

**FIRST SUPPLEMENT DATED 25 SEPTEMBER 2024  
TO THE BASE PROSPECTUS DATED 19 JULY 2024**



**NATIXIS**

(a public limited liability company (*société anonyme*) incorporated in France)  
as Issuer and Guarantor

and

**NATIXIS STRUCTURED ISSUANCE SA**

(a public limited liability company (*société anonyme*) incorporated under the laws of the Grand Duchy of  
Luxembourg)  
as Issuer

**£1,000,000,000 UK Debt Issuance Programme**

This base prospectus supplement (the “**Supplement**” or the “**First Supplement**”) is supplemental to and must be read in conjunction with the base prospectus dated 19 July 2024 (the “**Base Prospectus**”), relating to the UK Debt Issuance Programme of NATIXIS (“**NATIXIS**”) and Natixis Structured Issuance SA (“**Natixis Structured Issuance**”) and together with NATIXIS, the “**Issuers**” and each an “**Issuer**”), prepared in connection with the application made for the Notes to be admitted to listing on the Official List of the United Kingdom Financial Conduct Authority (the “**FCA**”) (in its capacity as competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000 (the “**FSMA**”)), and to trading on the main market of the London Stock Exchange plc.

This First Supplement constitutes a supplement for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended (the “**UK Prospectus Regulation**”) and a supplementary prospectus for the purposes of section 87G of the FSMA. Terms defined in the Base Prospectus shall have the same meaning when used in this First Supplement. This First Supplement has been approved by the FCA as competent authority under the UK Prospectus Regulation. The FCA only approves this First Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this First Supplement. With effect from the date of this First Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below.

This First Supplement will be published on the website of the Regulatory News Service operated by the London Stock Exchange (<https://www.londonstockexchange.com/news?tab=news-explorer&period=daily&headlinetypes=1,2>) and on the Issuers’ website (<https://cib.natixis.com/Home/pims/Prospectus#/prospectusPublic>).

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this First Supplement.

Save as disclosed in this First Supplement, no significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus has arisen since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this First Supplement or any statement incorporated by reference into the Base Prospectus by this First Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in this First Supplement will prevail.

The Issuers accept responsibility for the information contained or incorporated by reference in this First Supplement. To the best of the knowledge of the Issuers, the information contained or incorporated by reference in this First Supplement is in accordance with the facts and does not omit anything likely to affect its import.

This First Supplement has been prepared for the purposes of:

- a) incorporating by reference into the Base Prospectus the first amendment to the 2023 universal registration document and half-year financial report for 2023 of NATIXIS, being a free English translation of the *premier amendement au document d'enregistrement universel 2023 et rapport financier semestriel* that has been filed with the French *Autorité des marchés financiers* on 6 August 2024 under number D.24-0122-A01 (the “**NATIXIS 2023 URD First Amendment and Half-Yearly Financial Report**”);
- b) incorporating by reference into the Base Prospectus Natixis Structured Issuance’s unaudited interim financial statements for the six months ended 30 June 2024 (the “**NSI 2024 Interim Accounts**”);
- c) correcting the form of final terms;
- d) updating the name of the auditor of Natixis Structured Issuance and the address of the auditor of NATIXIS; and
- e) amending, as a result of a) to d) above, the contact details pages of the Base Prospectus as well as the following sections of the Base Prospectus: “*RISK FACTORS*”, “*DOCUMENTS INCORPORATED BY REFERENCE*”, “*DESCRIPTION OF THE ISSUERS*”, “*FORM OF FINAL TERMS*” and “*GENERAL INFORMATION*” of the Base Prospectus.

To the extent applicable, investors who have already agreed to purchase or subscribe for any Notes before this First Supplement is published, have the right, exercisable within a time limit of three (3) working days after the publication of this First Supplement (no later than 30 September 2024), to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period or the delivery of the Notes. Investors may contact the Authorised Offerors should they wish to exercise the right of withdrawal.

