

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (UK). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA); or (ii) a customer within the meaning of the Financial Services and Markets Act 2000 (the FSMA) and any rules or regulations under the FSMA to implement Directive (EU) No 2016/97, where that customer would not qualify as a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Regulation (EU) No 2017/1129 as it forms part of domestic law by virtue of EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (as amended the UK PRIIPs Regulation) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been or will be prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID II PRODUCT GOVERNANCE / RETAIL INVESTORS, PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in MiFID II; and (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice, and portfolio management, and non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under MiFID II. Any person subsequently offering, selling or recommending the Notes (a distributor) should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

UK MiFIR PRODUCT GOVERNANCE /RETAIL INVESTORS, PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by the European Securities and Markets Authority on 5 February 2018 (in accordance with the FCA's policy statement entitled "Brexit our approach to EU non-legislative materials"), has led to the conclusion that: (i) the target market for the Notes is retail clients, as defined in point 8 of article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"), and eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (COBS), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice, portfolio management, non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable. The product is incompatible for any client outside the positive target market identified above. Any distributor should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the UK MiFIR Product Governance Rules) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable.

FINAL VERSION APPROVED BY THE ISSUER

Final Terms dated 31 August 2023



Natixis Structured Issuance SA

Legal entity identifier (LEI): 549300YZ10WOWPBDW20

Euro 30,000,000,000

Debt Issuance Programme

SERIES NO: 7654

TRANCHE NO: 1

**Issue of Structured Notes (Bonus) linked to the iEdge Kesko OYJ Decrement 1.08 EUR GTR Series 1 Index due
20 April 2029**

(the Notes)

Unconditionally and irrevocably guaranteed by NATIXIS

Under the €30,000,000,000

Debt Issuance Programme

Issued by Natixis Structured Issuance SA (the “Issuer”)

NATIXIS as Dealer

PART A– CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Notes (the **Conditions**) set forth in the Base Prospectus dated 21 April 2023 and any supplement to the Base Prospectus published and approved on or before the date of these Final Terms and any other supplement to the Base Prospectus which may have been published and approved before the Issue Date (as defined below) (the **Supplement(s)**) (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions such changes shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate), which together constitute a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. Full information on the Issuer and the issue of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. A summary of the Notes is annexed to these Final Terms. The Base Prospectus, any Supplement to the Base Prospectus and these Final Terms are available for viewing on the website of the Luxembourg Stock Exchange (www.luxse.com) and of the Issuers (<https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic>) and copies may be obtained from NATIXIS, 7, promenade Germaine Sablon, 75013 Paris, France.

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|----------|-------|--|---|
| 1 | (i) | Series Number: | 7654 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Notes will be consolidated and form a single Series with the Existing Notes: | Not Applicable |
| 2 | | Specified Currency or Currencies: | Euro ("EUR") |
| | | Replacement Currency: | U.S. dollar ("USD") |
| | | CNY Notes: | Not Applicable |
| 3 | | Aggregate Nominal Amount: | |
| | (i) | Series: | The Aggregate Nominal Amount shall be fixed at the end of the time period of the offer (as defined in paragraph 65 below) further to the collection of all subscriptions. The Issuer will as soon as practical after the determination of such amount, publish a notice specifying the relevant Aggregate Nominal Amount so determined.
This notice may be viewed on the NATIXIS website (https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic/) |
| | (ii) | Tranche: | See the foregoing item |
| 4 | | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 5 | (i) | Specified Denomination(s): | EUR 1,000 |
| | (ii) | Calculation Amount: | EUR 1,000 |
| 6 | (i) | Issue Date: | 20 October 2023 |
| | (ii) | Interest Commencement Date: | Not Applicable |
| | (iii) | Trade Date: | Not Applicable |

7	Maturity Date:	20 April 2029, subject to the Business Day Convention, specified in paragraph 15(ii) below.
8	Status of the Notes:	Unsecured
9	Interest Basis:	Not Applicable
10	Redemption/Payment Basis:	As specified in paragraph 21 (Structured Note Provisions) as completed by the Annex to the Final Terms in relation to the Additional Terms and Conditions of the Notes <i>(further particulars specified below)</i>
11	(i) Change of Interest Basis:	Not Applicable
	(ii) Interest Basis Switch:	Not Applicable
	(iii) Interest Rate on overdue amounts after Maturity Date or date set for early redemption:	Not Applicable
12	Partitioned Interest Notes:	Not Applicable
13	Tax Gross-up (<i>Condition 8 (Taxation) of the Terms and Conditions of the English Law Notes and Condition 8 of the Terms and Conditions of the French Law Notes</i>):	Applicable
14	Put/Call Options:	Not Applicable
15	(i) Day Count Fraction:	Not Applicable
	(ii) Business Day Convention:	Following Business Day Convention
	(iii) Business Centre(s) (<i>Condition 5(k) of the Terms and Conditions of the English Law Notes and Condition 5(k) of the Terms and Conditions of the French Law Notes</i>)	TARGET
16	Corporate authorisations for issuance of the Notes:	The issuance of the Notes has been authorised by a resolution of the board of the Issuer
17	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) AND/OR (IN THE CASE OF STRUCTURED NOTES) REDEMPTION AMOUNTS

18	Fixed Interest Rate Note Provisions	Not Applicable
19	Floating Rate Note Provisions:	Not Applicable
20	Zero Coupon Note Provisions:	Not Applicable
21	Structured Note Provisions:	Applicable. Redemption Amounts will be calculated in accordance with the following formula: Bonus <i>(further particulars are specified in the Annex to these Final Terms)</i>

OTHER PROVISIONS RELATING TO STRUCTURED NOTES

22	Provisions applicable to Equity Linked Notes (single share):	Not Applicable
23	Provisions applicable to Index Linked Notes (single index):	Applicable
(i)	Type:	Single Exchange Index Linked Notes
(ii)	Index:	iEdge Kesko OYJ Decrement 1.08 EUR GTR Series 1 Index Bloomberg Code: IDKES1 Index
(iii)	Index Sponsor:	Scientific Beta (France) SAS
(iv)	Index Calculation Agent:	Not Applicable
(v)	Availability of the Rules of the Index (<i>Only relevant for proprietary Indices</i>):	Not Applicable
(vi)	Exchange(s):	See definition in Condition 2 (a) of the Terms and Conditions of Structured Notes
(vii)	Related Exchange(s):	See definition in Condition 2 (a) of the Terms and Conditions of Structured Notes
(viii)	Initial Level:	Means the “Reference Price(i)” as set forth in the Annex hereto
(ix)	Barrier Level:	Not Applicable
(x)	Final Level:	See definition in Condition 2 (a) of the Terms and Conditions of Structured Notes
(xi)	Knock-in Event:	Not Applicable
(xii)	Knock-out Event:	Not Applicable
(xiii)	Automatic Early Redemption Event:	Not Applicable
(xiv)	Range Accrual:	Not Applicable
(xv)	Strike Date:	10 October 2023
(xvi)	Observation Dates:	Not Applicable.
(xvii)	Valuation Date(s):	See “Common Definitions” as set forth in the Annex hereto
(xviii)	Specific Number(s):	Six (6) Scheduled Trading Days
(xix)	Valuation Time:	See definition in Condition 2 (a) of the Terms and Conditions of Structured Notes
(xx)	Redemption by Physical Delivery:	Not Applicable
(xxi)	Exchange Rate:	Not Applicable
(xxii)	Monetisation:	Not Applicable
(xxiii)	Change in Law:	Applicable

