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) 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: 3
   (ii) Tranche Number: 2
   (iii) Date on which the Notes become fungible: The Notes will 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 by the Issuer on 20 April 2017 (the “Existing Notes”) as from the date of assimilation which is expected to be on or about 40 calendar days after the Issue Date (the “Assimilation Date”).

3 Specified Currency or Currencies: Euro (“EUR”)

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
11 **Change of Interest Basis:**
Maturity Date at 100 per cent. of their nominal amount.
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 *Conseil d'administration* of Arkema dated 9 November 2016 and 22 June 2017 and decision of Thierry Le Henaff, *Président-Directeur général* of the Issuer dated 23 June 2017

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

14 **Fixed Rate Note Provisions**
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 **Zero Coupon Note Provisions**
Not Applicable

16 **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 0.25 per cent. *Bundesobligationen* 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

20 Clean-Up Call Option

(i) Clean-Up Redemption Amount: Applicable

100,000 per Note of 100,000 Specified Denomination

21 Put Option

Not Applicable

22 Residual Call Option

Applicable

(i) Call Option Date: 20 January 2027

(ii) Notice period: As per Condition 6(c)

23 Change of Control Put Option

Applicable

24 Final Redemption Amount of each Note

Inflation Linked Notes – Provisions relating to the Final Redemption Amount: Not Applicable

25 Early Redemption Amount

EUR 100,000 per Note of EUR 100,000 Specified Denomination

(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

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<td>(i) Form of Dematerialised Notes: Bearer dematerialised form <em>(au porteur)</em></td>
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<td>(ii) Registration Agent: Not Applicable</td>
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<td>Masse (Condition 11): Contractual <em>Masse</em> shall apply</td>
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**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

Depositaries

(i) Euroclear France to act as Central Depository: Yes

(ii) Common Depository 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
6. DISTRIBUTION

(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
(If applicable, provide a description of the categories of potential investors to which the Notes are offered):
Reg. S Compliance Category 2 applies to the Notes; TEFRA not applicable