



EQUITY MARKETS

Front Office Final Term Sheet

16 December 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.

3Y - Issuer Callable - PHOENIX WO NVDA UW TSLA UW META UW

FINAL 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 A public limited liability company 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

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Calculation Agent:	NATIXIS Calculation Agent Department, 7 promenade Germaine Sablon, 75013 Paris, France																			
Guarantor:	NATIXIS 7 promenade Germaine Sablon 75013 Paris, France																			
Guarantor's Rating:	Standard & Poor's: A+ / Moody's: A1 / Fitch: A+ <i>Long Term Debt</i>																			
Issuing & Paying Agent:	BNP Paribas, Luxembourg Branch																			
Dealer:	Natixis																			
Specified Currency:	EUR																			
ISIN code:	IT0006766734																			
Common code	296714836																			
Underlyings:	<table><tr><td>i</td><td>Share</td><td>Bloomberg Code</td><td>ISIN Code</td></tr><tr><td>1</td><td>NVIDIA Corp</td><td>NVDA UW</td><td>US67066G1040</td></tr><tr><td>2</td><td>Meta Platforms Inc</td><td>META UW</td><td>US30303M1027</td></tr><tr><td>3</td><td>Tesla Inc</td><td>TSLA UW</td><td>US88160R1014</td></tr></table>				i	Share	Bloomberg Code	ISIN Code	1	NVIDIA Corp	NVDA UW	US67066G1040	2	Meta Platforms Inc	META UW	US30303M1027	3	Tesla Inc	TSLA UW	US88160R1014
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Exchange:	See Condition 3 of the Terms and Conditions of Structured Notes of the Issuer's Base Prospectus.																			
Related Exchange:	See Condition 3 of the Terms and Conditions of Structured Notes of the Issuer's Base Prospectus.																			
Aggregate nominal amount of issue:	1,000 Certificates (Equivalent to EUR 1,000,000)																			
Denomination:	EUR 1,000																			
Issue Price:	EUR 1,000																			
Trade Date:	16 December 2024																			
Strike Date:	<table><tr><td>i</td><td>Share</td><td>Strike Date</td></tr><tr><td>1</td><td>NVIDIA Corp</td><td>7 January 2025</td></tr><tr><td>2</td><td>Meta Platforms Inc</td><td>7 January 2025</td></tr><tr><td>3</td><td>Tesla Inc</td><td>7 January 2025</td></tr></table>				i	Share	Strike Date	1	NVIDIA Corp	7 January 2025	2	Meta Platforms Inc	7 January 2025	3	Tesla Inc	7 January 2025				
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Issue Date:	8 January 2025																			
Valuation Date:	7 January 2028																			
Maturity Date:	14 January 2028																			

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Specific Number:	8 Scheduled Trading Days																																																		
Status of the Notes:	Unsecured																																																		
Coupon Amounts:	If on any Optional Redemption Valuation Date (t) and/or on the Valuation Date, the Final Price of the Lowest Performing Share, is equal to or greater than its respective Phoenix Barrier Price, then payment in respect of each Note on the immediately following Interest Payment Date of a Coupon Amount in Specified Currency equal to: Denomination x (3.75% x t) – Memory Coupon with t = 1 to 12 in respect of each 3 months period.																																																		
Memory Coupon:	Means in respect of a Interest Payment Date, the sum of the paid Coupon Amounts on each of the previous Interest Payment Dates.																																																		
Interest Payment Date(s):	Means with respect to an Optional Redemption Valuation Date (t), the Optional Redemption Date (t) just following such Optional Redemption Valuation Date (t) and with respect to the Valuation Date, the Maturity Date.																																																		
Redemption at the Option of the Issuer (the “Call Option”):	<table><tr><th>t</th><th>Optional Redemption Valuation Dates (t)</th><th>Optional Redemption Dates (t)</th><th>Optional Redemption Rates (t)</th></tr><tr><td>1</td><td>07 April 2025</td><td>14 April 2025</td><td>n/a</td></tr><tr><td>2</td><td>07 July 2025</td><td>14 July 2025</td><td>n/a</td></tr><tr><td>3</td><td>07 October 2025</td><td>14 October 2025</td><td>100.00%</td></tr><tr><td>4</td><td>07 January 2026</td><td>14 January 2026</td><td>100.00%</td></tr><tr><td>5</td><td>07 April 2026</td><td>14 April 2026</td><td>100.00%</td></tr><tr><td>6</td><td>07 July 2026</td><td>14 July 2026</td><td>100.00%</td></tr><tr><td>7</td><td>07 October 2026</td><td>14 October 2026</td><td>100.00%</td></tr><tr><td>8</td><td>07 January 2027</td><td>14 January 2027</td><td>100.00%</td></tr><tr><td>9</td><td>07 April 2027</td><td>14 April 2027</td><td>100.00%</td></tr><tr><td>10</td><td>07 July 2027</td><td>14 July 2027</td><td>100.00%</td></tr><tr><td>11</td><td>07 October 2027</td><td>14 October 2027</td><td>100.00%</td></tr></table> The Issuer may, upon giving written notice with at least a three Business Days notice (the “Notice period”) prior to the relevant Optional Redemption Dates (t), redeem the Notes in whole but not in part on such Optional Redemption Dates (t). The Optional Redemption Amount payable on such date upon redemption of each Note shall be an amount in the Specified Currency equal to the product of (i) the Denomination and (ii) the relevant Optional Redemption Rates.			t	Optional Redemption Valuation Dates (t)	Optional Redemption Dates (t)	Optional Redemption Rates (t)	1	07 April 2025	14 April 2025	n/a	2	07 July 2025	14 July 2025	n/a	3	07 October 2025	14 October 2025	100.00%	4	07 January 2026	14 January 2026	100.00%	5	07 April 2026	14 April 2026	100.00%	6	07 July 2026	14 July 2026	100.00%	7	07 October 2026	14 October 2026	100.00%	8	07 January 2027	14 January 2027	100.00%	9	07 April 2027	14 April 2027	100.00%	10	07 July 2027	14 July 2027	100.00%	11	07 October 2027	14 October 2027	100.00%
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Final Redemption Amount:	The Final Redemption Amount per Note payable on the Maturity Date shall be determined by the Calculation Agent on the Valuation Date in the Specified Currency as follows: Case 1: If the Final Price of the Lowest Performing Share on the Valuation Date is greater than or equal to 100.00% of its respective Initial Price, then: Denomination x 100%																																																		

