

**FIRST SUPPLEMENT DATED 9 OCTOBER 2020
TO THE BASE PROSPECTUS DATED 28 JANUARY 2020**



ARKEMA

(a *société anonyme* incorporated in France)

€3,500,000,000

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 28 January 2020 prepared by Arkema (the "**Issuer**" or "**Arkema**") in relation to its €3,500,000,000 Euro Medium Term Note Programme (the "**Programme**") which received approval number 20-022 from the *Autorité des marchés financiers* (the "**AMF**") on 28 January 2020 (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 under Regulation (EU) 2017/1129 of the European Parliament and of the European Council of 14 June 2017, as amended (the "**Prospectus Regulation**").

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 23 of the Prospectus Regulation.

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, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus which may affect the assessment of Notes since the approval of the Base Prospectus.

This Supplement has been produced for the purposes of:

- incorporating by reference the French versions of (i) the 2019 Universal Registration Document, (ii) the First Amendment to the 2019 Universal Registration Document and (iii) the 2020 Half-Year Financial Report of Arkema;
- updating the sections Important Notice, Risk Factors, Documents Incorporated by Reference, Use of Proceeds, Description of Arkema, Form of Final Terms and General Information of the Base Prospectus; and
- allowing the Issuer to issue green Notes relating to the Project (as defined herein) under its Programme.

Copies of the Base Prospectus, any document containing information incorporated by reference in the Base Prospectus, this Supplement and the Final Terms related to Notes that are listed and admitted to trading on any Regulated Market in the EEA will be available for viewing on the website of the Issuer (www.arkema.com) and may be obtained, during normal business hours at the registered office of the Issuer and the specified offices of the Fiscal Agent and each of the Paying Agents (as defined herein). Copies of the Base Prospectus, this Supplement and the Final Terms related to Notes that are listed and admitted to trading on any Regulated Market in the EEA will also be available on the website of the AMF (<https://www.amf-france.org>).

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IMPORTANT NOTICE

The section "Important Notice" appearing on pages 2 to 4 of the Base Prospectus is completed by the following:

Prospective investors should have regard to the information set out in the Arkema Green Bond Framework (as defined in the section "Use of Proceeds"), the Base Prospectus as supplemented and the Final Terms regarding such use of proceeds and must determine for themselves the relevance of such information for the purpose of any investment in the green Notes in connection with the Project together with any other investigation such investor deems necessary.

Neither the Arranger nor the Dealers have undertaken, nor are responsible for, any assessment of the eligibility criteria for selecting investments in the Project (as defined in the section "Use of Proceeds"), any verification of whether the Project meets such eligibility criteria, or the monitoring of the use of proceeds. Investors should refer to the Issuer's website, the Arkema Green Bond Framework and the Second-Party Opinion (each as defined in section "Use of Proceeds") for information. No assurance or representation is given by the Issuer, any of the Dealers, the Arranger, or any other person as to the suitability or reliability for any purpose whatsoever of any opinion or certification of any third party (whether or not solicited by the Issuer) on the Arkema Green Bond Framework, or on any green Notes issued in connection with the Project. Any such opinion or certification neither is, nor should be deemed to be, a recommendation by the Issuer, the Dealers, the Arranger, or any other person to buy, sell or hold any such green Notes.

In addition, payments of principal and interest (as the case may be) on green Notes in connection with the Project shall not depend on the performance of the Project nor on the achievement of any green objectives.

None of the Arranger or the Dealers will verify or monitor the proposed use of proceeds of the green Notes issued under the Programme.

RISK FACTORS

The subsection "Risk Factors relating to the Issuer" appearing on pages 14 to 34 of the Base Prospectus is deleted and replaced by the following:

Please refer to pages 64 to 77 of the 2019 Universal Registration Document, page 9 of the First Amendment to the 2019 Universal Registration Document and page 13 of the 2020 Half-Year Financial Report which are incorporated by reference in the Base Prospectus and include the following:

- Industrial risks;
- Risks relating to compliance, legal proceedings, societal expectations and internal control;
- Operational risks;
- Project and innovation risks;
- Economic and business risks; and
- Financial risks.

