

**Final Terms dated 16 January 2015**



**Arkema**

Euro 2,000,000,000

Euro Medium Term Note Programme  
for the issue of Notes

**SERIES NO: 2**

**TRANCHE NO: 1**

**Euro 700,000,000 1.500 per cent. Notes due 20 January 2025**

**Issued by Arkema (the “Issuer”)**

**CITIGROUP**

**CM-CIC**

**COMMERZBANK**

**NATIXIS**

**SOCIÉTÉ GÉNÉRALE CORPORATE & INVESTMENT BANKING**

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 19 December 2014 which has received visa no. 14-664 from the *Autorité des marchés financiers* (the “AMF”) on 19 December 2014 which constitutes a base prospectus for the purposes of the Directive 2003/71/EC, as amended (the “Prospectus Directive”) (the “Base Prospectus”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing on the websites of the AMF ([www.amf-france.org](http://www.amf-france.org)) and of Arkema (<http://www.arkema.com/en/investor-relations/financials/debt/index.html>) and printed copies may be obtained from Arkema at 420 rue d’Estienne d’Orves, 92700 Colombes, France.

|    |  |   |
|----|--|---|
| 1  | Issuer:  | Arkema  |
| 2  | (i) Series Number:   | 2   |
|    | (ii) Tranche Number:   | 1   |
|    | (iii) Date on which the Notes become fungible:                 | Not Applicable  |
| 3  | Specified Currency or Currencies:                              | Euro (“EUR”)  |
| 4  | Aggregate Nominal Amount:                                      |   |
|    | (i) Series:  | EUR 700,000,000   |
|    | (ii) Tranche:  | EUR 700,000,000   |
| 5  | Issue Price:   | 99.001 per cent. of the Aggregate Nominal Amount  |
| 6  | Specified Denomination(s):                                     | EUR 100,000   |
| 7  | (i) Issue Date:  | 20 January 2015   |
|    | (ii) Interest Commencement Date:                               | 20 January 2015   |
| 8  | Maturity Date:   | 20 January 2025   |
| 9  | Interest Basis:  | 1.500 per cent. per annum Fixed Rate<br>(further particulars specified below)   |
| 10 | Redemption Basis:  | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 11 | Change of Interest Basis:                                      | Not Applicable  |
| 12 | Put/Call Options:  | Residual Call Option<br>Make-Whole Redemption by the Issuer<br>Change of Control Put Option<br>(further particulars specified below)                    |
| 13 | (i) Status of the Notes:                                       | Senior  |
|    | (ii) Date of Board approval and decision for issuance of Notes | Decision of the <i>Conseil d’administration</i> of Arkema dated 16 September 2014 and decision of Thierry Le  |

obtained:

Henaff, *Président-Directeur général* of the Issuer dated  
13 January 2015

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

|           |  |   |
|-----------|--|---|
| <b>14</b> | <b>Fixed Rate Note Provisions</b>  | Applicable  |
|           | (i) Rate of Interest:  | 1.500 per cent. per annum payable annually in arrear on each Interest Payment Date  |
|           | (ii) Interest Payment Date(s):   | 20 January in each year commencing on 20 January 2016 and ending on 20 January 2025 |
|           | (iii) Fixed Coupon Amount(s):  | EUR 1,500 per Note of EUR 100,000 Specified Denomination                            |
|           | (iv) Broken Amount(s):   | Not Applicable  |
|           | (v) Day Count Fraction:  | Actual/Actual (ICMA)  |
|           | (vi) Determination Dates:  | 20 January in each year   |
|           | (vii) Interest Rate Adjustment:  | Not Applicable  |
| <b>15</b> | <b>Floating Rate Note Provisions</b>   | Not Applicable  |
| <b>16</b> | <b>Zero Coupon Note Provisions</b>   | Not Applicable  |
| <b>17</b> | <b>Inflation Linked Notes - Provisions relating to CPI or HICP Linked Interest</b> | Not Applicable  |

