



**Euro 45,000,000,000**

## **Medium Term Notes and other Debt Instruments Programme**

This supplement (this “**Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 8 December 2011 (the “**Base Prospectus**”) prepared in relation to the €45,000,000,000 Euro Medium Term Note and other Debt Instruments programme of NATIXIS (the “**Issuer**”). On 8 December 2011, the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) approved the Base Prospectus as a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended by Directive 2010/73/EC (the “**Prospectus Directive**”) and Article 8.4 of the Luxembourg Law on prospectuses for securities dated 10 July 2005 (the “**Luxembourg Law**”).

This Supplement constitutes a Supplement to the Base Prospectus for the purposes of Article 13 of chapter 1 of Part II of the Luxembourg law for the purposes of updating certain information contained in the Base Prospectus as described below.

This Supplement has been prepared for the purpose of replacing the section entitled “Form of Final Terms for Notes with a Denomination of at Least €[100,000/50,000]” on pages 368-398 of the Base Prospectus

The Issuer accepts responsibility for the information contained in this Supplement. The Issuer confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

The Arrangers (other than Natixis in its capacity as the Issuer) and the Dealers have not separately verified the information contained in this Supplement. None of the Dealers nor any of the Arrangers (other than Natixis in its capacity as the Issuer) makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Supplement. This Supplement is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer, the Arrangers or the Dealers that any recipient of this Supplement or any other financial statements should purchase the Notes.

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

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already accepted to purchase or subscribe for any Notes before this Supplement is published, shall have the right, exercisable within a time limit which shall not be shorter than two business days after the publication of this Prospectus Supplement, to withdraw their acceptances.

## **AMENDMENTS TO THE BASE PROSPECTUS**

The section entitled “Form of Final Terms for Notes with a Denomination of at Least €[100,000/50,000]” on pages 368-398 of the Base Prospectus shall be deleted in its entirety and replaced with the contents of the Appendix.

**APPENDIX**  
**FORM OF FINAL TERMS**  
**FOR NOTES WITH A DENOMINATION OF AT LEAST €[100,000/50,000]<sup>1</sup>**

**Final Terms dated [●]**

[Logo, if document is printed]

**NATIXIS**

**Euro 45,000,000,000**

**Medium Term Notes**

**and other Debt Instruments Programme**

SERIES NO: [●]

TRANCHE NO: [●]

[Brief description and Amount of Notes]

Issued by NATIXIS (the “Issuer”)

[Name(s) of Dealer(s)]

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Base Prospectus dated [●] [and the supplement(s) to the Base Prospectus dated [●] [which [together] constitute[s] a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU (the “**2010 PD Amending Directive**”) to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area (the “**Prospectus Directive**”))]. This document constitutes the Final Terms of the Notes described herein [for the purposes of Article 5.4 of the Prospectus Directive] and must be read in conjunction with such Base Prospectus [as so supplemented]. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus [as so supplemented]. The Base Prospectus [and the supplement(s) to the Base Prospectus] [is] [are] available for viewing at the office of the Fiscal Agent or each of the Paying Agents [and on the website of the Luxembourg Stock Exchange (*www.bourse.lu*)] and copies may be obtained from the office of NATIXIS at 47, quai d’Austerlitz, 75013 Paris, France.

*The following alternative language applies if the first tranche of an issue which is being increased was issued under [a Base Prospectus/an Offering Circular] with an earlier date.*

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the [Base Prospectus/Offering Circular] dated [original date] [and the supplement(s) to the Base Prospectus/Offering Circular dated [●]]. This document constitutes the Final Terms of the Notes described herein [for the purposes of Article 5.4 of the Prospectus Directive (Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU (the “**2010 PD Amending Directive**”) to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area (the “**Prospectus Directive**”)))] and must be read in conjunction with

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<sup>1</sup> This Form of Final Terms is to be used for Notes with a denomination of at least €100,000 if Directive 2010/73/EU (the 2010 PD Amending Directive) has been implemented in the Relevant Member State.

the Base Prospectus dated [current date] [and the supplement(s) to the Base Prospectus dated [●]], which [together] constitute[s] a base prospectus [for the purposes of the Prospectus Directive], save in respect of the Conditions which are extracted from the [Base Prospectus/Offering Circular] dated [original date] [and the supplement to the Base Prospectus/Offering Circular dated [●]] and are attached hereto. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the [Base Prospectus/Offering Circular] dated [original date] [and the supplement(s) to the Base Prospectus/Offering Circular dated [●]] and the Base Prospectus dated [current date] [and the supplement(s) to the Base Prospectus dated [●]]. The [Base Prospectus/Offering Circular] [and the supplement(s) to the Base Prospectus/Offering Circular] are available for viewing at the office of the Fiscal Agent or each of the Paying Agents [and on the website of the Luxembourg Stock Exchange (*www.bourse.lu*)] and copies may be obtained from the office of NATIXIS at 47, quai d'Austerlitz, 75013 Paris, France.

*[Include whichever of the following apply or specify as "Not Applicable" (N/A). Note that the numbering should remain as set out below, even if "Not Applicable" is indicated for individual paragraphs or subparagraphs. Italics denote guidance for completing the Final Terms.]*

*[When completing final terms, or adding any other final terms or information, consideration should be given as to whether such terms or information constitute a "significant new factor" and consequently trigger the need for a supplement to the Base Prospectus under Article 16 of the Prospectus Directive.]*

*[In the case of Notes which may not benefit from the ruling (rescrit) 2010/11 (FP and FE) of the French tax authorities dated 22 February 2010, it will be necessary to make additional modifications to the terms of these Final Terms.]*

<b>1</b>	(i) Issuer:	NATIXIS
	[(ii) Notes to be issued through New York Branch:]	[Yes <i>Delete if Not Applicable - not applicable in respect of French Law Notes</i> ]
	(iii) Type of Note:	[English/French] Law Note
<b>2</b>	(i) Series Number:	[●]
	(ii) Tranche Number:	[●]
		<i>[(If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible.)]</i>
<b>3</b>	<b>Specified Currency or Currencies:</b>	[●]
<b>4</b>	<b>Aggregate Nominal Amount of Notes admitted to trading:</b>	
	(i) Series:	<i>[For settlement in nominal: [●]]</i> <i>[For settlement unit by unit: [●] being the equivalent of [●] Notes]</i>
	(ii) Tranche:	<i>[For settlement in nominal: [●]]</i> <i>[For settlement unit by unit: [●] being the equivalent of [●] Notes]</i>
<b>5</b>	<b>Issue Price:</b>	<i>[For settlement in nominal: [●] per cent. of the Aggregate Nominal Amount [plus accrued interest from [insert date] ( if applicable)]]</i> <i>[For settlement unit by unit: [●] being the</i>

6	(i) Specified Denomination(s):	<p>equivalent of [●] per cent. of the [Aggregate Nominal Amount]/[Specified Denomination] [plus accrued interest from [insert date] (if applicable)]</p> <p><i>[For settlement in nominal: [●]] (one denomination only for Dematerialised Notes)</i></p> <p><i>[For settlement unit by unit: [●] being the equivalent of one Note]</i></p> <p><i>[Note - where multiple denominations above €[100,000/50,000] (or equivalent) are being used, the following sample wording should be followed: [€[100,000/50,000]] and integral multiples of [€1,000] in excess thereof [up to and including [€199,000/99,000]]. No notes in definitive form will be issued with a denomination above [€[199,000/99,000]]<sup>2</sup>.]</i></p> <p><i>[Notes [(including Notes denominated in Sterling) in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom or whose issue otherwise constitutes a contravention of Section 19 FSMA and] which have a maturity of less than one year must have a minimum redemption value of £100,000 (or its equivalent in other currencies).]</i></p>
	(ii) Calculation Amount:	<p><i>[For settlement in nominal: [●]]</i></p> <p><i>For settlement unit by unit: [●] being the equivalent of one Note]</i></p> <p><i>[If only one Specified Denomination, insert the Denomination. If more than one Specified Denomination, insert the highest common factor by which the multiple denominations may be divided (e.g. €1,000 in the case of €51,000, €52,000 or €53,000)] [Note: There must be a common factor in the case of two or more Specified Denominations]</i></p> <p><i>[In respect of French Law Notes: the Denomination]</i></p>
7	[(i)] Issue Date:	[●]
	[(ii)] Interest Commencement Date	[Specify/Issue Date/Not Applicable]
8	<b>Maturity Date:</b>	<i>[Specify date or (for Floating Rate Notes and Index-Linked Notes) Specified Interest Payment Date falling in or nearest to the relevant month and year]</i>
9	<b>Interest Basis:</b>	<p>[[●] % Fixed Rate]</p> <p>[[specify reference rate] [+/-] [●] % Floating Rate]</p>

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<sup>2</sup> Delete if notes being issued are in registered form.

