

This press release does not constitute an offer to purchase any securities. The offer described hereinafter may only be opened after the clearance of the French financial markets authority (Autorité des marchés financiers)

**PRESS RELEASE RELATING TO THE FILING OF THE DRAFT SIMPLIFIED
TENDER OFFER**

FOR THE SHARES OF THE COMPANY



INITIATED BY

TARKETT PARTICIPATION

PRESENTED BY



PRESENTING BANK

AND



PRESENTING AND GUARANTEEING BANK

OFFER PRICE:

20 Euros per Tarkett share

DURATION OF THE OFFER:

21 trading days



This press release has been established by Allianz SE and released in accordance with the provisions of article 231-16 of the general regulation of the *Autorité des marchés financiers* (the "AMF").

This offer and the draft offer document remain subject to the review of the AMF.

IMPORTANT NOTICE

In accordance with Article L. 433-4(II) of the French Monetary and Financial Code and Articles 237-1 and following of the AMF's general regulation, in the event that, after this Offer, the number of Tarkett shares not tendered to the Offer by minority shareholders (other than shares held by Tarkett in treasury and free shares covered by a liquidity mechanism) does not represent more than 10% of Tarkett's capital and voting rights, Tarkett Participation intends to file a request with the AMF to carry out, within three (3) months of the closing of the Offer, a squeeze-out in order that the Tarkett shares not tendered to the Offer (other than shares held by Tarkett in treasury and free shares covered by a liquidity mechanism) be transferred to Tarkett Participation in return for compensation per share equal to the Offer price.

The draft offer document prepared by Tarkett Participation (the “**Draft Offer Document**”) is available on the websites of Tarkett and of the AMF (www.amf-france.org). It may be obtained free of charge from:

Tarkett Participation

Tour Initiale - 1, Terrasse
Bellini
92919 Paris La Défense
Cedex

Rothschild Martin Maurel

29 Avenue de Messine
75008 Paris

BNP Paribas

4 rue d'Antin
75002 Paris

**Crédit Agricole Corporate and
Investment Bank**

12, place des Etats-Unis
CS 70052
92547 Montrouge Cedex

Société Générale

GLBA/IBD/ECM/SEG
75886 Paris Cedex 18

In accordance with Article 231-28 of the AMF's general regulation, a description of the legal, financial and accounting information relating to Tarkett Participation will be provided to the public no later than the day before the Offer opens. A press release will be published to inform the public about how this document may be obtained.

1. PRESENTATION OF THE OFFER

In accordance with Title III of Book II and more specifically Articles 233-1 and following of the AMF's general regulation, Tarkett Participation, a simplified joint-stock company whose registered office is located at Tour Initiale - 1 Terrasse Bellini, 92919 Paris La Défense Cedex, registered with the Nanterre trade and companies register under number 898 347 877 (the "**Offeror**"), acting in concert within the meaning of Article L. 233-10 of the French Commercial Code with Société Investissement Deconinck¹ ("**SID**" or the "**Historic Shareholder**") and Trief Corporation SA² ("the "**Investor**") (hereinafter referred to, together with the Offeror, as the "**Concert**"), are making an irrevocable offer to all shareholders in Tarkett, a public limited company governed by a supervisory board and a management board, whose registered office is located at Tour Initiale - 1 Terrasse Bellini, 92919 Paris La Défense Cedex, registered with the Nanterre trade and companies register under number 352 849 327 ("**Tarkett**" or the "**Company**"), and together with its direct and indirect subsidiaries the "**Group**"), to acquire all shares in the Company (the "**Shares**") that members of the Concert do not own directly or indirectly as of the date of the Draft Offer Document at a price of €20 per Share (the "**Offer Price**") through a simplified public tender offer as described below (the "**Offer**").

The Shares are admitted for trading on compartment B of the Euronext Paris regulated market ("**Euronext Paris**") under ISIN FR0004188670 (ticker: TKTT).

As of the date of the Draft Offer Document, the Offer and the members of the Concert together hold 33,222,659 shares in the Company representing 50.68% of the Company's capital and 50.14% of its theoretical voting rights based on a total of 65,550,281 shares and 66,264,868 theoretical voting rights in the Company³, in accordance with Article 223-11 of the AMF's general regulation.

The Offer is for:

- all Shares not held directly or indirectly by the Offeror, alone or in concert, that are already issued, except for Shares held in treasury by the Company⁴, it being stipulated that this represents, as of the date of the Draft Offer Document and to the Offeror's knowledge, a maximum of 31,935,195 Shares;
- all Shares that may be transferred before the Offer closes as a result of the vesting of shares awarded free of charge by the Company under the 2021 LTIP, i.e. to the Offeror's knowledge and as of the date of this document, a maximum of 250,377 Shares;

making a total maximum of 32,185,572 Shares.

Currently Vesting Free Shares (as defined below) are not included in the Offer, subject to the lifting of lock-up periods provided for by the applicable statutory or regulatory provisions. Holders of these free shares will have the benefit of a liquidity mechanism on terms described in section 2.4.2 of the Draft Offer Document.

The situation of holders of Free Shares in relation to the Offer is described in section 2.4 of the Draft

¹ A simplified joint-stock corporation whose registered office is located at Tour Initiale - 1 Terrasse Bellini, 92919 Paris La Défense Cedex and which is registered with the Nanterre trade and companies register under number 421 199 274, controlled by the Deconinck family.

