# **Natexis Banques Populaires**

2004 results



### Disclaimer

This presentation contains forward-looking statements with respect to the targets and strategy of Natexis Banques Populaires.

These forward-looking statements are of necessity based on a number of general and specific assumptions, and are subject to risks and uncertainties that could cause the future results of Natexis Banques Populaires to differ materially from those expressed in such statements.

Investors are advised to have due regard for these risks and uncertainties before taking a decision based on the contents of this presentation.

As of the 2004 half-year financial statements, Natexis Banques Populaires has presented its results on the basis of its new organization structure comprising four business lines. 2003 figures have been restated accordingly.



# Contents

Banque Populaire Group	
Significant events of 2004	5
Consolidated results	6
Contribution by business line	7
Operating expenses	8
Provisions for loan losses and financial position	9-10
Return on equity	11
Natexis Banques Populaires	
Statement of income	13
Results by business line	15
Operating expenses	27
Provisions for loan losses and financial position	28-29
2007 Business Plan	30
NBP share	37
Conclusion	38
Appendices	
Changes in scope of consolidation	40
Additional information on business lines	41-47
Industry and geographical exposure	48-49
Additional information on 2007 Business Plan	52-55





### Significant events of 2004

- Strong growth in business
  - ➤ Net banking income up 8%
- Sharp increase in gross operating income: up 12% and further improvement in operating efficiency
  - ➤ Cost/income ratio down 1.2 percentage points
- Net income up by a strong 24% earnings capacity €1.2 billion
- Continued robust financial position:
  - ➤ Tier One Ratio: 9.1%
- Increase in Natexis Banques Populaires dividend: 32%\*



<sup>\*</sup> To be proposed at the AGM of May 19, 2005 Changes: 2004 vs 2003

# Consolidated results

€ millions	2004	2003	Change On comp. structure*	
Total net banking income	7,640	7,066	+8%	+6%
Gross operating income	2,545	2,270	+12%	+9%
Operating income	2,065	1,705	+21%	+18%
Net income	1,059	853	+24%	+21%
Earnings capacity*	1,174	1,022	+15%	+12%

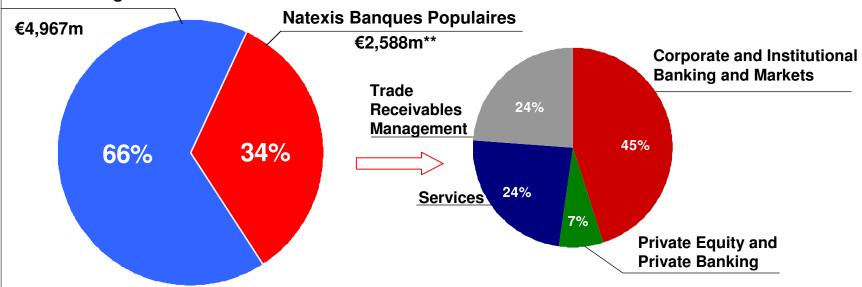


<sup>\*</sup> See p. 40 for changes in scope of consolidation

<sup>\*\*</sup> Net income + year's charge to fund for general banking risks

### Contribution by business line



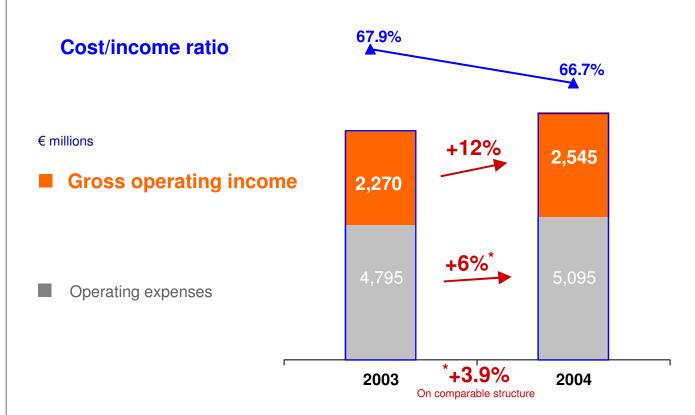




<sup>\*</sup> Banques Populaires retail banking: 22 Banques Populaires banks (20 Banques Populaires regional banks, CASDEN Banque Populaire and Crédit Coopératif) + Crédit Maritime Mutuel + BICEC + SBE

<sup>\*\*</sup> Including intragroup business

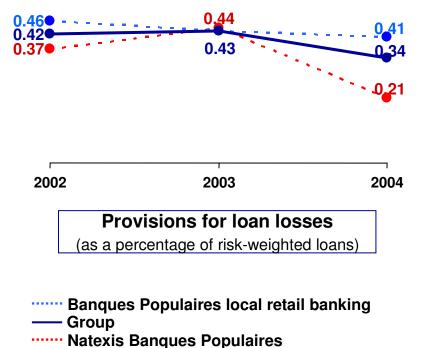
# Operating expenses





### Provisions for loan losses

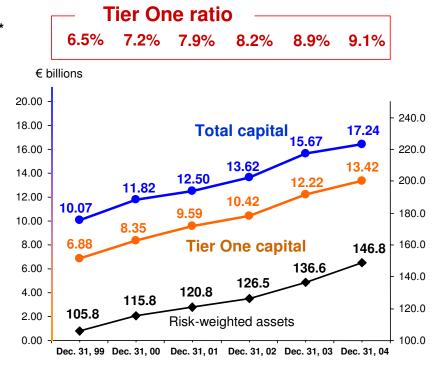
- Consolidated provisions for loan losses down 15% to €480 million
- Decrease for Banques Populaires local retail banking (0.41% vs 0.43% in 2003)
- Sharper decrease for Natexis Banques Populaires (0.21% vs 0.44% in 2003)
- Provision coverage of non-performing loans strengthened for both Banques Populaires and Natexis B.P., bringing the consolidated total to 69.1%, a rise of 1.9 percentage points
- General provisions at Natexis Banques Populaires virtually unchanged





