



## **Tarkett launches its initial public offering on the regulated market of NYSE Euronext in Paris**

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- Indicative offering price range for the French public offering and for the international offering to institutional investors (the “Global Offering”): between €27.75 and €33.90 per share.
  - Initial size of the offering: up to €539.7 million for 15,918,765 existing shares, sold by KKR International Flooring 2 S.à.r.l. (“KKR International Flooring 2”), based on the top of the price range.
  - Over-allotment option of additional existing shares, up to a maximum of 15% of the Global Offering.
  - The French public offering is expected to end on November 20, 2013, while the international offering is expected to close at 1:00 PM (Paris time) on November 21, 2013.
  - Pricing is expected to take place on November 21, 2013.
  - Trading on Euronext Paris is expected to start on November 22, 2013, on a listing line entitled TARKETT PROMESSES until and including the date of settlement of the French public offering and international offering, which is expected to take place on November 26, 2013.
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**Paris, November 11, 2013** – Tarkett, one of the global leaders in flooring solutions and sports surfaces, announces the launch of its initial public offering today in anticipation of the listing of its shares on the regulated market of NYSE Euronext in Paris (Compartment A).

Michel Giannuzzi, CEO of Tarkett declared: *“This initial public offering marks an important step in the development of Tarkett. We intend to continue our profitable growth momentum in line with the Group’s vision: being the global leader in innovative flooring and sports surface solutions that generate value for customers and shareholders in a sustainable way.”*

On November 8, 2013, the French *Autorité des marchés financiers* (“AMF”) granted visa n°13-598 to the French language prospectus relating to the initial public offering of Tarkett, which consists of the *Document de Base*, filed with the AMF on October 3, 2013 under n° I.13-046, the update to the *Document de Base*, filed with the AMF on October 18, 2013 under n°D 13-0891-A01, a *Note d’Opération* and a Summary of the prospectus (included in the *Note d’Opération*).

## **Structure of the Offering**

It is expected that the offering and sale of the shares will take the form of a Global Offering consisting of the following:

- An international private placement (the “International Offering”) primarily aimed at institutional investors including:
  - A private placement in France and
  - An international private placement in selected countries, including a private placement aimed at Qualified Institutional Buyers in the United States under Rule 144A of the Securities Act of 1933, as amended, (the “Securities Act”) and outside the United States in conformity with Regulation S of the Securities Act; and
- A public offering in France in the form of a public offering (*offre à prix ouvert*) aimed primarily at retail investors (the “OPO”).

If demand in the OPO is sufficient, the number of shares allocated to OPO orders will equal at least 10% of the total number of shares sold in the Global Offering, not including the issuance of over-allotment shares.

## **Size of the Offering**

The initial public offering of Tarkett shares will consist of sales of existing shares by KKR International Flooring 2, yielding gross proceeds of between €490.7 million (before exercise of the over-allotment option) and a maximum of €564.3 million, assuming the sale by KKR International Flooring 2 of additional existing shares in the event the over-allotment option is exercised in full and on the basis of an offering price in the middle of the indicative price range.

## **Indicative price range**

The offering price for the Global Offering could be situated within an indicative price range of between €27.75 euros per share and €33.90 euros per share.

The offering price could also be set outside of this indicative price range. The indicative price range could be changed at any time up to and including the date set for pricing the Global Offering (the “Pricing Date”). In the event that the upper limit of the above-mentioned indicative price range is increased or the offering price is set above the indicative price range (either the initial price range or a revised range), the end of the subscription period in the OPO will be extended or a new subscription period will be opened in the OPO, such that there will be at least 2 trading days between the date of the announcement of the new price range and the new closing date of the subscription period (inclusive). Orders given in the context of the OPO prior the publication of any press release announcing a new price range will be maintained, unless and until the purchasers expressly revoke their orders prior to the last day of the new OPO subscription period.

The offering price may freely be fixed below the indicative price range and the indicative price range may be freely modified downward (barring material impacts on other aspects of the Global Offering).

## **Indicative Timetable for the Offering**

The OPO will begin on November 11, 2013 and is expected to close on November 20, 2013 at 5:00 p.m. (Paris time) for over-the-counter purchases and 8:00 p.m. (Paris time) for orders placed over the internet.

The International Offering will begin on November 11, 2013 and is expected to close on November 21, 2013 at 1:00 p.m. (Paris time).

The Offering Price is expected to be determined on November 21, 2013.

Trading of the shares is expected to begin on November 22, 2013 on the regulated market of NYSE Euronext in Paris (Compartment A) on a quotation line entitled "TARKETT PROMESSES" up to and including the settlement and delivery date for the Global Offering.

Settlement and delivery of the Global Offering is expected to occur on November 26, 2013.

## **Reasons for the Offering**

The objective of the Global Offering and listing of the Company's shares on the regulated market of NYSE Euronext in Paris is to allow the shareholders of the Company to access liquidity and to allow the Company to access the international capital markets for the purposes of its future development.

The selling shareholder, KKR International Flooring 2, will receive the proceeds from the offering.

## **Banking Syndicate**

Deutsche Bank and J.P. Morgan are acting as Joint Global Coordinators and Joint Bookrunners.

BofA Merrill Lynch, Crédit Agricole Corporate and Investment Bank, and HSBC are acting as Joint Bookrunners and COMMERZBANK is acting as Co-Lead Manager.

