



2024  
CAPITAL INCREASE  
RESERVED FOR EMPLOYEES

**A common vision,  
shared values, and a sustainable future**

**SUBSCRIPTION PERIOD**  
**FROM SEPTEMBER 16 TO 30, 2024**



For further information and to subscribe,  
please visit: [www.ake2024.arkema.com](http://www.ake2024.arkema.com)



# A MESSAGE FROM THE CEO



Dear employees,

**I am pleased to announce the launch of the 9<sup>th</sup> capital increase reserved for Arkema Group employees. The subscription period will take place in the second half of September 2024.**

As you know, since our listing we have been particularly keen to involve the Group's employees in its development and to make sure they are united around our long-term strategy. Capital increases such as the one we are launching again today contribute to this. This initiative reflects our confidence in Arkema's potential, our collective commitment and our shared vision to continue building a robust and thriving company.

**In 2023, our Group delivered a solid financial performance in a challenging economic environment and presented an ambitious new roadmap<sup>1</sup> for the 2024-28 period, focusing on accelerating organic growth driven by sustainable megatrends.** In this context, Arkema is also placing increasing emphasis on its CSR performance, with a strong focus on innovation and decarbonization, and last year, it obtained validation of its 1.5°C trajectory by 2030 climate approach by the SBTi (*Science Based Target initiative*) organization.

Your everyday involvement, professionalism and passion have always been key to our performance and success in specialty materials. By investing in our company, you extend this commitment and contribute to our corporate project and Arkema's growth.

Most of you are already familiar with the terms and conditions of this offer, which we renew every two years, so I would particularly address those of you who have joined Arkema recently - new recruits, teams from our latest acquisitions - and are new to this scheme. **It enables employees of the Group to subscribe for Arkema shares on preferential terms, including a 25% discount.**

Moreover, it is important for you to be reminded that any investment in shares may carry risks, which is why we urge you to carefully read the documentation relating to this offer, the terms and conditions and full details of which you will receive at the beginning of September.

I would like to take the opportunity at the launch of this new capital increase to thank you all again for your vital contribution to the Group's development. I hope that many of you will participate in this offer, as a sign of your confidence in the future of the company.

Kind regards,

**Thierry Le Hénaff**  
Chief Executive Officer

<sup>1</sup> The Group's past financial results are not a guide to the future performance of Arkema shares.

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# AN AMBITIOUS NEW ROADMAP UP TO 2028



**Since its stock market listing in May 2006, Arkema has deeply transformed its profile, strengthening its competitiveness and refocusing its activities on specialty activities.** As a leading player in Specialty Materials, Arkema has a unique portfolio of cutting-edge technologies, well positioned to capture opportunities linked to global megatrends.

On the strength of this strategic repositioning and its more robust profile, Arkema unveiled a new phase in its evolution at the Capital Markets Day in September 2023, which will focus primarily on organic growth.

Thus the Group aims at achieving sales of around €12 billion by 2028, supported by organic growth of 4% per year over the 2024-28 period, and an EBITDA margin of around 18%. Organic growth in EBITDA is expected to average 7% to 8% per year over the same period.

**To successfully carry out this new phase, the Group intends to use several levers:**



**LEVERAGE** the strength of One Arkema.



**ACHIEVE** superior growth from sustainable innovation in key technologies and markets.



**RAMP UP** recent major capex and carry out new, targeted high-return projects.



**FURTHER STRENGTHEN** the portfolio with bolt-on M&A and finalize the divestment of Intermediates.



**DRIVE** our manufacturing excellence, including a strong focus on decarbonization and digitalization.

# THE DRIVERS

## → LEVERAGE THE STRENGTH OF ONE ARKEMA



Through the One Arkema culture, employees from different Business Lines share their expertise to develop significant technological, industrial and

commercial synergies within the Group, enabling to amplify the strength of Arkema's three Specialty Materials segments. To successfully implement this new growth phase, the Group, leveraging the strengths of

One Arkema, is implementing strong initiatives aimed at increasing customer proximity, in particular through a network of global key account managers and the development of more targeted and effective digital tools such as the *My.Arkema* customer portal and the 'Sales Academy program designed to improve our sales teams' productivity and agility.

## → ACHIEVE SUPERIOR GROWTH FROM SUSTAINABLE INNOVATION IN KEY TECHNOLOGIES AND MARKETS



Within its end markets, the Group has identified five key high-growth markets driven by global megatrends and are expected to grow at a faster pace: green energy and electric mobility, advanced electronics, sustainable lifestyle, efficient buildings and homes, and various niche markets in water, medical and crop nutrition. Over time, through innovation, investments and acquisitions, Arkema has built a unique portfolio of high-performance technologies that are essential to these 5 key markets, accounting for 15% of its sales in 2023.

Thanks to the versatility of these technologies, the Group can maximize development and growth opportunities, drawing on the strength of the shared One Arkema approach. The Group will allocate more than half of its R&D expenditure to these 5 key markets, and will rely on more than 1,800 researchers at 17 research centers worldwide to develop new products, applications and production technologies in order to meet the particularly demanding needs of its customers and support them in their quest for sustainable performance.



