

Notice *of Meeting* 2011

2011 Combined Annual General Meeting

Tuesday, 24 May 2011

at the Palais des Congrès, Paris



The world is our inspiration

How to take part in the General Meeting?	4
How to provide evidence of your status as a shareholder of Arkema?	4
How to vote?	4
How to fill out the form?	5
Agenda of the Combined General Meeting	7
Resolutions proposed to the Ordinary General Meeting	7
Resolutions proposed to the Extraordinary General Meeting	7
ARKEMA in 2010	8
Key figures	8
Overview of the Group's situation	10
5-year financial summary for Arkema parent company	13
Presentation and activity of the Board of Directors	14
Composition of the Board of Directors	14
Activity of the Board of Directors	16
Proposed renewal of the directors' term of office	17
Presentation and text of the proposed resolutions	18
Resolutions proposed to the Ordinary General Meeting	18
Resolutions proposed to the Extraordinary General Meeting	21
Request form for documents	23
Request for mailing via the Internet	23

Press releases and all other investor information including documents related to this Annual General Meeting can be found on www.finance.arkema.com.

For further information, please contact ARKEMA's Investor Relations department on **+33 (0)1 49 00 74 63**.

Informal translation - For information purposes only

Welcome

to the Arkema Annual General Meeting



“As with every year, this General Meeting will be a key opportunity to meet again and to present your Group’s transformation and outlook.”

Ladies and Gentlemen, Dear Shareholders,

I am pleased to invite you to the Arkema Annual General Meeting to be held on **Tuesday, 24 May 2011 at 10.30 am**, at the Palais des Congrès in Paris, France.

Our Annual General Meeting is a key opportunity for us to meet and talk, where you will be able to address questions relating to the evolution of your Group. By voting, you will also be able to take part in the decisions affecting the future of Arkema.

In 2010, your Group achieved by far its best historical performance, reporting €347 million net income, well above pre-crisis levels. Sales grew by 33% over the previous year, while EBITDA margin reached 13.4%, exceeding the 12% target set at the time of the spin-off. This performance is the outcome of the Group’s in-depth transformation. The Annual General Meeting will be the opportunity to review our Group’s first 5 years and to present you the ambitious objectives of the new five-year growth plan announced last November and our growth drivers such as innovation, development in emerging countries and acquisitions.

In addition to the presentation of the 2010 results and the outlook, you will find hereafter the agenda for the meeting and a presentation of the resolutions proposed for your approval. You will also be asked to approve the payment of a €1 dividend per share, a 67% increase over last year. This increase, reflecting the very significant recovery in our results and excellent cash generation, demonstrates our commitment to share with you our Group’s performance. Finally, you will also be invited to renew the terms of office of three directors: Mrs Isabelle Kocher, Mr François Enaud and Mr Laurent Mignon, all three being independent directors of your Company.

I do sincerely hope that you will be able to attend the meeting, and I would like to thank you for your confidence and your loyalty.

Thierry Le Hénaff
Chairman and
Chief Executive Officer

How to take part in the General Meeting?

The Combined General Meeting* will take place at **10.30 am on Tuesday 24 May 2011** at the Palais des Congrès, Amphithéâtre bleu, 2, place de la Porte Maillot, 75017 PARIS – France. The registration desk will open at 9.30 am.

The Annual General Meeting is open to all shareholders of Arkema, regardless of the number of shares they hold.

To take part in the General Meeting, you are therefore required to provide evidence of your status as a shareholder of Arkema three business days before the date of the meeting, i.e. by 0.00 am (Paris time) on 19 May 2011.

How to provide evidence of your status as a shareholder of Arkema?

If your shares are registered

The evidence of your status as a shareholder is provided simply by having your shares registered in your name in the registered account at 0.00 am on 19 May 2011. You do not need to do anything further.

If you hold bearer shares

The evidence of your status as a shareholder is provided by a **certificate of participation** ("attestation de participation") issued by your **financial intermediary** (bank, stockbroker or any other

party who manages the share account in which your Arkema shares are held). Your financial intermediary is **your only contact** for these matters.

He will send the certificate of participation along with your request for an admission card or your proxy form to the registrar appointed by Arkema:

BNP Paribas Securities Services
C.T.S. Émetteurs – Service des Assemblées
Les Grands Moulins de Pantin – 9, rue du Débarcadère
93761 Pantin Cedex – France

How to vote?

If you wish to attend the General Meeting

You must request an admission card. Simply tick box **A** on the form, date and sign it, fill in your name, first name and address, or make sure they are correct if already entered.

Your request for an admission card must be received before 20 May 2011. If not, you can still attend the meeting, but if your shares are bearer shares, you must bring with you a certificate of participation issued as of 19 May 2011 by your financial intermediary.

If you do not wish to attend the General Meeting

Simply tick box **B** on the form, date and sign it, fill in your name, first name and address or make sure they are correct if already entered, and return the form after selecting one of the three options to vote set out below:

- **vote by mail:** tick box **1** "I wish to vote by mail" and complete your vote for each resolution. Once you have done this, you may not attend the meeting or give a proxy to someone else;
- **give your proxy to the Chairman of the Meeting:** tick box **2** "I give my proxy to the Chairman of the Meeting". In this case, the Chairman will vote in favour of the proposed resolutions agreed by the Board of Directors;
- **appoint your spouse, another Arkema shareholder, a partner with whom you have entered into a civil partnership or any other person of your choice as your proxy** in the conditions provided for in articles L. 225-106 *et seq.* of the French Commercial Code (*Code de commerce*): tick box **3** "I wish to appoint as my proxy" and fill in the name and address of the person who will attend the Meeting on your behalf.

In all cases, you must complete the enclosed form and send it to your financial intermediary if you hold bearer shares, or to BNP Paribas Securities Services using the reply-paid envelope provided if your shares are registered.

* As required by article R. 225-73 of the French Commercial Code, the Meeting Announcement (*Avis de réunion*) was published in the "Bulletin des Annonces Légales et Obligatoires" on 25 March 2011.

Whichever option you choose, will be taken into account only those shares held in the registered or recorded share account no later than three business days prior to the Annual General Meeting, 19 May 2011 at 0.00 am (Paris time).
 If shares are sold or transferred after this record date, the certificate of participation will remain valid and votes cast or proxies granted by the seller will be taken into account.

How to fill out the form?

If you wish to attend the meeting in person:
 tick box **A** to receive your admission card.

If you do not wish to attend the meeting:
 tick box **B** to appoint a proxy or vote by mail.

IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please see instructions on reverse side.
QUELLE QUE SOIT L'OPTION CHOISIE, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, DATE AND SIGN AT THE BOTTOM OF THE FORM
 Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire // I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.
 Je préfère le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes // I prefer to use the postal voting form or the proxy form as specified below.