(xxiv)	Hedging Disruption:	Applicable
(xxv)	Increased Cost of Hedging:	Applicable
(xxvi)	Early Redemption:	Applicable
24	Provisions applicable to Equity Linked Notes (basket of shares):	Not Applicable
25	Provisions applicable to Index Linked Notes (basket of indices):	Not Applicable
26	Provisions applicable to Commodity Linked Notes (single commodity):	Not Applicable
27	Provisions applicable to Commodity Linked Notes (basket of commodities):	Not Applicable
28	Provisions applicable to Fund Linked Notes (single fund):	Not Applicable
29	Provisions applicable to Fund Linked Notes (basket of funds):	Not Applicable
30	Provisions applicable to Dividend Linked Notes:	Not Applicable
31	Provisions applicable to Futures Linked Notes (single Futures contract):	Not Applicable
32	Provisions applicable to Futures Linked Notes (Basket(s) of Futures contracts):	Not Applicable
33	Provisions applicable to Credit Linked Notes:	Not Applicable
34	Provisions applicable to Bond Linked Notes:	Not Applicable
35	Provisions applicable to Currency Linked Notes:	Not Applicable
36	Provisions applicable to Inflation Linked Notes:	Not Applicable
37	Provisions applicable to Warrant Linked Notes:	Not Applicable
38	Provisions applicable to Preference Share Linked Notes:	Not Applicable
39	Provisions applicable to Rate Linked Notes:	Not Applicable
40	Provisions applicable to Physical Delivery Notes:	Not Applicable
41	Provisions applicable to Hybrid Structured Notes:	Not Applicable

PROVISIONS RELATING TO REDEMPTION OF STRUCTURED NOTES OTHER THAN WARRANT LINKED NOTES, PREFERENCE SHARE LINKED NOTES AND ITALIAN LISTED CERTIFICATES

42	Redemption at the Option of the Issuer:	Not Applicable
43	Redemption at the Option of Noteholders:	Not Applicable
44	Final Redemption Amount of each Note:	An amount calculated in accordance with the applicable Additional Terms and Conditions of the Notes as completed by the Annex to the Final Terms in relation to the Additional Terms and Conditions of the Notes
	(i) Party responsible for calculating the Final Redemption Amount and the Early Redemption Amount (if not Calculation Agent):	Calculation Agent
	(ii) Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable:	Set forth in the Annex hereto
	(iii) Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted:	See Conditions
	(iv) Payment Date:	The Maturity Date
	(a) Minimum nominal amount potentially payable to a Noteholder in respect of a Note:	EUR 0.00 (zero)
	(b) Maximum nominal amount potentially payable to a Noteholder in respect of a Note:	EUR 2,500.00 (indicative)

PROVISIONS RELATING TO EARLY REDEMPTION

45 Early Redemption Amount

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|-----|---|---|
| (i) | Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (<i>Condition 6(b)</i> of the Terms and Conditions of the English Law Notes and Condition 6(b) of the Terms and Conditions of the French Law Notes), if applicable, or upon the occurrence of an Event of Default (<i>Condition 10 of the Terms and Conditions of the English Law Notes and Condition 10 of the Terms and Conditions of the French Law Notes</i>) or an Illegality Event (<i>Condition 6(c)</i> of the Terms and | As specified under Condition 5(k) of the Terms and Conditions of the English Law Notes. |
|-----|---|---|

Conditions of the English Law Notes and Condition 6(c) of the Terms and Conditions of the French Law Notes):

- (ii) Redemption for taxation reasons permitted on any day (including days other than Interest Payment Dates (*Condition 6(b) of the Terms and Conditions of the English Law Notes and Condition 6(b) of the Terms and Conditions of the French Law Notes*)): Yes
- (iii) Unmatured Coupons to become void upon early redemption (*Condition 7(g) of the Terms and Conditions of the English Law Notes*) Not Applicable
- (iv) Redemption for illegality (*Condition 6(c) of the Terms and Conditions of the English Law Notes and Condition 6(c) of the Terms and Conditions of the French Law Notes*): Hedging Arrangements: Applicable
- (v) Redemption for Force Majeure Event and Significant Alteration Event (*Condition 6(m) of the Terms and Conditions of the English Law Notes and Condition 6(k) of the Terms and Conditions of the French Law Notes*):
 - (a) Force Majeure Event: Applicable
 - (b) Significant Alteration Event: Not Applicable
 - (c) Protected Amount: Not Applicable
- (vi) Early Redemption where Essential Trigger is specified as applicable in relation to Notes for which a Protected Amount is specified (*Condition 6(n)(ii) of the Terms and Conditions of the English Law Notes and Condition 6(l)(ii) of the Terms and Conditions of the French Law Notes*): Not Applicable
- (vii) Unwind Costs (*Condition 5(k) of the Terms and Conditions of the English Law Notes and Condition 5(k) of the Terms and Conditions of the French Law Notes*) : Applicable

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|--------|--|----------------|
| (viii) | Pro Rata Temporis Reimbursement
(Condition 5(k) of the Terms and Conditions of the English Law Notes and Condition 5(k) of the Terms and Conditions of the French Law Notes): | Not Applicable |
| (ix) | Essential Trigger (Condition 11 of the Terms and Conditions of the English Law Notes and Condition 14 of the Terms and Conditions of the French Law Notes): | Not Applicable |
| (x) | Fair Market Value Trigger Event
(Condition 6(o) of the Terms and Conditions of the English Law Notes and Condition 6(m) of the Terms and Conditions of the French Law Notes): | Not Applicable |
| (xi) | Secured Notes Early Redemption Amount: | Not Applicable |
| (xii) | Early redemption of Collateral-Linked Notes: | Not Applicable |

PROVISIONS RELATING TO INSTALMENT REDEMPTION (INSTALMENT)