- [Zero Coupon]  
[Index Linked Interest]  
[Other (*specify*)]  
(Further particulars specified below)
- 10 Redemption/Payment Basis<sup>3</sup>:** [Redemption at par]  
[Index Linked Redemption]  
[Dual Currency]  
[Partly Paid]  
[Instalment]  
[Other (*specify*)]
- 11 Change of Interest or Redemption/Payment Basis:** [*Specify details of any provision for convertibility of Notes into another interest or redemption/ payment basis*]
- 12 Put/Call Options:** [Redemption at the Option of Noteholders]  
[Redemption at the Option of the Issuer]  
[(Further particulars specified below)]
- 13 (i) Status of the Notes:** [Senior/[Dated/Undated] [Ordinary/Deeply Subordinated] (*If subordinated, specify [Senior/Subordinated] interest and insert applicable provisions*)]
- (ii) Dates of the corporate authorisations for issuance of the Notes: Decision dated [●] of a duly authorised person acting pursuant to the resolutions of the Management Board (Conseil d'Administration) passed on [●]
- 14 Method of distribution:** [Syndicated/Non-syndicated]

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 15 Fixed Rate Note Provisions:** [Applicable/Not Applicable]  
(*If not applicable, delete the remaining subparagraphs of this paragraph*)
- (i) Rate[(s)] of Interest: [●] per cent. per annum [payable [annually/semi-annually/quarterly/monthly/other (*specify*)] in arrear]
- (ii) Specified Interest Payment Date(s): [●] in each year [adjusted in accordance with [*specify Business Day Convention and any applicable Business Centre(s) for the definition of "Business Day"*]/not adjusted]
- (iii) Fixed Coupon Amount[(s)]: [●] [per Calculation Amount [(*in respect of English Law Notes*)]/[●] per [●] in nominal amount [(*in respect of French Law Notes*)]]
- (iv) Broken Amount(s): [●] [per Calculation Amount [(*in respect of English*

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<sup>3</sup> If the Final Redemption Amount is other than 100 per cent. of the nominal value the Notes will be derivative securities for the purposes of the Prospectus Directive and the requirements of Annex 12 to the Prospectus Directive Regulation will apply. This pro forma has been annotated to indicate where the key additional requirements of Annex 12 are dealt with.

	<i>Law Notes)]/[●] per [●] in nominal amount [(in respect of French Law Notes)], payable on the Specified Interest Payment Date falling [in/on] [●][Insert particulars of any initial or final broken interest amounts which do not correspond with the Fixed Coupon Amount[(s)]]</i>
(v) Day Count Fraction:	[●] [30/360/Actual/Actual (-ICMA /-ISDA)/Actual/365 (Fixed)/Actual/360/30E/360/other (see Condition 5 for alternatives)]
(vi) Determination Dates:	[Not applicable/[●] in each year ( <i>insert regular interest payment dates, ignoring Issue Date or Maturity Date in the case of a long or short first or last coupon. N.B. only relevant where Day Count Fraction is Actual/Actual (ICMA)</i> )]
(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	[Not Applicable/ <i>give details</i> ]
<b>16 Floating Rate Note Provisions:</b>	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(i) Interest Period(s):	[●]
(ii) Specified Interest Payment Date(s):	[●]
(iii) [First Interest Payment Date:	[●]
(iv) [Interest Period Date:	[●] (Not applicable unless different from Specified Interest Payment Date )]
(v) Business Day Convention:	[Floating Rate Convention/ Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/ other ( <i>give details</i> )]
(vi) Business Centre(s) ( <i>Condition 5(k)</i> ):	[●]
(vii) Manner in which the Rate(s) of Interest is/are to be determined [(including/excluding Rate(s) of Interest on overdue amounts after the Maturity Date or the date set for early redemption)]:	[Screen Rate Determination/ISDA Determination/ other ( <i>give details</i> )]
(viii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	[●]
(ix) Screen Rate Determination ( <i>Condition 5(c)(B)</i> ):	
– Relevant Rate:	[●]
– Relevant Time:	[●]
– Interest Determination Date(s):	[[●] [ <i>TARGET</i> ] Business Days in [ <i>specify city</i> ] for

- [specify currency] prior to [the first day in each Interest Accrual Period/each Specified Interest Payment Date]*
- Primary Source for Floating Rate: *[Specify relevant Page or “Reference Banks”]*
  - Reference Banks (if Primary Source is “Reference Banks”): *[Specify four]*
  - Business Centre: *[the financial centre most closely connected to the Benchmark]*
  - Benchmark: *[EURIBOR/LIBOR/LIBID/LIMEAN/or other benchmark]*
  - Representative Amount: *[Specify if screen or reference bank quotations are to be given in respect of a transaction of a specified notional amount]*
  - Effective Date: *[Specify if quotations are not to be obtained with effect from commencement of Interest Accrual Period]*
  - Specified Duration: *[Specify period for quotation if not duration of Interest Accrual Period]*
- (x) ISDA Determination (*Condition 5(c)(A)*):
- Floating Rate Option: *[•]*
  - Designated Maturity: *[•]*
  - Reset Date: *[•]*
  - ISDA Definitions: *[Specify definitions if different from those set out in the Conditions]*
- (xi) Margin(s): *[+/-][•] per cent. per annum*
- (xii) Minimum Rate of Interest: *[Zero/Not applicable/[•] per cent. per annum]*
- (xiii) Maximum Rate of Interest: *[Not applicable/[•] per cent. per annum]*
- (xiv) Day Count Fraction: *[Actual/Actual - (ISDA)/ICMA  
Actual/365 (Fixed)  
Actual/360  
30/360  
30E/360  
30E/360(ISDA)  
other]  
(See Condition 5 for alternatives)]*
- (xv) Fallback provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: *[Not applicable/[•]]*
- 17 Zero Coupon Note Provisions:** *[Applicable/Not Applicable]  
(If not applicable, delete the remaining subparagraphs of this paragraph)*
- (i) Amortisation Yield: *[•] per cent. per annum*



(ii) Any other formula/basis of determining amount payable:	[•]
<b>18 Index-Linked Interest Note/other variable-linked interest Note Provisions:</b>	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(i) Index/Formula/other variable [(including on overdue amounts after Maturity Date or date set for early redemption)]:	[Give or annex details/see paragraph [31/32/33/34/35] below (if applicable)]
(ii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent):	[•]
(iii) Provisions for determining Coupon where calculation by reference to Index and/or Formula and/or other variable:	[•] <i>(Need to include a description of market disruption or settlement disruption events and adjustment provisions)</i>
(iv) Interest Determination Date(s):	[•]
(v) Provisions for determining Coupon where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted:	[•] <i>(Need to include a description of market disruption or settlement disruption events and adjustment provisions)</i>
(vi) Interest Period(s):	[•]
(vii) Specified Interest Payment Date(s):	[•]
(viii) Business Day Convention:	[Floating Rate Convention/ Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other (give details)]
(ix) Business Centre(s) (Condition 5(k)):	[•]
(x) Minimum Rate of Interest:	[•] per cent. per annum
(xi) Maximum Rate of Interest:	[•] per cent. per annum
(xii) Day Count Fraction:	[•]
<b>19 Dual Currency Note Provisions<sup>4</sup></b>	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(i) Rate of Exchange/method of calculating Rate of Exchange:	[give details]
(ii) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent):	[•]
(iii) Provisions applicable where calculation by reference to Rate of Exchange is	<i>[Need to include a description of market disruption or settlement disruption events and</i>

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<sup>4</sup> If the Final Redemption Amount is other than 100 per cent. of the nominal value the Notes will be derivative securities for the purposes of the Prospectus Directive and the requirements of Annex 12 to the Prospectus Directive Regulation will apply. This pro forma has been annotated to indicate where the key additional requirements of Annex 12 are dealt with.

- impossible or impracticable: *adjustment provisions.*]
- (iv) Person at whose option Specified Currency(ies) is/are payable: [●]

## PROVISIONS RELATING TO REDEMPTION

- 20 Redemption at the Option of the Issuer:** [Applicable/Not Applicable]  
*(If not applicable, delete the remaining subparagraphs of this paragraph)*
- (i) Optional Redemption Date(s): [●]
- (ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [●] [per Calculation Amount [(in respect of English Law Notes)]/[●] per [●] in nominal amount [(in respect of French Law Notes)]]
- (iii) If redeemable in part:
- (a) Minimum Redemption Amount: [●] [per Calculation Amount [(in respect of English Law Notes)]/[●] per [●] in nominal amount [(in respect of French Law Notes)]]
- (b) Maximum Redemption Amount: [●] [per Calculation Amount [(in respect of English Law Notes)]/[●] per [●] in nominal amount [(in respect of French Law Notes)]]
- (iv) Notice period (if other than as set out in the Conditions): [●]
- 21 Redemption at the Option of Noteholders:** [Applicable/Not Applicable]  
*(If not applicable, delete the remaining subparagraphs of this paragraph)*
- (i) Optional Redemption Date(s): [●]
- (ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [●] [per Calculation Amount [(in respect of English Law Notes)]/[●] per [●] in nominal amount [(in respect of French Law Notes)]]
- (iii) Notice period (if other than as set out in the Conditions): [●]
- 22 Final Redemption Amount of each Note:<sup>5</sup>** [[●] [per Calculation Amount [(in respect of English Law Notes)]/[●] per [●] in nominal amount [(in respect of French Law Notes)]]
- In cases where the Final Redemption Amount is Index-Linked or other variable-linked:
- (i) Index/Formula/variable: [Give or annex details/See paragraph [31/32/33/34/35] below (if applicable)]
- (ii) Party responsible for calculating the Final Redemption Amount (if not the Calculation Agent): [●]

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<sup>5</sup> If the Final Redemption Amount is other than 100 per cent. of the nominal value the Notes will be derivative securities for the purposes of the Prospectus Directive and the requirements of Annex 12 to the Prospectus Directive Regulation will apply. This pro forma has been annotated to indicate where the key additional requirements of Annex 12 are dealt with.