ASSEMBLÉE GÉNÉRALE MIXTE ORDINAIRE ET EXTRAORDINAIRE
 convoquée le mardi 24 mai 2011, à 10 h 30 (heure de Paris),
 au Palais des Congrès - Amphithéâtre bleu, 2, place de la Porte Maillot, 75017 Paris / France

COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING
 to be held on Tuesday, May 24th, 2011, at 10:30 am (Paris time),
 at Palais des Congrès - Amphithéâtre bleu, 2, place de la Porte Maillot, 75017 PARIS / France

CADRE RESERVE / For Company's use only
 Identifiant / Account
 Nombre d'actions / Number of shares
 Nombre de voix / Number of voting rights
 Nominatif Registered VS / single vote
 Porteur / Bearer VD / double vote

1 JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
 Cf. au verso renvoi (2) - See reverse (2)
 Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ la case correspondante et pour lesquels je vote NON ou je m'abstiens.
 I vote FOR all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this ■, for which I vote against or I abstain.
 Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Gérance, je vote en noircissant comme ceci ■ la case correspondant à mon choix.
 On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ■.

2 JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 dater et signer au bas du formulaire, sans rien remplir.
 I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE MEETING
 date and sign at the bottom of the form without filling it.
 Cf. au verso renvoi (3) - See reverse (3)

3 JE DONNE POUVOIR A : cf. au verso renvoi (3)
 I HEREBY APPOINT see reverse (3)
 M., Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
 Adresse / Address

ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre teneur de compte.
CAUTION : If it is about bearer securities, the present instructions will be valid only if they are directly returned to your account-keeper.

Nom, Prénom, Adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement)
 - Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary)
 Cf. au verso renvoi (1) - See reverse (1)

Whatever your choice do not forget to date and sign here.

Date & Signature

En aucun cas le document ne doit être retourné à Arkema / In no case, this document must be returned to Arkema.
 La langue française fait foi / The French version of this document governs. The english translation is for convenience only.

If you wish to vote by mail:
 tick box **1** and follow the instructions.

If you wish to appoint the Chairman of the meeting as your proxy:
 tick box **2**.

If you wish to appoint your spouse, another Arkema shareholder, a partner with whom you have entered into a civil partnership or any other person of your choice as your proxy in the conditions provided for in articles L.225-106 et seq. of the French Commercial Code (Code de commerce): tick box **3** and fill in that person's name and address.

NB : If you hold bearer shares, please do not send the form directly to Arkema or to BNP Paribas Securities Services as it must be accompanied by a certificate of participation to be taken into account. Your financial intermediary (bank or stockbroker) will issue the certificate and send it with your voting form before 19 May 2011 to BNP Paribas Securities Services – C.T.S. Émetteurs – Service des Assemblées – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 PANTIN Cedex – France.

Agenda of the Combined General Meeting

Resolutions proposed to the **Ordinary** General Meeting

- Approval of the Company's financial statements for the year ended 31 December 2010.
- Approval of the consolidated financial statements for the year ended 31 December 2010.
- Allocation of the net income for 2010.
- Special report of the statutory auditors on agreements covered by articles L. 225-38 *et seq.* of the French Commercial Code.
- Renewal of the term of office of Mrs Isabelle Kocher as Director.
- Renewal of the term of office of Mr François Enaud as Director.
- Renewal of the term of office of Mr Laurent Mignon as Director.
- Authorization for the Board of Directors to trade shares in the Company.

Resolutions proposed to the **Extraordinary** General Meeting

- Authorization for the Board of Directors to reduce the share capital by cancelling shares held by the Company.
- Age limit of directors - Amendment of article 10.1.3 of the Articles of Association.
- Alignment of the Articles of Association with legislative and regulatory changes - Consequential amendment of articles 8.2 and 16.5 of the Articles of Association.
- Powers for formalities.

ARKEMA in 2010

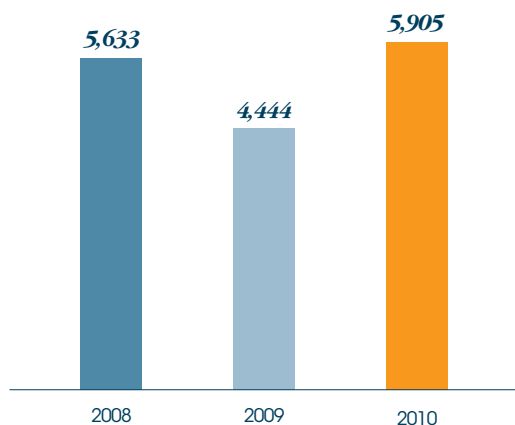
A global chemical company and France's leading chemicals producer, ARKEMA is building the future of the chemical industry every day. Deploying a responsible, innovation-based approach, we produce state-of-the-art specialty chemicals that provide customers with practical solutions to such challenges as 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 8 research centers, ARKEMA generated revenues of **€5.9 billion** in 2010 and holds leadership positions in its markets with a portfolio of internationally recognized brands.

Key figures

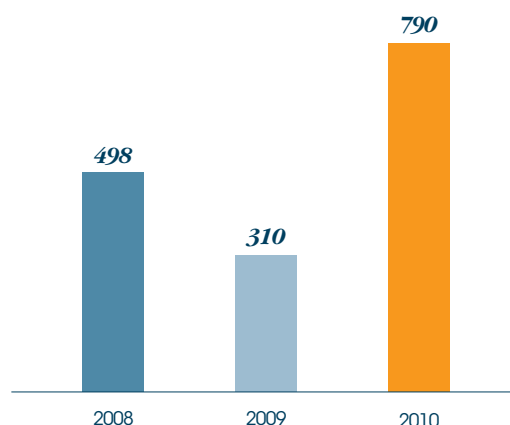
SALES

(In millions of euros)

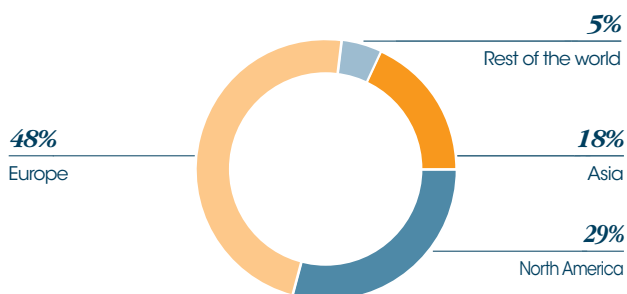


EBITDA

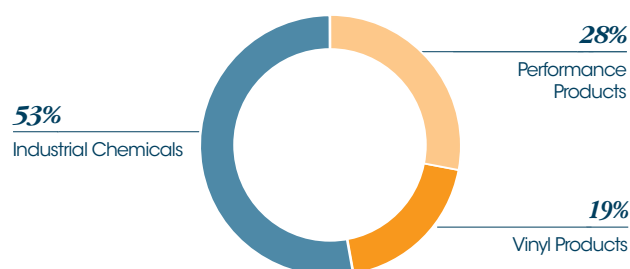
(In millions of euros)



