

PROHIBITION OF SALES TO EEA 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 European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, MiFID II); or (ii) a customer within the meaning of Directive 2016/97(EU), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the Prospectus Regulation). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the PRIIPs Regulation) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been or will be prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

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 the domestic law of the United Kingdom 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 the domestic law of the United Kingdom 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 and portfolio management, 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 and/or sales contemplated outside of the channels for distribution of the Notes as identified above. 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 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 Terms dated 10 February 2022



Natixis Structured Issuance SA

Legal entity identifier (LEI): 549300YZ10WOWPBDW20

£1,000,000,000

UK Debt Issuance Programme

SERIES NO: 13

TRANCHE NO: 1

Issue of Preference Share Linked Notes indexed to the Preference Shares comprising Class 175 Equity Index-Linked Preference Shares issued by Cannon Bridge Capital Ltd due April 2032 (the “Notes”)

Unconditionally and irrevocably guaranteed by NATIXIS

Under the £1,000,000,000

UK 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 13 July 2021 and the supplement to it dated 12 November 2021 which together constitute a base prospectus for the purposes of the UK Prospectus Regulation (the “**Base Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Regulation (EU) 2017/1129 as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended (the “**UK 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 offer 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 and the supplement to the Base Prospectus are available for viewing on the websites of the Regulatory News Service operated by the London Stock Exchange (<http://www.londonstockexchange.com/exchange/news/market-news/market-newshome.html>) and of the Issuers (<https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic>) and copies may be obtained from NATIXIS, 47, quai d'Austerlitz, 75013 Paris, France.

1	(i) Series Number:	13
	(i) Tranche Number:	1
	(ii) Date on which the Notes will be consolidated and form a single Series with the Existing Notes:	Not Applicable
2	Specified Currency or Currencies:	British pound sterling (“ GBP ”)
3	Aggregate Nominal Amount:	<p>The Aggregate Nominal Amount shall be fixed at the end of the time period of the offer (as defined in paragraph 50 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 at the latest two (2) Business Days before the Issue Date.</p> <p>The notice may be viewed on the NATIXIS website https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic.</p>
	(i) Series:	<p>The Aggregate Nominal Amount shall be fixed at the end of the time period of the offer (as defined in paragraph 50 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 at the latest two (2) Business Days before the Issue Date.</p> <p>The notice may be viewed on the NATIXIS website https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic.</p>
	(ii) Tranche:	See the foregoing item
4	Issue Price:	100.00% of the Aggregate Nominal Amount
5	(i) Specified Denomination:	GBP 1.00
	(i) Calculation Amount:	GBP 1.00
6	(i) Issue Date:	Ten (10) Business Days following the Initial Share Setting Date (scheduled to be 26 April 2022)
	– Initial Share Setting Date:	8 April 2022
	(ii) Trade Date:	31 January 2022
7	Maturity Date:	Three (3) Business Days following the Valuation Date (scheduled to be 15 April 2032)
8	Interest Basis:	Not Applicable

9	Redemption/Payment Basis:	As specified in paragraph 19 (Structured Note Provisions). <i>(further particulars specified below)</i>
10	(i) Change of Interest Basis:	Not Applicable
	(i) Interest Basis Switch:	Not Applicable
	(ii) Interest Rate on overdue amounts after Maturity Date or date set for early redemption:	Not Applicable
11	Partitioned Interest Notes:	Not Applicable
12	Tax Gross-up (<i>Condition 8 (Taxation) of the Terms and Conditions of the Notes</i>):	Applicable
13	Put/Call Options:	Not Applicable
14	(i) Day Count Fraction:	Not Applicable
	(ii) Business Day Convention:	Following Business Day Convention
	(iii) Business Centre (<i>Condition 5(i) of the Terms and Conditions of the Notes</i>):	London
15	Corporate authorisations for issuance of the Notes	The issuance of the Notes has been authorised by a resolution of the board of the Issuer.
16	Method of distribution:	Non-syndicated

