

Final Terms dated 4 December 2013



Arkema

Euro 2,000,000,000

Euro Medium Term Note Programme
for the issue of Notes

SERIES NO: 1

TRANCHE NO: 1

Euro 150,000,000 3.125 per cent. Notes due 6 December 2023

Issued by Arkema (the "Issuer")

BNP PARIBAS

NATIXIS

THE ROYAL BANK OF SCOTLAND

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 9 October 2013 which has received visa no. 13-535 from the *Autorité des marchés financiers* (the “AMF”) on 9 October 2013 which constitutes a base prospectus for the purposes of the Directive 2003/71/EC (and amendments thereto, including the Directive 2010/73/EU, to the extent implemented in the Relevant Member State) (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) 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:	1
	(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 150,000,000
	(ii) Tranche:	EUR 150,000,000
5	Issue Price:	99.670 per cent. of the Aggregate Nominal Amount
6	Specified Denomination(s):	EUR 100,000
7	(i) Issue Date:	6 December 2013
	(ii) Interest Commencement Date:	6 December 2013
8	Maturity Date:	6 December 2023
9	Interest Basis:	3.125 per cent. per annum Fixed Rate (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:	Issuer Call Make-Whole Redemption by the Issuer Change of Control Put Option (further particulars specified below)
13	(i) Status of the Notes:	Senior
	(ii) Date of Board approval and	Decision of the <i>Conseil d’administration</i> of Arkema

decision for issuance of Notes obtained: dated 24 January 2013 and decision of Thierry Le Henaff, *Président-Directeur général* of the Issuer dated 29 November 2013

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	3.125 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	6 December in each year commencing on 6 December 2014 and ending on 6 December 2023
	(iii) Fixed Coupon Amount(s):	EUR 3,125 per Note of EUR 100,000 Specified Denomination
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	6 December in each year
	(vii) Interest Rate Adjustment:	Not Applicable
15	Floating Rate Note Provisions	Not Applicable
16	Zero Coupon Note Provisions	Not Applicable
17	Inflation Linked Notes - Provisions relating to CPI or HICP Linked Interest	Not Applicable

PROVISIONS RELATING TO REDEMPTION

18	Call Option	Applicable
	(i) Optional Redemption Date(s)	At any time on or after 6 September 2023 (three months prior to the Maturity Date)
	(ii) Optional Redemption Amount(s) of each Note:	EUR 100,000 per Note of EUR 100,000 Specified Denomination
	(iii) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	(iv) Notice period:	As per Condition 6(d)
19	Make-Whole Redemption by the Issuer	Applicable
	(i) Notice period:	As per Condition 6(c)
	(ii) Reference Security:	The 2.00 per cent. <i>Bundesobligationen</i> of the Bundesrepublik Deutschland due 15 August 2023 with ISIN DE0001102325

	(iii) Reference Dealers:	As per Condition 6(i)
	(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:	0.22 per cent. per annum
20	Put Option	Not Applicable
21	Change of Control Put Option	Applicable
22	Final Redemption Amount of each Note	EUR 100,000 per Note of EUR 100,000 Specified Denomination
	Inflation Linked Notes – Provisions relating to the Final Redemption Amount:	Not Applicable
23	Early Redemption Amount	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(h)), for illegality (Condition 6(l)) or on event of default (Condition 9):	EUR 100,000 per Note of EUR 100,000 Specified Denomination
	(ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates:	Yes
	(iii) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only):	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24	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

25	Financial Centre(s) (Condition 7(h)):	Not Applicable
26	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
27	Details relating to Instalment Notes:	Not Applicable
28	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
29	Consolidation provisions:	Not Applicable
30	Purchase:	Applicable
31	Repurchase Event:	Not Applicable
32	Masse (Condition 11):	Contractual <i>Masse</i> 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 6 December 2013
- (ii) Estimate of total expenses related to admission to trading: EUR 13,150

2. RATINGS

- Ratings: The Notes to be issued have been rated
S&P: BBB (stable outlook)
Moody's: Baa2 (stable outlook)
- 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: 3.164 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: FR0011651389

Common Code: 100091305

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

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| (i) Method of distribution: | Syndicated |
| (ii) If syndicated: | |
| (A) Names of Managers: | BNP Paribas
Natixis
The Royal Bank of Scotland plc |
| (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 |