

## ARKEMA GROUP EMPLOYEE SHARE OFFERING 2024

# COUNTRY SUPPLEMENT FOR ROMANIA



You have been invited to invest in shares of Arkema under the umbrella of the Arkema Group employee share offering 2024 (hereafter the “Plan/Offer”). You will find below a brief summary of the terms of the offering, the local offering information and principal tax consequences relating to the offering.

## → SUMMARY OF THE OFFERING

To be read in conjunction with the employee brochure and other materials distributed to you

### ■ A share capital increase reserved for employees

Employees are offered shares issued by Arkema S.A. («Arkema»), a French company organized and operating in accordance with the French laws whose ordinary shares are listed on Euronext Paris Stock Exchange having its headquarters in 420, rue d’Estienne d’Orves 92700 Colombes, registered with the France Nanterre Trade and Companies Registry number: 445 074 685. The tax identification number of Arkema in France is FR55445074685. The share capital of Arkema currently amounts to EUR 750,435,140 which equals to 75,043,514 issued shares with a nominal value of EUR 10 per share.

The Shareholders’ Meeting of Arkema has taken a decision on such capital increase on May 15, 2024. The purpose of the Plan is to motivate employees who are important to Arkema success and encourage them to rise to future challenges and be active players in the development of Arkema. The number of employees who may benefit from this Plan in Romania is 144 (the «Beneficiaries»).

The number of shares offered shall be limited to a maximum of 1,350,000 newly-issued registered ordinary shares, the equivalent of EUR 13,500,000.

Arkema shares will be offered to all eligible employees of participating Arkema Group companies, pursuant to Arkema’s capital increase reserved to such employees. The Arkema Group Employee Share Offering is being offered as a “Classic” Plan.

If the total number of requested shares exceeds the offered shares (1,350,000 shares), the number of shares requested may be reduced. In this event, each participant will be notified personally.

### ■ Eligibility

All current employees of Arkema and the employees of its participating direct and indirect majority-owned subsidiaries, in each case subject to a minimum employment condition of three months measured at the close of the subscription period (i.e., September 30, 2024). In addition, such employee must be employed on the day he or she returns the subscription form during the subscription period.

### ■ Subscription period

The subscription period starts on September 16, 2024 and lasts until September 30, 2024 (inclusive).

If you decide to participate to the 2024 Offer, we invite you to log in to the website, [www.ake2024.arkema.com](http://www.ake2024.arkema.com), between September 16, 2024 and September 30, 2024 and click on the «Subscribe» button. You will be asked to enter the user ID and password that have already been sent to you by email on your professional email address or your private e-mail address which has been provided to us by you.

If you have no professional address or if you have not received these ID and password, you can participate to the 2024 Offer by returning the paper subscription form at the latest by September 30, 2024 to your relevant Financial Department.

Return your subscription form by September 30, 2024 to:

Stefania AVRAM – Financial department

Your subscription order will become final, binding and irrevocable on the last day of the subscription period.

## ■ Subscription price

The subscription price for the Arkema shares will be at a discount of 25% from the “reference price”.

The reference price is based on the average of the opening price of the Arkema share on the 20 trading days preceding September 11, 2024.

Payment will be requested in RON at an exchange rate to be set before the subscription period begins. Such exchange rate will be valid for the payment of the purchase price throughout the subscription period.

During the life of your investment, the value of the Arkema shares will be affected by fluctuations in the currency exchange rate between the euro and RON. As a result, if the value of the euro strengthens relative to RON, the value of the shares expressed in local currency will increase. On the other hand, if the value of the euro weakens relative to RON, the value of the shares expressed in RON will decrease.

## ■ Your investment is capped

The maximum subscription amount you can invest will be equal to the lesser of (i) the subscription price of 750 Arkema discounted shares and (ii) 25% of your gross annual compensation for 2023 or 25% of your estimated gross annual compensation for 2024.

The minimum amount of investment will be €15.

## ■ Method of payment

### Immediate Payment:

- through wire transfer, by, October 10, 2024 at the latest, to the following bank account:

Bank: BRD GSG

IBAN: RO90 BRDE 450S V578 0444 4500

### Payment by means of loan of 24 installments without interest:

I hereby authorize my employer to deduct all months from my salary 1/24 the amount due to this type of payment, the first deduction shall be made from the salary of November 2024.

I declare that due to the amount of my subscription, my reimbursements installments shall represent at maximum 10% of my monthly net salary.

I am aware of this payment method, such as described in the country supplement.

