reinsurance coverage;

- Reserve risk: for each inventory, the technical and reinsurance department conducts an actuarial assessment of the reserves for claims to be paid (those already known and claims yet to be filed). The assessment is based on methods that are widely recognized by the profession and required by the regulator;
- Catastrophe risk: catastrophe risk is the exposure to an event of significant magnitude generating a multitude of claims (storm, risk of civil liability, etc.). More often than not there is little possibility of pooling this risk on a national scale, or the risk is severe enough to threaten the company's solvency. This risk is therefore reinsured either through the government in the event of a natural disaster or an attack, for example, or through private reinsurers, specifically in the event of a storm or a civil liability claim, or through reinsurance pools.

To safeguard against this risk, the company decided to opt for a 200-year return period. Priorities are adapted in step with the development of the business.

Concentration of risks

The nature of insured risks combined with reinsurance coverage does not create any particular exposure in terms of concentrated insurance risks.

Coface

Through its activities, Coface is exposed to two main types of risk. The first is the technical risk constituted by the risk of losses on Coface's portfolio of insurance policies. The second is the financial risk related to the risk of losses arising from adverse changes in interest rates, exchange rates or the market value of securities or real estate investments. Coface has implemented tools designed to control these risks and to ensure they remain within conservative limits.

Technical risk

Credit risk concerns the risk of loss generated by the portfolio of insurance policies. Coface manages credit risk through a number of procedures, whose scope includes the approval of the terms of policies relating to products, pricing, the monitoring of credit risk hedging and portfolio diversification. Traditionally, Coface makes a distinction between frequency risk and event risk:

- frequency risk represents the risk of a sudden and significant increase in delinquency by numerous debtors. This risk is measured for each region and country by monitoring the instantaneous loss ratio [1] and the monthly indicator that breaks down the changes in domestic/export credit by DRA (Debtor Risk Assessment) and business sector, by acceptance rate on the DRA scale, or by product line (deposit, single risks). Missed payments are analyzed weekly by the Group Management Board and monthly by Coface's Underwriting Committee. Loss ratios for the different underwriting regions are also monitored at the consolidated Coface level;
- event risk represents the risk of abnormally high losses recorded for the same debtor or group of debtors, or of an accumulation of losses for the same country. Event risk coverage is the main purpose of Coface's reinsurance.

In addition to weekly and monthly monitoring at each region and country level, Coface has implemented a system based on:

- the centralization of claims reserves exceeding a certain amount per debtor (currently €0.5 million for all of Coface's underwriting centers), which are then analyzed ex-post to improve the information, underwriting and recovery activity's performance;
- at risk underwriting level, monitoring which, above a certain level of DRA-based outstandings, generates an approval and the setting of an overall budget by Coface's Underwriting Department; and
- a DRA-based risk assessment system covering all debtors.

Diversification of the credit risk portfolio

Coface maintains a diversified credit risk portfolio, in order to minimize the risk of a default by a debtor, a slowdown in a particular sector of activity, or an adverse event in a given country having a disproportionate impact on its overall claims expense. The insurance policies also contain clauses enabling the changing of credit limits mid-contract. Furthermore, the fact that the great majority of Coface's risks are short-term (95% of total outstandings) allows it to reduce the risk covered for a debtor or a group of debtors relatively quickly and to anticipate a decrease in their solvency.

(1) The instantaneous loss ratio is a weekly indicator that reproduces the change in the loss ratio. It is monitored for each region and each country and is reported on weekly by Coface, particularly so that underwriters can monitor the change in their portfolio and detect any deterioration in order to introduce corrective actions as early as possible.

Exposure to debtor risk at end-December 2014

– POLICIES SIGNED EXCLUDING TRANSACTIONS ON BEHALF OF THE STATE/ALL GUARANTEED PRODUCTS

Tranches – Total Buyer Outstandings	Outstandings in millions of euros	Number of limits	Number of buyers	Outstanding
Rejections	0	876,135	622,468	0.00%
€1 - 10 K	3,624	516,960	478,034	0.71%
€11 - 20 K	5,990	466,056	373,118	1.18%
€21 - 30 K	4,669	282,170	179,865	0.92%
€31 - 40 K	3,323	180,379	92,124	0.65%
€41 - 50 K	5,125	185,586	109,225	1.01%
€51 - 60 K	2,952	118,600	52,263	0.58%
€61 - 70 K	3,145	107,361	47,647	0.62%
€71 - 80 K	2,941	90,449	38,686	0.58%
€81 - 90 K	2,823	79,672	33,370	0.56%
€91 - 100 K	5,393	100,225	54,764	1.06%
€101 - 150 K	13,368	299,841	107,122	2.63%
€151 - 200 K	11,210	206,145	63,509	2.21%
€201 - 300 K	18,889	295,222	76,633	3.72%
€301 - 400 K	14,837	198,560	42,552	2.92%
€401 - 500 K	13,455	152,889	29,987	2.65%
€501 - 800 K	29,827	301,827	47,154	5.87%
€801 - 1,500 K	45,696	345,524	42,170	8.99%
€1,500 K - 3 M	55,009	285,361	26,274	10.83%
€3 M - 5 M	42,944	159,634	11,187	8.45%
€5 M - 10 M	56,353	151,795	8,139	11.09%
€10 M - 50 M	103,360	157,173	5,433	20.34%
€50 M - 100 M	25,186	19,206	367	4.96%
€100 M - 200 M	16,892	10,006	128	3.33%
≥ €200 M	21,025	6,695	45	4.14%
TOTAL	**508,036**	**5,593,471**	**2,542,264**	**100.00%**

Second-level controls are set up to ensure that the Group's credit risk standards are observed.

Financial Risk

Coface has implemented an investment policy that incorporates the management of financial risk through the definition of its strategic allocation, regulations governing insurance companies and constraints related to the management of its liabilities. Management of financial risks is thus based on a rigorous system of standards and controls which is regularly reviewed:

- interest rate risk and credit risk: the majority of Coface's allocations are in fixed-income products which guarantee it recurring and stable revenue. The overall maximum sensitivity [1] of the bond portfolio has been deliberately capped at 4 and stood at 3 at December 31, 2014. Coface is not exposed to Greek or Portuguese sovereign debt. Coface has limited exposure to Italian, Spanish and Irish sovereign debt as part of a defined-risk budget;
- exchange rate risk: the majority of Coface's investment instruments are denominated in euros. Subsidiaries and branches using other currencies must observe the same principles of congruence. In 2014, systematic foreign exchange hedges, through swaps or forward foreign exchange instruments, were arranged in the portfolio containing all of Coface's European entities, to hedge bond investments denominated in USD, GBP and AUD;
- equity risk: the exposure is capped at less than 10% of the portfolio and is concentrated in the euro zone, in connection with its core business. At December 31, 2014, listed equities represented 7.4% of the investment portfolio and underwent partial, discretionary hedging, through the acquisition of put options on indices, to mitigate any external shocks;
- counterparty risk: the maximum exposure to any given counterparty is set at 5% of the assets under management, with exceptional exemptions for short-term exposures. More than 80% of the directly held bonds are Investment Grade and therefore have a median rating [2] of higher than BBB-;
- liquidity risk: more than 59% of the bond portfolio was due to mature in less than 3 years at December 31, 2014. The vast majority of the portfolio is listed on OECD markets and carries a liquidity risk which is currently considered as weak.

Second-level controls on compliance with Coface's investment policy are also carried out.

(1) The sensitivity of a bond measures the bond's loss in value in the event of an interest rate hike. For example, bonds with a sensitivity of 3 will see a 3% reduction in their market value if interest rates increase by 1%.

(2) Second lowest rating in the event of three available ratings from the three international rating agencies; if one of the ratings is only provided for two of the agencies, the lower rating will be considered, if a rating is available from one agency alone, this rating will be considered.

CEGC

Compagnie Européenne de Garanties et Cautions is the Group's multiple business line surety and guarantee platform. It is exposed to underwriting risk, market risk and the risk of the reinsurers defaulting, as well as operational risk.

In line with the Solvency 2 Directive, four years ago CEGC began the process of obtaining the Autorité de Contrôle Prudentiel et de Résolution's (ACPR – French Prudential Supervisory Authority) approval of its internal underwriting risk assessment model for mortgage guarantees for retail customers. The European Directive should come into force on January 1, 2016.

In 2014, CEGC participated in an exercise organized by the ACPR in preparation for the entry into force of the Solvency 2 regulation. The aim of the exercise was to submit part of the new regulatory reports in XBRL format and to submit an ORSA report presenting the main results of CEGC's internal risk assessment.

In the second half of 2014, the ACPR conducted a review of the partial internal model, as part of its preliminary approval, with a view to the final application's filing in 2015.

Underwriting risk

Underwriting risk is the main risk incurred by CEGC. It is essentially the risk of policyholders defaulting, as the commitments given by CEGC to beneficiaries of guarantees result in direct exposure to policyholders. Provisions are made for these exposures in liabilities through provisions for unearned premium income for performing policies, and claims reserves for policies in default.

These regulated commitments or provisions amounted to nearly €1.2 billion at December 31, 2014 (up 11.0% compared to the end of 2013). This increase was in line with fiscal year 2013, driven mainly by mortgage guarantees for retail customers.

The increase in commitments in the real estate development segment is related to the provisions for high-severity claims at business line level. In a difficult environment, the real estate development activity saw a rise in losses in 2014. The loss ratio for the last five years stayed below 35%, however, for an activity that represents only 2% of CEGC's total business.

CEGC'S OUTSTANDINGS (IN MILLIONS OF EUROS)

CEGC's markets	December 2014	Change (December 2014 versus December 2013)
Retail customers	1,073	10.3%
Single-family home builders	12	9.1%
Property administrators – Realtors	7	16.7%
Businesses	16	23.1%
Real estate developers	19	533.3%
Professionals	52	10.6%
Social economy – Social housing	24	20.0%
Run-off activities	11	(47.6)%
TOTAL	**1,214**	**11.0%**

Market risk

CEGC held an investment portfolio of €1.3 billion on its balance sheet at December 31, 2014, versus €1.2 billion at December 31, 2013. The investment portfolio, which is fully backed by capital and technical provisions, is composed mainly of bonds (more than 72%).

Portfolio management is secure and follows the standards regulating the insurance business, in particular in terms of assets representing commitments. These standards cover the type and quality of the assets, the level of portfolio dispersion as well as liquidity levels.

The system for managing these risks is based on 1) a finance management charter which details the limits, rules and alerts applicable to the entire portfolio and by asset class and 2) special Committees (ALM Committee and Finance Management Committee) that oversee compliance with these rules, implement the asset allocation policy and review the returns on the transactions carried out.

(in millions of euros)	12.31.2014 Gross balance sheet value of the provision	as a %	Fair value	as a %	12.31.2013 Gross balance sheet value of the provision	Fair value
Equities	104	8.0%	122	8.1%	97	124
Bonds	942	72.1%	1,085	72.6%	862	913
Diversified	93	7.1%	99	6.7%	85	89
Cash	84	6.5%	84	5.7%	96	96
Real estate	62	4.7%	78	5.3%	64	80
Venture capital funds	20	1.5%	23	1.6%	22	24
Other	1	0.1%	1	0.1%	9	7
TOTAL	**1,307**	**100%**	**1,494**	**100%**	**1,235**	**1,333**

Reinsurance risk

CEGC hedges its liability portfolio by implementing a reinsurance program tailored to its activities. Through this program, the Company is able not only to secure its underwriting income and solvency margin on the loan guarantee markets, but also to protect its equity in the event of high-severity claims on activities other than loan guarantees.

Each year, reinsurance hedging needs are defined based on changes in activity and in the risk observed in the portfolio.

Reinsurer default risk is governed by counterparty concentration and rating limits. CEGC's reinsurance program is underwritten by 15 reinsurers with a minimum rating of A on the S&P scale.

At December 31, 2014, the program covered individual claims exceeding €15 million, with an upper limit of €75 million. If claims are made, the program may be reproduced three times.

Operational risk

CEGC's operational risk is governed by a risk management system based on a default mapping tool and database tailored to its activities. This database is the standard framework used to catalog incidents and risky situations, and for monitoring corrective action plans based on the methods deployed by Natixis.

3.10.2 STRATEGY RISKS

Strategy risks consist of:

- the risk inherent to the strategy chosen;
- or resulting from Natixis' inability to implement its strategy.

Strategy risks are monitored by the Board of Directors, supported by the Strategic Committee, which approves the strategies guiding Natixis' activities and reviews them at least once a year. The Board of Directors also approves strategic investment projects and any transactions, particularly including acquisitions and disposals, that are likely to significantly affect Natixis' results, the structure of its balance sheet or its risk profile.

The strategic management are monitored under the authority of Senior Management, assisted by Natixis' Senior Management Committee.

The membership of these various bodies is presented in Chapter [2, Corporate governance]. The Internal Rules of the Board of Directors, including the procedure for calling meetings, can be found in Chapter [2], paragraph [2.3.1], of this registration document.

3.10.3 ENVIRONMENTAL AND SOCIAL RISKS

The identification and management of these risks are presented in Chapter [6] of this registration document.

3.11 Sensitive exposures in accordance with the recommendations of the Financial Stability Forum

(These data form an integral part of the financial statements certified by the Statutory Auditors)

Natixis was exposed to the following risks at December 31, 2014.

EXPOSURE TO SUBPRIME ABS CDOS

Subprime ABS CDOs represented gross exposure of €206 million, entirely depreciated, as at December 31, 2014.

Within the closing of the segregated GAPC, subprime ABS CDOs transactions were sold on the 1st half-year 2014.

(in millions of euros)	Total exposure
Net exposure as at December 31, 2013 (after impairment)	91
Change in exposure (liquidation, redemption and currency effect)	(91)
Impairments over the year 2014	0
NET EXPOSURE AS AT DECEMBER 31, 2014 (AFTER IMPAIRMENT)	**0**

EXPOSURE TO MONOLINE INSURERS

Value adjustments fell by €94 million during 2014 (excluding the effect of the BPCE guarantee) to €103 million at December 31, 2014, versus €197 million at December 31, 2013.

	Data at 12.31.2014			Data at 12.31.2013		
(in millions of euros)	Notional amount	Pre-value adjustment exposure	Value adjustments	Notional amount	Pre-value adjustment exposure	Value adjustments
Protection for subprime CDOs	-	-	-	-	-	-
Protection for CLOs	189	11	(1)	358	21	(6)
Protection for RMBS	53	7	(7)	56	8	(7)
Protection for CMBS	-	-	-	38	1	-
Other risks	2,324	407	(95)	4,335	462	(184)
TOTAL	**2,566**	**425**	**(103)**	**4,787**	**492**	**(197)**

(in millions of euros)	12.31.2014	12.31.2013
Pre-value adjustment exposure	425	492
Value adjustments	(103)	(197)
RESIDUAL EXPOSURE	**322**	**295**
Discount (%)	24%	40%

US RMBS PORTFOLIOS, INCLUDING SUBPRIME RMBS

Exposure in the financial statements at December 31, 2014 was as follows:

(in millions of euros) **US RMBS**	Net exposure at 12.31.2013	Change in value in 2014	Other changes	Net exposure at 12.31.2014
Trading book	-	-	-	-
Asset portfolio (fair value option)	-	-	-	-
Loans and receivables portfolio	2	-	(2)	-
Available-for-sale asset portfolio	-	-	-	-
Non-wrapped	**2**	**-**	**(2)**	**-**
Trading book	-	-	-	-
Loans and receivables portfolio	21	-	21	-
Wrapped	**21**	**-**	**(21)**	**-**
Trading book	1	-	(1)	-
Loans and receivables portfolio	-	-	-	-
US Agencies	**1**	**-**	**(1)**	**-**
TOTAL	**24**	-	**24**	**-**
% net exposure BPCE guarantee				0%
% net exposure external guarantee				0%

EUROPEAN RMBS

NET EXPOSURE TO UK RMBS

(in millions of euros) **UK RMBS**	Net exposure at 12.31.2013	Change in value in 2014	Other changes	Net exposure at 12.31.2014	AAA	AA	A	BBB	BB	B	CCC	C
Trading book	-	-	60	60	3	14	40	3	-	-	-	-
Asset portfolio (fair value option)	-	-	-	-	-	-	-	-	-	-	-	-
Loans and receivables portfolio	-	-	-	-	-	-	-	-	-	-	-	-
Available-for-sale asset portfolio	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL	**-**	**-**	**60**	**60**	**3**	**14**	**40**	**3**	**-**	**-**	**-**	**-**
% net exposure BPCE guarantee				0%								
% net exposure external guarantee				0%								

NET EXPOSURE TO SPANISH RMBS

(in millions of euros) **Spanish RMBS**	Net exposure at 12.31.2013	Change in value in 2014	Other changes	Net exposure at 12.31.2014	AAA	AA	A	BBB	BB	B	CCC	CC
Trading book	-	-	5	5	-	-	5	-	-	-	-	-
Asset portfolio (fair value option)	-	-	-	-	-	-	-	-	-	-	-	-
Loans and receivables portfolio	12	-	(12)	-	-	-		-	-	-	-	-
Available-for-sale asset portfolio	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL	**12**	**-**	**(7)**	**5**	**-**	**-**	**5**	**-**	**-**	**-**	**-**	**-**
% net exposure BPCE guarantee				0%								
% net exposure BPCE guarantee				0%								

CMBS

(in millions of euros) CMBS	Net exposure as at 12.31.2013	Change in value in 2014	Other changes	Net exposure as at 12.31.2014
Trading book	-	-	38	38
Asset portfolio (fair value option)	-	-	-	-
Loans and receivables portfolio	-	-	-	-
Available-for-sale asset portfolio	-	-	-	-
TOTAL	**-**	**-**	**38**	**38**
% net exposure BPCE guarantee				0%

Breakdown by rating	% breakdown
AAA	0%
AA	0%
A	67%
BBB	13%
BB	0%
B	20%
CCC	0%
CC	0%
C	0%
NR	0%
TOTAL	**100%**

Breakdown by country	% breakdown
United Kingdom	11%
USA	0%
Europe	88%
Others	1%
TOTAL	**100%**

EXPOSURES TO COUNTRIES RECEIVING FINANCIAL ASSISTANCE

At December 31, 2014, exposures to sovereign risk in countries receiving financial aid were as follows:

	12.31.2014[(a)]				12.31.2013[(a)]			
(in millions of euros)	Sovereign securities	Derivatives[(b)]	Other	Total	Sovereign securities	Derivatives[(b)]	Other	Total
Cyprus	0	0	0	0	0	0	0	0
Spain	4	(2)	2	4	330	(6)	3	327
Greece	6			6	8			8
Ireland	24			24	13			13
Portugal	6			6	54			54
TOTAL	**40**	**(2)**	**2**	**40**	**405**	**(6)**	**3**	**402**

(a) Excluding corporates.
(b) Including credit derivatives.

Two countries which benefited from European Union financial assistance successfully exited the programme in 2014: Ireland in January 2014 and Portugal in May 2014.

4

OVERVIEW OF THE FISCAL YEAR

4.1 Management report at December 31, 2014

4.1.1 NOTE ON METHODOLOGY

The **2013 financial statements** are presented **pro forma of the disposal of the cooperative investment certificates.**

The **presentation of the divisions in 2014** takes the following changes into account:

- transfer of the SFS division's stake in CACEIS to the Corporate Center, with pro forma 2013;
- consolidation of BPCE Assurances, with retroactive effect at January 1, 2014 and pro forma 2013;
- transfer of Capital Investissement's asset management companies to NGAM with retroactive effect at January 1, 2014. Capital Investissement's net revenues in the Investment Solutions division are now limited exclusively to income from investment funds;
- given the progress made on the reduction of GAPC's exposures, this ring-fencing structure was closed at June 30, 2014. GAPC was presented as a business in its own right until June 30, 2014, the closing date of this ring-fencing structure, whose residual positions were transferred to Wholesale Banking.

In accordance with European regulation 809/2004 relating to information contained in prospectuses, the financial statements for the year ended December 31, 2012, that were published in the 2012 registration document filed with the AMF on March 19, 2013, are incorporated for reference into this registration document.

Assessment of business line performances measured under Basel 3

Since 2013, the earnings of the Natixis business lines have been presented in accordance with Basel 3 regulations.

Capital is allocated to Natixis business lines on the basis of 9% of their Basel 3 average risk-weighted assets.

Capital allocation specific to the insurance businesses is based on the Basel 3 accounting treatment for investments in insurance companies, as stated in the CRD4 and CRR ("Danish compromise"). From 2014, capital allocated to CEGC is adjusted to reflect its exclusion from the "Danish compromise". It is now based on the structure's risk-weighted assets, with the assumption of its inclusion in the franchises.

By convention, the rate of return on normative capital remained at 3%.

The **conventions applied in determining the earnings generated by the various business lines** are as follows:

- the business lines record the return on regulatory capital allocated to them;
- the return on share capital of the entities comprising the divisions is eliminated;
- the carrying cost of goodwill is borne entirely by the Corporate Center;
- the divisions are invoiced for an amount representing the bulk of Natixis' overheads; the uninvoiced portion accounts for less than 3% of Natixis' total expenses.

Fair value adjustment on own debt is recognized by the Corporate Center.

Deeply subordinated notes are classified as equity instruments, while interest expense on these instruments is not recognized in the income statement.

ROE and ROTE for Natixis and the business lines are calculated as follows:

- the result used to determine **Natixis' ROE** is net income (group share), from which DSN interest expense is deducted, net of tax effects as recognized in equity. The equity used is average annual shareholders' equity (group share) under IFRS, after distribution of dividends, eliminating unrealized or deferred gains and losses recognized in equity and excluding DSNs;
- as from December 31, 2013, the calculation of **business line ROE** is based on normative equity, plus goodwill and intangible fixed assets related to the business line. Pro forma calculations were performed on these 2013 data;
- **Natixis' ROTE** is determined using, as the denominator, the average book value after distribution of dividends, excluding average hybrid debt, average intangible fixed assets, and average goodwill, including goodwill recognized on companies accounted for by the equity method. The numerator comprises net income (group share) minus interest paid on DSNs net of tax.

4.1.2 2014 KEY EVENTS

In the second half of 2014, Natixis was impacted by the significant depreciation of the euro versus the dollar and the other principal currencies, the continued decline in European yields, and the improvement in the US markets compared to the stability of the European markets. On the economic front, the US economy grew stronger while Europe was once again beset by a low growth and very low inflation. Finally, oil prices fell by around 50% in the second half of the year.

In 2014, Natixis' **Wholesale Banking** division undertook structure-building projects across all business lines, in line with the objectives of the New Frontier strategic plan.

It expanded its expertise in providing support to companies and client coverage, which saw it play a leading role in emblematic deals such as Arkema's takeover of Bostik. It consolidated its expertise in the primary equities markets, ranked as the No. 2 bookrunner in terms of the number of deals conducted in France in 2014 *(source: Bloomberg – underwriter ranking)*. It carried out large-scale, high value-added structured financing transactions in the aviation, export, infrastructure, energy and commodities sectors, strategic and acquisition funding, and real estate finance. It was ranked No. 2 bookrunner in the French syndicated loan market in 2014 *(source: Thomson Reuters);* No. 9 MLA in project finance in the EMEA region; No. 10 MLA in the Americas and No. 11 global MLA in 2014 *(source: Project Finance International);* No. 2 bookrunner in LBO financing in France and No. 11 in the EMEA region in 2014 *(source: Thomson Reuters).*

In the capital markets, Natixis adapted its strategy to better meet its customers' needs, particularly in the cash equities and equity derivatives businesses, where it enjoyed considerable commercial success. It also maintained solid sales momentum in fixed income deals, despite unsupportive yield conditions, and consolidated its franchise in these markets. Some of its top rankings included: No. 1 bookrunner on the French EUR primary bond market *(source: Dealogic);* No. 1 bookrunner on the EUR primary covered bond market in 2014 *(source: Dealogic);* No. 4 bookrunner on the EUR primary bond market for financial institutions in 2014 *(source: Dealogic – Covered Bonds, Senior Unsecured, Subordinated, Liability Management and ABS/MBS in euros).*

Natixis developed its cross-expertise research to provide customers with cross-disciplinary expertise based on cross-analyses. It centered one of its biggest research teams in France on six areas of expertise: economic research, equities, credit, investment strategies, commodities, and fixed income & forex.

Thanks to the turnaround in sales activity and renowned product innovation, Global Transaction Banking significantly improved its financial results. This success supported its targeted development strategy in the United States, Latin America, Southeast Asia and Dubai, as well as the expansion of its offering.

Natixis also carried out structure-building projects to improve its sales development capacities and meet its customers' needs. These projects included the roll-out of a single Customer Relationship Management (CRM) application and the creation of a department in charge of improving the customer referencing process.

Natixis further developed its international platforms in 2014. The Americas Platform continued its geographic expansion strategy by increasing its presence in Chile, Columbia, Peru, Mexico, Canada and the United States. It posted robust results in all business lines and broadened its range of products and services. In the Asia-Pacific region, Natixis enjoyed noteworthy commercial success, enhanced its distribution platform in Tokyo and set up a financing team in Sydney specializing in project and infrastructure finance. Finally, the EMEA Platform's business was highlighted by the substantial development of capital markets activities in London, the launch of the first bond issues in Turkey and the roll-out of Islamic Finance in the Middle East.

In 2014, the **Investment Solutions** division expanded the synergies of its four business lines (Asset Management, Insurance, Private Banking and Private Equity) with Natixis' other core businesses and the Groupe BPCE networks in a persistently buoyant economic environment in the US versus more challenging conditions in Europe.

Natixis Global Asset Management (NGAM) continued to grow in 2014, purchasing private equity asset managers in Europe as at March 31, 2014 (Naxicap, Seventure, Alliance Entreprendre, Euro PE & Dahlia) and the holding structure for this activity as at April 1, 2014. In June 2014, NAM SA launched NAM US, a wholly-owned subsidiary specializing in global tactical allocation. At September 30, 2014, NAM SA took over Dorval by buying an additional 25% shareholding (bringing its total stake to 50.1%). In December 2014, NGAM bought 100% of the shares in Toronto-based NexGen Financial to gain access to the Canadian retail market, one of the largest markets in the world. Finally, NGAM sold asset management company Hansberger in 2014.

After a very solid performance in 2013, 2014 was a record year in terms of results and inflows generated by the distribution platforms;

- At €735.5 billion, NGAM's assets under management hit a new peak, as did those of NGAM US ($462.9 billion);
- Net inflows totaled €27.7 billion, the highest level achieved (on a current-euro basis) since 2006;
- NGAM US Distribution posted record gross and net inflows of $60.2 billion and $20.5 billion, respectively. At end-December, NGAM was ranked 7th in the United States for its retail net inflows in long-term products;
- NGAM International Distribution posted gross inflows of $32 billion in long-term products and net inflows of $11.2 billion, including $14.2 billion in long-term products.

Private Banking maintained solid sales momentum in 2014 in its individual, business owner and senior executive customer segments, with inflows of almost €1.4 billion.

2014 saw the substantial development of sales cooperation with the Banque Populaire banks and Caisses d'Epargne, including the establishment of a nationwide commercial relations charter which started off with the signing of Banque Populaire Loire et Lyonnais.

With €5.79 billion in assets under management and 800 active IWMAs, Sélection 1818 launched a new website combining all its services in a single location in an effort to optimize its commercial relationship with its partners. In 2014 Sélection 1818 also took first place in the 21st Supplier Awards (Palmarès des fournisseurs) organized by Gestion de Fortune magazine, ranking 3,200 independent wealth management advisers.

For the second year in a row, VEGA Investment Managers was recognized as the best French asset manager in its category at the European Funds Trophy awards (26-40 funds rated). In addition, the Elite 1818 Euro Rendement fund was given a rating of five stars by Morningstar.

In September 2014, the Private Banking business line, already operating in wealth management in Luxembourg, opened a Natixis Bank branch in Brussels. This initiative is part of the strategic plans of Natixis and Groupe BPCE to enhance the international presence of their business lines.

The **Insurance** division carried forward with the strategic ambition laid down in the New Frontier plan, namely to become a fully-fledged bancassurance player in two segments: personal insurance (life insurance, personal protection insurance) and non-life insurance (property and casualty insurance), predominantly covering the insurance risks of the individual and professional customers of Groupe BPCE's banking networks.

In non-life insurance, this strategic ambition led to the March acquisition of the 60% stake in BPCE Assurance held by BPCE and Muracef. BPCE Assurances provides the property and casualty insurance policies distributed by the Caisses d'Epargne. The company was fully consolidated with retroactive effect at January 1. After the acquisition, Macif and Maif held a 40% stake in BPCE Assurances.

In personal insurance, 2014 saw the rapid development of the Assurément#2016 project, launched at the end of 2013 with the aim of rolling out a life insurance and personal protection insurance offering in the Caisse d'Epargne network starting in 2016. With a budget of more than €55 million and an average headcount of nearly 90 employees, this project has already shaped the product offering, the distribution architecture, the basic principles of the contractual conditions and guidelines for supporting the roll-out of the project in the Caisse d'Epargne network.

Finally, during the negotiations conducted by Groupe BPCE with CNP to established a renewed partnership as from January 1, 2016, the key conditions of an agreement were set forth in the second half of 2014, to be signed in the first quarter of 2015: new life and personal protection insurance business in the Caisse d'Epargne network will be internalized via Natixis Assurances and the parties' interests in the life insurance portfolio currently insured by CNP will be aligned via a cross-reinsurance mechanism, including in particular reinsurance with a quota-share of 10% by Natixis Assurances. In payment protection insurance, Natixis Assurances will become 34% co-insurer of all guarantees distributed by the BPCE networks, with CNP acting as lead insurer.

In preparing for Solvency 2 ("S2"), the business line continued its work on Pillar III and prospective risk assessment: with the integration of dedicated reporting tools and the adaptation of information systems and processes, the S2 prudential reports were prepared as at December 31, 2013 during the trial run conducted in September 2014.

This preparatory work carried out by the business line demonstrated the Bank's satisfactory coverage of the capital adequacy margin under Solvency 2. However, in the interest of optimizing items eligible for the future capital adequacy margin, the business line's holding company issued perpetual subordinated notes amounting to €251 million admitted for trading on the Euronext Paris regulated market.

In terms of activity, 2014 was a year of satisfactory sales momentum in all insurance segments, with a substantial rise in life insurance inflows and personal protection insurance premiums (including payment protection insurance) and property and casualty insurance premiums.

The **Specialized Financial Services** division stepped up its relations with the BPCE networks, in both the Specialized Financing and Financial Services business lines. The division's business lines also maintained strict control of operating expenses and use of scarce resources while implementing a strategy based on operational efficiency and innovation. Accordingly:

- Employee Savings Schemes, which issues Chèque de Table® meal vouchers, launched its electronic meal voucher, Apetiz, on March 7, 2014. The first version introduced to the market is the Apetiz meal voucher card. Developed with Natixis Payment Solutions, it is the only meal voucher card on the market backed by the expertise of a banking group. Apetiz is a completely reliable and secure card (issued to an individual person, using a pin code, card verification code and expiration date, etc.) benefiting from the latest in electronic banking technology (including NFC contactless payment);
- on October 25, 2014, the Consumer Finance business line's consumer loan management IT platform, developed with BNPP Personal Finance, went on line.

In the **Financial Investments** division, the success of Coface's partial IPO at the end of H1 2014 resulted in the placement of 92 million shares (58.7% of the company's share capital). Natixis now holds 41.2% of the share capital and Coface is still fully consolidated in its accounts. Coface demonstrated robust risk management in 2014, showing a significant improvement in its loss ratio by 3.4 points to 50.4%.

In the **Corporate Center,** Natixis sold its entire stake in Lazard on June 26, 2014.

The development of the divisions went hand-in-hand with strict **financial management**. RWA (including GAPC in 2013) were down 4% year-on-year to €115.1 billion at December 31, 2014. Wholesale Banking's RWA dropped by 3% to €72.2 billion at December 31, 2014.

Return on assets corresponding to the net income for the period, recognized in total consolidated assets, stood at 0.21% at December 31, 2014, up from 0.17% at December 31, 2013.

4.1.3 CONSOLIDATED RESULTS

(in millions of euros)	2014	2013 pro forma	Change 2014/2013 %	Change 2014/2013 %***
Net revenues*	**7,505**	**7,220**	**+3.9%**	**+3.8%**
o/w Businesses**	**7,689**	**7,423**	**+3.6%**	**+3.5%**
Expenses	(5,391)	(5,196)	+3.8%	+3.7%
Gross operating income*	**2,114**	**2,024**	**+4.4%**	**+4.2%**
Provision for credit losses	(300)	(385)	(22.0)%	(22.0)%
Operating income*	**1,814**	**1,639**	**+10.6%**	**+10.4%**
Associates	40	21	+96.4%	+96.4%
Gain or loss on other assets	78	17		
Change in value of goodwill	(51)	(14)		
Pre-tax profit*	**1,881**	**1,663**	**+13.1%**	**+12.8%**
Taxes	(639)	(619)	+3.4%	+3.4%
Minority interests	(76)	(14)		
Recurring net income (group share)*	**1,166**	**1,030**	**+13.2%**	**+12.7%**
GAPC net income	(28)	(3)		
Impact of CCI disposal	0	(70)		
Net restructuring costs	0	(51)		
Net income (group share)	**1,138**	**907**	**+25.5%**	**+18.4%**
*Cost/Income ratio**	*71.8%*	*72.0%*		
Equity (Average)	*16,227*	*17,310*		
ROE	*6.7%*	*5.0%*		
ROTE	*8.3%*	*6.6%*		

* *Excluding GAPC and pro forma of the CCI disposal.*
** *Core businesses and financial investments.*
*** *At constant USD exchange rates.*

Analysis of changes in the main items comprising the consolidated income statement

Workout portfolio management (GAPC) income and net restructuring costs are presented below net income (group share). This presentation facilitates comparisons between reporting periods and makes it easier to interpret business performances.

Net revenues

Natixis' **net revenues** amounted to €7,505 million at December 31, 2014, up 3.9% on December 31, 2013. Revaluation of own senior debt [(1)] accounted for -€208 million in net revenues for the year.

Excluding the impact of the revaluation of own senior debt, net revenues climbed 4% over the year to €7,713 million, reflecting solid momentum in the core businesses (+4%).

Net revenues generated by the businesses [(2)] rose 3.6% to €7,689 million. All three core businesses posted increased revenues, with 4% for Wholesale Banking (excluding non-recurring items), 15% [(3)] for Investment Solutions and 1% for Specialized Financial Services.

Wholesale Banking's net revenues picked up by 3.7%, restated for the main non-recurring items [(2)] despite limited capital and liquidity resources.

The financing activities improved their net revenues (+6.2% for Commercial Banking and +5.4% for Structured Financing), driven by a robust level of business.

In market activities, revenues from Fixed Income, Credit, Forex, Commodities and the Treasury platform fell 19.9% compared to 2013. Restated for non-recurring items included in net revenues [(3)], they were down 2.3%. Net revenues from Equities activities increased by 3.4% year-on-year.

Net revenues earned by **Investment Solutions** climbed 15%, buoyed by solid momentum in asset management, especially in the United States, and by boosted income in all segments of the Insurance business.

Net revenues recorded by **Specialized Financial Services** were up 1%, driven by Specialized Financing business with Group networks. Financial Services were resilient, with virtually stable net revenues despite the persistently unsupportive securities environment.

Net revenues from **Financial Investments** decreased by 3% compared to 2013 to €828 million. Excluding the exchange rate and scope effect and non-recurring items, net revenues were up 6.2%, thanks in large part to Coface's claims management.

(1) The impact on net revenues of the revaluation of Natixis' own senior debt was -€208 million in 2014 versus -€195 million in 2013.
(2) Core businesses and financial investments.
(3) First application of IFRS 13 in H1 2013 (+€72 million) and change in CVA/DVA/FVA methodology in 2014 (-€119 million).

The **Corporate Center**'s net revenues recorded a capital gain of €99 million in Q2 2014 from the disposal of the stake in Lazard.

Operating expenses and headcount

Recurring expenses (excluding GAPC) totaled €5,391 million, up 3.7% on 2013 at constant USD exchange rates. This increase was mainly attributable to the Investment Solutions division's continued expansion (up 12% at constant USD exchange rates) in Asset Management (particularly in the United States) and Insurance. Meanwhile Wholesale Banking posted a 3% rise in expenses at constant exchange rates and the Specialized Financial Services division's expenses were stable.

The Operational Efficiency Program generated total savings of €343 million at end-2014 (of which €103 million in respect of fiscal year 2014).

Natixis' **headcount** was down 1% year-on-year to 15,365 FTEs at end-2014, with the decreased headcounts in the Wholesale Banking and Financial Investment divisions more than offsetting the increase in the Investment Solutions division.

Gross operating income

Recurring gross operating income (excluding GAPC) came out at €2,114 million in 2014, up 4% on 2013. Excluding the impact of the revaluation of own senior debt, gross operating income (excl. GAPC) was up 5%.

The cost/income ratio (excluding GAPC) improved by 0.2 point to 71.8%. Excluding the impact of the revaluation of own senior debt, it improved by 0.2 point year-on-year to 69.9%.

Pre-tax profit

The **provision for credit losses** was €300 million in 2014 (excluding GAPC activities), representing a sharp decline of 22% compared to 2013, which reflected a slight improvement in economic conditions and solid management of the quality of transactions introduced to the portfolio.

The **share in income from associates,** for the most part consisting of contributions from Investment Solutions and Financial Investments, recorded a solid year-on-year increase to €40 million.

Gains or losses on other assets, which made a positive contribution of €78 million in 2014, was mainly linked to a capital gain on the sale of an operating property in the third quarter of 2014.

Change in the value of goodwill posted a loss of -€51 million in 2014 due to impairment losses on Corporate Data Solutions goodwill.

Pre-tax profit (excluding GAPC) came to €1,881 million in 2014 versus €1,663 million in 2013 (+13%), including an impact of -€208 million from the revaluation of own senior debt versus -€195 million in 2013. Excluding this impact, pre-tax profit climbed 12% from 2013 to 2014.

Recurring net income (group share)

The recurring **tax expense** (excluding GAPC) came to -€639 million in 2014. The effective tax rate was 33.8% at December 31, 2014.

After incorporating -€76 million in **minority interests, recurring net income group share** (excluding GAPC) amounted to €1,166 million.

In first-half 2014, GAPC's net loss was limited to -€28 million. The structure was closed at June 30, 2014.

Recurring net income (group share) including GAPC totaled €1,138 million versus €1,027 million in 2013 (excluding restructuring costs and pro forma of the CCI disposal).

Consolidated management ROE after tax was 6.7% in 2014.

The **Tier 1** ratio rose by 1 point over the full year to 11.4% at December 31, 2014 versus 10.4% at December 31, 2013.

4.1.4 ANALYSIS BY NATIXIS BUSINESS LINE

4.1.4.1 Wholesale Banking

			Change 2014/2013	
(in millions of euros)	2014	2013	%	%*
Net revenues	**2,781**	**2,867**	**(3.0)%**	**(3.1)%**
Commercial Banking	*412*	*388*	*+6.2%*	*+6.2%*
Structured Financing	*1,104*	*1,047*	*+5.4%*	*+5.5%*
Capital markets	*1,295*	*1,495*	*(13.4)%*	*(13.6)%*
CPM and Other	*(30)*	*(63)*	*(51.9)%*	*(19.7)%*
Expenses	(1,712)	(1,657)	+3.3%	+3.2%
Gross operating income	**1,069**	**1,210**	**(11.7)%**	**(11.9)%**
Provision for credit losses	(186)	(312)	(40.5)%	(40.5)%
Pre-tax profit	**904**	**899**	**+0.6%**	**+0.4%**
Cost/Income ratio	*61.6%*	*57.8%*		
Total capital	*6,918*	*6,989*		
ROE	*8.6%*	*8.2%*		

* *At constant USD exchange rates.*

In 2014, **Wholesale Banking's net revenues** amounted to €2,781 million, down 3% on 2013. Restated for non-recurring items related to Fixed Income and Treasury activities (income of €72 million in 2013 and expenses of €119 million in 2014), revenues were up 3.7%. These non-recurring items were related to the first application of IFRS 13 in 2013 and to a change in CVA/DVA/FVA methodology in 2014.

In 2014, average trading VaR stood at €7.4 million compared to €6.5 million in 2013 (excluding GAPC).

Despite requirements on management of RWA and liquidity consumption, **Commercial Banking** revenues rose 6.2% year-on-year, buoyed by the international development of Trade Finance activities. In Vanilla Finance, credit line drawdown rates remained very low at 14%.

Structured Financing revenues picked up 5.4% year-on-year. O2D scope business levels picked up substantially (35%), while limiting the growth of outstandings (3%). Service fee income accounted for 33% of revenues.

- Revenues from **Global Energy & Commodities** increased by 6%;
- The contribution of **Aircraft, Infrastructure & Export** activities fell by 4%;
- The **Real Estate Financing** business lines saw a 21% rise in net revenues, including a significant upturn in the European and US markets alike;
- **Acquisition & Strategic Finance** net revenues climbed 7%.

Revenues from **Fixed Income, Credit, Forex, Commodities and the Treasury platform** fell 19.9% compared to 2013. Restated for non-recurring items included in the above-mentioned net revenues, they came out at €982 million in 2014 versus €1,005 million in 2013, representing a 2.3% decrease.

- Revenues generated by the **Debt Platform activities** rose 6% on 2013, thanks to the resilience of securitization activities and the momentum in the primary segment, whose contribution increased by 21%. Natixis was named No. 1 bookrunner on the French EUR primary bond market in 2014 *(source: Dealogic)* and No. 1 bookrunner on the EUR primary covered bond market in 2014 *(source: Dealogic).*
- Revenues from **Fixed Income activities (yields, credit, forex)** fell 5% due to the lower contribution from structured repos and income from emerging countries. Fixed Income and Forex activities expanded over the year.
- Revenues from **Commodities activities** picked up 21% as a result of renewed volatility on the commodity markets, including oil in particular.
- Amid low interest rates, revenues from **Short-Term Treasury activities** slid 13% due to lower repo transaction volumes.

Equities activities generated net revenues of €432 million, up 3.4% relative to 2013.

- Income from **Equity Markets activities** gained 28%, boosted by a solid showing across all segments (Cash, Equity Finance and Structured Derivatives).
- **Advisory** income increased by 32% with the significant development of the Equity Capital markets business.
- On the downside, **Equity Linked Finance activities** lost €81 million due to an adverse scope effect of €21 million and the lack of sizeable deals in 2014.

In 2014, Wholesale Banking's **expenses** rose 3.2% to €1,712 million at constant exchange rates. Restated for non-recurring income of €15 million related to the overhaul of the pension plan in the United States recognized in 2013, payroll costs were up 0.9% for a 1.9% drop in the average headcount. IT costs fell by 2%. Other operating expenses climbed 3%.

Gross operating income decreased by 11.7% on 2013 to €1,069 million. Restated for non-recurring items included in the above-mentioned net revenues, GOI came to €1,188 million in 2014 versus €1,139 million in 2013 (+4.3%).

The **cost/income ratio** was 61.6% in 2014, down 3.8 points on 2013. Restated for non-recurring items included in the above-mentioned net revenues, the C/I ratio was 59.0% in 2014 versus 59.3% in 2013 (+0.3 point).

At €186 million in 2014, the **provision for credit losses** came down 40.5% compared to 2013, attributable in large part to run-off activities (Shipping and Corporate Solutions) and Vanilla Finance in France.

Activities were developed under strict management of capital employed. As a result, at December 31, 2014, Basel 3 **risk-weighted assets (RWA)** at period-end came to €72.2 billion versus €74.5 billion at end-2013. RWA related to assets transferred from GAPC amounted to €2.5 billion at December 31, 2014 after the effect of the guarantee granted by BPCE on these assets.

Based on average RWA calculated according to Basel 3 rules and intangible fixed assets used, **allocated capital** was virtually stable compared to 2013.

At 8.6%, **ROE** gained 0.4 point compared to 2013. Restated for the non-recurring items included in the above-mentioned net revenues, ROE after tax for 2014 was 9.7%, up 1.8 pt on 2013 (7.6%).

4.1.4.2 Investment Solutions

(in millions of euros)	2014	2013 pro forma	Change 2014/2013 %	%*
Net revenues	**2,818**	**2,447**	**+15.2%**	**+15.0%**
Asset Management	*2,136*	*1,832*	*+16.6%*	*+16.3%*
Private Banking	*128*	*124*	*+3.2%*	*+3.2%*
Private Equity funds	*26*	*35*	*(23.5)%*	*(23.5)%*
Insurance	*528*	*456*	*+15.7%*	*+15.7%*
Expenses	(2,004)	(1,793)	+11.8%	+11.6%
Gross operating income	**815**	**654**	**+24.5%**	**+24.1%**
Asset Management	*569*	*458*	*+24.1%*	*+23.6%*
Private Banking	*0*	*2*	*(80.6)%*	*(80.6)%*
Private Equity funds	*18*	*6*		
Insurance	*227*	*188*	*+20.8%*	*+20.8%*
Provision for credit losses	5	19	(73.7)%	(73.7)%
Pre-tax profit	**817**	**678**	**+20.5%**	**+20.1%**
Cost/Income ratio	*71.1%*	*73.3%*		
Total capital	*3,522*	*3,485*		
ROE	*15.4%*	*13.5%*		

* *At constant USD exchange rates.*

Investment Solutions posted a 15.2% increase in revenues year-on-year to €2,818.4 million (+15.0% at constant exchange rates).

Expenses rose 11.8% (+11.6% at constant exchange rates), mainly due to the implementation of the Assurément#2016 project in the Insurance segment and the development of the Asset Management business.

Gross operating income was up 24.5% (+24.1% at constant exchange rates) to €814.6 million.

The **provision for credit losses** recorded a sharp rise of €5.0 million, of which €3.3 million for Asset Management and €1.7 million for Private Banking.

Pre-tax profit totaled €817.0 million, up 20.5% at constant exchange rates.

At 15.4%, **ROE** improved by 2 points compared to 2013.

A Asset Management

NGAM continued to grow and earned a number of awards in 2014:

In the United States:

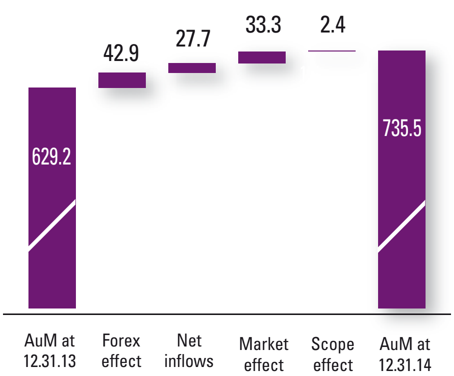
- In early 2014, Natixis Global Asset Management was ranked No. 1 in the US mutual fund category of the Barron's/Lipper ranking based on an assessment of 2013 performances;
- Two funds were added to *Money* magazine's Top 50 selection: "Oakmark International" in the foreign fund category and "Loomis Sayles Bond" in the bond category.

In Europe:

- Mirova was named Best SRI Fund Management Firm in 2014 by Thomson Reuters and the UK Sustainable Investment Finance association (UKSIF) in their annual survey of the top European players in Socially Responsible Investment (SRI) and sustainable finance;
- Natixis Global Asset Management rose from 7th to 6th place in the annual Institutional Investor Euro 100 ranking of the leading European investment institutions by AuM at June 30, 2014.

At the end of December 2014, **assets under management** stood at €735.5 billion, up €63.4 billion (+9.4%) compared to December 31, 2013 at constant exchange rates, driven by a significant market effect (+€33.3 billion) in Europe and the US and by net inflows (€27.7 billion), at their highest level since 2006.

CHANGE IN ASSETS UNDER MANAGEMENT OVER THE YEAR (in billions of euros)



Net inflows of €27.7 billion, i.e. €32.5 billion excluding money market products, underscored the business line's momentum particularly in the United States. At end-2014, net inflows attained their highest level since 2006:

- the United States posted inflows of €29.9 billion, driven in large part by Loomis in bond products and Harris in equity vehicles;

- Europe recorded outflows of -€2.8 billion (-€9.8 billion in 2013), including -€5.5 billion in money market products. Excluding money market products, inflows amounted to €2.7 billion, including €1.2 billion for NAM, €1.9 billion for H2O, €0.8 billion for Mirova and €0.6 billion for Ossiam;
- net inflows generated by Private Equity firms exceeded €600 million.

At €666.7 billion, **average assets under management** were up 11.1% in 2014 versus 2013 (at constant exchange rates).

The average rate of return on AuM was 27.2 bp versus 25.4 bp in 2013. Bonds and insurance products remained predominant in the product mix at the end of 2014 (29.3% and 25.9%, respectively).

At end-2014, **net revenues** picked up 16.6% year-on-year to €2,136 million (i.e. +16.3% at constant exchange rates), on the back of fees on AuM in US asset management firms.

Expenses climbed 14.1% on 2013 to €1,567.4 million (+13.9% at constant exchange rates), driven by business development in the United States and in distribution entities.

B Insurance

Nearly all insurance branches enjoyed satisfactory top-line growth in 2014.

With €4.36 billion in premiums **Life Insurance inflows** rose 32% compared to 2013. Premiums invested in unit-linked policies (€638 million) recorded an even more impressive improvement of +43%, in line with the strategic goal of increasing the proportion of inflows attributable to unit-linked policies. Given the virtual stability of Investment Solutions services (+1% year-on-year), net inflows topped €1.4 billion in 2014 (3.6 times higher than 2013).

Personal protection insurance and payment protection insurance premiums (€627 million, up 15%) were buoyed by dynamic activity in payment protection insurance (+21%), contrasting with the stability of personal protection insurance business (down 1%).

In mature market conditions, **Property & Casualty insurance premiums** climbed 8.5% to €1,060 million for the Caisse d'Epargne and Banque Populaire networks, driven by 11% growth in Multi-risk home guarantees and 8% in automotive guarantees. Overall, 1.1 million new policies were taken out in 2014, up 12% on 2013.

Given the lack of major financial or weather-related events over the year, **net revenues** totaled €527.9 million, up 15.7% compared to 2013, resulting from:

- the ongoing normalization of Life Insurance net revenues (+€10.3 million, +6.9%) amid historically low interest rates;
- additional strong growth in net revenues (+€26.8 million, +22.1%) generated by personal protection insurance, and particularly payment protection insurance, driven by significant growth in premiums without a major deviation in claims;
- robust growth in net revenues from Property and Casualty Insurance (+€33.9 million, +18.3%) through organic portfolio growth and well-managed recurring claims.

Operating expenses increased by 12.1% to €300.8 million, including €10 million allocated to the Assurément#2016 project under which the life insurance and personal protection insurance offering will be rolled out in the Caisse d'Epargne network starting in 2016.

Associates (ABP IARD in auto insurance & multi-risk home insurance in France, ADIR in Lebanon) maintained solid profitability, with a share of income up 14.1% to €8.9 million.

C Private Banking

At December 31, 2014, **Private Banking** posted **net inflows of €1,394 million,** demonstrating strong momentum in B2B private banking in the networks as well as international and direct wealth management.

Assets under management gained 10% over the year to €24.7 billion thanks to robust inflows and, to a lesser extent, a positive market effect of €859 million.

In 2014, Private Banking **net revenues** rose 3.2% (+€3.9 million) to €128.1 million compared to 2013, on the back of a 10% rise in fees on AuM and a dynamic trend in structured products. On the downside, incentive fees fell by €3.3 million on 2013, which boasted a very high comparison base.

Expenses rose 4.8% on 2013 to €127.7 million, due in large part to IT expenses related to the go-live phrase of the Mercury project (overhaul of front-office tools).

4.1.4.3 Specialized Financial Services

(in millions of euros)	2014	2013 pro forma	Change 2014/2013 %
Net revenues	**1,262**	**1,253**	**+0.7%**
Specialized Financing	***739***	***731***	***+1.2%***
Factoring	*132*	*145*	*(8.7)%*
Sureties & Financial Guarantees	*133*	*120*	*+11.0%*
Leasing	*198*	*199*	*(0.1)%*
Consumer Finance	*258*	*249*	*+3.6%*
Film Industry Financing	*17*	*18*	*(5.3)%*
Financial Services	***523***	***523***	***+0.1%***
Employee Savings Schemes	*123*	*122*	*+0.7%*
Payments	*297*	*297*	*+0.2%*
Securities Services	*103*	*104*	*(1.0)%*
Expenses	(832)	(833)	(0.1)%
Gross operating income	**430**	**420**	**+2.3%**
Provision for credit losses	(76)	(79)	(4.3)%
Pre-tax profit	**370**	**341**	**+8.4%**
Cost/Income ratio	*65.9%*	*66.5%*	
Total capital	*1,510*	*1,568*	
ROE	*15.6%*	*13.9%*	

Specialized Financing posted solid momentum overall in 2014.

Consumer Finance saw an annual increase of 10% in personal loan commitments and growth of 2% in revolving credit commitments.

With factoring revenues of €31.9 billion, up 7% on 2013, the Factoring business boasted 14.1% market share.

Sureties and financial guarantees earned revenues of €280 million in a persistently active loan guarantee market.

Leasing continued to refocus on providing services to the Banque Populaire and Caisse d'Epargne networks, recording a 6% increase in new business compared to 2013.

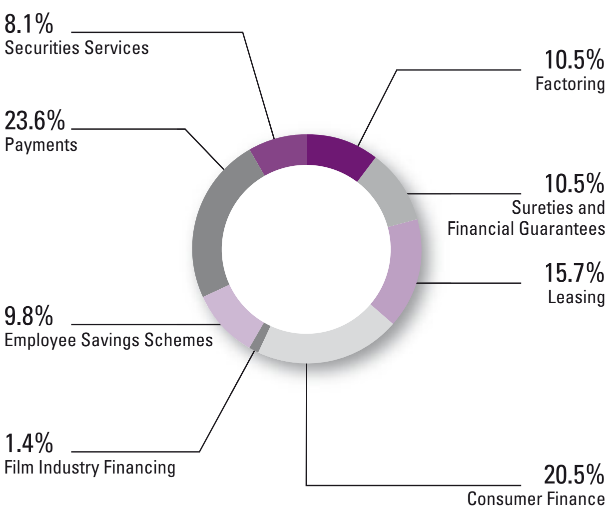
Financial Services delivered another robust performance in 2014.

Assets under management in Employee Savings Plans continued to climb, reaching €23.2 billion. Securities Services maintained strong development momentum, with a market share gain of 1 point to 15.5% in Chèque de Table meal vouchers.

The Payments business enjoyed robust momentum in 2014, particularly in Electronic Banking. The number of cards manufactured and clearing transactions rose by 10% and 4%, respectively. The Transactions and Checks business was more contrasted, with national check processing down 17% and mass transactions remaining stable.

Securities Services saw a 13% decline in the number of transactions in 2014. Assets under custody were stable at €178 billion. The business continued to expand its service offering to the networks.

■ BREAKDOWN OF 2014 SFS NET REVENUES BY BUSINESS



Net revenues amounted to €1,262 million in 2014, up 1% in persistently challenging French economic conditions.

Specialized Financing revenues picked up 1%. Sureties and Financial Guarantees showed an 11% improvement in net revenues, with a drop in claims and an increase in financial income. Consumer Finance outstandings climbed 9% and revenues 4%.

Financial Services revenues were stable year-on-year.

Specialized Financial Services recorded **expenses** of €832 million at end-2014, which were stable compared to 2013.

Overall, **gross operating income** was up 2% to €430 million.

The **provision for credit losses** was well-managed and came down 4% to €76 million.

Pre-tax profit increased 8% to €370 million.

At 15.6%, **ROE** improved 1.7 points, reflecting ongoing efforts to improve management of allocated capital, which fell 4% on average compared to 2013.

4.1.4.4 Financial Investments

(in millions of euros)	2014	2013	Change 2014/2013 %
Net revenues	**828**	**855**	**(3.1)%**
Coface	*687*	*706*	*(2.7)%*
Corporate Data Solutions	*83*	*101*	*(17.2)%*
NPE	*(13)*	*(19)*	*(29.1)%*
Natixis Algérie	*69*	*66*	*+5.5%*
Ho Chi Minh	*2*	*1*	*+48.9%*
Expenses	(692)	(749)	(7.6)%
Gross operating income	**136**	**105**	**+28.7%**
Provision for credit losses	(10)	(7)	+45.2%
Pre-tax profit	**76**	**95**	**(20.1)%**
Cost/Income ratio	*83.6%*	*87.7%*	

A Coface

Coface's IPO was a rousing success, demonstrating the confidence investors have in a company now refocused on its historic business. Following the IPO, Natixis' stake in Coface now stands at only 41.2% and remains fully consolidated in Natixis' accounts.

2014 **revenues** were stable at €1.4 billion. At constant scope and exchange rates, revenues were up 1.6% on 2013. Insurance, which accounts for 95% of revenues, was virtually stable (-0.1%) and Factoring climbed 2%.

Gross credit insurance **outstandings** increased 13% year-on-year to €484.8 billion.

The **loss ratio** net of reinsurance came out at 50.4% versus 53.8% in 2013, improving by 3.4 points.

Net revenues amounted to €687 million in 2014, down 2.7% on 2013 but up 4.5% at constant scope and exchange rates (withdrawal from institutional operations in Brazil and interest expense on hybrid debt).

Gross operating income increased by 31% like-for-like and excluding.

B Corporate data solutions

Net revenues fell 17% on 2013 to €83 million, due in large part to the problems encountered by Kompass in balancing its operating income with a 23% decline in revenues. Restated for disposals and non-recurring items, total net revenues generated by the business were down 2%.

C Natixis Private Equity (NPE) – Run-Off

Natixis Private Equity predominantly holds shares of funds and is currently comparable to a fund of funds. Relative to December 31, 2013, **Natixis' share of assets under management** (or cash-at-risk) fell 33% in 2014 to €193 million and off-balance sheet commitments 35% to €58 million.

2014 **net revenues** were -€13 million versus -€19 million in 2013, due to a non-recurring impact of -€10.9 million linked to a haircut on seven funds, set to be sold in 2015.

RWA came down 25% year-on-year to €606 million at December 31, 2014.

D Natixis Algérie

Business remained strong despite changes in local regulations. At constant exchange rates and on an annual average basis, short-term outstandings rose 27%, medium- and long-term outstandings 25%, and customer deposits 36% relative to 2013.

Natixis Algérie posted a 6% increase in net revenues on 2013 to €69 million. Excluding the impact of the change in regulations governing bills for collection and at constant exchange rates, net revenues were up 13%.

4.1.4.5 Corporate Center

(in millions of euros)	2014	2013 pro forma	Change 2014/2013 %
Net revenues	**(184)**	**(202)**	**(9.1)%**
o/w Issuer spread	*(208)*	*(195)*	*+6.7%*
Expenses	(151)	(163)	(7.7)%
Gross operating income	**(335)**	**(366)**	**(8.5)%**
Provision for credit losses	(33)	(5)	
Pre-tax profit	**(286)**	**(350)**	**(18.4)%**

Net revenues generated by the Corporate Center came out at -€184 million in 2014 versus -€202 million in 2013.

The capital gain on the June 2014 disposal of the stake in Lazard contributed +€99 million.

Excluding this item and the impact of the revaluation of the issuer spread, net revenues would have been -€76 million in 2014 versus -€8 million in 2013. This figure notably includes transactions related to Natixis' asset and liability management.

Corporate Center **expenses** consisted of expenses that were not re-invoiced to the Natixis business lines. These expenses were down 8% on 2013 due to various non-recurring expenses.

4.1.4.6 Provision for credit losses

The current **provision for credit losses** (excluding GAPC) was -€300 million at December 31, 2014, compared to -€392 million at December 31, 2013. The breakdown by division and geographic area is as follows.

OVERALL PROVISION FOR CREDIT LOSSES BY BUSINESS

(in millions of euros)	2014	2013
Wholesale Banking	(186)	(312)
Investment Solutions	3	9
Specialized Financial Services	(76)	(79)
Financial investments	(10)	(7)
Others	(31)	(3)
OVERALL PROVISION FOR CREDIT LOSSES	**(300)**	**(392)**

OVERALL PROVISION FOR CREDIT LOSSES BY GEOGRAPHIC AREA

(in millions of euros)	2014	2013
Africa and the Middle East	(50)	(14)
Central and Latin America	(4)	(5)
North America	4	8
Asia-Pacific	(33)	(32)
Eastern Europe	(22)	3
Western Europe	(195)	(352)
OVERALL PROVISION FOR CREDIT LOSSES	**(300)**	**(392)**

4.2 Refinancing

Short-term refinancing

The economic backdrop continued to deteriorate in the euro zone and 2014 saw very short rates fall below zero, as well as high expectations in terms of monetary policy.

In September, the European Central Bank (ECB) made its second interest rate cut of the year, taking the Eonia fixing and the short end of the interest rate curve into negative territory.

By implementing targeted long-term refinancing operations (TLTRO) and adopting a stance in favor of quantitative easing, the ECB allayed fears that liquidity would dry up and accentuated the flattening in yield curves.

These factors forced both financial and non-financial clients to extend the duration of their investments.

Outstanding certificates of deposit ended the year at their lowest level since 2006, and issue maturities continued to grow longer throughout the second half of the year.

Continuing on the trend that began in the first half, the international business was strong, in particular with US investors, who are still interested in the main European issuers, which are offering better yields than their domestic counterparts.

NATIXIS' SHORT-TERM ISSUANCE PROGRAM OUTSTANDINGS

(in millions of euros or euro equivalents)	Certificates of Deposit	Commercial Paper
Amount of program	45,000*	24,355
Outstandings at 12.31.2014	37,777**	10,104

* *French CDN program.*
** *Including USCD outstandings.*

Long-term refinancing

In the euro zone, weak growth and low inflation led the ECB to take action. In June, Mario Draghi announced a series of measures to tackle inflation and boost growth by encouraging euro zone banks to increase their lending to businesses. These measures included a cut to leading interest rates, the end of sterilization under the securities markets program (SMP), unlimited liquidity allotments until the end of 2016 and the implementation of TLTROs. As these measures failed to have the intended effect, in September the ECB decided to lower interest rates by a further 10 points and announced purchase programs for ABS and covered bonds.

Euro zone 10-year government bond yields declined throughout 2014 (the 10-year OAT fell by 138 points over 2014). Yields on peripheral debt fell even further, as investors sought yields in the low interest rate environment.

In 2014 the ECB reviewed the balance sheets of the 130 biggest European banks, which it has directly supervised since November. The stress tests that were also carried out produced no unpleasant surprises. Bank credit spreads narrowed over the year.

The improvement in US economic activity and the fall in unemployment enabled the Federal Reserve to continue tapering (reducing its asset purchases) throughout the year. In October, it ended its bond purchases under the QE3 program. Although inflation is low in the United States (December's CPI stood at 0.8% versus 1.3% in November), mainly due to the slide in oil prices, the Fed is confident that inflation will achieve its 2% target over the longer term. The financial markets are expecting interest rates to start rising in mid-2015. At the long end of the curve, despite strong macro-economic data in the United States, the 10-year Treasury Note declined throughout 2014 (-80 points over the year) due to the slowdown in the global economy and low inflation.

In these market conditions, Natixis raised a total of €10.7 billion in funding on the markets under its medium- and long-term refinancing program (versus €14.9 billion in 2013). As the only long-term issuer in the public issues segment, BPCE provided Natixis with financing for a total euro-equivalent amount of €6.3 billion.

NATIXIS' MEDIUM- AND LONG-TERM DEBT ISSUANCE PROGRAM OUTSTANDINGS

(in millions of euros or euro equivalents)	EMTN	BMTN	USMTN	Bond issues
Issues at 12.31.2014	4,083	0	93	1,132
Outstandings at 12.31.2014	9,280	1,095	218	3,943

4.3 Post-closing events

Refer to Note 14, "Post Closing Events", in Chapter [5.1], Consolidated Financial Statements and Notes.

With the exception of the items referred to in the above-mentioned note, there have been no material changes in the group's financial and commercial position since the end of the fiscal year for which the financial statements have been audited.

4.4 Information concerning Natixis S.A.

4.4.1 NATIXIS S.A.'S PARENT COMPANY INCOME STATEMENT

In 2014, net revenues increased by €36 million to €3,720 million thanks to:

- a €146 million decrease in the interest margin;
- a €221 million increase in net fee and commission income;
- a €1 million increase in income from variable-income securities;
- a €50 million decrease in income from trading book transactions;
- a €81 million decrease in income from transactions on securities held for sale;
- a €91 million increase in other banking operating income and expenses.

Excluding the depreciation, amortization and write-down of fixed assets, operating expenses decreased by €2 million. Taking into account the depreciation, amortization and write-down of fixed assets, operating expenses decreased by €17 million.

Gross operating income amounted to €1,553 million.

The provision for credit losses decreased €156 million on 2013 to -€201 million in 2014.

Gains or losses on fixed assets were negative at €202 million.

Net income was €1,305 million versus €2,323 million in 2013.

At December 31, 2014, the balance sheet totaled €454,928 million, down from €398,821 million at December 31, 2013.

4.4.2 PROPOSED ALLOCATION OF EARNINGS

Natixis' financial statements at December 31, 2014 showed positive net income of €1,305,316,943.00 and, taking into account retained earnings €500,383,696.32, distributable profits of €1,805,700,639.32.

The third resolution that will be put before the General Shareholders' Meeting on May 19, 2015 proposes to:

- allocate €65,265,847.15 to the legal reserve;
- allocate a dividend of €1,059,612,591.14, broken down in a ordinary dividend of €623,301,524.20 and a special dividend of €436,311,066.94;
- allocate the remaining distributable profits to retained earnings, i.e. €680,822,201.03.

4.4.3 PAYMENT TERMS

Pursuant to Article L.441-6-1 and D.441-4 of the French Commercial Code, the following table breaks down unpaid supplier invoices by due date:

Due dates after December 31	Weighting as a % 12.31.2014	Weighting as a % 12.31.2013
Less than 2 months	73.5%	90.2%
Between 2 and 4 months	7.0%	5.1%
Between 4 and 6 months	8.7%	2.8%
Beyond 6 months	10.8%	1.9%
TOTAL	**100%**	**100%**

Appendix to 4.1.3 – consolidated results

1 - MANAGEMENT RESULTS RECLASSIFIED AS CONSOLIDATED RESULTS IN 2014

(in millions of euros)	2014 Financial communication	Exceptional items	2014 management	GAPC	2014 published
Net revenues	**7,743**	**(238)**	**7,505**	**6**	**7,512**
Expenses	(5,391)		(5,391)	(48)	(5,439)
Gross operating income	**2,352**	**(238)**	**2,114**	**(41)**	**2,073**
Provision for credit losses	(300)		(300)	(2)	(302)
Operating income	**2,052**	**(238)**	**1,814**	**(43)**	**1,771**
Associates	40		40	0	40
Gain or loss on other assets	3	75	78	0	78
Change in value of goodwill	(0)	(51)	(51)	0	(51)
Pre-tax profit	**2,095**	**(214)**	**1,881**	**(43)**	**1,838**
Taxes	(742)	103	(639)	15	(624)
Minority interests	(76)		(76)	0	(76)
RECURRING NET INCOME (GROUP SHARE)	**1,277**	**(111)**	**1,166**	**(28)**	**1,138**
GAPC net income			(28)		-
NET INCOME (GROUP SHARE)			**1,138**		**1,138**
Cost/Income ratio	*69.6%*		*71.8%*		*72.4%*

2 - MANAGEMENT RESULTS RECLASSIFIED AS CONSOLIDATED RESULTS IN 2013

(in millions of euros)	2013 Financial communication	Exceptional items	2013 management	GAPC	Pro forma impact of CCI disposal	Restruc-turing	2013 pro forma	Consolidation of BPCE Assurances	2013 published
Net revenues	**7,343**	**(123)**	**7,220**	**20**	**(203)**	**0**	**7,037**	**189**	**6,848**
Expenses	(5,196)		(5,196)	(89)	0	(82)	(5,366)	(132)	(5,235)
Gross operating income	**2,147**	**(123)**	**2,024**	**(69)**	**(203)**	**(82)**	**1,671**	**57**	**1,614**
Provision for credit losses	(385)		(385)	64	0	0	(321)	7	(328)
Operating income	**1,762**	**(123)**	**1,639**	**(5)**	**(203)**	**(82)**	**1,349**	**64**	**1,285**
Associates	21		21	0	0	0	21		21
Gain or loss on other assets	17		17	0	142	0	160		160
Change in value of goodwill	(14)		(14)	0	0	0	(14)		(14)
Pre-tax profit	**1,786**	**(123)**	**1,663**	**(5)**	**(61)**	**(82)**	**1,515**	**64**	**1,451**
Taxes	(667)	48	(619)	2	(9)	31	(594)	(26)	(568)
Minority interests	(14)		(14)	0	0	0	(14)	(15)	1
Recurring net income (group share)	**1,105**	**(75)**	**1,030**	**(3)**	**(70)**	**(51)**	**907**	**23**	**884**
GAPC net income			(3)				-		-
Impact of CCI disposal			(70)				-		-
Net restructuring costs			(51)				-		-
NET INCOME (GROUP SHARE)			**907**				**907**	**23**	**884**
Cost/Income ratio	*70.8%*		*72.0%*				*76.3%*		*76.4%*

5

FINANCIAL DATA

5.1 Consolidated financial statements and notes

CONSOLIDATED BALANCE SHEET– ASSETS

(in millions of euros)	Notes	12.31.2014	12.31.2013
Cash and balances with central banks		56,598	40,891
Financial assets at fair value through profit and loss	*6.1*	254,560	218,324
Hedging derivatives	*6.2*	130	1,733
Available-for-sale financial assets	*6.4*	44,816	40,678
Loans and receivables due from banks	*6.5*	71,718	77,600
o/w institutional operations			
Customer loans and receivables	*6.5*	107,224	87,975
o/w institutional operations		*646*	*608*
Revaluation adjustments on portfolios hedged against interest rate risk			
Held-to-maturity financial assets	*6.6*	2,763	3,025
Current tax assets		537	459
Deferred tax assets	*6.8*	3,000	3,139
Accrual accounts and other assets	*6.9*	42,752	30,768
Non-current assets held for sale		209	180
Deferred profit-sharing			
Investments in associates	*3.4*	684	140
Investment property	*6.10*	1,289	1,273
Property, plant and equipment	*6.10*	588	618
Intangible assets	*6.10*	750	675
Goodwill	*6.12*	2,807	2,652
TOTAL ASSETS		**590,424**	**510,131**

CONSOLIDATED BALANCE SHEET– LIABILITIES AND SHAREHOLDERS' EQUITY

(in millions of euros)	Notes	12.31.2014	12.31.2013
Due to central banks			
Financial liabilities at fair value through profit and loss	*6.1*	220,622	186,049
Hedging derivatives	*6.2*	735	532
Due to banks	*6.13*	134,988	127,657
o/w institutional operations		*46*	*46*
Customer deposits	*6.13*	60,860	60,240
o/w institutional operations		*799*	*771*
Debt securities	*6.14*	56,583	38,779
Revaluation adjustments on portfolios hedged against interest rate risk		233	163
Current tax liabilities		500	357
Deferred tax liabilities	*6.8*	176	146
Accrual accounts and other liabilities	*6.9*	39,189	28,970
o/w institutional operations		*4*	*5*
Liabilities on assets held for sale		106	27
Insurance companies' technical reserves	*6.15*	50,665	44,743
Provisions	*6.16*	1,597	1,447
Subordinated debt	*6.17 and 6.18*	4,008	3,076
Equity group share		18,872	17,900
■ Share capital and reserves		*10,702*	*9,334*
■ Consolidated reserves		*6,594*	*7,847*
■ Gains and losses recorded directly in equity		*563*	*(95)*
■ Non-recyclable gains and losses recorded directly in equity		*(125)*	*(70)*
■ Net income/(loss)		*1,138*	*884*
Non-controlling interests		1,289	45
TOTAL LIABILITIES		**590,424**	**510,131**

The information taken at December 31, 2013 has not been restated for the effect of the first application of IFRS 10 and 11, which was not material. The impacts of both standards are presented in Note 3.

CONSOLIDATED INCOME STATEMENT

(in millions of euros)	Notes	12.31.2014	12.31.2013
Interest and similar income	*7.1*	4,884	5,137
Interest and similar expenses	*7.1*	(2,550)	(2,738)
Fee and commission income	*7.2*	4,475	4,045
Fee and commission expenses	*7.2*	(1,655)	(1,685)
Net gains or losses on financial instruments at fair value through profit and loss	*7.3*	1,479	1,643
Net gains or losses on available-for-sale financial assets	*7.4*	543	458
Income from other activities	*7.5*	6,461	5,332
Expenses from other activities	*7.5*	(6,125)	(5,342)
Net revenues		**7,512**	**6,848**
General operating expenses	7.6	(5,213)	(4,985)
Depreciation, amortization and impairment		(226)	(250)
of property, plant and equipment and intangible assets			
Gross operating income		**2,073**	**1,614**
Provision for credit losses	*7.7*	(302)	(328)
Net operating income		**1,771**	**1,285**
Share in income of associates		40	21
Gain or loss on other assets	*7.8*	78	160
Change in value of goodwill		(51)	(14)
Pre-tax profit		**1,838**	**1,451**
Income tax	*7.9*	(624)	(568)
Net income/(loss) from discontinued operations			
Net income/(loss) for the period		**1,214**	**883**
o/w:			
▪ Attributable to equity holders of the parent		1,138	884
▪ Attributable to non-controlling interests		76	(1)
Earnings/(loss) per share in euros			
Consolidated net income/(loss) – group share – per share, calculated on the basis of the average number of shares over the period, excluding treasury shares	*5.24*	0.35	0.27
Diluted earnings/(loss) per share in euros			
Consolidated net income/(loss) – group share – per share, calculated on the basis of the average number of shares over the period, excluding treasury shares and including shares that could be issued on the exercise of stock options and bonus shares	*5.24*	0.35	0.27

The information taken at December 31, 2013 has not been restated for the effect of the first application of IFRS 10 and 11, which was not material. The impacts of both standards are presented in Note 3.

STATEMENT OF NET INCOME/(LOSS), GAINS AND LOSSES RECORDED DIRECTLY IN EQUITY

(in millions of euros)	Notes	12.31.2014	12.31.2013
Revaluation adjustments on defined-benefit plans		(104)	70
Tax		37	(26)
Items not recyclable to income		**(67)**	**44**
Translation adjustments	*8.1*	601	(304)
Revaluation of available-for-sale financial assets	*8.1*	422	328
Revaluation of hedging derivatives	*8.1*	(247)	208
Tax	*8.2*	(58)	(63)
Items recyclable to income		**718**	**169**
Share in gains or losses of associates recorded directly in equity		13	830
Total gains and losses recorded directly in equity		**664**	**1,043**
Net income		**1,214**	**883**
NET INCOME/(LOSS), GAINS AND LOSSES RECORDED DIRECTLY IN EQUITY		**1,878**	**1,926**
o/w group share		*1,741*	*1,927*
o/w non-controlling interests share		*137*	*(1)*

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

	Share capital and reserves		Consolidated reserves			
(in millions of euros)	Capital	Reserves related to share capital (1)	Shareholder advances	Other equity instruments issued (2)	Elimination of treasury stock	Other consolidated reserves
Equity as of December 31, 2012 after appropriation of income - pro forma	**4,938**	**5,307**	**0**	**1,262**	**(17)**	**9,068**
Capital increase	23	1				
Elimination of treasury stock					(2)	6
Equity component of share-based payment plans						7
2012 dividend paid in 2013						(308)
Exceptional 2013 dividend paid in 2013		(934)				(1,077)
Total activity related to relations with shareholders	**23**	**(933)**	**0**	**0**	**(2)**	**(1,373)**
Issuance and redemption of deeply subordinated notes and preference shares				(273)		0
Interest paid on deeply subordinated notes and preference shares						(49)
Change in gains and losses recorded directly in equity						
Change in actuarial gains and losses under IAS19 R						
Income/(loss) as of December 31, 2013						
Impact of acquisitions and disposals						11
Other (3)						(779)
Equity as of December 31, 2013 before appropriation of income	**4,960**	**4,374**	**0**	**989**	**(19)**	**6,877**
Appropriation of 2013 earnings		1,327				(443)
Equity as of December 31, 2013 after appropriation of income - pro forma	**4,960**	**5,701**	**0**	**989**	**(19)**	**6,434**
Capital increase	26	14				
Elimination of treasury stock					8	6
Equity component of share-based payment plans						2
2013 dividend paid in 2014						(496)
Total activity related to relations with shareholders	**26**	**14**	**0**	**0**	**8**	**(488)**
Issuance and redemption of deeply subordinated notes and preference shares				0		0
Interest paid on deeply subordinated notes and preference shares						(53)
Change in gains and losses recorded directly in equity						
Change in actuarial gains and losses under IAS19 R						
Income/(loss) as of December 31, 2014						
Impact of acquisitions and disposals (4)						(272)
Other						(5)
Equity as of December 31, 2014	**4,986**	**5,715**	**0**	**989**	**(11)**	**5,616**

(1) Issue premiums, legal reserve, contractual reserves, long-term capital gains reserve and other Natixis reserves.

(2) Other equity instruments issued: refers to the undated deeply subordinated notes and preference shares that were reclassified as equity instruments.

(3) Of which -€675 million concerning the change in capital of the Local Savings Companies and the Sociétés de Caution Mutuelle. Under the proposed sale of the Cooperative Investment Certificates (CCIs) to the Caisses d'Epargne and Banque Populaire banks, the Local Savings Companies and Sociétés de Caution Mutuelle were deconsolidated on January 1, 2013.

(4) The acquisition under joint control of BPCE Assurances generated goodwill deducted from shareholders' equity, group share amounting to €137 million. The dilution - without loss of control - of 58.65% of Coface generated a capital loss of €135 million deducted from shareholders' equity, group share and the recognition of non-controlling interests in the amount of €1,062 million.

Gains/(losses) recorded directly in equity Recyclable							
Translation adjustments	Available-for-sale assets	Hedging derivatives	Revaluation adjustments on defined-benefit plan commitments	Net income (group share)	Equity group share	Non-controlling interests	Total consolidated equity
88	**(670)**	**(513)**	**(114)**	**0**	**19,348**	**542**	**19,891**
					24		24
					3		3
					7		7
					(308)	(37)	(345)
					(2,011)		(2,011)
0	**0**	**0**	**0**	**0**	**(2,285)**	**(37)**	**(2,322)**
					(273)		(273)
					(49)		(49)
(305)	1,080	224			999	0	1,000
			44		44		44
				884	884	(1)	883
					11	(460)	(448)
					(779)	0	(779)
(216)	**411**	**(289)**	**(70)**	**884**	**17,900**	**45**	**17,944**
				(884)	0		
(216)	**411**	**(289)**	**(70)**	**0**	**17,900**	**45**	**17,944**
					40	1	41
					14		14
					2		2
					(496)	(9)	(505)
0	**0**	**0**		**0**	**(439)**	**(9)**	**(448)**
					0		0
					(53)		(53)
595	332	(239)			688	13	701
			(63)		(63)		(63)
				1,138	1,138	76	1,214
14	(46)		9		(294)	1,165	871
					(5)	0	(5)
393	**697**	**(527)**	**(125)**	**1,138**	**18,871**	**1,289**	**20,158**

NET CASH FLOW STATEMENT

The balance of cash and cash equivalents consists of the net balances on cash and amounts due from central banks, as well as on demand deposits with and loans from credit institutions.

Changes in cash generated by operating activities consist of cash flows generated by Group activities, with the exception of those relating to held-to-maturity financial assets and investment property.

Changes in cash related to investing operations result from cash flows related to acquisitions and disposals of investments in consolidated and non-consolidated affiliates, tangible and intangible fixed assets, and acquisitions and disposals of investment property, property provided under operating leases and held-to-maturity financial assets.

(in millions of euros)	31.12.2014	31.12.2013
Pre-tax profit	**1,838**	**1,451**
+/- Net charge to depreciation and amortization of property, plant and equipment and intangible assets	284	313
+/- Writedown of goodwill and other non-current assets	56	15
+/- Net charge to other provisions (including insurance companies' technical reserves)	2,191	2,365
+/- Share in income of associates	(40)	(21)
+/- Net loss/(gain) on investing operations	(501)	(524)
+/- Net loss/(gain) on financing operations	119	133
+/- Other activity	1,913	209
= Total non-cash items included in pre-tax profit and other adjustments	**4,022**	**2,490**
+/- Decrease/(increase) in interbank and money market items	10,878	(12,074)
+/- Decrease/(increase) in customer items	(18,880)	16,064
+/- Decrease/(increase) in financial assets or liabilities	10,144	(8,768)
+/- Decrease/(increase) in non-financial assets or liabilities	(214)	3,252
- Income taxes paid	(402)	(632)
= Net decrease/(increase) in operating assets and liabilities	**1,526**	**(2,158)**
Net cash provided/(used) by operating activities	**7,386**	**1,783**
+/- Decrease/(increase) in financial assets and equity interests (1)	444	12,985
+/- Decrease/(increase) in investment property	73	(113)
+/- Decrease/(increase) in property, plant and equipment and intangible assets	(63)	(51)
Net cash provided/(used) by investing operations	**454**	**12,821**
+/- Cash received from/(paid to) shareholders (2)	(465)	(2,337)
+/- Other cash provided/(used) by financing operations (3)	1,694	(1,587)
Net cash provided/(used) by financing operations	**1,229**	**(3,924)**
Cash flow of assets and liabilities held for sale	**(4)**	**3**
Impact of exchange rate changes on cash and cash equivalents	**4,363**	**(1,365)**
Net increase/(decrease) in cash and cash equivalents	**13,428**	**9,318**
Net cash provided/(used) by operating activities	7,386	1,783
Net cash provided/(used) by investing operations	454	12,821
Net cash provided/(used) by financing operations	1,229	(3,924)
Cash flow of assets and liabilities held for sale	(4)	3
Impact of exchange rate changes on cash and cash equivalents	4,363	(1,365)
Cash and cash equivalents at beginning of period	**39,304**	**29,986**
Cash and balances with central banks	40,891	34,697
Interbank balances	(1,587)	(4,711)
Cash and cash equivalents at end of period	**52,732**	**39,304**
Cash and balances with central banks	56,598	40,891
Interbank balances	(3,866)	(1,587)
CHANGE IN CASH AND CASH EQUIVALENTS	**13,428**	**9,318**

(1) Decrease/(increase) in financial assets and investments in associates, including in particular:
- *flows related to assets held to maturity (+€374 million);*
- *flows related to investments in consolidated affiliates (-€313 million) from the purchase of BPCE Assurances (-€288 million) and NexGen (-€15 million), the acquisition of additional shares of Dorval (-€4 million) and the exercise of a put on non-controlling interests (-€6 million);*
- *flows related to non-consolidated affiliates (+€383 million) mainly from the disposal of the stake in Lazard for +€258 million.*

(2) Flows from or to shareholders include:
- *dividends paid to BPCE (-€357 million) and dividends paid outside the Group (-€148 million);*
- *the capital increase reserved for employees (see Notes 5.18 and 11.2.4) (+€40 million).*

(3) Flows from financing activities can be broken down as follows:
- *partial disposal of Coface - without loss of control (+€957 million);*
- *issuance of securities and subordinated debt (+€1,626 million);*
- *redemption of subordinated notes (-€718 million);*
- *interest paid on subordinated notes (-€120 million);*
- *the return on deeply subordinated notes recognized in equity capital (-€53 million).*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 BASIS OF PRESENTATION

1.1 IFRS standards and IFRIC interpretations applied by the Group

As required by European regulation 1606/2002 of July 19, 2002, Natixis has prepared its consolidated financial statements for the year ended December 31, 2014, in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union at that date [1]. These standards include IAS 1 to 41, IFRS 1 to 15 as well as the related IFRIC interpretations adopted by the European Union as at December 31, 2014.

Natixis' consolidated financial statements include a balance sheet, income statement, statement of net income/(loss) and gains and losses recorded directly in equity, statement of changes in shareholders' equity, cash flow statement and notes to the financial statements.

The financial statements presented for comparative purposes were published by Natixis in the 2013 registration document filed with the Autorité des Marchés Financiers (AMF – French Financial Markets Authority) on March 14, 2014.

In accordance with European regulation 809/2004 relating to information contained in prospectuses, the financial statements for the year ended December 31, 2012, that were published in the 2012 registration document filed with the AMF on March 19, 2013, are incorporated for reference into this registration document.

Texts in force since January 1, 2014

The following standards, interpretations and amendments are applicable for the first time from January 1, 2014:

- the amendment to IAS 32 "Financial Instruments: Presentation–Offsetting Financial Assets and Financial Liabilities". This amendment clarifies the disclosure conditions for offsetting financial instruments in the balance sheet. The application of this amendment led Natixis to amend the offsetting rules applicable to repurchase agreements handled through clearing houses. Under these new rules, Natixis would have offset €13.9 billion in place of an offset amount of €2.1 billion at December 31, 2013 according to the previous rules;
- the new standards on consolidation, IFRS 10, "Consolidated Financial Statements," IFRS 11, "Joint Arrangements," and IFRS 12 "Disclosure of Interest in Other Entities," published by the IASB on May 12, 2011 and adopted by the European Commission on December 11, 2012.

  IFRS 10 replaces IAS 27, "Consolidated and Separate Financial Statements," for the section on consolidated financial statements and the SIC 12 interpretation on special purpose entities. It defines a single audit model applicable to all entities, whether or not they are structured entities. The control of an entity will now be analyzed using three cumulative criteria: influence over relevant activities of the entity, exposure to the entity's variable returns and the ability to influence variable returns obtained by the entity. As a result of the application of this new standard, Natixis has consolidated the Versailles and Bleachers multi-seller conduits, as well as five invested funds representing unit-linked insurance policies. The impact on total balance sheet assets at January 1, 2014 was €2.6 billion *(see Note 3)*. The impacts on shareholders' equity and the income statement were not material.

  IFRS 11 replaces IAS 31, "Interests in Joint Ventures," and SIC 13, "Jointly Controlled Entities– Non-Monetary Contributions by Venturers". It bases the recording of partnerships on their substance, thereby making it necessary to analyze the rights and obligations of the joint agreement. The application of this standard did not have a material impact on Natixis' consolidation scope. Only EIG, previously consolidated in accordance with the proportional consolidation method, has been consolidated according to the equity method since January 1, 2014.

  IFRS 12 combines and enhances the information to be disclosed for subsidiaries, partnerships, affiliates and structured entities.

  With the application of IFRS 12, the financial statements for the fiscal year ending December 31, 2014 contain additional information on Natixis' interests in non-consolidated structured entities.

  As a result of these new standards, the IASB has also published amended versions of IAS 27, "Separate Financial Statements" and IAS 28, "Investments in Associates and Joint Ventures", which were adopted by the European Commission on December 11, 2012;
- the amendments to IFRS 10, IFRS 11 and IFRS 12 published by the IASB on June 28, 2012 and adopted by the European Commission on April 4, 2013. The amendment to IFRS 10 clarifies the transitional provisions and eases the requirements concerning comparative disclosures by limiting restatements to the prior period. Also, for disclosures for non-consolidated structured entities, the amendments eliminate the requirement to present comparative information for periods prior to the one in which IFRS 12 is first applied;
- the amendment to IAS 36 "Impairment of Assets", published by the IASB on May 29, 2013 and adopted by the European Commission on December 19, 2013. This amendment limits the scope of information to be provided in relation to the recoverable value of depreciated assets to the recoverable amount of depreciated assets where this amount is based on the fair value less selling costs. This amendment does not impact Natixis' financial statements at December 31, 2014;
- the "Novation of derivatives and continuation of hedge accounting" amendment to IAS 39, "Financial Instruments: Recognition and Measurement", published by the IASB on June 27, 2013 and adopted by the European Commission on December 19, 2013 This amendment continues hedge accounting in the event that a derivative designated as a hedging instrument is transferred by novation from a counterparty to a central counterparty due to legislative or regulatory provisions. This amendment has no impact on Natixis' financial statements at December 31, 2014;

(1) *The complete body of standards adopted by the European Union may be consulted on the European Commission website at: http://ec.europa.eu/internal_market/accounting/ias/index_fr.htm.*

- the amendments to IFRS 10 "Consolidated Financial Statements", IFRS 12 "Disclosure of Interests in Other Entities", and IAS 27 "Separate Financial Statements" published by the IASB on October 31, 2012 and adopted by the European Commission on November 20, 2013. IFRS 10 was amended to define the business model of investment entities and calls for such entities to recognize their subsidiaries (barring exceptions) at fair value through profit and loss, rather than consolidating them. IFRS 12 was amended to introduce specific disclosure obligations in the Notes regarding investment entities and their subsidiaries. Finally, the amendment to IAS 27R removes the option of investment entities to measure investments in certain subsidiaries either at cost or at fair value in their separate financial statements. These amendments had no impact on Natixis' financial statements at December 31, 2014.

Natixis did not change its accounting principles further to the Asset Quality Review (AQR) conducted by the European Central Bank during fiscal year 2014. However, deliberations took place with the aim of refining methodologies and parameters, particularly with respect to valuation adjustments and the valuation of certain assets in Level 3 of the fair value hierarchy, with no material impact on the 2014 financial statements.

Natixis did not opt for early application of the standards adopted by the European Union at December 31, 2014 but which had not yet entered into force. This includes:

- interpretation IFRIC 21 ("Levies") published by the IASB on May 21, 2013 and adopted by the European Commission on June 13, 2014, with mandatory application from January 1, 2015. The aim of this interpretation is to clarify the date used for the accounting recognition of levies in the financial statements of the levied entity in accordance with IAS 37 "Provisions, contingent liabilities and contingent assets." With regard to Natixis' financial statements, the impacts from the application of this interpretation amount to €29 million (excluding tax impacts) at December 31, 2014 on shareholder's equity on January 1, 2014 ;
- the amendment to IAS 19 "Employee benefits", entitled "Defined benefit plans: employee contributions", adopted by the European Commission on December 17, 2014, with mandatory application from January 1, 2016 to Natixis' financial statements. This amendment applies to contributions by employees and third parties to defined benefit plans. The aim is to clarify and simplify accounting for contributions that are independent of employee seniority (e.g. employee contributions calculated as a fixed percentage of salary), which may be recognized as a reduction in the cost of services for the period during which the service is rendered instead of being allocated to the periods of service;
- the amendment "IFRS - Annual Improvements cycle 2010-2012", adopted by the European Commission on December 17, 2014, with mandatory application from January 1, 2016 to Natixis' financial statements. This amendment stems from the annual improvement process aimed at simplifying and clarifying international accounting standards. The following standards have been amended: IFRS 2 "Share-based Payment", IFRS 3 "Business Combinations", IFRS 8 "Operating Segments", IAS 16 "Property, Plant and Equipment", IAS 38 "Intangible Assets" and IAS 24 "Related Party Disclosures";
- the amendment "IFRS - Annual Improvements cycle 2011-2013", adopted by the European Commission on December 18, 2014, with mandatory application from January 1, 2015. This amendment stems from the annual improvement process aimed at simplifying and clarifying international accounting standards. The following standards have been amended: IFRS 3 "Business Combinations", IFRS 13 "Fair Value Measurement" (and the resulting modifications to IAS 32 and IAS 39) and IAS 40 "Investment Property".

In addition, in drawing up the consolidated financial statements at December 31, 2014, Natixis also took the following into account:

- with regard to the valuation of financial instruments, the recommendation published on October 15, 2008 by the AMF, the Conseil National de la Comptabilité (CNC– French National Accounting Board), the Commission Bancaire (French Banking Commission) and the Autorité de Contrôle des Assurances et des Mutuelles (ACAM– French insurance regulator), and the guide published by the IASB on October 31, 2008, entitled "Measuring and disclosing the fair value of financial instruments in markets that are no longer active." These two texts underline the importance of using judgment to determine fair value in illiquid markets. As a result of this recommendation, as at December 31, 2014, Natixis does not systematically apply models using observable data, as with previous reporting periods, in view of the lack of market liquidity affecting some asset classes;
- with regard to financial reporting on risk exposure, the recommendations applicable in France resulting from the Financial Stability Forum (FSF). Details of risk exposure, presented in the format recommended by the Commission Bancaire in its May 29, 2008, statement "Presentation note regarding the French application of the FSF's recommendations for financial transparency", have been incorporated into section 3.11 of Chapter [3], "Risk Management and Capital Adequacy" of the registration document.

1.2 Presentation of the consolidated financial statements

The consolidated financial statements have been prepared in accordance with the assessment and presentation principles set out in Notes 2 and 5 below.

1.3 Year-end

The consolidated financial statements are based on the individual financial statements as at December 31, 2014, of the entities included in Natixis' consolidation scope.

1.4 Notes to the consolidated financial statements

Unless otherwise indicated, the figures given in the notes are expressed in millions of euros.

NOTE 2 CONSOLIDATION METHODS AND PRINCIPLES

2.1 Consolidation scope

Natixis' consolidated financial statements include the financial statements of Natixis and its main subsidiaries.

Only subsidiaries making a material contribution to the Group's financial statements are consolidated.

Materiality is determined based on specific thresholds for each of the Group's business lines and on a qualitative assessment of the relevance of each entity's contribution to the consolidated financial statements of Natixis.

The consolidation scope includes all material entities over which Natixis exercises exclusive control, joint control or significant influence. IFRS stipulate three types of control: exclusive control, joint control and significant influence. Determining the type of control that exists is not limited to identifying the voting rights held, but also involves an analysis of the economic and legal relations existing between the various entities being analyzed.

In determining whether it exercises control or significant influence, Natixis considers all current voting rights and any potential voting rights to the extent that they are currently exercisable or convertible and to the extent that they have influence over relevant activities of the entity. Potential voting rights arise from stock options on ordinary shares or from the conversion of bonds into new ordinary shares. However, potential voting rights are not taken into account to calculate the percentage of ownership.

The scope of Natixis' consolidated entities is provided in Note 17 of the financial statements.

The percentage of ownership and voting rights held is indicated for each entity within the consolidation scope. The percentage of ownership represents the equity share held by Natixis, directly and indirectly, in the entities within the consolidation scope. The percentage of ownership is used to determine Natixis' share in the net assets of the owned company.

2.2 The notion of control and consolidation methods

2.2.1 Control of an entity

The entities controlled by Natixis are consolidated using the full consolidation method, in accordance with IFRS 10. This standard defines a single audit model applicable to all entities, whether they are traditionally-governed entities or structured entities (*see Note 4*). The control of an entity will be analyzed using three cumulative criteria:

- influence over relevant activities of the entity;
- exposure or entitlement to variable returns by virtue of its relations with the entity;
- the ability to exercise its power over the entity to influence the variable returns obtained.

When voting rights or similar rights are fundamental to an entity's governance, control is generally understood to mean holding over 50% of voting rights.

If this is not the case, control is determined through the exercise of judgment and by taking into account all facts and circumstances, such as:

- the objectives, terms and circumstances surrounding the creation of the entity;
- the nature of the entity's relevant activities and the decision-making processes concerning these activities;
- the scope of Natixis' decision-making rights (from voting rights or contractual agreements) over the management of the entity's relevant activities (i.e. activities having a significant impact on the entity's returns);
- exposure to variability in the entity's returns *(the significance of the returns received by Natixis compared to the returns received by the other investors, etc);*
- rights held by other parties *(withdrawal rights, early redemption rights, rights on termination of the entity, etc.).*

If, after reviewing these criteria, Natixis concludes that its decision-making rights over the management of the entity's relevant activities enable it to influence the variable returns obtained, the entity in question will be subject to consolidation pursuant to IFRS 10.

IAS 27 defines control as the power to govern the operational and financial policies of an entity to obtain benefit from its activities. This definition applied to all entities, with the exception of special purpose entities, for which the SIC 12 interpretation established control indicators. Control is determined on the basis of voting rights under IAS 27, whereas SIC 12 attached high importance to the right to the majority of economic benefits and to the right to exposure to the majority of risks relating to the special purpose entity.

Full consolidation involves replacing the book value of the investments by the full value of all of the subsidiary's assets and liabilities.

The share of non-controlling interests in shareholders' equity and in income appear separately on the balance sheet, income statement and the statement of net income/(loss), gains and losses recorded directly in equity.

2.2.2 Joint control: joint ventures and joint operations

Natixis exercises joint control when, by virtue of a contractual arrangement, decisions pertaining to the entity's relevant activities require the unanimous consent of the parties sharing control over the partnership and when each partner has the ability to prevent the other partners from controlling the arrangement.

IFRS 11 distinguishes between two types of partnerships: joint ventures and joint operations.

- Joint ventures are partnerships in which the parties exercising joint control over the company have rights to that company's net assets. They are consolidated using the equity method. Consolidation by the equity method involves replacing the book value of the investments in the owner's account by Natixis' interest in the shareholders' equity and income of the owned entity. Investments are recognized at this reassessed value on the asset side of the consolidated balance sheet in "Investments in associates". The difference between the investments' historical value and their reassessed value is recognized on the liabilities side of the balance sheet under "Shareholders' equity, group share" and in income under "Share in income of associates" in the consolidated income statement and under "Share in gains/(losses) of associates recorded directly in equity" in the statement of net income/(loss), gains and losses recorded directly in equity.

These investments are subject to an impairment test whenever there is objective evidence of impairment. If the recoverable value of the investment is lower than its book value, an impairment is recorded under "Share in income of associates" in the consolidated income statement.

When Natixis' share in the losses of a company consolidated using the equity method is equal to or higher than its interest in the company, Natixis ceases to take its share into account in future losses. In such cases, the investment is presented as zero. The associate's additional losses are only provisioned when Natixis has a legal or implied obligation to hedge them or when it has made payments on behalf of the company.

- Joint operations are partnerships in which the parties exercising joint control of the arrangement have rights to the assets, and obligations for the liabilities, related to the arrangement. An investment in a joint operation is recorded by incorporating all of the interests held in the joint operation, i.e. its share in each of the assets, liabilities and other comprehensive income to which it is entitled. These interests are broken down by type across the various items on the consolidated balance sheet, consolidated income statement and statement of net income/(loss), gains and losses recorded directly in equity.

2.2.3 Significant influence over associates

Significant influence is the power to participate in the financial and operating policy decisions of the corporate entity owned without having control over such policies. Significant influence is presumed to exist when Natixis directly or indirectly owns at least 20% of the voting rights of the company in question. IAS 28 defines companies over which significant influence is exercised as associates. These are consolidated using the equity method in accordance with the same terms as those applicable to joint ventures (see above), with the exception of Private Equity investments which Natixis classifies under assets designated at fair value through profit and loss, pursuant to the option available under IAS 28.

2.3 Change in consolidation scope

In the event of an increase in Natixis' percentage of ownership in an already-controlled entity, the difference between the acquisition cost of the additional interest share and the share acquired in the entity's net assets at this date is recorded in "Consolidated reserves". In the event of a decrease in Natixis' percentage of ownership in an entity without loss of control, the difference between the selling price and the book value of the share of interests sold is also recorded in "Consolidated reserves".

The assumption of control through successive purchases of securities from an entity previously recognized in available-for-sale (AFS) financial assets is shown as two transactions taking place upon the assumption of control:

- the disposal of securities previously classified as available-for-sale financial assets, and;
- the acquisition of all of the securities held after the assumption of control.

In such cases, goodwill is determined only once based on the fair value of the assets acquired and liabilities assumed on the date that control over the entity is assumed.

In the event of the loss of control of a consolidated subsidiary, any retained equity share is measured at fair value and the gains or losses on disposal are recognized among "Gains or losses on other assets" in the consolidated income statement.

Gains or losses on disposals of associates are presented among "Gains or losses on other assets" in the consolidated income statement.

2.4 Treatment of put options granted to minority shareholders

The granting of put options to minority shareholders by Natixis has no impact on the determination of Natixis' controlling interest in the subsidiary in question as long as the option is not exercised, unless Natixis also holds an immediately exercisable call option.

The granting of put options to minority shareholders has no impact on Natixis' interest in the subsidiary in question unless the put option is associated with Natixis' holding a call option, and the call and put options give immediate entitlement to the economic benefits attached to the underlying shares.

The granting of put options to minority shareholders which do not transfer to Natixis the risks and benefits associated with the underlying shares prior to exercise, result in the recognition of a liability for the estimated present value of the option's exercise price. The corresponding receivable is booked to equity, deducted in part from non-controlling interests in the amount of their carrying value, with the rest deducted from consolidated reserves (group share). Subsequent changes in the liability related to adjustments to the exercise price of the put option are recorded in consolidated reserves (group share).

Income generated from non-controlling interests subject to put options are presented in "Net income for the period – portion attributable to non-controlling interests" on the consolidated income statement.

2.5 Business combinations and goodwill

The following accounting treatment is applied to business combinations giving rise to control:

- IFRS 3 before revision if they are prior to January 1, 2010, except for those that occurred before January 1, 2004. On the initial application date of the IFRS, Natixis chose the option offered by IFRS 1 "First-Time Adoption" to not retroactively restate business combinations previous to January 1, 2004 pursuant to IFRS 3;
- The revised IFRS 3 (IFRS 3R) if they occur after January 1, 2010. Indeed, IFRS 3R can be applied prospectively to business combinations where the acquisition date is the same or later than the adoption date of IFRS 3R.

In accordance with IFRS 3 (pre-or post-revision), business combinations are recorded using the purchase method. Under the purchase method, the identifiable assets and liabilities of the acquired entity are measured at their fair value at the valuation date.

The method used to measure non-controlling interests and goodwill varies depending on whether IFRS 3 or IFRS 3R is applied.

- Application of IFRS 3 to business combinations carried out before January 1, 2010:
  - Minority interests are determined based on their share in the identifiable net assets of the acquired entity, measured at their fair value at the purchase date (partial goodwill method);
  - Goodwill is the difference between the cost of the business combination and the share of the purchasing entity's interest in the net fair value of identifiable assets, liabilities and contingent liabilities;
- Application of IFRS 3 to business combinations carried out before January 1, 2010:
  - for each business combination, Natixis chose to determine non-controlling interests:
  - either based on their share in the identifiable net assets of the acquired entity, measured at their fair value at the purchase date, and therefore without recognizing goodwill on the non-controlling interests (partial goodwill method),
  - or based on their fair value at the purchase date, resulting in the recognition of goodwill, both for the Group share and the non-controlling interests (full goodwill method),
  - hence, goodwill is a residual item determined as the difference between (i) the sum of the purchase price, the fair value at the purchase date of the share of interest held in the acquired entity prior to the purchase date, and the amount of non-controlling interests (determined using the partial or full goodwill method) and (ii) the net amount of the assets and liabilities assumed, measured at their fair value at the purchase date.

Positive goodwill is recorded on a separate line on the asset side of the balance sheet if it relates to a controlled entity. It is allocated at the purchase date to one or more cash-generating units (CGUs) expected to benefit from the acquisition and is not amortized. It is tested for impairment at least once per year, and more often where there is objective evidence of impairment. The impairment test consists of comparing the carrying amount of the CGU or group of CGUs including goodwill with its recoverable amount.

A controlled entity's negative goodwill is immediately recognized in income under "Change in value of goodwill".

Goodwill related to an associate or joint venture is included in the book value of "Investments in associates under assets" if it is positive; however, it cannot subsequently be amortized. If it is negative, it is immediately recognized in income under "Share in income of associates".

Specific case of business combinations carried out under joint control

Combinations between entities or operations under joint control are understood to be combinations in which several operations are combined and all interested parties (entities or operations) are ultimately controlled by the same party or parties for a relatively long period preceding the combination. Such combinations do not fall within the scope of IFRS 3R.

Barring clarification of IFRS 3R on the accounting treatment of business combinations under joint control, Natixis applies a method based on historic carrying amount to such transactions. According to this method, the difference between the price paid and Natixis' share in the historic carrying amounts of the assets and liabilities of the acquired entity is recorded as a deduction from shareholders' equity. In effect, in using this method, any goodwill and valuation differences resulting from the application of the purchase method are deducted from shareholders' equity.

The carrying amounts used are those listed in the consolidated financial statements of the ultimate parent company at the date of completion of the transaction.

Entities considered to be under joint control include, in particular, two entities controlled by Natixis and those involving an entity controlled by Natixis and an entity controlled by BPCE.

Principles adopted for measurement and recognition of transactions resulting in the creation of Natixis in 2006:

The assets contributed by the CNCE to Natixis fall into two different categories:

- shares in the Wholesale Banking and services subsidiaries;
- a portion of the cooperative investment certificates (CCIs) conferring entitlement to the share capital of the Caisses d'Epargne.

The contribution values used for consolidation purposes in respect of both categories of assets are the carrying amounts of these assets in the CNCEs consolidated financial statements, restated in accordance with IFRS as adopted in the European Union.

Other transactions affecting the structure of the Group that led to the creation of Natixis were accounted for by the purchase method for consolidation purposes, in accordance with IFRS 3.

Goodwill arising in connection with the above-mentioned business combination on December 31, 2006 was accounted for as follows:

Goodwill on contributed entities

As the contributions were recognized at their net carrying amount under IFRS, no valuation adjustments have been recorded on the various assets and liabilities contributed. The difference between the acquisition cost and the Group's interest in the net assets of the contributed entities does not constitute goodwill within the meaning of IFRS 3, since the acquisition cost takes into account the real value of the shares, while the contributions were recognized at their net carrying amount. Each of the differences observed was recognized in "Consolidated reserves".

An amount of €3,170 million was charged against the issue premium in this respect at December 31, 2006.

Goodwill on other transactions

The goodwill arising from business combinations amounted to €484 million, which breaks down as follows: €229 million on IAMG, €21 million on IXIS CIB and €8 million on Novacrédit, plus the goodwill recorded in "Investments in associates" relating to the Caisse d'Epargne CCIs (€190 million) and the Banque Populaire CCIs (€36 million).

Since then, goodwill related to IXIS CIB has been totally written-down.

In light of the sale of the Cooperative Investment Certificates during fiscal year 2013, the associated goodwill is no longer included in the consolidated balance sheet.

Other goodwill:

In 2014, goodwill decreased by €41.8 million, excluding translation gains of €164.6 million and write-down losses of €50.8 million.

Impairment tests:

All items of goodwill are impaired, based on the value in use of the cash-generating units (CGUs) to which they have been allocated, except for the "Private Equity" CGU, which is evaluated using the restated net asset value, as all of the assets of the entities included in that CGU are recognized at fair value. The former Corporate Data Solution (CDS) CGU was also evaluated using a company-by-company approach in light of disposal plans concerning several entities of the CGU and limiting the synergies of the remaining group. For the Coface CGU, a listed entity since June 2014, value in use was supplemented by other approaches using market data (valuations by market multiples and brokers' target prices).

Value in use is determined principally by discounting the expected future cash flows from the CGU (DCF method) on the basis of the five-year medium-term business plans drawn up by Natixis.

The following assumptions have been used:

- estimated future cash flows: forecast data drawn from medium-term plans established in conjunction with the core business lines as part of Natixis' strategic plan and resulting from the new business plan for Coface;
- perpetual growth rate: 2.5%;
- discount rate: use of a specific rate for each CGU: 9.9% for Investment Solutions (10% in 2013), 11.2% for Specialized Financial Services (unchanged from 2013), 11% for Coface (11.2% in 2013) and 11.1% for Wholesale Banking (11.2% in 2013). For the former CDS CGU, a company-by-company approach was taken in 2014 (12.3% in 2013).

These tests resulted in a writedown of:

- €50.8 million for the goodwill on entities from the former CDS CGU. The net amount of goodwill after writedown is €24.2 million versus €96 million at December 31, 2013;

The discount rates were determined by factoring in the following:

- for the Investment Solutions, Specialized Financial Services and Wholesale Banking CGUs, the risk-free interest rate of the Euro-Bund zone, averaged over a depth of 10 years, plus a risk premium calculated according to a sample of CGU-representative companies;
- for the Coface CGU, the interest-rate references used were determined according to a similar method as applied to the other CGUs, using samples of equivalent companies for insurance and factoring activities;
- for the former CDS CGU, the revenue-weighted average 10-year risk-free interest rates of the countries in which the various entities do business, plus a risk premium calculated according to a sample of companies that are representative of the sector and an additional risk premium to account for the relative size of the CGU in comparison with sample references.

Note that Natixis impaired goodwill allocated to the Wholesale Banking business and the former segregated GAPC portfolio at the end of 2008, and the Private Equity goodwill at the end of 2009.

A 20 bp increase in discount rates combined with a 50 bp reduction in perpetual growth rates would help to reduce the value in use of CGUs by:

- -6.4% for the Investment Solutions CGU;
- -4.1% for the Specialized Financial Services CGU;
- -4.9% for the Coface CGU;
- -6.8% for the former CDS CGU;

and would not result in an impairment recorded for those CGUs except for the former CDS CGU for which an additional €2 million impairment should then be recorded.

Similarly, the sensitivity of future business-plan cash flows to variations in key assumptions does not significantly affect the recoverable amount of CGUs, with the exception of the recoverable amount of the former CDS CGU:

- for Investment Solutions, a 10% decline in the "equity" markets and one point decline in the EONIA and 10-year long-term interest rates would have a negative impact of -5% on the recoverable amount of the CGU and would not lead to any impairment being recorded;
- for Specialized Financial Services, a one point drop in the three-month EURIBOR applied to Factoring and recreating a "2008-2009" (drop in production and increased cost of risk) type crisis on Leasing would have a -8% negative impact on the recoverable amount of the CGS and would have no impact on terms of impairment;
- for Coface, the primary sensitivity vector is the loss ratio. A level of 48% for this ratio (gross reinsurance), reflecting the deterioration of economic conditions, was applied to conduct the CGU's impairment test at December 31, 2014. A one-point increase in this loss ratio would have no significant impact on the recoverable amount of the CGU. Only an increase of 13 points of the "loss ratio" would lead to impairment of the CGU being recorded;
- for the former CDS CGU, the primary factor in sensitivity is the degree of the business plans' achievement. A -5% variation in said plans would cause the CGU recoverable amount to fall by about €6 million and additional impairment to be found for an equivalent amount.

2.6 Subsidiaries held for sale

The assets and liabilities of subsidiaries which Natixis intends to sell within a maximum period of 12 months, and for which it is actively seeking a buyer, are identified separately on two specific lines of the consolidated balance sheet as non-current assets and liabilities (*see Note 5.9*).

At December 31, 2014, Natixis undertook negotiations concerning the sale of two of its subsidiaries: Midt factoring A/S and Altus GTS Inc. At December 31, 2014, Natixis maintained the full consolidation of its subsidiaries and combined, in accordance with the provisions of IFRS 5 "Non-current assets held for sale and discontinued operations", the assets and liabilities of these entities under two separate balance sheet line items: "Non-current assets held for sale" and "Liabilities associated with non-current assets held for sale".

On December 20, 2011, Natixis entered into an agreement to transfer its Natixis HO CHI MINH branch to BPCE. The transfer is currently on hold pending approval from the Vietnamese regulatory authorities.

At December 31, 2013, Natixis maintained the full consolidation of the Natixis HO CHI MINH branch. It combined, in accordance with the provisions of IFRS 5 "Non-current assets held for sale and discontinued operations", the assets and liabilities of these entities under two separate balance sheet line items: "Non-current assets held for sale" and "Liabilities associated with non-current assets held for sale". At December 31, 2014, as the transfer had not yet occurred, the presentation of the entity under IFRS 5 was discontinued.