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|-----------|----------------------------|----------------|
| 46 | Instalment Amount: | Not Applicable |
| 47 | Instalment Payable Amount: | Not Applicable |
| 48 | Instalment Date(s): | Not Applicable |

PROVISIONS RELATING TO REDEMPTION OF WARRANT LINKED NOTES

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|-----------|---|----------------|
| 49 | Final Redemption Amount of each Note | Not Applicable |
| 50 | Early Redemption Amount (to be calculated in accordance with Condition 9 of the Terms and Conditions of Structured Notes) | Not Applicable |
| 51 | Warrant Early Termination Event | Not Applicable |

PROVISIONS RELATING TO REDEMPTION OF PREFERENCE SHARE LINKED NOTES

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| 52 | Redemption of Preference Share Linked Notes in accordance with Condition 19 of the Terms and Conditions of Structured Notes: | Not Applicable |
| 53 | Early Redemption as a result of an Extraordinary Event: | Not Applicable |
| 54 | Early Redemption as a result of an Additional Disruption Event: | Not Applicable |

55 Early Redemption as a result of a Preference Share Early Termination Event: Not Applicable

PROVISION APPLICABLE TO VARIABLE ISSUE AMOUNT REGISTERED NOTES AND NOTES DISTRIBUTED/OFFERED IN ITALY

56 Minimum Transferable Amount Not Applicable

PROVISIONS RELATING TO SECURED NOTES

57 Secured Notes Provisions: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

58 Form of Notes: Bearer Notes

Temporary or permanent Global Note: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

New Global Note: No

Global Certificates: No

Registration Agent: Not Applicable

59 Additional Business Day Jurisdiction(s) (*Condition 7(i) of the Terms and Conditions of the English Law Notes and Condition 7(e) of the Terms and Conditions of the French Law Notes*) or other special provisions relating to Payment Dates: TARGET

60 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No

61 Redenomination, renominalisation and reconventioning provisions: Not Applicable

62 Consolidation provisions: The provisions in Condition 13 apply

63 Possibility of holding and reselling Notes purchased by Natixis in accordance with applicable laws and regulations (Condition 6(d)): Applicable

64 Dual Currency Note Provisions: Not Applicable

65 Terms and Conditions of the Offer: Applicable

Offer Price: Issue Price

Conditions to which the offer is subject:	The Notes will be offered in Finland on the basis of a public offer
The time period, including any possible amendments, during which the offer will be open and description of the application process:	<p>The offer of the Notes will commence at 9.00 a.m. (CET) on 4 September 2023 and end at 5.00 p.m. (CET) on 29 September 2023 (the Offer Period) or at such other time on such earlier other date as the Issuer may decide in its sole and absolute discretion in light of prevailing market conditions.</p> <p>Investors may apply to subscribe for the Notes during the Offer Period. The Offer Period may be discontinued at any time. In such a case, the offeror shall give immediate notice to the public before the end of the Offer Period by means of a notice published on the NATIXIS website (https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic).</p> <p>Any person wishing to subscribe the Notes is required to completely fill out and properly sign a subscription order and submit it to the distributor.</p> <p>The distributor in agreement with the Issuer and the Dealer has the right to accept or reject subscription orders either partially or completely or to terminate the offer or to extend the period of the offer independent of whether the intended volume of the Notes to be placed has been achieved or not. Neither the Issuer, nor the distributor or the Dealer is required to state reasons for this.</p> <p>A prospective investor should contact the relevant distributor prior to the end of the Offer Period. A prospective investor will subscribe for the Notes in accordance with the arrangements agreed with the relevant distributor relating to the subscription of securities generally.</p>
	The Offer of the Notes is conditional on their issue.
Details of the minimum and/or maximum amount of application and description of the application process:	The minimum application amount is EUR 5,000 (i.e. five (5) Notes of the Specified Denomination)
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	The Issuer has the right to cancel the issuance of the Notes for any reason whatsoever. In such case, the Issuer is not required to state any reasons for this
Details of method and time limits for paying up and delivering securities:	Delivery against payment

Manner and date in which results of the offer are to be made public:	The Issuer will, as soon as practical after the end of the period of the offer, publish a Notice specifying the number of Notes to be issued. This Notice may be viewed on the NATIXIS website (https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic)
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Whether tranche(s) have been reserved for certain countries:	Not Applicable
Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:	Not Applicable
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place	The Authorised Offerors identified in paragraph 71 below and identifiable from the Base Prospectus
Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment:	Not Applicable

BENCHMARK PROVISIONS

66 Benchmark administrator:	Applicable: Amounts payable under the Notes are calculated by reference to iEdge Kesko OYJ Decrement 1.08 EUR GTR Series 1 Index (defined at paragraph 23 (ii) above) which is provided by Scientific Beta (France) SAS. As at the date of these Final Terms, Scientific Beta (France) SAS is included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority
(i) Relevant Benchmark:	Applicable as selected below
- Relevant Commodity Benchmark:	Not Applicable
- Relevant Index Benchmark:	As per the definition in Condition 2 of the Terms and Conditions of the Structured Notes
- Relevant Currency Benchmark:	Not Applicable
- Relevant Rate Benchmark:	Not Applicable

(ii) Specified Public Source: As per the definition in Condition 5(k) of the Terms and Conditions of the English Law Notes and the Terms and Conditions of the French Law Notes

DISTRIBUTION

- 67** (i) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable
- (ii) Date of Subscription Agreement: Not Applicable
- (iii) Stabilisation Manager(s) (if any): Not Applicable
- 68** If non-syndicated, name and address of Dealer: The following Dealer is subscribing the Notes:
NATIXIS
7, promenade Germaine Sablon
75013 Paris, France
- 69** Name and address of additional agents appointed in respect of the Notes: Calculation Agent :
NATIXIS
Calculation Agent Department
7, promenade Germaine Sablon
75013 Paris, France
- 70** Total commission and concession: Not Applicable
- 71** Non-Exempt Offer
Non-Exempt Offer Jurisdictions: Finland
Offer Period: The offer of the Notes will commence at 9:00 a.m. (CET) on 4 September 2023 until 5:00 p.m. (CET) on 29 September 2023.
- Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it: **Alexandria Group Oyj**
Eteläesplanadi 22 A, 00130 Helsinki, Finland
- General Consent: Not Applicable
- Other Authorised Offeror Terms: Not Applicable

GENERAL

- 72** Applicable TEFRA exemption: D Rules
- 73** Additional U.S. federal income tax considerations: The Notes are not Specified Notes (as defined in the Base Prospectus) for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.