- (iii) Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable: [●]
- (iv) Determination Date(s): [●]
- (v) Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted: [●]
- (vi) Payment Date: [●]
- (vii) Minimum Final Redemption Amount: [●][per Calculation Amount [(in respect of English Law Notes)]/[●] per [●] in nominal amount [(in respect of French Law Notes)]]
- (viii) Maximum Final Redemption Amount: [●][per Calculation Amount [(in respect of English Law Notes)]/[●] per [●] in nominal amount [(in respect of French Law Notes)]]

**23 Early Redemption Amount<sup>6</sup>:**

- (i) Early Redemption Amount(s) per Calculation Amount (in respect of English Law Notes) or nominal amount (in respect of French Law Notes) payable on redemption for taxation reasons (*Condition 6(b)*) or on Event of Default (*Condition 10(a) Senior Notes*) or in case of redemption for illegality (*Condition 6(j)*) or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): [●]  
[As set out in the Conditions [(save that no accrued interest shall be payable in respect of any date other than a Specified Interest Payment Date)]]
- (ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates (*Condition 6(b)*) [Yes/No]
- (iii) Unmatured Coupons to become void upon early redemption (*Condition 7(g)*) [Yes/No/Not Applicable]

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- 24 Form of Notes/Certificates:** [Bearer Notes/Exchangeable Bearer Notes/Registered Notes/ Dematerialised Notes/Materialised Notes] (*Materialised Notes are only in bearer form and Notes issued on or after 18 March 2012 through the New York Branch*)

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<sup>6</sup> If the Final Redemption Amount is other than 100 per cent. of the nominal value, the Notes will be derivative securities for the purposes of the Prospectus Directive and the requirements of Annex 12 to the Prospectus Directive Regulation will apply. This pro forma has been annotated to indicate where the key additional requirements of Annex 12 are dealt with.

		<i>are only in registered form)</i>
		[Delete as appropriate]
Temporary or permanent Global Note/Certificate:		[Temporary Global Note/Certificate exchangeable for a permanent Global Note/Certificate which is exchangeable for Definitive Notes/Certificates in the limited circumstances specified in the permanent Global Note/Certificate] [Temporary Global Note/Certificate exchangeable for Definitive Notes/Certificates on [●] days' notice] [Permanent Global Note/Certificate exchangeable for Definitive Notes/Certificates in the limited circumstances specified in the permanent Global Note/Certificate] <i>(Not applicable to French Law Notes)</i>
Form of Dematerialised Notes:		[Not Applicable/specify whether Bearer dematerialised form ( <i>au porteur</i> )]/Administered Registered dematerialised form ( <i>au nominatif administré</i> )] Fully Registered dematerialised form ( <i>au nominatif pur</i> )
Registration Agent:		[Not Applicable/if Applicable give name and details] <i>(Note that a Registration Agent must be appointed in relation to Dematerialised Notes in fully registered form only)</i>
Temporary Global Certificate:		[Not Applicable/Temporary Global Certificate exchangeable for Definitive Materialised Bearer Notes on [●] (the “ <b>Exchange Date</b> ”), being 40 days after the Issue Date subject to postponement as provided in the Temporary Global Certificate] <i>(Only applicable to French Law Materialised Notes)</i>
<b>25 New Global Note:</b>		[Yes]/[No] <sup>***</sup> <i>[Not applicable for French Law Notes]</i>
<b>26 Financial Centre(s) (Condition 7(i)) or other special provisions relating to Payment Dates:</b>		[Not Applicable/give details. Note that this item relates to the date and place of payment, and not interest period end dates, to which items 15(ii), 16(ii) and 18(vii) relate]
<b>27 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):</b>		[Yes/No/Not Applicable. <i>If yes, give details</i> ]
<b>28 Details relating to Partly Paid Notes:</b> Amount of each payment comprising the Issue		[Not Applicable/give details]

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\*\*\* You should only elect “yes” opposite “New Global Note” if you have elected “yes” to the Section in Part B under the heading “Operational Information” entitled “Intended to be held in a manner which would allow Eurosystem eligibility”(Not applicable to French Law Notes).

Price and date on which each payment is to be made and consequences (if any) of failure to pay[, including any right of the Issuer to forfeit the Notes and interest due on late payment]:

- 29 Details relating to Instalment Notes:** [Not Applicable/*give details*]  
Amount of each instalment, date on which each payment is to be made:
- 30 Redenomination, renominatisation and reconventioning provisions:** [Not Applicable/The provisions [in Condition 1] [annexed to these Final Terms] apply]
- 31 Consolidation provisions:** [Not Applicable/The provisions [in Condition 14] [annexed to these Final Terms] apply]
- 32 Purchase and cancellation:** [Not Applicable/Notes purchased by the Issuer in accordance with Condition 6(i) must be cancelled.]
- 33 Representation of holders of French Law Notes - Masse:** [Applicable/Not Applicable/Condition 11(b) replaced by the full provisions of French *Code de commerce* relating to the Masse/The initial Representative is: [●], the alternate Representative is: [●]. The Representative [will not be remunerated]/[will receive Euro [●] per year]] (*Note that: (i) in respect of any Tranche of Notes issued outside France, Condition 11(b) may be waived, amended or supplemented, and (ii) in respect of any Tranche of Notes issued inside France, Condition 11(b) must be waived in its entirety and replaced by the provisions of French Code de commerce relating to the Masse. If Condition 11(b) (as it may be amended or supplemented) applies or if the full provisions of French Code de commerce apply, insert details of the initial Representative and the alternate Representative and remuneration, if any.)*)  
(*For French Law Notes only*)
- 34 Further provisions applicable to Equity Linked Notes (single share):** [Not] Applicable  
(*If Not Applicable, delete the remaining sub-paragraphs of this paragraph*)
- (i) Company: [specify]
- (ii) Share: [If the Share is neither a DR nor a Unit in an ETF, [specify] and delete the sub-paragraphs of this paragraph]  
[If the Share is a DR or a Unit in an ETF, [specify] (see below Additional Provisions)], fill in the relevant sub-paragraph of this paragraph and delete the other sub-paragraph]
- Additional Provisions for Depositary Receipt: DR Sponsor: [specify]  
DR Currency: [specify]

	Condition 18(f)(G): [Applicable/Not Applicable]
Additional Provisions for Exchange Traded Fund:	
	ETF Adviser: <i>[specify]</i>
	ETF Administrator: <i>[specify]</i>
	ETF Underlying Index: [Not Applicable/ <i>specify</i> ]
	ETF Minimum Tradable Quantity: [Not Applicable/ <i>specify</i> ]
	Condition 18(f)(H) [Applicable/Not Applicable]
(iii) Exchange:	<i>[specify]</i>
(iv) Related Exchange:	<i>[specify]</i>
(v) Initial Price:	<i>[specify/See definition in Condition 18]</i>
(vi) Barrier Price:	[Not Applicable/ <i>specify</i> ]
(vii) Knock-in Event:	[Not Applicable/ <i>specify</i> ]/[“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a) Knock-in Price:	<i>[specify]</i>
(b) Knock-in Period Beginning Date:	<i>[specify]</i>
(c) Knock-in Period Beginning Date Scheduled Trading Day Convention:	[Not Applicable/Applicable]
(d) Knock-in Period Ending Date:	<i>[specify]</i>
(e) Knock-in Period Ending Date Scheduled Trading Day Convention:	[Not Applicable/Applicable]
(f) Knock-in Valuation Time:	<i>[specify/See definition in Condition 18]</i>
(viii) Knock-out Event:	[Not Applicable/ <i>specify</i> ]/ [“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a) Knock-out Price:	<i>[specify]</i>
(b) Knock-out Period Beginning Date:	<i>[specify]</i>
(c) Knock-out Period Beginning Date Scheduled Trading Day Convention:	[Not Applicable/Applicable]
(d) Knock-out Period Ending Date:	<i>[specify]</i>
(e) Knock-out Period Ending Date Scheduled Trading Day Convention:	[Not Applicable/Applicable]
(f) Knock-out Valuation Time:	<i>[specify/See definition in Condition 18]</i>
(ix) Automatic Early Redemption Event:	[Not Applicable/ <i>specify</i> ]/ [“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]]

- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (a) Automatic Early Redemption Amount: [specify/See definition in Condition 18]
  - (b) Automatic Early Redemption Date(s): [specify]
  - (c) Automatic Early Redemption Price: [specify]
  - (d) Automatic Early Redemption Rate: [specify]
  - (e) Automatic Early Redemption Valuation Date(s): [specify]
  - (f) Automatic Early Redemption Averaging Dates: [Not Applicable/Applicable: specify]
  - (g) Automatic Early Redemption Observation Period(s): [Not Applicable/Applicable: specify]
  - (x) Range Accrual: [Not Applicable/Applicable]
 

*(If not applicable, delete the remaining sub-paragraphs of this paragraph)*

    - (a) Reference Dates: [specify]
    - (b) Triggering Day: [specify ["greater than"/"greater than or equal to"/"less than"/"less than or equal to"]]
    - (c) Trigger Price: [specify]
    - (d) Trigger Valuation Time: [specify/See definition in Condition 18]
  - (xi) Strike Date: [Not Applicable/specify]
  - (xii) Averaging Dates: [Not Applicable/specify]
  - (xiii) Observation Period(s): [Not Applicable/specify]
  - (xiv) Valuation Date(s): [Not Applicable/specify]
  - (xv) Specific Number(s): [In relation to [Strike Date and/or] [Valuation Date] [and/or Averaging Dates] [and/or Automatic Early Redemption Dates]: specify/See definition in Condition 18]
  - (xvi) Valuation Time: [specify/See definition in Condition 18]
  - (xvii) Redemption by Physical Delivery: [Not Applicable/Applicable]
 