² A public limited company incorporated under Luxembourg law whose registered office is located at 5 rue Pierre d'Aspelt, L-1142 Luxembourg and which is registered with the Luxembourg trade and companies register under number B50162, a wholly owned subsidiary of Wendel SE, 89 rue Taitbout, 75009 Paris.

³Based on pro forma figures, themselves based on information as of 31 March 2021 published by the Company on its website in accordance with Article 223-16 of the AMF's general regulation.

⁴ It being stipulated that as of the date of this document, the Company holds 392,427 shares in treasury (of which 250,377 are allocated to awards of performance shares free of charge under the LTIP 2021 plan).

Offer Document.

As of the date of the Draft Offer Document and to the Offeror's knowledge, there are no equity securities and no other financial instruments or rights that could give access, either immediately or in the future, to the Company's share capital or voting rights other than the Shares and the Currently Vesting Free Shares.

The Offer will take place according to the simplified procedure in accordance with Articles 233-1 and following of the AMF's general regulation.

It should also be noted that the Offeror is required to file the Offer pursuant to Article L. 433-3(I) of the French Monetary and Financial Code and Article 234-2 of the AMF's general regulation, following the SID Contribution (as described in Section 1.1.2) and the fact that SID and the Investor are acting in concert.

In accordance with Article 231-13 of the AMF's general regulation, Rothschild Martin Maurel, BNP Paribas, Crédit Agricole Corporate and Investment Bank ("**CA-CIB**") and Société Générale (the "**Presenting Banks**") filed the draft Offer and the Draft Offer Document with the AMF on 26 April 2021.

Only BNP Paribas, CA-CIB and Société Générale guarantee, in accordance with Article 231-13 of the AMF's general regulation, the content and irrevocable nature of the undertakings made by the Offeror in connection with the Offer.

1.1 Background of the Offer

1.1.1 Reasons for the Offer

Tarkett is a worldwide leader in innovative flooring and sports surface solutions. With its experienced staff and sales in more than 100 countries, the Group has gained in-depth knowledge and an excellent understanding of customers' cultures, tastes and requirements, regulations and customs regarding floor coverings in each country.

In the year ended 31 December 2020, Tarkett generated consolidated revenue of €2,633 million.

The Group was formed through the 1997 combination between French company Sommer Allibert SA, listed in Paris, and Tarkett AG, listed in Frankfurt. Tarkett's shares were admitted to trading on the Paris stock exchange in 2013.

Before the SID Transfer (as defined below), SID held 33,222,659 Shares representing 50.68% of the capital⁵.

Given the increased volatility in the markets and in commodity prices, SID decided to explore the possibility of delisting Tarkett in order to allow the Company to implement its strategy in a calmer environment.

SID also wants to increase its control over Tarkett by offering Tarkett shareholders liquidity, allowing them to sell their Shares at an attractive price, and at the same time gain the backing of a financial partner in order to support the Company's development.

On 23 April 2021, after a competitive process, SID and the Investor entered into (i) an investment agreement (the "**Investment Agreement**") and (ii) a shareholder's agreement (the "**Shareholders' Agreement**"). Pursuant to the Investment Agreement, SID and the Investor are acting in concert with respect to the Company within the meaning of Article L. 233-10 of the French Commercial Code.

⁵ Based on a total of 65,550,281 shares at 31 March 2021 as reported on the Company's website.

As described in more detail in section 1.3.1 of the Draft Offer Document, the Investment Agreement provides for the Offeror to make a simplified public tender offer for the shares not held by the Offeror.

As declared on 23 April 2021 in a joint press release of the Company and the Offeror, the draft Offer was welcomed by the Company’s Supervisory Board, which set up an ad hoc committee consisting of independent members, in charge of overseeing the work done by the independent appraiser and making recommendations to the Company’s Supervisory Board regarding the Offer. In the context of the preparation of the draft Offer, and on the recommendation of the ad hoc committee, the Supervisory Board appointed Finexsi, represented by Mr. Olivier Courau and Mr. Olivier Peronnet, as independent appraiser with the task of preparing a report on the financial terms of the Offer and the possible squeeze-out in accordance with Article 261-1(I)(1), (2) and (4) and Article 261-1(II) of the AMF’s general regulation.

A press release dated 23 April 2021 stated that the Offeror would file its draft Offer with the AMF on 26 April 2021.

1.1.2 Presentation of the Offeror

The Offeror is a simplified joint-stock corporation incorporated under French law, created by SID for the purposes of the Offer.

On 23 April 2021, SID contributed all of its Shares, i.e. 33,222,659 Shares (the “**Contributed SID Shares**”) representing 50.68% of the Company’s capital and 66.40% of its theoretical voting rights (the “**SID Contribution**”). When the SID Contribution took place, the double voting rights attached to some of the Contributed SID Shares were lost.

On the same day, SID sold to the Investor 1 ordinary share in the Offeror for a price based on the Offer Price and the Investor is today acquiring, in accordance with the Investment Agreement, 17,982,145 additional ordinary shares in the Offeror for a total amount of €30 million, determined for transparency on the basis of the Offer Price in accordance with the Investment Agreement⁶.

