

AGENDA

First Resolution:

Approval of the Company financial statements as of and for the fiscal year ended December 31, 2014;

Second Resolution:

Approval of the consolidated financial statements as of and for the fiscal year ended December 31, 2014;

Third Resolution:

Allocation of the net result for the fiscal year ended December 31, 2014 and determination of the dividend;

Fourth Resolution: Approval of regulated agreements and commitments referred to in Article L. 225-86 et seq. of the French Commercial Code;

Fifth Resolution:

Advisory vote on the components of the compensation due or granted for the 2014 fiscal year to Mr. Michel Giannuzzi in his capacity as Chairman of the Management Board;

Sixth Resolution:

Advisory vote on the components of the compensation due or granted for the 2014 fiscal year to Mr. Fabrice Barthélemy in his capacity as a member of the Management Board;

Seventh Resolution:

Advisory vote on the components of the compensation due or granted for the 2014 fiscal year to Mr. Vincent Lecerf in his capacity as a member of the Management Board;

Eighth Resolution:

Renewal of Ms. Françoise Leroy's term as a member of the Supervisory Board;

Ninth Resolution:

Renewal of Mr. Gérard Buffière's term as a member of the Supervisory Board;

Tenth Resolution:

Eric La Bonnardière as a member of the Supervisory Board to replace Mr.

Eleventh Resolution:

Appointment of Mr. Nicolas Deconinck as an observer to replace Mr. Eric La Bonnardière, who is stepping down;

Twelfth Resolution:

Ratification of the transfer of the Company's registered office;

Thirteenth Resolution:

Authorization to be granted to the Management Board to trade in the Company's shares;

Fourteenth Resolution:

Delegation of power to be granted to the Management Board to decide a capital increase by incorporation of premium, reserves, profits or other amounts;

Extraordinary Shareholders' Meeting

Fifteenth Resolution:

Delegation to be given to the Management Board to decrease the share capital by cancellation of treasury shares;

Ordinary Shareholders' Meeting

Sixteenth Resolution:

Powers to carry out the necessary legal formalities.

RESOLUTIONS ON THE AGENDA FOR THE GENERAL SHAREHOLDERS' MEETING

First Resolution:

(Approval of the Company financial statements as of and for the fiscal year ended December 31, 2014)

The General Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings and after reviewing (i) the report of the Chairman of the Supervisory Board; (ii) the report of the Management Board; (iii) the report of the Supervisory Board; and (iv) the report of the statutory auditors on the annual Company financial statements as of and for the fiscal year ended December 31, 2014, **approves** the Company financial statements as of and for the fiscal year ended December 31, 2014 as presented to them and including the balance sheet, income statement and annexes, showing net income of €111,147,117, as well as the transactions described in such financial statements and summarized in such reports.

Pursuant to Article 223 quater 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 €42,481 for the most recently ended fiscal year.

Second Resolution

(Approval of the consolidated financial statements as of and for the fiscal year ended December 31, 2014)

The General Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings and after reviewing (i) the report of the Chairman of the Supervisory Board; (ii) the report of the Management Board; (iii) the report of the Supervisory Board; and (iv) the report of the statutory auditors on the annual consolidated financial statements as of and for the fiscal year ended December 31, 2014, **approves** the consolidated financial statements as of and for the fiscal year ended December 31, 2014 as presented to them and including the balance sheet, income statement and annexes, showing net income of €61,175,000, as well as the transactions described in such financial statements and summarized in such reports.

Third Resolution

*(Allocation of the net result for the fiscal year ended December 31, 2014 and determination of the dividend)*The General Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings, after reviewing the report of the Management Board, and noting that the financial statements as of and for the fiscal year ended December 31, 2014, show a net profit of €111,147,117, **decides**, upon the proposal of the Management Board, to allocate the distributable profit as follows:

Distributable amount for 2014	
Profit for the fiscal year	€111,147,117
Retained earnings from prior years	€636,179,695
Total	€747,326,812
Allocation of distributable profit	
Dividend per share of €0.38, corresponding to a total amount of ⁽¹⁾	€24,144,942
Balance allocated to retained earnings	€723,181,870

(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, 2014 (63,539,320 shares) and may change if the number of shares with dividend rights changes between January 1, 2015 and the ex-dividend date, in particular with respect to the number of treasury shares and final grants of free shares (where the recipient has dividend rights under the relevant plan).

As a result, the General Shareholders' Meeting sets the per-share dividend at €0.38 for the fiscal year ended December 31, 2014, attached to each share with rights thereto.

The General Shareholders' 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 243 bis 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. In addition, it is noted that since July 1, 2012, the social security contribution on dividend distributions is 15.5%.

