



# EQUITY MARKETS

## Front Office Final Term Sheet

17 December 2025

### 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.

## 5Y - PHOENIX Yeti Airbag WO on CEG UW ENGI FP BP LN NEE UN

### FINAL TERM SHEET

Terms and Conditions (the "Term Sheet")

Instrument Type:	Certificate (" <b>Certificate</b> ") to be issued under the EUR 30,000,000,000 Debt Issuance Programme of the Issuer. The terms & conditions of the Notes are described in the base prospectus relating to the above-mentioned programme most recently approved by the Commission de Surveillance du Secteur Financier (the " <b>CSSF</b> ") as amended from time to time (the " <b>Base Prospectus</b> ").
Form of Certificates:	Italian Clearing System Dematerialized Certificates
Issuer:	<b>NATIXIS STRUCTURED ISSUANCE SA</b> 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
Calculation Agent:	<b>NATIXIS</b> Calculation Agent Department, 7 promenade Germaine Sablon, 75013 Paris, France
Guarantor:	<b>NATIXIS</b> 7 promenade Germaine Sablon 75013 Paris, France

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Guarantor's Rating:	Standard & Poor's: A+ / Moody's: A1 / Fitch: A+ <i>Long Term Debt</i>																						
Issuing & Paying Agent:	BNP Paribas, Italy Branch																						
Dealer:	<b>Natixis</b>																						
Specified Currency:	<b>EUR</b>																						
ISIN code:	<b>IT0006772237</b>																						
Common code:	<b>326026867</b>																						
Underlyings:	<table border="1"> <thead> <tr> <th>i</th> <th>Share</th> <th>Bloomberg Code</th> <th>ISIN Code</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Constellation Energy Corp</td> <td>CEG UW</td> <td>US21037T1097</td> </tr> <tr> <td>2</td> <td>NextEra Energy Inc</td> <td>NEE UN</td> <td>US65339F1012</td> </tr> <tr> <td>3</td> <td>BP PLC</td> <td>BP/ LN</td> <td>GB0007980591</td> </tr> <tr> <td>4</td> <td>Engie SA</td> <td>ENGI FP</td> <td>FR0010208488</td> </tr> </tbody> </table>			i	Share	Bloomberg Code	ISIN Code	1	Constellation Energy Corp	CEG UW	US21037T1097	2	NextEra Energy Inc	NEE UN	US65339F1012	3	BP PLC	BP/ LN	GB0007980591	4	Engie SA	ENGI FP	FR0010208488
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4	Engie SA	ENGI FP	FR0010208488																				
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:	<b>Up to 20,000 Certificates (Equivalent to Up to EUR 20,000,000)</b>																						
Denomination:	<b>EUR 1,000</b>																						
Issue Price:	<b>EUR 1,000</b>																						
Trade Date:	<b>17 December 2025</b>																						
Strike Date:	<table border="1"> <thead> <tr> <th>i</th> <th>Share</th> <th>Strike Date</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Constellation Energy Corp</td> <td>8 January 2026</td> </tr> <tr> <td>2</td> <td>NextEra Energy Inc</td> <td>8 January 2026</td> </tr> <tr> <td>3</td> <td>BP PLC</td> <td>8 January 2026</td> </tr> <tr> <td>4</td> <td>Engie SA</td> <td>8 January 2026</td> </tr> </tbody> </table>			i	Share	Strike Date	1	Constellation Energy Corp	8 January 2026	2	NextEra Energy Inc	8 January 2026	3	BP PLC	8 January 2026	4	Engie SA	8 January 2026					
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Issue Date:	<b>9 January 2026</b>																						
Valuation Date:	<b>8 January 2031</b>																						
Maturity Date:	<b>17 January 2031</b>																						
Specific Number:	<b>5 Scheduled Trading Days</b>																						