In case of suspension or the termination of my employment contract before October 10, 2026, I commit to pay the remaining amount due before the termination of my employment and at the same time I agree that my employer could retain the equivalent of the due amount (including when the salary is below such amount) from the amounts which are to be paid to me as of the termination of the labor agreement. Depending on the case, my employer may implement any other adequate measure to charge this credit in case I do not pay the amount due by me.

The employees for which the employment contract is due to end before October 10, 2024, as well as the employees whose employment contract is suspended on the last day of subscription are not eligible to finance their subscription with the 24-month interest-free loan from their employer to finance their subscription.

## ■ Custody of your shares

Your shares will be subscribed and held on your behalf by a collective shareholding vehicle, known as a Fonds Commun de Placement d'Entreprise, or an FCPE, which is commonly used in France for the conservation of shares held by employee-investors. Your investment will be held via a “temporary” FCPE, the “Arkema Actionnariat International Relais 2024”, which will be merged shortly after the capital increase into the “Arkema Actionnariat International” FCPE. You will be issued units in the FCPE corresponding to the shares you will have subscribed.

The units of a compartment of an FCPE cannot be listed on a stock exchange and cannot be sold to a third party. The units of the compartment can only be redeemed for cash or shares.

## ■ Your investment will be subject to a five-year lock-up period

In consideration of the benefits granted under this offering, your investment is subject to a lock-up period of five years (ending on October 30, 2029), during which you will not be able to redeem your investment unless you qualify for an early exit (see “Early exit events” below).

## ■ Early exit events

You may request redemption of your investment during the above-mentioned lock-up period in the following circumstances only:

- 1) marriage or civil union agreement,
- 2) birth or adoption of a third child or higher,
- 3) divorce or other judicial recognition of separation or termination of a civil union agreement, if custody of at least one child is retained,
- 4) domestic violence committed against you by your spouse or partner or your former spouse or partner,
- 5) your disability or the disability of your children, spouse, or civil union partner,
- 6) your death or the death of your spouse, or civil union partner,
- 7) termination of the employment contract,
- 8) creation by you, your children, spouse, or civil union partner of certain businesses, and
- 9) acquisition or enlargement of principal residence.

The above is a summary of the current early exit provisions permitted under French law. The early exit events are to be interpreted and applied in a manner consistent with French law. Before relying or attempting to rely on any of these early exit events, you should consult with your employer to make sure that your case meets all the requirements of French law.

You (or your executors) must present a request for redemption within a period of six months after the occurrence of such event, except in the event of the death of your spouse, disability, domestic violence or termination of the employment contract, in which cases your redemption request may be made at any time. For further information, please contact your human resources office.

## ■ Dividends

Any dividends paid with respect to shares, while such shares remain in the FCPE, will be reinvested by the FCPE in additional Arkema shares. The dividends will not be paid out directly to you. These reinvested dividends will result in the issuance of additional units (or fractions thereof) to you.

## ■ Voting rights

As long as the shares are held by the FCPE, the voting rights pertaining to such shares will be exercised by the elected members representing the unitholders of the supervisory board of the FCPE on your behalf.

## ■ Redemption

Your investment will become available upon the expiry of the lock-up period of five years, or earlier, if you qualify for an early exit. Prior to the end of the lock-up period, you will be informed of the availability of your investment. At that time, you may request the redemption of your investment or you may continue to hold your shares through the FCPE.

You may request the sale of your Arkema shares on the expiry of the lock-up period or earlier in the case of an early exit event. Alternatively, following the expiry of the lock-up period, you may choose to continue holding your Arkema shares. Transfer fees may apply.

## → FREE SHARES

### ■ Grant of Free Shares

It is expected that the Board of Arkema will grant to all participants in the Classic Offer the right to receive free shares, subject to the conditions contained in the Free Share Plan Rules. It is expected that this grant will be made on November 5, 2024 (the “Grant Date”). A summary of the terms of the Free Share Plan Rules is provided below. You can access to the Free Share Plan rules (in French or in English) upon request, from your HR.

The Arkema employers participating in the plan are referred to as the “Participating Companies.”

### ■ Eligibility

In order to be eligible to receive a grant of shares under the Free Share Plan, you must satisfy the following conditions:

- you must have submitted a valid subscription form to participate in the Classic Offer and complied in full with all of the terms and conditions of such offer;

and

- you must have been employed by a company of the Arkema Group on the Grant Date - unless one of the events listed under “Exception to the Continued Employment Condition” below occurs between the date of subscription and the Grant Date).