Furthermore, at December 31, 2013, Hansberger, a fully consolidated subsidiary of the Investment Solutions division, was recognized under IFRS 5. In accordance with the provisions of this standard, Natixis had recorded the entity's assets and liabilities together on two separate lines of the balance sheet: "Non-current assets held for sale" and "Liabilities associated with non-current assets held for sale". As the sale of all activities was finalized during the second half of 2014, the Hansberger subsidiary is no longer included in Natixis' consolidation scope as of December 31, 2014.

2.7 Standardization of individual data and treatment of intra-group transactions

Prior to consolidation, the individual financial statements of companies included in the scope of consolidation are restated if necessary to bring them into line with Natixis' accounting policies described below.

The impact on the balance sheet and income statement from internal transactions carried out between fully-consolidated entities is eliminated. The internal results of the entities consolidated using the equity method are eliminated to the extent of Natixis' share of interest in the joint venture or associate.

2.8 Consolidation of insurance companies

The following rules are applied to consolidate the financial statements of insurance subsidiaries:

- income and expenses are classified by type in accordance with banking accounting principles and not as a function of expense;
- balance sheet items are included under the corresponding line items of the financial statements presented in the banking format.

Insurance company investments are classified in the balance sheet under the various categories of investments defined in IAS 39.

Policies managed by the insurance subsidiaries of the Coface, Compagnie Européenne de Garanties et Cautions (CEGC) and Natixis Assurances sub-groups meet the definitions of insurance policies and investment contracts with a discretionary participation feature set out in IFRS 4. Accordingly, they result in the recognition of technical reserves in liabilities. These reserves are measured in accordance with French GAAP pending publication of an IFRS standard dealing with technical liabilities of insurance companies.

Technical reserves for insurance policies meet the commitments of insurance companies with regard to policyholders and contract beneficiaries.

In accordance with IFRS 4, insurance technical reserves are calculated using methods stipulated by local regulations. A liability adequacy test is carried out in order to ensure that the insurance liabilities as presented in the consolidated financial statements are sufficient to cover future cash flows estimated at that date. The test is based on a stochastic or deterministic valuation model of discounted future cash flows.

Technical reserves for life-insurance policies are primarily composed of mathematical reserves corresponding to the surrender value of the contract.

Insurance offered primarily covers death, disability, work disability, dependency, damage to persons or property, health, legal protection and financial loss. Related technical reserves are calculated using specialized tables (life, experience and Bureau Commun des Assurances Collectives/BCAC tables).

Technical reserves for non-life insurance policies include reserves for unearned premium income and for claims to be paid (not discounted).

Reserves for unearned premium income are prorated separately for each insurance policy. They correspond to the portion of premium income remaining between the fiscal year-end and the premium due date.

Claims reserves include an estimate of claims reported but not settled at the reporting date. In addition to the amount of claims payable, a provision is set aside for unknown claims, calculated on a statistical basis by reference to the final amount of claims to be paid following settlement of risks and after any debt recovery measures.

Reserves also include economic hazards related to end-of-year premiums as well as a reserve for management fees.

In addition to this statistical estimation, specific reserves are recognized for major disasters based on the probability of default and of severity, estimated on a case-by-case basis.

Pursuant to paragraph 30 of IFRS 4, insurance policies and investment contracts with discretionary participation (life insurance) are measured using shadow accounting, which consists in recognizing the portion of unrealized gains or losses potentially attributable to policyholders as a deferred profit-sharing reserve. The deferred profit-sharing reserve thus reflects the potential entitlement of policyholders to unrealized gains for Financial investments or their portion of unrealized losses. Considering prospective pay-out ratios for the duration of the 2015-2017 Medium-Term Business Plan and in accordance with the pay-out ratio recorded for 2014, the deferred profit-sharing rate adopted at December 31, 2014 is 92.7% compared to 94.8% at December 31, 2013. This change reflects the improved financial backdrop against which Natixis Assurances does business, as well as the normalization of margins established in accordance with the general conditions of insured contracts.

In the event of net unearned losses, a deferred profit-sharing asset is recognized up to the amount for which future deferred profit-sharing of policyholders is estimated to be highly probable.

Deferred profit-sharing assets and liabilities arise mainly on:

- the revaluation of "available-for-sale financial assets" and "financial assets at fair value through profit and loss";
- the revaluation of real estate assets held to cover insurance policies;
- the restatement in the consolidated financial statements of the capital reserve and the liquidity risk reserve.

The change in the deferred profit-sharing asset and liability is recognized:

- in equity when it relates to changes in the value of "available-for-sale assets";
- in income when it relates to changes in the value of assets "at fair value through profit and loss" or investment property held to cover insurance policies, as well as changes in provisions for prolonged declines in value in "available-for-sale assets".

Application of the shadow accounting mechanism resulted in the recognition of a deferred profit-sharing liability on December 31, 2014 as on December 31, 2013.

(in millions of euros)	2014	2013
Total net deferred profit-sharing asset	-	-
Total net deferred profit-sharing liability	3,411	1,317

In the case of deferred profit-sharing assets, a recoverability test is carried out. Deferred profit-sharing may be recovered depending on the intention and ability of companies to steer future compensation of contracts according to resources. These are sensitive to:

- changes in the equity and bond markets;
- changes in net inflows, which result from the commercial appeal of policies and the propensity of policy holders to renew their contracts;
- available reserves and own resources within companies to hold assets for a period compatible with changes in liabilities and consistent with market cycles.

Prospective analysis of the deferred profit-sharing asset's recoverability is therefore carried out to demonstrate the ability and intention of companies to meet liquidity requirements over the remaining recoverability period without selling investments in unrealized losses. This process corresponds to a forward-looking view of future cash flows, built following regulatory and contractual conditions applied to contracts and with the help of economic scenarios based on historic probability.

2.9 Institutional operations

Natixis

In accordance with Article 41 of the Amended Finance Act for 1997 (No. 97-1239 of December 29, 2007), amended by Article 121 of the Amended Finance Act for 2008 (No. 2008-1443 of December 30, 2008) and the agreement signed with the French State on September 21, 2011, Natixis manages certain public procedures on behalf of the French State, mainly consisting of loans and gifts to foreign States conferred in the framework of Public Development Aid ("Emerging Country Reserve" loans and gifts to the "Fund for Private-Sector Aid and Studies") and the stabilization of interest rates for export credit guaranteed by Coface. The related transactions, some of which may be guaranteed by the State, are recognized separately in the financial statements. The State and other related creditors have a specific right over the assets and liabilities allocated to these institutional operations. The bank's assets and liabilities relative to these operations are identified on the balance sheet under each of the headings concerned with these operations.

Coface

Revenues derived from the management of public procedures represent the fees paid by the French State. The methods and principles of this compensation are set in a financial agreement between the State and Coface. This agreement, signed on February 24, 2012, covers a four-year period (2012-2015) and replaces the previous financial agreement signed in 2008.

€62.5 million was booked for 2014, versus €60 million in 2013.

Premiums paid by customers, claims covered and amounts recovered as a result of these guarantees are paid over to the State. Accordingly, they are not included in the Group's consolidated financial statements. Expenses relating to public procedures management are mainly incurred in delivering State guarantees, managing claims, and recovering debts covered by the guarantees.

2.10 Currency conversion of the statements of foreign subsidiaries and branches

Natixis' consolidated financial statements are prepared in euros.

The balance sheets of foreign subsidiaries and branches whose functional currency is not the euro are translated into euros at the closing exchange rate, except for share capital, reserves and capital allocations, which are translated at the historic exchange rate. The income statements of foreign subsidiaries and branches whose functional currency is not the euro are translated at the average exchange rate for the year. Any resulting translation gains or losses arising regarding both balance sheet and income statement items are recognized in equity under "Translation adjustments" for the portion attributable to the Group and "Minority interests" for the portion attributable to third parties.

Natixis elected to use the option available under IFRS 1 on first-time adoption, namely to transfer the cumulative balance of translation adjustments existing at January 1, 2004, to consolidated reserves. If a foreign entity is subsequently sold, the gain or loss on the disposal will include only those translation gains or losses arising after January 1, 2004.

NOTE 3 CONSOLIDATION SCOPE

3.1 Key events

BPCE Assurances

In the first quarter of 2014, in line with Groupe BPCE's strategy for developing its bancassurance model, Natixis – via Natixis Assurances – bought BPCE's 60% stake in BPCE Assurances.

As BPCE Assurances is an entity controlled by Natixis and an entity controlled by BPCE, the transaction is deemed to have been carried out under joint control. Under this method, the acquired entity's assets and liabilities were taken at their carrying value and the difference between the price paid and Natixis' share in the carrying values of BPCE Assurances' assets and liabilities was deducted from equity. The use of this method is equivalent to deducting goodwill from consolidated equity.

In light of Natixis Assurances' ownership interest in BPCE Assurances (60%), Natixis exercises control over Natixis Assurances pursuant to IFRS 10 and has fully consolidated this entity.

This transaction generated goodwill of €137 million, recorded directly in shareholders' equity, group share.

Coface

On June 26, 2014, Natixis placed nearly 80 million Coface shares accounting for 51% of its share capital on the market at a price of €10.40 per share.

An over-allotment option was granted at the time on approximately 11.9 million shares, which were fully placed on the market at the same date.

This option was fully exercised on July 2, 2014 by the banks in the placement syndicate, at the bid price, i.e. €10.40 per share. After the over-allotment option was fully exercised, Natixis held 41.35% of Coface share capital.

At December 31, 2014 and after the capital increase reserved for employees and the implementation of a liquidity contract, Natixis held a 41.26% stake in Coface. In view of its percentage holding and its role in Coface's governance as the leading shareholder, Natixis had control of and fully consolidated Coface in accordance with IFRS 10.

This transaction generated a capital loss of €135 million, recorded directly in shareholders' equity, group share.

First application of IFRS 10 and IFRS 11

As a result of the application of IFRS 10 on January 1, 2014, Natixis consolidated the Versailles and Bleachers multi-seller conduits as well as five invested funds representing unit-linked insurance policies *(Fructifonds profil 3, Fructifonds profil 6, Fructifonds profil 9, Zelis actions monde and Odeis 2006 PR).*

The application of IFRS 11 on January 1, 2014 led to the consolidation of the EDF Investment Group (EIG) entity using the equity method. Until then, the entity had been consolidated in accordance with the proportional consolidation method.

The following table summarizes the main impacts of the first application of IFRS 10 and IFRS 11 on the financial statements for fiscal year 2013.

Assets

(in millions of euros)	12.31.2013 reported	IFRS 10 impacts	IFRS 11 impacts	12.31.2013 restated
Cash and balances with central banks	40,891	0	0	40,891
Financial assets at fair value through profit and loss	218,324	417	0	218,741
Hedging derivatives	1,733	(2)	(2)	1,730
Available-for-sale financial assets	40,678	0	(117)	40,561
Loans and receivables due from banks	77,600	3	(1)	77,602
Customer loans and receivables	87,975	2,223	(434)	89,764
Revaluation adjustments on portfolios hedged against interest rate risk	0	0	0	0
Held-to-maturity financial assets	3,025	0	0	3,025
Current tax assets	459	0	0	459
Deferred tax assets	3,139	0	0	3,139
Accrual accounts and other assets	30,768	(19)	0	30,749
Non-current assets held for sale	180	0	0	180
Investments in associates	140	0	526	666
Investment property	1,273	0	0	1,273
Property, plant and equipment	618	0	0	618
Intangible assets	675	0	0	675
Goodwill	2,652	0	0	2,652
TOTAL ASSETS	**510,131**	**2,622**	**(29)**	**512,725**

Liabilities

(in millions of euros)	12.31.2013 reported	IFRS 10 impacts	IFRS 11 impacts	12.31.2013 restated
Due to central banks	0	0	0	0
Financial liabilities at fair value through profit and loss	186,049	314	0	186,362
Hedging derivatives	532	0	(1)	531
Due to banks	127,657	(73)	(27)	127,557
Customer deposits	60,240	447	0	60,687
Debt securities	38,779	1,929	0	40,708
Revaluation adjustments on portfolios hedged against interest rate risk	163	0	0	163
Current tax liabilities	357	0	0	357
Deferred tax liabilities	146	0	0	146
Accrual accounts and other liabilities	28,970	1	(1)	28,970
Liabilities on assets held for sale	27	0	0	27
Insurance companies' technical reserves	44,743	0	0	44,743
Provisions	1,447	0	0	1,447
Subordinated debt	3,076	3	0	3,079
Equity group share	**17,900**	**0**	**0**	**17,900**
Share capital and reserves	9,334	0	0	9,334
Consolidated reserves	7,847	0	0	7,847
Gains and losses recorded directly in equity	(95)	0	0	(95)
Non-recyclable gains and losses recorded directly in equity	(70)	0	0	(70)
Net income/(loss) for the period	884	0	0	884
Non-controlling interests	45	1	0	46
TOTAL LIABILITIES	**510,131**	**2,622**	**(29)**	**512,725**

Income statement

(in millions of euros)	12.31.2013 reported	IFRS 10 impacts	IFRS 11 impacts	12.31.2013 restated
Net revenues	6,848	0	(16)	6,832
General operating expenses	(4,985)	0	0	(4,985)
Net depreciation, amortization and impairment of property, plant and equipment and intangible assets	(250)	0	0	(250)
Gross operating income	1,614	0	(16)	1,597
Provision for credit losses	(328)	0	0	(328)
Operating income	1,285	0	(16)	1,269
Share in income of associates	21	0	13	34
Gain or loss on other assets	160	0	0	159
Change in value of goodwill	(14)	0	0	(14)
Pre-tax profit	1,451	0	(3)	1,448
Income tax	(568)	0	3	(565)
Net income	883	0	0	883
Non-controlling interests	1	0	0	1
NET INCOME (GROUP SHARE)	**884**	**0**	**0**	**884**

3.2 Changes in consolidation scope since January 1, 2014

The main changes in scope since January 1, 2014 were as follows:

3.2.1 Wholesale Banking

Newly consolidated entities

- Consolidation of Contango Trading S.A. (commodities brokerage);
- In accordance with IFRS 10 at January 1, 2014, consolidation of the Versailles and Bleachers securitization conduits;
- Consolidation of Natixis Structured Issuance (issuing structure);
- Consolidation of Trez Commercial Finance Limited Partnership (securitization of mortgage loans).

Deconsolidated entities

Liquidation of the following entities:

- Sahara finance EUR Ltd;
- Natixis Funding USA;
- Natixis Derivatives Inc;
- Natixis Malta Investments Limited;
- Califano Investments Limited;
- Ultima Trading & Global Strategies Limited (UTGS1, UTGS2 and UTGS3);
- Bloom Asset Holding Fund PLC;
- NexGen Mauritius Limited.

Restructuring

- Merger of ICMNA Australia Holding under Natixis Financial Products, with no impact on the consolidated financial statements.

3.2.2 Investment Solutions

Newly consolidated entities

- Under the "New Frontier" plan, Natixis Assurances bought out the 60% stake held by Groupe BPCE in BPCE Assurances and in its 50%-owned service subsidiary: BPCE Assurances Production Services (BPCE APS). Both entities were fully consolidated.
- Consolidation of the following asset management companies:
  - Alliance Entreprendre;
  - Dahlia Partners;
  - Seventure Partners;
  - Euro Private Equity S.A;
  - Dorval Finance, following the acquisition of an additional 25.1% of the company's shares in Q3 2014. Partial goodwill of €20.8 million was recognized upon the acquisition.
- Consolidation of the following companies:
  - NGAM Uruguay;
  - NAM US;
  - AEW value investors Asia II GP Limited;
  - Seeyond Multi Asset Allocation Fund;
  - NGAM Mexico.
- Newly consolidated entity following the acquisition of 100% of the following entities by NexGen in Canada:
  - NexGen Financial Corporation;
  - NexGen Financial Limited Partnership;
  - NexGen Limited;
  - NexGen Investment Corporation;
  - NexGen Ontario Inc.

This acquisition generated goodwill of €9.6 million.

- In accordance with IFRS 10 at January 1, 2014, consolidation of five funds predominantly invested by Natixis Assurance representing unit-linked policies:
  - Fructifonds profil 3;
  - Fructifonds profil 6;
  - Fructifonds profil 9;
  - Zelis actions monde;
  - Odeis 2006 PR.

Deconsolidated entities

- Liquidation of the Odeis 2006 PR fund in the second quarter of 2014.
- Sale of Hansberger activities.

3.2.3 Specialized Financial Services

Newly consolidated entities

- Creation of the Natixis Loan Funding (NLF) securitization fund. This fund carries out issues backed by loans from Natixis business lines.

3.2.4 Financial Investments

Coface

Newly consolidated entities

- Reinsurance entity Coface Re.
- Coface Israel branch.

Private Equity

Deconsolidated entities

- Deconsolidation at January 1, 2014 of the following entities after they fell below the consolidation threshold:
  - Natixis Private Equity International Singapore;
  - Natixis venture selection;
  - NEM invest SAS.

3.3 Interests in subsidiaries

3.3.1 Material non-controlling interests

The main subsidiaries in which non-controlling interests are material at December 31, 2014 are Coface and BPCE Assurances.

(in millions of euros)		12.31.2014									
				Non-controlling interests			Concise financial information about entities				
Name of entity	Place of establishment	Percentage interest in non-controlling interests	Percentage control of non-controlling interests (if different)	Income attributable to the owners of non-controlling interests over the period	Amount of non-controlling interests in the subsidiary	Dividends paid to the owners of non-controlling interests	Total assets	Total debt (liabilities - equity)	Net income	Total income *
Coface	France	58.74%	58.74%	34	1,104	1	6,587	4,863	125	163
BPCE Assurances	France	40.00%	40.00%	21	132	-	1,506	1,175	52	73
Other entities				21	53	8				
TOTAL				**76**	**1,289**	**9**				

* Comprehensive income includes net income/(loss) and gains and losses recorded directly in equity.

At December 31, 2013, non-controlling interests amount to €45 million.

3.3.2 Impact of changes to percentage holdings in subsidiaries remaining controlled at December 31, 2014

In 2014, Natixis disposed of investments in Coface while retaining control of this subsidiary. The following table shows the impacts of this transaction on Natixis' equity capital.

At December 31, 2014

(in millions of euros)	The Group's % interest at the beginning of the period	The Group's % interest at the end of the period	Impact of changes in the percentage on Equity: Group share (gains or losses on disposals)	Impact of changes in the percentage on Equity: Share of non-controlling interests (change in investment)
The buying by Natixis of minority shareholders' investments	-	-	-	-
Partial disposal by Natixis of its investment				
Coface	*100.00%*	*41.26%*	*(135)*	*1,062*

At December 31, 2013

No material transactions were recorded for 2013.

3.3.3 Impact of the loss of control of entities during the period

At December 31, 2014

No such transaction was recorded.

At December 31, 2013

The following table shows the impact of such loss of control on net income (excluding structured entities):

(in millions of euros)	The Group's % interest at the beginning of the period	The Group's % interest at the end of the period	Deconsolidation date	Value of the investment retained	Profit or loss: P&L Net gains or losses on other assets	Profit or loss: o/w gains or losses from the revaluation of the investment retained
Loss of control of the following subsidiaries						
BP Développement	*37.81%*	*37.81%*	*06.30.2013*	*274*	*-*	*-*

In 2013, following the changes made to the governance of BP Développement, Natixis lost control of the entity. Because this investment had been retained, its revaluation at fair value, on the date that control was lost, did not generate gains or losses to be recognized in income.

3.3.4 Material restrictions

Natixis is subject to liquidity risk supervision, which requires it to establish a liquidity pool limiting the use of the assets constituting it (see section 3.8.4 "Liquidity Risk and Refinancing Strategy "of Chapter [3] "Risk Management and Capital Adequacy" of the registration document).

Furthermore, some entities are subject to local regulations concerning liquidity and solvency.

The share of encumbered assets that cannot be freely used is presented in section 3.8.4 "Liquidity Risk and Refinancing Strategy" of Chapter [3] "Risk Management and Capital Adequacy" of the registration document.

Despite the application of exchange controls in some countries, Natixis did not encounter difficulties transferring the dividends of subsidiaries located in these countries during the period.

3.4 Interests in partnerships and associates

3.4.1 Types of partnerships and associates with which Natixis has dealings

Partnerships (joint operations and joint ventures)

Natixis Financement is a stakeholder in partnerships in the form of sociétés en participation (SEPs), with a lending institution (Banque Populaire bank or Caisse d'Epargne). The purpose of these SEPs is to ensure the origination, distribution, marketing, management and out-of-court collection of:

- personal repayment loans granted by the Banque Populaire or Caisse d'Epargne network;
- revolving credit products granted by Natixis Financement to the customers on the Banque Populaire or Caisse d'Epargne network.

Through these partnerships, the various associates contribute human and material resources and skills. The associates remain the owners of the property or rights available for use by the company (even in the event of the company's liquidation). The company's income is shared in accordance with allocation criteria set out in the by-laws. Decisions concerning the relevant activities of the SEPs are made unanimously. These partnerships are joint operations as defined in IFRS 11.

Natixis does not have interests in joint ventures having a material impact on Natixis' consolidated financial statements.

Associates

The main investment by Natixis consolidated using the equity method at December 31, 2014 is the EDF Investment Group (EIG) entity. This entity met the definition of "joint venture" at December 31, 2013, when IFRS 11 was initially adopted. Following a change in governance in H1 2014, this entity now falls under the definition of "associate".

Table summarizing investments in associates

AT DECEMBER 31, 2014

(in millions of euros)	Value of the investments in associates	Net income	Gains or losses recorded directly in equity
Joint ventures			
Affiliates	**684**	**40**	**17**
EDF Investment Group (EIG)*	532	21	1
Other entities	153	19	17
TOTAL	**684**	**40**	**17**

* *The percentage of ownership and voting rights at 31.12.2014 are 4.49% each.*

AT DECEMBER 31, 2013 (PRO FORMA IFRS 11)

(in millions of euros)	Value of the investments in associates	Net income	Gains or losses recorded directly in equity
Joint ventures			
EDF Investment Group (EIG)*	526	13	(1)
Affiliates	**140**	**21**	**(7)**
TOTAL	**666**	**34**	**(8)**

* *The percentage of ownership and voting rights at 31.12.2013 are 4.49% each.*

3.4.2 Summarized financial information pertaining to material joint ventures and associates

Summarized financial data pertaining to material associates and joint ventures under significant influence are presented below.

	EDF Investment Group (EIG) *
(in millions of euros)	12.31.2014
Valuation method	**Affiliate**
Dividends received	24
Main aggregates	
Total assets	12,509
Total debt	664
Income statement	
Net operating income	*510*
Income tax	*(72)*
Net income	*438*
Gains or losses recorded directly in equity	19

* *Data for EIG established at December 31, 2014 in accordance with IFRS as adopted by the European Union at that date and with the accounting principles and valuation methods applied to Natixis' consolidated financial statements as presented in Note 5.*

See below the reconciliation table for financial information with the book value under the equity method.

	EDF Investment Group (EIG)
(in millions of euros)	12.31.2014
Equity of the associate	11,845
Percentage of ownership	4.49%
Natixis' share in the equity of the associate	532
Goodwill	-
Other	-
Value of the investment in the associate	532

3.4.3 Nature and scope of restrictions

The Group did not encounter significant restrictions on interests held in associates and joint ventures.

3.4.4 Risks associated with interests in joint ventures and associates held by entities

Further to the application of the equity method, there is no unrecognized share of losses over the period in joint ventures or associates.

NOTE 4 STRUCTURED ENTITIES

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to the administrative tasks only and the relevant activities are directed by means of contractual arrangements.

Structured entities generally have one or more of the following characteristics:

- restricted and narrowly-defined activities and objectives;
- low or non-existent equity, i.e. insufficient to allow it to finance its activities without subordinated financial support;
- financing in the form of multiple contractually linked instruments that create concentrations of credit or other risks (tranches);
- few or no employees.

4.1 Scope of structured entities with which Natixis has dealings

4.1.1 General principles

In accordance with IFRS 12, Natixis discloses information for all of the structured entities in which it holds interests and for which it acts in one or more of the following roles:

- originator/structurer/arranger;
- placement agent;
- manager of relevant activities;
- or any other role in which it has a decisive impact on the structuring or management of the transaction.

Interest in an entity is understood to mean a contractual or non-contractual relationship that exposes the entity to the risk of variable returns associated with the performance of another entity. Interests in other entities may be evidenced by, among others, the ownership of equity instruments or debt securities as well as by other links, such as financing, cash loans, credit enhancement and the issuance of guarantees or structured derivatives.

Consequently, the following are not included in the consolidation scope (IFRS 10) or in the scope applicable to the disclosure of additional information (IFRS 12):

- structured entities linked to Natixis solely through an ongoing transaction. This corresponds to an unstructured financial instrument which does not generally have a material impact on the variability of the structured entity's returns and which may be concluded by Natixis with structured entities or with traditionally-governed entities alike. Ongoing transactions are most commonly:
  - vanilla fixed-income/currency derivatives, derivatives with other underlying assets and the lending/borrowing of securities and repos,
  - guarantees and plain vanilla financing granted to family SCIs or certain holdings;
- external structured entities for which Natixis acts simply as an investor. This includes:
  - investments in external mutual funds not managed by Natixis, with the exception of those in which Natixis owns virtually all the shares,
  - interests held in external securitization vehicles for which Natixis acts simply as a minority investor (exposure to these funds is included in the information disclosed with regard to exposures as recommended by the Financial Stability Forum (FSF)),
  - a restricted scope of interests held in real estate funds and external private equity funds for which Natixis acts simply as a minority investor.

The structured entities with which Natixis has dealings can be categorized into four groups: entities created within the context of structured financing, asset management funds, securitization vehicles and entities established for other types of transactions.

In accordance with IFRS 10, consolidation analyses for structured entities are performed taking into account all of the criteria referred to in paragraph 2.2.1.

4.1.2 Structured finance transactions

In order to meet financing requirements for movable assets (involving air, sea or land transportation), real estate, corporate acquisitions (LBO financing) or commodities, Natixis may be required to create structured entities around a specific financial transaction on behalf of a customer.

Auto-pilot mechanisms are generally in place for these structures. In the case of leasing contracts, the transaction must be structured such that its income always amounts to zero. As such, only default events would be capable of modifying the structured entity's income, by leading to the disposal of the rights to the assets once the guarantees have been exercised. Natixis has the power to have the assets sold in the event of a default event, acting either alone or via the bank syndicate agent. This right equates to a protective right because Natixis would never benefit from the income from the sale beyond the amount of the balance due under the loan agreement. As such, Natixis does not have power over such entities' relevant activities.

When auto-pilot mechanisms are not in place for these structures, it is generally the sponsor who oversees activities which are relevant and which generate returns. As previously, Natixis' rights as lender are protective rights limited to the amount of its receivable. As such, Natixis does not have power over such entities' relevant activities.

In addition, Natixis is rarely a shareholder in such entities and, when it is, it generally holds a non-controlling interest. The entities for which Natixis is the majority shareholder are limited in number and do not have a material impact on the consolidated financial statements.

4.1.3 Asset management transactions

Mutual funds

1. Non-guaranteed mutual funds

In the context of mutual funds, relevant activities are investment and divestment activities involving securities in fund assets. These activities are managed in a discretionary manner on behalf of investors by the management companies of NGAM and Banque Privée 1818.

The compensation of NGAM and Banque Privée 1818 as managers is marginal compared to the returns generated for investors. Indeed, the management and incentive fees are obtained on the market and are consistent with the services rendered, since the asset management activity takes places on a competitive and international market.

In the absence of rights held by third parties (e.g. withdrawal or fund redemption/liquidation rights), the control of mutual funds managed by NGAM and Banque Privée 1818 is assessed according to the combined interests held by the entities and business lines within Natixis' consolidated scope:

- as managers, NGAM and Banque Privée 1818 do not invest in the funds and generally own only several shares;
- Natixis Assurances may take out interests in mutual funds via its insurance subsidiaries. These interests are subscribed in the form of euro-denominated or unit-linked insurance policies:
  - Euro-denominated policies are policies under which the insured party receives a minimum guaranteed return plus the major share of the surpluses generated by the insurance company's main fund. Any shortfall between the fund's return and the minimum guaranteed return is borne by the insurer, which thus incurs the risks;
  - Unit-linked policies are policies under which the insured party selects the funds in which the insurer invests on its behalf. The value of the insurer's interest in such funds is reflected in the insurance policies. Invested funds representing unit-linked policies, which were not consolidated under SIC 12, are now consolidated under IFRS 10 if all of the control criteria are met cumulatively and if the funds have a material impact;
- other Natixis entities and business lines may hold minority interests, intended mainly to meet cash investment needs.

A fund is subject to consolidation:

- if Natixis acts as principal, i.e. if Natixis is a manager and is non-revocable by a limited number of persons and if Natixis holds a large enough material interest to conclude that it controls the fund;
- or if Natixis is not a manager but owns virtually all the shares.

2. Guaranteed mutual funds

Natixis guarantees the capital and/or performance of certain mutual funds. These packaged funds are passively-managed funds. Once the structuring is established initially, it is fixed for the fund's entire lifetime. Natixis has relatively limited exposure to negative variable returns thanks to the fund's strict management by the NAM management company and a robust risk control system put in place upon structuring and monitored throughout the fund's lifetime. These controls significantly limit the risk of guarantee activation.

Just as for non-guaranteed mutual funds, guaranteed mutual funds are subject to consolidation under IFRS 10 whenever Natixis acts as principal (e.g. Natixis acts as an irrevocable manager and holds a material interest).

Real estate funds

The relevant activities of these funds are those involving the investment and divestment of real estate assets. These funds are managed on behalf of investors by the management companies of NGAM (AEW Europe, AEW Growth Management, etc.).

With regard to compensation, the returns received by Natixis include income received by Natixis as a management company (management fees, incentive fees, etc.) and as an investor (dividends).

A fund is subject to consolidation if Natixis acts as principal (e.g. Natixis is a manager and is non-revocable by a limited number of persons and holds material variable returns).

Private equity funds

As part of its Private Equity operations, Natixis makes equity investments in unlisted companies via venture capital vehicles (Fonds Communs de Placement à Risque – FCPRs – venture capital funds and SICARs – Sociétés d'Investissement à Capital Risque – venture capital companies) and limited partnerships which it has typically managed.

The analysis criteria for IFRS 10 consolidation applied to private equity funds are the same as those applied to real estate funds. A fund is subject to consolidation if Natixis acts as principal (e.g. Natixis is a manager and is non-revocable by a limited number of persons and holds material variable returns).

4.1.4 Securitization transactions

Securitization vehicles

Securitization transactions are generally constituted in the form of structured entities used to segregate assets or derivatives representative of credit risks.

The purpose of such entities is to diversify and tranche the underlying credit risks, most often with a view to their acquisition by investors seeking a certain level of compensation based on the level of risk assumed.

The assets of these vehicles, and the liabilities they issue, are rated by the rating agencies, which continually monitor the suitability between the level of risk associated with each tranche sold and the rating attributed.

The following types of securitization are encountered at Natixis and involve structured entities:

- transactions through which Natixis (or a subsidiary) transfers credit risk related to one of its asset portfolios to a dedicated vehicle in cash or synthetic form;
- securitization transactions on behalf of third parties. These transactions consist in placing the assets of a third-party company in a dedicated structure (generally a special purpose entity (SPE) or a conduit). The SPE issues shares that may in some cases be subscribed to directly by investors, or subscribed to by a multi-seller conduit which refinances the purchases of its shares by issuing short-maturity "notes" (treasury notes or commercial paper).

Natixis is mainly involved in these entities in its capacity as:

- structurer/arranger of securitization transactions;
- originator of securities or loans held as assets and pending securitization;
- credit risk intermediary between the market and the securitization entity.

Natixis is also the sponsor of two ABCP (asset-backed commercial paper) conduits: Magenta and Versailles.

The Versailles conduit is consolidated, with Natixis holding power over activities relevant to the conduit enabling it to influence the amount of its returns, given its prominent role in the choosing and management of acquired receivables as well as the management of the issuance program.

In contrast, given that Natixis is not part of the governing body holding the power to decide on activities relevant to the Magenta conduit, it is not consolidated in Natixis' accounts.

Management of CDO asset management structures

The NGAM sub-group is involved in such funds as manager of the underlying portfolio for third-party investors. Its role is strictly defined by the portfolio management agreement, which never provides it with effective control of the structure but rather with the role of agent. Furthermore, neither NGAM nor any other Natixis entity holds a material interest in these funds. Therefore, Natixis is not significantly exposed to the variability of returns. Consequently, no such fund was consolidated as of December 31, 2014.

Credit insurance (Coface)

The Coface sub-group's credit enhancement operations consist of insuring receivables securitized by a third party for investors via a structured entity for losses in excess of a predefined amount. A distinction must be made between the policies taken out by the German branch Coface Deutschland and those taken out by Compagnie Française d'Assurance pour le Commerce Extérieur:

- under the German policies, the credit insurer is only liable for losses in excess of a deductible termed the Aggregate First Loss. This first loss tranche contractually defines the amount of first losses that are not covered by the credit insurer. The coverage provided by Coface Kredit via these policies is similar to "Natural disaster" type coverage. An analysis of these structures shows that the amount of the first loss is systematically higher than the expected loss, namely the average losses expected over the year. Furthermore, the activity of the structured entity is not conducted on behalf of the credit insurer, which is only a protection seller. Coface Kredit does not sponsor the securitization structures. Coface Kredit does not play any role in determining the activity of the structured entity, nor in its operational or administrative management. Coface Kredit has no power over the relevant activities of the securitization vehicle (selecting receivables comprising the portfolio, managing receivables, etc.) As the criteria for powers and significant exposure to returns are not met, these funds are not subject to consolidation;
- the French policies taken out by Coface rarely include non-covered "first losses". However, the policies only cover a small portion of the receivables held by the SPE. Furthermore, the quality of portfolio risk covered by Coface, compared to that borne by the other stakeholders (other insurers, sponsors, sellers) is not such as to significantly transfer the structure's risks to Coface. In addition, Coface France does not play any role in determining the activity of the structured entity, nor in its operational or administrative management. In the event of a guarantee activation, Coface only has powers corresponding to its protective rights. Indeed, Coface France does not have any power over activities relevant to the securitization vehicle. Accordingly, such funds do not require consolidation.

4.1.5 Other transactions

- Natixis controls a certain number of vehicles whose purpose is to manage operating property and non-operating property. The relevant activity is mainly the management of property as sources of returns for shareholders. Natixis generally has power over these activities. Such SPEs are consolidated once Natixis has a material interest and if they are material to the consolidated financial statements of Natixis.
- The Natixis Lease sub-group owns a certain number of structured entities which own real estate assets. Three of them are consolidated to the extent that Natixis has power over the relevant activities and is significantly exposed to the variability of returns.
- CEGC controls two SCIs which hold the business line's operating property. CEGC also controls a third SCI which owns real estate assets.
- Natixis Coficiné has relationships with:
  - structured entities created by producers to host a film production. Coficiné is involved only as a lender. It has no stake in the entity, which is wholly owned by the producer. Coficiné does not participate in managing the entity, as activity falls within the remit of the producer. Coficiné, and therefore Natixis, has no power over the relevant activities of these structured entities and has no control under IFRS 10;
  - Film Industry Financing companies (SOFICA). Natixis holds a non-material stake in these SOFICAs and receives management fees at market rates consistent with the services rendered. Natixis does not hold any other interests in these structured entities. Therefore, they are not subject to consolidation under IFRS 10.

4.2 Interests held in non-consolidated structured entities

The table below shows the (i) book value of interests held by Natixis in structured entities, broken down by major activities, as well as (ii) the maximum exposure to the risk of loss attributable to these interests.

In terms of the size of the structured entities, the data presented in the table below varies according to activity:

- for *Securitization*, it is the total issues under balance sheet liabilities;
- *for Asset management,* it is the fund's net assets;
- for *Structured financing,* it is the amount of remaining outstanding loans due to banks in the pool (drawn outstandings);
- for other activities, it is the total assets.

The maximum risk exposure corresponds to the cumulative amount of interests recorded under balance sheet assets and commitments given, minus contingency reserves recorded under liabilities and guarantees received:

- the "Notional amount of derivatives" item corresponds to the notional amount of option and CDS sales agreed to by Natixis with structured entities;
- guarantees received are guarantees granted by third parties to Natixis to cover its exposure related to structured entities. They are only included on the "Guarantees received" line and are not deducted from the asset items.

(in millions of euros)	12.31.2014 Securitization	Asset management	Structured financing	Other activities	Total
Financial assets at fair value through profit and loss	**303**	**5,523**	**1,069**	**1**	**6,897**
Trading derivatives	144	132	119	1	397
Trading instruments (excluding derivatives)	140	1,528	151	-	1,819
Financial instruments at fair value through profit and loss	19	3,863	799	-	4,681
Available-for-sale financial assets	**183**	**2,272**	**45**	**27**	**2,527**
Loans and receivables	**2,507**	**1,604**	**11,092**	**1,142**	**16,345**
Held-to-maturity financial assets	-	-	-	-	-
Other assets	**54**	**62**	**9**	**31**	**157**
TOTAL ASSETS	**3,047**	**9,462**	**12,214**	**1,202**	**25,925**
Financial liabilities at fair value through profit and loss (derivatives)	**59**	**112**	**27**	**4**	**201**
Provisions	-	-	**8**	**5**	**13**
TOTAL LIABILITIES	**59**	**112**	**35**	**8**	**214**
Financing commitments given	**3,962**	**451**	**1,533**	**757**	**6,702**
Guarantees given	**511**	**8,340**	**645**	**5**	**9,501**
Guarantees received	**2**	**911**	**10,263**	-	**11,177**
Notional amount of sales of options and CDS	**1,621**	-	**1,679**	**65**	**3,365**
MAXIMUM EXPOSURE TO RISK OF LOSS	**9,140**	**17,342**	**5,799**	**2,023**	**34,304**
SIZE OF STRUCTURED ENTITIES	**34,507**	**117,578**	**50,843**	**4,508**	**207,437**

For Asset management entities, guarantees given correspond to capital and/or performance guarantees given to mutual funds (*see Note 4.1.3*).

4.3 Non-consolidated structured entities in which Natixis is involved only as a sponsor

With respect to information that must be disclosed under IFRS 12, Natixis sponsors a structured entity when the two following indicators are both met:

Natixis is involved in the creation and structuring of the structured entity; and Natixis contributes to the entity's success by transferring assets to it or by managing the structured entity's relevant activities.

Where Natixis' participation is simply as an advisor, arranger, custodian or placement agent, the structured entity is presumed not to be sponsored by Natixis.

Natixis plays the role of sponsor for:

- mutual funds initiated by a Natixis management company and in which Natixis holds no stake nor any other interest. Reported income includes management and incentive fees received by Natixis, as well as profits and losses resulting from ongoing transactions with these funds;
- a US activity consisting of originating and selling real estate loans to securitization vehicles, created by Natixis with third parties and in which Natixis holds no interest. Reported income includes structuring fees as well as capital gains and losses on the assignment of receivables.

(in millions of euros)	12.31.2014 Securitization	Asset management	Total
Revenues drawn from the entities	**46**	**927**	**973**
Revenues net of interest		2	2
Revenues net of fees and commissions		916	916
Net gains or losses on instruments at fair value through profit and loss	46	9	55
Carrying amount of the assets transferred from the entity over the year*	**1,085**		**1,085**

* *The book value of assets transferred to these vehicles corresponds to assets sold by Natixis during 2014, where the information on the sold amounts by all investors is not available.*

4.4 Financial support to structured entities

Natixis did not grant any financial support to consolidated or non-consolidated structured entities in a context of financial difficulties.

NOTE 5 ACCOUNTING PRINCIPLES AND VALUATION METHODS

5.1 Financial assets and liabilities (excluding derivatives)

At initial recognition, financial assets and liabilities are measured at fair value, corresponding to their acquisition price at that date. Their subsequent accounting treatment depends on their balance sheet classification. In accordance with IAS 39, financial assets are classified in one of the four categories of financial assets set out below:

Financial assets at fair value through profit and loss

These are instruments held for trading purposes or designated at fair value through profit and loss on initial recognition in accordance with the fair value option amendment to IAS 39 (published by the IASB in June 2005 and adopted by the European Union on November 15, 2005).

Securities held for trading purposes are those acquired by Natixis principally to be sold in the near term and those forming part of a portfolio of financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit taking.

Securities valued under this option fall into one of the following three categories:

- hybrid instruments that contain one or more significant and separable embedded derivative features;
- instruments belonging to a group of financial assets valued and managed on a fair value basis;
- instruments that present an inconsistency in accounting treatment with a related financial liability.

As stated in Note 2, Natixis has elected to use the option provided by IAS 28 and IAS 31, i.e., not to account for interests held by Private Equity subsidiaries using the equity method if they are designated as "Financial assets at fair value through profit and loss". In accordance with the fair value option amendment, Private Equity investments less than 20%-owned are also recognized as "Financial assets at fair value through profit and loss", since managing and measuring these investments at fair value is a well-established practice within Private Equity companies.

Financial assets at fair value through profit and loss are measured on initial recognition at market value, with transaction recognized in the income statement.

The market value is reviewed at each subsequent reporting date in line with the principles outlined in Note 5.6 "Fair value of financial instruments". Any changes including accrued interest are recorded in "Net gains or losses on financial instruments at fair value through profit and loss" in the consolidated income statement.

Held-to-maturity financial assets

These are non-derivative financial assets with fixed or determinable payments and fixed maturities that Natixis has the clear intention and ability to hold through to maturity, other than those that are designated on initial recognition as at fair value through profit and loss (fair value option) or available-for-sale, and those that meet the definition of loans and receivables.

On initial recognition, available-for-sale financial assets are measured at fair value including transaction costs. After initial recognition, loans and receivables are measured at amortized cost using the effective interest rate method, and tested for impairment at each reporting date. Where necessary, an impairment charge is recorded in income under "Provision for credit losses". Transactions intended to hedge interest rate risk on these securities are not permitted under IFRS.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted on an active market, other than those designated as at fair value through profit and loss or available-for-sale. This excludes assets for which the holder cannot recover the majority of the initial investment other than because of a credit deterioration, which should be classified as available-for-sale. The vast majority of loans granted by the Group are classified in this category. Loans and receivables also include the fair value of the hedged component of assets classified in this category (fair value hedges).

On initial recognition, loans and receivables are measured at fair value (i.e. face value) plus transaction costs and less any discount and transaction revenues. In the case of loans, transaction costs include fees and any expenses directly attributable to setting up the loan.

After initial recognition, loans and receivables are measured at amortized cost using the effective interest rate method, and tested for impairment at each reporting date. Where necessary, an impairment charge is recorded in income under "Provision for credit losses".

When loans are granted at below-market interest rates, a discount corresponding to the difference between the face value of the loan and the sum of future cash flows discounted at the market interest rate is deducted from the face value of the loan. The market rate of interest is the rate applied by the vast majority of financial institutions at any given time for instruments and counterparties with similar characteristics.

Specific case concerning shares of syndicated loans held for sale

Loans outstanding with a theoretical syndication date expired as at the reporting date were analyzed on a case-by-case basis in order to take into account the market discounts observed at the end of the reporting period. Changes in the discounts recognized for the period are shown in "Net gains or losses on available-for-sale financial assets".

Specific case concerning assets reclassified as "Loans and receivables"

"Loans and receivables" also include non-derivative financial assets initially classified at fair value through profit and loss or available-for-sale, but subsequently reclassified as "Loans and receivables", under the conditions set out in the "Reclassification of financial assets" amendment to IAS 39 and IFRS 7 published on October 13, 2008. Assets reclassified in accordance with this amendment meet the definition of loans and receivables at the reclassification date, i.e., they are not quoted on an active market, or were no longer quoted on an active market at the reclassification date. Assets reclassified in accordance with this amendment cannot be held with the intention of being sold in the near term.

The instruments are reclassified based on their fair value at the reclassification date. The difference between this amount and the estimated cash flows the entity expects to recover at the reclassification date is recognized as net revenues over the instrument's expected maturity, based on the effective interest rate at that date. After reclassification, the assets are measured at amortized cost using the effective interest rate method and will be tested for impairment at each reporting date. Any resulting impairment losses will be recognized in income under "Provision for credit losses".

If the amount of the impairment loss decreases in a subsequent period and the decrease can be related objectively to an event occurring after the impairment was recognized, all or part of the previously recognized impairment loss may be reversed.

If estimates of future cash flows as of the reclassification date are revised upwards in subsequent reporting periods, the impact is accounted for as an adjustment to the effective interest rate at the date of the change in estimate.

The reserve to be recycled to the income statement in respect of instruments reclassified from "Available-for-sale financial assets" to "Loans and receivables" remains fixed at its level as of the reclassification date. The amounts in question are recycled to income using the effective interest rate method over the residual life of the assets, or immediately if the instrument has been impaired or sold since reclassification.

The carrying amount of reclassified financial assets is provided in Note 6.7.2 and the fair value is disclosed in Note 6.7.8.

Specific case of loans restructured due to the debtor's financial situation

"Restructured" loans correspond to loans with modified terms under which Natixis grants a concession to borrowers facing or likely to face financial difficulties. They are a combination of a concession granted by Natixis and financial difficulties experienced by the borrower.

The modified terms of "restructured" loans must put the borrower in a more favorable situation (e.g. suspension of interest or principal payment, extension of term, etc.) and are confirmed by the use of amendments that modify the terms of an existing contract or by the full or partial refinancing of an existing loan.

Financial difficulties are determined by observing a number of criteria such as amounts past due for over 30 days or an at risk rating. The "restructuring" of a loan does not necessarily result in the counterparty being classified in the Basel default category, as the financial difficulty is addressed before the counterparty is downgraded into the Basel default category.

For restructured loans either fully or partially converted into a substantially different asset (such as an equity instrument) or giving rise to a change of counterparty:

- the new instruments are booked at fair value;
- the difference between the book value of the derecognized loan (or portion of the loan) and the fair value of the assets received in exchange is entered as a loss under provision for credit losses;
- any previous provision created on the loan is adjusted on the basis of the discounting of the new recoverable flows from the non-derecognized portion of the loan and is reversed in full if the loan is converted into new assets.

Available-for-sale financial assets

Available-for-sale financial assets include non-derivative financial assets that are not classified as loans and receivables, held-to-maturity investments or financial assets at fair value through profit and loss. Assets in this category include Natixis' investments in non-consolidated companies. Securities classified in this category are initially recognized at their market value. At the reporting date, they are remeasured at their market value determined based on the market price for listed instruments.

The fair value of listed non-consolidated investments corresponds to their last listed price prior to the reporting date. The fair value of unlisted non-consolidated investments is obtained using the P/E (price/earnings) ratio or DCF (discounted cash flow) valuation methods or share in (revalued on non-revalued) equity.

Gains or losses arising from changes in the fair value (excluding revenues) of available-for-sale financial assets that are not hedged are recognized directly in equity under "Gains and losses recorded directly in equity". Accrued or earned income is recognized in the income statement under "Interest and similar income" using the effective interest rate method. Available-for-sale financial assets are tested for impairment at each reporting date. Where there is objective evidence that an asset is impaired and a decline in the fair value has already been recognized directly in equity, the cumulative impairment loss is removed from equity and taken to income under "Provision for credit losses" (debt instruments) or "Net revenues" (equity instruments).

Determining whether there is objective evidence of impairment is based on a multi-criteria approach and independent expert opinions, particularly in the case of debt instruments. Evidence of impairment includes:

- for debt instruments: default on interest or principal payments, existence of mediation, warning or legal reorganization procedures; counterparty bankruptcy and any other indicator pointing to a material decline in the counterparty's financial position, such as losses on completion projected by discounted cash flow models;
- for equity instruments (excluding investments in unlisted companies): any item suggesting that the entity will not be able to recover all or part of its initial investment. Securities presenting an unrealized capital loss of over 30% on their face value, or presenting an unrealized capital loss for a period of more than six months, are systematically tested for impairment. The test involves a qualitative analysis considering a variety of factors such as share price performance over a given period or information relating to the issuer's financial position. Where necessary, an impairment loss is recognized based on the market price at the reporting date. Irrespective of this analysis, an impairment loss is systematically recognized when securities present an unrealized capital loss of over 50% at the reporting date, or an unrealized capital loss on their face value for a period of more than 24 months;

- for investments in unlisted, non-consolidated companies: unrealized capital losses of over 20% on their face value for a period of more than 18 months, or significant changes in the technological, market, economic or legal environment having an unfavorable impact on the issuer, suggesting that the amount invested in the equity instrument may not be recoverable;
- for shares in venture capital funds (FCPRs), net asset value alone is not enough to determine whether there is any evidence that the initial investment might not be recovered. This is because net asset value during the investment phase is reduced by start-up costs (structuring and brokerage fees, etc.). Accordingly, for investments of this type which are not quoted on an active market, the following impairment principles apply:
  - no impairment is recognized if, at the reporting date, the position and results of the fund are in line with the business plan,
  - if this is not the case, the business plan must be revised in order to determine whether or not the securities should be impaired.

If the fair value of an available-for-sale financial asset increases during a subsequent period, and this increase can be objectively linked to an event occurring after the impairment loss was charged to income:

- reversals of impairment losses on equity instruments are recorded in equity rather than in the income statement;
- reversals of impairment losses on debt instruments are recorded in the amount of the previously recorded impairment loss.

In accordance with IFRIC 10, impairment losses recorded against equity instruments at interim reporting dates are frozen in income and cannot be reversed until the securities are sold.

Recognition date for securities transactions

Securities bought or sold are, respectively, recognized or derecognized on the settlement date, regardless of their accounting category.

5.2 Leases

Transactions where Natixis is a lessor

Leases are classified as finance leases when substantially all of the risks and rewards incidental to ownership are transferred to the lessee. All other leases are classified as operating leases.

IAS 17, which sets forth the accounting treatment of leases, gives five examples of situations where substantially all of the risks and rewards incidental to ownership are transferred to the lessee:

- the lease transfers ownership of the asset to the lessee by the end of the lease term;
- the lessee has the option to purchase the asset at a price that is expected to be sufficiently below the fair value at the date the option becomes exercisable for it to be reasonably certain, at the inception of the lease, that the option will be exercised;
- the lease term is for the major part of the economic life of the asset;
- at the inception of the lease, the present value of the minimum lease payments amounts to at least substantially all of the fair value of the leased asset;
- the leased assets are of such a specialized nature that only the lessee can use them without major modifications.

IAS 17 also describes three indicators that individually or in combination could also lead to a lease being classified as a finance lease:

- if the lessee can cancel the lease, the lessor's losses associated with the cancellation are borne by the lessee;
- gains or losses from the change in the fair value of the residual value accrue to the lessee;
- the lessee has the ability to continue the lease at a rent that is substantially below the market rent.

On its transition to IFRS, Natixis analyzed the substance of its lease contracts in accordance with the provisions of IAS 17, which are more specific than French GAAP. This led to certain "finance leases" being reclassified as "operating leases".

At inception, assets held under a finance lease are recognized in the lessor's balance sheet and presented as a receivable at an amount equal to the net investment in the lease, corresponding to the present value of minimum lease payments due from the lessee discounted at the rate of return implicit in the lease, plus any non-guaranteed residual value accruing to the lessor.

Revenues under the finance lease are recognized as income at the interest rate implicit in the lease so as to produce a constant periodic rate of return on the lessor's net investment. The interest rate implicit in the lease is the discount rate that, at the inception of the lease, causes:

- the aggregate present value of the minimum lease payments receivable by the lessor and the non-guaranteed residual value, to be equal to the sum of;
- the fair value of the leased asset and any initial direct costs of the lessor, i.e., the costs incurred specifically by the lessor during the set-up of the leasing contract. These two items form the initial value of the asset.

IAS 17 requires that non-guaranteed residual value be reviewed on a regular basis. If there has been a reduction in the estimated non-guaranteed residual value, the allocation of revenues over the lease term is revised (revised depreciation schedule) and any reduction in respect of amounts accrued is recognized immediately.

Finance lease contract revenues corresponding to interest are recognized in the income statement under "Interest and similar income".

Provisions for finance leases are determined using the same method as that described for loans and receivables.

Assets provided under operating leases are shown in the balance sheet under property, plant and equipment or intangible assets in the case of equipment leases, and investment property in the case of property leases. Lease income from operating leases is recognized in the income statement on a straight-line basis over the lease term, under "Income or expenses from other activities".

Transactions where Natixis is a lessee

For consolidation purposes, property, plant and equipment used in the business and held under finance leases is restated and reported under "Property, plant and equipment" where material. At the inception of the lease term, leased property, plant and equipment is recognized at the lower of fair value and the present value of minimum lease payments, with a corresponding entry under debt on the liabilities side of the balance sheet.

Leased assets are depreciated in the same way as owned assets of the same nature.

5.3 Credit risk on assets classified as loans and receivables

a) Assets individually assessed for impairment

At each reporting date, Natixis reviews assets classified as loans and receivables to determine whether there is any objective evidence of impairment arising from one or more events occurring after initial recognition and having an impact on estimated future cash flows. This corresponds to loans identified as non-performing or irrecoverable under French regulations (CRC Regulation 2002-03).

When evidence of impairment exists, Natixis calculates the estimated recoverable amount discounted at the original effective interest rate, taking into account the impact of any available guarantees. Impairment is recognized as the difference between the net carrying amount of the loan and its estimated recoverable amount.

The impairment loss is recorded against the line on which the asset was initially shown for its net amount. Impairment charges and reversals are recorded in the income statement under "Provision for credit losses".

b) Assets collectively assessed for impairment

Financial assets measured at amortized cost for which there is no objective evidence of impairment are included in a group of assets with similar risk characteristics. Where objective evidence of impairment is found to exist for a given group of assets, a collective impairment loss is recorded regardless of whether or not the risk has yet affected one or more individual loans.

Financial assets are grouped according to three characteristics: credit rating for loans to individual and small business customers, and industry risk and geographic risk for corporate, sovereign and other similar counterparties.

In the first risk group comprising individual and small business customers, pre-disputed loans are recognized as impaired.

For the other two risk classes (industry and geographic risk), objective evidence of impairment is based on in-depth analysis and monitoring of business sectors and countries. Such evidence typically arises from a combination of micro or macroeconomic factors specific to the industry or country concerned.

For industry risk, the Sector Risk Department of the Risk division prepares a segment analysis included in a rating scale equivalent to the one used for rating major corporates. The rating procedure is based on the determination of an inherent score that is adjusted according to the position in the cycle, inherent fragility, whether or not there is an outside threat, and the positioning of the Natixis portfolio. Sectors whose rating is BB- or lower are automatically reviewed for their potential provisioning.

For geographic risk, the analysis takes into account the sovereign rating, which itself includes a number of inputs such as the country's political situation, its ability to withstand a severe shock, and the fundamentals of the economy (e.g. GDP per capita, external debt), government efficiency, economic performance and economic outlook. In turn, each of these inputs is itself measured by one or more indicators. Qualitative information from specialist independent agencies is also considered.

Loans on the watch list, for which a Basel default has been identified, are written down collectively unless they are already subject to specific write-downs.

Where a group of financial assets is found to be impaired, the impairment loss is calculated based on the expected losses arising on each exposure within the Group, in accordance with Basel provisions.

Since risk measurement under the terms of Basel 2 is based on the probability of default within one year, the calculation of expected losses is adjusted to reflect the probability of default over the remaining term of the loans affected.

Where necessary, Natixis calls on the opinion of experts to adjust the results of this calculation to the Natixis group's actual risks.

The impairment loss is recorded against the line on which the asset was initially shown for its net amount. Impairment charges and reversals are recorded in the income statement under "Provision for credit losses".

5.4 Derivative financial instruments and hedge accounting

In line with IAS 39, derivative financial instruments are recognized at fair value on the balance sheet, regardless of whether they are held for trading or hedging purposes.

Derivative financial instruments held for trading purposes

Derivatives held for trading purposes are recorded in the balance sheet under "Financial assets at fair value through profit and loss" when their market value is positive, and under "Financial liabilities at fair value through profit and loss" when their market value is negative.

After initial recognition, changes in fair value are recorded in the income statement under "Net gains or losses on financial instruments at fair value through profit and loss". The interest accrued on such instruments is also included on this line.

Specific case of embedded derivatives:

An embedded derivative is a component of a host contract which causes some or all of the cash flows of that contract to change in response to changes in an underlying (interest rate, share price, exchange rate or other index).

When the hybrid instrument (host contract and derivative) is not measured at fair value through profit and loss, the embedded derivative is separated from the host contract if it meets the criteria for definition as a derivative and its economic characteristics and associated risks are not closely related to those of the host contract.

Derivatives separated from host contracts in this way are included in assets and liabilities at fair value through profit and loss.

Derivative financial instruments used for hedging purposes

IAS 39 recognizes three types of relationship between derivatives and hedged items to qualify as hedge accounting: cash flow hedges, fair value hedges and hedges of a net investment in a foreign operation.

Derivatives may only be designated as hedges if they meet the criteria set out in IAS 39 at inception and throughout the term of the hedge. These criteria include formal documentation that the hedging relationship between the derivatives and the hedged items is both prospectively and retrospectively effective. Hedging relationships are presumed to be effective when, retrospectively, changes in the value of the hedging instrument offset changes in the value of the hedged item in a range of 80%-125%.

Cash flow hedging

Cash flow hedging is used to hedge future cash flows from an existing or highly probable future transaction.

Hedging of variable-rate borrowings and issues

Natixis uses interest rate swaps borrowing at fixed rates to fix future costs of interbank borrowings and public/private issues.

Hedging of variable-rate loans

Natixis uses plain vanilla interest rate swaps lending at fixed rates to fix future variable-rate borrowing costs.

Overall hedging of interest rate risk

Cash flow hedges are mainly used to hedge Natixis' overall interest rate risk.

The documentation for these structural hedges is based on future variable cash management schedules for all variable-rate transactions.

Prospective hedge effectiveness tests involve establishing (by index and currency): (i) cumulative variable-rate borrowings and fixed-rate borrower swaps by maturity bracket, and (ii) cumulative variable-rate loans and fixed-rate lender swaps, by maturity bracket.

Hedging is demonstrated if, for each maturity, the nominal amount of the items to be hedged is greater than the notional amount of the hedging derivatives.

Retrospective hedge effectiveness tests are used to verify whether or not the hedge was effective at different reporting dates. At each such date, changes in the fair value of hedging instruments (excluding accrued interest) are compared with changes in the fair value of the hypothetical derivative instruments hedged (synthetic instruments representative of hedged assets or liabilities and management intentions). To be effective, changes in the fair value of hedging instruments must offset changes in the fair value of hedged items in a range of 80%-125%. Outside these limits, the hedge would no longer qualify.

Accounting for cash flow hedges

The effective portion of the gain or loss on the hedge is recognized directly in equity, while the ineffective portion is taken to income at each reporting date under "Net gains or losses on financial instruments at fair value through profit and loss". No specific entries are made to hedged items (other than those that would be made if they were not hedged).

If a hedging relationship is discontinued, for example when hedge effectiveness is outside the 80%-125% range, the derivative must be reclassified in financial instruments at fair value through profit and loss, while the cumulative amount relating to the effective portion of the hedge that has been carried directly in equity under "Unrealized or deferred gains or losses" is recycled to income when the hedged item itself affects income.

Fair value hedging

Fair value hedging is intended to hedge the exposure to changes in fair value of a recognized asset or liability or an unrecognized firm commitment.

Overall hedging of interest rate risk

The subsidiary Natixis Financial Products LLC documents overall hedging of its interest rate risk in accordance with fair value hedging rules. To account for these transactions, the subsidiary applies the carve-out provisions of IAS 39 as adopted by the European Union. The accounting treatment of derivative financial instruments designated for accounting purposes as structural fair value hedges is similar to that applied to fair value hedging derivatives. Changes in the fair value of portfolios of hedged instruments are reported on a specific line of the balance sheet ("Revaluation adjustments on portfolios hedged against interest rate risk"), with a corresponding entry in income.

Hedging of fixed-rate loans and borrowings

Natixis uses plain vanilla interest rate swaps lending at fixed rates to protect itself against the impact of unfavorable changes in interest rates on its fixed-rate borrowings and issues. Plain vanilla swaps borrowing at fixed rates are used to protect it from the impact of unfavorable changes in interest rates on its fixed-rate loans and securities.

Documentation of fair value hedges

Prospective hedge effectiveness tests involve verifying that the financial characteristics of the hedged item and the hedging instrument are virtually identical: value date, maturity date, notional amount, fixed rate, and payment frequency.

Retrospective hedge effectiveness tests are used to verify whether or not the hedge was effective at different reporting dates.

At each such date, changes in the fair value of hedging instruments (excluding accrued interest) are compared with changes in the fair value of the hypothetical assets and liabilities hedged (synthetic instruments representative of hedged assets or liabilities). To be effective, changes in the fair value of hedging instruments must offset changes in the fair value of hedged items in a range of 80%-125%.

Outside these limits, the hedge no longer qualifies for hedge accounting under IFRS.

Accounting for fair value hedges

Changes in the fair value of the derivatives are recognized as income for both the effective and ineffective portions.

Symmetrically, changes in the fair value of the hedged items are recognized as income.

Accordingly, only the ineffective portion of the hedge affects income.

Changes in the fair value of hedging derivatives excluding accrued interest are recorded in income under "Net gains or losses on financial instruments at fair value through profit and loss". Accrued interest relating to these instruments is recorded under "Interest and similar income" or "Interest and similar expenses".

When a hedging relationship is discontinued, the hedging instrument is reclassified in financial instruments at fair value through profit and loss, while the unrealized gain or loss on the hedged item is fixed at its amount on the date the hedge is discontinued and taken to income through to maturity.

Hedging of a net investment in a foreign operation

Net investment hedges are used to hedge the exchange risk arising on net foreign currency investments (consolidated subsidiary or investment). They are accounted for in the same way as cash flow hedges. The effective portion of changes in the fair value of hedging instruments (monetary derivative or liability denominated in foreign currency) is recognized in equity, while the ineffective portion is recognized in income. Unrealized gains or losses recognized directly in equity are transferred to income when all or part of the net investment is sold.

Internal contracts

Many internal contracts involving derivatives used in hedge accounting exist between Natixis and its subsidiaries. To ensure that the transactions meet the hedge accounting criteria for consolidation purposes, Natixis regularly verifies that they have been correctly hedged on the market.

Credit derivatives

Credit derivatives used by Natixis are not considered as financial guarantees but as derivatives falling within the scope of IAS 39. They are classified as assets or liabilities at fair value through profit and loss.

5.5 Currency trading

Monetary assets and liabilities (mainly bonds and other fixed-income securities) denominated in foreign currencies are translated into the functional currency at the spot rate prevailing at the reporting date. The resulting exchange gains and losses are recognized directly in income, or in equity for derivatives designated as cash flow hedges.

Non-monetary items denominated in foreign currencies and measured at historical cost are translated at the exchange rate on the transaction date (or the date of reclassification in equity for deeply subordinated notes issued: see Note 12.3.1).

Non-monetary items denominated in foreign currencies and measured at fair value are translated at the prevailing exchange rate at the end of the reporting period. Gains or losses on a non-monetary item (e.g., equity instruments) denominated in foreign currency are recognized as income when the asset is classified as "Financial assets at fair value through profit and loss" and in equity when the asset is classified as "available-for-sale financial assets", unless the financial asset is designated as a hedged item in a fair value hedge, in which case foreign exchange gains and losses are recorded as income.

5.6 Fair value of financial instruments

General principles

The fair value of an instrument (asset or liability) is the price that would be received to sell an asset or paid to transfer a liability in a standard arm's length transaction between market participants at the measurement date.

Fair value is therefore based on the exit price.

The fair value of an instrument on initial recognition is normally the transaction price, i.e. the price paid to acquire the asset or received to assume the liability.

In subsequent measurements, the estimated fair value of assets and liabilities must be based primarily on observable market data, while ensuring that all inputs used in the fair value calculation are consistent with the price that market participants would use in a transaction.

In this case, fair value consists of a mid-market price and additional valuation adjustments determined according to the instruments in question and the associated risks.

The mid-market price is obtained based on:

- if the instrument is quoted on an active market, fair value is its quoted price. A financial instrument is regarded as quoted on an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency, and those prices represent actual and regularly occurring transactions on an arm's length basis on the main market or, failing that, the most advantageous market;
- if the market for a financial instrument is not active, fair value is established using valuation techniques. The techniques used must maximize the use of relevant observable entry data and minimize the use of non-observable entry data. They may refer to observable data from recent transactions, the fair value of similar instruments, discounted cash flow analysis and option pricing models, proprietary models in the case of hybrid instruments or non-observable data when no pricing or market data are available.

Additional valuation adjustments incorporate factors related to valuation uncertainties, such as market, credit and liquidity risks in order to account, in particular, for the costs resulting from an exit transaction on the main market. Similarly, a Funding Value Adjustment (FVA) aiming to account for—through assumptions—costs associated with the funding cost of the future cash flows of uncollateralized derivatives or imperfectly collateralized derivatives is also taken into account.

The main additional Funding Value Adjustment are as follows:

- **Bid/ask adjustment– Liquidity risk:**

  This adjustment is the difference between the bid price and the ask price corresponding with the selling costs. It reflects the cost requested by a market player in respect of the risk of acquiring a position or of selling at a price proposed by another market player.

- **Adjustment for model uncertainty:**

  This adjustment takes into account the imperfections of the valuation techniques used— in particular, the risk factors that are not considered, even when observable market inputs are available. This is the case where risks inherent to various instruments differ from those considered by the observable inputs used to value them.

- **Adjustment for input uncertainty:**

  Observing certain prices or inputs used in valuation techniques may be difficult or the price or input may be too regularly unavailable to determine the selling price. Under these circumstances, an adjustment may be necessary to reflect the probability that market participants might adopt different values for the same inputs when evaluating the financial instrument's fair value.

- **Value adjustment for counterparty risk (Credit Valuation Adjustment– CVA):**

  This adjustment applies to valuations that do not account for the counterparty's credit quality. It corresponds to the expected loss related to a counterparty's default risk and aims to account for the fact that Natixis cannot recover all of the transactions' market value.

  The method for determining the CVA is primarily based on the use of market inputs in connection with the practices of market professionals. This method evolved over the fiscal year to be applied to all segments of counterparties subject to this calculation. In the absence of liquid market inputs, the method made use of proxies by type of counterparty, rating and geographic area.

- **Value adjustment for internal credit risk (Debit Valuation Adjustment – DVA):**

  The DVA is symmetrical to the CVA and represents the expected loss, from the counterparty's perspective, on liability valuations of derivative financial instruments. It reflects the impact of Natixis' credit quality on the valuation of these instruments. The DVA is measured by observing Natixis' credit market inputs.

The following criteria are used to determine whether or not a market is active:

- the level of activity and trend of the market (including the level of activity on the primary market);
- the length of historical data of prices observed in similar market transactions;
- scarcity of prices recovered by a service provider;
- sharp bid-ask price spread;
- steep price volatility over time or between different market participants.

Control system

The calculation of fair value is subject to control procedures aimed at verifying that fair values are determined or validated by an independent function.

Fair values determined by reference to external quoted prices or market parameters are validated by an independent unit (the market data monitoring department). Second-level controls are carried out by the Risk Department.

On less liquid markets, other market information, primarily observable data, is used to validate the fair value of instruments.

The factors taken into account include the following:

- the origin of the external source (stock market pages, content contribution services, etc.); ;
- the consistency of the various sources;
- the frequency with which the data are updated;
- the representative nature of inputs based on recent market transactions.

For fair values determined using valuation models, the control system consists of the independent validation of model construction and of the inputs incorporating these models.

This is carried out under the responsibility of the Risk Department.

It involves verifying that the model is consistent with and relevant to its intended function (price setting, valuation, coverage, measurement and control of risk) and the product to which it applies, based on:

- the theoretical approach: the financial and mathematical foundations of the model;
- the application of the model: the pricing models used to generate risk and earnings data;
- the stability of the model under parametric stress;
- an assessment of the stability and consistency of the numerical methods used;
- the independent re-implementation of the model as part of algorithm validation;
- the comparative analysis of the calibration of model parameters;
- an assessment of the modeling risk, particularly the comparative analysis of the model with other valuation models, in order to ensure the adequacy of the model and the payoff;
- the implementation of an adjustment in respect of modeling risk to account for potential deficiencies in the model or its calibration;
- the incorporation of the model into information systems.

The methods for determining fair value are monitored by a number of bodies including the Observability Committee, the Valuation Committee and the Impairment Committee, which comprise representatives of the Risk Department, the Finance Department, the market data monitoring department and the model validation committee.

Fair value hierarchy

For financial reporting purposes, IFRS 13 requires fair value measurements applied to financial and non-financial instruments to be allocated to one of three fair value levels:

a) Level 1: Fair value measurement using prices quoted on liquid markets

Level 1 comprises instruments whose fair value is determined based on directly usable prices quoted on active markets.

This mainly includes securities listed on a stock exchange or traded continuously on other active markets, derivatives traded on organized markets (futures, options, etc.) whose liquidity can be demonstrated, and shares of UCITS whose NAV is determined and reported on a daily basis.

b) Level 2: Fair value measurement using observable market data

Level 2 fair value comprises instruments other than those mentioned in Level 1 fair value and instruments measured using a valuation technique incorporating parameters that are either directly observable (prices) or indirectly observable (price derivatives) through to maturity. This mainly includes:

Simple instruments:

Most over-the-counter derivatives, swaps, forward rate agreements, caps, floors and plain vanilla options are traded in active markets, i.e. liquid markets in which trades occur regularly.

These instruments are valued using generally accepted models (discounted cash flow method, Black & Scholes model, interpolation techniques), and on the basis of directly observable inputs.

For these instruments, the extent to which models are used and the observability of inputs has been documented.

Instruments measured using level 2 inputs also include:

- securities that are less liquid than those classified as Level 1, whose fair value is determined based on external prices put forward by a reasonable number of active market makers and which are regularly observable without necessarily being directly executable (prices mainly taken from contribution and consensus databases); where these criteria are not met, the securities are classified as Level 3 fair value;
- securities not quoted on an active market whose fair value is determined based on observable market data. E.g. use of market data published by listed peer companies or the multiple method from techniques commonly used by market participants;
- Portuguese and Greek sovereign securities, whose fair value was recorded under level 2 given the wide bid-ask price spread on market prices;
- shares of UCITS whose NAV is not determined and published on a daily basis, but are subject to regular reporting or offer observable data from recent transactions;
- debt issues measured at fair value through profit and loss. The valuation of the"issuer credit risk" component is based on the discounted cash-flow method, using parameters such as yield curves, revaluation spreads, etc. For each issue, this valuation represents the product of its remaining notional amount and its sensitivity, taking into account the existence of calls, and based on the difference between the revaluation spread (based on BPCE's cash reoffer curve as at December 31, 2014 and December 31, 2013) and the average issue spread. Changes in the issuer spread are generally not material for issues with an initial maturity of less than one year.

Hybrid instruments:

Some more hybrid and/or long-maturity financial instruments are measured using a recognized model on the basis of market inputs derived from observable data such as yield curves, implied volatility layers of options, market consensus data or active over-the-counter markets.

The main models for determining the fair value of these instruments are described below by type of product:

- **Equity Products:** hybrid products are valued using:
  - market data;
  - the"payoff", i.e. a calculation of positive or negative cash flows attached to the product at maturity;
  - a model of changes in the underlying asset.

The products traded may be mono-underlying, multi-underlying or hybrid (e.g. fixed income/equity) products.

The main models used for equity products are local volatility, local volatility combined with the one-factor Hull & White (H&W1F) model, as well as the Tskew and Pskew models.

The local volatility model treats volatility as a function of time and the price of the underlying. Its main property is that it considers the implied volatility of the option (derived from market data) relative to its exercise price.

The hybrid local volatility combined with H&W1F consists of combining the local volatility model described above with a one-factor Hull & White model, described below (*see fixed-income products*).

The Tskew model is a valuation model for mono and multi-underlying options. Its principle is to calibrate the distribution of underlying asset or assets at maturity to standard option prices.

The Pskew model is similar to the Tskew model. It is used in particular for simple ratchet equity products such as capped or floored ratchet products.

- **Fixed-income products:** fixed-income products generally have specific characteristics which justify the choice of model. The valuation of the payoff will take into account all underlying risk factors.

The main models used to value and manage fixed-income products are Hull & White models (one-factor and two-factor models or one-factor Hull & White stochastic volatility model), the Hunt Kennedy model and the "smiled" BGM model.

The Hull & White models are simple pricing models for plain vanilla fixed-income products and can be calibrated easily. Products valued using these models generally contain a Bermudan-type cancellation option (i.e. one that may be exercised at certain dates set at the beginning of the contract).

SBGM and Hunt Kennedy models are used to value fixed-income products that are sensitive to volatility smiles (i.e. implied change in volatility relative to the exercise price) and to autocorrelation (or correlation between interest rates).

- **Currency products:** Currency products generally have specific characteristics which justify the choice of model.

The main models used to value and manage currency products are local volatility and stochastic models, as well as the hybrid models combining an underlying currency model with two one-factor Hull & White models to understand fixed-income factors.

Inputs relating to all such level 2 instruments were demonstrated to be observable and documented. From a methodology perspective, observability is based on four inseparable criteria:

- inputs are derived from external sources (primarily a recognized contributor, for example);
- they are updated periodically;
- they are representative of recent transactions;
- their characteristics are identical to the characteristics of the transaction. If necessary, a proxy may be used, provided that the relevance of such an arrangement is demonstrated and documented.

The fair value of instruments obtained using valuation models is adjusted to take account of liquidity risk (bid-ask), counterparty risk, internal credit risk (measurement of liability derivative positions), modeling risk and input risk.

The margin generated when these instruments begin trading is immediately recognized in income.

c) Level 3: Fair value measurement using non-observable market data

Level 3 comprises instruments measured using unrecognized models and/or models based on non-observable market data, where they are liable to materially impact the valuation. This mainly includes:

- unlisted shares whose fair value could not be determined using observable inputs;
- private equity securities not listed on an active market, measured at fair value with models commonly used by market participants, in accordance with International Private Equity Valuation (IPEV) standards, but which are sensitive to market fluctuations and whose fair value determination necessarily involves a judgment call. In light of market practices, Natixis reviewed its position concerning the fair value level of securities held by the Private Equity business and reclassified them from Level 2 to Level 3 of the fair value hierarchy, with an impact of €1.1 billion on its balance sheet at December 31, 2013;
- structured or representative of private investment portfolios, held by the insurance business line;
- instruments with a deferred day-one margin;
- shares of UCITS for which the fund has not published a recent NAV at the valuation date, or for which there is a lock-up period or any other constraint calling for a significant adjustment to available market prices (NAV, etc.) in respect of the low liquidity observed for such shares;
- instruments carried at fair value on the balance sheet and for which data are no longer available due to a freeze in trading in the wake of the financial crisis, which were not reclassified within "Loans and receivables" pursuant to the amendment to IAS 39 and IFRS 7 published on October 13, 2008 (see below). When there is a significant drop in trading in a given market, a valuation model is used based on the only available relevant data.

In accordance with the decree of February 20, 2007, amended by the decree of November 23, 2011, relating to regulatory capital requirements applicable to credit institutions and investment firms, and in accordance with the European CRR Regulation of June 26, 2013 on requirements resulting from Basel 3, a description of crisis simulations and ex-post controls (validation of the accuracy and consistency of internal models and modeling procedures) is provided for each model used in section 3.6 of Chapter [3], "Risk Management and Capital Adequacy".

Under IAS 39, day-one profit should be recognized only if it is generated by a change in the factors that market participants would consider in setting a price, i.e. only if the model and parameters input into the valuation are observable.

If the selected valuation model is not recognized by current market practices, or if one of the inputs significantly affecting the instrument's valuation is not observable, the trading profit on the trade date cannot be recognized immediately in the income statement, but is taken to income on a straight-line basis over the life of the transaction or until the date the inputs become observable. Any losses incurred at the trade date are immediately recognized in income.

As at December 31, 2014, instruments for which the recognition of day-one profit/loss has been deferred included:

- multi-underlying structured equity and index products;
- synthetic financing;
- options on funds (multi-asset and mutual funds);
- structured interest rate products;
- securitization swaps.

For these instruments, the following table provides the main unobservable inputs as well as value ranges.

Instrument class	Main types of products comprising level 3 within the instrument class	Valuation techniques used	Main Unobservable Data	Data ranges unobservable among relevant level 3 products
Credit derivative instruments	CDOs, Index tranche	Technique for estimating defaults given correlation effects and recovery modeling	Correlation curve specific to the portfolio underlying the CDO	5% - 95%*
Credit derivative instruments	Private Finance Initiative CDS (other than CDS on securitization assets)	Extrapolation from prices based on the recovery assumption	Recovery rate	60% - 100%
Interest rate derivatives	Securitization swaps	Discounted cash flow expected based on the underlying portfolio's early redemption assumption	Early redemption rate	5% - 33%
Interest rate derivatives	Sticky CMS/Volatility Bond	Valuation models for interest rate options	Mean reversion parameters	1% - 5%
Fund-based derivatives	Payoffs as Target Volatility strategy and CPPI on Mutual Funds	The approach used is a hybrid model coupling the local volatility-type multi-underlying equity model with a one-factor Heath-Jarrow-Morton (HJM1F) interest rate model	Fund data	Interest rate - Index correlation: 19% - 38%
Collateralized derivatives	Multi-underlying payoffs	Valuation model based on the futures shortfall and share volatility parameters	Futures shortfall	
Hybrid fixed income/forex derivatives	Long-term PRDC/PRDKO/ TARN	Hybrid fixed income/forex options valuation model	Correlation between foreign exchange rates and interest rates as well as long-term volatility levels	Correlation between AUD/JPY and USD/ JPY: 30% - 60% Long-Term Volatility: 13% - 17%
Equity derivatives	Long-maturity Multi-underlying payoffs	Model for valuing volatility options incorporating correlation between assets	Correlation inputs	10% - 83%
Interest rate derivatives	Callable Spread Option and Corridor Callable Spread Option	Model representing several interest rate curve factors.	Spread mean-reversion	10% - 30%
Interest rate derivatives	Spread Lock Swap and Spread Lock Option	Bi-Lognormal model to understand the time value of Spread Lock options, and replication for CMS and TEC Forwards	Spread Lock curve and TEC Forward Volatility and TEC-CMS correlation	Spread Lock: -0.16% / -0.18% Volatility: 45% - 71% TEC/CMS correlation 70% - 90%

* *As all transactions including this kind of data are back-to-back derivatives, this item, which justifies the level-3 classification, is fully hedged.*

Natixis' policy on transfers between fair value levels

Transfers between fair value levels are reviewed and validated by ad hoc committees of representatives of various functions, particularly Finance, Risk and Business Lines. The Committee considers various indicators of market activity and liquidity as described in the General Principles.

A review is undertaken for any instrument that ceases to meet these criteria or once again complies with the criteria. Transfers to and from level 3 are subject to prior validation.

In accordance with this procedure, CMBS and certain CLOs classified in the fair value portfolio were marked-to-market in the first half of 2014 (with no material impact on Natixis' consolidated financial statements due to the convergence of model and market prices) (see Note 6.7.7.2).

Instruments affected by the financial crisis

a) ABS CDOs with subprime exposure

At December 31, 2014, unhedged net exposures were nil. As a reminder, at December 31, 2013, the following method was used: a valuation method based on a discounted cash flow approach using Intex modeling incorporating different assumptions based on the underlying asset classes.

b) CDS contracted with credit enhancers (monoline insurers and CDPCs)

The valuation model used to measure write-downs on CDS contracted with monoline insurers consists in applying a standard rate of recovery of 10% for unrealized capital losses on the underlying assets concerned (rate justified by the low capitalization of monoline insurers given their risk exposures), except for a counterparty whose rate of recovery was deemed nil at December 31, 2014, and a probability of default calibrated to the credit risk associated with the credit enhancer.

The current method for determining provisions for contracts with CDPCs (Credit Derivatives Product Companies) was refined by applying a transparency-based approach to the underlying assets, based on an estimate of exposure at the time of default, with the PD and LGD based on the tranche's maturity. A stress factor of 1.2 was applied to the probabilities of default thus determined for the underlyings, based on a recovery rate of 27%. Counterparties are associated with a probability of default whenever the losses resulting from the calculation exceed the CDPC's net available assets.

In addition to these provisions, a general reserve also takes into account the volatility of the fair value of the contracts.

c) Other instruments not exposed to US housing risk measured by Natixis using a valuation model

The section below describes the underlying principles used to value assets resulting from securitization transactions for which no market prices could be identified and which were therefore measured using valuation models:

CLOs

A scoring model was used defining the level of risk associated with certain structures based on a series of criteria.

Trust Preferred Securities (Trups) CDOs

The valuation model is based on projected future cash flows and default rates determined according to a statistical approach that deduces the default probability of banks according to their financial ratios. For other sectors, default rates are estimated considering the current ratings of assets.

The parameters were refined in 2014 (increasing convergence with market parameters) producing a -€29.8 million impact at December 31, 2014.

Private Finance Initiative CDS (PFI CDS)

The valuation model used, for Private Finance Initiative (PFI) CDS, is based on an approach calibrated to the market prices of underlying PFI bonds and the use of a uniform collection rate.

Instruments not carried at fair value on the balance sheet

IFRS 13 requires disclosure in the notes to the financial statements of the fair value, as well as the associated fair value hierarchy, of all financial instruments carried at amortized cost, including loans. The valuation methods used to determine the fair value disclosed in the notes to the financial statements are described below.

a) Instruments reclassified as "Loans and receivables"

At December 31, 2014, Natixis no longer held any material positions reclassified in accordance with this amendment (see note 6.7.2).

b) Other instruments

Loans classified as "Loans and receivables" and amounts payable under finance leases

The majority of Natixis' loans are variable-rate loans, and their fair value is determined on the basis of discounted future cash flows. The discount rate applied for a given loan is the rate at which Natixis would grant a loan with similar characteristics to a similar counterparty at the reporting date. As these are primarily variable-rate loans, the contractual rate is adjusted according to the trend in market lending rates and in counterparty risk.

If there is a quoted price that meets the criteria of IFRS 13, the quoted price is used.

The fair value of loans with an initial term of less than one year is considered to be their carrying amount.

Borrowings and savings

The measurement of the fair value of Natixis' borrowings and debt securities is based on the discounted cash flow method using inputs at the reporting date such as the underlying's interest-rate curve and the spread applied to lending/borrowing between Natixis and Group entities.

Investment property recognized at cost

The fair value of investment property (excluding investment property held by insurance companies) is determined by reference to the capitalization of rents, a method widely used by real estate professionals. The capitalization rate applied to the property depends on a number of factors such as location, the quality and type of building, use, type of ownership, quality of lessee and characteristics of the lease, the interest rate and competition in the real estate market.

5.7 Guarantee mechanism for former segregated GAPC assets

On November 12, 2009, an arrangement was introduced by BPCE to protect assets of a portion of the former segregated GAPC hive-off portfolios with retroactive effect at July 1, 2009. With this guarantee mechanism, Natixis was able to free up a significant portion of its equity allocated to segregated assets and to protect itself against the risk of loss from these portfolios subsequent to June 30, 2009. This protective arrangement is based on two mechanisms:

- a sub-participation with the characteristics of a financial guarantee, covering 85% of the face value of assets recognized in "loans and receivables" and "available-for-sale financial assets". Under this guarantee, Natixis is protected from the very first euro in default up to 85% of the default amount;
- two Total Return Swaps (TRS), one in euros and one in US$, transferring to BPCE 85% of unrealized and realized gains and losses on the portfolio of instruments at fair value through profit and loss (cash and derivatives) since July 1, 2009. TRS are derivatives and are therefore carried at fair value on the balance sheet, with a matching entry to income. At the same time, Natixis purchases an option from BPCE which, if exercised, allows it to recover the net gains on this portfolio after a ten-year period in return for the payment of a premium estimated at €367 million. The premium is also recognized at fair value.

The amount of the premium paid in 2009 by Natixis in return for the financial guarantee amounted to €1,183 million.

Since the unrealized capital losses or writedowns on the assets covered by the guarantee have already been recorded in income, the premium was not immediately taken to income or recognized on a straight-line basis.

Instead, the premium is initially recognized on the accruals line and taken to income over the same period, in the same amount and on the same line as:

- reversals of provisions for impairment (in Provision for credit losses);
- the deferred recognition of the discount (under net revenues) arising on October 1, 2008 on assets reclassified within "Loans and receivables" at that date pursuant to the amendment to IAS 39 and IFRS 7 published on October 13, 2008.

5.8 Property, plant and equipment, intangible assets (excluding goodwill) and investment property

Measurement on initial recognition

Investment property, shown separately from other property, plant and equipment on the balance sheet, consists of property held with the aim of generating leasing revenues rather than for operating purposes.

On the first-time adoption of IFRS, property, plant and equipment and investment property were maintained at historical cost as permitted by the options available under IFRS 1, with the exception of property held by insurance companies which is carried at fair value through profit and loss.

Property, plant and equipment and investment property are recorded at their purchase price at the acquisition date, including directly attributable costs (transfer duties, fees, commissions and registration expenses) as well as borrowing costs when these meet the criteria for capitalization set out in IAS 23 "Borrowing Costs".

Computer software developed in-house is recognized under "intangible assets" at its direct cost of development, which includes the related hardware costs, service costs, payroll costs directly attributable to the production and preparation of the software for use, and borrowing costs when these meet the criteria for capitalization set out in IAS 23 "Borrowing Costs".

Expenses incurred during the development phase are capitalized if they meet the criteria for recognition as intangible assets set out in IAS 38: these include technical feasibility, the intention to complete the asset and use or sell it, the probability that the asset will generate future economic benefits, the availability of resources, and the ability to reliably measure the expenditure attributable to the asset's development. Costs incurred during the research phase are not capitalized but are recognized in expenses.

Subsequent measurement

After initial recognition, assets are measured at cost less accumulated depreciation, amortization and impairment losses. Investment property held by insurance companies is measured at fair value through profit and loss in accordance with IAS 40 and IFRS 4.

Fair value is obtained using a multi-criteria approach based on the capitalization of rents at the market rate combined with a comparison with market transactions.

In accordance with Article R.332-210-1 of the French Insurance Code, a five-year appraisal is conducted by an independent expert approved by the ACPR. Between two appraisals, the market value of property is certified by experts on a half-yearly basis.

Depreciation and amortization

As soon as they are in a condition to be used by Natixis in the manner in which they were intended, property, plant and equipment and intangible assets are depreciated or amortized over their estimated useful lives on a straight-line, declining or increasing balance basis, whichever best reflects the pattern in which the economic benefits are consumed. The residual value of the asset is deducted from its depreciable or amortizable amount when it can be measured reliably. Natixis does not believe it can reliably measure the residual value of items other than land and non-destructible buildings classified as historical monuments. They are therefore assigned a residual value of zero.

In line with IAS 16, a specific depreciation schedule is defined for each significant component of an item of property, plant and equipment which has a different useful life or is expected to consume future economic benefits differently from the item as a whole. For buildings used in the business and investment property, the following components and depreciation periods have been identified:

Component	Depreciation period
Land	N/A
Non-destructible buildings classified as historical monuments	N/A
Walls, roofs and waterproofing	20-40 years
Foundations and framework	30-60 years
External rendering	10-20 years
Equipment and installations	10-20 years
Internal fixtures and fittings	8-15 years

Other items of property, plant and equipment are depreciated over their estimated useful lives, generally five to ten years.

Purchased software is amortized on a straight-line basis over its estimated useful life, which in most cases is less than five years. Internally generated software is amortized over its estimated useful life, which cannot exceed fifteen years.

Other intangible assets primarily comprise:

- purchased goodwill with an indefinite useful life, which is not amortized but tested for impairment at least annually;
- components of the Coface portfolio, which are amortized over the term of the contracts (eight to ten years for France).

The charge to writedown or amortization is recognized in the consolidated income statement under the heading "Depreciation, amortization and impairment of property, plant and equipment and intangible assets".

Write-downs

Assets are tested for impairment whenever there is objective evidence that they may be impaired and at least annually in the case of intangible assets with an indefinite useful life. Natixis considers whether there is any evidence of impairment at each reporting date. When any such evidence exists, the recoverable amount of the individual asset is estimated wherever possible; otherwise the recoverable amount of the CGU to which the asset belongs. The recoverable amount is the higher of fair value less selling costs and value in use, which is the present value of future cash flows expected to be derived from continuing use of the asset or cash-generating unit. If the recoverable amount of the asset or CGU is lower than its carrying amount, an impairment loss is recognized in income under "Depreciation, amortization and impairment of property, plant and equipment and intangible assets".

Write-downs may be reversed if there has been a change in the conditions that initially resulted in the write-down (for example there is no longer any objective evidence of impairment).

Gains or losses on disposals

Gains or losses on disposals of assets used in the business are recognized in the income statement under "Gains or losses on other assets", while gains and losses on disposals of investment property are recorded within "Income from other activities" or "Expenses from other activities".

Scrapping or discontinuation of fixed assets under construction

The expense incurred from the scrapping of a fixed asset is booked to "Depreciation, amortization and impairment of property, plant and equipment and intangible assets" on the consolidated income statement.

The discontinuation of IT projects under development results in their derecognition. A corresponding expense is posted to "Gains or losses on property, plant and equipment and intangible assets" on the consolidated income statement.

5.9 Non-current assets held for sale and discontinued operations

A non-current asset (or group of assets) is meant to be disposed of when its book value is recovered by means of a sale. This asset (or group of assets) must be immediately available for the sale, and it must be highly likely that the sale will happen within twelve months.

A sale is highly likely if:

- a plan to sell the asset (or group of assets) involving active marketing is made by management;
- a non-binding offer has been submitted by at least one potential buyer;
- it is unlikely that significant changes will be made to the plan or that it will be withdrawn.

The relevant assets are classified in the "Non-current assets held for sale" line item, and cease to be amortized as soon as they are reclassified. An impairment loss is recognized if their carrying amount is higher than their fair value less costs to sell. Associated liabilities are also identified on a separate line of the balance sheet.

If the disposal has not taken place within twelve months of classification in "Non-current assets held for sale", the asset ceases to be classified in this category, barring special circumstances independent of Natixis' control.

At December 29, 2014, Natixis entered into a sale agreement related to a share of its stake held in the Cube fund. The share of this stake initially classified under "Available-for-sale financial assets" was reclassified under the line "Non-current assets held for sale". At December 31, 2014, in accordance with IFRS 5, the reclassified securities remain valued according to the provisions of IAS 39.

A discontinued operation is a clearly identifiable component of an entity that either has been disposed of, or is classified as held for sale, and:

- represents a separate major line of business or geographic area of operations;
- is part of a single coordinated plan to dispose of a separate major line of business or geographic area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Assets and liabilities relating to discontinued operations are accounted for in the balance sheet in the same way as groups of assets held for sale. Gains or losses from these operations are presented on a separate line of the income statement and include the post-tax gain or loss resulting from operations discontinued before disposal and from the sale or valuation of assets or disposal groups held for sale at fair value less costs to sell.

5.10 Financial liabilities at fair value through profit and loss

These include financial liabilities held for trading (including derivative financial instruments) and those designated as at fair value on initial recognition pursuant to the option available under IAS 39. The conditions for applying IAS 39 were described in the amendment to the standard published in June 2005.

Financial liabilities in this category are carried at fair value at the reporting date and shown in the balance sheet as "Financial liabilities at fair value through profit and loss". Changes in fair value, including internal credit risk (the issuer spread), are recognized in the income statement under "Gains or losses on financial instruments at fair value through profit and loss".

5.11 Debt

Debt originated by Natixis that is not classified within financial liabilities at fair value through profit and loss is measured using the amortized cost method and recognized in the balance sheet under "Deposits from banks", "Customer deposits", "Debt securities in issue" or "Subordinated debt".

On initial recognition, debt securities are measured at their issue price including transaction costs. They are subsequently measured at amortized cost, with issue expenses recognized over the term of the instruments used.

5.12 Derecognition

In accordance with IAS 39, Natixis derecognizes all or part of a financial asset if the contractual rights to the cash flows from the financial asset expire. Natixis also derecognizes all or part of a financial asset if these contractual rights or substantially all of the risks and rewards of ownership are transferred.

If Natixis has neither transferred the contractual rights nor substantially retained all of the risks and rewards, Natixis then determines whether it has transferred control of the asset. If control is considered to have been relinquished, the financial asset is derecognized. If the Group retains control of the asset, it remains on the balance sheet to the extent of Natixis' "continuing involvement".

Continuing involvement is evidenced by the existence of contractual conditions such as:

- an option or obligation to repurchase the assets transferred;
- collection of financial compensation linked to the performance of the asset transferred.

A financial liability is derecognized when it is settled, canceled or expires.

Repurchase agreements

a) Assignor

Securities sold are not derecognized. Natixis recognizes a liability representing the commitment to return funds received ("Securities sold under repurchase agreements").

b) Assignee

Securities bought are not recognized but a receivable due from the assignee is recorded representing the funds lent. The amount disbursed in respect of the asset is recognized under "Securities acquired under repurchase agreements".

At subsequent reporting dates, the securities continue to be valued by the assignor in accordance with the rules applicable to the category in which they were initially classified. In the assignee's accounts, the amount receivable from the assignor continues to appear in the balance sheet.

Securities lending and borrowing

Securities lending/borrowing transactions do not involve the transfer of a financial asset within the meaning of IFRS. Consequently, these transactions do not lead to the derecognition of the securities loaned. Securities loaned are not identified in IFRS: they remain recorded in their original IFRS category and measured accordingly. Borrowed securities are not recognized by the borrower.

5.13 Offsetting financial assets and liabilities

In accordance with IAS 32, Natixis offsets financial assets and liabilities, and a net balance is presented on the balance sheet, on the twofold condition that it has the legally enforceable right to offset the recorded amounts, and the intention either to settle the net amount or to simultaneously realize the asset and settle the liability.

Transactions on derivatives and repurchase agreements carried out with clearing houses, whose operating principles meet the two criteria mentioned above, are offset in the balance sheet (*see Note 6.3*).

5.14 Provisions and contingent liabilities

A provision is a liability of uncertain timing or amount. A liability is a present obligation arising from past events, the settlement of which is expected to result in an outflow of resources embodying economic benefits that can be reliably measured.

The amount recognized as a provision should be the best estimate of the expenditure required to settle the present obligation at the reporting date. This amount is discounted when the effect of discounting is material. Provisions are reviewed at each reporting date and adjusted if necessary. Provisions recognized on the balance sheet, other than provisions to cover employee benefits, mainly concern provisions for restructuring and provisions for risks and litigation.

a) Provisions for restructuring

A provision for restructuring costs is recognized when the following standard criteria for recognizing provisions and the two following conditions are met:

- there is a detailed formal plan for the restructuring on the closing date, identifying at least:
  - the operations or part of the operations concerned,
  - the principal locations affected,
  - the location, function, and approximate number of employees who will be compensated upon termination of their services,
  - the expenditures that will be undertaken,
  - and the date the plan will be implemented;
- Natixis has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement that plan or announcing its main features on the closing date to those affected by it.

Provisions for restructuring costs include only expenditures directly related to the restructuring.

Natixis booked a provision for restructuring in its financial statements in respect of the workforce adaptation plan presented to employee representative bodies on December 2, 2013 and in respect of the winding up of GAPC for an amount of €60 million at December 31, 2014 versus €90.6 million at December 31, 2013.

The plan includes the elimination of 659 positions without any forced departures, in two phases:

- first phase: 528 positions involved and identified in detail. The characteristics of this first phase were presented to management and union bodies in 2013;
- second phase: 131 positions involved and identified in detail. The characteristics of this second phase were presented to management and union bodies in 2014.

The plan relies on the conditions in the Employment agreement signed in 2013 by management and union bodies. It will involve early retirement, voluntary redundancy, requalifying training and transfers/promotions.

In accordance with IAS 37.80 provisions for restructuring do not include expenses directly related to the restructuring, specifically in the case of expenses related to voluntary redundancies and early retirements.

The amount of this provision is disclosed in Note 6.16.2 "Contingency reserves", and in Note 7.6 "Operating expenses".

b) Provisions for risks and litigation

A description of the main risks and litigation to which Natixis is exposed is given in section 3.9 of Chapter [3], "Risk Management and Capital Adequacy".

No provisions were recognized in respect of future operating losses or major repairs; nor were any contingent assets or liabilities recorded.

Provisions booked on the liabilities side of Natixis' financial statements as at December 31, 2014, are discussed in Note 6.16.2 "Contingency reserves" and possible allocations are specified in Note 7.6 "Operating expenses" and Note 7.7 "Provision for credit losses".

Changes in provisions are recognized in the income statement on the line items corresponding to the type of future expenditure.

5.15 Employee benefits

In accordance with IAS 19, employee benefits are classified in one of four categories:

- **"short-term benefits",** including salaries, social security contributions, annual leave, employee profit-sharing, incentive plans, top-up contributions and bonuses payable for the period;
- **"severance payments",** comprising employee benefits granted in return for termination of a staff member's employment before the normal retirement age, resulting from a decision by the entity, or a decision by the employee to accept a severance package in exchange for terminating their employment;
- **"post-employment benefits",** such as pensions, other supplementary retirement benefits applicable to the banking industry, end-of-career awards and other contractual benefits payable to retirees;
- **"other long-term employee benefits",** including long-service awards and deferred compensation payable in cash under Employee Retention and Performance Recognition Plans.

Short-term employee benefits are recognized as an expense in the period in which the employee provides the service in exchange for said benefits.

A provision is accrued for termination benefits when the employer is demonstrably committed to provide such benefits, or when the employer recognizes the costs of restructuring providing for the payment of such benefits.

In accordance with the principles of recognition set out in IAS 19, Natixis has identified the following types of post-employment benefit:

- defined contribution plans, under which an entity has no obligation to pay a specified benefit amount;
- defined benefit plans, under which Natixis has a legal or constructive obligation to pay a specified benefit amount.

Contributions paid under defined contribution plans are expensed in the period in which the employee rendered the service in exchange for said contributions.

A provision is set aside for defined benefit plans based on an actuarial assessment of the benefit obligation using the projected unit credit method. This method draws on demographic and financial assumptions reviewed annually (specifically the discount rate based on the AA Corporate bond rate curve). The value of any plan assets is deducted from the actuarial debt. This valuation is carried out on a regular basis by independent actuaries.

Revaluation adjustments for actuarial debt related to changes in actuarial assumptions and experience adjustments (impact of differences between actuarial assumptions and actual experience) are booked under items not recycled to comprehensive income among "Gains and losses recognized directly in equity".

The annual payroll costs recognized in respect of defined-benefit plans consist of:

- the costs of services rendered, representing rights vested by beneficiaries over the period;
- past service costs, arising from possible plan changes or curtailments as well as the effects of possible plan settlements;
- the net interest cost reflecting the impact of unwinding the discount on the net obligation.

Other long-term benefits are valued using the same actuarial method as that applied to post-employment benefits under defined benefit plans, except that liability revaluation items are recognized directly as an expense.

The estimated amount of the expense related to cash-settled variable compensation, subject to the employee's continued service in accordance with the Employee Retention and Performance Recognition Plans, is recognized over the vesting period.

5.16 Distinction between debt and equity

In accordance with IAS 32, issued financial instruments are classified as debt or equity depending on whether or not they incorporate a contractual obligation to deliver cash to the holder.

Deeply subordinated notes and preference shares are classified in equity in light of the 2009 renegotiation of a clause making the payment of interest non-optional in the event of positive consolidated income and which has since become discretionary.

The change over the fiscal year is presented in Note 6.17, "Changes in subordinated debt over the period", and in Note 12, "Capital management".

However, if an instrument is considered equity:

- its compensation is treated as a dividend and therefore affects equity, as do the taxes related to this compensation;
- if issued in foreign currencies, it is fixed at its historical value resulting from converting it to euros on the date it was initially classified under equity.

The share of third party investors in the net assets of dedicated mutual funds included in Natixis' consolidation scope comprises a financial liability recorded on the balance sheet under "Financial liabilities at fair value through profit and loss". The share of third party investors in the profits of the mutual funds is recorded in "Net gains or losses on financial instruments at fair value through profit and loss" in the consolidated income statement.

The units held by third party investors in dated funds, which are fully consolidated by Natixis, entitling the unit-holders to the repayment of a share of the fund's net assets upon its liquidation, are classified in liabilities on the consolidated balance sheet under "Accruals and other liabilities". The share of third party investors in the fund's profits is recorded under "Interest and similar expenses" on the consolidated income statement.

5.17 French State support

Through its principal shareholder BPCE, within the framework of the support plan to the financial sector approved by the European Commission in 2008, Natixis indirectly received inter-bank medium-term loans guaranteed by the transfer of full ownership of receivables meeting certain eligibility criteria. The transfer of ownership enabled the lenders to pledge the receivables with Société de Financement de l'Économie Française (SFEF) as security for any loans they received from SFEF. The corresponding loans granted to Natixis by BPCE, itself having been eligible for SFEF financing, were shown in the consolidated balance sheet within "Deposits from financial institutions".

The receivables provided as security were maintained in Natixis' consolidated balance sheet with their original classification, since the criteria for derecognition defined by IAS 39 were not met. They were included in the "loans and receivables" line item of the table entitled "Financial assets provided as security against liabilities" presented in Note 6.7.3.

These loans, which amounted to €840 million at December 31, 2013, were fully repaid in 2014.

5.18 Share-based payments

Stock option plans

Natixis grants stock options to some of its employees. The options are exercisable over a period of three years after a lock-up period of four years. No performance conditions apply. In accordance with the provisions of IFRS 2, the options attributed after November 7, 2002 and not yet vested at the reporting date are measured at their fair value at the date they were granted to the employees. This fair value is determined using the Black & Scholes valuation method and recognized in payroll costs over the vesting period, with a corresponding entry in equity. The expense is revised at each reporting date and adjusted whenever subsequent information regarding the number of beneficiaries alters the initial estimates of rights vested. The resulting adjustments affect the expense for the period and for subsequent periods.

Features of the plan still in effect at December 31, 2014 are provided in Note 11.2.4.

Capital increases reserved for employees

Stock options offered to employees under the Employee Savings Plan, with a discount compared to the average market price for a given period (called the reference price), are encumbered with a lock-up period of five years. The advantage granted is measured as the difference between the fair value of the acquired share, taking into account the lock-up condition and the purchase price paid by the employee on the subscription date, multiplied by the number of shares subscribed.

The lock-up valuation method is based on the cost of a two-step strategy consisting of a five-year forward sale of the locked-up shares and purchasing the same number of shares in cash, by financing the purchase with a loan ultimately repayable at the end of the five years with the income from the forward sale. The loan interest rate is that which would have been granted to a market player seeking a non-affected cash loan repayable in five years with an average risk profile.

The main assumptions applied for valuing the advantages related to capital increases reserved for employees are provided in Note 11.2.4.

Share-based employee retention and performance recognition plans

In accordance with the principles set out in Directive 2013/36/EU, known as "CRD4", and the Decree of November 3, 2014 and according to the criteria determined by the European Banking Authority (EBA) in its regulatory technical standard published on December 16, 2013 and approved by the European Commission in Commission Delegated Regulation (EU) No. 604/2014 of March 4, 2014, Natixis has set up a deferred variable compensation plan applicable to the so-called "regulated" categories of staff and to a certain number of employees not covered by the provisions of the Decree of November 3, 2014. Some plans are settled in Natixis shares, while others are settled in cash indexed to the Natixis share price.

Employee retention and performance plans settled in shares:

Under IFRS 2 "Share-based payment", employee bonus share awards give rise to an expense representing the fair value of the goods or services received at the grant date. This payroll expense is recognized against equity. The fair value of the services received is calculated by reference to the fair value of the shares at the grant date, less the present value of dividends forfeited by employees during the vesting period, taking into account the presence conditions.

The expense is recognized on a straight-line basis over the vesting period. The expense is adjusted over the vesting period to reflect any losses of rights.

Cash-settled employee retention and performance plans indexed to the value of the Natixis share:

The accounting treatment applicable to cash-settled share-based payments is governed by IFRS 2 "Share-based payment".

Under IFRS 2, the services acquired and the liability incurred are measured at fair value. Until the liability is settled, debt is remeasured at each reporting date and at the date of settlement, with any changes in fair value recognized in income for the period. The remeasurement of the liability at the reporting date takes into account any changes in the value of the underlying shares, as well as whether or not the presence conditions and performance criteria have been met.

Where the payment of compensation is subject to presence conditions, the corresponding expense is recorded over the vesting period on a straight-line basis as long as the settlement does not occur during the year of attribution, in which case the cost is immediately taken into account on the income statement.

The details of these plans and their quantified impacts over the period are provided in Note 11.2.2.

5.19 Treasury shares and treasury share derivatives

All treasury shares held by Natixis are deducted from equity regardless of the purpose for which they are acquired/held. Any gains or losses recognized in the parent company financial statements in respect of the sale, measurement or impairment of treasury shares held for trading or available-for-sale are eliminated in the consolidated financial statements through equity.

Treasury share derivatives are recognized differently depending on how they are unwound:

- as equity instruments, if they are unwound by trading a fixed number of treasury shares for a fixed amount of cash or another financial asset, and if this trade is the only possible unwinding method. In such case, the instruments are not subsequently revalued;
- as derivatives, if they are unwound via a net cash settlement or a net treasury shares settlement. In such case, the fair value changes in the instruments are recorded in the income statement.

A contract obligating Natixis to buy its own shares creates a liability in the amount of the discounted acquisition price, regardless of how the derivative is classified, with a corresponding entry in equity.

5.20 Fees and commissions received

The method of accounting for fees and commissions received depends on the end purpose of the services rendered and the method of accounting for the financial instruments to which the service relates.

Fees and commissions for one-off services, such as business provider fees, are recognized in income as soon as the service is provided.

Fees and commissions for ongoing services, such as guarantee fees or management fees, are deferred over the period during which the service is provided.

Fees and commissions that form an integral part of the effective yield on an instrument, such as e.g. loan set-up fees, are recognized and amortized as an adjustment to the effective interest rate over the estimated term of the applicable loan. These fees and commissions are recognized as interest income rather than fee and commission income.

5.21 Income taxes

The tax expense for the year comprises:

- tax payable by French companies at the rate of 38%, and by foreign companies and branches at the local rate. The French rate of 38% includes the additional contribution of 10.7% passed in December 2013 (French Finance Act for 2014) affecting the 2013 and 2014 fiscal years;
- deferred taxes arising from temporary differences between the carrying amount of assets and liabilities and their tax basis, which are calculated using the balance sheet liability method.

Deferred tax assets and liabilities are calculated at the level of each tax entity in accordance with local tax rules and based on tax rates that have been enacted or substantively enacted at the date the temporary difference will reverse. Deferred taxes are not discounted.

Deferred tax assets and liabilities are offset at the level of each tax entity. The tax entity may either be a single entity or, if applicable, a group of entities of which it is a part, that have elected for Group tax relief.

Deferred tax assets are only recognized at the reporting date if the tax entity concerned is likely to recover tax savings over a fixed time period (10 years maximum). These savings will be realized by the deduction of temporary differences or tax loss carryforwards from estimated future taxable income within that time period.

All temporary differences have been recognized regardless of their recovery or payment date. The net deferred income tax balance is shown in the balance sheet under "Deferred tax assets".

The value-added contribution, or "Cotisation sur la Valeur Ajoutée des Entreprises" (CVAE), is recorded in the accounts as "Operating expenses," since Natixis considers that its calculation is not based on net income.

The Employment Competitiveness Tax Credit (CICE) was considered to fall under IAS 19 – Employee Benefits. As a result, this tax credit is presented as a deduction from the related payroll costs.

The amended Finance Act of August 2012 introduced an additional contribution in the case of distribution of dividends in the form of cash flows. In accordance with IAS 12, the expense related to taxes on dividend payouts is recorded under the tax line for the period during which the payout decision was made. This amounted to €31.7 million for the 2013 fiscal year and €8.1 million for 2014.

5.22 Financing and guarantee commitments

a) Financial Guarantees

Commitments given

Financial guarantee commitments not classified as derivatives are contracts requiring the issuer to make specific payments to repay the business guaranteed for a loss that it has incurred owing to the failure of a debtor to make the contractual installments due. The exercise of these rights is subject to the occurrence of an uncertain future event.

In accordance with paragraph 43 of the amendment to IAS 39 and IFRS 4 (published by the IASB in August 2005 and adopted by the European Union), financial guarantees given are carried at their fair value plus any transaction costs directly attributable to the issuance of the guarantees. For independent agreements entered into at market rates, fair value at the inception of the agreement is equal in theory to the amount of premium(s) received. All financial guarantees issued within Natixis Group are entered into at market rates.

Subsequently, financial guarantees are stated at the higher of:

- the amount initially recognized upon inception less, where appropriate, the amount of amortization recorded in line with the principles outlined in IAS 18 "Revenue". This amortization represents the deferred recognition of the fees received over the period covered by the guarantee;
- the value determined under IAS 37 "Provisions, contingent liabilities and contingent assets", which is the amount that the entity would normally pay to settle the obligation or to transfer it to a third party.

All financial guarantees issued by insurance subsidiaries that also meet the definition of an insurance contract were accounted for in line with the requirements of IFRS 4 "Insurance contracts", as permitted by paragraph AG64 (a) of the amendment.

Specific case of guarantees issued to mutual funds

Natixis guarantees the capital and/or returns on shares in certain mutual funds. These guarantees are executed solely in the event that the net asset value of each of the shares in the fund at maturity is lower than the guaranteed net asset value. Under IAS 39, these guarantees represent derivative instruments.

However, given the predominant impact of operational risk on the fair value of the guarantee, guarantees granted to mutual funds are treated as financial guarantees.

Guarantee commitments received

There are no IFRS standards prescribing the accounting treatment of financial guarantees received. In the absence of specific guidance, the accounting treatment applied must be determined by analogy with the accounting treatment prescribed by other standards in similar situations. Accordingly, guarantees received meeting the definition of a financial guarantee for an issuer are accounted for in accordance with:

- IAS 39, for guarantees received in respect of financial instruments;
- IAS 37, for guarantees received in respect of liabilities falling within the scope of IAS 37.

The specific treatment applied to the guarantee granted to Natixis by BPCE regarding former GAPC hive-off assets is disclosed in Note 5.7.

b) Financing commitments

All financing commitments granted by Natixis give rise to loans granted at market rates at the grant date. The drawn-down portion of these commitments is classified in "Loans and receivables". These financing commitments are contingent liabilities and are recognized in accordance with IAS 37. On initial recognition, they are not entered in the balance sheet. A provision is recognized in liabilities if the cost of the commitment exceeds the associated revenues.

5.23 Use of estimates in preparing the financial statements

In preparing its financial statements, Natixis is required to make certain estimates and assumptions based on available information that is likely to require expert judgment. These estimates and assumptions constitute sources of uncertainty which may affect the calculation of income and expenses in the income statement, the value of assets and liabilities in the balance sheet and/or certain disclosures in the notes to the financial statements. The financial crisis has led to greater use of accounting estimates. As a result, future results of certain operations may differ significantly from the estimates used in the financial statements at December 31, 2014.

