TARKETT

MANAGEMENT BOARD REPORTON DRAFT RESOLUTIONS TO THE COMBINED GENERAL SHAREHOLDERS MEETING OF AVRIL 27 2017

1. Approval of the Company and Consolidated Financial Statements for Fiscal Year 2016 (first and second resolutions)

In its first and second resolutions, the Management Board asks the Meeting to approve the Company financial statements and the Consolidated Financial Statements as of and for the fiscal year ended December 31, 2016, which show:

- with respect to the Company financial statements, an income statement showing net profit in the amount of €9,769,475 in 2016 as compared with €54,159,597 in 2015;
- with respect to the Consolidated Financial Statements, net income, Group Share, in the amount of €118.6 million in 2016 as compared with €83.3 million in 2015. Details of the financial statements and the corresponding Statutory Auditors' reports are included in Chapter 4, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and Chapter 5, "Financial Statements," of the 2016 Registration Document.

2. Allocation of the results and determination of the dividend amount (third resolution)

The purpose of the third resolution is to ask the Meeting:

(i) to allocate the results;

(ii) to set the dividend at €0.60 per share, payable in cash, for the fiscal year ended December 31, 2016.

The dividend will be paid on July 6, 2017.

3. Regulated agreements and commitments (fourth resolution)

The fourth resolution presents to the Meeting the commitments or agreements referred to in Articles L.225-86 et seq. of the French Commercial Code that were entered into or remained in force during the fiscal year ended December 31, 2016, as presented in the Statutory Auditors' special report (included in Section 8.6 "Special Report of the Statutory Auditors on the regulated agreements and commitments" of the Registration Document). The Management Board notes that one new agreement was entered into and that those entered into in previous years continued during the fiscal year ended December 31, 2016.

4. Ratification of cooptation, renewals of terms, and appointments to the Supervisory Board (fifth through tenth resolutions)

At its meeting on December 5, 2016, the Supervisory Board took note of the resignation of Mr. Josselin de Roquemaurel as a Member of the Supervisory Board.

At the same meeting, after analysis by the Nominations and Compensation Committee, the Supervisory Board coopted **Ms. Agnès Touraine** as a member of the Board for the remainder of her predecessor's term, to expire at the close of the annual shareholders' meeting called in 2017 to approve the financial statements for the fiscal year ended December 31, 2016.

The Meeting is asked to ratify the cooptation of Ms. Agnès Touraine as a Member of the Supervisory Board (**fifth resolution**) as well as, following an analysis by the Nominations and Compensation Committee, to extend her term for a duration of four (4) years (**sixth resolution**).

Agnès Touraine is currently Chairwoman of the Institut Français des Administrateurs (IFA) and is also a founder and Chairwoman of Act III Consultants, a management consulting firm dedicated to digital transformation. Previously, she was the Chairwoman and CEO of Vivendi Universal Publishing, after spending 10 years at the Lagardère Group and five years at McKinsey.

She has a degree in law, a degree from Sciences Po Paris, and an MBA from Columbia University.

She is a member of the Board of Directors of Proximus (formerly Belgacom) and until mid-2016 was on the boards of Darty Plc and Neopost. She also serves on the boards of directors of various non-profit organizations, such as IDATE and the French American Foundation.

In addition, the terms of Mr. Jacques Garaïalde and Ms. Guylaine Saucier (independent members of the Supervisory Board) and of Mr. Nicolas Deconinck (observer) are expiring at the close of the General Shareholders' Meeting of April 27, 2017.

The Meeting is asked, upon the recommendation of the Nominations and Compensation Committee, to extend the term of **Mr. Jacques Garaïalde** as an independent Member of the Supervisory Board for a duration of two (2) years (**seventh resolution**).

Mr. Garaïalde was a Senior Adviser to Kohlberg Kravis Roberts & Co. ("KKR") from 2014 until December 31, 2016 and was a partner of KKR from 2003 to 2014. Previously, he was a partner of Carlyle, in charge of the technology fund. Between 1982 and 2000, he worked for the Boston Consulting Group, serving as Senior Vice President and Partner responsible for Belgium (from 1992 to 1995) and then France and Belgium (from 1995 to 2000).

