

2014 Remuneration Report for employees whose professional activities have a material impact on Natixis' risk profile *

1. Natixis' remuneration policy: overview

Natixis' remuneration policy is a key element in the implementation of its corporate strategy. The policy aims to set competitive remuneration levels with respect to its reference markets and is structured to encourage long-term employee commitment, while ensuring sound risk and compliance management. It reflects the individual as well as the collective performance of its business lines.

Natixis annually benchmarks its practices with those of other banks, in France and abroad, to ensure that its remuneration policy remains competitive and appropriate for each of its business lines.

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

- a fixed remuneration;
- an annual variable remuneration;
- collective remuneration schemes associated to employee savings plans (France).

Every employee receives all or some of these components, depending on their responsibilities, skills and performance.

Fixed remuneration reflects the skills, responsibilities and expertise expected in a specific position, as well as the role and level of seniority in the organization. It is set in accordance with the specifics of each business line in its local market.

Annual variable remuneration is conditional on having achieved predetermined quantitative and qualitative objectives, as formalised during the annual performance review.

Natixis has structured deferred variable remuneration schemes that apply not only to its "regulated" population in accordance with relevant regulations, but also to a number of employees not identified as regulated staff, in order to reinforce the link with Natixis' long-term performance.

2. Governance

The governance system set up by Natixis ensures a thorough review of its remuneration policy and the compliance with the implementation guidelines. Variable envelopes are determined in order to be consistent with Natixis' ability to meet its objectives in terms of capital requirements.

Defined by the Human Resources Department in collaboration with the business lines, the remuneration policy complies with the principles set up by the regulator and with applicable tax and social security legislation.

*As referred to in the CRDIV European Directive of June 26, 2013 and the European Commission Delegated Regulation of March 4, 2014, supplementing the Directive with regulatory technical standards on the identification criteria for employees whose professional activities have a material impact on the institution's risk profile, transposed into French Law in the Ordinance 2014-158 of February 20, 2014 completed by the Decree 2014-1315 and the Order of November 3, 2014.

The decision-making process involves several stages of approval by subsidiaries and business lines, Natixis' Human Resources Department and senior management, and finally by the Board of Directors following the recommendations of the Remuneration Committee.

The remuneration policy is also regularly reviewed independently by the internal audit department.

The remuneration policy for risk control and compliance staff, and in general for support staff, is based on their own targets, independently of the business lines whose operations they approve or monitor.

The Remuneration Committee*- composition and role

() Formerly the Appointments and Remuneration Committee until 17 December 2014*

Natixis' Remuneration Committee is composed of six members, three of whom are independent, and is chaired by an independent Director, as recommended by the Corporate Governance Code for publicly listed companies, published 16 June 2013 by AFEP and MEDEF.

Committee members cannot be corporate officers of Natixis, or be linked to Natixis or to a Natixis company by an employment contract, or be members of the Audit and Risk Committee.

As at 1 March 2015, the Remuneration Committee was composed as follows:

Nicolas de Tavernost	Chairman (independent)
Alain Condaminas	Member
Anne Lalou	Member (independent)
Didier Patault	Member
Henri Proglío	Member (independent)
Philippe Sueur	Member

The role of the Natixis' Remuneration Committee is to prepare the remuneration decisions made by the Natixis' Board of Directors, including for the "regulated" population. The duties and operating principles of the Remuneration Committee are specified in greater detail in internal bylaws, the latest version of which was approved by the Board of Directors on 17 December 2014.

The Remuneration Committee is in charge of preparing and analysing the proposals made to Natixis' Board of Directors regarding, in particular:

- the level and terms and conditions of remuneration paid to the Chairman of the Board of Directors of Natixis, including benefits in kind, pension plan, medical, death & disability plans, and share subscription or purchase options;
- the level and terms and conditions of remuneration paid to the Chief Executive Officer, and any Deputy CEOs, including benefits in kind, pension plan, medical, death & disability plans, and share subscription or purchase options;
- the review of Natixis' remuneration policy, in particular for categories of employees whose professional activities may have a material impact on Natixis' or the Group's risk profile;
- the monitoring of the remuneration paid to the heads of Risks, Compliance and Audit.