### Financial position

- Financial position further strengthened with €1.2 billion increase in capital base\*
- Tier One ratio one of the highest in the banking sector at 9.1%, with no downturn in growth momentum (riskweighted assets up 7.5%)
- Growth in capital \* over 5 years: 97% CAGR over 5 years: 14%





<sup>\*</sup> Tier One regulatory capital

### Return on equity

- High return on equity: ROE = 14.1%\* with:
  - > Sustained investment (information technology, branch network, etc.)
  - > Strong growth in 2004 reference capital (18%)
- Excellent return on equity for Banques Populaires local retail banking
- **■** Improvement in return on equity for Natexis Banques Populaires



<sup>\*</sup> Based on opening shareholders' equity

# **Natexis Banques Populaires**



### ncome statement

llions		Change		
	2004	2003		On comp. struct. *
Net banking income	2,708	2,455	+10%	+9%**
→ Operating expenses	(1,857)	(1,738)		
Gross operating income	851	716	+19%	+18%**
→ Provisions for loan losses	(104)	(211)		
Operating income	747	505	+48%	+46%
→ Income from companies at equity	10	10		
→ Gains and losses on disposals of fixed assets	7	14		
Income before exceptional items and tax	764	528	+45%	+43%
→ Exceptional items	(10)	13		
→ Corporate income tax	(220)	(154)		
→ Amortization of goodwill	(54)	(64)		
→ Net charge/reversal from FGBR***	0	0		
→ Minority interests	(73)	(58)		
Net income	407	265	+54%	+50%

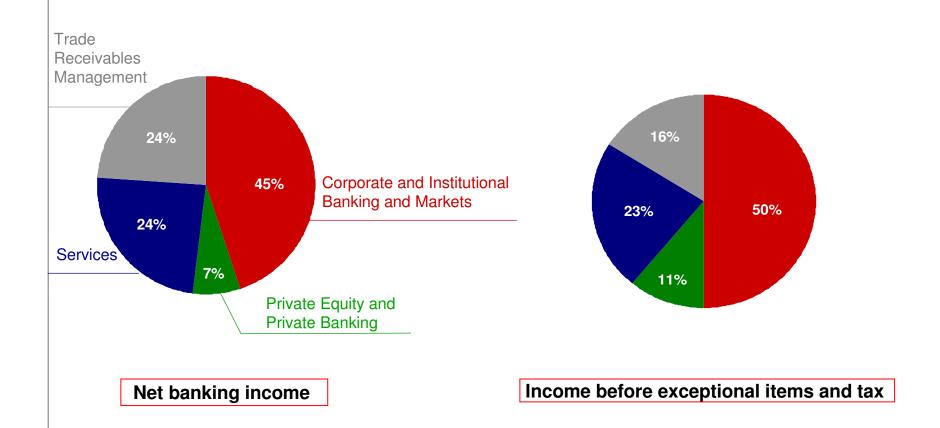
<sup>\*</sup> See p. 40 for changes in scope of consolidation

<sup>\*\*</sup> Net banking income +11% and gross operating income +22% on a constant exchange rate basis





# Net banking income and income before exceptional items and tax by business line





### Corporate and Institutional Banking and Markets (1/3)

### Corporate France

- → 2004 net banking income: €402m (-2%)
- → Increased pressure on margins
- → Slight decrease in average loans outstanding despite strong growth in new lending (+63%)
- → Good performance in lease financing

#### International

- > 2004 net banking income: €123m (-7%)
- → Average outstanding loans up 10% despite fall in dollar
- → Growth in revenues and new corporate lending but contraction in margins on financial institutions

#### Commodities

- → 2004 net banking income: €89m (flat, but +9% at constant dollar rates)
- → Strong surge in new financing, particularly in the energy sector, and twofold rise in new financing at New York branch

Number 4 lender to medium and large size companies (1)

Business relationship with 90% of top 350 French companies (1) 42% success rate in bids for cash

management business

Number 2 in real estate leasing (1)

Number 4 in export documentary credits (1)

400 companies supported, including 50 through Natexis Pramex International

World number 7 (2) mandated lead arranger in trade finance (on volume)

- (1) In France
- (2) Outside Europe and North America

### Corporate and Institutional Banking and Markets (2/3)

#### Structured Financing and Capital Markets

- → 2004 net banking income: €413m (-1%)
- Strong growth in LBOs, aircraft financing, financial engineering and syndications
- → Good performance in credit activities but not so good in fixed-income and forex

### Equity and Arbitrage Group

- **→** 2004 net banking income: €125m (+241%)
- → Recovery in equity derivatives
- → Growth in brokerage for French corporates and institutional clients
- → Participation in numerous primary market deals and public offerings in France
- → Robust performance in arbitrage activities

Number 5 in syndicated loans (1) (on volume)

Number 4 mandated lead arranger in LBOs <sup>(1)</sup> (on volume)

Number 4 arranger of securitizations (1) (on volume)

One of Europe's leading arrangers of aircraft financing

Awards for two bond deals\*

Major player in mid cap primary market: participation in 6 of 24 deals (including 4 as lead manager)