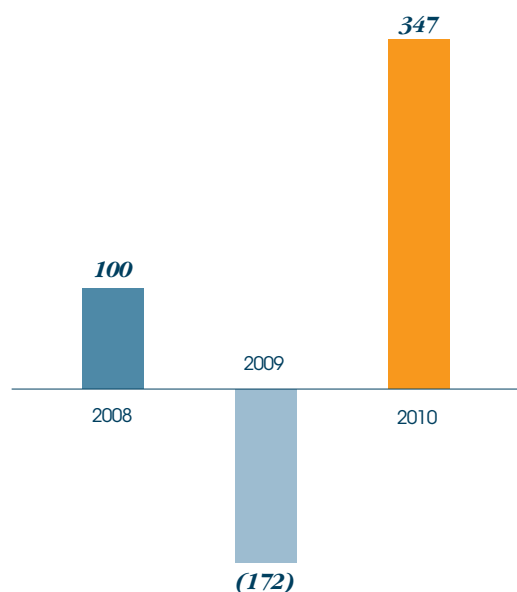
SALES BY REGION (2010)



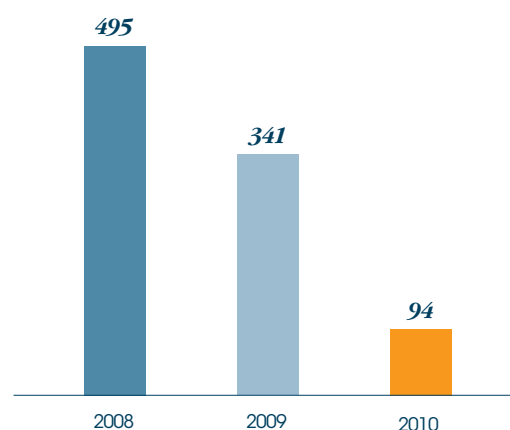
SALES BY SEGMENT (2010)



NET INCOME (group share)
(In millions of euros)



NET DEBT
(In millions of euros)



(In millions of euros unless otherwise indicated)	2010	2009
Sales	5,905	4,444
EBITDA	790	310
EBITDA margin (EBITDA as % of sales)	13.4%	7.0%
Recurring operating income	503	40
Other income and expenses	(17)	(109)
Operating income	486	(69)
Net income – Group share	347	(172)
Dividend per share (in euros) *	1	0.60
Shareholders equity	2,240	1,813
Net debt	94	341
Working capital	785	720
Capital employed	3,164	2,977
Cash flow from operating activities	511	452
Cash flow from investing activities	(281)	(250)
Cash flow from financing activities	161	(171)
Free cash flow **	276	228
Capital expenditures	315	301

* In 2010, amount of dividend proposed to the General Meeting of 24 May 2011.

** Cash flow from operating and investing activities including non recurring cash items like restructuring expenses and excluding the impact of portfolio management.

Overview of the Group's situation

2010, the completion of a first in-depth transformation phase

2010 marks the completion of the first phase in the Group's transformation. Thanks to the strategy implemented since its creation, ARKEMA achieved its best financial performance and by far exceeded all the objectives announced at the time of its spin-off. This strategy is based on three major axes:

- improving productivity: between 2005 and 2010, ARKEMA reduced its fixed costs by €540 million, thereby exceeding its initial €500 million program announced at the time of its spin-off;
- developing growth drivers in its best product lines to prepare the future:
 - in terms of innovation, the Group's R&D projects have enabled the launch of many new products and applications in various markets, including new energies, water treatment, bioplastics, etc,
 - in Asia, the Group has actively pursued its investments and, in 2010, achieved in this region 18% of its overall sales against 13% in 2005;
- refocusing its portfolio of businesses: between 2005 and 2010, the Group reinforced its best product lines, and carried out acquisitions which contributed €650 million to the 2010 sales (these included Coatex (acrylic dispersants and thickeners) acquired end 2007, the acrylic assets acquired in North America from the Dow Chemicals Company in January 2010, and the organic peroxide activities acquired from Geo in 2009), while also divesting part of its least strategic activities accounting for sales of some €480 million. In 2010, the contribution to EBITDA of acquisitions and divestments finalized between 2005 and 2010 amounted to €90 million for a net impact on cash of -€230 million.

12 months full of structuring events

In 2010, ARKEMA announced the following key milestones:

- Successful integration of acrylic assets acquired in North America.
- Successful start-up of fluorogas production plant in China.
- First bond issue of €500 million.
- Project to acquire photocure and coatings resins from Total.

The Group's performance in 2010

33% up over 2009, **sales in 2010** stood at **€5,905 million**. Volumes increased by 11% compared to 2009, driven by strong demand in Asia, a gradual recovery in North America, a growing presence in emerging technologies related to sustainable development, and the start-up, in 2nd quarter 2010, of a fluorogas production plant in Changshu (China). The acrylics businesses acquired in North America accounted for the main part of the 9% effect of

changes in the scope of business. Sales prices, representing a positive effect of 9%, fully offset increases in raw material costs, and also reflected a shift in the product mix towards higher added value product lines. Finally, the 4% translation effect primarily reflected the strengthening of the US dollar versus euro.

EBITDA reached its highest historical level at **€790 million**, far exceeding the previous highest level recorded in 2007 (€518 million). EBITDA was multiplied by 2.5 compared to 2009. This excellent performance was driven by all BUs in the Industrial Chemicals and Performance Products segments. Beyond improving volumes and unit margins in most of our product lines, this reflects the success of the Group's internal growth projects. Accordingly, EBITDA margin rose to 13.4% of sales (from 7.0% in 2009), well above the 12% initial target set at the time of the spin-off.

Operating income stood at **€486 million** after deduction of €287 million depreciation and -€17 million non-recurring items that included restructuring charges partly offset by reversal of impairment losses as well as exceptional income related to changes to pension plans in the Netherlands.

Finally, **net income** (Group share) stood at the record level of **€347 million**, against a €172 million loss in 2009.

VINYL PRODUCTS: SLIGHT IMPROVEMENTS IN STILL CHALLENGING MARKET CONDITIONS

The Vinyl Products segment is made up of different businesses that are all part of an integrated chemical product chain, from the electrolysis of salt to PVC converting. The Group is currently Europe's n° 3 for PVC⁽¹⁾.

(In millions of euros)	2010	2009
Sales	1,106	1,005
EBITDA	(14)	(31)

Vinyl Products sales amounted to €1,106 million against €1,005 million in 2009. Since 2005, in accordance with the Group's objectives, the share of Vinyl Products has been significantly reduced, with the segment now accounting for 19% of the Group's overall sales against 24% in 2005. In 2010, volumes increased slightly in a construction market that remained challenging in Europe. PVC unit margins remained low throughout the year despite price increases made in particular to offset the rising cost of raw materials.

Despite a negative impact of approximately -€15 million from strikes related to negotiations on pensions reforms in France (refineries, Marseille harbor), EBITDA limited their losses to -€14 million against -€31 million in 2009. This improvement reflected ongoing productivity gains, which remain this segment's priority, and the improvement of the Vinyl Compounds activity thanks to refocusing on higher added value markets.

(1) Source: Parpinelli Tecnon ATEC 2008.

INDUSTRIAL CHEMICALS: EXCELLENT GROWTH AND PROFITABILITY

Industrial Chemicals segment is made up of different businesses with a number of common characteristics, among which are the use of complex manufacturing processes and the existence of world markets that offer the prospects of strong growth, particularly in Asia. Its main end-markets include in particular paints and coatings, refrigeration, water treatment, electronics, automotive, animal feed, petrochemicals, etc. In its various product lines, the Group ranks among the world's leading companies.

