

**PROSPECTUS SUPPLEMENT DATED 5 APRIL 2017  
TO THE BASE PROSPECTUS DATED 25 NOVEMBER 2016**



**ARKEMA**  
**€2,500,000,000**  
*Euro Medium Term Note Programme*

This prospectus supplement (the "**Supplement**") constitutes a first supplement to and must be read in conjunction with the Base Prospectus dated 25 November 2016 established by Arkema (the "**Issuer**" or "**Arkema**") in relation to its € 2,500,000,000 Euro Medium Term Note Programme (the "**Programme**") which received visa no. 16-550 from the *Autorité des marchés financiers* (the "**AMF**") on 25 November 2016 (the "**Base Prospectus**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Application has been made for approval of this Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France.

This Supplement has been prepared for the purpose of giving information with regard to the Issuer and the Notes to be issued under the Programme additional to the information already contained or incorporated by reference in the Base Prospectus pursuant to Article 16.1 of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 as amended (which includes the amendments made by Directive 2010/73/EU) and Article 212-25 of the AMF General Regulation (*Règlement général de l'AMF*).

The Issuer accepts responsibility for the information contained in this Supplement and declares that to the best of its knowledge and having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import.

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

Save as disclosed in this Supplement to the Base Prospectus, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

The Base Prospectus and this Supplement are available without charge during normal business hours on any weekday at the registered office of the Issuer and the specified office of the paying agent(s) where copies may be obtained. Such documents will be published on the website of (i) the *Autorité des marchés financiers* ([www.amf-france.org](http://www.amf-france.org)) and (ii) the Issuer ([www.arkema.com](http://www.arkema.com)).

This Supplement has been produced for the purpose of (i) updating the section "Risk Factors" appearing on page 3 of the Base Prospectus, (ii) updating the section "Documents Incorporated by Reference" appearing on pages 19 to 23 of the Base Prospectus by incorporating certain sections of the 2016 *Document de Référence*, (iii) updating the section "Description of Arkema" appearing on page 62 of the Base Prospectus and (iv) updating sections (3), (4), (9) and (10) of the "General Information" appearing on pages 95 and 96 of the Base Prospectus.

The date of this Supplement is 5 April 2017.

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## **RISK FACTORS**

The paragraph below the heading "**Risk Factors relating to the Issuer**" on page 3 of the Base Prospectus is deleted and replaced as follow:

"Risk Factors relating to the Issuer are described on pages 53 to 66 of the 2016 Reference Document, on pages 53 to 65 of the 2015 Reference Document and on page of 12 of the 2016 Half-Year Financial Report as defined and further described under "Documents Incorporated by Reference" in this Base Prospectus and include notably the followings:

- economic and business risks,
- supply chain risks,
- industrial safety, environmental and climate change risks,
- regulatory and legal risks,
- financial risks,
- IT risks,
- strategic projects risks, and
- insurance cover default risks."

## DOCUMENTS INCORPORATED BY REFERENCE

The section "Documents Incorporated by Reference" appearing on pages 19 to 23 of the Base Prospectus is hereby supplemented as follows.

This Supplement incorporates by reference the 2016 *Document de Référence* in the French language<sup>1</sup>, filed with the AMF on 30 March 2017 under n°D.17-259, which contains the audited consolidated annual financial statements of Arkema for the financial year ended 31 December 2016 (the "**2016 Document de Référence**"). The 2016 *Document de Référence* is published on the website of (i) the *Autorité des marchés financiers* ([www.amf-france.org](http://www.amf-france.org)) and (ii) the Issuer ([www.arkema.com](http://www.arkema.com)).

For the purposes of the Prospectus Directive, information can be found in the 2016 *Document de Référence* in accordance with the following cross-reference table:

Prospectus Regulation – Annex IX	2016 Document de Référence
<b>A9.2 STATUTORY AUDITORS</b>	
A9.2.1 Names and addresses of the issuer’s auditors for the period covered by the historical financial information (together with their membership in a professional body).	Page 327
<b>A9.3 RISK FACTORS</b>	
A9.3.1 Prominent disclosure of risk factors that may affect the issuer’s ability to fulfil its obligations under the securities to investors in a section headed "Risk Factors".	Pages 53 – 66
<b>A9.4 INFORMATION ABOUT THE ISSUER</b>	
<b>A9.4.1 History and development of the Issuer:</b>	
A9.4.1.1 the legal and commercial name of the issuer;	Page 292
A9.4.1.2 the place of registration of the issuer and its registration number;	Page 292
A9.4.1.3 the date of incorporation and the length of life of the issuer, except where indefinite;	Page 292
A9.4.1.4 the domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, and the address and telephone number of its registered office (or principal place of business if different from its registered office);	Page 292

<sup>1</sup> The English language translation of the 2016 *Document de Référence* may be obtained without charge from the website of the Issuer (<http://www.arkema.com/en/>). This English language translation is available for information purposes only and is not incorporated by reference herein and may not be relied upon.