Between 1979 and 1981, he held various positions within Esso France.

He was a trustee of the École Polytechnique Charitable Trust and a member of the Benefits Committee of the Institute of Genetic Illnesses.

The Meeting is asked, upon the recommendation of the Nominations and Compensation Committee, to extend the term of **Ms. Guylaine Saucier** as an independent Member of the Supervisory Board for a duration of four (4) years (**eighth resolution**).

Ms. Saucier was Chairwoman and CEO of the Gérard Saucier Ltée group from 1975 to 1989. A director of numerous large companies, including the Bank of Montreal, AXA Assurances Inc., Danone and Areva, she was also Chairwoman of the Mixed Committee on Corporate Governance (ICCA, CDNX, TSX) (2000-2001), Chairwoman of the Board of Director of the Canadian Institute of Chartered Professional Accountants (1999 to 2000) and a member of the Board of Directors of the Bank of Canada from 1987 to 1991. She was also named to chair the Quebec Chamber of Commerce.

She holds a business degree from the Ecole des Hautes Etudes Commerciales of Montreal. She is a certified director with the Institute of Corporate Directors, and received the title of Fellow from the CPA Order of Quebec.

The Meeting is asked, following the analysis of the Nominations and Compensation Committee, to extend the term of **Nicolas Deconinck** as an observer the Supervisory Board for a duration of four (4) years (**ninth resolution**).

Mr. Deconinck is an associate director of The Roxane Company, which specializes in Digital Strategies and Social Media.

He began his career as a Marketing Consultant at Orange Mobile and then became an IT Consultant for Bearing Point. He then founded Attractive, a chain of sports stores, and then SoActive, an English e-commerce site. He sold his company and then joined the fintech company EarlyMetrics, where he was in charge of international development.

He is a graduate of the University of Paris IX Dauphine and of Sciences Po Paris.

Finally, the Meeting is asked, following the analysis of the Nominations and Compensation Committee, to appoint **Ms. Sabine Roux de Bézieux** as a Member of the Supervisory Board for a duration of four (4) years (**tenth resolution**).

This appointment would have the effect of achieving a gender parity of 40% on the Board, in accordance with legal requirements.

Sabine Roux de Bézieux is a graduate of ESSEC. Following two years as an investment banker, she spent 13 years with the Andersen group in London and Paris. From 2002 to 2012, she managed her own advisory firm, Advanceo, before joining the boards of directors of several listed companies and becoming the CEO of Notus Technologies.

Ms. de Bézieux has been involved in charitable foundations for ten years, first with the ARAOK foundation, which she created with her husband in 2005, and then by creating Un Esprit de Famille (Family Spirit), which brings together French family foundations. She is also active in the non-profit arena, as chairwoman of United Way France, Espoir Niger, and Fondation de la mer.

Ms. Roux de Bézieux is an independent Board Member of three listed companies: ABC Arbitrage, Altur Investissement, and ANF Immobilier.

5. Approval of the principles and components used to determine, allocate, and grant the items making up the compensation of the members of the Management Board and of the Chairman of the Supervisory Board (eleventh through fourteenth resolutions)

Pursuant to the recent provisions of the "Sapin II" Law (Article L.225-82-2 of the French Commercial Code), the General Shareholders' Meeting is asked to approve the principles and components used to determine, allocate, and grant the fixed, variable, long-term, and exceptional items making up the total compensation and benefits of all kinds granted to **Mr. Michel Giannuzzi** (Chairman of the Management Board, **eleventh resolution**), **Mr. Fabrice Barthélemy** (Member of the Management Board, **twelfth resolution**), **Ms. Sharon MacBeath** (Member of the Management Board, **thirteenth resolution**), and **Mr. Didier Deconinck** (Chairman of the Supervisory Board, **fourteenth resolution**), as set forth in Section 2.6.1, "Consultation on the Principles and Components of the Compensation" of the Registration Document.