Number 3 sponsor for public offerings (on deal number)

Number 3 for quality of French corporate earnings forecasts (equity research)

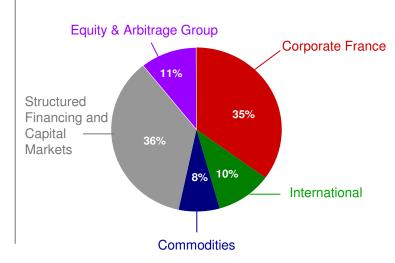
\* France Telecom: Second best corporate bond deal of the year Cades: Best sub-sovereign deal western Europe (1) In France



### Corporate and Institutional Banking and Markets (3/3)

- Cost/income ratio: 56.6%
- Sharp drop in provisions for loan losses
- Significant improvement in income before exceptional items and tax

#### Breakdown of net banking income



#### Income statement

€ millions	2004	2003	$\triangle$
■ Net banking income	1,157	1,092	+6%
Operating expenses	(656)	(620)	
■ Gross operating income	502	472	+6%
Provisions for loan losses	(91)	(197)	
■ Income before exceptional items and tax	398	277	+44%

Changes based on 2003 pro forma figures



### Private Equity and Private Banking (1/2)

### Private Equity

- → 2004 net banking income: €145m (+73%)
- → Assets managed up 14% to €2.24bn
- → Substantial profit-taking during the year
- → Investments up 21% to €312m

### Private Banking

- **→** 2004 banking income: €43m (+7%)
- → Strong growth in net banking income at Banque Privée St Dominique and increase in assets managed by Natexis Private Banking Luxembourg

Number 1 on number of deals in SME segment

Successful launch of five 'Banque Populaire Proximité' local investment funds

Increased scale in LBO activity and growth in OBOs (owner buy-outs)

Sponsor of European investment funds (Cape in Italy, MCH in Spain and Finatem in Germany)

BPSD offering extended to encompass all major asset classes: real estate, tax-efficient products, works of art.

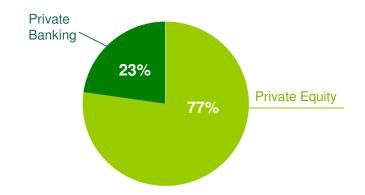
NBPL offering extended to include discretionary management, financial engineering services, etc.



### Private Equity and Private Banking (2/2)

- Sharp increase in net banking income
- Income before exceptional items and tax doubled
- Stock of unrealized capital gains still high at €148m

#### Breakdown of net banking income



#### **Income statement**

€ millions	2004	2003	$\triangle$
■ Net banking income	189	124	+51%
Operating expenses	(89)	(81)	
■ Gross operating income	100	44	+127%
Provisions for loan losses	(1,5)	0.4	
■ Income before exceptional items and tax	85	24	+251%

Changes based on 2003 pro forma figures



### Services (1/4)

#### Asset management

- **→** 2004 net banking income: €371m (+17%)
- → Assets managed\*: €82.8bn (+7% vs 2003)
- → Fund management: excellent performance across entire offering (money market, equities and insurance)
- → Employee savings plans: net banking income and average assets managed\*\* up 2% Natexis Epargne Entreprise consolidated its market share
- → Insurance
  - Life insurance: new business up 10%
  - Personal risk insurance: 25% rise in premium income
- → Outstandings in B to B distribution of multibrand funds (Natexis Axeltis Ltd) doubled

Leading fund manager in employee Savings (1) (Natexis Epargne Entreprise)

Number 1 in money market fund Management (1) (9% market share)

Number 4 asset manager among banking groups (1) (Natexis Asset Management) and launch of two alternative investment funds

Number 4 in mutual fund distribution (1)

Among top 5 multi-manager fund managers (1) (Natexis Asset Square)

Continuation of partnerships between Natexis Assurances and foreign banking networks (Italy, Tunisia and Lebanon)

(1) In France



<sup>\*</sup> Total assets under management (including Private Banking): €87bn

<sup>\*\*</sup> Despite government measures permitting early withdrawal of savings

### Services (2/4)

#### Banking, Financial and Technology Services

- → 2004 net banking income: €238m (-3%)
- → Banking services

11% growth in volume of bank card payments\* Substantial growth in volumes of SIT interbank payments (+6%) and international payments (+25%)

→ Financial services

Continued refocusing on custody services for retail banks and institutions

Assets in custody up 9% to €398bn

→ Creation of Natexis Investor Servicing

Offering a range of fund administration and performance reporting services for asset management companies

N°1 in SIT payments

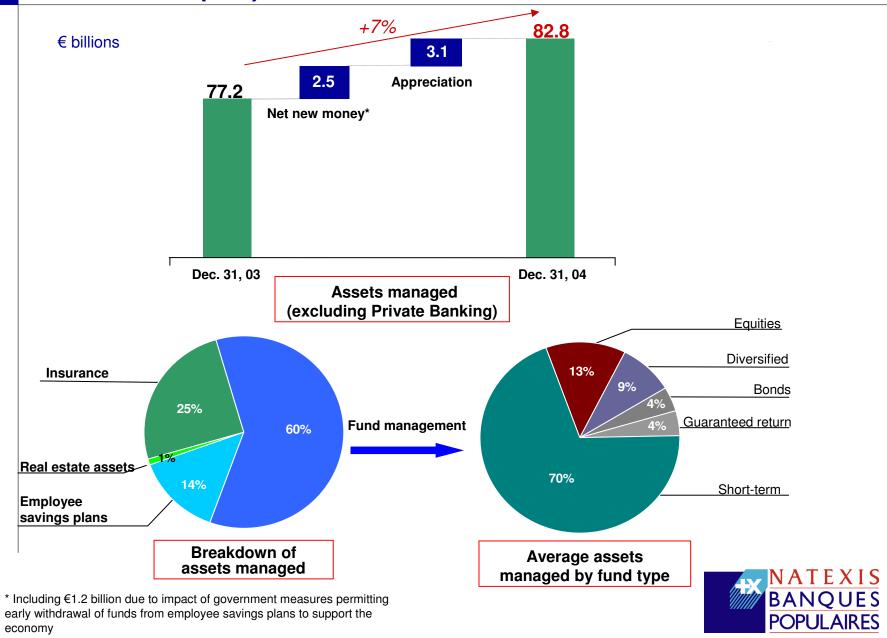
13.5% share of all French electronic payments