A9.4.1.5	any recent events particular to the issuer and which are to a material extent relevant to the evaluation of the issuer's solvency.	Page 266
A9.5	<b>BUSINESS OVERVIEW</b>	
A9.5.1	<b><u>Principal activities:</u></b>	
A9.5.1.1	A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed; and	Pages 14 - 31
A9.5.1.2	The basis for any statements in the registration document made by the issuer regarding its competitive position.	Pages 20 - 31
A9.6	<b>ORGANISATIONAL STRUCTURE</b>	
A9.6.1	If the issuer is part of a group, a brief description of the group and of the issuer's position within it.	Pages 267 – 270 and 293
A9.9	<b>ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES</b>	
A9.9.1	Names, business addresses and functions in the issuer of the following persons, and an indication of the principal activities performed by them outside the issuer where these are significant with respect to that issuer:  (a) members of the administrative, management or supervisory bodies;  (b) partners with unlimited liability, in the case of a limited partnership with a share capital.	(a) Page 153 - 162,  (b) Not applicable
A9.9.2	<b><u>Administrative, Management, and Supervisory bodies conflicts of interests</u></b> Potential conflicts of interests between any duties to the issuing entity of the persons referred to in item 10.1 and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, make a statement to that effect.	Page 162 - 163
A9.10	<b>MAJOR SHAREHOLDERS</b>	
A9.10.1	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control, and describe the measures in place to ensure that such control is not abused.	Page 301

A9.10.2	A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.	Page 301
A9.11	<b>FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>	
A9.11.1	Historical Financial Information Audited historical financial information covering the latest 2 financial years (or such shorter period that the issuer has been in operation), and the audit report in respect of each year.	Pages 209 – 270
	(a) balance sheet;	Page 211
	(b) income statement;	Page 209
	(c) cash flow statement; and	Page 212
	(d) accounting policies and explanatory notes	Pages 216 – 270
A9.11.3	<b><u>Auditing of historical annual financial information</u></b>	Pages 207 – 208
A9.11.5	<b><u>Legal and arbitration proceedings</u></b>	Pages 61 and 250 - 252
A9.12	<b>MATERIAL CONTRACTS</b>	
A9.12	A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or entitlement that is material to the issuer's ability to meet its obligation to security holders in respect of the securities being issued.	Pages 41 - 43

Any information not listed in the cross-reference table but included in the documents incorporated by reference is given for information purposes only.

## DESCRIPTION OF ARKEMA

The section under the heading "**Description of Arkema**" on page 62 of the Base Prospectus is deleted and replaced as follows:

"For a general description of Arkema, its activities and its financial condition, please refer to the sections of the 2014 Reference Document, the 2015 Reference Document, the 2016 Reference Document and the 2016 Half-Year Financial Report identified in the cross-reference table of the "Documents Incorporated by Reference" section of this Base Prospectus."

## GENERAL INFORMATION

The section "General Information" on pages 95 *et seq.* of the Base Prospectus is amended as follows:

- (1) The paragraph under the heading "**3.No significant change in the financial or trading position**" on page 95 is deleted in its entirety and replaced by the following:

"There has been no significant change in the financial or trading position of Arkema or the Group since 31 December 2016."

- (2) The paragraph under the heading "**4.No material adverse change**" on page 95 is deleted in its entirety and replaced by the following:

"There has been no material adverse change in the prospects of Arkema since 31 December 2016."

- (3) The paragraph (ii) under the heading "**9.Documents available**" on page 96 is deleted and replaced by the following:

"a copy of the documents incorporated by reference in the Base Prospectus, which comprise the 2016 Reference Document, the 2015 Reference Document the 2014 Reference Document and the 2016 Half -Year Financial Report;"

- (4) The paragraph under the heading "**10.Statutory auditors**" on page 96 is deleted and replaced by the followings:

"KPMG Audit a department of KPMG S.A. and Ernst & Young Audit have audited and rendered unqualified audit reports on the consolidated financial statements of Arkema for the years ended 31 December 2016 and 2015 prepared in accordance with IFRS as adopted by the European Union. Both entities are regulated by the *Haut Conseil du Commissariat aux Comptes*, duly authorised as *Commissaires aux comptes* and members of the *Compagnie Régionale des Commissaires aux Comptes de Versailles*."



**PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE PROSPECTUS  
SUPPLEMENT**

*Person assuming responsibility for this Supplement*

*In the name of the Issuer*

*I declare, to the best of my knowledge (having taken all reasonable care to ensure that such is the case), that the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import.*

5 April 2017

Arkema  
420, rue d'Estienne d'Orves  
92700 Colombes  
France

Duly represented by:  
Christiane Chapuis  
*Directeur Financement et Trésorerie*  
Authorised Signatory  
pursuant to a power of attorney dated 4 April 2017



***Autorité des marchés financiers***

*In accordance with Articles L. 412-1 and L. 621-8 of the French monetary and Financial Code (Code monétaire et financier) and with the General Regulations (Règlement Général) of the Autorité des marchés financiers ("AMF"), in particular Articles 212-31 to 212-33, the AMF has granted the visa No. 17-135 on 5 April 2017 to this Supplement. This Supplement has been prepared by the Issuer and its signatories assume responsibility for it. In accordance with Article L. 621-8-1-I of the French Monetary and Financial Code (Code monétaire et financier), the visa was granted following an examination of "whether the documents is complete and comprehensible, and whether the information it contains is coherent ". It does not imply the approval by the AMF of the opportunity of the transactions contemplated hereby nor that the AMF has verified the accounting and financial data set out in it. In accordance with Article 212-32 of the AMF's General Regulation (Règlement général de l'AMF), any issuance or admission to trading of notes on the Basis of the Base prospectus, as supplemented by this Supplement, shall be subject to the publication of Final Terms setting out the terms of the securities being issued. .*