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Status of the Notes:	<b>Unsecured</b>																																																																																																																																												
Coupon Amounts:	<p>If on any <b>Automatic Early Redemption Valuation Date (t)</b> and/or on the <b>Valuation Date</b>, the <b>Final Price</b> of the Lowest Performing Share, is <b>equal to or greater</b> than its respective <b>Phoenix Barrier Price</b>, then payment in respect of each Note on the immediately following Interest Payment Date of a Coupon Amount in Specified Currency equal to:</p> <p style="text-align: center;">Denomination x <b>(0.70% x t)</b> – Memory Coupon</p> <p>with t = 1 to 60 in respect of each 1 months period.</p>																																																																																																																																												
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35	8 December 2028	19 December 2028	100.00%
36	8 January 2029	17 January 2029	100.00%
37	8 February 2029	19 February 2029	100.00%
38	8 March 2029	19 March 2029	100.00%
39	9 April 2029	18 April 2029	100.00%
40	8 May 2029	17 May 2029	100.00%
41	8 June 2029	19 June 2029	100.00%
42	9 July 2029	18 July 2029	100.00%
43	8 August 2029	17 August 2029	100.00%
44	10 September 2029	19 September 2029	100.00%
45	8 October 2029	17 October 2029	100.00%
46	8 November 2029	19 November 2029	100.00%
47	10 December 2029	19 December 2029	100.00%
48	8 January 2030	17 January 2030	100.00%
49	8 February 2030	19 February 2030	100.00%
50	8 March 2030	19 March 2030	100.00%
51	8 April 2030	17 April 2030	100.00%
52	8 May 2030	17 May 2030	100.00%
53	10 June 2030	19 June 2030	100.00%
54	8 July 2030	17 July 2030	100.00%
55	8 August 2030	19 August 2030	100.00%
56	9 September 2030	18 September 2030	100.00%
57	8 October 2030	17 October 2030	100.00%
58	8 November 2030	19 November 2030	100.00%
59	9 December 2030	18 December 2030	100.00%

If on any Automatic Early Redemption Valuation Date(t), the respective **Share Price** of a number of Shares equal to the Automatic Early Redemption Number of Shares is **greater than or equal** to its respective **Automatic Early Redemption Price**, then the Notes shall be automatically redeemed in whole but not in part on the relevant Automatic Early Redemption Date(t) and the Automatic Early Redemption Amount payable by the Issuer on such date shall be an amount equal to the product of the Denomination and the Automatic Early Redemption Rate(t).

Share Price:

Means in respect of any Automatic Early Redemption Valuation Date (t), the price of the Share as determined by the Calculation Agent as of the Valuation Time on the relevant Exchange on such Automatic Early Redemption Valuation Date(t).

Automatic Early Redemption Number of Shares:

4

Automatic Early Redemption Price(t):

Means in respect to an Automatic Early Redemption Valuation Date (t), and in respect of any Share, the relevant percentage of the Initial Price specified below:

t	Automatic Early Redemption Valuation Date(t)	Automatic Early Redemption Price
1	9 February 2026	n/a
2	9 March 2026	n/a
3	8 April 2026	n/a
4	8 May 2026	n/a
5	8 June 2026	n/a
6	8 July 2026	n/a
7	10 August 2026	n/a
8	8 September 2026	n/a
9	8 October 2026	n/a
10	9 November 2026	n/a

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11	8 December 2026	n/a
12	8 January 2027	n/a
13	8 February 2027	100.00%
14	8 March 2027	99.00%
15	8 April 2027	98.00%
16	10 May 2027	97.00%
17	8 June 2027	96.00%
18	8 July 2027	95.00%
19	9 August 2027	94.00%
20	8 September 2027	93.00%
21	8 October 2027	92.00%
22	8 November 2027	91.00%
23	8 December 2027	90.00%
24	10 January 2028	89.00%
25	8 February 2028	88.00%
26	8 March 2028	87.00%
27	10 April 2028	86.00%
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39	9 April 2029	74.00%
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41	8 June 2029	72.00%
42	9 July 2029	71.00%
43	8 August 2029	70.00%
44	10 September 2029	69.00%
45	8 October 2029	68.00%
46	8 November 2029	67.00%
47	10 December 2029	66.00%
48	8 January 2030	65.00%
49	8 February 2030	64.00%
50	8 March 2030	63.00%
51	8 April 2030	62.00%
52	8 May 2030	61.00%
53	10 June 2030	60.00%
54	8 July 2030	59.00%
55	8 August 2030	58.00%
56	9 September 2030	57.00%
57	8 October 2030	56.00%
58	8 November 2030	55.00%
59	9 December 2030	54.00%

