



**SUPPLEMENT DATED 4 DECEMBER 2006 TO THE INFORMATION  
MEMORANDUM DATED 12 JULY 2006**

**NATIXIS  
(Formerly NATEXIS BANQUES POPULAIRES)**

**€6,000,000,000**

**EURO COMMERCIAL PAPER AND CERTIFICATE OF DEPOSIT PROGRAMME**

This Supplemental Information Memorandum is to be read in conjunction with, and shall form part of, the Information Memorandum dated 12 July 2006 (the "Information Memorandum") in connection with the Euro Commercial Paper and Certificate of Deposit Programme referred to above. Unless the context otherwise requires, terms defined in the Information Memorandum shall have the same meaning when used in this Supplemental Information Memorandum provided that references in the Information Memorandum and in any document referred to, or incorporated by reference, therein to "Natexis Banques Populaires" or "NBP" shall, and unless the context requires otherwise, be deemed to be a reference to "NATIXIS".

This Supplemental Information Memorandum shall be deemed to amend the Information Memorandum to reflect the following recent development:

**1 BUSINESS COMBINATION**

On 17 November 2006, a general shareholders' meeting of the Issuer approved the formation of NATIXIS by the combination of the corporate and investment banking and financial services activities of Groupe Banque Populaire and Groupe Caisse d'Épargne as more fully described in Document E available on the Issuer's website: "[www.natixis.fr](http://www.natixis.fr)". The shareholders' meeting also (i) approved the change of the legal and commercial name of the Issuer from Natexis Banques Populaires to NATIXIS, (ii) approved the change of the Issuer's legal corporate form from a *société anonyme avec Conseil d'administration* to a *société anonyme avec Directoire et Conseil de surveillance* and (iii) appointed the new *Conseil de surveillance* (Supervisory Board) (which subsequently appointed the *Directoire* (Management Board)). As a result of this combination, the Issuer's structure and activities have been modified as further described below.

**2 DESCRIPTION OF NATIXIS**

The section entitled "**Description of Natexis Banques Populaire**" on page 8 to 13 of the Information Memorandum is hereby deleted and replaced by the following:

NATIXIS (formerly known as Natexis Banques Populaires) is a French limited liability company, *société anonyme à directoire et conseil de surveillance*, registered with the Registre du Commerce et des Sociétés de Paris under No. 542 044 524. It is currently governed by the commercial company regulations, the provisions of the French Monetary and Financial Code and its bylaws. Its corporate existence is fixed by its bylaws for 99 years, expiring on 9 November 2093.

NATIXIS is the fourth largest banking group in France and the fifteenth largest in Europe based on Tier 1 capital as of December 31, 2005. It is affiliated with the Groupe Banque Populaire and the Groupe Caisse d'Epargne, two leading French mutual banking groups with strong customer bases, particularly in retail banking. Taken together, the two groups rank second in the French market for service to individuals, first among small and medium enterprises (SMEs) and second among professionals.

NATIXIS has a diversified range of activities encompassing a complete and balanced spectrum of financial services. Its business includes corporate and investment banking, asset management, services, receivables management, private equity and private banking, as well as retail banking through its 20% ownership interests in the Banques Populaires and Caisses d'Epargne networks, as well as the distribution of retail products and services conceived primarily for the retail networks and their customers.

The Group recorded pro forma net banking income of €5,857 million in 2005 and €3,863 million in the first half of 2006, and pro forma net income (group share) of €1,662 million in 2005 and €1,360 million in the first half of 2006. As of June 30, 2006, the group's pro forma total assets were €455 billion and its pro forma group share shareholders' equity was €16.7 billion. The Group's pro forma total solvency ratio as of June 30, 2006 was 11.5% (corresponding to a CAD ratio of 144%), and its Tier 1 ratio was 11.5% (8.7% after deducting 50% of the value of the CCIs from Tier 1 capital). The entities in the Group had more than 21,000 employees as of June 30, 2006.

