

## TARKETT

Société anonyme à Directoire et Conseil de surveillance au capital de 318.613.480 euros  
Siège social : Tour Initiale – 1 Terrasse Bellini – 92919 Paris la Défense  
352 849 327 RCS Nanterre

### **AGENDA AND DRAFT RESOLUTIONS OF THE COMBINED SHAREHOLDERS GENERAL MEETING OF APRIL 26 2018**

## **AGENDA**

#### **1<sup>st</sup> Resolution:**

Approval of the Company financial statements for the financial year ended December 31, 2017;

#### **2<sup>nd</sup> Resolution:**

Approval of the Consolidated Financial Statements for the financial year ended December 31, 2017;

#### **3<sup>rd</sup> Resolution:**

Allocation of the net result for the financial year ended December 31, 2017 and determination of the dividend;

#### **4<sup>th</sup> Resolution:**

Approval of regulated agreements and commitments within the meaning of Articles L.225-86 et seq. of the French Commercial Code;

#### **5<sup>th</sup> Resolution:**

Renewal of the mandate of Mr. Didier Deconinck as a member of the Supervisory Board;

#### **6<sup>th</sup> Resolution:**

Renewal of the mandate of Mr. Eric La Bonnardière as a member of the Supervisory Board;

#### **7<sup>th</sup> Resolution:**

Appointment of Mr. Julien Deconinck as a member of the Supervisory Board;

#### **8<sup>th</sup> Resolution:**

Appointment of Mr. Bernard-André Deconinck as an observer of the Supervisory Board;

#### **9<sup>th</sup> Resolution:**

Approval of the compensation paid or awarded for the 2017 financial year to Michel Giannuzzi, Chairman of the Management Board until August 31, 2017;

#### **10<sup>th</sup> Resolution:**

Approval of the compensation paid or awarded for the 2017 financial year to Mr. Glen Morrison, Chairman of the Management Board effective September 1, 2017;

#### **11<sup>th</sup> Resolution:**

Approval of the compensation paid or awarded for the 2017 financial year to Mr. Fabrice Barthélemy, Member of the Management Board, under his employment contract;

#### **12<sup>th</sup> Resolution:**

Approval of the compensation paid or awarded in respect of the 2017 financial year to Mrs. Sharon MacBeath, Member of the Management Board, under her employment contract;

**13<sup>th</sup> Resolution:**

Approval of the compensation paid or awarded for the 2017 financial year to Mr. Didier Deconinck, Chairman of the Supervisory Board;

**14<sup>th</sup> Resolution:**

Approval of the principles and criteria for determining, distributing, and allocating Mr. Glen Morrison's compensation as Chairman of the Management Board;

**15<sup>th</sup> Resolution:**

Approval of the principles and criteria for determining, distributing, and allocating the remuneration of the Chairman of the Supervisory Board;

**16<sup>th</sup> Resolution:**

Approval of the principles and criteria for determining, distributing, and allocating the remuneration of the members of the Supervisory Board;

**17<sup>th</sup> Resolution:**

Authorization provided to the Management Board to trade in shares of the Company;

**Extraordinary business**

**18<sup>th</sup> Resolution:**

Authorization is granted to the Management Board to allocate performance shares to employees and/or certain corporate officers of the Company or related companies, the duration of the authorization, the ceiling, the duration of the vesting and retention periods;

**Ordinary business**

**19<sup>th</sup> Resolution:**

Powers for formalities.

## DRAFT RESOLUTIONS

### **First resolution**

*(Approval of the Company financial statements for the financial year ended December 31, 2017)*

The General Meeting, pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings and after reviewing (i) the report of the Management Board; (ii) the report of the Supervisory Board; and (iii) the report of the Statutory Auditors on the annual Company financial statements as of and for the financial year ended December 31, 2017, **approves** the Company financial statements as of and for the financial year ended December 31, 2017 as presented to them and including the balance sheet, income statement and annexes, showing net income of €51,920,613, as well as the transactions described in such financial statements and summarized in such reports.

