## 2021 Shareholders' Meeting

Notice of meeting

Friday April 30, 2021 - 9:00 am



## Sommaire

1	Message from the Chairman of the Management Board	3
2	Summary of Tarkett's condition and activity during the 2020 fiscal year	4
3	Governance	15
4	How to participate to the Shareholders' Meeting	16
5	Shareholders' Meeting of April 30, 2021	19
6	Request for information or documents	30

## 1. Message from the Chairman of the Management Board



#### Dear Shareholder,

I am pleased to invite you to Tarkett's Annual Shareholders' Meeting, which will take place on Friday April 30, 2021.

The decree of December 2, 2020 regarding the holding of shareholders' meetings in closed session was extended to the end of July 2021 due to the pandemic context. Therefore, the 2021 Shareholders' Meeting will be held in closed sessions, as this was already the case in 2020. I regret that this important annual event for our Group and you, our shareholders, cannot take place for the second year in a row. We will nevertheless set up a live audio webcast, allowing you to follow the Shareholders' Meeting and the presentation made for this occasion. We will also make available a replay of this audio webcast on our website following the meeting.

The agenda for the Shareholders' Meeting and detail of the resolutions submitted to your vote are included in this notice.

This year, 19 resolutions will be submitted to your vote, which are related, among other subjects, to the 2020 accounts and the net profit allocation. Given the latest developments regarding the Covid-19 situation, the level of near-term uncertainty remains high, and the management will remain focused on preserving its cash-flows in 2021. The Management Board will therefore not propose in 2021 the payment of a dividend in respect of 2020 in line with the Group's distribution policy (payout ratio based on reported net income, which is a loss in 2020).

You will also be asked to vote on the renewal of the mandates of Agnès Touraine and Sabine Roux de Bézieux. The appointment of Véronique Laury, a new Supervisory Board member to replace Guylaine Saucier whose mandate will come to term will also submitted to your approval.

Finally, you will have to express your opinion on the compensation policy of the Company's corporate officers before deciding on current financial resolutions and amendments of the Company's by-laws, intended to comply with the regulations in force.

As it is made every year, a state of our business and the changes that have occurred during the 2020 financial year will be presented. We will also comment on the mitigation measures which have been implemented to preserve the profitability and to protect cash flows in the context of the Covid-19 pandemic. We will also have some comments on the Group's strategic plan "Change to Win" implemented in June 2019. Then we will answer your questions sent prior to the Shareholders' Meeting, following the procedures described on the Company's corporate website. We will also offer the possibility to ask questions during the webcast following these presentations.

As the Shareholder's Meeting will be held in closed session, you can only either vote by post or give a proxy to the Chairman of the Shareholders' Meeting using the enclosed voting form, following the procedures described in this notice.

You may obtain additional information on the Company's website, www.tarkett.com, which contains most of the documents that are made available to you.

Thank you in advance for your comprehension and the trust you have placed in our Group, in these exceptional circumstances.

Yours sincerely,

Fabrice Barthélemy Chairman of the Management Board

# 2. Summary of Tarkett's condition and activity during the 2020 fiscal year

## 2.1 Key figures

In 2020, the Group's net revenue was  $\in$ 2,633 million, as compared with  $\in$ 2,992 million in 2019, a decrease of -12.0%.

The Group recorded organic growth of -9.5%, excluding the €(75) million of fluctuations in exchange rates, of which €(35) million resulted from the lag between changes in exchange rates and the corresponding price increases in Russia. The negative exchange rate effect was generated primarily by the U.S. dollar and the Russian ruble over the course of the second half of the year. At constant exchange rates and scope of consolidation, sales were affected throughout 2020 by the Covid-19 pandemic. In the second half in particular, the restrictions made necessary by the pandemic resulted in a strong decline in the flooring business, while the Sport segment showed more resilience. Business was also disrupted by a cyber-attack in May. In the second half, revenue benefited from a worldwide rebound in Residential as well as sustained activity in Health and Education, while Hotels and Offices were burdened by the delay in implementing investment decisions. The decrease at constant exchange rates and scope improved in the second half as compared with the first half (-12.6% in the first half as compared with -6.7% in the second half). However, sales continued to be affected by the pandemic and the related restrictive measures

Adjusted EBITDA was €278 million in 2020, as compared with €280 million in 2019. It represented 10.6% of revenue in 2020 and 9.4% in 2019. The first semester decline caused by the outburst of the pandemic and the first waves of strict lockdown were fully offset by the profit recovery in the second semester. Earnings in the second semester were positively impacted by the structural cost reduction measures and the decrease in raw material prices. In addition, the second semester Adjusted EBITDA benefited from the cyber insurance indemnities.