### ***Businesses of the Group***

The Group holds strong positions in France and internationally in its principal business lines. It operates primarily in six business segments:<sup>1</sup>

- ***Retail banking*** (accounted for by the equity method; 24% of adjusted net income in 2005 through the CCIs). NATIXIS engages in retail activities both through its 20% economic interests in two leading French retail banking networks, the Banques Populaires and the Caisses d'Epargne, and through services distributed primarily through these networks. These activities taken together account for approximately 38% of the 2005 adjusted net income of the Group.

The networks of the two shareholder groups are similar in size but have distinctive and complementary market positions:

- The Caisses d'Epargne form the third largest banking network in France. With 11 million customers with demand deposit accounts, the Caisses d'Epargne are focused on individual customers. They also offer a full range of services to meet the development needs of local authorities, public housing organizations, real estate professionals and local businesses.
- The Banques Populaires network is a leader in the professional and SME market segment and also has a strong base of individual customers. It has 6.8 million customers, including 5 million individual customers with demand deposit accounts.

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<sup>1</sup> The share of net income by business line excludes non-segment net income, and is based on adjusted economic data. The calculation of adjusted economic data is set forth in documents filed by NATIXIS with the French *Autorité des marchés financiers*.

The two networks taken together rank second in the French market on the basis of number of customers with demand deposit accounts (16 million customers in total) and customer deposits and savings (approximately €440 billion in total as of June 30, 2006, including life insurance and mutual funds). For more than five years, the two networks have posted significant growth rates in terms of net income, savings (including demand deposit accounts) and loans outstanding, with combined compound annual growth rates of 14%, 5.4% and 9%, respectively.

- **Corporate and Investment Banking** (38% of adjusted net income in 2005). NATIXIS has a significant presence in the European market and is one of the top corporate and investment banking groups in France. It combines the capital markets expertise of IXIS Corporate and Investment Bank with the strength of Natexis Banques Populaires in financing. NATIXIS provides a broad offering of products and solutions to corporate and institutional customers in areas such as corporate lending and structured finance, capital markets (interest rates, credit, exchange rate, commodities), derivatives, securitization and Corporate Solutions. The Group has relationships in France with all of the groups in the CAC 40 index and more than 80% of the groups in the SBF 250 index, as well as strong positions internationally, with almost half of the segment's 2005 adjusted net banking income originating outside France, principally in the United States and Europe.
- **Asset Management** (12% of adjusted net income in 2005). NATIXIS is a Franco-American leader that is rapidly developing a position as a major global asset manager. It holds a leading position in both retail and institutional asset management in France, and has a significant and visible presence in the United States, due to the contribution of IXIS Asset Management Group. The Group is ranked among the top 15 global asset managers, with €34 billion of combined assets under management as of December 31, 2005. Its multi-specialist structure, with numerous U.S. and French asset managers specialized by product type, gives it strong positions both in standardized products for the retail and life insurance markets, as well as tailor-made solutions for the most sophisticated institutional customers. Its products are managed by specialized affiliates with well-recognized brand franchises, and distributed globally through a proprietary distribution platform, as well as through the Group's affiliates in France (including the two retail networks). Assets under management grew at a compound annual growth rate of 14% for the period from 2002 to 2005.
- **Services** (12% of adjusted net income in 2005). The services business includes transaction processing business lines (securities services, and electronic banking and payments) and four business lines offering a range of financial products and services for distribution through the retail bank networks (insurance, guarantees and sureties, consumer finance and employee benefits planning). NATIXIS also offers certain services to unaffiliated financial institutions. NATIXIS occupies a leading position in most of these business lines (in France for employee benefits planning, retail custodial services and electronic banking, and at the European and international levels for institutional custodial services).
- **Receivables Management** (8% of adjusted net income in 2005). NATIXIS is a global leader in receivables management, offering a full range of financial services

to French and international businesses, including credit insurance, business information services, factoring and receivables collection. The receivables management offering is provided by Coface, the world's third leading credit insurer, which operates directly in 60 countries and serves over 87,000 customers, as well as Natexis Factorem and GCE Affacturage, which have developed strong relationships for factoring services with the retail networks.