It is noted that all of these components of compensation were analyzed by the Nominations and Compensation Committee and are in compliance with the recommendations of the Afep-Medef Code.

6. Re-assessment of the total attendance fees allocated to the members of the Supervisory Board (fifteenth resolution)

The maximum amount of attendance fees authorized by the General Shareholders' Meeting of November 4, 2013 is €450,000.

In order to take into account the increase in the number of Supervisory Board members if the relevant resolutions presented to the General Shareholders' Meeting of April 27, 2017 are adopted, you are asked to authorize an increase of such amount to €500,000.

It is noted that such increase would have no effect on the allocation of attendance fees among the various members of the Supervisory Board as set forth in Section 2.6.1.3, "Principles and Components of the Compensation Paid to Supervisory Board Members," of the Registration Document.

7. Advisory vote on the components of the compensation due or granted to the members of the Management Board and to the Chairman of the Supervisory Board for the 2016 fiscal year (sixteenth through nineteenth resolutions)

Pursuant to the recommendation of Article 26.1 of the Afep-Medef Corporate Governance Code, as revised in November 2016, the Supervisory Board proposes to submit for an advisory vote of the General Shareholders' Meeting the components of the compensation due or granted for the 2016 fiscal year to Mr. Didier Deconinck (Chairman of the Supervisory Board), and to Messrs. Michel Giannuzzi (Chairman of the Management Board), Fabrice Barthélemy and Vincent Lecerf (members of the Management Board) as set forth in Section 2.6.2 "Consultation on the Components of the Compensation Due or Granted for the Fiscal year ended December 31, 2016," of the Registration Document.

You are asked to issue a favorable vote on the elements of the compensation due or granted for the fiscal year ended December 31, 2016 to Mr. Didier Deconinck (Chairman of the Supervisory Board), as well as to Messrs. Michel Giannuzzi (Chairman of the Management Board), Fabrice Barthélemy and Vincent Lecerf (members of the Management Board).

8. Authorization to be granted to the Management Board to trade in the Company's shares (twentieth resolution)

To ensure that the Company is at all times able to buy back its own shares, a resolution is submitted for your approval to authorize the Management Board, with the power to sub-delegate as permitted by law, to purchase or cause the purchase of shares of the Company, in order to carry out the following transactions:

- to grant free shares pursuant to Articles L.225-197-1 et seq. of the French Commercial Code; or
- to grant free shares to employees or officers of the Company or an affiliate of the Company (in particular the Company's direct and indirect subsidiaries) under any plan that is not subject to Articles L.225-197-1 et seq. of the French Commercial Code, and in particular under long term incentive plans; or
- to cancel shares that are bought back but not allocated; or
- to maintain a liquidity market in Tarkett's shares through an investment services provider in the framework of a liquidity agreement that complies with the market ethics charter recognized by the AMF.

The share buyback program could also be used in order to carry out any market practice permitted by the AMF, and, more generally, to carry out any transaction that complies with applicable regulations.

Tarkett's shareholding is subject to applicable regulations.

Purchases, sales and transfers could be carried out at any time, up to the limits authorized by applicable laws and regulations (other than during a tender offer), and by any means.

The Company could buy back a number of shares such that:

- the number of shares that the Company buys during the term of the share buyback program shall not exceed 10% of the shares making up the Company's share capital at any time, as adjusted following any transaction affecting it subsequent to this General meeting (such number being 6,372,269 shares as of December 31, 2016), provided, that where the shares are bought in order to maintain liquidity pursuant to the conditions defined by the AMF General Regulation, the number of shares taken into account for purposes of calculating the 10% limit provided for above shall be the number of shares bought less the number of shares resold during the period of the authorization; and
- the number of shares that the Company holds may not at any time exceed 10% of the shares comprising the Company's share capital on the date in question.

