

Paris, July 28, 2020

**PRESS RELEASE RELATING TO THE CAPITAL INCREASE FOLLOWING THE ORDINARY
SHARE ALLOCATION TO THE MEMBERS OF THE SENIOR MANAGEMENT COMMITTEE AND
THE CHIEF EXECUTIVE OFFICER OF NATIXIS
2016 PROGRAM OF ALLOCATION OF FREE PERFORMANCE SHARES**

*Press release published pursuant to
the provisions of Article 221-3 of the General Regulations of the French Financial Market Authority (AMF -
Autorité des Marchés Financiers), pursuant to article 1 sections 4 i) and 5 h) of the European regulation (EU) n°
2017/1129 dated June 14, 2017*

ISIN Code: FR0000120685

FRAMEWORK OF THE OPERATION

Authorization of the operation

In its resolution Nineteen, the combined General Shareholders' Meeting of May 24, 2016 authorized the Natixis Board of Directors (hereinafter referred to as the "**Company**") to carry out, in one or several occasions the allocation of new or existing shares of the Company, to the benefit of beneficiaries belonging to the categories it will define among the staff members of the Company or of companies or entities related to it, or of corporate officers.

Duration of the authorization conferred by the Shareholders' Meeting

38 months starting from the combined General Shareholders' Meeting of May 24, 2016.

Maximum number of Natixis' ordinary shares that may be allocated

The maximum number of shares that may be allocated pursuant to resolution Nineteen of the combined General Shareholders' Meeting of May 24, 2016 may not exceed 0.2% of the capital of the Company at the date of the decision of their allocation by the Board of Directors, a sub-ceiling of 0.03% of the share capital at the allocation date is being provided for the allocations to executive officers.

Decisions of allocation

The Board of Directors of July 28, 2016 (i) decided to carry out the allocation of a maximum number of 151,283 shares to the members of the Company Senior Management Committee, including the Company executive officer, pursuant to the provisions set in Articles L.225-197-1, et seq. of the French Commercial Code, leading (if the terms and conditions are met at the end of the vesting period) to a capital increase by capitalization of reserves, profits or issue premiums, at the end of the vesting period through the issuing of the allocated shares, (ii) drew up the list of beneficiaries, (iii) set the duration of the vesting and holding periods and (iv) determined the 2016 Program of "Allocation of Performance Free Shares" (hereinafter referred to as the "**2016 LTIP SMC Program**").

Terms and conditions of the operation

The Board of Directors decided the allocation of the Company free shares to the members of the Senior Management Committee and the executive officer of the Company (hereinafter referred to as "**Beneficiaries**").

The shares may only be delivered after the end of the vesting period set in the 2016 LTIP SMC Program (hereinafter referred to as a "**Vesting Period**"), provided that the terms and conditions set by the 2016 LTIP SMC Program are met.

Beneficiaries will become owners of the shares at the end of the Vesting Period provided that they met the vesting terms and conditions set by the 2016 LTIP SMC Program (hereinafter referred to as the "**Vesting**").

At the end of the Vesting Period, the shares will be delivered to Beneficiaries, but they will be non-negotiable and they will have to be held partially by the latter during a period determined by the Board of Directors (hereinafter referred to as the "**Holding Period**").

Reasons for the allocation of free shares

The Board of Directors decided to allocate free shares as part of the implementation within the Company of long-term compensation plans in favour of the members of the Natixis Senior Management Committee.

SPECIFICATIONS OF THE ALLOCATION PROGRAM

Beneficiaries and number of shares allocated by the Board of Directors

The Board of Directors of July 28, 2016 decided to allocate a total maximum number of 151,283 shares of the Company to the benefit of the members of the Senior Management Committee and the executive officer of the Company, in relation to the 2016 LTIP SMC Program.

The free shares allocated to Beneficiaries will be new shares.

Duration of the Vesting Period

Subject to the compliance with the share vesting terms hereinafter briefly described, the allocated shares will be transferred in full ownership to Beneficiaries at the end of the Vesting Period.

The Vesting Period runs from the date the shares are allotted by the Board of Directors until July 27, 2020 included.

Pursuant to the terms of Article L.225-197-3 of the French Commercial Code, the rights resulting from the allocation are non-negotiable and non-transferable until the end of the Vesting Period, subject to some exceptions as defined in the 2016 LTIP SMC Program.

Terms of Vesting

The transfer of ownership of these shares is submitted to the compliance with some specific conditions, including, in particular:

- a continued presence condition within the Company, any of its affiliates or within the Groupe BPCE during the Vesting Period, apart from some exceptions as set forth in the 2016 LTIP SMC Program;
- to comply with some performance conditions as set in the 2016 LTIP SMC Program.

Duration of the Holding Period

The shares will be subject, partially, to a mandatory Holding Period in the following conditions:

- 30% of the shares that will be delivered to the members of the Senior Management Committee at the end of the Vesting Period will be subject to a retention obligation until the termination of their functions within the Company Senior Management Committee.
- 30% of the shares that will be delivered to the executive officer at the end of the Vesting Period will be subject to a retention obligation until the termination of its corporate mandate or any other executive function within the Company.

Rights attached to shares

At the end of the Vesting Period, the shares delivered to each Beneficiary shall entitle to the exercise of the same prerogative powers as ordinary shares of the Company, including during the Holding Period. They will be subject to all by law's provisions and all decisions of the Shareholders' Meeting will be enforceable against Beneficiaries.

Beneficiaries will be entitled to the right of participating in Shareholders' Meetings and of voting, to the communication right and to the dividend right.

At the end of the Vesting Period (for some part of the shares) and at the end of the Holding period (for the other part of the shares), the Beneficiaries will have the right to sell the shares. During the sale of these shares, the Beneficiaries will have to comply with the compliance rules set forth within the Company and with the restrictions under Article L.225-197-1 of the French Commercial Code.

QUOTATION OF THE VESTED SHARES

Vesting

It has been decided this July 28, 2020 that the shares to be definitively vested in relation to the 2016 LTIP SCM Program would be new shares.

The final nominal amount of the share capital increase of Natixis that occurred this July 28 2020, amounts to EUR **168,011.20** corresponding to the number of shares vested by the Beneficiaries fulfilling the terms and conditions set in the 2016 LTIP SMC Program (*i.e.* **105,007** shares definitely vested) multiplied by the par value of one Natixis share (*i.e.* EUR 1.60).

The final list of Beneficiaries as well as the final amount of the share capital increase and the number of issued shares has been set this July 28, 2020.

Article 3 of the Company's bylaws relating to the capital will be consequently updated.

Admission request with Euronext Paris

The new Natixis shares issued as part of the 2016 LTIP SMC Program will be subject to the Euronext Paris trading admission request starting from July 28, 2020.

Specific provision

The information contained in this document is delivered as information and summarizes the terms of the 2016 LTIP SMC Program. In the event of discrepancy between information in this document and in the 2016 LTIP SMC Program, the latter will prevail.

Contact

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