After those transactions, ownership of the Offeror’s share capital and voting rights is as follows:

Shareholder	Number of Shares	% of capital	Number of voting rights	% of voting rights
SID	380,294,901	95.49%	380,294,901	95.49%
Trief Corporation SA	17,982,146	4.51%	17,982,146	4.51%
Total	398,277,047	100.00%	398,277,047	100.00%

1.1.3 Ownership of the Company’s capital and voting rights

To the Offeror’s knowledge, as of 31 March 2021, the Company’s share capital totals €327,751,405, divided into 65,550,281 Shares with par value of €5 each.

(a) Ownership of the Company’s capital and voting rights before the SID Contribution

To the Offeror’s knowledge, ownership of the Company’s capital and voting rights broke down as follows before the SID Contribution:

⁶ The transfer of 17,982,145 ordinary shares in the Offeror to the Investor results from an acquisition agreement signed on 23 April 2021.

Shareholder	Number of Shares	% of capital	Number of theoretical voting rights	% of theoretical voting rights
Société Investissement Deconinck	33,222,659	50.68%	65,297,730	66.40%
Deconinck family and related companies ⁷	407,844	0.62%	412,844	0.42%
Treasury shares	392,427	0.60%	392,427	0.40%
Free float	31,527,351	48.10%	32,236,938	32.79%
Total	65,550,281	100%	98,339,939⁸	100%

To the Offeror's knowledge, the members of the Deconinck family and their companies have stated their intention to tender their Shares to the Offer.

(b) Ownership of the Company's capital and voting rights after the SID Contribution

As of the date of the Draft Offer Document and to the Offeror's knowledge, ownership of the Company's capital and voting rights break down as follows after the SID Contribution and taking into account the loss of double voting rights resulting from the SID Contribution:

Shareholder	Number of Shares	% of capital	Number of theoretical voting rights	% of theoretical voting rights
Offeror	33,222,659	50.68%	33,222,659	50.14%
Deconinck family and related companies	407,844	0.62%	412,844	0.62%
Treasury shares	392,427	0.60%	392,427	0.59%
Free float	31,527,351	48.10%	32,236,938	48.65%
Total	65,550,281	100%	66,264,868⁹	100%

⁷ Family members and related companies, as described in the threshold crossing declaration published on the AMF website dated 14 November 14 2018.

⁸ Based on the total of 65,550,281 shares and 98,339,939 theoretical voting rights as of 31 March 2021 as reported on the Company's website.

⁹ Based on 98,339,939 theoretical voting rights at 31 March 2021 as reported on the Company's website, taking into account the loss of double voting rights resulting from the SID Contribution.

The Shares in the Company held by the Offeror are pledged as part of the Bank Financing.

(c) Free shares

Details of free shares awarded by the Company to employees or executives of the Group are provided in section 2.4.1 of the Draft Offer Document.

(d) Threshold crossing disclosures and statements of intent

In accordance with Article L. 233-7 of the French Commercial Code and Articles 223-11 and following of the AMF's general regulation, the Concert intends to inform the AMF, following the SID Contribution and signature of the Investment Agreement, which took place on 23 April 2021, that its interest in the Company, individually and in concert, has risen above the statutory thresholds of 5%, 10%, 15%, 20%, 25%, 30%, 1/3 and 50% of the Company's capital and voting rights, and to state its intentions.

In addition, in accordance with article 7 of the Company's articles of association and Article L. 233-7 of the French Commercial Code, the Concert also intends to inform the Company that, following the SID Contribution that was completed on 23 April 2021, its interest in the Company, individually and in concert, has risen above all thresholds representing a multiple of 1% between 0% and 50% of the Company's capital and between 0% and 50% of the Company's voting rights.

(e) Acquisitions of the Company's Shares by the Offeror and other members of the Concert in the last 12 months

With the exception of the SID Contribution, the Offeror did not acquire any Shares in the Company in the 12 months before the draft Offer was filed. In addition, the members of the Concert did not acquire any Shares in the Company in the 12 months before the draft Offer was filed.

(f) Regulatory, administrative and antitrust approvals

The Offer is not subject to any requirement to obtain regulatory approval.

In certain circumstances and depending on the percentage of the Offeror's shares held by the Investor, the Investor's purchase of Shares could be subject to merger control approval in Austria, Germany, Ukraine and Brazil. In any event, the Investor has undertaken not to hold shares and/or exercise voting rights in the Offeror beyond the extent allowed by applicable regulations for as long as regulatory approval has not been obtained. As a result, such approvals have no impact on the Offer.

1.2 Intentions of the Offeror over the next 12 months

1.2.1 Intentions regarding industrial, commercial and financial policy

The Offeror, with the financial support provided by the Investor and with the help of the Company's current management team, intends to pursue the main strategies being implemented by the Company and SID and to support the Company's development.

1.2.2 Composition of the Company's corporate bodies and management

If a squeeze-out takes place in relation to the Company's shares following the Offer, the Company would be converted into a simplified joint-stock corporation led by the Offeror's Chairman, namely Fabrice Barthélemy.