Support for Banque Populaire regional banks in bank cards for retail customers

Global custody agreement with Bank of New York for €80bn of international securities held in over 40 countries



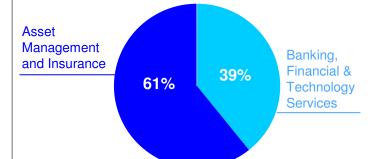
# Services (3/4)



# Services (4/4)

- Robust growth in net banking income
- Operating expenses stable
- Sharp increase in income before exceptional items and tax

#### Breakdown of net banking income



#### **Income statement**

€ millions	2004	2003	$\triangle$
■ Net banking income	609	562	+8%
Operating expenses	(408)	(400)	
■ Gross operating income	201	162	+24%
Provisions for loan losses	(1)	(2)	
■ Income before exceptional items and tax	185	155	+20%

Changes based on 2003 pro forma figures



### Trade Receivables Management (1/3)

#### **Coface**

Net banking income: €531m (+2%)

· Insurance: +5%

Services (excluding public procedures): +3%

→ Contribution to income before exceptionals and tax: €85m

#### Credit insurance

- → Slowdown in domestic business in Germany
- → Loss ratio low at 45%

#### Business information

- → Strengthened position in business information and credit rating: market share 45% after acquisition of ORT
- → Introduction of a @rating system giving Russian SMEs easier access to bank credit

World number 3 in credit insurance

Continued international expansion in credit insurance:

- . Branch opened in Hungary
- Acquisition of CUAL (2nd credit insurer in South Africa)
- . Agreement with Nexi, the Japanese government's export credit department

Number 1 in business information (1)

(1) In France



### Trade Receivables Management (2/3)

#### **Natexis Factorem**

- → 2004 net banking income: €102m (+4%) driven by growing weighting to business with national accounts
- → Factored receivables up 13%, chiefly due to contribution from VR Factorem
- → 15% growth in potential receivables on contracts already in place
- → Market share consolidated at 12.9%

Number 3 in factoring (1)

Renewal of product offering for Banques Populaires retail banking network:

- Revamp of 'Créancexport' and 'Créancepro'
- Launch of 'Créance Primo', a factoring service for business start-ups/takeovers
- Launch of 'Accrédia', a new credit insurance service for SMEs

Good start for VR Factorem in Germany, a joint venture with VR Leasing, a subsidiary of DZ Bank

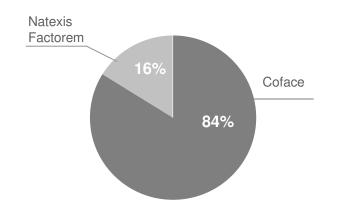
(1) In France



## Trade Receivables Management (3/3)

- Growth in net banking income
- **■** Good cost discipline
- Increase in income before exceptional items and tax

#### Breakdown of net banking income



#### **Income statement**

€ millions	2004	2003	$\triangle$
■ Net banking income	634	617	+3%
Operating expenses	(503)	(492)	
■ Gross operating income	130	125	+4%
Provisions for loan losses	(6)	(4)	
■ Income before exceptional items and tax	126	123	+2%

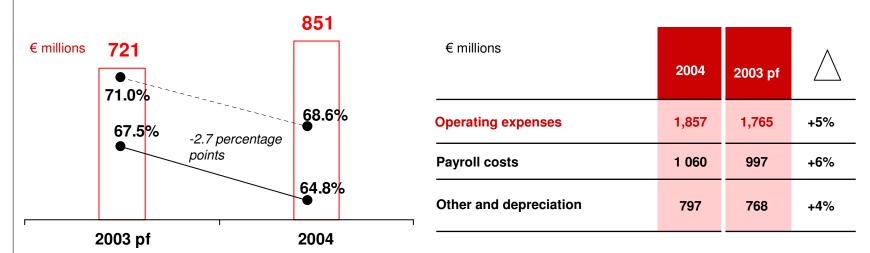
Changes based on 2003 pro forma figures



### Operating expenses

### Growth in operating expenses chiefly due to:

- → Targeted hiring program (179 more FTEs vs 2003) particularly in structured financing, market activities and international
- → Additional resources devoted to major regulatory projects
- → Investment in strengthening management and control functions to support business expansion



Gross operating income and cost/income ratio

- Cost/income ratio
- —— Cost/income ratio excluding Coface



### Credit risk – provision coverage

- Provisions for loan losses down to €104m (vs €211m in 2003)
- General provisions virtually unchanged
- Fall in percentage of non-performing loans and increase in provision coverage (4.4 percentage points)

