



EQUITY MARKETS Front Office Indicative Term Sheet

19 April 2024

PUBLIC OFFER

We hereby would like to preconfirm the terms & conditions as agreed today. Terms & conditions will be set out in full in the Final Terms prepared by the Issuer, which will be available as of the Issue Date.

This is a structured product involving derivatives. Do not invest in it unless you fully understand and are willing to assume the risks associated with it. If you are in any doubt about the risks involved in the product, you may clarify with the intermediary or seek independent professional advice.

Capital Protected Note on Wof SPX-NKY-SX5E, 2Y EUR

INDICATIVE TERM SHEET

This Term Sheet contains indicative terms and conditions. The terms and conditions will be confirmed in the definitive Term sheet which will be available as of the Trade Date, and will be set out in full in the Final Terms prepared by the Issuer, which will be available as of the Issue Date, if the Notes are issued.

Indicative Terms and Conditions (the "Term Sheet")

Instrument Type:	Certificate ("Certificate") to be issued under the EUR 30,000,000,000 Debt Issuance Programme of the Issuer. The terms & conditions of the Certificates are described in the base prospectus relating to the above-mentioned programme most recently approved by the Commission de Surveillance du Secteur Financier (the "CSSF") as amended from time to time (the "Base Prospectus").
Form of Certificates:	Italian Clearing System Dematerialized Certificates
Issuer:	NATIXIS STRUCTURED ISSUANCE SA Incorporated under the laws of the Grand Duchy of Luxembourg, with registered office at 51, avenue JF Kennedy, L-1855 Luxembourg and registered with the Luxembourg trade and companies register under number B.182 619.
Issuer's Rating:	No rating has been granted to the Issuer but to its Guarantor (see below).
Trading Entity:	NATIXIS SA Paris
Calculation Agent:	NATIXIS

This Term Sheet is only intended to retail investors, professional investors and Eligible Counterparties. This Term Sheet has been prepared solely for information purposes and is not an offer to sell or the solicitation of an offer to buy any securities. Please see "Disclaimer" on the last page for additional important information.

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	Calculation	on Agent Departmer	nt, 7 promenac	e Germaine Sablon	, 75013 Paris, France	
Guarantor:	NATIXIS 7 promen	NATIXIS 7 promenade Germaine Sablon 75013 Paris, France				
Guarantor's Rating:		Standard & Poor's: A / Moody's: A1 / Fitch: A+ Long Term Debt				
Issuing & Paying Agent:	BNP Paril	BNP Paribas Securities Services, Luxembourg Branch				
Dealer:	Natixis					
Specified Currency:	EUR					
ISIN code:	IT000676	2915				
Common code	TBD					
	i	Index	Bloomberg	Туре	Index Sponsor	
	1	S&P 500 Index®	Code SPX Index	Single-Exchange	S&P Dow Jones Indices	
	2	Nikkei 225®	NKY Index	Single-Exchange	Nikkei Inc.	
Underlyings:	3	EURO STOXX 50 Price EUR®	SX5E Index	Multi-Exchange	STOXX Limited	
Exchange :	Prospectu	JS.			es of the Issuer's Base	
Related Exchange :	Prospectu See Cond	us. dition 4 of the Terms			es of the Issuer's Base es of the Issuer's Base	
Related Exchange :	Prospectu See Cond	us. dition 4 of the Terms us.				
Related Exchange : Aggregate nominal amount of issue:	Prospectu See Cond Prospectu	us. dition 4 of the Terms us. 10,000				
Related Exchange : Aggregate nominal amount of issue: Denomination:	Prospectu See Cond Prospectu EUR 1,00	us. dition 4 of the Terms us. 00,000				
Related Exchange: Aggregate nominal amount of issue: Denomination: Issue Price:	Prospectu See Cond Prospectu EUR 1,00	us. dition 4 of the Terms us. 00,000 00				
Aggregate nominal	Prospectu See Cond Prospectu EUR 1,00 EUR 1,00	us. dition 4 of the Terms us. 00,000 00 2024 Ind S&P 50 Nikke	s and Condition	ns of Structured Note		
Related Exchange : Aggregate nominal amount of issue: Denomination: Issue Price: Trade Date: Strike Date:	Prospectu See Cond Prospectu EUR 1,00 EUR 1,00 19 April 2	us. dition 4 of the Terms us. 00,000 00 2024 Ind S&P 50 Nikke EURO STOXX	ex 0 Index® i 225®	ns of Structured Note	es of the Issuer's Base Strike Date 7 May 2024 7 May 2024	
Related Exchange : Aggregate nominal amount of issue: Denomination: Issue Price: Trade Date:	Prospectu See Cond Prospectu EUR 1,00 EUR 1,00 19 April 2	us. dition 4 of the Terms us. 00,000 00 2024 Ind S&P 500 Nikke EURO STOXX	ex 0 Index® i 225®	ns of Structured Note	es of the Issuer's Base Strike Date 7 May 2024 7 May 2024	