Paragraph 3 (*Risk Factors Relating to the structure and feature of a particular issue of Notes*) of the subsection "Risk Factors relating to the Notes" appearing on pages 36 to 43 of the Base Prospectus is amended with the addition of a new risk factor 3.6 "Green Notes issued in connection with the Project may not be a suitable investment for all investors" inserted as follows:

3.6 Green Notes issued in connection with the Project may not be a suitable investment for all investors

The Issuer has the intention to issue green Notes to finance and/or refinance the construction of a production plant located in Singapore dedicated to the manufacture of the amino 11 monomer and the Rilsan[®] polyamide 11 which is derived from castor oil (the "**Project**") as described in a specific framework available on the website of the Issuer (see the section "Use of Proceeds").

While it is the intention of the Issuer to apply an equivalent amount of the net proceeds of the green Notes in, or substantially in, the manner described in the Arkema Green Bond Framework and the Final Terms, the Project may not be capable of being implemented in, or substantially in, such manner and/or accordance with any timing schedule and, accordingly, such net proceeds may not be totally or partially disbursed for the Project. In addition, the Project may not be completed within any specified period or at all or with the results or outcome as originally expected or anticipated by the Issuer. Any such event or failure by the Issuer will not constitute an Event of Default under such green Notes or give rise to any other claim of a Noteholder. Furthermore, if, for any reason, the Project ceases to be eligible under the Arkema Green Bond Framework, this will not constitute an Event of Default under the green Notes or give rise to any other claim of a Noteholder.

The second party opinion provided by Vigeo Eiris or any opinion or certification of any third party (whether or not solicited by the Issuer) which may be made available in connection with the issue of the green Notes in respect of the Project to fulfil any environmental or other criteria may not be suitable for Noteholders' purposes. Currently, the providers of such opinions and certifications are not subject to any specific regulatory or other regime or oversight.

The definition (legal, regulatory or otherwise) of, and market consensus for a particular project such as the Project to be defined as a "green" or equivalently labelled project is currently under development. On 18 December 2019, the Council and the European Parliament reached a political agreement on a regulation to establish a framework to facilitate sustainable development. On 18 June 2020, Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment was adopted

by the Council and the European Parliament (the "**Taxonomy Regulation**"). The Taxonomy Regulation establishes a single EU-wide classification system, or "taxonomy", which provides companies and investors with a common language for determining which economic activities can be considered environmentally sustainable. Within the framework of the Taxonomy Regulation, the Technical Expert Group on Sustainable Finance ("**TEG**") was asked to develop recommendations for technical screening criteria for economic activities that can make a substantial contribution to climate change mitigation or adaptation. On 9 March 2020, the TEG published its final report on the EU taxonomy. The report contained recommendations relating to the overarching design of the EU taxonomy, as well as extensive implementation guidance on how companies and financial institutions can use and disclose against the taxonomy. The TEG's recommendations are designed to support the European Commission in the development of the delegated act on climate change mitigation and climate change adaptation under the Taxonomy Regulation. Further development of the EU taxonomy will take place via a new Platform on Sustainable Finance, which is expected to be operating in the next months.

Therefore, no assurance can be provided to investors that the Project will satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply.

If the green Notes to be issued to finance and/or refinance the Project were listed or admitted to trading on a specific segment of any stock exchange for green Notes, or included in an index or indices, neither the Issuer, the Arranger nor any Dealer makes any representation as to the satisfaction of such Notes to fulfil the criteria of such specific segments, index or indices, and, if such Notes were listed or admitted to trading, that any such listing or admission to trading, or inclusion in such index or indices, will be maintained during the life of such Notes.

Any failure to apply an amount equal to the net proceeds from the Notes for the Project or to meet or continue to meet the investment requirements of certain environmentally focused investors with respect to such Notes and/or withdrawal of any such opinion or certification or any such opinion or certification attesting that the Issuer is not complying in whole or in part with any matters which such opinion or certification is opining on or certifying may affect the value of the Notes and/or may have adverse consequences for certain investors with portfolio mandates to invest in green assets.

