

Paris, May 25, 2021

**PRESS RELEASE RELATING TO THE CAPITAL INCREASE  
FOLLOWING THE ORDINARY SHARE ALLOCATION TO THE MEMBERS OF THE SENIOR  
MANAGEMENT COMMITTEE OF NATIXIS**

**2017 PLAN OF FREE ALLOCATION OF PERFORMANCE SHARES**

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**FRAMEWORK OF THE OPERATION**

**Authorization of the operation**

In its resolution Nineteen, the combined General Shareholders' Meeting of May 24, 2016 authorized the Natixis Board of Directors (hereinafter referred to as the "**Company**") to carry out, in one or several occasions the allocation of new or existing shares of the Company, to the benefit of beneficiaries belonging to the categories it will define among the staff members of the Company or of companies or entities related to it, or of corporate officers.

**Duration of the authorization conferred by the Shareholders' Meeting**

38 months starting from the combined General Shareholders' Meeting of May 24, 2016.

**Maximum number of Natixis' ordinary shares that may be allocated**

The maximum number of shares that may be allocated pursuant to resolution Nineteen of the combined General Shareholders' Meeting of May 24, 2016 may not exceed 0.2% of the capital of the Company at the date of the decision of their allocation by the Board of Directors, a sub-ceiling of 0.03% of the share capital at the allocation date is being provided for the allocations to executive officers.

**Decisions of allocation**

The Board of Directors of May 23, 2017 (i) decided to carry out the allocation of a maximum number of 79,369 shares to the members of the Company Senior Management Committee (including the Chief Executive Officer in office at that time), pursuant to the provisions set in Articles L.225-197-1, et seq<sup>1</sup> of the French Commercial Code, leading (if the terms and conditions are met at the end of the vesting period) to capital increases by capitalization of reserves, profits or issue premiums, at the end of the vesting period through the issuing of the allocated shares, (ii) drew up the list of beneficiaries, (iii) set the duration of the vesting and holding periods and (iv) determined the 2017 Program of "Free Allocation of Performance Shares" (hereinafter referred to as the "**2017 LTIP SMC Plan**").

**Terms and conditions of the operation**

The Board of Directors decided under the 2017 LTIP SMC Plan the allocation of free Natixis shares to the members of the Company Senior Management Committee (hereinafter referred to as "**Beneficiaries**").

The shares may only be delivered after the end of the vesting period set in the 2017 LTIP SMC Plan (hereinafter referred to as a "**Vesting Period**"), provided that the terms and conditions set by the 2017 LTIP SMC Plan are met.

Beneficiaries will become owners of the shares at the end of the Vesting Period provided that they met the vesting terms and conditions set by the 2017 LTIP SMC Plan (hereinafter referred to as the "**Final Vesting**").

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<sup>1</sup> Some of which are now codified in articles L. 22-10-59 and L. 22-10-60 of the French Commercial Code.

At the end of the Vesting Period, the shares will be delivered to Beneficiaries, but they will be non-negotiable and they will have to be held partially by the latter during a period determined by the Board of Directors (hereinafter referred to as the “**Holding Period**”).

#### **Reasons for the allocation of free shares**

The Board of Directors decided to allocate free shares as part of the implementation within the Company of long-term compensation plans in favour of the members of the Natixis Senior Management Committee.

### **SPECIFICATIONS OF THE ALLOCATION PLAN**

#### **Beneficiaries and number of shares allocated by the Board of Directors**

The Board of Directors of May 23, 2017 decided to allocate a total maximum number of 79,369 shares of the Company to the concerned Beneficiaries, in relation to the 2017 LTIP SMC Plan.

The free shares allocated to Beneficiaries will be either new shares or existing shares.

#### **Duration of the Vesting Period**

Subject to the compliance with the share vesting terms hereinafter described, the allocated shares will be transferred in full ownership to Beneficiaries at the end of the Vesting Period.

The Vesting Period runs from the date the shares are allotted by the Board of Directors and expire on May 22, 2021 included.

Pursuant to the terms of Article L. 22-10-59 of the French Commercial Code, the rights resulting from the allocation are non-negotiable and non-transferable until the end of the Vesting Period, subject to some exceptions defined in the 2017 LTIP SMC Plan.

#### **Terms of Final Vesting**

The transfer of ownership of the shares is submitted to the compliance with some specific conditions, including, in particular:

- to be a member of Natixis staff or any of its affiliates or the Groupe BPCE during the Vesting Period, apart from some exceptions as set forth in the 2017 LTIP SMC Plan;
- to comply with some performance conditions as set in the 2017 LTIP SMC Plan.

#### **Duration of the Holding Period**

The shares will be subject, partially, to a mandatory Holding Period in the following conditions:

- 30% of the shares that will be delivered to the members of the Senior Management Committee at the end of the Vesting Period will be subject to a retention obligation until the termination of their functions within the Company Senior Management Committee.
- 30% of the shares that will be delivered to the Chief Executive Officer at the end of the Vesting Period will be subject to a retention obligation until the termination of its corporate mandate or any other executive function within the Company.

#### **Rights attached to shares**

At the end of the Vesting Period, the shares delivered to each Beneficiary shall entitle to the exercise of the same prerogative powers as ordinary shares of the Company. They will be subject to all bylaw's provisions and all decisions of the Shareholders' Meeting will be enforceable against Beneficiaries.

Beneficiaries will be entitled to the right of participating in Shareholders' Meetings and of voting, to the communication right and to the dividend right.

At the end of the Vesting Period, Beneficiaries will have the right to sell the shares. During the sale of these shares, the Beneficiaries will have to comply with the compliance rules set within Natixis and with the restrictions under Article L. 22-10-59 of the French Commercial Code.

## **QUOTATION OF FINALLY VESTED SHARES**

### **Final Vesting**

It has been decided on May 23, 2021 that the shares to be definitively vested under the 2017 LTIP SMC Plan will be new shares.

The final nominal amount of the share capital increase of Natixis that occurred on May 23, 2021, amounts to EUR 88,478.40 corresponding to the number of shares allocated to Beneficiaries fulfilling the terms and conditions set in the 2017 LTIP SMC Plan (*i.e.* 55,299 shares definitely allocated multiplied by the par value of one Natixis share (*i.e.* EUR 1.60)).

The final list of Beneficiaries as well as the final amount of the share capital increase and the number of issued shares has been set on May 23, 2021.

The Article 3 of the Company's bylaws relating to the capital will be consequently updated.

### **Admission request with Euronext Paris**

The new Natixis shares issued as part of the 2017 LTIP SMC Plan will be subject to the Euronext Paris trading admission request starting from May 23, 2021.

### **Specific provision**

The information contained in this document is delivered as information for Beneficiaries and summarizes the terms of the 2017 LTIP SMC Plan. In the event of discrepancy between information in this document and in the rules of the 2017 LTIP SMC Plan, the latter will prevail.

### **Contact:**

Investor Relations

Damien Souchet +33 1 58 55 41 10