The slowdown of activity penalized the Adjusted EBITDA by -€114 million in 2020. In response to the health crisis, Tarkett implemented with success a mitigation plan while pursuing its Change to Win initiatives to improve the cost structure. In sum, the Group delivered €106 million of cost savings in 2020. The mitigation plan was introduced at the early stage of the pandemic and maintained during the course of the year. These measures yielded €44 million of savings, mostly in Q2 and Q3, out of which €15 million was helped by governmental support measures such as furlough schemes. In 2020, Tarkett also pursued its optimization program across its manufacturing sites, while substantially accelerating its SG&A cost savings plan. Net productivity gains and SG&A cost savings totaled €62 million, out of which 75% are structural.

Purchasing costs improved by  $\notin 29$  million compared to 2019, mainly reflecting lower oil prices. Freight costs started to bounce back in Q4, and freight forwarders faced a lack of capacity. Wage inflation amounted to  $\notin 15$  million in 2020, reflecting salary increases implemented late 2019 and early 2020.

Exchange rates and the devaluation of the ruble had a negative effect amounting to €23 million. Most of the selling price increases implemented 2020 aimed at mitigating this negative forex impact.

EBIT amounted to €47 million and Adjusted EBIT to €119 million. The adjustments to EBIT represented €72 million in 2020, compared to €25 million in 2019, including €53 million of non-cash asset impairments in H1 2020 mostly related to the impact of the pandemic on the Hospitality business. These adjustments also included restructuring costs of €15 million due to the global SG&A cost savings program and footprint rationalization in Europe.

Financial expenses decreased by  $\notin 5$  million to reach  $\notin 34$  million in 2020 as a result of lower interest-bearing financial debt and decrease of US dollar interest rates. Income tax charge amounted to  $\notin 32$  million in 2020. Net loss amounted to  $-\notin 19$  million, representing a fully diluted EPS of  $-\notin 0.29$ . Restated from the post-tax effect of the impairment charge, net income would have amounted to  $\notin 23$  million compared to  $\notin 40$  million in 2019.

2020	Flooring			Sports	Central	Group
(in € millions)	EMEA	North America	CIS, APAC & Latin America	Surfaces		
Net revenue	823.6	694.5	527.9	586.9	-	2,632.9
Gross profit	213.3	137.1	120.5	107.9	(0.0)	578.8
% of net revenue	25.9%	19.7%	22.8%	18.4%	0.0%	22.0%
Adjusted EBITDA	108.9	58.9	97.4	60.5	(47.8)	277.9
% of net revenue	13.2%	8.5%	18.4%	10.3%	0.0%	10.6%
Adjustments	(7.2)	(2.3)	(0.5)	(2.3)	(5.3)	(17.6)
EBITDA	101.7	56.5	96.8	58.1	(53.0)	260.2
% of net revenue	12.4%	8.1%	18.3%	9.9%	0.0%	9.9%
Result from operating activities (EBIT)	48.2	(66.1)	52.2	34.9	(21.8)	47.4
% of net revenue	5.8%	-9.5%	9.9%	5.9%	0.0%	1.8%
Capital expenditures	30.4	10.4	14.5	11.0	7.8	74.1

				Net sales			Adju	sted EBITDA
in € million	FY 2020	FY 2019	Change	o/w LfL	FY 2020	FY 2020 margin	FY 2019	FY 2019 margin
EMEA	823.6	910.4	-9.5%	-9.0%	108.9	13.2%	105.3	11.6%
North America	694.5	825.9	-15.9%	-14.1%	58.9	8.5%	59.9	7.3%
CIS, APAC & LATAM	527.9	587.4	-10.1%	-2.0%	97.4	18.4%	85.8	14.6%
Sports	586.9	668.1	-12.2%	-11.1%	60.5	10.3%	75.2	11.2%
Central Costs					-47.8	-	-46.1	
Total Group	2,632.9	2,991.9	-12.0%	-9.5%	277.9	10.6%	280.0	9.4%