(In millions of euros)	2010	2009
Sales	3,101	2,109
EBITDA	567	306

Industrial Chemicals sales reached €3,101 million, 47% up on 2009. The acrylic activities acquired in North America in January 2010 accounted for sales of €430 million. At constant scope of business, sales grew by 28%. Volumes rose by 10% on recovering demand in many end-markets (refrigeration for Fluorochemicals, oil and gas for Thiochemicals, water treatment for Acrylics and Hydrogen Peroxide, automotive for PMMA, etc.). The coatings and paints markets experienced a slower recovery in mature markets. Prices were significantly up, largely offsetting raw material cost increases.

EBITDA grew by 85% compared to 2009 to €567 million. Beyond the more favorable economic environment, this significant increase reflects the progress achieved by all of the segment's business units, which benefit from the contribution of the newly acquired acrylic assets, a new fluorogas production plant in China, the restructuring of the Methacrylates activities in Europe implemented end 2009, and the strengthening of the US dollar versus euro. EBITDA margin reached a very high level of 18.3% over the year, well above the previous annual historical high of 14.5% reached in 2009.

PERFORMANCE PRODUCTS: EBITDA MARGIN DOUBLED AT 15.4% SUPPORTED BY NEW PRODUCTS

The Performance Product segment is made of businesses that offer high tech and high added value products based on innovative solutions developed by the Group's R&D. Its traditional application areas are coatings, plastics, automotive, oil and gas, packaging, etc. The recent innovations developed by the Group's R&D in the emerging technologies market related to sustainable development, such as photovoltaics, bioplastics and lithium-ion batteries, etc., offer new high-potential outlets for the segment's activities. In this segment, the Group has leading positions in various niche markets.

(In millions of euros)	2010	2009
Sales	1,680	1,318
EBITDA	259	102

Performance Products sales amounted to €1,680 million, 27% up on 2009. EBITDA was multiplied by 2.5 to €259 million against €102 million in 2009. Productivity initiatives in recent years enabled the Group to fully benefit from the recovery in volumes, 19% up on 2009. All of the segment's product lines contributed to this increase. Traditional end-markets benefited from a good demand recovery. In Asia, demand was very strong, in particular in Technical Polymers. Emerging technologies markets (photovoltaics, lithium-ion batteries, membranes for water treatment, etc.) experienced fast growth. In these new markets, products developed by ARKEMA's research and development made a significant contribution.

EBITDA margin stood at 15.4% (against 7.7% in 2009), and reached its highest annual historical level since ARKEMA's spin-off.

Strong cash generation

In 2010, ARKEMA reported free cash flow⁽¹⁾ of €276 million, €48 million up on that of 2009. This significant cash flow generation reflected a strong recovery in operating income as well as the further strict control of working capital in a context of significant sales increase. Accordingly, the working capital on sales ratio was further reduced to 13.3% (against 16.2% at 31 December 2009), much below the 16% target set for the year.

In 2010, capital expenditure increased to €315 million to finance in particular (i) growth projects, including the construction of new plants in Asia, in particular on the Changshu site (China) for Kynar® PVDF, a high-end plastic used in paints and photovoltaic panels, and for Coatex's specialty acrylic polymers used as dispersants and thickeners, and (ii) industrial maintenance operations.

A very sound financial structure

The Group's net debt dropped to a historically low level of €94 million (against €341 million in 2009), i.e. 4% gearing.

Generally, as part of its long-term financing policy, the Group seeks to diversify its sources of financing, and to extend their average maturity. End 2010, the Group had:

- a €500 million bond issue with a 4% a year interest rate with an October 2017 maturity date underwritten in October 2010;
- a securitisation program in the maximum amount of €240 million set up in the first half of 2010; and
- a revolving multi-currency credit facility in the maximum amount of €1.1 billion as of 31 December 2010.

(1) Cash flow from operating and investing activities excluding the impact of portfolio management.

Outlook

In November 2010, ARKEMA announced an ambitious 5-year growth plan. For the 2011-2015 period, the Group intends to continue actively its transformation, and has now entered a phase of more sustained growth. The Group aims to achieve in 2015⁽¹⁾:

- sales of approximately €7.5 billion;
- a 14% EBITDA margin;
- EBITDA above €1 billion;
- while maintaining its gearing ratio below 40%.

This new stage in the Group's development should be sustained by:

- a 60% increase in sales achieved in emerging countries, in particular in Asia where the Group aims to achieve around 23% of its global sales by 2015;
- an innovation effort, in particular in sustainable development, that should yield €400 million of new sales over five years;
- targeted acquisitions in the Group's best product lines that could represent around €1 billion of additional sales, as well as divestments of small non-core businesses representing around €300 million of sales; and
- ongoing cost control, in particular by further reducing the breakeven point in the Vinyl Products segment by €50 million by the end of 2015.

As part of its acquisition program, the Group announced in December 2010 a plan to acquire the coatings resins (Cray Valley and Cook Composite Polymers) and photocure resins businesses (Sartomer) from Total's specialty chemicals. Once integrated within ARKEMA, this planned acquisition, which would represent annual sales of €750 million (2010 base), would enable the Group to become a world leader in the coatings materials market. This would increase the downstream integration of its acrylics value chain, and would offer significant scope of growth and synergies as well as new growth drivers in Asia.

ARKEMA is confident in its prospects for 2011. Throughout the year, the Group will benefit fully from the work achieved in 2010 and in particular from the full year contribution of the new fluorogas plant in China, from the acrylic assets acquired in North America, and from the very strong growth expected in new energies and bioplastics. The Group will intensify its recurring capital expenditure program, which should stand at around €360 million. Two new plants will be brought on stream in China, the first in March for fluoropolymers (Kynar® PVDF), and the second in mid-year for Coatex's specialty acrylic polymers. Meanwhile, the resins activities from Total, which should be integrated mid-2011, will make their own contribution to the year's performance. In the Vinyl Products segment, higher energy costs and slowly improving market conditions should balance each other out. Finally, ARKEMA will maintain a strong focus on fixed costs and cash generation.

ARKEMA is fully on track to achieve its 2015 targets.

(1) In a normalized economic environment with mid-cycle market conditions, GDP growth of around 3% over the period, a 1.35€/€ exchange rate and raw material indices at their current levels.