## Appendix 1

### RISK FACTORS

From the date of this First Supplement, the section “*RISK FACTORS*” of the Base Prospectus (appearing on pages 19 to 34 of the Base Prospectus) is amended as follows:

- the sub-section 1.1 “Risks relating to NATIXIS as Issuer or Guarantor” (appearing on page 19 of the Base Prospectus) shall be deleted in its entirety and replaced with the following:

“

#### **1.1 Risks relating to NATIXIS as Issuer or Guarantor**

The risk factors associated with NATIXIS that may affect NATIXIS’ ability to perform its obligations either as Issuer or as Guarantor under the Notes issued pursuant to the Programme are described in the “*Risk Factors*” section on pages 33 to 45 of the NATIXIS 2023 URD First Amendment and Half-Year Financial Report are incorporated by reference herein.

The following subsections of the above-mentioned section below are incorporated by reference in this category of risk factors:

- Credit and counterparty risks;
- Financial risks;
- Non-financial risks; and
- Strategic and business risks.”

## Appendix 2

### DOCUMENTS INCORPORATED BY REFERENCE

From the date of this First Supplement, the section entitled “*DOCUMENTS INCORPORATED BY REFERENCE*” appearing on pages 62 to 69 of the Base Prospectus is deleted in its entirety and replaced as follows:

#### “DOCUMENTS INCORPORATED BY REFERENCE

The pages identified in the cross-reference tables below of the following documents, which have been previously published or are published simultaneously with the Base Prospectus and have been filed with the FCA shall be incorporated by reference in, and form part of, this Base Prospectus.

Documents	Hyperlinks
Articles of incorporation of Natixis Structured Issuance (the “ <b>NSI’s Articles of Incorporation</b> ”)	<a href="https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/4/ISSUER_FINANCIAL_SEARCH">https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/4/ISSUER_FINANCIAL_SEARCH</a>
Unaudited interim financial statements of Natixis Structured Issuance for the six-month period ended 30 June 2024 (the “ <b>NSI 2024 Interim Accounts</b> ”)	<a href="https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/316/ISSUER_FINANCIAL_SEARCH">https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/316/ISSUER_FINANCIAL_SEARCH</a>
Annual financial statements of Natixis Structured Issuance for the financial year ended 31 December 2023 (the “ <b>NSI 2023 Annual Accounts</b> ”)	<a href="https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/297/ISSUER_FINANCIAL_SEARCH">https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/297/ISSUER_FINANCIAL_SEARCH</a>
Annual financial statements of Natixis Structured Issuance for the financial year ended 31 December 2022 (the “ <b>NSI 2022 Annual Accounts</b> ”)	<a href="https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/264/ISSUER_FINANCIAL_SEARCH">https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/264/ISSUER_FINANCIAL_SEARCH</a>
English language version of the first amendment to the 2023 universal registration document and half-yearly financial report of NATIXIS published on 6 August 2024 and filed with the French <i>Autorité des marchés financiers</i> under number D.24-0122-A01 (the “ <b>NATIXIS 2023 URD First Amendment</b> ”)	<a href="https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/317/ISSUER_FINANCIAL_SEARCH">https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/317/ISSUER_FINANCIAL_SEARCH</a>