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Specific Number:	8 Scheduled	d Trading Days		
Status of the Notes:	Unsecured The Final Redemption Amount per Note payable in the Specified Currency on the Maturity Date shall be determined by the Calculation Agent on the Valuation Date as follows: Denomination x (95% + Participation x Max(Final Performance – 100%; 0)) Final Performance: Means the Index Performance of the Lowest Performing Index			
Final Redemption Amount:				
Participation:	120%			
Initial Level:		Index S&P 500 Index® Nikkei 225® EURO STOXX 50 Price EUR® f any Index, means the Level of the Index on the E Agent on the Strike Date as of the Valuation Time.		
Final Level:		espect of any Index, the Level of the Index on the E Agent on the Valuation Date, as of the Valuation T		
Lowest Performing Index ("LPI"):	Means, the Index with the numerically lowest Index Performance as determined by the Calculation Agent on the Valuation Date.			
Index Performance (« Pi »):	In respect of following for With $i = 1$ to	$Pi = rac{Final\ Level(i)}{Initial\ Level(i)}$	Agent in accordance with the	
Valuation time:	The Scheduled Closing Time on the relevant Exchange on the relevant date.			
Business Day Convention:	Following			
Business Day:	TARGET			
Scheduled Trading Days:		day on which the Exchange and the Related Exch neir respective regular trading sessions.	ange are scheduled to be open for	
Scheduled Closing Time:	Means in respect of the Exchange or, if any, the Related Exchange and a Scheduled Trading Day, the scheduled weekday closing time of such Exchange or, if any, the Related Exchange on such Scheduled Trading Day, without regard to after hours or any other trading outside of the hours of the regular trading session hours.			
Governing law:	English Lav	N		

