Arkema Inc. Employees' Retirement Savings (401(k)) Plan
Summary Plan Description

Effective January 1, 2020

Contents

Disclaimer Note
This summary plan description describes certain benefits as they apply to eligible employees. Complete details about the benefit plan are in the legal plan documents. If there is any difference between the information provided in this summary plan description and provisions of the legal plan documents, the plan documents govern. Arkema Inc. reserves the right to terminate, suspend, withdraw, amend or modify the Plan at any time and for any reason.

About This Summary Plan Description

This Summary Plan Description ("SPD") for the Arkema Inc. Employees' Retirement Savings (401(k)) Plan (referred to in this SPD as the "Plan" or the "401(k) Plan") applies to eligible employees, former employees, and beneficiaries who continue to maintain a balance in the Plan. It is effective July 1, 2019. If you are a former employee or beneficiary, please note that certain plan features are not available to you, including the ability to make additional contributions or request loans from your account.

This SPD is intended to be an easy-to-understand explanation of your benefits under the Plan. It does not include all Plan provisions, especially those relating to situations that are unlikely to occur or that could affect only a few participants. The official Plan document contains the full Plan details. If a description in this document or any oral representation differs from the Plan document, the Plan document will govern.

Your 401(k) Plan

The Arkema Inc. Employees' Retirement Savings (401(k)) Plan is specifically designed to help you save for retirement. Whether you are beginning a career or are close to retirement now, it is never too early to prepare for a financially secure future.

A financially secure retirement is a goal that requires a long-term, consistent effort. When you retire, your income generally comes from these sources:

- Social Security benefits
- Personal savings
- Your Arkema Inc. Employees' Retirement Savings (401(k)) Plan

The 401(k) Plan is a savings plan that can be an integral part of your retirement program. In addition, the Plan has some important advantages over other savings programs you might consider.

It's deferred — You may elect to defer into the Plan a percentage of your eligible compensation on a pre-tax basis, an after-tax Roth basis or a combination of the two.

- **A Pre-Tax Deferral Contribution** goes into your account **before** Federal income taxes, and most state taxes, have been withheld. In addition, you do not pay Federal and most state income taxes on interest and investment earnings while they are in your account. This means dollars that would otherwise have been paid in taxes are invested for you instead and not subjected to income taxes until withdrawn.

- **A Roth Deferral Contribution** is made on an after-tax basis and is included in your current year's taxable income. Earnings are tax free if they are part of a "qualified distribution". Generally, a qualified distribution is one that is taken at least 5 tax years from the year of your first Roth 401(k) contribution and the distribution is made on or after one of the following conditions has been met: your attainment of age 59 ½, disability or death.

It's flexible — You have the freedom to design a savings program that fits your own financial situation and investment strategy by choosing how much you want to save and how you want your money invested among the available funds. And, you can adjust your strategy as your needs change.

It's convenient — Once you enroll in the Plan, your savings are deducted from your paycheck automatically. So, it's easy to save on a regular basis for your long-term financial goals.

Your contributions and Arkema's contributions are always yours — You are always 100% vested in your own contributions, as well as matching contributions and profit sharing contributions and any associated investment earnings. In other words, you have a non-forfeitable right to this money (subject to withdrawal restrictions), whether you stay with the Company or leave.

NOTE: Your ability to access your savings during active employment is restricted by United States tax laws. See more information in the "Withdrawals" Section later in this Summary Plan Description.

Who Is Eligible

The opportunity to take advantage of saving in the 401(k) Plan is available to employees of Arkema Inc., and participating affiliated employers with the exception of employees covered by a collective bargaining agreement, nonresident aliens who do not receive U.S. source income, employees who are not U.S. citizens who are working for the Company on a temporary or transitional basis who remain covered under another retirement program, and temporary employees who have not completed a Year of Service.

When You Are Eligible

You are immediately eligible to participate in the 401(k) Plan. If you have not enrolled in the Plan within 30 days from your date of hire, you will be automatically enrolled with a pre-tax deferral contribution rate of 5% of your 401(k) eligible earnings. If you have not made an investment fund election, your contributions will be invested in the applicable Fidelity Freedom Fund that has a target retirement date close to the year that you might retire, based on your current age and assuming a normal retirement age of 65. If you do not wish to contribute to the Plan, you must change your contribution rate to 0% within the first 30 calendar days of your employment by calling Fidelity at 800-835-5092 or logging onto NetBenefits at www.401k.com. You may change your contribution rate and/or investment election at any time by calling Fidelity at 800-835-5092 or logging onto NetBenefits at www.401k.com.

How to Enroll

You enroll in the 401(k) Plan through Fidelity, the Plan's record keeper, by logging on to NetBenefits at www.401k.com. The first time you access the website, you will need to select *Register Now*. Then follow the instructions on the screen to link to your account. Use your account on NetBenefits to choose your deduction percentage, make your investment elections, and designate your beneficiary. Fidelity will send this information back to Arkema as authorization for the Company to deduct the amount you intend to save from your paycheck each pay period. If you decide not to enroll in the Plan when you are first eligible, you may still enroll at any time in the future.

In order to complete your enrollment, you should designate a beneficiary who will receive your account balance in case of your death. Assigning beneficiaries is an important part of estate planning and will ensure that your benefits get to your chosen beneficiaries in a timely manner. To do so, you *must* complete the online Beneficiary Designation. You may name any beneficiary you wish. **However, if you are married, the law requires that you name your spouse as beneficiary, unless your spouse consents to a different beneficiary. If you are married and decide to name someone other than your spouse as beneficiary, the law requires that your spouse agree to not being your 401(k) Plan beneficiary by signing a "Spousal Consent" form. You must request this form from Fidelity by either calling 800-835-5092 or logging on to NetBenefits at www.401k.com.** The consent must be witnessed by a Notary Public.

