Decisions of the Board of directors dated 6th November 2013 regarding the award of performance shares

The Board of directors, by virtue of an authorization by the combined shareholders meeting dated 4th June 2013, and upon proposal of the Nominating, Compensation and Corporate Governance Committee, has decided the award of 250,000 performance shares, i.e.: 20% of the global allocation granted by said shareholders meeting for a duration of 38 months, to 772 beneficiaries among which Mr Thierry Le Hénaff, Chairman and Chief Executive Officer, up to 26,000 performance shares. The final award of the rights at the end of a 4-year vesting period, for all beneficiaries, shall be subject to the presence in the Group at that time and the fulfilment of two demanding performance criteria as set out by the Board of directors and publicly announced, each applying to 50% of the award, and specified as follows:

- one internal criterion: ARKEMA EBITDA growth

  The target permitting the vesting of all rights with respect to this criterion will be a 2016 EBITDA of €1,280 million, the gearing not exceeding 40%. Should the gearing exceed the 40% threshold, the Nominating, Compensation and Corporate Governance Committee shall propose a new EBITDA target to the Board of directors.

  No shares will be vested should the 2016 EBITDA be lower than €1,000 million. Between €1,000 million and €1,280 million, the vesting rate shall be determined according to a linear and continued scale.

- one external criteria: comparative EBITDA margin

  All the rights will be vested should ARKEMA's average EBITDA margin over the period 2013 to 2016 exceed by one point the average of the chosen panel. Should ARKEMA's average over said period be equal to the average of the chosen panel, the vesting rate will be 85%. No shares will be vested if ARKEMA's average EBITDA margin over the period 2013 to 2016 is lower by 2.5 points than the average of the chosen panel.

  Between these two values, the vesting rate will be determined in accordance with an indicator set out as follows : indicator = ARKEMA's average EBITDA margin over the period 2013-2016 – panel's average EBITDA margin over the same period.

Value of indicator	Award rate
ARKEMA's average EBITDA margin > panel's average margin +1	100%
ARKEMA's average EBITDA margin = panel's average margin	85%
-0.5 < Value of indicator <0	75%
-1 < Value of indicator <=-0.5	65%
-1.5 < Value of indicator <=-1	50%
-2 < Value of indicator <=-1.5	35%
-2.5 < Value of indicator <=-2	20%
Value of indicator <=-2.5	0%

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In line with his past practice, and in accordance with the Code Afep-Medef as revised in June 2013, Mr. Thierry Le Hénaff made the formal commitment not to engage in any hedging transactions in respect of his own risks, either on options or on shares allocated to him or which shall be allocated to him by the Company within the context of his functions, as long as he should be executive officer of the Company.

In addition, the Board of directors more generally decided that the rights awarded to the Chairman and Chief Executive Officer by virtue of the performance shares plans put in place by virtue of the authorization of the shareholders' meeting mentioned above, shall not exceed 12% of all rights awarded within a given year.

It is recalled that in accordance with the law and the Code Afep-Medef, the Chairman and Chief Executive Officer is subject to an additional share holding requirement, and must hold, since 2010, until termination of his duties, at least 30% of the shares finally awarded by virtue of performance shares plan as well as a number of shares resulting from the subscription options exercised corresponding to at least 40% of the net capital gain on acquisition. These obligations shall be suspended once the number of Arkema shares held, whatever their origin, represents a global amount equivalent to 200% of his gross annual fixed compensation. However, when the Chairman and Chief Executive Officer owns a quota of shares, whatever their origin, representing twice the fixed part of his current gross annual compensation, a share holding requirements of at least 10% of the shares finally awarded, after this threshold has been reached and a number of shares resulting from the subscription options exercised corresponding to at least 10% of the net capital gain on acquisition, shall apply.

As a result of these demanding share holding requirements, the performance shares final award is not conditional upon the acquisition of additional shares of the Company.