

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, “**Insurance Mediation Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

MIFID II product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of the manufacturers’ product approval process, the target market assessment in respect of the Notes taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

Final Terms dated 29 November 2019



Arkema

Legal Entity Identifier (LEI): 9695000EHMS84KKP2785

Euro 3,000,000,000

Euro Medium Term Note Programme
for the issue of Notes

SERIES NO: 4

TRANCHE NO: 1

**Euro 500,000,000 0.750 per cent. Notes due 3 December 2029 (the “Notes”)
issued by Arkema (the “Issuer”)**

**CIC MARKET SOLUTIONS
CITIGROUP
NATIXIS
SMBC NIKKO**

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 12 December 2018 which has received visa no. 18-561 from the *Autorité des marchés financiers* (the “AMF”) on 12 December 2018, the first supplement to it dated 6 November 2019 which has received visa no. 19-512 from the AMF on 6 November 2019 and the second supplement to it dated 15 November 2019 which has received visa no. 19-523 from the AMF on 15 November 2019 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 website of the AMF (www.amf-france.org) and of Arkema (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:	4
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3	Specified Currency:	Euro (“EUR”)
4	Aggregate Nominal Amount:	
	(i) Series:	EUR 500,000,000
	(ii) Tranche:	EUR 500,000,000
5	Issue Price:	99.904 per cent. of the Aggregate Nominal Amount
6	Specified Denomination:	EUR 100,000
7	(i) Issue Date:	3 December 2019
	(ii) Interest Commencement Date:	3 December 2019
8	Maturity Date:	3 December 2029
9	Interest Basis:	0.750 per cent. 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:	Decision of the <i>Conseil d'administration</i> of Arkema dated 29 October 2019 and decision of Marie-José Donsion, <i>Directeur général finances</i> of the Issuer dated 28 November 2019

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	0.750 per cent. <i>per annum</i> payable annually in arrears on each Interest Payment Date
	(ii) Interest Payment Dates:	3 December in each year commencing on 3 December 2020 and ending on the Maturity Date
	(iii) Fixed Coupon Amount:	EUR 750 per Note of EUR 100,000 Specified Denomination
	(iv) Broken Amount:	Not Applicable
	(v) Day Count Fraction:	Actual/Actual-ICMA
	(vi) Determination Dates:	3 December in each year
	(vii) Interest Rate Adjustment:	Not Applicable
	(viii) Margin Adjustment:	Not Applicable
15	Floating Rate Note Provisions	Not Applicable
16	Zero Coupon Note Provisions	Not Applicable
17	Inflation Linked Notes – Provisions relating to CPI or HICP Linked Interest	Not Applicable

PROVISIONS RELATING TO REDEMPTION

18	Call Option	Not Applicable
19	Make-Whole Redemption by the Issuer	Applicable
	(i) Notice period:	As per Condition 6(d)
	(ii) Reference Security:	The 0.00 per cent. Bundesobligationen of the Bundesrepublik Deutschland due August 2029 with ISIN DE0001102473
	(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:	0.20 per cent. <i>per annum</i>
20	Clean-Up Call Option	Applicable
	(i) Clean-Up Redemption Amount:	EUR 100,000 per Note of EUR 100,000 Specified Denomination
21	Put Option	Not Applicable
22	Residual Call Option	Applicable
	(i) Call Option Date (Condition 6(c)):	3 September 2029
	(ii) Notice period:	As per Condition 6(c)
23	Change of Control Put Option	Applicable
24	Final Redemption Amount of each Note	EUR 100,000 per Note of EUR 100,000 Specified Denomination
	Inflation Linked Notes – Provisions relating to the Final Redemption Amount:	Not Applicable
25	Early Redemption Amount	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons Condition 6(j) 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 other than Interest Payment Dates:	Yes

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, renominalisation and reconventioning provisions:	Not Applicable
32	Consolidation provisions:	Not Applicable
33	Possibility of resale of purchased Notes:	Yes
34	Masse (Condition 11):	<p>Contractual <i>Masse</i> shall apply</p> <p>Name and address of the Representative:</p> <p>MASSQUOTE S.A.S.U. 7, bis rue de Neuilly F-92110 Clichy France</p> <p>Mailing address:</p> <p>33, rue Anna Jacquin 92100 Boulogne Billancourt France</p> <p>Represented by its Chairman</p> <p>Name and address of the alternate Representative:</p> <p>Gilbert Labachotte 8 Boulevard Jourdan 75014 Paris France</p> <p>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.</p>

RESPONSIBILITY

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

Signed on behalf of Arkema:

By:

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 3 December 2019.
- (ii) Estimate of total expenses related to admission to trading: EUR 12,300 (including AMF fees)

2 RATINGS

- Ratings: The Notes to be issued have been rated:
- S&P: BBB+
- Moody's: Baa1
- 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/OFFER

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 REASONS FOR THE OFFER

- (i) Reasons for the offer: The net proceeds will be used (i) to refinance the 3.85 per cent. April 2020 Notes and (ii) for the Issuer's general corporate purposes.

5 YIELD

- Indication of yield: 0.760 per cent. *per annum*
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. For the avoidance of doubt, the yield does not take into account the adjustment of the Rate of Interest as specified in Condition 6(l).

6 OPERATIONAL INFORMATION

- ISIN: FR0013464815
- Common Code: 208773593
- CFI: Not Applicable
- FSIN: Not Applicable
- Depositories
- (i) Euroclear France to act as Central Depository: Yes

(ii) Common Depository for Euroclear Bank SA/NV and Clearstream Banking, S.A.: No

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

7 DISTRIBUTION

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Date of the Subscription Agreement: 29 November 2019

(B) Names of Managers: Citigroup Global Markets Limited
Crédit Industriel et Commercial S.A.
Natixis
SMBC Nikko Capital Markets Europe GmbH

(C) Stabilising Manager 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

(v) Prohibition of Sales to EEA Retail Investors: Applicable