	Year distributed		
	2014	2013 ⁽³⁾	2012
Total dividends (<i>in millions of euros</i>)	39.5 ⁽¹⁾	124.80 ^{(1) (2)}	0 ^{(1) (2)}
Net dividends per share (<i>in euros</i>)	0.62	2.00 ⁽³⁾	0

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

⁽²⁾ The total amount of the dividend was €130.0 million. The amount shown in the table represents the total amount after deduction of the share of the dividend paid to Partholdi, which merged into Tarkett in November 2013.

⁽³⁾ The net dividend per share is shown before division of the par value by four in connection with the pre-IPO reorganization on November 21, 2013, which had the effect of multiplying the number of existing ordinary shares of the Company by four. The dividend will be detached from the shares at the end of the accounting day on July 3, 2015, and the dividend will be paid on July 8, 2015.

Fourth Resolution

(Approval of regulated agreements and commitments referred to in Article 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 in all of its particulars, as well as agreements concluded or still in force during the fiscal year ended December 31, 2014 and previously authorized by the Company's Supervisory Board, all in accordance with Article L.225-88 of the French Commercial Code.

Fifth Resolution

(Advisory vote on the components of the compensation due or granted for the 2014 fiscal year to Mr. Michel Giannuzzi in his capacity as Chairman of the Management Board)

The General Shareholders' Meeting, consulted in accordance with the recommendation of paragraph 24.3 of the Afep-Medef Corporate Governance Code of June 2013, which is the Company's reference code within the meaning of Article L.225-68 of the French Commercial Code, and pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings, **issues a favorable opinion** on the components of the compensation due or granted for the fiscal year ended December 31, 2014 to Mr. Michel Giannuzzi as set forth in the 2014 Registration Document.

Sixth Resolution

(Advisory vote on the components of the compensation due or granted for the 2014 fiscal year to Mr. Fabrice Barthélemy in his capacity as a member of the Management Board)

The General Shareholders' Meeting, consulted in accordance with the recommendation of paragraph 24.3 of the Afep-Medef Corporate Governance Code of June 2013, which is the Company's reference code within the meaning of Article L.225-68 of the French Commercial Code, and pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings, **issues a favorable opinion** on the components of the compensation due or granted for the fiscal year ended December 31, 2014 to Mr. Fabrice Barthélemy as set forth in the 2014 Registration Document.

Seventh Resolution

(Advisory vote on the components of the compensation due or granted for the 2014 fiscal year to Mr. Vincent Lecerf in his capacity as a member of the Management Board)

The General Shareholders' Meeting, consulted in accordance with the recommendation of paragraph 24.3 of the Afep-Medef Corporate Governance Code of June 2013, which is the Company's reference code within the meaning of Article L.225-68 of the French Commercial Code, and pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings, **issues a favorable opinion** on the components of the compensation due or granted for the fiscal year ended December 31, 2014 to Mr. Vincent Lecerf as set forth in the 2014 Registration Document.

Eighth Resolution

(Renewal of Ms. Françoise Leroy's term as a member of the Supervisory Board)

The General Shareholders' 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 Ms. Françoise

Leroy is expiring, **decides** to renew Ms. Françoise Leroy for a term of four (4) years to expire at the close of the annual shareholders' meeting called in 2019 to approve the financial statements for the fiscal year ending December 31, 2018. Ms. Françoise Leroy indicated in advance that she will accept the renewal of her term if this Meeting so decides, and that she does not hold any position, nor is she subject to any measure, liable to render her ineligible.

Ninth Resolution

(Renewal of Mr. Gérard Buffière's term as member of the Supervisory Board)

The General Shareholders' 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. Gérard Buffière is expiring, **decides** to renew Mr. for a term of four (4) years to expire at the close of the annual shareholders' meeting called in 2019 to approve the financial statements for the fiscal year ending December 31, 2018.

Mr. Gérard Buffière indicated in advance that he will 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.

Tenth Resolution

Eric La Bonnardière as a member of the Supervisory Board to replace Mr.

The General Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings, and having reviewed the report of the Management Board, Mr. Jean-Philippe Delsol's letter of resignation from the Supervisory Board and Mr. Eric La Bonnardière's letter of resignation as observer subject to the condition precedent of his appointment to the Supervisory Board, **decides** to appoint Mr. Eric La Bonnardière to the Supervisory Board for the duration of his predecessor's term, which expires at the close of the annual shareholders' meeting called in 2018 to approve the financial statements for the fiscal year ending December 31, 2017.

Mr. Eric La Bonnardière indicated in advance, in the letter of resignation as observer that he delivered to the Company, that he will accept his appointment as a member of the Supervisory Board 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.

The General Shareholders' Meeting thanks Mr. Jean-Philippe Delsol for his service to the Company.