Accounting estimates which require assumptions to be made are mainly used to measure the items set out below:

Financial instruments recorded at fair value

The fair value of hybrid market instruments not traded on an active market is calculated using valuation techniques. Valuations produced using valuation models are adjusted, depending on the instruments in question and the associated risks, to take account of the bid and ask price for the net position, modeling risks, assumptions regarding the funding cost of future cash flows, as well as counterparty and input risks. The fair values obtained from these methods may differ from the actual prices at which such transactions might be executed in the event of a sale on the market.

The valuation models used to price financial instruments for which liquidity has dried up as a result of the financial crisis are described in Note 5.6.

Impairment of loans and receivables

At the reporting date, Natixis assesses whether or not there is any objective evidence of impairment for loans and receivables, either on an individual basis or collectively by risk category. To identify evidence of impairment, Natixis analyzes trends in a number of objective criteria, but also relies on the judgment of its own expert teams. Similarly, Natixis may use its expert judgment to establish the likely timing of recoveries (where the aim is to calculate the amount of individual impairment losses), or to adjust the amount of expected losses under the Basel framework, on which the amount of collective provision is based.

Valuation of unlisted equity instruments classified as "Available-for-sale financial assets"

Unlisted equity instruments classified as available-for-sale financial assets primarily consist of investments in non-consolidated companies. The fair value of investments in unlisted non-consolidated companies is obtained principally by using valuation methods based on multiples or DCF (discounted cash flow). Use of these methods requires certain choices and assumptions to be made in advance (in particular, projected expected future cash flows and discount rates).

Value of cash-generating units (CGUs)

All goodwill is assigned to a CGU so that it may be tested for impairment. The tests conducted by Natixis consist in comparing the carrying amount of each CGU (including goodwill) with its recoverable amount. Where the recoverable amount equals the value in use, it is determined by discounting annual free cash flows to infinity (*see Note 2.5*). Use of the discounted cash flow method involves:

- estimating future cash flows. Natixis has based these estimates on forecasts included in its business units' medium-term plans spanning five years;
- projecting cash flows for the last year of the plan to infinity, at a rate reflecting the expected annual growth rate;
- discounting cash flows at a specific rate for each CGU.

Fair value of loans and receivables recognized at amortized cost (excluding loans reclassified under the amendment to IAS 39 and IFRS 7)

The fair value of loans not quoted on an active market is determined using the discounted cash flow method. The discount rate is based on an assessment of the rates used by the institution during the period for groups of loans with similar risk characteristics. Loans have been classified into groups with similar risk characteristics based on statistical research enabling factors having an impact on credit spreads to be identified. Natixis also relies on expert judgment to refine this segmentation.

Employee benefits

Natixis calls on independent actuaries to calculate its principal employee benefits. These commitments are determined using assumptions such as the salary growth rate, discount rates and rates of return on plan assets (*see Note 11.2.3*). These discount rates and rates of return are based on observed market rates at the reporting date, for example the yield curve on AA Corporate bonds for discount rates. When applied to long-term benefit obligations, these rates introduce uncertainty into the valuations.

Insurance-related liabilities

Insurance technical reserves are calculated using assumptions and estimates that may lead to adjustments in amounts reported over the subsequent period:

- for personal protection insurance, claims reserves are calculated by modeling claims experience;
- for life insurance, underwriting reserves are computed based on economic and financial assumptions, mortality and morbidity tables, and behavioral statistics, for example concerning surrenders;
- for credit insurance, claims reserves include an estimate of claims reported but not settled at the reporting date. In addition to the amount of claims payable, a provision is set aside for unknown claims, calculated on a statistical basis by reference to the final amount of claims to be paid following settlement of risks and any debt recovery measures. Provisions for debt recovery procedures, representing estimates of expected recoveries, are calculated by applying a terminal recovery rate to all subscription periods not yet settled.

Deferred profit-sharing

The participation rate used to calculate deferred profit-sharing is determined based on pay-out ratios projected over the term of the medium-term plan and in line with the actual pay-out ratio for the previous fiscal year.

In the event of a deferred profit-sharing asset, a recoverability test is carried out to verify that liquidity requirements arising from an unfavorable economic environment do not force the sale of assets and generate unrealized losses. This recoverability test relies on projected future cash flows based on different economic assumptions about historical redemptions and inflows (*see Note 2.8*).

Deferred taxes

As a precaution, Natixis records a net deferred tax asset linked to its ability to generate taxable income over a given period (10 years maximum), while tax loss carry forwards are deductible with no time limitation in France and the UK or over very long periods (20 years in the US).

To this end, Natixis prepares tax business plans over rolling periods as from the last tax reporting period, and based on growth assumptions used in the medium-term plans for the business lines.

Adjustments for special tax schemes are also implemented.

Other provisions

Provisions recognized in the consolidated balance sheet, other than those relating to financial instruments, employee benefits and insurance policies, mainly concern provisions for litigation, fines and tax risks, as well as a provision for restructuring recorded at December 31, 2013 in respect of the workforce adaptation plan and the closing of the former GAPC hive-off.

A provision is raised when it is likely that an outflow of resources embodying economic benefits will be required to settle an obligation arising from a past event, and when the amount of the obligation can be reliably estimated. In order to calculate this amount, Management is required to assess the probability of the risk occurring. Future cash flows are discounted where the impact of discounting is material.

5.24 Earnings/(loss) per share

Diluted earnings/(loss) per share corresponds to net earnings/(loss) for the period attributable to the group, divided by the weighted average number of shares, adjusted for the maximum impact resulting from the conversion of dilutive instruments into ordinary shares. Stock options issued are taken into account in calculating diluted earnings/(loss) per share. The conversion of these instruments does not impact net income/(loss) used to calculate diluted earnings/(loss) per share.

	12.31.2014	12.31.2013
Earnings/(loss) per share		
Net earnings/(loss) attributable to the Group (in millions of €)	1,138	884
Net income/(loss) attributable to shareholders (in millions of €) [(a)]	1,085	835
Average number of ordinary shares issued and outstanding over the period	3,109,895,036	3,093,523,996
Average number of treasury shares issued and outstanding over the period	2,580,400	6,105,098
Average number of shares used to calculate earnings/(loss) per share	3,107,314,636	3,087,418,898
EARNINGS/(LOSS) PER SHARE IN €	**0.35**	**0.27**
Diluted earnings/(loss) per share		
Net earnings/(loss) attributable to the Group (in millions of €)	1,138	884
Net income/(loss) attributable to shareholders (in millions of €) [(a)]	1,085	835
Average number of ordinary shares issued and outstanding over the period	3,109,895,036	3,093,523,996
Average number of treasury shares issued and outstanding over the period	2,580,400	6,105,098
Number of potential dilutive shares resulting from stock option and bonus share plans [(b)]	2,615,148	8,943,962
Average number of shares used to calculate diluted earnings/(loss) per share	3,109,929,784	3,096,362,860
DILUTED EARNINGS/(LOSS) PER SHARE IN €	**0.35**	**0.27**

(a) The difference between net earnings/(loss) attributable to the group and net income/(loss) attributable to shareholders corresponds to the interest generated on deeply subordinated notes and on preference shares, i.e. -€49 million at December 31, 2013 and -€53 million at December 31, 2014;

(b) This number of shares refers to the shares granted under the deferred share-based bonus plans (2009, 2010, 2011, 2012 and 2013 plans). In 2013, based on the average share price, the 2008 stock option plan presented in Note 11.2.4 is not considered as potential dilutive shares. This is also the case for 2014.

NOTE 6 NOTES TO THE BALANCE SHEET

6.1 Financial assets and liabilities designated at fair value through profit and loss

These assets and liabilities are measured at fair value at the reporting date, with changes in value, including interest, recognized in income under "Net gains or losses on financial instruments at fair value through profit and loss".

6.1.1 Financial assets designated at fair value through profit and loss

At December 31, 2014, financial assets at fair value primarily comprised securities and derivative instruments.

(in millions of euros)	Notes	12.31.2014	12.31.2013
Securities held for trading		**71,269**	**60,903**
Fixed-income securities		38,829	36,026
Variable-income securities [(a)]		32,440	24,877
Loans and receivables held for trading		**2,358**	**2,129**
Banks		1,929	1,920
Customers		429	209
Derivative instruments not eligible for hedge accounting [(b)]	*6.1.3*	**85,749**	**63,720**
Securities at fair value through profit and loss	*6.1.1.2*	**89,327**	**87,293**
Securities		12,348	12,060
Fixed-income		*3,866*	*3,482*
Variable-income [(a)]		*8,482*	*8,578*
Reverse repos [(b)]		76,979	75,233
Loans and receivables at fair value through profit and loss	*6.1.1.1 and 6.1.1.2*	**5,858**	**4,279**
Banks		646	488
Customers		5,212	3,791
TOTAL		**254,560**	**218,324**

(a) Including shares in mutual funds.

(b) The information presented takes into account the impact of offsetting carried out in accordance with IAS 32 (see Note 6.3).

6.1.1.1 Loans and receivables designated at fair value through profit and loss and credit risk

Exposure to credit risk represents a significant share of the fair value of loans and receivables designated at fair value through profit and loss shown on the balance sheet. Purchases of credit derivatives covering any exposure to credit risk on loans and receivables are shown at their fair value as recognized on the balance sheet.

(in millions of euros)	Credit risk exposure		Related credit derivatives		Change in fair value of loans and receivables attributable to credit risk	
	12.31.2014	12.31.2013	12.31.2014	12.31.2013	Period	Aggregate
Loans and receivables due from banks	646	488				
Loans and receivables due from customers	5,212	3,791				
TOTAL	**5,858**	**4,279**				

Natixis does not purchase protection to hedge against credit risk associated with loans and receivables classified as fair value instruments through profit and loss.

6.1.1.2 Conditions for classification of financial assets designated at fair value through profit and loss

Financial assets are designated at fair value through profit and loss when this choice provides more pertinent information or when these instruments incorporate one or more significant and separable embedded derivatives.

The use of the fair value option is considered to provide more pertinent information in two situations:

- where there is an accounting mismatch between economically linked assets and liabilities. This arises for example in the case of an asset and a hedging derivative when the criteria for hedge accounting are not met;
- where a portfolio of financial assets and liabilities is managed and recognized at fair value as part of a documented policy of asset and liability management.

Financial assets measured at fair value through profit and loss consist primarily of financial assets representative of unit-linked policies from insurance activities and, to a lesser extent, assets with embedded derivatives for which the principle of separation was not adopted.

(in millions of euros)	12.31.2014				12.31.2013			
	Carrying amount	Accounting mismatch	Managed on a fair value basis	Embedded derivatives	Carrying amount	Accounting mismatch	Managed on a fair value basis	Embedded derivatives
Loans and receivables due from banks	**646**	646			**488**	488		
Loans and receivables due from customers	**5,212**	74	1,113	4,024	**3,791**	103	499	3,190
Fixed-income securities	**3,866**	1,764	431	1,670	**3,482**	1,572	934	976
Variable-income securities	**8,482**	6,856	1,627		**8,578**	6,896	1,682	
Other assets	**76,979**		76,979		**75,233**		75,233	
TOTAL	**95,185**	**9,340**	**80,150**	**5,694**	**91,572**	**9,059**	**78,348**	**4,166**

6.1.2 Financial liabilities at fair value through profit and loss

At December 31, 2014, financial liabilities at fair value through profit and loss primarily comprised derivatives not used as hedging instruments.

Securities classified as instruments held for trading essentially comprise short sales of financial assets.

(in millions of euros)	Notes	12.31.2014	12.31.2013
Instruments held for trading		**123,686**	**105,698**
Securities		38,628	41,294
Derivative instruments not eligible for hedge accounting*	*6.1.3*	84,122	63,337
Other payables		936	1,067
Instruments designated at fair value through profit and loss	*6.1.2.1 and 6.1.2.2*	**96,936**	**80,351**
Securities		13,637	11,364
Repurchased securities*		82,440	68,527
Other payables		860	460
TOTAL		**220,622**	**186,049**

* *The information presented takes into account the impact of offsetting carried out in accordance with IAS 32 (see Note 6.3).*

6.1.2.1 Financial liabilities designated at fair value through profit and loss and credit risk

The carrying amount of financial liabilities designated at fair value through profit and loss corresponds to their fair value shown on the balance sheet.

The amount contractually due on loans at maturity represents the principal amount outstanding at the reporting date, plus any accrued interest not yet due. The amount contractually due on securities represents their redemption value.

	12.31.2014			12.31.2013			Changes in the fair value of financial liabilities, designated at fair value through profit and loss, attributable to credit risk at December 31, 2014	
	Carrying amount	Amount contractually due at maturity	Difference between carrying amount and amount contractually due at maturity	Carrying amount	Amount contractually due at maturity	Difference between carrying amount and amount contractually due at maturity	Period	Aggregate
Due to banks	93	88	5	140	129	11		
Customer deposits	303	295	8	106	108	(3)		
Debt securities [(a)]	13,543	12,992	551	11,274	11,482	(208)	208	102
Subordinated debt [(a)]	94	101	(7)	90	101	(11)	7	(13)
Other payables [(b)]	82,903	82,898	5	68,741	68,745	(4)		
TOTAL	**96,936**	**96,373**	**563**	**80,351**	**80,565**	**(214)**	**215**	**89**

(a) *The fair value, determined using the method described in Note 5.6, recorded in respect of internal credit risk on Natixis issues totaled -€89.2 million at the reporting date versus €125.7 million at December 31, 2013 (see Note 7.3). Besides changes in the outstanding amount, this difference reflects changes in the Natixis spread since the close of the previous year's accounts.*

(b) *Other payables comprise a portfolio of structured pensions managed according to a dynamic approach.*

6.1.2.2 Conditions for classification of financial liabilities designated at fair value through profit and loss

Financial liabilities are designated at fair value through profit and loss when this choice provides more pertinent information or when the instruments incorporate one or more significant and separable embedded derivatives (see Note 5.1).

The use of the fair value option is considered to provide more pertinent information in two situations:

- where there is an accounting mismatch between economically linked assets and liabilities. In particular, the fair value option is used when hedge accounting conditions are not met: in such cases, changes in the fair value of the hedged item automatically offset changes in the fair value of the hedging derivative;
- where a portfolio of financial assets and liabilities is managed and recognized at fair value as part of a documented policy of asset and liability management.

Liabilities measured at fair value through profit and loss mainly comprise issues originated and structured on behalf of customers for which risks and hedging are collectively managed. These issues include significant embedded derivatives for which changes in value are neutralized by those of the derivative instruments hedging them.

(in millions of euros)	12.31.2014 Carrying amount	Accounting mismatch	Managed on a fair value basis	Embedded derivatives	12.31.2013 Carrying amount	Accounting mismatch	Managed on a fair value basis	Embedded derivatives
Due to banks	93	93			140	140		
Customer deposits	303	217		86	106	106		
Debt securities	13,543	12,297		1,247	11,274	10,314	15	946
Subordinated debt	94			94	90			90
o/w repurchased securities	82,440		82,440		68,528		68,528	
Other payables	464	464			213	213		
TOTAL	**96,937**	**13,071**	**82,440**	**1,427**	**80,351**	**10,773**	**68,543**	**1,036**

Some liabilities issued and recognized at fair value through profit and loss are covered by a guarantee. The effect of this guarantee is incorporated into the fair value of the liabilities.

6.1.3 Derivatives not eligible for hedge accounting

Derivative financial instruments not eligible for hedge accounting are classified as held for trading, irrespective of the period over which they are expected to be held.

(in millions of euros)	12.31.2014 Notional amount	Assets	Liabilities	12.31.2013 Notional amount	Assets	Liabilities
Forward transactions	**6,055,332**	**72,699**	**70,769**	**5,781,553**	**51,568**	**50,767**
Interest rate derivatives [(a)]	5,055,971	54,880	51,650	5,014,317	43,182	43,054
Currency derivatives	872,065	16,523	15,543	708,344	8,326	7,538
Equity derivatives	86,259	1,138	3,343	7,548		
Other items	41,037	158	233	51,344	60	174
Options	**1,477,059**	**9,913**	**10,789**	**1,371,208**	**9,387**	**9,888**
Interest rate derivatives	915,915	995	819	934,430	382	1,110
Currency derivatives	473,765	5,541	6,384	330,326	4,323	4,863
Equity derivatives	38,184	2,166	2,418	54,776	3,364	3,074
Other items [(b)]	49,195	1,211	1,168	51,676	1,318	842
Credit derivatives	**96,919**	**3,137**	**2,565**	**181,752**	**2,765**	**2,682**
TOTAL	**7,629,310**	**85,749**	**84,122**	**7,334,514**	**63,720**	**63,337**

(a) Natixis has contracted Total Return Swaps (TRS) with BPCE. These instruments are used to hedge changes in the fair value recognized since July 1, 2009 on instruments previously linked to the former GAPC hive-off carried at fair value through profit and loss at December 31, 2014 and are included on this line for an amount of €43.9 million in assets (versus €42 million at December 31, 2013) and €54 million in liabilities (versus €48 million at December 31, 2013).

(b) Natixis has contracted a call option with BPCE for the purpose of recovering, 10 years after its implementation, any net gains in fair value transferred to BPCE via TRS. The call option was recognized on this line in assets for €569.8 million versus €557.9 million at December 31, 2013.

6.2 Hedging derivatives

Derivatives may only be designated as hedges if they meet the criteria set out in IAS 39 at inception and throughout the term of the hedge. These criteria include formal documentation that the hedging relationship between the derivatives and the hedged items is both prospectively and retrospectively effective. Hedging relationships are presumed to be effective when, retrospectively, changes in the value of the hedging instrument offset changes in the value of the hedged item in a range of 80%-125%.

Cash flow hedging is mainly used by Natixis and the leasing business as a structural hedge against interest rate risk.

Fair value hedging is used to hedge changes in the fair value of fixed-income securities on an individual basis, as well as comprehensive hedging of the interest-rate risk of Natixis Financial Products LLC according to the carve-out provisions of IAS 39.

	12.31.2014			12.31.2013		
(in millions of euros)	Notional amount	Assets	Liabilities	Notional amount	Assets	Liabilities
Cash flow hedges						
Forward transactions	**14,302**	**5**	**350**	**14,197**	**5**	**164**
Interest rate derivatives	14,302	5	350	13,884	3	161
Currency derivatives				313	2	3
Equity derivatives						
Other items						
Options						
Interest rate derivatives						
Currency derivatives						
Equity derivatives						
Other items						
Fair value hedges						
Forward transactions	**358,040**	**125**	**383**	**535,608**	**1,728**	**367**
Interest rate derivatives	358,040	125	383	535,608	1,728	367
Currency derivatives						
Equity derivatives						
Other items						
Options	**26**		**2**			
Interest rate derivatives	26		2			
Currency derivatives						
Equity derivatives						
Other items						
Credit derivatives	**494**		**0**	**942**		**1**
Net investment in foreign currency hedges						
TOTAL	**372,862**	**130**	**735**	**550,747**	**1,733**	**532**

6.3 Offsetting financial assets and liabilities

The table below presents the amounts offset on the Natixis balance sheet meeting the criteria set out in IAS 32 as detailed in Note 5.13 as well as the impacts linked to the existence of an enforceable right of set-off under a master netting arrangement or similar agreements that do not meet the criteria set out in IAS 32 dealing with offsetting.

The gross offset amounts reflect derivatives and repurchase agreements with clearing houses for which the criteria set out in IAS 32 are met:

- for derivatives, the information is presented in consideration of the effects of the currency offset between asset valuations and liability valuations of the derivatives handled through the "LCH Clearnet Ltd" clearing house via the "Swapclear" clearing system;
- as regards repurchase agreements, the information presented includes repurchase agreements handled through clearing houses LCH Clearnet Ltd (Repoclear), LCH Clearnet S.A., Eurex AG and Fixed Income Clearing Corporation (FICC). Natixis records on its balance sheet the net value of repurchase and reverse repurchase agreements that:
  - are entered into with the same clearing house,
  - have the same maturity date,
  - involve the same custodian,
  - are denominated in the same currency.

The impacts linked to the existence of an enforceable right of set-off under master netting arrangements or similar agreements correspond to derivative amounts or outstanding repos covered by master arrangements under which the net settlement criterion or the simultaneous settlement of assets and liabilities cannot be demonstrated or for which the right to set-off cannot be exercised except in the event of the default, insolvency or bankruptcy of one or more counterparties. These amounts are not offset on the balance sheet.

Guarantees received and given in the form of the securities shown in the "Financial instruments" column are recognized at fair value.

As stated in Note 1.1, Natixis amended the offsetting rules for repurchase agreements handled with clearing houses LCH Clearnet Ltd, LCH Clearnet SA, Fixed Income Clearing Corporation (FICC) and Eurex AG and no longer takes the ISIN code (value reference code) into account. This change, applied at December 31, 2013, would have led Natixis to offset €13.9 billion.

6.3.1 Financial assets

(in millions of euros)	12.31.2014			12.31.2013		
	Gross amount of financial assets recognized in the balance sheet*	Gross amount of offset financial liabilities	Net amount of financial assets recognized in the balance sheet	Gross amount of financial assets recognized in the balance sheet*	Gross amount of offset financial liabilities	Net amount of financial assets recognized in the balance sheet
	(a)	(b)	(c) = (a) - (b)	(a)	(b)	(c) = (a) - (b)
Financial assets at fair value through profit and loss	**133,228**	**48,240**	**84,988**	**131,455**	**28,707**	**102,748**
Derivatives	*99,434*	*37,324*	*62,110*	*75,631*	*28,288*	*47,343*
Repurchase transactions	*33,794*	*10,915*	*22,878*	*55,824*	*419*	*55,405*
Other financial instruments						
Hedging derivatives				1,334	1,330	4
Loans and receivables due from banks	**4,751**	**0**	**4,751**	**5,091**		**5,091**
Repurchase transactions	*4,751*	*0*	*4,751*	*5,091*		*5,091*
Other financial instruments						
Customer loans and receivables	**24,122**	**4,279**	**19,843**	**16,031**	**1,666**	**14,365**
Repurchase transactions	*24,122*	*4,279*	*19,843*	*16,031*	*1,666*	*14,365*
Other financial instruments						
TOTAL	**162,100**	**52,518**	**109,582**	**153,911**	**31,703**	**122,208**

* *Gross amount of financial assets offset or covered by a master netting or similar arrangement.*

(in millions of euros)	12.31.2014				12.31.2013			
	Amounts not offset related to (a)				Amounts not offset related to (a)			
	(d)				(d)			
	Net amount of financial assets recognized in the balance sheet	Financial instruments	Guarantees received in cash	Net exposure	Net amount of financial assets recognized in the balance sheet	Financial instruments	Guarantees received in cash	Net exposure
	(c)	*		(e) = (c) - (d)	(c)	*		(e) = (c) - (d)
Derivatives	62,110	41,464	14,605	6,041	47,347	36,029	5,962	5,356
Repurchase transactions	47,472	47,330	13	129	74,861	73,836	148	877
Other financial instruments								
TOTAL	**109,582**	**88,795**	**14,617**	**6,170**	**122,208**	**109,865**	**6,110**	**6,233**

* *Including collateral received in the form of securities.*

6.3.2 Financial liabilities

(in millions of euros)	12.31.2014 Gross amount of financial liabilities recognized in the balance sheet* (a)	12.31.2014 Gross amount of offset financial assets (b)	12.31.2014 Net amount of financial liabilities recognized in the balance sheet (c) = (a) - (b)	12.31.2013 Gross amount of financial liabilities recognized in the balance sheet* (a)	12.31.2013 Gross amount of offset financial assets (b)	12.31.2013 Net amount of financial liabilities recognized in the balance sheet (c) = (a) - (b)
Financial liabilities at fair value through profit and loss	**128,850**	**48,228**	**80,622**	**126,815**	**30,031**	**96,784**
Derivatives	*97,719*	*37,313*	*60,406*	*79,880*	*29,612*	*50,268*
Repurchase transactions	*31,132*	*10,915*	*20,216*	*46,935*	*419*	*46,516*
Other financial instruments						
Hedging derivatives	**158**	**11**	**147**	**209**	**6**	**203**
Due to banks	**6,149**	**0**	**6,149**	**16,656**	**0**	**16,656**
Repurchase transactions	6,149	0	6,149	16,656	0	16,656
Other financial instruments						
Customer deposits	**23,111**	**4,279**	**18,833**	**9,510**	**1,666**	**7,844**
Repurchase transactions	23,111	4,279	18,833	9,510	1,666	7,844
Other financial instruments						
TOTAL	**158,269**	**52,518**	**105,751**	**153,190**	**31,703**	**121,487**

* *Gross amount of financial liabilities offset or covered by a master netting or similar arrangement.*

(in millions of euros)	12.31.2014 Net amount of financial liabilities recognized in the balance sheet (c)	12.31.2014 Amounts not offset related to (a) (d) Financial instruments *	12.31.2014 Amounts not offset related to (a) (d) Guarantees received in cash	12.31.2014 Net exposure (e) = (c) - (d)	12.31.2013 Net amount of financial liabilities recognized in the balance sheet (c)	12.31.2013 Amounts not offset related to (a) (d) Financial instruments *	12.31.2013 Amounts not offset related to (a) (d) Guarantees received in cash	12.31.2013 Net exposure (e) = (c) - (d)
Derivatives	60,553	41,576	13,626	5,352	50,471	36,631	7,971	5,869
Repurchase transactions	45,197	45,097	0	100	71,016	69,202	12	1,802
Other financial instruments								
TOTAL	**105,751**	**86,673**	**13,626**	**5,452**	**121,487**	**105,832**	**7,983**	**7,671**

* *Including collateral received in the form of securities.*

6.4 Available-for-sale financial assets

The table below shows available-for-sale financial assets by type of instrument (loans outstanding, fixed-income securities, variable-income securities). It discloses the gross value before impairment, the amount of impairment and the carrying amount net of impairment.

Available-for-sale financial assets are tested for impairment at the end of each reporting period (i.e. every quarter). When there is objective evidence of impairment and a reduction in fair value has previously been recognized in equity, the aggregate impairment loss is removed from equity and taken to income.

(in millions of euros)	12.31.2014	12.31.2013
Loans outstanding	**38**	**39**
Loans and receivables	38	38
Accrued interest	0	1
Securities	**45,584**	**41,576**
Fixed-income	37,833	33,757
Variable-income [(a)]	7,208	7,305
Accrued interest	542	514
Total available-for-sale financial assets before impairment	**45,621**	**41,615**
Impairment of available-for-sale assets	**(806)**	**(937)**
Loans and receivables	(17)	(11)
Fixed-income securities	(31)	(48)
Variable-income securities [(a) (b)]	(757)	(878)
TOTAL	**44,816**	**40,678**

(a) Including shares in mutual funds.

(b) In 2014, permanent impairment of variable-income securities stood at €62 million compared with €82 million in 2013. This expense involves insurance portfolios for €24 million (€60 million for 2013), the impact of which is neutralized at 92.7% and 94.8% respectively for 2014 and 2013 given the profit-sharing mechanism. The 2014 expense is divided between an additional impairment on previously-impaired securities for €19 million, including €8 million related to the insurance portfolios (€58 million in 2013, including €45 million on insurance portfolios), newly-impaired provisions on securities tied to the application of automatic criteria as defined in accounting principles and methods for €23 million mainly on non-insurance portfolios (€21 million in 2013, including €14 million related to insurance portfolios) and provisions on newly-impaired securities tied to the application of criteria for analysis for €20 million, including €16 million for insurance portfolios (€3 million in 2013, including €1 million on insurance portfolios).

6.5 Loans and receivables

6.5.1 Loans and receivables due from banks

(in millions of euros)	Notes	12.31.2014	12.31.2013
Outstanding		**71,835**	**77,785**
Performing loans	*6.5.1.1*	*71,707*	*77,510*
Non-performing loans		*129*	*275*
PROVISIONS FOR IMPAIRMENTS		**(117)**	**(185)**
NET TOTAL		**71,718**	**77,600**

The fair value of loans and receivables due from banks is provided in Note 6.7.8.

6.5.1.1 Performing loans to banks

(in millions of euros)	12/31/2014	12/31/2013
Loans and receivables	55,471	64,926
Current accounts overdrawn	7,321	6,020
Unlisted fixed-income securities	1,201	1,281
Reverse repos	7,528	5,091
Accrued interest	184	192
TOTAL	**71,707**	**77,510**

6.5.2 Customer loans and receivables

(in millions of euros)	Notes	12.31.2014	12.31.2013
Outstanding		**109,500**	**90,578**
Performing loans	*6.5.2.1*	*104,622*	*84,871*
Non-performing loans		*4,878*	*5,707*
Provisions		**(2,276)**	**(2,603)**
NET TOTAL		**107,224**	**87,975**

The fair value of customer loans and receivables is provided in Note 6.7.8.

6.5.2.1 Restructured due to financial difficulties (Forbearance)

The following table lists the financial assets (excluding assets held for trading) and financing commitments subject to amendments to original contract terms or refinancing constituting a concession granted due to the debtor's financial situation (see Note 5.1).

	12.31.2014		
(in millions of euros)	Restructuring	Individual and collective impairments - Provisions	Guarantees received
On-balance sheet exposure	3,257	656	2,249
Off-balance sheet exposure	107	0	54
TOTAL	**3,364**	**656**	**2,303**

6.5.2.2 Performing loans to customers

(in millions of euros)	Notes	12.31.2014	12.31.2013
Finance leases	*6.5.2.3*	10,432	10,622
Other loans and receivables	*6.5.2.4*	50,144	45,654
Current accounts overdrawn		3,433	3,362
Unlisted fixed-income securities		4,184	2,757
Reverse repos		30,291	16,175
Factoring		5,818	5,918
Other		26	23
Accrued interest		294	361
TOTAL		**104,622**	**84,872**

6.5.2.3 Customer finance leases

	12.31.2014			12.31.2013		
(in millions of euros)	Real estate	Non-real estate	TOTAL	Real estate	Non-real estate	TOTAL
Customer lease financing outstandings	**6,344**	**4,088**	**10,432**	**6,650**	**3,972**	**10,622**
Net non-performing outstandings	**43**	**34**	**77**	**55**	**44**	**99**
Non-performing loans	*144*	*168*	*312*	*147*	*186*	*334*
Provisions for impairment of non-performing outstandings	*(83)*	*(134)*	*(217)*	*(92)*	*(142)*	*(234)*
TOTAL	**6,406**	**4,121**	**10,527**	**6,706**	**4,016**	**10,722**

6.5.2.4 Other customer loans and receivables

(in millions of euros)	12.31.2014	12.31.2013
Commercial loans	771	1,771
Export credit	3,019	2,707
Cash and consumer credit	21,506	19,736
Equipment loans	8,273	4,779
Home loans	541	859
Other customer loans	16,034	15,803
TOTAL	**50,144**	**45,654**

6.6 Held-to-maturity financial assets

(in millions of euros)	12.31.2014	12.31.2013
Government securities		
Gross value	1,242	1,240
Provisions for impairment		
Net government securities	**1,242**	**1,240**
Bonds		
Gross value	1,524	1,789
Provisions for impairment	(3)	(4)
Net bonds	**1,521**	**1,785**
TOTAL	**2,763**	**3,025**

The fair value of held-to-maturity financial assets is provided in Note 6.7.8.

"Held-to-maturity financial assets" are exclusively recognized by fully-consolidated insurance companies at December 31, 2014 and December 31, 2013.

6.7 Other information relating to financial assets

6.7.1 Reclassification of financial assets over the period, pursuant to the amendment to IAS 39 and IFRS 7 published on October 13, 2008

No financial assets were reclassified in 2014 by Natixis pursuant to the IASB's "Reclassification of financial assets" amendment to IAS 39 and IFRS 7 published on October 13, 2008.

6.7.2 Information on instruments reclassified at October 1, 2008

Pursuant to the options provided for by the IASB's amendment to IAS 39 and IFRS 7 published on October 13, 2008, Natixis reclassified the following items within "Loans and receivables" as at October 1, 2008:

- €8.8 billion relating to the fair value of assets previously classified as "Financial assets at fair value through profit and loss – Trading";
- €2.8 billion relating to the fair value of assets previously classified as "Available-for-sale financial assets".

At December 31, 2014, the carrying amount of assets reclassified as "Loans and receivables" is not material (less than €0.1 million) compared to €174 million at December 31, 2013.

6.7.3 Financial assets provided as security against liabilities

The table below shows, inter alia, the carrying amount of:

- the underlying assets of the covered bond issues;
- financial instruments (securities and receivables) deposited with central banks and assignable as collateral to guarantee refinancing operations at any time.

These instruments continue to be disclosed in the consolidated balance sheet in accordance with their original classification.

(in millions of euros)	12.31.2014	12.31.2013
Debt instruments	7,343	8,699
Loans and receivables	1,027	1,646
TOTAL	**8,371**	**10,345**

At December 31, 2014, there are no receivables for which ownership was transferred to BPCE or SFEF as security in connection with financing indirectly received from SFEF, as these were fully repaid over the period.

6.7.4 Financial assets transferred

The tables below show financial asset transfers according to the amendment to IFRS 7, which distinguishes two categories of transferred assets: transferred financial assets that are not, partially or wholly, derecognized, and transferred financial assets that are fully derecognized, for which Natixis maintains continuing involvement.

A financial asset is partially or wholly transferred if Natixis transfers the contractual rights to collect cash flow from the financial asset or retains the contractual rights to collect cash flow from the financial asset but assumes a contractual obligation to pay those cash flows to one or more beneficiaries.

Natixis has continuing involvement in a fully derecognized transferred financial asset if, according to the terms of the transfer, it retains contractual rights or obligations inherent in that asset or obtains or assumes new contractual rights or obligations to that asset.

Following the publication of the French Ministerial Order of December 19, 2014 on the disclosure of information on encumbered assets, and in an effort to establish maximum consistency between the statements of transferred assets and the statements of encumbered assets, some management rules relating to the determination of the amount of transferred assets in accordance with IFRS 7 were modified in 2014. Comparative data for 2013 were restated to account for these modifications.

6.7.4.1 Financial assets transferred but not fully derecognized

Transferred financial assets that are not derecognized are essentially composed of the following instruments:

- repurchased securities;
- securities lending backed by cash remittals;
- dry securities lending;
- securitization for which the counterparties to the associated debts have recourse only to the transferred assets.

These instruments are considered transferred assets because they are the underlying assets of transactions that organize a transfer between Natixis and the assignee of ownership of the assets and the attached cash flows.

They are kept on the asset side of the consolidated balance sheet because virtually all of the benefits and risks are maintained, since the securities must be returned to Natixis (unless Natixis defaults).

REPURCHASE AGREEMENTS

	12.31.2014		31.12.2013*	
(in millions of euros)	Carrying amount of transferred assets	Carrying amount of associated liabilities	Carrying amount of transferred assets	Carrying amount of associated liabilities
Financial assets at fair value through profit and loss	37,460	34,405	31,292	30,060
Available-for-sale financial assets	3,527	3,486	4,922	4,756
Held-to-maturity financial assets	79	78	18	18
Loans and receivables at amortized cost			43	43
TOTAL	**41,066**	**37,969**	**36,275**	**34,877**

* *Amount adjusted relative to the financial statements at December 31, 2013.*

SECURITIES LENDING

	12.31.2014	12.31.2013
(in millions of euros)	Carrying amount of transferred assets	Carrying amount of transferred assets
Financial assets at fair value through profit and loss	1,811	1,638
Available-for-sale financial assets		544
TOTAL	**1,811**	**2,182**

SECURITIZATION FOR WHICH THE COUNTERPARTIES TO THE ASSOCIATED DEBTS HAVE RECOURSE ONLY TO THE TRANSFERRED ASSETS

	12.31.2014				
(in millions of euros)	Carrying amount of transferred assets	Carrying amount of associated liabilities	Fair value of transferred assets	Fair value of associated liabilities	Net position
Asset-backed securities	8,107	6,851	8,107	6,851	1,256
TOTAL	**8,107**	**6,851**	**8,107**	**6,851**	**1,256**

At December 31, 2014, €322 million in bonds self-underwritten by Natixis and eliminated on consolidation are lent or sold under repurchase agreements.

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	12.31.2013				
(in millions of euros)	Carrying amount of transferred assets	Carrying amount of associated liabilities	Fair value of transferred assets	Fair value of associated liabilities	Net position
Asset-backed securities	4,343	3,091	4,343	3,091	1,252
TOTAL	**4,343**	**3,091**	**4,343**	**3,091**	**1,252**

6.7.4.2 Fully derecognized transferred financial assets for which continuing involvement is maintained

The fully derecognized transferred financial assets for which Natixis maintains continuing involvement include transfers of assets to a deconsolidated securitization vehicle in which Natixis has an interest or an obligation, where these latter do not compromise the transfer of virtually all of the advantages and risks attached to the transferred assets.

At December 31, 2014, there is no material impact from continuing involvement in a securitization vehicle maintained by Natixis.

6.7.5 Financial assets received as security and able to be sold or reused as security

This heading covers financial assets received as security under financial guarantee agreements with the right to reuse the assets in the absence of any default on the part of the owner of the guarantee.

The fair value of financial assets received as security that Natixis may sell or reuse as security was €226 billion at December 31, 2014, versus €102 billion at December 31, 2013.

The fair value of the financial assets received as security that were resold or reused as security was €148 billion at December 31, 2014.

6.7.6 Financial assets that are past due but not impaired

The table below provides, by type of financial instrument, a breakdown of the age of financial assets which were past due but not impaired at the reporting date. It does not take into account any portfolio impairment losses which may be assessed.

Past due assets are assets in arrears (i.e., missed principal or interest payments), but which have not yet been impaired.

For overdrafts, arrears are counted as of the date when the customer is notified; the amount shown represents the total overdraft.

"Technical" delinquencies, meaning those related to incidents occurring in the collection process and unrelated to the counterparty's financial situation, are not included.

The age of each amount in arrears is determined according to the age of the first missed payment on the balance in question. The breakdown for the period is prepared on the basis of the first missed payment.

	Payment arrears at 12.31.2014				
Type of assets *(in millions of euros)*	≤ 90 days	> 90 days ≤ 180 days	> 180 days ≤ 1 year	> 1 year	Total
Loans and receivables due from banks	41	2	0	1	44
Customer loans and receivables	2,086	15	15	3	2,119
Other financial assets				2	2
TOTAL	**2,128**	**17**	**15**	**6**	**2,166**

The data reported in 2014 includes late payments identified by the factoring entities amounting to €1.477 billion. These data now refer to all outstandings rather than the unpaid amount alone.

Type of assets *(in millions of euros)*	Payment arrears at 12.31.2013 ≤ 90 days	> 90 days ≤ 180 days	> 180 days ≤ 1 year	> 1 year	Total
Loans and receivables due from banks					
Customer loans and receivables	122				122
Other financial assets					
TOTAL	**122**				**122**

6.7.7 Fair value of financial assets carried at fair value in the balance sheet

The table below presents the fair value of all financial assets, whether or not they are recognized at fair value in the balance sheet.

The fair value of financial assets carried at fair value on the balance sheet is broken down according to the hierarchy of inputs used to value the assets, as described in Note 5.6.

Assets *(in millions of euros)*	At December 31, 2014 Carrying amount	Level 1	Level 2	Level 3	At December 31, 2013 Carrying amount	Level 1	Level 2	Level 3*
Financial assets held for trading	**159,375**	**64,679**	**91,382**	**3,315**	**126,752**	**55,748**	**67,738**	**3,266**
Securities held for trading	**71,269**	**63,123**	**7,701**	**444**	**60,903**	**53,568**	**6,406**	**928**
o/w fixed-income securities	*38,829*	*32,123*	*6,261*	*444*	*36,026*	*30,356*	*4,742*	*928*
o/w variable-income securities	*32,440*	*31,000*	*1,439*		*24,877*	*23,212*	*1,665*	
Derivative instruments not eligible for hedge accounting (positive fair value)	**85,749**	**1,555**	**81,699**	**2,494**	**63,720**	**2,180**	**59,202**	**2,338**
o/w interest rate derivatives	*55,875*	*4*	*54,518*	*1,353*	*43,522*	*2*	*42,748*	*772*
o/w currency derivatives	*22,064*	*10*	*22,047*	*8*	*12,649*	*21*	*12,613*	*16*
o/w credit derivatives	*3,137*		*2,137*	*1,000*	*3,365*		*2,417*	*948*
o/w equity derivatives	*3,303*	*936*	*2,233*	*133*	*3,364*	*1,948*	*814*	*602*
Other	*1,369*	*605*	*764*		*820*	*210*	*610*	
Other financial assets held for trading	**2,358**		**1,982**	**376**	**2,129**		**2,129**	
Financial assets at fair value through profit and loss	**95,185**	**7,440**	**83,859**	**3,886**	**91,572**	**8,810**	**80,628**	**2,134**
Securities at fair value through profit and loss	**12,348**	**7,440**	**2,622**	**2,286**	**12,060**	**8,810**	**1,613**	**1,637**
o/w fixed-income securities	*3,866*	*817*	*1,759*	*1,290*	*3,482*	*2,103*	*863*	*516*
o/w variable-income securities	*8,483*	*6,624*	*863*	*996*	*8,578*	*6,708*	*749*	*1,121*
Other financial assets at fair value through profit and loss	**82,837**		**81,237**	**1,600**	**79,512**		**79,015**	**497**
Hedging derivatives (assets)	**130**		**130**		**1,733**		**1,733**	
o/w interest rate derivatives	*130*		*130*		*1,732*		*1,732*	
o/w currency derivatives					*2*		*2*	
Available-for-sale financial assets	**44,816**	**35,626**	**5,440**	**3,750**	**40,678**	**31,897**	**7,619**	**1,163**
Available-for-sale securities – Equity investments	**1,025**	**2**	**67**	**955**	**1,341**	**237**	**7**	**1,098**
Other available-for-sale securities	**43,771**	**35,623**	**5,373**	**2,774**	**39,309**	**31,660**	**7,585**	**65**
o/w fixed-income securities	*38,342*	*31,068*	*4,658*	*2,616*	*34,217*	*27,264*	*6,953*	*1*
o/w variable-income securities	*5,429*	*4,556*	*716*	*157*	*5,092*	*4,396*	*632*	*64*
Other available-for-sale financial assets	**20**			**20**	**28**		**28**	
TOTAL	**299,505**	**107,745**	**180,810**	**10,950**	**260,736**	**96,455**	**157,718**	**6,563**

* *Amount adjusted relative to the financial statements at December 31, 2013, mainly arising from the reclassification of Private Equity securities from Level 2 to Level 3 of the fair value hierarchy for €1.121 billion (see Note 5.6).*

6.7.7.1 Financial assets at fair value measured using level 3 of the fair value hierarchy

- DECEMBER 31, 2014

(in millions of euros)	Level 3 opening balance 01.01.2014*	Gains and losses recognized in the period		
		Income statement*		
		On outstanding transactions at the reporting date	On transactions expired or redeemed at the reporting date	Gains and losses recorded directly in equity
Financial assets at fair value through profit and loss - Trading	**3,267**	**1,097**	**98**	
Fixed-income securities held for trading	**928**	**18**	**81**	
Derivative instruments not eligible for hedge accounting (positive fair value)	**2,338**	**1,079**	**17**	
o/w interest rate derivatives	*772*	*480*	*73*	
o/w currency derivatives	*16*	*(11)*		
o/w credit derivatives	*948*	*272*	*(56)*	
o/w equity derivatives	*602*	*338*		
Other				
Other financial assets held for trading				
Financial assets at fair value through profit and loss	**2,134**	**(330)**	**62**	
Fixed-income securities at fair value through profit and loss	**516**	**35**	**9**	
Variable-income securities at fair value through profit and loss	**1,121**	**(2)**	**2**	
Other financial assets at fair value through profit and loss	**497**	**(363)**	**51**	
Hedging derivatives				
Available-for-sale financial assets	**1,163**	**(28)**	**31**	**87**
Available-for-sale securities – Equity investments	**1,098**	**7**	**29**	**83**
Other available-for-sale securities	**65**	**(27)**	**2**	**4**
o/w fixed-income securities	*1*	*(27)*	*2*	*1*
o/w variable-income securities	*64*			*3*
Other available-for-sale financial assets		**(8)**		
TOTAL FINANCIAL ASSETS RECORDED AT FAIR VALUE	**6,563**	**739**	**191**	**87**

* *Amount adjusted relative to the financial statements at December 31, 2013, mainly arising from the reclassification of Private Equity securities from Level 2 to Level 3 of the fair value hierarchy for €1.121 billion (see Note 5.6).*

The main impacts recognized in the income statement are mentioned in Note 7.3.

- DECEMBER 31, 2013

(in millions of euros)	Level 3 opening balance 01.01.2013	Gains and losses recognized in the period		
		Income statement (1)		
		On outstanding transactions at the reporting date	On transactions expired or redeemed at the reporting date	Gains and losses recorded directly in equity
Financial assets at fair value through profit and loss - Trading	**5,191**	**(166)**	**(85)**	
Fixed-income securities held for trading	**3,919**	**(43)**	**(49)**	
Derivative instruments not eligible for hedge accounting (positive fair value)	**1,271**	**(125)**	**(37)**	
o/w interest rate derivatives	*(20)*	*35*	*(12)*	
o/w currency derivatives		*9*		
o/w credit derivatives	*1,291*	*(169)*	*(25)*	
o/w equity derivatives				
Other				
Other financial assets held for trading	**0**			
Financial assets at fair value through profit and loss	**1,085**	**(170)**	**1**	
Fixed-income securities at fair value through profit and loss	**874**	**(166)**	**4**	
Variable-income securities at fair value through profit and loss				
Other financial assets at fair value through profit and loss	**211**	**(4)**	**(3)**	
Hedging derivatives				
Available-for-sale financial assets	**1,025**	**17**	**31**	**55**
Available-for-sale securities – Equity investments	**760**	**18**	**8**	**29**
Other available-for-sale securities	**265**	**(1)**	**23**	**26**
o/w fixed-income securities	*231*		*23*	*18*
o/w variable-income securities	*34*	*(1)*		*8*
Other available-for-sale financial assets				
TOTAL FINANCIAL ASSETS RECORDED AT FAIR VALUE	**7,301**	**(320)**	**(52)**	**55**

* *Amount adjusted relative to the financial statements at December 31, 2013 (adjustments shown in the "Other reclassifications" column), mainly arising from the reclassification of Private Equity securities from Level 2 to Level 3 of the fair value hierarchy for €1.121 billion (see Note 5.6).*

The main impacts recognized in the income statement are mentioned in Note 7.3.

Transactions carried out in the period		Reclassifications in the period					
Purchases/ Issues	Sales/ Redemptions	From level 3	To level 3	Other reclassifications	Change in consolidation scope	Translation adjustments	Level 3 closing balance 12.31.2014
491	**(1,484)**	**(20)**	**506**	**(638)**		**(2)**	**3,315**
491	**(1,220)**	**(20)**	**130**	**11**		**26**	**444**
	(264)			**(649)**		**(28)**	**2,494**
	(36)			*64*			*1,353*
	2			*1*			*8*
	(230)			*60*		*6*	*1,000*
				(774)		*(34)*	*133*
			376				**376**
1,899	**(1,409)**	**(66)**	**553**	**799**		**245**	**3,885**
264	**(113)**	**(1)**	**553**	**25**		**2**	**1,290**
60	**(136)**	**(65)**		**(3)**		**19**	**996**
1,575	**(1,160)**			**777**		**224**	**1,600**
760	**(130)**	**(153)**	**2,035**	**14**	**(35)**	**4**	**3,750**
32	**(116)**	**(153)**		**7**	**(35)**	**2**	**955**
728	**(14)**		**2,007**	**7**		**2**	**2,775**
710	*(4)*		*1,931*	*2*			*2,616*
18	*(10)*		*76*	*5*		*2*	*158*
			28				**20**
3,150	**(3,023)**	**(239)**	**3,094**	**175**	**(35)**	**247**	**10,950**

Transactions carried out in the period		Reclassifications in the period					
Purchases/ Issues	Sales/ Redemptions	From level 3	To level 3	Other reclassifications	Change in consolidation scope	Translation adjustments	Level 3 closing balance 12.31.2013*
162	**(3,139)**	**(128)**	**723**	**730**		**(19)**	**3,267**
161	**(3,015)**	**(116)**	**100**	**(15)**		**(15)**	**928**
1	**(124)**	**(12)**	**623**	**745**		**(4)**	**2,337**
	15		*21*	*733*			*772*
	(3)			*11*			*17*
1	*(135)*	*(12)*		*1*		*(4)*	*948*
			602				*602*
551	**(602)**	**(7)**	**175**	**1,121**		**(20)**	**2,134**
	(363)	**(7)**	**175**				**516**
				1,121			**1,121**
551	**(239)**					**(20)**	**497**
77	**(352)**	**(26)**	**251**	**105**	**(17)**	**(3)**	**1,163**
62	**(103)**	**(1)**	**240**	**105**	**(17)**	**(2)**	**1,098**
15	**(249)**	**(25)**	**11**			**(1)**	**65**
	(246)	*(25)*					*1*
15	*(3)*		*11*			*(1)*	*64*
790	**(4,093)**	**(161)**	**1,149**	**1,956**	**(17)**	**(42)**	**6,563**

Sensitivity analysis of the fair value of financial instruments measured according to level 3– Assets and Liabilities

Sensitivity of the fair value of financial instruments measured using unobservable inputs was estimated at December 31, 2014. With the aid of probable assumptions, this sensitivity was used to estimate the impacts of market fluctuations in uncertain economic environments. This estimate was performed using:

- a "standardized [1]" variation in unobservable inputs related to assumptions of additional valuation adjustments for fixed income, currency and equity instruments. The resulting sensitivity was €8.7 million;
- a flat variation of:
  - +/-1% in the recovery rate for unsecured debt on uncollateralized derivatives,
  - +/-50 basis points applied to the margin used for the discounted cash flow expected on TruPS CDOs;

i.e. a sensitivity impact representing a valuation increase of €18.9 million (reflecting an improvement in the above-mentioned inputs) or a valuation decrease of €17.9 million (reflecting a deterioration in said inputs) [2].

6.7.7.2 Financial assets at fair value: transfer between fair value levels

DECEMBER 31, 2014

	At December 31, 2014				
From	Level 1	Level 2	Level 2	Level 3	Level 3
(in millions of euros) To	Level 2	Level 1	Level 3	Level 1	Level 2
Financial assets held for trading	**509**	**643**	**506**		**(20)**
Securities held for trading	509	643	130		(20)
o/w fixed-income securities	*509*	*9*	*130*		*(20)*
o/w variable-income securities		*634*			
Derivative instruments not eligible for hedge accounting (positive fair value)					
o/w interest rate derivatives					
o/w currency derivatives					
o/w credit derivatives					
o/w equity derivatives					
Other					
Other financial assets held for trading			376		
Financial assets at fair value through profit and loss	**1,232**		**553**		**(66)**
Securities at fair value through profit and loss	1,232		553		(66)
o/w fixed-income securities	*1,230*		*553*		*(1)*
o/w variable-income securities	*2*				*(65)*
Other financial assets at fair value through profit and loss					
Hedging derivatives (assets)					
Available-for-sale financial assets	**929**		**2,035**		**(153)**
Available-for-sale securities – Equity investments					(153)
Other available-for-sale securities	929	279	2,007		
o/w fixed-income securities	*763*	*279*	*1,931*		
o/w variable-income securities	*167*		*76*		
Other available-for-sale financial assets			28		

The transfer amounts are as determined in the last valuation prior to the change in level of the fair value hierarchy.

(1) i.e. the standard deviation of consensus prices used to measure the inputs.

(2) Impact determined before taking the BPCE guarantee into account.

- DECEMBER 31, 2013

	At December 31, 2013				
From	Level 1	Level 2	Level 2	Level 3	Level 3
(in millions of euros) To	Level 2	Level 1	Level 3 [(b) (c)]	Level 1	Level 2 [(a)]
Financial assets held for trading	**59**	**574**	**723**		**127**
Securities held for trading	59	574	100		*115*
o/w fixed-income securities	*47*	*574*	*100*		*115*
o/w variable-income securities	*12*				
Derivative instruments not eligible for hedge accounting (positive fair value)			623		12
o/w interest rate derivatives			*21*		
o/w currency derivatives					
o/w credit derivatives					*12*
o/w equity derivatives			*602*		
Other					
Other financial assets held for trading					
Financial assets at fair value through profit and loss	**693**		**175**		**7**
Securities at fair value through profit and loss	693		175		7
o/w fixed-income securities	*693*		*175*		*7*
o/w variable-income securities					
Other financial assets at fair value through profit and loss					
Hedging derivatives (assets)					
Available-for-sale financial assets	**2,444**	**77**	**252**	**1**	**25**
Available-for-sale securities – Equity investments			241	1	
Other available-for-sale securities	2,444	77	11		25
o/w fixed-income securities	*2,368*	*77*			*25*
o/w variable-income securities	*76*		*11*		
Other available-for-sale financial assets					

(a) In view of the improvement in the liquidity situation of US RMBS and European RMBS, these securities were valued on the basis of market prices at December 31, 2013, while they had been valued at December 31, 2012 according to a valuation model, with no significant impact on the results of the period.

(b) The spreadlocks were transferred to Level 3 of the fair value hierarchy subsequent to a change in the valuation model based on proprietary data.

(c) A transaction undergoing restructuring was transferred to Level 3 of the fair value hierarchy.

The transfer amounts are as determined in the last valuation prior to the change in level of the fair value hierarchy.

6.7.8 Financial assets valued at amortized cost

- DECEMBER 31, 2014

	At December 31, 2014				
(in millions of euros)	Carrying amount	Fair value	Level 1	Level 2	Level 3
Loans and receivables due from banks	**71,718**	**72,620**	**0**	**66,969**	**5,651**
o/w unlisted fixed-income securities	*1,232*	*1,232*		*1,232*	
o/w loans and receivables	*55,588*	*56,490*		*51,075*	*5,415*
o/w reverse repurchased securities	*7,530*	*7,530*		*7,294*	*236*
*Other**	*7,368*	*7,368*		*7,368*	
Customer loans and receivables	**107,224**	**108,175**	**0**	**46,175**	**62,000**
o/w unlisted fixed-income securities	*4,571*	*4,672*		*117*	*4,555*
o/w loans and receivables	*58,219*	*58,892*		*3,344*	*55,547*
o/w reverse repurchased securities	*30,297*	*30,296*		*30,254*	*42*
o/w finance leases	*10,625*	*10,804*		*8,973*	*1,830*
*Other**	*3,512*	*3,512*		*3,486*	*25*
Held-to-maturity assets	**2,763**	**3,378**	**2,840**	**326**	**213**
TOTAL FINANCIAL ASSETS	**181,705**	**184,173**	**2,840**	**113,469**	**67,864**

* *Including ordinary bank current accounts.*

DECEMBER 31, 2013

	At December 31, 2013 [a]				
(in millions of euros)	Carrying amount	Fair value	Level 1	Level 2	Level 3
Loans and receivables due from banks	**77,600**	**77,785**	**0**	**73,089**	**4,695**
o/w unlisted fixed-income securities	*1,312*	*1,197*	*0*	*1,197*	*0*
o/w loans and receivables	*65,164*	*65,461*	*0*	*60,766*	*4,695*
o/w reverse repurchased securities	*5,092*	*5,095*	*0*	*5,095*	*0*
Other [b]	*6,032*	*6,032*	*0*	*6,032*	*0*
Customer loans and receivables	**87,975**	**89,515**	**0**	**37,917**	**51,599**
o/w unlisted fixed-income securities	*2,851*	*2,827*	*0*	*2,659*	*168*
o/w loans and receivables	*54,732*	*55,864*	*0*	*6,955*	*48,909*
o/w reverse repurchased securities	*16,179*	*16,181*	*0*	*14,400*	*1,781*
o/w finance leases	*10,845*	*11,275*	*0*	*10,534*	*741*
Other [b]	*3,369*	*3,369*	*0*	*3,369*	*0*
Held-to-maturity assets	**3,025**	**3,480**	**3,029**	**452**	**0**
TOTAL FINANCIAL ASSETS	**168,600**	**170,781**	**3,029**	**111,458**	**56,294**

(a) *Amount adjusted relative to the financial statements at December 31, 2013.*
(b) *Including ordinary bank current accounts.*

6.8 Deferred tax assets and liabilities

(in millions of euros)	12.31.2014	12.31.2013
Main sources of deferred tax*		
Flow-through entities	(8)	(11)
Unrealized leasing reserves	(555)	(505)
Elimination of equalization reserve	(403)	(570)
Financial instruments at fair value through equity	(229)	(127)
Fair value of Private Equity business	(134)	(129)
Provisions for employee benefits	560	509
Other non-deducted provisions	1,548	1,737
Non-deducted accrued expenses (including deferred compensation)	118	102
Unrealized gains on mutual funds	17	17
Tax losses carried forward and similar	8,500	8,835
Internal credit risk on issues	89	(126)
OTHER TEMPORARY DIFFERENCES	**519**	**675**
Total sources of deferred tax, gross	10,022	10,407
UNRECOGNIZED SOURCES OF DEFERRED TAX ASSETS	**(2,139)**	**(1,799)**
Total sources of deferred tax, net	**7,883**	**8,608**
Total deferred tax recognized	2,825	2,993
o/w: -deferred tax assets	*3,000*	*3,139*
deferred tax liabilities	*(176)*	*(146)*

* *Positive amounts represent sources of deferred tax giving rise to deferred tax assets, while negative amounts represent sources giving rise to deferred tax liabilities.*

The change in deferred taxes on items whose variation is recorded directly in reserves is presented in the Statement of Net Income/(Loss); gains and losses are recorded directly in equity. At December 31, 2014, this amount was -€21 million compared to -€98 million at December 31, 2013. Other changes in deferred taxes for the period are booked to profit or loss.

Breakdown of deferred tax assets on losses by geographic area

(in millions of euros)	12.31.2014	12.31.2013	Legal carryforward period	Max. recognition period
Deferred tax assets on losses by geographic area				
France	1,562	1,577	Unlimited	10 years
United States	585	652	20 years	10 years
United Kingdom	95	177	Unlimited	10 years
Other	12	9		
TOTAL SOURCES OF DEFERRED TAX, GROSS	**2,254**	**2,415**		

6.9 Accrual accounts, other assets and liabilities

This heading corresponds to technical accounts, details of which are given below:

6.9.1 Other assets and liabilities

- ASSETS

(in millions of euros)	Notes	12.31.2014	12.31.2013
Other assets	*6.9.1.1*	31,013	19,714
Accrual accounts (excluding insurance)		2,292	2,533
Insurance accrual accounts	*6.9.3.1*	9,446	8,521
TOTAL		**42,752**	**30,768**

- LIABILITIES

(in millions of euros)	Notes	12.31.2014	12.31.2013
Other liabilities	*6.9.1.2*	28,116	17,064
Accrual accounts (excluding insurance)*		3,092	4,395
Insurance accrual accounts	*6.9.3.2*	7,981	7,511
TOTAL		**39,189**	**28,970**

* *Including the outstanding non-amortized amount of the margin not recognized in income on the transaction date ("Day One Profit") of €54 million at December 31, 2014 versus €35 million at December 31, 2013 (see Note 6.9.2).*

6.9.1.1 Other assets

(in millions of euros)	12.31.2014	12.31.2013
Securities settlement accounts	247	263
Other items	808	160
Security deposits paid	22,014	14,010
Other miscellaneous debtors	7,917	5,245
Accrued interest	27	36
TOTAL	**31,013**	**19,714**

6.9.1.2 Other liabilities

(in millions of euros)	12.31.2014	12.31.2013
Miscellaneous creditors	7,010	6,429
Securities settlement accounts	310	413
Security deposits received	19,097	8,779
Other	1,699	1,443
TOTAL	**28,116**	**17,064**

6.9.2 Restatement of the deferred margin on financial instruments

The table below shows the deferred day-one margin on instruments priced using valuation techniques drawing on non-observable inputs or market models not commonly used classified as Level 3 in the fair value hierarchy: at the start of the period, at the end of the period, and changes during the period.

The instruments on which the day-one margin is deferred are described in Note 5.6.

(in millions of euros)	12.31.2014	12.31.2013
Deferred margin at the beginning of the period	35	48
Margin arising on new transactions	47	9
Margin recognized during the period	(28)	(21)
Other changes		
DEFERRED MARGIN AT THE END OF THE PERIOD	**54**	**35**

6.9.3 Insurance accrual accounts

6.9.3.1 Insurance accrual accounts – Assets

(in millions of euros)	12.31.2014	12.31.2013
Reinsurers’ share of technical reserves	7,926	7,519
Insurance receivables	967	586
Reinsurance receivables	14	4
Accrued premium income	227	169
Deferred acquisition costs	309	242
Other	2	2
TOTAL	**9,446**	**8,521**

6.9.3.2 Insurance accrual accounts – Liabilities

(in millions of euros)	12.31.2014	12/31/2013
Insurance liabilities	306	254
Reinsurance liabilities	91	79
Cash deposits received from reinsurers	7,581	7,175
Other payables	3	3
TOTAL	**7,981**	**7,511**

6.10 Property, plant and equipment, intangible assets, investment property

6.10.1 Changes in property, plant and equipment and intangible assets over the period

	12.31.2014			12.31.2013		
(in millions of euros)	Gross value	Impairment and amortization		Gross value	Impairment and amortization	Net value
Property, plant and equipment	**1,544**	**(957)**	**588**	**1,599**	**(981)**	**618**
Land and buildings	442	(281)	161	544	(319)	225
Other	1,102	(675)	427	1,055	(662)	394
Intangible assets	**1,838**	**(1,088)**	**750**	**1,574**	**(899)**	**675**
Leasehold rights	52	(16)	36	55	(15)	40
Software	1,374	(955)	420	1,160	(783)	377
Other	411	(117)	294	359	(101)	258
TOTAL	**3,382**	**(2,044)**	**1,338**	**3,173**	**(1,880)**	**1,293**

(in millions of euros)	Gross value 01.01.2014	Increase	Decrease	Change in consolidation scope and other items	Gross value 31.12.2014
Property, plant and equipment	**1,599**	**175**	**(290)**	**60**	**1,544**
Land and buildings	544	6	(130)	22	442
Other	1,055	168	(159)	38	1,102
Intangible assets	**1,574**	**168**	**(29)**	**125**	**1,838**
Leasehold rights	55	1		(4)	52
Software	1,160	94	(13)	133	1,374
Other	359	74	(17)	(5)	411
TOTAL	**3,173**	**343**	**(319)**	**185**	**3,382**

(in millions of euros)	Gross value 01.01.2013	Increase	Decrease	Change in consolidation scope and other items	Gross value 31.12.2013
Property, plant and equipment	**1,664**	**145**	**(193)**	**(17)**	**1,599**
Land and buildings	536	14	(71)	66	544
Other	1,128	131	(121)	(83)	1,055
Intangible assets	**1,581**	**97**	**(53)**	**(52)**	**1,574**
Leasehold rights	60	1	(5)	(1)	55
Software	1,139	43	(48)	26	1,160
Other	382	54		(77)	359
TOTAL	**3,245**	**243**	**(246)**	**(69)**	**3,173**

6.10.2 Investment property

(in millions of euros)	12.31.2014 Gross value	12.31.2014 Impairment and amortization	12.31.2014 Net value	12.31.2013 Gross value	12.31.2013 Impairment and amortization	12.31.2013 Net value
Investment property						
At fair value*	1,060		1,060	1,049		1,049
At historical cost	459	(229)	229	468	(244)	224
TOTAL	**1,519**	**(229)**	**1,289**	**1,517**	**(244)**	**1,273**

* *Insurance company investments. Changes in fair value give rise to the symmetrical recognition of a deferred profit-sharing reserve equal to 92.7% of the related base amount on average at December 31, 2014 compared to 94.8% at December 31, 2013 (See Note 2.8).*

The fair value of investment property, for which the valuation techniques are described in Notes 5.6 and 5.8, is classified in Level 3 of the fair value hierarchy of IFRS 13.

6.10.3 Fair value of investment property

The fair value of investment property is obtained by discounting the rental yield of these assets at the market rate.

(in millions of euros)	12.31.2014 Net value	12.31.2014 Fair value	12.31.2013 Net value	12.31.2013 Fair value
Operating leases	175	273	191	286
Finance leases - ITNL	54	57	32	33
TOTAL	**229**	**331**	**223**	**319**

6.11 Assets obtained by taking possession of guarantees

In 2014, Natixis recognized assets obtained by taking possession of guarantees.

(in millions of euros)	12.31.2014	12.31.2013
Investment property	-	3
Equity and debt instruments	151	-
TOTAL	**151**	**3**

6.12 Goodwill

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(in millions of euros)	01.01.2014 Opening balance	Acquisitions during the period	Disposals	Write-downs	Translation adjustments	Reclassification and other activity	12.31.2014 Closing balance
Investment Solutions	**2,141**	**38**			**162**	**24**	**2,365**
Natixis Asset Management	1,962	38			162	24	2,186
Natixis Assurance	93						93
Private Banking	72						72
Private Equity – third party management	13						13
Specialized Financial Services	**59**						**59**
Natixis Interépargne	31						31
Guarantees and sureties	12						12
Natixis Consumer Finance	10						10
Natixis Intertitres	6						6
Financial Investments	**355**				**1**		**356**
Coface	355				1		356
Other activities	**98**		**(9)**	**(51)**	**1**	**(12)**	**27**
TOTAL	**2,653**	**38**	**(9)**	**(51)**	**164**	**12**	**2,807**

DECEMBER 31, 2013

(in millions of euros)	01.01.2013 Opening balance	Acquisitions during the period	Disposals	Write-downs	Translation adjustments	Reclassification and other activity	12.31.2013 Closing balance
Investment Solutions	**2,205**	**1**			**(53)**	**(12)**	**2,141**
Natixis Asset Management	2,023	1			(53)	(9)	1,962
Natixis Assurance	96					(3)	93
Private Banking	72						72
Private Equity – third party management	13						13
Specialized Financial Services	**59**						**59**
Natixis Interépargne	31						31
Guarantees and sureties	12						12
Natixis Consumer Finance	10						10
Natixis Intertitres	6						6
Financial Investments	**355**						**355**
Coface	355						355
Other activities	**123**		(11)	**(14)**			**98**
TOTAL	**2,742**	**1**	**(11)**	**(14)**	**(53)**	**(12)**	**2,653**

6.13 Due to banks and customer deposits

Amounts due to banks and customer deposits are presented by type of deposit (demand or time deposits). They are measured in accordance with IAS 39 within other financial liabilities using the amortized cost method.

6.13.1 Due to banks

(in millions of euros)	12.31.2014	12.31.2013
Current accounts and accrued interest	**6,130**	**3,618**
Accounts and deposits	**110,807**	**106,185**
demand	*3,070*	*764*
time	*107,737*	*105,421*
Repurchased notes		
demand		
time		
Repurchased securities	**17,810**	**17,511**
demand	*2,966*	*4,162*
time	*14,845*	*13,349*
Other liabilities	**29**	**20**
Accrued interest	**212**	**322**
TOTAL	**134,988**	**127,656**

The fair value of amounts due to banks is presented in Note 6.20.

6.13.2 Customer deposits

(in millions of euros)	12.31.2014	12.31.2013
Current accounts	**21,085**	**17,355**
demand	*14,668*	*14,121*
time	*6,417*	*3,234*
Accounts and deposits	**14,310**	**29,576**
demand	*9,577*	*15,448*
time	*4,733*	*14,128*
Repurchased securities	**23,410**	**10,395**
demand	*12,644*	*5,114*
time	*10,766*	*5,281*
Special savings accounts	**179**	**239**
Factoring accounts	**1,041**	**1,482**
Accrued interest	**29**	**31**
Other	**806**	**1,162**
TOTAL	**60,860**	**60,240**

The fair value of customer deposits is presented in Note 6.20.

6.14 Debt securities

Debt securities (interest-bearing notes, interbank market securities, etc.) are broken down by type of security, excluding subordinated securities which are included within "Subordinated debt".

(in millions of euros)	12.31.2014	12/31/2013
Money market instruments	**52,064**	**34,910**
Bonds	**2,129**	**1,647**
Other debt securities	**2,352**	**2,190**
Accrued interest	**39**	**32**
TOTAL	**56,583**	**38,779**

6.15 Insurance companies' technical reserves

In order to reflect their obligations toward policyholders, insurance companies record under liabilities technical reserves determined on the basis of statistical calculations.

Provisions for unearned premium income reflect the portion (calculated on an accrual basis) of premiums issued during the financial year that relate to a period after the reporting date.

Reserves for life-insurance policies are primarily composed of mathematical reserves corresponding to the surrender value of the contract.

Life insurance loss reserves cover the capital payable upon the occurrence of a loss. In credit insurance and non-life insurance, they include an estimate of the total cost of losses reported but not yet settled at the end of the reporting period. Accrued losses are topped up by a reserve for unknown losses calculated on a statistical basis.

The deferred profit-sharing reserve represents the portion of unrealized gains or losses on investments potentially attributable to policyholders.

Other technical reserves include reserves for financial contingencies and for deferred acquisition costs.

(in millions of euros)	12.31.2014	12.31.2013
Mathematical reserves	**41,826**	**39,217**
Life insurance	34,384	32,233
Representing unit-linked contracts	7,441	6,984
Loss reserves	**2,536**	**1,834**
Profit-sharing reserves*	**4,528**	**2,350**
Other technical reserves	**1,775**	**1,342**
TOTAL	**50,665**	**44,743**

* *At December 31, 2014, net deferred profit-sharing liabilities amount to €3.411 billion, compared with deferred profit-sharing liabilities of €1.317 billion at December 31, 2013 (see Note 2.8).*

6.16 Provisions and impairment

6.16.1 Summary of provisions and impairment

- DECEMBER 31, 2014

	01.01.2014	Increase	Reversal (utilized provisions)	Reversal (surplus provisions)	Translation adjustments	Other*	12.31.2014
Provisions for impairment deducted from assets	**4,102**	**766**	**(735)**	**(660)**	**86**	**(32)**	**3,527**
Provisions for loans and receivables	2,783	613	(626)	(424)	80	(34)	2,392
Impairment losses taken on available-for-sale financial assets	937	69	(18)	(183)	2	(1)	806
Other impairment	382	84	(91)	(53)	4	3	329
Provisions recognized in liabilities	**1,637**	**292**	**(198)**	**(97)**	**96**	**105**	**1,835**
Contingency reserves	1,447	233	(185)	(97)	95	105	1,598
Provisions for current tax	191	59	(13)		1		238
TOTAL	**5,739**	**1,058**	**(933)**	**(757)**	**182**	**73**	**5,362**

* *o/w: A €104 million change in actuarial assumptions in 2014 for employee benefits recorded directly in non-recyclable equity.*

Impact on the income statement *(in millions of euros)*	**Charges**	**Reversals**	**Net impact**
Net revenues	**(277)**	**325**	**48**
General operating expenses	(114)	180	66
Impairment and amortization of property, plant and equipment and intangible assets	(2)	1	(1)
Gross operating income	**(393)**	**506**	**113**
Provision for credit losses	(606)	1,171	565
Gain or loss on other assets			
Pre-tax profit	**(999)**	**1,677**	**678**
Income tax	(59)	13	(46)
NET INCOME/(LOSS)	**(1,058)**	**1,690**	**632**

The amounts shown in the above tables include write-downs of assets held by the life insurance companies. They are shown without the impact of changes in insurance company technical reserves.

- DECEMBER 31, 2013

	01.01.2013	**Increase**	**Reversal (utilized provisions)**	**Reversal (surplus provisions)**	**Translation adjustments**	**Other**	**12.31.2013**
Provisions for impairment deducted from assets	**4,448**	**951**	**(319)**	**(787)**	**(34)**	**(158)**	**4,102**
Provisions for loans and receivables	2,831	781	(252)	(403)	(26)	(148)	2,783
Impairment losses taken on available-for-sale financial assets	1,221	86	(39)	(314)	(2)	(14)	937
Other impairment	397	84	(28)	(69)	(5)	4	382
Provisions recognized in liabilities	**1,670**	**302**	**(118)**	**(112)**	**(28)**	**(77)**	**1,637**
Contingency reserves	1,485	282	(112)	(103)	(28)	(77)	1,447
Provisions for current tax	186	20	(5)	(10)	(0)		191
TOTAL	**6,118**	**1,253**	**(437)**	**(899)**	**(61)**	**(235)**	**5,739**

Impact on the income statement *(in millions of euros)*	**Charges**	**Reversals**	**Net impact**
Net revenues	**(295)**	**436**	**144**
General operating expenses	(223)	133	(91)
Impairment and amortization of property, plant and equipment and intangible assets	(7)	3	(4)
Gross operating income	**(523)**	**572**	**49**
Provision for credit losses	(707)	749	42
Gain or loss on other assets			
Pre-tax profit	**(1,230)**	**1,321**	**91**
Income tax	(20)	15	(4)
NET INCOME/(LOSS)	**(1,253)**	**1,336**	**86**

The amounts shown in the above table include write-downs of assets held by the life insurance companies. They are shown without the impact of changes in insurance company technical reserves.

6.16.2 Provisions

- DECEMBER 31, 2014

(in millions of euros)	Notes	01.01.2014	Increase	Reversal (utilized provisions)	Reversal (surplus provisions)	Translation adjustments	Other	12.31.2014
Counterparty risks		**606**	**52**	**(40)**	**(43)**	**84**		**659**
Financing and guarantee commitments		63	9	(1)	(7)	3	(4)	63
Disputes [(a)]		536	38	(39)	(32)	81	4	588
Other provisions		8	5		(4)			9
Impairment risks		**29**	**23**	**(4)**	**(7)**		**7**	**48**
Long-term investments		18	17	(2)	(7)		8	34
Real estate developments		0						0
Other provisions		11	6	(2)			(1)	14
Employee benefit obligations	*12*	**538**	**88**	**(85)**	**(10)**	**8**	**98**	**637**
Operational risks [(b)]		**273**	**71**	**(57)**	**(37)**	**3**		**253**
TOTAL		**1,447**	**234**	**(186)**	**(97)**	**95**	**105**	**1,598**

(a) *Of which €415 million in provisions at December 31, 2014 in respect of Madoff net outstandings.*
(b) *Of which €60 million in provisions at December 31, 2014 in respect of the workforce adjustment plan discussed in Note 5.14.*

- DECEMBER 31, 2013

(in millions of euros)	Notes	01.01.2013	Increase	Reversal (utilized provisions)	Reversal (surplus provisions)	Translation adjustments	Other	12.31.2013
Counterparty risks		**679**	**34**	**(4)**	**(65)**	**(28)**	**(10)**	**606**
Financing and guarantee commitments		92	6	(4)	(28)	(1)	(3)	63
Disputes [(a)]		575	26		(35)	(27)	(3)	536
Other provisions		12	2	(0)	(2)	0	(4)	8
Impairment risks		**38**	**11**	**(2)**	**(8)**	**(0)**	**(9)**	**29**
Long-term investments		25	6		(7)	(0)	(6)	18
Real estate developments		0						0
Other provisions		12	5	(2)	(1)		(3)	11
Employee benefit obligations	*12*	**597**	**97**	**(81)**	**(23)**	**2**	**(54)**	**538**
Operational risks [(b)]		**171**	**140**	**(26)**	**(6)**	**(2)**	**(3)**	**273**
TOTAL		**1,485**	**282**	**(112)**	**(103)**	**(28)**	**(76)**	**1,447**

(a) *Of which €351 million in provisions at December 31, 2013 in respect of Madoff net outstandings.*
(b) *Of which €90.6 million in provisions at December 31, 2013 in respect of the workforce adjustment plan discussed in Note 5.14.*

6.17 Subordinated debt

Subordinated debt differs from advances and bonds issued in that it is repaid after all senior and unsecured creditors, but before the repayment of participating loans and securities and deeply subordinated securities. Subordinated debt is valued at amortized cost.

(in millions of euros)	12.31.2014	12.31.2013
Dated subordinated debt*	3,694	3,011
Undated subordinated debt	261	10
Accrued interest	53	55
TOTAL	**4,008**	**3,076**

* *Subordinated debt issue agreements do not incorporate a clause providing for early redemption in the event that the covenants are not observed.*

The main features of undated subordinated securities are outlined in section 3.3 of Chapter [3], "Risk Management and Capital Adequacy".

Changes in subordinated debt over the period

(in millions of euros)	12.31.2013	Issues [a]	Redemptions [b]	Translation adjustments	Changes in scope [c]	Other [d]	12.31.2014
Other dated subordinated debt	**3,011**	**1,375**	**(772)**	**0**	**3**	**77**	**3,694**
Subordinated notes	1,893		(721)	0	3	77	1,252
Subordinated loans	1,118	1,375	(51)				2,441
Other undated subordinated debt	**10**	**251**			**40**	**(40)**	**261**
Deeply subordinated notes							
Subordinated notes	10						10
Subordinated loans		251			40	(40)	251
TOTAL	**3,021**	**1,626**	**(772)**	**0**	**43**	**37**	**3,955**

This table does not include:

- *preference shares,*
- *accrued interest.*

(a) The following issues were carried out in 2014:

- *The March 2014 issue of +€375 million (for a nomimal amount of €380 million) in dated subordinated notes with a maturity of 10 years (March 2024 maturity) by Coface;*
- *The June 2014 set-up of two subordinated loans, fully subscribed for by BPCE, for respective amounts of €900 million (June 2026 maturity) and €100 million (June 2024 maturity);*
- *The Natixis Assurance public issue amounting to €251 million.*

(b) Loan repayments and securities redemptions comprised:

- *The early redemption of a dated subordinated note with a nominal amount of $300 million, issued in December 2006 and having an initial maturity of January 2019;*
- *The redemption of a dated subordinated note with a nominal value of €500 million and having an initial maturity of May 2019;*
- *The maturing of a security issued by Versailles for $4.5 million;*
- *The maturing of securities subscribed for by BPCE (-€41 million) and of securities issued by Natixis Financement (-€8 million), and the repayment by ABP Vie of a subordinated loan (€2 million).*

(c) Changes in scope concerning the consolidation of BPCE Assurances and the Versailles conduit, with respective impacts of +€40.5 million and +$4.5 million;

(d) Other changes mainly pertained to:

- *the revaluation of debts subject to hedging (+€15.3 million) and variations in intra-group securities held by Natixis Funding for the purposes of market making with respect to Natixis' debt on the secondary market (+€53.3 million);*
- *A €40.5 million reduction resulting from the assumption by Natixis Assurances of subordinated debt issued by BPCE.*

(in millions of euros)	12.31.2012	Issues	Redemptions	Translation adjustments	Other	12.31.2013
Other dated subordinated debt	**4,088**		**(1,079)**	**(10)**	**12**	**3,011**
Subordinated notes	2,856		(922)	(10)	(31)	1,893
Subordinated loans	1,232		(158)		43	1,118
Other undated subordinated debt	**53**				**(43)**	**10**
Deeply subordinated notes						
Subordinated notes	53				(43)	10
Subordinated loans						
TOTAL	**4,141**		**(1,079)**	**(10)**	**(31)**	**3,021**

6.18 French State support

The financing that Natixis indirectly received through its main shareholder BPCE under the financial sector bail-out plan approved by the European Commission is described in Note 5.17.

These loans, which amounted to €840 million at December 31, 2013, were fully repaid in 2014.

6.19 Fair value of financial liabilities carried at fair value in the balance sheet

The table below presents the fair value of all financial liabilities, whether or not they are recognized at fair value in the balance sheet.

The fair value of financial liabilities carried at fair value in the balance sheet is broken down according to the hierarchy of inputs used to value the assets, as described in Note 5.6.

	At December 31, 2014				At December 31, 2013			
Liabilities *(in millions of euros)*	Carrying amount	Level 1	Level 2	Level 3	Carrying amount	Level 1	Level 2	Level 3
Financial liabilities held for trading	**123,686**	**38,541**	**82,891**	**2,254**	**105,698**	**42,742**	**61,307**	**1,649**
Securities issued for trading purposes	**38,628**	**37,019**	**1,598**	**10**	**41,294**	**40,615**	**679**	
Derivative instruments not eligible for hedge accounting (negative fair value)	**84,123**	**1,522**	**80,357**	**2,244**	**63,337**	**2,127**	**59,561**	**1,649**
o/w interest rate derivatives	*52,469*	*30*	*50,842*	*1,597*	*44,080*	*15*	*43,029*	*1,035*
o/w currency derivatives	*21,927*	*7*	*21,911*	*9*	*12,401*		*12,350*	*51*
o/w credit derivatives	*2,565*		*2,039*	*526*	*2,767*		*2,241*	*526*
o/w equity derivatives	*5,761*	*908*	*4,741*	*113*	*3,074*	*1,885*	*1,150*	*38*
Other	*1,401*	*577*	*824*		*1,016*	*226*	*789*	
Other financial liabilities held for trading	**936**		**936**		**1,067**		**1,067**	
Financial liabilities at fair value through profit and loss	**96,936**		**96,922**	**14**	**80,351**		**80,351**	
Securities at fair value through profit and loss	13,637		13,637		11,364		11,364	
Other financial liabilities at fair value through profit and loss	83,300		83,286	14	68,987		68,987	
Hedging derivatives (liabilities)	**735**		**735**		**532**		**532**	
o/w interest rate derivatives	*735*		*735*		*528*		*528*	
o/w currency derivatives					*3*		*3*	
o/w credit derivatives	*0*		*0*		*1*		*1*	
TOTAL	**221,358**	**38,541**	**180,548**	**2,269**	**186,580**	**42,742**	**142,189**	**1,649**

* *Amount adjusted relative to the financial statements at December 31, 2013.*

6.19.1 Financial liabilities at fair value measured using level 3 of the fair value hierarchy

DECEMBER 31, 2014

(in millions of euros)	Level 3 opening balance 01.01.2014*	Gains and losses recognized in the period – Income statement – On outstanding transactions at the reporting date	Gains and losses recognized in the period – Income statement – On transactions expired or redeemed at the reporting date	Gains and losses recognized in the period – Gains and losses recognized directly in equity
Financial liabilities at fair value through profit and loss - Trading	**1,649**	**558**	**112**	
Securities issued for trading purposes				
Derivative instruments not eligible for hedge accounting (negative fair value)	**1,649**	**558**	**112**	
o/w interest rate derivatives	*1,035*	*397*	*70*	
o/w currency derivatives	*51*	*(18)*		
o/w credit derivatives	*526*	*115*	*32*	
o/w equity derivatives	*38*	*64*	*10*	
Other financial liabilities held for trading				
Financial liabilities at fair value through profit and loss				
Securities at fair value through profit and loss				
Other financial liabilities at fair value through profit and loss				
Hedging derivatives				
TOTAL FINANCIAL LIABILITIES RECOGNIZED AT FAIR VALUE	**1,649**	**558**	**112**	

* Amount adjusted relative to the financial statements at December 31, 2013.

DECEMBER 31, 2013

(in millions of euros)	Level 3 opening balance 01.01.2013	Gains and losses recognized in the period – Income statement – On outstanding transactions at the reporting date	Gains and losses recognized in the period – Income statement – On transactions expired or redeemed at the reporting date	Gains and losses recognized in the period – Gains and losses recognized directly in equity
Financial liabilities at fair value through profit and loss - Trading	**786**	**13**	**(100)**	
Securities issued for trading purposes				
Derivative instruments not eligible for hedge accounting (negative fair value)	**786**	**13**	**(100)**	
o/w interest rate derivatives		*(11)*	*(22)*	
o/w currency derivatives		*(20)*		
o/w credit derivatives	*745*	*48*	*(75)*	
o/w equity derivatives	*41*	*(4)*	*(3)*	
Other financial liabilities held for trading				
Financial liabilities at fair value through profit and loss				
Securities at fair value through profit and loss				
Other financial liabilities at fair value through profit and loss				
Hedging derivatives				
TOTAL FINANCIAL LIABILITIES RECOGNIZED AT FAIR VALUE	**786**	**13**	**(100)**	

* Amount adjusted relative to the financial statements at December 31, 2013 (adjustments shown in the "Other reclassifications" column).

Transactions carried out in the period		Reclassifications in the period					
Purchases/ Issues	Sales/ Redemptions	From level 3	To level 3	Other reclassifications	Change in consolidation scope	Translation adjustments	Level 3 closing balance 31.12.2014
	(204)			**131**		**8**	**2,254**
				10			10
	(204)			**121**		**8**	**2,244**
	(101)			*196*			*1,597*
	(1)			*(23)*			*9*
	(87)			*(68)*		*8*	*526*
	(15)			*16*			*113*
				14			**14**
				14			14
	(204)			**145**		**8**	**2,269**

Transactions carried out in the period		Reclassifications in the period					
Purchases/ Issues	Sales/ Redemptions	From level 3	To level 3	Other reclassifications*	Change in consolidation scope	Translation adjustments	Level 3 closing balance 31.12.2013*
	(260)	**(28)**	**298**	**944**		**(3)**	**1,650**
	(260)	**(28)**	**298**	**944**		**(3)**	**1,650**
	(59)	*(15)*	*289*	*768*			*950*
	(9)			*80*			*51*
	(192)	*(13)*	*9*	*91*		*(3)*	*610*
				5			*39*
	(260)	**(28)**	**298**	**944**		**(3)**	**1,650**

6.19.2 Financial liabilities at fair value: transfer between fair value hierarchy levels

Transfers between fair value hierarchy levels occurring in 2013 and 2014 do not represent material amounts.

6.20 Fair value of financial liabilities valued at amortized cost

	At December 31, 2014				
(in millions of euros)	Carrying amount	Fair value	Level 1	Level 2	Level 3
Due to banks	**134,988**	**135,616**	**-**	**127,410**	**8,206**
o/w accounts and deposits	*110,850*	*111,474*		*104,600*	*6,874*
o/w repurchased securities	*17,812*	*17,817*		*16,485*	*1,332*
Other*	6,326	6,326		6,326	0
Customer deposits	**60,860**	**60,879**	**-**	**54,191**	**6,688**
o/w accounts and deposits	*20,751*	*20,770*		*15,351*	*5,419*
o/w repurchased securities	*23,414*	*23,414*		*22,145*	*1,269*
*Other **	*16,695*	*16,695*		*16,695*	
Debt securities	**56,583**	**56,587**		**23,719**	**32,868**
Subordinated debt	**4,008**	**4,089**		**3,452**	**638**
TOTAL FINANCIAL LIABILITIES	**256,440**	**257,172**	**-**	**208,772**	**48,400**

* *Including ordinary bank current accounts.*

DECEMBER 31, 2013

	At December 31, 2013				
(in millions of euros)	Carrying amount	Fair value	Level 1	Level 2	Level 3
Due to banks	**127,657**	**127,959**		**120,725**	**7,234**
o/w accounts and deposits	*106,469*	*106,710*		*99,476*	*7,234*
o/w repurchased securities	*17,514*	*17,576*		*17,576*	
Other*	3,673	3,673		3,673	
Customer deposits	**60,240**	**60,390**		**41,179**	**19,212**
o/w accounts and deposits	*32,836*	*32,836*		*15,447*	*17,389*
o/w repurchased securities	*10,398*	*10,549*		*8,726*	*1,823*
*Other**	*17,005*	*17,005*		*17,005*	
Debt securities	**38,779**	**38,768**	**243**	**27,428**	**11,097**
Subordinated debt	**3,076**	**3,153**		**3,153**	
TOTAL FINANCIAL LIABILITIES	**229,751**	**230,270**	**243**	**192,485**	**37,542**

* *Including ordinary bank current accounts.*

6.21 Breakdown of financial assets and liabilities by contractual maturity

The table below presents the balances of financial assets and liabilities by contractual maturity in the balance sheet. Variable-income assets, derivative financial instruments for trading and hedging purposes as well as revaluations of components hedged or unhedged by financial assets and liabilities are considered as having an "undated" maturity. Likewise, delinquencies and non-performing loans are deemed to have an "undated" maturity.

The technical provisions of insurance companies, which, for the most part are equivalent to demand deposits, are not shown in the table below.

Assets *(in Billions of euros)*	12.31.2014						
	Less than 1 month	1 to 3 months	3 months to 1 year	1 to 5 years	Over 5 years	Undated	Total
Cash and balances with central banks	57						**57**
Assets at fair value through profit and loss - excluding trading derivatives	38	11	22	11	3	84	**169**
Derivative instruments not eligible for hedge accounting						86	**86**
Hedging derivatives						0	**0**
Available-for-sale assets	2	2	3	9	22	7	**45**
Loans and receivables due from banks	14	3	41	5	8	1	**72**
Customer loans and receivables	38	11	9	30	16	3	**107**
Revaluation adjustments on portfolios hedged against interest rate risk							
Held-to-maturity financial assets	0	0	0	1	1		**3**
FINANCIAL ASSETS BY MATURITY	**150**	**26**	**75**	**56**	**50**	**180**	**538**

Liabilities *(in Billions of euros)*	12.31.2014						
	Less than 1 month	1 to 3 months	3 months to 1 year	1 to 5 years	Over 5 years	Undated	Total
Due to central banks							
Other financial liabilities at fair value through profit and loss	42	27	11	8	9	40	**136**
Trading derivatives						84	**84**
Hedging derivatives						1	**1**
Due to banks	38	32	33	26	6	0	**135**
Customer deposits	51	4	2	2	1	0	**61**
Debt securities	11	18	23	3	1	0	**57**
Subordinated debt	0		0	1	2	0	**4**
FINANCIAL LIABILITIES BY MATURITY	**142**	**82**	**68**	**41**	**19**	**125**	**478**
FINANCING COMMITMENTS GIVEN	**33**	**4**	**6**	**28**	**6**		**77**
GUARANTEES GIVEN	**1**	**2**	**5**	**8**	**8**		**23**

12.31.2013						
Less than 1 month	**1 to 3 months**	**3 months to 1 year**	**1 to 5 years**	**Over 5 years**	**Undated**	**Total**
35	6					**41**
29	14	17	9	14	73	**155**
					64	**64**
					2	**2**
2	1	4	8	19	7	**41**
25	9	27	7	10	0	**78**
19	10	10	28	18	4	**88**
			2	1		**3**
109	**40**	**57**	**53**	**62**	**148**	**470**

12.31.2013						
Less than 1 month	**1 to 3 months**	**3 months to 1 year**	**1 to 5 years**	**Over 5 years**	**Undated**	**Total**
44	16	9	4	7	43	**123**
					63	**63**
					1	**1**
27	28	36	28	8		**128**
48	4	3	3	2		**60**
5	16	14	3	1		**39**
		0	2	1		**3**
124	**64**	**62**	**39**	**20**	**107**	**416**
39	**5**	**6**	**28**	**5**		**82**
1	**2**	**4**	**11**	**7**		**25**

NOTE 7 NOTES TO THE INCOME STATEMENT

7.1 Interest margin

"Interest and similar income" and "Interest and similar expenses" comprise interest on fixed-income securities recognized as available-for-sale financial assets, and interest on loans and receivables to and from banks and customers.

These line items also include interest on held-to-maturity financial assets.

Financial assets and liabilities valued at amortized cost give rise to the recognition of interest calculated using the effective interest rate method.

(in millions of euros)	12.31.2014 Income	12.31.2014 Expenses	12.31.2014 Net	12.31.2013 Income	12.31.2013 Expenses	12.31.2013 Net
Central banks	**147**		**147**	**99**		**99**
Securities	**1,104**	**(320)**	**784**	**1,123**	**(495)**	**628**
Loans and receivables	**3,329**	**(1,491)**	**1,838**	**3,549**	**(1,423)**	**2,126**
Banks	789	(1,079)	(290)	802	(996)	(194)
Customers	2,130	(379)	1,751	2,336	(402)	1,934
Finance leases	410	(33)	377	411	(25)	386
Subordinated debt		**(119)**	**(119)**		**(133)**	**(133)**
Other			**0**	**1**		**1**
Hedging instruments	**291**	**(621)**	**(330)**	**350**	**(688)**	**(338)**
Interest accrued on impaired loans and receivables (including restructured items)	**13**		**13**	**16**		**16**
TOTAL	**4,884**	**(2,551)**	**2,333**	**5,138**	**(2,739)**	**2,399**

7.2 Net fee and commission income

The method for recognizing fees and commissions received in respect of services or financial instruments depends on the ultimate purpose of the services rendered and the method for recognizing the financial instruments to which the service relates. Fees and commissions for one-off services, such as business provider commissions, are recognized in income as soon as the service is provided. Fees and commissions for ongoing services such as guarantee commissions or management fees are recognized over the service period.

Fiduciary or similar fees and commissions are those that result in assets being held or invested on behalf of individual customers, pension schemes or other institutions. In particular, trust transactions cover Asset Management and custody activities performed on behalf of third parties.

Fees and commissions that form an integral part of the effective yield on an instrument, such as fees on financing commitments given or loan set-up fees, are recognized and amortized as an adjustment to the effective interest rate over the estimated term of the applicable loan. These fees and commissions are recognized as interest income rather than fee and commission income.

(in millions of euros)	12.31.2014 Income	12.31.2014 Expenses	12.31.2014 Net	12.31.2013 Income	12.31.2013 Expenses	12.31.2013 Net
Interbank transactions	4	(29)	**(25)**	7	(28)	**(21)**
Customer transactions	620	(6)	**614**	449	(16)	**433**
Securities transactions	137	(113)	**24**	129	(110)	**19**
Payment services	360	(57)	**303**	360	(65)	**295**
Financial services	331	(588)	**(257)**	393	(621)	**(228)**
Fiduciary transactions	2,476		**2,476**	2,113		**2,113**
Financing, guarantee, securities and derivative commitments*	202	(119)	**83**	208	(208)	**1**
Other	345	(744)	**(399)**	384	(637)	**(253)**
TOTAL	**4,475**	**(1,656)**	**2,819**	**4,045**	**(1,685)**	**2,360**

* *The premium, which amounted to €85 million at December 31, 2014, paid to BPCE in respect of the guarantee given against the former GAPC hive-off assets classified as "Loans and receivables" and "Available-for-sale financial assets" is recognized in expenses pro rata to the write-back of the provisions and the discounts recognized in respect of reclassifications during the period.*

At December 31, 2014, the expense recognized in respect of the premium totaled -€27 million (-€135 million in 2013), of which -€21 million was recognized in net revenues under guarantee commissions (-€117 million in 2013) and -€6 million in provision for credit losses (-€19 million in 2013).

7.3 Gains and losses on financial instruments at fair value through profit and loss

This item includes gains and losses on financial assets and liabilities at fair value through profit and loss, whether held for trading or designated at fair value through profit and loss, including interest.

Hedging derivatives include changes in the fair value of derivatives classified as fair value hedges, excluding interest, plus the symmetrical revaluation of the items hedged. They also include the "ineffective" portion of cash flow hedges.

(in millions of euros)	12.31.2014	12.31.2013
Net gains/(losses) on financial assets and liabilities excluding hedging derivatives	**1,463**	**1,603**
Net gains/(losses) on financial assets and liabilities held for trading [(a)]	1,240	1,196
o/w derivatives not eligible for hedge accounting	*(60)*	*(1,819)*
Net gains/(losses) on other financial assets and liabilities at fair value through profit and loss [(b)]	73	693
Other	150	(286)
Hedging instruments and revaluation of hedged items	**15**	**40**
Ineffective portion of cash flow hedges (CFH)	23	52
Ineffective portion of fair value hedges (FVH)	(8)	(12)
Changes in fair value of fair value hedges	*45*	*28*
Changes in fair value of hedged items	*(53)*	*(40)*
TOTAL	**1,478**	**1,643**

(a) Net gains/(losses) on financial assets and liabilities held for trading include:

- *The valuation of unhedged ABS CDOs with subprime exposure (see Note 5.6), resulting in the recognition of income of €10 million in 2014 (excluding the impact of the BPCE guarantee), versus income of €12 million at December 31, 2013. It should be noted that, in relation to the closing of the former GAPC hive-off, ABS CDOs with a subprime component were sold in H1 2014, without a material impact on the income statement (see section 3.11 of Chapter [3], "Risk Management and Capital Adequacy").*
- *Impairments taken against the fair value of CDS entered into with monoline insurers (see Note 5.6), which led to a decrease of €102 million in cumulative impairments in 2014, versus income of €149 million in 2013 (excluding the impact of exchange rate fluctuations and the BPCE guarantee), bringing cumulative impairments to €103 million at December 31, 2014 versus €197 million at December 31, 2013.*
- *A €27.1 million reversal at December 31, 2014 of the portfolio-based provision recorded on exposures in respect of CDPCs (Credit Derivatives Product Companies), bringing the cumulative balance to €11 million. At December 31, 2013, a €19.3 million reversal was carried out, bringing the cumulative balance to €34.7 million.*

  It should be noted that impairments of credit derivatives entered into with CDPCs were fully reversed at December 31, 2013, without a material impact on income;
- *A €6.5 million reduction at December 31, 2014 of the discount against fund units recognized in 2009 based on the selling prices observed on the secondary market, bringing total provisions to €13.1 million at December 31, 2014 versus €19.6 million at December 31, 2013;*
- *At December 31, 2014, recognized own credit risk adjustments to derivatives (debit valuation adjustments or DVAs) stand at €22.6 million, versus €81.2 million at December 31, 2013. Furthermore, credit risk adjustments related to the valuation of counterparty risk (credit valuation adjustments or CVAs) on financial assets amount to -€85.6 million at December 31, 2014, versus -€10.8 million at December 31, 2013. These adjustments incorporate the net impact, in CVA and DVA terms, of refinements to estimates carried out in 2014, particularly the extension of the use of market inputs (-€25.2 million) and the extension of the scope of calculation for adjustments (-€6.6 million).*

  The Funding Valuation Adjustment (FVA) used on uncollateralized derivatives or imperfectly collateralized derivatives is also recognized on this line in the amount of -€81.5 million at December 31, 2014.

(b) Net gains and losses include the valuation of the issuer spread on issues carried out by Natixis and designated at fair value through profit and loss with a negative €214.9 million impact on income for the period versus a negative impact of €197 million last year.

7.4 Net gains or losses on available-for-sale financial assets

Net gains or losses on available-for-sale financial assets principally comprise:

- gains or losses on sales of available-for-sale financial assets and financial assets recognized at their amortized cost;
- permanent losses in value and dividends payable on variable-income securities, charged to "Available-for-sale financial assets".

Impairment of fixed-income securities classified as available-for-sale is charged to "Provision for credit losses".

This line item also includes market discounts on syndicated loans. In fact, loans outstanding with a theoretical syndication date expired as at December 31, 2014 were analyzed on a case-by-case basis in order to take into account any market discounts observed at the end of the reporting period.

(in millions of euros)	12.31.2014	12.31.2013
Dividends	172	172
Gains or losses on disposals	438	360
Impairment of variable-income securities	(62)	(82)
Discounts on syndicated loans	(4)	8
TOTAL	**543**	**458**

In H1 2014, Natixis sold its entire stake in Lazard (5.4% in Lazard's total share capital). As a result, a capital gain of €99.3 million was recorded in the 2014 income statement.

7.5 Other income and expenses

Income and expenses from other operations mainly comprise income and expenses relating to finance leases and investment property.

This item also includes income and expenses relating to insurance activities, in particular life insurance premium income, paid benefits and claims, and changes in insurance liabilities.

		12.31.2014			12.31.2013		
(in millions of euros)	Notes	Income	Expenses	Net	Income	Expenses	Net
Finance leases	*7.5.1*	239	(233)	6	245	(242)	3
Investment property		104	(39)	65	105	(31)	74
Sub-total Real Estate Activities		**343**	**(272)**	**71**	**350**	**(272)**	**78**
Net charge to/reversal of insurance companies' technical reserves			(2,212)	(2,212)		(1,519)	(1,519)
Other insurance income and expenses	*7.5.2*	5,563	(3,240)	2,323	4,254	(3,120)	1,135
Sub-total Insurance		**5,563**	**(5,452)**	**112**	**4,254**	**(4,639)**	**(384)**
Simple leases		75	(55)	20	89	(67)	21
Other related income and expenses	*7.5.3*	480	(346)	134	638	(364)	274
TOTAL		**6,461**	**(6,125)**	**337**	**5,331**	**(5,342)**	**(11)**

7.5.1 Finance leases

	12.31.2014			12.31.2013		
(in millions of euros)	Income	Expenses	Net	Income	Expenses	Net
Gains or losses on disposals		(33)	(33)		(25)	(25)
Write-downs		1	1		(28)	(28)
Other related income and expenses	239	(200)	38	245	(189)	56
TOTAL	**239**	**(233)**	**6**	**245**	**(242)**	**3**

7.5.2 Other insurance income and expenses

(in millions of euros)	12.31.2014	12.31.2013
Life insurance premium income	3,394	2,867
Personal protection insurance premium income	952	298
Credit insurance premium income	1,066	983
Paid benefits and claims	(3,177)	(3,075)
Other income/(expenses)	88	62
TOTAL	**2,323**	**1,135**

7.5.3 Other related income and expenses

(in millions of euros)	12.31.2014	12.31.2013
IT services	17	16
Credit management services	120	221
Other operations	(3)	38
TOTAL	**134**	**274**

7.6 Operating expenses

Operating expenses mainly comprise payroll costs, including wages and salaries net of rebilled expenses, social security expenses and employee benefits such as pensions (defined benefit plans), and expenses relating to share-based payment recognized in accordance with IFRS 2. The details on these expenses are provided in Note 11.

This item also includes all administrative expenses and external services.

(in millions of euros)	Notes	12.31.2014	12.31.2013
Payroll costs	*12.2*		
Wages and salaries [(a)]		(2,247)	(2,097)
o/w share-based payments		*(52)*	*(53)*
Pensions and other employee benefits	*12.2.2 & 12.2.3*	(210)	(186)
Social security expenses		(556)	(532)
Incentive and profit-sharing plans		(146)	(125)
Payroll-based taxes		(132)	(129)
Other [(b)]		3	(108)
Total payroll costs		**(3,288)**	**(3,177)**
Other operating expenses			
Taxes other than on income		(176)	(166)
External services		(1,678)	(1,559)
Other		(72)	(82)
Total other operating expenses		**(1,926)**	**(1,807)**
TOTAL		**(5,213)**	**(4,985)**

(a) Of which €6.6 million in respect of the Competitiveness and Employment Tax Credit versus €5.3 million at December 31, 2013.

(b) Of which €30.6 million in a reversal of provisions, of which €10.6 million not used, in respect of the workforce adjustment plan versus an allocation of €90.6 million at December 31, 2013.

7.7 Provision for credit losses

This line item mainly reflects net risk recorded on lending transactions: net provisions for reversals of individual and collective provisions, loans and receivables written off during the period and recoveries on bad debts written off.

It also includes any impairments recorded in respect of proven default risks associated with counterparties of OTC instruments.

"Impairment of individual loans" includes impairment recognized against securities classified as "Loans and receivables" (including items reclassified following the October 13, 2008 amendment) and fixed-income securities classified within available-for-sale financial assets.

(in millions of euros)	12.31.2014					12.31.2013				
	Charges	Net reversals	Write-offs not covered by provisions	Recoveries of bad debts written off		Charges	Net reversals	Write-offs not covered by provisions	Recoveries of bad debts written off	Net
Contingency reserves	**(53)**	**82**	**0**	**0**	**29**	**(34)**	**65**			**31**
Financing commitments	(9)	7			(2)	(6)	28			22
Other	(44)	75			31	(29)	37			9
Provisions for impairments of financial assets	**(628)**	**332**	**(78)**	**43**	**(331)**	**(689)**	**365**	**(66)**	**31**	**(359)**
Provision for credit losses	**(681)**	**414**	**(78)**	**43**	**(302)**	**(723)**	**430**	**(66)**	**31**	**(328)**
o/w										
Reversals of surplus impairment provisions		*414*					*430*			
Reversals of utilized impairment provisions		*757*					*319*			
Sub-total reversals:		***1,171***					***749***			
Write-offs covered by provisions		*(757)*					*(319)*			
Total net reversals:		***414***					***430***			

7.8 Gain or loss on other assets

This item comprises capital gains and losses on the disposal of property, plant and equipment and intangible assets used in operations, as well as capital gains and losses on the disposal of investments in consolidated companies.

(in millions of euros)	12.31.2014			12.31.2013		
	Investments in consolidated companies	Property, plant and equipment and intangible assets	Total	Investments in consolidated companies	Property, plant and equipment and intangible assets	Total
Net capital gains/(losses) on disposals	**(13)**	**91**	**78**	**144**	**16**	**160**
TOTAL	**(13)**	**91**	**78**	**144**	**16**	**160**

Gains/losses on disposals for the period are mainly linked to the disposal of a property complex, the capital gain from which amounts to €92.2 million at December 31, 2014.

7.9 Reconciliation of the tax expense in the financial statements and the theoretical tax expense

(in millions of euros)	12.31.2014	12.31.2013
+ Net income/(loss) group share	1,138	884
+ Net income/(loss) attributable to non-controlling interests	76	(1)
+ Income tax charge	624	568
+ Income from discontinued operations		
+ Impairment of goodwill	51	14
- Share in income of associates	(40)	(21)
= Consolidated net income/(loss) before tax, goodwill, amortization and share in income of associates	**1,849**	**1,444**
+/- Permanent differences [(a)]	(211)	(83)
= Consolidated taxable income/(loss)	**1,638**	**1,361**
x Theoretical tax rate	33.33%	33.33%
= Theoretical tax charge	**(546)**	**(454)**
+ Contributions and minimum annual tax charges	(17)	(29)
+ Income taxed at reduced rates		
+ Losses for the period not recognized for deferred tax purposes	(11)	(28)
+ Impact of tax consolidation	22	32
+ Differences in foreign subsidiary tax rates	11	(27)
+ Tax reassessments	(52)	(14)
+ Tax credits	29	28
+ Effect of the sale of CCIs [(b)]		(34)
+ Prior year tax [(b) (c)]	(89)	(92)
+ Other items [(d)]	29	50
= Tax charge for the period	**(624)**	**(568)**
o/w: current tax	*(394)*	*(598)*
deferred tax	*(230)*	*30*

(a) The main permanent differences consist of capital gains taxed under the long-term scheme, tax-exempt earnings of foreign subsidiaries in Luxembourg, Belgium and the United States and the capital cost allowance for goodwill in the United States.

(b) o/w: an €8 million dividend tax recorded in 2014. Dividend tax paid in 2013 is shown under "Effect of the sale of CCIs" in the amount of €32 million.

(c) o/w: -€18 million in write-downs on the past deficit on the tax consolidated group in France (-€118 million at December 31, 2013) and -€80 million in write-downs on the past deficit recorded for the London branch (no impairment recorded in 2013).

(d) o/w: tax savings of €76 million resulting from the offset of previously unrecognized tax losses against 2014 profits (€108 million at December 31, 2013).

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NOTE 8 STATEMENT OF NET INCOME/(LOSS), GAINS AND LOSSES RECORDED DIRECTLY IN EQUITY

8.1 Change in gains and losses recorded directly in equity

(in millions of euros)	Activity in 2014	Activity in 2013
Revaluation adjustments on defined-benefit plans		
Other activity	*(104)*	*70*
Items not recyclable to income	**(104)**	**70**
Translation adjustments	**601**	**(304)**
Reclassification to income	*(0)*	*(2)*
Other activity	*601*	*(302)*
Revaluation of available-for-sale financial assets	**422**	**328**
Reclassification to income	*(146)*	*4*
Other activity	*568*	*325*
Revaluation of hedging derivatives	**(247)**	**208**
Reclassification to income	*146*	*155*
Other activity	*(393)*	*53*
Items recyclable to income	**776**	**232**
Shares in unrealized or deferred gains/(losses) of associates, net of tax	**13**	**830**
Reclassification to income	*1*	*831*
Other activity	*12*	
Tax	(21)	(89)
TOTAL	**664**	**1,043**

8.2 Breakdown of tax on gains and losses recognized in equity

	12.31.2014			12.31.2013		
(in millions of euros)	Gross	Tax	Net	Gross	Tax	Net
Translation adjustments	601		601	(304)		(304)
Revaluation of available-for-sale financial assets	422	(66)	356	328	(1)	328
Revaluation of hedging derivatives	(247)	8	(240)	208	(63)	145
Items recorded definitively in other items of comprehensive income	(104)	37	(67)	70	(26)	44
Shares in unrealized or deferred gains.(losses) of associates	18	(5)	13	839	(9)	830
TOTAL CHANGES IN UNREALIZED OR DEFERRED GAINS OR LOSSES	**691**	**(27)**	**664**	**1,141**	**(98)**	**1,043**

NOTE 9 SEGMENT REPORTING

In 2012, in light of regulatory constraints and the persistently uncertain economic environment, Natixis forged ahead with its transformation policy. In particular, in terms of Corporate and Investment Banking, its organization was adapted to place customer relations at the core of development and, as a result, the division was renamed Wholesale Banking.

The entity is organized around three core business lines:

- **Wholesale Banking,** which advises businesses, institutional investors, insurance companies, banks and public sector entities and offers them a diversified line of financing solutions as well as access to the capital markets. Its duties are threefold: to strengthen the bank's customer orientation, to serve as a meeting place between issuers and investors and to roll out the "Originate to Distribute" model to optimize the rotation of the bank's balance sheet via active management of the credit portfolio;
- **Investment Solutions,** which includes Asset Management, Insurance, Private Banking and the Private Equity for third party clients business line that resulted from the spin-off of Natixis Private Equity in 2010;
- **Specialized Financial Services,** which includes Factoring, Lease Financing, Consumer Credit, Guarantees, Film Industry Finance, Employee Benefits Planning, and Payment and Securities Services. These services are the key growth drivers for the retail banking business of Groupe BPCE.

This organization was confirmed as part of Natixis' 2014-2017 Strategic Plan, titled "**New Frontier**".

Coface, Corporate Data Solutions, Private Equity businesses (proprietary funds and share of sponsored funds), **Natixis Algérie and the Ho Chi Minh branch** are managed as financial holdings due to their lower synergies with Natixis' other businesses.

In 2011, **Coface** refocused on its core business lines (credit insurance and factoring in Germany and Poland), grouped under **Coface.**

Non-strategic activities (primarily service activities) stemming from Coface have been grouped under **Corporate Data Solutions** and are now managed directly by Natixis' Finance Department.

Based on this new organization, Management monitors divisional performance, draws up business plans and manages the business from an operational perspective. In accordance with IFRS 8 "Operating Segments", this is the segmentation used by Natixis to define its operating segments.

9.1 Wholesale Banking

Wholesale Banking advises businesses, institutional investors, insurance companies, banks and public sector entities and offers them a diversified line of customized financing solutions as well as access to the capital markets.

Building on the technical expertise of its teams, combined with its widely recognized, award-winning research capabilities, Natixis designs tailored solutions for its customers incorporating the most recent market developments.