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

17	Fixed Interest Rate Note Provisions:	Not Applicable
18	Zero Coupon Note Provisions:	Not Applicable
19	Structured Note Provisions:	Applicable. For Preference Share Linked Notes: Redemption Amount will be calculated in accordance with Condition 6 of the Terms and Conditions of Structured Notes
	(i) Interest provisions:	Not Applicable

OTHER PROVISIONS RELATING TO STRUCTURED NOTES

20	Provisions applicable to Equity Linked Notes (single share):	Not Applicable
21	Provisions applicable to Index Linked Notes (single index):	Not Applicable
22	Provisions applicable to Equity Linked Notes (basket of shares):	Not Applicable
23	Provisions applicable to Index Linked Notes (basket of indices):	Not Applicable
24	Provisions applicable to Preference Share Linked Notes	Applicable. Condition 6 of the Terms and Conditions of Structured Notes applies.

(i)	Preference Share:	Preference Shares comprising Class 175 Equity Index-Linked Preference Shares issued by Cannon Bridge Capital Ltd.
(ii)	ISIN:	Not Applicable
(iii)	Common Code:	Not Applicable
(iv)	SEDOL:	Not Applicable
(v)	Bloomberg Code:	Not Applicable
(vi)	Information Source:	Bloomberg page (NXEU <GO>), then select UK) or such other widely available information service on which the Preference Share Value is or is scheduled to be published as determined by the Calculation Agent and details of which will be notified to Noteholders in accordance with Condition 14
(vii)	Preference Share Determination Agent:	NATIXIS Determination Agent department, 30 avenue Pierre Mendes France, 75013 Paris, France.

25 Provisions applicable to Physical Delivery Notes: Not Applicable

26 Provisions applicable to Hybrid Structured Notes: Not Applicable

PROVISIONS RELATING TO REDEMPTION OF NOTES OTHER THAN PREFERENCE SHARE LINKED NOTES

27 Redemption at the Option of the Issuer: Not Applicable

28 Redemption at the Option of Noteholders: Not Applicable

29 Final Redemption Amount of each Note: Not Applicable

PROVISIONS RELATING TO EARLY REDEMPTION

30 Early Redemption Amount

(i)	Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(b) of the Terms and Conditions of the Notes, if applicable, or upon the occurrence of an Event of Default (Condition 10 of the Terms and Conditions of the Notes) or an Illegality Event (Condition 6(c) of the Terms and Conditions of the Notes):	As specified under Condition 6 of the Terms and Conditions of Structured Notes
(ii)	Redemption for taxation reasons permitted on any day (including days other than Interest Payment Dates (<i>Condition 6(b) of the Terms and Conditions of the Notes</i>):	Yes
(iii)	Unmatured Coupons to become void upon early redemption (<i>Condition 7(g) of the Terms and Conditions of the Notes</i>):	Not Applicable

(iv)	Redemption for illegality (<i>Condition 6(c) of the Terms and Conditions of the Notes</i>):	Hedging	Arrangements:	Applicable
(v)	Redemption for Force Majeure Event and Significant Alteration Event (<i>Condition 6(l) of the Terms and Conditions of the Notes</i>):			
	(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 (<i>Condition 6(m)(ii) of the Terms and Conditions of the Notes</i>):			Not Applicable
(vii)	Unwind Costs (<i>Condition 5(i) of the Terms and Conditions of the Notes</i>):			Not Applicable
(viii)	<i>Pro Rata Temporis</i> Reimbursement (<i>Condition 5(i) of the Terms and Conditions of the Notes</i>):			Not Applicable
(ix)	Essential Trigger (<i>Condition 11 of the Terms and Conditions of the Notes</i>):			Not Applicable
(x)	Fair Market Value Trigger Event (<i>Condition 6(n) of the Terms and Conditions of the Notes</i>):			Not Applicable

PROVISIONS RELATING TO INSTALMENT REDEMPTION (INSTALMENT NOTES)

