

Paris, August 3, 2012

**PRESS RELEASE RELATED TO THE CAPITAL INCREASE FOLLOWING THE
ALLOCATION OF FREE ORDINARY NATIXIS SHARES TO CERTAIN NATIXIS
EMPLOYEES**

Press release distributed in accordance with the provisions of Article 221-3 and in application of Article 212-5 6° of the general regulations of the Autorité des Marchés Financiers (French Financial Markets Authority - AMF) and Article 14 and Appendix IV of AMF Instruction No. 2005-11 dated December 13, 2005

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FRAMEWORK OF THE OPERATION

Authorization of the operation

The Combined Shareholders' Meeting of May 27, 2010, in its eighteenth resolution, authorized the Natixis' Board of Directors (hereinafter the "**Company**"), to allocate free new or existing Natixis shares, in one or more stages, to categories of beneficiaries to be determined by it from the employees of the Company or related companies or groups, or to corporate officers.

Duration of the authorization granted by the Shareholders' Meeting

Thirty-eight months from the date of the Combined Shareholders' Meeting of May 27, 2010.

Maximum number of Natixis' ordinary shares that can be allocated

The maximum number of shares that can be allocated pursuant to the eighteenth resolution of the Combined Shareholders' Meeting of May 27, 2010 cannot exceed 5% of the Company's share capital on the date that the Board of Directors decides to allocate the shares.

Decision to allocate shares

The Board of Directors, at its meeting of August 5, 2010, (i) decided to proceed with the allocation of 6,595,308 free shares to certain employees of Natixis under the conditions set out in Articles L.225-197-1 et seq. of the French Commercial Code, automatically giving rise to capital increases by incorporation of a special unavailable reserve account up to a maximum of €10,552,493 at the end of the acquisition periods, through the issuance of the allotted shares, (ii) approved the list of beneficiaries, (iii) set the duration of the acquisition and conservation periods, and (iv) approved the Regulations governing the 2010 Conditional Share Allocation Plan (hereinafter the "**Plan**").

Rules of the operation

The Board of Directors decided to allocate free Natixis shares to certain employees of the Company (hereinafter the "**Beneficiaries**").

The shares will be allocated only on expiry of the different acquisition periods defined in the Plan (hereinafter an "**Acquisition Period**" and together the "**Acquisition Periods**"), and provided that the conditions set out in the Plan have been met.

The Beneficiaries shall assume ownership of the shares only once these shares have been definitively allocated on expiry of the Acquisition Periods, and provided that the acquisition conditions set out in the Plan have been met (hereinafter the "**Definitive Allocation**").

At the end of the Acquisition Periods, the shares will be definitively allocated to the Beneficiaries, who shall not have access to these shares but will hold them for a period that shall be specified by the Board of Directors (hereinafter the "**Conservation Period**").

Reasons for the free share allocation

The Board of Directors decided to allocate free shares as part of the implementation within Natixis of deferred compensation schemes in the form of Incentive and Performance Plans.

CHARACTERISTICS OF THE SHARE ALLOCATION PLAN**Beneficiaries and number of shares allocated by the Board of Directors**

The Board of Directors decided to allocate a total of 6,595,308 Natixis shares to certain employees of the Company.

The free shares allocated to the Beneficiaries will be new shares.

Term of the Acquisition Period

On the condition that the share acquisition conditions described below are met, the allocated shares will be transferred with full ownership to the Beneficiaries at the end of the relevant Acquisition Period. The Acquisition Periods shall begin on the date on which the shares are allocated by the Board of Directors and shall end, respectively, on the expiration of a period of two years for the first two tranches allocated, and on the expiration of a period of three years for the final tranche allocated. In accordance with the provisions of Article L.225-197-3 of the French Commercial Code, the rights associated with this allocation shall not be sold or transferred until the relevant Acquisition Period expires, barring certain exceptions described in the Plan.

Conditions for Definitive Allocation

The transfer of ownership of the shares shall be contingent on certain specific conditions being met:

- a condition of uninterrupted presence within the Natixis group throughout the entire Acquisition Period concerned, applicable to all of the Beneficiaries, barring exceptions specified in the Plan;
- that certain beneficiaries have met the performance conditions stipulated in the Plan.

Term of the Conservation Period

The allocated shares shall be non-transferable and must be held by the Beneficiaries for a minimum period of two years, which shall begin on the date of Definitive Allocation (hereinafter the "**Conservation Period**").

Rights attached to the shares

At the end of the Acquisition Periods, the shares transferred to each Beneficiary shall confer the right to exercise the same privileges as those attached to the other ordinary Natixis shares, including during the Conservation Period, and shall be subject to all statutory provisions, and all decisions by the Shareholders' Meetings which shall be enforceable.

The Beneficiaries shall have the right to attend and vote at Shareholders' Meetings, and to receive communication and dividends.

At the end of the Conservation Period, the Beneficiaries will have the right to sell the shares. In this event, the Beneficiaries must abide by the compliance and ethics rules applicable within Natixis and the restrictions stipulated in Article L.225-197-1 of the French Commercial Code.

LISTING OF THE DEFINITELY ALLOCATED SHARES

Definitive Allocation

At its meeting of August 2, 2012, the Board of Directors was informed of the Natixis capital increase that will take place on August 5, 2012. This €6,190,249.60 capital increase follows the creation of 3,868,906 new shares with a par value of €1.60, and the free share allocation authorised by the Board of Directors' meeting of August 5, 2010 by virtue of the delegation of power granted by the Combined Shareholders' Meeting of May 27, 2010.

As of August 6, 2012, Natixis' share capital will amount to €4,937,943,670.40, divided into 3,086,214,794 shares with a par value of €1.60. Article 3 of the Company's bylaws governing share capital shall be updated as a result.

Request of admission for trading on Euronext Paris

A request shall be made to admit the new Natixis shares issued in accordance with the Plan for trading on Euronext Paris as of Monday, August 6, 2012.

Specific remark

The information in this document is being communicated for information purposes for the Beneficiaries, and summarizes the terms and conditions of the Plan regulations. In the event of a discrepancy between the information contained in this document and the Plan regulations, the Plan shall prevail.

Contact

Investor Relations
Christophe Ricetti
+ 33 1 58 32 06 94