**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 50.00%** of its respective **Initial Price**, then:

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	<p style="text-align: center;"><b>Denomination x 100.00%</b></p> <p><b>Case 2:</b> If the <b>Final Price</b> of the Lowest Performing Share on the Valuation Date is <b>lower than 50.00%</b> of its respective <b>Initial Price</b>, then:</p> <p style="text-align: center;"><b>Denomination x (100.00% - P)</b></p> <p>With <math>P = 1/50.00\% \times \text{Max}(50.00\% - \text{Final Performance}; 0)</math></p> <p>Final Performance: Means the Share Performance of the Lowest Performing Share</p>															
Initial Price:	<p>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.</p> <table border="1"> <thead> <tr> <th>i</th> <th>Share</th> <th>Initial Price</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Constellation Energy Corp</td> <td>USD TBD</td> </tr> <tr> <td>2</td> <td>NextEra Energy Inc</td> <td>USD TBD</td> </tr> <tr> <td>3</td> <td>BP PLC</td> <td>GBp TBD</td> </tr> <tr> <td>4</td> <td>Engie SA</td> <td>EUR TBD</td> </tr> </tbody> </table>	i	Share	Initial Price	1	Constellation Energy Corp	USD TBD	2	NextEra Energy Inc	USD TBD	3	BP PLC	GBp TBD	4	Engie SA	EUR 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 »):	<p>In respect of any Share, a rate determined by the Calculation Agent in accordance with the following formula:</p> $P_i = \frac{\text{Final Price}(i)}{\text{Initial Price}(i)}$ <p>With <math>i = 1</math> to 4</p>															
Phoenix Barrier Price:	<p>In respect of any Share, the Phoenix Barrier Price is 60.00% of the Initial Price:</p> <table border="1"> <thead> <tr> <th>i</th> <th>Share</th> <th>Phoenix Barrier Price</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Constellation Energy Corp</td> <td>USD TBD</td> </tr> <tr> <td>2</td> <td>NextEra Energy Inc</td> <td>USD TBD</td> </tr> <tr> <td>3</td> <td>BP PLC</td> <td>GBp TBD</td> </tr> <tr> <td>4</td> <td>Engie SA</td> <td>EUR TBD</td> </tr> </tbody> </table>	i	Share	Phoenix Barrier Price	1	Constellation Energy Corp	USD TBD	2	NextEra Energy Inc	USD TBD	3	BP PLC	GBp TBD	4	Engie SA	EUR 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 <b>less than</b> its respective <b>Knock-in Price</b> .															
Knock-In Price:	<p>In respect of any Share, the Knock-In Price is equal to <b>50.00%</b> of its Initial Price:</p> <table border="1"> <thead> <tr> <th>i</th> <th>Share</th> <th>Knock-In Price</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Constellation Energy Corp</td> <td>USD TBD</td> </tr> <tr> <td>2</td> <td>NextEra Energy Inc</td> <td>USD TBD</td> </tr> <tr> <td>3</td> <td>BP PLC</td> <td>GBp TBD</td> </tr> <tr> <td>4</td> <td>Engie SA</td> <td>EUR TBD</td> </tr> </tbody> </table>	i	Share	Knock-In Price	1	Constellation Energy Corp	USD TBD	2	NextEra Energy Inc	USD TBD	3	BP PLC	GBp TBD	4	Engie SA	EUR TBD
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1	Constellation Energy Corp	USD TBD														
2	NextEra Energy Inc	USD TBD														
3	BP PLC	GBp TBD														
4	Engie SA	EUR TBD														
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:	<b>English Law</b>															
Place of Jurisdiction:	<b>The High Court of Justice in England</b>															
Settlement:	Monte Titoli															
Listing:	<b>Sedex Milan (direct listing)</b>															

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Tefra Rules:	Not Applicable
Form of Notes:	Italian Clearing System Dematerialized Certificates
Documentation:	<p>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.</p> <p>The Base Prospectus (including any document incorporated par reference therein) shall be available for viewing on the website of Natixis (<a href="https://cib.natixis.com/home/pims/Prospectus#/prospectusPublic">https://cib.natixis.com/home/pims/Prospectus#/prospectusPublic</a>). The Base Prospectus shall also be available for viewing on the website of the Luxembourg Stock Exchange (<a href="http://www.luxse.com">www.luxse.com</a>).</p>
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:	<p>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%.</p> <p>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.</p>
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:	<b>Not Applicable:</b> 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:	<p>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.</p> <p>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.</p> <p>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.</p>