In order to receive the free shares, you must satisfy the Continued Employment Condition described below.

### ■ Number of Free Shares and Limit of the Grant of Free Shares

All eligible employees that satisfy the above conditions of the Free Share Plan will be granted a right to receive free shares from Arkema. You will be granted one matching share for every four whole shares you subscribe to, up to a maximum of 25 matching shares.

For the avoidance of doubt, subscribed shares shall be based on the amount actually delivered, taking into account any reductions that may be made due to individual or total orders in Arkema Offer exceeding the permitted or available amounts.

### ■ Information on the Grant of Free Shares

Within a few weeks following the grant by the Board, you will receive a letter or statement confirming that you are an eligible employee and setting forth the number of free shares granted to you.

### ■ Vesting and Delivery of Free Shares

The free shares will be delivered to all eligible employees four years after the grant, on or about November 6, 2028 (the “Date of Delivery”), provided that the conditions of the Free Share Plan rules (in particular the Continued Employment Condition) have been satisfied during that period. The period between the Date of Grant and the Date of Delivery is referred to as the “Vesting Period”. Prior to the Date of Delivery, you will not own the free shares, and consequently will have no right to any dividends paid in respect of the free shares (or for which the record date is prior to such date) and will have no right to vote at shareholders’ meetings.

### ■ Non-transferability of the Rights of Free Shares

The rights resulting from the grant of free shares are personal to each eligible employee. You cannot sell, transfer or pledge his or her right to receive the free shares under the Free Shares Plan. The only exception to this restriction is for transfers that occur through succession to legal beneficiaries, in the event of your death.

### ■ Continued Employment Condition

In order to receive the free shares, you must have remained an employee of the Arkema Group (Arkema and its majority-owned subsidiaries) for the full duration of the vesting period. Such employment must be continuous and without interruption.

For sake of clarity, if at any time during the Vesting Period, you cease to be an Employee of the Arkema Group, you will lose all rights to the free shares. These rights will not be restored even in the event you subsequently become reemployed within the Arkema Group.

## ■ Exception to the Continued Employment Condition

You will be deemed to satisfy the Continued Employment Condition if, at any time during the relevant Vesting Period, you cease to be employed for any of the following reasons:

### (i) Death

In the event of your death, your legal heir or heirs may request delivery of the free shares within a period of six months following the date of death. In this case, any free shares granted shall be delivered to such heir or heirs promptly following such request and the Vesting Period will not apply.

In the absence of such a request, the free shares granted to you shall be delivered to such heir or heirs on the Date of Delivery.

### (ii) Disability

In the event of a disability corresponding to a classification in the second or third categories provided for in Article L. 341-4 of the French Social Security Code (or its equivalent in foreign law), the free shares granted shall be delivered to you at the Date of Delivery.

### (iii) Retirement

In case of retirement at the age provided for retirement under relevant local law.

In such case, the free shares granted shall be delivered to you at the Date of Delivery. This exception will only be allowed where legally permissible.

### (iv) Redundancy or termination without cause

In case of redundancy or termination without cause, the free shares granted shall be delivered to you at the Date of Delivery. For the avoidance of doubt, a termination for cause related to your conduct or performance will result in a loss of the right to the free shares.

### (v) Loss of Participating Company status or divestiture of business or operating unit

In the event of a change in control of a Participating Company or in case of a divestiture of business or operating unit (including outsourcing), you, as an eligible employee of the relevant company, business or operating unit shall not lose your right to the free shares as a result of such change or divestiture. The free shares granted shall be delivered to you at the Date of Delivery.

## ■ Ownership of the Free Shares and Selling Restrictions

At the Date of Delivery, any free shares delivered will become your full property. You will, as of such date, benefit from all the rights of ownership relating to these free shares, notably the right to vote at meetings of the Shareholders of Arkema or to be represented, and the right to receive any dividends.

Following the receipt of the free shares you will be free to sell them, without selling restrictions other than insider trading restrictions. The free shares will be delivered as from the Date of Delivery in one or several shareholding funds (FCPE) and by subscribing to such Plan you are deemed to accept such method of delivery.

## ■ Changes to the Free Share Plan

In the event of a restructuring of Arkema that results in a split of the company or a transfer of all or substantially all of its assets to another entity prior to the Date of Delivery, the Free Share Plan may be modified by the Board of Arkema or by law in order to substitute shares in the surviving or successor entities for the Arkema Shares originally provided for under the Free Share Plan.