If the Company's Shares were to remain listed, the Company would retain a dual governance structure consisting of a Management Board and a Supervisory Board, it being stipulated that (i) a majority of the Supervisory Board members would be appointed on the basis of SID's proposals, (ii) if the Investor owns more than 10% of the Offeror's voting rights, a Supervisory Board member would be appointed on the

basis of the Investor's proposal and (iii) at least a third of the Supervisory Board members would be independent according to the provisions of the Afep-Medef code applicable to controlled companies. The Composition of the Management Board would remain unchanged.

1.2.3 Intentions regarding employment

The Transaction forms part of a plan in which the Company's business activities and development are to continue. As a result, the Offer should not in itself result in any particular impact on the Company's workforce, wage policy or human resource management policy. Depending on the outcome of the Offer and the possible delisting of Tarkett, certain functions specifically related to the listing could be affected by the proposed transaction.

1.2.4 Merits of the Offer for the Company and the shareholders

The Offeror is offering the Company's shareholders who tender their Shares to the Offer the opportunity to obtain immediate liquidity for all of their interest at an attractive price.

The Offer Price represents a premium of 38.1%¹⁰ and 44.4% relative to the daily volume-weighted average closing price in the 20 and 60 stock exchange trading sessions preceding the Offer announcement respectively, and a 25.8% premium to the closing price preceding the Offer announcement.

Information for assessing the Offer Price is presented in section **Erreur ! Source du renvoi introuvable.** of the Draft Offer Document.

1.2.5 Synergies

The Offeror is a holding company that was incorporated on 16 April 2021 and its purpose is to own an equity stake in and manage the Company. As a result, the Offeror does not anticipate any cost or revenue synergies with the Company, other than savings resulting from delisting the Company.

1.2.6 Intentions regarding a possible merger

There are no plans for the Offeror to merge with the Company.

1.2.7 Intention in terms of carrying out a squeeze-out or maintaining the Company's listing after the Offer

In accordance with Article L. 433-4(II) of the French Monetary and Financial Code and Articles 237-1 and following of the AMF's general regulation, the Offeror intends to file a request with the AMF to carry out, within three (3) months of the closing of the Offer, a squeeze-out in order that the Shares in the Company not tendered to the Offer (other than shares held in treasury and free shares that are covered by the Liquidity Mechanism and treated in the same way as shares held by the Offeror in accordance with Article L. 233-9(I)(4) of the French Commercial Code) be transferred to the Offeror in return for compensation per share equal to the Offer Price (free of charge) in the event that, after the Offer, the number of shares in the Company not tendered by minority shareholders (other than shares held in treasury and free shares that are covered by the Liquidity Mechanism and treated in the same way as shares held by the Offeror in accordance with Article L. 233-9(I)(4) of the French Commercial Code) does not represent more than 10% of the Company's capital and voting rights.

In the event that the Offeror is unable to carry out a squeeze-out following the Offer, the Offeror reserves the right to file a public offer, followed, if applicable, by a squeeze-out in respect of the Shares that it does not hold directly or indirectly, alone or in concert, at that date. In this context, the Offeror

¹⁰ The difference in premium of 0.4% with the one published in the Tarkett and Wendel press releases of 23 April 2021 is due to the delay in FactSet taking into account the volumes of Tarkett shares traded on certain trading platforms.

may decide to increase its shareholding in the Company following the Offer and prior to the filing of a new offer in accordance with the applicable legal and regulatory provisions.

1.2.8 The Company's dividend distribution policy

For the record, the table below sets out the dividends paid by the Company in the last three years.

Shareholders' general meeting	Dividend per share
2020	€0.00
2019	€0.60
2018	€0.60

There are no plans to approve any payment of dividends to the Company's shareholders in the shareholders' general meeting scheduled for 30 April 2021.

In the next 12 months, the Offeror intends to maintain a dividend policy in line with that adopted in 2020 and 2021, i.e. not to make any dividend payments.

Any change to the dividend distribution policy will take place in accordance with the law and the Company's articles of association, taking into account the Company's ability to make distributions, financial position and funding needs.

1.3. Agreements that may materially affect the assessment of the Offer or its outcome

1.3.1 Investment Agreement

The members of the Concert entered into the Investment Agreement on 23 April 2021, which is more fully described in section 1.3.1 of the Draft Offer Document.

1.3.2 Shareholders' Agreement

On the same date, the members of the Concert formed a shareholders' agreement (the "**Shareholders' Agreement**"), governing relations between SID and the Investor regarding the Offeror and the subsidiaries it controls (including the Company) for a period of 15 years, the main terms of which are summarised in section 1.3.2 of the Draft Offer Document and which will come into force on the settlement date of the Offer or of the squeeze-out as the case may be.

1.3.3 Investment and performance share plans involving the Offeror and the Company

The members of the Concert have agreed as part of the Investment Agreement to implement, after the Offer, an investment and performance share plan involving the Offeror for certain executives and senior managers of the Company, as described in section 1.3.3 of the Draft Offer Document.

1.3.4 Liquidity Mechanism

Under the Investment Agreement, the members of the Concert have agreed to set up, after the Offer closing date, a liquidity mechanism for holders of Currently Vesting Free Shares and Free Shares Under Retention, as indicated in section 1.3.4 of the Draft Offer Document.