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Place of Jurisdiction:	The High Court of Justice in England			
Settlement:	Monte Titoli			
Listing:	Borsa Italiana S.p.A., Mercato telematico dei securitised derivatives (SeDex) Application will be made for the Certificates to be admitted to trading on "the multilateral trading facility" (the "SeDeX market") organised and managed by Borsa Italiana S.p.A. on or before the Issue Date.			
Tefra Rules:	Not Applicable			
Form of Notes:	Italian Clearing System Dematerialized Certificates			
Documentation:	Final Terms to be produced in connection with this Term Sheet should be read together with the Base Prospectus. In the event of inconsistencies between this Term Sheet and the Final Terms, the Final Terms shall prevail. Capitalized terms used in this Term Sheet which are not defined shall have the meanings given to them in the Base Prospectus. The Base Prospectus (including any document incorporated par reference therein) shall be available for viewing on the website of Natixis (https://cib.natixis.com/home/pims/Prospectus#/prospectusPublic). The Base Prospectus shall also be available for viewing on the website of the Luxembourg Stock Exchange (www.luxse.com).			
Indicative Valuation:	Under normal market conditions, Natixis may provide a valuation of the Notes every Exchange Business Day until the redemption of the Notes.			
Secondary Market:	NATIXIS may provide an indicative price of the Notes to holders who so request. The spread between the purchase price and the sale price will not be greater than 1.00%. Notes may have no established trading market when issued, and one may never develop. If a market does develop, it may not be liquid. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. This is particularly the case for Notes that are especially sensitive to interest rate, currency or market risks, are designed for specific investment objectives or strategies or have been structured to meet the investment requirements of limited categories of investors. These types of Notes generally would have a more limited secondary market and more price volatility than conventional debt securities. Illiquidity may have an adverse effect on the market value of Notes.			
Particular Provisions:	See Condition 4 of the Terms and Conditions of Structured Notes of the Issuer's Base Prospectus.			
Additional U.S. federal income tax considerations:	Not Applicable : the Notes are not Specified Notes (as defined in the Base Prospectus) for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.			
Suitability Assessment:	Investing in such product or entering into the transaction described here (where applicable) could lead to a significant risk level. This term sheet does not intend to identify all these risks (whether direct or indirect) nor any other factor you may consider relevant which could be associated to the product or transaction. Before investing in such product or entering into any transaction, potential investors or the transaction's counterparty (where such exists) shall make their own review independently and consult (where applicable) their own external financial advisors in order to assess (1) the specific risks associated to the product or transaction; (2) the legal, accounting fiscal and regulatory implications; (3) the suitability and appropriateness of the product or transaction to their investment objectives, financial situation or any other constraint.			

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	Natixis generally considers that it does not provide any investment advice. In the event it might, Natixis must inform its client on the risk/return/liquidity aspects of the product and information on its client's investment objectives in accordance with the regulations in force					
	Having rega	Having regard to this product, Natixis considers that it corresponds to the following characteristic				
	П	Long term (>5 years maximum maturity)	П	Low risk investment (e.g. Nominal value redemption by the Issuer at		
	P	Short or Medium term (<=5 years maximum maturity)		maturity or maximum loss capped to paid premium)		
		Investment / Hedging				
		Speculation / Arbitraging		High or medium risk investment		
		High Liquidity		(e.g. No guaranteed redemption amount or loss		
	D	Low or medium Liquidity		potentially above paid premium)		
Inducement: Disclosure of Commissions or Fees	paid or pay accordance rule implen (MiFID II), o Natixis to a commission	that it shall fully disclose to its clients the existence, nature and amount of any commission or fee paid or payable to it by Natixis (including, if applicable, by way of discount) as required in accordance with laws and regulations applicable to it, including any legislation, regulation and/or rule implementing the Markets in Financial Instruments Directive as amended (2014/65/UE) (MiFID II), or as otherwise may apply in any non-EEA jurisdictions. A commission can be paid by Natixis to a third party. This commission can be paid either by an up- front fee or/and a running commission. Further details of the commission element are available upon request.				
Commissions and fees:	(in years) of	The commission is calculated by taking the annual percentage fee and multiplying it by the term (in years) of the note. The annual percentage fee will be a maximum of 0.74% (all taxes included) of the nominal. The commission is paid on the Issue Date.				
MIFID II Costs and Charges:	Please be informed that standard information on costs and charges associated with some of our products and services is available on Natixis CIB's website (https://cib.natixis.com). Please also note that detailed information about the financial products you are willing to deal with us, underlying risks, performance scenarios and, if required by MiFID II / PRIIPS regulation, additional information on costs and charges are available on our customer portal (access upon request to your usual Natixis correspondent).					
	Public offer (no exemption from the obligation to publish a prospectus) only:					
	Public offe	r (no exemption from the obligati	ion to publ	lish a prospectus) only:		

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For more details, please refer to the applicable selling restrictions as set out in the Base Prospectus.

PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (UK). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA); or (ii) a customer within the meaning of the Financial Services and Markets Act 2000 (the FSMA) and any rules or regulations under the FSMA to implement Directive (EU) No 2016/97, where that customer would not qualify as a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Regulation (EU) No 2017/1129 as it forms part of domestic law by virtue of EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (as amended, the UK PRIIPs Regulation) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been or will be prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID II product governance:

Retail investors, professional investors and Eligible Counterparties – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate – investment advice, and portfolio management, and non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under MiFID II. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

UK MIFIR product governance:

UK MIFIR PRODUCT GOVERNANCE /RETAIL INVESTORS. PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET - Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by the European Securities and Markets Authority on 5 February 2018 (in accordance with the FCA's policy statement entitled "Brexit our approach to EU non-legislative materials"), has led to the conclusion that: (i) the target market for the Notes is retail clients, as defined in point 8 of article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA), and eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice, and portfolio management, and non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable]]. [Consider any negative target market]. Any person subsequently offering, selling or recommending the Notes (a distributor) should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the UK MiFIR Product Governance Rules) is responsible for undertaking its own target market assessment in

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	respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels[, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable			
	The counterparty is purchasing the Notes:			
	for its own account			
	for its clients under a discretionary investment management mandate			
Commercialisation typology:	for distributing them, in which case the provisions of the Master Distribution Agreement entered into between Natixis and the counterparty (if any) shall apply in relation to the distribution of the Notes.			
	for hedging purposes in connection with its insurance business and the different insurance based products it offers to its clients; in which case the provisions of the Master Securities Purchase Agreement entered into between Natixis and the counterparty (if any) shall apply in relation to these securities.			
	The offer is exclusively available for investors outside the European Economic Area.			
Applicable Exemption from the obligation to publish a Prospectus under Regulation (EU) 2017/1129 (the "Prospectus Regulation"):	The denominations of the Notes are greater than or equal to EUR 100,000 (or equivalent).			
	The offering of the Notes is addressed solely to Qualified Investors.			
	The offering of the Notes is addressed to fewer than 150 natural or legal persons per Member State, other than Qualified Investors.			
	The offering of the Notes is addressed to investors who acquire a total consideration of at least EUR 100,000 per investor, for each separate offer.			
Risk Factors:	THE NOTES MAY REDEEM BELOW PAR AND THE REDEMPTION AMOUNT MAY VARY CONSIDERABLY DUE TO MARKET CONDITIONS AND WILL LIKELY BE VALUED AT A CONSIDERABLE DISCOUNT TO ITS PAR VALUE. ANY AMOUNT SCHEDULED AND DUE UNDER THE TERMS OF THE NOTES BEARS THE CREDIT RISK OF THE ISSUER.			
	Prospective investors should be aware that in case of early redemption of the Notes for taxation reasons or for illegality or in case of an Event of Default or in certain circumstances relating to the Index the Notes may be redeemed at their fair market value as determined by the Calculation Agent and accordingly at an amount below par (subject to a minimum of zero and no accrued unpaid interest will be payable but will be taken into account in calculating the fair market value of each Note. In these circumstances the shortfall will be borne by Note holders and no further amount shall be payable by the Issuer).			

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PROSPECTIVE INVESTORS SHOULD HAVE SUFFICIENT KNOWLEDGE AND EXPERIENCE IN FINANCIAL AND BUSINESS MATTERS TO EVALUATE THE MERITS AND RISKS OF INVESTING IN THE NOTES AS WELL AS ACCESS TO, AND KNOWLEDGE OF, APPROPRIATE ANALYTICAL TOOLS TO EVALUATE SUCH MERITS AND RISK IN THE CONTEXT OF THEIR FINANCIAL SITUATION.

