PRESENTATION BY THE MANAGEMENT BOARD OF THE RESOLUTIONS PROPOSED TO THE GENERAL SHAREHOLDERS' MEETING

1. Approval of the Company and consolidated financial statements for fiscal year 2015 (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, 2015, which show:

- With respect to the Company financial statements, an income statement showing net profit in the amount of €54,159,597 in 2015 as compared with €111,147,117 in 2014;
- With respect to the consolidated financial statements, net income, Group share, in the amount of €83.3 million in 2015 as compared with €61.2 million in 2014.

Details of the financial statements and the corresponding statutory auditors' reports are included in Chapters 4 "Management's discussion and analysis of financial condition and results of operations" and 5 "Financial statements" of the 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 €0.52 per share, payable in cash, for the fiscal year ended December 31, 2015.

The dividend will be paid on July 7, 2016.

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, 2015, as presented in the statutory auditors' special report (included in Section 8.5 "Special report of the statutory auditors on the free grant of shares" of the Registration Document). The Management Board notes that no new agreements were entered into. The agreements mentioned are those entered into during previous fiscal years and that remained in force during the fiscal year ended December 31, 2015.

4. Advisory vote on the components of the compensation due or granted to the members of the Management Board for the 2015 fiscal year (fifth, sixth and seventh resolutions)

Pursuant to the recommendation of Article 24.3 of the Afep-Medef Corporate Governance Code, as revised in November 2015, 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 2015 fiscal year to Messrs. Michel Giannuzzi, Fabrice Barthélemy and Vincent Lecerf, members of the Company's Management Board, as set forth in Section 2.3 "Compensation and benefits granted to the management and supervisory bodies" of the Registration Document.

The Management Board recommends that you issue a favorable vote on the components of the compensation due or granted for the 2015 fiscal year to Messrs. Michel Giannuzzi, Fabrice Barthélemy and Vincent Lecerf, members of the Management Board.

5. Renewal of the terms of two members of the Supervisory Board (eighth and ninth resolutions)

The terms of Messrs Eric Deconinck and Bernard-André Deconinck will expire at the close of the General Shareholders' Meeting of April 26, 2016.

The Supervisory Board, upon the recommendation of the Nominations and Compensation Committee, recommends that you renew them for four-year terms.

Eric Deconinck is a member of the Company's Supervisory Board and, since 2013, has been a member of the Management Board and Chairman of the Bureau des Assemblées (as the representative of Demunich) of SID. He has served as CEO of SIF. At Sommer Allibert, he was Managing Director of the subsidiary Sommer Brazil from 1976 to 1981, and then President of Allibert Habitat from 1993 to 1997.

Mr. Deconinck began his career with Publicis and then worked as a Budget Manager for Euro-Advertising from 1972 to 1976. He subsequently joined L'Oréal, where he was Managing Director of Garnier from 1981 to 1985 and then Managing Director of Lancôme from 1985 to 1988. He then joined LVMH as President of Christian Lacroix from 1990 to 1991.
He founded and developed the consulting firm Marketing and Business from 1998 to 2013. Since 2013, he has been founder and manager of Demunich.

Bernard-André Deconinck is a member of the Company's Supervisory Board and, since 2013, has been the Chairman of the Management Board and a member of the Bureau des Assemblées (as the representative of Heritage Fund) of SID. He has been a member of SIF's Management Board. He began his career with the Group in 1969 as an engineer, then beginning in 1970 held positions in factory management and operational management at the division level then as vice-president of purchasing, investing, style, and Group research and development.

6. Ratification of the appointment of Ms. Guylaine Saucier as an independent member of the Supervisory Board (tenth resolution)

At its meeting on July 29, 2015, the Supervisory Board took note of the resignation of Ms. Sonia Bonnet-Bernard as a member of the Supervisory Board.

At the same meeting, upon the recommendation of the Nominations and Compensation Committee, the Supervisory Board coopted Ms. Guylaine Saucier to the Supervisory Board for the duration 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 ending December 31, 2016.