## **Information available to the Public**

Copies of the prospectus, which received a visa from the AMF on November 8, 2013, under the number 13-598, may be obtained free of charge at the Company's headquarters, and from the financial institutions in the banking syndicate as well as from the internet websites of the AMF (at [www.amf-france.org](http://www.amf-france.org)) and the Company (at [www.tarkett.com](http://www.tarkett.com)). The prospectus is composed of the *Document de Base* filed with the AMF on October 3, 2013 under the number I.13-046, the update to the *Document de Base* filed with the AMF on October 18, 2013 under the number D.13-0891-A01, a *Note d'Opération* and a Summary of the prospectus (contained in the *Note d'Opération*).

Attention is drawn to the risk factors described in Chapter 4 of the *Document de Base* and the update to the *Document de Base* as well as in Section 2 of the *Note d'Opération*. The realization of one or more of the risks described therein is likely to have a material adverse effect on the business, financial position, results or outlook of the Company, as well as on the market price of shares in the Company.

## **About Tarkett**

Tarkett is a global leader in innovative and sustainable solutions for flooring and sports surfaces. With a wide range of products including vinyl, linoleum, carpet, rubber, wood & laminate, synthetic turf and athletics track, the

Group serves customers in more than 100 countries worldwide. With almost 11,000 employees and 30 production sites, Tarkett sells 1.3 million square meters of flooring every day, for hospitals, schools, housing, hotels, offices, stores and sports fields. Committed to sustainable development, the Group has implemented an eco-innovation strategy and promotes circular economy.

Tarkett net sales of 2.3 billion euros in 2012 are balanced between Europe, North America and fast growing countries. Since January 2007, Tarkett has been jointly owned by the Deconinck family (50 per cent) and private equity funds affiliated with Kohlberg Kravis Roberts & Co. L.P. (50 per cent).

[www.tarkett.com](http://www.tarkett.com)

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#### **Notice**

No communication or other information related to this transaction or to Tarkett Group may be transmitted to the public in a country in which any approval or registration is required. No steps to such end have been taken or will be taken by the Company in any country in which such steps would be required (other than France).

This press release does not constitute an offer or a solicitation to sell or subscribe requiring a prospectus within the meaning of Directive 2003/71/CE of the European Parliament and Council dated November 4, 2003, as amended, in particular by Directive 2010/73/UE in the case where such directive was implemented into law in the member states of the European Economic Area (together, the "Prospectus Directive").

The offer will be open to the public solely in France after the delivery by the AMF of a visa on the Prospectus.

With respect to the member states of the European Economic Area other than France (the "Member States") having implemented the Prospectus Directive into law, no action has been or will be taken in order to permit a public offer of the securities which would require the publication of a prospectus in one of such member states. In Member States other than France, this press release and any offer if made subsequently are directed exclusively at persons who are "qualified investors" and acting for their own account within the meaning of the Prospectus Directive and any relevant implementing measures in the relevant member state.

This press release must not be published, released or distributed, directly or indirectly, in United States of America, Australia, Canada or Japan. This press release and the information contained herein do not constitute an offer to sell or subscribe, nor the solicitation of an order to purchase or subscribe, securities in such countries.

This press release does not constitute or form part of an offer of securities or a solicitation for purchase, subscription or sale of securities in the United States. Securities may not be offered, subscribed or sold in the United States without registration under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and other state securities law, or pursuant to an exemption from registration. Tarkett Group shares have not been and will not be registered under the U.S. Securities Act and Tarkett Group does not intend to undertake a public offering of its securities in the United States.

This press release is not an invitation nor an inducement to engage in investment activity for the purpose of Section 21 of the Financial Services and Markets Act 2000, as amended ("FSMA"). This press release is directed only at (i) persons outside the United Kingdom, (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), (iii) persons referred to in Article 49(2) (a) to (d) of the Order (high net worth entities, non-registered associations, etc.) and (iv) other persons to whom this document may be lawfully communicated (all persons listed in (i), (ii), (iii) and (iv) above being referred to as "Relevant Persons"). The securities of Tarkett described herein are available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person must not act or rely on this document or any of its contents.

This document contains certain forward-looking statements relating to Tarkett's prospects and growth strategy. This information is not historical data and should not be interpreted as guarantees of the future occurrence of

such facts and data. These statements are based on data, assumptions and estimates that the Company believes are reasonable. The Company operates in a competitive and rapidly changing environment. It is therefore not in a position to predict all of the risks, uncertainties or other factors that may affect its business, their potential impact on its business, or the extent to which the occurrence of a risk or a combination of risks could have results that are significantly different from those included in any forward-looking statement. The forward-looking statements contained in this press release are made only as of the date hereof. Except as required by any applicable law, rules or regulations, the Company expressly disclaims any obligation or undertaking to publicly release any updates of any forward-looking statements contained in this press release to reflect any change in its expectations or any change in events, conditions or circumstances on which any forward-looking statement contained in this press release is based.

In case of exercise of the over-allotment option in connection with this offering, Deutsche Bank AG, London Branch, acting as a stabilizing manager (or any institution acting on its behalf) (the "Stabilizing Manager") may, during a period of 30 days following the date on which the offering price is determined, i.e., according to the indicative calendar, from November 21, 2013 up to and including December 21, 2013, effect transactions with a view to maintaining the market price of Tarkett's shares in a manner consistent with applicable laws and regulations and, in particular, EU Commission Regulation No. 2273/03 of December 22, 2003. However, there is no assurance that the Stabilizing Manager will take any stabilizing action and if begun, such stabilizing action may be ended at any time. Any stabilizing action may affect the price of Tarkett's shares and could result in market prices for the shares higher than those which might otherwise prevail.

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