

**SECOND SUPPLEMENT DATED 6 NOVEMBER 2023
TO THE BASE PROSPECTUS DATED 25 JULY 2023**



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 “**Second Supplement**”) is supplemental to and must be read in conjunction with the base prospectus dated 25 July 2023, as supplemented by the first supplement dated 28 September 2023 (together, 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 Second 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 Second Supplement. This Second Supplement has been approved by the FCA as competent authority under the UK Prospectus Regulation. The FCA only approves this Second 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 Second Supplement. With effect from the date of this Second Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below.

This Second 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 Second Supplement.

Save as disclosed in this Second 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 Second Supplement or any statement incorporated by reference into the Base Prospectus by this Second Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in this Second Supplement will prevail.

The Issuers accept responsibility for the information contained or incorporated by reference in this Second Supplement. To the best of the knowledge of the Issuers, the information contained or incorporated by reference in this Second Supplement is in accordance with the facts and makes no omission likely to affect its import.

This Second Supplement has been prepared for the purposes of:

- a) updating the Base Prospectus with the NATIXIS' long term unsecured debt rating assigned by Fitch to take into account the downgrading of this rating from AA-(negative) to A+(stable);
- b) to take into account the resignation of Salvatore Rosato as director of Natixis Structured Issuance and the appointment of Alessandro Linguanotto as director of Natixis Structured Issuance; and
- c) amending, as a result of a) and b) above, the cover pages and the section "*DESCRIPTION OF THE ISSUERS*" of the Base Prospectus, as shown in Appendix 1 and Appendix 2, respectively.

To the extent applicable and in accordance with Article 23 (2) of the UK Prospectus Regulation, investors who have already agreed to purchase or subscribe for any Notes before this Second Supplement is published, have the right, exercisable within a time limit of three (3) working days after the publication of this Second Supplement (no later than 9 November 2023), 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

COVER PAGES

From the date of this Second Supplement, the third paragraph appearing on page 2 of the Base Prospectus is deleted in its entirety and replaced as follows:

« As at the date of this Base Prospectus, the long term senior unsecured debt of NATIXIS is rated A1 (stable) by Moody's France S.A.S. (“**Moody's**”), A (stable) by S&P Global Ratings Europe Limited (“**S&P**”) and A+ (stable) by Fitch Ratings Ireland Limited (“**Fitch**”). Each of Moody's, S&P and Fitch is established in the European Union and is registered under Regulation (EC) No 1060/2009 (as amended) (the “**CRA Regulation**”). Moody's, S&P and Fitch are not established in the United Kingdom. The ratings issued by each of Moody's, S&P and Fitch have been endorsed by their respective United Kingdom branches in accordance with Regulation (EC) No 1060/2009 as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (as amended, the “**UK CRA Regulation**”) and have not been withdrawn. The FCA publishes on its website (<https://www.fca.org.uk/firms/credit-rating-agencies>) a list of credit rating agencies registered in accordance with the UK CRA Regulation. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency. »

Appendix 2

DESCRIPTION OF THE ISSUERS

From the date of this Second Supplement, the section “DESCRIPTION OF THE ISSUERS” of the Base Prospectus (appearing on pages 298 to 302 of the Base Prospectus) is amended as follows:

- the paragraph (c) entitled “Administration, Management and Supervisory Bodies” of the paragraph 2. “Description of Natixis Structured Issuance” appearing on page 300 of the Base Prospectus is deleted in its entirety and replaced as follows:

“(c) Administration, Management and Supervisory Bodies

As at the date of this Base Prospectus the Directors of Natixis Structured Issuance are as follows:

Director	Principal outside activities
Sylvain Garriga	General Secretary, Natixis Structured Issuance
Nguyen Ngoc Quyen	Head of Long-Term Treasury, Cash and Collateral Management, Group BPCE/NATIXIS
Damien Chapon	Chief Executive Officer of Natixis Corporate and Investment Banking Luxembourg
Luigi Maulà	Head of Accounting Capital Markets Intertrust (Luxembourg) S.à r.l.
Alessandro Linguanotto	Manager Legal & Corporate Services Intertrust (Luxembourg) S.à r.l.

The business address of Luigi Maulà and Alessandro Linguanotto is 6, rue Eugène Ruppert, L-2453 Luxembourg.

The business address of Sylvain Garriga and Damien Chapon is 51, avenue J.F. Kennedy, L-1855 Luxembourg.

The business address of Nguyen Ngoc Quyen is 7, promenade Germaine Sablon, 75013 Paris.

As of the date of this Base Prospectus, there is no potential conflict of interest between the duties of the members of the Board of Directors towards Natixis Structured Issuance and their private interests and/or other duties towards third parties.”