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	<p>Having regard to this product, Natixis considers that it corresponds to the following characteristics:</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/></td> <td>Long term (&gt;5 years maximum maturity)</td> <td><input type="checkbox"/></td> <td>Low risk investment (e.g. Nominal value redemption by the Issuer at maturity or maximum loss capped to paid premium)</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Short or Medium term (≤5 years maximum maturity)</td> <td></td> <td></td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td>Investment / Hedging</td> <td></td> <td></td> </tr> <tr> <td><input type="checkbox"/></td> <td>Speculation / Arbitraging</td> <td><input checked="" type="checkbox"/></td> <td>High or medium risk investment (e.g. No guaranteed redemption amount or loss potentially above paid premium)</td> </tr> <tr> <td><input type="checkbox"/></td> <td>High Liquidity</td> <td></td> <td></td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td>Low or medium Liquidity</td> <td></td> <td></td> </tr> </table>	<input checked="" type="checkbox"/>	Long term (>5 years maximum maturity)	<input type="checkbox"/>	Low risk investment (e.g. Nominal value redemption by the Issuer at maturity or maximum loss capped to paid premium)	<input type="checkbox"/>	Short or Medium term (≤5 years maximum maturity)			<input checked="" type="checkbox"/>	Investment / Hedging			<input type="checkbox"/>	Speculation / Arbitraging	<input checked="" type="checkbox"/>	High or medium risk investment (e.g. No guaranteed redemption amount or loss potentially above paid premium)	<input type="checkbox"/>	High Liquidity			<input checked="" type="checkbox"/>	Low or medium Liquidity		
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<p>Inducement: Disclosure of Commissions or Fees</p>	<p>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.</p> <p>Further details of the commission element are available upon request.</p>																								
<p>Commissions and fees :</p>	<p>Natixis may pay to a Third Party a fee of up to <b>2.00%</b> for the activity of promotion of the Certificates that a Third Party might perform in the period of 6 months starting from the first date of trading of the Certificates on SeDeX (the Relevant Period) and ending on or around 9 July 2026 .</p> <p>Such fee would be calculated on the value of the Certificates purchased on Sedex Milan (direct listing) during the Relevant Period.</p>																								
<p>MIFID II Costs and Charges:</p>	<p>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 (<a href="https://cib.natixis.com">https://cib.natixis.com</a>). 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).</p>																								
<p>Selling Restrictions:</p>	<p><b><u>Public offer (no exemption from the obligation to publish a prospectus) in Italy:</u></b></p> <p>No action has been or will be taken in any jurisdiction except in Italy 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.</p> <p><b>For more details, please refer to the applicable selling restrictions as set out in the Base Prospectus.</b></p> <p><b>PROHIBITION OF SALES TO EEA RETAIL INVESTORS</b> – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made</p>																								

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	<p>available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, MiFID II); or (ii) a customer within the meaning of Directive 2016/97(EU), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the Prospectus Regulation). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the PRIIPs Regulation) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been or will be prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.</p> <p><b>PROHIBITION OF SALES TO UK RETAIL INVESTORS</b> – 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 Article 2 of Regulation (EU) No 2017/1129 as it forms part of domestic law by virtue of the 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.</p>
<p>MIFID II product governance :</p>	<p><b>Retail investors, professional investors and eligible counterparties</b> – 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.</p>
<p>UK MIFIR product governance:</p>	<p><b>UK MIFIR PRODUCT GOVERNANCE /RETAIL INVESTORS, PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET</b> – 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 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 ("<b>COBS</b>"), and professional clients, as</p>