Pursuant to Article 223 c of the French General Tax Code, the General Shareholders' Meeting also takes note that total expenses and charges as referred to in Article 39-4 of the French General Tax Code were €46,832 for the most recently ended financial year.

### **Second resolution**

*(Approval of the Consolidated Financial Statements for the financial year ended December 31, 2017)*

The General Meeting, pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings and after reviewing (i) the report of the Management Board; (ii) the report of the Supervisory Board; and (iii) the report of the Statutory Auditors on the consolidated Company financial statements as of and for the financial year ended December 31, 2017, **approves** the Company financial statements as of and for the financial year ended December 31, 2017 as presented to them and including the balance sheet, income statement and annexes, showing net result of (€38.7) million, as well as the transactions described in such financial statements and summarized in such reports.

### **Third resolution**

*(Allocation of the net result for the financial year ended December 31, 2017 and determination of the dividend)*

The General Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings, and after reviewing the report of the Management Board, finding that the financial statements as of and for the financial year ended December 31, 2017 show a net profit of €51,920,613, **decides**, upon the proposal of the Management Board, to allocated and distribute the distributable profit as follows:

<b>Distributable amount for 2017</b> (in euros)	
Net income for the financial year	51,920,613
Unappropriated retained earnings	715,991,071
<b>Total</b>	<b>767,911,684</b>
<b>Allocation of distributable profit</b>	
Dividend per share of €0.60, corresponding to a total amount of (1)	38,018,940
Balance allocated to retained earnings	729,892,744

(1) The total amount of the distribution referred to above is calculated on the basis of the number of shares with dividend rights as of December 31, 2017 (63,364,900 shares) and may change if the number of shares with dividend rights changes between January 1, 2018 and the ex-dividend date, in particular with respect to the number of treasury shares and final grants of bonus shares (where the recipient has dividend rights under the relevant plan).

As a result, the General Shareholders' Meeting **sets** the per-share dividend at €0.60 for the financial year ended December 31, 2017, attached to each of the shares with rights thereto.

The General Meeting specifies that the Company will not receive any dividend in respect of shares that it holds on the payment date. If, when the dividend is paid, the Company holds any of its own shares, the amounts corresponding to the dividends not paid in respect of such shares will be allocated to retained earnings. As a result, the General Shareholders' Meeting delegates authority to the Management Board to adjust the final amount of the distribution and the final amount of retained earnings, if necessary.

In accordance with Article 243a of the French General Tax Code, it is specified that when paid to shareholders who are natural persons and residents of France for tax purposes, this distribution is eligible for the 40% tax deduction provided for in Article 158 3.2 of the same Code. Furthermore, it is specified that since January 1, 2018, dividends are subject to a single flat tax of 30%, consisting of: 12.8% for income tax and 17.2% for social security contributions.

Dividends paid over the past three financial years	Year distributed		
	2017	2016	2015
Total dividends (in € millions)	38 <sup>(1)</sup>	33.1 <sup>(1)</sup>	24.1 <sup>(1)</sup>
Dividends per share (in euros)	0.60	0.52	0.38

(1) The amounts presented in the table represent total dividends after deduction of the dividend on treasury shares held by the Company.

The dividend will be detached from the share at the end of the accounting day of July 3, 2018 and will be paid as of July 5, 2018.

#### Fourth resolution

*(Approval of regulated agreements and commitments within the meaning of Articles L.225-86 et seq. of the French Commercial Code)*

The General Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings, and having reviewed the special report of the Statutory Auditors on agreements and commitments governed by Articles L.225-86 et seq. of the French Commercial Code, **approves** such report as well as the agreement entered into during the financial year ended December 31, 2017 and authorized in advance by the Company's Supervisory Board.

