

Paris, March 12, 2015

**Share capital increase reserved for employees
under the Natixis employee savings plans**

Information document in accordance with articles 212-4 5° and 212-5 6° of the general regulations of the *Autorité des Marchés Financiers* (French Financial Market Authority or AMF), article 14 and Appendix IV of the AMF Instruction n°2005-11 of December 13, 2005 and subsequently amended
Code ISIN: FR0000120685

FRAMEWORK OF THE OFFER

Natixis S.A. (the "**Company**") is launching "Mauve 2015" - a share capital increase reserved for employees (the "**Offer**").

Authorisation of the Offer

The combined shareholders' meeting of May 21, 2013, in its sixteenth resolution, delegated authority to the board of directors of the Company to increase the share capital of the Company in one or several instalments, to a maximum nominal amount of forty-eight (48) million Euros by the issue of shares or other share-related securities, reserved for employees of French and foreign companies, within the scope of the Company's consolidated or combined financial statements pursuant to article L.3344-1 of the French Labour Code, which are members of a company or group employee savings plan.

Duration of the authorisation granted by the combined shareholders' meeting

The authorisation lasts for twenty-six months starting from the date of the combined shareholders' meeting on May 21, 2013.

Maximum number of shares that can be issued

A maximum number of 20,048,675 ordinary shares of the Company (the "**Shares**") can be issued under the Offer, representing a nominal value of 32,077,880 Euros, i.e the nominal amount of 48 million Euros authorised by the combined shareholders' meeting of May 21, 2013 reduced by 15,922,120 Euros, corresponding to the nominal amount of the shares subscribed under the previous « Mauve 2014 » offer.

Decisions to launch the Offer

The Company's board of directors, as authorised, decided on February 18, 2015 to proceed with a share capital increase reserved for employees up to the maximum nominal amount of 32,077,880 Euros.

DESCRIPTION OF THE OFFER

Reasons for the Offer

The purpose of the Offer is to give Natixis Group's employees the opportunity to participate in Natixis' development and results by investing in Shares through a company mutual fund (*Fonds Commun de Placement d'Entreprise* or "**FCPE**") under the conditions set out below.

Beneficiaries of the Offer

The scope of the Offer extends to the companies including Natixis S.A. and its subsidiaries of the following businesses: Wholesale Banking, Investment Solutions & Insurance and Specialised Financial Services (excluding financial participations, like Coface and its subsidiaries), which are members of the Natixis employee savings plan ("**PES**"), the Natixis international employee savings plan ("**PESI**"), the BPCE Assurances employee savings plan ("**PEE BPCE Assurances**") or the BPCE APS employee savings plan ("**PEE BPCE APS**").

The members of the PES, PEE BPCE Assurances, and PEE BPCE APS have their registered office in France ; the members of the PESI have their registered office or establishment in one of the following countries : Germany, Hong Kong, Italy, Luxembourg, Spain, the United Arab Emirates, and the United Kingdom.

The beneficiaries of the Offer are :

- employees who have, on June 26, 2015, an employment contract with a company member of the PES, PESI, PEE BPCE Assurances or PEE BPCE APS and a minimum three-month service with the Natixis Group on that date since January 1st, 2014 ; and
- retired employees and employees on early retirement, who still have assets in the PES, PEE BPCE Assurances or PEE BPCE APS ;

(together, the "**Beneficiaries**").

Employer's contribution ("Abondement")

Beneficiaries in France can benefit from an additional payment from their employer according to the provisions of the PES, PEE BPCE Assurances or PEE BPCE APS. Retired employees and employees on early retirement are not entitled to receive the employer's contribution.

Outside France, the Beneficiaries will benefit from a payment by their employer equal to 50% of their investment under the Offer and capped to 1,000 Euros gross (or the equivalent in local currency) in each and both investment formulas described below.

The employer's contribution will be invested in the Offer after deduction of any applicable taxes and social contributions.

Investment formulas

The Beneficiaries can subscribe for shares through two FCPEs under two proposed investment formulas: a classic formula and a guaranteed formula.

Under the classic formula, the Beneficiaries who hold units in the classic FCPE will be exposed to the Natixis share price fluctuations.

Under the guaranteed formula, the Beneficiaries who hold units in the guaranteed FCPE will receive, at maturity or in case of an early release, at least the amount of their initial investment (including the net amount of the employer's contribution invested under the guaranteed formula), plus a percentage on the potential performance of the Natixis share.

The features of the two formulas are detailed in the information brochure, the reservation form and the key investor information documents ("**KIID**") of the FCPE available on the website.

