THIRD SUPPLEMENT DATED 27 APRIL 2016 TO THE BASE PROSPECTUS DATED 29 DECEMBER 2015



NATIXIS

(a public limited liability company (*société anonyme*) incorporated in France) as Issuer and Guarantor

and

NATIXIS STRUCTURED ISSUANCE SA

(a public limited liability company (société anonyme) incorporated in the Grand Duchy of Luxembourg)

as Issuer

Euro 10,000,000,000 Debt Issuance Programme

This supplement (this "**Supplement**" or the "**Third Supplement**") is supplemental to, and should be read in conjunction with the Base Prospectus dated 29 December 2015 (the "**Base Prospectus**"), prepared in relation to the Euro 10,000,000,000 Debt Issuance Programme of Natixis and Natixis Structured Issuance SA (each an "**Issuer**" and together with Natixis, the "**Issuers**"), as supplemented by a first supplement dated 1 March 2016 and a second supplement dated 1 April 2016 (together, the "**Base Prospectus**") as approved on 29 December 2015, on 1 March 2016 and 1 April 2016 respectively by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") for the purposes of Article 5.4 of Directive 2003/71/EC, as amended by Directive 2010/73/EC (the "**Prospectus Directive**") and Article 13 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005 (the "**Luxembourg Law**").

This Supplement constitutes a Supplement to the Base Prospectus for the purposes of Article 16 of the Prospectus Directive and Article 13 of chapter 1 of Part II of the Luxembourg Law for the purposes of updating certain information contained in the Base Prospectus as described below.

The Issuers accept responsibility for the information contained or incorporated by reference in this Supplement. The Issuers confirm that, having taken all reasonable care to ensure that such is the case, the information contained or incorporated by reference in this Supplement is, to the best of their knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuers that any recipient of this Supplement or any other financial statements should purchase the Notes.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Supplement. Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for any Notes before this Supplement is published, have the right, exercisable within a time limit of two working days after the publication of this Supplement (no later than 29 April 2016), to withdraw their acceptances.

This Supplement will be published on the Luxembourg Stock Exchange's website "www.bourse.lu".

SUMMARY

From the date of this Supplement, the section entitled "SUMMARY" appearing on pages 7 through to 41 of the Base Prospectus is modified as follows:

• The information contained in the Base Prospectus on page 9 of the section B.12 under the heading *"Selected historical key financial information"* is hereby deleted and replaced in its entirety by the following:

"As of 31 December 2015, the Issuer's total assets were \notin 2,680,757,341.05. The Issuer's profit as of 31 December 2015 was \notin 632,531.84."

"As of 31 December 2014, the Issuer's total assets were € 733,657,306.86. The Issuer's profit as of 31 December 2014 was € 94,663.63."

• The current paragraph in the Base Prospectus on page 9 of the section B.12 under the heading "*Statements of no significant or material adverse change*" is hereby deleted and replaced in its entirety by the following:

"There has been no significant change in the financial or trading position of Natixis Structured Issuance SA since 31 December 2015 and there has been no material adverse change in the prospects of Natixis Structured Issuance SA since 31 December 2015."

• The current paragraph in the Base Prospectus on page 11 of the section [B.19/]B.4b under the heading *"Trend information"* is hereby deleted and replaced in its entirety by the following:

"Natixis was impacted by several events in 2015: the plummeting oil price, triggering deep recession in commodity-exporting emerging countries (with Brazil and Russia on the front line); the sudden slowdown of the Chinese economy; the appreciation the US dollar following the Fed funds' fi rst interest-rate hike since 2006 while the ECB commenced its sovereign bond purchase program and the rebound in the global economy."

RISK FACTORS

From the date of this Supplement, the section entitled "RISK FACTORS" appearing on pages 42 through to 69 of the Base Prospectus is modified as follows:

The paragraph contained in the Base Prospectus on page 42 under the heading "Natixis Structured Issuance SA has only published one set of audited financial statements" is hereby deleted.

