



Regulated Information

ARKEMA

*French société anonyme (joint stock company) with a share capital of € 630.296.920
Registered offices located at: 420, rue d'Estienne d'Orves 92700 Colombes, France
Nanterre Trade and Companies Registry number: 445 074 685*

CAPITAL INCREASE RESERVED FOR CURRENT AND FORMER EMPLOYEES

Colombes, March 6, 2014

Arkema is carrying out a capital increase reserved for the current and former employees of the Company and companies related to it under the conditions set forth in Article L. 3344-1 of the French Labor Code and Article L. 225-180 of the French Commercial Code, and that are members of a *plan d'épargne groupe* (or "group savings plan") (the aforementioned Company and companies are hereinafter collectively referred to as the "Group").

The subscription period will take place from March 7, 2014 to March 20, 2014 (inclusive).

The shares will be created prior to the date of the shareholders' meeting called to deliberate on the dividend payment for the 2013 fiscal year.

ISSUER

ARKEMA (hereinafter referred to as the "Company")
Registered offices located at: 420, rue d'Estienne d'Orves – 92700 Colombes, France
Share capital: € 630.296.920 divided into 63.029.692 shares
Nanterre Trade and Companies Registry number: 445 074 685
Compartment A of the Eurolist market – Euronext Paris (France)
Ordinary share with ISIN code #: FR0010313833 - AKE
Security admitted to the *Service de Règlement Différé* (or "Differed Payment Service", hereinafter referred to as "SRD")

FRAMEWORK OF THE OFFERING

The Shareholders' Meeting dated May 23, 2012 delegated its powers to the Board of Directors for the purposes of carrying out, all at once or incrementally, and within a timeframe not to exceed 26 months, an issuance of shares reserved for the current and former employees of the Group, within the framework of Article L. 225-138-1 of the French Commercial Code and of Article L. 3332-1 *et seq.* of the French Labor Code.

In accordance with this delegation of powers and in order to reinforce the existing relationship between the Group and its employees by giving them the option of being more closely linked to the Group's possible future developments and performance, the Board of Directors has decided to carry out a capital increase reserved for the current and former employees of the Arkema Group.

This capital increase is open to current and former employees of the Group who are located in France, Belgium, Brazil, Canada, China, Denmark, Germany, India, Italy, Japan, Malaysia, Mexico, the

Netherlands, Poland, Singapore, South Korea, Spain, Switzerland, United Kingdom and the United States. Some of these countries' participation is, however, subject to the receipt of local authorizations in those countries.

The shares will be subscribed either via direct shareholding or via a French *fonds commun de placement d'entreprise* (employee shareholding vehicle, hereinafter referred to as "FCPE"), in accordance with the legislation applicable in the various countries included in the scope of the offering.

SECURITIES OFFERED

The Arkema shareholders, gathered on May 23, 2012 at the Combined Shareholders' Meeting, authorized the Board of Directors to increase the share capital by a par value amount not to exceed € 20 million, and to do so via the issuance of new shares to be paid in cash and reserved for the current and former employees of the Group.

On March 3, 2014, the Board of Directors set the subscription price at € 64,19. This subscription price is equal to 80% of the average of the opening prices of the Arkema share on the Euronext Paris S.A. market during the twenty trading days preceding this day.

This subscription price is final and shall remain valid irrespective of the fluctuations, whether upward or downward, in the price of Arkema shares until the closing date for subscriptions.

The new Arkema shares that will be created shall be entitled to dividends (*date de jouissance*) declared in respect of periods as of January 1, 2013.

The admission of the Arkema shares to trading on the Euronext Paris S.A. market (ISIN Code # FR0010313833 - AKE) shall be complete at the latest in April of 2014, on the same listing line as the existing shares.

SUBSCRIPTION CONDITIONS

Beneficiaries of the issuance: the beneficiaries of the new issuance are the employees of the Group companies that have become members of the PEG who meet a seniority requirement of at least three months at the time of subscription. Retired employees or employees on early retirement who became members of the PEG before their employment activities ended shall remain beneficiaries and, in this capacity, can continue making payments into the PEG provided they have kept assets in the PEG and subject to applicable local law.

Type of issuance: this issuance is made without preferential subscription rights for the benefit of current and former employees who have become members of the *Plan d'Epargne Groupe* (hereinafter referred to as the "PEG A") of the Arkema Group.

Terms and conditions of subscription: the shares will be subscribed either via direct shareholding (in Denmark, Italy, Germany, Japan, South Korea, and the United States) or via an FCPE (in France, Belgium, Brazil, Canada, China, India, Malaysia, Mexico, the Netherlands, Poland, Singapore, Spain, Switzerland and the UK) as indicated below:

- "Arkema Actionnariat France Relais 2014" (approved by the Autorité des Marchés Financiers (French securities regulator, hereinafter referred to as "AMF" under # FCE20140040) for the shares subscribed by the employees of French companies. This "relais" (or temporary) FCPE was specifically created for the purposes of this capital increase. Once the capital increase is complete, it is intended to be merged with the "Arkema Actionnariat France" FCPE.