Shares could be bought, sold or transferred at any time (other than during a tender offer for the Company's shares) up to the limits authorized under applicable laws and regulations, on regulated markets or multilateral trading facilities, through systematic internalizers or over the counter, including through block trades (without limiting the portion of the buyback program that may be carried out by this means), by tender or exchange offer, or through the use of options or other derivative Financial Instruments traded on regulated markets, multilateral trading facilities, through systematic internalizers or over the counter, or by delivery of shares following the issuance of securities giving access to the Company's share capital by conversion, exchange, reimbursement, exercise of a warrant or in any other manner, either directly or indirectly through an investment services provider acting pursuant to the conditions of Article L.225-206 II of the French Commercial Code.

It is recommended that you set the maximum purchase price at €60 per share.

The General Shareholders' Meeting would delegate to the Management Board the power to adjust the maximum purchase price stated above in order to account for the effect of such transactions on the value of the shares, in the event of a change in the shares' par value, a capital increase by incorporation of reserves, a grant of free shares, a stock split or a reverse stock split, a distribution of reserves or of any other assets, a capital redemption, or any other transaction affecting shareholders' equity.

The total amount allocated to the share buyback program authorized above may not be greater than €15 million.

As of the date hereof and up to the amount, if any, that has not yet been used, this authorization would cancel any power previously given to the Management Board to trade in the Company's shares.

This authorization would be given for a period of eighteen months from the date hereof.

9. Delegation of authority to be given to the Management Board to decide to increase the Company's share capital by incorporation of premiums, reserves, profits, or otherwise (twenty-first resolution)

You are asked, pursuant to Article L.225-130 of the French Commercial Code, to renew the authorization granted to the Management Board on April 24, 2015 to carry out one or more capital increases by incorporation of premiums, reserves, profits, or otherwise, for a period of 26 months.

The maximum par value of the capital increases that could be carried out in that regard is €50,000,000.

This authorization would be given for a maximum period of twenty-six months from the date of the General Shareholders' Meeting.

10. Authorization to be given to the Management Board to grant free shares to employees and/or certain officers of the Company or its related companies, duration of the authorization, maximum amount, duration of vesting and retention periods (twenty-second resolution)

We ask you to grant the Management Board authorization to make free grants, subject to the achievement of performance conditions determined by the Management Board in agreement with the Supervisory Board and upon the recommendation of the Nominations and Compensation Committee, of existing shares of the Company not representing more than 1% of the Company's share capital on the date of the General Shareholders' Meeting to members or certain members of the salaried staff and/or certain company officers of the Company or its affiliated companies. We note that the grants that would be made under this Resolution to members of the Management Board would be approved in advance by the Supervisory Board, would be fully subject to performance conditions, and could not represent more than 30% of the shares covered by this Resolution.

This proposal takes into account the significant changes to the legal, tax, and employment regime governing free share grants introduced by Law No. 2015-990 of August 6, 2015 on growth, activity, and economic equality of opportunity (known as the "Macron Law") and the amendments made by the 2017 Finance Law.

In connection with the authorization, we ask you to provide that the Management Board will have the authority each time it makes a grant decision to determine, on the basis of the recommendations of the Nominations and Compensation Committee and pursuant to the law, the vesting period following which the share grant will become final, which period may not be less than two years from the share grant date.

We also ask you to provide that the Management Board will have the authority each time it makes a grant decision to determine, on the basis of the recommendations of the Nominations and Compensation Committee, where applicable, the retention period to which the grant beneficiaries will be bound, which period shall run from the vesting date of the shares and which may be eliminated, since the vesting period may not be less than two years.

We also ask you to provide that in the event that a beneficiary becomes disabled, as defined in the second or third category set forth in Article L.341-4 of the French Social Security Code, the shares shall be definitively granted before the end of the remaining vesting period, and shall be immediately transferable.

We propose that the existing shares that may be granted pursuant to this authorization be acquired by the Company, either pursuant to Article L.225-208 of the French Commercial Code, or, where applicable, under the share buyback program proposed in the twentieth resolution, in accordance with Article L.225-209 of the French Commercial Code, or any other share buyback program that may apply at a later date.