74 Masse (Condition 11 of the Terms and Conditions of the French Law Notes): Not Applicable

75 Governing law: English Law

Final Version Approved by the Issuer

PART B– OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- | | | |
|-------|--|---|
| (i) | Listing: | Official List of the Luxembourg Stock Exchange |
| (ii) | Admission to trading: | Application has been made by the Issuer for the Notes to be admitted to trading on the official list of the Luxembourg Stock Exchange's Regulated Market with effect as soon as practicable after the Issue Date. |
| (iii) | Earliest date on which the Notes will be admitted to trading: | The Issue Date |
| (iv) | Estimate of total expenses related to admission to trading: | EUR 2,350 |
| (v) | Regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading: | Not Applicable |

2 RATINGS

Ratings: The Notes to be issued have not been rated

3 NOTIFICATION

The *Commission de Surveillance du Secteur Financier* in Luxembourg has provided the competent authorities in Belgium, the Czech Republic, Denmark, Finland, France, Germany, Ireland, Italy, The Netherlands, Norway, Poland, Portugal, Spain and Sweden with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Regulation.

4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

An up-front commission could be paid up to 5.00% (all taxes included) of the nominal. This commission can be paid either by an up- front fee or by an appropriate discount on the issue price. The commission is paid on the issue date.

The purchaser or, if applicable, introducing broker of these securities acknowledges and agrees that it shall fully disclose to its clients the existence, nature and amount of any commission or fee paid or payable to it by Natixis (including, if applicable, by way of discount) as required in accordance with laws and regulations applicable to it, including any legislation, regulation and/or rule implementing the Markets in Financial Instrument Directive (2014/65/EU) (MiFID II), or as otherwise may apply in any non-EEA jurisdictions.

5 REASONS FOR THE ISSUE, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- | | | |
|-------|---------------------------|--|
| (i) | Reasons for the issue: | As specified in the section of the Base Prospectus entitled “ <i>Use of Proceeds</i> ”. |
| (ii) | Estimated net proceeds: | The net proceeds of the issue of the Notes will be 100 per cent. of the Aggregate Nominal Amount of Notes admitted to trading. |
| (iii) | Estimated total expenses: | Except the listing fees estimate and the index license fees, no other expenses can be determined as of the Issue Date. |

6 Fixed Interest Rate Notes only – YIELD

Indication of yield: Not Applicable

7 INFORMATION CONCERNING THE UNDERLYING

The exercise price or the final reference price of the underlying See the Annex to the Final Terms in relation to the Additional Terms and Conditions of the Notes

An indication where information about the past and the further performance of the underlying and its volatility can be obtained See the relevant Bloomberg' page of the Underlying as stated in the Annex under Bloomberg Code on www.bloomberg.com

This information can be obtained free of charge.

Where the underlying is a security: Not Applicable

Where the underlying is an index: Applicable

(i) the name of the index: See table set forth in the Annex hereto under Underlying

(ii) if the index is not composed by the Issuer, where information about the index can be obtained: See table set forth in the Annex hereto

Where the underlying is an interest rate, a description of the interest rate: Not Applicable

8 PLACING AND UNDERWRITING

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer: Not Applicable

Name and address of any paying agents and depositary agents in each country (in addition to the Principal Paying Agent): Not Applicable

Names and addresses of entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements: Not Applicable

When the underwriting agreement has been or will be reached: Not Applicable

Prohibition of Sales to EEA Retail Investors: Not Applicable

Prohibition of Sales to UK Retail Investors: Applicable

9 ADDITIONAL INFORMATION WITH RESPECT TO ADVISERS

Advisers Not Applicable

10 HONG KONG SFC CODE OF CONDUCT Not Applicable

11 OPERATIONAL INFORMATION

Intended be held in a manner which would allow Eurosystem eligibility:

No. Whilst the designation is specified as “no” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

ISIN Code:	XS2374496490
Common Code:	237449649
CFI:	DTZXFB
FISN:	NATIXIS STRUCTU/ZERO CPNEMTN 20290

Depositories:

(i) Euroclear France to act as Central Depository: No

(ii) Common Depository for Euroclear and Clearstream: Yes

Any clearing system(s) other than Euroclear and Clearstream and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Agents appointed in respect of the Notes (if any): See paragraph 69 of Part A above

12 POST-ISSUANCE INFORMATION CONCERNING THE UNDERLYING

The Issuer will not provide any information relating to the underlying.

13 INDEX DISCLAIMER

The Notes are not in any way sponsored, endorsed, sold or promoted by Singapore Exchange Limited and/or its affiliates (collectively, “SGX”) and SGX makes no warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the iEdge Kesko OYJ Decrement 1.08 EUR GTR Series 1 Index and/or the figure at which the iEdge Kesko OYJ Decrement 1.08 EUR GTR Series 1 Index stand at any particular time on any particular day or otherwise. The iEdge Kesko OYJ Decrement 1.08 EUR GTR Series 1 Index is administered by Scientific Beta (France) SAS and calculated and published by SGX. Scientific Beta (France) SAS and SGX shall not be liable (whether in negligence or otherwise) to any person for any error in the Notes and the iEdge Kesko OYJ Decrement 1.08 EUR GTR Series 1 Index and shall not be under any obligation to advise any person of any error therein.

“SGX” is a trade mark of SGX and is used by Natixis Structured Issuance under license. All intellectual property rights in the iEdge Kesko OYJ Decrement 1.08 EUR GTR Series 1 Index vest in SGX.

ANNEX TO THE FINAL TERMS IN RELATION TO THE ADDITIONAL TERMS AND CONDITIONS OF THE NOTES

The information set out in this Annex consolidates information already referred to in the Additional Terms and Conditions and is included to aid comprehensibility of the product

- 1. Provisions applicable to Structured Notes (with the exception of Rate Linked Notes, Currency Linked Notes, Credit Linked Notes, Bond Linked Notes, Inflation Linked Notes and Hybrid Structured Notes) relating to formulae for the calculation of Interest, Final Redemption Amount and/or Optional Redemption Amount and/or Automatic Early Redemption Amount**

1.1 Common Definitions

Valuation Dates means:

t	Valuation Date
1	10 April 2029

Payment Dates means:

t	Payment Date
1	20 April 2029

Observation Dates is Not Applicable.

