

**Final Terms dated 28 June 2017**



**Arkema**

Euro 2,500,000,000

Euro Medium Term Note Programme  
for the issue of Notes

**SERIES NO: 3**

**TRANCHE NO: 2**

**Euro 200,000,000 1.500 per cent. Notes due 20 April 2027 (the “Notes”) to be assimilated  
(*assimilées*) and form a single series with the existing  
Euro 700,000,000 1.500 per cent. Notes due 20 April 2027  
issued on 20 April 2017  
(the “Existing Notes”)**

**Issued by Arkema (the “Issuer”)**

**CITIGROUP  
CRÉDIT AGRICOLE CIB**

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 25 November 2016 which has received visa no. 16-550 from the *Autorité des marchés financiers* (the “**AMF**”) on 25 November 2016 and the supplement to it dated 5 April 2017 which has received visa no. 17-135 from the AMF on 5 April 2017 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC, as amended (the “**Prospectus Directive**”) (the “**Base Prospectus**”). 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 the Base Prospectus. 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. The Base Prospectus is available for viewing on the websites of the AMF ([www.amf-france.org](http://www.amf-france.org)) and of Arkema ([www.arkema.com](http://www.arkema.com)) and printed copies may be obtained from Arkema at 420 rue d’Estienne d’Orves, 92700 Colombes, France.

1	Issuer:	Arkema
2	(i) Series Number:	3
	(ii) Tranche Number:	2
	(iii) Date on which the Notes become fungible:	The Notes will be assimilated ( <i>assimilées</i> ) and form a single series with the existing Euro 700,000,000 1.500 per cent. Notes due 20 April 2027 issued by the Issuer on 20 April 2017 (the “ <b>Existing Notes</b> ”) as from the date of assimilation which is expected to be on or about 40 calendar days after the Issue Date (the “ <b>Assimilation Date</b> ”).
3	Specified Currency or Currencies:	Euro (“ <b>EUR</b> ”)
4	Aggregate Nominal Amount:	
	(i) Series:	EUR 900,000,000
	(ii) Tranche:	EUR 200,000,000
5	Issue Price:	101.321 per cent. of the Aggregate Nominal Amount of this Tranche plus an amount corresponding to accrued interest of 0.2918 per cent. of such Aggregate Nominal Amount for the period from, and including, 20 April 2017 to, but excluding, 30 June 2017.
6	Specified Denomination(s):	EUR 100,000
7	(i) Issue Date:	30 June 2017
	(ii) Interest Commencement Date:	20 April 2017
8	Maturity Date:	20 April 2027
9	Interest Basis:	1.500 per cent. per annum Fixed Rate (further particulars specified below)
10	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the

		Maturity Date at 100 per cent. of their nominal amount.
11	Change of Interest Basis:	Not Applicable
12	Put/Call Options:	Residual Call Option Make-Whole Redemption by the Issuer Clean-Up Call Option Change of Control Put Option (further particulars specified below)
13	(i) Status of the Notes:	Senior
	(ii) Dates of Board approval and decision for issuance of Notes obtained:	Decisions of the <i>Conseil d'administration</i> of Arkema dated 9 November 2016 and 22 June 2017 and decision of Thierry Le Henaff, <i>Président-Directeur général</i> of the Issuer dated 23 June 2017

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	1.500 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	20 April in each year commencing on 20 April 2018 and ending on 20 April 2027
	(iii) Fixed Coupon Amount(s):	EUR 1,500 per Note of EUR 100,000 Specified Denomination
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	20 April in each year
	(vii) Interest Rate Adjustment:	Not Applicable
	(viii) Margin Adjustment:	Not Applicable
15	<b>Floating Rate Note Provisions</b>	Not Applicable
16	<b>Zero Coupon Note Provisions</b>	Not Applicable
17	<b>Inflation Linked Notes - Provisions relating to CPI or HICP Linked Interest</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

18	<b>Call Option</b>	Not Applicable
19	<b>Make-Whole Redemption by the Issuer</b>	Applicable
	(i) Notice period:	As per Condition 6(d)
	(ii) Reference Security:	The 0.25 per cent. <i>Bundesobligationen</i> of the Bundesrepublik Deutschland due 15 February 2027 with ISIN DE0001102416

