

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**”); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). 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.

PROHIBITION OF SALES TO UK 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 United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK 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 19 of the Guidelines published by ESMA on 3 August 2023, 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 10 September 2024



Arkema

Legal Entity Identifier (LEI): 9695000EHMS84KKP2785

Euro 5,000,000,000

Euro Medium Term Note Programme
for the issue of Notes

SERIES NO.: 9

TRANCHE NO.: 1

**Euro 500,000,000 3.500 per cent. Notes due 12 September 2034 (the “Notes”)
issued by Arkema (the “Issuer”)**

Joint Lead Managers

BNP PARIBAS

Citigroup

J.P. MORGAN

NATIXIS

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 8 March 2024 which has received approval no. 24-064 from the *Autorité des marchés financiers* (the “AMF”) on 8 March 2024 and the first supplement to it dated 2 August 2024 which has received approval no. 24-345 from the AMF on 2 August 2024 which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus as so supplemented in order to obtain full information on the Issuer and the offer of the Notes. The Base Prospectus and the supplement are 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:	9
	(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:	98.166 per cent. of the Aggregate Nominal Amount
6	Specified Denomination:	EUR 100,000
7	(i) Issue Date:	12 September 2024
	(ii) Interest Commencement Date:	12 September 2024
8	Maturity Date:	12 September 2034
9	Interest Basis:	3.500 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 100.00 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:	Unsubordinated Notes

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| (ii) Dates of Board approval and decision for issuance of Notes obtained: | Decision of the <i>Conseil d'administration</i> of Arkema dated 28 February 2024 and decision of Mr. Thomas Lestavel, <i>Directeur Financement et Trésorerie</i> of the Issuer dated 5 September 2024 |
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PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	3.500 per cent. <i>per annum</i> payable annually in arrears on each Interest Payment Date
	(ii) Interest Payment Dates:	12 September in each year commencing on 12 September 2025 and ending on the Maturity Date
	(iii) Fixed Coupon Amount:	EUR 3,500 per Note of EUR 100,000 Specified Denomination
	(iv) Broken Amount:	Not Applicable
	(v) Day Count Fraction:	Actual/Actual-ICMA
	(vi) Determination Dates:	12 September in each year
	(vii) Interest Rate Adjustment:	Not Applicable
	(viii) Margin Adjustment:	Not Applicable
15	Fixed Rate Resettable Note Provisions (Subordinated Notes only)	Not Applicable
16	Floating Rate Note Provisions	Not Applicable
17	Zero Coupon Note Provisions (Unsubordinated Notes only)	Not Applicable
18	Inflation Linked Notes – Provisions relating to CPI or HICP Linked Interest (Unsubordinated Notes only)	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19	Call Option	Not Applicable
20	Make-Whole Redemption by the Issuer	Applicable
	(i) Notice period:	As per Condition 6(d)(i)
	(ii) Reference Security:	The 2.6% per cent. Bundesobligationen of the Bundesrepublik Deutschland due 15 August 2034 with ISIN DE000BU2Z031
	(iii) Reference Dealers:	As per Condition 6(d)(i)
	(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) Make-Whole Calculation Agent:	Aether Financial Services
	(vi) Redemption Margin:	0.25 per cent. <i>per annum</i>
21	Clean-Up Call Option	Applicable
	(i) Clean-Up Redemption Amount:	EUR 100,000 per Note of EUR 100,000 Specified Denomination
22	Put Option (Unsubordinated Notes only)	Not Applicable
23	Residual Call Option (Unsubordinated Notes only)	Applicable
	(i) Call Option Date (Condition 6(c)):	12 June 2034
	(ii) Notice period:	As per Condition 6(c)
24	Change of Control Put Option (Unsubordinated Notes only)	Applicable
25	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: (Unsubordinated Notes only)	Not Applicable
26	Early Redemption Amount of Unsubordinated Notes	
	(i) Early Redemption Amount(s) of each Unsubordinated Note payable on redemption for taxation reasons (Condition 6(j)(i)), for illegality (Condition 6(q)) or on event of default (Condition 9):	EUR 100,000 per Note of EUR 100,000 Specified Denomination
	(ii) Redemption for taxation reasons of each Unsubordinated Note permitted on days other than Interest Payment Dates:	Yes
27	Acquisition Event Call Option	Not Applicable
28	Change of Control Call Event Option (Subordinated Notes only)	Not Applicable
29	Accounting Event Call Option (Subordinated Notes only)	Not Applicable
30	Rating Event Call Option (Subordinated Notes only)	Not Applicable
31	Gross-Up Event Call Option	Not Applicable

	(Subordinated Notes only)	
32	Withholding Tax Event Call Option (Subordinated Notes only)	Not Applicable
33	Tax Deductibility Event Call Option (Subordinated Notes only)	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

34	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
35	Exclusion of the possibility to request identification of the Noteholders as provided by Condition 1(a):	Not Applicable
36	Financial Centre(s) (Condition 7(h)):	Not Applicable
37	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
38	Details relating to Instalment Notes: (Unsubordinated Notes only)	Not Applicable
39	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
40	Consolidation provisions:	Not Applicable
41	Possibility of resale of purchased Notes:	Yes
42	Masse (Condition 11):	Contractual <i>Masse</i> shall apply Name and address of the Representative: Aether Financial Services 36, rue de Monceau 75008 Paris France Represented by its Chairman Contact: agency@aetherfs.com The Representative will be entitled to a remuneration of EUR 400 (VAT excluded) per year, payable on the 1 st January of each year except in respect of the first year for which payment will be made on a <i>pro-rata</i> basis on the Issue Date.

RESPONSIBILITY

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

Signed on behalf of Arkema:

By: Thomas Lestavel, *Directeur financement et trésorerie*
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 12 September 2024.
- (ii) Estimate of total expenses related to admission to trading: EUR 9,580

2 RATINGS

- Ratings : The Notes to be issued have been rated:
- S&P: BBB+
- Moody's: Baa1
- Notes rated “BBB” by S&P exhibit adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligations. The addition of the plus (+) sign shows relative standing within that rating category.
- Notes rated “Baa” by Moody's are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. Numerical modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.
- S&P and Moody's are established in the European Union and registered under Regulation (EC) No 1060/2009 (the “CRA Regulation”) (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.

The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and their affiliates in the ordinary course of business.

4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: The net proceeds will be used for the Issuer's general corporate purposes.
- (ii) Estimated net proceeds: EUR 489,955,000

5 YIELD

- Indication of yield: 3.723 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 5(l).

6 OPERATIONAL INFORMATION

ISIN: FR001400SJS4

Common Code: 290025931

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 Fiscal Agent, Paying Agent(s) or Consolidation Agent (if any): Not Applicable

7 DISTRIBUTION

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Date of the Subscription Agreement: 10 September 2024

(B) Names of Managers: **Joint Lead Managers**
BNP Paribas
Citigroup Global Markets Europe AG
J.P. Morgan SE
Natixis

(C) Stabilisation 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

(vi) Prohibition of Sales to UK Retail Investors: Applicable