

Groupe BPCE announces a simplification of its structure and a public tender offer (« offre publique d'achat simplifiée ») on Natixis' shares, followed by a potential mandatory squeeze-out

Paris, February 9th 2021

As part of the preparation of its strategic plan, Groupe BPCE wishes to grant itself enhanced strategic flexibility and a simplified corporate structure. The strategic plan to be presented in June will accelerate the development of Groupe BPCE's three core activities: Retail Banking & Insurance, Asset & Wealth Management, and Corporate & Investment Banking.

To that end, BPCE S.A., Natixis S.A.'s majority shareholder, today announces its intent to acquire the c. 29.3% of Natixis S.A.'s capital it does not already own¹, and to file a public tender offer (« offre publique d'achat simplifiée ») with France's Autorité des Marchés Financiers (AMF).

The tender offer, for a cash consideration of 4.00 euros per Natixis share (cum dividend²), will be subject to the AMF's approval.

Provided the required conditions are met, the tender offer will be followed by a mandatory squeeze-out.

BPCE's Supervisory Board approved the proposed transaction and authorised the filing of the Offer with the AMF.

A TRANSACTION SIMPLIFYING AND REINFORCING ONE OF EUROPE'S LEADING BANKING GROUPS

Over the last ten years, Groupe BPCE has become one of Europe's leading banking groups. Its cooperative universal bank model is decentralised and organised around three activities (Retail Banking & Insurance, Asset & Wealth Management, and Corporate & Investment Banking), covering all customer segments (retail customers, professionals, corporates, and institutional clients).

At a time of significant changes in the competitive landscape of financial institutions across Europe, and in light of a new, post-health crisis economic cycle, the Group wishes to enhance the

¹ Based on total shares outstanding as of December 31st 2020

² Dividend proposed by Natixis for year 2020: 0.06 euro per share

development of its businesses, by providing them with the means to increase their strategic flexibility, accelerate their development for the benefit of their customers and their performance, by simplifying its organisation.

To reach this goal and as part of its upcoming strategic plan, Groupe BPCE wishes to study, together with its corporate bodies, an evolution of its organisation with:

- On one side, the retail businesses, including Retail Banking and Insurance (BPA), Financial Solutions and Expertise (SEF), and now also Insurance and Payment businesses. This would complete the movement initiated with the successful creation of the SEF division. Insurance and Payment businesses might report directly to BPCE S.A.; the terms of such a combination would be analysed at a later stage;
- On the other side, the Groupe BPCE's global businesses serving Large and Global Customers: Asset and Wealth Management (« Natixis Investment Managers » and « Natixis Wealth Management »), and Corporate and Investment Banking (« Natixis CIB ») would be gathered within a new structure « Global Financial Services »;
- A clearer model for the support functions of BPCE, Natixis and its businesses with simplified functional links.

This study will be carried out regardless of the tender offer's outcome.

Any project stemming from today's announcement will be submitted, if need be, to the consultation of relevant works councils.

Moreover, Groupe BPCE observes that Natixis' listing does not provide the means required for the development of its activities, whereas the strategic flexibility is greater within Groupe BPCE than the public equity markets. Natixis clearly benefits from Groupe BPCE's financial backing, and the Caisses d'Épargne and Banques Populaires are the first economic partners of Natixis' businesses. As a consequence, in the perspective of the considered reorganisation, BPCE S.A., Natixis' majority shareholder, announces its intention to launch a tender offer on the c. 29.3% of Natixis' share capital it does not own.

Groupe BPCE, whose regulatory capital levels are among the highest across European banks, is in position to successfully execute this transaction at an attractive price for Natixis' shareholders, with a 40% premium relative to Natixis' volume weighted average price over the last 60 trading days as of 5 February 2021 and a 16% premium relative to Natixis' closing share price as of 5 February 2021.

Following the completion of the transaction, Groupe BPCE would be the largest privately-held banking institution in Europe.

« Over the past 10 years, we have built one of the strongest European banking groups, with strong regulatory capital ratios, attractive brands, and a widely recognised expertise, including those developed by Natixis' teams. As we are preparing our upcoming strategic plan, the simplification project of our organisation underpins our new ambitions to continue financing the economy, serve our customers, and our employees. The offer to be filed by the Group represents an attractively priced liquidity opportunity for Natixis' shareholders, at a time when regulatory and structural factors, which have already impacted the sector's profitability levels, will likely bear a lasting effect on banks. At the completion of this project, which represents a key milestone in Groupe BPCE's history, the Group will have a simpler and clearer organisation to accelerate the development of all its activities and increase their strategic flexibility. This project will allow us to reinforce our model as an ambitious leading universal cooperative bank, Europe's largest privately-held banking group, able to address key future challenges. »

Laurent Mignon, Chairman of the Groupe BPCE Management Board and CEO

KEY TERMS OF THE OFFER OF GROUPE BPCE ON NATIXIS

BPCE's tender offer (the « Offer ») aims to acquire all outstanding Natixis shares not already owned by BPCE S.A., representing approximately 29.3% of Natixis' share capital, at the offer price of 4.00 euros per share (cum dividend³).

The Offer represents a total cash consideration of €3.7bn. Should BPCE successfully obtain 100% of Natixis' share capital through the Offer, following completion of the transaction, Groupe BPCE's end-2021 CET1 ratio will be in line with its strategic target of 15.5%.