Selection means :

i	Underlying	Bloomberg Code	Type	Index Sponsor	Weighting
1	iEdge Kesko OYJ Decrement 1.08 EUR GTR Series 1 Index	IDKES1 Index	Single-Exchange Index	Scientific Beta (France) SAS	100%

Reference Price(i) means Initial Level

Index	Reference Price
i = 1	Strike Level - See definition in Condition 2(a) of the Terms and Conditions of the Structured Notes of the Issuer's Base Prospectus

Memory effect is Not Applicable

Price means Final Level

Average Observation Dates Set is: Not Applicable

Lookback Observation Set is Not Applicable

Observation Dates Set 1 is Not Applicable

Observation Dates Set 2 is Not Applicable

Actuarial Observation Dates Set is Not Applicable

Price Observation Dates Set is Not Applicable

1.2 Bonus

Applicable

Elements for calculation of the Final Redemption Amount:

Coupon 1 means Not Applicable

G₁ means 300% subject to a minimum of 250% (fixed on Strike Date). The Issuer will as soon as practical after the Strike Date publish a notice specifying such amount so determined. This notice may be viewed on the website of NATIXIS (<https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic>).

G₂ means 100%

Cap₁ means 70%

Cap₂ means Not Applicable.

Floor₁ means 0%.

Floor₂ means 0%.

K₁ means 100%.

K₂ means 100%.

H means 70%.

B means 70%.

BasketPerf₁(T) means, for each Valuation Date indexed “t”, “t” ranging from 1 to 1, the **Local Performance** formula.

The **Local Performance** formula means, for each Valuation Date indexed “t”, “t” ranging from 1 to 1, the **Weighted** formula

In **Weighted** formula, **IndivPerf(i,t)** means, for each Valuation Date indexed “t”, “t” ranging from 1 to 1, the **European Individual Performance** formula.

In the **European Individual Performance** formula, **Price(i, t)** means, for each Valuation Date indexed “t”, “t” ranging from 1 to 1, the **Price** of the Underlying indexed “i”, “i” ranging from 1 to 1, on this Valuation Date.

BasketPerf₂(T) means **BasketPerf₁(T)**

BasketPerf₃(T) means **BasketPerf₁(T)**

BasketPerf₄(T) means **BasketPerf₁(T)**

ISSUE SPECIFIC SUMMARY

SECTION A – INTRODUCTION AND WARNINGS

This summary should be read as an introduction to the base prospectus dated 21 April 2023, as supplemented from time to time (the **Base Prospectus**) and the relevant final terms (the **Final Terms**) to which it is annexed. Any decision to invest in the Notes (as defined below) should be based on a consideration of the Base Prospectus and the Final Terms as a whole by the investor. The investor in the Notes (the **Noteholder**) could lose all or part of the invested capital. Where a claim relating to information contained in the Base Prospectus and/or the Final Terms is brought before a court, the plaintiff might, under the national legislation of the country where the claim is brought, have to bear the costs of translating the Base Prospectus and the Final Terms, before the legal proceedings are initiated. Civil liability attaches only to the Issuer (as defined below) who has prepared this summary, including any translation thereof, but only if, when read together with the other parts of the Base Prospectus and the Final Terms, this summary (i) is misleading, inaccurate or inconsistent or (ii) does not provide, key information in order to aid investors when considering whether to invest in the Notes.

You are about to purchase a product that is not simple and may be difficult to understand.

Name and International Securities Identification Number (ISIN) of the Notes

The Notes issued are Structured Notes (the **Notes**). The ISIN of the Notes is: XS2374496490.

The Notes benefit from a guarantee (as further described under Section C – “*Is there a guarantee attached to the Notes?*”) granted by Natixis (the **NATIXIS Guarantee**).

Identity and contact details of the Issuer

Natixis Structured Issuance SA (the **Issuer**), 51, avenue J. F. Kennedy, L-1855 Luxembourg. The legal entity identifier (the **LEI**) of the Issuer is: 549300YZ10WOWBPDW20. The contact details of the Issuer are the following: +352 26 44 91.

Identity and contact details of the competent authority approving the prospectus

The Base Prospectus was approved on 21 April 2023 as a base prospectus by the *Commission de Surveillance du Secteur Financier* (the **CSSF**) in Luxembourg (email: direction@cssf.lu) having its address at 283 Route d’Arlon, L-1150 Luxembourg, Grand Duchy of Luxembourg, tel.: +352 26 44 91.

SECTION B - KEY INFORMATION ON THE NOTES

Who is the Issuer of the Notes?

The Notes are issued by Natixis Structured Issuance with the benefit of the NATIXIS Guarantee (as defined in the paragraph entitled “**Is there a guarantee attached to the Notes?**” of the **Section C – KEY INFORMATION ON THE NOTES**).

The Issuer is a public limited liability company (*société anonyme*) incorporated under the laws of Luxembourg and registered at 51, avenue J. F. Kennedy, L-1855 Luxembourg. The LEI of the Issuer is: 549300YZ10WOWBPDW20. The principal activities of the Issuer are, *inter alia*, to acquire, deal with and/or provide finance to NATIXIS in the form of loans, options, derivatives and other financial assets and financial instruments in any form and of any nature, to obtain funding by the issue of Notes or other financial instruments and to enter into agreements and transactions in connection thereto. The Issuer is 100% owned by Natixis Trust SA, which in turn is 100% owned by NATIXIS.

The key managing directors of the Issuer are its administrators Salvatore Rosato, Sylvain Garriga, Luigi Maulà, Damien Chapon and Nguyen Ngoc Quyen.

The statutory auditor of the Issuer is Mazars Luxembourg.

What is the key financial information regarding the Issuer?

The following tables provide selected key financial information (within the meaning of Commission Delegated Regulation (EU) 2019/979 as amended) of Natixis Structured Issuance for the financial years ended 31 December 2022 and 31 December 2021:

Income statement of the Issuer				
	Year	Year -1 (audited restated)	Interim (unaudited)	Interim - 1 (unaudited)
<i>In €</i>	31/12/2022	31/12/2021	N/A	N/A
Profit for the financial year	961,584	456,791	N/A	N/A
Balance sheet of the Issuer				
Net financial debt (long term debt plus short-term debt minus cash)	4,170,998,309	4,440,161,288	N/A	N/A
Current ratio (current assets/current liabilities)	1.02	1.03	N/A	N/A

Debt to equity ratio (total liabilities/total shareholder equity)	468.28	556.77	N/A	N/A
Interest cover ratio (operating income/interest expense)	0	0	N/A	N/A
Cash flows statement of the Issuer				
Net cash flows from operating activities	1,648,000	(9,246,932)	N/A	N/A
Net cash flows from financing activities	47,278,161	(15,986,085)	N/A	N/A
Net cash flows from investing activities	(41,293,450)	24,273,895	N/A	N/A

The statutory auditor's reports on the annual historical financial information of Natixis Structured Issuance for the financial years ended 31 December 2022 and 31 December 2021 do not contain any qualifications.

What are the key risks that are specific to the Issuer?