5-year financial summary for Arkema parent company

RESULTS OF THE COMPANY IN THE LAST FIVE YEARS

(articles 133, 135 and 148 of the decree of 23 March 1967 on commercial companies)

<i>(In millions of euros unless otherwise indicated)</i> TYPE OF DISCLOSURES	2006	2007	2008	2009	2010
I - Financial position at year end					
a) Share capital	605	605	605	605	615
b) Number of shares issued	60,453,823	60,453,823	60,454,973	60,454,973	61,493,794
II - Operations and results					
a) Sales (excluding VAT)	2	6	7	8	10
b) Income before tax, depreciation, impairment and provisions	24	174	69	224	8
c) Income taxes	-	19	30	48	40
d) Employee legal profit sharing	-	-	-	-	-
e) Income after tax, depreciation, impairment and provisions	18	121	94	20	42
f) Amount of dividends distributed	-	46	36	37	NC
III - Earnings per share (in euros)					
a) Income after tax but before depreciation, impairment and provisions	0.39	3.19	1.63	4.49	0.78
b) Income after tax, depreciation, impairment and provisions	0.30	2.01	1.55	0.33	0.68
c) Net dividend per share	-	0.75	0.60	0.60	NC
IV - Employee data					
a) Number of employees	8	8	8	8	8
b) Total payroll	1	3	5	3	5
c) Amounts paid to employee benefit bodies in the year	1	1	2	1	2

Presentation and activity of the Board of Directors

Composition of the Board of Directors

The Board of Directors comprises eleven members, nine of whom are considered as independent with regard to the criteria set by the internal regulations of the Board of Directors in accordance with the AFEP/MEDEF recommendations. The 1st June 2010 Annual General Meeting ratified the co-option of Mrs Isabelle Kocher and appointed Mrs Claire Pedini as directors anticipating the new legal requirements related to gender parity.

Thierry LE HÉNAFF

Chairman and Chief Executive Officer of Arkema

Born in 1963

Terms of office renewed for 3 years by the Annual General Meeting on 15 June 2009

Number of shares held on 31 December 2010: 20,560

Other appointments and positions:

- Chairman of the Board of Directors, Arkema France

Patrice BREANT

Director representing shareholder employees

Born in 1954

Appointed for 4 years by the Annual General Meeting on 1st June 2010

Number of shares of the FCPE Actionnariat France held on 31 December 2010: 631

Other appointments and positions:

- Member of the FCPE Arkema Actionnariat France Supervisory Board

François ENAUD ⁽¹⁾

Member of the Nominating, Compensation and Corporate Governance Committee

Chairman and Chief Executive Officer of Steria S.A.

Born in 1959

Terms of office renewed for 2 years by the Annual General Meeting on 15 June 2009

Number of shares held on 31 December 2010: 301

Other appointments and positions:

- Manager, Groupe Steria SCA
- Director, Steria S.A.
- Chairman of the Board of Directors, Agence Nouvelle des Solidarités Actives (ANSA)
- Director, Steria UK Limited
- Director and Chairman of the Board of Directors, Steria Holding Limited
- Director, Steria Limited
- Member of the Board of Directors, Steria Mummert Consulting A.G.

Bernard KASRIEL

Member of the Nominating, Compensation and Corporate Governance Committee

Partner of LBO France

Born in 1946

Terms of office renewed for 4 years by the Annual General Meeting on 15 June 2009

Number of shares held on 31 December 2010: 1,100

Other appointments and positions:

- Director, L'Oréal
- Director, Nucor (USA)

Isabelle KOCHER ⁽¹⁾

Chief Executive Officer and Director, Lyonnaise des Eaux France

Born in 1966

Appointed since 9th November 2009

Number of shares held on 31 December 2010: 300

Other appointments and positions:

- Chairman and Chief Executive Officer, Eau et Force
- Chairman and Chief Executive Officer, SDEI
- Director, Société des Eaux de Marseille
- Director, SAFEGE
- Director, R+I Alliance
- Director, Degremont
- Permanent Representative of Lyonnaise des Eaux France to Conseil d'Eau du Sud Parisien
- Permanent Representative of Lyonnaise des Eaux France to Conseil de SCM
- Permanent Representative of Eau et Force, Manager of SNC Sequaris
- Director, AXA

(1) Terms of office proposed for renewal at the Annual General Meeting of 24th May, 2011.

Laurent MIGNON ⁽¹⁾

Member of the Audit and Accounts Committee

Chief Executive Officer of Natixis S.A.

Born in 1963

Terms of office renewed for 2 years by the Annual General Meeting on 15 June 2009

Number of shares held on 31 December 2010: 300

Other appointments and positions:

- Director, Sequana
- Permanent representative of Natixis, censor at the Supervisory Board of BPCE
- Chairman of the Board of Directors, NGAM (Natixis Global Asset Management)
- Director of Coface S.A.
- Director of Lazard Ltd

Thierry MORIN

Chairman of the Nominating, Compensation and Corporate Governance Committee

Chairman of the Board of Directors, Institut National de la Propriété Industrielle (INPI)

Born in 1952

Terms of office renewed for 4 years by the Annual General Meeting on 15 June 2009

Number of shares held on 31 December 2010: 1,000

Other appointments and positions:

- Chairman, Thierry Morin Consulting

Marc PANDRAUD

Chairman of Deutsche Bank in France

Born in 1958

Appointed for 4 years by the Annual General Meeting on 15 June 2009

Number of shares held on 31 December 2010: 500

Claire PEDINI

Member of the Audit and Accounts Committee

Senior Vice President of Compagnie Saint-Gobain in charge of Human Resources

Born in 1965

Appointed for 4 years by the Annual General Meeting on 1st June 2010

Number of shares held on 31 December 2010: 300

Jean-Pierre SEEUWS

Member of the Audit and Accounts Committee

Born in 1945

Terms of office renewed for 3 years by the Annual General Meeting on 15 June 2009

Number of shares held on 31 December 2010: 3,505

Philippe VASSOR

Chairman of the Audit and Accounts Committee

Chairman of Baignas S.A.S.

Born in 1953

Terms of office renewed for 4 years by the Annual General Meeting on 15 June 2009

Number of shares held on 31 December 2010: 1,300

Other appointments and positions:

- Chairman, DGI Finance S.A.S.
- Director, Groupama S.A.
- Director and Chairman, Infovista
- Director, BULL

(1) Terms of office proposed for renewal at the Annual General Meeting of 24th May, 2011.

Activity of the Board of Directors

The Board of Directors met five times in 2010. The average attendance rate for all directors at these meetings was 91.5%.

The agenda for these meetings included approval of the 2009 accounts, consideration of quarterly and half-yearly results, notice of Annual General Meeting, annual assessment of the Board of Directors, assessment of the independence of the directors, review of the reports of the expert committees, and examination of various strategic projects, including the plan to acquire the coatings resins and photocure resins activities from Total announced on 7 December 2010.

In accordance with its internal regulations, the Board of Directors carried out its annual assessment for 2010, which was the subject of the Board of Directors' discussions at its meetings on 21 January 2011 and 1st March 2011, and showed that the directors were satisfied overall with the functioning of the Board and the quality of the information provided.

In order to conduct in-depth assessments of specific issues that fall within the remit of the Board of Directors, two specialized Committees were set up in 2006. A third Committee was put in place in 2010: the Strategy Committee. The composition and description of these Committees are given below.

The Audit and Accounts Committee

The Audit and Accounts Committee consists of Philippe Vassor (Chairman), Claire Pédini (since 1st June 2010), Laurent Mignon and Jean-Pierre Seeuws, all of whom are independent directors.

The Audit and Accounts Committee met five times in 2010. The average attendance rate for committee members at these meetings was 83.3%. The statutory auditors were present at each of these meetings. The Audit and Accounts Committee received their conclusions after the meetings and in the absence of representatives of the Company.