DOCUMENTS INCORPORATED BY REFERENCE

The section "Documents Incorporated by Reference" appearing on pages 45 to 50 of the Base Prospectus is deleted in its entirety and replaced by the following:

The Base Prospectus should be read and construed in conjunction with the following pages identified in the cross-reference table below of the following documents:

- (A) the pages referred to in the table below which are included in the Issuer's interim financial report in the French language, for the six-month period ended on 30 June 2020 (the "**2020 Half-Year Financial Report**"),
<https://www.arkema.com/export/sites/global/.content/medias/downloads/investorrelations/fr/finance/arkema-rapport-financier-semestriel-2020.pdf>;
- (B) the pages referred to in the table below which are included in the first amendment to the Issuer's 2019 Universal Registration Document in the French language, filed with the AMF under no. D.20-0182-A01 on 30 July 2020 (the "**First Amendment to the 2019 Universal Registration Document**"),
<https://www.arkema.com/export/sites/global/.content/medias/downloads/investorrelations/fr/finance/Arkema-Amendement-DEU-2019-vf-29-07-2020.pdf>;
- (C) the pages referred to in the table below which are included in the Issuer's 2019 *Document d'Enregistrement Universel* in the French language, filed with the AMF under no. D.20-0182 on 26 March 2020 (the "**2019 Universal Registration Document**"), which includes the audited consolidated financial statements of the Issuer as at 31 December 2019 prepared in accordance with IFRS as adopted by the European Union,
https://www.arkema.com/export/sites/global/.content/medias/downloads/investorrelations/fr/finance/ARKEMA_URD_FR_2019-MEL_2020-05-14.pdf;
- (D) the pages referred to in the table below which are included in the Issuer's 2018 *Document de Référence* in the French language, filed with the AMF under no. D.19-0308 on 11 April 2019 (the "**2018 Registration Document**"), which includes the audited consolidated financial statements of the Issuer as at 31 December 2018 prepared in accordance with IFRS as adopted by the European Union,
<https://www.arkema.com/export/sites/global/.content/medias/downloads/investorrelations/fr/finance/arkema-document-de-reference-2018.pdf>;
- (E) the terms and conditions of the notes contained in the base prospectus of the Issuer dated 9 October 2013,
<https://www.arkema.com/export/sites/global/.content/medias/downloads/investorrelations/en/finance/arkema-base-prospectus-emtn-october-2013.pdf> (the "**2013 EMTN Conditions**");
- (F) the terms and conditions of the notes contained in the base prospectus of the Issuer dated 19 December 2014,
<https://www.arkema.com/export/sites/global/.content/medias/downloads/investorrelations/en/finance/arkema-base-prospectus-emtn-december-2014.pdf> (the "**2014 EMTN Conditions**");
- (G) the terms and conditions of the notes contained in the base prospectus of the Issuer dated 25 November 2016,
<https://www.arkema.com/export/sites/global/.content/medias/downloads/investorrelations/en/finance/arkema-2016-base-prospectus.pdf> (the "**2016 EMTN Conditions**");
- (H) the terms and conditions of the notes contained in the base prospectus of the Issuer dated 28 November 2017,
<https://www.arkema.com/export/sites/global/.content/medias/downloads/investorrelations/en/finance/arkema-base-prospectus-emtn.pdf> (the "**2017 EMTN Conditions**"); and

- (I) the terms and conditions of the notes contained in the base prospectus of the Issuer dated 12 December 2018, <https://www.arkema.com/export/sites/global/.content/medias/downloads/investorrelations/en/finance/arkema-12.12.2018-base-prospectus-emt-n-programme.pdf> (the "**2018 EMTN Conditions**"), and together with the 2013 EMTN Conditions, the 2014 EMTN Conditions, the 2016 EMTN Conditions and the 2017 EMTN Conditions, the "**EMTN Previous Conditions**").