31	Instalment Amount:	Not Applicable
32	Instalment Payable Amount:	Not Applicable
33	Instalment Date(s):	Not Applicable

PROVISIONS RELATING TO REDEMPTION OF PREFERENCE SHARE LINKED NOTES

34	Redemption of Preference Share Linked Notes in accordance with Condition 6 of the Terms and Conditions of Structured Notes:	Applicable
	(i) Valuation Date:	The second (2 nd) Business Day following the Preference Share Valuation Date
	– Preference Share Valuation Date:	8 April 2032 or any Preference Share Trigger Barrier Observation Dates as mentioned below.
	– Preference Share Trigger Barrier Observation Dates:	Means each of the dates specified below: 8 April 2024 8 July 2024 8 October 2024 8 January 2025 8 April 2025

8 July 2025
8 October 2025
8 January 2026
8 April 2026
8 July 2026
8 October 2026
8 January 2027
8 April 2027
8 July 2027
8 October 2027
10 January 2028
10 April 2028
10 July 2028
9 October 2028
8 January 2029
9 April 2029
9 July 2029
8 October 2029
8 January 2030
8 April 2030
8 July 2030
8 October 2030
8 January 2031
8 April 2031
8 July 2031
8 October 2031
8 January 2032

(ii) Valuation Time: The Scheduled Closing Time on the relevant Exchange on the relevant date.

35 Early Redemption as a result of an Extraordinary Event: Applicable

Extraordinary Event Provisions:

- Merger Event Applicable
- Tender Offer Applicable
- Nationalisation Applicable
- Liquidation Applicable

36 Early Redemption as a result of an Additional Disruption Event: Applicable

Additional Disruption Event Provisions:

- Change in Law Applicable
- Insolvency Filing Applicable
- Hedging Disruption Applicable
- Increased Cost of Hedging Applicable

37 Early Redemption as a result of a Preference Share Early Termination Event:

- Unwind Costs Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

38	Form of Notes:	Bearer Notes
	Temporary or permanent Global Note/ Certificate (in the case of Bearer Notes or Exchangeable Bearer Notes):	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 (Registered Notes only):	No
39	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
40	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
41	Consolidation provisions:	The provisions in Condition 13 apply
42	Possibility of holding and reselling Notes purchased by NATIXIS in accordance with applicable laws and regulations: (Condition 6(d))	Applicable
43	Dual Currency Note Provisions:	Not Applicable
44	Terms and Conditions of the Offer:	Applicable
	Offer Price:	Issue Price
	Conditions to which the offer is subject:	The Notes will be offered in the United Kingdom 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:	The Offer Period as defined in paragraph 50 below, or at such other time in such earlier other date as determined by the Issuer, the Guarantor or the Dealer in its sole and absolute discretion and in light of prevailing market conditions.
	Details of the minimum and/or maximum amount of application and description of the application process:	<p>The minimum application amount is one (1) Note of the Specified Denomination.</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 Authorised 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 to the Notes is required to completely fill out and properly sign a subscription order and submit it to the Authorised Offeror.</p> <p>The Authorised Offeror, in agreement with the Issuer, the Guarantor 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 Offer Period</p>

independent of whether the intended volume of the Notes to be placed has been achieved or not. The Issuer, the Guarantor and the Dealer may freely terminate or extend the Offer Period. Neither the Issuer, nor the Guarantor, the Authorised Offeror or the Dealer is required to state reasons for this.

A prospective investor should contact the Authorised Offeror prior to the end of the Offer Period. A prospective investor will subscribe for the Notes in accordance with the arrangements agreed with the Authorised Offeror relating to the subscription of securities generally.

The Notes are cleared through the clearing systems and are due to be delivered through the Authorised Offeror on or around the Issue Date.

No dealings in the Notes may take place prior to the Issue Date.

For the Offer Price which includes the commissions payable to the distributor see above "Offer Price".

See also the "Conditions relating to the consent of the Issuers to the use of the Base Prospectus" of the Issuer's Base Prospectus.