How Much You Can Save

You may save from 1% to 75% of your 401(k) eligible compensation, on a pre-tax basis, an after-tax Roth basis or a combination of the two.

Under current Federal law, contributions to the Plan may not exceed established maximums. These IRS-imposed limits are adjusted periodically for inflation. For more information about the IRS maximum contribution limits, visit www.irs.gov.

In addition, if you are age 50 or older or you will reach age 50 by the end of the calendar year, then you may elect to contribute additional pre-tax or Roth contributions (called "catch-up contributions") to the Plan. The additional amounts may be contributed regardless of any other limitations on the amount that you may contribute to the Plan.

The savings rate for highly paid employees may be limited further. If this limit affects you, you will be notified by the Corporate Benefits Department.

For purposes of this 401(k) Plan, the term "compensation" includes your regular base pay, plus incentive earnings such as bonuses, and overtime. Compensation excludes reimbursements or other expense allowances, fringe benefits, moving expenses, deferred compensation, welfare benefits and long-term incentive compensation. Compensation under the Plan is limited to the applicable IRS dollar limit in effect for the calendar year.

Changing the Amount You Save

The 401(k) Plan is designed to give you enough flexibility to change the amount you are saving as your financial situation changes. You can log on to your account at Fidelity's website at www.401k.com and change the amount you wish to contribute any time throughout the year.

In addition, your pre-tax contributions will be automatically increased by 1% of your eligible pay on or after April 1 of each year until your combined pre-tax contributions and Roth contributions reach 10%. If, however, you elect to contribute only Roth contributions, your Roth contributions will be automatically increased on or after each April 1 until your Roth contributions reach 10%.

Suspension of Savings

You may suspend saving in the Plan at any time. Log on to your account at Fidelity's website at www.401k.com and change your deferral percentage to zero. You may resume your savings at any time.

Rollover Contributions

Subject to approval by the Plan Administrator, you may contribute to the Plan amounts (except for after-tax amounts other than Roth contributions) that are "eligible rollover distributions" from another eligible retirement plan. You may also, subject to approval, transfer amounts from another defined contribution plan sponsored by the Company.

To begin the rollover process you may request the rollover form and instructions by either calling Fidelity at 800-835-5092 or logging on to NetBenefits at www.401k.com.

Company Contributions

In addition to your contributions to your 401(k) account, the Company also makes contributions to assist you in reaching your retirement goals. Company contributions come in two ways, matching and profit sharing contributions.

Matching Company Contributions

Arkema will make safe harbor matching contributions to the 401(k) Plan in an amount equal to 100% of the first three percent of your 401(k) eligible compensation that you contribute to the Plan each year on either a pre-tax basis or an after-tax Roth basis, and 50% of the next two percent of your 401(k) eligible compensation that you contribute to the Plan each year for a maximum Company match of 4%. You are always 100% vested in these Company matching contributions.

In order to maximize the Company matching contributions, it is important to review the percentage of your 401(k) eligible earnings that you are contributing to the 401(k) Plan.

- Company matching contributions are made as long as you are making employee contributions. If you stop making employee contributions, or if you reach the IRS contribution or earnings limit before the last pay period of the year, the Company will stop making matching contributions at that time.

- Your contribution must be at least 5% of your 401(k) eligible earnings each pay period in order to receive the maximum Arkema match for the pay period.

- Arkema is committed to making sure you do not miss out on any portion of the Company match, despite the timing of when you make your own employee 401(k) contributions to your 401(k) account. This will be accomplished by the Company making what is called a “True-Up Contribution” after the end of each year. We will calculate the True-Up Contribution by calculating your annual (rather than per pay period) contribution percentage. Your annual 401(k) contribution divided by your total annual 401(k) eligible earnings, gives your contribution percentage for the year. Your annual contribution percentage will determine your annual Company match percentage. This annual Company match percentage will be multiplied by your annual 401(k) eligible earnings. This is the Company match that you are due. If your actual Company match is less than this, the Company will make up the difference with a True-Up Contribution posted to your matching account at Fidelity by April 1 of the following year.

- The following is an example of how the True-Up Contribution will be calculated:

1)	Annual 401(k) Contribution (amount you have contributed by the end of the year)		Annual Eligible Earnings (your total eligible earnings at the end of the year)		Your Average Annual Contribution Percentage
	$7,000	÷	**$70,000**	=	**10%**
2)	Annual Eligible Earnings (your total eligible earnings at the end of the year)		Company Matching Contribution Percentage (based on your average annual contribution percentage)		Full Amount of Company Match Due to you
	$70,000	x	**4%**	=	**$2,800**
3)	Full Amount of Company Match Due to you		Company Match Contributed During the Year		True Up Contribution
	$2,800	–	**$2,750**	=	**$50**

Profit Sharing Contributions

Based on ArrMaz company performance the Company may make discretionary lump sum contributions to ArrMaz and AMP Trucking employees' 401(k) accounts each spring. (Requires annual board approval.) To be eligible, you must have worked 1,000 hours during the previous calendar year and be an active ArrMaz or AMP Trucking employee on the previous December 31st (or at least 500 hours of service for the short period from July 1, 2019 through December 31, 2019). You are immediately 100% vested in these funds.

Employee 401(k) Contributions and How Taxes on Savings Work

If you save in a traditional manner, by putting money into a bank savings or money market account, you are saving after-tax dollars. In other words, your taxes are calculated based on your total pay, and then you set aside money for savings, and earnings from those savings may be taxed.

When you participate in the 401(k) Plan, you may take advantage of two ways to save. Both have tax benefits that can make a difference both now and in the future.