1.3.5 Other agreements of which the Offeror is aware

With the exception of the agreements described in sections 1.3.1 to 1.3.4 of the Draft Offer Document, there is not, to the Offeror's knowledge, any other agreement that may affect the assessment or outcome of the Offer.

2. DETAILS OF THE OFFER

2.1 Terms of the Offer

In accordance with Article 231-13 of the AMF's general regulation, the Presenting Banks, acting on behalf of the Offeror as presenting institutions, filed the draft Offer with the AMF on 26 April 2021 in the form of a simplified public tender offer for all Shares not currently held, directly or indirectly, by the Offeror.

Under the Offer, which will take place according to the simplified procedure governed by Articles 233-1 and following of the AMF's general regulation, the Offeror irrevocably undertakes to acquire during the Offer period all Shares tendered to the Offer at a price of €20 per Share.

The attention of the Company's shareholders is drawn to the fact that, because the Offer is taking place according to the simplified procedure, it will not be reopened after the final result of the Offer is published.

BNP Paribas, CA-CIB and Société Générale, as guarantors, guarantee the content and irrevocable nature of the undertakings made by the Offeror in connection with the Offer, in accordance with Article 231-13 of the AMF's general regulation.

2.2 Adjustment of the Offer terms

Any distribution of a dividend, interim dividend, reserve, issue premium or any other distribution (in cash or in kind) decided by the Company where the ex-date or any capital reduction would take place before the Offer closes will give rise to a reduction, on a euro-for-euro basis, in the price per share offered in the Offer.

2.3 Number and type of securities covered by the Offer

As of the date of the Draft Offer Document, the Offeror holds 33,222,659 Shares representing 50.68% of the Company's capital and 50.14% of the Company's theoretical voting rights.

The Offer is for:

- all Shares not held directly or indirectly by the Offeror, alone or in concert, that are already in issue, except for Shares held in treasury by the Company¹¹, it being stipulated that this represents, as of the date of the Draft Offer Document and to the Offeror's knowledge, a maximum of 31,935,195 Shares;
- all Shares that may be transferred before the Offer closes as a result of the vesting of shares awarded free of charge by the Company under the 2021 LTIP, i.e. to the Offeror's knowledge and as of the date of this document, a maximum of 250,377 Shares;

making a total maximum of 32,185,572 Shares. The situation in relation to the Offer of those awarded free shares, including holders of Free Shares Under Retention, is described in section 2.4.1 of the Draft Offer Document.

As of the date of the Draft Offer Document and to the Offeror's knowledge, there are no equity securities and no other financial instruments or rights that could give access, either immediately or in the future, to the Company's share capital or voting rights other than the Shares and the Currently Vesting Free Shares.

2.4 Position of the beneficiaries of free shares and liquidity mechanism

2.4.1. Position of the beneficiaries of free shares

The Company has put in place long-term incentive plans every year since 2011.

¹¹ It being stipulated that as of the date of this document, the Company holds 392,427 shares in treasury (of which 250,377 are allocated to awards of performance shares free of charge under the LTIP 2021 plan).

The table below summarises the main characteristics of the outstanding free share plans put in place by the Company, to the Offeror’s knowledge, as of the date of the Draft Offer Document. The figures presented exclude awarded free shares that are unlikely to vest through the application of the terms of the plans concerned:

	LTIP 2018-2021	LTIP 2019-2022	LTIP 2020-2023
Date of the shareholders’ general meeting	26 April 2018	26 April 2019	30 April 2020
Date of the Management Board’s decision	25 July 2018	24 June 2019	30 July 2020
Vesting date	1 July 2021 ¹²	1 July 2022 ¹³	1 August 2023
Performance conditions	✓	✓	✓
Number of shares vested	1,200	0	0
Number of shares likely to vest	250,377 ¹⁴	335,215 ¹⁴	476,200 ¹⁴

To the Offeror’s knowledge, as of the date of the Draft Offer Document, a maximum of 811,415 Shares may be awarded under the LTIP 2019-2022 and LTIP 2020-2023 plans described above (“**Currently Vesting Free Shares**”).

Subject to performance conditions being met, the 250,377 free shares that may vest under the LTIP 2018-2021 plan will vest on 1 July 2021 and so it will be possible to tender them to the Offer.

In addition, some Shares currently held by beneficiaries of certain free share plans are locked up as of the date of the Draft Offer Document and will remain so until the estimated closing date of the Offer (the “**Free Shares Under Retention**”), including some Shares whose vesting period has ended as of the date of the Draft Offer Document. The Locked-up free Shares correspond to:

- (i) a maximum of 9,000 Shares under retention under Article L. 225-197-1(II) of the French Commercial Code, under which Tarkett’s Supervisory Board has required Tarkett’s corporate officers to retain their Shares until the end of their terms of office (the “**Additional Retention Period**”);
- (ii) a maximum of 35,000 Shares under retention pending the expiration of a holding period specified by tax laws (period provided for in Article 150-0 D(1ter)(A)(a) of the French General Tax Code (“**FGTC**”) for Shares eligible for the provisions of Article 200 A(3) of the FGTC in its wording arising from Article 135 of French act no. 2015-990 of 6 August 2015 for growth, activity and equal economic opportunities).