#### Fifth resolution

*(Renewal of the mandate of Mr. Didier Deconinck as a member of the Supervisory Board)*

The General Meeting, pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings, having reviewed the report of the Management Board and noting that the term of Mr. Didier Deconinck is expiring, **decides** to reappoint him as a Member of the Supervisory Board for a term of four (4) years to expire at the close of the annual shareholders' meeting called in 2021 to approve the financial statements for the financial year ending December 31, 2021.

Mr. Deconinck indicated in advance that he would accept the renewal of his term if this Meeting so decides and that he does not hold any position, nor is he subject to any measure, liable to render him ineligible.

#### Sixth resolution

*(Renewal of the mandate of Mr. Eric La Bonnardière as a member of the Supervisory Board)*

The General Meeting, pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings, having reviewed the report of the Management Board and noting that the term of Mr. Eric La Bonnardière is expiring, **decides** to reappoint him as a Member of the Supervisory Board for a term of four (4) years to expire at the close of the annual shareholders' meeting called in 2021 to approve the financial statements for the financial year ending December 31, 2021.

Mr. Eric La Bonnardière indicated in advance that he would accept the renewal of his term if this Meeting so decides and that he does not hold any position, nor is he subject to any measure, liable to render him ineligible.

#### Seventh resolution

*(Appointment of Mr. Julien Deconinck as a member of the Supervisory Board)*

The General Meeting, acting under the conditions of quorum and majority required for ordinary general meetings, having taken note of the report of the Management Board, and noting that his mandate as observer member of the Supervisory Board expires, decides to appoint Mr. Julien Deconinck as a member of the Supervisory Board for a period of four (4) years until the end of the Annual General Meeting called to approve, in 2022, the financial statements for the year ended December 31, 2021.

Mr. Julien Deconinck indicated in advance that he will accept his appointment, should it be decided by this GM, and that he does not exercise any function and is not subject to any measure that might render him ineligible.

#### Eighth resolution

*(Appointment of Mr. Bernard-André Deconinck as an observer of the Supervisory Board)*

The General Meeting, acting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the Management Board's report, and the knowledge of his resignation as a member of the Supervisory Board, decides to appoint Mr. Bernard- André Deconinck as an observer of the Supervisory Board for a period of four (4) years until the end of the Annual General Meeting called to approve, in 2022, the financial statements for the year ended December 31 2021.

Mr. Bernard-André Deconinck indicated in advance that he will accept his appointment, should it be decided by this GM, and that he does not exercise any function and is not subject to any measure that might render him ineligible.

#### **Ninth resolution**

*(Approval of the compensation paid or awarded for the 2017 financial year to Michel Giannuzzi, Chairman of the Management Board until August 31, 2017)*

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, approves the fixed, variable, and exceptional components of the total remuneration and benefits package of any kind paid or awarded in respect of the 2017 financial year to Mr. Michel Giannuzzi in his capacity as Chairman of the Management Board until August 31, 2017, as set out in Section 2.6.2.1 "Components of compensation paid or attributed to Michel Giannuzzi (Chairman of the Management Board until August 31, 2017) during the year ended December 31, 2017" of the 2017 Registration Document.

#### **Tenth resolution**

*(Approval of the compensation paid or awarded for the 2017 financial year to Mr. Glen Morrison, Chairman of the Management Board effective September 1, 2017)*

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, approves the fixed, variable, and exceptional components of the total remuneration and benefits package of any kind paid or awarded in respect of the 2017 financial year to Mr. Glen Morrison in his capacity as Chairman of the Management Board as of September 1, 2017 as set out in Section 2.6.2.2 "Components of compensation paid or awarded to Glen Morrison (Chairman of the Management Board since September 1, 2017) during the year ended December 31, 2017" of the 2017 Registration Document.

