

Simplified Tender Offer

Tarkett Participation >  **Tarkett**

Management
Board
President's
Letter

Dear Madam/Sir, dear shareholder,

As announced on April 23 of this year, Tarkett Participation, a company controlled by the Deconinck family, the long-term majority shareholder of Tarkett, filed on April 26, 2021 a simplified tender offer on all Tarkett's shares (the "Offer") at a price of €20 per share.

The Supervisory Board of Tarkett, which met on May 20, 2021, issued its reasoned opinion on the Offer and stated that it was in line with the interest of the Company, its shareholders and its employees. This reasoned opinion has been provided based upon the recommendations of an *ad hoc* committee composed of independent board members and the conclusions of the report of Finexsi, the independent expert appointed to provide its fairness opinion on the financial terms of the Offer.

For your information, the independent expert has concluded that the Offer is fair from a financial point of view (including in the event of a squeeze-out), confirming that its price shows a premium, based on all the valuation method that it retained as the main methods.

The Supervisory Board of Tarkett has therefore unanimously recommended to the shareholders to tender their shares to the Offer.

The French Autorité des Marchés Financiers (AMF) provided its clearance decision relating to the Offer on June 8, 2021 and the opening notice has been published by the AMF on June 9, 2021. Therefore, [the offer document of Tarkett Participation](#) and [the response document of Tarkett](#) have been approved by the AMF (respectively under No. 21-208 and 21-209). In accordance with applicable regulations, the simplified tender offer will close on July 9, 2021 and cannot be reopened following this 22-day offer period.

This transaction offers Tarkett shareholders liquidity for their shares, allowing to sell them at €20 per share, representing **premiums of:**

- **+25,8%** over the last closing price before announcement of the Offer; and
- **+44%** over the volume weighted average share price of the last 60 trading days before announcement of the Offer.

Sources: Finexsi's report included in the response document prepared by the Company.

As a reminder, prior to the opening of the Offer, Tarkett Participation holds 55.25% of the share capital and 54.58% of the voting rights of Tarkett.

Tarkett Participation stated its intention to implement a mandatory squeeze-out procedure in the event the minority shareholders do not hold more than 10% of the share capital and voting rights of Tarkett following the Offer. In that case, all Tarkett shares not tendered to the Offer will be transferred to Tarkett Participation in return for a compensation equal to the Offer price, i.e. €20 per share.

To facilitate your information, Tarkett dedicated a section of its website to the Offer. (<https://www.tarkett.com/en/content/simplified-tender-offer>) and proposes to answer within 1 business day to your questions on the Offer that you can submit (in French or in English) to the following email address: actionnaires@tarkett.com.

Yours sincerely,

Fabrice Barthélemy



Fabrice Barthélemy
President of the Management Board

How to bring your shares to the Offer?

All shareholders of Tarkett shall have received from their financial intermediary (banks, online brokers, etc.) an instruction form relating to the Offer, by email or by postal mail or directly on their online trading accounts.

If you have not received such instruction form, we invite you to proceed as follow:

Shareholder in bearer form:

contact your financial intermediary to receive the instruction form.

Shareholder in registered form:

Contact Caceis Corporate Trust
Service OST Registre
14, rue Rouget de Lisle
92862 ISSY-LES MOULINEAUX Cedex 9
ct-contact@caceis.com

In accordance with applicable regulations, the simplified tender offer will close on July 9, 2021 and cannot be reopened following this 22-day offer period.

Procedure for tendering shares to the Offer on the market:

Tarkett shareholders wishing to tender their shares to the Offer using the market-based procedure must return their sale order by the last day of the Offer, i.e. **on July 9, 2021** at the latest and settlement will take place as and when orders are executed, two (2) trading days after the execution of each order, it being indicated that trading fees (including related brokerage fees and VAT) will remain payable by the shareholder selling the shares on the market.

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 return their tender order by the last day of the Offer, i.e. **on July 9, 2021 at the latest** (subject to deadlines specific to certain financial intermediaries). Settlement will take place after the semi-centralisation operations have been completed. In this context, **Tarkett Participation will cover the selling shareholders' trading fees** (brokerage fees plus the related VAT) **up to 0.3% of the amount of the order, within the limit of €250 per file.**

Closing of the simplified tender offer:

July 9th 2021

For all questions on the Offer, you may contact us by email:

actionnaires@tarkett.com

We will do our best to answer you within 1 business day.