Overall and individual limits

The Offer is subject to the overall limit of a nominal amount of 32,077,880 Euros. If the subscription requests of the Beneficiaries (including employer's contribution) exceed this overall limit, they will be reduced by scaling back the highest reservations to comply with the overall limit.

The information brochure and the reservation form indicate the minimum and maximum amounts that each Beneficiary is allowed to invest in the Offer. In any case, he/she cannot invest, in accordance with the PES, PESI, PEE BPCE Assurances or PEE BPCE APS rules as well as article L.3332-10 of the French Labour Code, more than a quarter of his/her 2015 gross annual remuneration and the individual investment is capped to 50,000 Euros per subscriber (or the equivalent in local currency for Hong Kong, the United Arab Emirates and the United Kingdom).

Methods to determine the subscription price

The amount required to subscribe for a Share (the "**Subscription Price**") through the FCPE will be equal to the average opening Natixis share price on the Euronext Paris regulated market during the twenty (20) trading days preceding the date the Chief Executive Officer sets the subscription period, acting under the delegated authority of the board of directors, minus a 20% discount and rounded up to the nearest thousandth.

Subscription period

The reservation period to participate in the Offer will be open from April 8, 2015 to May 5, 2015 inclusive (the "**Reservation Period**"). The Subscription Price will be unknown during the Reservation Period.

The Subscription Price is anticipated to be set on June 23, 2015. The Subscription Price will be communicated to the Beneficiaries immediately after the Subscription Price has been set.

Once the Beneficiaries have been made aware of the Subscription Price, the Beneficiaries will be allowed to revoke their whole reservation during the subscription-revocation period (currently scheduled from June 23 to June 26, 2015 inclusive). Provided no revocation form from the Beneficiaries is received by the Company by June 26, 2015 at 11h59 pm (Paris time zone) at the latest, the reservation will become a definite and irrevocable subscription to the Offer.

The share capital increase is scheduled to take place on July 24, 2015.

The dates are indicative and will be fixed by the Chief Executive Officer, acting under the delegated authority of the board of directors.

Lock-in period

The units of the FCPEs invested in Shares, held by the Beneficiaries, will be subject to a lock-in period until May 3rd, 2020 inclusive, except in case of an early release authorised by the law pursuant to article R.3324-22 of the French Labour code.

Outside France, the cases of early release can be reduced in order to comply with the local legal and tax constraints.

CHARACTERISTICS OF THE SHARES

Admission to trading on a regulated market

Admission of newly issued Shares on Compartment A of the Euronext Paris regulated market will be requested from their issuance scheduled on July 24, 2015.

From the admission to trading on this market, the Shares will rank equally to the existing shares of the Company already admitted on this market and will be traded on the same line under the ISIN code: FR0000120685.

Nature, class of the Shares and rights attaching to the Shares

The newly issued Shares will be the Company's ordinary shares, and shall rank equally in all respects with existing shares in issue (i.e. will be fully fungible with existing ones). They will carry rights to dividends from January 1st 2015 and will be entitled to dividends distributed for the financial year ending December 31, 2015.

The voting rights attached to the Shares will be exercised by the supervisory boards of the FCPEs.

Other rights attached to the Shares are detailed in the Company's Articles of Association.

TOTAL AMOUNT OF THE OFFER

The share capital increase amount will be the number of Shares subscribed for by employees through the FCPEs under the Offer, multiplied by the Subscription Price.

HEDGING OPERATION

The mechanism of the guaranteed formula requires some hedging transactions to be performed starting from the date of this document and continuing throughout the Offer period.

THE INTERNATIONAL OFFER

The share capital increase carried out under the Mauve 2015 Offer is a private offer reserved for Natixis employees. This document does not constitute an offer to sell or a form of solicitation for the subscription of transferable securities.

Shares available for subscription through the FCPE under the Offer are not the subject of any recommendation from the governmental market authorities or regulatory authorities. No advice or recommendation of investment is provided by the Company or by a local employer. The investment decision is a personal one made by each Beneficiary, taking into account his/her financial resources, investment objectives, personal tax situation, other investment alternatives and the fact that the value of a listed share may fluctuate. Beneficiaries are invited to consider their investment portfolio's diversification to ensure that the risk is not excessively concentrated into a single investment.

The Company does not undertake to release or revise the forward-looking statements contained in this document or inform Beneficiaries about any changes in the conditions or circumstances related to the information provided in this document.

EMPLOYEES CONTACT

For any information on the Company or the Offer, employees are invited to consult the dedicated website that will be accessible on the launching of the share capital increase.