<p>English language version of the universal registration document and annual financial report of NATIXIS for the year ended 31 December 2023 published on 15 March 2024 and filed with the French <i>Autorité des marchés financiers</i> under number D.24-0122</p> <p>(the “<b>NATIXIS 2023 Universal Registration Document</b>”)</p>	<p><a href="https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/298/ISSUER_FINANCIAL_SEARCH">https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/298/ISSUER_FINANCIAL_SEARCH</a></p>
<p>English language version of the universal registration document and annual financial report of NATIXIS for the year ended 31 December 2022 published on 23 March 2023 and filed with the French <i>Autorité des marchés financiers</i> under number D.23-0140</p> <p>(the “<b>NATIXIS 2022 Universal Registration Document</b>”)</p>	<p><a href="https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/261/ISSUER_FINANCIAL_SEARCH">https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/261/ISSUER_FINANCIAL_SEARCH</a></p>
<p>Supplement dated 13 May 2024 relating to the £1,000,000,000 UK Debt Issuance Programme of NATIXIS and Natixis Structured Issuance</p> <p>(the “<b>Supplement dated 13 May 2024</b>”)</p>	<p><a href="https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/306/PROGRAM_SEARCH">https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/306/PROGRAM_SEARCH</a></p>
<p>Base Prospectus dated 25 July 2023 relating to the £1,000,000,000 UK Debt Issuance Programme of NATIXIS and Natixis Structured Issuance</p> <p>(the “<b>2023 Base Prospectus</b>”)</p>	<p><a href="https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/277/PROGRAM_SEARCH">https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/277/PROGRAM_SEARCH</a></p>
<p>Base prospectus dated 26 July 2022 relating to the £1,000,000,000 UK Debt Issuance Programme of NATIXIS and Natixis Structured Issuance</p> <p>(the “<b>2022 Base Prospectus</b>”)</p>	<p><a href="https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/240/PROGRAM_SEARCH">https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/240/PROGRAM_SEARCH</a></p>
<p>Base prospectus dated 13 July 2021 relating to the £1,000,000,000 UK Debt Issuance Programme of NATIXIS and Natixis Structured Issuance</p> <p>(the “<b>2021 Base Prospectus</b>”)</p>	<p><a href="https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/183/PROGRAM_SEARCH">https://cib.natixis.com/DevInet.PIMS.ComplianceTool.Web/api/ProspectusPublicNg/DownloadDocument/183/PROGRAM_SEARCH</a></p>

The non-incorporated parts of the documents incorporated by reference are either not relevant for investors or covered elsewhere in this Base Prospectus. For the avoidance of doubt, any documents themselves incorporated by reference in the documents incorporated by reference in this Base Prospectus shall not form of this Base Prospectus.

Following the publication of this Base Prospectus a supplement may be prepared by the relevant Issuer and approved by the FCA in accordance with Article 23 of the UK Prospectus Regulation. Statements contained in any such supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Base Prospectus or in a document which is incorporated by reference in this Base Prospectus. Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus.

Each Issuer will, in the event of any significant new factor, material mistake or inaccuracy relating to information included in this Base Prospectus which is capable of affecting the assessment of any Notes, prepare a supplement to this Base Prospectus or publish a new Base Prospectus for use in connection with any subsequent issue of Notes.

Unless otherwise stated, references to pages appearing in each of the cross-reference tables below are to those of each document incorporated by reference.

**Cross Reference Table for NATIXIS:**

Annex 6 of the UK Prospectus Delegated Regulation, as amended		NATIXIS 2023 URD First Amendment and Half-Yearly Financial Report	NATIXIS 2023 Universal Registration Document	NATIXIS 2022 Universal Registration Document
<b>2</b>	<b>STATUTORY AUDITORS</b>			
2.1	<i>Names and addresses of the issuer's auditors for the period covered by the historical financial information (together with their membership in a professional body).</i>	192	353	None
<b>3</b>	<b>RISK FACTORS</b>			
3.1	<i>A description of the material risks that are specific to the issuer and that may affect the issuer's ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed 'Risk Factors'.  In each category the most material risks, in the assessment of the issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer and the probability of their occurrence, shall be set out first. The risk factors shall be corroborated by the content of the registration document.</i>	33 to 45	None	None
<b>4</b>	<b>INFORMATION ABOUT THE ISSUER</b>			
4.1	<i>History and development of the issuer</i>	None	14	None
4.1.1	<i>The legal and commercial name of the issuer</i>	None	464	None
4.1.2	<i>Place of registration, registration number and legal entity identifier (LEI) of the issuer</i>	None	464	None
4.1.3	<i>Date of incorporation and the length of life of the issuer</i>	None	464	None
4.1.4	<i>Domicile and legal form of the issuer, applicable legislation, country of incorporation, address and telephone number of its registered office and website</i>	1; 193	464	None
4.1.5	<i>Details of any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency.</i>	8 to 20, 126 to 127, 136	33; 235 to 236; 252	None
4.1.7	<i>Information on the material changes in the issuer's borrowing and funding structure since the last financial year</i>	54 to 55	128 to 132	None
4.1.8	<i>Description of the expected financing of the issuer's activities</i>	54 to 55	128 to 132	None
<b>5</b>	<b>BUSINESS OVERVIEW</b>			