FOR MORE INFORMATION ABOUT THE GROUP, VISIT: [WWW.ARKEMA.COM](http://WWW.ARKEMA.COM)

# THE DRIVERS



## → RAMP UP MAJOR RECENT CAPEX AND CARRY OUT NEW, TARGETED HIGH-RETURN PROJECTS



To achieve its growth objective over the 2024-28 period, Arkema will leverage in particular the start-up of its recent projects, which include new bio-based PA11 units in

Asia, the development of PVDF in China and France, Sartomer resins in China and Pebax in France, as well as projects in fluorospecialties in the USA, namely the supply of HF in partnership with Nutrien and the new 1233zd unit.

Over the 2024-28 period, the Group will continue its ambitious investment policy, in particular in high-growth markets, and plans to devote around 55% of available cash to its capital expenditure program, a little over half of which will be used for growth investments. Three attractive new projects have already been announced: the new DMDS unit in the USA for the biofuels market, the decarbonization of acrylics production in France, and the extension of the organic peroxides site in China. Other projects are still being examined in battery solutions in the USA and in the bio-based PA11 value chain.

## → FURTHER STRENGTHEN THE PORTFOLIO WITH TARGETED ACQUISITIONS AND FINALIZE THE DIVESTMENT OF INTERMEDIATES



Since 2006, Arkema has made active portfolio management a major transformation lever and notably aims, by 2028, to continue to make bolt-on acquisitions that will strengthen its portfolio of technologies, particularly in the 5 high-growth markets identified by the Group and in the fragmented adhesives sector. Moreover, Arkema also plans to deconsolidate its Intermediates activities.

Among the most recent transactions, Arkema made a major acquisition in Advanced Materials with the acquisition of a 54% majority stake in PI Advanced Materials (PIAM), the world leader in polyimide film used in the attractive mobile phone and electric vehicle markets.

# THE DRIVERS



## → DEVELOP OPERATIONAL EXCELLENCE INITIATIVES WITH A STRONG FOCUS ON DECARBONIZATION AND DIGITALIZATION



The Group aims to ensure the competitiveness and sustainability of its production sites around the world, through strong initiatives in the area of operational excellence. Arkema's ambition is notably to reduce its annual operating expenditure by €250 million by 2028.

This approach goes hand in hand with clearly defined and ambitious objectives for each production site in terms of safety and the environment, reliability, productivity and use of raw materials, combined with fine-tuned management of improvement plans. The Group will pay particular attention to accelerating the digitalization, automation and streamlining of processes, while continuing to enhance the reliability of its industrial facilities.

Lastly, Arkema will continue to reduce its environmental footprint, in particular by implementing its decarbonization trajectory. In May 2023, the Group set ambitious new targets across its entire value chain. These targets, aligned with a '1.5°C trajectory by 2030' approach and validated by the SBTi (*Science Based Targets initiative*) organization, pave the way for Net-Zero by 2050.

## KEY FIGURES\*

€9.5  
BILLION IN SALES\*

21,100  
EMPLOYEES\*

55  
COUNTRIES\*

151 FACTORIES  
AROUND THE WORLD\*

€275  
MILLION INVESTED IN R&D\*

\* Results as of 12/31/2023 available at <https://www.arkema.com/global/en/arkema-group/profile/>

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# SUBSCRIBING TO THE 2024 OFFER



# PRESENTATION OF THE 2024 OFFER

## → WHAT ARE THE ADVANTAGES OF THE 2024 OFFER?

As an employee, you have the opportunity to subscribe for registered Arkema shares on preferential terms.

### ■ THE DISCOUNT

You will be able to buy shares at a reduced price.

This year, the discount will be 25% off the reference price.

(The reference price is the average of the opening Arkema stock price for the 20 trading days between August 14 and September 10, 2024 inclusive.)

The subscription price was set by the Chief Executive Officer on September 11, 2024.

### ■ PAYMENT IN INSTALLMENTS

According to your working country, you can pay for your subscription with a loan from your employer. The terms of this loan (interest rate, duration, repayment mode, tax treatment, etc.) are set out in detail in your country's local supplement.

### ■ MATCHING SHARES

This year, employees who participate in the 2024 Offer will be eligible to receive a grant of matching shares from Arkema. **For every 4 shares you subscribe to, you are eligible to receive one matching share, up to a maximum of 25 matching shares** (please see example).

You will receive the matching shares at the end of a four-year lock-up period (in other words, on November 6, 2028) provided that you remain an employee of the Group. This employment condition and its exceptions are described more fully in the local supplement attached to this brochure.

For example:

- Discount 25%,
- reference share price €100,
- subscription price €75.

NUMBER OF SUBSCRIBED SHARES	NUMBER OF MATCHING SHARES GRANTED	YOUR PERSONAL INVESTMENT
1	0	€75
4	1	€300
20	5	€1,500
30	7	€2,250
50	12	€3,750
60	15	€4,500
100	25	€7,500
200	25	€15,000

NOTE: Matching shares are awarded in whole shares only.