It is structured into two sub-divisions with complementary objectives:

- **Coverage and Advisory,** whose missions are to develop customer relationships and contribute to strengthening synergies between Natixis' business lines. It includes M&A Advisory Services, Primary Equity, Vanilla Finance and Coverage. Coverage, in partnership with all of Natixis' business lines, designs innovative, tailored solutions designed to meet the specific requirements of each of its customers - from vanilla finance to the most sophisticated arrangements;
- **The Financing & Global Markets Department,** which combines:
  - Global Markets, which includes the Equity, Credit Rate, Currency, Commodities and Global Structured Credit and Solutions business lines,
  - Structured Financing, which originates and develops financing for aircraft, exports and infrastructure, energy and commodities, Strategic and Acquisition Finance, Real Estate Finance and Equity Linked Finance,
  - Global Transaction Banking, which is tasked with developing the available flow and Trade Finance,
  - Portfolio Management, which is tasked with optimizing the financing portfolio. This department is an essential part of the Originate to Distribute model,
  - Oversight of international platforms, in line with the bank's overall objectives: Americas, Asia-Pacific and EMEA (Europe (except France), Middle East and Africa).

9.2 Specialized Financial Services

This business line combines a number of service-oriented businesses primarily serving the Caisse d'Epargne and Banque Populaire networks, as well as Natixis customers:

- **Factoring:** provides companies with credit management solutions such as financing, insurance, and collection. Natixis Factor uses the Banque Populaire and Caisse d'Epargne networks, which account for a significant portion of its business;
- **Sureties & Financial Guarantees:** this business line is operated by Compagnie Européenne de Garanties et Cautions (CEGC). It notably includes: guarantees for mortgage loans granted to retail and business customers by the Caisse d'Epargne, and more recently the Banque Populaire networks, along with legal guarantees and bail bonds;
- **Consumer Finance:** this Natixis business line includes a broad range of activities throughout the value chain for revolving loans (marketing, origination, administrative management, out-of-court collection, etc.) and administrative management services for personal loans. These activities are operated by Natixis Financement, which manages revolving loans granted by the Groupe BPCE networks, and manages personal loans granted by the Caisses d'Epargne and by the Banque Populaire banks;

- **Leasing:** this business line provides financing solutions for real estate and non-real estate assets under finance leases or other long-term leasing arrangements;
- **Employee Savings Schemes:** this business line offers a comprehensive range of B2B employee benefits planning products based on employee savings (administration of employee accounts, fund administration and accounting) and employment services vouchers;
- **Securities Services:** this business line offers back and middle office services for retail securities custody (account administration, back office outsourcing, office services, depositary control) for the BPCE networks and external clients;
- **Payments:** this business line provides payments tools, infrastructure and services, including electronic banking, issuance and collection of high-volume electronic transfers and check processing;
- **Film Industry Financing:** this business line is operated via Coficiné, a subsidiary specializing in structured loans for film and audiovisual activities in France and Europe.

9.3 Investment Solutions

- **Asset Management:** Asset Management activities are grouped together within Natixis Global Asset Management. They cover all asset categories and are carried out mainly in the US and France. These activities are performed by autonomous entities (specialized management companies and specialized distribution units) coordinated by a holding company that ensures the organization's consistency by overseeing its strategic direction. These companies are thus able to focus on their core business and on achieving robust performance, while retaining the option of developing their own institutional clientele and drawing on the business line's other support functions, based on appropriate economic models. A number of them have forged a strong reputation, such as Loomis Sayles, Harris Associates, AEW and Natixis Asset Management.

  Together, these specialized asset management companies enable the Group to provide a full range of expertise meeting demand from all customer segments. Coverage of the various customer segments is optimized by the organization of distribution around the NGAM Distribution platform and the business franchises developed over the long term by the Asset Management companies, mainly with various client groups. The management companies continue to handle distribution via the shareholder retail banking networks in France;
- **Insurance:** Natixis Assurances is a holding company for various operating insurance subsidiaries. In March 2014, in accordance with the plan to develop the bancassurance model, Natixis Assurance acquired PPI and casualty insurance subsidiary BPCE Assurances. It offers a comprehensive range of individual and collective life insurance, personal protection insurance and property and casualty insurance solutions. These diversified, customized solutions are designed for retail and small business customers, farmers, companies and associations;
- **Private Banking:** this business line encompasses wealth management activities in France and Luxembourg, financial planning solutions, and services for independent wealth management advisors (IWMAs). Banque Privée 1818, created from the merger between Banque Privée Saint Dominique (BPSD) and La Compagnie 1818, has taken its place as a major player on the French market. The bank mainly develops its customer base from the clientele of the Caisses d'Epargne and Banque Populaire banks, and to a lesser extent from that of Natixis. Private Banking offers advisory services, financial planning and expertise, and fund management solutions;
- **Private Equity for third party clients:** At the start of 2014, NCI's asset management companies were transferred to Natixis Global Asset Management and a sponsoring vehicle was set up to monitor Natixis' commitments in the funds. The teams have extensive expertise in equity financing for generally unlisted, small and medium-sized enterprises in France and Europe via sponsored equity holdings. This business line covers the Private Equity segments for third party investors, such as Private Equity deals (top-line funding for mature companies), venture capital (new, innovative companies) and funds of funds.

9.4 Private Equity (non-core activities)

This business covers proprietary Private Equity transactions, some sponsored funds, and Natixis' participation in certain sponsored funds not held by Natixis. After the October 2010 sale to AXA Private Equity of the majority of the proprietary operations in France, the international segment remains, and is divided into several small teams of investors. The teams have extensive expertise in equity financing for generally unlisted, small and medium-sized enterprises outside France via equity holdings.

9.5 Coface

Its main activities are credit insurance, international factoring solutions, business information and ratings (credit and marketing), receivables management (from issuance through to collection), and management of public procedures on behalf of the French state. Most of Coface's revenue is derived from its international operations.

Since 2011, Coface has refocused on its core business lines (credit insurance and factoring in Germany and Poland).

Natixis carried out an initial public offering on 58.65% of Coface's share capital in June 2014.

9.6 Corporate Data Solutions

Coface's non-core activities (service activities mainly) were grouped under Corporate Data Solutions at the beginning of 2013. The two main entities are Kompass and Ellisphere.

9.7 Former GAPC (Workout Portfolio Management)

At the end of 2008, Natixis segregated its most illiquid and/or high-risk financial markets exposures, in particular: convertible arbitrage, complex equity and interest rate derivatives, trading correlation derivatives, structured fund-based derivatives, proprietary credit activities and residential ABS.

In a persistently uncertain market environment, Natixis set up a guarantee mechanism in the third quarter of 2009 with BPCE. This mechanism is designed to offer protection against future losses and earnings volatility resulting from GAPC portfolios. This mechanism took effect on July 1, 2009.

Given the progress of the GAPC run-off program, Natixis closed this segregation vehicle at June 30, 2014. The residual positions were transferred to Wholesale Banking.

9.8 Corporate Center

The Corporate Center operates alongside the operating divisions. As such, it recognizes the central funding mechanisms and income from Natixis' asset and liability management. It also records income on the bank's portfolio of equity investments not belonging to a division, and the revaluation of the Group's own debt.

In terms of costs, the Corporate Center recognizes the bank's structural costs and certain restructuring costs not allocated to the businesses.

9.9 Segment reporting

9.9.1 Segment reporting in the income statement

	12.31.2014							
(in millions of euros)	Wholesale Banking	Investment Solutions	Specialized Financial Services	Coface	Private Equity	GAPC	Other activities	Total
Net revenues	**2,781**	**2,818**	**1,262**	**687**	**(13)**	**7**	**(30)**	**7,512**
*2014/2013 change**	*(3%)*	*15%*	*1%*	*(3%)*	*29%*	*(67%)*	*88%*	*7%*
Expenses	(1,712)	(2,004)	(832)	(557)	(8)	(48)	(278)	(5,439)
*2014/2013 change**	*3%*	*21%*	*(0%)*	*(2%)*	*(26%)*	*(46%)*	*(33%)*	*1%*
Gross operating income	**1,069**	**815**	**430**	**130**	**(22)**	**(41)**	**(308)**	**2,073**
*2014/2013 change**	*(12%)*	*25%*	*2%*	*(5%)*	*28%*	*40%*	*(53%)*	*24%*
Pre-tax profit	**904**	**817**	**370**	**126**	**(21)**	**(43)**	**(314)**	**1,838**
*2014/2013 change**	*1%*	*20%*	*8%*	*(7%)*	*19%*	*(701%)*	*38%*	*21%*
Net income (group share)	**595**	**544**	**236**	**53**	**(21)**	**(28)**	**(241)**	**1,138**
*2014/2013 change**	*3%*	*16%*	*8%*	*(39%)*	*15%*	*(701%)*	*42%*	*26%*

* *Variation between December 31, 2014 and December 31, 2013 (pro forma figures).*

This information is determined based on the accounting principles applied in accordance with IFRS as adopted by the European Union at December 31, 2014.

	12.31.2013 - pro forma (a) (b)							
(in millions of euros)	Wholesale Banking	Investment Solutions	Specialized Financial Services	Coface	Private Equity	GAPC	Other activities	Total
Net revenues	**2,867**	**2,447**	**1,253**	**706**	**(19)**	**20**	**(238)**	**7,037**
Expenses	(1,657)	(1,793)	(833)	(570)	(11)	(89)	(413)	(5,366)
Gross operating income	**1,211**	**654**	**420**	**136**	**(30)**	**(69)**	**(651)**	**1,671**
Pre-tax profit	**899**	**678**	**341**	**136**	**(26)**	**(5)**	**(507)**	**1,515**
Net income (group share)	**576**	**470**	**218**	**87**	**(25)**	**(4)**	**(416)**	**906**

(a) *This information is presented according to the analytical structure of businesses adopted by Natixis at December 31, 2014.*
(b) *Pro forma 2013 figures include the BPCE Assurances and BPCE APS contributions, as well as the transfer of SFS' stake in Caceis to other activities.*

This information is determined based on the accounting principles applied in accordance with IFRS as adopted by the European Union at December 31, 2013.

	12.31.2013 - registration document							
(in millions of euros)	Wholesale Banking	Investment Solutions	Specialized Financial Services	Coface	Private Equity	GAPC	Other activities	Total
Net revenues	**2,867**	**2,259**	**1,272**	**706**	**(19)**	**20**	**(256)**	**6,848**
Expenses	(1,657)	(1,662)	(833)	(570)	(11)	(89)	(413)	(5,235)
Gross operating income	**1,210**	**597**	**439**	**136**	**(30)**	**(69)**	**(670)**	**1,614**
Pre-tax profit	**899**	**614**	**359**	**136**	**(26)**	**(5)**	**(526)**	**1,451**
Net income (group share)	**576**	**447**	**236**	**87**	**(25)**	**(3)**	**(433)**	**884**

This information is determined based on the accounting principles applied in accordance with IFRS as adopted by the European Union at December 31, 2013.

9.9.2 Balance sheet segment analysis

	12.31.2014							
(in millions of euros)	Wholesale Banking	Investment Solutions	Specialized Financial Services	Coface	Private Equity	GAPC	Other activities	Total
Assets at fair value through profit and loss	241,462	11,022	0	34	235	0	1,807	254,560
Available-for-sale financial assets	1,448	38,237	1,531	2,355	2	0	1,244	44,816
Loans and receivables due from banks	48,108	1,330	1,077	504	0	0	20,699	71,718
Customer loans and receivables	78,351	4,641	18,454	2,290	15	0	3,474	107,224
Held-to-maturity assets	0	2,757	0	7	0	0	0	2,763
Goodwill	0	2,360	59	355	0	0	33	2,807
Other assets	71,985	6,170	411	518	(608)	0	28,059	106,536
TOTAL ASSETS	**441,354**	**66,517**	**21,531**	**6,062**	**(357)**	**0**	**55,316**	**590,424**
Financial liabilities at fair value through profit and loss	219,476	511	(0)	16	0	0	620	220,622
Due to banks	92,266	5,189	13,145	285	(106)	0	24,210	134,988
Customer deposits	47,579	691	745	379	0	0	11,466	60,860
Debt securities	52,733	(304)	2,139	1,538	0	0	478	56,583
Insurance companies' technical reserves	6	47,995	1,214	1,451	0	0	0	50,665
Subordinated debt	945	964	195	470	(6)	0	1,440	4,008
Other liabilities	28,350	11,472	4,094	1,923	(245)	0	17,103	62,696
TOTAL LIABILITIES	**441,354**	**66,517**	**21,531**	**6,062**	**(357)**	**0**	**55,316**	**590,424**

	12.31.2013							
(in millions of euros)	Wholesale Banking	Investment Solutions	Specialized Financial Services	Coface	Private Equity	GAPC	Other activities	Total
Assets at fair value through profit and loss	192,622	10,137	6	54	331	13,347	1,827	218,324
Available-for-sale financial assets	1,828	33,004	1,686	1,744	2	50	2,364	40,678
Loans and receivables due from banks	52,395	1,111	853	558	1	81	22,601	77,600
Customer loans and receivables	59,977	3,046	18,892	2,067	6	646	3,341	87,975
Held-to-maturity assets		3,016		9				3,025
Goodwill		2,141	59	355			97	2,652
Other assets	50,720	5,222	312	(393)	(599)	2,549	22,066	79,877
TOTAL ASSETS	**357,542**	**57,677**	**21,808**	**4,394**	**(259)**	**16,673**	**52,296**	**510,131**
Financial liabilities at fair value through profit and loss	177,181	214	2	3		8,494	154	186,048
Due to banks	76,025	4,114	13,328	414	(27)	6,253	27,550	127,657
Customer deposits	50,442	813	1,211	354			7,420	60,240
Debt securities	35,448	(135)	1,710	1,189			567	38,779
Insurance companies' technical reserves	29	42,191	1,094	1,429				44,743
Subordinated debt	729	700	208	83	15		1,341	3,076
Other liabilities	17,688	9,780	4,255	922	(247)	1,926	15,264	49,588
TOTAL LIABILITIES	**357,542**	**57,677**	**21,808**	**4,394**	**(259)**	**16,673**	**52,296**	**510,131**

9.10 Other information

DECEMBER 31, 2014

(in millions of euros)	France	Other EU	North America	Other OECD	Other	Total
Net revenues	**3,923**	**1,026**	**2,129**	**58**	**376**	**7,512**
Net income for the period (group share)	288	279	472	(15)	114	1,138
Assets at fair value through profit and loss	233,035	14,488	3,536	3,221	280	254,560
Available-for-sale financial assets	41,180	2,216	241	122	1,058	44,816
Loans and receivables	117,072	13,344	31,509	8,414	8,603	178,942
Fixed assets	1,148	76	73	7	35	1,338
Other assets	79,977	(2,086)	33,806	(79)	(850)	110,769
TOTAL ASSETS	**472,412**	**28,037**	**69,164**	**11,685**	**9,126**	**590,424**

DECEMBER 31, 2013

(in millions of euros)	France	Other EU	North America	Other OECD	Other	Total
Net revenues	**3,673**	**995**	**1,828**	**76**	**276**	**6,848**
Net income for the period (group share)	248	118	427	17	74	884
Assets at fair value through profit and loss	201,786	11,322	3,014	2,072	130	218,324
Available-for-sale financial assets	35,715	4,107	229	68	560	40,678
Loans and receivables	123,252	14,615	19,073	735	7,901	165,575
Fixed assets	1,121	80	58	5	29	1,293
Other assets	53,762	(2,304)	33,359	(103)	(454)	84,260
TOTAL ASSETS	**415,636**	**27,820**	**55,734**	**2,777**	**8,165**	**510,131**

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NOTE 10 RISK MANAGEMENT

10.1 Capital adequacy

The information on capital adequacy required under IAS 1 is presented in section 3.3 of Chapter [3], "Risk Management and Capital Adequacy".

10.2 Credit risk and counterparty risk

The information on risk management required under IFRS 7, with the exception of the disclosures given below, is presented in section 3.4 of Chapter [3], "Risk Management and Capital Adequacy".

10.2.1 Gross exposure to credit risk

The following table sets out the exposure of all of Natixis' financial assets to credit risk. This exposure does not take into account guarantees, sureties, credit default swaps, collateral on OTC financial instruments, the impact of netting agreements and other credit enhancements. It corresponds to the net value of the financial assets on the balance sheet, after taking all impairments into account (individually or collectively assessed).

(in millions of euros)	Performing loans	Non-performing loans	Write-downs	Net outstandings 12.31.2014	Net outstandings 12.31.2013
Financial assets at fair value through profit and loss (excluding variable-income securities)	213,638	0	0	213,638	184,850
Hedging derivatives	130	0	0	130	1,733
Available-for-sale financial assets (excluding variable-income securities)	38,411	1	(49)	38,363	34,245
Loans and receivables due from banks	71,706	129	(117)*	71,718	77,600
Customer loans and receivables	104,622	4,878	(2,276)*	107,224	87,975
Held-to-maturity financial assets	2,766	0	(3)	2,763	3,025
Financing commitments given	76,461	190	(4)	76,647	82,483
Financial guarantee commitments given	22,774	106	(59)	22,821	24,885
TOTAL GROSS EXPOSURE	**530,508**	**5,304**	**(2,508)**	**533,305**	**496,796**

* *including collective provisions*

The reclassification of consolidated accounting volumes as gross exposure and exposure at default with respect to prudential credit risk (presented in section 3.4 of Chapter [3], "Risk Management and Capital Adequacy") involves the following key operations:

- exclusion of equity-accounted insurance companies in the prudential scope;
- exclusion of exposure classified in the trading scope;
- inclusion of all netting agreements on market transactions;
- restatement of factoring positions to take into account exposure to the risk of default and a position in risk dilution;
- application of a credit-equivalent conversion factor on financing and guarantee commitments.

10.2.2 Impact of guarantees

	12.31.2014						12.31.2013					
(in millions of euros)	Performing loans	Non-performing loans	Write-downs	Net outstandings	Guarantees on non-performing loans	Guarantees on performing loans	Performing loans	Non-performing loans	Write-downs	Net outstandings	Guarantees on non-performing loans	Guarantees on performing loans
Loans and receivables due from banks *(Excluding repurchase agreements)*	**63,192**	**129**	**(117)**	**63,204**	**21**	**34**	**71,617**	**275**	**(186)**	**71,706**	**39**	**49**
Customer loans and receivables *(Excluding repurchase agreements)*	**74,743**	**4,878**	**(2,276)**	**77,345**	**1,769**	**34,235**	**69,168**	**5,706**	**(2,603)**	**72,272**	**2,038**	**31,272**
Finance leases	10,530	312	(217)	10,625	95	7,273	10,740	334	(229)	10,845	102	7,158
Factoring	5,818			5,818			5,918			5,918		
Other loans and receivables	58,395	4,566	(2,059)	60,902	1,674	26,962	52,510	5,373	(2,374)	55,509	1,936	24,114
Financing commitments given	**76,461**	**190**	**(4)**	**76,647**	**55**	**7,964**	**82,382**	**111**	**(10)**	**82,484**	**28**	**4,738**
Financial guarantee commitments given	**22,402**	**106**	**(59)**	**22,449**	**5**	**1,660**	**24,858**	**98**	**(53)**	**24,903**		**3,652**
TOTAL EXPOSURE AND IMPACT OF GUARANTEES	**236,798**	**5,303**	**(2,456)**	**239,645**	**1,850**	**43,893**	**248,025**	**6,191**	**(2,851)**	**251,364**	**2,105**	**39,711**

The amounts of the guarantees shown are those used under Basel prudential regulations to reduce capital requirements. Guarantees for insurance companies accounted for by the equity method in the prudential accounting scope are therefore excluded, as are exposures relative to these entities.

10.2.3 Breakdown of individual and collective provisions by geographic area

Geographic areas *(in millions of euros)*	12.31.2014 Individual risks	Collective risks	Total risks	Individual impairment losses	Collective impairment losses	Total impairments
France	1,737	10,047	11,783	954	118	1,072
Other Western European countries	1,994	8,371	10,365	616	96	712
Eastern Europe	122	874	996	58	9	67
North America	276	5,869	6,145	96	70	166
Central and Latin America	320	1,528	1,848	157	10	166
Africa and the Middle East	304	2,770	3,074	126	30	156
Asia-Pacific	551	4,543	5,093	74	43	117
TOTAL	**5,303**	**34,002**	**39,304**	**2,081**	**375**	**2,456**

Geographic areas *(in millions of euros)*	12.31.2013 Individual risks	Collective risks	Total risks	Individual impairment losses	Collective impairment losses	Total impairments
France	1,872	10,204	12,075	945	166	1,111
Other Western European countries	3,138	7,281	10,419	1,006	113	1,119
Eastern Europe	76	581	657	27	10	37
North America	233	4,248	4,480	100	85	185
Central and Latin America	329	791	1,120	158	6	163
Africa and the Middle East	325	2,156	2,481	127	31	158
Asia-Pacific	217	3,442	3,659	32	40	72
TOTAL	**6,191**	**28,702**	**34,893**	**2,395**	**451**	**2,846**

10.2.4 Breakdown of collective provisions by business sector

Business sectors *(% breakdown)*	12.31.2014	12.31.2013
Real estate	18.2%	20.5%
Transportation	13.8%	23.1%
Oil/gas	10.8%	6.3%
Holding companies and conglomerates	7.6%	3.4%
Electricity	7.5%	1.8%
Base industries	6.2%	3.9%
Retail/trade	6.2%	5.6%
Automotive	5.0%	4.4%
Finance	4.7%	9.8%
Media	3.6%	2.0%
Tourism/Hotels/Leisure	2.6%	2.1%
International trade, commodities	2.3%	2.5%
Administrations	2.1%	0.9%
Consumer goods	1.6%	2.0%
Mechanical and electrical engineering	1.3%	0.8%
Construction	1.2%	3.3%
Services	1.2%	1.3%
Pharmaceuticals/healthcare	1.2%	1.4%
Utilities	1.1%	2.4%
Food	0.6%	1.1%
Technology	0.5%	0.4%
Other	0.3%	0.2%
Telecommunications	0.3%	0.9%
Aerospace/Defense	0.0%	0.0%
Securitizations	0.0%	0.0%
TOTAL	**100.0%**	**100.0%**

At December 31, 2014: 63.4% of collective provisions on the Finance sector comprise provisions covering CDPCs (Credit Derivative Product Companies), compared with 78.8% at December 31, 2013.

10.2.5 Change in collective provisions

(in millions of euros)	Provisions as at 12.31.2013	Additions (+) Reversals (-)	Translation adjustments	Provisions as at 12.31.2014
By sector	404	(90)	15	328
By region	47	(3)	2	47
TOTAL	**451**	**(93)**	**17**	**375**

The sector reversal includes a €27.4 million reversal in respect of CDPCs.

(in millions of euros)	Provisions as at 12.31.2013	Additions (+) Reversals (-)	Translation adjustments	Provisions as at 12.31.2014
By sector	508	(100)	(5)	404
By region	61	(12)	(2)	47
TOTAL	**569**	**(112)**	**(7)**	**451**

The sector reversal includes a €19.3 million reversal in respect of CDPCs.

10.3 Market risk, overall interest rate risk, liquidity risk and structural foreign exchange risk

The disclosures on the management of market risk, overall interest rate risk, liquidity risk and structural foreign exchange risk required under IFRS 7 are presented in sections 3.6 and 3.8 of Chapter [3], "Risk Management and Capital Adequacy".

NOTE 11 HEADCOUNT, PAYROLL COSTS, COMPENSATION AND EMPLOYEE BENEFITS

11.1 Number of employees

Number	12.31.2014	12.31.2013
Headcount*	20,287	19,632

* *Full-time equivalent current employees of Natixis at the reporting date.*

11.2 Compensation and employee benefits

Compensation and employee benefits include wages and salaries net of rebilled expenses paid within twelve months of the end of the reporting period in which the services were rendered, deferred cash-settled or equity-settled variable compensation, employee incentives and profit-sharing for the period, the cost of pensions, other employee benefit obligations such as long-service awards and benefits related to capital increases reserved for employees.

Payroll costs totaled €3.288 billion at December 31, 2014.

11.2.1 Short-term employee benefits

This item includes wages and salaries paid within twelve months of the end of the reporting period in which the related services were rendered, employee incentives and profit-sharing, meeting the definition of short-term benefits under IAS 19R "Employee Benefits". In accordance with this standard, short-term benefits are expensed in the period in which the employees render the services giving rise to such benefits.

11.2.2 Deferred compensation

Share-based employee retention and performance recognition plans

Every year since 2010, Natixis has granted share-based payment plans to certain categories of staff. The accounting treatment of these plans is described in Note 5.18.

Regarding the plan approved by the Board of Directors on February 18, 2015, as these allocations had not yet formally been carried out at the reporting date, these expenses have been estimated using best available estimates of inputs at the reporting date. These inputs relate to the share value and dividend assumptions.

In 2014, Coface established compensation plans based on Coface shares. As the impact of these plans is not material for Natixis, the characteristics of these plans are not outlined in the paragraphs that follow.

Long-term cash-settled payment plans indexed to the Natixis share

Year of plan	Grant date	Initial number of units granted*	Acquisition dates	Number of units acquired by beneficiaries	Fair value of the indexed cash unit at the valuation date *(in euros)*
			September 2012	1,322,038	
			September 2013	1,087,387	
2010 Plan	02.22.2011	5,360,547	September 2014	1,111,411	
			September 2013	1,376,149	
			September 2014	1,434,106	
2011 Plan	02.22.2012	4,821,879	October 2015	-	5.06
			September 2014	1,895,722	
			October 2015		
2012 Plan	02.17.2013	5,275,539	October 2016	-	4.82
			October 2015		
			October 2016		
2013 Plan	02.19.2014	5,095,419	October 2017		4.85
			October 2016		
			October 2017		
2014 Plan	02.18.2015	4,588,203	October 2018		4.42

* *The expected number of units at the vesting date is funded by equity swaps.*

Payments under these plans are subject to presence and performance criteria.

Short-term cash-settled payment plans indexed to the Natixis share

Year of plan	Grant date	Rights acquisition dates	Valuation of the indexed cash unit *(in euros)*	Initial number of indexed cash units granted	Expected number of indexed cash units at the acquisition date	Fair value of the indexed cash unit at the valuation date *(in euros)*
2014 Plan	02.18.2015	03.01.2015	5.49	4,745,322	4,745,322	5.49

The corresponding expense associated with the short-term plan, estimated based on the probability of the presence condition being met, is fully recognized in the 2014 financial statements in the amount of €34 million.

Payment plans settled in shares

Year of plan Expenses *(in millions of euros)*	Grant date	Initial number of shares granted	Acquisition dates	Number of units acquired by beneficiaries	Free share price at grant date *(in euros)*	Fair value of the free share at the valuation date *(in euros)*
			February 2012	1,887,473		
			February 2013	1,804,135		
2010 Plan	02.22.2011	6,459,081	February 2014	1,737,744	4.13	
			March 2013	1,912,194		
			March 2014	1,889,845		
2011 Plan	02.22.2012	6,095,058	March 2015	-	2.34	1.83
			March 2014	531,233		
			March 2015			
2012 Plan	02.17.2013	1,656,630	March 2016		2.84	2.12
2014 Plan	07.31.2014	31,955	July 2018		4.83	4.02

Payments under these plans are subject to presence and performance criteria.

Expense for the period for retention and performance plans

	Expense for 2014			
Expenses *(in millions of euros)*	Plans settled in shares	Plans settled in cash indexed to the Natixis share	Total	Expense for 2013 *(in millions of euros)*
Previous retention plans	(1.8)	(33.9)	(35.7)	(39.5)
Retention plans awarded over the period		(7.8)	(7.8)	(5.3)
TOTAL	**(1.8)**	**(41.7)**	**(43.5)**	**(44.7)**

Valuation inputs used to calculate the expense of these plans:

	12.31.2014	12.31.2013
Share price	5.49	4.27
Risk-free interest rate	0.00%	0.15%
Dividend payment rate	5.29%	4.21%
Rights loss rate	4.25%	4.48%

Retention and performance plans settled in cash

Deferred retention and performance bonuses paid in cash are awarded to some staff. These bonuses are subject to presence and performance criteria. In terms of accounting treatment, they are recorded under "Other long-term employee benefits". The estimated expense is based on an actuarial estimate of the probability of these conditions being met. The expense is recognized over the vesting period. The amount recognized in respect of fiscal year 2014 was:

Year of plan	Grant date	Acquisition dates	Expense for 2014 *(in millions of euros)*	Expense for 2013 *(in millions of euros)*
		March 2012		
		March 2013		
2010 Plan	02.22.2011	March 2014	(0.4)	(3.3)
		March 2013		
		March 2014		
2011 Plan	02.22.2012	March 2015	(2.5)	(6.1)
		March 2014		
		March 2015		
2012 Plan	02.17.2013	March 2016	(7.2)	(9.3)
		March 2015		
		March 2016		
2013 Plan	02.19.2014	March 2017	(7.9)	(12.2)
		March 2016		
		March 2017		
2014 Plan	02.18.2015	March 2018	(9.4)	
TOTAL			**(27.5)**	**(30.9)**

11.2.3 Pensions and other long-term employee benefits

Post-employment defined-contribution plans

Under defined-contribution plans, Natixis pays fixed contributions into a separate entity and has no obligation to pay further contributions.

The main defined-contribution plans available to Natixis employees are operated in France. They include the mandatory pension scheme and the national schemes AGIRC and ARRCO.

Pension plans for which employees can voluntarily opt are operated by certain Natixis entities and are also classified as defined-contribution plans. These entities have a single contribution obligation ("PERCO" contribution).

Contributions paid under defined-contribution plans are expensed for the period in which the services were provided.

(in millions of euros)	12.31.2014	12.31.2013
Contributions expensed under defined-contribution plans	129	116

Post-employment defined-benefit plans and other long-term employee benefits

Post-employment defined-benefit plans include all post-employment benefits for which Natixis has committed to pay a specified level of benefits.

Liabilities in respect of these awarded benefits are hedged, in full or in part, by plan assets comprised mainly of outsourced insurance contracts managed by French insurers specializing in retirement. The insurers carry the longevity risk once the annuities are liquidated. Plan assets are invested in the insurers' general funds, which, for the most part, generally consist of bonds. The insurers are subject to French prudential standards and regulations.

The insurers also manage the asset/liability strategy for the portion of the benefit liabilities that they cover.

For the other portion, Natixis has set up interest rate and liquidity hedges backed by long-term cash flows.

As of H2 2013, the defined benefit plan in which some employees in New York were enrolled has been liquidated and replaced by a defined contribution plan.

Other long-term employee benefits comprise benefits other than post-employment and termination benefits not wholly due within twelve months of the end of the period in which employees have provided the related services.

These notably include long-service awards and deferred compensation payable in cash twelve months or more after the end of the period.

a) *Amounts recognized on the balance sheet at December 31, 2014*

The amount of the recognized provision on the liabilities side of the balance sheet corresponds to the value of the actuarial liabilities under the defined benefit plans, less the market value of the assets to hedge these benefit liabilities.

(in millions of euros)	12.31.2014					12.31.2013				
	Post-employment defined-benefit plans		Other long-term employee benefits			Post-employment defined-benefit plans		Other long-term employee benefits		
	Supplementary pension benefits and other	End-of-career awards	Long-service awards	Other	Total	Supplementary pension benefits and other	End-of-career awards	Long-service awards	Other	Total
Actuarial liabilities	656	228	53	103	1,040	527	206	47	100	880
Fair value of plan assets	(404)	(5)	0	0	(409)	(352)	(7)	0	0	(359)
Fair value of separate assets*	0	(37)	0	0	(37)	0	(36)	0	0	(36)
Effect of ceiling on assets	0	0	0	0	0	0	0	0	0	0
Net amount recognized in balance sheet	**252**	**186**	**53**	**103**	**594**	**175**	**164**	**47**	**100**	**485**
under liabilities	253	223	53	103	632	184	199	47	100	531
under assets	0	37	0	0	38	10	36	0	0	45

* *Separate asset components are for the most part segregated in the balance sheets of Natixis insurance subsidiaries (ABP Life Insurance), hedging the benefit liabilities of other entities within the Natixis group of consolidated companies which were transferred to hedge the post-employment benefits of a few categories of employees.*

b) Changes in recognized amounts on the balance sheet (Changes in actuarial liabilities)

(in millions of euros)	12.31.2014					12.31.2013				
	Post-employment defined-benefit plans		Other long-term employee benefits			Post-employment defined-benefit plans		Other long-term employee benefits		
	Supplementary pension benefits and other	End-of-career awards	Long-service awards	Other	Total	Supplementary pension benefits and other	End-of-career awards	Long-service awards	Other	Total
Actuarial liabilities at start of period	**527**	**206**	**47**	**100**	**880**	**579**	**234**	**50**	**89**	**952**
changes recorded in income	**(10)**	**11**	**5**	**(4)**	**2**	**(4)**	**(9)**	**(3)**	**13**	**(3)**
Service cost	9	11	4	50	73	15	14	4	33	66
Past service cost	(15)	1	0	0	(13)	(15)	(23)	(1)	0	(38)
o/w plan liquidation and reduction	*(15)*	*2*	*2*	*0*	*(11)*	*(1)*	*(23)*	*(1)*	*0*	*(24)*
Interest cost	20	6	1	(0)	27	19	7	1	0	27
Benefits paid	(27)	(8)	(3)	(56)	(95)	(23)	(7)	(4)	(29)	(62)
o/w amounts paid out in respect of plan liquidation	*(1)*	*0*	*0*	*0*	*(1)*	*0*	*0*	*0*	*0*	*0*
Other	3	1	3	2	9	(1)	(1)	(4)	8	3
Changes recognized directly in non-recyclable equity	**99**	**21**	**0**	**0**	**120**	**(30)**	**2**	**0**	**0**	**(27)**
Revaluation adjustments - demographic assumptions	11	(1)	0	0	10	(1)	(1)	0	0	(2)
Revaluation adjustments - financial assumptions	79	23	0	0	101	(22)	(11)	0	0	(33)
Revaluation adjustments - past-experience effect	9	(0)	0	0	8	(7)	14	0	0	8
Translation adjustments	**27**	**(0)**	**0**	**5**	**33**	**(7)**	**(0)**	**0**	**(1)**	**(8)**
Changes in scope	**1**	**0**	**0**	**0**	**1**	**0**	**(1)**	**(0)**	**0**	**(1)**
Other	**13**	**(10)**	**0**	**1**	**4**	**(11)**	**(20)**	**(0)**	**(1)**	**(32)**
Actuarial liabilities at end of period	**656**	**228**	**53**	**103**	**1,040**	**527**	**206**	**47**	**100**	**880**

c) Changes in recognized amounts on the balance sheet (Change in hedging assets)

PLAN ASSETS

(in millions of euros)	12.31.2014			12.31.2013		
	Post-employment defined-benefit plans			Post-employment defined-benefit plans		
	Supplementary pension benefits and other	End-of-career awards	Total	Supplementary pension benefits and other	End-of-career awards	Total
Fair value of assets at start of period	**352**	**7**	**359**	**343**	**40**	**383**
changes recorded in income	**11**	**(2)**	**9**	**0**	**0**	**1**
Interest income	15	0	15	12	1	13
Contributions received	20	(0)	20	8	0	8
o/w paid by employer	*20*	*(0)*	*20*	*7*	*0*	*7*
o/w paid by beneficiaries	*0*	*0*	*0*	*1*	*0*	*1*
Benefits paid	(28)	(1)	(28)	(15)	(0)	(16)
o/w amounts paid out in respect of plan liquidation	*(7)*	*0*	*(7)*	*0*	*0*	*0*
Other	4	(2)	2	(4)	(1)	(5)
Changes recognized directly in non-recyclable equity	**17**	**0**	**17**	**23**	**21**	**44**
Revaluation adjustments - Return on assets	17	0	17	23	21	44
Translation adjustments	**26**	**0**	**26**	**(8)**	**0**	**(7)**
Changes in scope	**0**	**0**	**0**	**0**	**0**	**0**
Other	**(2)**	**(0)**	**(3)**	**(7)**	**(18)**	**(25)**
Fair value of assets at end of period	**404**	**5**	**409**	**352**	**43**	**395**

SEPARATE ASSETS

(in millions of euros)	12.31.2014		
	Post-employment defined-benefit plans		
	Supplementary pension benefits and other	End-of-career awards	Total
Fair value of assets at start of period		**36**	**36**
changes recorded in income		**1**	**1**
Interest income		1	1
Contributions received		0	0
o/w paid by employer		*0*	*0*
o/w paid by beneficiaries		*0*	*0*
Benefits paid		(0)	(0)
o/w amounts paid out in respect of plan liquidation		*0*	*0*
Other		0	0
Changes recognized directly in non-recyclable equity		**1**	**1**
Revaluation adjustments - Return on assets		1	1
Translation adjustments		**0**	**0**
Changes in scope		**0**	**0**
Other		**(0)**	**(0)**
Fair value of assets at end of period		**37**	**37**

d) Composition of plan assets

– DECEMBER 31, 2014

	Weighting by category in %	Fair value of assets Total	Quoted on an active market (in %)	Not quoted on an active market (in %)
Money market	3%	14	6%	94%
Equities	35%	142	90%	10%
Bonds	58%	237	80%	20%
Real estate	-	-		
Derivatives	3%	10	7%	93%
Investment funds	1%	5	100%	
Asset-backed securities	0%	1	100%	
Structured debt instruments	-	-		
TOTAL	**100%**	**409**	**79%**	**21%**

– DECEMBER 31, 2013

	Weighting by category in %	Fair value of assets Total	Quoted on an active market (in %)	Not quoted on an active market (in %)
Money market	8%	31	54%	46%
Equities	29%	115	100%	
Bonds	61%	242	100%	
Real estate	1%	3		100%
Derivatives				
Investment funds	1%	2	100%	
Asset-backed securities		1	100%	
Structured debt instruments				
TOTAL	**100%**	**395**	**96%**	**4%**

e) Post-retirement plan revaluation differences

– REVALUATION COMPONENTS OF ACTUARIAL LIABILITIES

	12.31.2014			12.31.2013		
	Post-employment defined-benefit plans			Post-employment defined-benefit plans		
(in millions of euros)	Supplementary pension benefits and other	End-of-career awards		Supplementary pension benefits and other	End-of-career awards	Total
Total revaluation adjustments at start of period	**163**	**9**	**172**	**193**	**7**	**200**
Revaluation adjustments over the period	110	19	129	(30)	2	(28)
Total revaluation adjustments at end of period	**273**	**28**	**301**	**163**	**9**	**172**

PLAN ASSETS

(in millions of euros)	12.31.2014 Post-employment defined-benefit plans Supplementary pension benefits and other	End-of-career awards	Total	12.31.2013 Post-employment defined-benefit plans Supplementary pension benefits and other	End-of-career awards	Total
Total revaluation adjustments at start of period	**64**	**0**	**64**	**41**	**(21)**	**20**
o/w effect of ceiling on assets	***0***	***0***	***0***	***0***	***0***	***0***
Revaluation adjustments over the period	20	0	20	23	21	44
o/w effect of ceiling on plan assets	*0*	*0*	*0*	*0*	*0*	*0*
Total revaluation adjustments at end of period	**84**	**0**	**84**	**64**	**0**	**64**
o/w effect of ceiling on assets	***0***	***0***	***0***	***0***	***0***	***0***

f) Analysis of expenses for the period

The annual payroll costs recognized in respect of defined-benefit plans consist of:

- the costs of services rendered, representing rights vested by beneficiaries over the period;
- past service costs, arising from possible plan changes or curtailments as well as the effects of possible plan settlements;
- the net interest cost reflecting the impact of unwinding the discount on the net obligation.

Obligations in respect of other long-term employee benefits are accounted using the same actuarial valuation method as that used for post-employment defined-benefit obligations, except for revaluation adjustments, which are taken directly to profit and loss.

(in millions of euros)	12.31.2014 Post-employment defined-benefit plans Supplementary pension benefits and other	End-of-career awards	Other long-term employee benefits Long-service awards	Other	Total	12.31.2013 Total
Service cost	9	11	4	50	73	66
Past service cost	(15)	1	0	0	(13)	(38)
Interest cost	20	6	1	(0)	27	27
Interest income	(15)	(1)	0	0	(16)	(13)
Other	(1)	2	1	0	2	8
TOTAL EXPENSE FOR 2014	**(2)**	**19**	**6**	**50**	**74**	**50**

g) Main actuarial assumptions at December 31, 2014

The amount of the provision for post-employment defined-benefit plans is calculated on an actuarial basis using a number of demographic and financial assumptions.

	12.31.2014 France	Europe	United States	12.31.2013 France	Europe	United States
Discount rate	1.39%	2.62%	3.94%	2.67%	3.76%	4.82%
Inflation rate	1.80%	2.32%	3.00%	1.90%	2.77%	2.86%
Rate of increase in salaries	2.06%	2.37%	4.00%	2.76%	3.63%	4.00%
Rate of increase in healthcare costs	4.30%	4.50%	5.00%	4.40%	4.50%	5.00%
Duration (in years)	15	19	16	15	20	14

	12.31.2014				12.31.2013			
	Post-employment defined-benefit plans		Other long-term employee benefits		Post-employment defined-benefit plans		Other long-term employee benefits	
	Supplementary pension benefits and other	End-of-career awards	Long-service awards	Other	Supplementary pension benefits and other	End-of-career awards	Long-service awards	Other
Discount rate	2.71%	1.37%	1.11%	3.76%	3.70%	2.76%	2.57%	0.17%
Inflation rate	2.33%	1.82%	1.80%	2.12%	2.34%	1.90%	1.90%	2.44%
Rate of increase in salaries (incl. Inflation)	2.57%	2.16%	2.18%	3.04%	3.19%	2.70%	2.73%	3.36%
Rate of increase in healthcare costs (incl. Inflation)	4.42%				4.49%			
Duration (in years)	19	13	9	16	18	12	9	16

The discount rate is determined based on the yields of AA-rated corporate bonds of the same duration. This benchmark is obtained from the Bloomberg "EUR Composite (AA) Zero Coupon Yield" yield curve.

For end-of-career awards and long-service awards, employee turnover is calculated by age bracket and grade based on a three-year average. A rate of 0% is used for employees aged 55 and over.

Future salary increases are estimated by grade based on a constant population and a three-year average.

h) Analysis of sensitivity to key assumptions

	12.31.2014				12.31.2013			
	Post-employment defined-benefit plans		Other long-term employee benefits		Post-employment defined-benefit plans		Other long-term employee benefits	
(in percentage)	Supplementary pension benefits and other	End-of-career awards	Long-service awards	Other	Supplementary pension benefits and other	End-of-career awards	Long-service awards	Other
+1% change in discount rate	(16.24%)	(10.71%)	(8.47%)	(2.68%)	(16.57%)	(9.00%)	(8.25%)	(1.67%)
-1% change in discount rate	20.84%	12.79%	9.82%	3.87%	21.67%	11.00%	9.55%	0.95%
+1% change in rate of increase in healthcare costs	7.13%				26.29%			
-1% change in rate of increase in healthcare costs	(5.63%)				(19.54%)			
+1% change in rate of increase in salaries and income (incl. inflation)	17.34%	12.70%	9.52%		25.87%	10.37%	9.46%	
-1% change in rate of increase in salaries and income (incl. inflation)	(13.72%)	(10.96%)	(8.14%)		(19.63%)	(8.95%)	(8.35%)	

i) Schedule of non-discounted payments

- DECEMBER 31, 2014

	Post-employment defined-benefit plans	
(in millions of euros)	Supplementary pension benefits and other	End-of-career awards
n+1 to n+5	143	44
n+6 to n+10	137	81
n+11 to n+15	132	96
n+16 to n+20	130	90
> n+20	674	252
TOTAL	**1,216**	**563**

- DECEMBER 31, 2013

(in millions of euros)	Post-employment defined-benefit plans – Supplementary pension benefits and other	Post-employment defined-benefit plans – End-of-career awards
n+1 to n+5	139	50
n+6 to n+10	127	89
n+11 to n+15	128	102
n+16 to n+20	118	101
> n+20	566	251
TOTAL	**1,078**	**593**

j) Impact of the Workforce Adjustment Plan

In light of the workforce adjustment plan presented to the employee representative bodies on December 2, 2013, a portion of the employees concerned will not finish their careers at Natixis, which has just reduced the amount of social security liabilities related to end-of-career awards, supplemental health insurance and personal protection plans and long-service awards.

In accordance with IAS 19R, the impact is treated as a plan change. The measurement of gross liabilities as such is fully recognized under "Past service costs", with an impact on consolidated net income of -€2.3 million at December 31, 2014, versus -€21.7 million at December 31, 2013.

11.2.4 Other share-based plans

a) Natixis stock option plans

Natixis grants stock options to some of its employees. The options are exercisable over a period of three years after a lock-up period of four years. In accordance with the provisions of IFRS 2, the options attributed after November 7, 2002 and not yet vested at the reporting date are measured at their fair value at the date they were granted to the employees. This fair value is determined using the Black & Scholes valuation method and recognized in payroll costs over the vesting period, with a corresponding entry in equity. The expense is revised at each reporting date and adjusted whenever subsequent information regarding the number of beneficiaries alters the initial estimates of rights vested. Any adjustment required also affects both current and subsequent accounting periods.

Year of plan	Grant date	Number of options granted	Number of options granted - Natixis consolidation scope	Exercisable as at	End of option exercise period	Exercise price	Options outstanding at 12.31.2014	Fair value	Share price at grant date
2008 Plan	01.21.2008	7,576,800		01.21.2012	01.20.2015	6.88	4,760,945	1.69	10.63

The number of options awarded is consistent with the number of options awarded upon plan inception, without taking into account the readjustment linked to the special dividend distributed subsequent to the disposal of the CCIs.

The number of options outstanding was 4,760,945 at December 31, 2014 versus 4,846,798 at December 31, 2013. The 85,853 decrease in the number of options stems from options forfeited during the period.

No options were exercised in 2013 or 2014.

No expense was recognized in income for 2014.

b) Employee stock option plans under the Company employee savings plan

Plan	2013	2014	2014
Entity	Natixis	Natixis	Coface
Plan announcement date	04.04.2013	14.03.2014	12.06.2014
Plan maturity	5 years	5 years	5 years
Reference price	€3.491	€5.051	€10.40
Subscription price	€2.800	€4.041	€8.34
Face value discount	19.79%	20.00%	20%
Number of shares subscribed	8,439,630	9,951,325	255,347
Total subscribed amount (in millions of euros)	€23.6m	€40.2m	€2.1m
Risk-free interest rate	1.26%	0.84%	0.84%
Annual security borrowing rate (repos)	0.50%	0.16%	0.16%
Market participant's borrowing rate (five years)	6.72%	5.47%	5.47%
Lock-up cost	25.74%	21.28%	21.30%

Expenses are not recognized in Natixis' financial statements as the bank's financial cost from the discount given upon subscription to employee stock options under the Company employee savings plan, measured taking into account the five-year lock-up period applicable to the issued securities, is zero.

NOTE 12 CAPITAL MANAGEMENT

12.1 Share capital

Ordinary shares	Number of shares	Par value	Capital in euros
At January 1	3,100,295,190	1.60	4,960,472,304
Capital increase	16,212,431	1.60	25,939,890
At December 31	3,116,507,621	1.60	4,986,412,194

The capital increase in 2014 is linked to:

- the allocation of bonus shares to some Natixis employees under the 2010, 2011 and 2012 conditional share allocation plans, for which payment is share-based (see Note 5.18 and Note 11.2.2.);
- to the subscription to the share issue reserved for employees under the employee shareholding plan.

12.2 Capital Management

Natixis' main capital management objectives are to ensure that the Group meets the capital requirements imposed by its external environment and maintains an adequate rating to support its activity and maximize shareholder value.

Natixis adapts the management of its capital structure in line with changes in economic conditions and in the risk profile of its operations. Its objectives, policies and procedures remained unchanged in 2014.

12.3 Equity instruments issued

12.3.1 Undated deeply subordinated notes and preference shares

In accordance with IAS 32, issued financial instruments are classified as debt or equity depending on whether or not they incorporate a contractual obligation to deliver cash to the holder.

Since December 31, 2009, issues of undated deeply subordinated securities and preference shares have been recognized as equity instruments issued in accordance with a clause concerning dividend payments which has become discretionary, and have been booked to "Share capital and reserves" in the consolidated balance sheet.

The conversion of these debt instruments into equity instruments had generated a gain of €418 million recognized in income on June 30, 2009.

Issues after June 30, 2009 were always classified as equity given the discretionary nature of their interest.

Deeply subordinated notes, amounting to €989 million, were stable over the period.

The main features of undated deeply subordinated securities are outlined in section 3.3 of Chapter [3], "Risk Management and Capital Adequacy".

12.3.2 Liquidity contract management

Natixis entered a liquidity contract with an independent service provider, and in accordance with the Compliance Charter established with the French Financial Markets Association (Association des Marchés Financiers) on September 23, 2008, approved by the Autorité des Marchés Financiers on October 1, 2008.

Under this contract, this service provider is mandated to intervene in Natixis' treasury shares with a view of increasing transaction liquidity and the trading of Natixis shares so as to avoid price gaps unjustified by market trends.

This authorization is based on the 11th resolution of the General Shareholders' Meeting of May 20, 2014. It authorizes Natixis to acquire, at a maximum price of €7 per share, a number of shares not exceeding 10% of the shares making up the capital of Natixis.

Pursuant to this contract, Natixis holds 2,154,653 shares representing €11.8 million as at December 31, 2014.

NOTE 13 COMMITMENTS

13.1 Guarantee commitments

A financial guarantee is a contract that requires the issuer to compensate the holder of the contract for any loss that the holder incurs because a debtor fails to make payment when due. The exercise of these rights is subject to the occurrence of an uncertain future event.

The amounts shown represent the nominal value of the commitment undertaken:

(in millions of euros)	12.31.2014	12.31.2013
Guarantees given		
To banks	**3,311**	**1,757**
Confirmation of documentary credits	1,912	1,392
Other guarantees	1,398	365
To customers	**19,570**	**23,180**
Real estate guarantees	348	405
Administrative and tax bonds	346	386
Other bonds and endorsements given	8,850	8,478
Other guarantees	10,027	13,910
TOTAL COMMITMENTS FOR GUARANTEES GIVEN	**22,880**	**24,937**
Guarantee commitments received from banks	**9,174**	**9,331**

On November 12, 2009, BPCE provided Natixis with a guarantee covering 85% of the nominal value of the debt portfolio carried by the former GAPC hive-off and classified in "Loans and receivables" and "Available-for-sale financial assets" as at July 1, 2009. Under the guarantee, an indemnity is due in the event of any default (on principal, interest, fees, costs and any other amount due in accordance with the contractual documentation for the asset in question) relating to one of the assets in the guaranteed portfolio. Natixis is covered as from the first euro in default and up to 85% of the default amount. This guarantee is shown on the line "Guarantee commitments received from banks" for 85% of the nominal amount of the assets guaranteed.

In addition to the commitments set out above, Coface's contracts with clients in relation to its credit insurance activities represent a total credit risk exposure of €508 billion before the impact of reinsurance versus €453 billion at December 31, 2013 (see section 3.10 of Chapter [3], "Risk Management and Capital Adequacy").

13.2 Financing commitments

In accordance with IAS 39 (paragraph 2), financing commitments outside the scope of IAS 39 are recognized in accordance with IAS 37, "Provisions, contingent liabilities and contingent assets".

The following financing commitments fall within the scope of IAS 39:

- commitments classified as financial liabilities at fair value through profit and loss. If an entity has a practice of reselling or securitizing loans immediately after they are issued, these loans are accounted for in accordance with IAS 39 as from the date the loan commitment is undertaken;
- those which are settled net (i.e. sold);
- commitments which result in a loan granted at below-market interest rates.

Other financing commitments falling within the scope of IAS 37

A financing commitment given is a contingent liability, defined by IAS 37 as:

- a potential obligation arising from past events whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or
- a present obligation arising as a result of past events but not recognized because:
- it is not likely that an outflow of economic benefits will be required to settle the obligation; or
- the amount of the obligation cannot be measured with sufficient reliability.

(in millions of euros)	12.31.2014	12.31.2013
Financing commitments given		
To banks	**13,209**	**15,770**
To customers	**63,442**	**66,723**
Documentary credits	3,589	4,022
Other confirmed lines of credit	43,726	43,224
Other commitments	16,127	19,477
TOTAL FINANCING COMMITMENTS GIVEN	**76,652**	**82,493**
Financing commitments received		
banks	**22,619**	**34,235**
customers	**16,036**	**11,842**
TOTAL FINANCING COMMITMENTS RECEIVED	**38,655**	**46,077**

NOTE 14 POST-CLOSING EVENTS

On February 19, 2015, Natixis announced that it had entered into exclusive negotiations with TA Associates, Banca Leonardo and the managers of DNCA concerning the acquisition by Natixis Global Asset Management of their interests in DNCA. The planned acquisition concerns 71.2% of DNCA's share capital. The management would remain a shareholder alongside NGAM and would benefit from a gradual exit mechanism starting in 2016 to ensure the alignment of interests over the medium term and a gradual increase of ownership up to 100%.

For NGAM Europe, this transaction represents an expansion of expertise targeted at retail customers and higher margin generation.

The transaction is subject to regulatory authorization and the approval of the anti-trust authorities.

On February 19, 2015, Natixis announced that it had entered into exclusive discussions with Italian company Banca Leonardo regarding plans to acquire Leonardo & Co SAS ("Leonardo France"). The current management of Leonardo France would join Natixis if the acquisition of the company takes place. Leonardo France is a leading structure in mid-cap M&A and investment fund advisory in France. The company would become Natixis' specialized entity in charge of M&A for investment funds and mid-cap customers.

NOTE 15 OTHER INFORMATION

15.1 Finance and operating leases

15.1.1 Leases as lessor

Leases as lessor	12.31.2014				12.31.2013			
	Residual maturity				Residual maturity			
In millions of euros	< 1 year	1-5 years	> 5 years	Total	< 1 year	1-5 years	> 5 years	Total
Finance leases								
Gross investment	2,179	5,835	4,136	**12,150**	2,263	5,838	4,319	12,420
Present value of minimum lease payments receivable	1,999	5,204	3,402	**10,605**	2,084	5,196	3,565	10,845
Unearned finance income	180	631	734	**1,545**	179	642	754	1,575
Operating leases								
Minimum payments receivable under irrevocable leases	38	122	23	**183**	36	122	22	180

LEASES AS LESSOR *(in millions of euros)*	12.31.2014 Real estate assets	12.31.2014 Non-real estate assets	12.31.2014 Total	12.31.2013 Real estate assets	12.31.2013 Non-real estate assets	12.31.2013 Total
Finance leases						
Unsecured residual value accruing to lessor	599	14	**613**	602	14	616

15.1.2 Leases as lessee

LEASES AS LESSEE *(in millions of euros)*	12.31.2014 Real estate assets	12.31.2014 Non-real estate assets	12.31.2014 Total	12.31.2013 Real estate assets	12.31.2013 Non-real estate assets	12.31.2013 Total
Finance leases						
Net carrying amount	35		**35**	41		**41**

15.2 Related parties

Relationships among the group's consolidated companies

The main transactions between Natixis and related parties (BPCE and subsidiaries, Groupe Banque Populaire including Banque Populaire banks and their subsidiaries, Groupe Caisse d'Epargne including the Caisses d'Epargne and their subsidiaries and all affiliates consolidated by the equity method) are described below:

(in millions of euros)	12.31.2014 BPCE	12.31.2014 Banque Populaire Group	12.31.2014 Caisse d'Epargne Group	12.31.2013 BPCE	12.31.2013 Banque Populaire Group	12.31.2013 Caisse d'Epargne Group
ASSETS						
Assets at fair value through profit and loss	16,911	4,477	8,607	8,803	3,614	14,243
Available-for-sale financial assets	1,962	512	15	2,330	824	332
Loans and receivables due from banks	52,414	715	70	60,299	700	1,227
Customer loans and receivables	194	45		177		
Held-to-maturity financial assets	11			3		21
LIABILITIES						
Financial liabilities at fair value through profit and loss	15,294	2,033	1,296	8,188	1,451	2,951
Due to banks	90,243	2,537	1,143	88,551	1,442	1,886
Customer deposits	131		180	145		15
Debt securities		8			466	165
Subordinated debt	2,058		2	1,107	2	
Equity (DSNs and shareholder advances)	348		15	331		
INCOME						
Interest and similar income	587	44	67	566	99	67
Interest and similar expenses	(815)	(27)	(89)	(996)	(30)	(100)
Net fee and commission income	(12)	(271)	4	(108)	(225)	95
Net gains or losses on financial instruments at fair value through profit and loss	(2,044)	396	1,634	461	(62)	(614)
Net gains or losses on available-for-sale financial assets	31			246		
Income and expenses from other activities	(27)	3	(14)	8	(1)	(15)
General operating expenses	(60)	0	(2)	(55)	(0)	(1)
COMMITMENTS						
Commitments given	275	295	37	42	170	47
Commitments received	3,520	2,375	1,564	4,140	2,164	1,506

Relations with associates and joint ventures are not material.

Management compensation

(in euros)	12.31.2014	12.31.2013
Natixis directors [a]	426,583	401,000
Executive managers [b]	12,530,555	11,479,776

(a) In 2013 and 2014, attendance fees paid to members of the Board of Directors included a fixed portion (€8,000 in 2014 and €10,000 in 2013, per person) and a variable portion (€2,000 in 2014 and 2013 per Board Meeting, per person). The members of the Audit Committee and the Compensation Committee received a fixed payment: €5,000 for the members of the Audit Committee (€17,000 in 2014 (€20,000 in 2013) for its Chairman), €3,000 for the members of the Compensation Committee (€8,000 (€10,000 in 2013) for its Chairman) and a variable portion of €1,000 per Board Meeting, per person). The members of the Strategic Committee received a variable portion of €2,000 and the Chairman of the Strategic Committee received a fixed portion of €8,000 for 2014.

(b) The amounts shown for 2013 and 2014 represent the total amount of compensation (fixed, variable, benefits in kind, etc.) paid to the members of the Management Board in the 2013 and 2014 fiscal year. The change in compensation mainly reflects the changes that took place in 2014 in the membership of the Natixis Management Board.

Compensation of executive corporate officers

Compensation for corporate officers is granted as detailed in the standardized tables compliant with AMF recommendations in parts 2.4 of the registration document.

The table below shows the compensation paid in the financial year.

	FY 2014	FY 2013
Laurent Mignon, CEO		
Compensation for the fiscal year	1,821,512 €	1,766,120 €
Value of options granted during the fiscal year	n/a	n/a
Value of performance shares granted during the fiscal year	160,000 €	350 €
TOTAL	**1,981,512 €**	**1,766,470 €**

Retiring executive officers

Natixis' Chief Executive Officer enjoys the retirement benefits plan offered to upper management officers ("hors classification"):

- Social Security contributions in tranche A *;
- Mandatory ARRCO contributions in tranche A (14.06%);
- Additional ARRCO contributions in tranche B (5.63%);
- AGIRC contributions in tranches B (20.43%) and C (20.43%).

There are no contributions beyond tranche C*.

Severance payments

With regard to calculation of severance payments for the duties of Chief Executive Officer, the Board of Directors, on the advice of the Compensation Committee, authorized during the meeting of February 22, 2011, the commitment establishing the terms and conditions for compensation due or liable to be due to Laurent Mignon in the event he no longer performs the duties of Chief Executive Officer. This commitment was also approved by the Combined General Shareholders' Meeting of May 26, 2011 (see Resolution Six). In its session on February 19, 2014, Natixis' Board of Directors reviewed the commitment related to the severance payment to the Chief Executive Officer, particularly to define the Monthly Reference Compensation (1/12th the fixed compensation paid for the last calendar year of activity and the average of variable compensation granted over the last three calendar years of activity) used to determine the payment amount. This amendment was also authorized by the Board of Directors and approved by the Ordinary General Shareholders' Meeting of May 20, 2014 (see Resolution Five).

At the end of this commitment, it is expected that the Chief Executive Officer will not receive severance payments if he leaves the Company at his initiative to perform new duties or changes his position within Groupe BPCE. Furthermore, in accordance with the provisions of the AFEP-Medef code of corporate governance, the right to compensation is subject to a certain number of criteria and performance conditions (unchanged since 2011).

Members of the Board of Directors do not benefit from severance payments in relation to their function with Natixis.

Furthermore, the Board of Directors meeting of February 19, 2014 authorized the potential implementation of a non-compete clause in the event the CEO leaves office.

This non-compete clause is limited to a period of six months and is associated with an indemnity equal to six months of fixed compensation, as in force at the date on which the CEO leaves office.

In the event a severance payment is made to the CEO, the total amount of this indemnity and the non-compete indemnity may not exceed a ceiling of twenty-four months of monthly reference compensation. The Board of Directors will have to decide whether or not to apply the provisions of the non-compete clause at the time the CEO leaves office.

All of these obligations and agreements will once again be submitted to a vote by the shareholders at the General Shareholders' Meeting of May 19, 2015, when Laurent Mignon will be reappointed as Chief Executive Officer as approved by the Board of Directors at its meeting of February 18, 2015.

* *Tranche A corresponds to the fraction of annual compensation between €0 and €37,548.*
Tranche B corresponds to the fraction of annual compensation between €37,548 and €150,192.
Tranche C corresponds to the fraction of annual compensation between €150,192 and €300,384.

15.3 Insurance companies

15.3.1 Insurance company results

The insurance industry companies within Natixis' scope of consolidation are: Coface and its subsidiaries, Natixis Assurances and its subsidiaries (life insurance, personal protection insurance, property and casualty insurance) and CEGC (Compagnie Européenne de Garanties et de Cautions).

The following table shows a reconciliation between insurance companies' financial statements as presented and how they would translate into the banking format. It also shows the consolidated contribution by insurance companies in banking format.

The main reclassifications concern general operating expenses, which are reported by function in the insurance format and by type in the banking format.

As regards net revenues, in the interest of consistency, insurance income and expenses that are similar to banking income and expenses (principally interest and fees and commissions) are reclassified under the corresponding line items in the banking format. Technical reserves and claims expenses are charged to net revenues rather than recognized as provisions for credit losses.

Balance sheet reclassifications are not material. Most of the balance sheet line items specific to insurance companies are shown under "insurance company investments" on the asset side and under "insurance companies' technical reserves" on the liabilities side. Receivables and related payables, shown under accrued income, prepaid expenses and other assets or deferred income, accrued charges and other liabilities in the insurance format are reclassified in the same lines as the principal in the banking format.

AT DECEMBER 31, 2014

	12.31.2014	12.31.2014						
	Insurance format	Banking format						
Item *(in millions of euros)*	Total	Net revenues	Expenses	Gross operating income	Provision for credit losses	Tax	Other items	Net income
Premiums written	*7,370*	*7,370*		*7,370*				*7,370*
Change in unearned premium income	*(140)*	*(140)*		*(140)*				*(140)*
Earned premiums	7,230	7,230		7,230				7,230
Banking operating income	71	71		71				71
Revenues and income from other activities	179	179		179				179
Other operating income	40	13	26	40				40
Investment income	*1,452*	*1,452*		*1,452*				*1,452*
Investment expenses	*(258)*	*(252)*	*(6)*	*(258)*				*(258)*
Capital gains and losses on disposal of investments (net of reversals, write-downs and amortization)	*287*	*287*		*287*				*287*
Change in fair value of investments carried at fair value through profit and loss	*309*	*309*		*309*				*309*
Change in write-downs on investments	*(27)*	*(28)*		*(28)*				*(27)*
Investment income (net of expenses)	**1,762**	**1,768**	**(6)**	**1,762**				**1,762**
Policy benefit expenses	**(7,202)**	**(7,115)**	**(87)**	**(7,202)**				**(7,202)**
Reinsurance transfer income	*1,989*	*1,989*		*1,989*				*1,989*
Reinsurance transfer expenses	*(1,872)*	*(1,872)*		*(1,872)*				*(1,872)*
Income and expenses net of reinsurance transfers	**117**	**117**		**117**				**117**
Provision for credit losses	(2)				(2)			(2)
Banking operating expenses								
Policy acquisition costs	(793)	(559)	(235)	(793)				(793)
Amortization of portfolio values and related items								
Administrative costs	(577)	(233)	(344)	(577)				(577)
Other recurring operating income and expenses	(252)	(40)	(208)	(247)	(3)		(2)	(252)
Other non recurring operating income and expenses	(8)	3	(11)	(8)				(8)
OPERATING INCOME (LOSS)	**564**	**1,434**	**(863)**	**570**	**(5)**		**(2)**	**564**
Finance expenses	(39)	(39)		(39)				(39)
Share in income of associates	10						10	10
Income taxes	(127)					(127)		(127)
After-tax income from discontinued activities								
Non-controlling interests	(54)						(54)	(54)
CONSOLIDATED NET INCOME	**354**	**1,395**	**(863)**	**531**	**(5)**	**(127)**	**(46)**	**354**

AT DECEMBER 31, 2013

	12.31.2013	12.31.2013						
	Insurance format	Banking format						
ITEM *(in millions of euros)*	Total	Net revenues	Expenses	Gross operating income	Provision for credit losses	Tax	Other items	Net income
Premiums written	*5,490*	*5,490*		*5,490*				*5,490*
Change in unearned premium income	*(146)*	*(146)*		*(146)*				*(146)*
Earned premiums	5,344	5,344		5,344				5,344
Banking operating income	67	67		67				67
Revenues and income from other activities	183	183		183				183
Other operating income	15	14	1	15				15
Investment income	*1,337*	*1,337*		*1,337*				*1,337*
Investment expenses	*(229)*	*(220)*	*(9)*	*(229)*				*(229)*
Capital gains and losses on disposal of investments (net of reversals, write-downs and amortization)	*369*	*367*		*367*	*3*		*(1)*	*369*
Change in fair value of investments carried at fair value through profit and loss	*482*	*482*		*482*				*482*
Change in write-downs on investments	*(59)*	*(59)*		*(59)*	*(1)*			*(60)*
Investment income (net of expenses)	**1,899**	**1,907**	**(9)**	**1,898**	**2**		**(1)**	**1,899**
Policy benefit expenses	**(5,818)**	**(5,766)**	**(53)**	**(5,818)**				**(5,818)**
Reinsurance transfer income	*1,335*	*1,335*		*1,335*				*1,335*
Reinsurance transfer expenses	*(1,256)*	*(1,256)*		*(1,256)*				*(1,256)*
Income and expenses net of reinsurance transfers	**79**	**79**		**79**				**79**
Provision for credit losses	(3)				(3)			(3)
Banking operating expenses								
Policy acquisition costs	(613)	(436)	(177)	(613)				(613)
Amortization of portfolio values and related items								
Administrative costs	(499)	(206)	(293)	(499)				(499)
Other recurring operating income and expenses	(212)	(27)	(185)	(211)				(212)
Other non recurring operating income and expenses	1	2	(1)	1				1
Operating income (loss)	**444**	**1,161**	**(715)**	**446**	**(1)**		**(1)**	**444**
Finance expenses	(25)	(25)		(25)				(25)
Share in income of associates	9						9	9
Income taxes	(102)					(102)		(102)
After-tax income from discontinued activities								
Non-controlling interests								
CONSOLIDATED NET INCOME	**327**	**1,136**	**(715)**	**421**	**(1)**	**(102)**	**8**	**327**

15.3.2 Insurance company contributions to the consolidated income statement

(in millions of euros)	12.31.2014	12.31.2013
Interest and similar income	1,093	1,077
Interest and similar expenses	(177)	(189)
Fee and commission income	357	345
Fee and commission expenses	(798)	(642)
Net gains or losses on financial instruments at fair value through profit and loss	406	582
Net gains or losses on available-for-sale financial assets	369	340
Income from other activities	5,682	4,377
Expenses from other activities	(5,537)	(4,755)
Net revenues	**1,395**	**1,136**
General operating expenses	(812)	(676)
Depreciation, amortization and impairment on property, plant and equipment and intangible assets	(51)	(39)
Gross operating income	**531**	**421**
Provision for credit losses	(5)	(1)
Net operating income	526	420
Share in income of associates	**10**	**9**
Gain or loss on other assets	(2)	(1)
Change in value of goodwill	0	0
Pre-tax profit	**535**	**428**
Income tax	(127)	(102)
After-tax income from discontinued activities or activities currently being disposed of	0	
Net income	**408**	**327**
Non-controlling interests	(54)	0
NET INCOME (GROUP SHARE)	**354**	**327**

15.4 Fees paid to the Statutory Auditors

The bank's financial statements are audited by three independent accounting firms.

The mandate of Mazars was renewed by the shareholders at the General Shareholders' Meeting of May 2012, for a term of six years ending as of the General Shareholders' Meeting called to approve the 2018 financial statements. The mandate of Deloitte & Associés was renewed by the shareholders at the General Shareholders' Meeting of May 2010, for a term of six years ending as of the General Shareholders' Meeting called to approve the 2016 financial statements. KPMG Audit was appointed in replacement of Salustro Reydel by the shareholders at the General Shareholders' Meeting of May 2010, for a term of six years ending as of the General Shareholders' Meeting called to approve the 2016 financial statements.

- Deloitte & Associés – 185, avenue Charles-de-Gaulle – 92524 Neuilly-sur-Seine Cedex represented by signatory partners José-Luis Garcia and Jean-Marc Mickeler;
- KPMG Audit, Département de KPMG SA – 1 cours Valmy – 92923 Paris La Défense Cedex, represented by signatory partner, Jean François Dandé;
- Mazars – Immeuble Exaltis 61, rue Henri-Régnault – 92075 La Défense Cedex, represented by signatory partners Michel Barbet–Massin and Emmanuel Dooseman.

Deloitte & Associés, KPMG Audit and Mazars are registered as Statutory Auditors with the "Compagnie Régionale des Commissaires aux Comptes of Versailles" and under the supervision of the "Haut Conseil du Commissariat aux Comptes".

The Statutory Auditors were paid the following amounts in return for their duties:

	Deloitte & Associés				KPMG				MAZARS				TOTAL			
	Amount		%		Amount		%		Amount		%		Amount		%	
(in thousands of euros)	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Audit																
Independent audit and examination of the separate and consolidated accounts	7,197	7,299	38%	65%	3,332	3,854	73%	90%	3,247	3,212	75%	86%	13,776	14,365	50%	75%
Issuer	*2,679*	*2,095*			*1,366*	*1,438*			*1,448*	*1,493*			*5,493*	*5,025*		
Fully consolidated subsidiaries	*4,518*	*5,205*			*1,966*	*2,417*			*1,799*	*1,719*			*8,283*	*9,340*		
Other procedures and services directly related to the Statutory Auditors' assignment	5,000	1,785	27%	16%	1,032	190	23%	4%	445	392	10%	11%	6,477	2,367	23%	12%
Issuer	*3,700*	*1,264*			*264*	*172*			*363*	*272*			*4,327*	*1,708*		
Fully consolidated subsidiaries	*1,300*	*521*			*768*	*18*			*82*	*120*			*2,150*	*659*		
Sub-total	**12,197**	**9,084**	**65%**	**81%**	**4,364**	**4,044**	**96%**	**94%**	**3,692**	**3,604**	**85%**	**97%**	**20,253**	**16,732**	**73%**	**87%**
Change (%)	***34%***				***8%***				***2%***				***21%***			
Other services provided by the firms to fully consolidated subsidiaries																
Legal, tax and employee related	1,005	879			65	158			198	107			1,267	1,143		
Other	5,593	1,292			107	97			469	14			6,168	1,403		
Sub-total	**6,598**	**2,170**	**35%**	**19%**	**172**	**255**	**4%**	**6%**	**666**	**121**	**15%**	**3%**	**7,435**	**2,546**	**27%**	**13%**
TOTAL	**18,795**	**11,254**	**100%**	**100%**	**4,536**	**4,299**	**100%**	**100%**	**4,358**	**3,724**	**100%**	**100%**	**27,688**	**19,278**	**100%**	**100%**
Change (%)	***67%***				***6%***				***17%***				***44%***			

Other work and services related directly to audit work, mainly work on financial transactions, opinions on the Group's approach to implementing accounting standards and controls, reviews of the entity's compliance with regulatory provisions and reviews of internal control quality.

Major accounting expenses included the preparation for Natixis SA's Asset Quality Review, conducted by Deloitte & Associés at a cost of €2,379,000, and fees related to the Coface IPO, which cost €1,526,000, divided equally between Deloitte & Associés and KPMG.

Other services included in "Other" primarily involve support provided by Deloitte Conseil, particularly work related to subsidiary ABP Vie's launch of the Natixis Assurances life and personal protection insurance product line on the Caisse d'Epargne network (after renegotiating agreements with CNP) starting on January 1, 2016 at a cost of €5,165,000.

In addition, the fees paid to PricewaterhouseCoopers, auditors for BPCE, stand at €3,145,000 for audit services and €3,169,000 for other services.

The Deputy Auditors are:

- BEAS, 7-9 Villa Houssay – 92200 Neuilly-sur-Seine, represented by partner, Mireille Berthelot;
- Malcolm McLarty, 1 cours Valmy - 92923 Paris La Défense Cedex;
- Franck Boyer, Immeuble Exaltis – 61, rue Henri-Régnault – 92075 La Défense cedex.

NOTE 16 OPERATIONS BY COUNTRY

Article 7 of Law No. 2013-672 of the French Monetary and Financial Code of July 26, 2013, amending Article L.511-45 requires credit institutions to publish information on their locations and activities in each country or territory.

Pursuant to the article referred to above, the table below specifically provides information linked to net revenues, pre-tax profit, income tax and headcount as at December 31, 2014.

16.1 Entity operations by country at December 31, 2014

Country of operation	Activity
SOUTH AFRICA	
COFACE SOUTH AFRICA	Insurance
COFACE SOUTH AFRICA SERVICES	Insurance
ALGERIA	
NATIXIS ALGERIE	Bank
GERMANY	
AEW EUROPE FRANKREICH	Retail
COFACE DEBITOREN	Receivables management and data
COFACE DEUTSCHLAND	Credit insurance and related services
COFACE FINANZ	Factoring
COFACERATING HOLDING	Receivables management and data
COFACERATING.DE	Receivables management and data
KISSELBERG	Insurance
NATIXIS FRANKFURT	Financial institution
NATIXIS GLOBAL ASSOCIATES GERMANY	Retail
NATIXIS PFANDBRIEFBANK AG	Credit institution
NGAM SA ZWEIGNIERDERLAASUNG DEUTSCHLAND	Retail
ARGENTINA	
COFACE ARGENTINA -SUCC (COFACE SA)	Insurance
AUSTRALIA	
COFACE AUSTRALIE (SUCC-COFACE SA)	Insurance
NATIXIS AUSTRALIA PTY LTD	Financial institution
NATIXIS GLOBAL ASSOCIATES AUSTRALIA HOLDINGS, LLC	Holding company
AUSTRIA	
COFACE AUSTRIA	Holding company
COFACE CENTRAL EUROPE HOLDING	Holding company
COFACE SERVICES AUSTRIA	Receivables management and data
BELGIUM	
COFACE BELGIUM - SUCC (COFACE SA)	Insurance
COFACE BELGIUM SERVICES HOLDING	Business and solvency data
EDF INVESTISSEMENT GROUPE	Investment company
KOMPASS BELGIQUE	Marketing and other services
NATIXIS BELGIQUE INVESTISSEMENTS	Investment company
BRAZIL	
COFACE DO BRASIL SEGUROS DE CREDITO	Credit insurance and related services
NATIXIS BRASIL S.A.	Financial institution
SEGURO BRASILEIRA C.E	Credit insurance and related services
BULGARIA	
COFACE BULGARIA (BRANCH)	Insurance

Country of operation	Activity
CANADA	
COFACE CANADA - SUCC (COFACE SA)	Insurance
NEXGEN FINANCIAL CORPORATION	Asset Management
NEXGEN FINANCIAL LIMITED PARTNERSHIP	Asset Management
NEXGEN INVESTMENT CORPORATION	Asset Management
NEXGEN LIMITED	Asset Management
NEXGEN ONTARIO INC	Asset Management
TREZ COMMERCIAL FINANCES LP	Real estate finance
CHILE	
COFACE CHILE S.A	Insurance
COFACE CHILE -SUCC (COFACE SA)	Insurance
CHINA	
NATIXIS SHANGHAI	Financial institution
DENMARK	
COFACE DANMARK-SUCC (COFACE KREDIT)	Insurance
MIDT FACTORING A/S	Factoring
UNITED ARAB EMIRATES	
NATIXIS DUBAI	Financial institution
NGAM MIDDLE EAST	Retail
ECUADOR	
COFACE ECUADOR (SUCC-COFACE SA)	Insurance
SPAIN	
COFACE IBERICA -SUCC (COFACE SA)	Insurance
COFACE SERVICIOS ESPANA S.L.	Receivables management and data
NATIXIS LEASE MADRID	Equipment and real estate leasing
NATIXIS MADRID	Financial institution
NGAM SUCURSAL EN ESPANA	Retail
UNITED STATES	
AEW CAPITAL MANAGEMENT, INC.	Asset Management
AEW CAPITAL MANAGEMENT, LP	Asset Management
AEW II CORPORATION	Asset Management
AEW PARTNERS III, INC.	Asset Management
AEW PARTNERS IV, INC.	Asset Management
AEW PARTNERS V, INC.	Asset Management
AEW PARTNERS VI, INC.	Asset Management
AEW PARTNERS VII, INC.	Asset Management
AEW REAL ESTATE ADVISORS, INC.	Asset Management
AEW SENIOR HOUSING INVESTORS INC.	Asset Management
AEW VALUE INVESTORS ASIA II GP LIMITED	Asset Management
AEW VIA INVESTORS, LTD	Asset Management
AEW VIF II INVESTORS, INC.	Asset Management
AEW VIF INVESTORS, INC.	Asset Management
ALPHASIMPLEX GROUP LLC.	Asset Management
ALTERNATIVE STRATEGIES GROUP LLC	Asset Management

Country of operation	Activity
AURORA HORIZON FUNDS	Asset Management
AURORA INVESTMENT MANAGEMENT LLC.	Asset Management
BLEACHERS FINANCE	Securitization vehicle
CAPITAL GROWTH MANAGEMENT, LP	Asset Management
CASPIAN CAPITAL MANAGEMENT, LLC	Asset Management
CM REO HOLDINGS TRUST	Secondary markets finance
CM REO TRUST	Secondary markets finance
COFACE COLLECTION NORTH AMERICA	Receivables management and data
COFACE COLLECTION NORTH AMERICA HOLDING LLC	Receivables management and data
COFACE NORTH AMERICA	Credit insurance and related services
COFACE NORTH AMERICA HOLDING COMPANY	Holding company
COFACE NORTH AMERICA INSURANCE COMPANY	Credit insurance and related services
COFACE SERVICES NORTH AMERICA GROUP	Holding company
CONDUIT VERSAILLES	Securitization vehicle
CREA WESTERN INVESTORS I, INC.	Asset Management
DARIUS CAPITAL PARTNERS USA	Investment advisory services
EPI SLP LLC.	Asset Management
EPI SO SLP LLC.	Asset Management
GATEWAY INVESTMENT ADVISERS, LLC	Asset Management
HARRIS ALTERNATIVES HOLDING INC	Holding company
HARRIS ASSOCIATES INVESTMENT TRUST	Asset Management
HARRIS ASSOCIATES LP	Asset Management
HARRIS ASSOCIATES SECURITIES, LP	Retail
HARRIS ASSOCIATES, INC.	Asset Management
KOBRICK FUNDS, LLC .	Asset Management
LOOMIS SAYLES & COMPANY, INC.	Asset Management
LOOMIS SAYLES & COMPANY, LP	Asset Management
LOOMIS SAYLES ALPHA, LLC.	Asset Management
LOOMIS SAYLES DISTRIBUTORS, INC.	Retail
LOOMIS SAYLES DISTRIBUTORS, LP	Retail
LOOMIS SAYLES SOLUTIONS, INC	Asset Management
LOOMIS SAYLES TRUST COMPANY, LLC	Asset Management
MC DONNELL	Asset Management
MC MANAGEMENT, INC.	Holding company
MC MANAGEMENT, LP	Holding company
MSR TRUST	Real estate finance
NAM US	Asset Management
NATIXIS US FINANCE CORPORATION	Issuing vehicle
NATIXIS ASG HOLDINGS, INC	Retail
NATIXIS CASPIAN PRIVATE EQUITY LLC	Asset Management
NATIXIS FINANCIAL PRODUCTS LLC	Derivatives transactions
NATIXIS FUNDING CORP	Other financial company
NATIXIS GLOBAL ASSET MANAGEMENT HOLDINGS, LLC	Holding company

Country of operation	Activity
NATIXIS GLOBAL ASSET MANAGEMENT, LLC	Holding company
NATIXIS GLOBAL ASSET MANAGEMENT, LP	Holding company
NATIXIS INVESTMENT CORP.	Portfolio management
NATIXIS NEW YORK	Financial institution
NATIXIS NORTH AMERICA LLC	Holding company
NATIXIS PRIVATE EQUITY CASPIAN IA, LP	Private Equity
NATIXIS PRIVATE EQUITY CASPIAN IB, LP	Private Equity
NATIXIS REAL ESTATE CAPITAL LLC	Real estate finance
NATIXIS REAL ESTATE HOLDINGS LLC	Real estate finance
NATIXIS SECURITIES AMERICAS LLC	Brokerage
NATIXIS US HOLDINGS INC	Holding company
NGAM ADVISORS, LP	Retail
NGAM DISTRIBUTION CORPORATION	Retail
NGAM DISTRIBUTION, LP	Retail
NGAM INTERNATIONAL, LLC	Retail
NH PHILADELPHIA PROPERTY LP	Real estate finance
PLAZA SQUARE APPARTMENTS OWNERS LLC	Real estate finance
REICH & TANG ASSET MANAGEMENT, LLC	Asset Management
REICH & TANG DEPOSIT SOLUTIONS, LLC	Asset Management
REICH & TANG DISTRIBUTORS, INC.	Retail
REICH & TANG SERVICES, INC.	Asset Management
REICH & TANG STABLE CUSTODY GROUP II LLC.	Asset Management
REICH & TANG STABLE CUSTODY GROUP LLC.	Asset Management
SEEYOND MULTI ASSET ALLOCATION FUND	Asset Management
SNYDER CAPITAL MANAGEMENT, INC.	Asset Management
SNYDER CAPITAL MANAGEMENT, LP	Asset Management
VAUGHAN NELSON INVESTMENT MANAGEMENT, INC.	Asset Management
VAUGHAN NELSON INVESTMENT MANAGEMENT, LP	Asset Management
VAUGHAN NELSON TRUST COMPANY	Asset Management
FRANCE	
1818 IMMOBILIER	Real estate operations
ABP ALTERNATIF OFFENSIF	Fund of hedge funds
ABP DIVERSIFIE	Insurance investment mutual fund
AEW COINVEST	Asset Management
AEW EUROPE SA	Asset Management
AEW EUROPE SGP	Asset Management
ALLIANCE ENTREPRENDRE	Asset Management
ASSURANCES BANQUE POPULAIRE IARD	Property damage insurance
ASSURANCES BANQUE POPULAIRE PREVOYANCE	Personal protection insurance

Country of operation	Activity
ASSURANCES BANQUE POPULAIRE VIE (formerly NATIXIS ASSURANCES PARTENAIRES)	Insurance
AXELTIS SA	Holding company
BANQUE PRIVEE 1818	Credit institution
BPCE APS	Service provider
BPCE ASSURANCES	Insurance company
CGW GESTION D'ACTIFS	Asset Management
CICOBAIL	Real estate leasing
CO-ASSUR	Insurance brokerage advisory
COFACE HOLDING SAS	Holding company
COFACE SA	Credit insurance and related services
COFACE SERVICE	Information
COFACREDIT	Credit insurance and related services
COFINPAR	Credit insurance and related services
COGERI	Receivables management and data
COMPAGNIE EUROPEENNE DE GARANTIES ET CAUTIONS	Insurance
CONTANGO TRADING SA	Brokerage company
DARIUS CAPITAL PARTNERS SAS	Investment advisory services
DORVAL FINANCE	Asset Management
EURO PRIVATE EQUITY FRANCE (formerly DAHLIA PARTNERS)	Asset Management
FCT FAST	Securitization fund
FCT NATIXIS CORPORATE FINANCEMENT	Securitization vehicle
FCT Natixis Export Credit Agency	Securitization vehicle
FCT VEGA	Securitization fund
FIMIPAR	Buyback of receivables
FONDS COLOMBES	Mutual funds
FRUCTIFONCIER	Insurance real estate investments
FRUCTIFONDS PROFIL 3	Insurance investment mutual fund
FRUCTIFONDS PROFIL 6	Insurance investment mutual fund
FRUCTIFONDS PROFIL 9	Insurance investment mutual fund
IJCOF CORPORATE	Receivables management
KOMPASS INTERNATIONAL NEUENSCHWANDER	Holding company
LEASE EXPANSION	IT operational leasing
MIROVA ENVIRONMENT AND INFRASTRUCTURE	Management of venture capital mutual funds
NALÉA	Securitization vehicle
NAMI AEW EUROPE	Asset Management
NAMI INVESTMENT	Insurance real estate investments
NATIXIS ALTAIR IT SHARED SERVICES	Data services
NATIXIS ASSET MANAGEMENT	Asset Management
NATIXIS ASSET MANAGEMENT FINANCE	Holding company

Country of operation	Activity
NATIXIS ASSURANCES	Insurance company holding company
NATIXIS BAIL	Real estate leasing
NATIXIS CAR LEASE	Extended period vehicle rental
NATIXIS COFICINE	Finance company (audiovisual)
NATIXIS CONSUMER FINANCE	Holding company
NATIXIS CONSUMER FINANCE IT	Consumer Finance
NATIXIS ENERGECO	Equipment leasing
NATIXIS FACTOR	Factoring
NATIXIS FINANCEMENT	Consumer Finance
NATIXIS FONCIERE SA (formerly SPAFICA)	Real estate investments
NATIXIS FORMATION EPARGNE FINANCIERE	Holding company
NATIXIS FUNDING	Market making on secondary debt market
NATIXIS GLOBAL ASSET MANAGEMENT	Holding company
NATIXIS GLOBAL ASSET MANAGEMENT PARTICIPATIONS 1	Holding company
NATIXIS GLOBAL ASSET MANAGEMENT PARTICIPATIONS 3	Holding company
NATIXIS HCP	Holding company
NATIXIS IMMO DEVELOPPEMENT	Residential real estate development
NATIXIS IMMO EXPLOITATION	Real estate operations
NATIXIS INNOV	Holding company
NATIXIS INTEREPARGNE	Employee savings plan management
NATIXIS INTERTITRES	Service vouchers offers
NATIXIS LEASE MADRID	Real estate leasing
NATIXIS LEASE	Equipment leasing
NATIXIS LIFE	Life insurance
NATIXIS LLD	Extended period vehicle rental
NATIXIS MARCO	Investment company (extension of activity)
NATIXIS PAIEMENTS	Banking services
NATIXIS PRIVATE EQUITY	Private Equity
NATIXIS SA	Credit institution
Natixis Ultra Short Term Bonds Plus	Insurance investment mutual fund
NAXICAP PARTNERS	Management of venture capital mutual funds
NGAM DISTRIBUTION, FRANCE BRANCH	Retail
NORDRI	Securitization vehicle
OCEOR LEASE REUNION	Equipment leasing
OPCI NATIXIS LEASE INVESTMENT	Real estate funds
OSSIAM	Asset Management
PROVIDENTE SA	Stakeholdings
S.C.I. ALTAIR 1	Real estate operations
S.C.I. ALTAIR 2	Real estate operations
S.C.I. VALMY COUPOLE	Real estate operations
SAS IMMOBILIERE NATIXIS BAIL	Real estate leasing

Country of operation	Activity
SCI CHAMPS-ELYSEES	Real estate management
SCI LA BOETIE	Real estate management
SCI SACCEF	Real estate management
SELECTION 1818	Investment product distribution to IWMAs
SEVENTURE PARTNERS	Asset Management
SUD OUEST BAIL	Real estate leasing
VEGA INVESTMENT MANAGERS (formerly 1818 - GESTION)	Mutual fund holding company
ZELIS ACTIONS MONDE	Insurance investment mutual fund
UNITED KINGDOM	
AEW EUROPE ADVISORY LTD	Asset Management
AEW EUROPE CC LTD	Asset Management
AEW EUROPE HOLDING LTD	Asset Management
AEW EUROPE INVESTMENT LTD	Asset Management
AEW EUROPE LLP	Asset Management
AEW EUROPE PARTNERSHIP	Asset Management
AEW GLOBAL ADVISORS (EUROPE) LTD	Asset Management
AEW GLOBAL LTD	Asset Management
AEW GLOBAL UK LTD	Asset Management
AEW UK INVESTMENT MANAGEMENT LLP	Asset Management
COFACE UK - SUCC (COFACE SA)	Insurance
COFACE UK HOLDING	Holding company
COFACE UK SERVICES LTD	Receivables management and data
H2O ASSET MANAGEMENT	Asset Management
H2O ASSET MANAGEMENT CORPORATE MEMBER	Asset Management
LOOMIS SAYLES INVESTMENTS LTD (UK)	Asset Management
NATIXIS FUNDING UK LLP	Issuing vehicle
NATIXIS LONDON	Financial institution
NGAM UK LTD	Retail
HONG KONG	
AEW ASIA LIMITED	Asset Management
COFACE HONG KONG -SUCC (COFACE SA)	Insurance
NATIXIS ASIA LTD	Other financial company
NATIXIS GLOBAL ASSET MANAGEMENT HONG KONG	Asset Management
NATIXIS HONG KONG	Financial institution
HUNGARY	
AEW CENTRAL EUROPE HUNGARY	Retail
COFACE HUNGARY - SUCC (COFACE AUSTRIA)	Insurance
CAYMAN ISLANDS	
UNIVERSE HOLDINGS LTD	Structured finance
NATIXIS NEW YORK Branch	Financial institution
INDIA	
IDFC AMC TRUSTEE COMPANY LTD	Investment advisory services
IDFC ASSET MANAGEMENT COMPANY LTD	Investment advisory services

Country of operation	Activity
IRELAND	
COFACE IRELAND - SUCC (COFACE SA)	Insurance
NATINIUM FINANCIAL PRODUCTS	Securitization vehicle
NATIXIS CORPORATE SOLUTIONS LTD	Structured finance
NEXGEN CAPITAL LTD	Structured finance
NEXGEN FINANCIAL HOLDINGS LTD	Holding company
NEXGEN REINSURANCE LTD	Reinsurance
ISRAEL	
BUSINESS DATA INFORMATION	Marketing and other services
COFACE HOLDING ISRAEL	Holding company
COFACE ISRAEL	Credit insurance
ITALY	
AEW EUROPE SEDE SECONDARIA	Retail
COFACE ASSICURAZIONI SPA	Credit insurance and related services
COFACE ITALIA	Holding company
NATIXIS LEASE MILAN	Equipment and real estate leasing
NATIXIS MILAN	Financial institution
NGAM SA, ITALY BRANCH	Retail
JAPAN	
ASAHI NVEST INVESTMENT ADVISORY CO, LTD	Retail
COFACE JAPAN - SUCC (COFACE SA)	Insurance
NATIXIS ASSET MANAGEMENT JAPAN CO, LTD	Asset Management
NATIXIS JAPAN SECURITIES CO, LTD	Financial institution
NATIXIS TOKYO	Financial institution
JERSEY	
NATIXIS STRUCTURED PRODUCTS LTD	Issuing vehicle
LATVIA	
COFACE LATVIA INSURANCE -SUCC (COFACE AUSTRIA)	Insurance
LEBANON	
ADIR	Property damage insurance
LITHUANIA	
LEID - SUCC (COFACE AUSTRIA)	Insurance
LUXEMBOURG	
AEW LUXEMBOURG	Asset Management
COFACE LUXEMBOURG (SUCC-COFACE SA)	Insurance
DHALIA A SICAR SCA	Private Equity
FILI SA	Investment company
H2O ASSET MANAGEMENT HOLDING	Asset Management
KENNEDY FINANCEMENT LUXEMBOURG	Asset Management
KENNEDY FINANCEMENT LUXEMBOURG 2	Asset Management
NATIXIS ALTERNATIVE ASSETS	Holding company
NATIXIS BANK	Bank

Country of operation	Activity
NATIXIS ENVIRONNEMENT & INFRASTRUCTURES LUXEMBOURG	Management of venture capital mutual funds
NATIXIS LIFE	Life insurance
NATIXIS LUXEMBOURG INVESTISSEMENTS	Investment company
NATIXIS PRIVATE EQUITY INTERNATIONAL LUXEMBOURG	Private Equity holding
NATIXIS REAL ESTATE FEEDER SARL	Investment company
NATIXIS STRUCTURED ISSUANCE	Issuing vehicle
NATIXIS TRUST	Holding company
NGAM S.A	Retail
MALAYSIA	
NATIXIS LABUAN	Financial institution
MEXICO	
COFACE HOLDING AMERICA LATINA	Financial data
COFACE SEGURO DE CREDITO MEXICO	Insurance
NGAM MEXICO	Asset Management
NEW CALEDONIA	
OCEOR LEASE NOUMEA	Equipment leasing
NETHERLANDS	
COFACE NEDERLAND - SUCC (COFACE KREDIT)	Insurance
COFACE NEDERLAND SERVICES	Receivables management and data
GRAYDON HOLDING	Receivables management and data
NGAM NEDERLANDS FILIAL	Retail
PBW REAM	Asset Management
POLAND	
AEW CENTRAL EUROPE	Asset Management
COFACE POLAND - SUCC (COFACE AUSTRIA)	Insurance
COFACE POLAND CMS	Financial data
COFACE POLAND FACTORING	Factoring
FRENCH POLYNESIA	
OCEOR LEASE TAHITI	Equipment leasing
PORTUGAL	
COFACE PORTUGAL - SUCC (COFACE SA)	Insurance
CZECH REPUBLIC	
AEW CENTRAL EUROPE CZECH	Retail
COFACE CZECH INSURANCE - SUCC (COFACE AUSTRIA)	Insurance

Country of operation	Activity
ROMANIA	
AEW CENTRAL EUROPE ROMANIA	Retail
COFACE ROMANIA CMS	Insurance
COFACE ROMANIA INSURANCE -SUCC (COFACE AUSTRIA)	Insurance
RUSSIA	
COFACE RUS INSURANCE COMPANY	Credit insurance
NATIXIS MOSCOW	Bank
SINGAPORE	
ABSOLUTE ASIA AM	Asset Management
AEW ASIA PTE LTD	Asset Management
COFACE SINGAPOR - SUCC (COFACE SA)	Insurance
LOOMIS SAYLES INVESTMENTS ASIA PTE LTD	Asset Management
NATIXIS CORPORATE SOLUTIONS (ASIA) PTE LTD	Structured finance
NATIXIS GLOBAL ASSET MANAGEMENT ASIA PTE	Asset Management
NATIXIS SINGAPORE	Financial institution
SLOVAKIA	
COFACE SLOVAKIA INSURANCE - SUCC (COFACE AUSTRIA)	Insurance
SWEDEN	
COFACE SVERIGE - SUCC (COFACE KREDIT)	Insurance
NGAM NORDICS FILIAL	Retail
SWITZERLAND	
COFACE RE	Reinsurance
COFACE SWITZERLAND - SUCC (COFACE SA)	Insurance
EURO PRIVATE EQUITY SA	Asset Management
NGAM SWITZERLAND SARL	Asset Management
TAIWAN	
COFACE TAIWAN (SUCC-COFACE SA)	Insurance
NGAM SECURITIES INVESTMENT CONSULTING CO. LTD	Asset Management
TURKEY	
COFACE SIGORTA TURQUIE	Insurance
URUGUAY	
NGAM URUGUAY	Retail
VIETNAM	
NATIXIS HO-CHI MINH	Financial institution

16.2 Net revenues, pre-tax profit, taxes and headcount by country

Country of operation	Net revenues *(in millions of €)*	Profit or loss before taxes, including operating taxes	Income taxes	Headcount (FTE)
SOUTH AFRICA	4.2	(0.4)	0.0	66
ALGERIA	69.4	40.0	(8.8)	693
GERMANY	188.6	43.6	(12.3)	707
ARGENTINA	5.5	2.1	(0.2)	51
AUSTRALIA	8.3	1.2	(0.6)	18
AUSTRIA	25.8	9.4	(2.2)	106
BELGIUM	6.5	0.1	(0.1)	54
BRAZIL	19.6	10.9	(1.9)	75
BULGARIA	1.0	0.5	(0.1)	8
CANADA	12.9	8.9	(2.3)	36
CHILE	4.1	0.1	(0.0)	42
CHINA	14.7	6.1	(1.0)	48
DENMARK	16.7	1.5	(1.4)	79
UNITED ARAB EMIRATES	9.9	1.5	0.0	40
ECUADOR	2.8	1.7	(0.5)	20
SPAIN	138.5	92.9	(24.2)	247
UNITED STATES	2,112.0	696.3	(227.0)	2,808
FRANCE	3,923.4	660.5	(207.1)	12,799
UNITED KINGDOM	259.9	125.7	(90.5)	494
HONG KONG	123.8	24.8	(1.1)	298
HUNGARY	1.6	0.7	0.1	17
CAYMAN ISLANDS	4.6	4.6	0.0	0
INDIA	0.0	0.0	0.0	3
IRELAND	20.5	16.0	(0.8)	9
ISRAEL	8.5	0.0	(0.4)	101
ITALY	167.2	74.5	(25.6)	264
JAPAN	27.6	(5.7)	0.1	109
JERSEY	0.6	0.4	0.0	0
LATVIA	0.6	0.2	0.0	7
LEBANON	0.0	0.0	0.0	0
LITHUANIA	1.8	0.9	0.0	13
LUXEMBOURG	169.8	100.5	(3.2)	197
MALAYSIA	2.6	1.8	(0.1)	4
MALTA	0.5	0.5	0.0	0
MEXICO	2.5	(3.0)	0.5	51
NEW CALEDONIA	2.1	0.7	(0.2)	0
NETHERLANDS	21.0	9.8	(2.4)	71
POLAND	18.4	7.2	(1.8)	211
FRENCH POLYNESIA	1.2	1.0	(0.4)	0
PORTUGAL	3.9	1.6	(0.2)	24
CZECH REPUBLIC	1.8	0.7	0.0	7
ROMANIA	7.1	3.4	(0.6)	91
RUSSIA	16.4	6.6	(2.8)	70
SINGAPORE	69.0	39.4	(5.6)	166
SLOVAKIA	0.5	(0.2)	0.0	8
SWEDEN	2.9	1.0	(0.1)	16
SWITZERLAND	1.9	(6.9)	1.2	39
TAIWAN	2.5	1.8	(0.1)	20
TURKEY	5.3	(0.3)	(0.5)	51
URUGUAY	0.0	0.0	0.0	1
VIETNAM	1.9	(11.1)	0.0	51
TOTAL	**7,511.8**	**1,973.6**	**(624.3)**	**20,287**

Full-time equivalent current employees of Natixis at the reporting date.

Income tax corresponds to the tax payable and deferred tax excluding taxes other than on income classified in operating income.