	(iii) Reference Dealers:	As per Condition 6(d)
	(iv) Similar Security:	Reference bond or reference bonds issued by the German Federal Government having an actual or interpolated maturity comparable with the remaining term of the Notes that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Notes
	(v) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent):	Not Applicable
	(vi) Redemption Margin:	0.25 per cent. per annum
<b>20</b>	<b>Clean-Up Call Option</b>	Applicable
	(i) Clean-Up Redemption Amount:	100,000 per Note of 100,000 Specified Denomination
<b>21</b>	<b>Put Option</b>	Not Applicable
<b>22</b>	<b>Residual Call Option</b>	Applicable
	(i) Call Option Date:	20 January 2027
	(ii) Notice period:	As per Condition 6(c)
<b>23</b>	<b>Change of Control Put Option</b>	Applicable
<b>24</b>	<b>Final Redemption Amount of each Note</b>	EUR 100,000 per Note of EUR 100,000 Specified Denomination
	Inflation Linked Notes – Provisions relating to the Final Redemption Amount:	Not Applicable
<b>25</b>	<b>Early Redemption Amount</b>	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(j)), for illegality (Condition 6(n)) or on event of default (Condition 9):	EUR 100,000 per Note of EUR 100,000 Specified Denomination
	(ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates:	Yes
	(iii) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only):	Not Applicable

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

26	Form of Notes:	Dematerialised Notes
	(i) Form of Dematerialised Notes:	Bearer dematerialised form ( <i>au porteur</i> )
	(ii) Registration Agent:	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
	(iv) Applicable TEFRA exemption:	Not Applicable
27	Exclusion of the possibility to request identification of the Noteholders as provided by Condition 1(a):	Not Applicable
28	Financial Centre(s) (Condition 7(h)):	Not Applicable
29	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
30	Details relating to Instalment Notes:	Not Applicable
31	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
32	Consolidation provisions:	Not Applicable
33	Purchase:	Applicable
34	Masse (Condition 11):	Contractual <i>Masse</i> shall apply Name and address of the Representative: MASSQUOTE S.A.S.U. 7, bis rue de Neuilly F-92110 Clichy France Mailing address : 33, rue Anna Jacquin 92100 Boulogne Billancourt France Represented by its Chairman  Name and address of the alternate Representative: Gilbert Labachotte 8 Boulevard Jourdan 75014 Paris France  The Representative will be entitled to a remuneration of €400 (VAT excluded) per year, payable on each Interest Payment Date with the first payment at the Issue Date.

## **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Arkema:

By: Raphaëlle DE PONTEVES

Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 30 June 2017
- (ii) Estimate of total expenses related to admission to trading: EUR 12,025

### 2. RATINGS

- Ratings: The Notes to be issued have been rated  
S&P: BBB  
Moody's: Baa2
- S&P and Moody's are established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended)

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4. YIELD

- Indication of yield: 1.355 per cent. per annum of the Aggregate Nominal Amount of the Tranche
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

### 5. OPERATIONAL INFORMATION

- ISIN Code: FR0013265600 until the Assimilation Date and thereafter FR0013252277
- Common Code: 163980029 until the Assimilation Date and thereafter 159952126

#### Depositories

- (i) Euroclear France to act as Central Depositary: Yes
- (ii) Common Depositary for Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme*: No

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream, Banking, *société anonyme* and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying

Agent(s) (if any):	Not Applicable
<b>6. DISTRIBUTION</b>	
(i) Method of distribution:	Syndicated
(ii) If syndicated:	
(A) Date of the Subscription Agreement:	28 June 2017
(B) Names of Managers:	Citigroup Global Markets Limited Crédit Agricole Corporate and Investment Bank
(C) Stabilising Manager(s) if any:	Not Applicable
(iii) If non-syndicated, name and address of Dealer:	Not Applicable
(iv) US Selling Restrictions (Categories of potential investors to which the Notes are offered):	Reg. S Compliance Category 2 applies to the Notes; TEFRA not applicable