*(If not applicable, delete the remaining sub-paragraphs of this paragraph)*

    - (a) Relevant Number of Shares: [specify]
    - (b) Integral Number of Shares: [specify]
    - (c) Residual Number of Shares: [specify]
    - (d) Ultimate Final Price: [specify/See definition in Condition 18]
    - (e) Prevailing Exchange Rate: [Not Applicable/specify]
    - (f) Physical Delivery Rounding Convention: [specify/See definition in Condition 18]
    - (g) Notes to be aggregated for the [Not Applicable/Applicable]

	purposes of determining the number of Shares to be delivered:	
(xviii)	Minimum Percentage:	[specify/See definition in Condition 18]
(xix)	Exchange Rate:	[Not Applicable/specify] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
	(a) Exchange Rate Determination Date:	[Not Applicable/specify]
	(b) Exchange Rate Business Day:	[Not Applicable/specify]
(xx)	Monetisation:	[Not Applicable/specify] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
	Monetisation Formula:	[specify]
(xxi)	Change in Law:	[Not Applicable/Applicable]
(xxii)	Hedging Disruption:	[Not Applicable/Applicable]
(xxiii)	Increased Cost of Hedging:	[Not Applicable/Applicable]
(xxiv)	Other provisions:	[Not Applicable /specify]
<b>35</b>	<b>Further provisions applicable to Index Linked Notes (single index):</b>	[Not] Applicable <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(i)	Type:	[[Single/Multi] Exchange Index Linked Notes]
(ii)	Index:	[specify]
(iii)	Index Sponsor:	[specify]
(iv)	Exchange(s):	[specify]
(v)	Related Exchange(s):	[specify/See definition in Condition 19]
(vi)	Initial Level:	[Not Applicable/specify]
(vii)	Barrier Level:	[Not Applicable/specify]
(viii)	Knock-in Event:	[Not Applicable/specify][“greater than”/“greater than or equal to”/“less than”/“less than or equal to”] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
	(a) Knock-in Level:	[specify]
	(b) Knock-in Period Beginning Date:	[specify]
	(c) Knock-in Period Beginning Date Scheduled Trading Day Convention:	[Not Applicable/Applicable]
	(d) Knock-in Period Ending Date:	[specify]
	(e) Knock-in Period Ending Date Scheduled Trading Day Convention:	[Not Applicable/Applicable]
	(f) Knock-in Valuation Time:	[specify/See definition in Condition 19]
(ix)	Knock-out Event:	[Not Applicable/specify][“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]



	<i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a) Knock-out Level:	[specify]
(b) Knock-out Period Beginning Date:	[specify]
(c) Knock-out Period Beginning Date Scheduled Trading Day Convention:	[Not Applicable/Applicable]
(d) Knock-out Period Ending Date:	[specify]
(e) Knock-out Period Ending Date Scheduled Trading Day Convention:	[Not Applicable/Applicable]
(f) Knock-out Valuation Time	[specify/See definition in Condition 19]
(x) Automatic Early Redemption Event:	[Not Applicable/specify ["greater than"/"greater than or equal to"/"less than"/"less than or equal to"]]
	<i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a) Automatic Early Redemption Amount:	[specify/See definition in Condition 19]
(b) Automatic Early Redemption Date(s):	[specify]
(c) Automatic Early Redemption Level:	[specify]
(d) Automatic Early Redemption Rate:	[specify]
(e) Automatic Early Redemption Valuation Date(s):	[Not Applicable/Applicable: specify]
(f) Automatic Early Redemption Averaging Dates:	[Not Applicable/Applicable: specify]
(g) Automatic Early Redemption Observation Period(s):	[Not Applicable/Applicable: specify]
(xi) Range Accrual:	[Not Applicable/Applicable]
	<i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a) Reference Dates:	[specify]
(b) Triggering Day:	[specify/["greater than"/"greater than or equal to"/"less than"/"less than or equal to"]]
(c) Trigger Level:	[specify]
(d) Trigger Valuation Time:	[specify/See definition in Condition 19]
(xii) Strike Date:	[Not Applicable/specify]
(xiii) Averaging Dates:	[Not Applicable/specify]
(xiv) Observation Period(s):	[Not Applicable/specify]
(xv) Valuation Date(s):	[Not Applicable/specify]
(xvi) Specific Number(s):	[In relation to [Strike Date and/or] [Valuation Date] [and/or Averaging Dates] [and/or Automatic Early Redemption Dates]: specify/See definition in Condition 19]

(xvii) Valuation Time:	[specify/See definition in Condition 19]
(xviii) Exchange Rate:	[Not Applicable/specify] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(a) Exchange Rate Determination Date:	[Not Applicable/specify]
(b) Exchange Rate Business Day:	[Not Applicable/specify]
(xix) Monetisation:	[Not Applicable/specify] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
Monetisation Formula:	[specify]
(xx) Change in Law:	[Not Applicable/Applicable]
(xxi) Hedging Disruption:	[Not Applicable/Applicable]
(xxii) Increased Cost of Hedging:	[Not Applicable/Applicable]
(xxiii) Other provisions:	[Not Applicable/specify e.g. if any further provisions applicable to Commodity Linked Notes are applicable to any component(s) of the Index]
<b>36 Further provisions applicable to Equity Linked Notes (share basket):</b>	[Not] Applicable <i>(If Not Applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(i) Company:	[See table set forth in annex hereto]
(ii) Share:	[See table set forth in annex hereto] <i>(If the Basket comprises DR(s) or Unit in ETF(s) specify in the table set forth in annex respectively:</i> <i>- in respect of any Depository Receipt</i> <i>DR Sponsor: [specify]</i> <i>DR Currency: [specify]</i> <i>Condition 20(f)(K): [Applicable/Not Applicable]</i> <i>- in respect of any Exchange Traded Fund:</i> <i>ETF Adviser: [specify]</i> <i>ETF Administrator: [specify]</i> <i>ETF Underlying Index: [Not Applicable/specify]</i> <i>ETF Minimum Tradable Quantity: [Not Applicable/specify]</i> <i>Condition 20(f)(L): [Applicable/Not Applicable]</i>
(iii) Basket Performance:	[Not Applicable/specify]
(iv) Weightings:	<i>For each Share in the Basket:</i> [Not Applicable/See table set forth in annex hereto/specify]
(v) Exchange:	[See table set forth in annex hereto]
(vi) Related Exchange:	[See table set forth in annex hereto/See definition in Condition 20]
(vii) Separate Valuation:	[Applicable/Not Applicable]

- (viii) Specified Number of Shares: [specify]
- (ix) Additional New Shares Conditions: [specify]
- (x) Additional Substitute Share Conditions: [specify]
- (xi) Initial Price: [specify]
- (xii) Barrier Price: [specify]
- (xiii) Share Performance: [Not Applicable/specify]
- (xiv) Knock-in Event: [Not Applicable/specify ["greater than"/"greater than or equal to"/"less than"/"less than or equal to"]]  
*(If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (a) Knock-in Price: [specify]
- (b) Knock-in Period Beginning Date: [specify]
- (c) Knock-in Period Beginning Date Scheduled Trading Day Convention: [Not Applicable/Applicable]
- (d) Knock-in Period Ending Date: [specify]
- (e) Knock-in Period Ending Date Scheduled Trading Day Convention: [Not Applicable/Applicable]
- (f) Knock-in Valuation Time: [specify/See definition in Condition 20]
- (g) Knock-in Number of Shares: [Not Applicable/specify/See definition in Condition 20]
- (xv) Knock-out Event: [Not Applicable/specify ["greater than"/"greater than or equal to"/"less than"/"less than or equal to"]]  
*(If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (a) Knock-out Price: [specify]
- (b) Knock-out Period Beginning Date: [specify]
- (c) Knock-out Period Beginning Date Scheduled Trading Day Convention: [Not Applicable/Applicable]
- (d) Knock-out Period Ending Date: [specify]
- (e) Knock-out Period Ending Date Scheduled Trading Day Convention: [Not Applicable/Applicable]
- (f) Knock-out Valuation Time: [specify/See definition in Condition 20]
- (g) Knock-out Number of Shares: [Not Applicable/specify/See definition in Condition 20]
- (xvi) Automatic Early Redemption Event: [Not Applicable/specify ["greater than"/"greater than or equal to"/"less than"/"less than or equal to"]]  
*(If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (a) Automatic Early Redemption Amount: [specify/See definition in Condition 20]

- (b) Automatic Early Redemption Date(s): [specify]
- (c) Automatic Early Redemption Price: [specify]
- (d) Automatic Early Redemption Rate: [specify]
- (e) Automatic Early Redemption Valuation Date(s): [Not Applicable/Applicable: specify]
- (f) Automatic Early Redemption Averaging Dates: [Not Applicable/Applicable: specify]
- (g) Automatic Early Redemption Observation Period(s): [Not Applicable/Applicable: specify]
- (h) Automatic Early Redemption Number of Shares: [Not Applicable/specify/See definition in Condition 20]
- (xvii) Range Accrual: [Not Applicable/Applicable]  
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
  - (a) Reference Dates: [specify]
  - (b) Triggering Day: [specify] [“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]
  - (c) Triggering Share: [Not Applicable/specify]
  - (d) Trigger Price: [specify]
  - (e) Trigger Valuation Time: [specify/See definition in Condition 20]
- (xviii) Strike Date: [Not Applicable/specify]
- (xix) Averaging Dates: [Not Applicable/specify]
- (xx) Observation Period(s): [Not Applicable/specify]
- (xxi) Valuation Date(s): [Not Applicable/specify]
- (xxii) Specific Number(s): [In relation to [Strike Date and/or] [Valuation Date] [and/or Averaging Dates] [and/or Automatic Early Redemption Dates]: specify/See definition in Condition 20]
- (xxiii) Valuation Time: [specify/See definition in Condition 20]
- (xxiv) Redemption by Physical Delivery: [Not Applicable/Applicable]  
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
  - (a) Deliverable Share: [specify]
  - (b) Relevant Number of Deliverable Shares: [specify/See definition in Condition 20]
  - (c) Integral Number of Deliverable Shares: [specify/See definition in Condition 20]
  - (d) Residual Number of Deliverable Shares: [specify/See definition in Condition 20]
  - (e) Ultimate Final Price: [specify/See definition in Condition 20]
  - (f) Prevailing Exchange Rate: [Not Applicable/specify]
  - (g) Physical Delivery Rounding: [specify/See definition in Condition 20]