Annex 6 of the UK Prospectus Delegated Regulation, as amended		NATIXIS 2023 URD First Amendment and Half-Yearly Financial Report	NATIXIS 2023 Universal Registration Document	NATIXIS 2022 Universal Registration Document
5.1	<i>Principal activities</i>			
5.1.1	<i>A description of the issuer's principal activities, including:</i> <i>(a) the main categories of products sold and/or services performed;</i> <i>(b) an indication of any significant new products or activities;</i> <i>(c) the principal markets in which the issuer competes.</i>	113 to 123; 174 to 177	4 to 7; 16 to 19; 326 to 329; 482	None
5.2	<i>The basis for any statements made by the issuer regarding its competitive position</i>	113 to 123	16 to 19; 222 to 230	None
<b>6</b>	<b>ORGANISATIONAL STRUCTURE</b>			
6.1	<i>If the issuer is part of a group, a brief description of the group and the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.</i>	21 to 22	4 to 5; 14 to 15; 354 to 364	None
6.2	<i>If the issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.</i>	21 to 22	4 to 5; 14 to 15; 354 to 364	None
<b>7</b>	<b>TREND INFORMATION</b>			
7.2	<i>Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects for at least the current financial year</i>	126 to 127; 136	233; 235 to 236; 252	None
<b>9</b>	<b>ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES</b>			
9.1	<i>Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer:</i> <i>(a) members of the administrative, management or supervisory bodies;</i> <i>(b) partners with unlimited liability, in the case of a limited partnership with a share capital.</i>	23 to 28	22 to 69	None
9.2	<i>Administrative, management, and supervisory bodies' conflicts of interests</i> <i>Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.</i>	None	52; 68	None
<b>10</b>	<b>MAJOR SHAREHOLDERS</b>			
10.1	<i>To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused.</i>	183	471 to 472	None
10.2	<i>A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.</i>	None	473 to 474	None
<b>11</b>	<b>FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>			
11.1	<i>Historical financial information</i>			

Annex 6 of the UK Prospectus Delegated Regulation, as amended		NATIXIS 2023 URD First Amendment and Half-Yearly Financial Report	NATIXIS 2023 Universal Registration Document	NATIXIS 2022 Universal Registration Document
11.1.1	<i>Audited historical financial information covering the latest two financial years (or such shorter period as the issuer has been in operation) and the audit report in respect of each year.</i>	None	241 to 248	247 to 254
11.1.3	<i>Accounting Standards</i> <i>The financial information must be prepared in accordance with Article 23a of the UK Prospectus Delegated Regulation.</i>	None	251	257
11.1.6	<i>Consolidated financial statements</i> <i>If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.</i>	None	241 to 364	247 to 379
11.2	<i>Interim and other financial information</i>			
11.2.1	<i>If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited, the audit or review report must also be included. If the quarterly or half yearly financial information is not audited or has not been reviewed state that fact.</i>  <i>If the registration document is dated more than nine months after the date of the last audited financial statements, it must contain interim financial information, which may be unaudited (in which case that fact must be stated) covering at least the first six months of the financial year.</i>  <i>Interim financial information prepared in accordance with either the requirements of the Directive 2013/34/EU or Regulation (EC) No 1606/2002 as the case may be.</i>  <i>For issuers not subject to either Directive 2013/34/EU or Regulation (EC) No 1606/2002, the interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the year's end balance sheet.</i>	130 to 182	None	None
11.3	<i>Auditing of historical annual financial information</i>			
11.3.1	<i>The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.</i>  <i>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.</i>	None	365 to 370	380 to 386
11.3.1.a	<i>Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.</i>	None	None	None
11.4	<i>Legal and arbitration proceedings</i>			
11.4.1	<i>Information on any governmental, legal or arbitration proceedings (including any such proceedings which are</i>	57 to 59	140 to 143	None



