

ARKEMA

DECISIONS OF THE BOARD OF DIRECTORS MEETING ON MAY 12TH 2009 ON THE AWARD OF STOCK OPTIONS AND PERFORMANCE SHARES

In accordance with the AFEP-MEDEF Code dated December 2008, the Board of Directors of Arkema meeting on May 12th 2009 took the following decisions:

Stock options

On the proposal of the Chairman and Chief Executive Officer and of the Nominating and Compensation Committee, in the light of the economic climate, the Board of Directors decided that there would be no stock option plan this year.

Performance shares

The Board of Directors as authorized by the combined shareholders meeting of May 10th 2006 decided to put in place a performance share award plan whereby the definitive allocation of rights shall be subject in particular to the fulfillment of performance criteria. This plan entails approximately 182,000 performance shares and around 600 beneficiaries.

The Board of Directors noted the decision of the Chairman and Chief Executive Officer and of the Executive Committee members to forego their rights as part of this 2009 performance share plan representing 14,000 and 35,000 shares respectively.

Furthermore and in accordance with the principles laid down by the AFEP MEDEF Code on corporate governance, the Board of Directors took the following decisions:

- Requirement to retain shares

The Board of Directors decided to set the following requirement to retain shares for the Group's Chairman and Chief Executive Officer and for the Executive Committee members for the duration of their term of office in the Group:

- 20% minimum of free shares allocated on a definitive basis,
- 20% minimum of shares obtained from the exercising of options, up to 40% of the net gain of the acquisition.

- Valorization of the share awards with regard to overall compensation

The Board of Directors decided in accordance with AFEP MEDEF recommendations that:

- ✓ the percentage of maximum gross annual compensation that the award of shares or stock options to the Chief Executive Officer as valorized using the method set out in the IFRS 2 standard represents, shall not exceed 100% of this compensation;
- ✓ the annual award of stock options or shares to the Chief Executive Officer shall not exceed 10% of the overall amount authorized by the shareholders meeting;
- ✓ the performance shares awarded to the Chief Executive Officer as part of the share plans decided by the Board of Directors as of today's date shall depend on the purchase of a number of shares representing 10% of the shares that have become available.