- ***Private Equity and Private Banking*** (6% of adjusted net income in 2005). Natexis Private Equity is a leader in the small- and mid-cap segment of the French private equity market, managing over €2.3 billion of assets as of December 31, 2005, invested in expansion capital, LBOs, funds of funds and venture capital assets, with interests in over 700 companies representing a diverse range of industries and geographic regions. The Group's private banking business manages approximately €14 billion of assets (including collective management) for high-net worth individuals, particularly customers of the Banques Populaires and Caisses d'Épargne networks.

In addition to these business lines, CIFG, which provides financial guaranty insurance, accounted for approximately 1% of adjusted net income in 2005.

### ***A robust and integrated business model***

NATIXIS has a robust and integrated business model that is designed to optimize cross-selling. NATIXIS benefits from a number of competitive advantages that will foster its rapid growth, including the following:

- ***Privileged access to two leading, rapidly growing retail banking networks with a strong customer base.*** The Group will benefit from the customer relationships of the Banques Populaires and the Caisses d'Épargne retail networks, which have a combined total of 16 million customers with demand deposits. The complementarity of their positions along with the dynamics of their development will allow for the natural growth of NATIXIS. The potential for growth is significant for individual customers, given the broad customer base of the Caisses d'Épargne and the expanding position of Banques Populaires (especially with regard to affluent customers). The Groupe Banque Populaire is the leader in the SME market, and second in the professionals market, while the Groupe Caisse d'Épargne is number one for public housing and the leading partner of real estate professionals.
- ***Leading and state of the art product platforms in France and internationally.*** The Group combines the historical strength of Natexis Banques Populaires in financing products with the leading investment banking product range of IXIS Corporate & Investment Bank. Internationally, the Group holds strong positions in a number of areas: the corporate and investment banking segment realized almost half of its adjusted net banking income outside France in 2005; the asset management segment realized more than 60% of its adjusted net banking income in the United States in 2005; and Coface is a worldwide leader in credit insurance ranked third globally with a 19% market share and a direct presence in 60 countries. The group benefits from strong global business lines in sectors such as commodities (especially energy), structured finance (real estate finance, LBOs, aircraft financing) and in many other business lines (including asset management and securitization). The complementary international activities of the two groups and the dynamic of their development should provide a springboard for robust international expansion while

reducing the development costs that each group would have incurred on its own in the absence of the Combination Transactions.

- ***A powerful customer base that provides numerous opportunities for cross-selling and growth.*** The Group will benefit from the historically strong position of Natexis Banques Populaires with major corporate and mid-cap customers in France, as well as strong institutional customer relationships historically developed by IXIS Corporate & Investment Bank. NATIXIS holds a position as a leading investment bank for corporate customers, thanks to a wide range of services such as capital markets, corporate solutions, securitization, employee benefits products, lease financing and receivables management, as well as for institutional customers, to whom it offers a broad range of services such as asset management, cash management, structured finance and capital markets.

### ***A growth-driven strategy***

NATIXIS intends to capitalize on both the natural growth of its business lines and the opportunities resulting from the Combination Transactions to pursue a strategy of significant and profitable growth, building on the success of the two founding groups over the past several years. The strategy includes the following initiatives:

- **Accelerate growth in each business line:**
  - ***Accelerate growth trend already underway.*** In the majority of its main business lines, NATIXIS and its predecessors have successfully engaged for a number of years in ambitious growth initiatives. NATIXIS intends to further accelerate development of these initiatives, as they will constitute the base for the Group's objectives for 2010 (described below). In corporate and investment banking, NATIXIS will focus on increasing its share of business with existing clients, accelerating international expansion in Continental Europe and United States, gradually increasing development in Asia and further deepening product expertise in capital markets and structured finance. In Asset Management, NATIXIS plans to integrate distribution in France, pursue a multi-boutique strategy in the US and move towards open architecture in Europe. In Services, the focus will be placed on developing open industrial platforms and leveraging the distribution potential of the two retail networks.
  - ***Leverage on two growth drivers in retail banking.*** The combined distribution capability of the retail networks creates significant opportunities, both for products for individuals in areas such as asset management, consumer finance and private banking, and for services to SMEs and professionals, such as receivables management, commercial and investment banking (lease finance in particular) and employee benefits planning. The product and service offering of NATIXIS is a strong fit for the strategy of the two networks to increase the proportion of their customers' assets in financial savings products such as life insurance and mutual funds and to increase their business with their customer base of individuals, professionals and businesses. In addition to revenue flows from new distribution opportunities, NATIXIS will benefit, through the CCIs, from the improvement of operating performance of the Banques Populaires and Caisses d'Epargne networks.
  - ***Systematically develop cross-selling opportunities for corporate and institutional customers.*** The Group's strengthened coverage function, with an enhanced role for senior bankers, is designed to enhance cross-selling and to develop the Group's

