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

1. Approval of the Company and consolidated financial statements for fiscal year 2014 (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, 2014, which show:

- With respect to the Company financial statements, an income statement showing net profit in the amount of €111,147,117 in 2014 as compared with €237,535,708 in 2013;
- With respect to the consolidated financial statements, net profit in the amount of €63,175,000 in 2014 as compared with €99,077,000 in 2013.

Details of the financial statements and the statutory auditors' reports are included in Chapters 4 and 5 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 €0.38 per share, payable in cash, for the fiscal year ended December 31, 2014.

The dividend will be paid on July 8, 2015.

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, 2014, as presented in the statutory auditors' special report (included in Section 8.5 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, 2014.

4. Advisory vote on the components of the compensation due or granted to the members of the Management Board for the 2014 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 June 2013, 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 2014 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 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 2014 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 Ms. Françoise Leroy and of Mr. Gérard Buffière expire at the close of the General Shareholders' Meeting on April 24, 2015.

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

Françoise Leroy began her career in 1975 as General Secretary of the *Union Industrielle d'Entreprise*. She joined Elf Aquitaine in 1982, where she held various positions in financial management. In 1998, she became the Director of Financial Communications, and then, in 2001, she became Director of Chemical Subsidiaries Operations in the finance department of Total following its merger with Elf Aquitaine. She has also been the secretary general of Total's Chemical division since 2004 and a member of its Steering Committee since 2006. She became Director of Mergers and Acquisitions on January 9, 2012, a position she left in June 2013. Ms. Leroy holds a degree from the *École Supérieure de Commerce et d'Administration des Entreprises de Reims*.

Gérard Buffière is a Director of Imerys, a member of the Supervisory Board of the Wendel Group and a Senior Adviser of the Sagard et Ergon Capital Partners funds. He also manages *Société Industrielle du Parc* and GyB-Industries, which he founded. Mr. Buffière began his career in 1969 in the Mergers and Acquisitions department of Banexi before joining Otis Elevator in 1974. In 1979, he was appointed CEO of the Electricity Control division of Schlumberger, and then, in 1989, Chairman of the Electronic Transactions division. From 1996 until late 1997, he acted as CEO of the Industrial Equipment branch of Cegelec. In early 1998, he joined Imetal, which then became Imerys, as a member of the Management Board responsible for the Materials and Construction and the Minerals for Ceramics divisions, and then, in 2000, the Pigments and Additives division. In 2002, he became the Chairman of the Management Board of Imerys, and was then appointed CEO upon the change in the group's structure in 2005, a position he held until 2011. Mr. Buffière holds a degree from the

École Polytechnique as well as a Master of Science from Stanford University.

In accordance with the recommendations of the Afep-Medef Code, and on the recommendation of the Nominations and Compensation Committee, the Supervisory Board has determined upon examination that Ms. Françoise Leroy and Mr. Gérard Buffière remain qualified to serve as independent members of the Supervisory Board.

6. Appointment of a new member of the Supervisory Board to replace a resigning member (tenth resolution)

At its meeting on February 18, 2015, the Supervisory Board noted Mr. Jean-Philippe Delsol's resignation from the Supervisory Board, to take effect at the next general shareholders' meeting.

The Supervisory Board proposes to the Meeting, upon the recommendation of the Nominations and Compensation committee, that Mr. Eric La Bonnardière be appointed to the Supervisory Board for the duration of his predecessor's term, to expire 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 is currently an observer on the Supervisory Board and will resign from that position if the General Shareholders' Meeting appoints him to the Supervisory Board.

Eric La Bonnardière, a graduate of *Supélec* and of the *Ecole des Hautes Études Commerciales* (HEC), began his career in 2006 as a consultant for the strategic consulting firm Advancy, where he focused on projects relating to industries and distribution. In 2009, he cofounded Evaneos.com, and he is currently its Chief Executive Officer.

7. Appointment of an observer to replace a resigning observer, subject to approval of the tenth resolution (eleventh resolution)

Upon the recommendations of the Nominations and Compensation Committee and of the Supervisory Board, and subject to the condition precedent of the approval of Mr. Eric La Bonnardière's appointment as a member of the Supervisory Board, the Management Board recommends that the General Shareholders' Meeting appoint Mr. Nicolas Deconinck to the position of observer for the duration of his 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.

Nicolas Deconinck, a graduate of *Sciences-Po* and the University of Paris Dauphine, began his career in 2003 as a marketing analyst with Orange Mobile, and then became a consultant at Bearing Point. In 2006, he founded his own company, Attractive, later renamed So-Active, specialized in women's clothing stores. Since the recent sale of his company, he has been developing a project relating to high-tech devices.

8. Ratification of the transfer of the Company's registered office (twelfth resolution)

At its meeting on February 18, 2015, the Supervisory Board voted to transfer the Company's registered office from 2 rue de l'Egalité - 92000 Nanterre to Tour Initiale - 1 Terrasse Bellini - 92919 Paris la Défense, and to make the corresponding modification to Article 4 of the Company's bylaws.

As a result, and in accordance with Article 4 of the Company's bylaws, the Management Board submits to the General Shareholders' Meeting the ratification of this transfer.

9. Authorization to be granted to the Management Board to trade in the Company's shares (thirteenth 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 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 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 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, 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 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.

10. <u>Delegation of power to be granted to the Management Board to effect a capital increase by incorporation of premium, reserves, profits or other amounts (fourteenth resolution)</u>

The Management Board recommends, pursuant to Article L. 225-130 of the French Commercial Code, that the Meeting delegate to the Management Board its power to carry out one or more capital increases by incorporation of premium, reserves, profits, or other amounts.

The maximum nominal amount of the capital increases that could be effected shall not exceed fifty million euros (€50 million).

This authorization would be given for a period of 26 months as from the date of the General Shareholders' Meeting.

11. <u>Delegation of authority to be given to the Management Board to decrease the share capital by cancellation of treasury shares (fifteenth resolution)</u>

The Management Board recommends, pursuant to Article 225-209 of the French Commercial Code, that the Meeting renew for a period of 26 months the authorization given to the Management Board on November 4, 2013 to carry out one or more capital decreases by cancellation of treasury shares and/or of shares that the Company may acquire in connection with the share buyback program.

The maximum number of shares that the Company could cancel in a 26-month period would be 10% of the shares comprising the Company's share capital.

It is noted that during the fiscal year ended December 31, 2014, the Company did not cancel any shares.

This authorization would be given for a period of 26 months as from the date of the General Shareholders' Meeting.

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

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The Management Board