The Remuneration Committee reviews proposals regarding profit sharing and savings plans, and in particular proposals for capital increases reserved for Natixis employees, including share subscription or purchase plans and bonus share-based plans, to be submitted to the shareholders.

The Committee has access to all documents and information necessary to accomplish its missions and can call on assistance from internal control and external experts as and when needed.

Activities in 2014

The Committee met four times in 2014 and the attendance rate of its members was 95% over the full year.

Each Director’s participation in the meetings of the Appointments and Remuneration Committee is reported in Section 2.2 of the Natixis Registration Document.

In 2014, the Committee reviewed among other items the following topics:

<p>Executive corporate officers</p>	<ul style="list-style-type: none"> ▪ Determination of the fixed remuneration for the Chief Executive Officer for 2014 ▪ Determination of the fixed remuneration for the Chairman of the Board of Directors for 2014 ▪ Determination of the amount of variable remuneration for the Chief Executive Officer for 2013 based on the achievement of the predefined performance criteria ▪ Determination of the criteria to calculate the variable remuneration for the Chief Executive Officer for 2014 ▪ Set up of a long-term remuneration plan for executive corporate officers, in the form of a performance shares awards ▪ Review of Natixis’ decisions for corporate officers vs the French corporate governance guidelines “AFEP-Medef” for listed companies
<p>Remuneration policy and regulations</p>	<ul style="list-style-type: none"> ▪ Review of the compliance of Natixis’ remuneration policy with applicable regulations, and specifically regarding the “regulated employees” referred to in the CRDIV European Directive, transposed into French Law in the Ordinance 2014-158 of February 20, 2014 completed by the Decree 2014-1315 and the Order of November 3, 2014 ▪ Review of Natixis’ remuneration policy including the structure and amounts of variable remuneration per business line ▪ Review of the highest remunerations paid ▪ Definition and monitoring of the performance conditions applicable to deferred variable remuneration and to long-term incentive plans ▪ Variable remuneration amounts paid to “regulated persons” as well as the modalities of award and payments ▪ Review of the remuneration paid to the Heads of control functions (Risks, Compliance, Audit) ▪ Policy regarding professional equality
<p>Employee savings and shareholding</p>	<ul style="list-style-type: none"> ▪ Presentation of employee savings schemes at Natixis ▪ Review of the terms and conditions of the capital increase reserved for employees ▪ Review of 2014 profit-sharing plans (France)

3. Remuneration policy applied to employees whose professional activities have a material impact on Natixis' risk profile (hereinafter, without distinction, "regulated population" or "identified staff")

a) Scope of the regulated population

The identification of regulated persons at Natixis follows the criteria adopted by the European Banking Authority (EBA) in its technical standards published on 16 December 2013 and approved by the European Commission in its Delegated Regulation 604/2014 of 4 March 2014.

Persons are identified, either by applying one of the 15 qualitative criteria, because of their role and level of responsibility and their capacity to make material commitments for the bank in terms of risk, or by considering the amount of their total remuneration for the previous year in accordance with the three quantitative criteria defined by the regulator.

The process for identifying the regulated population is managed by the Human Resources, Compliance and Risk departments, and the conclusions are submitted to the Natixis Remuneration Committee and Board of Directors.

For 2014, **259 employees** were classified as "identified staff":

of whom 228 based on qualitative criteria:

- Directors (15);
- members of Natixis' Executive Management Committee (11);
- main managers in control functions (internal audit, risk, compliance) including members of "material business units", and other support functions who are not included in the categories above (total 43);
- managers of "material business units"⁽¹⁾, i.e., managers of material Natixis business lines and geographic regions who are responsible for regulated activities who are not included in the categories above (total 27) ;
- employees with credit authorisations that exceed the materiality thresholds defined by the regulation, managers of capital market activities who are responsible for market risks exceeding the materiality thresholds set by the regulator, and employees chairing New Products Committees, who are not included in the categories above (total 132).