Traditional Pre-Tax 401(k)

The first option is to make traditional pre-tax 401(k) contributions. With this option taxes are just deferred, they are not canceled. Keep in mind; you will owe taxes when you take your money out of the 401(k) Plan. But in the meantime, money you otherwise would pay in taxes can be deferred and working for you, earning investment income now.

Saving through this option reduces your current taxes because your before-tax contributions to the Plan are deducted from your pay before income taxes are taken out. That means your taxable income is reduced and, as a result, you will pay less in taxes and take home more in your paycheck than if you had saved the same amount outside of the Plan.

This option allows both your before-tax contributions and your investment earnings to accumulate tax deferred. You do not pay Federal (and some state) taxes on the money in your account until you withdraw the money.

Roth 401(k)

The second option is to make Roth 401(k) contributions. Unlike the traditional pre-tax option, with an after-tax Roth 401(k) contribution, you must pay current income tax on the contribution. If you elect to make Roth contributions, the deferrals are subject to income taxes in the year of deferral, but the deferrals and, in most cases, the earnings on the deferrals are not subject to federal income taxes when distributed to you. In order for the earnings to be distributed tax-free, there must be a “qualified distribution” from your Roth 401(k) contribution subaccount.

To be a “qualified distribution”, the distribution must occur after one of the following: (1) your attainment of age 59½, (2) your disability, or (3) your death. In addition, the distribution must occur after the expiration of a 5-year participation period. The 5-year participation period is the 5-year period beginning on the calendar year in which you first make a Roth 401(k) contribution to the Plan (or to another 401(k) plan or 403(b) plan if such amount is allowed to be rolled over into the Plan) and ending on the last day of the calendar year that is 5 years later. For example, if you made your first Roth deferral under this Plan on November 30, 2015, your participation period will end on December 31, 2019. It is not necessary that you make a Roth contribution in each of the five years.

If a distribution from your Roth contribution subaccount is not a qualified distribution, the earnings distributed with the Roth contributions will be taxable to you at the time of distribution (unless you roll over the distribution to a Roth IRA or other 401(k) plan or 403(b) plan that will accept the rollover). In addition, in some cases, there may be a 10% excise tax on the earnings that are distributed.

You have the option of saving from 1% to 75% of your eligible pay on a pre-tax basis, an after-tax Roth basis or a combination of the two.

All Company matching and profit sharing contributions will be taxed in the same manner as in the traditional pre-tax 401(k) option.

Your Investment Strategy

The 401(k) Plan offers a convenient and flexible way to put money aside for your future financial security. Deciding where to invest your money suggests a step-by-step approach toward selecting an investment – or combination of investments – that's right for you and your long- term financial goals.

Risk is the *volatility* of an investment – the amount by which the value of an investment could change from day-to-day, month-to-month, or year-to-year. A high potential for investment gain is usually accompanied by a high degree of investment risk. Before selecting an investment, you should consider your "risk tolerance" – how much risk are you prepared to take – a low, moderate, or high amount of risk?

For example, a short time to retirement, one-to-five years, may suggest a conservative approach to investing with very little risk, while a longer time frame, more than five years to retirement, may allow for a more aggressive approach, with a moderate or high amount of risk.

If you are interested in conservation of principal and a relatively stable rate of interest, you may select the fixed income fund. Or, if you are interested in conservation of principal, as well as long-term growth of principal and income, you may want to consider a balanced fund.

If you seek growth in the value of your investment over time and are willing to accept fluctuations in that value along the way, you might choose an equity fund, which offers the potential for long-term growth of capital.

Your investment strategy will help you decide where to invest your money among the funds offered by the 401(k) Plan.

The 401(k) Plan is intended to be a participant-directed plan as described in Section 404(c) of ERISA, which means that fiduciaries of the Plan are ordinarily relieved of liability for any losses that are the direct and necessary result of investment instructions given by a participant or beneficiary.

Your Investment Choices

You may choose to invest your savings in a variety of funds. Remember: You may invest in *one*, *some*, or *all* of the available funds. You can see a complete list of available fund options at www.401k.com, as well as performance history about the funds.

Changing Your Investment Elections

You may transfer money between the funds, or change the direction of your future contributions by logging on to your account at www.401k.com. Note, transaction fees may apply when changing investments.

Vesting

Vesting refers to your permanent right to the money in your account. You are immediately 100% vested in the full value of your contributions, including your own savings, the Company's *matching* contributions, profit sharing contributions and any interest and/or investment gains or losses on those contributions.

If you die during a qualified military leave, under certain Federal rules you will be treated for other Plan purposes as if you died while employed by the Company.

How Service is Counted for the 401(k) Plan

Hours of Service means all the hours for which you are paid or are entitled to be paid. "Service" means the period of your employment with the Company, beginning on your employment date, or reemployment date, and ending on your severance or termination date.

Service includes your years and months of employment with Arkema Inc. and any other employers included with Arkema Inc. in a controlled or affiliated group of employers.

Break-In-Service

In general, a break-in-service occurs at the end of any consecutive twelve-month period in which you do not complete any hours of service.

A break in-service will not result from:

- A **leave of absence —** Provided you return to employment at the end of your layoff or leave.
- A **military leave** — Provided you return with in the period in which your reemployment rights are protected by law.
- A **maternity leave —** A leave of absence because of pregnancy, childbirth or adoption, or to take care of a child immediately following birth or adoption provided you return to employment at the end of your leave.

For purposes of the Plan's vesting and break-in-service rules, your severance date is the date you retire, resign, are discharged, or die. If you terminate active employment for any other reason, your severance date is one year after the first day on which you are absent from work, whether or not you are paid during the absence. However, if you take a maternity leave and don't return to work, your severance date occurs two years after the last day you worked, but only the first 12 months of leave count as service under the Plan.