## 2.2 Net sales and adjusted EBITDA by segment

#### > EMEA

The EMEA segment reported net revenues of €824 million, down -9.5% compared to 2019 and mainly reflected an organic decline. Organic trends progressively improved in the second semester thanks to sustained growth in residential business. In Commercial, resilient products have also progressively recovered and are supported by a sound level of activity in Healthcare and Education. Commercial carpet remained weak until year end as the Workplace segment was still penalized by the pandemic and restrictions. France and Germany were at the forefront of the sequential improvement in the second semester. The EMEA segment recorded an Adjusted EBITDA margin of 13.2%, up 160 basis point compared to 2019. The volume decrease was fully offset by cost reduction and lower purchasing costs. On top of the structural actions at the SG&A level and further footprint optimization, a vigorous mitigation plan was deployed at the end of March and various measures are still in place.

#### > North America

The North American segment reported net revenues of €695 million, down -15.9% compared to 2019, reflecting an organic change of -14.1% and a negative forex impact related to the depreciation of the dollar versus the euro over the period. After a good start of the year, the level of activity was significantly down in the second quarter of 2020 with the deployment of shelter-in-place measures and travel restrictions. Sales trends sequentially improved in the third and fourth quarters. This improvement was led by growth in Residential resulting from increased home renovation and some commercial success at key distributors. The recovery of commercial activities was slow and muted in the second quarter and the level of activity remained weak. Workplace and Hospitality were still penalized by the high level of uncertainties over the second semester

The Adjusted EBITDA margin amounted to 8.5% in 2020 compared to 7.3% in 2019. The significant decline in activity was largely offset by strong cost reduction and lower purchasing costs. The strategic initiatives to restore the profitability were topped by drastic cut in discretionary spending and furlough schemes, mostly in second and third quarters. As part of the recovery plan, a simplified organization has been implemented and additional cost saving actions are being deployed.

#### > CIS, APAC and Latin America

Net revenues in the CIS, APAC and Latin America segment amounted to €528 million, down -10.1% in 2020, largely driven by unfavorable exchange rate fluctuations. The organic change was limited to -2.0% in 2020. After a steep decline in activity in the second quarter, sales recovered in H2 in CIS countries. Volumes increased driven by a dynamic demand and some replenishment of inventories at distributors. This good performance was, however, partially offset by a negative lag effect (net effect of currency and selling price adjustments) in the second guarter. The level of activity in APAC remained disrupted all along 2020 as some countries were affected by second waves of Covid-19 and lockdown. Revenue trends were, however, improving toward year end, in particular in Australia. After a severe drop during the second quarter, sales recovered in Latin America in the second semester and recorded solid growth, mainly driven by price increases. The CIS, APAC and Latin America segment recorded an Adjusted EBITDA margin of 18.4%, up 380 basis points. Profitability increased thanks to a strong productivity level and significant SG&A cost reduction. These savings are both structural and related to specific Covid-19 measures, including temporary wage cost reduction. Purchasing costs also decreased while their localization in CIS increased. The return to growth in CIS countries also supported this rocket margin increase.

#### > Sports

Net revenues of the Sports segment amounted to €587 million, down -12.1% mostly reflecting the revenue decline on a like-for-like basis. After showing strong resilience in the first semester thanks to the sustained level of business in North America despite shelter-in-place measures, sales were slowed down in the second quarter. The business has been affected by projects being delayed, postponed or cancelled. This mostly affected the third quarter, which is the peak season quarter. Sales trends sequentially improved in the last quarter, but activity remained weaker than 2019. The slowdown mostly affected the artificial turf business, which had been particularly buoyant over the past few years. Conversely, running tracks activity was solid and up

compared to 2019. The Sports recorded an Adjusted EBITDA margin of 10.3%, down 90 basis point compared to last year. However, 2019 margin included a positive IP settlement. Restated from this one-off, the Adjusted EBITDA margin was roughly stable year-on-year thanks to significant cost reduction and a higher level of efficiency.

#### > Central costs

Centralised costs, which are not allocated by segment, totalled €48 million in 2020, a moderate increase (3.5%) as compared with 2019, reflecting the usual salary increases, and investments in digital marketing, CSR and cybersecurity.