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 Offer Period, publish a notice specifying the results of the offer, and thus, the Aggregate Nominal Amount to be issued at the latest two (2) Business Days before the Issue Date. This notice may be viewed on the NATIXIS website (<https://cib.natixis.com/Home/pims/Prospectus#/prospectsPublic>)

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 50 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

45 Benchmark administrator: Not Applicable

DISTRIBUTION

46 (i) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable

(i) Date of Subscription Agreement: Not Applicable

(ii) Stabilisation Manager(s) (if any): Not Applicable

47 If non-syndicated, name and address of Dealer: The following Dealer is subscribing the Notes:
NATIXIS, 47 Quai d'Austerlitz, 75013 Paris, France
For the avoidance of doubt, the Dealer will not act as distributor.

48 Name and address of additional agents appointed in respect of the Notes: Calculation Agent:
NATIXIS
Calculation Agent Department
30 Avenue Pierre Mendès-France
75013 Paris
France

49 Total commission and concession: Not Applicable

50 Non-Exempt Offer: Applicable

Offer Period: From and including 14 February 2022 at 10:00 a.m. (GMT) until and including 8 April 2022 at 4:30 p.m (GMT)

Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it: MARIANA UFP LLP,
100 Cannon Street,
London EC4N 6EU,
United Kingdom

General Consent: Not Applicable

Other Authorised Offeror Terms: Not Applicable

GENERAL

51 Applicable TEFRA exemption: D Rules

52 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.

Signed on behalf of the Issuer

Duly represented by:

Signed on behalf of the Guarantor

Duly represented by:

PART B– OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- | | | |
|-------|---|---|
| (i) | Listing: | Official List of the FCA |
| (ii) | Admission to trading: | Application will be made for the Notes to be admitted to trading on the Main Market of the London Stock Exchange |
| (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: | The estimate of total expenses related to admission to trading will be determined following the end of the Offer Period through a notice to the Noteholders published at the latest two (2) Business Days before the Issue Date. This notice may be viewed on the NATIXIS website (https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic) |

2 RATINGS

Ratings: The Notes to be issued have not been rated.

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

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 Regulation (EU) No 600/2014 as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, or as otherwise may apply in any other jurisdictions.

4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- | | | |
|-------|---------------------------|---|
| (i) | Reasons for the offer: | See " <i>Use of Proceeds</i> " section in the Base Prospectus |
| (ii) | Estimated net proceeds: | The estimated net proceeds will be equal to the Issue Price applied to the Aggregate Nominal Amount. |
| (iii) | Estimated total expenses: | The estimated total expenses will be determined following the end of the Offer Period through a notice to the noteholders published at the latest two (2) Business Days before the Issue Date. This notice may be viewed on the NATIXIS website (https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic) |

5 Fixed Interest Rate Notes only – YIELD

Indication of yield: Not Applicable

6 Structured Notes only – INFORMATION CONCERNING THE UNDERLYING

The exercise price or the final reference price of the underlying: The Preference Share Final

An indication where information about the past and the future performance of the underlying and its volatility can be obtained: The performance of the Preference Shares will be linked to the performance of the Preference Share Underlying mentioned below, information relating to which can be found on the relevant Bloomberg's page of such Preference Share

Underlying (see paragraph 8(b) below) by using
www.bloomberg.com

This information can be obtained free of charge.

Where the [underlying][Preference Share Underlying] is a security: Not Applicable

(a) the name of the issuer of the security: Not Applicable

(b) the ISIN (International Security Identification Number) or other such security identification code: Not Applicable

Where the Preference Share Underlying is an index: Applicable

(a) the name of the index: FTSE Custom 150 Equally Weighted Discounted Return Index®;

(b) if the index is not composed by the Issuer, where information about the index can be obtained: Bloomberg Code "UKX150EQ";

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

7 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 UK Retail Investors: Not Applicable

8 ADDITIONAL INFORMATION WITH RESPECT TO ADVISERS

Advisers: Not Applicable

9 OPERATIONAL INFORMATION

Intended to 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 recognised 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: XS2269748575
Common Code: 226974857
CFI: DTZXFB
FISN: NATIXIS STRUCTU/ZERO CPNEMTN 203204

Depositories:

Common Depository for Euroclear and Clearstream: Yes

Any clearing system(s) other than Euroclear and Clearstream, and the relevant identification number(s): The Notes will settle in Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, B-1210 Brussels (“**Euroclear**”) and Clearstream Banking, 42 Avenue JF Kennedy, L-1855 Luxembourg (“**Clearstream**”).