Annex 6 of the UK Prospectus Delegated Regulation, as amended		NATIXIS 2023 URD First Amendment and Half-Yearly Financial Report	NATIXIS 2023 Universal Registration Document	NATIXIS 2022 Universal Registration Document
	<i>pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the issuer and/or group's financial position or profitability, or provide an appropriate negative statement.</i>			
<b>12.</b>	<b>ADDITIONAL INFORMATION</b>			
12.1	<i>Share capital The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics, the part of the issued capital still to be paid up with an indication of the number, or total nominal value and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.</i>	183	394; 465	None
12.2	<i>Memorandum and Articles of Association The register and the entry number therein, if applicable, and a description of the issuer's objects and purposes and where they can be found in the memorandum and articles of association.</i>	None	465 to 469	None

**Cross Reference Table for Natixis Structured Issuance:**

Annex 6 of the UK Prospectus Delegated Regulation, as amended		NSI 2024 Interim Accounts	NSI 2023 Annual Accounts	NSI 2022 Annual Accounts	NSI's Articles of Incorporation
<b>4</b>	<b>INFORMATION ABOUT THE ISSUER</b>				
4.1.7	<i>Information on the material changes in the issuer's borrowing and funding structure since the last financial year</i>	2 to 3	2 to 5	None	None
<b>11</b>	<b>FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>				
11.1	<i>Historical financial information</i>				
11.1.1	<i>Audited historical financial information covering the latest two financial years (or such shorter period as the issuer has been in operation) and the audit report in respect of each year.</i>	None	2 to 38	2 to 36	None
11.1.3	<i>Accounting Standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002. If Regulation (EC) No 1606/2002 is not applicable, the financial information must be prepared in accordance with either: a Member State's national accounting standards for issuers from the EEA, as required by the Directive 2013/34/EU; a third country's national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers. If such third country's national accounting standards are not equivalent</i>	None	15 to 23	15 to 23	None

Annex 6 of the UK Prospectus Delegated Regulation, as amended		NSI 2024 Interim Accounts	NSI 2023 Annual Accounts	NSI 2022 Annual Accounts	NSI's Articles of Incorporation
	<i>to Regulation (EC) No 1606/2002, the financial statements shall be restated in compliance with that Regulation.</i>				
11.1.5	<p><i>Where the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least the following:</i></p> <p><i>(a) the balance sheet;</i></p> <p><i>(b) the income statement;</i></p> <p><i>(c) the cash flow statement;</i></p> <p><i>(d) the accounting policies and explanatory notes.</i></p>	None	None	None	None
11.2	<i>Interim and other financial information</i>	8 to 36	None	None	None
11.2.1	<p><i>If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited, the audit or review report must also be included. If the quarterly or half yearly financial information is not audited or has not been reviewed state that fact.</i></p> <p><i>If the registration document is dated more than nine months after the date of the last audited financial statements, it must contain interim financial information, which may be unaudited (in which case that fact must be stated) covering at least the first six months of the financial year.</i></p> <p><i>Interim financial information prepared in accordance with either the requirements of the Directive 2013/34/EU or Regulation (EC) No 1606/2002 as the case may be.</i></p> <p><i>For issuers not subject to either Directive 2013/34/EU or Regulation (EC) No 1606/2002, the interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the year's end balance sheet.</i></p>	6-7	None	None	None
11.3	<i>Auditing of historical annual financial information</i>				
11.3.1	<p><i>The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2014/56/EU and Regulation (EU) No 537/2014.</i></p> <p><i>Where Directive 2014/56/EU and Regulation (EU) No 537/2014 do not apply:</i></p> <p><i>(a) the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.</i></p>	None	6 to 10	5 to 9	None