## 2.3 Net profit attributable to owners of the Company

The Group's 2020 result from operating activities totaled €47 million, or 1.8% of revenue. Result from operating activities decreased by 50.9% in 2020 as compared with 2019. In addition to the items described in the change in gross profit, the decrease in result from operating activities is mainly explained by €53 million of non-cash asset impairment booked during the first semester mostly related to the impact of the pandemic on the Hospitality business

The Group's financial result was  $\in$ (34) million in 2020, as compared with  $\in$ (39) million in 2019. This decrease is the result of lower interest-bearing financial debt and decrease of US dollar interest rates.

Income tax expense for 2020 was  $\in$ (32) million, a 121.8% increase as compared with an expense of  $\in$ (14) million in 2019. This is mainly due to foreign exchange effects on deferred tax assets in CIS countries, the Beat Tax in the United States and the depreciation of deferred tax assets in France.

The Group's net profit was  $\in$ (19) million in 2020, as compared with  $\in$ 40 million in 2019. As a result, net profit attributable to owners of the Company was  $\in$ (19) million in 2020 and  $\in$ 40 million in 2019.

## 2.4 Capital expenditure and Net Debt

In the context of Covid-19 pandemic, Tarkett took all necessary actions to protect its cash-flows and adapt the Group to this new environment.

Given the decrease in activity and the tight management of customer receivables and inventory, Tarkett recorded a positive change in working capital of  $\in 65$  million at the end of December. The factoring programs which were implemented in 2019 amounted to a net funding of  $\in 131$  million at the end of December 2020, slightly above end of December 2019 ( $\in 126$  million). Customer payments were not reduced or delayed significantly during the whole year, and the level of default remained low. Tarkett successful managed its inventory down to 80 days of inventory at end 2020 versus 85 days at end 2019. Working capital reached a low point at the end of December.

The Group also reduced its capital spending as announced in March. Capex amounted to  $\notin$ 74 million, down - $\notin$ 51 million compared to last year. After two years of higher capital spending, the Group decided to focus on productivity, safety and targeted capacity investment in LVT to preserve its cash-flows. Successful roll-out of these actions generated a positive free cash-flow of  $\in$ 164 million in 2020, compared to  $\in$ 105 million in 2019 (2019 reported free cash-flow of  $\in$ 231 million included a net cash positive impact of  $\in$ 126 million related to the implementation of factoring programs).

Reported net financial debt amounted to €474 million at the end of December including €109 million of leases recorded under IFRS 16 (€637 million at the end December 2019). This represents a financial leverage of 1.7x Adjusted EBITDA at the end of December 2020, which is at the low end of the mid-term target range set up by the Group as part of Change to Win strategic roadmap (between 1.6x and 2.6x at each year end for the period 2019-2022). The documentation of Tarkett financing agreements provides that the effect of changes in accounting standards should be neutralized. Accordingly, net debt and adjusted EBITDA are considered before IFRS 16 and the applicable leverage ratio is 1.5x at the end of December 2020.

On top of this healthy financial structure, the Group ended the year with a strong level of liquidity of  $\leq 1,204$  million, out of which  $\leq 875$  million in undrawn committed credit lines and  $\leq 329$  million in cash.

## 2.5 Outlook<sup>1</sup>

Thanks to the quality of the Group's products, its broad geographic footprint and its exposure to diversified markets, the Group believes that it is well positioned to continue to grow over the coming years.

In June 2019, the Group presented its new strategic plan "Change to Win". The plan covers the period 2019-2022 and gives the Group a clear roadmap for implementing its vision and achieving its goals.

The strategic plan rests on four cornerstones, which are described in detail in Section 1.3:

- Sustainable growth, led by a stronger focus on selecting promising commercial market segments, develop a worldwide offer in Hospitality, and continuing to expand the Sports Surfaces business. The Group also plans to invest in digital distribution channels in order to capture future growth;
- An even more customer-centered approach and a simpler, more agile, more reactive organizational structure;
- **3.** Ambitious deployment of efforts towards a circular economy, including specific efforts to develop recycling solutions for our customers
- 4. A rigorous cost-reduction program, seeking to achieve at least €120 million in savings between 2019 and 2022, and a selective capital allocation policy aligned with our strategic sustainable development initiatives.