Delivery: Delivery against payment

Names and addresses of additional Agents appointed in respect of the Notes (if any): See paragraph 48 above

10 **POST-ISSUANCE INFORMATION CONCERNING THE UNDERLYING**

Not Applicable

ISSUE SPECIFIC SUMMARY

SECTION A – INTRODUCTION AND WARNINGS

This summary should be read as an introduction to the base prospectus dated 13 July 2021, 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. An investor in the Notes (a “**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 may, under national law where the claim is brought, be required 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, when read together with the other parts of the Base Prospectus and the Final Terms, where the summary is (i) 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 described in this summary are Structured Notes (the “**Notes**”). The ISIN of the Notes is: XS2269748575.

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**”) is a public limited liability company (*société anonyme*) incorporated in the Grand Duchy of Luxembourg (“**Luxembourg**”) under the laws of Luxembourg under number B182619 LBR Luxembourg and registered at 51, avenue J. F. Kennedy, L-1855 Luxembourg. The legal entity identifier (the “**LEI**”) of the Issuer is: 549300YZ10WOWBPBW20. 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 has been approved on 13 July 2021 as a base prospectus by the Financial Conduct Authority (the “**FCA**”) in the United Kingdom (<https://www.fca.org.uk/>) having its address at 12 Endeavour Square, Stratford, London, E20 1JN, United Kingdom, tel.: +44 207 066 1000.

SECTION B - KEY INFORMATION ON THE ISSUER

Who is the Issuer of the Notes?

The Notes are issued by Natixis Structured Issuance with the NATIXIS Guarantee.

Natixis Structured Issuance 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: 549300YZ10WOWBPBW20.

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, Philippe Guénet and Nguyen Ngoc-Quyen.

The statutory auditor of the Issuer is Mazars Luxembourg, having its registered office at 5, rue Guillaume Kroll, L-1882 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 it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018) of Natixis Structured Issuance for the financial years ended 31 December 2020 and 31 December 2019 and for the six-month periods ended on 30 June 2021 and 30 June 2020:

Income statement for non-equity securities				
	Year	Year -1	Interim (unaudited)	Interim - 1 (unaudited)
<i>In €</i>	31/12/2020	31/12/2019	30/06/2021	30/06/2020
Profit for the financial year	42,178.47	273,698.19	(3,887.75)	130,568.43

Balance sheet for non-equity securities				
Net financial debt (long term debt plus short-term debt minus cash)	4,432,914,978.78	4,639,988,126.44	4,253,982,319.13	4,543,326,457
Current ratio (current assets/current liabilities)	0.09	0.03	0.04	0.04
Debt to equity ratio (total liabilities/total shareholder equity)	590.33	619.68	566.91	598.03
Interest cover ratio (operating income/interest expense)	0	0	0	0
Cash flow statement for non-equity securities				
Net cash flows from operating activities	(103,758,291.23)	(234,271,283.68)	(168,674,579.75)	(63,321,940.44)
Net cash flows from financing activities	(206,773,552.45)	(1,717,289,104.92)	(177,735,301.18)	(95,733,398.31)
Net cash flow from investing activities	310,736,082.42	1,948,841,839.58	347,394,699.22	159,421,680.19

The statutory auditors' reports on the annual historical financial information of Natixis Structured Issuance for the financial years ended 31 December 2020 and 31 December 2019 do not contain any qualifications. The statutory auditors' limited review reports on the half-yearly financial statements and the unaudited interim cash flow statements of Natixis Structured Issuance for the six-month periods ended 30 June 2021 and 30 June 2020 do not contain any qualifications.