overall business. The Group's business teams, in coordination with the coverage group, will seek to increase the sale of the Group's entire offering to corporate (including mid-caps) and institutional customers with a view to maximizing the profitability of the Group's customer relationships. In particular, NATIXIS aims to cross-sell an integrated product offering to its retail clients that encompasses asset management, employee benefits, structured products, wealth management and consumer finance. NATIXIS also intends to cross-sell to corporate customers the entire spectrum of products, from capital markets to corporate solutions, securitization, employee benefits products, lease financing and receivables management. For institutional investors, NATIXIS will be able to cross-sell a full range of services such as asset management, cash management, structured finance and capital markets.

- *Seek to generate annual net revenue synergies of €298 million by 2010.* The complementarity of the business lines and of the customers of the Group offers broad opportunities to achieve synergies, particularly revenue synergies. Management has identified potential net pre-tax revenue synergies of €298 million per year that the Group will seek to achieve in full by 2010. No assurance can be given, however, that NATIXIS will actually be able to realize these synergies.
- **Improve profitability and pursue a prudent risk profile:**
  - *Control costs in a growth environment.* NATIXIS intends to grow in businesses which represent a high potential for profitability, and in which its leading positions offer the best growth perspectives. It will pursue this strategy by developing its structured finance business in France and internationally, reinforcing its position as an arranger, growing the share of its net banking income represented by commissions and growing its multi-specialist, multi-boutique model in asset management.
  - *Seek to achieve annual net cost synergies of €224 million by 2010.* The complementarities of the entities that have come together to create the new Group will allow NATIXIS to generate cost synergies, particularly through the pooling of development costs that the two founding groups would have incurred in the absence of the Combination Transactions, as well as the reorganization of the Group's activities. Management has identified potential net pre-tax synergies of €224 million per year that the Group will seek to achieve in full by 2010. No assurance can be given, however, that NATIXIS will actually be able to realize these synergies.
  - *Optimize the use of its capital base.* In all businesses, NATIXIS will emphasize products with high return on investment in which the Group enjoys a recognized expertise. NATIXIS also intends to optimize its capital base through techniques such as Credit Portfolio Management, securitization, and internal valuation models used in capital markets activities.
  - *Maintain a prudent risk profile and a strong financial base.* The Group intends to maintain a diverse portfolio and to maintain its cost of risk at a low level, through its balanced range of business lines, its geographic diversity and its diversified base of customers and loans. NATIXIS will also maintain a reduced exposure to volatility by maintaining its retail banking activities at around 40% of its consolidated net income, and by taking advantage of the low level of correlation of its various business lines (such as corporate and investment banking, services and receivables management). NATIXIS will seek to maintain a financial structure

compatible with a rating in the AA range and a Tier 1 ratio of at least 8.5% (based on the deduction of 50% of the value of the Banques Populaires CCIs and Caisses d'Epargne CCIs from Tier 1 capital).

This strategy is intended to allow NATIXIS to reach an average annual growth rate (based on adjusted economic data) of approximately 10% in net banking income over the 2005-2010 period, with an annual rate of growth (based on adjusted economic data) in net income of approximately 13%, and to reduce the Group's cost-to-income ratio to 60% by 2010, with a return on equity close to 16%. No assurance can be given, however, that NATIXIS will actually be able to realize these objectives.