DOCUMENTS INCORPORATED BY REFERENCE

On 8 April 2016, Natixis Structured Issuance SA has published its 2015 Annual Accounts ("**NSI 2015 Annual Accounts**") in connection with the audited financial information of Natixis Structured Issuance SA for the year ended 31 December 2015. NSI 2015 Annual Accounts have been filed with the CSSF for the purposes of Article 16 of the Prospectus Directive and Article 13 of the Luxembourg Law, and such NSI 2015 Annual Accounts are incorporated by reference in, and forms part of, this Supplement.

NSI 2015 Annual Accounts are available in the English language on the Luxembourg Stock Exchange's website: "*www.bourse.lu*".

The section entitled "DOCUMENTS INCORPORATED BY REFERENCE" appearing on pages 74 to 81 of the Base Prospectus is deleted in its entirety and replaced as follows:

DOCUMENTS INCORPORATED BY REFERENCE

For the purposes of Notes admitted to trading on the Luxembourg Regulated Market this Base Prospectus should be read and construed in conjunction with the following documents which have been previously published or are published simultaneously with the Base Prospectus and which have been filed with the CSSF and shall be deemed to be incorporated by reference in, and form part of, this Base Prospectus:

- the annual financial statements of Natixis Structured Issuance SA covering the period from 31 December 2014 until 31 December 2015 (the **NSI 2015 Annual Accounts**);
- the interim financial statements of Natixis Structured Issuance SA covering the period from its incorporation until 30 June 2014, which have been subject to a limited review by the statutory auditor of Natixis Structured Issuance SA (the **NSI 2014 Interim Accounts**);
- the auditor's report relating to the cash flow statement of Natixis Structured Issuance SA as of 30 June 2014 (the **NSI June 2014 Cash Flow Statement**);
- the annual financial statements of Natixis Structured Issuance SA covering the period from its incorporation until 31 December 2014 (the **NSI 2014 Annual Accounts**);
- the auditor's report relating to the cash flow statement of Natixis Structured Issuance SA as of 31 December 2014 (the **NSI December 2014 Cash Flow Statement**);
- the English language version of the 2015 NATIXIS' Registration Document (the **2015 NATIXIS Registration Document**) excluding the statement of Laurent Mignon at page 454;
- the English language version of the 2014 NATIXIS' Registration Document (the **2014 NATIXIS Registration Document**) excluding the statement of Laurent Mignon at page 454
- athe English language version of the 2013 NATIXIS' Registration Document (the **2013 NATIXIS Registration Document**) excluding the statement of Laurent Mignon at page 438;
- the English language version of the update to the 2014 Registration Document and half-year financial report of NATIXIS for the period ended 30 June 2015 (the **2014 NATIXIS Registration Document Update**), excluding the statement of Laurent Mignon at page 192;
- the English language version of the 2013 NATIXIS' Registration Document and half-year financial report of NATIXIS for the period ended 30 June 2014 (the **2013 NATIXIS Registration Document Update**) excluding the statement of Laurent Mignon at page 189;
- the interim financial statements of Natixis Structured Issuance SA as of 30 June 2015, which have been subject to a limited review by the statutory auditor of Natixis Structured Issuance SA (the **NSI 2015 Interim Accounts**);
- the English language version of the press release published on 4 November 2015 relating to the unaudited financial information of NATIXIS for the third quarter ended 30 September 2015 (the **NATIXIS Q3 Press Release**); and
- the English language version of the press release published on 10 February 2016 relating to the unaudited financial information of NATIXIS for the fourth quarter ended 31 December 2015 and the unaudited figures for the year ended 31 December 2015 (the NATIXIS 2015 Q4 Press Release).

Any statement contained in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Base Prospectus.