The work of the Audit and Accounts Committee in 2010 focused in particular on the review of quarterly, half-yearly and annual accounts, internal control procedures, the schedule of Internal and External Auditing, developments in the main claims and disputes involving the Group, and a review of the Group's risks and of the information systems.

The Nominating, Compensation and Corporate Governance Committee

The Board of Directors meeting on 21 January 2011 decided to broaden the remit of the Committee to include corporate governance, and so alter its name. This Committee consists of Thierry Morin (Chairman), François Enaud and Bernard Kasriel, all independent directors.

The Nominating, Compensation and Corporate Governance Committee met three times in 2010. The attendance rate for committee members at these meetings was 100%.

The work of the Nominating, Compensation and Corporate Governance Committee mainly focused on the compensation of Company officers and the Executive Committee, the annual appraisal of the Board of Directors, the examination of profiles for the position of director, the implementation of stock option and performance share allocation plans, and the examination of proposed share capital increases reserved for employees.

The Strategy Committee

The Strategy Committee comprises all independent directors, including Jean-Pierre Seeuws as Chairman.

The roles of the Strategy Committee include examining the Group's main strategic guidelines, including the main strategic options or projects proposed by the Management, opportunities for external growth or divestment, and strategic financial operations and stock transactions.

The Strategy Committee met twice in 2010. The attendance rate for committee members at these meetings was 77.8%. The work of the Strategy Committee during the year focused primarily on the analysis of the Group's strategy as well as the examination of operational projects.

Proposed renewal of the directors' term of office

The renewal of the terms of office as directors for a four-year period of three independent directors is proposed to the Annual General Meeting.

Isabelle Kocher



Born in 1966, graduated from *École Normale Supérieure* and is a *Corps des Mines* engineer. She has been CEO of Lyonnaise des Eaux France since 2009.

Isabelle Kocher was in particular responsible for the post and telecommunications and the defence budgets at the Ministry for Economy, Finance and Industry from 1997. From 1999 to 2002, she was Industrial Affairs Adviser to the Prime Minister. She joined the

Suez Group's Strategy and Development department in 2002 as Managing Director in charge of performance and organization until 2007 and Deputy Managing Director of Lyonnaise des Eaux France until June 2009.

Her first term of office as Director of the Group began on 9 November 2009.

As at 31 December 2010, Mrs Isabelle Kocher held 300 Arkema shares.

François Enaud



Born in 1959, holds a degree from the *École Polytechnique* and graduated as a civil engineer from the *École nationale des Ponts et Chaussées*. He has been Chairman and Chief Executive Officer of Steria since 1998.

After spending two years with Colas as works engineer (1981-1982), François Enaud joined Steria in 1983, where he held various management positions (Technical and Quality

division, Chief Executive Officer of a subsidiary, Transport division and Telecom division), before becoming Chief Executive Officer.

Mr François Enaud was appointed Director of Arkema for the first time at the Annual General Meeting on 10 May 2006. He sits on Arkema's Nominating, Compensation and Corporate Governance Committee.

As at 31 December 2010, Mr François Enaud held 301 Arkema shares.

Laurent Mignon



Born in 1963, is a graduate of *École des Hautes Etudes Commerciales* (HEC) and the Stanford Executive Program. He has been Managing Director of Natixis since May 2009.

From September 2007 to May 2009, he was Managing Partner of Oddo et Cie alongside Philippe Oddo, in charge particularly of asset management (Oddo Asset Management), corporate finance (Oddo Corporate Finance), and

of overseeing permanent control. Prior to this, he was Managing Director of the AGF Group, Chairman of the Executive Committee, and a member of the International Executive Committee of Allianz from January 2006 to June 2007. He joined AGF in 1997 as Chief Financial Officer, and was appointed member of the Executive Committee in 1998. In 2002 he was appointed to head the investment activities of Banque AGF, of AGF Asset Management, AGF Immobilier, and, in 2003, of the Life and Financial Services sector (asset management, banking, real estate) and of Credit Insurance (Euler Hermes Group).

Before joining the AGF Group, for over 10 years he held various positions in the banking business within Indosuez Bank, ranging from trading to investment banking. In 1996 he joined Schroders Bank in London, in charge of mergers and acquisitions of financial institutions in France.

Mr Laurent Mignon was appointed Director of Arkema for the first time at the Annual General Meeting on 10 May 2006. He sits on Arkema's Audit and Accounts Committee.

As at 31 December 2010, Mr Laurent Mignon held 300 Arkema shares.

Presentation and text of the proposed resolutions

Resolutions proposed to the Ordinary General Meeting

Approval of the financial statements (1st and 2nd resolutions)

The purpose of the 1st and 2nd resolutions is to approve respectively the annual financial statements and the consolidated financial statements for the financial year ended 31 December 2010.

1st resolution

Approval of the annual financial statements for the year ended 31 December 2010

Having considered the Board of Directors' reports and the statutory auditors' general report, and voting under the quorum and majority conditions required for ordinary general meetings, the general meeting approves the annual financial statements for the financial year ended 31 December 2010, as well as the transactions reflected in such financial statements and summarized in such reports.

2nd resolution

Approval of the consolidated financial statements for the year ended 31 December 2010

Having considered the Board of Directors' reports and the statutory auditors' report on the consolidated financial statements, and voting under the quorum and majority conditions required for ordinary general meetings, the general meeting approves the consolidated financial statements for the financial year ended 31 December 2010, as well as the transactions reflected in such financial statements and summarized in such reports.

Allocation of income and dividend (3rd resolution)

In the 3rd resolution, the Board of Directors proposes you to take due note of distributable earnings for the financial year of the mother Company, and to approve the distribution of a dividend of €1 per share, a 67% increase over the previous year.

The Group has set out its dividend policy, and intends to pay every year a stable to reasonably rising dividend.

3rd resolution

Allocation of income for the financial year ended 31 December 2010

The general meeting, voting under the quorum and majority conditions required for ordinary general meetings, acknowledges that the balance sheet for the financial year ended 31 December 2010 shows a net profit of €41,852,664.62.

It decides, upon the proposal of the Board of Directors, to appropriate and allocate such profit, taking into account the 61,493,794 dividend-right shares effective as from 1st January 2010 in existence as at 31 December 2010, as follows:

Profit for the year	€41,852,664.62
Legal reserve	€214,397.00
Balance	€41,638,267.62
Retained earnings from previous year	€134,565,206.39
Total	€176,203,474.01
Distributed dividend	€61,493,794.00
Balance allocated to retained earnings	€114,709,680.01

A dividend of €1 per share shall be paid. It shall be paid in cash on 1st June 2011.

Such payment shall be eligible for the 40% reduction provided for under article 158.3-2° of the French General Tax Code (*Code général des impôts*), which is available to those individual taxpayers whose tax residence is in France.

For the record, the Company paid the following dividends in the past three years:

In euros	2007	2008	2009
Net dividend per share	0.75 ⁽¹⁾	0.60 ⁽¹⁾	0.60 ⁽¹⁾

(1) Amounts eligible for the 40% reduction provided for under article 158.3-2° of the French General Tax Code, which is available to those individual taxpayers whose tax residence is in France.

