

## ARKEMA

A French "société anonyme" with a share capital of € 628 772 150

Registered office: 420 rue d'Estienne d'Orves – 92700 Colombes

445 074 685 RCS Nanterre

The shareholders are hereby informed that they are convened to the Combined Ordinary and Extraordinary Shareholders Meeting to be held Tuesday 4<sup>th</sup> June 2013, at 3.00 pm, at Palais des Congrès, Amphithéâtre bleu, 2 place de la Porte Maillot, 75017 Paris, France, with a view to deliberate on the following agenda and draft decisions:

### AGENDA

#### **Resolutions proposed to the ordinary general meeting**

- Approval of the Company's financial statements for the financial year ended 31 December 2012.
- Approval of the consolidated financial statements for the financial year ended 31 December 2012.
- Allocation of the net income for the financial year ended 31 December 2012.
- Distribution of an amount deducted from the "paid-in-surplus" account after deduction of the negative retained earnings.
- Reappointment of Mr Bernard Kasriel as director.
- Reappointment of Mr Thierry Morin as director.
- Reappointment of Mr Marc Pandraud as director.
- Reappointment of Mr Philippe Vassor as director.
- Ratification of the appointment of Mrs Victoire de Margerie as director.
- Authorisation to be granted to the Board of Directors to trade in the Company's shares.

#### **Resolutions proposed to the extraordinary general meeting**

- Authorisation granted to the Board of Directors for the purpose of reducing the share capital by way of cancellation of shares held by the Company.
- Authorisation given to the Board of Directors to grant shares of the Company free of charge.
- Powers for formalities.

### DRAFT RESOLUTIONS

#### **RESOLUTIONS PROPOSED TO THE ORDINARY GENERAL MEETING**

**First resolution** (Approval of the annual financial statements for the financial year ended 31 December 2012) - The General Meeting, voting in the quorum and majority conditions required for Ordinary General Meetings, after having considered the Company's annual financial statements for the financial year that ended on 31 December 2012, as well as the Board of Directors' management report and the statutory auditors' reports, approves the Company's annual financial statements for the financial year that ended on 31 December 2012, as well as the operations reflected in these financial statements and summarised in these reports.

In accordance with the provisions of Article 223 *quater* of the French General Tax Code (*Code Général des Impôts*), the Ordinary General Meeting formally noted that none of the expenses and charges referred to in Article 39-4 of said Code were incurred during the financial year ended.

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**Second resolution** (Approval of the consolidated financial statements for the financial year ended 31 December 2012) - The General Meeting, voting in the quorum and majority conditions required for Ordinary General Meetings, after having considered the consolidated financial statements for the financial year that ended on 31 December 2012, as well as the Board of Directors' report on the group's management and the statutory auditors' report on the consolidated financial statements, approves the consolidated financial statements for the financial year that ended on 31 December 2012, as well as the operations reflected in these financial statements and summarised in these reports.

**Third resolution** (Allocation of the net income for the financial year ended 31 December 2012) - The General Meeting, voting in the quorum and majority conditions required for Ordinary General Meetings, formally notes that the balance sheet for the financial year that ended on 31 December show a net profit of €26,433,736.89.

Based on a proposal of the Board of Directors, the General Meeting decides to allocate this profit of €26,433,736.89 to retained earnings as follows:

Financial year's profit	€26,433,736.89
Retained earnings from previous financial year	€ (174,644,789.27)
New balance of retained earnings	€ (148,211,052.38)

**Fourth resolution** (Distribution of an amount deducted from the "paid-in surplus" account, after deduction of negative retained earnings) - The General Meeting, voting in the quorum and majority conditions required for Ordinary General Meetings, after having considered the Board of Directors' report, formally notes that the distributable reserves for the financial year that ended on 31 December 2012, amounts to €976 824 205,11, and less negative retained earnings €(148,211,052.38), amounts to €828,613,152.73, and decides, as proposed by the Board of Directors, to distribute a dividend, to be deducted from the reserve account "paid-in surplus" as follows:

Paid-in surplus	€976,824,205.11
Retained earnings	€ (148,211,052.38)
Balance of paid-in surplus less retained earnings	€828,613,152.73
Distributed dividends	€113,178,987.00
New Balance of the Distributable Reserves	€715,434,165.73

Accordingly, the General Meeting decides to pay on the 62,877,215 shares bearing dividend right on 1<sup>st</sup> January 2012 and existing on the date of the Board of Directors' Meeting held to draw up the draft resolutions, a dividend of €113,178,987, corresponding to a distribution of €1.80 per share, it being specified that full power is granted to the Board of Directors to record under the "retained earnings" the fraction of the dividend corresponding to the Company's treasury shares.