Annex 6 of the UK Prospectus Delegated Regulation, as amended		NSI 2024 Interim Accounts	NSI 2023 Annual Accounts	NSI 2022 Annual Accounts	NSI's Articles of Incorporation
	<i>(b) if audit reports on the historical financial information contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full and the reasons given.</i>				
<b>12.</b>	<b>ADDITIONAL INFORMATION</b>				
12.1	<i>Share capital The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics, the part of the issued capital still to be paid up with an indication of the number, or total nominal value and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.</i>	None	None	None	2
12.2	<i>Memorandum and Articles of Association The register and the entry number therein, if applicable, and a description of the issuer's objects and purposes and where they can be found in the memorandum and articles of association.</i>	None	None	None	1 to 8

**Cross reference table relating to previous Base Prospectuses:**

Previous Base Prospectuses	Sections	Pages
Supplement dated 13 May 2024	Form of Final Terms	20
2023 Base Prospectus	Terms and Conditions of the Notes	84 to 259
	Additional Terms and Conditions of the Notes	265 to 289
	Annex relating to Proprietary Indices	312 to 359
	Form of Final Terms	360 to 373
2022 Base Prospectus	Terms and Conditions of the Notes	81 to 256
	Additional Terms and Conditions of the Notes	262 to 296
	Form of Final Terms	309 to 355
	Annex to the Final Terms in relation to the Additional Terms and Conditions of the Notes	356 to 369

2021 Base Prospectus	Terms and Conditions of the Notes	84 to 261
	Additional Terms and Conditions of the Notes	267 to 291
	Annex relating to Proprietary Indices	292
	Form of Final Terms	314 to 360
	Annex to the Final Terms in relation to the Additional Terms and Conditions of the Notes	361 to 373

## Appendix 3

### DESCRIPTION OF THE ISSUERS

**From the date of this First Supplement, the section “DESCRIPTION OF THE ISSUERS” of the Base Prospectus (appearing on pages 301 to 305 of the Base Prospectus) is amended as follows:**

- the sub-section 1. “Description of NATIXIS” appearing on page 301 of the Base Prospectus is deleted in its entirety and replaced as follows:

#### **“1. Description of NATIXIS**

- Please refer to the relevant pages of (i) the NATIXIS 2023 Universal Registration Document and (ii) the NATIXIS 2023 URD First Amendment, which are incorporated by reference into this Base Prospectus, for a full description of NATIXIS (see Section “*Documents Incorporated by Reference*” of this Base Prospectus).

NATIXIS confirms that, to its knowledge, there is no potential conflict of interest between the duties of the members of the Board of Directors towards NATIXIS and their private interests and/or other duties toward third parties.

- On December 5, 2023, NATIXIS published the following press release:  
**“December 5, 2023**

**Groupe BPCE is positioned well above the prudential capital requirements applicable in 2024 as laid down by the European Central Bank**

Groupe BPCE has received notification from the European Central Bank concerning the results of the Supervisory Review and Evaluation Process (SREP) conducted in 2023, stating the level of prudential capital requirements for 2024.

The Common Equity Tier 1 (CET1) requirement applicable to Groupe BPCE on a consolidated basis has been set at 10.47% as of January 2<sup>nd</sup>, 2024, including:

- 1.58% with respect to the “Pillar 2 requirement” or P2R,
- 2.5% with respect to the capital conservation buffer,
- 1% with respect to the capital buffer for global systemically important banks (G-SIBs),
- 0.89% with respect to the countercyclical buffers<sup>1</sup>.

The Total Capital requirement has been set at 14.49% including 2.1% of P2R.

With ratios as of September 30<sup>th</sup>, 2023 of 15.4% for its CET1 ratio and 18.2% for its Total Capital ratio, Groupe BPCE is positioned well above the prudential capital requirements due to be applied as of January 2<sup>nd</sup>, 2024.

The ECB also set Natixis' prudential capital requirements. Including 0.61% of countercyclical buffers on 2<sup>nd</sup> January 2024, Natixis' CET1 ratio requirement is set at 8.88% on the same date including Pillar 2 requirement of 2.25%, decreasing by 0.25% vs. 2023. With a fully loaded CET1 ratio of 11.2% as of June 30<sup>th</sup>, 2023, Natixis is also well above these regulatory requirements.”