⁽¹⁾ "Material business units" as defined in Delegated Regulation 604/2014 representing at least 2% of Natixis core equity.

of whom 31 based on quantitative criteria:

- persons whose total remuneration for 2013 falls within the 3 quantitative criteria specified in the regulations, and who have not already been identified by the qualitative criteria; specifically, employees whose total gross remuneration for the previous year exceeded 500,000 euros, or whose total remuneration paid in the previous year ranks them among the 0.3% highest-earning employees of Natixis or higher than the lowest-earning member of the Executive Management Committee.

The roles concerned are senior bankers, structured finance professionals, and, for capital market activities, structurers and sales.

The increase in the number of identified staff for 2014 (218 for 2013) mainly reflects the introduction of quantitative criteria, the concept of “material business unit” and the inclusion of members of the Board of Directors.

b) Remuneration terms and conditions for regulated staff

Employees are split into three categories:

- i. Members of the Board of Directors;
- ii. Chief Executive officer;
- iii. Other employees.

i) Members of the Board of Directors

Their remuneration consists exclusively of attendance fees, based on a predetermined amount. They receive no performance based variable remuneration.

The amount of attendance fees paid to members of the Board of Directors for 2014 as at 31 December 2014 amounted to €370,589.

ii) Chief Executive Officer

The components of the remuneration paid to Mr. Laurent Mignon are determined in compliance with Regulation CRD IV and the AFEP-MEDEF Code recommendations.

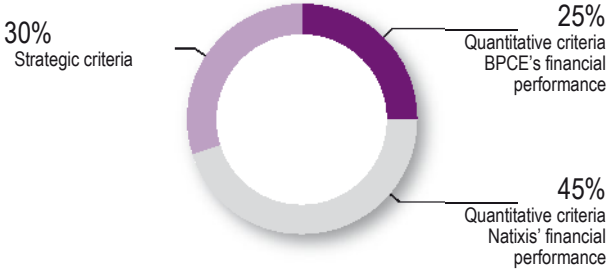
Mr. Laurent Mignon’s fixed remuneration as Chief Executive Officer of Natixis was €800,000 (gross) for 2014. This fixed remuneration, unchanged since 2009, also remains identical for 2015.

The structure of Mr. Laurent Mignon’s variable remuneration is determined based on the predetermined quantitative and strategic criteria submitted for review to the Remuneration Committee and then for approval to the Board of Directors.

For 2014:

- The following criteria were defined at the beginning of the year:
 - a) 70% of quantitative targets, of which 25% based on financial performance vs. the BPCE Group budget (4% net banking income, 13% net income (Group share), and 8% cost to income ratio), and 45% based on the performance of Natixis (11.25% net banking income, 11.25% net income (Group share), 11.25% cost to income ratio and 11.25% core tier 1 ratio).
 - b) 30% based on 4 personal strategic targets (7.5% each) linked to success of the Coface IPO, synergies with Banque Populaire and Caisse d’Epargne networks, insurance-related project development, and managerial performance.
- The target variable remuneration was set at €800,000 with a cap at 156.75% of the target amount.

PREDETERMINED PERFORMANCE CRITERIA - 2014 VARIABLE REMUNERATION



After reviewing the achievements compared to the various criteria, the variable remuneration awarded to Mr. Laurent Mignon for 2014 was set by the Natixis' Board of Directors at €1,017,374 which is 127.17% of the target variable remuneration, 65% of which will be deferred to 2016, 2017 and 2018, and 50% indexed to the Natixis share price:

AMOUNT OF VARIABLE REMUNERATION FOR 2014

- €355,374 will be paid in 2015, 50% of it indexed to the Natixis share price.
- €662,000 will be deferred over three years, 50% of it indexed to the Natixis share price, and will be paid in thirds in 2016, 2017 and 2018, subject to meeting performance and continued-employment conditions.

The Chief Executive Office and all regulated employees, are prohibited from entering into hedging or insurance arrangements to limit the impact of the risks inherent in the terms and conditions of their variable remuneration.