If, at the time of payment of the dividend, the Company holds any treasury shares, the amount corresponding to the unpaid dividend as a result of such shares shall be allocated to "retained earnings".

In accordance with the provisions of article 223 *quater* of the French General Tax Code (*Code général des impôts*), the general meeting acknowledges that no expenses or charges referred to under article 39-4 of said Code were incurred during the year.

Agreements governed by articles L. 225-38 et seq. of the French Commercial Code (4th resolution)

The purpose of the 4th resolution is to submit to your approval a statutory auditors' special report on the continuation of the performance of the regulated agreements.

These concern (i) the pension commitment regarding a supplementary scheme provided to certain executives of the Group, including the Chairman and Chief Executive Officer, (ii) the contractual indemnity due to the Chairman and Chief Executive Officer in the event of non-voluntary early termination of his contract, and (iii) the multi-currency syndicated credit agreement for a maximum amount of €1.1 billion signed in 2006 between Arkema and Arkema France on the one hand and a syndicate of banks on the other hand.

4th resolution

Agreements governed by articles L. 225-38 et seq. of the French Commercial Code

Having considered the statutory auditors' special report referred to under article L. 225-40 of the French Commercial Code (*Code de commerce*), and voting under the quorum and majority conditions required for ordinary general meetings, the general meeting approves the said report, and takes due note (i) of the information relating to the agreements entered into and commitments made during preceding financial years, and (ii) that no agreement or new commitment has been made during the financial year ended 31 December 2010.

Renewal of terms of office of members of the Board of Directors (5th to 7th resolutions)

The purpose of the 5th, 6th and 7th resolutions is to renew for 4 years the term of office of the following three independent directors: Mrs Isabelle Kocher, Mr François Enaud and Mr Laurent Mignon who are presented on page 17 of this Notice of Meeting.

5th resolution

Renewal of term of office of Mrs Isabelle Kocher as Director

Having considered the Board of Directors' report, and voting under the quorum and majority conditions required for ordinary general meetings, the general meeting renews the mandate of Mrs Isabelle Kocher as director for a four-year term, which will expire at the close of the Annual General Meeting called to approve the financial statements for the year ended 2014.

6th resolution

Renewal of term of office of Mr François Enaud as Director

Having considered the Board of Directors' report, and voting under the quorum and majority conditions required for ordinary general meetings, the general meeting renews the mandate of Mr François Enaud as director for a four-year term, which will expire at the close of the Annual General Meeting called to approve the financial statements for the year ended 2014.

7th resolution

Renewal of term of office of Mr Laurent Mignon as Director

Having considered the Board of Directors' report, and voting under the quorum and majority conditions required for ordinary general meetings, the general meeting renews the mandate of Mr Laurent Mignon as director for a four-year term, which will expire at the close of the Annual General Meeting called to approve the financial statements for the year ended 2014.

Purchase by the Company of its own shares (8th resolution)

The 8th resolution grants to the Board of Directors the authorization to carry out transactions on Arkema's shares.

The maximum purchase price has been set at €85 and the overall maximum acquisition amount is limited to 10% of the number of shares making up the share capital for a maximum amount set at €100 million.

Such authorization may not be used for the duration of any takeover offer for the Company.

Such authorization is granted for a period of eighteen months as from this General Meeting, replacing with immediate effect for its unused portion the previous authorization granted by the Combined General Meeting of 1st June 2010, following which the Company repurchased 136,000 securities for the purpose of covering free share allocation plans for its employees and executive officers or those of its Group.

8th resolution

Authorization for the Board of Directors to trade shares in the Company

Having considered the Board of Directors' report, and voting under the quorum and majority conditions required for ordinary general meetings, the general meeting, authorizes the Board of Directors, with the option to sub-delegate such authorization, in accordance with articles L. 255-209 *et seq.* of the French Commercial Code (*Code de commerce*), the General Regulations (*Règlement général*) of the French Financial Markets Authority (*Autorité des marchés financiers*) and of the European Commission Regulation n° 2273/2003 dated 22 December 2003, to purchase or cause to be purchased shares in the Company up to a maximum of 10% of the total number of shares comprising the share capital, it being specified that such 10% limit shall apply to an amount of Company share capital which shall be adjusted, where applicable, to take into account any share capital transactions carried out after this meeting, as follows:

- the maximum purchase price per share may not exceed €85.
The Board of Directors may however adjust the above-mentioned purchase price in order to take into account the impact on the share price of transactions such as an incorporation of premiums, reserves or profits giving rise either to an increase in the par value of the shares or to the creation and allocation of free shares, a stock-split or reverse stock-split, or any other transaction affecting the shareholders' equity;
- the maximum total amount of funds allocated to the carrying out of this share buy-back program may not exceed €100 million;
- purchases made by the Company pursuant to this authorization may under no circumstances increase the Company's holding, whether directly or indirectly, to more than 10% of the shares comprising the share capital;
- the shares purchased and kept by the Company shall have no voting rights and no dividend rights;
- the shares may be purchased or transferred at any time, subject to the conditions and within the limits, particularly as regards volume and price, permitted by applicable laws and regulations on the date of the relevant transactions, by any and all means, including over-the counter, by way of block trades or by way of derivative instruments or warrants traded on a regulated or over the counter market, subject to the conditions provided by the market authorities and at the times the Board of Directors or the person acting pursuant to a delegation of the Board of Directors shall deem appropriate.

The shares may be purchased for any purpose permitted by law, either now or in the future, including for the following purposes:

- to implement market practices permitted by the *Autorité des marchés financiers*, such as (i) the purchase of shares in the Company to retain and subsequently deliver further to an exchange or as consideration in connection with any external

growth transactions, it being specified that the number of shares acquired with a view to their subsequent delivery in connection with a merger, spin-off or asset contribution transaction may not exceed 5% of its share capital at the time of the acquisition; or (ii) sale or purchase transactions under a liquidity agreement entered into with an investment services provider and complying with the market ethics charter approved by the *Autorité des marchés financiers*; and (iii) any market practice that may in the future be permitted by the *Autorité des marchés financiers* or by law;

- to implement and fulfill obligations and, *inter alia*, to allot shares upon the exercise of rights attached to securities conferring immediate or future access to the share capital of the Company by whatever means, and to carry out any and all hedging transactions with respect to the Company's (or one of its subsidiaries') obligations in connection with such securities, subject to the conditions permitted by the market authorities and at the times the Board of Directors or the person acting pursuant to a delegation of the Board of Directors shall determine;
- to cover stock option plans granted to employees or directors of the Company or its Group;
- to grant free shares of the Company to employees or directors of the Company or its group in accordance with the conditions set forth in articles L. 225-197-1 *et seq.* of the French Commercial Code (*Code de commerce*);
- to offer employees to purchase shares, either directly or through a company savings plan (*Plan d'Épargne Entreprise*), in accordance with the terms provided by law and particularly articles L. 3332-1 *et seq.* of the French Labor Code (*Code du travail*);
- to cancel shares for the purpose of reducing the Company's share capital.