Information About Your Account

Plan Statements

You will receive a statement of your 401(k) account after the end of each calendar quarter either in paper format mailed to your home or delivered electronically. Also, statements are available for any period of time within the previous 24 months by logging onto www.401k.com.

These statements will show you the total amount of your own savings, the Company contributions, the current value of your account in each investment fund, and the current value of your total account.

In order to help you manage your Plan account, each year you will receive a Fee Disclosure Notice which contains details about your Plan's fees and expenses related to the investment options. In addition, any changes to investment fees would generate a new fee disclosure notice.

Valuation of Investment Funds

Daily valuation allows your account to be updated each business day. As a result, you are able to access information about your account and fund balances on a daily basis. As the various funds pay dividends and capital gains, each participant's account is credited with earnings.

Allocations of increases and/or decreases are made before a participant's account is credited or debited for any current contributions, loans, withdrawals, or distributions.

Information About the Fund Choices

A Fidelity Participant Services Representative is available to help you with any questions you may have about your investment alternatives. You may call a Participant Services Representative to:

- **Discuss Your Investment Objectives.** Use them as a "sounding board" to help you determine your investment plan goals.
- **Determine Risk Factors.** Each investment selection has its own level of risk, and each investor has his or her own level of risk tolerance. A Fidelity Participant Services Representative can help you determine how much risk you may be willing to assume – before you invest – so you can match an investment alternative to your particular risk preference.
- **Evaluate Investment Performance**. Many investors review an investment's past performance when considering an investment decision. Though past performance is not an assurance of future returns, discussing an investment's track record may assist you in making a prudent investment decision.

- **Order Prospectuses**. Fidelity can provide prospectuses for each of the mutual funds available in your Plan. Many prospectuses are available online. A fund's prospectus contains detailed information on the fund's objective, investment strategy, expenses, and risks.

While Fidelity's Participant Service Representatives cannot make your decision for you they can answer questions you may have regarding your investment selections or strategies so you can make an informed investment decision. If you wish to speak with a Fidelity Participant Services Representative, call 800-835-5092**.** Representatives can answer your questions about creating an investment mix and walk you through the Investor Questionnaire.

You may follow your investments by logging into NetBenefits at www.401k.com The prices of the funds can also be found in the mutual fund listings of most major newspapers and online.

You may also call a Fidelity Participant Services Representative toll-free for price, yield, and total return quotes on your fund choices, or for answers to any other questions you may have about your investment choices during business hours (Monday through Friday, 8:30 a.m. to 9:00 p.m., Eastern Time) by dialing 800-835-5092. Of course, after business hours, you have 24-hour access to price and yield information online on NetBenefits www.401k.com.

Managing Your Account

It's easy to access your account or learn more about the plan online or by phone. You can register for immediate online account access to NetBenefits at www.401k.com. Your plan number is 35256. You will need your social security number and personal identification number (PIN). Set up your PIN online, or speak with a Fidelity Customer Services Representative Monday through Friday from 8:30 a.m. to 9 p.m., Eastern Time, at 800-835-5092 to set up a PIN or for help with transactions and answers to your questions.

NetBenefits at www.401k.com

Log on to check account balances, conduct transactions, research funds, use financial planning tools, and more. The following services are available:

- Create or Change your Personal Identification Number (PIN)
- Get Account Information
- Check your current account balance
- Check how your contributions are being invested
- Update your beneficiary
- Use tools and calculators to help you with your retirement planning decisions
- Get Loan and Withdrawal Information
- Check how much is available to borrow for a new loan
- Get information about an existing loan
- Model a new loan
- Check amounts available for withdrawal

When you call the toll-free telephone number, 800-835-5092, you can also make inquiries and/or make a number of changes to your account.

Access to Your Savings During Employment

The main objective of the 401(k) Plan is participation in a systematic savings program that helps you accumulate income for retirement. However, unexpected situations could cause you to need your money earlier. This is why the 401(k) Plan gives you the opportunity to withdraw or borrow from your account under certain conditions.

Loans

If you are actively employed, you may borrow from your vested account and pay your Plan account back with interest. A loan from your vested account allows you to keep the long-term tax advantages of your Plan contributions, provided you repay the loan plus interest within the agreed-upon time period. The loan amount will be taken on a pro-rata basis across the investment funds in which you have a balance. You cannot direct that your loan be taken from a specific fund.

What You Can Borrow

You may borrow an amount of up to one-half of your vested account balance with a minimum loan of $500 and a maximum loan amount of $50,000 (subject to the limitations described below). Any outstanding loan balances over the previous 12 months may reduce the amount you have available to borrow.

- Plan loans can be taken for any reason.
- Your loan may be taken from your Plan account, including your pre-tax, Roth, rollover, matching and profit sharing accounts.

Requesting a Loan

To request a loan, you must contact Fidelity by either calling 800-835-5092 or by logging onto NetBenefits at www.401k.com.

When you request a loan, you must agree to:

- Repay the principal of the loan, plus interest, on the basis of substantially level amortization; and
- Receive an immediate distribution of the portion of your account represented by the unpaid principal amount of the outstanding loan if you default on the loan. This means that if you default the outstanding loan balance will become immediately taxable as income to you.

When your loan application is approved, you have the option to receive payment either by check or electronic funds transfer.

NOTE: Only one loan is permitted at a time in the Plan. An outstanding loan must be fully repaid before a new loan will be approved. In order to complete the loan repayment process, there is a 21 calendar day waiting period from the time one loan is paid off before a new loan can be taken.

Loan Fees

A loan fee will be charged for new loans. There is a one-time loan set-up fee of $50.00. In addition, there is a $6.25 quarterly loan maintenance fee. Fees will be deducted from your account.