The key risks in relation to NATIXIS Structured Issuance's structure and operations are set out below:

- Natixis Structured Issuance is exposed to the credit risk of its counterparties in its activities. Due to the inability of one or more of its counterparties to comply with its contractual obligations and in a context of increasing defaults by its counterparties, Natixis Structured Issuance could suffer financial losses. In addition, it is to be noted that Natixis Structured Issuance is mainly exposed to the credit risk of NATIXIS and NATIXIS' group entities and as a result, a default by these entities could result in significant financial losses due to the ties maintained by Natixis Structured Issuance with Natixis group counterparties as part of its ongoing activities.

SECTION C - KEY INFORMATION ON THE NOTES

What are the main features of the Notes?

The Notes are Structured Notes to be issued on 20 October 2023, (the **Issue Date**), with ISIN XS2374496490. The currency of the Notes is Euro (EUR). The Aggregate Nominal Amount of the Notes will be fixed at the end of the offer period of the Notes with the publication of a notice to the noteholders on the Natixis website (<https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic>) at the latest two (2) business days before the Issue Date. The Specified Denomination means EUR 1,000. The Maturity Date of the Notes is 20 April 2029.

Clearing Systems: The Notes will be accepted for clearance through Clearstream, Euroclear.

Rights attached to the Notes

Governing law – The Notes are governed by English law.

The return of the Notes is calculated by reference to an index (the **Underlying Reference(s)**).

Description of the Underlying Reference(s):

i	Underlying	Bloomberg Code	Index Type	Index Sponsor
1	iEdge Kesko OYJ Decrement 1.08 EUR GTR Series 1 Index	IDKES1 Index	Single-Exchange Index	Scientific Beta (France) SAS

Return on the structured notes will be calculated based on the following payoff formula: **Bonus**

The Bonus is a particular type of Conditional Vanilla. It may pay an amount linked to the positive performance of the Selection. This amount may be subject to the fulfilment of a condition on this performance. In cases where such Performance is negative and below a certain barrier level, the Notes may be redeemed below par.

The Final redemption amount per Note is determined by the Calculation Agent in accordance with the following formula:

$$\text{Calculation Amount} \times (100\% + \text{Vanilla}_1 \times \text{UpsideCondition} - \text{Vanilla}_2 \times \text{DownsideCondition})$$

Where:

$$\text{Vanilla}_1 = \text{Coupon}_1 + G_1 \times \text{Min}(\text{Cap}_1, \text{Max}((\text{BasketPerf}_1(T) - K_1), \text{Floor}_1))$$

$$\text{Vanilla}_2 = G_2 \times \text{Min}(\text{Cap}_2, \text{Max}((K_2 - \text{BasketPerf}_2(T)), \text{Floor}_2))$$

The value of each Condition is determined as follows:

UpsideCondition₁ = 1 if BasketPerf₃ (T) ≥ H

= 0 if not

DownsideCondition = 1 if BasketPerf₄ (T) < B

= 0 if not

where:

Calculation Amount means EUR 1,000. **Coupon₁** means Not Applicable. **Coupon₂** means Not Applicable. **Coupon₃** means Not Applicable.

G₁ means 300% subject to a minimum of 250% (fixed on Strike Date). The Issuer will as soon as practical after the Strike Date publish a notice specifying such amount so determined on the website of NATIXIS (<https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic>).

G₂ means 100%. **Cap₁** means 70%. **Cap₂** means Not Applicable. **Floor₁** means 0%. **Floor₂** means 0%. **K₁** means 100%. **K₂** means 100%. **H** means 70%. **B** means 70%.

BasketPerf₁ (T) means the Local Performance, for the Valuation Date indexed “t” with “t” = 1.

Local Performance means a single Local Performance:

$$\text{BasketPerf}(t) = \text{LocalBasketPerf}(t)$$

where:

The **LocalBasketPerf(t)** formula means, for the Valuation Date indexed “t”, with “t” = 1, the **Weighted** formula.

For the purposes of determining **LocalBasketPerf(s)**, **Weighted** means the weighted average of the individual performances of each Underlying in the Selection, as calculated by the Calculation Agent in accordance with the following formula:

$$\text{LocalBasketPerf}(t) = \sum_{i=1}^n \omega^i \times \text{IndivPerf}(i, t)$$

Where: ω^i means 100% and **n** means 1.

In this **Weighted** formula, **IndivPerf(i,t)** means, for the Valuation Date “t”, “t” = 1, the **European Individual Performance** formula.

European Individual Performance means:

$$\text{IndivPerf}(i,s) = \frac{\text{Price}(i,s)}{\text{Reference Price}(i)}$$

Price(i, t) means, for the Valuation Date “t”, “t” = 1, the Price of the Underlying indexed “i”, “i” ranging from 1 to 1.

Price means the level of the index as determined by the Calculation Agent as of the scheduled closing time on the relevant exchange on the Valuation Date indexed “t”, with “t” = 1.

Reference Price (i) means the level of the index as determined by the Calculation Agent as of the scheduled closing time on the Strike Date.

BasketPerf₂(T) means **BasketPerf₁(T)**, **BasketPerf₃(T)** means **BasketPerf₁(T)**, **BasketPerf₄(T)** means **BasketPerf₁(T)**.

Valuation Date means 10 April 2029, **Payment Date** means 20 April 2029 and **Strike Date** means 10 October 2023.

Selection means the Underlying Reference(s). **Calculation Agent** means NATIXIS Calculation Agent Departement, 7, promenade Germaine Sablon, 75013 Paris, France.

The Notes may be redeemed early for illegality, tax reasons or force majeure event at their fair market value.

Payments shall be made by transfer to an account denominated in the relevant currency with a bank in the principal financial centre of that currency.

Taxation: All payments in respect of Notes will be made without deduction for or on account of withholding taxes imposed by France, unless required by law. In the event that a withholding or deduction is required by French law, the Issuer will, save in certain circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.

All payments by the Guarantor (as defined below) in respect of the NATIXIS Guarantee, will be made free and clear of French withholding taxes, unless required by law. If the Guarantor is compelled by law to make a deduction for or on account of French taxes, it shall pay, to the extent not prohibited by French law, additional amounts to the Noteholder(s) to compensate for such deduction, all as described in the NATIXIS Guarantee.

Ranking and restrictions on the free transferability of the Notes

The Notes constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu* without any preference among themselves.

There are no restrictions on the free transferability of the Notes.

Pursuant to the exercise of the bail-in power by the relevant resolution authority of the Issuer, the outstanding amount of Notes may be reduced (in whole or in part), converted into equity (in whole or in part) or cancelled and/or the maturity of the Notes or the amount of interest or the date on which interest becomes payable may be amended.