Convention:	
(xxv) Minimum Percentage:	[specify/See definition in Condition 20]
(xxvi) Cut-off Number:	[Not Applicable/specify/See definition in Condition 20]
(xxvii) Exchange Rate:	[Not Applicable/specify] (If not applicable, delete the remaining sub-paragraphs of this paragraph)
(a) Exchange Rate Determination Date:	[Not Applicable/specify]
(b) Exchange Rate Business Day:	[Not Applicable/specify]
(xxviii) Monetisation:	[Not Applicable/specify] (If not applicable, delete the remaining sub-paragraphs of this paragraph)
Monetisation Formula:	[specify]
(xxix) Change in Law:	[Not Applicable/Applicable]
(xxx) Hedging Disruption:	[Not Applicable/Applicable]
(xxxi) Increased Cost of Hedging:	[Not Applicable/Applicable]
(xxxii) Other provisions:	[Not Applicable/specify]
<b>37 Further provisions applicable to Index Linked Notes (index basket):</b>	[Not] Applicable (If not applicable, delete the remaining sub-paragraphs of this paragraph)
(i) Index:	[See table set forth in annex hereto]
(ii) Weightings:	For each Index in the Basket: [Not Applicable/See table set forth in annex hereto/specify]
(iii) Index Sponsor:	[See table set forth in annex hereto]
(iv) Exchange(s):	[See table set forth in annex hereto]
(v) Related Exchange(s):	[See table set forth in annex hereto]
(vi) Separate Valuation:	[Applicable/Not Applicable]
(vii) Initial Level:	[Not Applicable/specify]
(viii) Barrier Level:	[Not Applicable/specify]
(ix) Basket Performance:	[Not Applicable/specify]
(x) Index Performance:	[Not Applicable/specify]
(xi) Knock-in Event:	[Not Applicable/specify][“greater than”/“greater than or equal to”/“less than”/“less than or equal to”] (If not applicable, delete the remaining sub-paragraphs of this paragraph)
(a) Knock-in Level:	[specify]
(b) Knock-in Period Beginning Date:	[specify]
(c) Knock-in Period Beginning Date Scheduled Trading Day Convention:	[Not Applicable/Applicable]

- (d) Knock-in Period Ending Date: [specify]
- (e) Knock-in Period Ending Date Scheduled Trading Day Convention: [Not Applicable/Applicable]
- (f) Knock-in Valuation Time: [specify/See definition in Condition 21]
- (xii) Knock-out Event: [Not Applicable/specify[“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]]  
*(If not applicable, delete the remaining subparagraphs of this paragraph)*
- (a) Knock-out Level: [specify]
- (b) Knock-out Period Beginning Date: [specify]
- (c) Knock-out Period Beginning Date Scheduled Trading Day Convention: [Not Applicable/Applicable]
- (d) Knock-out Period Ending Date: [specify]
- (e) Knock-out Period Ending Date Scheduled Trading Day Convention: [Not Applicable/Applicable]
- (f) Knock-out Valuation Time: [specify/See definition in Condition 21]
- (xiii) Automatic Early Redemption Event: [Not Applicable/specify[“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]]  
*(If not applicable, delete the remaining subparagraphs of this paragraph)*
- (a) Automatic Early Redemption Amount: [specify/See definition in Condition 21]
- (b) Automatic Early Redemption Date(s): [specify]
- (c) Automatic Early Redemption Level: [specify]
- (d) Automatic Early Redemption Rate: [specify]
- (e) Automatic Early Redemption Valuation Date(s): [Not Applicable/Applicable: specify]
- (f) Automatic Early Redemption Averaging Dates: [Not Applicable/Applicable: specify]
- (g) Automatic Early Redemption Observation Period(s): [Not Applicable/Applicable: specify]
- (xiv) Range Accrual: [Not Applicable/Applicable]  
*(If not applicable, delete the remaining subparagraphs of this paragraph)*
- (a) Reference Dates: [specify]
- (b) Triggering Day: [specify[“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]]
- (c) Triggering Index: [Not Applicable/specify]
- (d) Trigger Level: [specify]
- (e) Trigger Valuation Time: [specify/See definition in Condition 21]

(xv) Strike Date:	[Not Applicable/specify]
(xvi) Observation Period(s):	[Not Applicable/specify]
(xvii) Averaging Dates:	[Not Applicable/specify]
(xviii) Valuation Date(s):	[Not Applicable/specify]
(xix) Specific Number(s):	[In relation to [Strike Date and/or] [Valuation Date] [and/or Averaging Dates] [and/or Automatic Early Redemption Dates]: <i>specify/See definition in Condition 21</i> ]
(xx) Valuation Time:	[specify/See definition in Condition 21]
(xxi) Exchange Rate:	[Not Applicable/specify] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(a) Exchange Rate Determination Date:	[Not Applicable/specify]
(b) Exchange Rate Business Day:	[Not Applicable/specify]
(xxii) Monetisation:	[Not Applicable/specify] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
Monetisation Formula:	[specify]
(xxiii) Change in Law:	[Not Applicable/Applicable]
(xxiv) Hedging Disruption:	[Not Applicable/Applicable]
(xxv) Increased Cost of Hedging:	[Not Applicable/Applicable]
(xxvi) Other provisions:	[Not Applicable/specify <i>e.g. if any further provisions applicable to Index Linked Notes are applicable to any component(s) of the Index</i> ]
<b>38 Further provisions applicable to Commodity Linked Notes (single commodity):</b>	[Not Applicable/Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(i) Commodity:	[specify] [Bullion (if applicable)]
(ii) Exchange:	[Not Applicable/specify]
(iii) Related Exchange:	[Not Applicable/specify]
(iv) Commodity Reference Price Sponsor:	[Not Applicable/specify]
(v) Commodity Reference Price:	[Specify, including relevant Price Source <i>e.g. Exchange, Commodity Reference Price Sponsor or other information provider/Commodity Reference Dealers</i> ] <i>[If Commodity Reference Dealers, specify four Reference Dealers or Bullion Reference Dealers, as applicable:</i> [Bullion] Reference Dealers:]
(vi) Specified Price:	[Specify relevant type of price including relevant time if applicable]
(vii) Price Materiality Percentage:	[Not Applicable/specify]

(viii) Initial Price:	[Not Applicable/ <i>specify</i> ]
(ix) Barrier Price:	[Not Applicable/ <i>specify</i> ]
(x) Commodity Performance:	[Not Applicable/ <i>specify</i> ]
(xi) Knock-in Event:	[Not Applicable/ <i>specify</i> ["greater than"/"greater than or equal to"/"less than"/"less than or equal to"]] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a) Knock-in Price:	[ <i>specify</i> ]
(b) Knock-in Period Beginning Date:	[ <i>specify</i> ]
(c) Knock-in Period Beginning Date Scheduled Trading Day Convention:	[ <i>specify</i> ]
(d) Knock-in Period Ending Date:	[ <i>specify</i> ]
(e) Knock-in Period Ending Date Scheduled Trading Day Convention:	[ <i>specify</i> ]
(f) Knock-in Valuation Time:	[ <i>specify</i> ]
(xii) Knock-out Event:	[Not Applicable/ <i>specify</i> ["greater than"/"greater than or equal to"/"less than"/"less than or equal to"]] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a) Knock-out Price:	[ <i>specify</i> ]
(b) Knock-out Period Beginning Date:	[ <i>specify</i> ]
(c) Knock-out Period Beginning Date Scheduled Trading Day Convention:	[ <i>specify</i> ]
(d) Knock-out Period Ending Date:	[ <i>specify</i> ]
(e) Knock-out Period Ending Date Scheduled Trading Day Convention:	[ <i>specify</i> ]
(f) Knock-out Valuation Time:	[ <i>specify</i> ]
(xiii) Automatic Early Redemption Event:	[Not Applicable/ <i>specify</i> ["greater than"/"greater than or equal to"/"less than"/"less than or equal to"]] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a) Automatic Early Redemption Amount:	[ <i>specify</i> /See definition in Condition 22]
(b) Automatic Early Redemption Date(s):	[ <i>specify</i> ]
(c) Automatic Early Redemption Level:	[ <i>specify</i> ]
(d) Automatic Early Redemption Rate:	[ <i>specify</i> ]
(e) Automatic Early Redemption Valuation Date(s):	[Not Applicable/Applicable: <i>specify</i> ]
(f) Automatic Early Redemption Averaging Dates:	[Not Applicable/Applicable: <i>specify</i> ]