Interest on Loans

All loans must be repaid at the rate of interest established by the 401(k) Plan. Currently the interest rate is the prime rate for the most recent calendar quarter plus 1%. Once you are granted a loan, the interest rate will remain fixed for the duration of the loan term.

Securing Your Loan

Your vested account balance will serve as "collateral" for each Plan loan. This means you use your vested account balance to secure (or pledge repayment of) a loan. No other collateral is needed.

Repaying Your Loan

Usually, you repay your loan in equal installments through convenient payroll deductions. Loans must be repaid within five (5) years. However, the Plan does permit a ten-year repayment period if your loan is to purchase your primary home.

You may repay your entire loan balance in one lump sum at any time during the repayment period. Partial loan payments that are in addition to your normal payment are also accepted. There is no prepayment penalty. Contact Fidelity by either calling 800-835-5092 or by logging onto NetBenefits at www.401k.com to make arrangements for paying off a loan early.

A loan can be no more than the lesser of:

- 50% of your vested account balance; or
- $50,000

You may continue your contributions to the Plan while repaying your loan.

Repayments and the interest you pay on your loan are made with "after-tax" dollars. Repayments and the interest you pay on your loan are credited to your Plan account according to your current choice of investment elections.

Repayment When You Are Inactive

Since Plan loans are normally repaid by payroll deductions, defaults (failure to pay on schedule) are unlikely. However, if you are temporarily in an "inactive" status – for example, if you are on an unpaid leave of absence and not receiving a regular paycheck – you may set up a payment schedule or ask questions by contacting Fidelity at 800-835-5092. Payroll deductions will resume when you return to active status.

If repayments are not made during periods of extended absence, one of two things will happen:
- The outstanding loan balance will be reamortized upon your return and your payroll deductions will be higher than before your absence or
- Your loan may default, in particular if your absence is more than 12 months.

Repayment Upon Termination

If you terminate employment you have the option to repay your loan in full, or in regular monthly installments, by directing your payment to Fidelity. If you do not repay your loan, the loan will be treated as a distribution, subject to income taxes and an additional 10% early distribution tax if you are younger than 59½.

Loan Default

A loan payment that is overdue by 60 days or more may be declared to be in default. If the loan is declared to be in default, the loan will be treated as a distribution and subject to tax at the default date. If at that time you are younger than age 59½, the loan amount also will be subject to the additional 10% early distribution tax.

Withdrawals

In extreme cases of financial need, you may qualify for a hardship withdrawal from the 401(k) Plan. The Internal Revenue Service (IRS) places limits on the amounts you can withdraw and specifies the reasons you may request a withdrawal from your account before age 59½.

Be sure to consider the tax implications before you make a Plan withdrawal. You are strongly encouraged to consult a professional tax advisor for specific advice about your situation before making a withdrawal.

Withdrawals Before Age 59½

Before age 59½ and while you are working at Arkema, you may withdraw your pre-tax, Roth and rollover contributions to the Plan including interest and/or investment earnings only in the event of certain immediate and serious financial need (hardship withdrawal). In addition, you may withdraw your after-tax contributions to the Plan (if any) at any time. Other contributions to the Plan are not available for in-service withdrawal prior to age 59½.

Hardship Withdrawals

Your pre-tax, Roth and rollover contributions are available for withdrawal if you have a hardship, as defined by the IRS, which is limited to *only* the following circumstances:

- Purchasing a principal residence,
- Preventing eviction or mortgage foreclosure on your principal residence,
- Paying post-secondary tuition expenses for yourself, your spouse, a dependent or a primary beneficiary for the next year;
- Paying unreimbursed medical expenses for yourself, your spouse, dependent or a primary beneficiary that otherwise would be deductible for Federal income tax purposes;
- Paying funeral expenses for your parent, spouse, dependent or primary beneficiary; and/or
- Paying expenses for repair to your principal residence that would qualify for the casualty loss deduction under the Internal Revenue Code (without regard to whether the loss exceeds 10% of adjusted gross income).

A “primary beneficiary” is a beneficiary under the Plan who has an unconditional right to all or a portion of your Plan account upon your death.

Restrictions on Hardship Withdrawals

To be approved for a hardship withdrawal, you must:

- Not have access to other monies, and

- The withdrawal cannot be in excess of the amount you need, including funds necessary to pay taxes and penalties on the withdrawal.

Requesting a Hardship Withdrawal

If you wish to request a hardship withdrawal, contact Fidelity by either calling 800-835-5092 or by logging onto NetBenefits at www.401k.com.

Additional Rules for Hardship Withdrawals

- If you withdraw money for a qualified hardship, it will be taxed as ordinary income in the year received. In addition, if you are under age 59½, you also will be required to pay an additional 10% tax because of early withdrawal.
- You may choose the amount of Federal income tax to be withheld from the amount of your distribution. This may be more or less than you will ultimately owe at tax time, depending on your current tax bracket.
- A hardship withdrawal from your 401(k) Plan account is limited to your pre-tax, Roth and rollover contributions.

Withdrawals For Active Employees After Age 59½

After you reach age 59½, you may withdraw all or part of your Plan account – including interest and/or investment earnings – for any reason keeping in mind that your first Roth contributions must be in the Plan for at least 5 years for earnings on your Roth contributions to be tax free. After age 59½, traditional pre-tax contribution withdrawals are still subject to the Federal withholding tax of 20%, but not the additional 10% tax. You may choose the amount of Federal income tax to be withheld, but it must be at least 20%, unless you rollover your withdrawal.

Special Rules

- A small number of employees have after tax contributions in the Plan from a predecessor company. Those after-tax contributions may be available for withdrawal at any time.

When Your Account is Paid Out

You or your beneficiary can receive the full current vested value of your account when you:

- Leave the Company for any reason,
- Become totally disabled,
- Retire, or
- Die.