Such pages shall be incorporated in, and shall be deemed to form part of, the Base Prospectus, save that any statement contained in a document which is incorporated by reference herein shall be deemed to be modified or superseded for the purpose of the Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of the Base Prospectus.

The availability of the documents incorporated by reference into the Base Prospectus is described in section "General Information" under paragraph 10 "Documents available".

The non-incorporated parts of the documents incorporated by reference in the Base Prospectus shall not form part of the Base Prospectus and are either not relevant for the investors or covered elsewhere in the Base Prospectus.

English translations of the 2020 Half-Year Financial Report, the First Amendment to the 2019 Universal Registration Document, the 2019 Universal Registration Document and the 2018 Registration Document are available on the website of the Issuer (www.arkema.com). Such English translations are available for information purposes only and are not incorporated by reference in the Base Prospectus and may not be relied upon.

Other than in relation to the documents which are incorporated by reference, the information on the websites to which the Base Prospectus refers does not form part of the Base Prospectus and has not been scrutinised or approved by the AMF.

For the purpose of the Prospectus Regulation, information can be found in the documents incorporated by reference in the Base Prospectus in accordance with the following cross-reference table (in which the numbering refers to the relevant items of Annex 7 of the Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing the Prospectus Regulation (the "**Commission Delegated Regulation**")).

For the avoidance of doubt, "Not applicable" in the cross-reference table below means that the information is not relevant for the purposes of Annex 7 of the Commission Delegated Regulation.

Items of such Annex 7 which are not listed in the cross-reference table below are also not relevant because included elsewhere in the Base Prospectus.

However, the information set out in sections "*Description of Arkema*" or "*Recent Developments*" can complete, modify or supersede the information incorporated by reference.

Annex 7 of Commission Delegated Regulation (EU) 2019/980		2020 Half-Year Financial Report (unaudited)	First Amendment to the 2019 Universal Registration Document	2019 Universal Registration Document (audited)	2018 Registration Document (audited)
3.	RISK FACTORS				
3.1	<p>A description of the material risks that are specific to the issuer and that may affect the issuer's ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed 'Risk Factors'.</p> <p>In each category the most material risks, in the assessment of the issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer and the probability of their occurrence, shall be set out first. The risk factors shall be corroborated by the content of the registration document.</p>	Page 13	Page 9	Pages 64 to 77	Not applicable
4.	INFORMATION ABOUT THE ISSUER				
4.1	<u>History and development of the Issuer</u>				
4.1.1	the legal and commercial name of the issuer	Not applicable	Not applicable	Page 344	Not applicable
4.1.2	the place of registration of the issuer and its registration number and legal entity identifier ('LEI')	Not applicable	Not applicable	Page 344	Not applicable

Annex 7 of Commission Delegated Regulation (EU) 2019/980		2020 Half-Year Financial Report (unaudited)	First Amendment to the 2019 Universal Registration Document	2019 Universal Registration Document (audited)	2018 Registration Document (audited)
4.1.3	the date of incorporation and the length of life of the issuer, except where the period is indefinite	Not applicable	Not applicable	Page 344	Not applicable
4.1.4	the domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus	Not applicable	Not applicable	Page 344	Not applicable
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	Pages 3 to 5, 21 and 45	Pages 9-10	Page 315	Not applicable
5.	BUSINESS OVERVIEW				
5.1	<u>Principal activities</u>				
5.1.1	A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed; and	Not applicable	Pages 5 to 8	Pages 5 and 45 to 58	Not applicable

Annex 7 of Commission Delegated Regulation (EU) 2019/980		2020 Half-Year Financial Report (unaudited)	First Amendment to the 2019 Universal Registration Document	2019 Universal Registration Document (audited)	2018 Registration Document (audited)
5.1.2	The basis for any statements in the registration document made by the issuer regarding its competitive position.	Not applicable	Page 6	Pages 6, 26 and 45 to 58	Not applicable
6.	ORGANISATIONAL STRUCTURE				
6.1	If the issuer is part of a group, a brief description of the group and the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.	Not applicable	Not applicable	Page 345	Not applicable
6.2	If the issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.	Not applicable	Not applicable	Not applicable	Not applicable
7.	TREND INFORMATION				
7.1	A description of: (a) any material adverse change in the prospects of the issuer since the date of its last published audited financial statements; and (b) any significant change in the financial performance of the	Pages 3 and 14	Not applicable	Page 250	Not applicable