NOTE 17 COMPARATIVE CONSOLIDATION SCOPE

Business lines Consolidated subsidiaries	Activity	Consolidation method at December 31, 2014	12.31.2014 % Control	12.31.2014 % Ownership	12.31.2013 % Control	12.31.2013 % Ownership	Country
WHOLESALE BANKING							
NATIXIS SA	Credit institution	FC	100	100	100	100	France
NATIXIS REAL ESTATE FEEDER SARL	Investment company	FC	100	100	100	100	Luxembourg
NATIXIS ASIA LTD	Other financial company	FC	100	100	100	100	Hong Kong
NATIXIS STRUCTURED PRODUCTS LTD	Issuing vehicle	FC	100	100	100	100	Jersey
NATIXIS AUSTRALIA PTY Ltd	Financial institution	FC	100	100	100	100	Australia
NATIXIS JAPAN SECURITIES CO, Ltd	Financial institution	FC	100	100	100	100	Japan
NATIXIS MOSCOW	Bank	FC	100	100	100	100	Russia
NATEXIS US FINANCE CORPORATION	Issuing vehicle	FC	100	100	100	100	United States
NATIXIS FUNDING (1)**	Market making on secondary debt market	FC	100	100	100	100	France
NATIXIS IMMO DEVELOPPEMENT	Residential real estate development	FC	100	100	100	100	France
NATIXIS TRUST	Holding company	FC	100	100	100	100	Luxembourg
NATIXIS MARCO	Investment company (extension of activity)	FC	100	100	100	100	France
NATIXIS BELGIQUE INVESTISSEMENTS	Investment company	FC	100	100	100	100	Belgium
EDF INVESTISSEMENT GROUPE (2)	Investment company	Equity (a)	4	4	4	4	Belgium
NATIXIS MALTA INVESTMENTS LIMITED (22)	Holding company		0	0	100	100	Malta
CALIFANO INVESTMENTS LIMITED (22)	Structured finance		0	0	100	100	Malta
BLOOM ASSET HOLDINGS FUND PLC (22)	Other financial company		0	0	100	100	Ireland
NATIXIS INNOV	Holding company	FC	100	100	100	100	France
NATIXIS LUXEMBOURG INVESTISSEMENTS	Investment company	FC	100	100	100	100	Luxembourg
FILI SA	Investment company	FC	100	100	100	100	Luxembourg
NATIXIS ALTERNATIVE ASSETS	Holding company	FC	100	100	100	100	Luxembourg
NATINIUM FINANCIAL PRODUCTS (1)	Securitization vehicle	FC	100	100	100	100	Ireland
SAHARA FINANCE EUR LTD (1)	Securitization vehicle		0	0	100	100	Ireland
CONTANGO TARDING SA (4)	Brokerage company	FC	100	100	0	0	France
NATIXIS FUNDING UK LLP (1) (6)	Issuing vehicle	FC	100	100	0	0	Luxembourg
FCT NATIXIS CORPORATE FINANCEMENT (1)	Securitization vehicle	FC	100	100	100	100	France
NATIXIS PFANDBRIEFBANK AG	Credit institution	FC	100	100	100	100	Germany
NATIXIS BRASIL S.A.	Financial institution	FC	100	100	100	100	Brazil
FCT Natixis Export Credit Agency (1)	Securitization vehicle	FC	100	100	100	100	France
Natixis Structured Issuance (15)	Issuing vehicle	FC	100	100	0	0	Luxembourg
BRANCHES							
NATIXIS NEW YORK	Financial institution	FC	100	100	100	100	United States
NATIXIS NEW YORK Branch	Financial institution	FC	100	100	100	100	Cayman Islands
NATIXIS LONDON	Financial institution	FC	100	100	100	100	Luxembourg
NATIXIS HONG KONG	Financial institution	FC	100	100	100	100	Hong Kong
NATIXIS SINGAPORE	Financial institution	FC	100	100	100	100	Singapore
NATIXIS HO-CHI MINH	Financial institution	FC	100	100	100	100	Vietnam
NATIXIS FRANKFURT	Financial institution	FC	100	100	100	100	Germany
NATIXIS LABUAN	Financial institution	FC	100	100	100	100	Malaysia
NATIXIS SHANGHAI	Financial institution	FC	100	100	100	100	China
NATIXIS MADRID	Financial institution	FC	100	100	100	100	Spain
NATIXIS MILAN	Financial institution	FC	100	100	100	100	Italy
NATIXIS TOKYO	Financial institution	FC	100	100	100	100	Japan
NATIXIS DUBAI	Financial institution	FC	100	100	100	100	United Arab Emirates
NATIXIS CAPITAL MARKETS							
NATIXIS NORTH AMERICA LLC *	Holding company	FC	100	100	100	100	United States
TREZ COMMERCIAL FINANCES LP (1) (21)	Real estate finance	FC	100	100	0	0	Canada
NATIXIS FUNDING CORP	Other financial company	FC	100	100	100	100	United States
Conduit Versailles (3)	Securitization vehicle	FC	100	0	0	0	United States
Bleachers finance (11)	Securitization vehicle	FC	100	0	0	0	United States
NATIXIS SECURITIES AMERICAS LLC	Brokerage	FC	100	100	100	100	United States
NATIXIS FINANCIAL PRODUCTS LLC	Derivatives transactions	FC	100	100	100	100	United States
NATIXIS DERIVATIVES INC (12)	Brokerage	FC	0	0	100	100	United States
NATIXIS REAL ESTATE HOLDINGS LLC	Real estate finance	FC	100	100	100	100	United States
NATIXIS REAL ESTATE CAPITAL LLC	Real estate finance	FC	100	100	100	100	United States
PLAZA SQUARE APPARTMENTS OWNERS LLC (1)	Real estate finance	FC	100	100	100	100	United States
CM REO HOLDINGS TRUST (1)	Secondary markets finance	FC	100	100	100	100	United States
CM REO TRUST (1)	Secondary markets finance	FC	100	100	100	100	United States
NH PHILADELPHIA PROPERTY LP (1)	Real estate finance	FC	100	100	100	100	United States
MSR TRUST (1)	Real estate finance	FC	100	100	100	100	United States
IXIS CMNA (Australia) HOLDINGS (N°2) INC. (1) (9)	Other financial company		0	0	100	100	United States
NATIXIS CORPORATE SOLUTIONS							
NEXGEN FINANCIAL HOLDINGS Ltd	Holding company	FC	100	100	100	100	Ireland
NEXGEN REINSURANCE Ltd	Reinsurance	FC	100	100	100	100	Ireland
UNIVERSE HOLDINGS Ltd	Structured finance	FC	100	100	100	100	Cayman Islands
NEXGEN CAPITAL Ltd	Structured finance	FC	100	100	100	100	Ireland
NEXGEN MAURITIUS Ltd (22)	Structured finance		0	0	100	100	Mauritius
NATIXIS CORPORATE SOLUTIONS (ASIA) Pte Ltd	Structured finance	FC	100	100	100	100	Singapore
NATIXIS CORPORATE SOLUTIONS Ltd	Structured finance	FC	100	100	100	100	Ireland

Business lines Consolidated subsidiaries	Activity	Consolidation method at December 31, 2014	12.31.2014 % Control	12.31.2014 % Ownership	12.31.2013 % Control	12.31.2013 % Ownership	Country
ULTIMA TRADING & GLOBAL STRATEGIES Ltd [1] [22]	Structured finance		0	0	100	100	Cayman Islands
ULTIMA TRADING & GLOBAL STRATEGIES II Ltd [1] [22]	Structured finance		0	0	100	100	Cayman Islands
ULTIMA TRADING & GLOBAL STRATEGIES III Ltd [1] [22]	Structured finance		0	0	100	100	Cayman Islands
INVESTMENT SOLUTIONS							
ASSET MANAGEMENT							
NATIXIS GLOBAL ASSET MANAGEMENT							
NATIXIS GLOBAL ASSET MANAGEMENT	Holding company	FC	100	100	100	100	France
AEW ASIA LIMITED	Asset Management	FC	100	100	100	100	Hong Kong
AEW CAPITAL MANAGEMENT, INC.	Asset Management	FC	100	100	100	100	United States
AEW CAPITAL MANAGEMENT, LP	Asset Management	FC	100	100	100	100	United States
AEW CENTRAL EUROPE	Asset Management	FC	100	60	100	60	Poland
AEW EUROPE INVESTMENT LTD [1]	Asset Management	FC	100	60	100	60	Luxembourg
AEW EUROPE LLP [1]	Asset Management	FC	100	60	100	60	Luxembourg
AEW Asia Pte Ltd *	Asset Management	FC	100	100	100	100	Singapore
AEW GLOBAL ADVISORS (EUROPE) LTD	Asset Management	FC	100	100	100	100	Luxembourg
AEW II CORPORATION	Asset Management	FC	100	100	100	100	United States
AEW PARTNERS III, INC.	Asset Management	FC	100	100	100	100	United States
AEW PARTNERS IV, INC.	Asset Management	FC	100	100	100	100	United States
AEW PARTNERS V, INC.	Asset Management	FC	100	100	100	100	United States
AEW PARTNERS VI, INC.	Asset Management	FC	100	100	100	100	United States
AEW PARTNERS VII, INC.	Asset Management	FC	100	100	100	100	United States
AEW REAL ESTATE ADVISORS, INC.	Asset Management	FC	100	100	100	100	United States
AEW SENIOR HOUSING INVESTORS INC	Asset Management	FC	100	100	100	100	United States
AEW UK INVESTMENT MANAGEMENT LLP	Asset Management	Equity (a)	50	30	50	30	Luxembourg
AEW VIF INVESTORS, INC.	Asset Management	FC	100	100	100	100	United States
AEW VIF II INVESTORS, INC.	Asset Management	FC	100	100	100	100	United States
AEW VIA INVESTORS, LTD	Asset Management	FC	100	100	100	100	United States
ALPHASIMPLEX GROUP LLC	Asset Management	FC	100	100	100	100	United States
ALTERNATIVE STRATEGIES GROUP LLC	Asset Management	FC	100	100	100	100	United States
ASAHI INVEST INVESTMENT ADVISORY CO, LTD	Retail	Equity (a)	49	49	49	49	Japan
SEEYOND MULTI ASSET ALLOCATION FUND [18]	Asset Management	FC	100	100	0	0	United States
CAPITAL GROWTH MANAGEMENT, LP	Asset Management	Equity (a)	50	50	50	50	United States
INVESTMENT SOLUTIONS							
CASPIAN CAPITAL MANAGEMENT, LLC	Asset Management	FC	100	100	100	100	United States
CGW GESTION D'ACTIFS	Asset Management	Equity (a)	33	20	33	20	France
CREA WESTERN INVESTORS I, INC.	Asset Management	FC	100	100	100	100	United States
DARIUS CAPITAL PARTNERS SAS	Investment advisory services	FC	60	60	60	60	France
DARIUS CAPITAL PARTNERS USA	Investment advisory services	FC	60	60	60	60	United States
AEW EUROPE ADVISORY LTD	Asset Management	FC	100	60	100	60	Luxembourg
AEW EUROPE CC LTD	Asset Management	FC	100	60	100	60	Luxembourg
AEW EUROPE SGP	Asset Management	FC	100	60	100	60	France
AEW GLOBAL LTD	Asset Management	FC	100	60	100	60	Luxembourg
AEW EUROPE PARTNERSHIP	Asset Management	FC	100	60	100	60	Luxembourg
AEW EUROPE HOLDING Ltd	Asset Management	FC	100	60	100	60	Luxembourg
AEW GLOBAL UK LTD	Asset Management	FC	100	60	100	60	Luxembourg
AEW COINVEST	Asset Management	FC	60	60	60	60	France
EPI SLP LLC [1]	Asset Management	FC	100	60	100	60	United States
EPI SO SLP LLC [1]	Asset Management	FC	100	60	100	60	United States
GATEWAY INVESTMENT ADVISERS, LLC	Asset Management	FC	100	100	100	100	United States
H2O ASSET MANAGEMENT	Asset Management	FC	50	50	50	50	Luxembourg
H2O ASSET MANAGEMENT Corporate member	Asset Management	FC	50	50	50	50	Luxembourg
H2O ASSET MANAGEMENT HOLDING	Asset Management	FC	50	50	50	50	Luxembourg
HANSBERGER GROUP, INC. [19]	Asset Management		0	0	100	100	United States
HANSBERGER GLOBAL INVESTORS, INC [19]	Asset Management		0	0	100	100	United States
HANSBERGER GLOBAL INVESTORS Ltd [19]	Asset Management		0	0	100	100	Hong Kong
HANSBERGER INVESTMENT ADVISORS PRIVATE Ltd [19]	Asset Management		0	0	100	100	India
HARRIS ALTERNATIVES HOLDING INC	Holding company	FC	100	100	100	100	United States
AURORA INVESTMENT MANAGEMENT LLC	Asset Management	FC	100	100	100	100	United States
NAXICAP PARTNERS [8]	Management of venture capital mutual funds	FC	100	100	100	100	France
ALLIANCE ENTREPRENDRE [8]	Asset Management	FC	100	100	0	0	France
EURO PRIVATE EQUITY France (formerly DAHLIA PARTNERS)* [8]	Asset Management	FC	100	60	0	0	France
EURO PRIVATE EQUITY [8]	Asset Management	FC	60	60	0	0	Switzerland
SEVENTURE PARTNERS [8]	Asset Management	FC	70	70	0	0	France
AURORA HORIZON FUNDS	Asset Management	FC	64	64	64	64	United States
HARRIS ASSOCIATES INVESTMENT TRUST	Asset Management	FC	100	100	100	100	United States
HARRIS ASSOCIATES LP	Asset Management	FC	100	100	100	100	United States
HARRIS ASSOCIATES SECURITIES, LP	Retail	FC	100	100	100	100	United States
HARRIS ASSOCIATES, INC.	Asset Management	FC	100	100	100	100	United States
AEW EUROPE SA	Asset Management	FC	60	60	60	60	France
AEW LUXEMBOURG	Asset Management	FC	100	60	100	60	Luxembourg
IDFC ASSET MANAGEMENT COMPANY Ltd	Investment advisory services	Equity (a)	25	25	25	25	India

Business lines Consolidated subsidiaries	Activity	Consolidation method at December 31, 2014	12.31.2014 % Control	12.31.2014 % Ownership	12.31.2013 % Control	12.31.2013 % Ownership	Country
IDFC AMC TRUSTEE COMPANY Ltd	Investment advisory services	Equity (a)	25	25	25	25	India
NATIXIS GLOBAL ASSOCIATES AUSTRALIA HOLDINGS, LLC	Holding company	FC	100	100	100	100	Australia
NGAM Advisors, LP	Retail	FC	100	100	100	100	United States
ABSOLUTE ASIA AM	Asset Management	FC	100	100	100	100	Singapore
NGAM Distribution Corporation *	Retail	FC	100	100	100	100	United States
NGAM Distribution, LP	Retail	FC	100	100	100	100	United States
NATIXIS ASSET MANAGEMENT JAPAN CO., LTD	Asset Management	FC	100	100	100	100	Japan
KOBRICK FUNDS, LLC	Asset Management	FC	100	100	100	100	United States
KENNEDY FINANCEMENT Luxembourg	Investment company - Asset Management	FC	100	100	100	100	Luxembourg
KENNEDY FINANCEMENT Luxembourg 2	Central corporate treasury - Asset Management	FC	100	100	100	100	Luxembourg
LOOMIS SAYLES ALPHA, LLC. [1]	Asset Management	FC	100	100	100	100	United States
LOOMIS SAYLES & COMPANY, INC.	Asset Management	FC	100	100	100	100	United States
LOOMIS SAYLES & COMPANY, LP	Asset Management	FC	100	100	100	100	United States
LOOMIS SAYLES DISTRIBUTORS, INC.	Retail	FC	100	100	100	100	United States
LOOMIS SAYLES DISTRIBUTORS, LP	Retail	FC	100	100	100	100	United States
LOOMIS SAYLES INVESTMENTS Ltd (UK)	Asset Management	FC	100	100	100	100	Luxembourg
LOOMIS SAYLES SOLUTIONS, INC	Asset Management	FC	100	100	100	100	United States
LOOMIS SAYLES TRUST COMPANY, LLC [1]	Asset Management	FC	100	100	100	100	United States
LOOMIS SAYLES INVESTMENTS ASIA Pte Ltd	Asset Management	FC	100	100	100	100	Singapore
MC DONNELL	Asset Management	FC	100	100	100	100	United States
MC MANAGEMENT, INC.	Holding company	FC	100	100	100	100	United States
MC MANAGEMENT, LP	Holding company	FC	100	100	100	100	United States
NAMI AEW EUROPE	Asset Management	FC	100	60	100	60	France
NATIXIS ASSET MANAGEMENT	Asset Management	FC	100	100	100	100	France
Mirova Environment and Infrastructure *	Management of venture capital mutual funds	FC	100	100	100	100	France
NATIXIS ENVIRONNEMENT & INFRASTRUCTURES Luxembourg	Management of venture capital mutual funds	FC	51	51	51	51	Luxembourg
NATIXIS FORMATION EPARGNE FINANCIERE	Holding company	FC	100	100	100	100	France
NATIXIS ASSET MANAGEMENT FINANCE**	Holding company	FC	100	100	100	100	France
NATIXIS GLOBAL ASSET MANAGEMENT HOLDINGS, LLC	Holding company	FC	100	100	100	100	United States
NATIXIS GLOBAL ASSET MANAGEMENT PARTICIPATIONS 1	Holding company	FC	100	100	100	100	France
NATIXIS GLOBAL ASSET MANAGEMENT PARTICIPATIONS 3	Holding company	FC	100	100	100	100	France
NATIXIS GLOBAL ASSET MANAGEMENT HONG KONG	Asset Management	FC	100	100	100	100	Hong Kong
AXELTIS SA**	Holding company	FC	100	100	100	100	France
NATIXIS GLOBAL ASSET MANAGEMENT ASIA Pte	Asset Management	FC	100	100	100	100	Singapore
NATIXIS GLOBAL ASSET MANAGEMENT, LLC	Holding company	FC	100	100	100	100	United States
NATIXIS GLOBAL ASSET MANAGEMENT, LP	Holding company	FC	100	100	100	100	United States
NATIXIS GLOBAL ASSOCIATES GERMANY	Retail	FC	100	100	100	100	Germany
NGAM S.A *	Retail	FC	100	100	100	100	Luxembourg
NGAM UK Ltd *	Retail	FC	100	100	100	100	Luxembourg
NATIXIS ASG HOLDINGS, INC	Retail	FC	100	100	100	100	United States
NGAM Uruguay [10]	Retail	FC	100	100	0	0	Uruguay
Dorval Finance [16]	Asset Management	FC	50	50	0	0	France
NGAM INTERNATIONAL, LLC*	Retail	FC	100	100	100	100	United States
NGAM Mexico	Asset Management	FC	100	100	0	0	Mexico
NGAM Switzerland Sarl*	Asset Management	FC	100	100	100	100	Switzerland
NATIXIS CASPIAN PRIVATE EQUITY LLC [1]	Asset Management	FC	55	55	55	55	United States
NGAM SECURITIES INVESTMENT CONSULTING Co. LTD	Asset Management	FC	100	100	100	100	Taiwan
OSSIAM	Asset Management	FC	51	51	51	51	France
PBW REAM	Asset Management	FC	100	60	100	60	Netherlands
REICH & TANG ASSET MANAGEMENT, LLC	Asset Management	FC	100	100	100	100	United States
REICH & TANG DEPOSIT SOLUTIONS, LLC	Asset Management	FC	100	100	100	100	United States
REICH & TANG DISTRIBUTORS, INC.	Retail	FC	100	100	100	100	United States
REICH & TANG SERVICES, INC.	Asset Management	FC	100	100	100	100	United States
REICH & TANG STABLE CUSTODY GROUP LLC.	Asset Management	FC	100	100	100	100	United States
REICH & TANG STABLE CUSTODY GROUP II LLC.	Asset Management	FC	100	100	100	100	United States
SNYDER CAPITAL MANAGEMENT, INC.	Asset Management	FC	100	100	100	100	United States
SNYDER CAPITAL MANAGEMENT, LP	Asset Management	FC	100	100	100	100	United States
VAUGHAN NELSON INVESTMENT MANAGEMENT, INC.	Asset Management	FC	100	100	100	100	United States
VAUGHAN NELSON INVESTMENT MANAGEMENT, LP	Asset Management	FC	100	100	100	100	United States
VAUGHAN NELSON TRUST COMPANY	Asset Management	FC	100	100	100	100	United States
NexGen Financial Corporation [23]	Asset Management	FC	100	100	0	0	Canada
NexGen Financial Limited Partnership [23]	Asset Management	FC	100	100	0	0	Canada
NexGen Limited [23]	Asset Management	FC	100	100	0	0	Canada
NexGen Investment Corporation [23]	Asset Management	FC	50	50	0	0	Canada
NexGen Ontario Inc [23]	Asset Management	FC	100	100	0	0	Canada
NAM US [11]	Asset Management	FC	100	100	0	0	United States
AEW Value Investors Asia II GP Limited [11]	Asset Management	FC	100	100	0	0	United States
BRANCHES							
NGAM Distribution, France branch	Retail	FC	100	100	100	100	France
NGAM, Dutch subsidiary	Retail	FC	100	100	100	100	Netherlands
NGAM, Nordic subsidiary	Retail	FC	100	100	100	100	SWEDEN
NGAM SA, Italy branch	Retail	FC	100	100	100	100	Italy
NGAM SA Zweignierderlaasung Deutschland	Retail	FC	100	100	100	100	Germany

Business lines Consolidated subsidiaries	Activity	Consolidation method at December 31, 2014	12.31.2014 % Control	12.31.2014 % Ownership	12.31.2013 % Control	12.31.2013 % Ownership	Country
NGAM Sucursal en Espana	Retail	FC	100	100	100	100	Spain
NGAM Middle East	Retail	FC	100	100	100	100	United Arab Emirates
AEW Europe Frankreich	Retail	FC	100	100	100	100	Germany
AEW Europe Sede Secondaria	Retail	FC	100	100	100	100	Italy
AEW Central Europe Czech	Retail	FC	100	100	100	100	Czech Republic
AEW Central Europe Romania	Retail	FC	100	100	100	100	Romania
AEW Central Europe Hungary	Retail	FC	100	100	100	100	Hungary
OTHER ENTITIES							
NATIXIS US HOLDINGS Inc *	Holding company	FC	100	100	100	100	United States
PRIVATE EQUITY - THIRD PARTY ASSET MANAGEMENT							
DHALIA A SICAR SCA [1]	Private Equity	FC	100	100	100	100	Luxembourg
NATIXIS PRIVATE EQUITY CASPIAN IA, LP [1]	Private Equity	FC	46	46	80	80	United States
NATIXIS PRIVATE EQUITY CASPIAN IB, LP [1]	Private Equity	FC	27	27	29	29	United States
Private Banking							
NATIXIS BANK	Bank	FC	100	100	100	100	Luxembourg
COMPAGNIE 1818 GROUP							
BANQUE PRIVEE 1818 **	Credit institution	FC	100	100	100	100	France
VEGA INVESTMENT MANAGERS (formerly 1818 - GESTION)*	Mutual fund holding company	FC	100	100	100	100	France
1818 IMMOBILIER	Real estate operations	FC	100	100	100	100	France
SELECTION 1818 **	Investment product distribution to IWMAs	FC	66	66	66	66	France
INSURANCE							
ADIR	Property damage insurance	Equity (a)	34	34	34	34	Lebanon
ABP ALTERNATIF OFFENSIF [1]	Fund of hedge funds	FC	100	100	100	100	France
ABP DIVERSIFIE [1]	Insurance investment mutual fund	FC	100	100	100	100	France
Natixis Ultra Short Term Bonds Plus [1] [25]	Insurance investment mutual fund	FC	58	58	58	58	France
ASSURANCES BANQUE POPULAIRE IARD	Property damage insurance	Equity (b)	50	50	50	50	France
ASSURANCES BANQUE POPULAIRE PREVOYANCE	Personal protection insurance	FC	100	100	100	100	France
ASSURANCES BANQUE POPULAIRE VIE (formerly NATIXIS ASSURANCES PARTENAIRES) *	Insurance	FC	100	100	100	100	France
FRUCTIFONCIER [1]	Insurance real estate investments	FC	100	100	100	100	France
NAMI INVESTMENT [1]	Insurance real estate investments	FC	100	100	100	100	France
NATIXIS ASSURANCES	Insurance company holding company	FC	100	100	100	100	France
NATIXIS LIFE	Life insurance	FC	100	100	100	100	Luxembourg
FRUCTIFONDS PROFIL 3 [3]	Insurance investment mutual fund	FC	61	61	0	0	France
FRUCTIFONDS PROFIL 6 [3]	Insurance investment mutual fund	FC	79	79	0	0	France
FRUCTIFONDS PROFIL 9 [3]	Insurance investment mutual fund	FC	84	84	0	0	France

Business lines Consolidated subsidiaries	Activity	Consolidation method at December 31, 2014	12.31.2014 % Control	12.31.2014 % Ownership	12.31.2013 % Control	12.31.2013 % Ownership	Country
ZELIS ACTIONS MONDE [3]	Insurance investment mutual fund	FC	95	95	0	0	France
BPCE ASSURANCES [5]	Insurance company	FC	60	60	0	0	France
BPCE APS [5]	Service provider	FC	60	30	0	0	France
BRANCHES							
NATIXIS LIFE	Life insurance	FC	100	100	100	100	France
SPECIALIZED FINANCIAL SERVICES							
CONSUMER FINANCE							
NATIXIS CONSUMER FINANCE	Holding company	FC	100	100	100	100	France
NATIXIS FINANCEMENT**	Consumer Finance	FC	100	100	100	100	France
NATIXIS CONSUMER FINANCE IT	Consumer Finance	FC	100	100	100	100	France
SPECIALIZED FINANCIAL SERVICES							
Film industry financing							
NATIXIS COFICINE**	Finance company (audiovisual)	FC	100	100	100	100	France
FACTORING							
NATIXIS FACTOR**	Factoring	FC	100	100	100	100	France
FCT FAST	Securitization fund	FC	100	100	100	100	France
EMPLOYEE SAVINGS SCHEME							
NATIXIS INTEREPARGNE**	Employee savings plan management	FC	100	100	100	100	France
NATIXIS INTERTITRES	Service vouchers offers	FC	100	100	100	100	France
GUARANTEES AND SURETIES							
COMPAGNIE EUROPEENNE DE GARANTIES ET CAUTIONS	Insurance	FC	100	100	100	100	France
SCI CHAMPS-ELYSEES [1]	Real estate management	FC	100	100	100	100	France
SCI LA BOETIE [1]	Real estate management	FC	100	100	100	100	France
SCI SACCEF [1]	Real estate management	FC	100	100	100	100	France
PAYMENTS							
NATIXIS PAYMENT SOLUTIONS (Formerly NATIXIS PAIEMENTS) ***	Banking services	FC	100	100	100	100	France
LEASING							
CO-ASSUR	Insurance brokerage advisory	FC	100	100	100	100	France
CICOBAIL**	Real estate leasing	FC	100	100	100	100	France
FRUCTIBAIL** [14]	Real estate leasing		0	0	100	100	France
NATIXIS LEASE IMMO**	Real estate leasing	FC	100	100	100	100	France
LEASE EXPANSION	IT operational leasing	FC	100	100	100	100	France
NATIXIS BAIL**	Real estate leasing	FC	100	100	100	100	France
NATIXIS ENERGECO**	Equipment leasing	FC	100	100	100	100	France
NATIXIS LEASE**	Equipment leasing	FC	100	100	100	100	France
NATIXIS LEASE MADRID	Equipment and real estate leasing	FC	100	100	100	100	Spain
NATIXIS LEASE MILAN	Equipment and real estate leasing	FC	100	100	100	100	Italy
NATIXIS LLD	Extended period vehicle rental	FC	100	100	100	100	France
S.C.I. VALMY COUPOLE [1]	Real estate operations	FC	100	100	100	100	France

Business lines Consolidated subsidiaries	Activity	Consolidation method at December 31, 2014	12.31.2014 % Control	12.31.2014 % Ownership	12.31.2013 % Control	12.31.2013 % Ownership	Country
OPCI NATIXIS LEASE INVESTMENT [1]	Real estate funds	FC	100	100	100	100	France
OCEOR LEASE TAHITI **	Equipment leasing	FC	100	100	100	100	Tahiti
OCEOR LEASE NOUMEA **	Equipment leasing	FC	100	99	100	99	New Caledonia
SPECIALIZED FINANCIAL SERVICES							
OCEOR LEASE REUNION **	Equipment leasing	FC	100	100	100	100	France
NATIXIS CAR LEASE	Extended period vehicle rental	FC	100	100	100	100	France
SUD OUEST BAIL**	Real estate leasing	FC	100	100	100	100	France
SAS IMMOBILIERE NATIXIS BAIL [1]	Real estate leasing	FC	100	100	100	100	France
Naléa [1] [11]	Securitization vehicle	FC	100	100	0	0	France
Nordri [1] [17]	Securitization vehicle	FC	100	100	0	0	France
FINANCIAL INVESTMENTS							
COFACE GROUP							
COFACE HOLDING SAS	Holding company	FC	41	41	100	100	France
COFACE SA	Credit insurance and related services	FC	41	41	100	100	France
COFACE RE [20]	Reinsurance	FC	41	41	0	0	Switzerland
BUSINESS DATA INFORMATION	Marketing and other services	FC	41	41	100	100	Israel
COFACE BELGIUM SERVICES HOLDING	Business and solvency data	FC	41	41	100	100	Belgium
COFACE CHILE S.A	Insurance	FC	41	41	100	100	Chile
COFACE DEBITOREN	Receivables management and data	FC	41	41	100	100	Germany
COFACE DEUTSCHLAND VERTRIEB GMBH [24]	Financial data		0	0	100	100	Germany
COFACE DO BRASIL SEGUROS DE CREDITO	Credit insurance and related services	FC	41	41	100	100	Brazil
COFACE FINANZ	Factoring	FC	41	41	100	100	Germany
COFACE HOLDING AMERICA LATINA	Financial data	FC	41	41	100	100	Mexico
COFACE HOLDING ISRAEL	Holding company	FC	41	41	100	100	Israel
COFACE ITALIA	Holding company	FC	41	41	100	100	Italy
COFACE NEDERLAND SERVICES	Receivables management and data	FC	41	41	100	100	Netherlands
COFACE NORTH AMERICA	Credit insurance and related services	FC	41	41	100	100	United States
COFACE NORTH AMERICA HOLDING COMPANY	Holding company	FC	41	41	100	100	United States
COFACE NORTH AMERICA INSURANCE COMPANY	Credit insurance and related services	FC	41	41	100	100	United States
COFACE POLAND CMS	Financial data	FC	31	31	100	75	Poland
COFACE POLAND FACTORING	Factoring	FC	41	41	100	100	Poland
COFACE SERVICES AUSTRIA	Receivables management and data	FC	41	41	100	100	Austria
COFACE SERVICES NORTH AMERICA GROUP	Holding company	FC	41	41	100	100	United States
COFACE SERVICIOS ESPANA S.L.	Receivables management and data	FC	41	41	100	100	Spain
FINANCIAL INVESTMENTS							
COFACE UK HOLDING	Holding company	FC	41	41	100	100	Luxembourg
COFACE ROMANIA CMS	Insurance	FC	31	31	75	75	Romania
COFACE RUS INSURANCE COMPANY	Credit insurance	FC	41	41	100	100	Russia
COFACE SEGURO DE CREDITO MEXICO	Insurance	FC	41	41	100	100	Mexico
COFACE SIGORTA TURQUIE	Insurance	FC	41	41	100	100	Turkey
COFACE SOUTH AFRICA	Insurance	FC	41	41	100	100	South Africa
COFACE SOUTH AFRICA SERVICES	Insurance	FC	41	41	100	100	South Africa
COFACE UK SERVICES LTD	Receivables management and data	FC	41	41	100	100	Luxembourg
COFACERATING HOLDING	Receivables management and data	FC	41	41	100	100	Germany
COFACERATING.DE	Receivables management and data	FC	41	41	100	100	Germany
COFACREDIT	Credit insurance and related services	Equity (a)	15	15	36	36	France
COFINPAR	Credit insurance and related services	FC	41	41	100	100	France
COGERI	Receivables management and data	FC	41	41	100	100	France
FIMIPAR**	Buyback of receivables	FC	41	41	100	100	France
COFACE CENTRAL EUROPE HOLDING	Holding company	FC	31	31	75	75	Austria
KISSELBERG	Insurance	FC	41	41	100	100	Germany
Fonds Colombes	Mutual funds	FC	41	41	100	100	France
SEGURO BRASILEIRA C.E	Credit insurance and related services	FC	31	31	76	76	Brazil
FCT VEGA	Securitization fund	FC	41	41	100	100	France
BRANCHES							
COFACE SVERIGE - SUCC (COFACE KREDIT)	Insurance	FC	41	41	100	100	SWEDEN
COFACE IRELAND - SUCC (COFACE SA)	Insurance	FC	41	41	100	100	Ireland
COFACE UK - SUCC (COFACE SA)	Insurance	FC	41	41	100	100	Luxembourg
COFACE BELGIUM - SUCC (COFACE SA)	Insurance	FC	41	41	100	100	Belgium
COFACE LUXEMBOURG (SUCC-Coface SA)	Insurance	FC	41	41	100	100	Luxembourg
COFACE PORTUGAL - SUCC (COFACE SA)	Insurance	FC	41	41	100	100	Portugal
COFACE IBERICA -SUCC (COFACE SA)	Insurance	FC	41	41	100	100	Spain
COFACE SWITZERLAND - SUCC (COFACE SA)	Insurance	FC	41	41	100	100	Switzerland
COFACE ISRAEL [20]	Credit insurance	FC	41	41	0	0	Israel
FINANCIAL INVESTMENTS							
COFACE NEDERLAND - SUCC (COFACE KREDIT)	Insurance	FC	41	41	100	100	Netherlands
COFACE DANMARK- SUCC (COFACE KREDIT)	Insurance	FC	41	41	100	100	Denmark
COFACE ARGENTINA -SUCC (COFACE SA)	Insurance	FC	41	41	100	100	Argentina
COFACE CHILE -SUCC (COFACE SA)	Insurance	FC	41	41	100	100	Chile
COFACE CANADA - SUCC (COFACE SA)	Insurance	FC	41	41	100	100	Canada
COFACE HUNGARY - SUCC (COFACE AUSTRIA)	Insurance	FC	41	41	100	100	Hungary
COFACE POLAND - SUCC (COFACE AUSTRIA)	Insurance	FC	41	41	100	100	Poland
LEID - SUCC (COFACE AUSTRIA)	Insurance	FC	41	41	100	100	Lithuania
COFACE ROMANIA INSURANCE -SUCC (COFACE AUSTRIA)	Insurance	FC	41	41	100	100	Romania
COFACE CZECH INSURANCE - SUCC (COFACE AUSTRIA)	Insurance	FC	41	41	100	100	Czech Republic

Business lines Consolidated subsidiaries	Activity	Consolidation method at December 31, 2014	12.31.2014 % Control	12.31.2014 % Ownership	12.31.2013 % Control	12.31.2013 % Ownership	Country
COFACE SLOVAKIA INSURANCE - SUCC (COFACE AUSTRIA)	Insurance	FC	41	41	100	100	Slovakia
COFACE LATVIA INSURANCE -SUCC (COFACE AUSTRIA)	Insurance	FC	41	41	100	100	Latvia
COFACE JAPAN - SUCC (COFACE SA)	Insurance	FC	41	41	100	100	Japan
COFACE SINGAPORE - SUCC (COFACE SA)	Insurance	FC	41	41	100	100	Singapore
COFACE HONG KONG -SUCC (COFACE SA)	Insurance	FC	41	41	100	100	Hong Kong
COFACE ECUADOR (SUCC-COFACE SA)	Insurance	FC	41	41	100	100	Ecuador
COFACE AUSTRALIE (SUCC-COFACE SA)	Insurance	FC	41	41	100	100	Australia
COFACE TAIWAN (SUCC-COFACE SA)	Insurance	FC	41	41	100	100	Taiwan
COFACE BULGARIA (Branch)	Insurance	FC	41	41	100	100	Bulgaria
COFACE ASSICURAZIONI SPA	Credit insurance and related services	FC	41	41	100	100	Italy
COFACE AUSTRIA	Holding company	FC	41	41	100	100	Austria
COFACE DEUTSCHLAND	Credit insurance and related services	FC	41	41	100	100	Germany
FINANCIAL INVESTMENTS							
PRIVATE EQUITY							
NATIXIS INVESTMENT CORP.	Portfolio management	FC	100	100	100	100	United States
NATIXIS PRIVATE EQUITY INTERNATIONAL Luxembourg	Private Equity holding	FC	100	100	100	100	Luxembourg
NATIXIS PRIVATE EQUITY INTERNATIONAL SINGAPORE (7)	Private Equity holding		0	0	100	100	Singapore
NATIXIS VENTURE SELECTION (7)	Investment fund		0	0	100	100	France
NATIXIS PRIVATE EQUITY	Private Equity	FC	100	100	100	100	France
NEM INVEST SAS (7)	Private Equity		0	0	100	100	France
PROVIDENTE SA	Stakeholdings	FC	100	100	100	100	France
CORPORATE DATA SOLUTIONS							
NATIXIS HCP	Holding company	FC	100	100	100	100	France
KOMPASS Belgique	Marketing and other services	FC	100	100	100	100	Belgium
Midt factoring A/S *	Factoring	FC	100	100	100	100	Denmark
COFACE SERVICE	Information	FC	100	100	100	100	France
GRAYDON HOLDING	Receivables management and data	Equity	28	28	28	28	Netherlands
IJCOF Corporate	Receivables management	Equity (a)	42	42	42	42	France
KOMPASS INTERNATIONAL NEUENSCHWANDER	Holding company	FC	100	100	100	100	France
COFACE COLLECTION NORTH AMERICA HOLDING LLC	Receivables management and data	FC	100	100	100	100	United States
COFACE COLLECTION NORTH AMERICA	Receivables management and data	FC	100	100	100	100	United States
OTHER							
NATIXIS ALGERIE	Bank	FC	100	100	100	100	Algeria
OTHER ACTIVITIES							
NATEXIS FUNDING USA LLC (12)	Refinancing activity		0	0	100	100	United States
NATIXIS ALTAIR IT SHARED SERVICES	Data services	FC	100	100	100	100	France
S.C.I. ALTAIR 1 (1)	Real estate operations	FC	100	100	100	100	France
S.C.I. ALTAIR 2 (1)	Real estate operations	FC	100	100	100	100	France
NATIXIS IMMO EXPLOITATION (1)	Real estate operations	FC	100	100	100	100	France
NATIXIS FONCIERE SA (formerly SPAFICA) (1)	Real estate investments	FC	100	100	100	100	France

* Change in registered company name in 2014.

** French subsidiaries whose individual prudential oversight is performed based on Group consolidated ratios in accordance with the provisions of Article 4.1 of CRC Rule 2000.03.

(a) Associate.

(b) Joint venture.

(1) Structured entity.

(2) Change in consolidation method following the entry into force of IFRS 11.

(3) Newly consolidated entities in the first quarter of 2014 following the application of IFRS 10.

(4) Newly consolidated entity after thresholds were exceeded and for regulatory requirements.

(5) Newly consolidated entities following the purchase by Natixis Assurances of BPCE Assurances from BPCE in the first quarter of 2014.

(6) Newly consolidated entity in the first quarter of 2014.

(7) Entities deconsolidated because they became non-material in the first quarter of 2014.

(8) Entities sold by Natixis SA to NGAM in the first quarter.

(9) Merger of ICMNA Australia Holding under Natixis Financial Products.

(10) Opening of a distribution office in the first quarter of 2014.

(11) Newly consolidated entity in the second quarter of 2014.

(12) Liquidation during the second quarter of 2014.

(13) Newly consolidated entity in the third quarter.

(14) Simplified merger of Fructibail under Natixis Lease Immo.

(15) Newly consolidated entity in the third quarter after thresholds were exceeded.

(16) Newly consolidated entity following the acquisition of additional shares in the third quarter.

(17) Creation of the Nordri entity (Naléa compartment).

(18) Newly consolidated entity in the third quarter after thresholds were exceeded on a fund launched in the second quarter.

(19) Hansberger Group entities deconsolidated following a disposal.

(20) Creation of these entities in the fourth quarter of 2014.

(21) Creation of a subsidiary in Canada covering real estate loans secured by mortgage.

(22) Deconsolidated entity after the entities were liquidated in the fourth quarter of 2014.

(23) Acquisition of NexGen on December 22, 2014.

(24) Merger under COFACE RATING HOLDING.

5.2 Statutory Auditors' report on the consolidated financial statements

Financial year ended December 31, 2014

To the Shareholders,

In compliance with the assignment entrusted to us by your General Shareholders' Meeting, we hereby report to you, for the year ended December 31, 2014, on:

- the audit of the Natixis group's consolidated financial statements, as appended to this report;
- the justification of our assessments;
- the specific verifications required by law.

These consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

I - OPINION ON THE CONSOLIDATED FINANCIAL STATEMENTS

We conducted our audit in accordance with the professional standards applicable in France; those standards require that we plan and perform the audit in order to obtain reasonable assurance on whether the consolidated financial statements are free of material misstatements. An audit involves performing procedures, using sampling techniques or other methods of selection to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also involves assessing the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the Group's assets and liabilities and financial position at December 31, 2014, and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Without calling into question the opinion expressed above, we would draw your attention to Notes 1.1, 3.1 and 4 of the appendix setting out the effects of the first application of IFRS 10 "Consolidated financial statements", and IFRS 11 "Joint Arrangements" and IFRS 12 "Disclosure of interests in other entities", as well as 1.1, 5.13 and 6.3 of the appendix setting out the consequences of IAS 32 amendment "Financial Instruments - Offsetting Financial Assets and Financial Liabilities".

II - JUSTIFICATION OF OUR ASSESSMENTS

Pursuant to the provisions of Article L 823-9 of the French Commercial Code regarding the justification of our assessments, we would draw the following items to your attention:

Guarantee mechanism for the assets of the former GAPC hive-off vehicle

As mentioned in Note 5.7 to the consolidated financial statements, a guarantee mechanism with BPCE covering certain assets ring-fenced in the Workout Portfolio Management structure (GAPC) has been in place since July 1, 2009. We have reviewed the procedures for monitoring this mechanism, and the treatment of this transaction in the Group's financial statements.

Measurement of financial instruments

The Group uses internal models and methodologies to measure financial instruments that are not traded on an active market, as well as to record certain impairment charges, as mentioned in Notes 5.6, 5.10, 6.6.7 and 6.19 to the consolidated financial statements. We examined the control procedures relating to the validation of models and to the definition of the parameters used to assess the observability of these models.

Impairment and provisions for credit and counterparty risks

The Group recognizes impairment charges and provisions to cover the credit and counterparty risks inherent to its activities (Notes 5.1, 5.2, 5.3, 6.5, 6.16.1 and 7.7 to the consolidated financial statements). We reviewed the control procedures relating to the monitoring of credit and counterparty risk, the assessment of non-recoverability risks, and the calculation of the corresponding individual and collective impairment charges and provisions.

Impairment of available for-sale assets

The Group recognizes impairment charges on available for-sale assets when there is objective evidence that such assets have suffered a decline in value (Notes 5.1, 6.4, 7.4 and 7.7 to the consolidated financial statements). We reviewed the control procedures relating to the identification of evidence of impairment and measurement of the largest impairment charges as well as the estimates made in recognizing impairment charges to cover the decline in value of these assets, where applicable.

Liabilities relating to insurance policies

The Group records underwriting provisions in respect of risks relating to insurance policies (Notes 6.9.3, 6.15 and 7.5.2 to the consolidated financial statements). We reviewed the methodology used to measure these insurance policies, as well as the main assumptions and parameters used.

Measurement of intangible assets

The Group is updating its measurement of intangible assets and goodwill carried in its consolidated balance sheet (Notes 2.5, 5.8 and 6.12 to the consolidated financial statements). We reviewed the methodology used to perform this work as well as the main assumptions and parameters.

Recognition of deferred taxes

The Group has recognized deferred tax assets in respect of tax loss carry-forwards (Notes 5.21 and 6.8 to the consolidated financial statements). We examined the main estimates and assumptions on which the recognition of deferred tax assets was based.

Employee benefit obligations

The Group records provisions to cover employee benefit obligations (Notes 5.14 and 5.15 to the consolidated financial statements). We examined the methodology used to measure these benefit obligations, as well as the main assumptions and parameters applied.

Other provisions for contingencies and charges

The Group records provisions to cover the contingencies and litigation arising from its business activities (Notes 5.14, 6.16 and 7.7 to the consolidated financial statements). We examined the methodology used to measure these provisions, as well as the main assumptions applied.

These assessments were made as part of our audit of the financial statements, taken as a whole, and therefore contributed to the opinion that we formed, which is expressed in the first section of this report.

III - SPECIFIC VERIFICATION

As required by law, we also specifically verified the information presented in the Group's Management Report, in accordance with the professional standards applicable in France.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

French original signed in Neuilly-sur-Seine and Paris-La-Défense, on 12 March 2015,
by The Statutory Auditors

Deloitte & Associés	Mazars	KPMG Audit A Department of KPMG S.A.
José-Luis Garcia Jean-Marc Mickeler	Michel Barbet-Massin Emmanuel Dooseman	Jean-François Dandé

5.3 Parent company financial statements and notes

NATIXIS COMPARATIVE SEPARATE BALANCE SHEETS

(in millions of euros)

See note no.	**Year ended December 31**	**2014**	**2013**
	ASSETS		
3	Cash and balances with central banks	56,501	40,833
3	Government securities and equivalent	38,476	34,683
3	Advances to banks	138,801	143,853
24	*o/w institutional operations*		
4	Customer transactions	109,947	83,616
24	*o/w institutional operations*	*646*	*608*
5	Bonds and other fixed-income securities	15,926	17,220
5	Shares and other variable-income securities	32,283	26,211
7	Investments in associates and other long-term investments	466	355
7	Investments in subsidiaries and affiliates	13,530	14,375
4	Leasing		
4	Operating leases		
12	Intangible assets	366	358
12	Property, plant and equipment	146	153
	Capital subscribed not paid		
7	Treasury shares	14	24
13	Other assets	38,540	28,275
13	Accrual accounts	9,932	8,865
	TOTAL ASSETS	**454,928**	**398,821**

See note no.	**Off-balance sheet items – Commitments received**	**2014**	**2013**
37	**Financing commitments**	**36,379**	**44,299**
	Commitments received from banks	21,632	32,473
	Commitments received from customers	14,747	11,826
37	**Guarantee commitments**	**2,973**	**2,494**
	Commitments received from banks	2,973	2,494
24	*o/w institutional operations:*		
37	**Commitments on securities**	**6,053**	**6,411**
37	**Other commitments received**	**8,667**	**9,062**

(in millions of euros)

See note no.	Year ended December 31	2014	2013
	LIABILITIES		
14	Due to central banks		
14	Due to banks	197,845	173,236
24	*o/w institutional operations*	*46*	*46*
15	Customer transactions	80,156	76,732
24	*o/w institutional operations*	*799*	*771*
16	Debt securities	59,119	42,902
17	Other liabilities	87,084	76,484
17	Accrual accounts	7,249	7,165
24	*o/w institutional operations:*	*2*	3
18/19	Provisions for risks and other expenses	2,704	2,677
20	Subordinated debt	5,078	4,779
	Fund for general banking risks		
	Equity excluding fund for general banking risks	15,693	14,846
22	Subscribed capital	4,986	4,960
22	Issue premium	7,341	7,317
22	Reserves	1,550	233
	Revaluation adjustments		
21	Regulated provisions and investment subsidies	11	13
24	*o/w institutional operations*	*2*	*2*
22	Retained earnings	500	
	Net income	1,305	2,323
	TOTAL LIABILITIES	**454,928**	**398,821**

See note no.	Off-balance sheet items – Commitments given	2014	2013
37	**Financing commitments**	**66,628**	**70,626**
	Commitments given to banks	12,771	15,873
	Commitments given to customers	53,857	54,753
37	**Guarantee commitments**	**23,522**	**22,016**
	Commitments given to banks	3,312	2,599
	Commitments given to customers	20,210	19,417
24	*o/w institutional operations*		
37	**Commitments on securities**	**6,068**	**6,358**
37	**Other commitments given**	**20,532**	**25,956**

NATIXIS COMPARATIVE SEPARATE INCOME STATEMENTS

(in millions of euros)

See note no.	Year ended December 31	2014	2013
	Interest and similar income	**4,419**	**5,770**
	■ Interbank transactions	1,638	1,958
	■ Customer transactions	1,644	1,727
	■ Leasing transactions	0	0
	■ Operating lease transactions	0	0
	■ Bonds and other fixed-income securities	212	346
25	**Other interest and similar income**	925	1,739
	Interest and similar expenses	**(3,252)**	**(4,457)**
	■ Interbank transactions	(1,518)	(1,809)
	■ Customer transactions	(266)	(185)
	■ Leasing transactions	0	0
	■ Operating lease transactions	0	0
	■ Bonds and other fixed-income securities	(581)	(816)
26	■ Other interest and similar expenses	(887)	(1,647)
27	**Income from variable-income securities**	**1,082**	**1,081**
	Fee and commission income	**834**	**725**
28	**Fee and commission expenses**	**(344)**	**(456)**
	Net gains/(losses) on trading portfolio transactions	876	926
	■ Balance of transactions on securities held for trading	704	2,318
	■ Foreign exchange transactions balance	(7)	(308)
29	■ Balance of transactions on financial instruments	**179**	**(1,084)**
30	**Net gains/(losses) on transactions on securities held for sale**	**(49)**	**32**
	Other banking operating income	**240**	**361**
31	**Other banking operating expenses**	**(86)**	**(298)**
	NET REVENUES	**3,720**	**3,684**
	Operating expenses	(2,095)	(2,097)
	■ Payroll costs	(1,193)	(1,261)
	■ Other administrative expenses	(902)	(836)
32	**Write-down, amortization and impairment of property, plant and equipment and intangible assets**	**(72)**	**(87)**
	GROSS OPERATING INCOME	**1,553**	**1,500**
33	**Provision for credit losses**	(201)	(357)
	NET OPERATING INCOME	**1,352**	**1,143**
34	**Net gains/(losses) on fixed assets**	**(202)**	**1,391**
	INCOME BEFORE TAX	**1,150**	**2,534**
	Non-recurring income		
35	**Income taxes**	**153**	**(213)**
21	**Funding/reversal of funding for general banking risks and regulated provisions**	**2**	**2**
	NET INCOME (LOSS)	**1,305**	**2,323**

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

NOTE 1 ACCOUNTING PRINCIPLES AND VALUATION METHODS

Natixis' separate financial statements have been prepared and are presented in accordance with the standards applicable to credit institutions laid out by the Comité de la réglementation comptable (CRC – French Accounting Regulation Committee) and the Comité de la réglementation bancaire et financière (CRBF – French Banking and Financial Regulation Committee).

The financial statements are presented in accordance with CRC Regulation No. 2000-03 as amended for the individual summary financial statements of companies coming under CRBF Regulation.

The financial statements of foreign subsidiaries, prepared in accordance with local rules, are restated for the purposes of the separate financial statements in accordance with generally accepted accounting principles in France.

The financial statements for the fiscal year are presented in identical format to those for the previous fiscal year. Generally accepted accounting principles have been applied in compliance with the principle of prudence based on the following principles:

- going concern;
- consistency of accounting methods;
- principle of periodicity.

1.1 Loans to customers and banks

Loans are carried on the balance sheet at their nominal value.

Accrued interest is credited to the corresponding receivables item on the income statement.

Fees earned on the granting or acquisition of loans, as well as marginal transaction costs, are recognized using the effective interest rate actuarial method over the effective life of the loan. Recognition is shown as net interest income in net revenues. Fees and transaction costs to be recognized are included in the relevant loan book.

Loans that have been granted on an irrevocable basis but have not yet given rise to any transfer of funds are included in off-balance sheet items under "Financing commitments given".

Performing and non-performing loans are identified separately.

Non-performing loans are identified and recognized in accordance with CRC Regulation 2002-03 as amended. This regulation and the notice issued by the Urgent Issues Task Force of the Conseil National de la Comptabilité (CNC – French National Accounting Board), on December 18, 2003 set out the regulations for classifying non-performing loans and reclassifying them as irrecoverable loans.

Loans for which there is an identified credit risk that makes it probable that Natixis will be unable to recover all or part of the amount owed by the counterparty under the terms and conditions of the loan agreement, after taking into account any guarantees received, are considered to be non-performing.

In particular, loans that include payments over three months overdue, more than six months overdue in the case of real estate loans or more than nine months overdue in the case of municipal loans, as well as loans to borrowers that are the subject of a legal dispute are classified as non-performing loans.

Loans accelerated by the lender and loans classified as non-performing for more than one year for which a write-off is planned are deemed to be irrecoverable.

The reversal of the effect of discounting on impairments of non-performing loans associated with the passage of time is recognized under "Interest and similar expenses" on the income statement.

Specific case of loans restructured due to the debtor's financial situation

Restructured loans correspond to loans with modified terms under which Natixis grants a concession to borrowers facing or likely to face financial difficulties. They are a combination of a concession granted by Natixis and financial difficulties experienced by the borrower.

The modified terms of restructured loans must put the borrower in a more favorable situation (e.g. suspension of interest or principal payment, extension of term, etc.) and are confirmed by the use of amendments that modify the terms of an existing contract or by the full or partial refinancing of an existing loan.

Financial difficulties are determined by observing a number of criteria such as amounts past due for over 30 days or an at risk rating. The restructuring of a loan does not necessarily result in the counterparty being classified in the Basel default category, as the financial difficulty is addressed before the counterparty is downgraded into the Basel default category.

Specific write-downs

Where there is a risk of partial or total non-recovery of loans or of borrowers breaching their covenants, impairment charges or provisions corresponding to the amount of the probable loss are recognized on the income statement under "Provision for credit losses". Impairment is assessed quarterly on a case-by-case basis taking into account an analysis of the risk and available collateral.

Impairment losses are calculated as the difference between the net carrying amount of the loan and the amounts thought to be recoverable, discounted at the original effective interest rate for fixed-rate loans or at the last effective interest rate determined according to the contractual terms for variable-rate loans.

In accordance with banking regulations:

- accrued interest due on loans to borrowers subject to legal proceedings is deducted from the interest account in which it was initially recorded. If the interest is subsequently recovered, it is credited to this line upon collection;
- interest on non-performing loans three or, where applicable, six or nine months overdue is also written down in full by deduction from the interest account in which it was initially recorded;
- all other loans made to these customers are also automatically classified as non-performing, even when the risk appraisal does not require an impairment charge against the outstanding principal.

Probable losses stemming from off-balance sheet commitments are recognized as provisions on the liability side of the balance sheet.

Write-downs for non-specific credit risk

Financial assets that do not have individually allocated credit risk are included in groups of assets with similar risk characteristics. The composition of these portfolios of similar assets is based on two criteria: geographical risk and sector risk.

Portfolios are reviewed quarterly and, where appropriate, loans in sectors or countries where economic circumstances suggest problems may arise are included in the base for performing loans provisions.

Each group of assets is assessed for objective evidence of impairment based on observable data indicating a likely decrease in the estimated recoverable cash flows for that group of assets. A collective write-down in the balance sheet liabilities is taken against any group of assets showing objective evidence of impairment. Assets belonging to that group, which are subsequently specifically identified as impaired (specific risk), are removed from the collective write-down calculation base.

Provisions for **geographic risk** are primarily based on each country's internal rating, incorporating different parameters and indicators (political situation, performance of the economy and economic outlook, banking system situation, etc.). Calculation of the impairment loss is based on an internal rating/provisioning rate correlation table.

Provisions for **sector risk** are based on combinations of indexes specific to each sector (sector growth, cash held by businesses in the sector, cost of commodities, etc.). The method for calculating the impairment loss is the "expected loss" method calculated at maturity.

Loans on the watch list, for which a Basel default has been identified, are written down collectively by sector unless they are already subject to specific write-downs.

1.2 Securities portfolio

In accordance with CRBF Regulation No. 90-01, as amended, on recognizing securities transactions, the following rules are applied regardless of the legal form of the security concerned (shares, bonds and notes, treasury bills, certificates of deposit, negotiable instruments, promissory notes, etc.). The buying and selling of securities are recorded in the balance sheet at the settlement-delivery date.

Securities are classified according to their type and the economic purpose for which they are held, into one of the following categories: held for trading, held for sale, held for investment, other long-term securities, investments in associates and investments in subsidiaries and affiliates.

- **Securities held for trading:** securities that are originally bought or sold with the intention of reselling or repurchasing them in the short term, securities held as part of a market-making operation, and securities bought or sold for the purposes of the specialized management of a trading portfolio. When initially recognized, these securities must be traded on an active market with easily obtainable prices representing actual and regularly occurring market transactions on an arm's length basis. On acquisition, securities held for trading are recognized at the price paid including any accrued interest. Transaction costs are recognized in expenses.

  At each balance sheet date, they are measured at market value and the grand total of any valuation differences is recognized on the income statement under the heading, "Balance of transactions on securities held for trading".
- **Securities held for sale:** securities that are not classified as held for trading, held for investment, other long-term investments, investments in associates or investments in subsidiaries and affiliates. They are reported on the balance sheet at their purchase price, excluding acquisition costs. Any difference between the purchase price (excluding accrued interest) and the redemption price is recognized in income over the remaining life of the securities. They are valued at year end at the lower of their carrying amount and their market value. Unrealized losses give rise to the recognition of an impairment loss, whose calculation factors in gains from any hedging transactions conducted. Unrealized gains are not recognized.
- **Securities held for investment:** dated fixed-income securities acquired with the stated intention of holding them to maturity. They are reported on the balance sheet at their purchase price, excluding acquisition costs. Any difference between the purchase price and the redemption price is recorded in income over the remaining life of the securities.

  In line with regulatory requirements, unrealized losses are not subject to impairment unless there is a strong likelihood that the instruments will be sold before maturity due to unforeseen circumstances and without prejudice to impairments included in provisions for credit losses pursuant to CRC Regulation 2002-03 as amended, if there is a risk of default by the issuer of these instruments. Unrealized gains are not recognized.
- **Other long-term securities:** investments made by Natixis in the form of securities, with the intention of forging lasting professional relationships and creating a special relationship with the issuing company, but without any influence over the management of the corporate entities in which investments were made due to the low percentage of voting rights held. They are recognized at their acquisition date at the purchase price excluding acquisition costs. They are included in the balance sheet at the lower of historical cost or value in use. Unrealized losses are subject to a provision for impairment.
- **Investments in associates:** investments that give Natixis significant influence over the corporate bodies of the issuing companies and investments of strategic importance for the development of Natixis' operations. They are recognized at their acquisition date at the purchase price excluding acquisition costs.

These securities are valued individually at the lower of their value in use at the reporting date and their acquisition cost. Unrealized losses are subject to a provision for impairment.

- **Investments in subsidiaries and affiliates:** shares and other variable-income securities in related corporate entities over which Natixis exercises exclusive control, i.e. corporate entities likely to be fully consolidated in Natixis group. They are recognized at their acquisition date at the purchase price excluding acquisition costs. These securities are valued individually at the lower of their value in use at the reporting date and their acquisition cost. Unrealized losses are subject to a provision for impairment.

The measurement approaches used to determine value in use are the following, as appropriate:

- the net asset value method;
- the peer comparison method;
- the discounted future cash flows (DCF) method.

The DCF method for measuring future cash flows is based on the establishment of business plans prepared by the management of the subsidiaries in question and approved by Natixis' senior management. The discount rate on future cash flows is the result of:

- an average rate of return on an investment deemed to be risk-free;
- an average credit spread on the market in which the subsidiary is listed;
- an average beta as reflected in a sample of equivalent companies.

Treasury shares: Natixis holds treasury shares to regulate its share price under a liquidity agreement. These shares are recognized as securities held for trading and follow the same rules as other securities in this category.

Treasury shares held for distribution to employees are classified as held for sale and follow the corresponding rules.

Income, value adjustments and proceeds on disposal of securities portfolios are recognized as follows:

- income from variable-income securities is recognized as and when received or when the payment has been subject to a resolution at a Shareholders' Meeting;
- income from fixed-income securities is recognized based on the accrual method;
- value adjustments and proceeds from the disposal of securities are recognized under different headings depending on which portfolio they belong to:
  - under "Net revenues" for securities held for trading and securities held for sale,
  - as a provision for credit losses on fixed-rate securities in the portfolio of securities held for sale or for investment when adjustments in value relate to counterparty risk exposure,
  - under net gains/(losses) on fixed assets:
    - for adjustments in the value of securities held for investment (excluding impairment for risk exposure to a counterparty) when there is a high probability of disposal of such securities held for investment due to unforeseen circumstances and for all proceeds from the disposal of securities held for investment,
    - for investments in associates, investments in subsidiaries and affiliates and other long-term securities.

In accordance with CRC Regulation No. 2008-17, reclassifications from the "held for trading" to the "held for sale" and "held for investment" categories and from "held for sale" to "held for investment" are permitted in exceptional market circumstances requiring a change in strategy or when the securities in question have ceased to be tradable on an active market since their acquisition.

The regulation allows banks to sell all or part of the securities reclassified as "held for investment" if the following two conditions are met:

- the transfer was motivated by exceptional circumstances;
- the market for these securities has become active again.

Natixis has carried out no such transfers in its separate financial statements.

1.3 Property, plant and equipment and intangible assets

Fixed assets are recognized at acquisition cost plus directly attributable transaction costs and borrowing costs accrued during any phase of construction or installation before they come into service.

Internally generated software is carried on the asset side of the balance sheet at its direct development cost, including outsourcing expenses and personnel costs directly attributable to its production and preparation where they meet the criteria for capitalization.

After acquisition, fixed assets are carried at cost less any cumulative write-down, amortization and impairment losses.

As soon as they are in a condition to be used by Natixis in the manner in which they are intended, fixed assets are depreciated or amortized over their estimated useful lives on a straight-line or declining balance basis when this better reflects the economic amortization. The residual value of the asset is deducted from its depreciable or amortizable amount when it can be measured reliably.

In line with applicable accounting principles, a specific amortization schedule is defined for each significant component of an item of property, plant and equipment which has a different useful life or is expected to consume future economic benefits differently from the item as a whole. For buildings comprising business and investment property, the following components and depreciation periods are applied:

- land: non-depreciable;
- non-destructible buildings (of historical importance): non-depreciable;
- walls, roofs and waterproofing: 20-40 years;
- foundations and framework: 30-60 years;
- external rendering: 10-20 years;
- equipment and installations: 10-20 years;
- internal fixtures and fittings: 8-15 years.

Other items of property, plant and equipment are depreciated over their estimated useful lives, generally 5 to 10 years.

Purchased software is amortized on a straight-line basis over its estimated useful life, which in most cases is less than 5 years. Internally generated software is amortized over its estimated useful life, which cannot exceed 15 years.

1.4 Debt securities

This line item comprises debt attributable to securities held for sale issued by Natixis in France or in foreign countries, with the exception of subordinated instruments recognized as subordinated debt. This line item notably includes medium-term notes, interbank market instruments, negotiable debt securities and bonds and other fixed-income securities.

Accrued interest payable relating to these issues is disclosed separately as a related payable, with an offsetting entry in the income statement.

Issue or redemption premiums on bond issues are amortized over the life of the issues in question and the related expense is recognized under the heading "Interest and similar expenses" on the income statement.

1.5 Subordinated debt

This item covers perpetual and dated subordinated notes, for which the redemption in the event of liquidation ranks behind all other creditors. Accrued interest is credited to the corresponding receivables item on the income statement.

Where perpetual subordinated notes are treated as equivalent to amortizing securities, each periodic payment is broken down into the repayment of principal, which is deducted from the nominal amount, and interest, which is charged to the income statement under "Interest and similar expenses".

1.6 Forward financial instruments (futures and options)

The notional amount of these instruments is recorded off-balance sheet for internal monitoring and regulatory purposes, but is not included in the published statement of off-balance sheet items. Details for these instruments are provided in the notes.

The accounting principles applied depend on the instrument involved and the purpose of the transaction (hedging or trading).

Interest rate and currency trading

These transactions are carried out for four purposes:

- micro-hedging (hedging of specific transactions or positions);
- macro-hedging (overall asset and liability management);
- speculative position-taking;
- specialized management of a trading portfolio.

Gains or losses on specific hedges are recognized in income on a symmetrical basis with the income and expenses of the position or transaction being hedged.

Expenses and income arising from forward financial instruments used to hedge and manage Natixis' overall interest rate risk are recognized over the period of the position. Unrealized gains and losses are not recognized.

The accounting treatment of speculative positions is identical for interest flows. Contracts are marked to market value at each reporting date and any unrealized losses are taken to the income statement as provisions.

Each instrument in the final category is marked to market on an individual basis. Changes in value during the period are recognized immediately on the income statement. Valuations are adjusted for counterparty risk, the position funding cost and the discounted present value of future contractual management costs.

Foreign currency futures

Outright foreign currency futures or transactions hedging other foreign currency futures are measured based on the forward foreign exchange rate remaining to run on the currency in question. Differences in interest rates or premiums and discounts associated with hedged foreign currency futures are recognized in stages as interest expense or income over the effective term of the transaction.

Options (interest rate, currency and equity) and futures

The notional amount of the underlying instrument of each option or futures contract is recognized with a distinction being made between hedging and trading contracts.

For hedging transactions, income and expenses are recognized in income on a symmetrical basis with the income and expenses of the hedged items.

For non-hedging activities, positions in a class of option or forward contract are marked to market at the reporting dates. Changes in market value are recognized directly on the income statement. However, for instruments traded on over-the-counter markets, gains or losses are recognized on the income statement only upon settlement of these transactions, without effect on the potential setting aside of provisions for the net risk incurred over the life of the instrument.

1.7 Institutional operations

In accordance with Article 41 of the Amended Finance Act for 1997 (No. 97-1239 of December 29, 2007), amended by Article 121 of the Amended Finance Act for 2008 (No. 2008-1443 of December 30, 2008) and the agreement signed with the French State on September 21, 2011, Natixis manages certain public procedures on behalf of the French State, mainly consisting of loans and gifts to foreign States conferred in the framework of Public Development Aid ("Emerging Country Reserve" loans and gifts to the "Fund for Private-Sector Aid and Studies") and the stabilization of interest rates for export credit guaranteed by Coface.

The related transactions, some of which may be guaranteed by the State, are recognized separately in the financial statements. The State and other related creditors have a specific right over the assets and liabilities allocated to these institutional operations. The bank's assets and liabilities relative to these operations are identified on the balance sheet under each of the headings concerned with these operations.

1.8 Employee benefits

Employee benefits are recognized in "Payroll costs".

They fall into four categories:

- **"Short-term benefits"** including salaries, social security contributions, annual leave, employee profit-sharing, incentive plans, top-up contributions and bonuses payable in the 12 months after they are attributed are expensed in the period in which the corresponding services were rendered.
- **"Termination benefits"** granted to employees upon the termination of their employment and prior to retirement. A provision is accrued for these benefits.
- **"Post-employment benefits"** such as pensions, other supplementary retirement benefits applicable to the banking industry, end-of-career awards and other contractual benefits payable to retirees. Natixis distinguishes between two types of post-employment benefits:

- **defined-contribution plans,** which mainly consist of the social security basic pension scheme and the supplementary schemes Agirc and Arco, under which an entity has no obligation to pay a specified benefit amount. Contributions paid under defined contribution plans are expensed in the corresponding period,
- **defined-benefit plans** under which Natixis has a legal or constructive obligation to pay a specified benefit amount are valued and funded.

  A provision is set aside for defined-benefit plans based on an actuarial assessment of the benefit obligation using the projected unit credit method. This method draws on demographic and financial assumptions. The value of any plan assets is deducted from the obligation to determine the provision to be recognized on the balance sheet. This valuation is carried out on a regular basis by independent actuaries.

Actuarial assumptions are reviewed annually. Differences resulting from changes in actuarial assumptions and experience adjustments (impact of differences between actuarial assumptions and actual experience) give rise to actuarial gains and losses.

Following the publication of recommendation No. 3013-02 of the Autorité des Normes Comptables (ANC – French accounting standards setter) on rules for measuring and recognizing retirement and similar commitments, dated November 7, 2013, which allowed the partial adoption of revised IAS 19 as adopted by the European Union in June 2012, Natixis chose to maintain its existing approach. The corridor method is therefore maintained in the parent company financial statements.

Under this method, Natixis does not recognize the portion of net cumulative actuarial gains and losses that is lower than the greater of (i) 10% of the present value of the defined-benefit obligation and (ii) 10% of the fair value of any plan assets at the end of the previous reporting period. The portion of actuarial gains and losses outside the 10% "corridor" is therefore recognized over the average remaining working lives of the employees participating in the relevant plan.

In the event of changes to an existing plan or the implementation of a new plan, past service cost is recognized in income over the period until the benefits become vested.

The amount recognized as a provision in the balance sheet represents the present value of the obligation under defined-benefit plans:

- minus any past service cost not yet recognized in income;
- plus or minus any unrecognized actuarial gains or losses in accordance with the corridor principle arising from:
  - experience adjustments linked to demographic variables,
  - changes in actuarial assumptions,
  - differences between the actual return and expected return on plan assets,
- minus the market value of plan assets.

The annual payroll costs recognized in respect of defined-benefit plans consist of:

- rights vested by beneficiaries over the period;
- the interest cost reflecting the impact of unwinding the discount on the obligation;
- the expected return on plan assets;
- amortization of actuarial gains and losses and past service costs;
- the effects of plan curtailments and settlements.

- **"Other long-term benefits"** including long-service awards and deferred compensation payable in cash under Employee Retention and Performance Recognition plans are valued using the same actuarial method as that applied to post-employment benefits under defined-benefit plans, except that actuarial gains and losses are not subject to the corridor method and past service costs are recognized directly as an expense.

  The estimated amount of the expense related to cash-settled variable compensation, subject to the employee's continued service in accordance with the Employee Retention and Performance Recognition plans, is recognized over the vesting period.

1.9 Share-based retention and performance plans

Since 2010, Natixis has granted share-based payment plans to certain categories of staff. Some plans are settled in Natixis shares, while others are settled in cash indexed to the Natixis share price. Each plan is a three-year plan, with one-third of the plan settled each year, with the exception of "short-term" plans settled in cash indexed to the Natixis share price, which are settled in the year of granting.

All of these plans are contingent on satisfying service and/or performance requirements.

Cash-settled plans indexed to the share price give rise to the recognition of a payroll expense that is measured taking account of the share price on the balance sheet date and the likelihood of satisfying performance/and or service requirements. Where a service requirement exists, the calculated expense is recognized on a straight-line basis over the vesting period, unless the payment takes place in the year of granting, in which cash the expense is recognized immediately on the income statement.

Plans settled in shares are recognized in accordance with CRC Regulation No. 2008-15, which provides for the recognition of a liability where there is the likelihood or the certainty that the obligation to grant shares generates an outflow in settlement without an offsetting provision:

- if the granting involves the issue of new shares, Natixis incurs no outflow and, as a result, no expense is recognized;
- if the granting involves the repurchase of shares or the granting of existing shares, an outflow will be recognized when the shares are issued to employees, without an offsetting provision. A provision is then set aside taking account of the entry cost of the shares or the share price on the balance sheet date if the shares have not yet been purchased and the probable number of shares granted to employees. The expense is recognized in stages over the vesting period.

A provision of €14,000 was recorded in the financial statements at December 31, 2014 in respect of plans to be settled in shares (allocation of existing shares). No expense was recorded in this respect in 2013 as the share plans were to be settled in new shares.

1.10 Provisions

A provision is a liability of uncertain timing or amount. A liability is a present obligation arising from past events, the settlement of which is expected to result in an outflow of resources embodying economic benefits that can be reliably measured.

The amount recognized as a provision should be the best estimate of the expenditure required to settle the present obligation at the reporting date. This amount is discounted when the effect of discounting is material. Provisions are reviewed at each reporting date and adjusted if necessary. Provisions recognized on the balance sheet, other than provisions to cover employee benefits, mainly concern provisions for restructuring, provisions for disputes, fines and penalties and provisions for other risks.

1.11 Transactions denominated in foreign currencies

Off-balance sheet receivables, debts and commitments denominated in foreign currencies are converted to euros at the going exchange rate at the balance sheet date through the revaluation of foreign exchange positions. The difference between amounts resulting from the valuation of euro-denominated foreign exchange positions and amounts reported in equivalent euro denominated foreign exchange positions is reported on the income statement.

However, exchange differences arising on the translation of loans whose exchange rates are guaranteed by the State or related to institutional operations are recognized under accrual accounts.

1.12 Guarantee mechanism for assets of the former GAPC hive-off vehicle

On November 12, 2009, an arrangement was made by BPCE to protect a portion of the portfolios of the former GAPC [1] hive-off vehicle with retroactive effect at July 1, 2009. With this guarantee mechanism, Natixis was able to free up a significant portion of its equity allocated to ring-fenced assets and to protect itself against the risk of loss from these portfolios subsequent to June 30, 2009. This protective arrangement was based on two mechanisms:

- a sub-participation in terms of risk which acted as a financial guarantee on 85% of the nominal value of assets recognized as "securities held for investment", "securities held for trading", "securities held for sale" and "receivables". Under this guarantee, Natixis was protected from the very first euro in default up to 85% of the default amount;
- two total return swaps (TRS), one in euros and another in dollars, which transferred to BPCE 85% of the profit or loss recognized as from July 1, 2009. The instruments hedged by these TRS were mostly represented by "securities held for trading" and to a lesser extent by "securities held for sale". At the same time, Natixis bought an option from BPCE which, if exercised, would allow it to recover in 10 years' time any net positive performance by the portfolio in exchange for payment of a premium.

1.13 Non-recurring income

Non-recurring income and expense items are determined based on their amount, their unusual nature with respect to current operations, and the likelihood of the events in question repeating.

1.14 Corporate income tax

Due to the 10.7% increase in the corporate income tax, the tax expense recognized in respect of fiscal year 2013 comprises taxes payable in France at the rate of 38%, and at the local corporate tax rate applicable to foreign branches.

1.15 Changes in accounting methods and comparability of financial statements

No change in accounting method had any impact on the financial statements for the 2014 fiscal year.

NOTE 2 HIGHLIGHTS OF THE PERIOD

On June 26, 2014, Natixis placed nearly 80 million Coface shares accounting for 51% of its share capital on the Paris Euronext regulated market at a price of €10.40 per share.

An over-allotment option was granted at the time on approximately 11.9 million shares, which were fully placed on the market at the same date. This option was fully exercised on July 2, 2014 by the banks in the placement syndicate, at the bid price, i.e. €10.40 per share. After the over-allotment option was fully exercised, Natixis held 41.35% of Coface SA's share capital.

At December 31, 2014 and after the capital increase reserved for employees, Natixis held a 41.24% stake in Coface. In view of its percentage holding and its role in Coface's governance as the leading shareholder, Natixis continues to exercise exclusive control over Coface and records its residual holding under "investments in subsidiaries and affiliates" on the assets side of the parent company balance sheet. The placement generated a capital gain of €68 million, which was recorded under "Net gains/(losses) on fixed assets" on the parent company income statement at December 31, 2014.

(1) The GAPC hive-off vehicle was closed in the second quarter of 2014 in accordance with Natixis' strategic plan.

NOTE 3 INTERBANK AND SIMILAR TRANSACTIONS

(in millions of euros)	2014	2013
Cash and balances with central banks	**56,501**	**40,833**
Government securities and equivalent	**38,476**	**34,683**
Securities held for trading	37,816	33,014
Securities held for sale	587	1,582
o/w accrued interest	*4*	*14*
o/w non-performing		
o/w write-downs		
Securities held for investment	73	87
o/w accrued interest		
o/w non-performing		
Advances to banks	**138,801**	**143,853**
Demand	5,532	4,536
o/w accrued interest		
o/w non-performing	*1*	*1*
o/w write-downs of non-performing	*(1)*	*(1)*
Time*	133,269	139,317
o/w accrued interest	*175*	*193*
o/w non-performing	*125*	*214*
o/w write-downs of non-performing	*(99)*	*(109)*
INTERBANK AND SIMILAR TRANSACTIONS	**233,778**	**219,369**
* *o/w subordinated loans:*		
performing	*47*	*47*
non-performing	*0*	*0*
accrued interest	*0*	*0*
o/w reverse repurchased securities:	*63,393*	*60,007*
o/w accrued interest	*24*	*25*

NOTE 4 TRANSACTIONS WITH CUSTOMERS, LEASING OPERATIONS AND SIMILAR

(in millions of euros)	2014	2013
Current accounts overdrawn	**3,112**	**2,932**
o/w accrued interest	*3*	*5*
o/w non-performing	*33*	*23*
o/w write-downs of non-performing	*(11)*	*(14)*
Commercial loans	**725**	**1,759**
o/w accrued interest	*7*	*34*
o/w non-performing	*25*	*21*
o/w write-downs of non-performing	*(1)*	**(1)**
Other customer loans	**106,110**	**78,925**
Cash and consumer credit	22,527	20,080
o/w accrued interest	*50*	*47*
Equipment loans	7,061	4,323
o/w accrued interest	*22*	*18*
Export credit	2,980	2,641
o/w accrued interest	*9*	*9*
Home loans	247	567
o/w accrued interest		*1*
Reverse repurchased securities	54,194	31,365
o/w accrued interest	*8*	*5*
Subordinated loans	550	555
o/w accrued interest	*2*	*2*
o/w non-performing		
o/w write-downs of non-performing		
Other loans	18,551	19,394
o/w accrued interest	*40*	*41*
o/w non-performing	*3,418*	*4,505*
o/w write-downs of non-performing	*(1,202)*	*(1,451)*
CUSTOMER TRANSACTIONS	**109,947**	**83,616**
Equipment leasing	**0**	**0**
Outstanding	0	0
Temporarily unleased assets and non-performing loans		
Accrued interest		
Write-downs		
Write-downs of non-performing		
Operating leases	**0**	**0**
Outstanding	0	0
Temporarily unleased assets and non-performing loans		
Accrued interest		
Write-downs		
Write-downs of non-performing		
LEASING AND SIMILAR TRANSACTIONS	**0**	**0**

Restructured loans as defined in Note 1 amounted to €262 million in performing loans at December 31, 2014.

NOTE 5 BONDS, SHARES AND OTHER FIXED AND VARIABLE-INCOME SECURITIES

(in millions of euros)	2014				2013			
	Securities held for trading	Securities held for sale	Securities held for investment	Total	Securities held for trading	Securities held for sale	Securities held for investment	Total
Bonds and other fixed-income securities								
Gross value [(a)]	10,692	4,096	1,287	16,075	10,831	5,195	1,367	17,393
Premiums/discounts		(31)	(1)	(32)		(47)	(2)	(49)
Accrued interest		11	32	43		13	32	45
Write-downs		(100)	(60)	(160)		(113)	(56)	(169)
Net carrying amount	**10,692**	**3,976**	**1,258**	**15,926**	**10,831**	**5,048**	**1,341**	**17,220**
Shares and other variable-income securities								
Gross value	31,564	735		32,299	25,689	532		26,221
Accrued interest				0				0
Write-downs		(16)		(16)		(10)		(10)
Net carrying amount	**31,564**	**719**		**32,283**	**25,689**	**522**		**26,211**

(a) *For these categories of securities, the gross values shown in the "Securities held for sale" and "Securities held for investment" columns are redemption value.*

Transfers of securities between categories:

There were no transfers of securities between categories in 2013 or 2014.

Unrealized capital gains and losses:

(in millions of euros)	2014	2013
	Securities held for sale	Securities held for sale
Bonds and other fixed-income securities		
Unrealized capital gains	196	332
Unrealized capital losses	(326)	(546)
Shares and other variable-income securities		
Unrealized capital gains	260	165
Unrealized capital losses	(16)	(341)

Breakdown of listed and unlisted securities:

(in millions of euros)	2014	2013
Bonds and other fixed-income securities		
Listed securities	11,703	14,127
Unlisted securities	4,223	3,093
	15,926	**17,220**
Shares and other variable-income securities		
Listed securities	31,856	25,691
Unlisted securities	427	520
	32,283	**26,211**

NOTE 6 NON-PERFORMING AND IRRECOVERABLE LOANS AND IMPAIRMENT

(in millions of euros)	2014 Non-performing	2014 Irrecoverable	2013 Non-performing	2013 Irrecoverable
Banks	**25**	**0**	**59**	**46**
Loans	91	35	130	85
Write-downs	(66)	(35)	(71)	(39)
Customers	**2,219**	**44**	**2,982**	**100**
Loans	3,132	345	4,094	455
Write-downs	(913)	(301)	(1,112)	(355)
NET NON-PERFORMING AND IRRECOVERABLE LOANS	**2,244**	**44**	**3,041**	**146**

Restructured loans as defined in Note 1 recorded as non-performing or irrecoverable loans amounted to €1,985 million before impairment and €1,402 million after impairment at December 31, 2014.

NOTE 7 INVESTMENT IN SUBSIDIARIES AND AFFILIATES, ASSOCIATES, OTHER LONG-TERM INVESTMENTS AND TREASURY SHARES

(in millions of euros)	2014	2013
Investments	**433**	**314**
Outstanding	439	321
Current account advances		
Translation adjustments		
Write-downs	(6)	(7)
Securities loaned		
Other long-term investments	**33**	**40**
Outstanding	87	124
Current account advances		
Translation adjustments		
Write-downs	(54)	(84)
Securities loaned		
Accrued interest		**1**
INVESTMENTS IN ASSOCIATES AND OTHER LONG-TERM INVESTMENTS	**466**	**355**
Investments in subsidiaries and affiliates	**13,530**	**14,375**
Outstanding	13,746	14,472
Current account advances	1	3
Translation adjustments	7	96
Write-downs	(224)	(196)
Securities loaned		
Accrued interest	**0**	**0**
INVESTMENTS IN SUBSIDIARIES AND AFFILIATES	**13,530**	**14,375**
Treasury shares	**14**	**24**
Securities held for trading	12	22
Securities held for sale	2	2
Securities loaned		
Long-term investments		
TREASURY SHARES	**14**	**24**

NOTE 8 INVENTORY – INVESTMENT PORTFOLIO AT DECEMBER 31, 2014

Amounts (in euros)	Number of shares	Book value
I - INVESTMENTS IN SUBSIDIARIES AND AFFILIATES		**13,530,542,603.72**
A) Banks and other credit institutions		**1,279,196,085.48**
BANQUE PRIVÉE 1818	1,171,491	174,794,511.11
CAISSE FRANÇAISE DE DÉVELOPPEMENT INDUSTRIEL C.F.D.I.	29,994	4,572,556.00
INSTITUT POUR FINANCEMENT CINÉMA ET INDUSTRIES CULTURELLES	30,473	525,517.00
NATIXIS ALGÉRIE	9,182,731	94,168,012.29
NATIXIS BANK (ZAO)	111,618	36,743,030.55
NATIXIS BRASIL SA BANCO MULTIPLO	112,243,261	39,728,527.27
NATIXIS COFICINÉ	117,940	35,945,475.00
NATIXIS FACTOR	2,489,433	247,499,902.26
NATIXIS FUNDING	4,503,631	68,883,537.00
NATIXIS INTERÉPARGNE	555,653	57,053,605.00
NATIXIS LEASE	16,702,640	400,109,158.00
NATIXIS PAYMENT SOLUTIONS	9,738,034	64,172,254.00
NATIXIS PFANDBRIEFBANK AG	55,000,000	55,000,000.00
B) Financial institutions		**11,949,175,017.97**
COFACE SA	64,853,869	644,544,385.62
COMPAGNIE EUROPÉENNE DE GARANTIES ET CAUTIONS	8,944,211	190,819,088.00
CONTANGO TRADING SA	1,109,994	11,103,173.08
NATIXIS ALTAÏR IT SHARED SERVICES	2,449,918	22,832,959.00
NATIXIS ALTERNATIVE ASSETS (NAA)	38,769	5,074,000.45
NATIXIS ASIA LIMITED	632,395,000	46,152,135.62
NATIXIS ASSURANCES	15,739,986	1,171,908,054.00
NATIXIS AUSTRALIA PTY LTD	63,000,000	42,158,024.18
NATIXIS CONSUMER FINANCE	35,339,641	353,396,410.00
NATIXIS FUNDING UK LLP	225,490,993	186,348,491.71
NATIXIS GLOBAL ASSET MANAGEMENT (PALIER)	156,344,039	5,764,198,644.87
NATIXIS INNOV	15,006,000	150,060,000.00
NATIXIS INVESTMENT CORP.	3,217	2,552,930.38
NATIXIS JAPAN SECURITIES CO., LTD.	200,000	58,837,623.44
NATIXIS MARCO	100,017,000	1,000,170,000.00
NATIXIS PARTICIPATIONS	74,994	1,440,809.74
NATIXIS PRIVATE EQUITY	25,462,298	714,296,686.26
NATIXIS SECURITIES SAS	1	411,655.89
NATIXIS STRUCTURED PRODUCTS LIMITED	32,100	1,107,800.00
NATIXIS US HOLDINGS, INC.	1,840,970	715,159,710.73
NATIXIS TRUST	6,098,654	711,213,301.00
NEXGEN FINANCIAL HOLDINGS LIMITED	100,000,000	152,981,320.00
SOCIÉTÉ CIVILE IMMOBILIÈRE ALTAÎR 1	200	2,407,814.00
C) Other		**299,672,114.16**
SOCIÉTÉ CIVILE IMMOBILIÈRE ANTIN HAUSSMANN	20	304,898.00
CUBE INFRASTRUCTURE FUND	144,785,838	140,135,398.11
INVEST ALPHA	14,994	228,582.00
INVEST DELTA	30,994	166,398.28
INVESTIMA 14	52,000	258,597.00
INVESTIMA 16	52,000	254,409.00
INVESTIMA 17	230,000	1,034,512.00
INVESTIMA 18	226,000	1,030,607.00
INVESTIMA 19	220,000	1,013,795.00

Amounts (in euros)	**Number of shares**	**Book value**
INVESTIMA 25	360,564	1,107,592.00
INVESTIMA 26	360,500	1,107,689.00
INVESTIMA 27	330,700	1,019,639.00
INVESTIMA 28	329,200	1,014,487.00
INVESTIMA 29	340,200	1,047,346.00
INVESTIMA 30	321,700	991,834.00
INVESTIMA 31	368,700	1,133,813.00
INVESTIMA 32	713,600	5,045,999.00
INVESTIMA 34	247,500	1,591,205.00
INVESTIMA 35	253,700	1,654,912.00
INVESTIMA 53 – SAS	359,700	1,284,685.00
INVESTIMA 54 – SAS	378,200	1,535,180.00
CRANE 1 SAS	131,000	911,348.00
CRANE 2 SAS	132,700	933,711.00
CRANE 3 SAS	130,500	924,026.00
CRANE 4 SAS	145,200	1,036,309.00
CRANE 5 SAS	154,700	1,107,843.00
INVESTIMA 6 – SAS	690,922	6,562,719.00
PHOENIX 1 SAS	150,700	1,069,891.00
PHOENIX 2 SAS	166,700	1,191,487.00
PHOENIX 3 SAS	171,700	1,227,749.00
PHOENIX 4 SAS	164,400	1,187,169.00
LUGDUNUM GESTION	7,995	289,653.00
NATEXIS SERVICOS E INFORMATICOES LTDA	600,000	2,829,606.77
NATIXIS FONCIÈRE	42,823	63,472,890.00
NATIXIS IMMO DÉVELOPPEMENT	92,674	6,775,637.00
NATIXIS IMMO EXPLOITATION	7,674,462	33,827,113.00
PARTECIS	1,250	1,250,000.00
REACOMEX	5,000	9,652,490.00
TITRES-CADEAUX	15,000	2,460,895.00
D) Investments with a book value less than or equal to €150,000		**1,021,943.37**
E) Current account advances		**1,458,278.92**
F) Securities loaned		**19,163.82**
G) Accrued interest		**0.00**
II - INVESTMENTS IN ASSOCIATES AND OTHER LONG-TERM INVESTMENTS		**466,279,862.49**
A) Banks and other credit institutions		**333,469,123.99**
BANCO FINANTIA	14,850,000	22,480,508.53
CACEIS	2,374,846	289,676,482.00
BPIFRANCE FINANCEMENT	483,474	3,242,832.00
LCH CLEARNET GROUP	335,863	4,702,081.99
WGZ BANK AG WESTDEUTSCHE GENOSSENSCHAFTS-ZENTRALBANK	3,480	436,538.47
SOFIPROTEOL II	63,615	12,723,000.00
UNIGRAINS	6,825	207,681.00
B) Financial institutions		**17,526,844.41**
CLS GROUP HOLDING AG	3,451	7,292,172.35
CME GROUP INC.	20,005	1,808,156.59
EUROTITRISATION	1,498	547,406.00
LME	25000	2,255,020.43
MTS SPA	9,511	3,062,542.00
PRIVATE EXPORT FUNDING CORPORATION (PEFCO)	738	2,561,547.04

Amounts (in euros)	Number of shares	Book value
C) Other		**114,520,078.43**
ADVENT	1	706,421.00
AGRO INVEST SAS	26,686	1,062,103.00
ALBIANT IT	50,000	500,000.00
COLYZEO INVESTORS II L.P.	26,711,102	12,669,100.00
EUROFIDEME 2	2,500	11,030,000.00
FIDEPPP	38,120	38,119,600.00
FIDEPPP 2	3,600	1,413,828.00
HINES PAN EUROPEAN CORE FUND	10,000,000	4,796,561.54
MIROVA EUROFIDEME 3	375	333,750.00
NYBEQ LLC	1	2,016,446.43
PORCHER INDUSTRIES	506	471,506.90
RREEF EUROPEAN VALUE ADDED FUND I L.P.	19,807,760	2,458,079.82
SICOVAM HOLDING	3,694	30,417,099.00
SERVICES LOGICIELS D'INTEGRATION BOURSIERE – SLIB	250,068	4,001,166.00
SOFRANTEM	15,002	388,823.00
SOCIETY FOR WORLDWIDE INTERBANK FINANCIAL TELECOMMUNICATION (SWIFT SCRL)	463	180,903.00
SYSTRA	7,300	1,977,973.00
WASTEHOLDCO1	130,269	1,976,717.74
D) Investments with a book value less than or equal to €150,000		**756,755.69**
E) Current account advances		**0.00**
F) Securities loaned		**7,059.97**
G) Accrued interest		**0.00**
III - TREASURY SHARES	**2,577,488**	**13,634,836.41**
TOTAL INVESTMENT PORTFOLIO AT DECEMBER 31, 2014		**14,010,457,302.62**

NOTE 9 INFORMATION ON SHAREHOLDINGS EXCEEDING THE DISCLOSURE THRESHOLD FOLLOWING INVESTMENTS IN FRENCH COMPANIES DURING THE YEAR

The table below was drawn up in accordance with the provisions of Article L.247-1 of the French Commercial Code

		% holding at 12.31.2014	Number of shares at 12.31.2014
Breach of threshold of 5% of share capital			
EUROFIDEME 3	**Unlisted**	5.03%	375

NOTE 10 DISCLOSURES CONCERNING SUBSIDIARIES AND ASSOCIATES

Article L.233-15 of the French Commercial Code

Companies or groups	Capital *(in thousands of units)*	Shareholders' equity other than capital (A) *(in thousands of units)*	Share of capital at 12.31.2014
A - BREAKDOWN OF INVESTMENTS WITH A GROSS VALUE OF OVER 1% OF THE REPORTING COMPANY'S CAPITAL			
Subsidiaries and investments (holdings in excess of 10%)			
COFACE SA 1, place Costes-et-Bellonte – CS20003 92276 Bois-Colombes	786,241 EUR	493,534 EUR	41.24%
CUBE 5, allée Scheffer L-2520 Luxembourg	961,281 EUR	0 EUR	15.00%
CACEIS 1/3, place Valhubert 75013 Paris	633,000 EUR	1,744,177 EUR	15.00%
Compagnie Européenne de Garanties & Cautions 128, rue de La-Boétie 75008 Paris	160,996 EUR	168,626 EUR	100.00%
Banque Privée 1818 50, avenue Montaigne 78008 Paris	88,402 EUR	77,523 EUR	100.00%
NATIXIS ALGERIE 62, Chemin Drareni Mohamed Hydra Algiers	10,000,002 DZD	4,594,646 DZD	100.00%
NATIXIS Pfandbriefbank AG Im Trutz Frankfurt 55 D-60322 Frankfurt am Main	55,000 EUR	0 EUR	100.00%
NATIXIS ASIA LIMITED Suite 1911-1922-19 F Two 88 Queensway Pacific Place – Hong Kong	632,395 HKD	(99,669) HKD	100.00%
NATIXIS ASSURANCES 30, av. Pierre-Mendès-France 75013 Paris	120,096 EUR	837,301 EUR	100.00%
NATIXIS HCP 30, av. Pierre-Mendès-France 75013 Paris	20,037 EUR	(68,272) EUR	100.00%
NATIXIS CONSUMER FINANCE 30, av. Pierre-Mendès-France 75013 Paris	35,340 EUR	319,798 EUR	100.00%
NATIXIS FACTOR 30, av. Pierre-Mendès-France 75013 Paris	19,916 EUR	183,689 EUR	100.00%
NATIXIS FONCIÈRE 30, av. Pierre-Mendès-France 75013 Paris	685 EUR	63,692 EUR	99.99%
NATIXIS FUNDING 30, av. Pierre-Mendès-France 75013 Paris	67,555 EUR	1,534 EUR	100.00%
NATIXIS INNOV 47, quai d'Austerlitz 75013 Paris	150,060 EUR	9,162 EUR	100.00%
NATIXIS INTERÉPARGNE 30, av. Pierre-Mendès-France 75013 Paris	8,891 EUR	19,540 EUR	100.00%
NATIXIS JAPAN SECURITIES CO., Ltd. 1-11-1, Marunouchi, Chiyoda-KU Tokyo 100-6226	10,000,000 JPY	(604,738) JPY	100.00%

Book value of investments Gross *(in thousands of euros)*	Book value of investments Net *(in thousands of euros)*	Loans and receivables extended but not yet repaid *(in thousands of euros)*	Guarantees and endorsements given *(in thousands of euros)*	Prior year revenues (B) *(in thousands of units)*	Prior year income or loss *(in thousands of units)*	Dividends received in 2014 *(in thousands of euros)*	Remarks
644,544	644,544		93	13,073 EUR	(4,397) EUR	228,851	
151,163	140,135			31,922 EUR	76,127 EUR	6,376	(2)(3)
289,676	289,676			803,312 EUR	179,552 EUR	8,977	(2)
190,819	190,819			141,895 EUR	49,726 EUR	48,518	
225,506	174,795	409,058	5,429	68,729 EUR	1,315 EUR		
93,955	94,168		138,680	7,418,747 DZD	3,050,563 DZD	18,908	(1)
55,000	55,000	789,441		9,078 EUR	0 EUR		
67,395	46,152			129,932 HKD	(80,826) HKD		
1,171,908	1,171,908	273,760		129,830 EUR	121,207 EUR	65,793	
50,037	-	150,034		(44,348) EUR	(27,963) EUR		
353,396	353,396			30,709 EUR	30,183 EUR	19,437	
247,500	247,500	1,165,699	230	128,334 EUR	22,144 EUR	34,778	
63,473	63,473			(7,911) EUR	6,040 EUR		
68,884	68,884	572,913		4,236 EUR	2,295 EUR	8,737	
150,060	150,060	1,906,189		16,745 EUR	16,626 EUR	19,508	
57,054	57,054		153	95,165 EUR	18,999 EUR	14,875	
68,928	58,838	871,156		2,467,846 JPY	(875,326) JPY		

Companies or groups	Capital *(in thousands of units)*	Shareholders' equity other than capital (A) *(in thousands of units)*	Share of capital at 12.31.2014
NATIXIS LEASE 30, av. Pierre-Mendès-France 75013 Paris	267,243 EUR	218,442 EUR	99.81%
NATIXIS TRUST 51 avenue John F. Kennedy L-1855 Luxembourg	609,805 EUR	119,004 EUR	100.00%
NATIXIS Marco 47, quai d'Austerlitz 75013 Paris	1,000,170 EUR	6,006 EUR	100.00%
NATIXIS PAYMENT SOLUTIONS 30, av. Pierre-Mendès-France 75013 Paris	53,559 EUR	42,463 EUR	100.00%
NATIXIS PRIVATE EQUITY 5-7, rue de Monttessuy 75007 Paris	585,633 EUR	227,372 EUR	100.00%
NEXGEN Financial Holding Ltd 12 Lower Leeson Street Dublin 2 Dublin	99,997 EUR	1,210 EUR	100.00%
NATIXIS FUNDING UK Cannon Bridge House – 25 Dowgate Hill London EC4R 2YA	225,514 USD	0 USD	100.00%
NATIXIS GLOBAL ASSET MANAGEMENT 21, Quai d'Austerlitz 75013 Paris	156,344 EUR	2,990,599 EUR	100.00%
NUSHI 399 Boylston St 13th Floor MA 02116 Boston United States of America	1,227,285 USD	3,219,287 USD	15.00%
B - TOTAL DISCLOSURES ON OTHER SUBSIDIARIES AND INVESTMENTS			
Subsidiaries and investments not covered under A			
21 - French companies (aggregate)			
22 - Foreign companies (aggregate)			

(1) The net value of these lines is higher than their gross value due to a positive translation adjustment.

(2) For these lines, details of shareholder's equity, revenues and income correspond to the most recent audited data (at 12.31.2013).

(3) Total capital corresponds to the fund's net asset value.

(A) Excluding income of the year.

(B) In IFRS standards.

Book value of investments Gross *(in thousands of euros)*	Book value of investments Net *(in thousands of euros)*	Loans and receivables extended but not yet repaid *(in thousands of euros)*	Guarantees and endorsements given *(in thousands of euros)*	Prior year revenues (B) *(in thousands of units)*	Prior year income or loss *(in thousands of units)*	Dividends received in 2014 *(in thousands of euros)*	Remarks
399,595	399,595	2,920,679	1,400	97,316 EUR	(33,192) EUR		
711,213	711,213			16,050 EUR	16,680 EUR	30,300	
1,000,170	1,000,170			6,984 EUR	13,375 EUR	38,907	
64,172	64,172	400,692		273,629 EUR	38,277 EUR	41,387	
714,297	714,297			(12,579) EUR	(15,659) EUR	10,694	
152,981	152,981	878,428		21,442 EUR	15,793 EUR	3,400	
186,348	186,348			5,464 USD	5,464 USD		
5,764,199	5,764,199	79,438		2,384,671 EUR	660,673 EUR	381,386	
736,082	715,160			378,801 USD	378,801 USD	41,792	
325,947	282,399	7,602,360	42,164			13,521	
268,954	199,860	1,771,039	2,282,561			18,414	

NOTE 11 TREASURY SHARES – ASSETS

(in euros)	Number purchased	Purchase price	Average purchase price	Amount sold or canceled	Sale price	Average sale price	Closing number of shares	% of capital held
At January 1, 2014	**154,729,314**	**759,847,732**	**4.91**	**149,458,963**	**637,447,074**	**4.27**	**5,270,351**	**0.17%**
Price stability	16,548,044	83,440,942	5.04	19,240,907	88,924,938	4.62		
At December 31, 2014	**171,277,358**	**843,288,674**	**4.92**	**168,699,870**	**726,372,012**	**4.31**	**2,577,488**	**0.08%**

NOTE 12 FIXED ASSETS

	2014			2013		
(in millions of euros)	Gross	Impairment and amortization	Net	Gross	Impairment and amortization	Net
Operating fixed assets	**2,160**	**(1,650)**	**510**	**2,127**	**(1,618)**	**509**
Intangible assets	1,669	(1,303)	366	1,629	(1,271)	358
Property, plant and equipment	491	(347)	144	498	(347)	151
Non-operating fixed assets	**3**	**(1)**	**2**	**3**	**(1)**	**2**
Intangible assets			0			0
Property, plant and equipment	3	(1)	2	3	(1)	2
INTANGIBLE ASSETS	**1,669**	**(1,303)**	**366**	**1,629**	**(1,271)**	**358**
PROPERTY, PLANT AND EQUIPMENT	**494**	**(348)**	**146**	**501**	**(348)**	**153**

	End 2013	Acquisitions	Disposals	Other	End 2014
Gross value					
Operating intangible assets	**1,629**	**40**	**(1)**	**1**	**1,669**
Goodwill	1,191				1,191
Software	417	13	(1)	17	446
Other intangible assets	21	27		(16)	32
Operating property, plant and equipment	**498**	**34**	**(46)**	**5**	**491**
Land and buildings	238	5	(21)	3	225
Other property, plant and equipment	260	29	(25)	2	266
Non-operating property, plant and equipment	**3**	**0**	**0**	**0**	**3**
Land and buildings	3				3
Other property, plant and equipment	0				0
TOTAL	**2,129**	**74**	**(47)**	**6**	**2,163**

(in millions of euros)	End 2013	Acquisitions	Disposals	Other	End 2014
Depreciation and amortization					
Operating intangible assets	**(1,271)**	**(42)**	**10**	**0**	**(1,303)**
Goodwill	(945)		9		(936)
Software	(323)	(42)	1		(364)
Other intangible assets	(3)				(3)
Operating property, plant and equipment	**(347)**	**(39)**	**40**	**(1)**	**(347)**
Land and buildings	(128)	(14)	15		(127)
Other property, plant and equipment	(219)	(25)	25	(1)	(220)
Non-operating property, plant and equipment	**(1)**	**0**	**0**	**0**	**(1)**
Land and buildings	(1)				(1)
Other property, plant and equipment	0				0
TOTAL	**(1,619)**	**(81)**	**50**	**(1)**	**(1,651)**

NOTE 13 ACCRUAL ACCOUNTS AND OTHER – ASSETS

(in millions of euros)	2014	2013
Options	9,490	8,905
Settlement accounts	59	199
Miscellaneous debtors	28,700	19,023
Inventory accounts and similar	291	148
OTHER ASSETS	**38,540**	**28,275**
Collection accounts		
Adjustment accounts	6,095	5,290
Gains on forward financial instruments	506	27
Deferred charges and prepayments	1,105	1,071
Accrued income	473	486
Other accrual accounts	1,753	1,991
ACCRUAL ACCOUNTS	**9,932**	**8,865**

NOTE 14 INTERBANK AND SIMILAR TRANSACTIONS

(in millions of euros)	2014	2013
Due to central banks		
Due to banks	**197,845**	**173,236**
Demand	9,487	4,853
o/w accrued interest	*0*	*0*
o/w other amounts due	*0*	*0*
Time*	188,358	168,383
o/w accrued interest	*223*	*358*
INTERBANK AND SIMILAR TRANSACTIONS	**197,845**	**173,236**
** o/w repurchased securities:*	*79,441*	*62,928*
o/w accrued interest	*9*	*8*

NOTE 15 CUSTOMER TRANSACTIONS

(in millions of euros)	2014	2013
Special savings accounts	**95**	**184**
Other liabilities	**80,061**	**76,548**
Demand	34,947	31,878
o/w accrued interest	*1*	*1*
o/w other amounts due	*10*	*40*
Time*	45,114	44,670
o/w accrued interest	*22*	*21*
o/w security deposits	*544*	*879*
CUSTOMER TRANSACTIONS	**80,156**	**76,732**
* *o/w repurchased securities:*	*32,312*	*24,380*
o/w accrued interest	*6*	*3*

NOTE 16 DEBT SECURITIES

(in millions of euros)	2014	2013
Interbank market instruments and negotiable debt securities	**47,302**	**32,492**
o/w accrued interest	*35*	*29*
Bonds	**11,817**	**10,410**
o/w accrued interest	*168*	*134*
Certificates of deposit and savings bonds	**0**	**0**
o/w accrued interest	*0*	*0*
Other liabilities	**0**	**0**
DEBT SECURITIES	**59,119**	**42,902**

NOTE 17 ACCRUAL ACCOUNTS AND OTHER – LIABILITIES

(in millions of euros)	2014	2013
Miscellaneous creditors	24,268	13,658
Securities transactions	52,767	53,500
o/w trading securities, liabilities on borrowed securities	*14,664*	*0*
o/w trading securities, other liabilities on securities	*38,097*	*53,492*
o/w accrued interest	*6*	*8*
Sold options	9,929	9,195
Securities transactions settlement accounts	120	131
OTHER LIABILITIES	**87,084**	**76,484**
Unavailable accounts	46	58
Adjustment and suspense accounts	3,330	2,426
Losses on forward financial instruments	409	255
Deferred income and prepayments	673	608
Accrued charges	1,020	919
Other accrual accounts	1,771	2,899
ACCRUAL ACCOUNTS	**7,249**	**7,165**

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NOTE 18 PROVISIONS FOR RISKS AND OTHER EXPENSES

(in millions of euros)	Employee benefits	Off-balance sheet commitments	Country risk	Specific credit risk	Provisions for litigation	Sector risk	Risks on forward financial instruments	Other risks	Total
At January 1, 2013	**253**	**14**	**187**	**196**	**19**	**438**	**1,241**	**634**	**2,982**
Charges	160	18	90		1	6	157	99	531
Reversals	(65)	(9)	(60)	(9)	(1)	(78)	(439)	(119)	(780)
Merger flows/partial contributions of assets								3	3
Translation adjustments	0	0	(1)	(4)	(12)	(4)	(7)	(1)	(29)
Other changes	(1)	6	0	(182)	266	0	(117)	(2)	(30)
Activity in 2013	**94**	**15**	**29**	**(195)**	**254**	**(76)**	**(406)**	**(20)**	**(305)**
BALANCE AT DECEMBER 31, 2013	**347**	**29**	**216**	**1**	**273**	**362**	**835**	**614**	**2,677**
At January 1, 2014	**347**	**29**	**216**	**1**	**273**	**362**	**835**	**614**	**2,677**
Charges	54	7	22	2	28	22	431	192	758
Reversals	(97)	(9)	(93)	(1)	(36)	(80)	(389)	(115)	(820)
Merger flows/partial contributions of assets									0
Translation adjustments	1	1	3		46	11	35	1	98
Other changes				(1)				(8)	(9)
Activity in 2014	**(42)**	**(1)**	**(68)**	**0**	**38**	**(47)**	**77**	**70**	**27**
BALANCE AT DECEMBER 31, 2014	**305**	**28**	**148**	**1**	**311**	**315**	**912**	**684**	**2,704**

NOTE 19 HEADCOUNT AND EMPLOYEE BENEFITS

Change in headcount

	12.31.2014	12.31.2013
Technical staff	2,093	2,147
Managers	5,095	5,220
NUMBER OF EMPLOYEES	**7,188**	**7,367**

Post-employment benefits and other long-term employee benefits

MAIN ACTUARIAL ASSUMPTIONS

	2014				2013			
	Post-employment defined-benefit plans		Other long-term employee benefits		Post-employment defined-benefit plans		Other long-term employee benefits	
By type of obligation	Supplementary pension benefits and other	End-of-career awards	Long-service awards	Other	Supplementary pension benefits and other	End-of-career awards	Long-service awards	Other
Discount rate	1.80%	1.26%	1.00%		3.00%	2.74%	2.50%	0.15%
Expected return on plan assets	1.80%	1.26%	1.00%		3.00%	2.74%		

Future salary increases are estimated by grade based on a constant population and a three-year average. At December 31, 2014, this average (including inflation) was 1.88%.

The remaining average working lives of employees, for all benefits, is 15.9 years.

EMPLOYEE BENEFITS AND PLAN ASSETS OBLIGATIONS

(in millions of euros)	12.31.2014	31.12.2013
Gross benefit obligation	**529**	**478**
Fair value of plan assets	**230**	**206**
Net obligation	**299**	**272**

BREAKDOWN OF NET OBLIGATION BY PLAN TYPE

	2014					2013				
	Post-employment defined-benefit plans		Other long-term employee benefits			Post-employment defined-benefit plans		Other long-term employee benefits		
(in millions of euros)	Supplementary pension benefits and other	End-of-career awards	Long-service awards	Other	Total	Supplementary pension benefits and other	End-of-career awards	Long-service awards	Other	Total
Benefit obligation at January 1										
Net obligations recognized	41	70	26	85	222	38	81	30	78	227
Unrecognized actuarial gains and losses	28	(9)		11	30	39	8		15	62
Unrecognized past service cost	2	17		1	20	2	24		2	28
Total net obligation at January 1	**71**	**78**	**26**	**97**	**272**	**79**	**113**	**30**	**95**	**317**
Benefits paid over the period	(3)	(3)	(2)	(32)	(40)	(4)	(2)	(2)	(25)	(33)
Benefits vested over the period	2	6	2	23	33	2	8	3	30	43
Interest cost	6	3	1	2	12	6	4	1	1	12
Expected return on plan assets, gross	(4)	(1)			(5)	(4)	(1)			(5)
Change in management fees					0					0
Payments to the fund during the period	(12)				(12)	(4)				(4)
Payment fees					0					0
Plan amendments recognized over the period		3			3		3			3
Recognized actuarial gains and losses over the period	2		1		3	4		(4)	1	1
Other items	1	2		1	4	2	(19)	(1)	(1)	(19)
Change in obligation taken to income	**(8)**	**10**	**2**	**(6)**	**(2)**	**2**	**(7)**	**(3)**	**6**	**(2)**
Other items (change in consolidation scope, etc.)					0		(4)			(4)
Other changes recognized	**0**	**0**	**0**	**0**	**0**	**0**	**(4)**	**0**	**0**	**(4)**
Actuarial gains and losses on benefit obligations	18	7	1	13	39	12	(18)		(3)	(9)
Actuarial gains and losses/ return on plan assets	(4)	(1)			(5)	(8)				(8)
Other actuarial gains and losses					0	(11)	1			(10)
Change in actuarial gains and losses not recognized	**14**	**6**	**1**	**13**	**34**	**(7)**	**(17)**	**0**	**(3)**	**(27)**
Plan amendments over the period					0					0
Other items					0		(3)			(3)
Other changes not recognized	**0**	**0**	**0**	**0**	**0**	**0**	**(3)**	**0**	**0**	**(3)**
Benefit obligation at December 31										
Net obligations recognized	33	80	29	79	221	41	70	26	85	222
Unrecognized actuarial gains and losses	40	(1)		23	62	28	(9)		11	30
Unrecognized past service cost	1	14		1	16	2	17		1	20
Total net obligation at December 31	**74**	**93**	**29**	**103**	**299**	**71**	**78**	**26**	**97**	**272**

NOTE 20 SUBORDINATED DEBT

(in millions of euros)	2014	2013
Dated subordinated debt	**3,334**	**3,093**
Subordinated notes	1,313	2,031
Subordinated loans	2,021	1,062
Undated subordinated debt	**1,670**	**1,603**
Participating loans	36	36
Subordinated notes	1,634	1,567
Subordinated loans		
Accrued interest	**74**	**83**
SUBORDINATED DEBT	**5,078**	**4,779**

BREAKDOWN BY MATURITY (IN EUROS)

Maturity	2014	2013
2014		258,683,126
2015	102,000,000	102,000,000
2016	956,000,000	956,000,000
2017	540,000,000	540,000,000
2018	10,000,000	10,000,000
2019		500,000,000
2021	500,000,000	500,000,000
2022	120,000,000	120,000,000
2024	100,000,000	
2026	900,000,000	
2027	46,000,000	46,000,000
2033	60,100,000	60,100,000
2049	35,825,195	35,825,195
Undated	1,633,934,223	1,567,311,146
Accrued interest	73,969,802	83,216,294
TOTAL	**5,077,829,220**	**4,779,135,761**

NOTE 21 REGULATED PROVISIONS

(in millions of euros)	Revaluation reserve for depreciable fixed assets	Provisions for investment	Accelerated depreciation	Public funds assigned	Total
At January 1, 2013	**0**	**12**	**1**		**13**
Charges					0
Reversals		(2)	0		(2)
Assignments				2	2
Activity in 2013	**0**	**(2)**	**0**	**2**	**0**
BALANCE AT DECEMBER 31, 2013	**0**	**10**	**1**	**2**	**13**
At January 1, 2014	**0**	**10**	**1**	**2**	**13**
Charges					0
Reversals		(2)			(2)
Assignments					0
Activity in 2014	**0**	**(2)**	**0**	**0**	**(2)**
BALANCE AT DECEMBER 31, 2014	**0**	**8**	**1**	**2**	**11**

NOTE 22 CAPITAL, ISSUE PREMIUMS, RESERVES AND RETAINED EARNINGS

(in millions of euros)	Capital	Issue premium	Legal reserve	General reserve	Long-term capital gains regulated reserve	Other reserves	Retained earnings	Total
At January 1, 2013	**4,938**	**8,243**	**168**	**0**	**0**	**25**	**523**	**13,897**
Appropriation of 2012 earnings			46				553	599
Transfer prior to exceptional dividend payment						1,076	(1,076)	0
Exceptional dividend payment		(934)				(1,076)		(2,010)
Allocation to unavailable reserves		(3)				3		0
Allocation of free shares	9					(9)		0
"Mauve" employee shareholding operation	13	11						24
Activity in 2013	**22**	**(926)**	**46**	**0**	**0**	**(6)**	**(523)**	**(1,387)**
BALANCE AT DECEMBER 31, 2013	**4,960**	**7,317**	**214**	**0**	**0**	**19**	**0**	**12,510**
At January 1, 2014	**4,960**	**7,317**	**214**	**0**	**0**	**19**	**0**	**12,510**
Appropriation of 2013 earnings			116	1,211			500	1,827
Allocation of free shares	10					(10)		0
"Mauve" employee shareholding operation	16	24						40
Activity in 2014	**26**	**24**	**116**	**1,211**	**0**	**(10)**	**500**	**1,867**
BALANCE AT DECEMBER 31, 2014	**4,986**	**7,341**	**330**	**1,211**	**0**	**9**	**500**	**14,377**

The share capital is composed of 3,116,507,621 shares, each with a par value of €1.60. All shares confer the same rights on their holders, except for treasury shares, which have no voting rights.

NOTE 23 TRANSACTIONS WITH SUBSIDIARIES AND AFFILIATES

(in millions of euros)	2014	2013
Assets		
Advances to banks	80,462	126,704
Customer loans	22,218	8,980
Bonds and other fixed-income securities	3,256	2,149
Shares and other variable-income securities	105	0
Liabilities		
Due to banks	102,867	109,805
Customer deposits	11,435	9,991
Debt securities	909	3,432
Subordinated debt	3,387	1,308
Off-balance sheet		
Financing commitments given to:		
banks	1,138	2,553
customers	1,567	253
Guarantees provided on behalf of:		
banks	1,373	587
customers	907	1,480

Under Regulation No. 2010-04 on transactions between related parties, Natixis has no additional information to disclose, since these transactions are either excluded from the reporting scope (wholly-owned subsidiaries), or entered into under normal market conditions.

NOTE 24 STATEMENT OF ASSETS, LIABILITIES AND COMMITMENTS RELATED TO MANAGEMENT OF PUBLIC PROCEDURES

(in millions of euros)	2014	2013
Interbank and similar transactions	0	0
Customer transactions	646	608
Other assets	0	0
TOTAL ASSETS	**646**	**608**
Interbank and similar transactions	46	46
Customer transactions	799	771
Debt securities	0	0
Other liabilities	2	3
Public funds assigned	2	2
TOTAL LIABILITIES	**849**	**822**
Commitments given		
Financing commitments given	*0*	*0*
Guarantees given	*0*	*0*
TOTAL COMMITMENTS GIVEN	**0**	**0**
Commitments received		
Financing commitments received	*0*	*0*
Guarantee commitments received	*0*	*0*
TOTAL COMMITMENTS RECEIVED	**0**	**0**

NOTE 25 INTEREST AND SIMILAR INCOME

(in millions of euros)	2014	2013
Interbank transactions	1,638	1,958
Customer transactions	1,644	1,727
Leasing transactions	0	0
Operating lease transactions	0	0
Bonds and other fixed-income securities	212	346
Other interest and similar income	925	1,739
TOTAL	**4,419**	**5,770**

NOTE 26 INTEREST AND SIMILAR EXPENSES

(in millions of euros)	2014	2013
Interbank transactions	(1,518)	(1,809)
Customer transactions	(266)	(185)
Leasing transactions	0	0
Operating lease transactions	0	0
Bonds and other fixed-income securities	(581)	(816)
Other interest and similar expenses	(887)	(1,647)
TOTAL	**(3,252)**	**(4,457)**

NOTE 27 INCOME FROM VARIABLE-INCOME SECURITIES

(in millions of euros)	2014	2013
Investment in subsidiaries and affiliates	1,055	1,061
Securities held for sale	27	20
TOTAL	**1,082**	**1,081**

NOTE 28 FEES AND COMMISSIONS

(in millions of euros)	2014	2013
Fee and commission income		
Customer transactions	310	179
Securities transactions	2	3
Off-balance sheet items:		
Forward financial instruments	*13*	*22*
Financing commitments	*53*	*82*
Guarantee commitments	*98*	*54*
Other commitments given	*90*	*68*
Foreign exchange transactions		
Other financial services	42	37
Payment services	38	47
Ancillary income	9	13
Other	179	220
TOTAL	**834**	**725**
Fee and commission expense		
Customer transactions	(9)	(10)
Securities transactions	(109)	(104)
Off-balance sheet items:		
Forward financial instruments	*(43)*	*(42)*
Guarantee commitments	*(86)*	*(92)*
Other	*(8)*	*(11)*
Foreign exchange transactions	(14)	(12)
Other financial services	(33)	(133)
Payment services	(42)	(52)
Other		
TOTAL	**(344)**	**(456)**

NOTE 29 ET GAINS/(LOSSES) ON TRADING PORTFOLIO TRANSACTIONS

(in millions of euros)	2014	2013
Net gains (losses) on securities held for trading	704	2,318
Net gains (losses) on foreign exchange transactions	(7)	(308)
Net gains (losses) on forward financial instruments	179	(1,084)
TOTAL	**876**	**926**

NOTE 30 GAINS/(LOSSES) ON SECURITIES HELD FOR SALE AND SIMILAR

(in millions of euros)	2014	2013
Gains on disposal	240	407
Losses on disposal	(309)	(603)
Net impairment (Charge)/Reversal	20	228
TOTAL	**(49)**	**32**

NOTE 31 NET INCOME FROM OTHER OPERATIONS

(in millions of euros)	2014	2013
Expenses incurred on commitments	0	0
Expenses from income sharing agreements	(3)	(2)
Ancillary income	196	173
Share of income from joint banking ventures	8	8
Transfers of operating banking expenses	13	15
Other	(60)	(131)
TOTAL	**154**	**63**

NOTE 32 OPERATING EXPENSES

(in millions of euros)	2014	2013
Payroll costs		
Wages and salaries	(783)	(735)
Social security expenses [a]	(334)	(324)
Incentive and profit-sharing plans	(55)	(41)
Taxes on income	(86)	(87)
Rebilled expenses	22	21
Provisions for risks and charges [b]	43	(95)
	(1,193)	**(1,261)**
Other administrative expenses		
Leasing	0	0
Taxes other than on income	(93)	(92)
External services	(959)	(866)
Rebilled expenses	150	122
	(902)	**(836)**
Depreciation, amortization and impairment of property, plant and equipment and intangible assets		
Charges	**(72)**	**(87)**
TOTAL	**(2,167)**	**(2,184)**
(a) o/w pension costs	*(82)*	*(73)*
(b) o/w PAE provision	*28*	*(88)*

NOTE 33 PROVISION FOR CREDIT LOSSES

(in millions of euros)	2014	2013
Provision for credit losses on asset items		
Non-performing loans:	**(297)**	**(468)**
Impairment charges	(413)	(537)
Reversals of impairment charges	733	436
Losses covered	(629)	(359)
Losses not covered	(24)	(30)
Recoveries of bad debts written off	36	21
Securities:	**73**	**24**
Impairment charges	(13)	0
Reversals of impairment charges	99	28
Losses covered	(13)	(2)
Losses not covered	0	(3)
Recoveries of bad debts written off	0	0
Net income from assets	**(224)**	**(444)**
Provision for credit losses on liability items		
Country risk:	**72**	**(30)**
Charges to provisions	(21)	(90)
Reversals of provisions	93	60
Losses covered	0	0
Losses not covered	0	0
Recoveries of bad debts written off	0	0
Risks and charges:	**(49)**	**117**
Charges to provisions	(369)	(38)
Reversals of provisions	320	155
Losses covered	0	0
Losses not covered	0	0
Recoveries of bad debts written off	0	0
Net income from liabilities	**23**	**87**
TOTAL	**(201)**	**(357)**

NOTE 34 NET GAINS/(LOSSES) ON FIXED ASSETS

(in millions of euros)	2014	2013
Long-term investments		
Gains		
Investments in associates and other long-term investments	213	1,429
Securities held for investment	0	0
Losses		
Investments in associates and other long-term investments	(437)	(34)
Securities held for investment	0	(5)
Impairment charges		
Investments in associates and other long-term investments	(31)	(77)
Securities held for investment	0	0
Reversals of impairment charges		
Investments in associates and other long-term investments	25	42
Securities held for investment	0	0
Provisions for risks and other expenses		
Investments in associates and other long-term investments	(71)	20
Reversals of provisions for risks and other expenses		
Investments in associates and other long-term investments	0	0
Total	**(301)**	**1,375**
Property, plant and equipment and intangible assets	**99**	**16**
TOTAL	**(202)**	**1,391**

NOTE 35 INCOME TAXES

(in millions of euros)	2014	2013
Tax at standard rate	(31)	(305)
Tax at reduced rate		
Tax reassessments		
Tax credits	5	6
Impact of tax consolidation	262	129
Other items [(a)]	(83)	(48)
Carry back		5
TOTAL	**153**	**(213)**

(a) Including, for 2014, the contribution on the dividend payout for -€8 million.

Tax calculation

The tax consolidation agreement at Natixis group is based on the principle of neutrality, whereby each subsidiary determines its tax and contributes to the group tax as if it were not consolidated.

Any tax savings or expense generated by consolidation is recognized by Natixis as the parent company.

Any losses transferred to the parent company give rise to a provision for restitution of corporate tax, deemed to offset the additional group tax incurred if subsidiaries return to profit, and their tax contribution is decreased by the amount of prior year losses.

In 2014, the impact of the tax consolidation notably includes the payment of €49.4 million to Coface in respect of past deficits, following the exit of Coface from the tax consolidation scope in 2014.