Copies of documents deemed to be incorporated by reference in this Base Prospectus may be obtained free of charge, during usual business hours on any weekday (Saturdays and public holidays excepted) from the date hereof at the registered office of the relevant Issuer and the specified office of the Fiscal Agent, the Registrar and the Paying Agents. Such documents shall also be available to view on the website of the Luxembourg Stock Exchange (www.bourse.lu).

Annex XI ref: CATEGORY OF INFORMATION

2. STATUTORY AUDITORS

2.1 Names and addresses of NATIXIS' auditors for the period covered by the historical financial information (together with their membership in a professional body).

KPMG Audit (division of KPMG SA, 1 cours Valmy, 92923 Paris-La-Défense, Cedex), Deloitte & Associés (185 avenue Charles de Gaulle, 92524 Neuilly-sur-Seine, Cedex) and Mazars (61 rue Henri Régnault, 92075 Paris-La-Défense, Cedex), statutory auditors of NATIXIS, have audited and rendered an unqualified audit report on the accounts of NATIXIS for the years ending 31 December 2013 and 31 December 2014. KPMG Audit, Deloitte & Associés and Mazars are members of the Compagnie Nationale des Commissaires aux Comptes (CNCC) and carry out their duties in accordance with the principles of Compagnie Nationale des Commissaires aux Comptes (CNCC).

Pages 322 to 323 of the 2015 NATIXIS Registration Document

Names and addresses of the Natixis Structured Issuance SA's statutory auditor (*réviseur d'entreprises agréé*) for the period covered by the historical financial information (together with their membership in a professional body).

Mazars Luxembourg, 10A, Rue Henri M. Schnadt, L-2530 Luxembourg have audited and rendered an unqualified audit report on the accounts of Natixis Structured Issuance SA for the period from its incorporation to 31 December 2014. Mazars Luxembourg belongs to the Luxembourg institute of auditors (*Institut des réviseurs d'entreprises*).

2.2 If auditors have resigned, been removed or not been re-appointed during the period covered by the historical financial information, details if material.

Not applicable.

3. RISK FACTORS

Prominent disclosure of risk factors that may affect NATIXIS' ability to fulfil its obligations under the securities to investors.

Pages 107 to 188 of the 2015 NATIXIS Registration Document.

4. INFORMATION ABOUT NATIXIS

- (a) *History and development of NATIXIS*
- (b) The legal and commercial name of NATIXIS:Pages 418 of the 2015 NATIXIS Registration Document
- (c) The place of registration of NATIXIS and its registration number:

Page 418 of the 2015 NATIXIS Registration Document

- (d) *The date of incorporation and the length of life of NATIXIS:* Page 418 of the 2015 NATIXIS Registration Document
- (e) The domicile and legal form of NATIXIS, the legislation under which NATIXIS operates, its country of incorporation, and the address and telephone number of its registered office (or principal place of business if different from its registered office):

Page 418 and 478 (back page) of the 2015 NATIXIS Registration Document

(f) Any recent events particular to NATIXIS which are to a material extent relevant to the evaluation of NATIXIS' solvency:
 Pages 191 to 193 of the 2015 NATIXIS Registration Document

5. BUSINESS OVERVIEW

5.1 **Principal activities:**

(a) Brief description of NATIXIS' principal activities stating the main categories of products sold and/or services performed:

Pages 10 to 25 of the 2015 NATIXIS Registration Document

- (b) Indication of any significant new products and/or activities:
 Pages 10 to 25 and pages 297 to 301 of the 2015 NATIXIS Registration Document
- (c) Brief description of the principal markets in which NATIXIS competes:
 Pages 10 to 25 and pages 297 to 301 of the 2015 NATIXIS Registration Document
- (d) The basis for any statements in the registration document made by NATIXIS regarding its competitive position:

Pages 10 to 25 of the 2015 NATIXIS Registration Document

6. ORGANISATIONAL STRUCTURE

6.1 Brief description of the Group and of NATIXIS' position within it:

Pages 4, 5, 7 and 429 of the 2015 NATIXIS Registration Document

6.2 If NATIXIS is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence:

Pages 6, 7, 224 to 228, 323 to 335 and 430 to 431 of the 2015 NATIXIS Registration Document

7. ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES

7.1 Names, business addresses and functions in NATIXIS of the following persons, and an indication of the principal activities performed by them outside NATIXIS where these are significant with respect to NATIXIS:

Members of the administrative, management or supervisory bodies:

Pages 32 to 59 of the 2015 NATIXIS Registration Document

7.2 Potential conflicts of interest between any duties to NATIXIS of the persons referred to in the immediately preceding item and their private interests and/or other duties:

Page 77 of the 2015 NATIXIS Registration Document

8. MAJOR SHAREHOLDERS

8.1 To the extent known to NATIXIS, state whether NATIXIS is directly or indirectly owned or controlled and by whom, and describe the nature of such control, and describe the measures in place to ensure that such control is not abused:

Pages 429 and 430 of the 2015 NATIXIS Registration Document

8.2 A description of any arrangements, known to NATIXIS, the operation of which may at a subsequent date result in a change of control of the issuer:

Page 430 of the 2015 NATIXIS Registration Document

8.3 Legal and arbitration proceedings

Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which NATIXIS is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on NATIXIS and/or the group's financial position or profitability, or provide an appropriate negative statement.

Pages 180 to 182 of the 2015 NATIXIS Registration Document

9. MATERIAL CONTRACTS

A brief summary of all material contracts that are not entered into in the ordinary course of NATIXIS' business, which could result in any group member being under an obligation or entitlement that is material to NATIXIS' ability to meet its obligation to security holders in respect of the securities being issued.

None

With regard to the following historical financial information relating to the years 2014 and 2015 regarding NATIXIS which have been audited in accordance with IFRS, reference is made to the following pages of the documents incorporated by reference:

Information incorporated by reference	Pages of document incorporated by reference
NATIXIS audited annual consolidated financial statements for the financial year ended 31 December 2015	
Consolidated Balance Sheet	pages 206 to 207 of the 2015 NATIXIS Registration Document
Consolidated Income Statement	page 208 of the 2015 NATIXIS Registration Document
Net Cash Flow Statement	pages 212 to 213 of the 2015 NATIXIS Registration Document
Notes	pages 214 to 335 of the 2015 NATIXIS Registration Document
Free English language translation (prepared by	pages 336 to 337 of the 2015 NATIXIS Registration

Information incorporated by reference	Pages of document incorporated by reference
NATIXIS) of the Statutory Auditors' Audit	Document
Report	
Statement of Net Income/(Loss), gains and	page 209 of the 2015 NATIXIS Registration
losses recorded directly in equity	Document
Statement of changes in shareholders' equity	pages 210 to 211 of the 2015 NATIXIS Registration
	Document
NATIXIS audited annual consolidated	
financial statements for the financial year	
ended 31 December 2014	
Consolidated Balance Sheet	pages 194 to 195 of the 2014 NATIXIS Registration
	Document
Consolidated Income Statement	page 196 of the 2014 NATIXIS Registration
	Document
Net Cash Flow Statement	pages 200 to 201 of the 2014 NATIXIS Registration
	Document
Notes	pages 202 to 320 of the 2014 NATIXIS Registration
	Document
Free English language translation (prepared by	pages 321 to 322 of the 2014 NATIXIS Registration
NATIXIS) of the Statutory Auditors' Audit	Document
Report	
Statement of Net Income/(Loss), gains and	page 197 of the 2014 NATIXIS Registration
losses recorded directly in equity	Document
Statement of changes in shareholders' equity	pages 198 to 199 of the 2014 NATIXIS Registration
	Document

NATIXIS is responsible for the free English language translation of the Statutory Auditors' Audit Reports relating to the NATIXIS audited annual consolidated financial statements for the financial years ended 31 December 2014 and 31 December 2015.