## ■ Labor law disclaimer

Please note that this Offer is provided to you by the French company Arkema, not by your local employer. The Offer does not form part of your employment agreement and does not amend or supplement such agreement. The launch of the present Offer results from a decision taken at the discretion of Arkema. It does not constitute a right granted and participation in this Offer in no way confers any right to participate in similar transactions. There is no obligation of Arkema to launch new offers in subsequent years.

Benefits or payments that you may receive or be eligible for under the Offer will not be taken into consideration in determining the amount of any future benefits, payments or other entitlements that may be due to you (including in cases of termination of employment).

## ■ Your contact(s)

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## ■ Statement of the responsible person

The person responsible for the drafting of this information document is Marie-José Donsion, in capacity of Chief Financial Officer.

I, Marie-José Donsion hereby declare that, to the best of my knowledge, the information comprised within this document is true and accurate in all respects.

This document is exclusively addressed to employees who are eligible to participate in the 2024 Arkema group employee share offering.

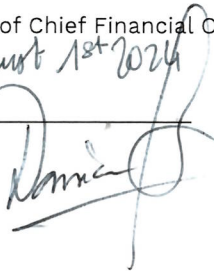
Marie-José Donsion

in capacity of Chief Financial Officer

Date

August 1<sup>st</sup> 2024

Signature



\* \* \*

For a more complete description of the Plan, please refer to the offering documents made available to you. Also you can request any supplementary details / documents from your HR correspondent.

Information contained in this document is being provided to you solely as information.

Nothing contained on this document or in any other materials distributed or made available to you in connection with this Offer shall confer upon you any rights or entitlement with respect to your employment. Your decision whether or not to participate in this offer is entirely voluntary and personal. The Offer is discretionary and participation in the Offer is separate from and does not form part of your employment.

Shares of Arkema are listed on Euronext Paris (the Paris stock exchange). Your investment is linked to and therefore will fluctuate with the market price of the Arkema share. As a result, your investment is at risk. Arkema's latest Universal Registration Document (Document d'Enregistrement Universel) and financial reports are available to you on [www.finance.arkema.com](http://www.finance.arkema.com) and at request to your employer. These documents contain information on the business of Arkema, its financial results and certain risks associated with investment in shares.

## TAX INFORMATION FOR EMPLOYEES

# RESIDENT IN ROMANIA

The following summary sets forth general principles that are expected to apply to employees who (i) are resident in Romania for the purposes of the tax laws of Romania and the Convention between Romania and the French Republic for the avoidance of double taxation (the «Treaty») and (ii) are entitled to the benefits of the Treaty.

This summary is given in accordance with Romanian and certain French tax law and tax practices, as well as the Treaty in their current form as of July 1st 2024. Considering that some taxable events will occur in the future, please consider that the tax legislation may change over time.

### A. Taxation in France

You will not be subject to taxation in France upon subscription. Provided your investment is held through a FCPE and such FCPE reinvests any dividends that may be distributed by Arkema, you will not be subject to tax or social charges in France. Any gains realized upon your investment are not subject to taxation or social charges in France.

### B. Taxation in Romania

#### ■ 1. Upon subscription

The discount granted based on Arkema Group Employee Share Offering, could be considered to represent a gross income assimilated to salary and, consequently, taxable as such (i.e., subject to income tax and social contributions).

The taxable amount represents the difference between the price paid for the subscribed shares and the market value of the shares at the subscription moment (the last day of the subscription period).

In such case, income tax of 10% and the following employee and employer social charges will be triggered:

Employee social charges:

- Social insurance – 25% and
- Health insurance – 10%.

Local employer social security charges:

- Social security contribution - 4% (for extraordinary working conditions) or 8% (for special working conditions);
- Work insurance contribution - 2.25%.

The income tax and the related employee social security contributions shall be withheld by the local employer at the moment when the shares are received by you. The relevant withheld income tax and the social security contributions shall need to be paid by your local employer by the 25th of the month following the one in which the income was obtained by you.

#### **Interest-free advance payment**

No additional taxes or social charges shall apply on the amounts representing advance salary payments. However, as the loan will be interest free, it is very likely for the tax authorities to assimilate the market value of the interest to benefits in kind, case in which salary tax and contributions (computed by reference to the value of the market interest) will be due as described above.

#### ■ 2. Dividends

Dividends despite reinvestment in the FCPE are subject to taxation at a rate of 8%.