#### PROVISIONS RELATING TO REDEMPTION

|           |  |  |
|-----------|--|--|
| <b>18</b> | <b>Call Option</b>   | Not Applicable   |
| <b>19</b> | <b>Make-Whole Redemption by the Issuer</b>   | Applicable   |
|           | (i) Notice period:   | As per Condition 6(d)  |
|           | (ii) Reference Security:   | The 1.00 per cent. <i>Bundesobligationen</i> of the Bundesrepublik Deutschland due 15 August 2024 with ISIN DE0001102366   |
|           | (iii) Reference Dealers:   | As per Condition 6(d)  |
|           | (iv) Similar Security:   | Reference bond or reference bonds issued by the German Federal Government having an actual or interpolated maturity comparable with the remaining term of the Notes that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Notes |
|           | (v) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation |  |

|           |  |  |
|-----------|--|--|
|           | Agent):  | Not Applicable   |
|           | (vi) Redemption Margin:  | 0.15 per cent. per annum                                   |
| <b>20</b> | <b>Put Option</b>  | Not Applicable   |
| <b>21</b> | <b>Residual Call Option</b>  | Applicable   |
|           | (i) Call Option Date:  | 20 October 2024  |
|           | (ii) Notice period:  | As per Condition 6(c)                                      |
| <b>22</b> | <b>Change of Control Put Option</b>  | Applicable   |
| <b>23</b> | <b>Final Redemption Amount of each Note</b>  | EUR 100,000 per Note of EUR 100,000 Specified Denomination |
|           | Inflation Linked Notes – Provisions relating to the Final Redemption Amount:   | Not Applicable   |
| <b>24</b> | <b>Early Redemption Amount</b>   |  |
|           | (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(i)), for illegality (Condition 6(m)) or on event of default (Condition 9): | EUR 100,000 per Note of EUR 100,000 Specified Denomination |
|           | (iii) Redemption for taxation reasons permitted on days others than Interest Payment Dates:  | Yes  |
|           | (iv) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only):  | Not Applicable   |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

|           |   |  |
|-----------|---|--|
| <b>25</b> | Form of Notes:  | Dematerialised Notes                             |
|           | (i) Form of Dematerialised Notes:   | Bearer dematerialised form ( <i>au porteur</i> ) |
|           | (ii) Registration Agent:  | Not Applicable                                   |
|           | (iii) Temporary Global Certificate:   | Not Applicable                                   |
|           | (iv) Applicable TEFRA exemption:  | Not Applicable                                   |
| <b>26</b> | Exclusion of the possibility to request identification of the Noteholders as provided by Condition 1(a):          | Not Applicable                                   |
| <b>27</b> | Financial Centre(s) (Condition 7(h)):   | Not Applicable                                   |
| <b>28</b> | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | Not Applicable                                   |
| <b>29</b> | Details relating to Instalment Notes:   | Not Applicable                                   |

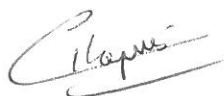
- 30 Redenomination, renominalisation and reconventioning provisions: Not Applicable
- 31 Consolidation provisions: Not Applicable
- 32 Purchase: Applicable
- 33 Repurchase Event: Not Applicable
- 34 Masse (Condition 11): Contractual *Masse* shall apply  
Name and address of the Representative:  
MASSQUOTE S.A.S.U.  
7, bis rue de Neuilly  
F-92110 Clichy  
France  
Mailing address :  
33, rue Anna Jacquin  
92100 Boulogne Billancourt  
France  
Represented by its Chairman

Name and address of the alternate Representative:  
Gilbert Labachotte  
8 Boulevard Jourdan  
75014 Paris  
France

The Representative will be entitled to a remuneration of €400 (VAT excluded) per year, payable on each Interest Payment Date with the first payment at the Issue Date.

## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.



Signed on behalf of Arkema:

By: Christiane Chapuis, *Directeur Financement Trésorerie*

Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 20 January 2015
- (ii) Estimate of total expenses related to admission to trading: EUR 12,000

### 2. RATINGS

- Ratings: The Notes to be issued have been rated  
S&P: BBB  
Moody's: Baa2
- S&P and Moody's are established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended)

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4. YIELD

- Indication of yield: 1.609 per cent. per annum
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

### 5. OPERATIONAL INFORMATION

ISIN Code: FR0012452191

Common Code: 117018466

Depositories

(i) Euroclear France to act as Central Depository: Yes

(ii) Common Depository for Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme*: No

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream, Banking, *société anonyme* and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

**6. DISTRIBUTION**

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
  - (A) Names of Managers: Citigroup Global Markets Limited  
CM-CIC Securities  
Commerzbank Aktiengesellschaft  
Natixis  
Société Générale
  - (B) Stabilising Manager(s) if any: Not Applicable
- (iii) If non-syndicated, name and address of Dealer: Not Applicable
- (iv) US Selling Restrictions  
(Categories of potential investors to which the Notes are offered): Reg. S Compliance Category 2 applies to the Notes; TEFRA not applicable