Annex 7 of Commission Delegated Regulation (EU) 2019/980	2020 Half-Year Financial Report (unaudited)	First Amendment to the 2019 Universal Registration Document	2019 Universal Registration Document (audited)	2018 Registration Document (audited)	
	<p>group since the end of the last financial period for which financial information has been published to the date of the registration document.</p> <p>If neither of the above are applicable then the issuer should include (an) appropriate negative statement(s).</p>				
9.	ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES				
9.1	<p>Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer:</p> <p>(a) members of the administrative, management or supervisory bodies;</p> <p>(b) partners with unlimited liability, in the case of a limited partnership with a share capital.</p>	Not applicable	<p>(a) Pages 10-11</p> <p>(b) Not applicable</p>	<p>(a) Pages 30-31 and 90 to 99</p> <p>(b) Not applicable</p>	Not applicable
9.2.	<u>Administrative, management, and</u>	Not applicable	Not applicable	Page 103	Not applicable

Annex 7 of Commission Delegated Regulation (EU) 2019/980	2020 Half-Year Financial Report (unaudited)	First Amendment to the 2019 Universal Registration Document	2019 Universal Registration Document (audited)	2018 Registration Document (audited)
<p><u>supervisory bodies</u> <u>conflicts of interests</u></p> <p>Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated.</p> <p>In the event that there are no such conflicts, a statement to that effect must be made.</p>				
10. MAJOR SHAREHOLDERS				
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.	Not applicable	Page 16	Not applicable
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.	Not applicable	Not applicable	Page 353
11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES,				

Annex 7 of Commission Delegated Regulation (EU) 2019/980		2020 Half-Year Financial Report (unaudited)	First Amendment to the 2019 Universal Registration Document	2019 Universal Registration Document (audited)	2018 Registration Document (audited)
	FINANCIAL POSITION AND PROFITS AND LOSSES				
11.1	<u>Historical Financial Information</u> Historical financial information covering the latest two financial years (at least 24 months) or such shorter period as the issuer has been in operation and the audit report in respect of each year.	Pages 15 to 53	Not applicable	Pages 252 to 319	Pages 221 to 286
	(a) the balance sheet	Page 18	Not applicable	Page 258	Page 228
	(b) the income statement	Page 16	Not applicable	Page 256	Page 226
	(c) the cash flow statement	Page 19	Not applicable	Page 259	Page 229
	(d) the accounting policies and explanatory notes	Pages 21 to 48	Not applicable	Pages 261 to 319	Pages 231 to 286
11.2	<u>Auditing of historical financial information</u>				
11.2.1	A statement that the historical financial information has been audited. If audit reports on the historical financial information contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, such qualifications,	Pages 52-53 (limited review)	Not applicable	Pages 252 to 255	Pages 221 to 225

Annex 7 of Commission Delegated Regulation (EU) 2019/980	2020 Half-Year Financial Report (unaudited)	First Amendment to the 2019 Universal Registration Document	2019 Universal Registration Document (audited)	2018 Registration Document (audited)
	modifications, disclaimers or emphasis of matter must be reproduced in full and the reasons given.			
11.3	<u>Legal and arbitration proceedings</u>			
11.3.1	Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the issuer and/or group's financial position or profitability, or provide an appropriate negative statement.	Not applicable	Not applicable	Pages 68-69 and 300 to 302
11.4	<u>Significant change in the issuer's financial or trading position</u>			
11.4.1	A description of any significant change in the financial position of the group which has occurred since the end of the last financial period for which either audited financial information or interim financial information have been published, or provide an appropriate negative statement.	Not applicable	Not applicable	Not applicable

Annex 7 of Commission Delegated Regulation (EU) 2019/980		2020 Half-Year Financial Report (unaudited)	First Amendment to the 2019 Universal Registration Document	2019 Universal Registration Document (audited)	2018 Registration Document (audited)
12.	MATERIAL CONTRACTS				
12.1	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 obligations to security holders in respect of the securities being issued.	Not applicable	Not applicable	Page 61	Not applicable

Any information not listed above but included in the documents incorporated by reference shall not form part of the Base Prospectus and is not relevant for investors.