The General Meeting authorises the Board of Directors to deduct from the "paid-in surplus" account the amounts needed to pay the aforementioned dividend on the shares resulting from the subscriptions or allotments carried out prior to the dividend payment date and being entitled to said dividend. The ex dividend date for the financial year 2012 dividend shall be 6 June 2013, and the dividend shall be payable on 11 June 2013 on the positions closed on the evening of 10 June 2013.

This distribution is eligible for the 40% rebate to which individual persons domiciled in France for tax purposes are entitled, as indicated in Article 158.3-2° of the French General Tax Code.

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It is hereby recalled that the following dividend was paid for the three previous financial years:

Financial year	2009	2010	2011
Net dividend per share (in euros)	0.60 <sup>(1)</sup>	1 <sup>(1)</sup>	1.30 <sup>(1)</sup>

*(1) Amounts eligible in full for the 40% rebate for individual persons domiciled in France for tax purposes, as indicated in Article 158.3-2° of the French General Tax Code*

**Fifth resolution (Reappointment of Mr Bernard Kasriel as Director)** - The General Meeting, voting in the quorum and majority conditions required for Ordinary General Meetings, after having considered the Board of Directors' report and observed that the term of office of Mr Bernard Kasriel expires on today's date, decides to reappoint Mr Bernard Kasriel as director for a term of four years, which will expire at the end of the General Meeting held to approve the 2016 financial statements.

**Sixth resolution (Reappointment of Mr Thierry Morin as Director)** - The General Meeting, voting in the quorum and majority conditions required for Ordinary General Meetings, after having considered the Board of Directors' report and observed that the term of office of Mr Thierry Morin expires on today's date, decides to reappoint Mr Thierry Morin as director for a term of four years, which will expire at the end of the General Meeting held to approve the 2016 financial statements.

**Seventh resolution (Reappointment of Mr Marc Pandraud as Director)** - The General Meeting, voting in the quorum and majority conditions required for Ordinary General Meetings, after having considered the Board of Directors' report and observed that the term of office of Mr Marc Pandraud expires on today's date, decides to reappoint Mr Marc Pandraud as director for a term of four years, which will expire at the end of the General Meeting held to approve the 2016 financial statements.

**Eighth resolution (Reappointment of Mr Philippe Vassor as Director)** - The General Meeting, voting in the quorum and majority conditions required for Ordinary General Meetings, after having considered the Board of Directors' report and observed that the term of office of Mr Philippe Vassor expires on today's date, decides to reappoint Mr Philippe Vassor as director for a term of four years, which will expire at the end of the General Meeting held to approve the 2016 financial statements.

**Ninth resolution (Ratification of the appointment of Mrs Victoire de Margerie as Director)** - The General Meeting, voting in the quorum and majority conditions required for Ordinary General Meetings, after having considered the Board of Directors' report, ratifies the appointment, decided on a provisional basis by the Board of Directors on 7 November 2012, of Mrs Victoire de Margerie as director, in place of Mrs Isabelle Kocher who resigned, for the remainder of the term of her office, i.e. until the end of the General Meeting to be held to approve the 2014 financial statements.

**Tenth resolution (Authorisation granted to the Board of Directors, for a period of 18 months, to trade in the Company's shares)** - The General Meeting, voting in the quorum and majority conditions required for Ordinary General Meetings, after having considered the Board of Directors' report, authorises the Board of Directors, in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code, European Commission Regulation No. 2273/2003 of 22 December 2003 and Title IV of Book II of the General Regulations of the French Financial Markets Supervising Authority (*Autorité des marchés financiers*), to buy, or to have others buy, shares of the Company, for up to 10% of the total number of the shares comprising the share capital at any time (it being stipulated that this 10% limit shall apply to a number of shares of the Company that will, if applicable, be adjusted to take account of the transactions affecting the share capital following this General Meeting) in the following conditions:

- (i) the maximum purchase price must not exceed €110 per share;

However, the Board of Directors can adjust the aforementioned purchase price in the event of the incorporation of premiums, reserves or profits, giving rise to an increase of the nominal value of the shares, or to the creation and grant of free shares, as well as in the case of a stock split, share consolidation, or in the event of any other transaction relating to the shareholders' equity, so as to reflect the impact of these transactions on the value of the share;

- (ii) the maximum aggregate amount of the funds that can be used to implement this share buyback program is €100 million;

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- (iii) the acquisitions made by the Company pursuant to this authorisation cannot under any circumstances cause it to directly or indirectly hold more than 10% of the shares comprising the share capital;
- (iv) the shares purchased and held by the Company shall be deprived of their voting right and shall not be entitled to dividend payment;
- (v) these shares can be acquired or transferred at any time, with the exception of periods of public offers on the Company's shares, under the conditions and within the limits, notably, the volume and pricing conditions and limits, stipulated by laws and regulations in force on the date of the transactions in question, by any means, inter alia, on the market or over the counter, including by the acquisition or sale of blocks of shares, *via* the use of financial derivative instruments or warrants traded on a regulated market or over the counter, under the conditions stipulated by the market authorities and at the times that the Board of Directors or the person acting on the Board of Directors' delegation shall determine.