To the Offeror’s knowledge, as of the filing date of the Draft Offer Document and subject to cases of early vesting and transferability provided for by law, the Currently Vesting Free Shares and the Free Shares Under Retention will not be capable of being tendered to the Offer to the extent that the vesting periods, Additional Retention Period and holding period specified by tax laws have not expired before the closing of the Offer.

¹² 1 August 2021 for some beneficiaries. If the Offer or a squeeze-out closes before that date, the securities concerned will be subject to the Liquidity Mechanism on the basis of the Offer Price.

¹³ 1 August 2022 for some beneficiaries.

¹⁴ Assuming a vesting of 100% of the shares.

2.4.2. Liquidity mechanism

The Liquidity Mechanism that will be offered to holders of Free Shares Under Retention is described in greater detail in section 1.3.4 of this Draft Offer Document.

2.5 Offer details

In accordance with Article 231-13 of the AMF's general regulation, the Presenting Banks, acting on behalf of the Offeror, filed the draft Offer and the Draft Offer Document with the AMF on 26 April 2021. On the same day, the AMF published a notice of filing relating to the Draft Offer Document on its website (www.amf-france.org).

In accordance with Article 231-16 of the AMF's general regulation, this Draft Offer Document, as filed with the AMF, is available to the public free of charge from the registered office of the Offeror and from the Presenting Banks, as well as online on the websites of the AMF (www.amf-france.org) and the Company (www.tarkett.com).

In addition, a press release containing the main elements of the Draft Offer Document and setting out how it may be obtained was published by the Offeror on 26 April 2021.

This Offer and the Draft Offer Document remain subject to review by the AMF.

The AMF will publish on its website a reasoned clearance decision with respect to the draft Offer after verifying that the draft Offer complies with applicable laws and regulations. In accordance with Article 231-23 of the AMF's general regulation, the clearance decision will constitute approval of the Offeror's offer document.

The offer document approved by the AMF as well as the other information relating in particular to the legal, financial and accounting characteristics of the Offeror, will be available to the public, in accordance with Article 231-28 of the AMF's general regulation, from the Offeror's registered office and from the Presenting Banks, no later than the day preceding the opening of the Offer. Such documents will also be available on the websites of the AMF (www.amf-france.org) and the Company (www.tarkett.com).

In accordance with Articles 231-27 and 231-28 of the AMF's general regulation, a press release indicating how such documents are made available by the Offeror will be published no later than the day preceding the opening of the Offer including on the Company's website.

Prior to the opening of the Offer, the AMF will publish a notice announcing the opening and timetable of the Offer, and Euronext Paris will publish a notice announcing the arrangements and timetable of the Offer.

2.6 Procedure for tendering shares to the Offer

Shares tendered to the Offer must be freely negotiable and free of any lien, charge, pledge, other guarantee or any restriction on the free transfer of their ownership. The Offeror reserves the right to reject any Share tendered to the Offer that does not comply with this condition.

The draft Offer and all of its related agreements are governed by French law. Any dispute or conflict, whatever its purpose or grounds, relating to this draft Offer will be brought before the competent courts.

The Offer would be open for a period of twenty-one (21) trading days. Shareholders' attention is drawn to the fact that, because the Offer is taking place according to the simplified procedure, it will not be reopened after the AMF publishes the result of the Offer.

Shares held in registered form must be converted into bearer form in order to be tendered to the Offer. As a result, shareholders whose Shares are in registered form and who wish to tender them to the Offer must request their conversion into bearer form at the earliest opportunity in order to tender them to the Offer.

Shareholders whose Shares are registered in an account managed by a financial intermediary and who wish to tender them to the Offer must send to the financial intermediary that is the custodian of their Shares an irrevocable order to tender or sell the Shares at the Offer Price, using the template provided by that intermediary in good time to allow their order to be executed and no later than the day on which the Offer closes, stating whether they are electing either to sell their Shares directly in the market or to tender their Shares to the semi-centralised Offer via Euronext Paris in order to benefit from the Offeror covering the brokerage fees as described in section 2.11 of the Draft Offer Document.

Market-based procedure for tendering shares to the Offer

Tarkett shareholders wishing to tender their Shares to the Offer using the market-based procedure must send back their sale order by the last day of the Offer and settlement will take place as and when orders are executed, two (2) trading days after the execution of each order, it being stipulated that trading fees (including related brokerage fees and VAT) will remain payable by the shareholder selling the Shares in the market.

Exane, an investment service provider authorised as a market member, will buy the Shares sold in the market on behalf of the Offeror, in accordance with applicable regulations.

Semi-centralised procedure for tendering shares to the Offer

Tarkett shareholders wishing to tender their Shares to the Offer using the semi-centralised procedure via Euronext Paris must send back their tender order by the last day of the Offer (subject to timeframes specific to certain financial intermediaries). Settlement will take place after the semi-centralisation operations have been completed.

The Offeror will cover shareholders' brokerage fees, it being stipulated that the conditions under which it will do so are described in section 2.11 of the Draft Offer Document.

Euronext Paris will pay directly to the financial intermediaries the amounts due in respect of the reimbursement of fees mentioned below from the semi-centralisation settlement date.