#### **Eleventh Resolution**

*(Approval of the compensation paid or awarded for the 2017 financial year to Mr. Fabrice Barthélemy, Member of the Management Board, under his employment contract)*

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, approves the fixed, variable, and exceptional components of the total remuneration and benefits package of any kind paid or awarded in respect of the 2017 financial year to Mr. Fabrice Barthélemy, member of the Management Board, under his employment contract, as set out in Section 2.6.2.3 "Elements of compensation paid or awarded to Fabrice Barthélemy, member of the Management Board, under his employment contract, during the year ended December 31, 2017" of the 2017 Registration Document.

#### **Twelfth resolution**

*(Approval of the compensation paid or awarded in respect of the 2017 financial year to Mrs. Sharon MacBeath, Member of the Management Board, under her employment contract)*

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, approves the fixed, variable, and exceptional components of the total remuneration and benefits package of any kind paid or awarded in respect of the 2017 financial year to Mrs. Sharon MacBeath, member of the Management Board, under her employment contract, as set out in Section 2.6.2.4 "Elements of compensation paid or awarded to Sharon MacBeath, member of the Management Board, under her employment contract, during the year ended December 31, 2017" of the 2017 Registration Document.

#### **Thirteenth resolution**

*(Approval of the compensation paid or awarded for the 2017 financial year to Mr. Didier Deconinck, Chairman of the Supervisory Board)*

The General Meeting, acting under the conditions of quorum and majority of Ordinary General Meetings, having taken note of the report of the Management Board, approves the fixed, variable, and exceptional items constituting the total

remuneration and the benefits of any kind paid or awarded during the financial year 2017 to Mr. Didier Deconinck in his capacity as Chairman of the Supervisory Board, as set out in Section 2.6.2.5 "Elements of compensation paid or attributed to Didier Deconinck, in his capacity as Chairman of the Supervisory Board the during year ended December 31, 2017" of the 2017 Registration Document.

#### **Fourteenth resolution**

*(Approval of the principles and criteria for determining, distributing, and allocating Mr. Glen Morrison's compensation as Chairman of the Management Board)*

The General Meeting, acting with the quorum and majority requirements for ordinary general meetings, approves the principles and criteria of determination, distribution, and allocation of fixed, variable, and exceptional components of total compensation and benefits of any nature attributable to Mr. Glen Morrison in his capacity as Chairman of the Management Board, as set out in Sections 2.6.1.1. "Principles of the Management Board member's compensation" and 2.6.1.2 "Criteria for the remuneration of the Chairman of the Management Board" of the 2017 Registration Document.

#### **Fifteenth resolution**

*(Approval of the principles and criteria for determining, distributing, and allocating the remuneration of the Chairman of the Supervisory Board)*

The General Meeting, acting with the quorum and majority requirements for ordinary general meetings, approves the principles and criteria of determination, distribution, and allocation of fixed, variable, and exceptional components of total compensation and benefits of any nature attributable to the Chairman of the Supervisory Board, as set out in section 2.6.1.3 "Principles and criteria making up the remuneration components of the members of the Supervisory Board" of the 2017 Registration Document.

#### **Sixteenth resolution**

*(Approval of the principles and criteria for determining, distributing, and allocating the remuneration of the members of the Supervisory Board)*

The General Meeting, acting with the quorum and majority requirements for ordinary general meetings, approves the principles and criteria of determination, distribution, and allocation of fixed, variable, and exceptional components of total compensation and benefits of any nature attributable to the members of the Supervisory Board, as set out in section 2.6.1.3 "Principles and criteria making up the remuneration components of the members of the Supervisory Board" of the 2017 Registration Document.

#### **Seventeenth resolution**

*(Authorization provided to the Management Board to trade in shares of the Company)*

The General Meeting, pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings, and having reviewed the report of the Management Board, **authorizes** the Management Board to purchase or cause the purchase of the Company's shares, with the power to sub-delegate as permitted by law, in accordance with Articles L.225-209 et seq. of the French Commercial Code, for the purpose of:

- > Granting bonus shares pursuant to Articles L.225-197-1 et seq. of the French Commercial Code; or
- > Granting bonus 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
- > Cancelling shares that are bought back but not allocated; or
- > Maintaining 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 Company may 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 may 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.