(g) Automatic Early Redemption Observation Period(s):	[Not Applicable/Applicable: <i>specify</i> ]
(xiv) Range Accrual:	[Not Applicable/Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(a) Reference Dates:	[ <i>specify</i> ]
(b) Triggering Day:	[ <i>specify</i> ] [“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]
(c) Trigger Level:	[ <i>specify</i> ]
(d) Trigger Valuation Time:	[ <i>specify/See definition in Condition 22</i> ]
(xv) Strike Date:	[Not Applicable/ <i>specify</i> ]
(xvi) Averaging Dates:	[ <i>specify</i> ]
(xvii) Observation Period(s):	[Not Applicable/ <i>specify</i> ]
(xviii) Valuation Date(s):	[ <i>specify</i> ]
(xix) Specific Number(s):	[In relation to [Strike Date and/or] [Valuation Date] [and/or Averaging Dates]: [ <i>specify/As defined in the Conditions</i> ]]
(xx) Valuation Time:	[ <i>specify/As defined in the Conditions</i> ]
(xxi) Exchange Rate:	[Not Applicable/ <i>specify</i> ] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(a) Exchange Rate Determination Date:	[Not Applicable/ <i>specify</i> ]
(b) Exchange Rate Business Day:	[Not Applicable/ <i>specify</i> ] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(xxii) Monetisation:	[Not Applicable/ <i>specify</i> ] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
Monetisation Formula:	[ <i>specify</i> ]
(xxiii) Change in Law:	[Not Applicable/Applicable]
(xxiv) Hedging Disruption:	[Not Applicable/Applicable]
(xxv) Increased Cost of Hedging:	[Not Applicable/Applicable]
(xxvi) Other provisions:	[Not Applicable/ <i>specify e.g. if any further provisions applicable to Index Linked Notes are applicable to any component(s) of the Index</i> ]
<b>39 Further provisions applicable to Commodity Linked Notes (basket of commodities):</b>	[Not Applicable/Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(i) Commodities:	<i>For each Commodity in the Basket:</i> [ <i>specify</i> ] [Bullion ( <i>if applicable</i> )]
(ii) Weightings:	<i>For each Commodity in the Basket:</i> [Not Applicable/See table set forth in annex

	hereto/specify]
(iii) Basket:	[specify] [Single/Multi] Exchange Basket
(iv) Exchange:	[Not Applicable/Specify for each Commodity in the Basket if applicable]
(v) Related Exchange:	[Not Applicable/Specify for each Commodity in the Basket if applicable]
(vi) Commodity Reference Price Sponsor:	[Not Applicable/Specify for each Commodity in the Basket if applicable]
(vii) Commodity Reference Price:	For each Commodity in the Basket: [Specify, including relevant Price Source e.g. Exchange, Commodity Reference Price Sponsor or other information provider/Commodity Reference Dealers] [If Commodity Reference Dealers, specify four Reference Dealers or Bullion Reference Dealers, as applicable: [Bullion] Reference Dealers:]
(viii) Specified Price:	[Specify relevant type of price including relevant time if applicable for all Commodities in the Basket, otherwise, specify for each Commodity]
(ix) Price Materiality Percentage:	[Not Applicable/Specify for each Commodity]
(x) Separate Valuation:	[Applicable/Not Applicable]
(xi) Initial Price:	[specify]
(xii) Barrier Price:	[specify]
(xiii) Basket Performance:	[Not Applicable/specify]
(xiv) Commodity Performance:	[Not Applicable/specify for each Commodity in the Basket if applicable]
(xv) Knock-in Event:	[Not Applicable/specify [“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]] (If not applicable, delete the remaining subparagraphs of this paragraph)
(a) Knock-in Price:	[specify]
(b) Knock-in Period Beginning Date:	[specify]
(c) Knock-in Period Beginning Date Scheduled Trading Day Convention:	[specify]
(d) Knock-in Period Ending Date:	[specify]
(e) Knock-in Period Ending Date Scheduled Trading Day Convention:	[specify]
(f) Knock-in Valuation Time:	[specify]
(xvi) Knock-out Price:	[Not Applicable/specify [“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]] (If not applicable, delete the remaining bullets of

	<i>this sub-paragraph)</i>
(a) Knock-out Level:	[specify]
(b) Knock-out Period Beginning Date:	[specify]
(c) Knock-out Period Beginning Date Scheduled Trading Day Convention:	[specify]
(d) Knock-out Period Ending Date:	[specify]
(e) Knock-out Period Ending Date Scheduled Trading Day Convention:	[specify]
(f) Knock-out Valuation Time:	[specify]
(xvii) Automatic Early Redemption Event:	[Not Applicable/specify [“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(a) Automatic Early Redemption Amount:	[specify/See definition in Condition 23]
(b) Automatic Early Redemption Date(s):	[specify]
(c) Automatic Early Redemption Level:	[specify]
(d) Automatic Early Redemption Rate:	[specify]
(e) Automatic Early Redemption Valuation Date(s):	[Not Applicable/Applicable: specify]
(f) Automatic Early Redemption Averaging Dates:	[Not Applicable/Applicable: specify]
(g) Automatic Early Redemption Observation Period(s):	[Not Applicable/Applicable: specify]
(xviii) Range Accrual:	[Not Applicable/Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(a) Reference Dates:	[specify]
(b) Triggering Day:	[specify][“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]]
(c) Triggering Commodity:	[Not Applicable/specify]
(d) Trigger Level:	[specify]
(e) Trigger Valuation Time:	[specify/See definition in Condition 23]
(xix) Strike Date:	[Not Applicable/specify]
(xx) Averaging Dates:	[specify]
(xxi) Observation Period(s):	[Not Applicable/specify]
(xxii) Valuation Date(s):	[specify]
(xxiii) Specific Number(s):	In relation to [Strike Date and/or] [Valuation Date] [and/or Averaging Dates]: [As per the Conditions/specify]

(xxiv) Valuation Time:	[specify/As defined in the Conditions]
(xxv) Exchange Rate:	[Not Applicable/specify] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(a) Exchange Rate Determination Date:	[Not Applicable/specify]
(b) Exchange Rate Business Day:	[Not Applicable/specify]
(xxvi) Monetisation:	[Not Applicable/specify] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
Monetisation Formula:	[specify]
(xxvii) Change in Law:	[Not Applicable/Applicable]
(xxviii) Hedging Disruption:	[Not Applicable/Applicable]
(xxix) Increased Cost of Hedging:	[Not Applicable/Applicable]
(xxx) Other Provisions:	[Not Applicable/specify]
<b>40 Further provisions applicable to Equity Linked Notes (single fund):</b>	[Not]Applicable
(i) Fund:	[specify]
(ii) Fund Share(s):	[specify]
(iii) Fund Adviser:	[specify]
(iv) Fund Administrator:	[specify]
(v) Fund Service Provider:	[specify/Not Applicable]
(vi) Management Company:	[specify/Not Applicable]
(vii) Fund Minimum Tradable Quantity:	[specify/Not Applicable]
(viii) Exchange:	[specify/See definition in Condition 24]
(ix) Related Exchange:	[specify/See definition in Condition 24]
(x) Initial Price:	[specify/See definition in Condition 24]
(xi) Barrier Price:	[Not Applicable/specify]
(xii) Fund Share Performance:	[Not Applicable/specify]
(xiii) Knock-in Event:	[Not Applicable/specify]/["greater than"/"greater than or equal to"/"less than"/"less than or equal to"] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>
(a) Knock-in Price:	[specify]
(b) Knock-in Period Beginning Date:	[specify]
(c) Knock-in Period Beginning Date Scheduled Trading Day Convention:	[Not Applicable/Applicable]
(d) Knock-in Period Ending Date:	[specify]
(e) Knock-in Period Ending Date Scheduled Trading Day Convention:	[Not Applicable/Applicable]
(f) Knock-in Valuation Time:	[specify/See definition in Condition 24]
(xiv) Knock-out Event:	[Not Applicable/specify]/["greater than"/"greater than or equal to"/"less than"/"less than or equal to"]

- (if not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (a) Knock-out Price: [specify]
- (b) Knock-out Period Beginning Date: [specify]
- (c) Knock-out Period Beginning Date Scheduled Trading Day Convention: [Not Applicable/Applicable]
- (d) Knock-out Period Ending Date: [specify]
- (e) Knock-out Period Ending Date Scheduled Trading Day Convention: [Not Applicable/Applicable]
- (f) Knock-out Valuation Time: [specify/See definition in Condition 24]
- (xv) Automatic Early Redemption Event: [Not Applicable/specify/["greater than"/"greater than or equal to"/"less than"/"less than or equal to"]]  
*(if not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (a) Automatic Early Redemption Amount: [specify/See definition in Condition 24]
- (b) Automatic Early Redemption Date(s): [specify]
- (c) Automatic Early Redemption Price: [specify]
- (d) Automatic Early Redemption Rate: [specify]
- (e) Automatic Early Redemption Valuation Date(s): [specify]
- (f) Automatic Early Redemption Averaging Dates: [Not Applicable/Applicable: specify]
- (g) Automatic Early Redemption Observation Period(s): [Not Applicable/Applicable: specify]
- (xvi) Range Accrual: [Not Applicable/Applicable]  
*(if not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (a) References Dates: [specify]
- (b) Triggering Day: [specify/["greater than"/"greater than or equal to"/"less than"/"less than or equal to"]]
- (c) Trigger Price: [specify]
- (d) Trigger Valuation Time: [specify/See definition in Condition 24]
- (xvii) Strike Date: [Not Applicable/specify]
- (xviii) Averaging Dates: [Not Applicable/specify]
- (xix) Observation Period(s): [Not Applicable/specify]
- (xx) Valuation Date(s): [Not Applicable/specify]
- (xxi) Specific Number(s): [In relation to [Strike Date and/or] [Valuation Date [and/or Averaging Dates] [and/or Automatic Early Redemption Dates]: specify/See definition in Condition 24]
- (xxii) Valuation Time: [specify/See definition in Condition 24]