2.7 Trading of shares by the Offeror during the Offer period

As declared on 23 April 2021 in a joint press release of the Company and the Offeror, the Offeror intends, until the opening of the Offer, to acquire shares, subject to limits set out in Article 231-38(IV) of the AMF's general regulation, i.e. up to 9,580,558 Shares, corresponding to up to 30% of the Shares targeted by the draft Offer at the Offer Price. Such acquisitions will be published on the AMF website in accordance with applicable regulations.

2.8 Indicative timetable of the Offer

Prior to the opening of the Offer, the AMF will publish a notice stating the opening and timetable of the Offer, and Euronext Paris will publish a notice announcing the arrangements and opening of the Offer.

An indicative timetable of the Offer is set out below:

Dates	Main stages of the Offer
26 April 2021	<ul style="list-style-type: none"> - Offeror's draft Offer and Draft Offer Document filed with the AMF. - Draft Offer Document made available to the public at the registered offices of the Offeror and the Presenting Banks and posted on the websites of the Company (www.tarkett.com) and the AMF (www.amf-france.org). - Publication of the press release relating to the filing and availability of the Draft Offer Document.
[25 May 2021]	<ul style="list-style-type: none"> - Filing of the Company's draft reply document, including the reasoned opinion of the Company's Supervisory Board and the report of the independent appraiser. - The Company's draft reply document made available to the public at the registered office of the Company and posted on the websites of the Company (www.tarkett.com) and the AMF (www.amf-france.org). - Publication of the press release relating to the filing and availability of the Company's draft reply document.
[22 June 2021]	<ul style="list-style-type: none"> - Publication of the statement of compliance relating to the Offer by the AMF, signifying approval of the Offeror's offer document and the Company's reply document. - Approved offer document made available to the public at the registered offices of the Offeror and the Presenting Banks and posted on the websites of the Company (www.tarkett.com) and the AMF (www.amf-france.org). - Approved reply document made available to the public at the registered office of the Company and posted on the websites of the Company (www.tarkett.com) and the AMF (www.amf-france.org).
[23 June 2021]	<ul style="list-style-type: none"> - Information relating in particular to the legal, financial and accounting characteristics of the Offeror made available to the public at the registered offices of the Offeror and the Presenting Banks and posted on the websites of the Company (www.tarkett.com) and the AMF (www.amf-france.org). - Publication by the Offeror of the press release stating how the approved Offer Document and information relating in particular to the legal, financial and accounting characteristics of the Offeror is being made available. - Information relating in particular to the legal, financial and accounting characteristics of the Company made available to the public at the registered office of the Company and posted on the websites of the Company (www.tarkett.com) and the AMF (www.amf-france.org). - Publication by the Company of the press release stating how the approved reply document and information relating in particular to the legal, financial and accounting characteristics of the Company are being made available.
[24 June 2021]	<ul style="list-style-type: none"> - Opening of the Offer

[22 July 2021]	- Closing of the Offer ¹⁵
[26 July 2021]	- Publication by the AMF and Euronext Paris of the notice stating the result of the Offer.
[29 July 2021]	- Settlement of the semi-centralised Offer with Euronext Paris
Shortly after the closing of the Offer	- Implementation of the squeeze-out as the case may be.

2.9 Expenses relating to the Offer

The overall amount of all expenses, costs and disbursements incurred by the Offeror solely in connection with the Offer, including the fees and other expenses of its external financial, legal and accounting advisors, along with those of appraisers and other consultants, and publicity and communication expenses, is estimated at approximately €25 million (excluding VAT).

2.10 Financing of the Offer

The maximum cost of the Offeror acquiring all Shares covered by the Offer as filed on 26 April 2021, based on the Offer Price for the Shares, is €643,711,440 (excluding various expenses and commissions).

The Offer will be financed through the Shareholder Loan and the Bank Financing (as described in the Draft Offer Document).

2.11 Reimbursement of brokerage fees

Except as indicated below, no expenses will be reimbursed and no commission will be paid by the Offeror to any intermediary or any person soliciting the tendering of Shares to the Offer.

The Offer will cover the brokerage fees and related VAT paid by holders of Shares who tender their Shares to the semi-centralised Offer, subject to a maximum of 0.3% (excluding VAT) of the amount of Shares tendered to the Offer with a maximum of €250 per application (including VAT). Only holders of Shares that are registered in an account the day before the opening of the Offer and who tender their Shares to the semi-centralised Offer may have their brokerage fees reimbursed as mentioned above (and the related VAT). Holders who sell their Shares in the market will not be able to have their brokerage fees (or of the related VAT) reimbursed.

2.12 Restrictions on the Offer outside France

No request to register the Offer or to obtain approval has been made to a financial market supervisory authority other than the AMF and no such request will be made.

As a result, the Offer is made to shareholders of the Company located in France and outside France, provided that the local laws to which they are subject allow them to take part in the Offer without the Offeror being required to complete any additional formalities.

The publication of the Draft Offer Document, the Offer, the acceptance of the Offer and the delivery of the Securities may in some countries be subject to specific regulations or restrictions. As a result, the Offer is not addressed to persons subject to such restrictions, either directly or indirectly, and is not capable of being accepted in a country in which the Offer is subject to restrictions.

¹⁵ Since the Offer is open to American shareholders, it is expected that it remains open for 21 trading days in accordance with the applicable regulations.