## → WHAT ARE “FREE SHARES”?

Matching shares are “free shares”, which is a term used by French companies to describe the grant to employees of a conditional right to receive shares for free at a later time (for example, at the end of a four-year lock-up period). In the present plan, the “matching shares” are provided through this mechanism. At the moment of grant, the employee receives a right to receive shares in the future subject to certain conditions (most notably, continued employment).

No free shares are delivered at the time of grant. At the end of the four-year lock-up period, if the employee satisfies the lock-up requirements, the company delivers the free shares and the employee becomes their full owner.

## → WHO MAY RECEIVE A GRANT OF MATCHING SHARES?

All employees who participate in the 2024 plan and are employed by a member of the Group at the time that the matching shares are granted by the Board of Directors (except for certain exceptions which are detailed in your country's local supplement). The grant of free matching shares is expected to take place on November 5, 2024 along with the issuance of the shares that you purchased under the plan.

In your country's local supplement, you will find a description of the main terms of the free share plan, as well as further information on the tax consequences and social charges applicable to employees residing in your country.

SUBSCRIPTION PERIOD  
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# PRESENTATION OF THE 2024 OFFER

## → IN WHAT CURRENCY?

Outside the euro zone, your payment will be made in the local currency and then converted to euros by your employer. The applicable exchange rate will be set before the subscription period begins and will be valid for its entire duration.

## → WHAT AMOUNT CAN I SUBSCRIBE?

The total amount of your investment for this offer must **not exceed 25% of your gross annual compensation**.

The minimum subscription amount is one share and the maximum subscription amount is **750 purchased shares**.

Your subscription must correspond to a whole number of shares (no fractions will be issued).

The maximum number of shares that will be issued under the 2024 Offer is limited by the total amount authorized at the Shareholders' Meeting. If this amount is exceeded, subscriptions will be reduced in accordance with the following formula:

- The total number of shares being offered for subscription will be divided by the number of subscribers (the "Average Amount").
- All subscription requests will be honored up to the Average Amount.
- The remaining shares being offered will then be divided by the number of subscribers whose subscription request is greater than the Average Amount (the "New Average Amount").
- They will then be allotted shares up to this New Average Amount.

This process will be repeated up until all shares being offered have been duly distributed.

## → HOW TO SUBSCRIBE?

To participate, you must connect to the website, **www.ake2024.arkema.com**, between September 16 to 30, 2024, and click on the "Subscribe" button.

You can then take part in the 2024 Offer by using the ID that has previously been sent to you by email.

You also have the possibility to subscribe by filling out the subscription form available on the documentation section in the website **www.ake2024.arkema.com** or upon request to your HR department.

## → WHO CAN SUBSCRIBE?

All employees who, at the end of the subscription period, have an employment contract and have been working for at least three months in a company of the Arkema Group that is participating in the 2024 Offer.



## HOW DO I PAY?

According to your working country,  
you can pay  
for your subscription:

1 WITH A LOAN  
FROM YOUR  
EMPLOYER;

2 IN CASH,

OR

BY COMBINING THE  
TWO PAYMENT METHODS.

Details of these different payment  
methods are set out in the  
local supplement.

# PRESENTATION OF THE 2024 OFFER

## → WHEN WILL I KNOW HOW MANY SHARES HAVE BEEN ALLOCATED TO ME?

After the capital increase, you will receive an allocation notice specifying the number of shares you purchased.

You will also receive a confirmation of the number of matching free shares you have been granted.

## → HOW LONG IS THE LOCK-UP PERIOD AND WHAT IS THE TAX TREATMENT?

To benefit from the favorable conditions of this offer, your purchased shares will be locked up for a five-year period (as further described in the country supplement). However, there are certain exceptions, that allow you to exit the plan prior to the expiration of the lock-up period. These early-exit events are more thoroughly described in your country's local supplement.

Employee shareholding offers enjoy special tax treatment in many countries. Please refer to your country's local supplement to find out what tax treatment applies to your subscription. During this lock-up period, your investment is subject to fluctuations in the Arkema share price, whether upward or downward. Your investment is also subject to changes in exchange rates. There is therefore a risk of capital loss.

## → WHAT HAPPENS AFTER THE LOCK-UP PERIOD?

You can dispose of your investment or choose to keep it in your account for as long as you want.



# THE OFFER IN A NUTSHELL



- **INFORMATION WEBSITE:** [www.ake2024.arkema.com](http://www.ake2024.arkema.com)
- **DISCOUNT:** 25%
- **SUBSCRIPTION PERIOD:** FROM SEPTEMBER 16 TO 30, 2024

## FOR MORE INFORMATION:

For further details, please contact your HR department.

You can also go to the [www.ake2024.arkema.com](http://www.ake2024.arkema.com) website to enter your subscription, download the subscription form and access your country's local supplement.

## MATCHING SHARES:

**1 MATCHING SHARE: for 4 shares subscribed to,** up to a maximum of 25 matching shares.

## EU sanctions on Russia following the invasion of Ukraine:

Due to the sanctions currently placed on Russia by the European Union, this offer is not open to citizens or residents of Russia or Belarus who do not hold a residence permit or nationality of a European Union country.



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Arkema France, a public limited company listed at the Nanterre Trade and Companies Registry under number 319,632,790