€ billions	Dec. 31, 2004	Dec. 31, 2003
Outstanding customer loans	47.6	47.6
Non-performing loans	1.54	1.68
Percentage non-performing loans	3.2%	3.5%
Total provisions (specific and general)	1.41	1.47
Provision coverage	91.6%	87.2%



# Financial position

- Improvement in Tier One ratio
- 10% increase in total capital and 3% increase in risk-weighted assets

€ millions	Dec. 31, 04	Dec. 31, 03
Tier One ratio	8.2%	8.1%
Total capital (1)	6,639	6,043
<ul> <li>→ Tier One         <ul> <li>Fund for general banking risks</li> <li>Preferred stock</li> <li>→ Tier Two and Tier Three</li> </ul> </li> </ul>	<b>4,479</b> 242 655 <b>2,159</b>	<b>4,292</b> 242 692 <b>1,751</b>
Risk-weighted assets	54,842	53,079



### Leverage earnings through sustained business growth

- 1. Fully exploit business line growth potential
  - → French Corporate and institutional clients (cross- and up-selling)
  - → Banques Populaires retail banking customers
  - → Investment in high value-added businesses
  - → Expansion in the most buoyant continental European countries
- 2. Continue drive for efficiency
  - → Growth in operating expenses significantly lower than growth in revenues
- 3. Strengthen management and control functions for sustainable performance



### Fully exploit business line growth potential

**Objective** 

Targets and Business Lines

Examples

Enhance value of NBP's own business franchise

Corporate and Institutional France

- Focus on large and midcaps
- Upgrade cash management product offering and commercial capability

Develop synergies with BP retail banking customers

- Insurance (1)
- Lease financing
- Factoring
- Employee savings (2)
- (1) Step up life insurance business
- (2) New offering for VSBs(PERCO group pension plans& employee savings plans)

Invest in high value-added businesses

- Commodities financing (1)
- Structured financing\* (2)
- Employee savings
- Private Equity
- Coface
- (1) Broaden customer base
- (2) Synergies with trading rooms for structuring and distribution

Continued expansion In continental Europe

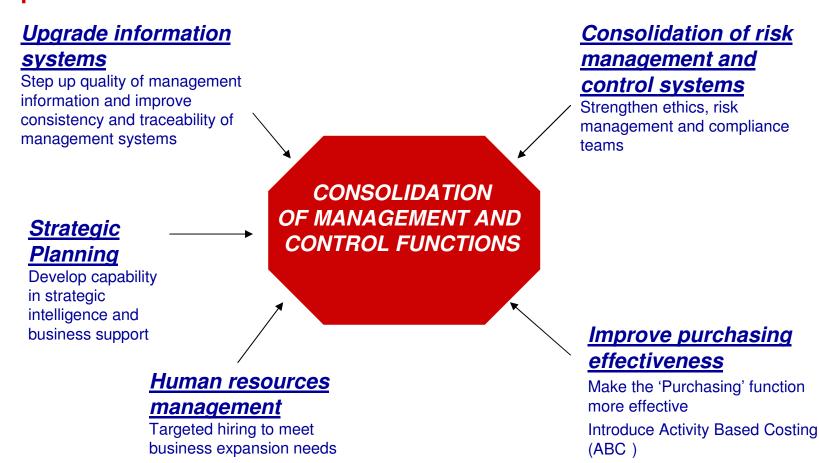
- Germany (1)
- Spain (2)
- Italy (2)
- (1) Securitization, LBOs, export credit, etc.
- (2) Fixed-income products, LBOs, trade finance, export financing, syndications, etc.
- New organization structure introduced at end 2004 will help meet these objectives
- Business plan forecasts sustained growth in net banking income: CAGR 9.4% over the plan period

#### **Continue drive for efficiency**

- Continuation of upgrade programs, particularly in information technology
- New actions to develop and improve operations by investing in people
- Growth in operating expenses (CAGR 5.4%) substantially lower than growth in revenues
- 8 percentage point improvement in cost/income ratio by 2007



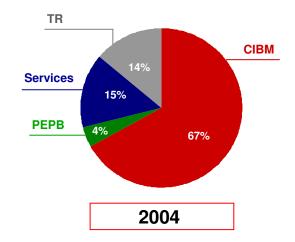
# Strengthen management and control functions for sustainable performance

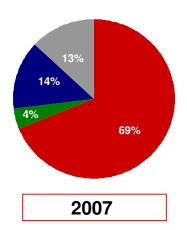




### Key figures (1/3)

- → Assumptions
  - €1 = USD1.20, CAC 2007 = 4800 points, GDP growth = 2.5% a year
  - No capital increase\* or major acquisitions
  - Conservative provisioning policy: 0.34% of RWA in 2007 (vs 0.21% in 2004)
- → Gradual change in capital allocation\*\* by business line