- the paragraph (j) “**Trend Information**” of the sub-section 2. “Description of Natixis Structured Issuance” appearing on pages 304 and 305 of the Base Prospectus is deleted in its entirety and replaced as follows:

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<sup>1</sup> Estimated amount after 50 bps increase for the CCyB in France scheduled as of January 2<sup>nd</sup>, 2024.

## “(j) Trend Information

The outlook for the global economy has improved compared to the consensus at the beginning of the year with most major economies close to their potential growth and a reduction in inflation which has been largely confirmed since the peaks of 2023.

The US economy should once again grow above 2%, while China could approach 5%. Growth in the euro zone and the United Kingdom, below 1% in 2023, should pick up this year, to 1.4% for both zones.

In the United States, consumers continued to support growth during the first quarter, but there is a growing divergence between the financial position of high-income households and that of low- to moderate-income households. In particular, credit conditions are weighing on low- and moderate-income households, with increases in default rates on certain consumer loans, which could dampen demand for the rest of the year. In addition, business surveys such as the ISM services point to a slowdown in activity. Employment, which remains robust, should nevertheless grow at a slower pace than previously, contributing to the slowdown in the US economy. On the political side, the key event will be the US presidential election. Regardless of the candidate elected, none of the scenarios provides for a clear improvement in budget deficits.

In China, growth is expected to be just under 5%. The real estate crisis should have an increasingly less marked impact on consumption and growth, as the worst seems to be over. To escape the economic slowdown, China must find another growth driver. Otherwise, the economy will have to embark on a structurally slower growth trajectory.

In the euro zone, France performed well at the beginning of the year with a growth rate of 0.6% at the end of the first quarter. Mixed survey and industrial production data at the end of the second quarter, as well as the announcement of early legislative elections with an uncertain outcome, nevertheless lead to caution and to revise the growth forecast for France slightly downwards at 1.0% in 2024. The German economy should struggle to take off again this year (+0.1%), with the drivers of the euro zone being more in the south, with growth of 0.9% expected in Italy and 2.3% in Spain.

In the United Kingdom, the decline in inflation also benefited consumers, which should continue in the second half of the year, albeit to a lesser extent.

The cycle of Central bank rate cuts should continue for those that began in the first half of the year, although the persistence of inflation in services could slow the pace. Two additional rate cuts by the ECB are expected this year, in September and in December after the June one, one less than in previous forecasts.

The Fed and the Bank of England should begin their rate-cutting cycle in the second half of the year. By the end of the year, two Fed rate cuts are expected, with a first cut in September and a second in December. The Bank of England is expected to make three rate cuts this year, which are expected over the next three meetings.”

## Appendix 4

### FORM OF FINAL TERMS

**From the date of this First Supplement, the section “FORM OF FINAL TERMS” appearing on pages 314 to 360 of the Base Prospectus is amended as follows:**

- the item 19 entitled “Structured Note Provisions” on pages 321 and 322 of the Base Prospectus is deleted in its entirety and replaced with the following:

“19 Structured Note Provisions: [Not Applicable]/[Applicable. [[Interest] [and] [Redemption Amounts] will be calculated in accordance with the following formula(e):

*[(in relation to Equity Linked Notes, Fund Linked Notes, Single Exchange and Multi Exchange Index Linked Notes and Hybrid Structured Notes) [specify type of Note] Linked Notes: [Vanilla/ Conditional Vanilla/ Airbag/ Reverse/ Phoenix/ Phoenix callable at the option of the Issuer/ Autocall/ Step-down Autocall/ Autocall Daily] [for Preference Share Linked Notes: Redemption Amount will be calculated in accordance with Condition 8 of the Terms and Conditions of Structured Notes]*

*[(further particulars are specified in the Annex to these Final Terms)]”*

- the paragraphs (i) “Relevant Index Benchmark” and (ii) “Specified Public Source” of the item 47 entitled “Benchmark administrator” on page 353 of the Base Prospectus is deleted in its entirety and replaced with the following:

“ (i) Relevant Index Benchmark: [•][As per the definition in Condition [2]/[4] of the Terms and Conditions of Structured Notes][Not Applicable]