We ask you to grant this authorization as from the date of the General Shareholders' Meeting of April 27, 2017, for a duration to expire at the close of the General Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2017,

Within that framework, you will be asked to grant all powers to the Management Board, subject to the limits set forth above and subject to the prior authorization of the Supervisory Board, to implement this authorization, and, in particular, to:

- determine the beneficiaries, the grant criteria (in particular with respect to continued employment and, where applicable, performance), the number of shares to be granted to each of them, the terms and conditions for the share grants and, in particular, the vesting period and retention period applicable to each grant, subject to the minimum periods defined by this Resolution;
- set, upon the proposal of the Nominations and Compensation Committee, pursuant to legal conditions and limits, the dates on which such free share grants shall be made;
- determine the dividend date for the newly issued shares;
- decide the terms pursuant to which the number of shares granted will be adjusted in order to preserve the beneficiaries' rights; and
- more generally, with the power to delegate and sub-delegate as permitted by law, enter into any agreements, prepare any documents, and carry out any formalities or filings with any bodies, and do all that may otherwise be necessary.

11. Delegation of authority to be given to the Management Board to decrease the share capital by cancellation of treasury shares (twenty-third resolution)

The Meeting is asked, pursuant to Article L.225-209 of the French Commercial Code, to renew for a period of 26 months the authorization given to the Management Board on April 24, 2015 to carry out one or more capital decreases by cancellation of treasury shares and/or shares acquired in connection with the share buyback program.

The maximum number of shares that the Company could cancel during a period of 24 months would be equal to 10% of the shares making up the Company's share capital.

It is noted that the Company did not cancel any shares during the fiscal year ended December 31, 2016.

This authorization would be given for a maximum period of twenty-six months from the date of the General Shareholders' Meeting.

12. Amendment of the Bylaws to determine the terms pursuant to which the members of the Supervisory Board representing the employees are appointed (twenty-fourth resolution)

The "Rebsamen Law," and specifically Article L.225-79-2 of the French Commercial Code, requires companies having reached certain thresholds (which your Company has exceeded) to appoint one or two (depending on whether the Board has more than 12 members) Supervisory Board members representing the employees.

The law provides that it is the responsibility of the General Shareholders' Meeting to amend the bylaws to determine the procedures by which the employee representative or representatives will be appointed.

The Management Board wished to provide for an appointment procedure that is adapted to the Company's particular needs, complies with best practices, and is not excessively complex.

Therefore, the General Shareholders' Meeting is asked to amend the Bylaws to provide in principle for the creation of a Works' Council and for the appointment by such Works' Council, as provided for by law, of one Supervisory Board member to represent the employees (since the Board has fewer than 12 members).

13. Amendment of the bylaws to take into account French Commercial Code's new wording regarding the conditions to attend Shareholders' General Meetings (twenty-fifth resolution)

The General Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to extraordinary shareholders' meetings, and after reviewing the report of the Management Board, decide, in compliance with the new wording of article R.225-85 of the French Commercial Code, to replace the expression "accounting registration" ("enregistrement comptable") by the expression "book-entry" ("inscription en compte") in article 25 ("Shareholders' Meetings'") paragraph 4 of the Company's Bylaws, which will be drafted as follows:

"Any shareholder can attend, personally or by proxy, the general meetings, upon justification of her or his identity and with a proof of ownership of the shares under the form of a book-entry of said shares, in the conditions prescribed by the law."

A recent decree under French law has modified the wording of the regulation regarding proof of ownership of the Company's shares, which is necessary to provide in order to attend shareholders' General Meetings.

While former regulations were referring to the need to justify the "accounting registration" ("enregistrement comptable"), new ones are now referring to the "book-entry" ("inscription en compte") of the securities.

It is only a change of language, which aims at clarifying an expression which could be have been misleading, and has no impact on the material conditions or in the deadlines governing the possibility to attend General Meetings.

Since this expression was mentioned into the bylaws of the Company, it is asked, through this resolution, to bring the corresponding change.

We hope that you will approve all of the resolutions submitted for your vote.

The Management Board