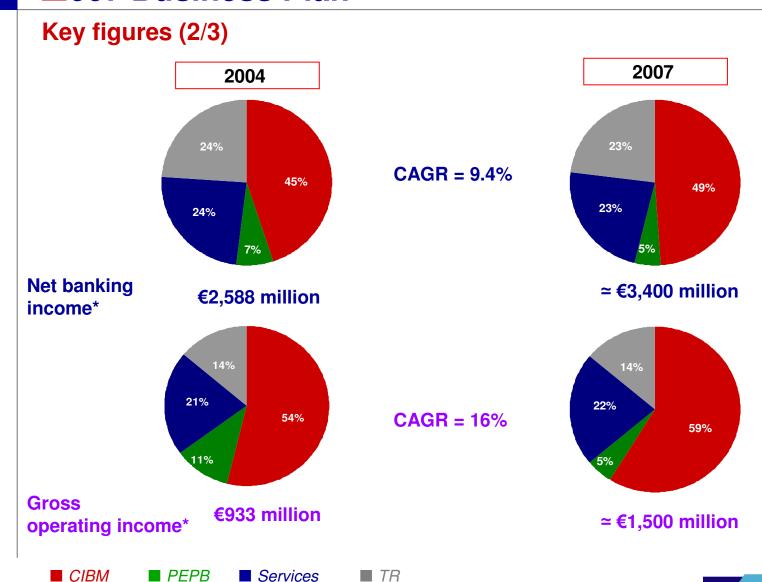






<sup>\*</sup> Excluding employee share issues and stock option plans

<sup>\*\*</sup> Based on normalized capital



<sup>\*</sup> Business line net banking income and gross operating income



### Key figures (3/3)

#### **Business line ROE\***

	2004	2007
■ CIBM	16%	21%
■ PEPB	61%	46%
Services	34%	49%
■ Trade receivables management	25%	30%



<sup>\*</sup> ROE based on income before exceptional items and tax

<sup>\*\*</sup> ROE after tax

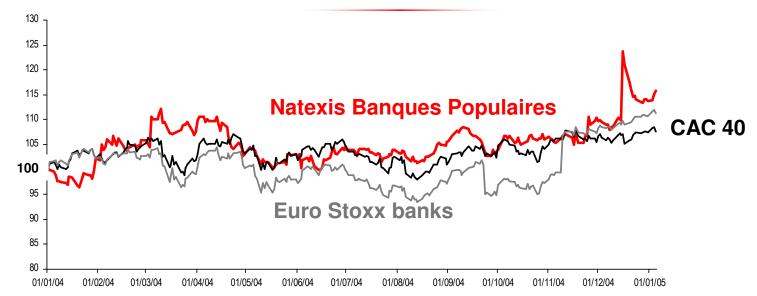
### Natexis Banques Populaires share

			Change
Average price in 2004	€93.16	+14%	2004/2003
Price change in 2004		+14%	Jan-Dec 04
• Dividend*	€3.30	+32%	2004/2003

<sup>\*</sup> To be proposed at the AGM of May 19, 2005

	31/12/04
• Earnings per share <sup>(1)</sup>	€8.50
Net assets per share <sup>(2)</sup>	€91.10
• ROE	11.3%

- (1) Based on the average number of shares in issue (48,1million in 2004 and 47,7 million in 2003)
- (2) Based on the number of shares in issue at the period end (excluding treasury shares)





### Conclusion

A new stage in earnings growth

■ Potential to increase profitability by capitalizing on the new organization structure introduced at end 2004 and the 2007 Business Plan

As part of a powerful Group, ability to leverage growth by seizing opportunities as and when they arise



# **Appendices**



# Changes in scope of consolidation

ing		Comment	Impact on 2004 net banking income (€m)	
NBP BP local retail banking	Crédit Coopératif	Scope of consolidation expanded	<b>41</b>	
	Crédit Maritime	Consolidated as of H2-03	<b>50</b>	
	BRED's acquisitions in French overseas departments & territories	Consolidated as of H1-04	<b>44</b>	
	ORT	ORT acquired by Coface in April 2004	<b>35</b>	
	Other	VR Factorem consolidated as of January 2004	⇒ 3	

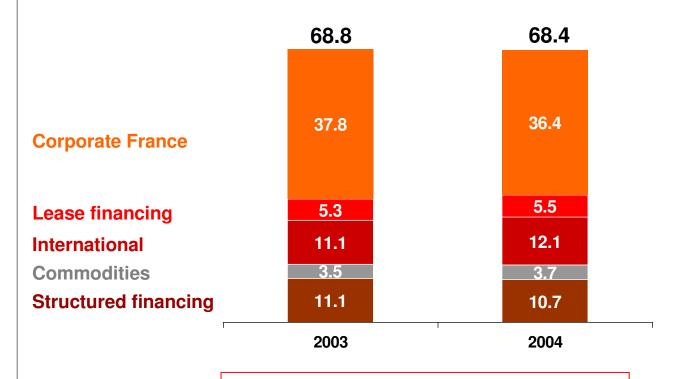
N.B.: 2003 pro forma figures have been restated on the basis of the 2004 structure





# Corporate and Institutional Banking and Markets

€ billions (on and off-balance sheet)



Average outstanding loans and commitments



### Private Equity and Private Banking

### Private Equity

2004	2003
156	171
262	183
1,169	1,180
148	203
156 72 1.070	87 46 778
2,239	1,958
	156 262 1,169 148 156 72 1,070

<sup>(1)</sup> Including unrealized capital gains

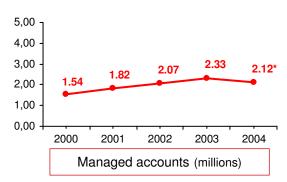


<sup>(2)</sup> Excluding Euromezzanine

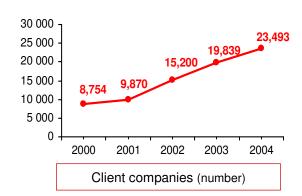
## Services (1/3)

### Asset Management

- > Fund management: Recovery in market share of long-term mutual funds
- > Employee savings plans:



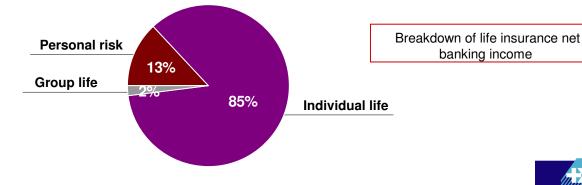
\*Impact of government measures to allow early withdrawal of savings to support the economy



banking income

> Insurance:

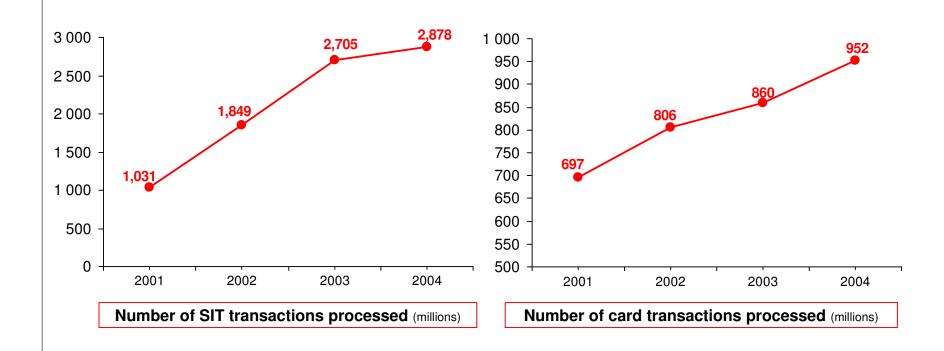
**Appendices** 





## Services (2/3)

- Banking, Financial and Technology Services
  - Banking services

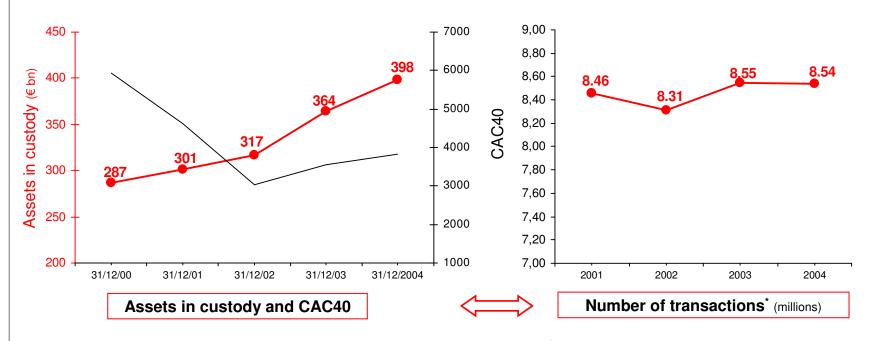






### Services (3/3)

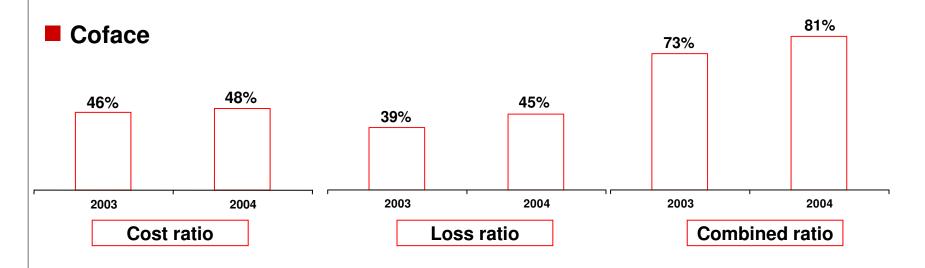
- Banking, Financial and Technology Services
  - Financial services



\*Involving assets in custody

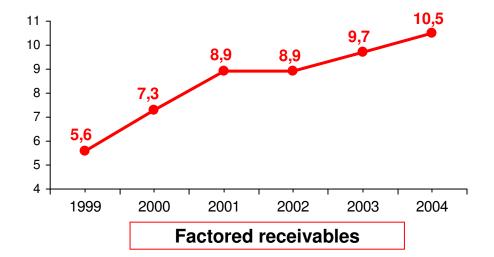


### Trade receivables management



#### Natexis Factorem

€ billions





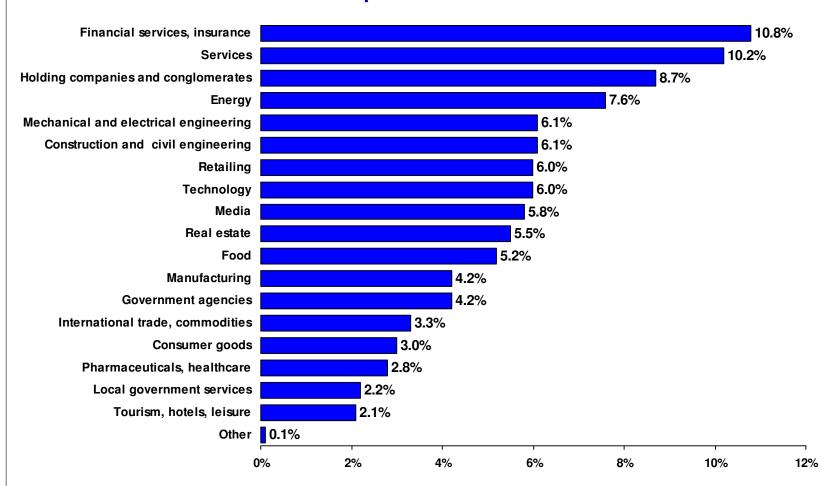
## Risk-weighted assets

€ billions	31/12/04	31/12/03
■ Credit risks	49.2	48.4
■ Market risks	5.7	4.7
■ Total risk weighted-assets	54.8	53.1