Neither the Draft Offer Document nor any other document relating to the Offer constitutes an offer to buy or sell financial instruments or a solicitation of an offer in any country in which such offer or solicitation would be illegal, could not be legally made or would require the publication of a prospectus of any other formality in accordance with local financial laws. The holders of Securities located outside of France may participate in the Offer only to the extent that such participation is authorised by the local laws to which they are subject.

As a result, persons in possession of the Draft Offer Document are required to inform themselves about any applicable local restrictions and to comply with them. A failure to comply with these restrictions may constitute a violation of applicable stock exchange laws and regulations.

The Offeror will not be liable for the violation of applicable legal or regulatory restrictions by any person.

United States

In particular, as well as in France, the Offer will be made in the United States of America in accordance with Section 14(e) of the US Securities Exchange Act of 1934 as amended (the “1934 Act”) and with the rules and regulations promulgated under that act, including Rule 14E, and will be subject to certain exemptions provided for by Rule 14d-1(d) of the 1934 Act and to French law. As a result, the Offer will be subject to certain disclosure and procedural rules, including those relating to the notice of extension of the Offer, settlement, purchases of Shares outside of the Offer and payment dates, which differ from those arising from American rules relating to public offers.

The payment of the Offer price to Tarkett’s US shareholders could be a transaction subject to tax including US federal income tax. Each of Tarkett’s US shareholders are strongly advised to consult immediately an independent professional advisor regarding the tax consequences of accepting the Offer.

It could be difficult for Tarkett’s US shareholders to assert their rights under US federal stock exchange law, since the Offeror and Tarkett have their registered offices outside the United States of America and some or all of their managers and directors are residents of countries other than the United States of America. Tarkett’s US shareholders may be unable to commence proceedings before a court outside the United States against a non-US company, its managers or its directors by invoking breaches of US stock exchange law. It may also be difficult to force a non-US company and its affiliates to comply with judgments handed down by a US court.

To the extent allowed by the applicable laws and regulations, including Rule 14e-5 of the 1934 Act, and in accordance with standard practice in France, the Offeror and its affiliates and/or its broker(s) (acting as agent in the name of and on behalf of the Offeror or its affiliates as the case may be) and Tarkett and its affiliates and/or its broker(s) (acting as agent in the name of and on behalf of Tarkett or its affiliates as the case may be) may, before or after the date of the Draft Offer Document, directly or indirectly, buy or take the necessary steps to buy Shares outside of the Offer (the Offeror's intentions in this respect are described in Section 2.7 of the Draft Offer Document). Such purchases may take place on the market or through off-market transactions at the Offer Price. To the extent that information about such purchases and such provisions is made public in France, it would also be made public through a press release or any other method that would allow Tarkett’s US shareholders to be informed and on Tarkett’s website (www.tarkett.com). No purchases outside of the Offer shall take place by or on behalf of the Offeror, Tarkett or their respective affiliates in the United States of America. The affiliates of the financial advisors of the Offeror and of Tarkett may continue ordinary trading in Tarkett securities, which may include purchases or certain steps to purchase such securities.

This Draft Offer Document has not been filed or examined by any market authority (federal or state) or any other regulatory authority in the United States of America, and none of those authorities has commented on the accuracy or adequacy of the information contained in this Draft Offer Document. Any statement to the contrary would be unlawful and could constitute a criminal offence.

3. SUMMARY OF VALUATION OF THE OFFER PRICE

The Offer Price proposed by the Offeror is €20.0 per Share. Based on the valuation work presented below, the Offer Price shows the following premiums:

	Value per Share ¹ (€)	Premium/(discount) represented by the Offer Price (%)
Offer Price per Share (€)	20.0	
Main methods applied		
Historical prices		
Last closing price before the project was announced ²	15.9	+25.8%
20-day VWAP	14.5	+38.1%
60-day VWAP	13.8	+44.4%
120-day VWAP	13.7	+45.6%
180-day VWAP	12.8	+56.3%
250-day VWAP	12.1	+64.7%
250-day high	16.3	+23.1%
250-day low	8.3	+141.0%
Analyst target prices		
Highest target price	20.0	-
Average target price	15.8	+26.7%
Lowest target price	12.6	+58.4%
DCF		
Middle of the range resulting from the Company's business plan	15.8	+26.5%
Upper end of the range resulting from the Company's business plan	17.2	+16.5%
Lower end of the range resulting from the Company's business plan	14.6	+36.8%
Methods applied for information only		
Peers' trading multiples comparison		
2021 EV/EBIT (overall average)	9.4	+113.0%
2022 EV/EBIT (overall average)	16.4	+22.2%

N.B.: ¹ Value per share based on 65,283,043 Shares, excluding 392,427 Shares held in treasury.

² On 22 April 2021

Disclaimer

This press release was prepared for informational purpose only. It is not an offer to the public and it is not for diffusion in any other country than France. The diffusion of this press release, the Offer and its acceptance may be subject to specific regulations or restrictions in certain countries.

The Offer is not made for persons subject to such restrictions, neither directly nor indirectly, and may not be accepted in any way from a country where the Offer would be subject to such restrictions. Consequently, persons in possession of this press release shall inquire about potential applicable local restrictions and comply with them.

Tarkett Participation excludes all liability in the event of any breach of the applicable legal restrictions by any person.