THE CALCULATION AGENT IS THE SAME ENTITY AS THE GUARANTOR

AS THE CALCULATION AGENT IS THE SAME ENTITY AS THE GUARANTOR AND THE ISSUER IS AN AFFILIATE OF THE GUARANTOR, POTENTIAL CONFLICTS OF INTEREST MAY EXIST BETWEEN THE CALCULATION AGENT AND THE PURCHASERS, INCLUDING WITH RESPECT TO THE EXERCISE OF THE VERY BROAD DISCRETIONARY POWERS OF THE CALCULATION AGENT. THE CALCULATION AGENT HAS THE AUTHORITY (I) TO DETERMINE WHETHER CERTAIN SPECIFIED EVENTS AND/OR MATTERS SO SPECIFIED IN THE CONDITIONS RELATING TO A SERIES OF SECURITIES HAVE OCCURRED, AND (II) TO DETERMINE ANY RESULTING ADJUSTMENTS AND CALCULATIONS AS DESCRIBED IN SUCH CONDITIONS. PROSPECTIVE PURCHASERS SHOULD BE AWARE THAT ANY DETERMINATION MADE BY THE CALCULATION AGENT MAY HAVE AN IMPACT ON THE VALUE AND FINANCIAL RETURN OF THE SECURITIES. ANY SUCH DISCRETION EXERCISED BY, OR ANY CALCULATION MADE BY, THE CALCULATION AGENT (IN THE ABSENCE OF MANIFEST OR PROVEN ERROR) SHALL BE BINDING ON THE ISSUER AND ALL PURCHASERS OF THE SECURITIES.

For more details, see Base Prospectus.

Payments under the Instrument may be subject to withholding under Section 871(m) of the US Internal Revenue Code of 1986

Natixis or its agent (if applicable) may be required to withhold a percentage of any amount payable on the Instrument if such amount is treated as a "dividend equivalent" (generally, certain amounts treated as attributable to dividend payments in respect of an underlying U.S. security) pursuant to Section 871(m) of the U.S. Internal Revenue Code of 1986. In such cases Natixis' obligation to pay shall be reduced by the amount of the withholding and neither Natixis nor its agent (if applicable) will be required to pay additional amounts with respect to the amount so withheld. Prospective investors, particularly investors that are not United States taxpayers, should consult their tax advisors regarding these regulations and their potential impact on payments under the Instrument.

Disclaimer:

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For the avoidance of doubt, Natixis does not make any representation or warranty that it intends to accept or be bound to any of the terms herein nor shall Natixis be obliged to enter into any further discussion or negotiation pursuant hereto. This Term sheet contains indicative terms and conditions. The terms and conditions will be confirmed in the definitive Term sheet which will be available as of the Trade Date, and will be set out in full in the Final terms prepared by the Issuer, which will be available as of Issue Date, if the Notes are issued.

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- any portfolio management investment services for the account of third parties (gestion de portefeuille pour compte de tiers) provided by Natixis;
- any solicitation or direct selling activities undertaken by Natixis (démarchage bancaire et financier); or
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Natixis shall not be liable for any financial loss or any direct or indirect loss suffered as a result of any decision taken on the basis of the information contained in this document, Natixis does not hold itself out as providing any advice, particularly in relation to investment services. In any event, you should obtain all any internal and/or external advice that you consider necessary or desirable to obtain, including from financial, legal, regulatory, tax or accounting advisors, or any other specialist advisors, in order to verify in particular that the investment(s) described in this document meets your investment and commercial objectives and constraints, and to obtain an independent valuation of such investment(s), its risks and rewards.

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	Natixis is authorised by the ACPR and subject to limited regulation by the Financial Conduct Authority and Prudential Regulation Authority in the United Kingdom. Details about the extent of our regulation by the Financial Conduct Authority and Prudential Regulation Authority are available from us on request.
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Relevant Index Benchmark:	As per the definition in Condition 4 of the Terms and Conditions of Structured Notes
Specified Public Source:	As per the definition in Condition 5(k)
Impacted Index:	Not Applicable
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