Eleventh Resolution

(Appointment of Mr. Nicolas Deconinck as an observer to replace Mr. Eric La Bonnardière, who is stepping down)

The General Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings, and having reviewed the report of the Management Board, Mr. Eric La Bonnardière's resignation as observer subject to the condition precedent of his appointment to the Supervisory Board, and the adoption of the tenth resolution, above, **decides** to appoint Mr. Nicolas Deconinck to the position of observer for the duration of his predecessor's term, which expires at the close of the annual shareholders' meeting called in 2017 to approve the financial statements for the fiscal year ending December 31, 2016.

Mr. Nicolas Deconinck indicated in advance that he will accept his appointment as observer 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.

Twelfth Resolution

(Ratification of the transfer of the Company's registered office)

The General Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings, and having reviewed the report of the Management Board and the decision of the Supervisory Board dated February 18, 2015, **ratifies** the transfer of the registered office from 2 rue de l'Egalité - 92000 Nanterre to Tour Initiale - 1 Terrasse Bellini - 92919 Paris la Défense and the corresponding modification to Article 4 of the Company's bylaws.

Thirteenth Resolution

(Authorization to be granted to the Management Board to trade in the Company's shares)

The General Shareholders' 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 free shares pursuant to Articles L.225-197-1 et seq. of the French Commercial Code; or

- granting free shares to the 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 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 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, 2014), 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 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 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 shall 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.

Fourteenth Resolution

(Delegation of power to be granted to the Management Board to effect a capital increase by incorporation of premium, reserves, profits or other amounts)

The General Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to ordinary shareholders' meetings, having reviewed the report of the Management Board, and in accordance with Article L. 225-130 of the French Commercial Code:

delegates to the Management Board, with the power to sub-delegate as permitted by law, its authority to increase the share capital one or more times in the proportion and at the times of its choosing, by incorporation of premium, reserves,

profits or other amounts that may be incorporated pursuant to law and the Company's bylaws, in the form of an issuance of new shares, an increase in the par value of the existing shares, or a combination of both. The maximum nominal amount of the capital increases that may be effected shall not exceed fifty million euros (€50 million) or the equivalent in any other currency or monetary unit established by reference to more than one currency;

in the event that the Management Board uses this delegation of authority, **delegates** to the Management Board all powers, with the power to sub-delegate as permitted by law, to implement this delegation, and in particular to:

- set the amount and the nature of the amounts to be incorporated into the share capital, to set the number of new shares to be issued and/or the amount by which the par value of the existing shares will be increased, to determine the date, which may be retroactive, on which the new shares will carry dividend rights or the date on which the increase in the existing shares' par value will take effect;
- decide, in the event of a distribution of free shares:
 - that fractional rights may not be traded and that the corresponding shares shall be sold; the sale proceeds shall be distributed to the rights holders as provided for under applicable laws and regulations;
 - that the shares distributed pursuant to this delegation in respect of old shares with double voting rights shall have double voting rights immediately upon issuance;
- determine and carry out all necessary adjustments to account for the effect of transactions in the Company's share capital, including in the event of a change in the shares' par value, a capital increase by incorporation of reserves, a grant of free shares or other equity securities, 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 or the share capital (including in the event of a tender offer and/or in the event of a change in control), and to set all other terms to ensure, if necessary, the maintenance of the rights of securities giving access to the share capital (including through cash adjustments);
- take note of the completion of each capital increase and to make the corresponding changes to the bylaws;
- generally, to enter into any agreement, carry out all measures and perform all formalities necessary for the issuance, listing and financial service of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto.

This delegation is given for a period of 26 months as from the date hereof.

Fifteenth Resolution

(Delegation of authority to be given to the Management Board to decrease the share capital by cancellation of treasury shares)

The General Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to extraordinary shareholders' meetings, and having reviewed the report of the Management Board and the special report of the statutory auditors, **authorizes** the Management Board to decrease the share capital one or more times in the proportions and at the times that it shall choose, by cancellation of any amount of treasury shares that it shall decide within the legal limits, in accordance with Articles L. 225-209 et seq. and L. 225-213 of the French Commercial Code.

The maximum number of shares that the Company may cancel in a 26-month period pursuant to this authorization is ten percent (10%) of the shares comprising the Company's share capital at any time, it being noted that such share capital may be adjusted to account for transactions affecting the share capital subsequent to this General Shareholders' Meeting.

This authorization is given for a period of 26 months as from the date hereof.

The General Shareholders' Meeting **grants** all powers to the Management Board, with the power to sub-delegate, to carry out the cancellation(s) and capital decrease(s) that may be carried out pursuant to this authorization, to modify the bylaws accordingly, and to perform all formalities.

Sixteenth Resolution

(Powers to carry out the necessary legal formalities)

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