Information incorporated by reference	Page of document incorporated by reference
Natixis Structured Issuance SA annual accounts for the period from 31 December 2014 until 31 December 2015	
Balance Sheet	page 6 of the NSI 2015 Annual Accounts
Profit and loss account	page 7 of the NSI 2015 Annual Accounts
Notes	pages 8 to 18 of the NSI 2015 Annual Accounts
Audit Report	page 4 to 5 of the NSI 2015 Annual Accounts
Net Cash Flow Statement	page 17 of the NSI 2015 Annual Accounts
Natixis Structured Issuance SA annual	

Information incorporated by reference	Page of document incorporated by reference
accounts for the period from 29 November	
2013 until 31 December 2014	
Balance Sheet	page 5 of the NSI 2014 Annual Accounts
Profit and loss account	page 6 of the NSI 2014 Annual Accounts
Notes	pages 7 to 15 of the NSI 2014 Annual Accounts
Audit Report of the Annual Accounts	pages 3 and 4 of the NSI 2014 Annual Accounts

The information incorporated by reference below that is not included in the cross-reference lists above, is considered as additional information to be disclosed to investors and is not required by the relevant annexes of the Commission Regulation (EC) No. 809/2004 of 29 April 2004, as amended from time to time:

- articles of incorporation of NATIXIS;
- articles of incorporation of Natixis Structured Issuance SA;
- the Terms and Conditions of the Notes, the Additional Terms and Conditions of the Notes and the Annex Relating to Custom Indices at pages 72 to 404, 410 to 542 and 543 to 568 (respectively) of the Base Prospectus dated 21 February 2014;
- the Terms and Conditions of the Notes, the Additional Terms and Conditions of the Notes and the Annex Relating to Proprietary Indices at pages 73 to 457, 463 to 598 and 599 to 611 (respectively) of the Base Prospectus dated 16 September 2014;
- the amendment to the Terms and Conditions of the Notes at pages 2 and 3 of the supplement dated 21 October 2014 to the Base Prospectus dated 16 September 2014;
- the Terms and Conditions of the Notes, the Additional Terms and Conditions of the Notes and the Annex Relating to Proprietary Indices at pages 79 to 472, 478 to 616 and 617 to 630 (respectively) of the Base Prospectus dated 8 June 2015; and
- the amendment to the Terms and Conditions of the Notes at pages 2 and 3 of the supplement dated 2 July 2015 to the Base Prospectus dated 8 June 2015.

Possible disclaimers in the documents incorporated by reference shall be no restriction of the responsibility statement within the meaning of the Prospectus Act 2005. Information that is marked as "pro forma" in the documents incorporated by reference is not a pro forma financial information within the meaning of No. 20.2 of Annex I in conjunction with Annex II of the Commission Regulation (EC) No. 809/2004 of 29th April 2004, as amended from time to time.

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in this Base Prospectus.

Supplement to the Base Prospectus

Each Issuer has given an undertaking to the Dealers that if at any time during the duration of the Programme there is any significant new factor, material mistake or inaccuracy relating to information contained in this Base Prospectus the inclusion or correction of which would reasonably be required by investors, and would reasonably be expected by them to be found in this Base Prospectus, for the purpose of making an informed assessment of its assets and liabilities, financial position, profits and losses and prospects and the rights attaching to the Notes (including for this purpose a change in the Terms and Conditions set out under "*Terms and Conditions of the Notes*"), it shall prepare a supplement to this Base Prospectus or publish a replacement Base

Prospectus for use in connection with any subsequent offering of Notes and shall supply to each of the Dealers such number of copies of such supplement hereto as such Dealers may reasonably request. Any supplement to the Base Prospectus will be approved by the CSSF.