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	Case 2: If the Final Price of the Lowest Performing Share on the Valuation Date is lower than 100.00% of its respective Initial Price, then: <u>Case 2a:</u> If the Knock-in Event has not occurred then: Denomination x 100.00% <u>Case 2b:</u> If the Knock-in Event has occurred then: Denomination x (100.00% - P) With P = 1/60.00% x Max (60.00% - Final Performance; 0) Final Performance: Means the Share Performance of the Lowest Performing Share												
Initial Price:	Means with respect to each Share(i), the price specified in the table below or, if not specified, the price of the Share on the Exchange as determined by the Calculation Agent on the Strike Date as of the Valuation Time. <table><tr><td>i</td><td>Share</td><td>Initial Price</td></tr><tr><td>1</td><td>NVIDIA Corp</td><td>USD TBD</td></tr><tr><td>2</td><td>Meta Platforms Inc</td><td>USD TBD</td></tr><tr><td>3</td><td>Tesla Inc</td><td>USD TBD</td></tr></table>	i	Share	Initial Price	1	NVIDIA Corp	USD TBD	2	Meta Platforms Inc	USD TBD	3	Tesla Inc	USD TBD
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Final Price:	Means, with respect to each Share, the price of the Share on the Exchange as determined by the Calculation Agent on any relevant date, as of the Valuation Time.												
Lowest Performing Share ("LPS"):	Means, the Share with the numerically lowest Share Performance as determined by the Calculation Agent on any Knock-in Determination Days, and/or on the Valuation Date.												
Share Performance (« Pi »):	In respect of any Share, a rate determined by the Calculation Agent in accordance with the following formula: $P_i = \frac{Final\ Price(i)}{Initial\ Price(i)}$ With <i>i</i> = 1 to 3												
Phoenix Barrier Price:	In respect of any Share, the Phoenix Barrier Price is 50.00% of the Initial Price: <table><tr><td>i</td><td>Share</td><td>Phoenix Barrier Price</td></tr><tr><td>1</td><td>NVIDIA Corp</td><td>USD TBD</td></tr><tr><td>2</td><td>Meta Platforms Inc</td><td>USD TBD</td></tr><tr><td>3</td><td>Tesla Inc</td><td>USD TBD</td></tr></table>	i	Share	Phoenix Barrier Price	1	NVIDIA Corp	USD TBD	2	Meta Platforms Inc	USD TBD	3	Tesla Inc	USD TBD
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Valuation time:	The Scheduled Closing Time on the relevant Exchange on the relevant date.												
Knock-in Event:	The Knock-in Event occurs if the price of the Knock-in Share as determined by the Calculation Agent as of the Knock-in Valuation Time on any Knock-in Determination Day is less than its respective Knock-in Price .												
Knock-In Price:	In respect of any Share, the Knock-In Price is equal to 50.00% of its Initial Price: <table><tr><td>i</td><td>Share</td><td>Knock-In Price</td></tr><tr><td>1</td><td>NVIDIA Corp</td><td>USD TBD</td></tr><tr><td>2</td><td>Meta Platforms Inc</td><td>USD TBD</td></tr><tr><td>3</td><td>Tesla Inc</td><td>USD TBD</td></tr></table>	i	Share	Knock-In Price	1	NVIDIA Corp	USD TBD	2	Meta Platforms Inc	USD TBD	3	Tesla Inc	USD TBD
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Knock-in Share:	The Lowest Performing Share												
Knock-in Determination Days:	Means each Scheduled Trading Day during the Knock-in Determination Period.												
Knock-in Determination Period:	Means the period which commences on, and includes, the Knock-in Period Beginning Date and ends on, and includes, the Knock-in Period Ending Date.												
Knock-in Period Beginning Date:	The Valuation Date												
Knock-in Period Ending Date:	The Valuation Date												
Knock-in Valuation Time:	The Scheduled Closing Time on the relevant Exchange on the relevant date.												
Business Day Convention:	Following												
Business Day:	TARGET												
Scheduled Trading Days:	Means any day on which the Exchange and the Related Exchange are scheduled to be open for trading for their respective regular trading sessions.												
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 Law												
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.												