Dividends are also subject to 10% health contribution if the annual income obtained by you from extra-salary sources (e.g., capital gains/rental income etc.) is at least equal with 6 (six) minimum wages (i.e., RON 22,200 - the monthly minimum salary is of RON 3,700), otherwise, the health insurance contribution is not due.

If due, the basis for the calculation of the 10% health insurance contribution will be represented by:

- The level of 6 minimum gross salaries, in case of income between 6 and 12 minimum gross salaries;
- The level of 12 minimum gross salaries, in case of income between 12 and 24 minimum gross salaries;
- The level of 24 minimum gross salaries, in case of income exceeding 24 minimum gross salaries.

### ■ 3. Upon redemption

Any capital gains (computed as the difference between the share sale proceeds and the fiscal value of the shares) are subject to 10% Romanian tax. For shares that you subscribed via the FCPE with your personal investment, such fiscal value is equal to the market value of the shares at the subscription moment.

Capital gains are also subject to 10% health contribution if the annual income obtained by you from extra-salary sources (e.g., capital gains/rental income etc.) is at least equal with 6 (six) minimum wages (i.e. RON 22,200 - the monthly minimum salary is of RON 3,700), otherwise, the health insurance contribution is not due.

If due, the basis for the calculation of the 10% health insurance contribution will be represented by:

- The level of 6 minimum gross salaries, in case of income between 6 and 12 minimum gross salaries;
- The level of 12 minimum gross salaries, in case of income between 12 and 24 minimum gross salaries;
- The level of 24 minimum gross salaries, in case of income exceeding 24 minimum gross salaries.

The capital gains earned from abroad must be declared based on a statement (the Single Tax Return) to be submitted by the 25th of May of the following year. It is your obligation to declare the income (i.e., gain/loss) and to compute the correspondent income tax. The income tax and the related health insurance contribution (if due) shall have the same payment deadline as the income statement (25 May of the year following the year in which dividends were obtained, i.e., 25 May 2024, for incomes from dividends received in 2023).

Where the redemption is made against Arkema shares, no taxes apply.

If you choose to remain invested in FCPE units at the end of the 5-year lock-up period, no taxation is applicable.

## → FREE SHARES

### ■ Tax and/or social security charges that may be applicable at the date of grant of the right to acquire free shares.

No taxation should occur at grant. The employer will not be required to make any tax declarations in respect of the grant.

### ■ Tax and/or social security charges that may be applicable if the right to receive free shares vests prior to the end of the vesting period and are not delivered before the date of delivery of the shares.

Taxation should occur at delivery.

### ■ Tax and/or social security charges that may be applicable at the date of delivery of the shares.

The discount (the difference between the market value of the shares at the date of delivery and the acquisition price) will be deemed by the tax authorities as salary income, subject to taxation at a rate of 10%. Also, in such case, the following employee and employer social charges will be triggered:

Employee social charges:

- Social insurance – 25% and
- Health insurance – 10%.

Employer social charges:

- Social insurance – 4% (for regular work conditions)/ 8% for special work conditions;
- Work insurance contribution – 2.25%.

The Matching Shares could be also deemed as salary income and involve the above-described tax regime.

## ■ Tax and/or social security charges that may be applicable at the date of sale of the shares.

The income obtained upon the sale of the shares will be taxable as capital gain, at a tax rate of 10% applied to the (positive) difference between the sale proceeds and the fiscal value of the shares (i.e., the fair market value of the shares at the acquisition date). This amount is not subject to withholding by the employer and shall be paid by you.

Capital gains are also subject to 10% health contribution if the annual income obtained by you from extra-salary sources (e.g., capital gains/rental income etc.) is at least equal with 6 (six) minimum wages (i.e. RON 22,200 - the monthly minimum salary is of RON 3,700), otherwise, the health insurance contribution is not due.

If due, the basis for the calculation of the 10% health insurance contribution will be represented by:

- The level of 6 minimum gross salaries, in case of income between 6 and 12 minimum gross salaries;
- The level of 12 minimum gross salaries, in case of income between 12 and 24 minimum gross salaries;
- The level of 24 minimum gross salaries, in case of income exceeding 24 minimum gross salaries.

The capital gains earned from abroad must be declared based on a statement (the Single Tax Return) to be submitted by the 25th of May of the following year. It is your obligation to declare the income (i.e., gain/loss) and to compute the correspondent income tax. The income tax and the related health insurance contribution (if due) shall have the same payment deadline as the income statement (25 May of the year following the year in which dividends were obtained, i.e., 25 May 2024, for incomes from dividends received in 2023).