## Credit risk by client industry

#### Corporate loan book (1)

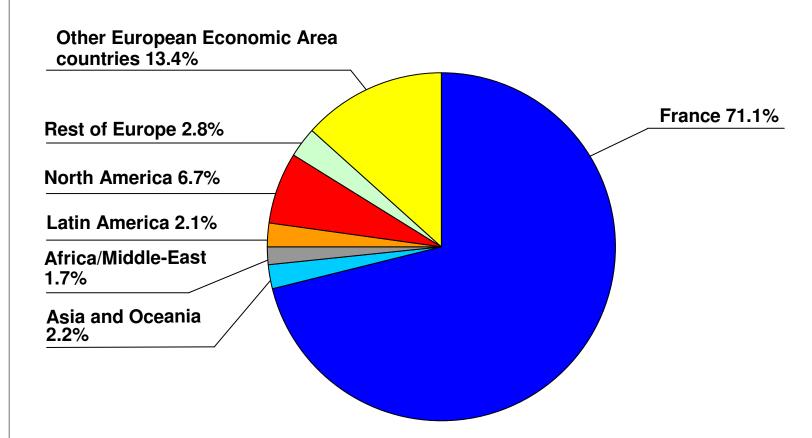


(1) €55.7 billion (on and off-balance sheet) excluding Natexis Lease and Natexis Factorem



## Credit risk by geographical area

### Corporate loan book (1)



(1) €63.5 billion (on and off-balance sheet), including Natexis Lease and Natexis Factorem



### Select deals in second half of 2004 (1/2)

#### **Corporate lending:**













### Structured financing:

















### Select deals in second half of 2004 (2/2)

#### **Bond issues:**



THALES €500 million

4.375% 22/07/2011

Joint Bookrunner July 2004



€300 million 5.125% 25/04/2014

Joint Bookrunner

July 2004



BANQUE PSA FINANCE

€100 million

4.625% 23/06/2006

Joint Bookrunner

July 2004

#### **RALLYE**

**RALLYE** 

€500 million

5.625% October 2011

Joint Bookrunner

September 2004



PINAULT PRINTEMPS-REDOUTE

€400 million

3M Euribor +50 22/10/2007

Joint Bookrunner
October 2004



CADES

€ 1 billion

1.85% inflation linked July 2019

Joint Bookrunner
November 2004

#### **Equity and hybrid issues:**



Augmentation de capital avec BSA

1 500 € millions

Co-lead manager
Juillet 2004



Restructuration Oceane 2006

Conseil
Juillet 2004



Augmentation de capital avec DPS

400 € millions

Co-manager Septembre 2004



Oceane

150 € millions

Co-lead manager
Octobre 2004



Introduction au Premier Marché

1 350 € millions

Co-manager
Novembre 2004



ABSA DPS 6 € millions

Sole lead Manager
Décembre 2004

**Appendices** 



#### Focus on key growth drivers (1/4)

#### Enhance value of business franchise

- → Systematic efforts to step up cross-selling: capitalize on lending relationship to sell other products (market products, structured financing and asset management)
- → Ongoing tailoring of business line action plans to meet evolving customer demand

#### **Examples**

- In corporate lending, focus on new business with key client targets (large and mid caps) to develop inner circle relationships
- In cash management, upgrade the product offering (develop an Internet offering, new payments offering, etc.) and sales capability (set up a specialist sales force)
- In capital markets, strengthen capability in fixed-income (enrich range of plain vanilla derivatives), credit (research, international sales) and forex (expand the options offering) in order to meet client needs



#### Focus on key growth drivers (2/4)

- Develop synergies with Banques Populaires retail banking customers
  - → Strengthen distribution capability:
    - In insurance, and particularly life insurance, facilitate growth in net banking income by upgrading information systems (more effective management of distribution, etc.)
    - In fund management, step up new business in long-term funds
    - In employee savings, develop a new standard offering for the VSB segment, particularly in group pension plans (PERCO)
    - In lease financing, strengthen commercial capability available to BP retail banking network, and in factoring, harness synergies generated by the new Trade Receivables Management business line
  - → Encourage coordination at NBP (resources and objectives by business line) to provide Banques Populaires retail banking business with more effective support
    - Pool marketing skills across NBP business lines (set up dedicated, integrated reporting, etc.)
    - Better understanding of challenges specific to each BP bank



#### Focus on key growth drivers (3/4)

#### Strengthen business expertise

- → Structured financing: develop revenues through international expansion for the two most mature businesses in France (LBOs and real estate financing)
- → Commodities financing: continued expansion by broadening the customer base and extending the product offering
- → Employee savings: strengthen positions in employee savings and broaden business franchise in both BP retail banking and NBP
- → Private equity: consolidate on leading position in SME segment and strengthen capability available to Banques Populaires retail banks
- → Trade receivables management: create global business lines for all activities (credit insurance, business information and factoring)



#### Focus on key growth drivers (4/4)

#### Step up expansion in continental Europe

- → Spain: expansion through organic growth in some specialized business lines (structured financing, export credit, etc.) without significantly expanding the balance sheet
- → Italy: organic growth and search for a partnership with a midsized bank to step up successful penetration of financial institutions segment
- → Germany: expansion through organic growth and management of existing partnerships (DZ and IKB) in high value-added businesses (securitization, LBOs, cash management, corporate lending)



# **Natexis Banques Populaires**

2004 results