In order to align shareholders' and Chief Executive Officer's interests more closely over the long term and in line with the "New Frontier" strategic plan, Natixis' Board of Directors granted 31,995 performance shares to Mr Laurent Mignon, following the positive recommendation of the Appointment and Remuneration Committee, on 31 July 2014.

Those shares will be fully vested only after four years, subject to continued employment and performance conditions based on Natixis' ROTE (Return On Tangible Equity) targets specified in the "New Frontier" strategic plan. Furthermore, 30% of the shares delivered at the end of the vesting period will be subject to holding requirements until the end of his mandate as Natixis Chief Executive Officer.

Mr. Laurent Mignon has no supplementary pension plan. Detailed information on other benefits granted to Mr. Laurent Mignon is disclosed in the Natixis Registration Document (Chapter 2).

iii) Other regulated persons

Remuneration terms and conditions comply with Regulation CRD IV and are consistent with the remuneration guidelines followed by Natixis.

Fixed remuneration reflects the skills, responsibilities and expertise expected in their job, as well as the role and weight of their jobs in the organization. It is set in accordance with the specifics of each business line in its local market.

Annual variable remuneration is conditional on having achieved quantitative and qualitative targets that are predetermined and formalised at the annual performance review, and relates to specific risk management and compliance targets.

The payment of any portion of the variable remuneration for a given year is conditional and deferred until it reaches at least €100,000.

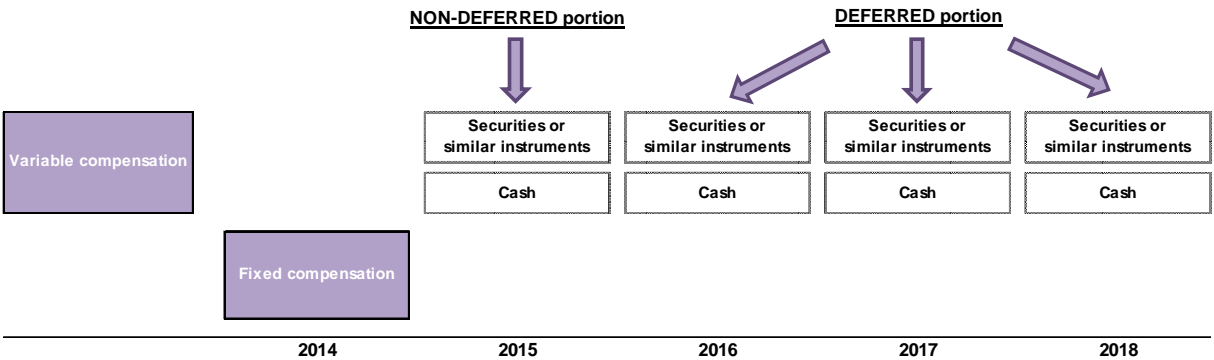
The payment is spread over the three years following the grant year.

For variable remuneration granted for 2014:

- 50% of the non-deferred portion of the variable remuneration granted is paid in cash in March 2015 and half in October 2015, the latter is indexed to Natixis share price growth since the award;
- the deferred portion of the variable remuneration granted represents at least 40% of the variable remuneration, and 70% of the highest variable remuneration amount (gradual scale).

Variable remuneration granted in the form of securities or equivalent instruments represents 50% of the variable remuneration granted to regulated persons. This rule applies to both the deferred conditional component of the variable remuneration, and to the immediately acquired component.

Regulated employees : Remuneration terms and conditions for 2014



Acquisition and payment of deferred variable remuneration is subject to performance targets related to the results of Natixis, the business line, individual criteria, and a continued employment condition. These conditions are explained precisely and explicitly when the remuneration is granted.

Deferred variable remuneration items during the vesting period may be cancelled or withdrawn if the employee's behaviour exposes Natixis to unusual or material risk.

Employees are also required to meet the predetermined annual objectives in terms of risk and compliance.

Guaranteed variable remunerations are prohibited, except for hires outside BPCE Group. In such cases, the guarantee is strictly limited to one year.

Lastly, it should be noted that the use of individual hedging or insurance strategies to limit the impact of the inherent risk in their remuneration arrangements is prohibited.