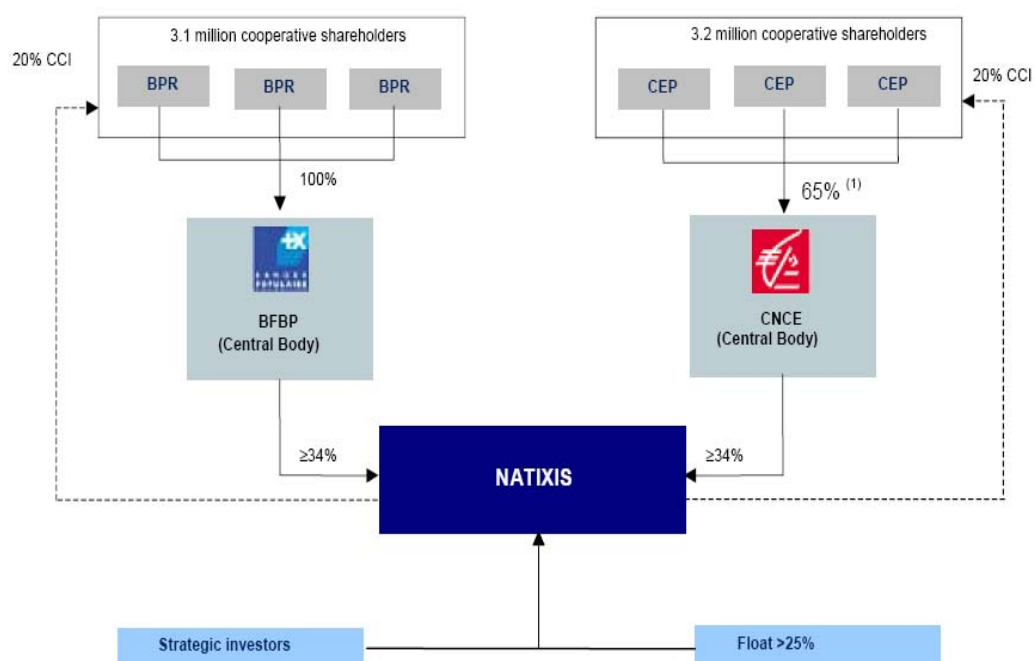
Additionally, the integration process will be driven by a well seasoned management with a deep knowledge of the combined entities and with an extensive successful experience of mergers in the banking industry. NATIXIS will also benefit from stable shareholders committed to maintaining their direct ownership above 34% for 10 years, corporate governance at market standards and clear commercial and operating relationships between NATIXIS and the networks.

This overall strategy will be implemented through a number of strategic initiatives in each of the group's principal business lines, designed to produce robust growth, to enhance the group's profitability and to maximize creation of value for shareholders (to whom the Group intends to distribute 50% of consolidated net income annually).

#### *A stable shareholder base*

NATIXIS has the benefit of a stable and financially sound shareholder base. The Combination Transactions were structured so as to ensure that each group would hold equivalent ownership interests of at least 34% each (on a fully diluted basis) in NATIXIS following the transaction. BFBP and CNCE have entered into a shareholders' agreement that will, among other things, ensure that they maintain equivalent ownership interests for at least ten years following the completion of the Combination Transactions.

The following diagram illustrates the ownership structure of NATIXIS following the completion of the Combination Transactions and certain related transactions (with interests indicated on a fully diluted basis).



(1) 35% of the share capital of CNCE is currently held by the Caisse des Dépôts et Consignations. This interest will be repurchased, increasing the interest of the Caisses d'Epargne to 100%.

## SUMMARY FINANCIAL INFORMATION

The following consolidated financial and operating data is a summary of financial information contained in documents filed by NATIXIS with the French *Autorité des marchés financiers*.

### Unaudited Pro Forma Data for NATIXIS

The following summary unaudited *pro forma* consolidated financial information has been derived from NATIXIS' unaudited *pro forma* consolidated financial statements as of and for the dates indicated. The unaudited *pro forma* consolidated financial statements have been prepared as if the Combination Transactions had taken place on January 1, 2005. They reflect certain assumptions described in documents filed by NATIXIS with the French *Autorité des marchés financiers*.

The unaudited *pro forma* consolidated financial statements have been prepared for illustration only, and do not reflect the results which NATIXIS would have had if the combination had actually taken place on January 1, 2005. There can be no assurance that the trends indicated by the *pro forma* financial statements are representative of NATIXIS' future results or performance.