NOTE 36 OFF-BALANCE SHEET ITEMS – FORWARD FINANCIAL INSTRUMENTS

(in millions of euros)	Notional 2014	Notional 2013
On organized markets	**750,247**	**838,381**
Swaps		
Forward transactions	0	0
Other than swaps		
Forward transactions	687,842	827,077
Options	62,405	11,304
Over the counter	**5,590,471**	**5,656,286**
Swaps		
Forward transactions	3,696,660	3,705,004
Other than swaps		
Forward transactions	1,043,142	1,031,484
Options	850,669	919,798
INTEREST RATE INSTRUMENTS	**6,340,718**	**6,494,667**
On organized markets	**12**	**58**
Swaps		
Forward transactions	0	0
Other than swaps		
Forward transactions	12	58
Options	0	0
Over the counter	604,458	444,346
Swaps		
Forward transactions	12	3
Other than swaps		
Forward transactions	130,681	114,017
Options	473,765	330,326
EXCHANGE RATE INSTRUMENTS	**604,470**	**444,404**
On organized markets	**88,736**	**113,822**
Swaps		
Forward transactions	0	0
Other than swaps		
Forward transactions	35,986	45,742
Options	52,750	68,080
Over the counter	**192,847**	**192,692**
Swaps		
Forward transactions	70,458	6,576
Other than swaps		
Forward transactions	7,462	6,105
Options	114,927	180,011
OTHER INSTRUMENTS	**281,583**	**306,514**
o/w hedges		
▪ *of interest rate instruments*	376,242	549,620
▪ *of exchange rate instruments*	101,018	288
▪ *of other instruments*	7,339	7,226

Fair value of forward financial instruments (excluding international branches)

(in millions of euros)	2014	2013
Interest rate instruments		
Positive fair value	55,498	44,484
Negative fair value	52,741	43,670
Exchange rate instruments		
Positive fair value	21,832	12,650
Negative fair value	21,409	12,142
Other instruments		
Positive fair value	4,937	4,320
Negative fair value	6,277	4,286

NOTE 37 OFF-BALANCE SHEET ITEMS – FOREIGN CURRENCY COMMITMENTS AND TRANSACTIONS

Commitments

(in millions of euros)	2014	2013
Financing commitments	**66,628**	**70,626**
Banks	12,771	15,873
Customers	53,857	54,753
Guarantee commitments	**23,522**	**22,016**
Banks	3,312	2,599
Customers	20,210	19,417
Commitments on securities	**6,068**	**6,358**
Other commitments	**20,532**	**25,956**
TOTAL COMMITMENTS GIVEN	**116,750**	**124,956**
Financing commitments	**36,379**	**44,299**
Banks	21,632	32,473
Customers	14,747	11,826
Guarantee commitments	**2,973**	**2,494**
Banks	2,973	2,494
Commitments on securities	**6,053**	**6,411**
Other commitments	**8,667**	**9,062**
TOTAL COMMITMENTS RECEIVED	**54,072**	**62,266**

Currency trading

(in millions of euros)	2014	2013
Spot transactions		
Currencies purchased and not received	27,529	25,242
Currencies sold and not delivered	27,576	25,196
Foreign currency lending/borrowing		
Currencies loaned and not delivered	73	97
Currencies borrowed and not received	526	912
Currency futures and options		
Euros receivable/currencies deliverable	435,731	389,098
Currencies receivable/euros deliverable	452,844	405,339
Currencies receivable/currencies deliverable	323,749	213,029
Currencies deliverable/currencies receivable	338,291	228,623
Premium/discount receivable	1,605	7
Premium/discount payable	1,435	8

NOTE 38 ASSETS, LIABILITIES AND FORWARD FINANCIAL INSTRUMENTS BY MATURITY

(in millions of euros)	≤1 month	1-3 months	3-6 months	6 months-1 year	1-5 years	>5 years	Undated	Total
Cash and balances with central banks	56,501							56,501
Government securities and equivalent	3,690	1,915	2,158	3,091	16,260	11,362	0	38,476
Advances to banks	43,170	27,495	13,853	37,256	232	16,748	47	138,801
Customer transactions	47,822	16,287	6,471	4,670	23,660	10,689	348	109,947
Bonds and other fixed-income securities	5,049	1,168	383	760	5,002	3,564		15,926
Shares and other variable-income securities	6,068	165	0	101	481	25,469		32,284
ASSETS (USES OF FUNDS)	**162,300**	**47,030**	**22,865**	**45,878**	**45,635**	**67,832**	**395**	**391,935**
Due to central banks								0
Due to banks	78,911	48,490	21,675	22,088	24,779	1,902	0	197,845
Customer transactions	67,467	3,405	1,358	3,486	2,966	1,474		80,156
Debt securities	7,493	17,558	9,589	12,135	3,390	8,954		59,119
LIABILITIES (SOURCES OF FUNDS)	**153,871**	**69,453**	**32,622**	**37,709**	**31,135**	**12,330**	**0**	**337,120**

(in millions of euros)	<1 year	1-5 years	>5 years
On organized markets	**41,583**	**46,832**	**661,832**
Swaps			
Forward transactions	0	0	0
Options	0	0	0
Other than swaps			
Forward transactions	41,583	46,832	599,427
Options	0	0	62,405
Over the counter	**1,648,420**	**1,281,951**	**2,660,100**
Swaps			
Forward transactions	1,640,152	1,264,277	792,230
Options	0	0	0
Other than swaps			
Forward transactions	8,094	14,469	1,020,580
Options	174	3,205	847,290
INTEREST RATE INSTRUMENTS	**1,690,003**	**1,328,783**	**3,321,932**
On organized markets	**0**	**0**	**12**
Swaps			
Forward transactions	0	0	0
Options	0	0	0
Other than swaps			
Forward transactions			12
Options			
Over the counter	**750**	**1,899**	**601,809**
Swaps			
Forward transactions	12	0	0
Options	0	0	0
Other than swaps			
Forward transactions	738	344	129,599
Options	0	1,555	472,210
EXCHANGE RATE INSTRUMENTS	**750**	**1,899**	**601,821**
On organized markets	**692**	**44**	**88,001**
Swaps			
Forward transactions	0	0	0
Options	0	0	0
Other than swaps			
Forward transactions	616	0	35,370
Options	76	44	52,631
Over the counter	**458**	**0**	**192,389**
Swaps			
Forward transactions	0	0	70,458
Options	0	0	0
Other than swaps			
Forward transactions	301	0	7,161
Options	157	0	114,770
OTHER INSTRUMENTS	**1,150**	**44**	**280,390**

NOTE 39 STATUTORY AUDITORS' FEES

(in millions of euros)	2014	2013
Audit		
Independent audit, certification and examination of the separate and consolidated accounts	5.5	5.0
Other procedures and services directly related to the Statutory Auditors' assignment	4.3	1.7
TOTAL	**9.8**	**6.7**

The line item "Other procedures and services directly related to the Statutory Auditors' assignment" mainly comprises work on financial transactions, opinions on the Group's approach to implementing accounting standards and controls, reviews of the entity's compliance with regulatory provisions and reviews of internal control quality.

NOTE 40 ESTABLISHMENTS AND OPERATIONS IN NON-COOPERATIVES STATES OR TERRITORIES WITHIN THE MEANING OF ARTICLE 238-0A OF THE FRENCH GENERAL TAX

Article L.511-45 of the French Monetary and Financial Code and the Ministerial Order of October 6, 2009, require banks to disclose in a note to their financial statements their establishments and operations in States and territories that do not have an administrative assistance agreement with France aimed at countering fraud and tax evasion, which provides access to banking information.

These obligations form part of the global struggle against territories that are non-cooperative on tax matters based on the work of various OECD working groups and summits, and is also part of the fight against money laundering and the financing of terrorism.

Monitoring of Natixis' subsidiaries and branches in non-cooperative countries forms an integral part of Natixis' risk monitoring process overseen by the Risk function. This process involves:

- local Risk Officers/functions that have a functional link to the central Risk Control Department;
- specific reporting procedures that respect local constraints but also comply with overall risk requirements.

As at December 31, 2014 Natixis hereby reports, in accordance with the above-mentioned Article, that no Natixis entity operates in a non-cooperative state or territory.

Company financial performance over the last five years (Articles 133, 135 and 148 of the French Decree on Commercial Companies)

Category	2010	2011	2012	2013	2014
Financial position at year-end					
Share capital	4,653,020,308.80	4,931,753,420.80	4,937,943,670.40	4,960,472,304.00	4,986,412,193.60
Number of shares issued	2,908,137,693	3,082,345,888	3,086,214,794	3,100,295,190	3,116,507,621
Number of bonds redeemable in shares	0	0	0	0	0
Number of bonds convertible into shares	0	0	0	0	0
Overall results of effective operations					
Revenues net of tax	19,391,654,325.41	17,977,198,639.42	16,450,246,528.71	16,577,825,962.70	16,744,446,983.44
Income before tax, depreciation, amortization and provisions	644,584,484.60	(72,975,180.54)	861,041,488.98	2,259,385,434.57	738,855,652.86
Income taxes	103,399,790.98	71,022,418.41	18,388,296.70	(212,587,222.83)	153,268,232.67
Income after tax, depreciation, amortization and provisions	284,641,699.57	873,436,574.80	907,172,429.97	2,323,073,936.17	1,305,316,943.00
Dividends paid	668,871,669.39	308,234,588.80	308,621,479.40	496,047,230.40	1,059,612,591.14
Operational result per share					
Income after tax, but before depreciation, amortization and provisions	0.26	0.00	0.28	0.66	0.29
Income after tax, depreciation, amortization and provisions	0.10	0.28	0.29	0.75	0.42
Dividend per share	0.23	0.10	0.10	0.16	0.34
Employees					
Number of employees	7,537	7,950	7,688	7,367	7,188
Total payroll costs	691,856,116.30	727,947,525.85	704,503,673.34	734,627,077.69	783,339,403.98
Social security and other employee benefits	322,453,719.64	334,569,060.30	364,133,590.12	365,395,752.03	389,150,406.91

5.4 Statutory Auditors' report on the parent company financial statements

To the Shareholders,

In compliance with the assignment entrusted to us by your General Meeting, we hereby report to you, for the year ended 31 December, 2014, on:

- the audit of the parent company financial statements of Natixis S.A., as appended to this report;
- the justification of our assessments;
- the specific verifications and information required by law.

The company financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

I - OPINION ON THE PARENT COMPANY FINANCIAL STATEMENTS

We conducted our audit in accordance with the professional standards applicable in France; those standards require that we plan and perform the audit in order to obtain reasonable assurance on whether the parent company financial statements are free of material misstatements. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the annual financial statements. An audit also involves assessing the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the parent company financial statements give a true and fair view of the Company's assets and liabilities and financial position, and of the results of its operations for the year then ended in accordance with French accounting principles.

II - JUSTIFICATION OF OUR ASSESSMENTS

Pursuant to the provisions of Article L 823-9 of the French Commercial Code regarding the justification of our assessments, we would draw the following items to your attention:

Guarantee mechanism for the assets of the former GAPC hive-off vehicle

As mentioned in Note 1.12 to the parent company financial statements, a guarantee mechanism with BPCE covering certain assets ring-fenced in the Workout Portfolio Management structure (GAPC) has been in place since July 1, 2009. We have reviewed the procedures for monitoring this mechanism, and the treatment of this transaction in the parent company financial statements.

Measurement of financial instruments

The Company uses internal models and methodologies to measure financial instruments that are not traded on an active market, as well as to record certain impairment charges (Notes 1.6, 18, 29, and 36 to the parent company financial statements). We rewiewed the control procedures relating to the assessment of whether a given market was inactive, to the validation of models and to the definition of the parameters used.

Impairment and provisions for credit and counterparty risks

The Company recognizes impairment charges and provisions in order to cover the credit and counterparty risks inherent to its activities (Notes 1.1, 3, 4, 6, 18, and 33 to the parent company financial statements). We reviewed the control procedures relating to the monitoring of credit and counterparty risk, the assessment of non-recoverability risks, and the calculation of the corresponding individual and collective impairment charges and provisions.

Investment securities, shares in affiliates and other long-term securities

Natixis is updating the valuation of investments in its subsidiaries (Notes 1.2, 7 and 34 to the company financial statements). We reviewed the methodology used to perform this work as well as the main assumptions and parameters.

Employee benefit obligations

The Company recognizes provisions to cover employee benefit obligations (Notes 1.8, 18 and 32 to the company financial statements). We examined the methodology used to measure these benefit obligations, as well as the main assumptions and parameters applied.

Other provisions

The Company records provisions to cover the contingencies and litigation arising from its business activities (Notes 1.1, 1.2, 1.6, and 18 to the parent company financial statements). We examined the methodology used to measure these provisions, as well as the main assumptions applied.

These assessments were made as part of our audit of the financial statements, taken as a whole, and therefore contributed to the opinion that we formed, which is expressed in the first section of this report.

III - SPECIFIC VERIFICATIONS AND INFORMATION

We have also performed the specific verifications required by French law, in accordance with professional standards applicable in France.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Board of Directors' Management Report, and in the documents addressed to shareholders with respect to the financial position and the parent company financial statements.

As regards the information provided in accordance with the requirements of Article L. 225-102-1 of the French Commercial Code relating to the compensation and benefits received by the corporate officers and any other commitments made in their favor, we have verified the consistency of that information with the financial statements or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by the Company from companies controlling the Company or controlled by it. Based on this work, we certify the accuracy and fair presentation of this information.

In accordance with French law, we have verified that the various information items concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the Management Report.

French original signed in Neuilly-sur-Seine and Paris-La-Défense, on 12 March 2015,
byThe Statutory Auditors

Deloitte & Associés	Mazars	KPMG Audit A Department of KPMG S.A.
José-Luis Garcia	Michel Barbet-Massin	Jean-François Dandé
Jean-Marc Mickeler	Emmanuel Dooseman	

6

SOCIAL AND ENVIRONMENTAL PERFORMANCE

6.1 Strategic outlines and organization of the sustainable development policy

Mindful of its social and environmental responsibility and with the backing of its employees, Natixis has embarked on a sustainable development policy structured around three themes:

- **incorporating social and environmental considerations in its business activities**: the policy better identifies and manages the CSR (corporate social responsibility) risks of the projects Natixis finances and seizes opportunities for development in the green growth and responsible investment sectors;
- **minimizing its direct impact on the environment:** it reduces Natixis' resource consumption, waste production and carbon emissions and manages supplier relationships responsibly;
- **driving social progress through its Human Resources policy:** it covers career management, hiring, training, compensation, labor relations and safety.

Natixis' corporate social responsibility (CSR) strategy and operational practices are guided by a set of international agreements and consultations within the banking industry:

- **commitment to the United Nations Global Compact** since 2007;
- **adherence to the Principles for Responsible Investment (PRI)** since 2008;
- **signature of the Equator Principles** in 2010.

Natixis is also a member of the French Observatory for Corporate Social Responsibility (ORSE) and as such participates in the work of the ORSE Finance Club.

Sustainable Development structure

Natixis' CSR policy is managed by a CSR team that reports to the Communication and CSR division, the Head of which is a member of Natixis' Executive Committee.

The Sustainable Development team works alongside some 20 correspondents from Natixis' various businesses (Wholesale Banking, Investment Solutions and Insurance, Specialized Financial Services, Support Departments) and in collaboration with BPCE's Sustainable Development division.

With the support of this network of correspondents, the CSR team ensures that CSR practices are integrated into Natixis' businesses and operations. The team is responsible for communicating on the initiatives taken and raising employee awareness on the subject.

Renowned CSR performance

Rated by various extra-financial rating agencies, Natixis recorded solid performances in social, environmental and governance areas, improving on the last rating established in 2013 and earning its way onto the major CSR indices (Euronext Vigeo – Eurozone, Stoxx Global ESG Leaders, etc.).

6.1.1 SUSTAINABLE DEVELOPMENT AS A GROWTH DRIVER

6.1.1.1 Financing of renewable energies

Development of renewable energies holds major potential for helping countries to reduce their greenhouse gas emissions and progress towards a safer, more centralized and more energy-efficient source of power. Efforts being made to bring about the "Energy Transition" can be seen all around the world, especially in France where discussions are being held on the Energy Transition Act for Green Growth, and on the international stage, for example at the Lima Climate Change Conference organized by the UN in December 2014.

These commitments are reflected in government support aimed at increasing worldwide installed capacity in renewable energies. According to the European Renewable Energy Observatory, the global installed capacity of wind power tripled from 121 GW to 319 GW in 2013. What's more, the global installed capacity of solar energy increased eightfold from 15.8 GW to 136.7 GW in 2013. Renewable electricity is also becoming an economic reality in several countries throughout the world. As a result, some countries may in the short term be able to achieve grid parity with conventional GHG-generating energy sources such as coal and gas.

Natixis supports the development of renewable energies around the world through its local offices, which recorded very robust activity in 2014 across the entire range of renewable technologies (on- and offshore windfarms, solar PV and thermal energy, hydropower and biomass) and in a variety of geographic areas (Europe, US-Canada, South America, Asia, Africa/Middle East).

In the Wholesale Banking division, the Global Infrastructure and Projects (GIP) team financed nine new deals in 2014 (versus five in 2013), amounting to €3.668 billion and 1,319 MW (including €509 million arranged by Natixis):

- one offshore wind farm with a capacity of 600 MW;
- five solar PV projects with a capacity of 350 MW;
- one onshore wind farm with a capacity of 152 MW;
- one biomass project with a capacity of 37 MW;
- one hydropower project with a capacity of 180 MW.

At the end of 2014, renewable energies accounted for nearly 50% of financing projects undertaken by the GIP team in the electrical power sector.

2014 key events

Gemini

Natixis helped finance the Gemini project, a 600 MW wind farm located 85 km off the Dutch coast in the North Sea. This €2.8 billion deal is the largest offshore wind power financing project ever undertaken and was named the 2014 "Power Deal of the Year" in Europe by PFI (Thomson Reuters).

Construction of the offshore turbines should be completed in 2017. Once built, they will supply up to 2,500 gigawatt-hours (GWh) of electricity per year, i.e. the equivalent of the annual energy demand of 785,000 Dutch households or 10% of the country's population, and will reduce CO_2 emissions by 1,250,000 metric tons.

Brainwave

Natixis served as sole arranger, bookrunner and underwriter of the first "project bond" in Italy aimed at refinancing Antin Solar Investments, a portfolio of nine solar PV plants with a total capacity of 77 MW. The total amount of the bond was €164 million.

All the plants have already been built and connected to the network, and will generate a total of 596 GWh of electricity per year, i.e. the equivalent of the annual energy demand of 187,000 Italian households.

Natixis Energéco, a subsidiary of Natixis Lease, actively supports the renewable energy industry and is one of the leading contributors to the financing of investments in this sector. In 2013, Natixis Energéco was ranked as the No. 1 French bank in terms of the number and amount of financing projects (source: IJ Global).

In 2014, Natixis Energéco financed 27 projects (the same number as in 2013) totaling €372 million (of which €204 million attributable to Natixis Energéco).

- 16 solar PV projects with a capacity of 103.9 MW;
- 10 wind power projects with a capacity of 135.5 MW;
- one geothermal project with a capacity of 40.9 MW.

2014 key events

A leading arranger and servicer in energy and agriculture

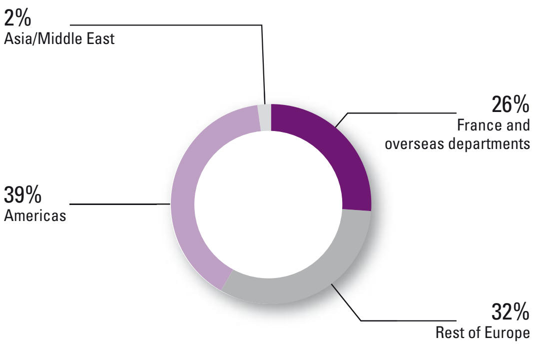
Energéco has financed solar PV facilities with a capacity of over 42 MW, which is used to grow food crops. These installations meet the needs of Groupe BPCE customers by protecting their crops and making farmsteads more profitable.

A pioneering role in the funding of technological innovation

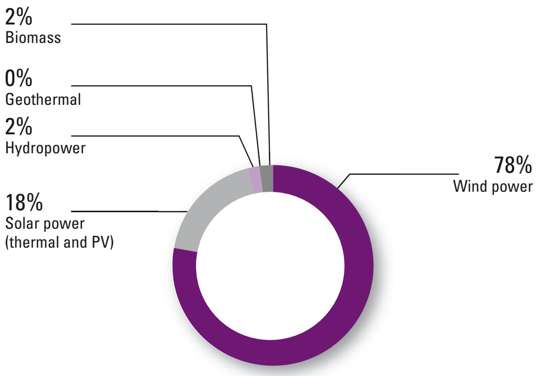
Growth in the renewable energy sector is closely linked to technological innovation. In 2014, Natixis Energéco actively contributed to the development of the sector by providing three new financing solutions including an energy storage system. As a result, additional capacity of 29 MW was financed thanks to Energéco's expertise. In the same vein, the first deal involving concentrated PV (CPV) technology was signed.

The "Sofergie" portfolio of project finance and leasing activities arranged by Natixis represented nearly 12 GW at end-2014, which can be broken down as follows:

GEOGRAPHIC BREAKDOWN OF THE RENEWABLE ENERGY PORTFOLIO AT 12.31.2014



TECHOLOGICAL BREAKDOWN OF THE RENEWABLE ENERGY PORTFOLIO AT 12.31.2014



In addition to financing, asset management firm Mirova manages three funds dedicated to funding renewable energy projects and has helped build new wind and solar PV power projects amounting to a capacity of over 700 MW in France and Sweden over the last 12 years.

6.1.1.2 Responsible investment solutions

Business lines committed to offering sustainable products

Natixis places a high value on extra-financial criteria when defining its investment strategies for its clients. Natixis believes that by factoring in sustainable development concerns it can offer its investors solutions that create long-term value.

Natixis' Wholesale Banking and Investment Solutions divisions have developed dedicated expertise in this area for the benefit of their clients.

Dedicated specialized units

Natixis' Wholesale Banking division boasts one of the industry's largest research teams, combining analysts, economists and strategies in the top international marketplaces.

The objective is to provide Natixis customers with cross-disciplinary expertise, based on joint analyses and targeted research, through the publication of studies and investment recommendations in equities, credit, fixed income, forex and commodities.

In conjunction with Natixis' equities and credit research, the SRI research team - consisting of four renowned SRI analysts - offers customers cross-disciplinary expertise centered on an analysis of environmental, social and governance (ESG) criteria focused on identifying risks (operational, regulatory, reputational, social, etc.) and market opportunities. This expertise is combined with the work of financial analysts to form a comprehensive approach to each company's fundamental and long-term performance.

Natixis' SRI team provides tailored research (tracking 200 European companies and 350 international ones) and services to European investors in both the equities and credit (green bonds) segments: publications on specific sectors, investment themes, stock and bond-picking; daily analyses of ESG current events and controversies; thematic explanations of shareholder engagement strategies; assistance in structuring the investment process; facilitation of thematic and specialized events, etc.

In the asset management business, Natixis Asset Management created Mirova, which became a subsidiary dedicated to Responsible Investment on January 1, 2014. Its approach is to develop innovative financial product offers that make ESG criteria the top priority in the generation of investment ideas.

Mirova has an 11-member SRI research team that offers investors long-term value-creating solutions, not only from a financial standpoint but also from an environmental, economic or social perspective. It takes a global approach to responsible investment: equities, fixed income, general and renewable energy infrastructures, impact investing (solidarity investments in projects or unlisted companies with a social and/or environmental impact), advice for institutional investors on how to exercise their voting rights, and dialogue with companies.

2014 key events

Renowned specialized units

For the third year in a row, Euromoney magazine recognized Natixis for the quality and relevance of its analyses. Its survey of some 1,900 portfolio managers and investors from around the world placed Natixis among the best European banks for its credit research in 2014. Wholesale Banking's SRI analysis was ranked No. 2 by Extel/UKSIF SRI for SRI Corporate Access in 2014.

Mirova named best SRI asset manager in 2014

In 2014, Mirova outshone its peers in the survey published by Thomson Reuters and UKSIF (UK Sustainable Investment and Finance Association), which honors the top European players in Socially Responsible Investment (SRI) and sustainable finance. The 2014 survey involved 360 investment professionals in 27 countries. Mirova took 1st place in the "Leading Fund Management Firm Best at SRI/EST" category.

Natixis asset management's responsible investment policy

Since the end of 2013, Natixis Asset Management (Natixis AM) has taken another step forward in its responsible investment commitments. SRI has always been critical to Natixis AM's business, as demonstrated by the development of its expertise in socially responsible and solidarity investment for going on 25 years now. Six years after signing the United Nations Principles for Responsible Investment (UN-PRI), Natixis Asset Management has reaffirmed its commitment by structuring and implementing an ambitious SRI policy applied to all of its investment processes. Drawing on extensive discussions and analyses conducted over several years, this approach centers on four key commitments that encompass multiple initiatives.

- **A clear understanding of the stakes and challenges of sustainable development by the portfolio management teams** thanks to Mirova's extra-financial research: nine thematic studies examining these stakes and challenges, including one that addresses food safety, which was carried out in partnership with Cambridge University.
- **Incorporation of ESG criteria in all investment processes**: to this end, the Natixis Asset Management teams rely on the ESG analyses performed by Mirova's research teams on an investment universe spanning over 3,000 companies.

- **An incentivizing voting and shareholder engagement policy**: voting rights in more than 1,100 companies, 16,000 resolutions analyzed worldwide (33% of which are contested) and 110 issuers contacted regarding environmental, social and governance initiatives in 2013.
- **Strong commitment to co-build and promote Responsible Investment principles.**

A contribution to the fight against climate change

In preparation for the Conference of the Parties to the United Nations Framework Convention on Climate Change (COP21), Mirova is strengthening its commitment to combating climate change through the various services it offers: measurement and monitoring of the carbon footprint generated by its equities strategies, investment in renewable energy infrastructure projects, and support for the development of green bonds.

For SRI Week, in the wake of the important statements issued by major institutional investors at the UN Climate Summit in New York and the PRI in Person Conference in Montreal, Mirova decided to sign the "Montreal Carbon Pledge" in October 2014. By doing so, Mirova has undertaken to measure and report on the carbon footprint of its equities portfolios by September 2015.

2014 key event

A third investment fund dedicated to renewable energy infrastructure projects

In 2014, Mirova launched **EUROFIDEME 3**, its third fund dedicated to renewable energy projects in Europe with nearly €140 million raised to date and a target of €200 million. This fund joined the existing range consisting of the Fideme (2002) and Eurofideme 2 (2008) funds, both of which are fully invested.

EUROFIDEME 3's purpose is to allow European institutions to invest in companies/projects in Europe's renewable energy sector, predominantly in wind and solar PV power. The investment strategy aims to establish long-term partnerships with industrial groups to build and operate' infrastructure projects.

Support for the development of green bonds

Green bonds, also called *social bonds,* raise funds earmarked for environmental and/or social projects. They enjoyed huge success in 2013 and 2014, with new issues earning over €30 billion in 2014.

In response to solid demand, an increase in the size of each issue, and growing diversification in the types of issuers involved, major institutional investors are now looking to invest in the segment while remaining in line with more rigorous governance for such issues.

2014 key event

Cross-business efforts to promote green bonds

Natixis has an extensive presence in this market, involving several of its businesses:

Wholesale Banking's origination teams have participated in four green bond issues in the public and private sectors: BEI, the Ile-de-France municipal government, GDF Suez and Abengoa.

Mirova has developed targeted expertise in green bonds, both in terms of management and extra-financial research. The teams met with several issuers in 2014. Almost 20% of Mirova's fixed income strategies consisted of green bonds at end-2014.

Natixis' cross-expertise (SRI and Credit) research has developed specific expertise in green bonds and, on December 1, published a study to help investors structure a methodological approach to the product. Next, a green bond seminar was held on December 2 ("*Green Bonds: Growth Made to Last?*") that was attended by nearly 120 issuers and investors.

A leading player in solidarity investment

Natixis Asset Management is a key player in SRI and solidarity investment in France and Europe. Together with its subsidiary Mirova, it boasted almost €13 billion in assets under management at December 31, 2014, managing a dozen equity, fixed income and diversified strategies through some 30 different open-ended funds.

Created in partnership with investment firm France Active, the "Insertion Emplois" product range is made up of three funds with complementary risk/reward profiles. They had nearly €360 million in assets under management at the end of 2014. In addition to direct subscriptions, these mutual funds derive inflows from life insurance products, institutional investors and employee savings plans.

Mirova also created the specialized professional fund Natixis Solidaire, an innovative investment vehicle for solidarity-based management of employee savings plans with a total of more than €100 million in assets under management at December 31, 2014. The fund invests in a large number of solidarity-based companies, supports a multitude of projects in sectors such as housing, the environment, agriculture, the medical-social sector and international solidarity, while generating tangible social results. This Finansol-certified fund also helps finance organizations such as AIDE, Habitat et Humanisme, NEF, SIFA and Terre de Liens.

Because all the solidarity Employee Share Ownership Plans offered in the employee savings vehicles distributed by Natixis Interépargne and the Groupe BPCE networks have the solidarity portion of their funds invested in Natixis Solidaire, they benefit from this innovation.

Natixis remains a key player in the fast-growing SRI and solidarity investment market in France.

With market share of close to 29.1% [1], Natixis Asset Management and its Mirova subsidiary continue to lead the French market in solidarity investment. In the financial investment strategies segment (solidarity UCITS) of this market, this share increases to 39%.

Natixis Interépargne holds the No. 1 spot in terms of solidarity investment inflows in France, with market share of 22.9% (versus 19.7% in 2012) [1]. It is also the French market leader in solidarity-based employee savings with 37.3% market share [2].

SRI and solidarity investment inflows recorded strong growth in 2014, both in absolute and relative value terms.

	2014	2013	2012
SRI and solidarity assets under management (in billions of euros) in Natixis AM open-ended, dedicated and employee savings funds [(a)]	12.8	9.0	9.3
SRI and solidarity assets under management relative to Natixis Asset Management's total AuM (as a %) [(a)]	4.08	3.07	3.14

(a) *Source: Natixis Asset Management at December 31, 2013 in open-ended, dedicated and employee saving funds.*

Eco-responsible real estate management

AEW Europe, a subsidiary of Natixis Global Asset Management, provides real estate investment advisory services and real estate asset management for third parties. New environmental criteria have been factored into the 2010-2015 sustainable development plan:

- for the acquisition of new buildings, only properties that obtained environmental certification (HQE, BREEAM, LEED or BBC [3]) are accepted;
- for the purchase of existing buildings, environmental performance assessments are systematically carried out and are included in the provisional spending budget for environmental improvements;
- for the portfolio under management, actions plans have been implemented to improve environmental performance and comply with the Grenelle Environmental Law as it pertains to homeowners and renters.

Following the certification programs conducted in 2014, eight existing buildings were awarded HQE/BBC or HQE Exploitation certification.

The Green Rating tool that AEW Europe helped to establish is in the process of being improved, with the addition of new indicators to assess real estate assets according to SRI criteria. AEW Europe has also conducted energy audit campaigns on building portfolios in order to prepare a plan for cutting energy consumption by 38% in accordance with the Grenelle Environmental law. This is the Greco (Grenelle Compliance) project which, since 2012, has already been completed for a portfolio of nearly 200 properties. Competing against 127 other projects, Greco won an innovation award in 2013 and was discussed in a 2014 publication [4].

In the interest of furthering its initiatives for better managing energy usage, and in order to better monitor the performance of buildings in use, an energy and water consumption monitoring system has been up and running at 60 sites since 2012. Furthermore, development of a general information system for all assets in its portfolio began in 2013. With this system, the properties' environmental performance can be centrally managed and monitored. A second module (database) was developed in 2014 and the documents are currently being entered into the system.

Various solutions for reducing energy consumption have been implemented, including systems for remotely managing heating systems, low-energy lighting and building envelope upgrades.

	2014	2013	2012
Purchases of certified assets *(as a % of new purchases)*	50	50	10
Number and type of assessments on the portfolio of existing assets	70 energy audits 50 DPEs 10 Green Rating audits	100 energy audits 200 DPEs 10 Green Rating audits	75 DPEs 10 Green Rating audits
Installation of fluid meters that can be read remotely	40	20	6

(1) *Source: Finansol 2014 "Zoom sur la finance solidaire" survey, based on solidarity investment AuM at end-December 2013.*

(2) *Source: AFG (French Financial Management Association) at June 30, 2014.*

(3) *HQE: haute qualité environnementale (high environmental quality), a voluntary French standard; BREEAM: Building Research Establishment (BRE) Environmental Assessment Method, a voluntary UK standard; LEED: Leadership in Energy and Environmental Design, a voluntary US standard. BBC: Bâtiment basse consommation (low-energy building).*

(4) *Book title: "L'efficacité énergétique du Bâtiment" by Ed Eyrolles (Guy Jover, Richard Franck, Frank Hovorka).*

2014 key event

AEW Europe: recognized environmental policy

In the international UNPRI evaluation, AEW Europe was ranked in Category A, i.e. in the 25% of top-performing companies in a sample of 163 international peers assessed on the basis of PRI criteria.

And, in the latest Global Real Estate Sustainability Benchmark (GRESB) survey, Logistis and AEW UK Core Fund, two funds managed by AEW Europe, were awarded the Green Star 2014 ranking for their environmental performances.

Social engagement by Natixis' private equity business

Natixis' Private Equity business invests in unlisted SMEs. It comprises six asset management companies specializing in growth capital in France (Naxicap Partners and Alliance Entreprendre), in venture capital (Seventure Partners) and in funds of funds (Euro-PE for Europe, Caspian-PE for the United States and Eagle Asia Management for Asia).

French private equity firms are members of the Association Française des Investisseurs pour la Croissance (AFIC - French Private Equity Association), which strengthened its commitment to extra-financial criteria with the creation of an ESG commission in February 2013.

The limited partners (LPs) of these firms are increasingly calling for them to take ESG factors into account. This is why, at the end of 2013, the Naxicap Partners fund began thinking of ways to incorporate ESG criteria in its investments in order to provide a structured, professional response to the demands of certain clients.

For example, in 2014 asset management company Naxicap Partners conducted an ESG audit when building the portfolio for one of its funds. This audit, conducted by PricewaterhouseCoopers, measured the performances and risks incurred by companies in terms of HR management (difficulty of work, professional risk, etc.), environmental impact (e.g. energy consumption of buildings, travel and commuting policy, etc.), responsible purchases, societal engagement (e.g. skills sponsorship, etc.) and compliance with laws stemming from Grenelle 2.

The inclusion of ESG criteria provides additional information during due diligence procedures that can be used to assess risk-related costs as well as the investments needed to meet a given standard (an environmental standard, for example).

6.1.1.3 CSR risk management

Compliance

Compliance and strict adherence to professional rules of conduct are vital concerns at Natixis. Through its preventative and monitoring activities, the Compliance Department contributes to the trust afforded by its customers, the markets and the regulators.

For more information on Natixis Compliance, see Chapter [2], "Corporate Governance", section [2.5.3] and Chapter [3], "Risks and capital adequacy", section [3.9.1].

Incorporating social and environmental criteria in financing operations

By signing the Equator Principles in December 2010, as a responsible bank, Natixis recognized the importance of evaluating environmental and social (E&S) risks related to the projects it finances and adopted a methodology recognized by many financial institutions, leading its customers to manage, minimize and remediate impacts generated as much as possible.

After spending one year setting up its organizational structure, developing internal and credit approval procedures, and launching a training program, in 2012 Natixis began applying the Equator Principles in its various businesses offering project finance services in any cases where the funds are predominantly allocated to an identified project.

The Natixis business sectors subject to the Equator Principles are mainly infrastructures, energy (onshore and offshore oil and gas), electricity and renewable energy, and mining and metals all round the world.

Implementation and organization

In 2011, Natixis created an Environmental and Social Responsibility (ESR) team responsible for incorporating CSR considerations in the Wholesale Banking division's financing activities. The ESR team works in the Corporate Secretary's office and its job is to set up the organizational structure needed to apply and monitor the application of the Equator Principles.

This organizational structure is based on the principle that both the business lines and the ESR team are involved in assessing and managing transactions.

The business lines are directly in charge of analyzing and monitoring the E&S aspects of transactions, which are considered to be an integral part of the overall assessment of risk quality. Each transaction under review is categorized (A = significant adverse E&S impact, B = limited adverse E&S impact, C = minimal or no adverse E&S impact) according to the International Finance Corporation (IFC) classification. This rating affects the internal credit approval process (*see below*).

For the most sensitive transactions (category A and, where appropriate, category B), a prior review of E&S documentation must be performed by an independent consultant, and an on-site visit and interviews must be conducted, primarily in order to validate the conclusions of the initial analysis and determine any additional actions needed to correct and mitigate the impacts as much as possible. An action plan is then drafted and added to the project's financial documentation so that the borrower is required to comply with the prescribed actions throughout the loan's lifetime.

For category A and B transactions, the ESR team conducts its own review of the project's E&S documentation and the independent consultant's report, if such a report is required, while the business line is doing its analysis. For transactions arranged by Natixis, the ESR team also assists the business lines to prepare and monitor the independent consultant's review and to carry out the various steps leading to the financial close [(1)].

Special attention is focused on transactions hosted in non-designated countries [(2)] generating potentially high E&S risks.

An E&S Appendix, summarizing the key components in the project's evaluation, must be presented for any new transaction pending credit approval. This appendix is prepared by the business line and, for category A and B projects, expanded on by the ESR team, which validates or amends the project category and outlines its position and recommendations on the project.

The E&S Appendix is an integral part of the credit application. Accordingly, the various members of the credit approval body study this document before making any decisions. Category A projects follow a special procedure in which the final decision is made by a higher-ranking credit approval body.

The transactions undergo E&S monitoring throughout the loan's lifetime.

Where it is deemed appropriate, the ESR team may notify and inform the Wholesale Banking division's Senior Management of any E&S-related aspects of transactions through Business Committee Meetings (among other possibilities).

The ESR team is also called upon to oversee and manage the E&S risks and impacts of transactions located outside the scope of the Equator Principles.

Team training

The ESR team regularly provides training for the different employees involved in E&S management of transactions, particularly regarding transactions subject to the Equator Principles. The business lines, Risk Department, Compliance Department and various support departments in the Europe, Americas and Asia-Pacific regions have all received training.

The changes ushered in by the EP III amendment were presented to the teams during a training program that will be continued in 2015.

Main changes introduced by the EP III amendment

The EP III amendment gave rise to a new version of the Equator Principles in June 2013, aimed at meeting the many expectations expressed in a study and opinion survey carried out in 2010/2011 (the Strategic Review).

The main changes introduced by the amendment include the expansion of the scope of the Equator Principles to include the four types of financing or services associated with a project: project finance, project finance advisory, project-related corporate loans, and related bridge loans.

In addition, a number of changes were made that involved taking CO_2 emissions into account for projects emitting high levels of pollution, recognizing the principle of social and human rights due diligence, and adopting reporting principles to promote greater transparency.

Activity

The current report includes new data that Equator Principles Financial Institutions (EPFIs) are required to provide as of January 1, 2014, in accordance with the June 2013 version of the Equator Principles.

For example, they must list transactions subject to an Equator Principles review that reached financial close [(3)] during the reporting period, which for Natixis runs from January 1 to December 31, 2014.

Detailed information on Natixis' activity during the period is presented in the tables below [(4)]:

NUMBER OF DEALS THAT REACHED FINANCIAL CLOSE

	Detailed breakdown by category		
By sector	**Category A**	**Category B**	**Category C**
Mining	5	-	-
Infrastructure	-	4	-
Oil and Gas	4	4	-
Electricity *(o/w Renewable energy)*		8 *(5)*	1 *(1)*
By region	**Category A**	**Category B**	**Category C**
Americas	4	11	1
Europe	1	2	-
Middle East and Africa	1	1	-
Asia-Pacific	3	2	-
By country designation (i)	**Category A**	**Category B**	**Category C**
designated countries	5	11	1
non-designated countries	4	5	-
Independent review (ii)	**Category A**	**Category B**	**Category C**
Yes	9	16	1
No	-	-	-

(1) Where the conditions precedent have been met.

(2) Countries not appearing on the list of designated countries available on the website of the Equator Principles Association. Designated countries are countries deemed to have a robust legislative and regulatory framework.

(3) Where the conditions precedent have been met.

(4) Note: the number of transactions reviewed in 2014 was significantly higher than the number of transactions that reached financial close in the same year. This was due to transactions that failed to reach financial close and, for the rest, due to the time necessary to reach financial close.

NUMBER OF PROJECT-RELATED CORPORATE DEALS THAT REACHED FINANCIAL CLOSE

	Detailed breakdown by category		
By sector	**Category A**	**Category B**	**Category C**
Mining	-	-	-
Infrastructure	-	-	-
Oil and Gas	1	-	-
Electricity *(o/w Renewable energy)*	1	1	-
By region	**Category A**	**Category B**	**Category C**
Americas	1	1	-
Europe	1	-	-
Middle East and Africa	-	-	-
Asia-Pacific	-	-	-
By country designation (i)	**Category A**	**Category B**	**Category C**
designated countries	1	-	-
non-designated countries	1	1	-
Independent review (ii)	**Category A**	**Category B**	**Category C**
Yes	2	1	-
No	-	-	-

(i) The list of designated countries is available on the website of the Equator Principles Association. Non-designated countries are countries not appearing on this list.

(ii) A review must be conducted by an independent consultant for most transactions. Nevertheless, transactions with minimal impacts are not systematically reviewed by an independent consultant.

NUMBER OF PROJECT FINANCE-RELATED FINANCIAL ADVISORY MANDATES SIGNED

Breakdown by sector and by region	
By sector	
Mining	
Infrastructure	3
Oil and Gas	1
Electricity (o/w Renewable energy)	
Other	2
By region	
Americas	2
Europe	2
Middle East and Africa	2
Asia-Pacific	

Name of project finance transactions that reached financial close in 2014

Equator Principles Financial Institutions (EPFIs) are now required to annually report to the Equator Principles Association the names of project finance transactions that reached financial close and were subject to review. The first statement of project names, along with their sectors and host country, reported by EPFIs will be published on June 30, 2015 and will be available on the Association's website (http://www.equator-principles.com/index.php/about-ep).

Pursuant to its commitments as an EPFI, Natixis will report the data related to its activity.

Exclusion policy for the weapons industry

Since March 2009, Natixis has followed a policy that excludes all financing and investment in companies involved in the manufacture, storage and trade of land mines and cluster bombs.

This policy applies to the financing of these companies, to proprietary investment and to third-party asset management by Natixis Asset Management, which has also launched a customer awareness program. This policy is applied during the decision-making process (e.g. Credit or Investment Committee) applicable to each activity concerned.

In addition to its exclusion policy, Natixis has established very specific criteria for the weapons sector that are applied to each transaction. These criteria pertain to the type of equipment involved and the eligibility conditions for import and export countries.

CSR risk management in sensitive sectors

Natixis implements credit policies designed to supervise the social and environmental risks associated with its financing projects in a number of sensitive sectors such as coal, oil and gas, nuclear power, etc.

6.1.2 MANAGEMENT OF OUR DIRECT ENVIRONMENTAL IMPACTS

With more than 16,000 employees worldwide, Natixis, like any company, has an impact on the environment in terms of both resource consumption and the production of waste and carbon emissions. To reduce this impact, Natixis has adopted an environmental policy that rests on three pillars: managing buildings in an environmentally sustainable manner, combating global warming, and raising employee awareness.

6.1.2.1 Environmental management of Natixis buildings

The Real Estate and Logistics Department has introduced a total cost approach to its projects and investments that allows it to factor in the environmental impact of its activities. It is closely involved with the set-up and monitoring of environmental certifications, optimization of energy consumption, waste treatment and building accessibility.

In 2014 its environmental impact management scope covered Natixis and most of its French subsidiaries (excluding BPCE Assurances and GEGC). This represents 272,000 m² of office space and 17,000 workstations, as well as three data centers (two of which are operated for BPCE), covering 94% of Natixis' scope in France.

Set-up and monitoring of certifications

Since 2009, Natixis' management of these buildings has been ISO 9001 [(1)] and 14001 [(2)] certified, which validates the quality and environmental management systems in place at all central buildings managed by the Real Estate and Logistics Department. In 2012, these certifications were renewed for three years and extended to the operating departments of Natixis' data centers. They cover 13 managed buildings, totaling 223,767 m² (i.e. 82% of the surface area managed by the Real Estate and Logistics Department and 77% of the total surface area in France).

Management of resource consumption

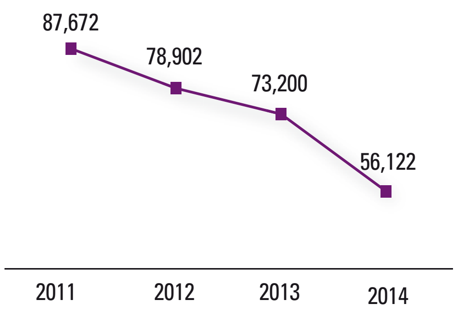
The Real Estate and Logistics Department ensures optimum resource management by closely managing the various resources used: energy (electricity, heating and cooling utilities), water and paper. Each 14001-certified building has a budget for its energy consumption, which is monitored on a monthly basis.

Natixis has optimized the energy consumption of its buildings for several years using various measures:

- a re-lamping policy with the use of LED light bulbs;
- installation of motion sensor lighting systems;
- heating and cooling systems that give greater consideration to temperatures outside the building.

These measures, combined with initiatives to raise employee awareness of "green gestures" have in recent years led to a significant reduction of energy consumption in Natixis buildings *(see detailed indicators in section [6.4.2.3])*.

ENERGY CONSUMPTION OF NATIXIS BUILDINGS (IN MWH)



In 2015, efforts will be continued with the aim of further reducing energy consumption by 2% based on constant scope and weather conditions.

Building accessibility

The Real Estate and Logistics Department implements Natixis' disability policy and carries out various projects aimed at promoting the employment of disabled persons by adapting working conditions to their needs.

In terms of building accessibility specifically, the Department aims to go beyond regulatory requirements to facilitate access to disabled persons to its buildings. Several accessibility projects have been carried out since 2012:

- installation of "disability-friendly" meeting rooms accessible to persons with different disabilities (employees or visitors with reduced mobility or who are visually or hearing impaired);
- accessibility and special equipment in training rooms;
- signage and reserved spots in car parks;
- «Just Bip» notification service *(see inset below)*.

2014 key event

"Just Bip" project

With "Just Bip," any person with reduced mobility carrying a cell phone can notify the security station (or the receptionist) when they arrive in front of a building they wish to enter, should they require any assistance. This service has been rolled out at seven Natixis sites where disabled persons might need help entering the building.

(1) French standard in accordance with ISO 14001: 2004.
(2) French standard in accordance with ISO 9001: 2000.

6.1.2.2 Combating climate change

Based on calculated carbon emissions (*see section [6.4.3.1]*), a carbon action plan is applied in accordance with Natixis' operational efficiency program. It covers three main areas:

- buildings: optimized occupation of work space and reduction of energy consumption;
- business travel: rules for travel by rail or air defined in the travel policy; restricted use of taxis and development of videoconferencing;
- IT: energy saving systems for computers, stricter rules for providing mobile equipment to employees (cell phones, laptops, etc.), streamlining of the printer pool with the general roll-out of multifunction printers.

6.1.2.3 Employee training and awareness-raising

Regular communication raises employee awareness of sustainable development in order to reduce their impact on the environment. In 2014, a number of articles were published via internal communication media (intranet, newsletter, magazine, etc.) and events were organized for Sustainable Development Week and European Waste Reduction Week.

2014 key event

For the 10th year in a row, Natixis took part in Sustainable Development Week (April 1 to 7, 2014) by organizing various events, such as:

Distribution of fruit: at Natixis Assurances, over 100 kg of fruit (organic and sustainable agriculture) were handed out to employees in Paris, Reims and Luxembourg during Sustainable Development Week. The fruit baskets were prepared by a company that employs disabled persons.

Provision of a concierge service: also during Sustainable Development Week, Natixis Asset Management launched a company concierge service for its employees, offering a variety of services (dry-cleaning, shoe repair, purchases, hairdressing, etc.) to improve the quality of their working conditions and help balance out their home and work life.

6.1.2.4 Resources allocated to the prevention of environmental risks and pollution

The people responsible for the management, operation and technical maintenance of the group's buildings receive more in-depth training in this field. The systems for preventing environmental risks and pollution are notably used to conduct drills simulating the accidental spilling of pollutants in each building.

In 2014, exercises were also conducted to train the maintenance teams in surveillance and alert procedures and in the upkeep of technical facilities where there is a risk of spreading legionella bacteria.

Since 2013, the main technical managers within the Real Estate and Logistics Department have also received training in Groupe BPCE's regulatory and environmental charter, which specifies the regulatory and environmental obligations to be observed for each type of outfitting and improvement operation. This charter also contains standards relating to environmental certifications

6.1.3 RESPONSIBLE PURCHASING POLICY

The socially responsible purchasing policy initiated in 2005 is a source of strategic and operational leverage for implementing Natixis' sustainable development policy.

The main objective of the responsible purchasing policy is to promote more eco-friendly products and services that provide guarantees, and even added value, at the social and societal levels.

Broader objectives are also pursued through this policy:

- promoting official environmental certifications and eco-designed products;
- evaluating Natixis' suppliers using social and environmental responsibility criteria related to their products, services or industries;
- encouraging suppliers to be more transparent in describing the environmental characteristics of their products.

In practical terms, the Purchasing Department provides employees and suppliers with a number of tools:

- a set of "responsible purchasing standards" that set out the regulatory or recommended social and environmental criteria for the most commonly purchased product categories;
- a supplier relations charter incorporating its sustainable development values;
- «sustainable development» clauses in invitations to tenders and contracts.

In 2014, as in previous years, the Purchasing Department carried out a sustainable development survey of 30 service providers (moving services, electronic banking, front desk and telephone reception, cleaning, IT hardware and services). None of the companies that responded were given an overall score that posed a high risk for Natixis.

In 2014, the Purchasing Department also continued to contribute to the Natixis action plan for disabled persons by increasing its use of disability-friendly companies *(see below)*.

2014 key event

In 2014, Natixis did a lot of work with disability-friendly companies, particularly for the following types of services:

- management of WEEE (waste electrical and electronic equipment);
- converting personnel files into electronic format;
- administrative management of training programs;
- production of entry badges;
- mail shuttle;
- sorting of ink cartridges.

The budget allocated to disability-friendly suppliers in 2014 amounted to more than €1.5 million, or the equivalent of 83.44 disabled employees.

	2014	2013	2012
Share of purchases managed by the Purchasing Department that incorporate social and environmental criteria *(as a %)*	91	79	78
Share of the amounts managed by the Purchasing Department that incorporate social and environmental criteria *(as a %)*	91	51	98
Number of suppliers surveyed in the sustainable development survey	30	30	30

Note: the projects taken into account do not include purchase orders.

6.1.4 HUMAN RESOURCES POLICY AND DIVERSITY MANAGEMENT

The Human Resources Department plays a key role in achieving the Company's strategy and furthering the development of its business lines. It has taken all necessary measures in this role under Natixis' 2014-2017 strategic plan, focusing its efforts on mobility, commitment, community, customer-oriented actions and talent within the Company.

Natixis firmly believes that career management and the working environment are the key ingredients in building commitment as well as individual and collective efficiency. It is this belief that drives it to be a responsible employer that is committed to supporting all its employees from the moment they are hired and over the course of their personal and professional development.

In 2014, the HR Department implemented a transformation plan aimed at refocusing the business line HR teams on developing and managing the potential of talented employees at all levels of the Group. Centers of expertise were set up in France, covering all fields of administrative management, internal transfers, recruitment, training and reporting. Coupled with the overhaul of the HR information system, the HR teams were able to place career management at the heart of their initiatives with the business lines and employees.

Drawing on the strong momentum initiated in 2013, a lot of progress was made in mobility (with close to 1,000 internal transfers, both in France and abroad), infusing the business lines with new talent to continue developing their strategies and giving employees the opportunity to offer their skills to other departments. The new mobility and hiring team, created mid-2014 specifically to increase internal transfers, was a key player alongside the HR managers and teams, combining internal consultants' knowledge of the business lines with hiring expertise. Training initiatives also proved invaluable over the year: 63% of employees received training in 2014, whether to enhance their professional, linguistic or behavioral skills, to consolidate their managerial skills, or to learn a new skill in a new profession.

In addition to increased mobility and career management, the supply of new tools and services also helped Natixis employees to become proactive in developing their career path.

In order to convey the strategic plan and unambiguously announce this priority, Human Resources stepped up its internal and external communication initiatives throughout the year, with campaigns to raise employee awareness of career management possibilities, a youth employment campaign in France and abroad, and communications on diversity. All of these actions promoted understanding and adherence to the issues of societal engagement and diversity both in and outside the Company.

Finally, the HR Department continued its consultation work through the Financi'elles and Opinions surveys, the results of which were used to define initiatives to build trust and engagement in 2015.

6.1.5 COMMUNITY OUTREACH

6.1.5.1 Commitments to humanitarian and public interest projects

Prevention of malaria

Malaria is a parasitic disease that affects more than 100 countries, mainly in tropical climates. It claims more than 600,000 victims each year, mainly pregnant women and young children, who could be saved through simple prevention and treatment measures. For the 10th year running, Natixis has actively supported prevention programs in endemic regions and research into the disease.

In the field, Natixis has supported "Plan International", an NGO, since 2005. Plan International is an association that implements prevention programs in Cameroon, Burkina Faso and Togo. In 2014, the bank continued to support a mother and child healthcare program, including a major anti-malaria drive, led by Plan International targeting 18,000 children and 4,000 pregnant women in 52 villages in Togo.

The activities supported by the bank in 2014 are aimed at educating families and improving the availability and quality of healthcare services for children under five and pregnant women. The communities covered by the program, with a population of more than 91,000 people, also benefit indirectly from the program.

Since 2005, Natixis has also supported the research program of the Institut Pasteur, including studies on the resistance of parasites to anti-malaria drugs. In 2014, the Natixis sponsorship program contributed to efforts to map out worldwide resistance to artemisinin anti-malarial drugs in affected regions. These data will provide the WHO (World Health Organization) and local health authorities with the information needed to alter treatment plans accordingly.

2014 key event

Remarkable progress in the fight against malaria

According to the most recent WHO World Malaria Report [1], the number of malaria cases has continued to decline dramatically. Malaria mortality rates dropped by 47% from 2000 to 2013 around the world, and by 54% in Africa.

These major advances were achieved thanks to the use of insecticide-treated mosquito nets, the native population's access to diagnostic tests, and artemisinin-based combination therapy (ACT). These efforts need to be continued so that malaria can be virtually wiped out by 2015, in line with the Millennium Development Goals.

(1) http://www.who.int/mediacentre/news/releases/2014/malaria-control/en/

Cancer research

According to WHO estimates, cancer is a leading cause of death in the world, responsible for 8.2 million deaths in 2012 alone. The number of cancer cases is expected to rise from 14 million in 2012 to 22 million over the course of the next two decades (GLOBOCAN 2012, IARC).

In 2011, Natixis made a five-year commitment to the research foundation at Institut Gustave Roussy, the leading cancer center in Europe. Institut Gustave Roussy has always closely combined therapeutic care with basic and clinical research, giving it globally recognized expertise in innovative cancer treatments.

Natixis supports the Fondation Gustave Roussy's "Cancer Revolution" campaign, a research program on personalized cancer treatment, and provides particular support for the work of three research teams focusing on cancer metastasis.

In this way; Natixis' partnership with the Fondation Gustave Roussy will step up cancer research and probably save several years spent defining new treatments.

In 2014, Natixis was a partner in the "Roulons pour le côlon" rollerblading event organized by the Institut Gustave Roussy in March. This event was designed to raise public awareness of colon cancer.

Natixis also conducts several awareness-raising initiatives for its employees, including conferences and videoconferencing events with Institut Gustave Roussy representatives, cancer knowledge quizzes, a cancer intranet site, an internal mobilization event in October 2014 (*see inset below*), etc.

Natixis' employees also devote their time to Institut Gustave Roussy, for example by taking part in the Odysséa breast cancer run in Paris. In the 2014 Odysséa event, Natixis took second place out of the participating companies with the largest number of participants from a single company.

2014 key event

"Fighting cancer with Gustave"

On October 16, 2014, Natixis organized the "Fighting cancer with Gustave" event to raise employee awareness and get them involved in the fight against cancer. About 150 people participated in the proposed activities:

- five educational workshops (DNA extraction workshop, colonoscopy demonstration, quiz, bicycle workshop, Gustave "selfie" workshop): Natixis contributed €1 for each person participating in these workshops;
- projection of a short film on breast cancer prevention entitled *"La Lionne ou l'Autruche"* (The lion or the ostrich) sponsored by Natixis and Institut Gustave Roussy, followed by a Q&A with the director;
- projection of Institut Gustave Roussy videos;
- one-on-one meetings with doctors.

6.1.5.2 Employee participation in solidarity-based initiatives

Many Natixis employees are involved in solidarity-based initiatives, which are encouraged by Natixis as a way to build team spirit. These initiatives demonstrate our employees' commitment to social issues and their determination to rally around a cause.

Sports and solidarity

In partnership with the Works Council and the Athletic Union, 493 employees and their families took part in the 2014 Odysséa race organized to raise money for the fight against breast cancer. Many employees also participated in the 28th annual Stock Market and Finance

Industry Telethon. In 2012, for the fifth year running, Natixis also supported the "Course du cœur" race, organized by the association Trans-Forme to raise public awareness of organ donation.

Volunteer leave

In partnership with the Planète Urgence association, Natixis employees took short-term volunteer assignments to make their expertise available to social and/or environmental projects. Short-term volunteer assignments are centered on three objectives: building adult skills, providing social and educational support for young people, and protecting and enhancing biodiversity.

Helping the least fortunate

Since Natixis Asset Management has been a partner of "La Mie de Pain", an association in the 13th arrondissement of Paris that has been working for more than 125 years to provide the disadvantaged with emergency housing and assistance with social and professional reintegration. The Company and its employees provide financial aid to the association, organize collections, offering the benefit of their skills by helping create the association's website, and volunteering to distribute meals.

A leg-up on community projects

Natixis organized the third annual "The Boost" event, a call for projects to support individual or collective initiatives led by employees in the humanitarian, cultural, scientific and sporting fields. Project selection, which is subject to a vote by all employees through the Internet, is objective and fair. Four projects received financial support from Natixis in 2014: "Association Rissoise Protection des Animaux", "Club Perspectives +", "Association Théodora" and "A chacun ses vacances."

Professional integration of youth

Since 2011, Natixis managers have been involved in the "Nos Quartiers ont des Talents" program aimed at helping young people from priority neighborhoods or disadvantaged backgrounds to find their first job.

Natixis now has 48 active mentors regularly assisting one or more young people. 76 recent graduates participating in the program worked with a Natixis mentor in 2014, and more than half of the students looking for jobs in 2014 were hired during the year.

6.2 Reporting frameworks and methodology

The social and environmental information for 2014 is based on the following standards:

- the social and environmental information set out in Article 225 of the Grenelle 2 law, which governs reporting structure;
- the GRI 4 framework [(1)].

The information in this document covers the 2014 fiscal year. The reporting period considered is one full calendar year, running from January 1 to December 31.

In France, barring exceptions, information on social and environmental performance covers the scope of Natixis France, including Natixis S.A. and all its subsidiaries in France, as well as financial interests of more than 50% (Ellisphère, Kompass, Natixis Private Equity).

Outside France, the inclusion of entities operating abroad depends on the relevance of indicators with respect to social and environmental regulations and their ability to integrate monitoring tools or deliver information. The scope used for HR indicators, except for headcount, is the consolidated international scope for Natixis (excluding NGAM). Indicators are broken down by geographic area.

The Natixis' consolidated scope is defined in Natixis' strategic plan as the scope of Natixis and its subsidiaries (excluding financial interests).

Within the reporting framework, the presentation of the scope for each indicator is as follows:

Name of scope	Description	Relevant headcount at 12.31.2014 (under contract)	Coverage rate: percent of coverage relative to Natixis worldwide headcount
Natixis worldwide	Natixis and all subsidiaries worldwide in which it holds at least a 50% stake	17,937	*100%*
Consolidated Natixis worldwide	Natixis and its subsidiaries worldwide excluding financial interests, as indicated in the note below, "List of consolidated Natixis subsidiaries"	16,340	*91%*
Natixis France	Natixis and all subsidiaries in France in which it holds at least a 50% stake	12,829	*72%*
Consolidated Natixis France	Natixis and its subsidiaries in France excluding financial interests, as indicated in the note below, "List of consolidated Natixis subsidiaries"	12,304	*69%*
Consolidated Natixis international	Natixis and its international subsidiaries excluding financial interests, as indicated in the note below, "List of consolidated Natixis subsidiaries"	4,036	*23%*
Consolidated Natixis international excluding NGAM	Natixis and its international subsidiaries excluding financial interests and excluding NGAM, as indicated in the note below, "List of consolidated Natixis subsidiaries"	1,858	*10%*

Compared to 2013, the following changes took place in the 2014 reporting scope:

- in France, Coface S.A. and Fimipar were removed from the consolidation scope because they are now below the 50% shareholding threshold and are no longer included in the Company's CSR reporting framework;
- conversely, BPCE Assurances and BPCE Assurances Production Services rejoined the consolidated Natixis scope in March 2014 and are included in the CSR reporting framework;
- CSR indicators for the International scope were added for the first time in 2014.

Specific methodological information on audited data:

- the headcount includes all employees who have an active employment contract with one of Natixis' legal entities. Interns, apprentices and beneficiaries of a VIE (International Volunteer Program) assignment are not considered. Expatriates and seconded employees are accounted for in their entity of origin;
- hires include external recruitment and transfers from Groupe BPCE;
- departures include resignations, terminations, retirements, dismissals, contract terminations due to death or incapacity and transfers to BPCE;
- SRI and solidarity assets under management include open-ended, dedicated (to Natixis' clients) and employee savings funds that take into account environmental, social and governance criteria and are managed by Natixis Asset Management;
- purchasing that includes sustainable development criteria takes into account contracts within which a sustainable development clause has been signed by the vendor;
- the absentee rate is the total number of days absent (due to illness, accidents in the workplace or in transit, maternity or parental leaves, etc.) divided by the total number of employee workdays theoretically available;

(1) GRI: the Global Reporting Initiative, a multi-stakeholder association that develops and disseminates an internationally recognized sustainable development reporting framework.

Exclusions

Some pollution indicators have not been included as they are considered to be irrelevant given the nature of Natixis' operations, which do not generate any serious or specific pollution:

- measures for the prevention, reduction or remediation of discharges into the air, water or ground that are seriously damaging to the environment;
- the consideration of noise pollution and all types of pollution specific to a particular activity.

Natixis also believes that the information about land use is not relevant as, given the layout of its buildings, which are often multi-storey, their footprint is limited.

Natixis did not record any environmental provisions or guarantees in 2014.

Considering its business sector, occupational illnesses are not significant and do not require a specific follow-up.

List of consolidated Natixis subsidiaries

This list only includes subsidiaries with employees.

Division	Business line	Company	France/International*/International excluding NGAM
Wholesale Banking		Natixis SA - branches	International/International excluding NGAM
		Natixis Asia Limited	International/International excluding NGAM
		Natixis Australia Proprietary Limited	International/International excluding NGAM
		Natixis Banco Múltiplo SA	International/International excluding NGAM
		Natixis Belgique Investissements SA	International/International excluding NGAM
		Nexgen Reinsurance Limited	International/International excluding NGAM
		Natixis Japan Securities Co., Ltd	International/International excluding NGAM
		Natixis Luxembourg Investments	International/International excluding NGAM
		Natixis Moscow Bank (ZAO)	International/International excluding NGAM
		Natixis North America Inc.	International/International excluding NGAM
		Natixis Pfandbriefbank AG	International/International excluding NGAM
Investment Solutions	Asset Management & Private Banking	Naxicap Partners	France
		Euro Private Equity France	France
		Seventure Partners	France
		Alliance Entreprendre	France
		Caspian Private Equity	International
		Euro Private Equity SA	International/International excluding NGAM
		Natixis Global Asset Management Distribution	France
		NGAM Distribution International	International
		NGAM Holding France	France
		NGAM Holding International	International/International excluding NGAM
		Darius Capital Partners SA	France
		NEI Luxembourg SA	International/International excluding NGAM
		NEI France	France
		Ossiam	France
		Natixis Global Associates US	International
		North America - Advisory Firms	International
		Natixis Asset Management	France
		Natixis Asset Management Finance	France
		Natixis Formation Epargne Financière	France
		Mirova Environment and Infrastructure	France
		Dorval Finance	France
		Natixis Asset Management US LLC	International
		Natixis Asset Management Asia Limited	International
		H_20 Asset Management LLP	International
		Axeltis	France
		AEW Europe	France

Division	Business line	Company	France/International*/International excluding NGAM
		AEW Europe Intl. (Office/Branch)	International/International excluding NGAM
		AEW Europe LLP	International/International excluding NGAM
		AEW Europe SARL	International/International excluding NGAM
		AEW Europe SGP	France
		AEW Central Europe Sp z o o	International/International excluding NGAM
		AEW Italia SpA	International/International excluding NGAM
		NAMI - AEW Europe	France
		Banque Privée 1818	France
		Sélection 1818	France
		VEGA Investment Managers	France
		Natixis Bank	International/International excluding NGAM
	Insurance	ABP Vie	France
		Natixis Life Luxembourg	International/International excluding NGAM
		BPCE Assurances	France
		BPCE Assurances Production Services	France
Specialized Financial Services	Factoring	Natixis Factor	France
	Sureties and Guarantees	Compagnie Européenne de Garanties et Cautions	France
	Consumer Finance	Natixis Financement	France
	Leasing	Natixis Lease	France
		Natixis Lease Intl. (Office/Branches)	International/International excluding NGAM
		Natixis Car Lease	France
	Employee Benefits Planning	Natixis Interépargne	France
		Natixis Intertitres	France
	Payment Solutions	Natixis Payment Solutions	France
	Film Industry Financing	Natixis Coficine	France
		Media Consulting & Investment	France

* *Companies falling within NGAM's international scope can include several legal entities.*

6.3 Labor information

6.3.1 CHANGE IN HEADCOUNT

Year-on-year, and after pro forma adjustments in December 2013, the headcount decreased by 233 FTEs overall in 2014, with contrasting patterns in France and abroad:

- an additional decline in headcount due to the restructuring of activities in Wholesale Banking and GAPC (-155 FTEs), Specialized Financial Services (-68 FTEs) and Support Departments (-95 FTEs). These changes occurred in France and can be mainly attributed to voluntary departures under the Company's workforce adaptation plan (PAE). Conversely, the Wholesale Banking division's headcount increased;
- Investment Solutions saw its headcount increase (+228 FTEs), mainly in international asset management activities;
- the headcount at subsidiaries decreased over the year (-143 FTEs), mainly in France for Coface and Ellisphère.

Scope: Natixis Worldwide – accounting consolidation scope.

Change in headcount	2014	2013 [(a)]	2012
FTE staff [(b)]	**20,287**	**20,520**	**20,149**
Breakdown by business line			
Wholesale Banking and GAPC (workout portfolio management)	3,104	3,260	3,366
Specialized Financial Services	3,355	3,422	3,426
Investment Solutions	5,294	5,067	4,100
Support departments and others	3,611	3,705	3,765
Financial Investments [(c)]	4,923	5,066	5,492
Breakdown by region			
Region 1: France [(d)] *(as a %)*	63.0	62.4	61.5
Region 2: Europe excl. France *(as a %)*	13.2	13.3	15.1
Region3: Americas *(as a %)*	15.2	15.9	14.4
Region 4: Asia *(as a %)*	3.6	3.3	3.8
Region 5: Africa, NME, Russia & Others *(as a %)*	5.0	5.1	5.1

(a) Figures restated for inter-division transfers (pro forma 2014).
(b) With respect to employees under contract, "FTE staff" incorporates workforce participation rates and subsidiary consolidation rates, but excludes employees on long-term leave.
(c) Coface, Corporate Data Solutions, Natixis Private Equity, Natixis Algérie, Vietnam branch.
(d) Including French overseas departments and territories.

Scope: Natixis France

Change in headcount	2014	2013	2012
Headcount by contract type	12,829	13,475	14,031
Staff under permanent contracts *(as a %)*	97.6	97.7	97.8
Men *(as a %)*	48.4	49.2	48.9
Women *(as a %)*	51.6	50.8	51.1

Scope: Natixis France

New hires	2014	2013	2012
Total new hires	969	782	888
% under permanent contract	40.2	38.2	54.8

Scope: Natixis France

Departures	2014	2013	2012
Total departures	1,333	1,183	1,121
o/w resignations	222	184	201
o/w terminations	237	217	140

2014 key event

Mobility and hiring team

Created in May 2014 as part of the Human Resources Department, the purpose of this team - consisting of internal consultants each specializing in a different business line and a unit focused exclusively on youth employment - is to give new momentum to internal mobility and to balance supply and demand for skills within the group. The team assists the business lines when they are hiring by finding the right profiles for open positions, with an emphasis on hiring from within the group. It also helps applicants find the right position for their unique set of skills and aspirations.

Over eight months in 2014, the mobility and hiring team helped arrange 180 internal transfers.

Scope: Consolidated Natixis France

Mobility	2014
Number	873
Mobility rate *(as a %)*	7.9
Positions filled through internal transfers *(as a %)*	72

6.3.2 COMPENSATION

The compensation policy is a key tool for the implementation of Natixis' strategy. Its aim is to keep compensation levels competitive relative to the bank's reference markets. It is structured in a way that encourages employee commitment to the Company over the long term and enhances the Company's appeal while complying with regulations in force. It reflects the bank's individual and collective performance.

Natixis' compensation policy strictly complies with the regulatory framework specific to its sectors of economic activity. It also incorporates the fundamental objectives of equality in the workplace and non-discrimination pursued by Natixis.

The governance set up by Natixis in these areas provides for a complete review of its compensation policies and adherence to guidelines when implementing these policies. A detailed description is given in Chapter [2], section [2.4].

Scope: Natixis France

Compensation	2014	2013	2012
Average gross annual compensation of staff under permanent employment contracts (excluding profit sharing and employer contributions to the Company savings plan) *(in thousands of euros)*	78.5	77.1	74.0
Mandatory employee profit-sharing *(in millions of euros)* *	34.2	25.7	33.5
Voluntary employee profit-sharing *(in millions of euros)* *	112.2	99.7	97.8
Total employer contribution paid in respect of the Company savings plan and the collective pension plan (PERCO) *(in millions of euros)*	33.2	32.9	31.6

* *Consolidated figures at February 5, 2015.*

6.3.3 WORK MANAGEMENT

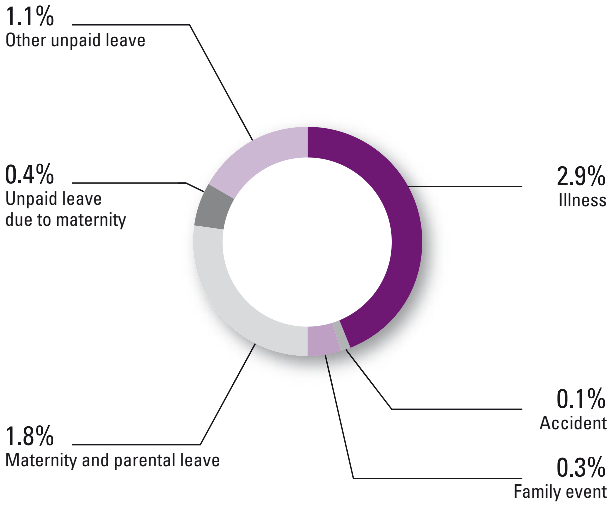
85% of Natixis employees in France, working at 36 different companies, are covered by the collective bargaining agreements of the banking and insurance industries. There are, however, eight separate agreements across the whole scope, containing specific details depending on the sector.

Within Natixis S.A., the collective workweek is 38 hours and employees also enjoy compensatory time off in lieu of overtime. The current set of agreements on the management of working hours includes several types of contracts (part-time, short-time, special working conditions for employees with disabilities, etc.) and provides for the associated terms and conditions of compensation and social security contributions.

Scope: Natixis France

Work management	2014	2013	2012
Part-time staff as % of total headcount	11.0	10.0	9.9
Absenteeism as % of total headcount	6.6	6.3	5.9
Overtime *(in hours)*	20,388	34,188	22,875
Overtime *(in annual FTEs)*	10.7	17.9	11.8

■ BREAKDOWN OF REASONS FOR ABSENTEEISM AS A %



Natixis launched several initiatives in 2014 to improve working conditions and the balance between private and professional life, including:

- telecommuting: this project was launched at various "pilot" subsidiaries and business lines;
- concierge services: these are now available at Natixis Asset Management and Natixis Assurances;
- parenting: in 2014, Natixis started a program to help its employees find a childcare solution. Natixis entered into a partnership with Babilou, resulting in the allocation of 50 nursery reservations according to predominantly socio-economic criteria. This initiative rounds out the growing number of parenting options in place at the different entities (for example partial coverage of childcare costs was offered to 1,700 NSA employees in 2014).

2014 key event

Natixis launches a telecommuting program

About 100 employees at three different Natixis entities are working from home as part of a pilot program launched in May 2014 and continuing until June 2015. The goal of this pilot phase is to determine the terms and conditions for expanding the program across the consolidated Natixis France scope in 2015.

After applying and receiving approval from the company, the participants in the program can work from home using one of two options: a) either on a regular basis, at a rate of one day per week to work from home or b) on a flexible schedule, at a rate of four days per month scheduled based on need and with their manager's approval.

The participants were provided with technology giving them access to their usual applications, data and telephone equipment.

6.3.4 EMPLOYEE RELATIONS

Employee representative bodies, created for the consolidated Natixis France scope, provide a forum for social dialogue and guarantee that all staff are represented.

The agreement relating to union and collective bargaining rights within the consolidated Natixis France scope, signed in 2010 by Management and the majority of the representative union organizations, provided the consolidated Natixis France scope with union coordinators, who are Management's preferred points of contact in the employee dialogue structure, and an integrated contractual bargaining body.

They make it possible to negotiate collective bargaining agreements on issues of common interest that are uniformly applicable to all employees in France, in line with Groupe BPCE's labor relations policy.

The consolidated Natixis Committee, consisting of the elected representatives of the companies that make up Natixis, allows Management to inform the trade unions and employers' organizations about the Company's strategy and performance.

Any sufficiently large Natixis subsidiary also has its own local employee representative bodies.

Scope: Consolidated Natixis France

Collective bargaining agreements	2014
Number of agreements negotiated	2
% of employees covered by these agreements	100%

Amendment to the agreement on the Natixis employee savings plan allowing a capital increase for employees	2.18.2014
2014 profit-sharing agreement	6.26.2014

2014 key event

Workforce Adaptation Plan (PAE)

In 2014, Natixis initiated a workforce adaptation plan within the scope of Natixis SA in France, with the goal of preserving the Company's competitiveness and refocusing certain business lines on more buoyant markets.

Natixis SA's PAE rests on two pillars:

- giving priority to internal transfers;
- strictly voluntary external departures;

Under the PAE, which is being rolled out in two phases including in 2015, Natixis entered into two agreements with the trade unions on internal transfers and voluntary departures. The trade unions follow up on the plan on a regular basis via a Monitoring Committee.

The collective bargaining negotiations carried out within the consolidated Natixis France scope in 2014 resulted in the adoption of uniform measures that gradually create a Groupwide employment framework.

This framework now rests on:

- a single consolidated Natixis employee savings plan;
- a single supplementary pension plan (PERCO);
- a Groupwide profit-sharing scheme;
- uniform salary measures;
- a Groupwide policy on the professional integration and retention of employees with disabilities;
- a uniform benefit for children with disabilities;
- trade union notification/consultation procedures;
- internal transfer and career management opportunities;
- actions to promote hiring young people while retaining older employees.

In addition to the global agreements, many agreements were entered into with each of Natixis' French companies.

2014 key event

New employee satisfaction survey

Natixis conducted its third annual Opinions survey in 2014. The results showed that 81% of employees surveyed are optimistic about the future (+13% on 2013) and 51% think that the Group's strategy is headed in the right direction (+10 points on 2012). Customer focus is deeply ingrained (77% of participants believe that providing better service is a widely shared concern), but information on customer satisfaction is considered to be inadequate (48% say they are well informed). Working conditions are considered satisfactory, in terms of content (76%), atmosphere (74%), autonomy (72%) and the balance between home life/work life (69%), but progress still needs to be made on training and career development.

In the 2014 survey, the HR Department provided managers (in charge of at least a minimum number of employees, as defined by HR for each business line) with an application offering detailed results for their scope, which can be used to define and monitor appropriate actions plans from 2015 onward, and encouraging them to share the results with their teams.

6.3.5 OCCUPATIONAL HEALTH AND SAFETY

In 2014, Natixis S.A.'s Committee for Hygiene, Safety and Working Conditions (CHSCT) for the Paris location, continued to work closely with each of its sub-Committees responsible for ensuring the application of rules on health & safety and working conditions at each of their respective sites (Charenton, Lumière, Austerlitz, Bourse). This delegation allowed the Committee's plenary sessions to focus on matters of general interest.

The agreement on the prevention of stress and psychosocial risks, in force since 2010, is based on:

- the existence of a Committee for Hygiene, Safety and Working Conditions (CHSCT);
- the continued use of the Stress Observatory questionnaire instigated in early 2009;
- the provision of free psychological support by telephone;
- a special training offer for managers.

In 2014, the "Professional Behavior, Prevention of Harassment and Distress at Work" Commission continued to fulfill its role in analyzing special situations.

The Stress Observatory allows every employee to answer a questionnaire when they go for their regular medical checkup and then discuss the results with the Company physician. From a company-wide standpoint, the observatory is used to maintain a statistical database that makes it possible to measure the global stress level within the Company and how it changes over time, based on organizational and geographic criteria. The results are presented each year to the CHSCT.

After three consecutive years of improved "high stress" rates, this indicator rose for the first time since the Observatory was created, from 8.50% to 9.20% in 2014, due in large part to the implementation of the PAE. However, Natixis continued to outperform the sample of companies used by Natixis' service provider (Capital Santé).

The CHSCT's "Workplace Adjustments" Commission was also consulted in 2014. This Committee examines site plans and may issue remarks or ask for adjustments to the plans, with the aim of improving employees' physical working conditions.

On the medical front, Natixis S.A. has a full-service medical department (three company physicians, four clinics, seven nurses) and three company social workers.

Natixis S.A.'s Caen and Reims locations, and all eligible subsidiaries (that have reached the 50-employee threshold), have a CHSCT consisting of employee representatives who, in cooperation with Management and occupational healthcare services, play an active role in all areas that involve health, security and working conditions.

Scope: Natixis France

Accidents in the workplace	2014	2013	2012
Frequency of workplace accidents [(a)] *(by number per million hours worked)*	7.16	7.24	5.99
Severity rate of workplace accidents [(b)] *(by number of days of incapacity per thousand hours worked)*	0.14	0.15	0.10
Absentee rate for sick leave (including for occupational illness) [(c)] *(as a %)*	2.9	2.8	2.6

(a) Frequency rate: (number of accidents with leave/hours worked) x 1,000,000, source INSEE.
(b) Severity rate: (number of days lost due to temporary incapacity/hours worked) x 1,000, source INSEE.
(c) It is not possible to isolate days of sick leave related to occupational illness.

2014 key event

Illness prevention for employees

Various initiatives were carried out in 2014 to raise employee awareness of health-related risks:

- several cholesterol testing campaigns were run by the medical department;
- in partnership with the Fondation Gustave Roussy, a conference was held on diagnosing colon cancer, and the risks and symptoms of the disease;
- two conferences were held on various forms of addiction.

6.3.6 TRAINING

The Company's training policy, in line with Natixis' 2014-2017 strategic plan, is one of the key factors aimed at furthering the career development of employees as well as the development of Natixis' core businesses.

Pursuant to the employment agreement of September 13, 2013, training activities in 2014-2017 are centered on four main objectives:

- preparing and supporting transfers within the Company;
- enhancing managerial skills and consolidating shared practices;
- improving the professionalization of the teams;
- supporting major business line projects and company procedures.

The teams in charge of training develop comprehensive as well as tailored solutions, offered through one-off initiatives or longer-term programs targeting the development of individual and collective skills. These multi-modal solutions help continuously improve the competitiveness and employability of staff. In 2014, Natixis' employees in France received more than 220,000 hours of training.

To help managers gain a better understanding of their activity and key role in the Company, Natixis expanded the range of managerial training courses it offers and innovated with the "M is for Manager" e-learning module.

Training in regulations, which contributes to solid risk management and corporate compliance, was expanded (addition of a compliance module). To support Natixis' internationalization under the New Frontier strategic plan, more English training options were added, including personalized programs and new modules (group-based, e-learning, combined, etc.).

Finally, more internal training programs in the form of campuses were developed in 2014 to promote the sharing of skills and expertise.

2014 key event

Campus 4 You: 40 training courses led by some 50 Wholesale Banking specialists

Campus 4 You is an internal training program offered by approximately 50 Wholesale Banking specialists. Launched in 2011 for the Wholesale Banking teams, it is now open to all Natixis employees.

Its objective is to promote the sharing of knowledge, contribute to skills development and capitalize on the division's internal expertise in financing, capital markets solutions, current market events, regulations, the customer-based approach, etc.

Scope: Natixis France

Training	2014*	2013	2012
Number of training hours	221,988	239,030	247,479
o/w % of e-learning	4.6	10.1	8.0
Number of employees trained	10,660	12,140	11,398
Training topics as % of training hours			
▪ IT *(as a %)*	13.9	16.4	15.4
▪ Languages *(as a %)*	13.2	19.7	17.3
▪ General training *(as a %)*	25.1	20.0	20.7
▪ Regulatory matters *(as a %)*	6.7	6.9	7.1
▪ Job-specific training *(as a %)*	26.0	24.0	24.5
▪ Official qualification courses *(as a %)*	6.9	4.9	9.6
▪ Other *(as a %)*	8.3	8.1	5.4

* *Provisional consolidated figures at February 5, 2015 representing at least 90% of hours worked during the year.*

6.3.7 DIVERSITY AND EQUAL OPPORTUNITY

As a signatory of the diversity charter since 2009, Natixis is committed to preventing discrimination in every form and at every stage of Human Resources management, including recruitment, training and management of its employees' careers. With the support of a dedicated diversity and disability management team, and a network of contacts in the business lines, it has established a policy designed to capitalize on the diversity of profiles, experiences and skills in its employee base.

In 2014, Natixis continued to move ahead with its initiatives to promote diversity, based on three priority areas:

- gender equality in the workplace;
- retention of older employees;
- the professional integration and retention of employees with disabilities.

Gender equality in the workplace

For several years, Natixis' goal has been to guarantee gender equality thanks to its recruitment, training, compensation and career management policies. Natixis has continuously worked to:

- reduce wage gaps;
- include women in its high-potential leadership program;
- mentor female employees.

In terms of training, some 50 female employees completed the "Réussir sa carrière au féminin" training module in 2014.

Like the first group to graduate from the Natixis Leadership program, the class of 2014 contained an equal number of men and women.

Scope: Natixis France

Gender diversity	2014	2013	2012
Percentage of women in the workforce	51.6	50.8	51.1
Percentage of women management executives	21.5	19.1	14.9
Percentage of women on the Executive Committee	13.3	11.8	9.4
Percentage of women executives	42.3	42.9	42.4
Percentage of women promoted [(a)]	57.6	59.3	60.8
Percentage of women granted individual pay increases [(a)] *(as a %)*	53.1	54.4	55.1
Percentage of women who received training	50.6	50.7	50.9
Percentage of women in the part-time workforce	91.4	91.0	90.1

(a) Consolidated Natixis France.

Retention of older employees

The 2012-2014 action plan promotes the retention of employees over 55. It calls for dedicated training and career management programs and access to subsidized part-time work for staff over 58 so as to cater for the aspirations of older members of staff as they reach the end of their careers.

As part of the employment agreement signed in September 2013, set up a generation contract that provides for the introduction of new measures for older employees, which include hiring measures and volunteering with non-profit organizations to begin the transition between active employment and retirement for employees.

The nine partner associations selected to participate support a variety of causes: disability, environment, children's services and professional integration. The projects themselves were also varied and complementary in 2015, as they were directly associated with the association's activity or helped support its operation.

Three conferences on retirement were also held this year and were attended by more than 200 employees. In addition, interested employees were able to take part in individual retirement interviews and in «Preparing for retirement» training initiatives.

The percentage of employees over the age of 55 was 13.7% at end-2014 (versus 15.5% at end-2013), including long-service departures, retirements and end-of-career measures under the PAE.

Professional integration and retention of employees with disabilities

In 2014, Natixis continued to develop a policy to promote the professional integration and retention of employees with disabilities and carried out numerous initiatives under the framework agreement *(see inset below)*. At the end of 2014, the direct employment rate was approximately 2.81%, compared to 2.26% in 2013.

The new agreement negotiated and approved by Management in December 2013 for the 2014-2016 period will move forward with the development of initiatives to promote employees with disabilities.

Natixis has undertaken to hire at least 45 employees with disabilities over the three years of the agreement. This commitment also pertains to the recruitment of 30 student interns and at least 50 co-op students.

2014 key events

Progress achieved in the second disability agreement

Natixis participated in specialized recruitment forums and hired 38 employees with disabilities over the year, bringing the number of disabled employees to 325 at the end of 2014.

In 2014, Natixis stepped up its measures to promote subcontracting to disability-friendly companies. It substantially increased the number of invitations to tenders in this sector, primarily by renewing co-contracting, on-site service and supply contracts *(see section 6.1.3)*.

More than 1,100 employees took part in the activities proposed at the "Handi Tour 2014" event. At nearly 15 sites both in the Paris region and throughout the rest of France, several events were organized during Disabled Persons Employment Week (sensory workshops, quizzes, conferences, a play, awareness-raising).

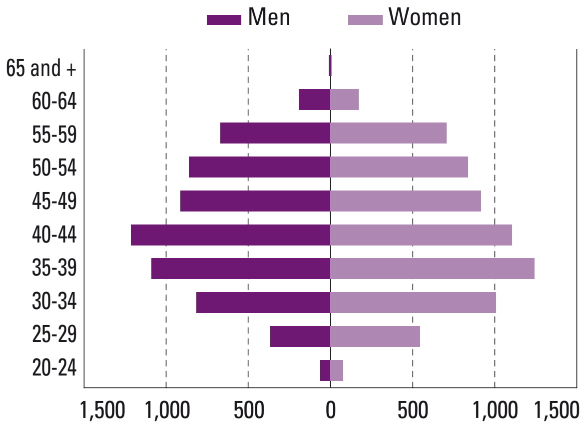
Over the course of 2014, 130 employees received training in the professional integration of disabled persons.

Scope: Consolidated Natixis France

Disabled workers on staff	2014	2013	2012
Disabled workers on staff	325	286	234
Direct ratio [(a)] *(as a %)*	2.81	2.26	1.85
Overall ratio [(a)] *(as a %)*	3.59	2.92	2.34

(a) The direct ratio is the ratio of disabled workers to all staff.
(b) The overall ratio includes service contracts with disability-friendly companies.

AGE PYRAMID FOR NATIXIS FRANCE



The average employee age in 2014 was 43.2.

6.3.8 PROMOTION OF AND COMPLIANCE WITH ILO FUNDAMENTAL CONVENTIONS

In accordance with the commitments made when signing the Global Compact, Natixis complies with all of the ILO's rules, particularly freedom of association and the right to collective bargaining, the prevention of discrimination, the elimination of forced labor and the abolition of child labor.

These rules are applied within the Company, in accordance with the labor law and professional regulations in effect in each country.

They are followed within the framework of Natixis' responsible purchasing policy: supplier contracts and the rules and principles established by the Purchasing Department (invitations to tenders, supplier sustainable development charter, contracts) contain clauses governing compliance with human rights by suppliers and their subcontractors.

These rules are also applied to the projects financed by Natixis: the bank focuses on the impact of projects on the local populace, in accordance with International Finance Corporation (IFC) standards.

6.4 Environmental information

This chapter presents the results of the programs and measures described in section [6.1.2] "Managing our direct impact on the environment".

The 2014 reporting scope consists of Natixis and its subsidiaries in mainland France and the French overseas departments, excluding data centers, covering 290,648 (1) m² and 18,213 workstations.

6.4.1 POLLUTION AND WASTE MANAGEMENT

Waste-sorting is managed by the Real Estate and Logistics Department and has now been extended to all of Natixis' buildings. It consists of the following:

- sorting and recycling of paper in offices;
- collection and special disposal of used ink cartridges and batteries;
- recovery of WEEE (Waste Electrical and Electronic Equipment) by recycling companies;
- sorting and recycling of plastic pens.

Scope: Natixis France

Volume of waste sorted	2014	2013	2012
Paper, envelopes and boxes *(in metric tons)*	703	1,088	894
Batteries *(in metric tons)*	9.11	18.28	1.63
Cartridges *(in metric tons)*	2.34	15.13	9.76
WEEE *(in metric tons)*	116	182	120
Fluorescent and neon tubes *(in metric tons)*	1.71	2	13.33
TOTAL SORTED WASTE *(IN METRIC TONS)*	**832**	**1,305.4**	**1,038.7**
Ordinary industrial waste - not sorted *(in metric tons)*	413	841	653

The large increase in the number of batteries sorted between 2012 and 2013 is due to inverter batteries being collected in addition to the small batteries collected from employees.

Within the ISO 14001-certified operating scope managed by the Real Estate and Logistics Department (77% of office space in France), all waste is sorted: ordinary industrial waste (paper, cardboard, glass, metal, etc.) and hazardous industrial waste (WEEE, solvents, paint, varnish, infectious waste, etc.). Within this scope, 72% is recycled or subject to a special treatment process.

6.4.2 SUSTAINABLE RESOURCE USE

6.4.2.1 Water consumption

Scope: Natixis France

Water	2014	2013	2012
Total consumption of drinking water *(in m³)*	75,571	89,975	97,515
Consumption in m³ per workstation	4.15	4.70	4.81
Consumption in m³ per m² of usable floor area	0.26	0.26	0.27

In 2014, water consumption declined in absolute value and was stable in relative value.

(1) *Including office space managed by the Real Estate and Logistics Department and office space managed by third-parties (owners or property managers).*

Measures have been taken to optimize water consumption, which has been falling for the past three years. These include continuous monitoring of the systems to detect any leaks, fitting of pressure relief devices, installation of rain gauges to stop automatic sprinklers while it is raining and employee awareness efforts.

6.4.2.2 Consumption of raw materials

The raw material used the most at Natixis is paper (reams, envelopes, desktop publishing, internal and external printouts, etc.). Most of the paper used is sustainable forest management-certified (FSC [1] and PEFC [2] certifications) and some is made from recycled fibers.

Everyday consumption by employees (reams of paper, letterhead paper) is steadily falling, primarily because the Company's printing systems have been optimized by streamlining the printer pool and rolling out multi-function printers configured to print on both sides throughout the group.

Scope: Natixis France – letterhead paper and paper reams

Paper	2014	2013	2012
Total paper consumption *(in metric tons)*	425	591	928
Percentage of recycled and/or eco-certified paper	98.04	96.21%	
Consumption per workstation *(in kg)*	28.29	30.91	45.78

In desktop publishing, paper consumption was down slightly to 167 metric tons of printouts in 2014 (excluding Natixis Interépargne). Several of Natixis' business lines have taken steps to optimize or reduce paper consumption on behalf of customers:

- Natixis Intertitres is the first player on the payment voucher market to use 100% recycled paper to print its Chèque de Table® restaurant vouchers. Accompanying documents are also printed on both sides of 100% recycled paper, cutting the quantity of paper used by the production centers in half. Natixis Intertitres launched the Apetiz meal voucher card in 2014. Apetiz is a more eco-friendly and sustainable prepaid payment solution with a three-year validity period, which will help reduce the quantity of packaging and number of deliveries;
- several years ago, the Wholesale Banking division's Global Transaction Banking business line voluntarily switched to electronic client orders and related reporting;
- in the Employee Savings Plan business line, Natixis Interépargne encourages account-holders to opt for electronic statements.

2014 key event

Shareholders make a gesture for the environment

In preparation for its 2014 General Shareholders' Meeting, Natixis offered its shareholders the choice of receiving their notice of meeting by e-mail rather than by post.

Nearly 3,000 shareholders signed up to start receiving an "e-notice" of General Shareholders' Meetings. By doing so, they made a solid gesture for the environment. And, in 2014, for each shareholder that signed up for the e-notice, 2 euros were contributed to malaria-fighting efforts, which Natixis has supported for the last 10 years.

6.4.2.3 Energy consumption

Scope: Natixis France

Energy	2014	2013	2012
Energy consumption: electricity, heating and cooling utilities in office buildings - excluding data centers *(in MWh)*	56,122	73,200	78,902
Energy consumption of the data centers	4,501	9,479	9,934
Total energy consumption of buildings and data centers	60,623	82,679	88,836
Energy consumption per workstation *(in MWh)* excluding data centers	3.08	3.79	3.89
Energy consumption per m^2 of usable office space *(in MWh)* excluding centers	0.19	0.21	0.22
Total gas consumption *(in m^3)*	0	126,334	117,701
Total fuel consumption of buildings and data centers *(in m^3)*	16	20	60

(1) Forest Stewardship Council.
(2) Programme for the Endorsement of Forest Certification schemes.

For the third year running, Natixis recorded a significant drop in the energy consumption of its office buildings, attributable in large part to the removal of Coface from the consolidation scope, but also to energy consumption reduction and optimization measures (*see section [6.1.2.1]*).

The data centers also reduced their energy consumption in 2014.

Scope: Consolidated Natixis France excluding BPCE Assurances

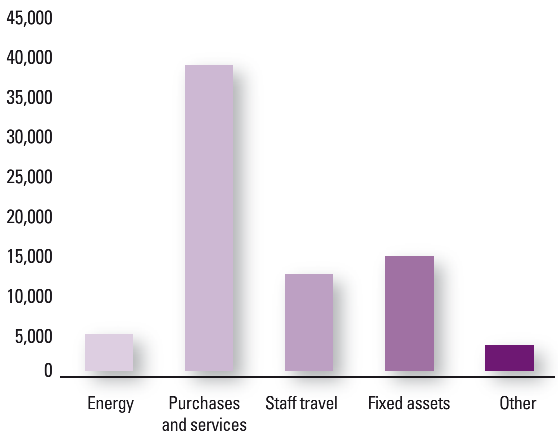
6.4.3 CLIMATE CHANGE

6.4.3.1 Greenhouse gas emissions

The 2014 carbon footprint assessment showed another 6.4% decline in emissions for Natixis, thanks in large part to reduced energy consumption (power, heating and cooling) and the lower impact of inputs (purchases and services). Emissions per person were stable at 7 metric tons of CO_2 equivalent/FTE.

Carbon footprint assessment	2014	2013	2012
Carbon footprint assessment items	Metric tons of CO_2 equivalent	Metric tons of CO_2 equivalent	Metric tons of CO_2 equivalent
Energy	4,680	5,444	6,189
Purchases and services	38,463	44,251	47,283
Staff travel	12,232	11,726	11,227
Fixed assets	14,383	13,436	13,419
Other	3,221	3,501	4,287
TOTAL	**72,979**	**78,357**	**82,404**

RESULTS OF THE 2014 NATIXIS (FRANCE) GREENHOUSE GAS EMISSIONS ASSESSMENT (IN TCO_2EQ)



A carbon action plan was developed in 2011 and aligned with Natixis' operational efficiency program (*see section [6.1.2.2]*).

6.4.3.2 Eco-friendly travel

Commuting

A company-wide travel plan has been in place since 2008, with a series of measures promoting the use of public and low-impact transportation, or carpooling:

- employees are encouraged to use the public transport near sites, with a public transport pass reimbursement rate of 60%;
- the bank jointly funds a public bus route that connects Paris to Charenton-le-Pont that serves five of its sites. When the Nouveau Bercy site was opened, the bus service's frequency was increased with backing from the STIF and the Mairie de Charenton-le-Pont. A private shuttle also connects five sites in this town to public transport;
- bike stands have been installed (214 bike stands at 13 sites at the end of 2014) and employees regularly use the Vélib' bikes provided by the Mairie de Paris;
- parking spaces with recharging sockets for electric vehicles have been gradually introduced (at the end of 2014, there were 35 spaces at 13 Natixis sites).

2014 key event

"Petits vélos de Maurice"

In June and October 2014, the "Mission Handicap" association organized temporary bicycle diagnostics workshops in partnership with Maurice Pilod, an ESAT (vocational rehabilitation center). Under the name "Petits vélos de Maurice", these workshops have employed disabled persons since 2004. Natixis employees were able to get free diagnostics of their bicycles (a complete check-up, tire pressure, chain lubrication, nuts and bolts, adjustments of brakes and gears, etc.).

Car fleet management

The environmental impact of the company fleet can be significant. In 2014, for example, over 14 million km were traveled, which is why Natixis is selecting more eco-friendly vehicles under its car policy.

The Real Estate and Logistics department's car fleet team increased the number of vehicles it manages to 581 at end-2014.

The car policy in place since 2012 sets forth rules that include limits on CO_2 emissions:

- reduction of maximum authorized CO_2 emission rate: 150 g vs. 190 g in the previous policy;
- reduction of the emissions ceiling for vehicles assigned to Category 1 sales representatives and managers: 135 g vs. 150 g;

- reduction of the emissions ceiling for fleet vehicles: 105 g vs. 110 g.

Lowering thresholds reduces the environmental impact of the fleet, particularly with regard to the selection of vehicles offered in the catalogue:

- the average for the vehicles in the two top categories is 117 g;
- six hybrid vehicles and one electric fleet car are listed.

In 2014, Natixis also implemented a policy to gradually eliminate the use of diesel cars. The car policy no longer offers diesel cars to Natixis managers. This policy will be expanded in 2015 to include company cars used by sales staff in the Paris region.

Indicator	2014	2013	2012
Average CO_2 emission rate of the Company fleet of Natixis S.A. and its subsidiaries, excluding Kompass *(in g of CO_2/km)*	116	119	128
Number of company and fleet vehicles managed	581	536	509

Business travel policy

Since 2011, the business travel policy has set rules ensuring the safety and comfort of employees during business trips, while contributing to the policy of optimizing the costs and managing the environmental impact of these trips. This policy applies in France to Natixis and its subsidiaries, excluding financial investments (consolidated Natixis scope). The subsidiaries and branches abroad establish travel rules that are consistent with the worldwide travel policy.

This includes rules on travel that have an environmental impact:

- when a destination can be reached by both rail and air, trains are now compulsory for a number of destinations in France and Europe (depending on journey time);
- economy class is compulsory for domestic flights, flights between European countries and intercontinental flights of less than four hours;
- the use of taxis and the reimbursement of per kilometer expenses are governed by rules on specific use (approval by manager, exceptional circumstances).Natixis also prefers that its employees use "green taxis" (hybrid vehicles) for travel;
- when vehicles are used on a short-term rental basis, the category depends on the circumstances (number and type of people transported);
- the use of alternatives to travel should be preferred (conference calls, videoconferences and web conferences). Use of these alternatives further increased at Natixis in 2014: 43,000 videoconferences were held (compared to 27,000 in 2013).

Since 2012, these rules have been reconfirmed and specifically sent to the heads of entities and made available to all on the intranet. A travel agency listed since 2012 to cover the worldwide scope has been tasked with applying these rules to travel booked by employees.

Business travel increased significantly in 2014, mainly in terms of long-haul flights.

Business travel data *(in km)*	2014	2013
Total travel by rail	10,998,879	10,564,847
Total travel by air	29,433,394	25,747,002
Total travel	40,432,273	36,311,849

6.4.3.3 Adapting to the impact of climate change

Adapting to climate change is a challenge that is incorporated in Natixis' activities (indirect impact) and in its operations (direct impact).

Many Natixis customers are impacted by the new climate regulations, including manufacturers in the infrastructure, steel and cement sectors. The implementation of mechanisms such as the EU Emissions Trading System forces them to limit their greenhouse gas emissions by making additional investments or buying GHG emission allowances on the market. The financing solutions offered by Natixis in the energy sector already take the carbon factor into account.

Natixis has also adapted to climate change through its Business Continuity Plan, which addresses the management of extreme weather-related events and their consequences on its buildings and data centers.

6.4.4 PROTECTION OF BIODIVERSITY

Natixis' service operations are predominately located in urban environments and do not have a direct material impact on the natural environment. That said, prevention measures have been taken to avoid any accidental water or air pollution. These include regular maintenance of sensitive systems and reinforced leakproofing of installations containing potential pollutants.

In addition, as a bank that has signed the Equator Principles, Natixis pays particular attention to the protection of biodiversity in relation to financed projects, in accordance with International Finance Corporation (IFC) standards.

6.5 Social information

6.5.1 TERRITORIAL, ECONOMIC AND SOCIAL IMPACTS

Natixis is the corporate, investment, insurance and financial services arm of Groupe BPCE. Its activities are entirely dedicated to providing financial advice and support to its business customers and contributing to the social and economic advancement of the countries where it operates.

It helps develop local employment through its international operations: in the consolidated Natixis scope, more than 4,000 employees work in its offices, branches and subsidiaries abroad. Virtually all of these employees are recruited locally.

Furthermore, Natixis is the French market leader in solidarity investment, allowing it to support companies with a high social or environmental utility, including the creation of jobs or low-income housing for disadvantaged people, organic farming projects and development in the southern hemisphere.

Finally, Natixis sets up numerous partnerships with local non-profit organizations, described in section [6.1.5].

6.5.2 RELATIONSHIPS WITH STAKEHOLDERS

In the course of its business, Natixis has dealings with various stakeholders, including but not limited to:

Stakeholders	Who?	Relationship
Clients	▪ Businesses ▪ Institutions ▪ Retail customers ▪ Banque Populaire and Caisse d'Epargne networks	▪ Completion of questionnaires ▪ Invitations to tender ▪ Product development and management ▪ Contracts
Shareholders	▪ Groupe BPCE ▪ Active and inactive employees ▪ Individual shareholders	▪ General Shareholders' Meetings ▪ Meetings and newsletters (specific process for individual shareholders)
Employees	▪ Employees of Natixis S.A. and its subsidiaries ▪ Staff representatives and unions	▪ In-house information ▪ Specific Committees (e.g. Committee for Hygiene, Safety and Working Conditions (CHSCT)) ▪ Internal satisfaction survey
NGOs	▪ Environmental protection, human rights and banking transparency groups	▪ Answers to questions ▪ Meetings
Partner NGOs	▪ Humanitarian organizations	▪ Donations ▪ Skills sponsorship ▪ Voluntary work by employees
Institutional players, regulators	▪ Financial regulatory authorities	▪ Transmission of information and documents for control and audits
Experts	▪ Rating agencies	▪ Transmission of information and documents
Universities and schools	▪ Business and finance universities and schools	▪ Supporting Chairs ▪ Relations with Grandes Ecoles and universities ▪ Campus Awards ▪ Receiving interns, including co-op students

6.5.3 SUB-CONTRACTING AND SUPPLIERS

In accordance with its responsible purchasing policy (presented in paragraph 6.1.3), Natixis asks its suppliers to comply with current CSR standards and regulations and to encourage or require their subcontractors to comply with these commitments.

This requirement is covered by the supplier relationship charter as well as by specific clauses in contracts.

6.5.4 FAIR PRACTICES

Measures taken to safeguard against all forms of corruption are described in section [6.1.1.3] "CSR risk management".

In terms of consumer protection, Natixis' employees are obliged to go about their business in an honest and fair way. When a financial product or service is sold, they are subject to a number of rules in the interests of, and to protect, their customers:

- customer categorization imposed by the regulations, including professional customers, eligible counterparties and non-professional customers;
- an assessment of the suitability and appropriateness of the products and services to be supplied: employees are obliged to check that the customer has the level of competency required to understand and deal with the risks inherent in the product or service offered and that the product meets their investment objectives.

6.5.5 OTHER MEASURES TAKEN TO SAFEGUARD HUMAN RIGHTS

As a signatory of the United Nations Global Compact, Natixis is committed to respecting human rights. This fundamental principle is factored in at various levels at Natixis:

- it is naturally applied within the human resources management policy, which aims to maintain good working and safety conditions for Natixis employees worldwide;
- they are incorporated in Natixis' responsible purchasing policy: supplier contracts and the rules and principles established by the Purchasing Department (invitations to tender, supplier sustainable development charter, contracts) contain clauses governing respect for human rights by suppliers and their subcontractors.
- they are included within the framework of the Equator Principles' application *(see section [6.1.1.3])*, with close attention being paid to the impact of financed projects on the local populace. In 2013, the Equator Principles were updated to recognize the UN's framework for companies and human rights and to more effectively deal with human rights under the duty of care.

6.6 Social and environmental information for international operations

The information in this chapter covers the consolidated Natixis international scope, excluding NGAM *(see section [6.2])*.

6.6.1 EMEA REPORTING SCOPE

Labor information

1. Headcount

	2014
Total headcount in the EMEA region	822
Men *(as a %)*	62.3%
Women *(as a %)*	37.7%
New hires*	128
New hires under permanent contracts *(as a %)*	72.7%
Departures*	99

* *Excluding Natixis internal transfers.*

Scope: Europe, Turkey, Russia, Kazakhstan, United Arab Emirates, South Africa

The large majority of the 822 Natixis employees in the EMEA region work in Europe.

2. Diversity and equal opportunity

Measures promoting gender equality

In Frankfurt, Natixis prioritizes hiring women whenever applicants for a position are equally qualified. The Bank helps female employees find spaces in daycare for their young children and thus return to work.

In Moscow, Natixis aims to maintain gender balance in its hiring policy.

In Madrid, its objective is to increase the number of women on Management Committees.

Measures promoting the employment of disabled persons

In Frankfurt, several employees are disabled and therefore benefit from special legal and regulatory protection. Natixis works closely with health insurance organizations to provide these employees with the necessary equipment and to provide them with the best working conditions possible (working hours, business days).

On healthcare issues, the bank participates in programs offered by the German Social Security systems that are intended to enhance the protection of employee health, particularly in areas such as back pain. To this end, the Bank organizes preventive health exams and, if necessary, provides specially adapted chairs and desks as well as medical follow-up.

In Moscow, Natixis' new desks are highly compliant with regulatory obligations pertaining to disabled persons.

In Madrid, Natixis hired a disabled person in 2014 and regularly works with a company whose objective is to integrate disabled persons in the job market.

Environmental information

1. Energy consumption

Data on energy consumption was collected for Natixis' main operations in the EMEA region.

Energy consumption *(in MWh)*	2014
London	1,572
Frankfurt	385
Milan	245
Madrid	63
Dubai	unknown
Moscow	134

2014 key event

Eco-friendly efforts in Dubai

Natixis Dubai has decided to use more eco-friendly office supplies (recycled paper and ink cartridges) and has also launched efforts to reduce its energy consumption (turning off air conditioning and computers at night).

The bank also initiated a new environmental policy encouraging its employees to adopt other green gestures on a day-to-day basis.

2. Consumption of resources

Data on paper and water consumption was collected for Natixis' main operations in the EMEA region.

Water consumption *(in m^3)*	2014
London	5,039
Frankfurt	1,700
Milan	1,300
Madrid	unknown
Dubai	603
Moscow	unknown

Paper consumption *(in metric tons)*	2014
London	3.6
Frankfurt	5
Milan	2.8
Madrid	unknown
Dubai	1.5
Moscow	0.3

3. Waste management

There is a strict waste management policy in Frankfurt: all paper and boxes are recycled, then all other waste is processed. Natixis regularly participates in collection campaigns for cell phones, batteries and other electronic equipment organized by the owner of the building. Profits from these campaigns are used for environmental projects around the world.

In Dubai, paper consumption is reduced by double-sided printing, and Natixis encourages the destruction and recycling of all waste paper.

4. Management of employee travel

In Frankfurt, in accordance with current tax regulations, Natixis offers train or subway tickets and thereby encourages its employees to use local public transportation instead of their personal vehicles.

In Madrid, Natixis pays a monthly commuting subsidy to its employees.

In London, Natixis participates in the "UK Cycle to Work scheme", which encourages employees to purchase bikes for their daily commute.

Social information

1. Natixis' impact in relation to jobs and regional development

EMEA employees are predominantly hired in the country of operation, which contributes to the development of local employment.

2. Partnership and sponsorship initiatives

In Dubai, Natixis supports its employees' athletic activities (e.g. soccer games, participation in local tournaments, participation in the Dubai Marathon). All sponsorship requests are considered without discrimination.

In Madrid, Natixis has entered into a partnership with the Caritas non-profit organization to support the solidarity-based supermarket "Tres Olivos", which helps approximately 100 disadvantaged families obtain staples such as food and hygiene products for 80% less than their market price. The supermarket is financed by employees, whose contributions are topped up by Natixis. Caritas manages the supermarket, chooses the beneficiary families and helps them reintegrate into society.

In London, Natixis encourages its employees' solidarity-based initiatives and donates to three non-profit organizations: Kids Company, War Child, and EveryChild.

6.6.2 AMERICAS REPORTING SCOPE

Labor information

1. Headcount

	2014
Total headcount in the Americas region	600
Men *(as a %)*	69.3%
Women *(as a %)*	30.7%
New hires *	88
New hires under permanent contracts *(as a %)*	100.0%
Departures *	70

* *Excluding Natixis internal transfers*

Scope: United States, Canada, Argentina, Brazil, Mexico, Peru.

573 of the 600 Natixis employees in the Americas region work in the United States.

2. Diversity and equal opportunity

Measures promoting gender equality

When hiring in the United States, Natixis looks for applicants from a variety of backgrounds to fill all types of positions. Compensation levels and promotion lists are reviewed to ensure that gender equality is respected.

Measures promoting the employment and integration of disabled persons

Natixis complies with the "US Americans with Disabilities Act" and examines all special-needs requests. Policies governing salary preservation in the event of temporary or permanent disability, combined with the "Family and Medical Leave Act protections," provide coverage for disabled employees.

Anti-discrimination measures

All newly hired employees in the US must complete harassment prevention training and training in ethical and fair treatment in the workplace. The compliance manual contains anti-harassment measures and describes the procedure for filing complaints.

Managers regularly receive training in how to evaluate their teams based on objective performance criteria.

2014 key event

In September 2014, Natixis Wholesale Banking's US Executive Committee received "Micro-Messaging" training to raise awareness of interpersonal interactions, led by a former diversity and integration manager with expertise in financial institutions. The goal for 2015 is to offer this training program to all managers in an effort to develop a culture of open-mindedness, positive interactions and employee involvement with the aim of improving performance.

Environmental information

1. Energy consumption

Data on energy consumption was collected for Natixis Wholesale Banking's main buildings in the United States:

- Building 1251, which is Natixis' registered office in New York and where most of its employees work;
- the Plaza V building in New Jersey where the back-up data centers are located.

	2014
Energy consumption *(in MWh)*	4,507 MWh for the Plaza V building (NJ)
	2,098 MWh for Building 1251 (NY)

It should be noted that Building 1251 obtained the LEED gold-level environmental certification for its design and construction. LEED is a North American high-environmental quality building standardization system.

2. Consumption of resources

Data on water and paper consumption for Building 1251 and the Plaza V building:

	2014
Water consumption *(in m^3)* *	182.5 *
Paper consumption *(in metric tons)*	25

* *Consumption of water for air conditioning. Other consumption is overseen by the building manager (quantities unknown)*

3. Waste management

Waste reduction and sorting measures at the two main Natixis buildings in the US:

- Reduction of paper consumption: photocopiers are configured to print on both sides.
- Waste management: paper cups are used and recycled.

4. Management of employee travel

Natixis employees in New York use the "WageWorks Commuter Benefits" system for their commute, which encourages them to use public transportation while saving money.

