

Colombes, 19 November 2014

## Arkema launches a share capital increase with preferential subscription rights of around €350 million

- ❖ **Subscription ratio: 1 new share for 7 existing shares**
- ❖ **Subscription price: €38.50 per new share**
- ❖ **Subscription period: from 20 November 2014 to 3 December 2014 inclusive**

Arkema announces today the launch of a share capital increase with preferential subscription rights of shareholders for an amount of around €350 million, whose principle had initially been announced on 19 September 2014.

This rights issue is part of the refinancing of the projected acquisition of Bostik<sup>1</sup>, number 3 worldwide in adhesives, for an enterprise value of €1.74 billion. This rights issue is the second step of the refinancing of this project after the successful issuance of perpetual hybrid bonds on 23 October 2014. The balance will be financed by a forthcoming senior bond issuance. The financing structure of the acquisition has been designed to maintain a strong balance sheet and the Group's credit rating.

### **Main terms of the Transaction**

This share capital increase with preferential subscription rights of shareholders will result in the creation of 9,102,624 new shares at a subscription price of €38.50 per share, representing a gross amount, including issue premium, of €350,451,024.

Each shareholder of Arkema will receive one preferential subscription right per share held as of the close of trading on 19 November 2014. 7 preferential subscription rights will entitle shareholders to subscribe to 1 new share by irrevocable entitlement ("*à titre irréductible*").

Subscriptions subject to reduction ("*à titre réductible*") will be accepted but remain subject to reduction in the event of oversubscription. Any new shares not subscribed through irrevocable entitlement will be distributed and allocated to the holders having submitted additional subscription orders subject to reduction.

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<sup>1</sup> Project is subject to the legal information - consultation procedure involving work councils of Arkema and Bostik, as well as the approval of relevant antitrust authorities in the countries concerned.

The subscription price for the new shares has been set at €38.50 per new share (nominal value of €10 and issue premium of €28.50).

The offer will be open to the public in France only.

### Indicative timetable

The subscription period for the new shares will run from 20 November 2014 to the close of trading day on 3 December 2014. During this period, preferential subscription rights will be listed and traded on the regulated market of Euronext in Paris. Preferential subscription rights that are not exercised before the end of the subscription period, namely before the end of the trading day on 3 December 2014, will lapse automatically.

The settlement-delivery as well as the admission of the new shares to trading on the regulated market of Euronext in Paris (Compartment A) is due to take place on 15 December 2014. The new shares will carry full dividend rights and will be traded on the same trading line as Arkema's existing shares under the same ISIN code as Arkema's existing shares.

*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, some 14,000 employees and 10 research centers, Arkema generates annual revenue of €6.1 billion, and holds leadership positions in all its markets with a portfolio of internationally recognized brands.*

### Important notice

*A French language prospectus was approved by the Autorité des marchés financiers (the "AMF") on 18 November 2014 under visa number 14- 602 (the "Prospectus") and is comprised of (i) the reference document filed with the AMF under number D.14-0221 on 27 March 2014 (the "Reference Document"), (ii) the update to the Reference Document filed with the AMF under number D.14-14-0221-A01 on 18 November 2014, (iii) a securities note (the "Note d'Opération") and (iv) a summary of the Prospectus (included in the Note d'Opération).*

*The Prospectus is available, without charge and upon request to Arkema at 420 rue d'Estienne d'Orves – 92705 Colombes, on the websites of Arkema ([www.arkema.com](http://www.arkema.com)) and of the AMF ([www.amf-france.org](http://www.amf-france.org)).*

*Arkema draws the public's attention to the risk factors described in particular in chapter 1.7 of the Document de Référence, in chapter 1.5 of the update of the Document de Référence and in chapter 2 of the Note d'opération.*

*This press release and the information contained herein do not constitute either an offer to sell or purchase or the solicitation of an offer to sell or purchase the Company's new shares or preferential subscription rights.*

### European Economic Area

*The offer is open to the public in France exclusively.*

*With respect to each Member State of the European Economic Area other than France which has implemented the Prospectus Directive other than France (the "**Member State**"), no action has been undertaken or will be undertaken to make an offer to the public of new shares or preferential subscription rights requiring a publication of a prospectus in any Member State. As a result, preferential subscription rights or new shares mentioned in the press release may only be offered in Member States:*

- to legal entities which are qualified investors, as defined by the Prospectus Directive; or*
- in any other circumstances falling within Article 3(2) of the Prospectus Directive.*

*For the purposes of this paragraph, (i) the expression an "**offer to the public of preferential subscription rights or new shares**" in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any preferential subscription rights or new shares to be offered so as to enable an investor to decide to purchase, or subscribe for any preferential subscription rights or new shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, (ii) the expression "**Prospectus Directive**" means Directive 2003/71/EC of 4 November 2003, to the extent implemented in the Member*

State, as amended, including by the Amending Prospectus Directive, and includes any relevant implementing measure in each Member State and (iii) the expression “**Amending Prospectus Directive**” means Directive 2010/73/EU of 24 November 2010.

This selling restriction applies in addition to any other selling restrictions which may be applicable in the Member States who have implemented the Prospectus Directive.

#### **United Kingdom**

This press release does not contain or constitute an invitation, inducement or solicitation to invest. This press release is directed only at and is for distribution only to persons who (i) are outside the United Kingdom, (ii) are “**Investment professionals**” falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the “**Order**”), (iii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Order or (iv) are other persons to whom an invitation or inducement to engage in investment activity (within the meaning of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons in (i), (ii), (iii) and (iv) together being referred to as “**Relevant Persons**”). This press release is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this press release relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

This press release does not constitute a prospectus approved by the Financial Services Authority or any other regulatory authority in the United Kingdom under Section 85 of the Financial Services and Markets Act 2000.

#### **Switzerland**

This press release is not a securities note pursuant to article 652a or article 1156 of the Swiss Code of Obligation, nor can it be regarded as an offer or an invitation to subscribe, buy or sell the new shares or preferential subscription rights in Switzerland. In no circumstances shall it be used to that end or within this context.

Consequently, the new shares and the preferential subscription rights shall not be offered to the public in or from Switzerland, but rather, may only be offered to a limited number of carefully selected investors, whom may not subscribe the shares with the intent to distribute them.

This press release is not intended for public distribution in Switzerland, either directly or indirectly.

#### **United States of America**

This press release is not an offer of securities for sale nor the solicitation of an offer to purchase securities in the United States of America or any other jurisdiction. Securities may not be offered or sold in the United States of America absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. The Company does not intend to register any portion of the planned offer in the United States of America or to conduct a public offering of securities in the United States of America.

#### **Canada, Australia, Japan and South Africa**

This press release is not an offer of securities for sale nor the solicitation of an offer to purchase securities in Canada, Australia, Japan or South Africa.

The new shares and the preferential subscription rights may not be offered, sold or purchased in Canada (subject to limited exceptions), Australia, Japan or South-Africa.