(xxiii) Redemption by Physical Delivery:	[Not Applicable/Applicable] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a) Relevant Number of Shares:	[specify]
(b) Integral Number of Shares:	[specify]
(c) Residual Number of Shares:	[specify]
(d) Ultimate Final Price:	[specify/See definition in Condition 24]
(e) Prevailing Exchange Rate:	[Not Applicable/specify]
(f) Physical Delivery Rounding Convention	[specify/See definition in Condition 24]
(g) Notes to be aggregated for the purposes of determining the number of Shares to be delivered:	[Not Applicable/Applicable]
(xxiv) Minimum Percentage:	[specify/See definition in Condition 24]
(xxv) Exchange Rate:	[Not Applicable/specify] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a) Exchange Rate Determination Date:	[Not Applicable/specify]
(b) Exchange Rate Business Day:	[Not Applicable/specify]
(xxvi) Holding Event:	[specify/See Condition 24]
(xxvii) Fluctuation Limit:	[specify/See Condition 24]
(xxviii) Monetisation:	[Not Applicable/specify] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
Monetisation Formula:	[specify]
(xxix) Change in Law:	[Not Applicable/Applicable]
(xxx) Hedging Disruption:	[Not Applicable/Applicable]
(xxxi) Increased Cost of Hedging:	[Not Applicable/Applicable]
(xxxii) Other Provisions:	[Not Applicable/specify]
<b>41 Further provisions applicable to Equity Linked Notes (basket of funds):</b>	[Not] Applicable <i>(if Not Applicable, delete the remaining subparagraphs of this paragraph)</i>
(i) Fund:	[See table set forth in annex hereto]
(ii) Fund Share(s):	[See table set forth in annex hereto]
(iii) Fund Adviser:	[See table set forth in annex hereto]
(iv) Fund Administrator:	[See table set forth in annex hereto]
(v) Fund Service Provider:	[See table set forth in annex hereto]
(vi) Management Company:	[See table set forth in annex hereto]
(vii) Fund Minimum Tradable Quantity:	[Not Applicable / See table set forth in annex hereto]
(viii) Weightings:	[specify]/Not Applicable
(ix) Exchange:	[See table set forth in annex hereto]
(x) Specified Number of Funds:	[Not Applicable/specify]

(xi) Related Exchange:	[See table set forth in annex hereto/ <i>See definition in Condition 25</i> ]
(xii) Separate Valuation:	[Not Applicable / Applicable]
(xiii) Initial Price:	[ <i>specify</i> ]
(xiv) Barrier Price:	[ <i>specify</i> ]
(xv) Basket Performance:	[Not Applicable/ <i>specify</i> ]
(xvi) Fund Share Performance:	[Not Applicable/ <i>specify</i> ]
(xvii) Knock-in Event:	[Not Applicable/ <i>specify</i> / [“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a) Knock-in Price:	[ <i>specify</i> /As defined in the Conditions/see table set forth in annex hereto]
(b) Knock-in Period Beginning Date:	[ <i>specify</i> ]
(c) Knock-in Period Beginning Date Scheduled Trading Day Convention:	[Not Applicable/Applicable]
(d) Knock-in Period Ending Date:	[ <i>specify</i> ]
(e) Knock-in Period Ending Date Scheduled Trading Day Convention:	[Not Applicable/Applicable]
(f) Knock-in Valuation Time:	[ <i>specify</i> /See definition in Condition 25]
(g) Knock-in Number of Fund Shares:	[Not Applicable/ <i>specify</i> /See definition in Condition 25]
(xviii) Knock-out Event:	[Not Applicable / <i>specify</i> / [“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a) Knock-out Price:	[ <i>specify</i> /As defined in the Conditions/See table set forth in annex hereto]
(b) Knock-out Period Beginning Date:	[ <i>specify</i> ]
(c) Knock-out Period Beginning Date Scheduled Trading Day Convention:	[Not Applicable/Applicable]
(d) Knock-out Period Ending Date:	[ <i>specify</i> ]
(e) Knock-out Period Ending Date Scheduled Trading Day Convention:	[Not Applicable/Applicable]
(f) Knock-out Valuation Time:	[ <i>specify</i> /See definition in Condition 25]
(g) Knock-out Number of Fund Shares:	[Not Applicable/ <i>specify</i> /See definition in Condition 25]
(xix) Automatic Early Redemption Event:	[Not Applicable / <i>specify</i> / [“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a) Automatic Early Redemption Amount:	[ <i>specify</i> /See definition in Condition 25]
(b) Automatic Early Redemption Date(s):	[ <i>specify</i> ]

(c)	Automatic Early Redemption Price:	[specify]
(d)	Automatic Early Redemption Rate:	[specify]
(e)	Automatic Early Redemption Valuation Date(s):	[Not Applicable/Applicable/specify]
(f)	Automatic Early Redemption Averaging Dates:	[Not Applicable/Applicable/specify]
(g)	Automatic Early Redemption Observation Period(s):	[Not Applicable/Applicable/specify]
(h)	Automatic Early Redemption Number of Fund Shares:	[Not Applicable/specify/See definition in Condition 25]
(xx)	Range Accrual:	[Not Applicable/Applicable] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a)	References Dates:	[specify]
(b)	Triggering Day:	[specify]/[“greater than”/“greater than or equal to”/“less than”/“less than or equal to”]
(c)	Triggering Fund Share:	[specify]
(d)	Trigger Price:	[specify]
(e)	Trigger Valuation Time:	[specify/See definition in Condition 25]
(xxi)	Strike Date:	[Not Applicable/specify]
(xxii)	Averaging Dates:	[Not Applicable/specify]
(xxiii)	Observation Period(s):	[Not Applicable/specify]
(xxiv)	Valuation Date(s):	[Not Applicable/specify]
(xxv)	Specific Number(s):	[In relation to [Strike Date and/or] [Valuation Date [and/or Averaging Dates] [and/or Automatic Early Redemption Dates]: specify/See definition in Condition 25]
(xxvi)	Valuation Time:	[specify/See definition in Condition 25]
(xxvii)	Redemption by Physical Delivery:	[Not Applicable/Applicable] <i>(if not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a)	Deliverable Fund Share:	[specify]
(b)	Relevant Number of Deliverable Fund Shares:	[specify]
(c)	Integral Number of Deliverable Fund Shares:	[specify]
(d)	Residual Number of Deliverable Fund Shares:	[specify]
(e)	Ultimate Final Price:	[specify/See definition in Condition 25]
(f)	Prevailing Exchange Rate:	[Not Applicable/specify]
(g)	Physical Delivery Rounding Convention:	[specify/See definition in Condition 25]
(xxviii)	Minimum Percentage:	[specify/See definition in Condition 25]
(xxix)	Cut-off Number:	[Not Applicable/specify/See definition in Condition



	25]
(xxx) Exchange Rate:	[Not Applicable/specify] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a) Exchange Rate Determination Date:	[Not Applicable/specify]
(b) Exchange Rate Business Day:	[Not Applicable/specify]
(xxxii) Holding Event:	[specify/See table set forth in annex hereto/See Condition 25]
(xxxiii) Fluctuation Limit:	[specify/See table set forth in annex hereto/See Condition 25]
(xxxiii) Monetisation:	[Not Applicable/specify] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
Monetisation Formula:	[specify]
(xxxiv) Change in Law:	[Not Applicable/Applicable]
(xxxv) Hedging Disruption:	[Not Applicable/Applicable]
(xxxvi) Increased Cost of Hedging:	[Not Applicable/Applicable]
(xxxvii) Other provisions:	[Not Applicable/specify]
<b>42 Further provisions applicable to Dividend Linked Notes:</b>	[Not] Applicable <i>(if Not Applicable, delete the remaining subparagraphs of this paragraph)</i>
(i) Dividend Period(s):	[Not Applicable/specify]
(ii) Other provisions:	[Not Applicable/specify]
<b>43 Other final terms:</b>	[Not Applicable/give details] <i>(When adding any other final terms consideration should be given as to whether such terms constitute a “significant new factor” and consequently triggers the need for a supplement to the Base Prospectus under Article 16 of the Prospectus Directive.)</i>

## DISTRIBUTION

<b>44</b> If syndicated, names of Managers:	[Not Applicable/give names][The following Managers are subscribing the Notes/procuring subscribers for the Notes]
Date of Subscription Agreement <sup>7</sup>	[•]
Stabilising Manager(s) (if any):	[Not Applicable/give name]
<b>45 If non-syndicated, name and address<sup>8</sup> of Dealer:</b>	[Not Applicable/give name and address][The following Dealer is subscribing the

<sup>7</sup> Issuer need only include this paragraph where there are derivative securities and Annex XII of the Prospectus Regulation applies.

<sup>8</sup> Issuer need only include details of Dealer's registered office where there are derivative securities and Annex XII of the Prospectus Regulation applies.

- Notes/procuring subscribers for the Notes]
- 46 **U.S. Selling Restrictions:** [Reg. S Compliance Category [1/2]; TEFRA C/TEFRA D/TEFRA Not Applicable]
- 47 **Additional selling restrictions:** [Not Applicable/*give details*]
- 48 **Governing law:** [English/French] law

**GENERAL**

- 49 **The aggregate nominal amount of Notes issued has been translated into Euro at the rate of [●] producing a sum of:** [●]

**[LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Euro 45,000,000,000 Medium Term Note Programme of NATIXIS.]

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms. [[●] has been extracted from [●]. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by [●], no facts have been omitted which would render the reproduced information inaccurate or misleading. ]

Signed on behalf of NATIXIS:

Duly represented by: .....