The General Meeting decides that these purchases of shares can be made with a view to any allocation permitted by law, whether currently or in future, and, inter alia, with a view:

- (i) to implement market practices allowed by the French Financial Markets Supervising Authority, such as (a) the purchase of the Company's shares to be retained and subsequently delivered by way of exchange or payment in the context of any potential external growth transaction, it being specified that the number of shares acquired with a view to their subsequent delivery in the context of a merger, demerger or contribution transaction cannot exceed 5% of its share capital at the time of the acquisition or (b) purchase or sales transactions within the scope of a liquidity contract entered into with an investment services provider and consistent with the ethical charter recognised by the French Financial Markets Supervising Authority, as well (c) any market practice subsequently allowed by the French Financial Markets Supervising Authority or by the law;
- (ii) to put in place and comply with its obligations and in particular to deliver shares upon the exercise of rights attached to negotiable securities granting access, by any means, whether immediately or in future, to shares of the Company, as well as to enter into any hedging transactions in respect of the Company's obligations (or those of any of its subsidiaries) linked to these negotiable securities, under the conditions stipulated by market authorities and at the times determined by the Board of Directors or by the person acting on the delegation of the Board of Directors;
- (iii) to cover purchase option plans granted to employees or directors of the Company or of its group;
- (iv) to allocate shares of the Company, free of charge to the employees or directors of the Company or of its group, under the conditions stipulated by Articles L. 225-197-1 *et seq.* of the French Commercial Code;
- (v) to offer employees the right to acquire shares, whether directly, or via a company savings plan, under the conditions stipulated by law, notably, Articles L. 3332-1 *et seq.* of the French Labour Code (Code du travail);
- (vi) to cancel all or part of the purchased shares in order to reduce the Company's share capital.

The General Meeting decides that the Board of Directors shall inform the General Meeting each year of the transactions carried out pursuant to this resolution, in accordance with Article L. 225-211 of the French Commercial Code.

The General Meeting grants all necessary powers to the Board of Directors, including the right to sub-delegate under the conditions stipulated by law, to implement such authorisation, clarify as the case

may be its terms, and determine its conditions, implement the share buy-back and notably place any stock market orders, enter into any agreements, draw up and modify any documents, in particular, information documents, perform all formalities, including, to allocate or reallocate the shares acquired for the various purposes pursued, and to make all declarations to the French Financial Markets Supervising Authority and any other bodies, and, in general, to do whatever is necessary.

The General Meeting decides that this authorisation is given for a period of eighteen (18) months from the date of this Meeting or until the date of its renewal by an Ordinary General Meeting prior to the expiry of the aforementioned eighteen-month period. It shall render ineffective for its unused portion the eleventh resolution of the Combined General Meeting held on 23 May 2012.

## **RESOLUTIONS PROPOSED TO THE EXTRAORDINARY GENERAL MEETING**

**Eleventh resolution** (*Authorisation granted to the Board of Directors, for a period of 24 months, for the purpose of reducing the share capital by way of cancellation of shares held by the Company*) - The General Meeting, voting in the quorum and majority required for Extraordinary General Meetings, after having considered the Board of Directors' report and the statutory auditors' special report, and in accordance with Article L.225-209 et seq. of the French Commercial Code:

- authorises the Board of Directors to reduce the share capital, on one or more occasions, in the proportions and at the times it will decide, by cancellation of any proportion of Company's shares it will decide, within the limit of 10% of the Company's share capital per period of twenty-four (24) months, being precised that such 10% limit applies to an amount of the Company's share capital which may, if necessary, be adjusted to take account operations affecting the share capital of the Company subsequently to this General Meeting;
- decide that the amount of the share purchase price in excess of their nominal value will be allocated to the "issue premium" account or to any available reserves account, including the legal reserve, the latter subject to a limit of 10% of the share capital reduction carried out;
- grants all the necessary powers to the Board of Directors, including the right to sub-delegate 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 Articles of Association accordingly and perform all formalities.

This authorisation shall be granted for a period of twenty four (24) months from the date of this General Meeting.