The EMTN Previous Conditions are incorporated by reference in the Base Prospectus for the purpose only of further issues of Notes to be assimilated (*assimilées*) and form a single series with Notes already issued with the relevant EMTN Previous Conditions.

EMTN Previous Conditions	
2013 EMTN Conditions	Pages 24 to 63 of the base prospectus dated 9 October 2013
2014 EMTN Conditions	Pages 25 to 59 of the base prospectus dated 19 December 2014
2016 EMTN Conditions	Pages 26 to 59 of the base prospectus dated 25 November 2016
2017 EMTN Conditions	Pages 27 to 55 of the base prospectus dated 28 November 2017
2018 EMTN Conditions	Pages 31 to 69 of the base prospectus dated 12 December 2018

USE OF PROCEEDS

The section "Use of Proceeds" appearing on page 100 of the Base Prospectus is deleted in its entirety and replaced by the following:

An amount equivalent to the net proceeds of the issue of the Notes will be used:

- for Arkema's general corporate purposes; or
- as stated in the relevant Final Terms, to finance and/or refinance, in part or in full, the construction of a production plant located in Singapore dedicated to the manufacture of the amino 11 monomer and the Rilsan[®] polyamide 11 which is derived from castor oil (the "**Project**") as set out in the Issuer's green bond framework of the Project available on the Issuer's website (<https://www.arkema.com/export/sites/global/.content/medias/downloads/investorrelations/en/finance/Green-Bond-Framework-oct-2020.pdf>) (the "**Arkema Green Bond Framework**"); or
- as stated in the relevant Final Terms, in respect of any particular issue of Notes for which there is a particular identified use of proceeds.

The Issuer has appointed Vigeo Eiris to provide an independent second party opinion (the "**Second Party Opinion**") on the Arkema Green Bond Framework. The Second Party Opinion has confirmed the alignment of the Arkema Green Framework with the ICMA Green Bond Principles. The Second Party Opinion will be available on the Issuer's website (<https://www.arkema.com/export/sites/global/.content/medias/downloads/investorrelations/en/finance/Vigeo-Eiris-Second-Party-Opinion-oct-2020.pdf>).

As detailed in the Arkema Green Bond Framework, the Issuer will report on (i) the allocation of an amount equivalent to the net proceeds of the issue of the Notes relating to the Project and (ii) the impact of the Project. Such reporting will be, to the extent feasible, published as part of the Issuer's universal registration document which will include, when appropriate, the publication of an external third-party assurance relating to such reporting provided by an independent auditor.

For the avoidance of doubt, the Arkema Green Bond Framework, the Second Party Opinion and any information on the Project on the Issuer's website are not incorporated by reference into, and do not form part of, the Supplement.

DESCRIPTION OF ARKEMA

The section "Description of Arkema" appearing on page 101 of the Base Prospectus is deleted in its entirety and replaced by the following:

For a general description of Arkema, its activities and its financial condition, please refer to the pages of the 2019 Universal Registration Document and the First Amendment to the 2019 Universal Registration Document identified in the cross-reference table of the "Documents Incorporated by Reference" section of the Base Prospectus.

FORM OF FINAL TERMS

Item (i) (*Reasons for the offer*) of paragraph 4 (*Reasons for the offer, estimated net proceeds [and total expenses]*) of Part B (*Other information*) of the section 'Form of Final Terms' of the Base Prospectus is entirely deleted and replaced by the following:

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS [AND TOTAL EXPENSES]

- (i) Reasons for the offer: [●]/[The net proceeds will be used for the Issuer's general corporate purposes.]/[The Notes constitute green Notes and an amount equivalent to the net proceeds will be used to finance and/or refinance, in part or in full, the construction of a production plant located in Singapore dedicated to the manufacture of the amino 11 monomer and the Rilsan[®] polyamide 11 which is derived from castor oil as set out in the Arkema Green Bond Framework available on the Issuer's website (<https://www.arkema.com/export/sites/global/.content/medias/downloads/investorrelations/en/finance/Green-Bond-Framework-oct-2020.pdf>).]