The contemplated offer price of 4.00 euros per Natixis share (cum dividend) represents a premium of:

- 16% relative to Natixis' closing share price on February 5 2021⁴
- 40% relative to Natixis' closing share price on January 11th 2021⁵
- 40%, 62% and 66% relative to Natixis' average share price⁶ over respectively the last 60, 120 and 180 trading days
- 36% relative to research analysts' average target price for Natixis⁷.

Moreover, BPCE S.A. believes the Offer represents a full valuation of Natixis and a liquidity opportunity for Natixis' shareholders.

BPCE intends to proceed with a mandatory squeeze-out and to delist all remaining Natixis shares at the end of the Offer period, should the Offer result in Natixis' minority shareholders holding no more than 10% of the company's share capital and voting rights. As part of the mandatory squeeze-out, BPCE S.A. would then acquire all remaining outstanding Natixis shares which it does not already own, against the payment of a cash consideration of €4.00 per Natixis share (cum dividend), equal to the Offer price.

Natixis' Board of Directors which met today favourably welcomed the transaction and will release an informed opinion on the terms of the Offer in due course, in light of the work of an independent expert appointed to opine on the financial terms of the Offer and, as the case may be, the mandatory squeeze-out.

JPMorgan Chase Bank, N.A., Paris branch, acts as presenting bank of the Offer, which will be filed with the AMF shortly.

Once filed, this tender offer and the draft offer document will be subject to the AMF's review, which will assess their conformity with the relevant legal and regulatory provisions.

The timeline of the Offer, which will be decided by the AMF, will be published at a later stage.

The draft offer document will be publicly available on BPCE's website (www.groupebpce.com) and the AMF's website (www.amf-france.org).

³ Dividend proposed by Natixis for year 2020: 0.06 euro per share

⁴ The share price as of 8 February 2021 has not been taken into account due to significant movements on the stock

⁵ Last close prior to the publication of a forum post and several equity research notes mentioning a potential "corporate event" on Natixis

⁶ Volume Weighted Average Price as of 5 February 2021

⁷ Based on the average of 22 research analysts' target prices (sources: Bloomberg, research reports)

ADVISERS

J.P. Morgan, d'Angelin & Co. and Fenchurch Advisory Partners are acting as financial advisers to Groupe BPCE.

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Pursuant to French laws and regulations, the Offer and the draft offer document, which sets out the terms and conditions of the Offer, will be filed with the Autorité des Marchés Financiers (AMF). The Offer and the draft offer document will be subject to review by the AMF and the Offer can only be opened once approved by the AMF.

The dissemination, publication, or distribution of this press release, as well as that of the Offer and its acceptance, may be subject to specific regulations and restrictions in certain jurisdictions. The Offer will not be addressed to those persons directly or indirectly subject to such restrictions. The Offer may not be accepted in any jurisdiction where the Offer is subject to such restrictions. Accordingly, persons who come into possession of this press release should inform themselves of and observe these local restrictions. BPCE and J.P. Morgan disclaim any responsibility or liability for the violation of any such restrictions by any person.

To the extent permissible under applicable laws and regulations, including Rule 14e-5 under the U.S. Securities Exchange Act, BPCE and its affiliates or its broker(s) (acting as agent or in the name and on behalf of BPCE and its affiliates, where applicable) may from time to time after the date of filing of the Offer, including other than pursuant to the Offer, directly or indirectly purchase any equity-linked securities. These purchases may occur either in the open market, on the basis of an order made at the Offer price, or in off-market transactions at a price per share equal to the Offer price. In no event will any such purchases be made for a price per share that is greater than the Offer price. No purchases will be made outside of the Offer in the United States of America by or on behalf of BPCE or its affiliates. In addition, the financial advisers to BPCE may also engage in ordinary course trading activities in securities of Natixis, which may include purchases or arrangements to purchase such securities.

About Groupe BPCE

Groupe BPCE, with its business model as a universal cooperative bank represented by 9 million cooperative shareholders, is currently the 2nd-largest banking group in France. With its 105,000 employees, it serves a total of 36 million customers – individuals, professionals, corporates, investors, and local government bodies – around the world. It operates in the retail banking and insurance sectors in France via its two major Banque Populaire and Caisse d'Épargne banking networks, along with Banque Palatine. With Natixis, it also runs global business lines specializing in Asset & Wealth management, Corporate & Investment Banking, Insurance and Payments. Through this structure, it is able to offer its customers a comprehensive, diversified range of products and services: solutions in savings, investment, cash management, financing, and insurance. The Group's financial strength is recognized by four financial rating agencies: Moody's (A1, stable outlook), Standard & Poor's (A+, negative outlook), Fitch (A+, negative outlook) and R&I (A+, stable outlook).

About Natixis

Natixis is a French multinational financial services firm specialized in asset & wealth management, corporate & investment banking, insurance and payments. A subsidiary of Groupe BPCE, the second-largest banking group in France through its two retail banking networks, Banque Populaire and Caisse d'Épargne, Natixis counts nearly 16,000 employees across 38 countries. Its clients include corporations, financial institutions, sovereign and supranational organizations, as well as the customers of Groupe BPCE's networks. Listed on the Paris stock exchange, Natixis has a solid financial base with a CET1 capital under Basel 3⁽¹⁾ of €12.1 billion, a Basel 3 CET1 Ratio⁽¹⁾ of 11.6% and quality long-term ratings (Standard & Poor's: A+ / Moody's: A1 / Fitch Ratings: A+).

⁽¹⁾ Based on CRR-CRD4 rules as reported on June 26, 2013, including the Danish compromise – without phase-in. Figures as at 31 December 2020

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