Where will the Notes be traded?

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange .

Is there a guarantee attached to the Notes?

NATIXIS (in such capacity, the **Guarantor**) unconditionally and irrevocably guarantees to the holder of each such Note due payment of all sums expressed to be payable by Natixis Structured Issuance under the Notes subject to, and in accordance, with the provisions of the guarantee (the **NATIXIS Guarantee**). The LEI is KX1WK48MPD4Y2NCUIZ63. The Guarantor is incorporated in France as a public limited liability company (*société anonyme à conseil d'administration*) under French law and licensed as a credit institution having its head office at 7, promenade Germaine Sablon, 75013 Paris, France. The Guarantor is the international corporate and investment banking and asset and wealth management arm of BPCE group (the **BPCE group**).

Key financial information for the purpose of assessing the Guarantor's ability to fulfil its commitments under the Natixis Guarantee

The following tables provide selected key financial information (within the meaning of the Commission Delegated Regulation (EU) 2019/979 as amended) of NATIXIS for the financial years ended 31 December 2022 and 31 December 2021:

Income statement of NATIXIS				
	Year	Year -1	Interim (unaudited)	Interim - 1 (unaudited)
<i>In millions of €</i>	31/12/2022	31/12/2021	N/A	N/A
Interest Margin	1,308	1,421	N/A	N/A
Net fee and commission income	3,875	4,566	N/A	N/A
Net impairment loss on financial assets	(287)	(181)	N/A	N/A
Net gains or losses on financial instruments at fair value through profit or loss	1,987	1,531	N/A	N/A
Gross operating income	1,508	1,800	N/A	N/A
Net income/(loss) for the period (part of the group)	1,800	1,403	N/A	N/A
Balance sheet of NATIXIS				
	Year	Year-1	Interim (unaudited)	Interim - 1 (unaudited)
<i>In millions of €</i>	31/12/2022	31/12/2021	N/A	N/A
Total assets	428,821	568,594	N/A	N/A
Debt securities	45,992	38,723	N/A	N/A
Subordinated debt	3,023	4,073	N/A	N/A

Loans and receivables due from customers at amortized costs	72,676	70,146	N/A	N/A	
Customers deposits	36,664	34,355	N/A	N/A	
Shareholders' equity (group share)	19,534	20,868	N/A	N/A	
Impaired financial assets	1,308	2,026	N/A	N/A	
Metrics (in %)					
	Year	Year-1	Interim (unaudited)	Interim – 1 (unaudited)	Value as outcome from the most recent SREP¹ (unaudited)
Common Equity Tier 1 ratio	11.3%	11.5%	N/A	N/A	8.5%
Total capital ratio	16.8%	16.2%	N/A	N/A	
Leverage ratio	3.8%	4.4%	N/A	N/A	

The statutory auditors' reports on the annual historical financial information of NATIXIS for the financial years ended 31 December 2022 and 31 December 2021 do not contain any qualifications.

Most material risk factors pertaining to the Guarantor

The key risks in relation to NATIXIS' structure and operations are set out below:

1. NATIXIS is exposed to the credit and counterparties risks in its activities. Should one or more of its counterparties fail to honor their contractual obligations, NATIXIS could suffer varying degrees of financial loss depending on the concentration of its exposure to said counterparties;
2. Financial markets' significant fluctuations in a sometimes exceptionally volatile environment caused, among others, by a major inflationary shock, leading central banks to implement a policy of rapidly raising key interest rates or to the geopolitical context could generate significant losses in NATIXIS' capital market and asset management activities;
3. Should NATIXIS fails to comply with applicable laws and regulations, NATIXIS could be exposed to heavy fines and other administrative, arbitral and criminal sanctions likely to have a material adverse impact on its financial position, business and reputation; and
4. NATIXIS is exposed to risks related to the economic conditions in which it operates and adverse economic conditions in NATIXIS' main markets could adversely impact NATIXIS' businesses, financial environment, revenues, results, outlook, capital and financial performance.

What are the key risks that are specific to the Notes?

The key risks that are significant for the assessment of the Notes are set out below:

General risk factors

Risk of volatility of the Notes: Noteholders face a risk of volatility, which refers to the risk of changes in the value of a Note, as well as any difference between the valuation level and the sale price of the Notes on the secondary market. Events in France, Europe or elsewhere could cause volatility in the secondary market of the Notes, which could result in a negative impact on the trading or sale price of the Notes.

Risk relating to the NATIXIS Guarantee (which includes reference to resolution or insolvency risk of the Guarantor): The Noteholders may suffer losses should Natixis (as **Guarantor**) undergo resolution proceedings pursuant to European regulation and French transposition rules establishing a framework for the recovery and resolution of credit institutions and investment firms. In case of resolution proceedings, the noteholders could face non-payment under the Guarantee or receive an amount lower than the amount expected.

Risk of early redemption in the event of illegality, changes in taxation, force majeure or significant alteration event: In the event of an early redemption of the Notes in the event of illegality or changes in rules on withholding taxes or if the performance of the Issuer's obligations under the Notes is impossible or insurmountable due to the occurrence of force majeure event, the noteholders will receive an amount equal to the fair market value of the Notes. The fair market value of the Notes payable upon early redemption may be lower than the amount that the Noteholders initially anticipated.

Risk of loss of capital for Notes whose redemption amount is determined by reference to a calculation formula and/or linked to an underlying asset: The amounts payable by the Issuer are linked to or make reference to the performance of the underlying asset(s) (the **Underlying(s)**). Such amounts may be determined by the application of a calculation formula and one or more observations or the occurrence of certain events in relation to the Underlying(s). If there is an adverse change in the performance of the Underlying(s), exacerbated, if relevant, by the terms of the formula or indexation provisions, the Noteholders may suffer a significantly decreased redemption amount on the Notes or even a total loss of its investment.

¹ Supervisory Review and Evaluation Process.

Risk of low or no returns The amounts of interest payable by the Issuer are linked to or make reference to changes in the Underlying(s). Such amounts may be determined by the application of a calculation formula and one or more observations or the occurrence of certain events in relation with the Underlying(s). If there is an adverse change in the price, value or level of the Underlying(s), exacerbated, if relevant, by the terms of the above-mentioned formula or indexation provisions, investors may suffer a significantly decreased rate of return on the Notes or even no return whatsoever.

Underlying dedicated risk factors

Risks associated with Notes whose interest amounts and/or redemption amounts are linked to or make reference to a “benchmark”: The indices that are considered as “benchmarks” are governed by regulatory guidelines and reform proposals at national and international levels. These reforms could have effects on the methodology of some benchmarks or the continuation of such benchmarks, which may be discontinued. Such changes could have a material adverse effect on the value and the interest amounts and/or redemption amounts due in respect of Notes whose interest amounts and/or redemption amounts are linked to or make reference to that particular benchmark.