### Summary Unaudited Pro Forma Consolidated Balance Sheet Data

<i>in millions of euros</i>	As of December 31, 2005	As of June 30, 2006
Interbank assets.....	133,528	125,278
Customer loans.....	78,346	86,571
Financial assets at fair value through profit or loss.....	149,835	165,850
Available-for-sale financial assets.....	33,476	33,480
Held-to-maturity financial assets.....	7,053	7,124
Other assets .....	35,613	36,509
<b>Total Assets.....</b>	<b>437,851</b>	<b>454,812</b>
Financial liabilities at fair value through profit or loss.....	132,322	128,844
Interbank liabilities.....	125,219	137,323
Customer deposits and other customer liabilities.....	57,480	50,899
Debt securities.....	46,228	57,737
Technical reserves of insurance companies.....	27,414	29,204
Provisions for risks and charges.....	673	646
Other liabilities .....	22,924	23,667
Subordinated debt .....	9,145	9,126
Minority interests .....	635	682
Shareholders' equity .....	15,811	16,684
<b>Total Liabilities and Shareholders' Equity.....</b>	<b>437,851</b>	<b>454,812</b>

### Summary Unaudited Pro Forma Consolidated Income Statement Data

<i>in millions of euros</i>	Year ended December 31,	Six months ended June 30,	
	2005	2005	2006
Net banking income.....	5,857	2,829	3,863
Gross operating income.....	1,764	954	1,461
Cost of risk.....	(108)	(24)	18
Net operating income.....	1,656	930	1,479
Net income, group share.....	1,662	880	1,360



## Summary Unaudited Pro Forma Consolidated Operating Data

<i>in millions of euros except percentages</i>	<b>As of December 31, 2005</b>	<b>As of June 30, 2006</b>
Total customer loans(1).....	79,616	87,742
Doubtful loans .....	1,446	1,317
Ratio of provisions to doubtful loans(2).....	56.52%	56.35%
Risk-weighted assets(3).....	116,018	120,283
Tier 1 solvency ratio (after deduction of 50% of the Banques Populaires CCIs and Caisses d'Epargne CCI)s(4).....	8.5%	8.7%
Tier 1 solvency ratio.....	11.4%	11.5%
Total solvency ratio(5) .....	11.5%	11.5%
Cost-to-income ratio.....	70%	62%

- (1) Excluding interbank assets, and before deducting individual and collective provisions.
- (2) Ratio of specific provisions to doubtful loans, without taking into account collective provisions.
- (3) Risk-weighted assets are determined under the method for calculation of the European solvency ratio (the CAD ratio), as set forth in documents filed by NATIXIS with the French *Autorité des marchés financiers*.
- (4) The deduction of 50% of the value of the CCIs from Tier 1 Capital illustrates the expected future application of the Basel II reform.
- (5) This ratio corresponds to an overall regulatory CAD ratio of 144% as of both December 31, 2005 and June 30, 2006.

The members of the Issuer's Supervisory Board as at 17 November 2006 are: Charles Milhaud, BFBP represented by Michel Goudard, CNCE represented by Nicolas Mérimol, Vincent Bolloré, Bernard Comolet, Claude Cordel Jean-François Comas, Jean-Claude Créquit, Stève Gentili, Francis Henry, Yvan de La Porte du Theil, Bruno Mettling, Jean-Charles Naouri, Didier Patault, Henri Proglgio, Philippe Sueur, Jean-Louis Turret and Robert Zolade.

The members of the Issuer's Management Board as at 17 November 2006 are: Philippe Dupont, Dominique Ferrero, François Ladam and Anthony Orsatelli."

Copies of the Information Memorandum and this Supplemental Information Memorandum and all documents incorporated by reference are available free of charge at the specified office of the Issuer and the Paying Agent. In addition, such documents are available on the Issuer's website: "[www.natixis.fr](http://www.natixis.fr)".

To the extent that there is any inconsistency between (a) any statement in this Supplemental Information Memorandum and (b) any of the statement in or incorporated by reference in the Information Memorandum, the statements in this Supplemental Information Memorandum will prevail.