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

The key risks with regard 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 described in this summary are Structured Notes to be issued on 10 business days following 8 April 2022 (expected to occur on 26 April 2022) (the "**Issue Date**"), with ISIN XS2269748575. The currency of the Notes is the British pound sterling ("**GBP**") (the "**Specified Currency**"). The Aggregate Nominal Amount of the Notes will be fixed at the end of the Offer Period through a notice to the Noteholders which will be published on the NATIXIS website (<https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic>) at the latest two (2) business days before the Issue Date. The number of Notes will be fixed at the end of the Offer Period through a notice to the Noteholders which will be published 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 will be GBP 1.00.

The "**Maturity Date**" of the Notes means 5 business days following the Preference Share Valuation Date (expected to occur on 15 April 2032).

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

Amounts payable in respect of the Notes (the "**Structured Notes**") are calculated by reference to a preference share (the "**Underlying**").

Description of the Underlying: the preference share – class 175 (the "**Preference Share**") issued by Cannon Bridge Capital Ltd., with its registered office at Cannon Bridge House, 25 Dowgate Hill, London, EC4R 2YA, United Kingdom (the "**Preference Share Issuer**"). The value of the Preference Share will depend on the performance of its underlying (the "**Preference Share Underlying**") and will be published on each business

day by the Issuer or the Calculation Agent on the Information Source. The Preference Share Underlying is FTSE Custom 150 Equally Weighted Discounted Return Index® (Bloomberg Code : UKX150EQ). The terms and conditions of the Preference Share (the “**Terms and Conditions of the Preference Shares**”) will be made available upon written request (free of charge) at the Preference Share Issuer’s registered office or on the NATIXIS website (<https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic>) following the board meeting (scheduled to occur on 20 April 2022) held by the Preference Share Issuer so as to authorize the issuance of the Preference Shares.

Rights attached to the Notes

Governing law – The Notes are governed by English law.

Final Redemption Amount: means in respect of each Note of the Specified Denomination, an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula, rounded to the nearest transferable unit of the Specified Currency (with halves being rounded up). For these purposes unit means the lowest amount of such currency which is available as legal tender in the country or countries of such currency and with respect to the Euro, means 0.01 Euro, with respect to GBP, means GBP 0.01, with respect to USD, means USD 0.01, and with respect to JPY, means JPY 1:

$$\text{Notional Amount} \times \left(\frac{\text{Preference Share Final}}{\text{Preference Share Initial}} \right)$$

Notional Amount: means the Specified Denomination.

Preference Share Final: means the Preference Share Value on the Valuation Date.

Preference Share Initial: means the Preference Share Value on the Initial Valuation Date.

Preference Share Value: means in respect of any day, the fair market value of the Preference Share at the Valuation Time on such day as determined by the Calculation Agent using its internal models and methodologies and taking into account such factor(s) as the Calculation Agent determines appropriate, including but not limited to: (a) the time remaining to maturity of the Preference Share; (b) if the Preference Share is linked to one or more underlying assets, the value, expected future performance and/or volatility of such underlying asset(s); and (c) any other information which the Calculation Agent determines relevant.

Valuation Time: means 4.30 p.m. (GMT).

Initial Valuation Date: means the Issue Date or, if such day is not a business day, the immediately succeeding business day.

Valuation Date: means 2 business days following the Preference Share Valuation Date.

Preference Share Valuation Date: means 8 April 2032 or, if the Preference Shares are subject to redemption as a result of an auto-call feature being triggered on any Preference Share Trigger Barrier Observation Date(s), the date on which the auto-call feature is triggered, provided that if any date used for the valuation or any determination of the underlying of the Preference Share (or any part thereof) for the Preference Shares falling on or about such day is delayed or to be delayed, the Preference Share Valuation Date shall be the latest delayed date on which any valuation or determination is made.

Preference Share Trigger Barrier Observation Date means:

8 April 2024
8 July 2024
8 October 2024
8 January 2025
8 April 2025
8 July 2025
8 October 2025
8 January 2026
8 April 2026
8 July 2026
8 October 2026

8 January 2027
8 April 2027
8 July 2027
8 October 2027
10 January 2028
10 April 2028
10 July 2028
9 October 2028
8 January 2029
9 April 2029
9 July 2029
8 October 2029
8 January 2030
8 April 2030
8 July 2030
8 October 2030
8 January 2031
8 April 2031
8 July 2031
8 October 2031
8 January 2032

Information Source: Bloomberg code (NXEU <GO>, then select UK) or such other widely available information service on which the Preference Share Value is or is scheduled to be published as determined by the Calculation Agent and details of which will be notified to the Noteholders.