Plan payments are called distributions and are made in a single lump sum, in a partial lump sum, or in installments.

Information About Distributions (Plan Payments)

When you or your beneficiary become eligible to receive payments (distributions) from the Plan, you must contact Fidelity at 800-835-5092 or online at www.401k.com if you wish to take a distribution.

Distributions will be processed by Fidelity within 10 business days after the request and any required information is received. Distributions are subject to at least 20% Federal withholding and an additional 10% tax penalty if you are under age 59½.

Leaving Your Account in the 401(k) Plan as a Terminated Employee

If you or your beneficiary become eligible to receive a distribution from the Plan and your account balance exceeds $5,000, you or your beneficiary, in most cases, have the option to leave your account in the Plan until required by law to withdraw the funds. If you leave your account in the Plan, it will continue to earn current interest and/or earnings. While your account is in the Plan, you may change the distribution of the investment choices in your account. You may *not,* however, borrow against your account. In addition, hardship withdrawals are *not* permitted.

You may defer distribution of your account balance up to April 1 of the year following your attainment of age *70½.* At that time, your account will automatically begin to be distributed to you.

Generally, upon your death your benefit must begin to be paid out of the Plan to your beneficiary by the end of the year following the year of your death. If there is no designated beneficiary, your entire balance will be distributed by the end of the fifth year following your date of death. However, if your spouse is your sole designated beneficiary, then your spouse can elect to delay the payment until the year in which you would have turned age 70 ½.

If your account balance is $5,000 or less, you or your beneficiary will not have the option of leaving your funds in the Plan. A distribution of your vested account balance will be made. Fidelity will contact you regarding your account balance. If your account balance is $1,000 or less and you do not withdraw your balance, a distribution will be made to you. If your account balance is between $1,000 and $5,000 and you do not elect to withdraw your balance, or roll it over to another eligible retirement plan that you choose, the balance will be rolled over to an individual retirement account at Fidelity outside of the Plan. These de minimis cash outs will occur quarterly.

If You Want to Receive Installment Payments From the 401(k) Plan as a Terminated Employee

Installment payments may be paid to you or your surviving spouse in a lump sum or installments in amounts and at times of the Participant's choosing Payments payable to a beneficiary who is not your surviving spouse may only be extended up to five years beyond your death. If a beneficiary receiving installment payments dies leaving no further beneficiary, any remaining balance will be paid to that deceased beneficiary's estate in a lump sum.

Tax Considerations

One reason that the tax code permits favorable tax treatment of your 401(k) account is to encourage you to save for retirement. You should carefully consider the tax consequences of Plan distributions (including withdrawals) before deciding how much to contribute to the Plan, and whether to take money out early.

The following is a general explanation of current tax rules. Tax laws change from time to time, and the tax impact of saving in the Plan will vary with each individual's circumstances.

NOTE: The Company cannot give you tax advice. This information is only a general explanation of some current tax considerations. Tax regulations change frequently. You should consult a professional tax advisor or financial expert for specific advice about your situation.

Roth 401(k) contributions and earnings generally can be withdrawn tax-free if there is a "qualified distribution" as described in the "Roth 401(k)" Section of this Summary Plan Description.

10% Penalty (before age 59½)

Except as provided above for Roth contributions, Plan distributions are recognized as taxable income in the year they are received. The IRS also imposes an additional tax of 10% – on top of the ordinary income tax otherwise payable on the value of most Plan withdrawals or distributions received before age 59½. Exceptions to this 10% additional tax rule include payments made as a result of:

- Disability,
- Death,
- Termination of employment after age 55, or
- To pay for medical expenses for which you can claim a Federal income tax deduction under section 213(d) of the IRS code.

20% Withholding Tax

Except as provided above for Roth contributions Federal income tax will be withheld from the taxable portion of any Plan distribution, including hardship withdrawals, at a rate of at least 20% unless for hardship withdrawals you choose a different withholding. This may be more or less than you will ultimately owe at tax time, depending on your current tax bracket.

The Federal withholding of 20% will not be withheld from:

- Installment payments over a period of at least ten years,
- Required minimum payments after age 70½ (unless you choose to withhold) or,
- A direct rollover.

Direct Rollover

You may elect to have your distribution paid directly from the Plan to an IRA or another employer's qualified plan that accepts rollovers. In that case, your eligible rollover distribution will not be taxed until it becomes taxable as a result of a withdrawal from the IRA or other employer plan. Roth contributions may be rolled over to an eligible retirement plan that separately accounts for Roth contributions or to a Roth IRA.

Remember: Under current law a direct rollover avoids the 20% Federal withholding tax.

Distribution Paid to You

Under current Federal tax law, distribution payments (other than "qualified distributions" of Roth contributions and their earnings) made directly to you are subject to 20% Federal withholding. The payment is taxed in the year you receive it unless, within 60 days, you roll the payment over to an IRA or another qualified plan.

If you decide to roll over your distribution, the portion of the payment that is rolled over will not be taxed until it becomes taxable as a result of a withdrawal from the IRA or other qualified plan. You can roll over up to 100% of the distribution, including an amount equal to the 20% Federal withholding tax that was withheld. If you roll over 100% of the distribution, you must make a contribution to your rollover, within 60 days, to replace the 20% that was withheld. If you roll over the 80% that you received after 20% was withheld, the 20% will be treated as taxable income to you.

Rollovers must be made within 60 days from the account distribution date. Of course, if you take advantage of the rollover option, you are then subject to the rules that govern your IRA or your new employer's qualified plan.

Tax Averaging

If you were born on or before January 1, 1936 and receive a lump sum distribution that you do not roll over, special rules for averaging the amount of tax on the payment may apply to you. For more information, please see IRS Publication 575, Pension and Annuity Income.