Lastly, it should be noted that the variables applied to all regulated persons comply with the regulatory cap on fixed remuneration defined by the regulation.

For the record, the article L. 511-78 of the French Monetary and Financial Code transposing the "CRD IV" Directive 2013/36/EU into French law, sets a cap on the variable component at 100% of the fixed component of the total remuneration paid to the regulated population of Natixis unless the General Meeting approves a higher ratio which must in any case not exceed 200%.

Natixis General Meeting of 20 May 2014 approved a variable component cap at 200% of the total fixed remuneration paid to the regulated population. A similar resolution will be submitted to the next Natixis General Meeting scheduled for 19 May 2015 regarding remuneration for and after 2015. In accordance with the Article L. 511-78 of the French Monetary and Financial Code, the voting rights of regulated persons are not taken into account for the purposes of this resolution.

Natixis has set the cap at 200% of the fixed component to ensure the competitiveness of its employees' remuneration.

This cap is intended to ensure that Natixis does not find itself with a un-level playfield in highly specialised and restricted employment markets, especially outside the European Economic Area where local players are not subject to regulatory caps on variable remuneration, or within Europe in financial markets outside the scope of the CRD IV regulations (investment funds, risk-capital funds, and others).

It should further be noted that Natixis continues to apply to all front-office employees involved in capital market activities, variable-remuneration policies similar to those applied to regulated persons (with, in particular, a three-year deferral of a percentage of their variable remuneration partly in the form of securities or similar instruments), with the exception of the performance condition and the cap of variable compensation vs fixed remuneration.

4. Aggregated quantitative information

(amounts expressed in thousands of euros, excluding employer's contributions and collective shareholding and incentive plans)

BREAKDOWN BY ACTIVITY

2014 grants	Senior Management-Executive	Board	BGC	Control functions	Other	Total
Number of employees	11	15	173	40	20	259
Fixed compensation	5 520 000	370 589	40 051 222	6 643 106	3 552 959	56 137 876
Variable compensation	8 207 374	-	51 445 689	4 464 336	2 602 500	66 719 899
Total Compensation	13 727 374	370 589	91 496 911	11 107 442	6 155 459	122 857 775

2014 Financial Year	Management	Other	Total
Headcount	26	233	259
Total compensation	14 097 963	108 759 812	122 857 775
- o/w fixed compensation	5 890 589	50 247 287	56 137 876
- o/w variable awards	8 207 374	58 512 525	66 719 899
- o/w non deferred	2 889 016	31 970 393	34 859 409
- o/w cash	1 338 984	18 590 208	19 929 192
- o/w share-indexed	1 550 032	13 380 185	14 930 217
- o/w other instruments	-	-	-
- o/w deferred	5 318 358	26 542 133	31 860 491
- o/w cash	1 865 955	13 201 095	15 067 050
- o/w share-indexed	3 452 406	13 341 095	16 793 501
- o/w other instruments	-	-	-
Outstanding deferred variable remuneration	4 256 038	32 263 908	36 519 946
2014 vesting of deferred remuneration granted during previous exercises	1 618 088	12 174 694	13 792 782
- Malus	-	-	-
Severance payments made during financial year	-	2 532 264	2 532 264
Number of beneficiaries of severance payments made during financial year	-	6	6
Highest individual severance payment	-	1 200 017	1 200 017
Sign-on payments	-	3 714 157	3 714 157
Number of beneficiaries of sign-on payments	-	6	6

In 2014, 19 employees whose professional activities have a material impact on the entity's risk profile (42% of them employed out of France) received more than €1 million in total remuneration.

Total remuneration in euros	Headcount
1 000 000 to 1 500 000 EUR	9
1 500 000 to 2 000 000 EUR	5
2 000 000 to 2 500 000 EUR	5
2 500 000 to 3 000 000 EUR	-
3 000 000 to 3 500 000 EUR	-
3 500 000 to 4 000 000 EUR	-
4 000 000 to 4 500 000 EUR	-
4 500 000 to 5 000 000 EUR	-