Determination Agent and Calculation Agent means NATIXIS, Determination Agent or Calculation Agent department (as the case may be), 30 avenue Pierre Mendès France, 75013 Paris, France.

The Notes may be redeemed early for illegality or, tax reasons or, force majeure event at an amount equal to the fair market value of the Notes.

Taxation - All payments in respect of Notes will be made without deduction for or on account of withholding taxes imposed by Luxembourg, unless required by law. In the event that any such withholding or deduction is required by Luxembourg law, the Issuer will, save in certain limited circumstances, be required to pay additional amounts to cover the amounts so 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 equally without any preference among themselves.

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.

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

Where will the Notes be traded?

Application is expected to be made for the Notes to be admitted to trading on the Main Market of the London 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 Guarantor’s LEI is KX1WK48MPD4Y2NCUIZ63. The Guarantor is incorporated in France as a *société anonyme* under French law and licensed as a bank having its head office at 30, Avenue Pierre Mendès-France, 75013 Paris, France. The Guarantor is the international corporate and investment banking, asset management, insurance and financial services 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 Commission Delegated Regulation (EU) 2019/979 as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018) of NATIXIS for the financial years ended 31 December 2020 and 31 December 2019 and for the six-month periods ended on 30 June 2021 and 30 June 2020:

Income statement for credit institutions					
	Year	Year -1	Interim (unaudited)	Interim - 1 (unaudited)	
<i>In millions of €</i>	31/12/2020	31/12/2019	30/06/2021	30/06/2020	
Interest Margin	1,093	803	666	451	
Net fee and commission income	3,056	3,523	1,569	1,399	
Net impairment loss on financial assets	(851)	(332)	(124)	(482)	
Net gains or losses on financial instruments at fair value through profit or loss	1,002	1,986	795	366	
Gross operating income	1,478	2,564	1,023	439	
Net income/(loss) for the period	101	1,897	629	(261)	
Balance sheet for credit institutions					
	Year	Year-1	Interim (unaudited)	Interim – 1 (unaudited)	Value as outcome from the most recent SREP¹ (unaudited)
<i>In millions of €</i>	31/12/2020	31/12/2019	30/06/2021	30/06/2020	
Total assets	495,320	513,170	523,567	503,812	
Debt securities	35,652	47,375	35,243	44,693	
Subordinated debt	3,934	3,971	3,937	3,591	
Loans and receivables due from customers at amortized costs	67,939	71,089	66,941	71,272	
Customers deposits	29,798	30,485	26,173	34,934	
Shareholders’ equity (group share)	19,229	19,396	20,297	19,116	
Impaired financial assets	2,424	1,817	2,609	2,241	

¹ Supervisory Review and Evaluation Process.

Common Equity Tier 1 ratio	11.6%	11.3%	11.2%	11.2%	8.3%
Total capital ratio	15.6%	15.7%	15.0%	15.5%	
Leverage ratio	3.9%	3.5%	4.3%	3.6%	

The statutory auditors' reports on the consolidated annual historical financial information of NATIXIS for the financial years ended 31 December 2020 and 31 December 2019 do not contain any qualifications. The statutory auditors' limited review reports on the consolidated half-yearly financial statements of NATIXIS for the six-month periods ended 30 June 2021 and 30 June 2020 do not contain any qualifications

Most material risk factors pertaining to the Guarantor

The key risks with regard to NATIXIS' structure and operations are set out below:

1. NATIXIS 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 could suffer financial losses of a greater or lesser magnitude depending on the concentration of its exposure to those defaulting counterparties;
2. Financial markets' fluctuations and high volatility may expose NATIXIS to the risk of losses in relation to its trading and investment operations;
3. If NATIXIS fails to comply with applicable laws and regulations, NATIXIS could be exposed to heavy fines and other administrative and criminal sanctions likely to have a material adverse impact on its financial position, business and reputation;
4. NATIXIS is exposed to risks related to the environment in which it operates, and the COVID-19 pandemic may have a materially unfavourable impact on NATIXIS' business, its financial environment, operating results, outlook, capital and financial ratings (including possible changes to its outlook or ratings); and
5. In the context of its insurance activities, NATIXIS is exposed mainly to asset impairment risk (fall in the equity or real estate market, widening spreads, interest rate hikes) as well as the risk of lower interest rates which would generate insufficient income to meet its guaranteed principal and returns.

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

There are also risks that are significant for the assessment of the Notes including:

General risks

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-redemption or redemption at an amount lower than the amount expected.

Risk of early redemption in the event of illegality, changes in taxation, force majeure: 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 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 one underlying asset (the "Underlying"). 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, Noteholders may suffer a significantly decreased redemption amount on the Notes or even a total loss of its investment.

Risk of low or no returns: The amounts of interest payable by the Issuer are linked to or make reference to changes in one Underlying. 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. If there is an adverse change in the price, value or level of the Underlying(s), exacerbated, if relevant, by the terms of the formula or indexation provisions, Noteholders may suffer a significantly decreased rate of return on the Notes or even no return whatsoever.

Underlying dedicated risk factors

Exposure to the Preference Share Underlying: The underlying of the preference share may be one or more underlying asset(s) such as (without limitation) a share, an index, a fund and may change over time as a result of performance or other factors. Investors should carefully consider the risks associated with these asset classes on the basis that the preference share to which the Notes are linked will be affected by their exposure to the relevant underlying of the preference share.

Early redemption: The Issuer may (i) receive notice from the Preference Share Issuer that the preference share will be early redeemed following the occurrence of certain events affecting the preference share or the preference share issuer or (ii) determine that such events have occurred. In such cases, the Issuer will redeem the Notes early at their fair market value.

In the case of early redemptions of the Notes, at the fair market value, investors may receive less than their original investment and even an amount equal to zero. In addition, investors may not be able to reinvest the redemption proceeds so as to achieve a potential return similar to the potential return available under the Notes if the Notes had continued to maturity.

Credit and fraud risk of the Preference Share Issuer: The value of and return on the Notes depends on the performance of the preference share issued by the preference share issuer and is therefore exposed to risks (credit, misappropriation of funds or other fraudulent action risks) associated with persons acting on its behalf or the issuer of the Preference Share which is not an operating company, and whose sole business activity is the issuance of redeemable preference shares. The occurrence of such risks would have a significant effect on the value of the preference shares and consequently on the value of the Notes.

Past performance of the preference shares or the relevant underlying of the preference share is not indicative of future performance.

Risk relating to change in law or the inability to hold hedging positions: The Issuer enters into hedging agreements to cover the risks related to such Notes and in particular changes in the price of the relevant Underlying(s). In the event of a change in law or hedging disruption, it may become unlawful or impracticable for the Issuer to hold, acquire, exercise or dispose of such hedging agreements. In these cases, the Issuer will 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. 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.

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 the United Kingdom during a period open from and including 14 February 2022 at 10:00 a.m (GMT) to and including 8 April 2022 at 4:30 p.m. (GMT) (the **Offer Period**), which may be (i) discontinued at any time, (ii) closed earlier or later than the end of the offer. In any case, the Issuer will notify such 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%

Application will be made for the Notes to be admitted to trading on the London Stock Exchange.

Estimated total expenses of the issue: The total expenses of the issue will be determined following the end of the Offer Period through a notice to the Noteholders which will be published on the Natixis website (<https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic>). No expenses 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 30, avenue Pierre Mendès France, 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 (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: GBP 1.00 per Specified Denomination

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, Calculation Agent and Determination Agent is an affiliate of the Issuer and the Guarantor and potential conflicts of interest may exist between it and Noteholders, including with respect to certain determinations and judgments that the Calculation Agent must make. 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.

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.