Other Things You Should Know

Plan Funding

This Plan is a “defined contribution” plan, which means the official Plan document specifies the amount employees contribute to the Plan. All contributions are held in a special trust that has been established under the terms of the Plan.

The Plan does not guarantee a specific benefit amount to employees who participate. Instead, the benefit amount you receive depends on the value of your contributions, interest earned and investment earnings (less any withdrawals or outstanding loans). Because the Plan does not guarantee a specific benefit amount to participants, the Pension Benefit Guaranty Corporation (PBGC) does not insure any of the Plan’s benefits.

Plan Trustee

The Plan Trustee is:

Fidelity Management Trust Company
82 Devonshire Street
Boston, MA 02109

The Trustee is authorized by the Plan Administrator to hold and invest the assets of the investment funds.

IRS Approval

The Plan is subject to the continuing approval of the Internal Revenue Service.

Top-Heavy Requirements

As required by law, alternative Plan provisions go into effect if the Plan becomes “top-heavy.” A Plan is considered top-heavy if 60% or more of the value of all accounts belong to key employees. Key employees include officers, owners and highly compensated employees.

You will be notified if the Plan becomes top-heavy, and more information will be available.

Qualified Domestic Relations Order (QDRO)

A QDRO is a court decree, made under a state domestic relations law, regarding the provision for payment to a former spouse. It creates or recognizes the existence of another person's (or "alternate payee's") right to receive all or a portion of the benefits payable under the Plan, provided that it satisfies the requirements of Section 414(p) of the Internal Revenue Code and Section 206(d) of ERISA.

Arkema must review each domestic relations order to determine if the order is qualified. Participants may obtain, without charge, the Plan's QDRO guidelines from the Arkema Inc. Legal Department.

Administrative Information

This section contains information relating to the administration of the Arkema Inc. Employees' Retirement Savings (401(k)) Plan.

This benefit booklet is called a Summary Plan Description. It has been prepared for certain employees of Arkema Inc.

You should review the rules of eligibility pertaining to the 401(k) Plan. If you have a question about the 401(k) Plan in which you participate, please see your local Human Resources Representative or contact the Corporate Benefits Department.

All benefits are sponsored by Arkema Inc.

Governing Documents

Although the information contained in this Summary Plan Description provides a reasonably thorough explanation of the Arkema Inc. Employees' Retirement Savings (401(k)) Plan, it is important to keep in mind that full details are contained only in the Plan documents. In case of any questions about the interpretation of specific Plan provisions or if there is a conflict with the explanations contained in this booklet, the Plan documents are the legally governing instruments.

Arkema reserves the right to modify, suspend or amend the plan described in this document at any time, in whole or in part. This means the plan may be discontinued in its entirety, changed to provide different levels of benefits and/or contributions by Arkema. Any such change or termination shall be solely at the discretion of Arkema. If such termination or change occurs, participants will be promptly notified.

Claims and Appeals Procedures

The 401(k) Plans Administrative Committee has the sole discretionary authority to interpret the written terms of the Plan document and to apply them to specific situations (for example, to determine if a person has satisfied the requirements for participation or if a participant is eligible for benefits). Benefits under the Plan will only be paid if the 401(k) Plans Administrative Committee decides, in its sole discretion, that the claimant is entitled to such benefits. If you believe you are entitled to receive a distribution of benefits under the Plan, but you do not receive all or part of these benefits, you or your beneficiary must notify the 401(k) Plans Administrative Committee in writing of a claim for unpaid benefits under the Plan. If your claim is denied, you are entitled to a full review of your claim by the 401(k) Plans Administrative Committee. The steps in the review process are outlined below.

Payment of your benefit to you or your beneficiary will generally not begin until written application is received by the 401(k) Plans Administrative Committee. The 401(k) Plans Administrative Committee will advise you of any benefits to which you are entitled under the Plan. If you believe that the Plan Administrator has failed to advise you or to pay any benefit to which you are entitled, you must file a written claim with the 401(k) Plans Administrative Committee.

If your claim is denied, the 401(k) Plans Administrative Committee will give written or electronic notice to you and your beneficiary within 90 days after your claim is received setting forth the reason for the denial, the Plan provisions on which the denial is based, any additional information which may be needed to perfect the claim and the procedure by which you may appeal the denial, unless special circumstances require an extension of time for processing. In that case, a decision will be rendered as soon as possible, but not later than 180 days after receipt of your claim, and you will be notified of the reason for the delay within the original 90-day period. If your claim for benefits is denied, the 401(k) Plans Administrative Committee will provide you with written or electronic notice setting forth in simple terms:

- Reason for the Denial — the specific reason or reasons for the denial;
- Reference to Plan Provisions — reference to the specific Plan provisions on which the denial is based;
- Description of Additional Material — a description of any additional material or information necessary for you to perfect your claim and an explanation as to why such information is necessary; and
- Description of Claims Appeals Procedures — a description of the Plan's appeals procedures and the time limits applicable for such procedures (such description will include a statement that you are eligible to bring a civil action in Federal court under Section 502 of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") to appeal any adverse decision on appeal).

You will also be provided, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to your claim. Within 60 days of the date you receive a notice denying a claim, you or your duly authorized representative must request (in writing) a full review of the claim by the Pension Administrative Committee. In connection with such review, you or your duly authorized representative may review relevant documents and may submit issues and comments in writing. The Pension Administrative Committee will make a decision promptly, and not later than 60 days after receipt of the request for review, unless special circumstances (such as the need to hold a hearing, if appropriate) require an extension of time for processing. In that case, a decision will be rendered as soon as possible, but not later than 120 days after receipt of the request for review. The decision on review will include a written or electronic statement that will include:

- Reason for the Denial — the specific reason or reasons for the denial;
- Reference to Plan Provisions — reference to the specific Plan provisions on which the denial is based;

- Statement of Entitlement to Documents — a statement that you are entitled to receive, upon request and free of charge, access to and copies of, all documents, records and other information that is relevant to your claim and/or appeal for benefits; and
- Statement of Right to Bring Action — a statement that you must bring a civil action in Federal court under Section 502 of ERISA to pursue your claim for benefits.

