

ARKEMA PERFORMANCE SHARES 2013 – 2014 – 2015

Our policy to award performance share plans aims to reward and to foster the loyalty of the best performing Group employees.

Performance shares are not only allocated to top management but also benefit to a significant number of employees (over 650 beneficiaries each year).

The definitive allocation will be decided for 50% of the shares after 2 years and for the 50% remaining after 3 years.

Above a very low threshold (80 performance shares), the definitive allocation is subject to performance criteria.

Two criteria will be required, each being applied to 50% of the grant:

- 1) An internal criterion relating to Arkema's EBITDA fully in line with the financial targets given to the financial markets
- 2) An external criterion relating to Arkema's average EBITDA margin compared to the average EBITDA margin of a panel of European chemical companies over the same period. The panel will be composed of Akzo Nobel (Specialty Chemicals only), BASF (excluding Oil & Gas), Clariant, Solvay, Lanxess and DSM.
The allocation rate will reach 100% if the average EBITDA margin of Arkema exceeds or is equal to the average EBITDA margin of the panel. The allocation rate will decrease for each half a point of Arkema's average EBITDA margin below the average EBITDA margin of the panel.

Performance shares definitely granted will be existing shares, and will therefore not be dilutive for shareholders.

The Board of Directors, on proposal of the Nominating, Compensation and Corporate Governance Committee could add an additional criterion if it deems it necessary and will adapt the panel if the competitive landscape notably changes (however the panel will only be made of chemical companies).