Impact on society

1. Natixis' impact in relation to jobs and regional development

Employees in the Americas region are predominantly hired in the country of operation, which contributes to the development of local employment.

2. Partnership and sponsorship initiatives

Natixis implements several sponsorship initiatives in the United States, including:

- A partnership with the organization for the conservation of Central Park and the Brooklyn Bridge;
- Support for the "Harlem RBI Bids for Kids" association, which helps inner-city youth;
- A partnership with the American Red Cross, which offers support to victims of disaster.

Through the "Natixis Community Giving initiative", Natixis also supports its employees' initiatives by publishing information and organizing collections for various associations.

6.6.3 ASIA-PACIFIC REPORTING SCOPE

Labor information

1. Headcount

	2014
Total headcount in the Asia-Pacific region	436
Men *(as a %)*	56.0%
Women *(as a %)*	44.0%
New hires *	111
New hires under permanent contracts *(as a %)*	91.0%
Departures *	80

* *Excluding Natixis internal transfers*

Scope: Australia, China, South Korea, Hong Kong, India, Indonesia, Japan, Malaysia, Singapore, Taiwan, Thailand.

222 of the 436 Natixis employees in the Asia-Pacific region work in Hong Kong and 103 in Singapore.

2014 key event

Natixis Hong Kong has set aside a breastfeeding room in a private and comfortable setting. This initiative was carried out at the proposal of the WINN network in Hong Kong.

2. Diversity and equal opportunity

Measures promoting gender equality

Natixis is working to promote diversity in a bid to develop business synergies through internal and external networks.

- launch of WINN (Women in Natixis Network) in Hong Kong in March 2014;
- special focus on gender equality during the hiring process.

Anti-discrimination measures

- In Hong Kong, a presentation on anti-discrimination laws was organized by the EOC (Equal Opportunities Commission);
- the sharing of anti-discrimination and anti-harassment in the workplace best practices was organized in Tokyo and Singapore.

Environmental information

1. Energy consumption

Data on energy consumption (power and air conditioning) were collected for the three main operations in Asia.

Energy consumption *(in MWh)*	2014
Hong Kong	**1,725**
Singapore	**680**
Shanghai	**156**

Natixis' teams in Hong Kong work in the "ICC" building, which received several certifications for its environmental performances:

- platinum-level BEAM certification, bronze-level LEED certification for interior design;
- certification for protection of air quality: excellent

2. Consumption of resources

Data on resource consumption (water and paper) were collected for the three main operations in Asia.

Water consumption *(in m³)*	2014
Hong Kong	**200**
Singapore	**90**

Paper consumption *(in metric tons)*	2014
Hong Kong	**12**
Singapore	**6**
Shanghai	**0.8**

3. Waste management

In Hong Kong, measures have been set up to reduce paper consumption: printers are configured to print on both sides by default.

In Hong Kong and Singapore, paper, aluminum cans and plastic are recycled.

4. Management of employee travel

The Natixis buildings in Hong Kong, Singapore and Shanghai are located near public transportation systems.

In Hong Kong, employees also have direct access to one of the principal train stations and to airport terminals.

Social information

1. Natixis' impact in relation to jobs and regional development

Employees in the Asia-Pacific region are predominantly hired in the country of operation, which contributes to the development of local employment.

2. Partnership and sponsorship initiatives

Natixis Hong Kong participated for the third year in a row in "Work-Life Balance Week", with a series of activities focused on employee health including first aid workshops, health exams, etc.

Natixis also supports various sponsorship initiatives and solidarity races, such as:

- the "Run for Hope" race in Singapore to support the National Cancer Research Center;
- the "Inter Magic Square Mile" race in Hong Kong to support the Benji Center, which provides speech therapy to children of disadvantaged families;
- support for the Greenpower association in Hong Kong, dedicated to environmental education and species preservation programs;
- a partnership with the "French May" organization to promote French art and culture in Hong Kong.

6.7 Report of one of the Statutory Auditors appointed as independent third-party bodies on the consolidated social, environmental and societal information provided in the Management Report

Financial year ended 31 December, 2014

To the Shareholders,

In our capacity as the Statutory Auditors to Natixis SA appointed as an independent third-party body, accredited by the French Accreditation Commission (COFRAC) under No. 3-1048 [(1)], we hereby present our report on the consolidated social, environmental and societal information (hereinafter the "CSR Information") prepared for the financial year ended 31.12.2014, as presented in the Management Report, pursuant to the provisions of Article L. 225-102-1 of the French Commercial Code.

The Company's responsibility

The Board of Directors is responsible for drawing up a Management Report including the CSR Information provided for in Article R. 225-105-1 of the French Commercial Code, prepared in accordance with the procedures applied by the Company (hereinafter the "Standards"), a summary of which is provided in the Management Report; these Standards are available from the Company's registered office on request.

Independence and quality control

Our independence is determined by the regulations, our professional ethics code, and the provisions set out in Article L. 822-11 of the French Commercial Code. Moreover, we have implemented a quality control system that includes documented policies and procedures aimed at ensuring compliance with business ethics rules, professional practice standards, and the applicable legislation and regulations.

The Statutory Auditor's responsibility

It is our responsibility, on the basis of our work:

- to certify that the CSR Information required is included in the Management Report, or that any omission is explained pursuant to the third Sub-Paragraph of Article R. 225-105 of the French Commercial Code (Certificate of inclusion of the CSR Information);
- to draw a conclusion expressing reasonable assurance on the fact that all the significant aspects of the CSR Information, taken as a whole, are presented in a fair manner, in accordance with the Standards (Reasoned opinion on the fairness of the CSR Information).

Our work was performed by a team of four people over a period of around four weeks between December 2014 and February 2015. We called upon our CSR experts to help us perform this work.

We performed the work described below in accordance with the professional practice standards applicable in France, and with the Decree of May 13, 2013 setting out the conditions under which the independent third-party body performs its assignment, and with the ISAE 3000 [(2)] international standard where the reasoned opinion on fairness is concerned.

1. CERTIFICATE OF INCLUSION OF THE CSR INFORMATION

We familiarized ourselves with the presentation of the sustainable development Standards, in accordance with the social and environmental consequences linked to the company's activities and to its commitments, and, where applicable, to the resulting initiatives or programs, on the basis of meetings with the managers of the departments concerned.

We compared the CSR Information set out in the Management Report with the list provided for by Article R. 225-105-1 of the French Commercial Code.

In the event that some consolidated information was missing, we checked that explanations had been provided in accordance with the provisions of Sub-Paragraph 3 of Article R. 225-105 of the French Commercial Code.

We ascertained that the CSR Information covered the consolidation scope, i.e. the Company and its subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code, and the companies that it controls within the meaning of Article L. 233-3 of that Code, within the limits specified in the Management Report.

Based on this work, and given the limits set out above, we hereby certify that the CSR Information required is included in the Management Report.

(1) The scope of which is available on the www.cofrac.fr website.
(2) ISAE 3000 – Assurance engagements other than audits or reviews of historical financial information.

2. REASONED OPINION ON THE FAIRNESS OF THE CSR INFORMATION

Nature and scope of the work

We held meetings with around ten individuals responsible for preparing the CSR Information at the departments in charge of gathering the information, and where applicable, with the individuals responsible for the internal control and risk management procedures, in order to:

- assess the appropriate nature of the Standards in terms of their relevance, completeness, reliability, objectivity, and comprehensible nature, taking best practices in the sector into consideration, where applicable;
- ascertain that an information-gathering, compilation, processing and control process had been implemented, with a view to the completeness and consistency of the Information, and familiarize ourselves with the internal control and risk management procedures relating to the preparation of the CSR Information.

We determined the nature and extent of our checks and controls in accordance with the nature and significance of the CSR Information, in view of the company's specific features, the social and environmental challenges posed by its business activities, its sustainable development strategy and of best practices in the sector.

In the case of the CSR information that we considered to be most relevant [3] :

- at the level of the consolidating entity, we consulted the documentary sources, and held meetings in order to corroborate the qualitative information (organization, policies and initiatives), implemented analytical procedures on the quantitative information, checked the calculation and consolidation of the data on the basis of spot checks, and ascertained that they were coherent and consistent with the other information provided in the Management Report;
- at the level of a representative sample of entities or operations that we selected [4] on the basis of their activities, their contribution to the consolidated indicators, their operating location and a risk assessment, we held meetings in order to ascertain the correct application of the procedures, and performed detailed tests on the basis of samples, which consisted in checking the calculations performed and cross-checking the data with the supporting documents. The sample selected in this way represented between 43 and 100% of the social information published, and between 20 and 37% of the quantitative environmental information published.

In the case of the other consolidated CSR information, we assessed its consistency compared with our knowledge of the Company.

Lastly, we assessed the appropriateness of the explanations relating to the fact that some information was missing, in full or in part.

We believe that the sampling methods and the size of the samples that we selected by exercising our professional judgment enable us to draw a conclusion expressing moderate assurance; a higher level of assurance would have required more extensive audit work. Given the use of sampling techniques, and the other limits inherent to the operation of any information and internal control system, the risk of a material misstatement not being identified in the CSR Information cannot be completely eliminated.

Conclusion

Based on our work, we did not observe any significant misstatement likely to call into question the fact that the CSR Information, taken as a whole, is presented in a fair manner, in accordance with the Standards.

Neuilly-sur-Seine, on March 12, 2015

One of the Statutory Auditors

Deloitte & Associés

José Luis Garcia
Partner

Julien Rivals
Partner, Sustainability Services

(3) Quantitative social indicators: Total headcount on a FTE equivalent basis at 31.12.2014, Employees on permanent contracts, Breakdown of the workforce by gender, Total number of hires, Total number of departures including redundancies, Number of training hours Percentage of women in the Managing Director category, Percentage of women on the Executive Committee, and Percentage of women in the executive category.

Qualitative social indicators: Human Resources and Diversity Management policies, Diversity and equality of opportunity, Compensation.

Quantitative environmental indicators: Energy consumption: electricity, heating and cooling utilities.

Carbon footprint assessment.

Quantitative societal indicators: Socially inclusive SRI assets under management (in € and as a %).

Qualitative societal indicators: Prevention of fraud and bribery, Fairness of the Practices, Responsible investment solutions, and Inclusion of social and environmental criteria in the financing.

(4) Social information: Natixis Global (headcount), Natixis France (breakdown of the headcount by gender, hires, departures including redundancies, number of training hours, percentage of women in the Managing Director category, on the Executive Committee, and in the executive category), and Environmental information: Natixis France on a consolidated basis; Societal information: Natixis Asset Management (SRI and socially inclusive assets under management).

7

LEGAL INFORMATION

7.1 Natixis bylaws

NATIXIS

A joint stock company (société anonyme) with a Board of Directors with share capital of €4,991,395,425.60

Registered office: 30, avenue Pierre-Mendès-France – 75013 Paris

542 044 524 RCS PARIS

BYLAWS

Chapter I: Form of the Company – Name – Registered Office – Duration – Corporate Purpose

Article 1 – Legal form – Name – Registered office and duration

The Company is a joint stock company (société anonyme) with a Board of Directors. It is governed by the regulations governing commercial companies, by the provisions of the French Monetary and Financial Code (Code monétaire et financier) and by these bylaws.

The name of the Company is "Natixis". The Company's registered office is in Paris (13th), at 30, avenue Pierre-Mendès-France.

The duration of the Company, created on November 20, 1919, was raised to 99 years beginning on November 9, 1994 unless it is extended or dissolved early.

Article 2 – Corporate Purpose

The corporate purpose, in France and elsewhere comprises:

- the conduct of all banking business and related businesses as per the banking law;
- the provision of all investment services as defined in the French Monetary and Financial Code;
- the performance of the specific assignments entrusted by the French State in the economic and financial area, in the framework of special agreements;
- the performance of all brokerage business;
- the acquisition of interests in companies, groups or associations with a direct or indirect connection with the activities referred to above;
- as well as the completion of all private and commercial transactions.

Chapter II: Share capital – shares – payments

Article 3 – Share capital

The share capital has been set at €4,991,395,425.60, divided into 3,119,622,141 fully paid-up shares of €1.60 each.

Article 4 – Form and transfer of shares

Shares in the Company may either be registered shares or identifiable bearer shares, at the shareholder's discretion.

They are registered in share accounts and are transferred according to the terms provided for by law and regulations.

Article 5 – Identification of the shareholders

The Company may, under the conditions stipulated by the laws and regulations in force, request of any organization or authorized intermediary communication of all information regarding the holders of securities conferring immediately or in the future voting rights in its Shareholders' Meetings, in particular their identity, nationality, address, the number of securities they own and the restrictions that these securities may be subject to.

Any individual or legal entity owning directly or indirectly, alone or jointly, a fraction of 1% of the voting rights (on the basis of all the voting rights attached to the shares, including those deprived of voting rights), or any multiple of this percentage, shall notify the Company by registered letter with acknowledgment of receipt of the number of votes they own. This notice must be made within a period of 15 days following each acquisition or sale of this fraction.

In the event of non-compliance with the notification requirement provided for in the previous paragraph and upon request, recorded in the minutes of the meeting from a shareholder representing at least 1% of the voting rights, the shares exceeding the fraction which should have been declared will lose their voting rights for a period of two years following the notification compliance date.

Article 6 – Indivisibility of shares

The shares are indivisible from the Company's perspective.

Joint owners are required to be represented to the Company by a single person chosen among them or by a sole proxy.

Article 7 – Rights and obligations attached to the shares

Except for the rights which may be granted to preferred shares, if any were created, each share entitles its owner to a share in the ownership of the Company's assets which is proportional to the number of shares issued.

Shareholders shall be liable for losses only to the extent of their contributions to the Company's share capital.

The rights and obligations attached to a share follow it. Ownership of a share implies, by the operation of law, acceptance of the Company's bylaws and of the resolutions voted by the General Shareholders' Meeting.

Article 8 – Modification of the capital

The share capital may be increased, amortized or reduced by all procedures and according to all means authorized by law and regulations.

The new shares subscribed will be paid-up according to the decisions voted by the General Shareholders' Meeting or the Board of Directors. Failure to pay-up the shares is sanctioned under the conditions stipulated by the regulations in force.

Chapter III: Administration and control of the Company

Section I: Board of Directors

Article 9 – Structure of the Board of Directors

The Company is managed by a Board of Directors, composed of at least three (3) directors and no more than eighteen (18) directors subject to the departures stipulated by law in the event of a merger.

The directors are appointed by the Ordinary General Shareholders' Meeting; however, the Board has the right, in the event of the vacancy of one or more seats, due to death or resignation, to appoint replacements by co-opting, each for the period remaining in his predecessor's term, subject to ratification by the next General Shareholders' Meeting.

When it has been established, in accordance with the regulations in force, that the percentage of the capital owned by employee shareholders exceeds the threshold established by law, a director is appointed by the Ordinary General Shareholders' Meeting from among the candidates designated for this purpose by the Supervisory Board of the employee mutual fund(s). The director appointed in this capacity is not taken into account in calculating the maximum number of directors referred to in the first paragraph of this Article.

The director appointed in this capacity sits on the Board of Directors and is entitled to vote. He is subject to the same rights and obligations as the Company's other directors.

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.

Directors are appointed for a term of six (6) years. They may be re-elected. A director's duties end at the end of the Ordinary General Shareholders' Meeting convened to approve the financial statements of the past fiscal year, held the year during which his term expires.

Article 10 – Chairman of the Board of Directors

The Board of Directors elects a Chairman who must be an individual, selected from among its members. The Chairman is elected for the duration of his term as director and may be re-elected.

It determines the Chairman's compensation.

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's duties end at the latest at the end of the Ordinary General Shareholders' Meeting convened to approve the financial statements of the past fiscal year during which the Chairman reached the age of sixty-five.

The Chairman is responsible for convening the Board of Directors.

He 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 11 – Meetings of the Board of Directors

11.1 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.

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 and the case referred to in Article 14 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.

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

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.

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

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, except for the appointment of the Chairman of the Board of Directors.

The Board takes valid decisions only if at least one-half of its members are present or deemed present.

The Board of Directors establishes Internal Rules which may stipulate that, except for adopting decisions concerning the preparation of the annual financial statements and the management report as well as for preparing the consolidated financial statements and the Group's management report, the directors who participate in the Board Meeting by videoconference or by using telecommunication means, under the conditions permitted or required by law and the regulations in force, are deemed present for calculating the quorum and the majority.

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.

11.2 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 on pain 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:

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

Article 12 – Powers of the Board of Directors

12.1 The Board of Directors defines the guidelines for the Company's activities and oversees their implementation. Within the limits of the corporate purpose and the powers expressly granted by law or these bylaws to General Shareholders' Meetings, the Board concerns itself with any matter relating to good business practice and governs the business of the Company through its deliberations. The Board of Directors performs the controls and checks it deems appropriate.

The Chairman or the Chief Executive Officer is required to provide each director with all the documents and information necessary for the performance of his duties.

On the proposal of its Chairman, the Board of Directors may decide to create Committees within the Board responsible for reviewing issues which the Board itself or its Chairman submits to them for their examination and opinion. It determines the structure and powers of these Committees, which conduct their activities under its responsibility.

12.2 In addition to the operations referred to by law and regulations in force, the Internal Rules of the Board of Directors will determine the decisions which will be subject to the prior approval of the Board of Directors.

Article 13 – Compensation of the 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 exceptional compensation to the directors in the cases and subject to the conditions provided by law.

Section II: Senior Management

Article 14 – Senior Management procedures

The Company's Senior Management is the responsibility of either the Chairman of the Board of Directors, or that of another individual appointed by the Board of Directors bearing the title of Chief Executive Officer.

The choice between these two Senior Management procedures is made by the Board of Directors which may take valid decisions only if:

- the agenda containing this item has been sent out at least 15 days in advance of the Board Meeting;
- at least two-thirds of the directors are present or represented at the meeting.

By way of exception, the first Board Meeting will be held immediately after the Combined General Shareholders' Meeting of April 30, 2009, and the choice of the Senior Management procedure will be made with an ordinary quorum (at least one-half of the directors present or represented).

The shareholders and third parties are informed of this choice under the conditions defined by the legal and regulatory provisions in force.

When the Company's Senior Management is handled by the Chairman of the Board of Directors, the following provisions concerning the Chief Executive Officer will apply to the Chairman of the Board of Directors who will assume the title of Chairman and Chief Executive Officer.

Article 15 – Chief Executive Officer

The Chief Executive Officer is vested with the broadest powers to act in all circumstances on the Company's behalf. He exercises those powers within the limits of the corporate purpose and subject to the powers expressly reserved for Shareholders' Meetings and the Board of Directors by law and to the provisions and restrictions stipulated by the Internal Rules. He represents the Company in its relations with third parties.

The Board of Directors may appoint a Chief Executive Officer from among the directors or outside their ranks.

The Board of Directors determines the compensation and term in office of the Chief Executive Officer, which shall not exceed that of his term as director when he is a Board member.

The Chief Executive Officer may be dismissed by the Board of Directors at any time.

The Board of Directors may limit the powers of the Chief Executive Officer. However, the limitation of these powers is not enforceable against third parties.

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

Article 16 – Deputy Chief Executive Officers

On the proposal of the Chief Executive Officer, the Board of Directors may appoint one to five individuals selected from among the directors or outside their ranks, in charge of assisting the Chief Executive Officer, with the title of Deputy Chief Executive Officer.

In conjunction with the Chief Executive Officer, the Board of Directors determines the scope and duration of the powers conferred upon the Deputy Chief Executive Officers. They have the same powers with respect to third parties as the Chief Executive Officer.

When a Deputy Chief Executive Officer is a director, his term in office shall not exceed his term on the Board.

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

The compensation of the Deputy Chief Executive Officer(s) is determined by the Board of Directors.

Article 17 – Liability of the corporate officers

Corporate officers are liable vis-à-vis the Company or third parties, either for breaches of the legal or regulatory provisions governing joint stock companies, or for breaches of these bylaws, or for misconduct in their management, under the conditions and subject to the penalties stipulated by the laws in force.

Section III: Control

Article 18 – Non-voting members

The Ordinary General Shareholders' Meeting may appoint one or more non-voting members.

They remain in office for six (6) years. A non-voting member's duties end at the end of the Ordinary General Shareholders' Meeting convened to approve the financial statements of the past fiscal year, held in the year during which his term expires. Non-voting members may be re-elected and may be dismissed by the General Shareholders' Meeting.

The non-voting members receive the same information as the directors, and are convened to all meetings of the Board of Directors. They sit on the Board of Directors in an advisory capacity.

They may be appointed temporarily by the Board of Directors subject to the ratification by the next General Shareholders' Meeting.

They may receive a compensation, the amount of which is determined by the Board of Directors.

Article 19 – Statutory Auditors

The primary and substitute Statutory Auditors are appointed by the Ordinary General Shareholders' Meeting under the conditions stipulated by law. They are vested with the duties and powers conferred upon them by the laws in force.

Chapter IV: General Shareholders' Meetings

Common Provisions

Article 20 – General Shareholders' Meetings

The shareholders' decisions are made in General Shareholders' Meetings, which are qualified as ordinary or extraordinary.

Article 21 – Notices

General Shareholders' Meetings are convened by the Board of Directors or, failing this, under the conditions of Article L.225-103 of the French Commercial Code. Notices are made under the conditions determined by the regulations in force.

Article 22 – Admission to General Shareholders' Meetings – Powers

Shareholders' Meetings include all the shareholders whose securities have no outstanding payments due.

In accordance with Article R.225-85 of the French Commercial Code, the right to take part in the General Shareholders' Meeting is subject to the registration of the shares in the accounts in the name of the shareholder or broker registered on his behalf on the third business day preceding the General Shareholders' Meeting at twelve midnight, Paris time, or in the accounts of registered shares kept by the Company, or in the accounts of bearer shares kept by the authorized brokers.

For holders of registered shares, such entry in the register by D-3 is sufficient to enable them to attend the meeting.

With respect to holders of bearer shares, it is their authorized intermediaries which 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 delivered to shareholders who wish to attend the meeting in person and who have not received an admission card by the third business day preceding the General Shareholders' Meeting at twelve midnight Paris time.

A shareholder may always be represented at General Shareholders' Meetings by a duly authorized proxy. This proxy may not represent another person.

Shareholders may vote by post form or by proxy in accordance with the legal and regulatory provisions in force. In accordance with the decision of the Board of Directors, shareholders may participate in General Meetings by means of video-conferencing and may vote using all means of telecommunications and remote transmission, including the Internet, in accordance with the applicable regulations at the time of their use. This decision is disclosed in the notice of meeting published in the BALO (Bulletin des Annonces Légales Obligatoires – Bulletin of Mandatory Legal Notices]). Those shareholders who use the electronic voting form offered on the website created by the meeting organizer, by the required deadline, are considered present or represented shareholders. The electronic form can be filled out and signed directly on that site by any process provided for by the Board of Directors that meets the conditions defined in the first sentence of the second paragraph of Article 1316-4 of the French Civil Code [i.e. the use of a reliable identification procedure guaranteeing that the signature is linked to the form], which may consist of a user name and password.

The proxy or vote cast before the meeting by this electronic method, as well as the receipt that is issued for it, will be considered irrevocable written documents that are enforceable in all cases, it being clearly stated that in the event of the disposal of shares before the third business day preceding the meeting at zero hour, Paris time, the Company will, as a result, invalidate or change, depending on the case, the proxy or vote cast before that date and time.

Article 23 – Agenda

The agenda is drafted by the author of the notice.

One or more shareholders, representing at least the required portion of the share capital and acting on the conditions and within the deadlines determined by law, are entitled to request, by registered mail with acknowledgment of receipt, or by e-mail, the entry of draft resolutions onto the meeting's agenda.

Article 24 – Conduct of General Shareholders' Meetings

Shareholders' Meetings are chaired by the Chairman of the Board of Directors, or in the event of his absence, by one of the Deputy Chief Executive Officers, or by a director appointed by the General Shareholders' Meeting.

Scrutineers' duties are performed by the two attending shareholders holding the highest number of shares who accept this position.

A register of attendance is kept in accordance with the regulations in force. General Shareholders' Meetings vote on the quorum and majority conditions stipulated by law.

The Board of Directors may, at the time of the notice, decide to publicly broadcast the entire meeting by videoconference or telecommunication means. This decision is transmitted, as the case may be, in the announcements and notices of the meetings.

Article 25 – Voting rights

Each member of the General Shareholders' Meeting is entitled to as many votes as the number of shares he owns or represents.

Article 26 – Minutes

Decisions of the General Shareholders' Meeting are recorded in minutes entered into a special register and signed by the officers of the meeting.

Minutes are drafted and copies or extracts of proceedings are issued and certified in accordance with the regulations in force.

Following the Company's dissolution and during its liquidation, these copies or extracts are certified by one or more of the liquidators.

Article 27 – Right of discovery

All shareholders are entitled to receive, on the conditions and on the dates stipulated by law, the documents necessary to enable them to make an informed decision on the Company's management and control.

The nature of the documents and the terms and conditions for their dispatch or availability are determined by law and regulations.

Ordinary General Shareholders' Meetings

Article 28 – Date of the meeting

Shareholders are convened annually to an Ordinary General Shareholders' Meeting by the Board of Directors, prior to the end of the fifth month following the close of the fiscal year, on the date, at the time and at the location stated in the notice of the meeting.

Article 29 – Prerogatives

The Ordinary General Shareholders' Meeting, which must be held annually, hears the report on the Company's business drafted by the Board of Directors and presented by its Chairman, as well as the report by the Statutory Auditors and any other report stipulated in the regulations.

It discusses, approves, rejects or adjusts the financial statements and determines the profit to be distributed.

It appoints the directors, the non-voting members and the Statutory Auditors.

It determines the amount of the attendance fees to be allocated to the Board of Directors.

It votes on all proposals entered onto the agenda.

Extraordinary General Shareholders' Meetings

Article 30 – Prerogatives

The Extraordinary General Shareholders' Meeting may be convened at any time either by the Board of Directors or pursuant to any legal provision. It may amend any of the provisions of these bylaws, in particular it can increase or reduce the share capital, extend the Company's duration or decide its early dissolution, however it cannot change the Company's nationality or increase the shareholders' commitments.

Chapter V: Fiscal year – Parent company financial statements – Appropriation of earnings

Article 31 – Fiscal Year

The Company's fiscal year begins on January 1 and ends on December 31.

Article 32 – Inventory – Annual Financial Statements

Each quarter, a brief statement of the Company's assets and liabilities is prepared. This statement is at the disposal of the Statutory Auditors and is published according to the laws in force.

Furthermore, at the end of each fiscal year, an inventory is drafted of the Company's various assets and liabilities and accounting documents imposed by both the laws governing companies and by banking regulations.

All these documents are placed at the disposal of the Statutory Auditors according to legal and regulatory provisions.

Article 33 – Earnings for the fiscal year – Dividends

From the earnings of each fiscal year, minus any losses carried forward as the case may be, at least 5% is levied to create the legal reserve. This levy ceases to be mandatory when said reserve reaches a sum equal to one-tenth of the share capital. It must be resumed when this reserve falls below this tenth.

The balance of the earnings constitutes, along with any retained earnings, the distributable profit of which the Ordinary General Shareholders' Meeting disposes freely in the framework of the laws in force, and which it can carry forward, or place on reserve, or distribute partially or entirely, on the proposal of the Board of Directors.

The Ordinary General Shareholders' Meeting may also decide to distribute sums levied from retained earnings or from the reserves at its disposal; in such case, the decision expressly references the reserve items from which the levies are made.

The Ordinary General Shareholders' Meeting may offer an option to the shareholders, for all or a part of the dividend distributed, between payment of the dividend in cash or in shares. In this second option, payment will take place through the allocation of Company shares in accordance with the applicable legal and regulatory provisions.

Under the legal conditions in force, the Board of Directors may decide to pay interim dividends in cash or in shares.

The annual dividends are paid at the dates established by the Board of Directors within a period of nine months following the close of the fiscal year.

Chapter VI: Dissolution – Liquidation

Article 34 – Equity capital below one-half of the share capital

If, due to losses recognized in the accounting documents, the Company's equity falls below one-half of the share capital, the Board of Directors is required, within four months following the approval of the financial statements having revealed these losses, to convene the Extraordinary General Shareholders' Meeting in order to decide whether it is fitting to dissolve the Company early.

Should the Board of Directors fail to convene the Extraordinary General Shareholders' Meeting, the Statutory Auditors may do so.

Article 35 – Dissolution – Liquidation

At the Company's expiry, or in the event of early dissolution, the General Shareholders' Meeting determines the liquidation method, on the proposal of the Board of Directors and subject to the legal requirements in force, and appoints one or more liquidators whose powers it determines.

Chapter VII: Disputes

Article 36 – Disputes

Any dispute arising among the shareholders concerning the performance of these bylaws shall be submitted to the courts having jurisdiction where the Company has its registered office.

7.2 General information on Natixis' capital

7.2.1 FORM AND TRANSFER OF SHARES (CHAPTER II, ARTICLE 4 OF THE BYLAWS)

Shares in the Company may either be registered shares or identifiable bearer shares, at the shareholder's discretion.

They are registered in share accounts and are transferred according to the terms provided for by law and regulations.

7.2.2 SHARE CAPITAL

The share capital has been set at €4,991,395,425.60 at March 2, 2015, divided into 3,119,622,141 fully paid-up shares of €1.60 each.

7.2.3 AUTHORIZED BUT UNISSUED CAPITAL – CAPITAL INCREASE AUTHORIZATIONS

The Combined General Shareholders' Meeting of May 21, 2013 granted the Board of Directors financial authorization for a 26-month period to carry out capital increases with retention or cancellation of preferential subscription rights (these authorizations replaced those granted by the Combined General Shareholders' Meeting of May 26, 2011).

The Combined General Shareholders' Meeting resolved that these capital increases, which may not exceed an overall par value ceiling of one and a half (1.5) billion euros, could be carried out either through issuing shares or through issuing securities that give access to share capital, particularly in the form of financial instruments representing debt securities.

This same meeting resolved in particular that under certain circumstances, the Board of Directors may:

- determine the issue price of the shares, within the limit of 10% of the share capital per year, as part of a capital increase with waiving of preferential subscription rights;
- decide to increase capital with waiving of preferential subscription rights through an offer as set out in Article L.411-2(II) of the French Monetary and Financial Code (private placement);
- decide to increase capital with waiving of preferential subscription rights with a view to remunerating contributions in kind granted to the Company, within the limit of 10% of the share capital at the time of the issue;
- decide to increase capital via the incorporation of premiums, reserves, retained earnings or other items;
- decide to increase the number of securities to be issued, within the legal limits, in the event of capital increases with or without preferential subscription rights;
- decide to increase the share capital reserved for members of an employee savings plan, up to the par value limit of forty-eight (48) million euros.

These capital increases will be applied against the amount of the overall ceiling described above.

In addition, the Combined General Shareholders' Meeting of May 21, 2013 authorized the Board of Directors to grant new shares to employees and corporate officers of Natixis and related companies, for a period of 38 months and on one or more occasions, for a total nominal amount of two-hundred forty-six (246) million euros, to be deducted from the overall one and a half (1.5) billion euro ceiling mentioned above (these authorizations replaced those granted by the Combined General Shareholders' Meeting of May 21, 2010).

Report of the Board of Directors on the use of capital increase authorizations

In its session on February 19, 2014, the Board of Directors also decided to use the authorization relating to the capital increase with waiving of preferential subscription rights reserved for members of employee savings plans granted by the Combined General Shareholders' Meeting of May 21, 2013 (16th resolution), for the launch of the Mauve 2014 employee share ownership plan with an overall par value ceiling of €48,000,000, representing a maximum of 30,000,000 shares. In order to implement the Mauve 2014 offer, the Board of Directors invested the Chief Executive Officer with all the necessary powers in particular to set the Subscription Price and the subscription period for the shares to be issued.

In a decision taken on June 23, 2014, the Chief Executive Officer of Natixis set the subscription/withdrawal period for the proposed shares under the Mauve 2014 offer from June 23 to June 26, 2014 inclusive and set the beneficiary Subscription Price for the shares at €4.041 per share.

In a decision taken on July 24, 2014, the Chief Executive Officer of Natixis recognized Natixis' capital increase for a total of €40,213,304.33 through the issuance of 9,951,325 new shares with a par value of €1.60, which breaks down into a nominal amount of €15,922,120 and an issue premium of €24,291,184.33, and the by-laws were accordingly amended (Article 3: Share Capital).

At its meeting on July 31, 2014, the Board of Directors used the authorization that was granted to it by the Combined General Shareholders' Meeting of May 21, 2013 on the allocation of free shares (17th resolution) to the Corporate Officers. Natixis allocated 31,955 performance shares to Laurent Mignon. These are existing shares previously purchased by Natixis under its share buyback program.

SUMMARY TABLE OF CURRENT AUTHORIZATIONS GRANTED TO THE BOARD OF DIRECTORS BY THE GENERAL SHAREHOLDERS' MEETING

Date of meeting	Resolution No.	Purpose of authorization	Amount authorized	Duration	Date used	Amount used
05.21.2013	8	In order to carry out a reduction in the share capital by canceling treasury shares	10% of the shares making up the capital of the Company	26 months	None	None
05.21.2013	9	In order to carry out a capital increase, through the issue – with preferential subscription rights maintained – of shares and/or securities providing access to the capital of the Company and/or the issue of securities entitling holders to the allotment of debt securities	€1.5 bn	26 months	None	None
05.21.2013	10	In order to carry out a capital increase through the issue – without preferential subscription rights maintained – of shares and/or securities giving access to the capital of the Company and/or the issue of securities entitling holders to the allotment of debt securities	€1.5 bn [(a)]	26 months	None	None
05.21.2013	11	In order to determine the issue price of new shares in the event of a capital increase without preferential subscription rights maintained	10% of the share capital [(a)]	26 months	None	None
05.21.2013	12	In order to carry out a capital increase through the issue - without preferential subscription rights maintained - of shares and/or securities giving access to the capital of the Company through an offer as set out in Article L.411-2 (II) of the French Monetary and Financial Code	€1.5 bn [(a)]	26 months	None	None
05.21.2013	13	In order to increase the share capital by issuing shares or securities giving access to capital in the Company as remuneration for contributions in kind involving securities of unlisted companies	10% of the share capital [(a)]	26 months	None	None
05.21.2013	14	In order to increase the share capital via the incorporation of premiums, reserves, retained earnings or other items	€1.5 bn [(a)]	26 months	None	None
05.21.2013	15	In order to increase the number of securities to be issued in the event of capital increases with or without preferential subscription rights	15% of initial issue [(a)]	26 months	None	None
05.21.2013	16	In order to increase the share capital by issuing shares or securities giving access to the Company's capital, reserved for members of employee savings plans with waiving of preferential subscription rights in favor of said members, pursuant to Article L.225-129-6 of the French Commercial Code	€48 m [(a)]	26 months	02.19.2014	15,922,120
05.21.2013	17	In order to grant shares	€246 m [(a)]	38 months	11.06.2013 07.31.2014	€144 [(b)] €51,128 [(b)]

(a) Amount deducted from the ceiling decided in resolution No. 9 of the General Shareholders' Meeting of May 21, 2013 (€1.5 bn).
(b) Overall par value ceiling.

7.2.4 SECURITIES NOT CONFERRING RIGHTS OVER THE SHARE CAPITAL

On November 25, 1985, Banque Française du Commerce Extérieur issued 140,000 non-voting shares with a par value of FRF 5,000 (€762.25). The coupon is payable annually on November 25. Redemptions are at the initiative of the borrower.

At December 31, 2014, 47,000 non-voting shares were outstanding.

7.2.5 OTHER SECURITIES GIVING ACCESS TO CAPITAL

At December 31, 2014, 4,760,945 stock options were exercisable.

On November 17, 2006, the Combined General Shareholders' Meeting authorized the Natixis Management Board to grant, on one or more occasions, stock options to some, or all, employees or corporate officers of the Company or of related companies, within the meaning of Article L.225-180 of the French Commercial Code. This authorization involved a maximum of 10,000,000 shares (i.e. 15,400,000 shares following the adjustment resulting from the September 2008 capital increase).

In 2007, the Natixis Management Board resolved to grant stock options to certain employees and corporate officers of Natixis, Groupe Banque Populaire and Groupe Caisse d'Epargne.

On May 24, 2007, the Combined General Shareholders' Meeting once again authorized the Natixis Management Board to grant stock options to some, or all, employees or corporate officers of the Company or of related companies, within the meaning of Article L.225-180 of the French Commercial Code. This authorization also involved a maximum of 10,000,000 shares (i.e. 15,400,000 shares following the adjustment resulting from the September 2008 capital increase).

In 2008, the Natixis Management Board approved a plan to grant stock options to certain employees and corporate officers of Groupe Banque Populaire and Groupe Caisse d'Epargne. The corporate officers of these two groups waived their right to their options.

No stock options were granted in fiscal years 2009, 2010, 2011, 2012, 2013 or 2014.

SUMMARY OF STOCK OPTION PLANS AT DECEMBER 31, 2014

Plan date	Date of General Shareholders' Meeting	Option exercise start date	Option expiry date	Option exercise price *(in euros)*	Number of remaining beneficiaries	Number of options authorized	Number of options granted	Number of options exercised	Number of options exercisable	Number of options yet to be exercised	Number of options canceled
01.21.2008	05.24.2007	01.21.2012	01.20.2015	6.883	436	15,400,000	7,576,800	0	4,760,945	0	3,615,540
TOTAL					**436**	**15,400,000**	**7,576,800**	**0**	**4,760,945**	**0**	**3,615,540**

SUMMARY OF STOCK OPTION PLANS GRANTED TO NATIXIS CORPORATE OFFICERS AT DECEMBER 31, 2014

Plan date	Date of General Shareholders' Meeting	Option exercise start date	Option expiry date	Option exercise price *(in euros)*	Number of beneficiary officers	Number of options awarded to officers	Number of options exercised	Number of options exercisable	Number of options yet to be exercised	Number of options canceled
01.21.2008	05.24.2007	01.21.2012	01.20.2015	6.883	0	0	0	0	0	0
TOTAL					**0**	**0**	**0**	**0**	**0**	**0**

Observations:

The figures factor in the adjustments to the option exercise price and the number of options following the cash capital increase of September 2008 and the special dividend payout approved by the Company's General Shareholders' Meeting of July 31, 2013.

Certain exemptions allow options to be exercised early (third-party financial transactions impacting Natixis' capital, and the death or negotiated retirement of the beneficiary).

In 2008, no Natixis corporate officer received stock options in respect of his corporate office at Natixis.

Natixis scope of consolidation	Total number of options granted/ shares subscribed for	Weighted average price	Plan
Options ***awarded*** by the issuer during the year to the 10 salaried employees of the issuer and of all the companies within its scope who were awarded the most options	0	n/a	n/a
Options ***held*** in respect of the issuer and the companies referred to above, exercised during the period, by the 10 salaried employees of the issuer and of these companies who hold the most options thereby awarded	0	n/a	n/a
	0	n/a	n/a

7.2.6 CHANGES IN THE CAPITAL OVER THE LAST FIVE FISCAL YEARS

	Number of shares at the start of the fiscal year	Number of shares created during the fiscal year	Number of shares at the end of the fiscal year	Share capital *(in euros)*
2010	2,908,137,693	0	2,908,137,693	4,653,020,308.80
2011	2,908,137,693	174,208,195 [(a)]	3,082,345,888	4,931,753,420.80
2012	3,082,345,888	3,868,906	3,086,214,794	4,937,943,670.40
2013	3,086,214,794	14,080,396	3,100,295,190	4,960,472,304.00
2014	3,100,295,190	16,167,431	3,116,507,621	4,986,412,193.60

(a) Capital increase further to the payment of the dividend in shares.

The table below gives details of the amount of issue premiums for each of the transactions impacting the capital.

Fiscal year	Heading	Number of shares	Share capital *(in euros)*	Issue premiums on capital increases *(in euros)*
2010	**At January 1**	**2,908,137,693**	**4,653,020,308.80**	
	At December 31	**2,908,137,693**	**4,653,020,308.80**	
2011	**At January 1**	**2,908,137,693**	**4,653,020,308.80**	
	Payment of the dividend in shares	174,208,195	278,733,112	289,185,603.70
	At December 31	**3,082,345,888**	**4,931,753,420.80**	
2012	**At January 1**	**3,082,345,888**	**4,931,753,420.80**	
	Free shares awarded	3,868,906	6,190,249.60	
	At December 31	**3,086,214,794**	**4,937,943,670.40**	
2013	**At January 1**	**3,086,214,794**	**4,937,943,670.40**	
	Free shares awarded	5,640,766	9,025,226	
	Shares issued in respect of the capital increase reserved for employees	8,439,630	13,503,408	10,127,556
	At December 31	**3,100,295,190**	**4,960,472,304.00**	
2014	**At January 1**	**3,100,295,190**	**4,960,472,304.00**	
	Free shares awarded	6,261,106	10,017,769.60	
	Shares issued in respect of the capital increase reserved for employees	9,951,325	15,922,120	24,291,184.33
	At December 31	**3,116,507,621**	**4,986,412,193.60**	

7.2.7 OTHER INFORMATION ON THE CAPITAL

Natixis has not pledged any of its shares.

7.3 Distribution of share capital and voting rights

7.3.1 DISTRIBUTION OF SHARE CAPITAL AT DECEMBER 31, 2014

At December 31, 2014, Natixis' main shareholders were as follows:

	% capital	% voting rights
BPCE	71.46%	71.52%
Employee shareholding [(a)]	2.04%	2.04%
Treasury shares	0.08%	0.00%
Free float	26.42%	26.44%

(a) of which 0.59% held through capital increases reserved for employees
of which 0.76% held outside of employee savings plans by employees and former employees
of which 0.69% held under the BPCE Actions Natixis employee share ownership plan, including bearers of Groupe BPCE shares

As far as Natixis is aware, there are no shareholders, other than those listed in the above table, who own more than 5% of the capital or voting rights.

7.3.2 OWNERSHIP OF SHARES BY MEMBERS OF MANAGEMENT AND SUPERVISORY BODIES

Board members, including natural and legal persons, owned 71.47% of Natixis' capital at December 31, 2014 (almost all of this being owned by BPCE).

The ownership of shares by corporate officers who are individuals is not material. Please see the preceding pages for details of stock options granted by the Company to certain employees and corporate officers.

7.3.3 TREASURY SHARES

Under the share buyback program authorized by the General Shareholders' Meeting of May 20, 2014, Natixis owned 2,489,588 treasury shares at December 31, 2014.

The table below shows the number and percentage of shares held as treasury shares at December 31, 2013 and December 31, 2014.

	Number purchased	Purchase price *(in euros)*	Average purchase price *(in euros)*	Amount sold or canceled	Sale price *(in euros)*	Average sale price *(in euros)*	Final shares	% of capital held
Bonus share grant plan (employee grants)								
At December 31, 2013	**154,729,314**	**759,847,893.06**	**4.91**	**149,458,963**	**640,124,767.15**	**4.28**	**5,270,351**	**0.17%**
At December 31, 2014	**171,189,458**	**843,288,835.11**	**4.93**	**168,699,870**	**738,218,798.87**	**4.38**	**2,489,588**	**0.08%**

7.3.4 EMPLOYEE SHAREHOLDERS

At December 31, 2014, the percentage of the capital owned by Natixis employees was 2.04%, of which:

- 0.59% was held through capital increases reserved for employees;
- 0.76% was held outside of employee savings plans by employees and former employees;
- 0.69% was held under the BPCE Actions Natixis employee share ownership plan, including bearers of Groupe BPCE shares;

By the resolution of November 12, 2007 and on the basis of the authorization of the Combined General Shareholders' Meeting of May 24, 2007, the Management Board had granted a maximum of 6,600,000 bonus shares, split equally between employees of Natixis and of companies that are directly or indirectly related to it as per Article L.225-197-1 et seq. of the French Commercial Code.

These bonus shares were vested to beneficiaries on November 12, 2009, subject to satisfaction of certain conditions, notably presence conditions.

They were locked-up until November 14, 2011 and became freely transferable at that date.

Furthermore, in accordance with the provisions of Articles L.225-197-1 et seq. of the French Commercial Code:

- the Natixis Board of Directors, at its meeting on August 5, 2010 (by virtue of the authorization granted by the General Shareholders' Meeting of May 27, 2010, 18th resolution), decided to grant 6,595,308 free shares to certain employees of Natixis and its subsidiaries by virtue of their employment contracts;
- the Natixis Board of Directors, at its meeting on February 22, 2011 (by virtue of the authorization granted by the General Shareholders' Meeting of May 27, 2010, 18th resolution), decided to grant 6,893,424 free shares to certain employees of Natixis and its subsidiaries by virtue of their employment contracts;
- the Natixis Board of Directors, at its meeting on February 22, 2012 (by virtue of the authorization granted by the General Shareholders' Meeting of May 27, 2010, 18th resolution), decided to grant 6,119,373 free shares to certain employees of Natixis and its subsidiaries by virtue of their employment contracts;
- the Natixis Board of Directors, at its meeting on February 17, 2013 (by virtue of the authorization granted by the General Shareholders' Meeting of May 27, 2010, 18th resolution), decided to grant 1,724,325 free shares to certain employees of Natixis and its subsidiaries by virtue of their employment contracts;
- the Natixis Board of Directors, at its meeting on November 6, 2013 (by virtue of the authorization granted by the General Shareholders' Meeting of May 21, 2013, 17th resolution), decided to grant 90 free shares to the Chief Executive Officer of Natixis;
- the Natixis Board of Directors, at its meeting on July 31, 2014 (by virtue of the authorization granted by the General Shareholders' Meeting of May 21, 2013, 17th resolution), decided to grant 31,955 performance shares to the Chief Executive Officer of Natixis.

Finally, as indicated in paragraph 7.2.3 herein, during its session on February 19, 2014, the Board of Directors decided to use the authorization relating to the capital increase with waiving of preferential subscription rights reserved for members of employee savings plans granted by the Combined General Shareholders' Meeting of May 21, 2013 (16th resolution), for the launch of the Mauve 2014 employee share ownership plan with an overall par value ceiling of €48,000,000, representing a maximum of 30,000,000 shares.

As a result, in a decision taken on July 24, 2014, the Chief Executive Officer of Natixis recognized Natixis' capital increase for a total of €40,213,304.33 through the issuance of 9,951,325 new shares with a par value of €1.60, which breaks down into a nominal amount of €15,922,120 and an issue premium of €24,291,184.33, and the by-laws were accordingly amended.

7.3.5 CHANGES IN THE SHAREHOLDER BASE OVER THE PAST THREE YEARS

	Natixis		
At December 31 *(as a percentage)*	**2014**	**2013**	**2012**
BPCE	71.46%	71.84%	72.17%
Employee shareholding	2.04%[a]	1.64%	1.17%
Treasury shares	0.08%	0.17%	0.22%
Free float	26.42%	26.35%	26.44%

(a) of which 0.59% held through capital increases reserved for employees
of which 0.76% held outside of employee savings plans by employees and former employees
of which 0.69% held under the BPCE Actions Natixis employee share ownership plan, including bearers of Groupe BPCE shares

7.3.6 NATURAL OR LEGAL PERSONS EXERCISING OR POTENTIALLY EXERCISING CONTROL OVER NATIXIS

BPCE assumes the responsibilities provided for by banking regulations as principal shareholder of Natixis.

The application of corporate governance rules and the rules set out for members of the Board of Directors prevent the risk of abusive exercise of control.

7.4 Information from Article L. 225-100-3 of the French Commercial Code

Article L. 225-100-3 of the French Commercial Code requires companies whose securities are admitted for trading on a regulated market to make available and explain certain information, where said information may have an impact in the event of a public offer.

Natixis' main shareholder, BPCE held 71.46% of the share capital and 71.52% of the voting rights at December 31, 2014. Given its capital structure, Natixis believes that a hostile takeover bid would have very little chance of succeeding.

7.5 Draft resolutions of the Combined General Shareholders' Meeting of May 19, 2015

7.5.1 REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE SHAREHOLDERS' MEETING

The purpose of this report is to present the draft resolutions submitted by your Board of Directors to your General Shareholders' Meeting.

You may refer to this 2014 registration document for the statement on the financial condition, activity and results of Natixis and its group during the past fiscal year and the various disclosures required by the legal and regulatory provisions in effect (also available on the Natixis website: www.natixis.com).

Thirty-seven resolutions will be submitted to the shareholders at the Combined General Shareholders' Meeting to be held at 3 p.m. on May 19, 2015 at CNIT Paris La Défense, 2 place de la Défense – 92053 Paris.

These resolutions can be categorized into three groups:

- the first 11 resolutions (resolution one to resolution eleven) require the approval of the Ordinary General Shareholders' Meeting and concern fiscal year 2014: approval of the financial statements, appropriation of earnings and payment of a special dividend, approval of related party agreements, advisory opinion on the components of compensation due or granted in respect of fiscal year 2014 to each executive corporate officer, overall budget for compensation paid in fiscal year 2014 to the employees referred to in Article L.511-71 of the French Monetary and Financial Code, variable compensation ceiling for these same employees, ratification of the decision to co-opt a new director and the Company's transactions in its own shares on the market;
- the following 13 resolutions (resolution twelve to resolution twenty-four) require the approval of the Extraordinary General Shareholders' Meeting and concern the renewal of all of the financial delegations and authorizations that provide your Company with the financial means to develop and implement its strategy as well as the reverse split of the Company's stock and changes to the Company's by-laws (term of office of directors, powers of the Board of Directors, shareholders' voting rights and compliance with legal and regulatory provisions);
- the final 13 resolutions (resolution twenty-five to resolution thirty-seven) once again require the approval of the Ordinary General Shareholders' Meeting and concern the reappointment of 10 directors, the appointment of one new director and the establishment of a total yearly budget for directors' fees.

Resolutions requiring the approval of the Ordinary General Shareholders' Meeting (resolutions one to eleven)

Approval of the financial statements for fiscal year 2014 (resolutions one and two)

In resolutions one and two, the General Shareholders' Meeting is asked to approve the Natixis 2014 parent company and consolidated financial statements, respectively.

Detailed comments on the parent company and consolidated financial statements are provided in this registration document.

Appropriation of 2014 earnings / payment of an ordinary and a special dividend (resolution three)

Resolution three covers the appropriation of the corporate earnings of Natixis: payment of an ordinary dividend and a special dividend. Natixis' parent company financial statements as at December 31, 2014 show net income of €1,305,316,943.00 and, after taking into account retained earnings of €500,383,696.32 and allocation to the legal reserve, distributable profits of €1,740,434,792.17.

Resolution three proposes to:

- allocate €65,265,847.15 to the legal reserve;
- pay a dividend of €1,059,612,591.14, broken down as follows:
  - an ordinary dividend totaling €623,301,524.20,
  - a special dividend of €436,311,066.94;
- allocate the remaining distributable profits to retained earnings, i.e. €680,822,201.03 [1].

Accordingly, the dividend per share is set at 34 (thirty-four) euro cents per share.

The dividend will be detached from the share on May 22, 2015 and paid starting on May 26, 2015.

The payment of the special dividend reflects Natixis' wish to award its shareholders any capital that exceeds the Common Equity Tier 1 ratio target range of 9.5% - 10.5%.

At December 31, 2014, Natixis' ratio far exceeded this target range. This was due to:

- its earnings, which led to an increase to the ratio at every quarterly interval;
- the IPO of 59% of Coface in late June 2014, which resulted in a 39 basis point increase in the Common Equity Tier 1 ratio in the second quarter of 2014.

(1) *This amount is estimated based on the amount of share capital at December 31, 2014. It will be adjusted depending on the number of shares entitled to dividends.*

In light of these developments, and in accordance with Natixis' dividend payment policy, the General Shareholders' Meeting is asked to approve the payment of a special dividend in cash of €0.14 per share, in addition to the payment of an ordinary dividend in cash of €0.20 per share.

For individual beneficiaries who are residents for tax purposes in France, this dividend will be taken into account automatically by law to determine total gross income subject to the progressive income tax scale, and will be eligible for an allowance of 40% of the gross amount received (Article 158-3-2 of the French General Tax Code).

The paying establishment will collect the non-definitive withholding tax set out in Article 117 quater of the French General Tax Code, except from those individual beneficiaries who are residents for tax purposes in France that have applied for an exemption under the conditions set out in Article 242 quater of the French General Tax Code. All of the Company's shares are eligible for this tax treatment.

In accordance with legal provisions, we remind you that for the three fiscal years prior to fiscal year 2014, the following dividends were distributed:

Fiscal year	Number of shares on which a dividend was paid	Ordinary dividend per share *(in euros)*	Total *(in euros)*
2011	3,082,345,888	0.10	308,234,588.80
2012	3,086,214,794	0.10	308,621,479.40
2013	3,100,295,190	0.16	496,047,230.40

Commitments and related party agreements (resolutions four and five)

Resolution four concerns the approval of related party agreements*, in application of Articles L.225-38 et seq. of the French Commercial Code, authorized by the Board of Directors during fiscal year 2014 and after this date until the Board of Directors' meeting of February 18, 2015. These commitments and agreements are presented in the Statutory Auditors' special report along with those entered into prior to fiscal year 2014 and still effective, which do not require re-approval by the shareholders (*see page 447 of this registration document*).

For Natixis, this includes the following related party agreements:

- the authorization given by the Board of Directors on June 25, 2014 with regard to the terms of the proposed sale of 79,989,067 Coface shares, with the option of increasing this number to a maximum of 91,987,426 shares sold if the greenshoe option is fully exercised, as part of a retail public offering in France and a global offering for institutional investors both in and outside France. The Board set the selling price of these shares. The global offering is underwritten by a group of financial institutions;
- the authorization given by the Board of Directors on September 23, 2014 with regard to the conclusion of a framework agreement governing the assignment of receivables among Natixis, Caisse d'Epargne et de Prévoyance Ile de France, Bred Banque Populaire and Banque Populaire Rives de Paris and of a service agreement. The framework agreement and service agreement fall within the context of the closure of Natixis' Central Branch;
- approval by the Board of Directors on November 4, 2014 of the terms and conditions of a Framework Agreement Protocol between CNP Assurances, BPCE and Natixis, the main provisions of which are included in the General Framework Agreement approved by the Board of Directors on February 18, 2015.
- approval by the Board of Directors on February 18, 2015 of the terms and conditions for a Renewed Partnership with CNP Assurances and the authorization given to the Chief Executive Officer, with the right to sub-delegate said powers, in the name and on behalf of Natixis, to finalize, complete, sign, initial and return the New Partnership Agreements to which Natixis is a party, namely the general framework agreement, the quota share reinsurance treaty, the tranche 1 and tranche 2 reinsurance treaties, the EuroCroissance matching agreement and the tranche 2 matching agreement.

In resolution five, you are asked, in accordance with Article L.225-42-1 of the French Commercial Code, to approve the commitments and agreements made in favor of Laurent Mignon, CEO, on the occasion of his reappointment. This mainly includes:

- the commitment establishing the terms and conditions of the indemnity due or likely to be due to Laurent Mignon in the event he ceases his duties as Chief Executive Officer (hereinafter referred to as the "Commitment related to the severance payment") and amendment No. 1 relating thereto;
- This commitment related to the severance payment was authorized by the Natixis Board of Directors at its meeting of February 22, 2011 and approved by the Combined General Shareholders' Meeting of May 26, 2011. Amendment No. 1 was authorized by the Board of Directors on February 19, 2014 and was approved by the Ordinary General Shareholders' Meeting of May 20, 2014.

  Thus, at the end of the commitment establishing the terms and conditions of the indemnity due or likely to be due to Laurent Mignon and of Amendment No. 1, the amount of the severance payment for the CEO is calculated as follows:

  - Amount of indemnity

    The monthly reference compensation (hereinafter referred to as the 'Monthly reference compensation") included in the calculation is equal to 1/12th of the sum of:

    - the fixed compensation paid in respect of the last calendar year in office, and,
    - the average variable compensation granted (paid immediately or deferred in any form) in respect of the past three calendar years in office.

    The compensation granted for the Natixis CEO's office is used to calculate the Monthly reference compensation.

* *The terms followed by an asterisk are defined in the index below.*

The amount of the indemnity (hereinafter referred to as the "Severance payment") is equal to: Monthly reference pay x (12 months + 1 month per year of seniority).

Seniority is broken down into years and fractions of years during which the Natixis CEO's office is held.

The amount of this severance payment, together with the non-compete allowance, if applicable, received by the Chief Executive Officer is capped at twenty-four (24) months of the Monthly Reference Pay.

No severance payment is made if the CEO leaves office:

- due to serious negligence or misconduct, or
- at his/her own initiative in order to hold new offices, or
- following a change in office within Groupe BPCE.

As such, entitlement to the indemnity is subject to performance criteria and conditions.

The severance payment will only be made if the Board of Directors observes, when implementing the Commitment related to the severance payment, that the performance conditions have been met.

- A non-compete agreement, in the event that Mr. Mignon's office as Chief Executive Officer is terminated, authorized by the Board of Directors' Meeting of February 19, 2014 and approved by the Ordinary General Shareholders' Meeting of May 20, 2014. This non-compete clause is limited to a period of six (6) months and is associated with an indemnity equal to 6 months of fixed compensation, as in force at the date on which the CEO leaves office (hereinafter referred to as the "Non-compete indemnity").

  It should be noted that, in the event a severance payment is made to the CEO, the total amount of this indemnity and the non-compete indemnity may not exceed a ceiling of twenty-four (24) months of Monthly reference compensation, as defined in the Commitment related to the severance payment.

  The Board of Directors will have to decide whether or not to apply the non-compete clause at the time the CEO leaves office.

These commitments are included in the special Statutory Auditors' report (*see page 447 of this Registration Document*).

Opinion on the components of compensation due or granted in respect of the fiscal year ended December 31, 2014 to each executive corporate officer (resolutions six and seven)

In accordance with the recommendations of the AFEP-Medef corporate governance code as revised in June 2013 (section 24.3) to which Natixis refers in application of Article L. 225-37 of the French Commercial Code, resolutions 6 and 7, aimed at submitting to the General Shareholders' Meeting the components of the compensation due or granted to each executive corporate officer in respect of the fiscal year ended Wednesday, December 31, 2014, i.e.: François Pérol, Chairman of the Board of Directors, and Laurent Mignon, Chief Executive Officer.

Components of compensation due or granted in respect of the fiscal year ended December 31, 2014 to François Pérol, Chairman of the Board of Directors of Natixis:

Components of compensation	Amounts	Comments
Fixed compensation	€0	Since he took office in 2009, each year François Pérol has waived any form of compensation whatsoever as Chairman of the Board of Directors of Natixis.
Directors' fees	€0	Under a Groupe BPCE rule, the portion of directors' fees due to François Pérol as a director is directly allocated to BPCE, also a Natixis director.

It should also be noted that François Pérol does not receive any compensation - and particularly any variable compensation, multi-annual variable compensation, extraordinary compensation, stock options, performance shares, indemnities for taking or leaving office, supplementary pension scheme or any other type of benefits - in respect of his office as Chairman of the Board of Directors.

Components of compensation due or granted in respect of the fiscal year ended December 31, 2014 to Laurent Mignon, Chief Executive Officer of Natixis:

For detailed information on all of the components of compensation for Laurent Mignon, please refer to Chapter 2 of this Registration Document, particularly Section 2.4, which concludes with the AFEP-Medef summary table submitted to an advisory vote by the shareholders.

Overall budget for compensation paid to the employees referred to in Article L.511-71 of the French Monetary and Financial Code during the fiscal year ended December 31, 2014 (resolution eight)

In accordance with the provisions of Article L.511-73 of the French Monetary and Financial Code, the purpose of resolution eight is to consult with shareholders at the General Shareholders' Meeting about the overall budget for compensation paid to Natixis employees referred to in Article L.511-71 of the same Code during fiscal year 2014.

The definition of regulated categories of staff at Natixis is primarily based on the principles set out in Directive 2013/36/EU, known as CRD4, and the Decree of November 3, 2014 and is determined according to criteria set by the European Banking Authority (EBA) in its regulatory technical standard published on December 16, 2013 and approved by the European Commission in Commission Delegated Regulation (EU) no. 604/2014 of March 4, 2014.

With regard to those criteria, these individuals are identified either by applying 15 qualitative criteria because of their functions, their level of responsibility and their authority to materially commit the Company to transactions in terms of credit and risk profiles, or by considering their total level of compensation during the preceding fiscal year, consistent with the three quantitative criteria defined by regulation.

Regulated categories of staff at Natixis during the 2014 fiscal year came to a total of 259 employees:

Of which 228 staff members identified by qualitative criteria:

- directors, i.e. 15 individuals;
- members of Natixis' Senior Management Committee, i.e. 11 individuals;

- key staff responsible for control functions (Internal Audit Department, Risk and Compliance) and other support functions who are not members of the management bodies listed above, i.e. 43 individuals;
- key staff responsible for important business lines and foreign locations (excluding Asset Management and Insurance) who have not already been identified by the criteria mentioned above, i.e. 27 individuals;
- individuals with authority to take, approve or veto a decision on credit risk exposure and who are responsible for market risk exposure exceeding materiality thresholds and who have not already been identified by the criteria above, i.e. 132 individuals.

Of which 31 employees identified using quantitative criteria:

- individuals whose total compensation in 2013 qualified them in respect of the three quantitative criteria defined in the Regulation and who have not already been identified using qualitative criteria.

The functions concerned include Senior bankers, heads of structured finance activities and, regarding capital market activities, structurers and sales.

In accordance with the regulations in force, Natixis has established a strict regulatory framework for the variable compensation of employees belonging to regulated categories of staff. A significant share of this compensation is indexed to the performance of Natixis shares, with payment deferred to a later date and contingent upon meeting presence and performance criteria.

The compensation policy is set out in detail in Section 2.4 of this Annual Registration Document.

The total amount of compensation paid to the above-mentioned Natixis employees during the fiscal year ended December 31, 2014, which due to the deferred payment of variable compensation and the system of deferred payment in place for the past three years is not equal to the compensation awarded for fiscal year 2014, amounted to €143.9 million (excluding employer social security charges). This amount includes the fixed compensation paid in 2014, the variable compensation paid in 2014 for 2013, the variable compensation paid in 2014 for previous fiscal years (2010, 2011 and 2012) and the free shares granted in 2011 and 2012 and delivered in 2014.

Ceiling on variable compensation for employees referred to in Article L.511-71 of the French Monetary and Financial Code (resolution nine)

Resolution nine asks the General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements provided for in Paragraph 3 of Article L.511-78 of the French Monetary and Financial Code, to resolve that the variable compensation paid to employees referred to in Article L.511-71 of the same Code may not double the amount of their fixed compensation.

This ceiling applies within the meaning of the French Monetary and Financial Code to regulated employees, as defined under the previous resolution.

Under directive CRD4, the General Shareholders' Meeting may authorize this ratio to be capped at 200% under the following conditions:

- a 50% quorum, with 66% of votes in favor or, failing that;
- no quorum, with 75% of votes in favor.

This provision will apply to the Natixis employees in question starting from the 2015 fiscal year. This ceiling does not represent an additional cost for Natixis and does not increase the level of total compensation for its regulated employees. Furthermore, it allows Natixis to maintain the flexibility needed to match variable compensation to real performance, and to hire and retain employees targeted by this measure by offering them competitive compensation. In this respect, it should be noted that Natixis operates on highly specialized labor markets, both outside the European Economic Area where local operators are not subject to regulatory caps on variable compensation, and within the European financial community vis-à-vis financial operators unaffected by CRD4 (investment funds, venture capital companies, etc.). Nearly 27% of the Group's regulated employees for 2014 were located outside the European Economic Area.

The scope of regulated employees will continue to be defined according to the criteria applied in 2014, and is subject to regulatory changes or adjustments relating to Natixis' operations. The number of regulated employees should be similar to that of 2014, i.e. 260, and they should exercise similar functions to those described in the previous resolution.

Based on the scope of regulated employees in 2014, fixed compensation is valued at €59 million excluding employer charges. As a reminder, variable compensation will remain under strict management (deferred and conditional payments, indexing to Natixis' share performance).

Ratification of the decision to co-opt a director (resolution ten)

Resolution ten asks the shareholders to ratify the decision made by the Board of Directors on February 18, 2015 to co-opt Anne Lalou as director (on the favorable opinion of the Appointments Committee at its meeting of February 6, 2015) to replace Christel Bories, who resigned, for her remaining term of office, i.e. until the end of this General Shareholders' Meeting.

Anne Lalou, age 51, has served as the Dean and Managing Director of Web School Factory since September 2012 (see Ms. Lalou's résumé in Section 2.2 of Chapter 2, "Corporate Governance" of this registration document).

Trading by the Company in its own shares (resolution eleven)

Resolution eleven asks the General Shareholders' Meeting to renew for a period of 18 months the authorization to buy back shares granted to the Board of Directors.

The Board of Directors would thus be authorized to set up a treasury share buyback program up to a limit of no more than 10% of the total number of shares comprising the Company's share capital, or 5% of the total number of shares comprising the Company's share capital acquired with a view to being held and subsequently tendered in connection with a merger, spin-off or asset transfer. The Company cannot under any circumstance own at any given time more than 10%

of the ordinary shares comprising its share capital. The objectives of these share purchases would be:

- to implement a liquidity contract;
- to award or transfer shares to the employees in respect of their share of the Company profits, Employee Savings plans or share buyback programs and to freely award shares or any other form of share allocation to members of the staff;
- payment or exchange in connection with merger and acquisition transactions.

The maximum share price cannot exceed ten (10) euros per share.

These shares may be bought, sold or transferred at any time (except in the event of a public offer of the Company's shares) by any means (including block trades or the use of derivatives) in accordance with the regulations in effect (see below the summary table on the financial resolutions submitted to the shareholders).

Resolutions requiring the approval of the extraordinary General Shareholders' Meeting (resolutions twelve to twenty-four)

Reduction in share capital through the cancellation of treasury shares held by the Company (resolution twelve)

Resolution twelve asks the General Shareholders' Meeting to renew the authorization granted to the Board of Directors, for a duration of 26 months, to cancel, through a reduction in the share capital, all or part of the treasury shares held by Natixis or of the shares acquired under the authorization granted by the Ordinary General Shareholders' Meeting, within the limit of 10% of the capital per 24-month period. This authorization will nullify any prior authorization of the same nature for any amounts remaining unused (see below the summary table on the financial resolutions submitted to the shareholders).

Renewal of financial delegations and authorizations (resolutions thirteen to nineteen)

There are financial delegations and authorizations that were granted to the Board of Directors in 2013 and expire in 2015.

As such, the General Shareholders' Meeting is asked to renew these financial delegations and authorizations, all of which grant your Board of Directors the responsibility for the financial management of your Company by enabling it to increase capital through various means and for various reasons as outlined below and in the summary table that follows.

The purpose of these financial delegations and authorizations is to enable your Board of Directors, for a period of 26 months from this meeting, to have flexibility in choosing possible issues and to adapt, in a timely and flexible manner, the nature of the financial instruments to be issued based on the conditions and opportunities of the financial markets in France and internationally.

The text of draft resolutions was adapted compared to the text approved by your Shareholders' Meeting in 2013 in order to take into account the order of July 31, 2014, which partially reformed the regulatory framework for marketable securities.

As such, resolution thirteen proposes to grant the Board of Directors authority to decide whether to increase share capital (immediately or in the future) with preferential subscription rights* maintained.

Resolutions fourteen, fifteen, sixteen, and nineteen propose to grant the Board of Directors authority to decide whether to increase share capital (immediately or in the future) using a variety of methods with preferential subscription rights maintained and without preferential subscription rights, respectively.

"Preferential subscription right" refers to the right of each shareholder to subscribe to a number of new shares proportionate to their existing interest in the capital for a period of at least five trading days after the opening of the subscription period. This right is detachable and exchangeable for the duration of the subscription period.

Your Board of Directors requests that you grant it the authority to cancel this preferential subscription right for some of these resolutions. This is because, depending on market conditions, the type of investors concerned by the issue and the type of securities issued, it may be preferable, or even necessary, to cancel the preferential subscription right in order to carry out a securities investment under the best possible conditions, such as when the swiftness of the transactions is essential to their success or when the issues are carried out on foreign financial markets. As such, cancellation would enable a more significant amount of capital to be obtained thanks to more favorable issuing conditions. Finally, cancellation in this manner is permitted in some instances by law. In particular, the vote of the delegation authorizing your Board of Directors to issue shares reserved for members of employee savings plans (resolution nineteen) would, by law, entail the express waiver by the shareholders of their preferential subscription rights in favor of the beneficiaries of these issues or allocations.

The overall par-value ceiling for these capital increases should not exceed one and a half billion euros (€1.5 billion), which breaks down into a par-value ceiling of €1.5 billion for capital increases with preferential subscription rights and a par-value ceiling of €499 million (i.e. approximately 10% of capital) for capital increases without preferential subscription rights. These capital increases may be carried out either through issuing shares or through issuing securities that give access to share capital, or that entitle the holder to debt securities.

Under certain circumstances, the Board of Directors may (see below the summary table on the financial resolutions submitted to the shareholders):

- decide to increase capital with waiving of preferential subscription rights through an offer as set out in Article L.411-2(II) of the French Monetary and Financial Code. This is the purpose of resolution fifteen. Approving this resolution would grant the Board of Directors the authority to carry out private placement* transactions in favor of qualified investors or of a restricted circle of investors within the legal limit of 20% of share capital per year;

* *The terms followed by an asterisk are defined in the index below.*

- decide to increase capital with waiving of preferential subscription rights with a view to remunerating contributions in kind granted to the Company, within the limit of 10% of the share capital at the time of the issue. This is the purpose of resolution sixteen. Approving this resolution would grant the Board of Directors the authority to carry out merger and acquisition transactions financed by shares or securities giving access to capital issued by the Company as remuneration for contributions in kind in favor of the Company involving capital stock or securities providing access to the Company's capital;
- decide to increase capital via the capitalization of premiums, reserves, retained earnings or other items. This is the purpose of resolution seventeen. Approving this resolution would grant the Board of Directors the authority to increase share capital, in one or more stages, via the capitalization of premiums, reserves, retained earnings or other items, as permitted by law and by the by-laws;
- decide to increase the number of securities to be issued, within the legal limits, in the event of capital increases with or without preferential subscription rights. This is the purpose of resolution eighteen;
- decide to carry out a capital increase without preferential subscription rights reserved for members of employee savings plans, up to a par value limit of fifty (50) million euros. This is the purpose of resolution nineteen. Such a capital increase reserved for members of savings plans would be aimed at strengthening the employees' ownership stake and closely aligning the employees with the Company's development.

It is provided that the Board of Directors may not, unless expressly authorized in advance by the General Shareholders' Meeting, make use of any of these authorizations (with the exception of that set out in resolution nineteen) in the event a third party makes a public offer for the company's shares, until the end of the offer period.

If the Board of Directors makes use of an authority delegated to it by your General Shareholders' Meeting, it will establish, at the time of its decision, if necessary and in accordance with the law and the regulations, a supplementary report describing the final conditions of the transaction and indicating its impact on the situation of the holders of the capital stock or securities providing access to capital, particularly with respect to their share in equity. This report, along with any report by the Statutory Auditors, will be made available to the holders of the capital stock or securities providing access to capital and then brought to their attention at the next General Shareholders' Meeting.

Such delegations void, as applicable, any unused part of any prior delegation of authority granted for the same purpose.

Reverse split of Company stock (resolution twenty)

The Combined General Shareholders' Meeting of May 26, 2011 authorized the Board of Directors to carry out a reverse split of Company stock, not subject to any time limitations. To date, this authorization has not been used. Furthermore, the reform of the regime governing fractional rights in listed companies effectively nullifies the authorization granted in 2011.

As such, resolution twenty proposes to re-authorize the Board of Directors to conduct a reverse split of the Company's stock.

The purpose of such a transaction, which would reduce the number of shares outstanding without changing the total capital of the issuing company, would be to lower the share's volatility and to make it more similar in size to other major banking shares.

The reverse split would be carried out via the allocation of one new share with a nominal value of €11.20 for every seven (7) former shares with a nominal value of €1.60.

The Board of Directors would thus be able to carry out the reverse split at the most opportune time.

The reverse split transactions would begin on a date indicated in a reverse stock split notice published in the Bulletin des annonces légales obligatoires (French Bulletin for Mandatory Legal Announcements).

This resolution will be valid for two years, i.e. until the end of the General Shareholders' Meeting convened to approve the 2016 financial statements.

Amendments to Natixis' by-laws (resolutions twenty-one to twenty-four)

- Resolution twenty-one asks the General Shareholders' Meeting to amend Articles 9 and 18 of the by-laws, which concern the term of office of directors and the term of office of non-voting members.

  In order to comply with the AFEP-Medef Corporate Governance Code for listed companies to which Natixis refers, the term of office of directors would change from six to four years.

  Accordingly, the General Shareholders' Meeting is asked to align the term of non-voting members with that of directors.

  If adopted, this amendment would apply to all new appointments of directors as of this General Shareholders' Meeting. This amendment would also immediately apply to terms in progress, which would be reduced from their initial six years to four years.
- Resolution twenty-two asks the General Shareholders' Meeting to make an addition to Article 12 of the by-laws, which concerns the Board of Directors' authority to issue financial instruments representing debt claims, to grant the Board of Directors the authority to decide on or authorize the issue of bonds and any financial instruments representing debt claims, as provided for in Article L.228-36 A of the French Commercial Code. It should be noted that the law already provides that the Board of Directors is authorized (unless otherwise indicated in the bylaws) in the area of bond issues. The objective is to align authorization in the issue of financial instruments representing debt claims (other than bonds) to the scheme applicable to bond issues.
- Resolution twenty-three asks the General Shareholders' Meeting to amend Article 25 of the by-laws, which concerns shareholders' voting rights, to introduce an exception in regard to the automatic allocation of double voting rights for all fully paid-up shares deposited in registered accounts in the name of the same shareholder for two years as provided for in paragraph 3 of Article L.225-123 of the French Commercial Code. As such, Article 25 of the by-laws would be amended to state that each member of the General Shareholders' Meeting is entitled to as many votes as the number of shares he owns or represents.

The purpose of this resolution is to ensure equal rights for Natixis' shareholders.

Resolution twenty-four proposes to amend Article 22 of the by-laws, which concerns the conditions governing the admission of shareholders to shareholders' meetings, to incorporate the changes introduced by the Decree of December 8, 2014, effective as of January 1, 2015. This Decree changed the date and criteria for establishing the list of persons authorized to attend general shareholders' meetings. Effective immediately, shares in the name of the shareholder or in the name of an intermediary acting on the shareholder's behalf would have to be entered in the register (and no longer registered in the accounts) no later than two working days (and no longer three working days) before the date of the meeting, twelve midnight Paris time.

Resolutions requiring the approval of the Ordinary General Shareholders' Meeting (resolutions twenty-five to thirty-seven)

Reappointment of ten directors (resolutions twenty-five to thirty-four)

Resolutions twenty-five to thirty-four ask the Ordinary General Shareholders' Meeting to renew the terms of office of the following ten directors, which expire at the end of this General Shareholders' Meeting:

- François Pérol;
- BPCE;
- Thierry Cahn;
- Laurence Debroux;
- Michel Grass;
- Anne Lalou;
- Bernard Oppetit;
- Henri Proglio;
- Philippe Sueur;
- Pierre Valentin;

The directors' terms of office would be renewed for four (4) years to end after the Ordinary General Shareholders' Meeting convened in 2019 to approve the financial statements for the year ended December 31, 2018, subject to the adoption of resolution twenty-one by the General Shareholders' Meeting.

The Appointments Committee delivered a favorable opinion on the renewal of these ten directors' terms.

Appointment of a new director (resolution thirty-five)

Resolution thirty-five asks the shareholders to appoint Mr. Alain Denizot, age 54, holding the position of Chairman of the Management Board of Caisse d'Epargne Nord France Europe (CENFE) and a member of the BPCE Supervisory Board, as Director, to replace Didier Patault, whose term of office ends at the end of this General Shareholders' Meeting. Mr. Denizot's expertise in financial management, risk, development and insurance would be invaluable to Natixis' Board of Directors.

The Appointments Committee delivered a favorable opinion on this appointment.

The new director would be appointed for a period of four (4) years, subject to the adoption of resolution twenty-one subject to approval by by this General Shareholders' Meeting, i.e. until the end of the Ordinary General Shareholders' Meeting convened in 2019 to approve the financial statements for the year ended December 31, 2018.

If resolutions twenty-five to thirty-five are adopted by this General Shareholders' Meeting, Natixis' Board of Directors will be composed of fifteen (15) members, of which five (5) will be independent directors, 27% will be women and 73% will be men.

Establishment of the overall budget for annual directors' fees allocated to directors (resolution thirty-six)

Given the creation of new specialized Board of Directors committees in response to the legal requirements arising from the enactment of directive CRD4 into French law, and in view of the new skills of the Board of Directors set out by these legal requirements, and the expertise and specialization required of the directors, resolution thirty-six asks the General Shareholders' Meeting to set the overall budget for annual directors' fees allocated to directors at €650,000.

It is emphasized that the amount of this overall budget, initially set at €500,000 by the Combined General Shareholders' Meeting of April 30, 2009, have never been updated.

Powers to complete formalities (resolution thirty-seven)

Finally, resolution thirty-seven relates to the granting of the powers required to complete the legal formalities and publications relating to ordinary and extraordinary business.

The Board of Directors has recommended voting in favor of adopting all of the resolutions submitted to this Combined General Shareholders' Meeting.

SUMMARY TABLE ON THE FINANCIAL RESOLUTIONS SUBMITTED TO THE SHAREHOLDERS' MEETING BY YOUR BOARD OF DIRECTORS

No.	Subject	Duration	Reasons for possible uses of the delegated power	Special ceiling	Price or procedures for determining the price	Other information and comments
11	Authorization to trade in shares of the Company	18 months	**Possible objectives for share buybacks by your Company:** ▪ Implementing option plans to buy shares of the Company or similar plans ▪ Awarding or transferring shares to employees ▪ Awarding free shares to employees or corporate officers ▪ Generally, honoring obligations related to stock option programs or other share allocations to employees or corporate officers of the issuer or a related company ▪ Tendering shares upon exercising rights attached to securities granting rights to capital* ▪ Canceling all or a portion of the securities bought back ▪ Tendering shares in connection with acquisitions, mergers, spinoffs or asset transfers ▪ Promoting the share in the secondary market or the liquidity of the Company's share through an investment services provider in connection with a liquidity contract that meets the terms of the compliance charter recognized by the AMF (French Financial Markets Authority) ▪ Any other goal authorized or that may be authorized by law or regulations in effect	▪ Your Company may at no time hold a number of shares representing more than 10% of its share capital adjusted by transactions affecting it subsequent to this Shareholders' Meeting ▪ The number of shares acquired with a view to holding them or subsequently tendering them in connection with a merger, spin-off or contribution may not exceed 5% of the share capital ▪ For liquidity contracts, the 10% ceiling is calculated net of the number of shares resold during the authorization period ▪ Overall amount allocated to the buyback program: approximately €3.1 bn	▪ Maximum purchase price of €10 per share (adjustable in the event of a reverse stock split)	▪ Unusable authorization during public share offers ▪ The Board of Directors ensures that buybacks are executed in accordance with prudential requirements, such as those established by regulation
12	Cancellation of treasury stock	26 months	▪ Can be used to reduce your Company's share capital	▪ No cancellation of over 10% of share capital per 24-month period		
13	Issue of shares and/or securities providing access to the Company's capital* and/or securities entitling holders to the allocation of debt securities* with PSR* **maintained**	26 months	▪ Can be used by your Board of Directors to decide on such issues, in one or more stages	▪ Overall ceiling: one and a half billion euros (€1.5 bn) ▪ Ceiling: one and a half billion euros (€1.5 bn), to be deducted from the Overall Ceiling* ▪ Ceilings provided for, excluding any additional amounts issued in order to safeguard the rights of holders of securities giving access to capital*	▪ Price set by your Board of Directors	▪ Option to introduce over-subscription privileges* ▪ Option to issue (i) securities providing access to capital stock yet to be issued by a Subsidiary* and/or (ii) shares providing access to existing capital stock or entitling holders to the allotment of debt securities from a third-party company ▪ Unusable authorization during public share offers

No.	Subject	Duration	Reasons for possible uses of the delegated power	Special ceiling	Price or procedures for determining the price	Other information and comments
14	Issue by public offer of shares and/or securities providing access to the Company's capital* or entitling holders to the allocation of debt securities* **with PSR* waived**	26 months	▪ Can be used by your Board of Directors to decide on such issues and to carry out issues without preferential subscription rights in favor of shareholders, in France or abroad, by public offer or ▪ Can be used to issue shares or securities providing access to capital* as consideration for securities in a company meeting the criteria set out in Article L.225-148 of the French Commercial Code under a public exchange offer initiated by your Company in France or abroad in accordance with local regulations, in which case your Board of Directors may freely set the exchange ratio and the price rules outlined below would not apply	▪ Ceiling: four hundred and ninety-nine (499) million euros ▪ Issues to be deducted from the Overall Ceiling* ▪ Ceilings provided for, excluding any additional amounts issued in order to safeguard the rights of holders of securities giving access to capital*	▪ Price set by your Board of Directors, at least equal to the Statutory Minimum Price*	▪ Option to issue shares further to the issuance of securities providing access to the capital of your Company by your Company's Subsidiaries* ▪ Option to issue, by public offer, (i) securities providing access to share capital yet to be issued by a Subsidiary and/or (ii) shares or securities giving access to existing capital or entitling holders tp the allotment of debt securities from a third-party company ▪ Option to introduce, on the French market, and if circumstances permit, non-negotiable priority rights* (with over-subscription privileges*, if applicable), to be exercised as determined by the Board of Directors. ▪ Unusable authorization during public share offers
15	Issue, **without PSR*, of shares and/or securities providing access to the Company's capital*** and/ or the issue of securities entitling holders to the allocation of debt securities* through an **offer as referred to in Article L. 411-2(II) of the French Monetary and Financial Code**	26 months	▪ Can be used by your Board of Directors to decide on such issues and to carry out private placement* offerings	▪ Ceiling: Four hundred and ninety-nine (499) million euros ▪ May not under any circumstances exceed the statutory limit imposed on this type of offering (currently 20% of capital per year) ▪ Issues to be deducted from the Overall Ceiling* and from the €499 million provided for by the resolution relating to issues by a public offer of shares and/or securities providing access to the Company's capital or entitling holders to the allotment of debt securities with PRS waived ▪ Ceilings provided for, excluding any additional amounts issued in order to safeguard the rights of holders of securities giving access to capital*	▪ Prices of shares or securities giving access to capital* established in the same manner as for resolution fourteen	▪ Option to issue shares further to the issuance of securities providing access to your Company's capital* by your Company's Subsidiaries* ▪ Option to issue, by public offer of shares, (i) securities giving access to share capital yet to be issued by a Subsidiary, and/or (ii) shares providing access to existing share capital or entitling holders to the allotment of debt securities from a third-party company ▪ Unusable authorization during public share offers

No.	Subject	Duration	Reasons for possible uses of the delegated power	Special ceiling	Price or procedures for determining the price	Other information and comments
16	Issue of shares or securities giving access to capital* as remuneration for contributions in kind involving securities of unlisted companies	26 months	▪ Can be used in connection with merger and acquisition transactions	▪ 10% of capital adjusted in accordance with transactions affecting it after the date of this Shareholders' Meeting ▪ Included in the ceiling of resolution fourteen and in the Overall Ceiling* ▪ Ceilings provided for, excluding any additional amounts issued in order to safeguard the rights of holders of securities giving access to capital*	▪ Your Board of Directors will make a decision with regard to the Statutory Auditors' report on the value of contributions	▪ As specified by law, authorization inapplicable with a view to remunerating a contribution under a public exchange offer initiated by your Company (see resolution fourteen) ▪ Unusable authorization during public share offers
17	Capitalization of premiums, reserves, retained earnings or other items	26 months	▪ Can be used to capitalize reserves, retained earnings or other items, allowing for capital to be increased without the provision of any "fresh money"	▪ Overall ceiling: one and a half billion euros (€1.5 bn) ▪ Ceiling to be deducted from the Overall Ceiling*	▪ Determination, by your Board of Directors, of the amounts to be capitalized and of the number of new equity securities and/or the new nominal amount of existing equity securities	▪ Unusable authorization during public share offers
18	Increase in the number of securities to be issued in the event of capital increases with or without PSR*	26 months	▪ Can be used to carry out a capital increase at the same price as the originally-planned transaction in the event of oversubscription ("greenshoe" clause)	▪ For each issue, the ceiling corresponds to the limit set out in applicable regulations at the time of issue (currently 15% of the initial issue) ▪ Included in the initial issue ceiling and to be deducted from the Overall Ceiling*	▪ Price identical to that of the initial transaction	
19	Issue of shares or securities giving access to capital* reserved for members of employee savings plans **with PSR* waived**	26 months	▪ Can be used to develop employee shareholding in France and abroad	▪ Ceiling: fifty (50) million euros ▪ Ceiling to be deducted from the Overall Ceiling*	▪ Price set by your Board of Directors within a limit of a minimum issue price for shares or securities giving access to capital of: – 80% of the Reference Price* – 70% of the Reference Price* where the lock-up period provided for under the plan is 10 years or more	

* *Terms followed with an asterisk are defined in the index below*

Independent director	According to the AFEP-Medef Code and the Internal Rules of the Board of Directors (online on Natixis' website: www.natixis.com), 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 may not: ▪ be an employee or a corporate officer of Natixis or the Group, or an employee or Board member of a shareholder with a controlling interest, either on its own or in concert, in Natixis (as per Article L.2333 of the French Commercial Code) or in a Company consolidated by it, or have served in such a capacity during the previous five years; ▪ be a corporate officer of a company in which Natixis holds a directorship either directly or indirectly, or in which a designated employee of Natixis or a 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 for which Natixis or the Group represents a significant portion of such person's business. ▪ have a close family relationship with a corporate officer of Natixis or the Group; ▪ have been an auditor of Natixis or a Group company during the last five years; ▪ have been a member of Natixis' Board of Directors for more than 12 years; ▪ receive or have received significant additional compensation from Natixis or the Group, excluding directors' fees, including participation in any stock option plan or other performancebased compensation.
Related-party agreement	According to Articles L. 225-38 et seq. of the French Commercial Code, certain agreements must obtain the prior approval of the Board of Directors. The Statutory Auditors produce a special report on the agreements which the General Shareholders' Meeting must approve ("Related-Party Agreements Procedure"). These are agreements that are entered into directly or through an intermediary between the Company and the following persons: ▪ its Chief Executive Officer; ▪ one of its Deputy CEOs; ▪ one of its directors; one of its shareholders having a greater than 10% voting right or, in the case of a shareholder company, the company that controls it as per Article L.233-3 of the French Commercial Code. Agreements in which the persons referred to above are indirectly involved are also subject to the Related-Party Agreements Procedure. Finally, agreements entered into between companies having directors in common are also subject to the Related-Party Agreements Procedure. The prior approval of the Board of Directors is predicated upon the demonstration of the agreement's benefit to the Company, particularly in respect of the financial conditions attached to the agreement.
Priority right	In consideration of the waiving of PSR*, your Board of Directors may introduce a priority right (with over-subscription privileges*, if applicable). If introduced, this right would allow shareholders to subscribe to the proposed issue in proportion to the amount of former shares they hold, as in the case of PSR*. However, unlike PSR*, this priority right can only be exercised during a priority period, which is currently set at a duration of at least three trading days shorter than the period provided under PSR*, and is not negotiable. This priority period cannot be offered for all issues: similar to the case of PSR*, it may be preferable, or even necessary, not to offer this priority period in order to carry out a securities investment under the best possible conditions, such as when the swiftness of the transactions is essential to their success or when the issues are carried out on foreign financial markets.
Preferential subscription rights / PSR	PSR stands for «preferential subscription rights». For a description of preferential subscription rights and a presentation of why preferential subscription rights may be waived, see the paragraph entitled «Renewal of financial delegations and authorizations».
Subsidiaries	Companies in which your Company directly or indirectly holds more than 50% of the capital.
Overall Ceiling	General ceiling for capital increases carried out under resolutions thirteen to nineteen, i.e. one and a half billion euros (€1.5 bn).
Private placement	As of April 1, 2009, the law allows for capital increases without preferential subscription rights to take place within the limit of 20% of share capital per year, through offers made exclusively to (i) persons providing portfolio management investment services on behalf of third parties, or to (ii) qualified investors or a restricted circle of investors, provided that such investors act on their own account. The aim is to optimize access to capital for the Company and to take advantage of the best market conditions, as this means of financing is faster and simpler than capital increases by public offer.
Statutory Minimum Price	Minimum issue price, as stipulated by regulation, at the time of issue; i.e. currently: ▪ **For shares:** the weighted average share price of the last three trading sessions on the regulated NYSE Euronext Paris market prior to the day the subscription price for the capital increase is set, minus 5% after this average has been adjusted, where necessary, to account for the difference in the dividend entitlement dates. ▪ **For securities giving access to capital***: the price set so that, for any shares issued in virtue of securities giving access to capital*, the total that the Company has received for such securities giving access to capital* is at least equal to the minimum regulatory price per share as established in the previous point (i.e. the price on the day the securities giving access to capital* are issued).
Reference Price	Average of prices of the Company's shares listed on the regulated Euronext Paris market during the 20 trading sessions preceding the decision by your Board of Directors setting the date for the opening of subscription by members of the employee savings plan, with a maximum discount of 20%.

Over-subscription (privileges)	In certain circumstances, your Board of Directors may introduce over-subscription privileges in favor of shareholders. If introduced, in the event that subscriptions to new shares (i.e. through the exercise of preferential subscription rights) are insufficient, unsubscribed equity securities would be allocated to shareholders who would have exercised over-subscription privileges to subscribe to shares in greater quantity than what they could have subscribed to using preferential subscription rights, in proportion to their subscription rights and, in any event, within the limit of their requests.
Securities giving access to capital	**Characteristics of securities likely to be issued on the basis of resolutions thirteen to nineteen:** Resolutions thirteen to nineteen, as presented to this Shareholders' Meeting, seek to grant your Board of Directors the authority to decide whether to issue securities giving access to the Company's capital, either through the issue of new shares such as convertible bonds or bonds redeemable in shares, or bonds with share warrants, or through the delivery of existing shares such as "OCEANEs" (bonds convertible into new shares or exchangeable for existing shares); these securities may take the form of either debt securities as in the examples above, or capital stock including equity securities such as equity coupled with stock options. However, in accordance with the law, equity instruments convertible or transformable into debt securities may not be issued. **Terms governing the allocation of securities made available by virtue of securities giving access to capital and the dates on which this right may be exercised:** Securities giving access to capital that take the form of debt securities (e.g. convertible bonds or bonds redeemable in shares, or bonds with share warrants) may give access, at any time or during specified periods or on specified dates, to the allocation of shares. This allocation may take place by way of ordinary conversion (e.g. of convertible bonds into shares), redemption (e.g. of bonds redeemable in shares), exchange (e.g. of exchangeable bonds into shares) or presentation of a warrant (e.g. bonds with share warrants) or any other manner, over the life of the issue, irrespective of whether shareholders' preferential subscription rights to the securities thereby issued are maintained. In accordance with the law, the authority granted by your General Shareholders' Meeting to issue securities giving access to shares to be issued shall imply that the shareholders waive their preferential subscription rights to the shares made available by virtue of these securities. For example, if your General Shareholders' Meeting approves resolution thirteen, you will legally waive your preferential subscription rights to any securities issued by your Company to redeem any bonds redeemable in shares.

7.5.2 AGENDA AND DRAFT RESOLUTIONS OF THE COMBINED GENERAL SHAREHOLDERS' MEETING OF MAY 19, 2015

Ordinary business

- Report of the Board of Directors and of the Statutory Auditors on the Company's activities during the year ended December 31, 2014;
- Report of the Chairman of the Board of Directors;
- Approval of the 2014 parent company financial statements;
- Approval of the 2014 consolidated financial statements;
- Appropriation of earnings (ordinary and special dividend);
- Statutory Auditors' special report and approval of the agreements and commitments covered by Articles L.225-38 et seq. of the French Commercial Code;
- Statutory Auditors' special report and approval of the regulated commitments referred to in Article L.225-42-1 of the French Commercial Code in favor of Laurent Mignon;
- Opinion on the components of compensation due or granted in respect of the fiscal year ended December 31, 2014 to François Pérol, Chairman of the Board of Directors;
- Opinion on components of compensation due or granted in respect of the fiscal year ended December 31, 2014 to Laurent Mignon, Chief Executive Officer;
- Overall budget for compensation paid to the employees referred to in Article L.511-71 of the French Monetary and Financial Code during the fiscal year ended December 31, 2014;
- Cap on variable compensation for employees referred to in Article L. 511-71 of the French Monetary and Financial Code;
- Approval of the co-opting of Anne Lalou as Director;
- Trading by the Company in its own shares: authorization to be granted to the Board of Directors.

Extraordinary business

- Delegation of authority to the Board of Directors to reduce share capital by canceling treasury stock;
- Delegation of authority to the Board of Directors to decide whether to increase share capital through the issue – with preferential subscription rights maintained – of shares and/or securities providing access to the Company's capital and/or the issue of securities entitling holders to the allotment of debt securities;
- Delegation of authority to the Board of Directors to decide whether to increase share capital through a public offering that issues – without preferential subscription rights – shares and/or securities providing access to the Company's capital and/or securities entitling holders to the allotment of debt securities;
- Delegation of authority to the Board of Directors to decide whether to increase share capital through an offer, as referred to in Article L.411-2(II) of the French Monetary and Financial Code, that issues – without preferential subscription rights – shares and/or securities providing access to the Company's capital and/or securities entitling holders to the allotment of debt securities;
- Delegation of authority to the Board of Directors to issue shares or securities providing access to the Company's capital and/or to issue securities entitling holders to the allotment of debt securities - without preferential subscription rights - as remuneration for contributions in kind involving capital stock or securities providing access to the Company's capital;
- Delegation of authority to the Board of Directors to decide whether to increase share capital through the capitalization of premiums, reserves, retained earnings or other items;
- Delegation of authority to the Board of Directors to increase the number of securities to be issued in the event of capital increases with or without preferential subscription rights;
- Delegation of authority to the Board of Directors to decide whether to increase share capital through the issue of shares and/or securities providing access to the Company's capital and/or the issue of securities entitling holders to the allotment of debt securities, reserved for members of employee savings plans with waiving of preferential subscription rights in favor of said members;
- Delegation of authority to the Board of Directors to consolidate the Company's shares;
- Modification of Articles 9 and 18 of the bylaws related to the term of office for directors and non-voting members;
- Modification of Article 12 of the bylaws related to the powers of the Board of Directors;
- Modification of Article 25 of the bylaws related to the shareholders' voting rights;
- Modification of the bylaws to bring them into line with legal and regulatory provisions.

Ordinary business

- Reappointment of ten directors;
- Appointment of Alain Denizot as director;
- Establishment of the overall annual budget for directors' fees to be allocated to members of the Board of Directors;
- Powers to complete formalities.

Ordinary business

Resolution one *(Approval of the 2014 parent company financial statements)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, having reviewed the report of the Chairman of the Board of Directors on the structure of the Board, the preparation and organization of the Board's work and the internal control and risk-management procedures established by the Company, the report of the Board of Directors on the parent company financial statements and the management report relating thereto, and the reports of the Statutory Auditors on the parent company financial statements for fiscal year 2014, hereby approves the 2014 parent company financial statements as presented, including the balance sheet, income statement and notes to the financial statements, as well as the transactions reflected in these financial statements or summarized in these reports.

Resolution two *(Approval of the 2014 consolidated financial statements)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, having reviewed the report of the Chairman of the Board of Directors on the structure of the Board, the preparation and organization of the Board's work and the internal control and risk-management procedures established by the Company, the report of the Board of Directors on the consolidated financial statements and the management report relating thereto, and the reports of the Statutory Auditors on the consolidated financial statements for fiscal year 2014, hereby approves the 2014 consolidated financial statements as presented, including the balance sheet, income statement and notes to the financial statements, as well as the transactions reflected in these financial statements or summarized in these reports.

Resolution three *(Appropriation of earnings: ordinary and special dividend)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, hereby

- notes that the financial statements finalized as of December 31, 2014 and approved by the shareholders at this meeting show earnings for the fiscal year of €1,305,316,943.00;
- resolves, in accordance with the law, to deduct from such amount €65,265,847.15 for the legal reserve;
- notes that, taking into account retained earnings carried over from prior years, which total €500,383,696.32, and the amount contributed to the legal reserve, distributable earnings amount to €1,740,434,792.17;
- and resolve to appropriate the distributable earnings as follows:
  - (i) payment to shareholders of €0.34 per share, corresponding to an ordinary dividend of €0.20 per share and a special dividend of €0.14 per share, and
  - (ii) allocation of the remaining distributable earnings to "Retained earnings".

Based on the share capital at December 31, 2014, and on the assumption that no treasury stock existed on that date, this should break down as follows:

To the legal reserve (5% of the earnings for the fiscal year)	€65,265,847.15
To the ordinary dividend	€623,301,524.20
To the special dividend	€436,311,066.94
To retained earnings	€680,822,201.03

For individual beneficiaries who are residents for tax purposes in France, this dividend will be taken into account automatically by law to determine total gross income subject to the progressive income tax scale, and will be eligible for an allowance of 40% of the gross amount received (Article 158-3-2 of the French General Tax Code). The paying establishment will collect the non-definitive withholding tax set out in Article 117 quater of the French General Tax Code, except from those individual beneficiaries who are residents for tax purposes in France that have applied for an exemption under the conditions set out in Article 242 quater of the French General Tax Code. All of the Company's shares are eligible for this tax treatment.

In accordance with legal provisions, the shareholders hereby note that for the three fiscal years prior to fiscal year 2014, the following dividends were distributed:

Fiscal year	Number of shares on which a dividend was paid	Dividend per share *(in euros)*	Total *(in euros)*
2011	3,082,345,888	0.10	308,234,588.80
2012	3,086,214,794	0.10	308,621,479.40
2013	3,100,295,190	0.16	496,047,230.40

The dividend will be detached from the share on May 22, 2015 and paid starting on May 26, 2015.

The General Shareholders' Meeting fully empowers the Board of Directors to determine the overall amount of the dividend, with the understanding that treasury stock held by the Company on May 22, 2015, does not pay dividends, and consequently to determine the amount of the distributable earnings that will be allocated to «Retained earnings».

Resolution four *(Approval of the agreements and commitments covered by Articles L.225-38 et seq. of the French Commercial Code)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, having reviewed the special report of the Statutory Auditors on the agreements and commitments subject to the provisions of Articles L.225-38 and L.225-40 to L.225-42 of the French Commercial Code, hereby approves all provisions of this report and the new agreements mentioned therein, having been authorized by the Board of Directors during the fiscal year ended December 31, 2014 or after this date up until the Board of Directors' Meeting in which the financial statements for the year ended December 31, 2014 were approved.

Resolution five *(Approval of the regulated commitments referred to in Article L.225-42-1 of the French Commercial Code in favor of Laurent Mignon)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, having reviewed the report of the Board of Directors and the Statutory Auditors' special report on the commitments referred to in Article L.225-42-1 of the French Commercial Code, approved the terms and conditions of the Commitment and Amendment No. 1 related to the severance payment due or likely to be due to Laurent Mignon in the event he leaves his office as CEO, and Laurent Mignon's non-compete clause, as authorized by the Board of Directors.

Resolution six *(Opinion on the components of compensation due or granted in respect of the fiscal year ended December 31, 2014 to François Pérol, Chairman of the Board of Directors)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, consulted in accordance with the recommendation in paragraph 24.3 of the June 2013 AFEP-Medef Corporate Governance Code for listed companies, hereby approves the components of compensation due or granted in respect of the fiscal year ended December 31, 2014 to François Pérol, Chairman of the Board of Directors, as presented in Natixis' 2014 annual report/registration document in Chapter 2, Section 2.4 and Chapter 7, Section 7.5.1.

Resolution seven *(Opinion on components of compensation due or granted in respect of the fiscal year ended December 31, 2014 to Laurent Mignon, Chief Executive Officer)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, consulted in accordance with the recommendation in paragraph 24.3 of the June 2013 AFEP-Medef Corporate Governance Code for listed companies, hereby approves the components of compensation due or granted in respect of the fiscal year ended December 31, 2014 to Laurent Mignon, CEO, as presented in Natixis' 2014 annual report/registration document in Chapter 2, Section 2.4 and Chapter 7, Section 7.5.1.

Resolution eight *(Overall budget for compensation paid to the employees referred to in Article L.511-71 of the French Monetary and Financial Code during the fiscal year ended December 31, 2014)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, consulted in accordance with Article L.511-73 of the French Monetary and Financial Code, hereby approves the overall budget for compensation of any kind in the amount of €143.9 million, paid during the fiscal year ended December 31, 2014, to employees referred to in Article L.511-71 of the same Code.

Resolution nine (Cap on variable compensation of employees referred to in Article L.511-71 of French Monetary and Financial Code)

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements provided for in Paragraph 3 of Article L.511-78 of the French Monetary and Financial Code, hereby resolves that for the 2015 fiscal year and following, until further decision, the variable compensation paid to employees referred to in Article L.511-71 may exceed their fixed compensation without doubling this amount.

This provision allows Natixis to maintain the flexibility needed to match variable compensation to real performance, and to hire and retain employees targeted by this measure by offering them competitive compensation.

At December 31, 2014, 259 employees were concerned by this provision. The scope of regulated employees will be defined according to the same criteria applied in 2014, and is subject to regulatory changes or adjustments relating to Natixis' operations. The number of regulated employees should be similar to that of 2014, i.e. approximately 260 employees.

Company employees falling within this scope include: directors; members of the Senior Management Committee; key staff responsible for control functions (Internal Audit Department, Risk and Compliance) and other support functions; key staff responsible for important and foreign locations (excluding Asset Management and Assurances); persons with authority on credit risk exposure and who are responsible for market risk exposure exceeding materiality thresholds established by regulations, as well as persons whose total compensation does not exceed the quantitative thresholds established by regulations.

This cap does not represent an addition cost for Natixis and does not increase the level of total compensation for its regulated employees.

Based on the scope of regulated employees, total fixed compensation is valued at €59 million excluding employer charges.

Resolution ten *(Approval of the co-opting of Anne Lalou as Director)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, hereby approves the co-opting on February 18, 2015 by the Board of Directors of Anne Lalou as Director, to replace Christel Bories, who resigned, for the remainder of her term of office, i.e. until the end of this General Shareholders' Meeting.

Resolution eleven (*Trading by the Company in its own shares*)

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, having reviewed the report of the Board of Directors and in accordance with the provisions of Articles L.225-209 et seq. of the French Commercial Code, hereby authorizes the Board of Directors, with the right to sub-delegate said powers, to buy back the Company's shares or to arrange for them to be bought back and:

1) resolves that these shares may be purchased so as to:

- implement any Company stock option plan in accordance with the provisions of Articles L.225-177 et seq. of the French Commercial Code or any similar plan; or
- award or transfer shares to employees in connection with their share of Company profits or implement any Company or group employee savings plan (or similar plan) under the conditions provided for by law, in particular Articles L.3332-1 et seq. of the French Labor Code; or
- freely award shares in accordance with the provisions of Articles L.225-197-1 et seq. of the French Commercial Code; or
- in general, honor obligations related to stock option programs or other share allocations to employees or corporate officers of the issuer or a related company based on the provisions of Articles L.225-180 and L.225-197-2 of the French Commercial Code; or
- remit shares in connection with the exercise of rights attached to securities convertible into the Company's shares, by way of redemption, ordinary conversion, exchange, presentation of a warrant or any other manner; or
- cancel all or a portion of the shares bought back accordingly; or
- tender shares (for exchange, payment or another reason) in connection with acquisitions, mergers, spin-offs or contributions; or
- promote Natixis shares in the secondary market or the liquidity of Natixis shares through an investment service provider in connection with a liquidity contract that meets the terms of the compliance charter recognized by the Autorité des Marchés Financiers.

  This program is also intended to enable the Company to implement any market practices that might be permitted by the AMF and, more generally, to conduct any other transaction that complies with the regulations in effect. In such a scenario, the Company will notify its shareholders by means of a press release;

2) Resolves that Company share purchases may relate to a number of shares such that:

- the number of shares that the Company buys during the buyback program may not, at any time, exceed 10% of the shares comprising the Company's share capital, this percentage being applied to a capital amount adjusted in accordance with transactions impacting it subsequent to this General Shareholders' Meeting. It is specified that (i) the number of shares acquired with a view to being held and subsequently tendered in connection with a merger, spin-off or asset transfer may not exceed 5% of its share capital; and (ii) when the shares are bought back to promote liquidity under the conditions set out by the General Regulations of the AMF, the number of shares taken into account to calculate the 10% limit provided for by the first paragraph corresponds to the number of shares purchased, net of the number of shares resold during the authorization period;

- the number of shares that the Company holds at any time whatsoever does not exceed 10% of the shares comprising the Company's share capital on the date in question, pursuant to Article L.225-210 of the French Commercial Code;

3) resolves that the acquisition, sale or transfer of the shares may take place at any time, except in public offer periods, within the limits authorized by current legal and regulatory provisions, by any means, on regulated markets, multilateral trading platforms, with systematic internalizers or over the counter, including by means of the acquisition or sale of blocks of shares (without limiting the portion of the buyback program that may be realized by this means), by a tender or exchange offer, by using options or other forward financial instruments traded on regulated markets, multilateral trading platforms, with systematic internalizers or over the counter, or by the tendering of shares subsequent to the issue of securities giving access to the Company's capital by means of conversion, exchange or redemption, by exercising a warrant or by any other means, either directly or indirectly via an investment services provider.

   The maximum purchase price under this resolution will be ten (10) euros per share (or the equivalent value of this amount on the same date in any other currency).This maximum price applies only to purchases decided from the date of this meeting and not to forward transactions entered into by virtue of an authorization given at a previous General Shareholders' Meeting and providing for purchases of shares subsequent to the date of this meeting. The shareholders delegate to the Board of Directors, in the event of a change in the par value of the share, capital increases by capitalization of reserves, free share allocations, stock splits or reverse stock splits, distribution of reserves or of any other assets, redemption of capital, or any other transaction affecting the share capital, the power to adjust the maximum purchase price indicated above so as to take into account the impact of these transactions on the share value;

4) resolves that the aggregate amount allocated to the share buyback program authorized above may not exceed €3,119,662,140;

5) fully empowers the Board of Directors, with the right to sub-delegate said power, to decide upon and implement this authorization, to specify its final terms and conditions if necessary and to determine its procedures, in order to carry out the buyback program and, in particular, to place any stock market order, enter into any agreement, allocate or reallocate the shares acquired to meet the objectives sought in accordance with the applicable legal and regulatory provisions, establish the terms and conditions according to which the rights of holders of securities or options will be protected, if appropriate, in accordance with legal, regulatory or contractual provisions, make any filings with the AMF and any other competent authorities, and complete all other formalities and, in general, do whatever is necessary.

The Board of Directors will ensure that these buybacks are executed in accordance with prudential requirements, such as those established by regulation.

This authorization is granted for a period of eighteen (18) months from this meeting. It voids from this day, as applicable, any unused part of any prior delegated power given to the Board of Directors for the purpose of trading in the Company's shares, particularly that given by the shareholders in resolution eleven of the Combined General Shareholders' Meeting of May 20, 2014.

Extraordinary business

Resolution twelve *(Delegation of authority to the Board of Directors to reduce share capital by canceling treasury stock)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary business, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, hereby authorizes the Board of Directors to reduce share capital, in one or more stages, in the proportions and at the times of its choosing, by canceling treasury stock as it chooses in accordance with the provisions of Articles L.225-209 et seq. and L. 225-213 of the French Commercial Code.

The maximum number of shares that may be canceled by the Company under this authorization, over a period of 24 months, is ten percent (10%) of the shares composing the Company's share capital at any time, with the understanding that this maximum applies to an amount of Company capital that will be adjusted as necessary to take into account transactions that affect share capital after this General Shareholders' Meeting.

The General Shareholders' Meeting fully empowers the Board of Directors to carry out one or several cancellation and share capital reduction transactions that may be carried out under this authorization, to make any resulting changes in the bylaws and to carry out any other formalities.

This authorization is granted for a period of twenty-six (26) months from this meeting. It voids from this day, as applicable, any unused part of any prior delegated power given to the Board of Directors for the purpose of reducing share capital by canceling treasury stock, particularly that given by the shareholders in resolution eight of the Combined General Shareholders' Meeting of May 21, 2013.