You should send your claim to:

c/o Christina Pocceschi and Kathren Viglione
Arkema Inc.
Legal Department
900 First Avenue, Building 4 King of Prussia, PA 19406

Your claim will be forwarded to the 401(k) Plans Administrative Committee for response.

Your Legal Rights and Protections

ERISA Rights

As a participant in the Arkema Inc. Employees' Retirement Savings (401(k)) Plan, you are entitled to certain rights and protections under the Employee Retirement Income Security Act of 1974 (ERISA). ERISA provides that all Plan participants shall be entitled to:

- Examine, without charge, at the Corporate Benefits Department during regular working hours, all Plan documents, including insurance contracts and copies of all documents filed by the Plan with the U.S. Department of Labor, such as detailed annual reports (Form 5500 series) and Plan descriptions.

- Obtain copies of all Plan documents and other Plan information by writing to:

  Sr. Director, Total Rewards
  Arkema Inc.
  Corporate Benefits Department
  900 First Avenue, Building 4
  King of Prussia, PA 19406

  Federal law permits a reasonable charge for copies. The cost per page is $0.25.

- Receive a summary of each Plan's annual financial report. The Plan Administrator is required by law to furnish each participant with a copy of the Summary Annual Report.

Duties of Fiduciaries (People Who Manage Your Plans)

In addition to creating rights for Plan participants, ERISA imposes duties upon the people who are responsible for the management of the Arkema Inc. Employees' Retirement Savings (401(k)) Plan. The people who operate your Plan are called "fiduciaries" of the Plan, and have a duty to manage your Plan prudently and solely in the interest of the Plan participants and beneficiaries.

Exercising Your Rights

No one, including Arkema Inc., or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a benefit or exercising your rights under ERISA.

If your claim for a benefit is denied, in whole or in part, you must receive a written explanation of the reason for the denial. You have the right to have the Plan Administrator or the 401(k) Plans Administrative Committee review and reconsider your claim.

Enforcing Your Rights

Under ERISA there are steps you can take to enforce your rights. For instance, if you request materials from the Plan and they are not placed in the mail to you within 30 days, you may file suit in a Federal court. In such a case, the court may require the Plan Administrator to provide the materials and pay you a per day fine of up to $110 until you receive the materials, unless the materials were not sent because of reasons beyond the control of the Plan Administrator.

If you have a claim for benefits that is denied or ignored, in whole or in part, you may file suit in Federal court. If it should happen that Plan fiduciaries misuse the Plan's money, or if you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in Federal court.

The court will decide who should pay court costs and legal fees. If you are successful, the court may order the person you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees - if, for example, it finds your claim is frivolous.

If you have any questions about the Arkema Inc. Employees' Retirement Savings (401(k)) Plan, contact your local Human Resources Representative or the Corporate Benefits Department. If you have any questions about this statement or about your rights under ERISA, you should contact the nearest office of the Employee Benefits Security Administration, U.S. Department of Labor, listed in your telephone directory or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, D.C. 20210. You may also obtain certain publications about your rights and responsibilities under ERISA by calling the publication hotline of the Pension and Welfare Benefits Administration.

It's in your own best interest to bring any problems you may encounter with regard to your benefits to the Company's immediate attention. Arkema is committed to assuring proper treatment and full disclosure of all pertinent information to all Plan participants.

Other Plan Information

Changing or Ending the Plan

Arkema Inc. intends to continue the Plan indefinitely but reserves the right to amend, modify, revoke or terminate the Plan in whole or in part at any time.

The authority to make any such changes to the Plan rests with the Board of Directors of Arkema Inc. In addition, the officers of the Company are authorized to amend the Plan, without the approval of the Board of Directors, provided that such amendment does not adversely affect the Plan's Participants and Beneficiaries and does not materially increase the cost of the Plan to the Company.

The Company's decision to amend, modify, revoke or terminate the Plan may be due to changes in Federal or state laws governing the Plan, the requirements of the Internal Revenue Service or Department of Labor, or any other reason(s). An amendment, modification, revocation or termination of the Plan will not decrease the amount in your account as of the date it takes effect.

Plan Participation – Not a Contract of Employment

Participation in the Plan does not imply a contract of employment between you and Arkema Inc. The Company's right to take disciplinary action against or terminate any employee, if necessary, is not affected by any provision of the Plan.

Name of Plan

Arkema Inc. Employees' Retirement Savings (401(k)) Plan

Plan Sponsor

Arkema Inc.
900 First Avenue, Building 4
King of Prussia, PA 19406

Plan Administrator

The Plan Administrator may appoint or employ individuals to assist with Plan administration. The Plan Administrator is:

401(k) Plan's Administrative Committee
Arkema Inc.
Corporate Benefits Department
900 First Avenue, Building 4
King of Prussia, PA 19406
Phone: (610) 205 - 7000

IRS Employer Identification Number

23-0960890

Plan Number

013

Plan Year

January 1 to December 31

Type of Plan

Defined contribution retirement benefit plan.

Agent for Service of Legal Process

If you feel you must take legal action for any reason regarding your benefits, legal action can be served in care of:

Ms. Christina Pocceschi or
Ms. Kate Viglioine
Arkema Inc.
900 First Avenue, Building 4
King of Prussia, PA 19406

Service of legal process may also be made upon the Plan Trustee.