Issue of Notes

Notes will be issued in series (each a **Series**) having one or more Issue Dates and (except in respect of the first payment of interest) on terms otherwise identical, the Notes of each Series being intended to be interchangeable with all other Notes of that Series. Each Series may be issued in tranches (each a **Tranche**) on the same or different Issue Dates. The specific terms of each Tranche save in respect of the Issue Date, issue price, first payment of interest and principal amount of the Tranche, will be identical to the terms of other Tranches of the same Series) will be set out in the relevant final terms (the **Final Terms**).

ADDITIONAL TERMS AND CONDITIONS OF THE NOTES

The below amendments to the Terms and Conditions of the Notes shall only apply to Final Terms, the date of which falls on or after the approval of this supplement.

The definition of LocalBasketPerf or Local Performance on page 531 of the Base Prospectus is hereby deleted and replaced as follows:

LocalBasketPerf or **Local Performance** means, in respect of a Selection of "n" Underlyings, the performance of such Selection calculated using one of the following formulae, on a Valuation Date indexed "t":

• *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:

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

where:

 ω^i means a weighting assigned to the Underlying indexed "i", as specified in the Final Terms;

n means the number of Underlyings in the Selection.

• *Best Of* means the highest ("Max") Individual Performance in the Selection, as calculated by the Calculation Agent in accordance with the following formula:

LocalBasketPerf (t) =
$$\underset{1 \le i \le n}{Max}$$
 (*IndivPerf* (*i*, *t*))

• *Worst Of* means the lowest ("Min") Individual Performance in the Selection, as calculated by the Calculation Agent in accordance with the following formula:

LocalBasketPerf (t) =
$$\underset{1 \le i \le n}{Min}(IndivPerf(i, t))$$

• **Ranked Weighted** means the weighted average of the Individual Performances of each Underlying in the Selection after these have been ranked from the lowest to the highest, as calculated by the Calculation Agent in accordance with the following formula:

$$LocalBasketPerf(t) = \sum_{j=1}^{n} \omega^{j} \times RankedIndivPerf(j,t)$$

where:

RankedIndivPerf(j,t) means the "j"th lowest determined Individual Performance amongst the Individual Performances of all Underlyings in the Selection, calculated by the Calculation Agent on the Valuation Date indexed "t"; and

 ω^{j} means a weighting assigned to the "j"th lowest Individual Performance, whose value will be specified in the Final Terms.

• **Individually Capped** means the weighted average of the Individual Performances of each Underlying in the Selection where each Individual Performance is capped, as calculated by the Calculation Agent in accordance with the following formula:

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

where:

 ω^i means a weighting assigned to the Underlying indexed "i", as specified in the Final Terms;

n means the number of Underlyings in the Selection; and

ICap means a percentage specified in the Final Terms.

GENERAL INFORMATION

From the date of this Supplement, item (3)(a) appearing on page 987 of the Base Prospectus is deleted and replaced as follows:

(a) "There has been no significant change in the financial or trading position of Natixis Structured Issuance SA since 31 December 2015 and there has been no material adverse change in the prospects of Natixis Structured Issuance SA since 31 December 2015."

From the date of this Supplement, item (4)(a) appearing on page 987 of the Base Prospectus is deleted and replaced as follows:

(a) "There are no governmental, legal or arbitration proceedings pending or, to Natixis Structured Issuance SA knowledge, threatened against Natixis Structured Issuance SA during the 12 months prior to the date hereof which may have or have had in such period a significant effect on the financial position or profitability of Natixis Structured Issuance SA."

From the date of this Supplement, item (9)(b) appearing on page 988 of the Base Prospectus is deleted and replaced as follows:

(b) "the consolidated financial statements of NATIXIS in respect of the financial years ended 2014 and 2015 (with an English translation thereof), in each case together with the audit reports prepared in connection therewith, and the annual financial statements of Natixis Structured Issuance SA in respect of the financial years ended 2014 and 2015. Natixis Structured Issuance SA currently prepares audited unconsolidated accounts on an annual basis and NATIXIS currently prepares audited consolidated accounts on an annual basis and NATIXIS currently prepares audited accounts on an annual basis;"