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	<p>defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“<b>UK MiFIR</b>”); (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 <b>UK MiFIR Product Governance Rules</b>) 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 COBS, as applicable.</p>
<p>Commercialisation typology :</p>	<p>The counterparty is purchasing the Notes:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> for its own account</li> <li><input type="checkbox"/> for its clients under a discretionary investment management mandate</li> <li><input checked="" type="checkbox"/> 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.</li> <li><input type="checkbox"/> 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.</li> </ul>
<p>Applicable Exemption from the obligation to publish a Prospectus under Regulation (EU) 2017/1129 (the “Prospectus Regulation”):</p>	<ul style="list-style-type: none"> <li><input type="checkbox"/> The offer is exclusively available for investors outside the European Economic Area.</li> <li><input type="checkbox"/> The denominations of the Notes are greater than or equal to EUR 100,000 (or equivalent).</li> <li><input type="checkbox"/> The offering of the Notes is addressed solely to Qualified Investors.</li> <li><input type="checkbox"/> The offering of the Notes is addressed to fewer than 150 natural or legal persons per Member State, other than Qualified Investors.</li> <li><input type="checkbox"/> 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.</li> </ul>
<p>Risk Factors:</p>	<p>THE NOTES MAY REDEEM BELOW PAR AND THE REDEMPTION AMOUNT MAY VARY CONSIDERABLY DUE TO MARKET CONDITIONS AND WILL LIKELY BE VALUED AT A</p>

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	<p>CONSIDERABLE DISCOUNT TO ITS PAR VALUE. ANY AMOUNT SCHEDULED AND DUE UNDER THE TERMS OF THE NOTES BEARS THE CREDIT RISK OF THE ISSUER.</p> <p>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).</p> <p>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.</p> <p><b>THE CALCULATION AGENT IS THE SAME ENTITY AS THE GUARANTOR</b></p> <p>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.</p> <p>For more details, see Base Prospectus.</p> <p><b><i>Payments under the Instrument may be subject to withholding under Section 871(m) of the US Internal Revenue Code of 1986</i></b></p> <p>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.</p>
<p>Disclaimer :</p>	<p>This document is a definitive term sheet it is highly confidential, the property of Natixis and should not be transmitted to any person other than its original addressee(s) without the prior written consent of Natixis. It should not be copied or provided to any other person than the original addressee for any purpose.</p>

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- any solicitation or direct selling activities undertaken by Natixis (*démarchage bancaire et financier*); or
- more generally, any banking or investment services.

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Investors should have sufficient knowledge and experience in financial and business matters to evaluate the merits and risks of investing in Notes. Potential investors should make any investment decision in the Notes on the basis, and after a comprehensive analysis, of the Base Prospectus and the Final Terms. Before making any investment decision in the Notes, any potential investor should obtain all internal and/or external advice that it considers 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) in the Notes meet(s) its investment and commercial objectives and constraints, and to obtain an independent valuation of such investment(s), its risks and rewards.

Neither the Issuer, nor the Guarantor, as the case may be, shall 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, and does hold itself out as providing any advice, particularly in relation to investment services.

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To the extent permitted by law, no, responsibility (whether in contract, tort (including negligence) or otherwise) is accepted by the Issuer, (or the Guarantor, as the case may be), nor by any of its holding companies, subsidiaries, associated undertakings or controlling persons, or any of their respective directors, officers, partners, employees, agents, representatives or advisors as to or in relation to any information contained herein.

Neither the Issuer, nor the Guarantor, as the case may be, assumes no duty to update this document at any time or inform its recipient or any other person about any change in respect of the information contained herein or about any circumstances that may have any impact on the information contained herein.

Natixis is authorized in France by the Autorité de Contrôle Prudentiel et de Résolution (ACPR) as a Bank – Investment Services Provider and subject to its supervision. Natixis is regulated by the Autorité des Marchés Financiers (AMF) in respect of its investment services activities.

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.

NATIXIS is is authorised by the ACPR and regulated by the BaFin (Bundesanstalt für Finanzdienstleistungsaufsicht) for the conduct of investment business in Germany. The transfer / distribution of this document in Germany is done by / under the responsibility of NATIXIS Zweigniederlassung Deutschland.



Natixis is authorized by the ACPR and regulated by Bank of Spain and the CNMV (Comisión Nacional de Mercado de Valores) for the conduct of its business in Spain.

Natixis is authorised by the ACPR and regulated by Bank of Italy and the CONSOB (Commissione Nazionale per le Società e la Borsa) for the conduct of its business in Italy. Natixis is regulated throughout the European Union on a crossborder basis.

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