GENERAL INFORMATION

1. No significant change in the financial position or financial performance

Paragraph 3 of section "General Information" appearing on page 142 of the Base Prospectus is deleted in its entirety and replaced by the following:

Except as disclosed in the "Recent Developments" section of the Base Prospectus and the information incorporated by reference herein, including with respect to the impact that the health crisis resulting from the COVID-19 may have, there has been no significant change in the financial position or financial performance of Arkema or the Group since 30 June 2020.

2. No material adverse change

Paragraph 4 of section "General Information" appearing on page 142 of the Base Prospectus is deleted in its entirety and replaced by the following:

Except as disclosed in the "Recent Developments" section of the Base Prospectus and the information incorporated by reference herein, including with respect to the impact that the health crisis resulting from the COVID-19 may have, there has been no material adverse change in the prospects of Arkema since 31 December 2019.

3. Documents available

Paragraph 10 of section "General Information" appearing on pages 143 to 144 of the Base Prospectus is deleted in its entirety and replaced by the following:

The following documents will be available, during usual business hours on any weekday (Saturdays and public holidays excepted), for inspection at the office of the Issuer and on the website of the Issuer (www.arkema.com), or otherwise, using any kinds of communication means, permitted by law, at the choice of the Issuer and from the specified offices of the Paying Agents, free of charge:

- (i) the *statuts* of the Issuer (<https://www.arkema.com/en/investor-relations/corporate-governance/board-of-directors/>);
- (ii) a copy of the documents incorporated by reference in the Base Prospectus, which comprise the 2018 Registration Document, the 2019 Universal Registration Document, the First Amendment to the 2019 Universal Registration Document and the 2020 Half-Year Financial Report (<https://www.arkema.com/en/investor-relations/regulated-information/>);
- (iii) each Final Terms for Notes that are listed and admitted to trading on Euronext Paris or any other regulated market in the EEA (<https://www.arkema.com/en/investor-relations/regulated-information/>);
- (iv) a copy of the Base Prospectus together with any Supplement to the Base Prospectus or further Base Prospectus and any document incorporated by reference (<https://www.arkema.com/en/investor-relations/regulated-information/>);
- (v) all reports, letters and other documents, historical financial information, valuations and statements prepared by any expert at the Issuer's request any part of which is included or referred to in the Base Prospectus.

The information on the website of the Issuer does not form part of the Base Prospectus, except where that information has been incorporated by reference into the Base Prospectus.

The following documents will also be available on the website of the AMF (www.amf-france.org):

- (i) the Final Terms for Notes that are listed and admitted to trading on Euronext Paris and/or in any Member State of the EEA;
- (ii) the Base Prospectus together with any supplement to the Base Prospectus; and
- (iii) the documents incorporated by reference in the Base Prospectus (excluding the 2020 Half-Year Financial Report).

4. Statutory auditors

Paragraph 11 of section "General Information" appearing on page 144 of the Base Prospectus is deleted in its entirety and replaced by the following:

KPMG Audit a department of KPMG S.A. and Ernst & Young Audit have (i) audited and rendered unqualified audit reports on the consolidated financial statements of Arkema for the years ended 31 December 2019 and 2018 and (ii) rendered an unqualified limited review of the consolidated interim financial statements of Arkema for the period ended 30 June 2020, each 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 THIS SUPPLEMENT

We declare, to the best of our knowledge, that the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import.

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

Duly represented by:

Thomas Lestavel
Directeur Financement et Trésorerie
authorised signatory
dated 9 October 2020



This Supplement has been approved on 9 October 2020 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval is not a favourable opinion on the Issuer.

This Supplement has received approval number 20-500.