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Tefra Rules:	Not Applicable
Form of Notes:	Classic Global Notes
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 3 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. Natixis generally considers that it does not provide any investment advice. In the event in which it might, Natixis must inform its client on the risk/return/liquidity aspects of the product and collects information on its client's investment objectives in accordance with the regulations in force.

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	Having regard to this product, Natixis considers that it corresponds to the following characteristics: <table border="0"> <tr> <td>☐ Long term (<i>>5 years maximum maturity</i>)</td><td>☐ Low risk investment (<i>e.g. Nominal value redemption by the Issuer at maturity or maximum loss capped to paid premium</i>)</td></tr> <tr> <td>☒ Short or Medium term (<i><=5 years maximum maturity</i>)</td><td></td></tr> <tr> <td>☒ Investment / Hedging</td><td></td></tr> <tr> <td>☐ Speculation / Arbitraging</td><td>☒ High or medium risk investment (<i>e.g. No guaranteed redemption amount or loss potentially above paid premium</i>)</td></tr> <tr> <td>☐ High Liquidity</td><td></td></tr> <tr> <td>☒ Low or medium Liquidity</td><td></td></tr> </table>	☐ Long term (<i>>5 years maximum maturity</i>)	☐ Low risk investment (<i>e.g. Nominal value redemption by the Issuer at maturity or maximum loss capped to paid premium</i>)	☒ Short or Medium term (<i><=5 years maximum maturity</i>)		☒ Investment / Hedging		☐ Speculation / Arbitraging	☒ High or medium risk investment (<i>e.g. No guaranteed redemption amount or loss potentially above paid premium</i>)	☐ High Liquidity		☒ Low or medium Liquidity	
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Inducement: Disclosure of Commissions or Fees	The purchaser or, if applicable, introducing broker of these securities acknowledges and agrees 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 :	Natixis may pay to Intermonte SIM a fee of up to 3.00% for the activity of promotion the Certificates that Intermonte SIM might perform in the period of 6 months starting from the first date of trading of the Certificates on SeDeX (the Relevant Period). Such fee would be calculated on the value of the Certificates purchased on SeDeX during the Relevant Period.												
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).												
Selling Restrictions:	<u>Public offer (no exemption from the obligation to publish a prospectus) only:</u> No action has been or will be taken in any jurisdiction except in the United Kingdom that would permit a public offer of the Notes described herein, save where explicitly stated in the Base Prospectus and Final Terms. The Notes must be sold in accordance with all applicable selling restrictions in the jurisdictions in which they are sold. Not for distribution in the United States or to U.S. persons. 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												

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	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, taking into account the five categories referred to in item 19 of the Guidelines published by the European Securities and Markets Authority ("ESMA") on 3 August 2023, 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 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. The product is incompatible for any client outside the positive target market identified above. 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 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, portfolio management, non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable. The product is incompatible for any client outside the positive target market identified above. Any distributor should take into consideration the manufacturer'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 respect of the Notes (by either adopting or

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	refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable.
Commercialisation typology :	The counterparty is purchasing the Notes: ☐ for its own account ☐ for its clients under a discretionary investment management mandate ☒ 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.
Applicable Exemption from the obligation to publish a Prospectus under Regulation (EU) 2017/1129 (the "Prospectus Regulation"):	☐ The offer is exclusively available for investors outside the European Economic Area. ☐ 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. <i>Payments under the Instrument may be subject to withholding under Section 871(m) of the US Internal Revenue Code of 1986</i> 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.
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