Risks relating to the occurrence of an Administrator/Benchmark Event: There is a risk that, upon the determination by the Calculation Agent, an event with respect to the Underlying as a benchmark or the administrator of such benchmark occurs whose effect is that certain fallback provisions shall apply (an **Administrator/Benchmark Event**). Any adjustment decided by the Calculation Agent further to the occurrence of an Administrator/Benchmark Event may not be effective in reducing or eliminating investor losses resulting from the replacement of the Underlying and could affect the performance of the Notes. Investors should also note that Noteholder consent shall not be required for application of any adjustment. If, following the occurrence of an Administrator/Benchmark Event, the Notes are early redeemed at their fair market value, the interest amounts and/or redemption amounts due in respect of the Notes may be less than the amount initially set out in the Final Terms. The above-described elements may affect the Issuer’s ability to perform its obligations under the Notes and/or may have a negative impact on the value or liquidity of the Notes.

Risks associated with Notes whose interest amounts and/or redemption amounts are linked to or make reference to an Underlying index: The determination of the interest amounts and/or redemption amounts due in respect of the Notes requires observation of the Underlying’s value(s). Certain events may affect the administrator of the Underlying or the Underlying, such as modification of the Underlying formula, cancellation of the Underlying or failure to calculate and announce the Underlying. In such cases, the Calculation Agent may, at its discretion, either (i) calculate the level of the Underlying in accordance with the formula for and method of calculating the Underlying last in effect prior to such event, (ii) replace the Underlying, or (iii) require the Issuer to redeem the Notes at the early redemption amount equal to the fair market value as determined by and at the sole discretion of the Calculation Agent. The adjustment of the terms of the Notes or the replacement of the Underlying may affect the Issuer’s ability to perform its obligations under the Notes and/ or may have a negative impact on the value and the interest amounts and/or redemption amounts or liquidity of the Notes. Moreover, the fair market value calculated in case of early redemption may be less than the redemption amount initially set out in the terms of the Notes and consequently investors may lose all or some of their investment.

Risk relating to change in law or the inability to hold hedging positions and/or materially increased cost of hedging: The Issuer enters into hedging agreements to cover the risks related to such Notes and in particular changes in the price, value or level of the relevant Underlying(s). In the event of a change in law or a hedging disruption, increased cost of hedging it may become unlawful or impracticable or materially more costly for the Issuer to hold or otherwise deal with such hedging agreements. In these cases, the Issuer may elect to (i) request the Calculation Agent may, at the request of the Issuer, at its discretion, either to adjust certain terms of the Notes, at its discretion, or (ii) redeem all (but not some only) of the Notes at the early redemption amount equal to the fair market value as determined by and at the sole discretion of the Calculation Agent. The adjustment of the terms of the Notes may have a material impact on the interest amounts and/or redemption amounts due in respect of the Note and on the value of the Notes indexed. Moreover, such fair market value may be less than the redemption amount initially set out in the terms of the Notes and consequently investors may lose all or some of their investment.

Risks relating to inability to observe the price, value or level of the Underlying(s) in the event of market disruption: Determination of the interest amounts and/or redemption amounts due in respect of the Notes requires observation of the value of the Underlying(s) in the relevant market(s) or from a particular source of information. Market disruption events related to these markets may occur and prevent the Calculation Agent from making such determinations. In such cases, the Calculation Agent shall defer the observation of the value level of the Underlying(s). If the market disruption event continues, the Calculation Agent shall determine in good faith the value level of the affected Underlying(s) which may have a material impact on the interest amounts and/or redemption amounts due in respect of the Note and on the value of the Notes indexed. The deferral of the observation of the level of the Underlying(s) affected or the disregarding of the day on which a market disruption event occurred may reduce some or all of amounts due in respect of the Notes and the market value of the Notes.

SECTION D - KEY INFORMATION ON THE OFFER OF THE NOTES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in the Notes?

The offer of the Notes will take place in Finland during a period open from 9.00 a.m. (CET) on 4 September 2023 to 5.00 p.m. (CET) on 29 September 2023 (the **Offer Period**), which may be (i) discontinued at any time, (ii) closed earlier or later than the specified end of the offer. In any such case, the Issuer will notify the change to the Noteholders through a notice to the Noteholders which will be published on the NATIXIS website (<https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic>) but without having to specify any reason for this.

Issue price: 100% of the aggregate nominal amount.

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Luxembourg Stock Exchange. Estimated total expenses of the issue: Except the listing fees estimate (i.e. EUR 2,350.00) and the index license fees, no other expenses can be determined as of the Issue Date. No expense will be charged to investors.

Who is the person asking for admission to trading?

NATIXIS, a French limited liability company (*société anonyme à conseil d'administration*) incorporated under the laws of France under number 542 044 524 RCS Paris and registered at 7, promenade Germaine Sablon, 75013 Paris, France. The LEI of the person asking for admission to trading is KX1WK48MPD4Y2NCUIZ63.

Why is this Prospectus being produced?

The net proceeds from the issue of the Notes will be used for on-lending by Natixis Structured Issuance SA (as lender) to NATIXIS (as borrower) under the terms of a loan agreement and will be used by NATIXIS for its general corporate purposes, affairs and business development.

Estimated net proceeds equal to the aggregate nominal amount multiplied by the Issue Price.

Most material conflicts of interest pertaining to the offer or the admission to trading of the Notes

The dealer and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their respective affiliates in the ordinary course of business.

Various entities within the BPCE group (including the Issuer and the Guarantor) and affiliates undertake different roles in connection with the Notes, including Issuer of the Notes and may also engage in trading activities (including hedging activities) relating to the Underlying and other instruments or derivative products based on or relating to the Underlying which may give rise to potential conflicts of interest.

NATIXIS, which acts as arranger, permanent dealer and Calculation Agent is an affiliate of the Issuer and the same legal entity as the Guarantor and potential conflicts of interest may exist between it and the Noteholders, including with respect to certain determinations and judgments that the Calculation Agent must make that may influence the amounts payable under the Notes. The economic interests of the Issuer and of NATIXIS as arranger and permanent dealer are potentially adverse to a noteholder's interests as an investor in the Notes.

An up-front commission could be paid up to 5.00% (all taxes included) of the nominal. This commission can be paid either by an up-front fee or by an appropriate discount on the issue price. The commission is paid on the Issue date.

Other than as mentioned above, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer, including conflicting interests.