



KPMG Audit
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61, rue Henri Regnault
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Tarkett

Statutory auditors' report on the reduction in capital

Extraordinary shareholders' meeting of 27 april 2017,
twenty forth resolution
Tarkett
Tour initiale - 1, Terrasse Bellini - 92919 Paris La Défense
This report includes 3 pages



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This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Tarkett

Registered office : Tour initiale - 1, Terrasse Bellini - 92919 Paris La Défense
Share capital : €.318 613 480

Statutory auditors' report on the reduction in capital

Extraordinary shareholders' meeting of 27 april 2017, twenty fourth resolution

To the Shareholders,

In our capacity as Statutory Auditors of your company and in accordance with the procedures provided for in Article L. 225-209 of the French commercial code (Code de Commerce) on the decrease in share capital by the cancellation of shares purchased, we hereby report to you on our assessment of the reasons for and the terms and conditions of the proposed decrease in share capital.

The Management Board proposes that you authorize it, for a period of 26 months beginning on the date of this Shareholders' Meeting, to cancel the shares repurchased under the share repurchase program implemented pursuant to the above-mentioned Article, within the limit of 10% of the Company's share capital per 24-month period.

We performed those procedures which we considered necessary in accordance with the professional guidelines of the French national auditing body (Compagnie Nationale des Commissaires aux Comptes) applicable to this engagement. These procedures consisted in verifying that the terms and conditions of the proposed reduction in capital, which should not compromise equity among the shareholders, are fair.

We have no observation to report with regards to the terms and conditions of the proposed reduction in capital.

Paris La Défense, 24 February 2017

The statutory auditors,



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KPMG Audit
Département de KPMG S.A.

Mazars

Philippe Grandclerc
Partner

Renaud Laggiard
Partner

Juliette Decoux
Partner

Eric Schwaller
Partner