Based on this plan, Tarkett has announced new mediumterm financial objectives, the achievement of which will depend on the successful execution of the plan;

- > Pursuit of organic growth: in each of the principal regions (North America, Europe, and CIS), the Group's objective is organic growth greater than Gross Domestic Product (GDP) on average over the 2019-2022 period.
- Improved profitability: the objective is to achieve adjusted EBITDA after application of IFRS 16 of greater than 12% in 2022.
- Managing leverage, as measured by the ratio of net debt to adjusted EBITDA: leverage of between 1.6x and 2.6x of adjusted EBITDA after application of IFRS 16 at the end of each year throughout the plan

Thanks to its Change to Win strategic initiatives, the Group's medium-term objectives remain in effect despite the more difficult economic environment created by the Covid-19 pandemic. Uncertainties regarding the pace of the recovery and the expected increases in procurement costs could slightly delay achievement of the profitability objective.

Tarkett began deploying this plan in 2019 and made good progress in terms of both cost and debt reduction. In addition, adjusted EBITDA margins improved over all segments except for North America in the second half of 2019.

The Group encountered a number of difficulties in its flooring business in North America, as a result of which it deployed a specific action plan there beginning in the second half of 2019, made management changes by appointing Eric Dalière, who is also president of the Sports segment and whose assignment is to recapture market share while improving profitability. Preliminary results were encouraging in the first half of 2020. However, the arrival of the Covid-19 health crisis has made it impossible to see most of the progress already made.

The Group, along with everyone else in the industry, has been confronted with the impact of the pandemic and of the lockdown measures and travel restrictions implemented throughout 2020. In the context of the health crisis, Tarkett was able to demonstrate the resiliency of its model in 2020, in particular by increasing the profitability despite the revenue decline. Tarkett also managed to generate solid cash flow and was thus able to repay a significant amount of its liabilities, achieving a financial leverage ratio of 1.7x adjusted EBITDA as of December 31, 2020.

In the short term, the Group believes that growth prospects on the flooring market will continue to improve in 2021, although they will not reach pre-pandemic levels. The 2021 fiscal year has begun with a significant level of uncertainty, which continues to affect demand. The lack of visibility caused by the resurgence of the pandemic weighs on investment decisions in certain key market segments, such as hotels and sports surfaces.

Tarkett also expects inflation in the prices of raw materials beginning in the first half of 2021, due to the increase in oil prices in the second half of 2020, the resurgence of worldwide demand, and the closure of supplier capacities. The Group will continue to manage its sales prices proactively to offset that inflation.

In 2021, the Group will continue to accelerate the strategic initiatives defined in the Change to Win plan, in order to grow sales and increase profitability in the medium term. Tarkett has identified several actions to reduce costs, including continuing to optimize its industrial plant, rationalizing its transport and logistics costs, and setting up shared accounting services and actions to reduce general and administrative expenses. Tarkett will also continue its selective investment policy and its efforts to optimize its working capital requirement and its investment expense, with the goal of strengthening its financial flexibility.

## 2.6 Consolidated income statement

2,632.9	2,991.9
(2,054.1)	(2,321.7)
578.8	670.2
14.5	23.8
(325.2)	(360.9)
(25.0)	(32.8)
(176.9)	(184.0)
(18.8)	(19.7)
47.4	96.6
0.6	1.3
(34.2)	(40.1)
(33.7)	(38.8)
(1.2)	(4.0)
12.4	53.8
(31.5)	(14.2)
(19.1)	39.6
(19.1)	39.6
(19.1)	39.6
-	-
(19.1)	39.6
(0.29)	0.62
(0.29)	0.61
	(2,054.1)         (2,054.1)         578.8         14.5         (325.2)         (25.0)         (176.9)         (176.9)         (176.9)         (18.8)         47.4         0.6         (34.2)         (33.7)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.2)         (1.1)         (1.1)         (1.1)         (1.1)         (1.1)         (1.1)         (1.1)         (1.1)         (1.1)         (1.1)         (1.1)         (1.1)         (1.1) <td< td=""></td<>

(1) These items include asset impairment.