- “Arkema Actionnariat International Relais 2014” (approved by the AMF under # FCE20140041) for the employees of companies in Belgium, Brazil, Canada, China, India, Malaysia, Mexico, the Netherlands, Poland, Singapore, Spain, Switzerland and the UK. This “relais” FCPE was also specifically created for the purposes of this capital increase. Once the capital increase is complete, it is intended to be merged with the “Arkema Actionnariat International” FCPE.

The regulations of the above-mentioned “relais” FCPEs were approved by the AMF on February 28, 2014.

Voting Rights: the employees who subscribe via direct shareholding will exercise their voting rights individually at Arkema’s shareholders’ meetings. The voting rights attached to the shares subscribed via an FCPE will be exercised at Arkema’s shareholders’ meetings by the FCPE’s supervisory board.

Subscription ceiling: The beneficiaries must respect an individual subscription ceiling equal to the counter-value of 1,000 discounted Arkema shares. In addition, pursuant to Article L. 3332-10 of the French Labor Code, the annual payments made by the offering’s beneficiaries cannot exceed one quarter of their gross annual remuneration. This legal ceiling takes into account all of the other payments that can be made by employees within the framework of their Company and/or the Group’s *Plans d’Epargne* (Savings Plans).

Lock-up applicable to the Arkema shares: pursuant to Article L. 3332-25 of the French Labor Code, the current and former employees who have subscribed to the issuance must hold their units of the “Arkema Actionnariat France” or “Arkema Actionnariat International” FCPEs or the shares they hold via direct shareholding, unless one of the early exit events set forth in Articles L. 3324-10, R. 3324-22 *et seq.* and L. 3332-25 of the French Labor Code occurs to employees residing in France. Those employees who do not reside in France for tax purposes will be subject to the provisions applicable in the countries in which they reside.

Terms and conditions of payment of the shares:

Depending on the nature of the contractual relationship that exists between the employees and their company and the legislation in force in each of the countries, the payment of the subscription price of the shares will be entirely paid for:

- either in cash via personal contribution;
- or with an advance repayable by a monthly salary withholding that may be provided by an employer to employees who have subscribed. In France, this withholding cannot exceed 10 % of the employee’s net monthly salary;
- or by a combination of the above two payment options.

Repayment of the advance shall begin in the month of May 2014 and is spread over the course of 24 even monthly payments withheld from salary. In France, interest on this advance will not be withheld, thereby representing a benefit in kind (please refer to the section entitled “Tax Treatments” below).

In France, employees may allocate the premium derived from their profit-sharing plans (*“intéressement et participation”*), if applicable.

Reduction of subscription requests:

In the event that the total number of Arkema shares subscribed within the framework of the issuance is higher than the number of Arkema shares offered, as this latter number is set by Arkema’s Board of Directors, a reduction will be carried out in accordance with a method described in the brochure.

TAX TREATMENTS IN FORCE TODAY

- Employees who are French tax residents

The discount is exempt from income tax and social security charges. The dividends that could be distributed, as the case may be, are also exempt insofar as they are automatically reinvested in an FCPE. The redemption of FCPE units that have become available following the expiration of the lock-up period as well as early redemptions are exempt of taxes on capital gains and on the sale of securities. However, these capital gains are subject to social security withholdings.

The interest on the advance payment granted for a 24-month period will not be withheld. It will be considered as a benefit, calculated on the basis of the legal interest rate in force on the date of subscription, and subject to social security contributions, social security withholdings, and to income tax.

- Employees who are not French tax residents

Employees who do not reside in France for tax purposes are subject to the tax provisions applicable in their respective countries of residence.

Furthermore, with respect to the matching shares granted to the beneficiaries outside of France, the Company shall issue shares pursuant to the twelfth resolution adopted by the shareholders' meeting on June 4, 2013 relating to the granting of free shares.

SPECIAL NOTE REGARDING THE INTERNATIONAL OFFERING

This press release does not constitute an offer to sell or a solicitation to purchase Arkema shares. The offering of Arkema shares reserved for employees will be conducted only in countries where such an offering has been registered with the competent local authorities and/or following the approval of a prospectus by the competent local authorities or in consideration of an exemption of the requirement to prepare a prospectus or register the offering. More generally, the offering will only be conducted in countries where all required filing procedures and/or consultation or information obligations with respect to organizations representing employees and/or notifications have been completed and the authorizations have been obtained. This press release is not destined for, and copies thereof should not be sent to, countries in which such a prospectus has not been approved or such an exemption is not available or where all of the required filing procedures and/or consultation or information obligations with respect to organizations representing employees and/or notifications have not been completed or where the authorizations have not been obtained.

This press release constitutes the information document required pursuant to Articles 212-4 (paragraph 5) and 212-5 (paragraph 6) of the AMF's General Regulations and to Article 14 of circular n° 2005-11 of December 13, 2005, published in the form of a press release in accordance with Article 221-3 of the AMF's General Regulations.

*A global chemical company and France's leading chemicals producer, **Arkema** is building the future of the chemical industry every day. Deploying a responsible, innovation-based approach, Arkema provides customers with practical solutions to such challenges as climate change, access to drinking water, the future of energy, fossil fuel preservation and the need for lighter materials. With operations in more than 40 countries, 14,000 employees and 10 research centers, Arkema generated annual revenue of €6.5 billion and holds leadership positions in all its markets with a portfolio of internationally recognized brands.*

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