**Twelfth resolution** (*Authorisation given to the Board of Directors to grant shares of the Company free of charge, subject to performance conditions, for a period of 38 months, and up to the limit of 1,250,000 shares (2% of the share capital)*) - The General Meeting, voting in the quorum and majority conditions required for Extraordinary General Meetings, after having considered the Board of Directors' report and the statutory auditors' special report, and in accordance with Articles L. 225-197-1 et seq. of the French Commercial Code:

1. authorises the Board of Directors to grant existing shares or shares to be issued of the Company free of charge, on one or more occasions, to beneficiaries or categories of beneficiaries determined by the Board of Directors among the employees and/or eligible executive officers (in the meaning of Article L.225-197-1.II of the French Commercial Code) of the Company or of companies or groupings that are affiliated with it pursuant to Article L. 225-197-2 of the French Commercial Code;
2. decides that the shares of the Company that are granted free of charge to the eligible executive officers of the Company (in the meaning of Article L.225-197-1.II of the French Commercial Code) and to the members of the Executive Committee shall be subject to at least two performance criteria (one internal criteria and one external criteria) decided by the Board of Directors, in particular, on the basis of which the number of shares definitely acquired shall be determined, these criteria being assessed over a minimum period of two financial years;
3. decides that, pursuant this authorisation, the total number of the Company's existing shares or shares to be issued granted free of charge may not exceed a maximum number of 1,250,000 shares (2% of the share capital) (the « Ceiling »), it being specified that this Ceiling is fixed without

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taking into account the adjustments which may occur in accordance with the applicable legal and regulatory provisions or any contractual provisions to protect the rights of holders of securities granting access to the share capital;

4. decides that the Board of Directors shall determine, under the conditions required by law, at the time of each granting decision:
  - (i) the acquisition period, at the end of which the granting of the shares shall become definitive, which shall last at least two years; and
  - (ii) the compulsory retention period of the beneficiaries; this period running from the definitive granting of the shares, which shall be, for all or some of the shares, a minimum period of two years, with the exception of the shares for which the acquisition period shall be at least four years, and for which the compulsory retention period can be eliminated or shortened;
5. decides that the granting of shares to their beneficiaries will become definitive before the end of the aforementioned acquisition period in case of disability of the beneficiary corresponding to ranking in the second or third category provided for in Article L.341-4 of the French Social Security Code, and in case of death of the beneficiary, his or her heirs may request the definitive granting of the shares within six months from the date of death; these shares being freely transferable;
6. decides that the existing shares that can be granted pursuant to this resolution shall be acquired by the Company, either within the framework of Article L. 225-208 of the French Commercial Code, or, if applicable, in the context of the share buyback program authorised by the General Meeting pursuant to Article L. 225-209 of the French Commercial Code;
7. acknowledges that, in the event of grant of shares free of charge to be issued, this authorisation shall entail, at the end of the acquisition period, increase of the share capital by incorporation of reserves, profits or premiums in favour of the beneficiaries of these shares and a waiver by the shareholders of (i) their preferential subscription right to subscribe to the shares that will be issued in the context of the definitive grant of shares, (ii) any right to the shares granted free of charge on the basis of this delegation, and (iii) any right on the amount of the reserves and premiums against which, if applicable, the issuance of the new shares shall be charged;
8. grants full power to the Board of Directors, with the right to sub-delegate under the conditions stipulated by law and within the above-mentioned limits, in order to implement this authorisation, and in particular, in order to:
  - (i) determine whether the free shares being granted are shares to be issued or existing shares;
  - (ii) determine the identity of the beneficiaries or the category(ies) of beneficiaries, the granting criteria, the number of shares granted to each of them, the terms and conditions for the granting of the shares and, in particular, the acquisition period and the compulsory retention period;
  - (iii) define, in particular regarding the shares granted to the eligible executive officers of the Company and the members of the Executive Committee, the performance criteria;
  - (iv) decide for the shares granted to the eligible executive officers of the Company that they cannot be sold by the interested parties before said persons have left their positions, or determines the quantity of shares granted free of charge that the latter shall be bound to keep in registered form until they have left their positions;
  - (v) define, under the conditions defined by law and within legal limits, the dates on which the shares shall be granted;
  - (vi) decide on the new issued shares' vesting date, even if retroactive;

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- (vii) decide on the conditions under which the number of shares granted free of charge shall be adjusted; and
- (viii) more generally, with the right to sub-delegate under the conditions stipulated by law, enter into agreements, draw up any documents, record or acknowledge increases of the share capital following definitive granting, amend, if applicable, the Articles of Association to reflect this, perform all formalities and make all declarations to any entities and do whatever is otherwise necessary.

Each year, the Board of Directors shall inform the Ordinary General Meeting of each granting made pursuant to this resolution, in accordance of Article L. 225-197-4 of the French Commercial Code.

The General Meeting decides that this authorisation is given for a term of thirty-eight (38) months from the date of this Meeting.

**Thirteenth resolution** (*Powers for formalities*) - The General Meeting grants full powers to the bearer of an original, a copy or an excerpt of the minute of this Meeting for the purposes of performing all filing, publicity or other required formalities.

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