(ii) Specified Public Source: [•][As per the definition in Condition [2]/[4] of the Terms and Conditions of Structured Notes]

*(If “As per the definition in Condition 2 or Condition 4 of the Terms and Conditions of Structured Notes is selected, all the sources listed in the definition of “Specified Public Source” shall apply)*

## Appendix 5

### GENERAL INFORMATION

**From the date of this First Supplement, the section “GENERAL INFORMATION” appearing on pages 373 to 375 of the Base Prospectus is amended as follows:**

- the paragraph 3 entitled “Significant or material adverse change” on page 373 of the Base Prospectus is deleted in its entirety and replaced with the following:

#### **“3 Significant or material adverse change**

- In relation to NATIXIS:

There has been no significant change in the financial performance or financial position of NATIXIS and/or its consolidated subsidiaries taken as a whole since 30 June 2024.

There has been no material adverse change in the prospects of NATIXIS since 31 December 2023.

- In relation to Natixis Structured Issuance:

There has been no significant change in the financial performance or financial position of Natixis Structured Issuance since 30 June 2024.

There has been no material adverse change in the prospects of Natixis Structured Issuance since 31 December 2023.”

- the paragraph 4 entitled “Litigation” on page 373 of the Base Prospectus is deleted in its entirety and replaced with the following:

#### **“4 Litigation**

Except as set out in the sections 3.2.10.1 “*Legal and arbitration proceedings*” and 3.2.10.2 “*Other Proceedings*” on pages 140 to 143 of the NATIXIS 2023 Universal Registration Document as updated on pages 57 to 59 of the NATIXIS 2023 URD First Amendment, incorporated by reference into this Base Prospectus, there are no governmental, legal or arbitration proceedings pending or threatened against NATIXIS or Natixis Structured Issuance during the twelve (12) months prior to the date hereof of which NATIXIS or Natixis Structured Issuance is aware, which may have or have had in such period a significant effect on the financial position or profitability of NATIXIS or Natixis Structured Issuance.”

the paragraph 8 entitled “Statutory Auditors” on page 374 of the Base Prospectus is deleted in its entirety and replaced with the following:

#### **“8 Statutory Auditors**

The information in relation to the statutory auditors of NATIXIS are incorporated by reference into this Base Prospectus (see Section “*DOCUMENTS INCORPORATED BY REFERENCE*” of this Base Prospectus).

PricewaterhouseCoopers Audit and Forvis Mazars SA (formerly Mazars) have audited and rendered an unqualified report on the consolidated financial statements of NATIXIS for each of the years ended 31 December 2022 and 31 December 2023. The consolidated half-year financial statements of NATIXIS for the six-month period ended 30 June 2024 have not been audited but were subject to a limited review, without qualification, by PricewaterhouseCoopers Audit and Forvis Mazars SA.

Forvis Mazars (formerly Mazars Luxembourg), the statutory auditor of Natixis Structured Issuance, having its registered office at 5, rue Guillaume J. Kroll, L-1182, Luxembourg, is registered as statutory auditor with the Luxembourg *Institut des Réviseurs d’Entreprises*. Forvis Mazars has audited and rendered an unqualified audit report on the financial statements of Natixis Structured Issuance for each of the years ended 31 December 2022 and 31 December 2023. The half-year financial statements of Natixis Structured Issuance for the six-month period ended 30 June 2024 have not been audited but were subject to a limited review, without qualification, by Forvis Mazars.”



## Appendix 6

### CONTACT DETAILS

**From the date of this First Supplement, contact details of Forvis Mazars, auditor of Natixis Structured Issuance, appearing on page 383 of the Base Prospectus are deleted in their entirety and replaced as follows:**

« Forvis Mazars  
5, rue Guillaume Kroll  
L-1882 Luxembourg  
Luxembourg »

**From the date of this First Supplement, contact details of Forvis Mazars SA, auditor of NATIXIS, appearing on page 383 of the Base Prospectus are deleted in their entirety and replaced as follows:**

« Forvis Mazars SA  
61, rue Henri Regnault  
92075 Paris – La Défense Cedex  
France