## PART B – OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

- (i) Listing: [Official List of the Luxembourg Stock Exchange]/other (*specify*)/None]
- (ii) Admission to trading: [Application has been made by the Issuer [(or on its behalf)] for the Notes to be admitted to trading on [the Luxembourg Stock Exchange’s [Regulated Market/Euro MTF market]][other (*specify*)] with effect from [●].] [Application is expected to be made by the Issuer [(or on its behalf)] for the Notes to be admitted to trading on [the Luxembourg Stock Exchange’s [Regulated Market/Euro MTF market]][other (*specify*)] with effect from [●].] [Not Applicable.]
- (Where documenting a fungible issue, need to indicate that original securities are already admitted to trading.)*
- (iii) Estimate of total expenses related to admission to trading: [●]
- (iv) [Regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading:] *(Where documenting a fungible issue, need to indicate other exchanges or markets on which the original securities are already listed.)*

### 2 [RATINGS]

- Ratings: The Notes to be issued have been rated:
- [S & P: [●]]  
[Moody’s: [●]]  
[Fitch: [●]]  
[[Other]: [●]]
- [●] [is/are] established in the European Union and [is/are]registered under Regulation (EU) No 1060/2009 as amended by Regulation (EU) No 513/2011 (the “**CRA Regulation**”). As such [●] [is/are] included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA regulation.
- [Need to include a brief explanation of the meaning of the ratings if this has previously been published]*

*by the rating provider.]*

*(The above disclosure should reflect the rating allocated to Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating.)]*

### 3 [NOTIFICATION

The *Commission de Surveillance du Secteur Financier* in Luxembourg [*has been requested to provide/has provided - include first alternative for an issue which is contemporaneous with the establishment or update of the Programme and the second alternative for subsequent issues*] the [*include names of competent authorities of host Member States*] with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.]

### 4 [INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE [ISSUE/OFFER]

*[Need to include a description of any interest, including conflicting ones, that is material to the issue/offer, detailing the persons involved and the nature of the interest. May be satisfied by the inclusion of the following statement:]*

“Save [*for any fees payable to the Dealers*][*as discussed in “Plan of Distribution”*], so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.”/[•] [*Amend as appropriate if there are other interests*].

*[(When adding any other description, consideration should be given as to whether such matters described constitute “significant new factors” and consequently trigger the need for a supplement to the Base Prospectus under Article 16 of the Prospectus Directive.)][If no conflicts have been disclosed, delete entire section 5. If conflicts have been discussed, reference should be to the Base Prospectus under Article 16 of the Prospectus Directive.]*

[If any commissions or fees relating to the issue and sale of these Notes have been paid or are payable by the Dealer to an intermediary, then such intermediary may be obliged to fully disclose to its clients the existence, nature and amount of any such commissions or fees (including, if applicable, by way of discount) as required in accordance with laws and regulations applicable to such intermediary, including any legislation, regulation and/or rule implementing the Markets in Financial Instruments Directive (2004/39/EC) (“**MiFID**”), or as otherwise may apply in any non-EEA jurisdictions.

Potential investors in these Notes intending to purchase Notes through an intermediary (including by way of introducing broker) should request details of any such commission or fee payment from such intermediary before making any purchase hereof.]]

### 5 [REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

[(i)] Reasons for the offer:

[See “Use of Proceeds” section in Base Prospectus]

*(If reasons for offer are different from making profit and/or hedging certain risks, will need to include those reasons here.)*

[(ii)] Estimated net proceeds:

[•]

*(Principal less commissions.)*

*(If proceeds are intended for more than one use, will need to split out and present in order of*

*priority. If proceeds are insufficient to fund all proposed uses, state amount and sources of other funding.)]*

[(iii) Estimated total expenses:

[•] *[Include breakdown of expenses.]*

*(If the Notes are derivative securities to which Annex 12 of the Prospectus Directive Regulation applies, it is only necessary to include disclosure of net proceeds and total expenses at (ii) and (iii) above where disclosure is included at (i) above.)]*

## 6 [Fixed Rate Notes only – YIELD

Indication of yield:

[•]

Calculated as *[include details of method of calculation in summary form]* on the Issue Date.

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.]

## 7 [Floating Rate Notes only - HISTORIC INTEREST RATES

Details of historic [LIBOR/EURIBOR/other] rates can be obtained from [Telerate].]

## 8 [Index-Linked or other variable-linked Notes only – PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

*Need to include details of where past and future performance and volatility of the index/formula/other variable can be obtained and a clear and comprehensive explanation of how the value of the investment is affected by the underlying and the circumstances when the risks are most evident. [Where the underlying is an index, need to include the name of the index and a description if composed by the Issuer and, if the index is not composed by the Issuer, need to include details of where the information about the index can be obtained. Where the underlying is not an index, need to include equivalent information.] Include other information concerning the underlying required by paragraph 4.2 of Annex XII of the Prospectus Directive Regulation.]*

*[(When adding any other description, consideration should be given as to whether such matters described constitute “significant new factors” and consequently trigger the need for a supplement to the Base Prospectus under Article 16 of the Prospectus Directive.)]*

*[The Issuer [intends to provide post-issuance information [specify what information will be reported and where it can be obtained]] [does not intend to provide post-issuance information]. (Issuer need only include this paragraph where there are derivative securities and Annex XII of the Prospectus Regulation applies.)]*

## 9 [Dual Currency Notes only – PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT

*Need to include details of where past and future performance and volatility of the relevant rate[s] can be obtained and a clear and comprehensive explanation of how the value of the investment is affected by the underlying and the circumstances when the risks are most evident.] (Issuer need only include this paragraph where there are derivative securities and Annex XII of the Prospectus Regulation applies.)*

*[(When completing this paragraph, consideration should be given as to whether such matters described constitute “significant new factors” and consequently trigger the need for a supplement to the Base Prospectus under Article 16 of the Prospectus Directive.)]*

**10** [TERMS AND CONDITIONS OF THE OFFER]<sup>9</sup>

*Offer Price:* [Issue Price][specify]

*The time period, including any possible amendments, during which the offer will be open:* [Not Applicable/give details]

*Conditions to which the offer is subject:* [Not Applicable/give details]

*Description of the application process:* [Not Applicable/give details]

*Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:* [Not Applicable/give details]

*Details of the minimum and/or maximum amount of application<sup>10</sup>:* [Not Applicable/give details]

*Details of the method and time limits for paying up and delivering the Notes:* [Not Applicable/give details]

*Manner in and date on which results of the offer are to be made public:* [Not Applicable/give details]

*Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:* [Not Applicable/give details]

*Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries<sup>11</sup>:* [Not Applicable/give details]

*Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:* [Not Applicable/give details]

*Amount of any expenses and taxes specifically charged to the subscriber or purchaser:* [Not Applicable/give details]

*Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the* [None/give details]

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9 Issuer need only include this paragraph where there are derivative securities and Annex XII of the Prospectus Regulation applies.

10 Whether in number of securities or aggregate amount to invest.

11 If the offer is being made simultaneously in the markets of two or more countries and if a tranche has been or is being reserved for certain of these, indicate any such tranche.

*offer takes place.*

**11** [Derivatives only – OTHER INFORMATION CONCERNING THE SECURITIES TO BE [OFFERED]/[ADMITTED TO TRADING]]<sup>12</sup>

Name of the issuer of the underlying security: [•]

ISIN Code: [•]

Underlying interest rate: [•]

Relevant weightings of each underlying in the basket: [•]

Adjustment rules in relation to events concerning the underlying: [•]

Source of information relating to the [Index]/[Indices]: [•]

Place where information relating to the [Index]/[Indices] can be obtained: [•]

Name and address of entities which have a firm commitment to act as intermediaries in secondary trading: [•]

Details of any market disruption/settlement disruption events affecting the underlying: [•]

Exercise price/find reference price of underlying: [•]

Details of how the value of the investment is affected by the value of the underlying instrument(s): [•]

Details of settlement procedure of derivative securities: [•]

Details of how any return on derivative securities takes place, payment or delivery date, and manner of calculation: [•]

Details of any post-issuance information to be provided (*only in the case of Derivatives Instruments*). Details of any post-issuance information relating to the underlying to be provided [•]

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12

Issuer need only include this paragraph where there are derivative securities and Annex XII of the Prospectus Regulation applies.

and where such information can be obtained:

## 12 [PLACING AND UNDERWRITING]<sup>13</sup>

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer:

Name and address of any paying agents and depositary agents in each country (in addition to the Principal Paying Agent):

Names and addresses of entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under “best efforts” arrangements:<sup>14</sup>

When the underwriting agreement has been or will be reached:

## 13 OPERATIONAL INFORMATION

Intended to be held in a manner which would allow Eurosystem eligibility Yes/No/Not Applicable.

[Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper [and registered in the name of a nominee of one of the ICSDs acting as common safekeeper] *[include this text for registered notes only]* and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.][*Include this text if “yes” selected, in which case bearer Notes must be issued in NGN form - not applicable to French Law Notes*]

ISIN Code:

Common Code:

Depositaries:

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13 To the extent known to the Issuer, of the placers in the various countries where the offer takes place.

14 Where not all of the issue is underwritten, a statement of the portion not covered.



(i) Euroclear France to act as Central Depository [Yes/No]

(ii) Common Depository for Euroclear and Clearstream Luxembourg [Yes/No]

Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): [Not Applicable/give name(s) and number(s)]

Delivery: Delivery [against/free of] payment

Names and addresses of [initial Paying] Agent[s] appointed in respect of the Notes (if any): [•]

Names and addresses of [additional Paying] Agent[s] appointed in respect of the Notes (if any): [•]

#### 14 POST-ISSUANCE INFORMATION CONCERNING THE UNDERLYING

*[An indication in the Final Terms whether or not the issuer intends to provide post-issuance information. Where the issuer has indicated that it intends to report such information, the issuer shall specify in the Final Terms what information will be reported and where such information can be obtained.]*