Resolution thirteen *(Delegation of authority to the Board of Directors to decide whether to increase share capital through the issue – with preferential subscription rights maintained – of shares and/or securities providing access to the Company's capital and/or the issue of securities entitling holders to the allotment of debt securities)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary business, having reviewed the report of the Board of Directors and in accordance with the provisions of Articles L.225-129 et seq., especially L.225-129-2, and L.228-91 et seq. of the French Commercial Code:

1) delegates to the Board of Directors, with the right to sub-delegate said power under the terms set out by law, its authority to decide whether to increase share capital, in one or more stages, in France or abroad, in the proportions and at the times it deems fit, either in euros or in any other currency or unit of currency established with reference to multiple currencies, through the

issue (i) of shares, (ii) of shares providing access to other shares, whether these exist or are yet to be issued, or that entitle holders to the allotment of debt securities, and/or (iii) securities providing access to shares yet to be issued by the Company, in return for payment or free of charge, and are governed by Articles L. 228-91 et seq. of the French Commercial Code, with the understanding that shares or other securities may be subscribed for in cash, as payment for debt, or by the capitalization of reserves, retained earnings or premiums;

2) delegates to the Board of Directors, with the right to sub-delegate said power under the terms set out by law, its authority to decide whether to issue (i) securities providing access to shares yet to be issued by a company in which the Company directly or indirectly holds more than half the capital, and/or (ii) shares providing access to existing shares or that entitle holders to the allotment of debt securities from a third-party company;

3) resolves to set the following limits to the capital increases authorized in the event that the Board of Directors uses the authority granted to it herein:

- the par value ceiling on capital increases liable to be carried out immediately or in the future under this delegation of authority is set at one and a half (1.5) billion euros,
- the overall par value ceiling on capital increases liable to be carried out immediately or in the future under this delegation of authority and under resolutions fourteen, fifteen, sixteen, seventeen, eighteen and nineteen submitted to the shareholders at this meeting is set at one and a half (1.5) billion euros,
- these ceilings will be supplemented as necessary by the par value of additional shares that must be issued, in the event of new financial transactions, to safeguard the rights of holders of securities giving access to the Company's capital;

4) resolves that the delegation of authority granted under this resolution shall be valid for twenty-six (26) months from the date of this meeting;

5) in the event that the Board of Directors makes use of this delegation of authority:

- resolves that preferential subscription rights to the issue(s) shall be reserved for shareholders who may subscribe to new shares in proportion to the amount of existing stock they hold at that time,
- notes that the Board of Directors has the right to grant over-subscription privileges,
- notes that this delegation of authority creates ipso jure, in favor of holders of issued securities that give access to shares yet to be issued by the Company, an obligation on the part of the shareholders to waive their preferential right to buy those shares to which said securities give their holders subscription rights immediately or in the future,
- notes that if the issued share is a security that is not an equity security giving access to equity securities not yet issued by a company in which the Company directly or indirectly holds more than half the capital, the Company's shareholders have no subscription rights to securities thus issued,
- notes that, in accordance with Article L.225-134 of the French Commercial Code, if shares purchased under preferential subscription rights and over-subscription privileges do not account for all shares issued under capital increase, the Board of Directors may exercise, under the terms prescribed by law and in the order it chooses, one of the following options:
  - limiting the capital increase to the amount subscribed for on condition that the subscriptions account for at least 75% of the planned increase,
  - freely distribute all or part of the shares or, in the case of securities giving access to the Company's capital, those securities that are to be issued but that have not been subscribed for,
  - make a public offering on the French market or internationally of all or part of the shares or, in the case of securities giving access to the Company's capital, those unsubscribed securities,
- resolves that Company stock warrants may also be freely awarded to existing shareholders, with the understanding that the Board of Directors may decide that rights to fractional shares may not be traded and that the corresponding securities will be sold,
- resolves that the Company stock issued immediately or in future based on this delegation of authority cannot be preference shares;

6) resolves that the Board of Directors may not, unless previously authorized by the General Shareholders' Meeting, use this delegation of authority once a third party has filed a public tender offer to purchase the Company's shares. This prohibition shall stand until the public tender offer period ends;

7) resolves that the Board of Directors shall be fully empowered, with the right to sub-delegate said power under the terms set out by law, to implement this delegation of authority in order to:

- make decisions regarding the capital increase and determine the securities to be issued,
- set the amount of the capital increase, the issue price and the amount of the share premium that may, if applicable, be required when the securities are issued,
- determine the dates and terms of the capital increase and the type, number and characteristics of the securities to be issued. Furthermore, in the case of bonds or other debt securities, decide whether they are to be subordinated or not (and, if applicable, their rank, in accordance with the provisions of Article 228-97 of the French Commercial Code), set their interest rate (specifically, fixed, variable, zero-coupon or indexed interest rate) and make provisions for, if applicable, mandatory or optional cases when interest payments are suspended or are not paid, anticipate how long they will last (fixed or indeterminate period), the possibility of reducing or increasing the par value of securities and other terms of issue (including conferring guarantees and sureties) and redemption (including reimbursement by remittance of Company assets). Where appropriate, these securities may be accompanied by warrants granting allocation, acquisition and subscription rights to bonds or other debt securities), or provide the Company with the option to issue debt securities (fungible or non-fungible) to make interest payments previously suspended by the Company, or even take the form of complex bonds as defined by the financial markets authorities (for example, due to their redemption or compensation terms, or other rights such as indexation or option rights). Finally, the Board may change, throughout the life of the stocks concerned, the terms outlined above, in accordance with applicable procedures,

- determine the procedures for paying for shares or securities giving access to the Company's capital, either immediately or in the future,
- if necessary, set the terms for exercising rights (as necessary, the rights to conversion, exchange or redemption, including by remittance of Company assets such as securities already issued by the Company) attached to future shares or securities giving access to the Company's capital and, and set the date (which may be retroactive) from which dividend rights will be attached to the new shares, as well as all other terms and conditions for carrying out the capital increase,
- set the terms according to which the Company may, where appropriate, purchase or trade on the Stock Exchange, at any time or during specified periods, the securities issued or to be issued immediately or in future, with a view to canceling them or not, taking legal provisions into consideration,
- provide for the exercise of rights attached to these securities to be suspended in accordance with legal and regulatory provisions,
- apply, on its own initiative, the cost of the capital increase against the related share premiums and deduct the amounts required for the legal reserve from this amount,
- determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, particularly in the event of a change in the share's par value, a capital increase by capitalization of reserves, free share allocations, stock splits or reverse stock splits, distribution of dividends, reserves, premiums or any other assets, redemption of capital, or any other transaction affecting shareholders' equity or share capital (including a public offering and/or change of control), and set all other terms that will safeguard, where applicable, the rights of holders of securities that give access to the Company's capital (including by way of cash adjustments),
- record the completion of each capital increase and amend the bylaws accordingly,
- in general, enter into agreements to ensure the proposed issues are successfully completed, take any measures and carry out any formalities that are appropriate for the issue, listing and financial servicing of securities issued under this delegation of authority and the exercise of associated rights;

8) notes that this delegation of authority voids from this day forward, as applicable, any unused part of any prior delegation of authority granted for the same purpose, namely, any delegation of authority related to capital increases with preferential subscription rights that covers securities and transactions targeted under this resolution, especially the one granted by the shareholders in resolution nine of the Combined General Shareholders' Meeting of May 21, 2013;

9) notes that, assuming the Board of Directors uses the authority delegated to it under this resolution, the Board of Directors will report on the use of authority delegated in this resolution at the next Ordinary General Shareholders' Meeting, in accordance with the law and the regulations.

Resolution fourteen *(Delegation of authority to the Board of Directors to decide whether to increase share capital through the issue – without preferential subscription rights – of shares and/or securities providing access to the Company's capital and/or the issue of securities entitling holders to the allotment of debt securities)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary business, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L.225-129 et seq., especially L.225-129-2, L.225-135, L.225-136 and L.225-148, and L.228-91 et seq. of the French Commercial Code:

1) delegates to the Board of Directors, with the right to sub-delegate said power under the terms set out by law, its authority to decide whether to increase share capital, in one or more stages, in France or abroad, in the amounts and at the times it deems fit, either in euros or in any other currency or unit of currency established with reference to multiple currencies, through the issue (i) of shares, (ii) of shares providing access to other shares, whether these exist or are yet to be issued, or that entitle holders to the allotment of debt securities, and/or (iii) securities providing access to shares yet to be issued by the Company, in return for payment or free of charge, and are governed by Articles L. 228-91 et seq. of the French Commercial Code, with the understanding that shares or other securities may be subscribed for in cash, as payment for debt, or by the capitalization of reserves, retained earnings or premiums. These securities may be issued as consideration for shares tendered to the Company under a public exchange offer carried out in France or abroad in accordance with local regulations (for example, as part of a «reverse merger» in English-speaking countries) for securities meeting the conditions set in Article L.225-148 of the French Commercial Code;

2) delegates to the Board of Directors, with the right to sub-delegate said power under the terms set out by law, its authority to decide whether to issue shares not yet issued by the Company after companies in which the Company directly or indirectly holds more than half the capital issue securities giving access to shares not yet issued by the Company;

This decision creates ipso jure, in favor of holders of securities that give access to shares liable to be issued by companies in the Company's group, an obligation on the part of the Company's shareholders to waive their preferential right to buy the Company shares to which said securities give their holders subscription rights;

3) delegates to the Board of Directors, with the right to sub-delegate said power under the terms set out by law, its authority to decide whether to issue (i) securities providing access to shares yet to be issued by a company in which the Company directly or indirectly holds more than half the capital, and/or (ii) shares providing access to existing shares or that entitle holders to the allotment of debt securities from a third-party company;

4) Resolves to set the following limits to the capital increases authorized in the event that the Board of Directors uses the authority granted to it herein:

- the par value ceiling on capital increases liable to be carried out immediately or in the future under this delegation of authority is set at four hundred and ninety-nine (499) million euros, with the understanding that the par value ceiling on capital increases carried out or liable to be carried out in future under this delegation of authority will be applied against the amount of the overall ceiling established in paragraph three of resolution thirteen submitted to the shareholders at this General Shareholders' Meeting or, where appropriate, to an overall ceiling established under the same kind of resolution which may supersede said resolution during the period in which this delegation of authority remains valid;
- the overall par value ceiling on capital increases liable to be carried out immediately or in the future under this delegation of authority and under resolutions fifteen and sixteen submitted to the shareholders at this meeting is set at four hundred and ninety-nine (499) million euros;
- these ceilings will be supplemented as necessary by the par value of additional shares that must be issued, in the event of new financial transactions, to safeguard the rights of holders of securities giving access to the Company's capital;

5) resolves that the delegation of authority granted under this resolution shall be valid for twenty-six (26) months from the date of this meeting;

6) decides to cancel preferential subscription rights of shareholders to shares and securities covered by this resolution, while nevertheless allowing the Board of Directors, under Paragraph 5 of Article L.225-135 of the French Commercial Code, to retain the option to grant shareholders, during a period and according to the terms set by the Board in compliance with applicable legal and regulatory provisions, for all or part of an issue, a priority subscription period which does not constitute a tradable right and which should be exercised in proportion to the number of shares held by each shareholder, and may eventually be supplemented by a subscription to surplus shares, with the understanding that unsubscribed shares may therefore be the subject of a public offering in France or abroad;

7) notes that if share purchases, including, where appropriate, those by shareholders, do not cover all shares issued under the capital increase, the Board of Directors may limit the amount of the transactions to the amount of subscriptions received on condition that the subscriptions account for at least 75% of the planned increase;

8) notes that this delegation of authority creates ipso jure, in favor of holders of issued securities that give access to shares not yet issued by the Company, an obligation on the part of the shareholders to waive their preferential right to buy those shares to which said securities give their holders subscription rights;

9) resolves that the Company stock issued immediately or in future based on this delegation of authority cannot be preference shares;

10) resolves that the Board of Directors may not, unless previously authorized by the General Shareholders' Meeting, use this delegation of authority once a third party has filed a public tender offer to purchase the company's shares. This prohibition shall stand until the public tender offer period ends;

11) notes that, in accordance with Paragraph 1 of Article L.225-136 1° of the French Commercial Code:

- the issue price of shares issued directly shall be at least equal to the minimum established by the regulations applicable on the date of issue (currently the weighted average share price of the last three trading sessions on the regulated Euronext market Paris prior to the day the subscription price for the capital increase is set, from which a maximum discount of 5% has been deducted, where appropriate) after this average has been adjusted, where necessary, in case of different dividend entitlement dates,
- the issue price of securities giving access to shares not yet issued by the Company and the number of shares to which the holder may be entitled by the conversion, redemption or in general the transformation of each security that gives access to shares not yet issued by the Company, will be such that, for every share issued as a result of the issue of these securities, the amount received immediately by the company, plus any amount likely to be received in future, shall be at least equal to the minimum subscription price defined in the preceding paragraph;

12) resolves that the Board of Directors shall be fully empowered, with the right to sub-delegate said power under the terms set out by law, to implement this delegation of authority in order to:

- make decisions regarding the capital increase and determine the securities to be issued,
- set the amount of the capital increase, the issue price and the amount of the share premium that may, if applicable, be required when the securities are issued,
- determine the dates and terms of the capital increase and the type, number and characteristics of the securities to be issued. Furthermore, in the case of bonds or other debt securities, decide whether they are to be subordinated or not (and, if applicable, their rank, in accordance with the provisions of Article 228-97 of the French Commercial Code), set their interest rate (specifically, fixed, variable, zero-coupon or indexed interest rate) and make provisions for, if applicable, mandatory or optional cases when interest payments are suspended or are not paid, anticipate how long they will last (fixed or indeterminate period), the possibility of reducing or increasing the par value of securities and other terms of issue (including conferring guarantees and sureties) and redemption (including reimbursement by remittance of Company assets). Where appropriate, these securities may be accompanied by warrants granting allocation, acquisition and subscription rights to bonds or other debt securities), or provide the Company with the option to issue debt securities (fungible or non-fungible) to make interest payments previously suspended by the Company, or even take the form of complex bonds as defined by the financial markets authorities (for example, due to their redemption or compensation terms, or other rights such as indexation or option rights). Finally, the Board may change, throughout the life of the stocks concerned, the terms outlined above, in accordance with applicable procedures,
- determine the procedures for paying for shares or securities giving access to the Company's capital, either immediately or in the future,
- if necessary, set the terms for exercising rights (as necessary, the rights to conversion, exchange or redemption, including by remittance of Company assets such as treasury stock or securities already issued by the Company) attached to future shares or securities giving access to the Company's capital and, and set the date (which may be retroactive) from which dividend rights will be attached to the new shares, as well as all other terms and conditions for carrying out the capital increase,

- set the terms according to which the Company may, where appropriate, purchase or trade on the Stock Exchange, at any time or during specified periods, the securities issued or to be issued immediately or in future, with a view to canceling them or not, while taking legal provisions into consideration,
- provide for the exercise of rights attached to issued securities to be suspended in accordance with legal and regulatory provisions,
- in the event of the issue of securities as consideration for shares contributed under a public exchange offer, draw up the list of the securities contributed, set the issue terms, the exchange ratio and, where applicable, the amount of the cash balance to be paid in the event that the method for determining the price established in Paragraph 11 does not apply, and determine the terms of issue as part of a public exchange offer, an alternative tender or exchange offer, or a single bid to purchase or exchange selected securities in consideration for payment in cash and securities, or of a principle public tender or exchange offer, together with a secondary public exchange offer or tender offer or any other form of public offering in accordance with the law and regulations applicable to said public offering,
- apply, on its own initiative, the cost of the capital increases against the related share premiums and deduct the amounts required for the legal reserve from this amount.
- make any necessary adjustments to take into account the impact of transactions on the Company's capital, particularly in the event of a change in the share's par value, a capital increase by capitalization of reserves, free share allocations, stock splits or reverse stock splits, distribution of reserves or any other assets, redemption of capital, or any other transaction affecting shareholders' equity or share capital (including by public offering and/or change of control), and set the terms that will safeguard, where applicable, the rights of holders of securities that give access to shares,
- record the completion of each capital increase and amend the bylaws accordingly,
- in general, enter into agreements to ensure the proposed issues are successfully completed, take any measures and carry out any formalities that are appropriate for the issue, listing and financial servicing of securities issued under this delegation of authority and the exercise of associated rights;

13) Notes that this delegation of authority voids from this day forward, as applicable, any unused part of any prior delegation of authority granted for the same purpose, namely, any comprehensive delegation of authority related to capital increases without preferential subscription rights by public offer that covers securities and transactions targeted under this resolution, especially the one granted by the shareholders in resolution ten of the Combined General Shareholders' Meeting of May 21, 2013.

14) Notes that, assuming the Board of Directors uses the authority delegated to it under this resolution, the Board of Directors will report on the use of authority delegated in this resolution at the next Ordinary General Shareholders' Meeting, in accordance with the law and the regulations.

Resolution fifteen *(Delegation of authority to be given to the Board to decide on the increase in share capital by an issuance without pre-emptive subscription rights, by an offer set out in Article L. 411-2, II of the French Monetary and Financial Code, of shares and/or securities giving access to the capital or entitlement to the allocation of debt securities)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary business, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L.225-129 et seq., especially L.225-129-2, L.225-135 and L.225-136, and L.228-91 et seq. of the French Commercial Code:

1) delegates to the Board of Directors, with the right to sub-delegate said power under the terms set out by law, its authority to decide whether to increase share capital, in one or more stages, in France or abroad, in the amounts and at the times it deems fit, pursuant to an offer stipulated in Article L. 411-2 II of the French Monetary and Financial Code, either in euros or in any other currency or unit of currency established with reference to multiple currencies, through the issue (i) of shares, (ii) of shares providing access to other shares, whether these exist or are yet to be issued, or that entitle holders to the allotment of debt securities, and/or (iii) securities providing access to shares yet to be issued by the Company, in return for payment or free of charge, and are governed by Articles L. 228-91 et seq. of the French Commercial Code, with the understanding that shares or other securities may be subscribed for in cash, as payment for debt, or by the capitalization of reserves, retained earnings or premiums.

2) delegates to the Board of Directors, with the right to sub-delegate said power under the terms set out by law, its authority to decide whether to issue shares not yet issued by the Company after companies in which the Company directly or indirectly holds more than half the capital, or by companies that directly or indirectly own more than half of its capital, issue securities giving access to shares not yet issued by the Company;

This decision creates ipso jure, in favor of holders of securities that give access to shares liable to be issued by companies in the Company's group, an obligation on the part of the Company's shareholders to waive their preferential right to buy the Company shares to which said securities give their holders subscription rights;

3) delegates to the Board of Directors, with the right to sub-delegate said power under the terms set out by law, its authority to decide whether to issue (i) securities providing access to shares yet to be issued by a company in which the Company directly or indirectly holds more than half the capital, and/or (ii) shares providing access to existing shares or that entitle holders to the allotment of debt securities from a third-party company;

4) resolves to set the following limits to the capital increases authorized in the event that the Board of Directors uses the authority granted to it herein:

- the par value ceiling on capital increases liable to be carried out immediately or in the future under this delegation of authority is set at four hundred and ninety-nine million (499 million) euros,
- whatever the case, no share issuances made under this delegation can exceed the limits set out by applicable regulations on the issuance date (as of this date, 20% of capital per year),
- it is clearly stated that the maximum amount of the capital increases made or likely to be made in the future under this delegation will be charged (i) against the amount of the overall ceiling set out in paragraph 3 of Resolution thirteen submitted to this General Shareholders' Meeting, or, where applicable, the amount of the overall ceiling that may be set out in a resolution of the same kind that may succeed said resolution during the valid period of this delegation and (ii) against the ceiling set out in paragraph 4 of Resolution fourteen submitted to this AGM or, where applicable, the amount of the ceiling that may be set out by a resolution of the same type that could succeed said resolution during the valid period of this delegation,
- these ceilings will be supplemented as necessary by the par value of additional shares that must be issued, in the event of new financial transactions, to safeguard the rights of holders of securities giving access to the Company's capital;

5) resolves that the delegation of authority granted under this resolution shall be valid for twenty-six (26) months from the date of this meeting;

6) decides to cancel preferential subscription rights of shareholders to shares and securities covered by this resolution;

7) notes that if share purchases do not cover all shares issued under the capital increase, the Board of Directors may limit the amount of the transactions to the amount of subscriptions received on condition that the subscriptions account for at least 75% of the planned increase;

8) notes that this delegation of authority creates ipso jure, in favor of holders of issued securities that give access to shares not yet issued by the Company, an obligation on the part of the shareholders to waive their preferential right to buy those shares to which said securities give their holders subscription rights;

9) resolves that the Company stock issued immediately or in future based on this delegation of authority cannot be preference shares;

10) resolves that the Board of Directors may not, unless previously authorized by the General Shareholders' Meeting, use this delegation of authority once a third party has filed a public tender offer to purchase the company's shares. This prohibition shall stand until the public tender offer period ends;

11) notes that, in accordance with Paragraph 1 of Article L.225-136 1° of the French Commercial Code:

- the issue price of shares issued directly shall be at least equal to the minimum established by the regulations applicable on the date of issue (currently the weighted average share price of the last three trading sessions on the regulated Euronext market Paris prior to the day the subscription price for the capital increase is set, from which a maximum discount of 5% has been deducted, where appropriate) after this average has been adjusted, where necessary, in case of different dividend entitlement dates,
- the issue price of securities giving access to shares not yet issued by the Company and the number of shares to which the holder may be entitled by the conversion, redemption or in general the transformation of each security that gives access to shares not yet issued by the Company, will be such that, for every share issued as a result of the issue of these securities, the amount received immediately by the company, plus any amount likely to be received in future, shall be at least equal to the minimum subscription price defined in the preceding paragraph;

12) resolves that the Board of Directors shall be fully empowered, with the right to sub-delegate said power under the terms set out by law, to implement this delegation of authority in order to:

- make decisions regarding the capital increase and determine the securities to be issued,
- set the amount of the capital increase, the issue price and the amount of the share premium that may, if applicable, be required when the securities are issued,
- determine the dates and terms of the capital increase and the type and characteristics of the securities to be issued. Furthermore, in the case of bonds or other debt securities, decide whether they are to be subordinated or not (and, if applicable, their rank, in accordance with the provisions of Article 228-97 of the French Commercial Code), set their interest rate (specifically, fixed, variable, zero-coupon or indexed interest rate) and make provisions for, if applicable, mandatory or optional cases when interest payments are suspended or are not paid, anticipate how long they will last (fixed or indeterminate period), the possibility of reducing or increasing the par value of securities and other terms of issue (including conferring guarantees and sureties) and redemption (including reimbursement by remittance of Company assets). Where appropriate, these securities may be accompanied by warrants granting allocation, acquisition and subscription rights to bonds or other debt securities), or provide the Company with the option to issue debt securities (fungible or non-fungible) to make interest payments previously suspended by the Company, or even take the form of complex bonds as defined by the financial markets authorities (for example, due to their redemption or compensation terms, or other rights such as indexation or option rights). Finally, the Board may change, throughout the life of the stocks concerned, the terms outlined above, in accordance with applicable procedures,
- determine the procedures for paying for shares or securities giving access to the Company's capital, either immediately or in the future,
- if necessary, set the terms for exercising rights (as necessary, the rights to conversion, exchange or redemption, including by remittance of Company assets such as treasury stock or securities already issued by the Company) attached to future shares or securities giving access to the Company's capital and, and set the date (which may be retroactive) from which dividend rights will be attached to the new shares, as well as all other terms and conditions for carrying out the capital increase,
- set the terms according to which the Company may, where appropriate, purchase or trade on the Stock Exchange, at any time or during specified periods, the securities issued or to be issued immediately or in future, with a view to canceling them or not, while taking legal provisions into consideration,
- provide for the exercise of rights attached to issued securities to be suspended in accordance with legal and regulatory provisions,
- apply, on its own initiative, the cost of the capital increases against the related share premiums and deduct the amounts required for the legal reserve from this amount,
- set and make any necessary adjustments to take into account the impact of transactions on the Company's capital, particularly in

the event of a change in the share's par value, a capital increase by capitalization of reserves, free share allocations, stock splits or reverse stock splits, distribution of reserves or any other assets, redemption of capital, or any other transaction affecting shareholders' equity or share capital (including by public offering and/or change of control), and set the terms that will safeguard, where applicable, the rights of holders of securities that give access to shares,

- record the completion of each capital increase and amend the bylaws accordingly,
- in general, enter into agreements to ensure the proposed issues are successfully completed, take any measures and carry out any formalities that are appropriate for the issue, listing and financial servicing of securities issued under this delegation of authority and the exercise of associated rights;

13) establishes that this delegation does not frustrate Resolution 14 of this General Shareholders' Meeting relating to public offers, the validity and term of which are not affected by this delegation;

14) notes that this delegation of authority voids from this day forward, as applicable, any unused part of any prior delegation of authority granted for the same purpose, namely, any comprehensive delegation of authority related to capital increases without preferential subscription rights by public offer, detailed in Article L. 411-2 of the French Monetary and Financial Code, that covers securities and transactions targeted under this resolution, especially the one granted by the shareholders in resolution ten of the Combined General Shareholders' Meeting of May 21, 2013.

Resolution sixteen *(Delegation of authority to the Board of Directors to issue shares or securities providing access to the Company's capital and/or to issue securities entitling holders to the allotment of debt securities - without preferential subscription rights - as remuneration for contributions in kind involving capital stock or securities providing access to the Company's capital)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary business, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Article L.225-147, paragraph 6 of said Code:

1) authorizes the Board of Directors, under the terms set out by law, to carry out a capital increase in one or more increments, up to the limit of 10% of the registered capital at the time of the issuance, this percentage applying to a capital adjusted according to the transactions affecting it subsequent to this General Shareholders' Meeting, for the purpose of compensating the contributions in kind made to the Company, and composed of equity securities or securities giving access to capital, when Article L. 225-148 of the Commercial Code is not applicable, by the issuance, in one or more increments, of (i) shares, (ii) shares giving access to other shares, existing or yet to be issued, or giving entitlement to the allocation of Company debt securities and/or (iii) securities giving access to shares to be issued by the Company, it being clearly understood that the maximum nominal amount of the capital increases that are performed or likely to be performed eventually under this resolution will be charged against the nominal ceiling of capital increases authorized by this meeting in paragraph 4 of Resolution fourteen and against the amount of the overall ceiling set out in paragraph 3 of Resolution thirteen or, where applicable, against the amount of the ceilings set out by resolutions of the same kind that may succeed said resolutions during the valid period of this delegation;

2) resolves that the Company stock issued immediately or in future based on this delegation of authority cannot be preference shares;

3) resolves that the Board of Directors may not, unless previously authorized by the General Shareholders' Meeting, use this delegation of authority once a third party has filed a public tender offer to purchase the company's shares. This prohibition shall stand until the public tender offer period ends;

4) resolves that the Board of Directors shall be fully empowered, under the terms set out by law, to implement this delegation of authority in order to:

- make decisions regarding the capital increase compensating the contributions and determine the securities to be issued,
- draw up the list of securities contributed, approve the assessment of contributions, set the issue terms of securities compensating the contributions, as well as, where applicable, the amount of the cash balance to be paid, approve the granting of special benefits, and reduce, if the contributors allow it, the assessment of the contributions or the compensation of the special benefits,
- determine the characteristics of the securities compensating the contributions and setting the procedures whereby, where applicable, the rights of holders of securities giving access to the capital will be preserved,
- apply, on its own initiative, the cost of the capital increases against the related share premiums and deduct the amounts required for the legal reserve from this amount,
- record the completion of each capital increase and amend the bylaws accordingly,
- in general, take any measures and carry out any formalities that are appropriate for the issue, listing and financial servicing of securities issued under this delegation of authority and the exercise of associated rights;

5) resolves that the delegation of authority granted under this resolution shall be valid for twenty-six (26) months from the date of this meeting;

6) notes that this delegation of authority voids from this day forward, as applicable, any unused part of any prior delegation of authority granted for the same purpose, i.e. any delegation allowing the issuance of shares or securities giving access to the capital or entitlement to the allocation of debt securities without pre-emptive rights in compensation of contributions in kind involving equity securities or securities giving access to capital, especially the one granted by the shareholders in resolution thirteen of the Combined General Shareholders' Meeting of May 21, 2013.

Resolution seventeen (*Delegation of authority to the Board of Directors to decide whether to increase share capital through the capitalization of premiums, reserves, retained earnings or other items)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, having reviewed the report of the Board of Directors, in accordance with the provisions of Article L.225-130 of the French Commercial Code:

1) delegates to the Board of Directors, with the right to sub-delegate said power under the terms set out by law, its authority to decide whether to increase share capital, in one or more stages, in the amounts and at the times it deems fit, through the capitalization of premiums, reserves, retained earnings or other items, the capitalization of which will be possible under the law and the bylaws, in the form of an issuance of new equity securities or an addition to the nominal amount of existing equity securities, by raising the amount of the equity capital or by the joint use of these two processes. The par value ceiling on capital increases liable to be carried out immediately or in the future is set at one and a half (1.5) billion euros, with the understanding that the par value ceiling on capital increases carried out or liable to be carried out in future under this resolution will be applied against the amount of the overall ceiling established in paragraph three of resolution thirteen submitted to the shareholders at this General Shareholders' Meeting or, where appropriate, to an overall ceiling established under the same kind of resolution which may supersede said resolution during the period in which this delegation of authority remains valid;

2) if this delegation of authority is used by the Board of Directors, it shall be fully empowered, with the right to sub-delegate said power under the terms set out by law, to implement this delegation of authority in order to:

- set the amount and type of the monies to be incorporated into the capital, set the number of new equity securities and/or the amount by which the nominal amount of the existing equity securities will be increased, record the date, even retroactively, from which the new equity securities will be vested or the date on which the raising of the nominal amount of existing equity securities will become effective,
- decide, in case of free capital stock distributions:
- that rights to fractional shares may not be traded and that the corresponding securities will be sold; the monies from the sale will be allocated to the holders of the rights under the terms set out by law and regulations,
- make any necessary adjustments to take into account the impact of transactions on the Company's capital, particularly in the event of a change in the share's par value, a capital increase by capitalization of reserves, free share or capital stock allocations, stock splits or reverse stock splits, distribution of reserves or any other assets, redemption of capital, or any other transaction affecting shareholders' equity or share capital (including by public offering and/or change of control), and set the terms that will safeguard, where applicable, the rights of holders of securities that give access to capital,
- record the completion of each capital increase and amend the bylaws accordingly,
- in general, enter into agreements, take any measures and carry out any formalities that are appropriate for the issue, listing and financial servicing of securities issued under this delegation of authority and the exercise of associated rights;

3) resolves that the Board of Directors may not, unless previously authorized by the General Shareholders' Meeting, use this delegation of authority once a third party has filed a public tender offer to purchase the company's shares. This prohibition shall stand until the public tender offer period ends;

4) resolves that the delegation of authority granted under this resolution shall be valid for twenty-six (26) months from the date of this meeting;

5) notes that this delegation of authority voids from this day forward, as applicable, any unused part of any prior delegation of authority granted for the same purpose, namely, any delegation of authority related to capital increases through the capitalization of premiums, reserves, retained earnings or other items, especially the one granted by the shareholders in resolution fourteen of the Combined General Shareholders' Meeting of May 21, 2013.

Resolution eighteen *(Delegation of authority to the Board of Directors to increase the number of securities to be issued in the event of capital increases with or without preferential subscription rights)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary business, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Article L.225-135-1 of the French Commercial Code:

1) delegates to the Board of Directors, with the right to sub-delegate said power under the terms set out by law, its authority to decide to increase the number of securities to be issued in the event of Company capital increases with or without preferential subscription rights, at the same price recorded for the initial issue, within the time frames and limits set out in applicable regulations at the time of their issue (to date, within 30 days following the end of the subscription and within a limit of 15% of the initial issue), particularly with a view to granting an over-allotment option in accordance with market practices;

2) resolves that the par value of capital increases decided under this resolution will be applied against the amount of the overall ceiling or ceilings applicable to the initial issue;

3) resolves that the delegation of authority granted under this resolution shall be valid for twenty-six (26) months from the date of this meeting.

Resolution nineteen (*Delegation of authority to the Board of Directors to decide whether to increase share capital through the issue of shares and/or securities providing access to the capital of the Company, reserved for members of employee savings plans with waiving of preferential subscription rights in favor of said members)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary business, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6, L. 225-138 I and II, L. 225-138-1, L. 228-91 and L. 228-92 of the French Commercial Code, and with the provisions of Articles L. 3332-18 through L. 3332-24 of the French Labor Code:

1) delegates to the Board of Directors, with the right to sub-delegate said power under the terms set out by law, its authority to decide whether to increase share capital, in one or more stages, in France or abroad, by a maximum amount of fifty (50) million euros, through the issue of shares or securities giving access to capital reserved for members of employee savings plans implemented in one company or a group of companies in France or elsewhere, falling within the scope of consolidation or combining financial statements pursuant to Article L. 3344-1 of the French Labor Code; with the understanding that (i) this resolution may be used to implement leverage effect formulas and (ii) the par value ceiling on capital increases carried out or liable to be carried out in future under this delegation of authority will be applied against the amount of the overall ceiling established in paragraph three of resolution thirteen submitted at this General Shareholders' Meeting or, where appropriate, to the overall ceiling established under the same kind of resolution which may supersede said resolution during the period in which this delegation of authority remains valid and is set without taking into account the par value of shares to be issued to safeguard, in accordance with the law and if necessary the contractual stipulations providing for other adjustments, the rights of holders of securities giving access to the Company's capital;

2) resolves that the delegation of issue granted under this delegation shall be valid for twenty-six (26) months from the date of this meeting;

3) resolves that the issue price for new shares or securities giving access to capital shall be determined under the conditions provided for by law, in particular Articles L.3332-18 et seq. of the French Labor Code and shall be at least equal to 80% of the Reference Price (as defined below) or to 70% of the Reference Price where the lock-up period provided for under Article L.3332-25 of the French Labor Code is greater than or equal to 10 years; for the purposes of this paragraph, the Reference Price means the average of the prices listed for the Company's stock on the regulated Euronext Paris market during the 20 trading sessions preceding the decision setting the date for the opening of subscription for members of a Company or group employee savings plan (or similar plan);

4) authorized the Board of Directors to grant, free of charge, to the above-mentioned beneficiaries, in addition to shares or securities giving access to capital to be subscribed to in cash, shares or securities giving access to capital to be issued or already issued, to replace all or part of the discount relative to the Reference Price and/or the contribution, with the understanding that the advantage resulting from this granting may not exceed the applicable legal or regulatory limits as set out in Articles L. 3332-11 and L. 3332-21 of the French Labor Code;

5) resolves to remove, to the benefit of the above-mentioned beneficiaries, the preferential subscription right of shareholders to shares or securities giving access to capital whose issue is the subject of this delegation, said shareholders also waiving, in the event that the above-mentioned beneficiaries are granted shares or securities giving access to capital, any rights to said shares or securities giving access to capital, including the portion of reserves, retained earnings or capitalized premiums, due to the free granting of said shares based on this resolution;

6) authorizes the Board of Directors, under the conditions of this delegation, to carry out the sale of shares to members of a Company or group employee savings plan (or similar plan) such as those provided for in Article L. 3332-24 of the French Labor Code, with the understanding that sales of shares completed with a discount in favor of members of one or several employee savings plans targeted by this resolution will be applied up to the nominal amount of shares so sold on the amount of ceilings set out in paragraph 1 below;

7) resolves that the Board of Directors shall be fully empowered to implement this delegation of authority, with the right to sub-delegate said power under the terms set out by law, in order to:

- draw up, in accordance with legal provisions, the list of companies whose above-mentioned beneficiaries may subscribe to shares or securities giving access to capital thereby issued and who may benefit, if applicable, from freely granted shares or securities giving access to capital,
- decide that subscriptions may be carried out directly by the beneficiaries, members of a Company or group employee savings plan (or similar plan), through employee mutual funds or other structures or entities permitted under applicable legal or regulatory provisions,
- determine the conditions, particularly seniority conditions, that beneficiaries of capital increases must meet,
- set the dates for opening and closing subscriptions,
- set the amounts for issues that will be carried out under this authorization and to set, in particular, the issue prices, dates, deadlines, procedures and conditions for subscription, payment, granting and entitlement for securities (even retroactive), the rules for reduction applicable the event of oversubscription, as well as the other conditions and procedures for issues, within the applicable legal or regulatory limits,
- in the event that free shares or securities giving access to capital are granted, determine the nature, characteristics and number of shares or securities giving access to capital to be issued, the number to grant to each beneficiary, and to set the dates, deadlines, procedures and granting conditions for these shares or securities giving access to capital, within the applicable legal and regulatory limits and in particular to choose either to completely or partially replace the granting of these shares or securities giving access to capital at discounts relative to the Reference Price provided for above, or to apply the equivalent value of these shares or securities to the total amount of the contribution, or to combines these two options,
- in the event that new shares are issued, apply, if applicable, to reserves, retained earnings or issue premiums, the amounts necessary to pay up said shares,
- record the completion of capital increases up to the amount of shares that will be effectively subscribed to,
- if applicable, apply the cost of the capital increase against the related share premiums and deduct the amounts required to bring the legal reserve from this amount to a tenth of the new capital resulting from these capital increase,
- sign any agreements, carry out directly or indirectly through a representative any transactions and formalities, including carrying out formalities due to the capital increases and amending the bylaws accordingly,
- in general, enter into agreements to ensure the proposed issues are successfully completed, take any measures and decisions and carry out any formalities that are appropriate for the issue, listing and financial servicing of securities issued under this delegation of authority and the exercise of associated rights or those due to the capital increases;

8) resolves that this delegation voids from this day, as applicable, the delegated power of the same nature given to the Board of Directors by the Combined General Shareholders' Meeting on May 21, 2013, resolution sixteen, with the understanding that the Mauve 2015 employee shareholder offer currently being completed during this meeting, was decided by the Board of Directors at its February 18, 2015 meeting, based on resolution sixteen adopted by the Combined General Meeting on May 21, 2013.

Resolution twenty *(Delegation of authority to the Board of Directors to consolidate the Company's shares)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary General Shareholders' Meetings, having reviewed the report of the Board of Directors, having noted that the Company's share capital amounted to, at March 2, 2015, €4,991,395,425.60, divided into 3,119,622,141 shares with a nominal value of €1.60 each,

- resolves to conduct a reverse split of the shares comprising the Company's capital, such that seven ordinary shares with a nominal value of €1.60 each will each be exchanged for one (1) new share with a nominal value of €11.20;
- fully empowers the Board of Directors, with the right to sub-delegate said power, to:
  - set the start date for reverse split transactions,
  - publish all notices and carry out any formalities required by law,
  - record and prepare the exact number of shares for reverse split and the exact number of shares resulting from the reverse split before the start of reverse split transactions;
- as a result of the preceding, resolves that the Board of Directors shall have all powers, with the right to sub-delegate, to carry out bylaw changes accordingly, determining and conducting, if applicable, the adjustment (including by way of cash adjustments) of the rights of beneficiaries of subscription options or share options, free share grants and holders of any securities giving access to the Company's capital, carry out any required advertisement formalities, more generally to what would be useful and necessary with the aim of implementing the reverse split of Company shares under the above-mentioned conditions and in accordance with applicable regulations.

This delegation is granted for a period that will expire on the date of the General Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2016. It voids, from this day, unused part of any prior delegated power given to the Board of Directors by the shareholders in the Combined General Shareholders' Meeting of May 26, 2011 under resolution twelve.

Resolution twenty-one *(Modification of Articles 9 and 18 of the bylaws related to the term of office for directors and non-voting members)*

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

- change the last paragraph in Article 9 of the Company bylaws related to the term of office for directors, as follows:
  - Article 9 – Structure of the Board of Directors (last paragraph)

    "*Directors are appointed for a term of* ***four (4) years.*** *They may be reelected. A director's duties end at the end of the Ordinary General Shareholders' Meeting convened to approve the financial statements of the past fiscal year, held the year during which his term expires.*"
- change the second paragraph in Article 18 of the Company bylaws related to the term of office for non-voting members, as follows:
  - Article 18 – Non-voting members (second paragraph)

    "***Nonvoting members are appointed for a term of four (4) years***. *A nonvoting member's duties end at the end of the Ordinary General Shareholders' Meeting convened to approve the financial statements of the past fiscal year, held in the year during which his term expires. Nonvoting members may be reelected and may be dismissed by the General Shareholders' Meeting.*"
- that the new duration of four years applies to the current terms of Directors on the date of this meeting, whose durations, initially set at six years, are therefore reduced by two years.

Resolution twenty-two *(Modification of Article 12 of the bylaws related to the powers of the Board of Directors)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary business, having reviewed the report of the Board of Directors, resolves, pursuant to the new Article L. 228-36-A of the French Commercial Code, to complement Article 12 of the Company's bylaws related to the powers of the Board of Directors in terms of issuing securities representing debt securities, and as a result, inserting at the end of said Article 12 a new sub-article 12.3 written as follows:

- Article 12 - Powers of the Board of Directors

  "12.3 The Board of Directors is qualified to decide or authorize the issuing of bonds and all other securities representing debt securities.

  The Board of Directors may delegate, to any person of its choosing, the necessary rights to complete, within a period of one year, the issue of such securities and to draw up the procedures.

  The designated persons report to the board of directors under the conditions set out herein."

Resolution twenty-three (*Modification* of *Article 25 of the bylaws related to the shareholders' voting rights*)

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary business, having reviewed the report of the Board of Directors, resolves to modify Article 25 of the Company bylaws as follows:

- Article 25 – Voting rights

  "Exceptionally in the case of granting double voting rights to any fully paidup shares for which a registered entry for two years under the same shareholder name is demonstrated under Article L.225-123 Paragraph 3 of the French Commercial Code, *each member of the meeting has a right to as many votes as they hold or are represented by shares.*"

Resolution twenty-four *(Modification of the bylaws to bring them into line with legal and regulatory provisions)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary business, having reviewed the report of the Board of Directors, resolves to bring the Company bylaws into line with legal and regulatory provisions and to modify the following Articles as a result:

- Article 22 – Admission to General Shareholders' Meetings – Powers

  "Shareholders' Meetings include all the shareholders whose securities have no outstanding payments due.

  In accordance with Article R.225-85 of the French Commercial Code, the right to take part in the General Shareholders' Meeting is ***subject to the registration*** *of the shares in the accounts in* *the name of the shareholder or broker registered on his behalf on the* ***second business day*** *preceding the General Shareholders' Meeting at twelve midnight, Paris time* ***(D-2)****, or in the accounts of registered shares kept by the Company, or in the accounts of bearer shares kept by the authorized brokers.*

For holders of registered shares, such ***entry in the account by D-2*** *is sufficient to enable them to attend the meeting.*

With respect to holders of bearer shares, it is their authorized intermediaries which 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 delivered to shareholders who wish to attend the meeting in person and who have not received an admission card by the ***second business day*** *preceding the General Shareholders' Meeting at twelve midnight Paris time.*

A shareholder may always be represented at General Shareholders' Meetings by a duly authorized proxy. This proxy may not represent another person.

Shareholders may vote by post form or by proxy in accordance with the legal and regulatory provisions in force. In accordance with the decision of the Board of Directors, shareholders may participate in General Meetings by means of video-conferencing and may vote using all means of telecommunications and remote transmission, including the Internet, in accordance with the applicable regulations at the time of their use. This decision is disclosed in the notice of meeting published in the BALO (Bulletin des Annonces Légales Obligatoires – Bulletin of Mandatory Legal Notices]). Those shareholders who use the electronic voting form offered on the website created by the meeting organizer, by the required deadline, are considered present or represented shareholders. The electronic form can be filled out and signed directly on that site by any process provided for by the Board of Directors that meets the conditions defined in the first sentence of the second paragraph of Article 1316-4 of the French Civil Code [i.e. the use of a reliable identification procedure guaranteeing that the signature is linked to the form], which may consist of a user name and password.

The proxy or vote cast before the meeting by this electronic method, as well as the receipt that is issued for it, will be considered irrevocable written documents that are enforceable in all cases, it being clearly stated that in the event of the disposal of shares before the ***second business*** *day preceding the meeting at zero hour, Paris time, the Company will, as a result, invalidate or change, depending on the case, the proxy or vote cast before that date and time."*

Ordinary business

Resolution twenty-five *(Reappointment of director)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, reappoints **François Pérol** as director for a period of four (4) years *(subject to the adoption of resolution twenty-one at this General Shareholders' Meeting, otherwise for six (6) years)* until the end of the General Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2018 *(December 31, 2020 in the case of a six-year term).*

Resolution twenty-six *(Reappointment of director)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, reappoints **BPCE** as director**,** for a period of four (4) years *(subject to the adoption of resolution twenty-one at this General Shareholders' Meeting, otherwise for six (6) years)* until the end of the General Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2018 *(December 31, 2020 in the case of a six-year term).*

Resolution twenty-seven *(Reappointment of director)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, reappoints **Thierry Cahn** as director for a period of four (4) years *(subject to the adoption of resolution twenty-one at this General Shareholders' Meeting, otherwise for six (6) years)* until the end of the General Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2018 *(December 31, 2020 in the case of a six-year term).*

Resolution twenty-eight *(Reappointment of director)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, reappoints **Laurence Debroux** as director for a period of four (4) years *(subject to the adoption of resolution twenty-one at this General Shareholders' Meeting, otherwise for six (6) years)* until the end of the General Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2018 *(December 31, 2020 in the case of a six-year term).*

Resolution twenty-nine *(Reappointment of director)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, reappoints **Michel Grass** as director for a period of four (4) years *(subject to the adoption of resolution twenty-one at this General Shareholders' Meeting, otherwise for six (6) years)* until the end of the General Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2018 *(December 31, 2020 in the case of a six-year term).*

Resolution thirty *(Reappointment of director)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, reappoints **Anne Lalou** as director for a period of four (4) years *(subject to the adoption of resolution twenty-one at this General Shareholders' Meeting, otherwise for six (6) years)* until the end of the General Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2018 *(December 31, 2020 in the case of a six-year term).*

Resolution thirty-one *(Reappointment of director)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, reappoints **Bernard Oppetit** as director for a period of four (4) years (*subject to the adoption of resolution twenty-one at this General Shareholders' Meeting, otherwise for six (6) years)* until the end of the General Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2018 *(December 31, 2020 in the case of a six-year term).*

Resolution thirty-two *(Reappointment of director)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, reappoints **Henri Proglio** as director**,** for a period of four (4) years *(subject to the adoption of resolution twenty-one at this General Shareholders' Meeting, otherwise for six (6) years)* until the end of the General Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2018 *(December 31, 2020 in the case of a six-year term).*

Resolution thirty-three *(Reappointment of director)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, reappoints **Philippe Sueur** as director for a period of four (4) years *(subject to the adoption of resolution twenty-one at this General Shareholders' Meeting, otherwise for six (6) years)* until the end of the General Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2018 *(December 31, 2020 in the case of a six-year term).*

Resolution thirty-four *(Reappointment of director)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, reappoints as director **Pierre Valentin,** for a period of four (4) years *(subject to the adoption of resolution twenty-one at this General Shareholders' Meeting, otherwise for six (6) years)* until the end of the General Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2018 *(December 31, 2020 in the case of a six-year term).*

Resolution thirty-five *(Appointment of Alain Denizot as director)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary business, appoints **Alain Denizot** as director, to replace Didier Patault whose term ends following this General Shareholders' Meeting, for a period of four (4) years *(subject to the adoption of resolution twenty-one at this General Shareholders' Meeting, otherwise for six (6) years)* until the end of the General Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2018 *(December 31, 2020 in the case of a six-year term).*

Alain Denizot has already made it known that he would accept this term and that he would not exercise any function and is not subject to any measure that would prevent him from exercising this role.

Resolution thirty-six *(Establishment of the annual budget for directors' fees to be allocated to members of the Board of Directors)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary General Shareholders' Meetings, having reviewed the report of the Board of Directors, resolves to establish of the overall annual budget for directors' fees to be allocated to members of the Board of Directors at €650,000 for fiscal year 2015 and for the following fiscal years, until a new decision is made.

Resolution thirty-seven (*Powers to complete formalities)*

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary and extraordinary 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.

7.6 Statutory Auditors' special report on related-party agreements and commitments

General Shareholders' Meeting called to approve the financial statements for the financial year ended December 31, 2014

To the Shareholders,

In our capacity as your Company's Statutory Auditors, we hereby submit our report on related-party agreements and commitments.

We are required to inform you, on the basis of the information provided to us, of the key features and terms and conditions of the contractual agreements and commitments indicated to us or that we may have identified in the performance of our assignment. It is not our role to comment as to whether they are beneficial, or to ascertain the existence of any other agreements and commitments. It is your responsibility, in accordance with Article R. 225-31 of the French Commercial Code, to assess the benefits resulting from these agreements and commitments prior to their approval.

In addition, we are required to inform you, in accordance with Article R. 225-31 of the French Commercial Code, of the execution during the past financial year of the agreements and commitments already approved by the General Shareholders' Meeting.

We performed the procedures we considered necessary to comply with the professional code of the *Compagnie Nationale des Commissaires aux Comptes* (France's National Association of Statutory Auditors) relating to this assignment. Our work consisted in verifying that the information provided to us is consistent with the underlying documents from which it was extracted.

I - AGREEMENTS AND COMMITMENTS SUBMITTED FOR THE APPROVAL OF THE GENERAL SHAREHOLDERS' MEETING

Agreements and commitments authorized during the past financial year

Pursuant to Article L. 225-40 of the French Commercial Code, we have been informed of the following agreements and commitments, which were the subject of prior approval by your Board of Directors.

1.1.1 Authorization of an underwriting agreement

On June 25, 2014, the Board of Directors authorized the sale of 79,989,067 Coface shares, with the option of increasing this number to a maximum of 91,987,426 shares sold if the green-shoe option was fully exercised, as part of a retail public offering in France and a global offering for institutional investors both in and outside France. The Board also set the definitive sale price for these shares.

The global offering was underwritten by a group of financial institutions:

- headed by Natixis and J.P. Morgan Securities Ltd in the capacity of global coordinators ("the Global Coordinators"); and
- including BNP Paribas, Credit Suisse Securities (Europe) Limited, Deutsche Bank AG, London Branch, Morgan Stanley & Co. International plc (the "Joint Lead Managers and Joint Book-Runners" together with the Global Coordinators), as well as Banco Santander S.A., Crédit Agricole Corporate and Investment Bank, Commerzbank Aktiengesellschaft, ING Bank N.V. and Banca IMI S.p.A. (the "Co-Lead Managers", and the Underwriters, together with the Joint Lead Managers and Joint Book-Runners).

On June 25, 2014, the Board of Directors authorized the draft agreement, and the signing of the underwriting agreement on this basis, and granted all powers to the Chief Executive Officer for the purpose of making any alterations to said draft that do not materially alter its content, and of signing the underwriting agreement in the name and on behalf of Natixis.

Persons concerned:

- Mr. Pérol, Chairman of the BPCE Executive Board, and Chairman of the Natixis Board of Directors;
- Mr. Mignon, Chief Executive Officer of Natixis.
- BPCE, represented by Mr. Karyotis, Chief Financial Officer and Member of the BPCE Executive Board, and BPCE's permanent representative on the Natixis Board of Directors.

The expenses recognized by Natixis in respect of this agreement amounted to €12,851,276.29 for the financial year ended December 31, 2014.

1.1.2 Master agreement governing the assignment of receivables between Natixis, Caisse d'Epargne et de Prévoyance Ile de France, Bred Banque Populaire and Banque Populaire Rives de Paris, and service agreement

On September 23, 2014, the Board of Directors authorized a framework agreement governing the legal receivable assignment mechanism between Natixis, Caisse d'Epargne et de Prévoyance Ile de France, Bred Banque Populaire, and Banque Populaire Rives de Paris. The assignments of receivables relating to the loans give rise to the signing of a deed of assignment, and result in the transfer of all the guarantees and ancillary expenses relating to the loans.

At the same time, the Board of Directors' meeting of September 23, 2014 authorized a service agreement entered into by Natixis and Caisse d'Epargne et de Prévoyance Ile-de-France. The framework agreement and service agreement fall within the context of the closure of Natixis' Central Branch Office. They are being entered into under financial terms and conditions that are specifically based on the payment of an adjustment balance by Natixis aimed at compensating the bank in question in the event that the refinancing rate for the assigned loans plus a margin of 0.25% is higher than the average rate of the loans that it is taking over. The purpose of these agreements is to simplify the bank transfer measures taken by Natixis employees who are customers of the Central Branch Office, and also to ensure ongoing local banking services for those employees.

The Board of Directors has delegated all powers to sign said agreements and any related documents, with permission to sub-delegate those powers to the Chief Executive Officer and to Gils Berrous, Head of the Specialist Financial Services Division.

Persons concerned:

- Mr. Patault, Member of the BPCE Supervisory Board, and Natixis Director;
- Mr. Sueur, Vice-Chairman of the Steering and Supervisory Committee of Caisse d'Epargne et de Prévoyance Ile-de-France, and Natixis Director;

This agreement had no financial impact in 2014.

1.1.3 Master memorandum of agreement between CNP Assurances, BPCE and Natixis

Joint corporate officers on the day of the transaction: *François Pérol, Chairman of the BPCE Executive Board, Chairman of the Natixis Board of Directors, and member of the CNP Assurances Board of Directors, Daniel Karyotis, member of the BPCE Executive Board, and permanent representative of BPCE at Natixis, Alain Condaminas, member of the BPCE Supervisory Board, and member of the Natixis Board of Directors, Catherine Halberstadt, member of the BPCE Supervisory Board, and member of the Natixis Board of Directors, Didier Patault, member of the BPCE Supervisory Board and member of the Natixis Board of Directors, Thierry Cahn, member of the BPCE Supervisory Board and member of the Natixis Board of Directors, and Pierre Valentin, member of the BPCE Supervisory Board and member of the Natixis Board of Directors.*

The master memorandum of understanding between CNP, BPCE, and Natixis was authorized by the Board of Directors on November 4, 2014. The main provisions of that memorandum are included in the general master protocol authorized by the Board of Directors on February 18, 2015.

This agreement had no financial impact in 2014.

Agreements and commitments authorized since the financial year-end

We have been informed of the following agreements and commitments authorized since the financial year-end, which were subject to the prior approval of your Board of Directors.

1.2.1 Commitment to granting a severance payment to the Chief Executive Officer in the event of the early termination of his duties, and Amendment No. 1 to that commitment

On February 18, 2015, the Board of Directors authorized the commitment to grant a severance payment to the Chief Executive Officer in the event of early termination of his duties, and Amendment No. 1 to that commitment, which determine the terms and conditions of the severance payment payable or likely to be payable to Laurent Mignon in the event of the termination of his duties as Chief Executive Officer; this commitment and the amendment thereto had previously been authorized by the Board of Directors on February 22, 2011 and February 19, 2014, and had also been authorized by the General Shareholders' Meetings of May 26, 2011 and May 20, 2014 respectively; this commitment is based on performance criteria and conditions, and is capped at one year's maximum potential (fixed and variable) compensation.

No severance payment shall be made to the Chief Executive Officer if he leaves to take up a new position on his own initiative, or if he changes positions within the BPCE Group.

Amendment No. 1 had altered the rules for calculating the severance payment, in order to make them compliant with the principles in effect for members of BPCE's Executive Board.

These agreements had no financial impact in 2014.

1.2.2 Non-compete agreement for the Chief Executive Officer

On February 18, 2015, the Board of Directors authorized the renewal of a non-compete agreement, in the event that Mr. Mignon's office as Chief Executive Officer is terminated. This non-compete agreement is limited to a period of six months, and includes a payment equal to six months' fixed compensation, as paid on the date when his corporate office is terminated, on the understanding that the total amount of the severance payment and the non-compete payment may not exceed a cap set at 24 months' monthly compensation, as defined in the commitment relating to his severance payment.

This agreement was authorized by the Board of Directors on February 19, 2014, and was approved by the Ordinary General Shareholders' Meeting of May 20, 2014.

This agreement had no financial impact in 2014.

1.2.3 General master protocol and agreements relating to the new partnership agreements between the CNP and BPCE Groups

At its meeting of August 6, 2013, the Board of Directors assigned François Pérol a mandate to set up an insurance division at Natixis, and to enter into negotiations with CNP Assurances in order for the life insurance business generated by the Group to be brought in-house at Natixis Assurances.

The negotiations conducted with CNP between October 2013 and July 2014 resulted in the determination of the fundamental principles for the future partnership between BPCE, Natixis, and CNP, which were authorized by the Board of Directors on July 31, 2014.

The discussions with CNP continued, and initially resulted in a master memorandum of agreement between CNP Assurances, BPCE, and Natixis, which was authorized by the Board of Directors on November 4, 2014, and then in a general master protocol, as well as in various specific agreements referred to in that protocol ("the new partnership agreements"), which were authorized by the Board of Directors on February 18, 2015, and where the main provisions are as follows:

General master protocol between CNP Assurances, BPCE and Natixis

Joint corporate officers on the day of the transaction: *François Pérol, Chairman of the BPCE Executive Board, Chairman of the Natixis Board of Directors, and member of the CNP Assurances Board of Directors, Daniel Karyotis, member of the BPCE Executive Board, and permanent representative of BPCE at Natixis, Alain Condaminas, member of the BPCE Supervisory Board, and member of the Natixis Board of Directors, Catherine Halberstadt, member of the BPCE Supervisory Board, and member of the Natixis Board of Directors, Didier Patault, member of the BPCE Supervisory Board and member of the Natixis Board of Directors, Thierry Cahn, member* *of the BPCE Supervisory Board and member of the Natixis Board of Directors, and Pierre Valentin, member of the BPCE Supervisory Board and member of the Natixis Board of Directors.*

The aim of this Protocol is to:

- note the non-renewal of the Current Agreements;
- determine, organize, and manage the contractual package formed by the New Partnership Agreements, for which the Protocol is the umbrella agreement;
- determine the term of the New Partnership Agreements, namely seven years as from January 1, 2016. At the end of this 7-year period, BPCE will be able to either extend the New Partnership Agreements for a period of 3 years as from January 1, 2023, or to purchase CNP's insurance deposit inventory. BPCE will have the option to purchase the existing insurance deposit inventory at December 31, 2020, while CNP will have the option to inform BPCE of its desire to enter into discussions regarding the potential transfer of the insurance deposit inventory between 2020 and 2022;
- determine and organize the operation of the Partnership Monitoring Committee (and of any potential sub-committees set up by the latter); and
- more broadly, organize and manage the relations between the Parties under the Renewed Partnership.

Agreements entered into by CNP Assurances, BPCE, Natixis, and ABP Vie (a subsidiary of Natixis Assurances)

Joint corporate officers on the day of the transaction: *François Pérol, Chairman of the BPCE Executive Board, Chairman of the Natixis Board of Directors, and member of the CNP Assurances Board of Directors, Daniel Karyotis, member of the BPCE Executive Board, and permanent representative of BPCE at Natixis, Alain Condaminas, member of the BPCE Supervisory Board, and member of the Natixis Board of Directors, Catherine Halberstadt, member of the BPCE Supervisory Board, and member of the Natixis Board of Directors, Didier Patault, member of the BPCE Supervisory Board and member of the Natixis Board of Directors, Thierry Cahn, member of the BPCE Supervisory Board and member of the Natixis Board of Directors, and Pierre Valentin, member of the BPCE Supervisory Board and member of the Natixis Board of Directors.*

- Quota share reinsurance treaty entered into by CNP Assurances and ABP Vie in the presence of Natixis, with a view to ABP Vie, a Natixis Assurances subsidiary, reinsuring 10% of CNP Assurances' life insurance and accumulation product inventory, which will be distributed by the Caisses d'Epargne network until December 31, 2015, and during the interim period determined in the Protocol.
- New business tranche 1 reinsurance treaty entered into by ABP Vie and CNP Assurances in the presence of Natixis: quota share reinsurance by CNP Assurances of 40% of all ABP Vie's life insurance and accumulation products distributed by the Caisses d'Epargne network as from January 1, 2016.
- New business tranche 2 reinsurance treaty, entered into by ABP Vie and CNP Assurances in the presence of BPCE and Natixis: quota share reinsurance of 90% of the new business from former CNP customers by CNP Assurances.
- tranche 2 reinsurance matching agreement entered into by ABP Vie, CNP Assurances and BPCE, in the presence of Natixis, the aim of which is to determine the procedures for the management of events:
  - the provision to CNP Assurances of the list of customers covered by BPCE, in accordance with the frequencies and procedures provided for in said agreement, as from the recognition of a market shock (interest-rate shock or behavioral shock); and
  - the implementation of the tests required for the proper operation of the determination and information exchange mechanisms provided for in said agreement.
- EuroCroissance matching agreement entered into by CNP Assurances, BPCE, and ABP Vie in the presence of Natixis, the aim of which is to determine the procedures for the management of events (procedures similar to those in the tranche 2 reinsurance matching agreement).

These agreements had no financial impact in 2014.

II - AGREEMENTS AND COMMITMENTS ALREADY APPROVED BY THE GENERAL SHAREHOLDERS' MEETING

Agreements and commitments approved in previous financial years and continued during the past financial year

In accordance with Article R. 225-30 of the French Commercial Code, we were informed that the execution of the following agreements and commitments, which were already approved by the General Shareholders' Meeting in previous years, continued during the past financial year.

2.1.1 Amendment to the agreement relating to the guarantee granted to the BPCE bondholders by the Natixis New York Branch Office on April 9, 2013.

On February 19, 2014, The Board of Directors authorized an amendment to the agreement entered into on April 9, 2013 regarding the guarantee granted by Natixis' Branch Office in New York to the BPCE bondholders as part of a bond issue in the United States governed by Section 3(a)(2) of the 1933 Securities Act. The purpose of this amendment is to alter the sub-ceilings provided for in Article 4 of the agreement, namely: raising the total maximum nominal amount of the bonds that can be issued by BPCE under Program 3 (a)(2) each year from USD 4 billion to USD 6 billion, and raising the total maximum nominal amount of the proceeds from the bond issues under Program 3 (a)(2) that cannot be re-loaned to Natixis within 90 days of their settlement & delivery from USD 2 billion to USD 3 billion. Furthermore, BPCE may loan securities to Natixis for shorter maturities than those of the bonds, depending on Natixis' needs.

This agreement was approved at the Ordinary General Shareholders' Meeting of May 20, 2014.

This agreement had no financial impact in 2014.

2.1.2 "3a2" debt issuance program in the United States implemented by BPCE

On February 17, 2013, the Board of Directors approved the guarantee given to BPCE by the Natixis NY Branch Office. This guarantee was granted in Natixis' corporate interest, in the event that BPCE re-lends all or part of the USD resources raised from Natixis.

This agreement had no financial impact in 2014.

2.1.3 Reciprocal financial guarantee pertaining to the "Neptune" Deal between Natixis S.A. and Natixis Real Estate Capital Inc.

On February 24, 2010, the Board of Directors approved a financial guarantee agreement between Natixis and Natixis Real Estate Capital Inc., mirroring the Neptune guarantee and covering all GAPC assets held by Natixis Real Estate Capital Inc.

This financial guarantee took the legal form of a risk participation to cover Natixis Real Estate Capital Inc., in proportion to a share of a portfolio of assets held by Natixis Real Estate Capital Inc. at June 30, 2009, following the clear failure to pay the amounts due in relation to the assets on the contractually agreed payment date.

Term of the agreement: the agreement will end on the final maturity date.

This agreement had no financial impact in 2014.

2.1.4 Tripartite agreements between Natixis, Société de Financement de l'Economie Française (SFEF) and, respectively, BFBP and CNCE

On July 10, 2009, the Board of Directors approved the tripartite agreements between Natixis, SFEF and both the central institutions (BFBP and CNCE) designed to set up trust accounts (*comptes d'affectation spéciaux*, or *CAS*), and to allow Natixis collateral to be pledged directly to SFEF. The agreements also established SFEF's direct right of recourse against Natixis. The agreements cover:

- *délégation imparfaite* agreements (agreements where the original debtor remains liable as well as the person instructed to pay on their behalf), establishing SFEF's right of recourse against Natixis, between (i) Natixis, BFBP, and SFEF, and between (ii) Natixis, CNCE, and SFEF;
- subsidiary financial guarantee master agreements, allowing Natixis collateral to be pledged directly to SFEF, between (i) Natixis, BFBP, and SFEF, and between (ii) Natixis, CNCE, and SFEF (term: the financial guarantee will remain in force until the date on which all the assignee's guaranteed liabilities towards the assignor have been paid, reimbursed, or satisfied in full);
- trust agreements, setting up trust accounts (*comptes d'affectation spéciaux* or CAS)) between (i) Natixis, BFBP, and SFEF, and between (ii) Natixis, CNCE, and SFEF (term: the agreement will end on the date when the trust account is closed);
- representation agreements, allowing Natixis' central institutions to represent it in its dealings with SFEF, between (i) Natixis and BFBP, and between (ii) Natixis and CNCE;
- side agreements aimed at limiting the credit risk incurred by Natixis in respect of its central institutions by allowing early repayments to be made at Natixis' initiative, between (i) Natixis and CNCE, and between (ii) Natixis and BFBP;
- amendments aimed at updating the revised intra-group financial guarantee master agreements signed in 2008 with BFBP and CNCE (see Point 2.2.12 below), between (i) Natixis and CNCE, and between (ii) Natixis and BFBP.

This agreement had no financial impact in 2014.

2.1.5 Preliminary agreement between Natixis and BPCE regarding the guarantee mechanism covering certain GAPC assets and the agreements pertaining to the guarantee

On August 25, 2009, the Board of Directors approved a preliminary agreement between Natixis and BPCE for the purpose of protecting Natixis against future losses and any earnings volatility caused by assets ring-fenced by its Workout Portfolio Management structure (GAPC).

This preliminary agreement resulted in the signing of several agreements between Natixis and BPCE relating to the guarantee of certain GAPC assets.

On November 12, 2009, the Board of Directors approved a number of agreements regarding the guarantee covering certain GAPC assets, namely:

- the Financial Guarantee agreement, under which BPCE agrees to grant Natixis a financial guarantee (term: the agreement will end on the final maturity date);
- the ISDA Master Agreement and Appendix, between BPCE and Natixis;
- total return swap agreements between Natixis and BPCE, one of which relates to euro-denominated assets and the other to US dollar-denominated assets;
- the Call Option granted by BPCE to Natixis;
- the "*Miroir NLI*" Reciprocal Financial Guarantee between Natixis and Natixis Luxembourg Investissements;
- the "*Miroir NFP*" Reciprocal Financial Guarantee between Natixis and Natixis Financial Products Inc.;
- the "*Miroir NFUSA*" Reciprocal Financial Guarantee between Natixis and Natixis Funding USA, LLC;
- the "*Miroir Ixis CMNA Australia*" Reciprocal Financial Guarantee between Natixis and Ixis CMNA Australia No. 2 SCA;
- the "*Miroir NFP*" Reciprocal total return swap agreement between Natixis and Natixis Financial Products Inc.;
- the "*Miroir NREC*" Reciprocal total return swap agreement between Natixis and Natixis Real Estate Capital Inc.;
- governance arrangements set up in respect of the GAPC guarantee (specifically including draft operating charters for the Guarantee Supervision Committee and Workout Portfolio Management Committee).

On August 5, 2010, the Board of Directors approved Amendment No. 1 to the financial guarantee dated November 12, 2009 (risk participation) between Natixis and BPCE.

The purpose of this amendment was to clarify the application of certain of the Guarantee's provisions to covered assets subject to a write-down.

The premium pertaining to Natixis was spread out and carried to the income statement in an amount of €1,475,273.77 for the financial year ended December 31, 2014. The spreading of the premium relating to the mirror guarantees between the subsidiaries has no impact on Natixis' income.

The change in the fair value of the total return swaps gave rise to the recognition of income amounting to €21,437,999.34 for the financial year ended December 31, 2014 in respect of Natixis' activities, and to an expense of USD 38,713,513.23 in respect of the subsidiaries' activities. This expense was neutralized in Natixis' accounts by recognizing an offsetting expense against the subsidiaries.

As the premium was immediately recognized in the balance sheet, its revaluation led to the recording of income amounting to €11,856,275.41 for the 2014 financial year.

The income recognized by Natixis in respect of cancellation payments amounted to €10,866,985.66 in the 2014 financial year.

The income recognized on the activation of guarantees amounted to €468,136.58 in the 2014 financial year.

2.1.6 Credit and financial guarantee master agreements between Natixis and Natixis Lease

On December 17, 2009, the Board of Directors approved credit and financial guarantee master agreements between Natixis and Natixis Lease aimed at providing access to SFEF financing against collateral.

The financial guarantee will remain in force until the date on which all the guaranteed liabilities with respect to the Lender have been paid, reimbursed, or satisfied in full.

These agreements had no financial impact in 2014.

2.1.7 Natixis' role as arranger in the €25 billion covered bond issue program launched by BPCB, and updated in 2009

To enable Natixis to act as the arranger for the €25 billion covered bond issue launched by BFBP, the Supervisory Board approved the following measures on November 23, 2007:

- the signing of credit and financial guarantee master agreements between BPCB, BFBP, Natixis, and initially, seven Banque Populaire banks;
- the signing of a letter setting out hedging agreements between BPCB, BFBP and Natixis.

On February 25, 2009, the Supervisory Board approved revisions to this Program.

On May 13, 2009, the Board of Directors approved an amendment to the credit and financial guarantee master agreement with BFBP, Banques Populaires Covered Bonds (BPCB), Natixis and all the Banque Populaire banks. The amendment was designed to incorporate Banque Monétaire and Financière and Compagnie Européenne de Garanties and Cautions as providers of loan collateral subsequently pledged by certain Banque Populaire banks participating in the BPCB program.

This agreement had no financial impact in 2014.

2.1.8 Authorization of a related-party agreement on the Chapel Deal between Natixis and BPCE

On May 11, 2011, the Board of Directors approved an agreement on the Chapel Deal between Natixis and BPCE. The Chapel Deal is part of GAPC (workout portfolio management), within a structured product called Sahara that provides a closer reflection of the rating of high-quality assets held by GAPC. These securities are covered by the "Neptune" Guarantee entered into with BPCE in 2009. To re-establish the equivalent of the Neptune Guarantee, from which Natixis benefited via Sahara, it was proposed that BPCE should guarantee the Chapel security via a total return swap (TRS) at the same time as the Chapel assets were bought back by Natixis.

The expenses recognized by Natixis in respect of this agreement amounted to €2,375,413.54 for the financial year ended December 31, 2014.

2.1.9 Invoicing agreement pertaining to Natixis' affiliation to BPCE

On February 22, 2012, the Board of Directors authorized a new invoicing agreement between Natixis and BPCE pertaining to Natixis' affiliation to BPCE, in replacement of the existing affiliation agreement.

This new invoicing agreement is aimed at providing a better reflection of the proportion of BPCE's governance functions that relate to affiliated entities. It provides for annual invoicing based on the actual cost of the tasks performed by BPCE.

Term of the agreement: the agreement will enter into effect for the parties while Natixis is affiliated to BPCE, within the meaning of the provisions of Article L. 511-31 of the French Monetary and Financial Code.

The expenses recognized by Natixis in respect of this agreement amounted to €30,000,000.00 for the financial year ended December 31, 2014.

2.1.10 Credit and financial guarantee master agreements between (i) Natixis and BFBP and between (ii) Natixis and CNCE

Natixis' General Shareholders' Meeting of April 30, 2009 expressly approved and ratified the credit and financial guarantee master agreements arranged in December 2008 between Natixis and BFBP, and between Natixis and CNCE, within the scope of agreements signed by BFBP and CNCE with SFEF.

The purpose of these agreements was to allow Natixis to borrow from its two central institutions against collateral. The amounts lent represent reciprocal credit facilities granted under the terms of the agreements between the central institutions and SFEF. The terms therefore reflect the agreement entered into between the central institutions (and all other banks in the marketplace) and SFEF.

They enable Natixis to benefit indirectly from the facilities granted by SFEF. The principle is as follows:

- each central institution borrows from SFEF against a pledge of collateral;
- all or part of the income arising on this arrangement is used to grant Natixis a loan, in return for a guarantee in the form of collateral, which will be pledged by the central institution to SFEF, in order to secure the loan.

The purpose of the master credit agreements is to define the terms and conditions for intra-group loans. The purpose of the master financial guarantee agreements is to organize Natixis' collateral arrangements.

The expenses recognized by Natixis in respect of these agreements came to €6,264,193.44 for the financial year ended December 31, 2014.

2.1.11 Natixis' role as Arranger of a €25 billion covered bond issue by the Caisse d'Epargne Group

To enable Natixis to act as Collateral Agent for the Caisse d'Epargne Group's €25 billion covered bond issue, the Supervisory Board approved the following agreements on March 5, 2008: the Receivables Pledge Agreement, the Issuer Accounts Pledge Agreement, the Asset Monitor Agreement, and the Master Definitions and Constructions Agreement.

These agreements had no financial impact in 2014.

2.1.12 Adoption of regulations for the closed collective pension scheme

On December 18, 2008, the Supervisory Board authorized the following measures:

- the adoption of regulations for the closed collective pension scheme insofar as those regulations define the potential rights of Members of the Executive Board eligible to benefit from the scheme, provided that the Members were appointed to the Board between November 27, 2006 and December 15, 2008. It also closed the scheme to any new Members of the Executive Board (the regulations exclude any compensation resulting from the termination of professional relations with Members of the Executive Board);
- as regards the collective provident insurance scheme: to continue to offer the collective provident insurance scheme available to the Chief Executive Officers of the Banque Populaire banks to Members of Natixis' Executive Board in 2009, it being noted that the scheme adjusts the guarantees applicable to all former Natixis Banque Populaire staff to the specific situation of each member;
- as regards severance payments and retirement benefits: not to apply the provisions regarding early termination or retirement compensation arrangements for the Chief Executive Officers of the Banque Populaire banks to Natixis' corporate officers appointed after May 1, 2005.

These agreements had no financial impact in 2014.

2.1.13 Agreement providing for the distribution of Natixis products and services to the regional banks acquired from HSBC by the Banque Populaire Group

On December 18, 2008, the Supervisory Board approved an agreement providing for the distribution of Natixis products and services to the regional banks acquired from HSBC by the Banque Populaire Group, pursuant to which Natixis was to be the exclusive supplier to these banks for the businesses concerned by the agreement as from 2009. The agreement also stipulated that the conditions established between Natixis and the Banque Populaire Group should apply to these banks.

The income recognized by Natixis in respect of this agreement amounted to €1,213,376.14 for the financial year ended December 31, 2014.

2.1.14 "Click'n Trade" service and partnership agreement between Ixis CIB, CNCE and Banque Palatine

On June 6, 2007, the Supervisory Board approved a service agreement between Ixis CIB, CNCE and Banque Palatine pertaining to CNCE's transfer to Banque Palatine of the operating and technical management of the "Click'n Trade" website, with CNCE retaining ownership of the website, and remaining the forward and cash currency transactions counterparty for Ixis CIB.

Term: indefinite.

The income recognized by Natixis in respect of this agreement amounted to €482,000.00 for the financial year ended December 31, 2014.

2.1.15 Letters of joint and several commitment and guarantee terminated or expired

IXIS CIB (previously known as CDC Marchés and then as CDC IXIS Capital Markets) was required to enter into a number of letters of joint and several commitment and guarantee with its various successive shareholders, namely la Caisse des Dépôts (CDC), CDC Finance - CDC IXIS (to which CNCE became the successor in interest following the merger dated December 31, 2004) and CNCE.

Likewise, IXIS CIB has been required to enter into letters of joint and several commitment and guarantee with its US subsidiaries, namely Natixis Municipal Products Inc. (formerly CDC Municipal Products Inc.), Natixis Derivatives Inc. (formerly CDC Derivatives Inc.), Natixis Financial Products Inc. (formerly CDC Financial Products Inc.), Natixis Derivatives Inc. (formerly CDC IXIS Funding Corp.) and Natixis Commercial Paper Corp. (formerly CDC IXIS Commercial Paper Corp.).

All of these letters of joint and several guarantee and commitment had expired or been terminated at the date of this report, but continue to apply retrospectively to all the guaranteed transactions entered into prior to the date on which the underlying joint and several guarantees were terminated or expired, until these transactions have been fully unwound.

In the case of joint and several guarantees entered into with CDC Finance-CDC Ixis, the Ixis CIB creditors for transactions secured under these guarantees that were entered into before the expiry of the respective guarantees may, in accordance with the letter from the Chief Executive Officer of CDC dated October 12, 2004, enforce their rights directly against CDC until the maturity of the guaranteed transactions, as if this commitment had been taken out directly by CDC on behalf of the Ixis CIB creditors.

The conditions governing the payment and calculation of the fees payable by Ixis CIB in respect of the guarantees were defined in an agreement with CDC Finance-CDC Ixis and CNCE.

The expenses recognized by Natixis in respect of these agreements came to €1,755,191.75 for the financial year ended December 31, 2014.

2.1.16 Current letters of joint and several guarantee and commitment between Ixis and its subsidiaries

On June 15, 2006, the Supervisory Board approved letters of joint and several commitment and guarantee between Ixis CIB and:

a) Natixis Financial Products Inc. (formerly IXIS Financial Products Inc.) for the USMTN issue program. The guarantee given by Ixis CIB in connection with this agreement can be invoiced at 0.02%;

b) Natixis Financial Products Inc. (formerly IXIS Financial Products Inc.) for the warrant issue program. The guarantee given by Ixis CIB in connection with this agreement can be invoiced at 0.02%;

c) Natixis Securities North America Inc. (formerly IXIS Securities NA) for securities lending and borrowing transactions. The guarantee given by Ixis CIB in connection with this agreement can be invoiced at 0.02% per year, and is applicable to the overall average risk exposure over the period.

These agreements had no financial impact in 2014.

French original signed in Neuilly-sur-Seine and Paris-La-Défense, on 12 March 2015, by
The Statutory Auditors

Deloitte & Associés	Mazars	KPMG Audit A Department of KPMG S.A.
José-Luis Garcia Jean-Marc Mickeler	Michel Barbet-Massin Emmanuel Dooseman	Jean-François Dandé

8

ADDITIONAL INFORMATION

8.1 Statement by the Person responsible for the registration document

I hereby declare that, to the best of my knowledge, after having taken all reasonable measures to this end, the information contained in this registration document is true and accurate, and contains no omissions liable to impair its significance.

To the best of my knowledge, the financial statements were prepared in accordance with applicable accounting standards and provide a true image of the assets, the financial position and the income of the Company, and all businesses entering in the scope of consolidation, and the management report presents a true picture of changes in the business, of the income and of the financial position of the Company and all the businesses included in the scope of consolidation as well as a description of all the main risks and uncertainties with which they are confronted.

I have obtained a letter from the Statutory Auditors certifying the completion of their work, in which they indicate that they have examined the information relating to the financial position and the financial statements given in this document and have read the entire document.

The historical financial data, relative to consolidated financial statements for the past financial year on December 31st, 2014, presented in this registration document, has been discussed in the Statutory Auditors' reports found on pages 321-322, which contains an observation.

The historical financial data, relative to consolidated financial statements for the past financial year on December 31, 2013, presented in the 2013 Registration Document, has been discussed in the Statutory Auditors' reports found on pages 351-352, which contains an observation.

Paris, France, March 12, 2015

Laurent MIGNON

Chief Executive Officer

8.2 Documents available to the public

Documents concerning Natixis (Articles of Association, bylaws, reports, mail and other documents, historical parent company and consolidated financial information, for each of the two fiscal years prior to the publication of this document) are partly included in this document and may be consulted at the Company's head office, preferably on appointment.

This registration document is available in the "Investor Relations" section of the Company's institutional website, *www.natixis.com*.

Any person wishing to obtain additional information about Natixis can request documents free of charge and without obligation:

- by mail:
  Natixis
  Communication financière/Relations investisseurs
  Immeuble Arc-de-Seine
  30, avenue Pierre-Mendès-France
  75013 Paris
- by telephone:
  +33 (0)1 58 19 26 34 or +33 (0)1 58 32 06 94
- by e-mail:
  investorelations@natixis.com

8.3 Cross-reference table of registration document

In order to make this document easier to read, the following cross-reference table outlines the main headings required by Annex 1 of EC Regulation No. 809/2004 of April 29, 2004, implementing the so-called "Prospectus" Directive.

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Pursuant to Article 28 of Commission Regulation No. (EC) 809/2004 of April 29, 2004, the following information is incorporated by reference in this registration document:

- the parent company and consolidated financial statements for the year ended December 31, 2013, presented respectively on pages 353 to 400 and 206 to 350, the Statutory Auditors' report thereon, respectively pages 401 to 402 and 351 to 352, and the Group management report, on pages 190 to 205 of the registration document filed with the AMF on March 14, 2013 under number D.14-0141;
- the consolidated financial statements for the year ended December 31, 2012, presented respectively on pages 347 to 393 and 218 to 344, the Statutory Auditors' report thereon, respectively pages 394 to 395 and 345 to 346, and the Group management report, on pages 198 to 217 of the registration document filed with the AMF on March 19, 2013 under number D.13-0174;

All other chapters of reference documents filed under numbers D.14-0141 and D.13-0174 that are not mentioned above are either of no material interest to investors or covered elsewhere in this registration document.

8.4 Cross-reference table for the annual financial report

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8.5 Cross-reference table for the management report

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8.6 Cross-reference table of Social and Environmental information

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Art. R.225-105-1-I 1° a)	a) Employment ▪ Total workforce and employee distribution by gender and geographic region ▪ New hires and layoffs ▪ Compensation	G4-10, LA1, LA12, EC6, G4-51-52-53-54, EC1, EC5	384 385
Art. R.225-105-1-I 1° b) Art. R.225-105-1-II 1° b)	b) Work management ▪ Scheduling of work hours ▪ Absenteeism	N/A, LA7	385
Art. R.225-105-1-I 1° c)	c) Labor relations ▪ The organization of employer-employee communication ▪ Collective bargaining agreements	LA4	386
Art. R.225-105-1-I 1° d) Art. R.225-105-1-II 1° d)	d) Health and safety ▪ Health and safety standards ▪ Agreements signed with unions or employee representatives in terms of health and safety at work ▪ Work accidents, including frequency and severity, and work-related illnesses	LA5, LA8, LA9, LA6, LA7	387
Art. R.225-105-1-I 1° e)	e) Training ▪ Policy application ▪ The total number of training hours	LA9, LA10, LA11, HR2	388
Art. R.225-105-1-I 1° f)	f) Diversity and equal opportunity Policy implemented and measures taken to promote it ▪ Gender equality ▪ Employment and integration of disabled employees ▪ The fight against discrimination and the promotion of cultural diversity	LA2, LA12, LA13	389
Art. R.225-105-1-II 1° g)	Promotion and respect of the International Labour Organisation's fundamental conventions: ▪ On protecting freedom of association and the right to collective bargaining ▪ On eliminating discrimination in employment and occupation ▪ On eliminating forced or compulsory labour ▪ On abolishing child labour	LA13, HR7, HR6	391
	2/Environmental information		
Art. R.225-105-1-I 2° a) Art. R.225-105-1-II 2° a)	a) General environmental policy ▪ Company organization to consider environmental issues and, if applicable, evaluation or certification procedures for environmental concerns ▪ Training and information for employees regarding the protection of the environment ▪ Resources allocated to the prevention of environmental risks and pollution ▪ Amount of provisions and guarantees for environmental risks	EN27, G4-43, N/A	376
Art. R.225-105-1-I 2° b)	b) Pollution and waste management ▪ The prevention, reduction or compensation of air, water and land emissions that seriously damage the environment ▪ The prevention of waste production, recycling and disposal ▪ Taking into account noise pollution and all types of pollution specific to a particular activity	Not material, EN23, EN24, EN25, EN28, Not material	392
Art. R.225-105-1-I 2° c) Art. R.225-105-1-II 2° c)	c) Sustainable resource use ▪ The use and supply of water in line with local constraints ▪ The use of raw materials and measures taken to make more efficient use of them ▪ Energy consumption and measures taken to improve energy efficiency and the use of renewable energy sources ▪ Land use	EN8, EN9, EN1, EN2, EN3, EN4, Not material	392

Grenelle 2 Law Reference (proposed decree)	Designation	Corresponding GRI 4 indicators	Registration document page number
Art. R.225-105-1-I 2° d) Art. R.225-105-1-II 2° d)	d) Contribution to adapting to and fighting climate change ▪ Greenhouse gas emissions ▪ Adapting to the impact of climate change	EN 15-16-17, EN 18-19, EN6-EN7	394
Art. R.225-105-1-I 2° e)	e) Biodiversity protection ▪ Measures taken to preserve biodiversity	EN 11-12-13, EN 14-26	395
	3/Corporate social information		
Art. R.225-105-1-I 3° a)	a) The Company's territorial impact on the local population ▪ In relation to jobs and regional development ▪ Upon surrounding and local communities	EC6-7-8-9, SO1	396
Art. R.225-105-1-I 3° b)	b) Relationships with stakeholders ▪ Conditions of dialogue with interested parties ▪ Acts of support, partnership or sponsorship	G4-26, G4-37, EC7	396
Art. R.225-10-1-I 3° c) Art. R.225-105-1-II 1° c)	c) Subcontractors and suppliers ▪ Purchasing policies that take into account social and environmental issues ▪ The importance of sub-contracting and the social and environmental responsibilities in relation to service providers and sub-contractors	LA14-15, EN32-33, HR5-9-11	397
Art. R.225-105-1-II 3° d)	d) Fair practices ▪ Measures taken to avoid corruption ▪ Measures taken to safeguard the health and safety of consumers	G4 56-58, SO 3-4-5	397
Art. R.225-105-1-II 3° e)	e) Other human rights initiatives	HR1-2-7-8-9-10	397
Art. R.225-105-2	The independent third-party organization called to give its opinion (...) on social and environmental information that appears or should appear on the report		404

8.7 Glossary

ABCP	Asset-backed commercial paper, i.e. a marketable debt instrument backed by cash flows from a pool of underlying assets.
ABS	Asset-backed security, i.e. an instrument representing a pool of financial assets (excluding mortgage loans), its performance linked to that of the underlying asset or pool of assets.
ACPR	Autorité de Contrôle Prudentiel et de Résolution (French Prudential Supervisory Authority for the Banking and Insurance Sector), France's banking and insurance supervisor.
ADAM	Association de Défense des Actionnaires Minoritaires (Association for the Defense of Minority Shareholders).
AFEP/Medef	Association Française des Entreprises Privées – Mouvement des Entreprises de France (French Association of Private Sector Companies – French Business Confederation).
AFIC	Association Française des Investisseurs pour la Croissance (French Private Equity Association).
AFS	Available-for-sale
AGIRC	Association Générale des Institutions de Retraite des Cadres (General Association for Managers' Pension Institutions).
A-IRB	Advanced Internal Ratings-Based Approach
ALM	Asset and liability management
AM	Asset Management
AMF	Autorité des Marchés Financiers (French Financial Markets Authority)
AML	Anti-money laundering
AML-CTF	Anti-money laundering and counter-terrorist financing
AQR	Asset quality review, which involves the supervisory assessment of risks, the actual review of the quality of assets and stress tests.
ARRCO	Association pour le Régime de Retraite Complémentaire des Salariés (Association for the Employee Complementary Pension Scheme).
AUM	Assets under management
Back office	An administrative department at a financial intermediary that performs support and post-trading functions.
Backtesting	A method of assessing the effectiveness of trading strategies and the accuracy of value at risk (VaR) compared to risks actually borne.
BALO	Bulletin des Annonces Légales Obligatoires (French Bulletin for Mandatory Legal Announcements).
Basel 1 (the Basel Accords)	A supervisory framework established in 1988 by the Basel Committee aiming to maintain the solvency and stability of the international banking system by establishing uniform minimum capital requirements for banks on the international level. It established a minimum capital adequacy ratio of 8% in relation to all of the risks borne by a bank.
Basel 2 (the Basel Accords)	A supervisory framework aimed at better anticipating and limiting the risks borne by credit institutions. It focuses on banks' credit risk, market risk and operational risk. The terms drafted by the Basel Committee were adopted in Europe through a European Directive and are applicable in France as of January 1, 2008.
Basel 3	An update to the supervisory framework for banks incorporating the lessons from the 2007-2008 financial crisis, meant to complement the Basel 2 accords by reinforcing the quality and quantity of the minimum capital requirements applicable to financial institutions. It also establishes minimum requirements for liquidity risk management (quantitative ratios), defines measures aimed at limiting procyclicality in the financial system (capital buffers that can vary based on the economic cycle) and reinforces requirements for financial institutions deemed to be systemically important.
BCBS	Basel Committee on Banking Supervision, an organization bringing together the central bank governors of the G20 countries tasked with reinforcing the solidity of the global financial system and the effectiveness of prudential supervision and cooperation among bank regulators.
BCP	Business Continuity Plan
BFBP	Banque Fédérale des Banques Populaires.
Bond	A portion of a loan issued in the form of an exchangeable security. For a given issue, a bond grants the same debt claims on the issuer for the same nominal value, the issuer being a company, a public sector entity or a government.
Borrowing base lending	A means of asset financing whereby the lender is routinely informed of the value of the borrower's assets pledged as collateral.
Bps	Basis points

Capital requirement	The amount of capital that banks are required to hold, i.e. 8% of risk-weighted assets (RWA).
CCAN	Comité Consultatif des Actionnaires de Natixis (Natixis Shareholders' Consultative Committee).
CCF	Credit conversion factor
CCI	Certificat Coopératif d'Investissement (cooperative investment certificate)
CDI	Permanent employment contract
CDOs	Collateralized debt obligations, i.e. debt securities backed by a pool of assets which can be either bank loans (mortgages) or corporate bonds. Interest and principal payments may be subject to subordination (i.e. through the creation of tranches).
CDPC	Credit Derivatives Products Company, i.e. a business specializing in the sale of coverage against credit default through credit derivatives.
CDS	Credit default swap, i.e. insurance against credit risk in the form of a bilateral financial contract whereby the protection buyer periodically pays a premium to the protection seller, who in turn promises to compensate for any losses on a reference asset (a bond issued by a government, financial institution or company) upon the occurrence of a credit event (bankruptcy, default, deferred payment or restructuring).
CECEI	Comité des Établissements de Crédit et des Entreprises d'Investissement, i.e. the former French Credit Institutions and Investment Firms Committee, which has since been incorporated into the Autorité de Contrôle Prudentiel et de Résolution (French Prudential Supervisory Authority).
CEO	Chief Executive Officer
CESU	Chèque Emploi Service Universel (universal service employment voucher).
CET1	Common Equity Tier 1
CFCC	Control Functions Coordination Committee
CFDI	Caisse Française de Développement Industriel
CFH	Cash flow hedge
CFO	Chief Financial Officer
CGM	Combined General Shareholders' Meeting
CHSCT	Comité d'Hygiène, de Sécurité et des Conditions de Travail (Committee for Hygiene, Safety and Working Conditions).
CIB	Corporate and Investment Banking
CISO	Chief Information Security Officer
CLO	Collateralized loan obligation, i.e. a credit derivative product backed by a homogeneous pool of corporate loans.
CLS	Continuous Linked Settlement, a global settlement system for foreign exchange trades.
CMBS	Commercial Mortgage-Backed Securities
CMS	Constant maturity swap, a swap that allows the purchaser to fix the duration of received flows on a swap.
CNCE	Caisse Nationale des Caisses d'Epargne
CNIL	Commission Nationale de l'Informatique et des Libertés (an independent administrative authority protecting privacy and personal data).
Collateral	A transferable asset or guarantee pledged to secure reimbursement on a loan in the event that the borrower fails to meet its payment obligations.
COMEX	Executive Committee
Company-controlled stock	A company's ownership share of its own equity, held via its direct or indirect control of one or more other companies. Company-controlled stock does not bestow voting rights and is not included in the calculation of earnings per share.
Core Tier 1 ratio	Core Tier 1 (CT1) capital over risk-weighted assets.
Cost of risk in basis points	A measure calculated by dividing the net expense of commercial risk by loans outstanding at the beginning of the period.
Cost/income ratio	A ratio indicating the share of net revenues used to cover operating expenses (the company's operating costs). It is calculated by dividing operating costs by net revenues.
Coverage	Coverage in terms of client support.
Covered bond	A bond for which the reimbursement and payment of interest is backed by returns on a high-quality asset portfolio, often a portfolio of mortgage loans, which serve as collateral. The issuer often manages the payment of cash flows to investors (obligations foncières in France, Pfandbriefe in Germany). This product is mainly issued by financial institutions.
CP	Commercial paper. In the United States, commercial paper is a negotiable debt instrument issued on the money market.
CPI	Consumer Price Index
CPM	Credit Portfolio Management
CRBF	Comité de la Réglementation Bancaire et Financière (French Banking and Financial Regulation Committee).

CRD	Capital Requirements Directive (EU Directive)
CRD III	An EU Directive under which the proposals of the Basel Committee were enacted into French law in July 2010 and put into effect as of December 31, 2011. In July 2009, the Basel Committee published a new set of proposals known as Basel 2.5 on the topic of market risk. The aim was to better account for default and credit migration risk on assets in the trading book (both tranched and untranched assets) and to reduce the procyclicality of value at risk.
CRD IV	A European Directive that enacts the proposals of the Basel 3 framework into French law.
Credit and counterparty risk	The risk of loss from the inability of clients, issuers or other counterparties to honor their financial commitments. Credit risk includes counterparty risk related to market transactions and securitization.
Credit default swap (CDS)	A bilateral financial contract whereby the protection buyer periodically pays a premium to the protection seller, who in turn promises to compensate for any losses on a reference asset (a bond issued by a government, financial institution or company) upon the occurrence of a credit event (bankruptcy, default, deferred payment or restructuring). It is a mechanism to protect against credit risk.
Credit derivative	A financial product whose underlying asset is a credit obligation or debt security (bond). The purpose of the credit derivative is to transfer credit risk without transferring the asset itself for hedging purposes. One of the most common forms of credit derivatives is the credit default swap (CDS).
CRR	Capital Requirement Regulation (EU regulation)
CSR	Corporate social responsibility
CVA	Credit valuation adjustment, i.e. the expected loss related to counterparty's default risk. The CVA aims to account for the fact that the full market value of the transactions cannot be recovered. The method for determining the CVA is primarily based on the use of market inputs in connection with the practices of market professionals.
Deleveraging	A reduction in banks' use of leverage, achievable by various means but primarily by a reduction in the size of the balance sheet (by selling assets or slowing down new lending) and/or an increase in equity (through recapitalization or retaining earnings). This financial adjustment process often has negative implications for the real economy, particularly due to the narrowing of the credit channel.
Derivative	A financial security or financial contract whose value changes based on the value of an underlying asset, which may be either financial (equities, bonds, forex, etc.) or non-financial (commodities, agricultural produce) in nature. This change may coincide with a multiplier effect (leverage effect). Derivatives can take form of either securities (warrants, certificates, structured EMTNs, etc.) or contracts (forwards, options, swaps, etc.). Exchange-traded derivatives contracts are called futures.
District Court	The lower tier of the US federal judicial system.
Dodd-Frank Act	The Dodd-Frank Wall Street Reform and Consumer Protection Act, more commonly known as the Dodd-Frank Act, is the US law on financial regulation adopted in July 2010 in response to the financial crisis. It is an extensive piece of legislation covering numerous subjects including the creation of the Financial Stability Oversight Council, the management of systemically important financial institutions, the regulation of the highest-risk financial activities, a framework for derivatives markets and reinforced regulation of rating agencies. US regulators (Securities and Exchange Commission, Commodity Futures Trading Commission, etc.) are currently developing precise technical standards with regard to these various provisions.
DOJ	Department of Justice.
DTAs	Deferred tax assets, arising from temporary or timing differences between accounting expenses and tax liabilities.
DVA	Debit Valuation Adjustment, which is symmetrical to the CVA and represents the expected loss, from the counterparty's perspective, on liability valuations of derivative financial instruments. It reflects the impact of the entity's own credit quality on the valuation of these instruments.
EAD	Exposure at default, or the value of exposure to the risk of the debtor defaulting within one year.
Earnings per share	The company's net income (excluding returns on hybrid securities recognized as equity instruments) divided by the weighted average number of shares outstanding.
EBA	The European Banking Authority, established by an EU regulation on November 24, 2010. It came into being on January 1, 2011 in London, superseding the Committee of European Banking Supervisors (CEBS). This new body has an expanded mandate. It is in charge of harmonizing prudential standards, ensuring coordination among the various national supervisory authorities and performing the role of mediator. The goal is to establish a Europe-wide supervision mechanism without compromising the ability of the national authorities to conduct the day-to-day supervision of credit institutions.
ECAI	External Credit Assessment Institution, i.e. a credit rating agency that is registered or certified in accordance with EU regulation, or a central bank that issues credit ratings.
ECB	European Central Bank
EDTF	Enhanced Disclosure Task Force
EEA	European Economic Area
EGM	Extraordinary General Shareholders' Meeting
EL	Expected loss, i.e. the value of the loss likely to be incurred given the quality of the structure of the transaction and any measures taken to mitigate risk, such as collateral. It is calculated by multiplying exposure at risk (EAD) by the probability of default (PD) and by loss given default (LGD).

ELBE	Expected Loss Best Estimate, i.e. the institution's best estimate of expected loss for the defaulted exposure. This estimate takes into account current economic circumstances, exposure status and an estimate of the increase of the loss rate caused by possible additional unexpected losses during the recovery period.
EMEA	Europe, Middle East and Africa
EPP	Employment preservation plan
Equity (tranche)	In the context of securitization, the equity tranche refers to the tranche that bears the first losses incurred from defaults within the underlying portfolio.
ETF	Exchange-traded fund, i.e. a type of investment fund that tracks a stock market index or asset.
EU	European Union
EUR	Euro
EURIBOR	Euro Interbank Offered Rate, the benchmark interest rate on the eurozone's money market.
European Securities and Markets Authority (ESMA)	An independent European supervisory authority located in Paris. On January 1, 2011, it replaced the Committee of European Securities Regulators (CESR). It forms part of the European System of Financial Supervision. Its expanded mandate includes the supervision of rating agencies in Europe and the development of technical standards for EU regulations on the functioning of the financial markets (EMIR, MiFID, Prospectus Directive).
Expected loss	See EL.
Exposure at default (EAD)	A financial institution's exposure in the event of a counterparty's default. EAD covers both balance sheet and off-balance sheet exposures. Off-balance sheet exposures are converted into balance sheet equivalents with the help of internal or regulatory conversion factors (drawdown assumption).
Fair value	The price that would be received to sell an asset or paid to transfer a liability in a standard arm's length transaction between market participants at the measurement date. Fair value is therefore based on the exit price.
FBF	Fédération Bancaire Française (French Banking Federation), a professional body representing all banking institutions in France.
FCPR	Fonds Commun de Placement à Risque (Private Equity Investment Fund)
FED	Federal Reserve System, i.e. the US central bank.
FIDEPPP	Fonds d'Investissement et de Développement des Partenariats Public-Privé (Public-Private Partnership Investment and Development Fund).
F-IRB	Foundation Internal Ratings-Based Approach
FSB	The Financial Stability Board, whose mandate is to identify vulnerabilities in the global financial system and to implement principles for regulation and supervision in the interest of financial stability. Its members are central bank governors, finance ministers and supervisors from the G20 countries. Its primary objective is to coordinate international efforts by national financial authorities and international standard setters in the regulation and supervision of financial institutions. Conceived at the G20 summit in London in April 2009, the FSB functions as the successor to the Financial Stability Forum, which was founded in 1999 under a G7 initiative.
FTE	Full-time equivalent
FTEC	Fixed-term employment contract
FX	Foreign exchange
GAAP	Generally accepted accounting principles
GAPC	Gestion Active des Portefeuilles Cantonnés (Workout Portfolio Management)
GBP	Pound sterling (British pound)
GDP	Gross domestic product
GEC	Global Energy & Commodities
Global ratio	Overall capital (Tier 1 and Tier 2) over risk-weighted assets.
GM	General Shareholders' Meeting
GRI	Global Reporting Initiative
Gross exposure	Exposure before the impact of provisions, adjustments and risk reduction techniques.
G-SIBs	Global systemically important banks
G-SIIs	Global systemically important institutions
Haircut	The percentage by which a security's market value is reduced to reflect its value under a stressed environment (counterparty risk or market stress). The size of the haircut reflects the perceived risk.
Hedge funds	A speculative investment fund that seeks to produce absolute return through a high degree of management flexibility.
Holding company	The company that heads a corporate group.
HQE	Haute Qualité Environnementale (High Environmental Quality, a French environmental standard).
HQLAs	High-quality liquid assets

HR	Human Resources Department
IARD	Incendie, Accidents et Risques Divers (property and casualty insurance).
IAS	International Accounting Standards
IASB	International Accounting Standards Board
IBOR	Interbank Offered Rate
IDFC	Infrastructure Development Finance Company
IFRS	International Financial Reporting Standards
IMF	International Monetary Fund
Incremental Risk Charge (IRC)	The capital requirement intended to cover issuers' credit migration and default risks for a period of one year for fixed income and loan instruments in the trading book (bonds and CDSs). The IRC is a 99.9% value-at-risk measure; i.e. the greatest risk after the elimination of the 0.1% worst-case scenarios.
Insurance risk	Encompasses asset and liability risks (interest rate, valuation, counterparty and forex risk) as well as risks related to the pricing of mortality risk premiums and the risks associated with life and non-life insurance, including pandemics, accidents and natural disasters (such as earthquakes, hurricanes, industrial accidents, acts of terrorism and military conflict).
Investment grade	A long-term rating of a counterparty or underlying issue awarded by a rating agency, ranging from AAA/Aaa to BBB-/Baa3. A rating of BB+/Ba1 or below is considered non-investment grade.
IRB	Internal-ratings based, referring to the Internal Ratings-Based Approach, the measurement of credit risk on the basis of credit ratings as defined by EU regulations.
IRM	Incremental Risk Measure
IS	Information systems
ISF	Impôt sur la fortune (Wealth Tax)
ISP	Investment service provider
IWMA	Independent wealth management advisor
KPI	Key performance indicator
L&R	Loans and receivables
LBO	Leveraged buyout
LCR	Liquidity coverage ratio
Leverage/ leveraged financing	Financing through debt
Leverage effect	The leverage effect accounts for the rate of return on equity based on the after-tax rate of return on invested capital (return on capital employed) and the cost of debt. By definition, it is equal to the difference between the rate of return on equity and the return on capital employed.
Leverage ratio	A simple ratio used to assess the size of a financial institution's balance sheet. The leverage ratio compares Tier 1 capital to balance sheet/off-balance sheet positions after restatement of certain items.
IFACI	Institut Français de l'Audit et du Contrôle Internes (French Institute of Internal Auditing and Control).
LGD	Loss given default, a Basel 2 credit risk indicator corresponding to loss in the event of default. It is expressed as a percentage (loss rate).
LIBOR	London Interbank Offered Rate
Liquidity	In a banking context, liquidity refers to a bank's ability to cover its short-term commitments. Liquidity also refers to the degree to which an asset can be quickly bought or sold on a market without a substantial reduction in value.
Liquidity coverage ratio (LCR)	A measure introduced to improve the short-term resilience of banks' liquidity risk profiles. The LCR requires banks to maintain a reserve of risk-free assets that can be converted easily into cash on the market in order to cover its cash outflows minus cash inflows over a 30-day stress period without the support of central banks.
Loss alert	A mechanism that warns of loss.
Loss given default	See LGD.
Loss rate	See LGD.
Loss ratio	Total losses paid to settle claims divided by premiums paid.
LR	Leverage ratio
LTROs	Long-Term Refinancing Operations, i.e. long-term lending to banks by the ECB.
Market risk	The risk of loss of value on financial instruments resulting from changes in market parameters, from the volatility of these parameters or from the correlations between these parameters. These parameters are exchange rates, interest rates and the prices of securities (equities, bonds), commodities, derivatives or any other assets, such as real estate assets.

Market stress test	Used in conjunction with internal VaR and SVaR models to assess market risk by calculating potential losses on portfolios in extreme market conditions.
Mark-to-market	A valuation method whereby a financial instrument is appraised at fair value based on its market price.
Mark-to-model	A valuation method whereby, in the absence of a market price, a financial instrument is appraised at fair value based on a financial model using observable and unobservable data.
Mezzanine	A form of financing that is a hybrid of equities and debt. In ranking terms, mezzanine debt is subordinated to “senior debt” but still takes priority over equities.
Mid cap	Refers to mid-size market capitalization.
Middle office	A department at a financial intermediary that generally performs risk control functions.
MiFID	Markets in Financial Instruments Directive (EU Directive).
MLA	Mandated lead arranger
Monoline	An insurance company that takes part in a credit enhancement operation, backing a debt security issue (e.g. in securitization transactions) with the aim of improving the issue’s rating.
MRC	Market Risk Committee
MRH	Multi-risques Habitation (Multi-risk home guarantees).
MTP	Medium-term plan
NAV	Net asset value
Net stable funding ratio (NSFR)	This ratio is intended to strengthen the longer-term resilience of banks through additional incentives meant to encourage banks to finance their operations using more structurally stable resources. This long-term structural liquidity ratio, applicable to a one-year period, was formulated to provide a viable structure for asset and liability maturities.
Netting agreement	A contract whereby two parties to a financial contract (forward financial instrument), securities loan or repurchase agreement agree to settle their reciprocal claims under these contracts through a single consolidated net payment, particularly in the event of default or contract termination. A master netting agreement extends this mechanism to different categories of transactions subject to different framework agreements through one all-encompassing contract.
New Deal	A strategic plan implemented by Natixis for the 2009-2012 period.
New Frontier	A strategic plan implemented by Natixis for the 2014-2017 period.
NGAM	Natixis Global Asset Management
NPE	Natixis Private Equity
NRE	Loi sur les Nouvelles Réglementations Économiques (French Law on New Economic Regulations).
OCI	Other comprehensive income, which contains the income and expense items (including reclassification adjustments) not included in net income/loss as required or authorized by IFRS.
OECD	Organization for Economic Cooperation and Development
OFAC	The US Office of Foreign Assets Control
OFR	Own Funds Requirement: the amount of capital that is required to be held, i.e. 8% of risk-weighted assets (RWA).
OGM	Ordinary General Shareholders’ Meeting
Operational risks (including accounting and environmental risks)	The risk of losses or sanctions arising from the failure of internal systems or procedures, human error or external events.
ORSA	Own Risk and Solvency Assessment. As part of European efforts to reform prudential regulation of the insurance industry, ORSA is an internal process undertaken by the institution to assess risk and solvency. It must show its ability to identify measure and manage factors that could have an impact on its solvency or financial situation.
OTC	Over-the-counter
P&L	Profit & Loss
P3CI	A loan covering CCIs (cooperative investment certificates).
PD	Probability of default, i.e. the likelihood that a counterparty of the bank will default within a one-year period.
PEP	Politically exposed person
PERP	Plan d’Epargne Retraite Populaire (Retirement Savings Plan).
Personal guarantee	Represented by a surety, independent guarantee or letter of intent. In the context of a surety, the guarantor promises to repay the creditor a debtor’s obligation in the event the debtor is unable to do so itself. An independent guarantee is a commitment through which the guarantor promises to pay an amount, upon first request or pursuant to agreed terms, in consideration of an obligation taken out by a third party. A letter of intent is an agreement to act or refrain from acting that is intended to support a debtor in meeting its commitment.

Probability of default	See PD.
Rating	An appraisal by a financing rating agency (Moody's, Fitch Ratings, Standard & Poor's) of the creditworthiness of an issuer (company, government or other public entity) or a transaction (bond issue, securitization, covered bond). The rating has a direct impact on the cost of raising capital.
Rating agency	An organization that specializes in assessing the creditworthiness of issuers of debt securities, i.e. their ability to honor their commitments (repayment of capital and interest within the contractual period).
RBC	Risk-based capital
Re-securitization	The securitization of an exposure that is already securitized where the risk associated with an underlying pool of exposures is tranched and at least one of the underlying exposures is a securitization position.
Return on equity (ROE)	Net income (excluding returns on hybrid securities recognized as equity instruments) divided by shareholders' equity (restated for hybrid securities), used to measure the profit generated on capital.
Risk appetite	The degree of risk, by type and by business, that the institution is prepared to take on in the pursuit of its strategic objectives. Risk appetite can be expressed through either quantitative or qualitative criteria.
Risk weight (RW)	The percentage value by which a given exposure is multiplied, used in the calculation of the corresponding risk-weighted assets.
Risk-weighted asset (RWA)	The exposure value multiplied by its risk weight.
RMBS	Residential mortgage-backed security, i.e. a debt security backed by a pool of assets consisting of residential mortgage loans.
RTT	Réduction du Temps de Travail (reduction of working time; i.e. France's legally-enforced 35-hour work week).
S&P	Standard & Poor's.
SA (standard)	Standardized approach, used to measure credit risk as defined by EU regulations.
SCPI	Société Civile de Placement Immobilier (Civil Company for Property Investment).
SEC	The Securities and Exchange Commission, the US authority that oversees the US financial markets.
Securitization	A transaction whereby credit risk from loan receivables is transferred to investors by an entity through the issue of negotiable securities. This may involve the transfer of receivables (physical securitization) or the transfer of risks only (credit derivatives). Some securitization transactions are subordinated through the creation of tranches.
SEF	Structured Export Finance
SEPA	Single Euro Payment Area
SFEF	Société de Financement de l'Economie Française (SPV set up by the French government to refinance French banks during the financial crisis).
SFS	Specialized Financial Services
Share	An equity security issued by a corporation, representing a certificate of ownership and conferring on its possessor (the "shareholder") proportional rights in the distribution of any profits or net assets as well as a voting right at the General Shareholders' Meeting.
Small cap	Refers to small-size market capitalization.
SMC	Senior Management Committee
SMEs	Small and medium-sized enterprises
SMIs	Small and medium-sized industries
Spread	The difference between the actuarial rate of return on a bond and the actuarial rate of return on a risk-free loan with the same duration.
SRI	Socially Responsible Investment
Stress test	A bank stress test simulates the behavior of a bank (or group of banks) under extreme but realistic economic scenarios (i.e. worsened prospects for growth, unemployment and inflation) to assess whether the bank's (or banks') capital reserves are sufficient to absorb such a shock.
Stressed value at risk (stressed VaR)	Like in the VaR approach, stressed VaR is calculated based on a fixed econometric model over a continuous 12-month period under a representative crisis scenario relevant to the bank's portfolio, using a "historical simulation" with "one-day" shocks and a confidence interval of 99%. However, unlike VaR, which uses 260 daily fluctuation scenarios on a sliding one-year period, stressed VaR uses a one-year historical window corresponding to a period of significant financial tension.
Structural interest/ exchange rate risk	The risk of losses or impairment on assets arising from changes in interest rates or exchange rates. Structural interest/exchange rate risks are associated with commercial activities and proprietary transactions.
Structured issue/ structured product	A financial instrument combining a bond product and an instrument, such as an option, providing exposure to any asset type (equities, forex, fixed-income, commodities). Such instruments may be backed by a (total or partial) guarantee on the investment. In a different context, the term "structured product" or "structured issue" can also refer to securities resulting from securitization transactions, for which a ranking of bearers is established.

Subordinated notes	Debt securities that are ranked below senior debt in terms of repayment priority.
SVT	Spécialiste en Valeurs du Trésor (Government bond primary dealer).
Swap	An agreement between two counterparties to exchange different assets, or revenues from different assets, until a given date.
Systemically important financial institution (SIFI)	The Financial Stability Board (FSB) coordinates the comprehensive measures intended to reduce the moral hazard and risks posed by global systemically important financial institutions (G-SIFIs) to the global financial system. These institutions meet the criteria established by the Basel Committee as outlined in "Global systemically important banks: Assessment methodology and the additional loss absorbency requirement" and identified in a list published in November 2011. The FSB updates this list in November of each year. To date there are 29 such institutions.
Tier 1	Tier 1 (T1) refers to the portion of a financial institution's prudential capital that is considered to be the most solid. It includes its capital stock and retained earnings allocated to reserves. The ratio of Tier 1 capital to risk-weighted assets is a solvency indicator used in the Basel 1, Basel 2 and Basel 3 prudential accords.
Tier 1 capital	Core capital including the financial institution's consolidated shareholders' equity minus regulatory deductions.
Tier 2 capital	Supplementary capital mainly consisting of subordinated securities minus regulatory deductions.
TMO	Taux moyen obligataire (average bond market rate).
Transformation risk	The risk associated with assets that are financed by resources with varying maturities. Because banks' traditional activity is to make longer-term use of short-maturity resources, they naturally tend to face transformation risk, itself a source of liquidity and interest rate risks. Positive term transformation occurs when assets have a longer maturity than liabilities. Negative term transformation occurs when assets are financed by resources with longer maturities.
Treasury stock	The equity share held by the company, especially through the share buyback program. Treasury stock does not bestow voting rights and is not included in the calculation of earnings per share, with the exception of securities held in association with a liquidity contract.
TRS	Total return swap, i.e. a transaction whereby two parties exchange the income generated and any change in value on two different assets over a given time period.
TUP	Transmission Universelle de Patrimoine (total transfer of assets and liabilities).
UK	United Kingdom.
US	United States of America.
USD	US dollar.
Value at risk (VaR)	A measure of market risk on a bank's trading book expressed as a monetary value. It allows the entity performing the calculation to appraise the maximum losses it could incur on its trading book. A statistical variable, VaR is always assigned a confidence interval (generally 95% or 99%) and a specific time frame (in practice, one day or 10 days, as the trading positions involved are meant to be unwound within several days).
Volatility	A measure of the magnitude of an asset's price fluctuation, i.e. its risk. Volatility corresponds to the standard deviation of the asset's immediate returns over a given period.
VSBs	Very small businesses.

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