The Supervisory Board asks the Meeting to ratify the cooptation of Ms. Guylaine Saucier as a member of the Supervisory Board

Guylaine Saucier 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.

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 Accounts (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.

7. Authorization to be granted to the Management Board to trade in the Company's shares (eleventh 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:

- granting free shares pursuant to Articles L.225-197-1 et seq. of the French Commercial Code; or
- granting free shares to employees or executive 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 the plans named " Long Term Incentive Plans"; or
- canceling 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 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 possible 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 does 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, 2015), 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 would be the number of shares bought less the number of shares resold during the period of the authorization;

- 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 could 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 18 months as from the date hereof.

8. Authorization to grant free shares to employees and/or certain company officers of the Company or related companies, duration of the authorization, ceiling, duration of retention periods (twelfth resolution)

We propose that you grant authorization to the Management Board, subject to the performance conditions defined by the Management Board in agreement with the Supervisory Board and on the proposal of the Nominations and Compensation Committee, to grant free existing shares of the Company representing not more than 1.8% of the Company's share capital as of the date of the Extraordinary General Shareholders' Meeting to some or all employees and/or certain officers of the Company or of related companies. Grants made pursuant to this resolution to members of the Management Board would be approved in advance by the Supervisory Board, would be subject in full to performance conditions, and could not represent more than 30% of the number of shares authorized by this resolution.

This proposal takes into account the extensive changes to the corporate, tax and employment legislation governing grants of free shares introduced by Law No. 2015-990 of August 6, 2015 for growth, activity, and equal economic opportunities (the "Macron Law") and the applicability of the new regime to the free shares the grant of which was authorized by a decision of the Extraordinary Shareholders' Meeting after promulgation of the law, which was published in the Journal Officiel on August 7, 2015.

In connection with the authorization, we recommend that you grant authority to the Management Board to determine, on the basis of the recommendations of the Nominations and Compensation Committee, and pursuant to legal requirements, at the time of each grant decision, the vesting period at the end of which the grant of the shares will become definitive, which period may not be longer than two years.

We also recommend that you authorize the Management Board to determine, on the basis of the recommendations of the Nominations and Compensation Committee, where applicable, to determine the period during which the beneficiaries must retain their shares, which period shall run from the vesting date and which may be eliminate, since the vesting period may not be shorter than two years.

We also recommend that you provide that in the event that a beneficiary becomes disabled, coming within the scope of the second or third category provided for in Article L.341-4 of the French Social Security Code, the shares will be definitively granted to such beneficiary before the end of the remaining vesting period and will be immediately transferable.

We recommend that you require that the existing shares to be granted under this resolution be acquired by the Company either pursuant to Article L. 225-208 of the French Commercial Code or, if applicable, in connection with the share buyback program proposed in the 11th resolution above pursuant to Article L. 225-209 of the French Commercial Code or in connection with any other share buyback program that may apply at a later date.

We recommend that you grant this authorization as from the date of the Ordinary and Extraordinary Shareholders' Meeting for a period to expire at the close of the General Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2016.

Within that framework, it is recommended that you grant all powers to the Management Board within 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 identity of the beneficiaries, the grant criteria (in particular performance and continued presence), the number of shares to be granted to each, the terms and conditions for the grant of shares and, in particular, the vesting period and retention period applicable to each grant, subject to the minimum periods defined in this resolution;

- determine, upon the proposal of the Nominations and Compensation Committee and in accordance with legal conditions and limits, the dates on which the free share grants will be made;

- determine the dividend date for the newly issued shares, which may be retroactive;
- determine the terms pursuant to which the free shares granted will be adjusted in order to preserve the rights of the beneficiaries; and

- generally, and with the right to delegate and to sub-delegate as permitted by law, enter into any agreements, prepare any documents, carry out any formalities, and make all filings with all authorities and do whatever else may be necessary.

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

____

The Management Board