The maximum share purchase price in connection with this resolution is €60.

The General Shareholders' Meeting **delegates** to the Management Board, in the event of a change in the shares' par value, a capital increase by incorporation of reserves, a grant of bonus 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 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.

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

The General Shareholders' Meeting **grants** all powers to the Management Board, with the power to delegate as permitted by law, to decide upon and implement this authorization, to specify, if necessary, its terms and conditions, to carry out the share buyback program, and in particular to place any stock market order, to enter into any agreement, to allocate or reallocate the acquired shares for their intended purposes in accordance with applicable laws and regulations, to set the terms and conditions governing the maintenance of shareholder or option holder rights in accordance with legal, regulatory or contractual provisions, to file any declarations with the AMF or any other competent authority and to carry out all other formalities and, generally, to perform all necessary acts.

As of the date hereof and up to the amount, if any, that has not yet been used, this authorization cancels any power previously given to the Management Board to trade in the Company's shares. It is given for a period of 18 months as from the date hereof.

### **Extraordinary business**

#### **Eighteenth resolution**

*(Authorization granted to the Management Board to allocate bonus shares to employees and/or certain corporate officers of the Company or related companies, the duration of the authorization, the ceiling, the duration of the vesting and retention periods)*

The General Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to extraordinary shareholders' meetings and in accordance with applicable law, including Article L.225-197-1 et seq. of the French Commercial Code, after reviewing the report of the Management Board, and the special report of the Statutory Auditors:

**authorizes** the Management Board, as from the date of this General Shareholders' Meeting, and for a duration to expire at the close of the General Shareholders' Meeting called to approve the financial statements for the financial year ending December 31, 2017, to carry out, with the prior authorization of the Supervisory Board, one or more free grants of existing shares of the Company, subject to the performance conditions set by the Management Board and approved by the Supervisory Board and upon the proposal of the Nominations and Compensation Committee, pursuant to the terms set forth below.

The total number of existing shares of the Company to be granted pursuant to this Resolution may not represent more than 1% of the Company's share capital on the date of this Meeting, it being specified that the grants made pursuant to this Resolution to each of the members of the Company's Management Board must be authorized in advance by the Supervisory Board, must be fully subject to performance conditions, and may not represent more than 30% of the number of shares authorized by this Resolution.

The beneficiaries will be some or all of the eligible employees and/or company officers (within the meaning of Article L.225-197-1 II paragraph 1 of the French Commercial Code and subject to compliance with Articles L.225-186-1 and L.225-197-6 of such Code) of the Company or of companies or groups that are related to the Company within the meaning of Article L.225-197-2 of the French Commercial Code, or certain categories thereof.

At the time of each grant decision, the Management Board shall determine, on the basis of the recommendations of the Nominations and Compensation Committee and as permitted by law, the vesting period following which the share grant shall become final. The vesting period may not be less than two years from the date of the share grant.

At the time of each grant decision, the Management Board shall 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.

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.

The existing shares that may be granted pursuant to this Resolution shall 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 Eleventh Resolution above, 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.

In that regard, the General Shareholders' Meeting grants all powers to the Management Board, 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 performance and continued employment), 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, which date may be retroactive;
- > Decide the terms pursuant to which the number of shares granted will be adjusted in order to preserve the beneficiaries' rights; and
- > More generally, 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.

The Management Board shall inform the Ordinary Shareholders' Meeting each year of the grants carried out in connection with this Resolution, in accordance with Article L.225-197-4 of the French Commercial Code.

### ***Ordinary business***

### **Nineteenth resolution**

*(Powers for formalities)*

The General Meeting grants all powers to the bearer of an original, a copy, or an extract of the minutes of this General Meeting to carry out all filings, formalities, and publications required by law.