Each year, the Board of Directors shall inform the General Meeting of all transactions carried out pursuant to this resolution in accordance with article L. 225-211 of the French Commercial Code.

The general meeting confers full powers to the Board of Directors, with the option to sub-delegate such powers in accordance with the terms provided by law, to place stock exchange orders, enter into contracts, draw up and amend documents including information documents, fulfill formalities including allocating or reallocating the shares purchased to the various permitted purposes, make declarations to the *Autorité des marchés financiers* and any other institution, and more generally, do all things necessary.

This authorization is valid for a period of eighteen months with effect from the date of this meeting or until the date of its renewal by an ordinary general meeting prior to expiration of the abovementioned eighteen-month period. It renders ineffective the unused portion of the tenth resolution of the combined general meeting of 1st June 2010.

Resolutions proposed to the Extraordinary General Meeting

Cancellation of shares acquired by the Company through reduction of share capital (9th resolution)

The purpose of the 9th resolution is to authorize the Board of Directors to cancel all or part of the shares acquired as part of the share buy-back program and to reduce the share capital under certain conditions.

This authorization is granted for a period of 24 months from the date of this General Meeting.

9th resolution

Authorization for the Board of Directors to reduce the share capital by cancelling shares held by the Company

Having considered the Board of Directors' report and the statutory auditors' special report, and voting under the quorum and majority conditions required for extraordinary business, and in accordance with articles L. 225-209 of the French Commercial Code (*Code de commerce*), the shareholders hereby:

- grant all powers to the Board of Directors to cancel, in one or more operations, within the limit of 10% of the Company's share capital, all or any of the Company's shares acquired under the provisions of articles L. 225-209 *et seq.* of the French Commercial Code;
- decide to deduct the difference between the purchase value of the shares and their par value from the "issue premium" heading or any reserves heading available, including the legal reserve, within the limit of 10% of the share capital reduction carried out;
- grant all powers to the Board of Directors, with option to subdelegate such powers under conditions provided for by law, to carry out a reduction in the share capital resulting from the cancellation of shares and the aforementioned allocation, and to amend the Articles of Association accordingly.

This authorization shall be granted for a period of 24 months from the date of this Annual General Meeting.

Modification of Articles of Association (10th, 11th and 12th resolutions)

The purpose of the 10th, 11th and 12th resolutions is to amend certain articles of the Articles of Association in order to:

- *set the age limit of directors at 70 years rather than the current 67 years;*
and, take into account new legal provisions in the Articles of Association to:
- *set the obligation to disclose threshold crossing each time a multiple of 0.5% of the share capital or the voting rights has been exceeded beyond this 1% threshold and up to 30% (against the current 33%). This amendment to the Articles of Association follows on from the lowering of the trigger threshold for takeover bids from 33% to 30%, in accordance with French law on banking and financial regulation n°2010-1249 of 22 October 2010;*

- *broaden the rules governing shareholder representation at Annual General Meetings. Until now, a shareholder could be represented at annual general meetings by another shareholder or by his/her spouse. In accordance with the amendments made to the French Commercial Code related to representation at annual general meetings, a shareholder may now also be represented by a partner with whom he/she has entered into a civil partnership or by any other natural person or legal entity of his/her choice in the conditions provided for in articles L. 225-106 *et seq.* of the French Commercial Code (*Code de commerce*).*

10th resolution

Amendment to article 10.1.3 of the Articles of Association

Having considered the Board of Directors' report, and voting under the quorum and majority conditions required for Extraordinary General Meetings, the general meeting decides to amend the first sentence of article 10.1.3 of the Articles of Association as drafted below:

"The maximum age limit of directors shall be 70 years."

11th resolution

Amendment to article 8.2 of the Articles of Association

Having considered the Board of Directors' report, and voting under the quorum and majority conditions required for Extraordinary General Meetings, the general meeting decides to amend the second paragraph of article 8.2 of the Articles of Association as drafted below:

"Beyond this 1% threshold and up to 30%, this disclosure obligation shall be renewed under the conditions as stated above each time a multiple of 0.5% of the share capital or the voting rights has been exceeded."

12th resolution

Amendment to article 16.5 of the Articles of Association

Having considered the Board of Directors' report, and voting under the quorum and majority conditions required for Extraordinary General Meetings, the general meeting decides to amend the first paragraph of article 16.5 of the Articles of Association as drafted below:

"A shareholder may be represented at annual general meetings by another shareholder, by his/her spouse, by the partner with whom he/she has entered into a civil partnership, or by any other natural person or legal entity in the conditions provided for in articles L. 225-106 *et seq.* of the French Commercial Code (*Code de commerce*)."

13th resolution

Powers for formalities

The general meeting hereby grants full powers to the bearer of an original, or a copy or extract from the minutes of this general meeting for the purpose of carrying out all filing, publication or other formalities as may be required.



Request form *for additional documents*

Combined General Meeting

Tuesday 24 May 2011 at 10.30 am

To be held at the Palais des Congrès, 2, place de la Porte Maillot - 75017 Paris

Please return the form to:

ARKEMA
Investor Relations department
420 rue d'Estienne d'Orves
92705 Colombes Cedex – France

I, the undersigned,

Mrs Miss Mr Company

Name (or company name): First name:

N°: Street:

Postcode: City:

Email address:@

Acknowledge having received the documents relating to the Ordinary and Extraordinary General Meeting of 24 May 2011 and referred to in article R. 225-81 of the French Commercial Code, in particular the agenda, proposed resolutions, and overview of the Group's situation during the year ended.

Request Arkema to send me prior to the Combined Ordinary and Extraordinary General Meeting*, the documents and information referred to in article R. 225-83 of the French Commercial Code included in the 2010 Reference Document (in French or in English) that can also be found and/or ordered on www.finance.arkema.com:

- Request for a hard copy of these documents
- Request for an electronic version of these documents

Signed at: on: 2011

Signature

* Shareholders who own registered shares may, if they have not already done so, send the Company a single request form for the documents and information referred to in articles R. 225-81 and R. 225-83 of the French Commercial Code and covering all future Annual General Meetings.



Request for mailing *via the Internet*

of general meetings documents to registered shareholders

We propose to send you the next notice of meeting file electronically. If you wish to be part of this sustainable development approach, please return the following form, duly signed and completed, to:

BNP PARIBAS SECURITIES SERVICES
C.T.S.- Services aux Émetteurs – Assemblées
Les Grands Moulins de Pantin
9, rue du Débarcadère
93761 Pantin Cedex – FRANCE

In future I wish to receive the Arkema Notice of Meeting file via **the internet at my email address** shown below.

Mrs Miss Mr Company

Name (or company name): First name:

N° : Street:

Postcode: City : Country:

Email address:@

If at any time you choose to receive your Notice of Meeting by post again, simply send us a registered letter with acknowledgment of receipt to this effect.

Signed at: on: 2011

Signature



The world is our inspiration

Investor Relations

420, rue d'Estienne d'Orves
92700 Colombes - France
www.arkema.com

Investor Relations

Tel.: +33 1 49 00 74 63

actionnaires-individuels@arkema.com

www.finance.arkema.com