## 2.7 Consolidated statement of comprehensive income

(in millions of euros)	2020	2019
Net profit for the period	(19.1)	39.6
Other comprehensive income (OCI)		
Foreign currency translation differences for foreign operations	(47.8)	13.0
Changes in fair value of cash flow hedge instruments	2.7	(2.7)
Income tax	(0.6)	0.7
OCI to be reclassified to profit and loss in subsequent periods	(45.7)	11.0
Defined benefit plan actuarial gain (losses)	(1.8)	(10.6)
Income tax	1.0	2.9
OCI not to be reclassified to profit and loss in subsequent periods	(0.7)	(7.7)
Other comprehensive income, net of tax	(46.4)	3.3
Total comprehensive income for the period	(65.5)	42.9
Attributable to:		
Owners of Tarkett	(65.5)	42.9
Non-controlling interests	-	-
Total comprehensive income for the period	(65.5)	42.9

## 2.8 Consolidated statement of financial position

Assets

(in millions of euros)	Dec. 31, 2020	Dec. 31, 2019
Goodwill	613.2	650.6
Intangible assets	91.9	155.6
Property, plant and equipment	554.9	607.3
Other financial assets	17.6	21.7
Deferred tax assets	74.1	91.1
Other intangible assets	0.1	-
Total non-current assets	1,351.9	1,526.3
Inventories	354.9	417.5
Trade receivables	214.6	258.5
Other receivables	87.0	93.8
Cash and cash equivalents	328.6	137.7
Total current assets	985.1	907.5
Total assets	2,337.0	2,433.8

#### **Equity and liabilities**

(in millions of euros)	Dec. 31, 2020	Dec. 31, 2019
Share capital	327.8	327.8
Share premium and reserves	167.4	167.4
Retained earnings	294.3	299.5
Net profit for the period attributable to equity holders of the parents	(19.1)	39.6
Equity attributable to equity holders of the parent	770.3	834.2
Non-controlling interests	-	-
Total equity	770.3	834.2
Other non-current liabilities	5.4	5.5
Financial liabilities	641.4	740.2
Other financial liabilities	0.2	0.3
Deferred tax liabilities	8.7	26.4
Employee benefits	135.1	136.7
Provisions and other non-current liabilities	40.1	40.5
Total non-current liabilities	830.9	949.7
Trade payables	277.4	324.0
Other operating liabilities	243.8	234.2
Financial liabilities and bank overdrafts	160.9	34.2
Other financial liabilities	10.6	9.5
Provisions and other current liabilities	43.1	48.0
Total current liabilities	735.8	649.8
Total equity and liabilities	2,337.0	2,433.8

## 2.9 Consolidated statement of cash flows

(in millions of euros)	2020	2019
Cash flows from operating activities		
Profit for the period before income tax	12.4	53.8
Adjustments for:		
Depreciation, amortization and impairment	211.1	158.1
(Gain) loss on sale of fixed assets	(4.2)	(2.7
Net finance costs	33.7	38.8
Change in provisions and other non-cash items	(5.7)	6.2
Share of profit of equity accounted investees (net of tax)	1.2	4.0
Operating cash flow before working capital changes	248.6	258.2
(Increase) / Decrease in trade receivables	27.2	85.0
(Increase) / Decrease in other receivables	(4.6)	0.6
(Increase) / Decrease in inventories	46.5	33.1
Increase / (Decrease) in trade payables	(30.8)	38.9
Increase / (Decrease) in other payables	26.2	32.8
Changes in working capital	64.5	190.4
Net interest paid	(17.4)	(22.7
Net income taxes paid	(25.1)	(30.5
Other operating items	(6.4)	(11.2
Net cash flows from operating activities	264.1	384.3
Cash flows from investing activities		
Acquisition of subsidiaries net of cash acquired	-	(2.5
Acquisitions of intangible assets and property, plant and equipment	(74.1)	(124.6
Proceeds from sale of property, plant and equipment	5.2	3.
Effect of changes in the scope of consolidation	-	
Net cash flows from investing activities	(68.9)	(123.4
Cash flows from financing activities		
Acquisition of NCI without a change in control	-	(5.5
Proceeds from loans and borrowings <sup>(1)</sup>	76.1	155.0
Repayment of loans and borrowings <sup>(1)</sup>	(45.9)	(325.6
Repayment of lease liabilities	(31.7)	(31.9
Acquisitions/disposals of treasury shares	0.4	(4.1
Dividends	-	(7.4
Net cash flows from financing activities	(1.2)	(219.5
Net increase / (decrease) in cash and cash equivalents	194.0	41.4
Cash and cash equivalents, beginning of period	137.7	95.
Effect of exchange rate fluctuations on cash held	(3.1)	0.0
Cash and cash equivalents, end of period	328.6	137.7

(1) Compensation of RCF and CADIF drawings for € 328 million in 2019 not presented in the 2019 financial statements.

## 2.10 Consolidated statement of changes in equity

(in millions of euros)	Share Capital	Share premium and reserves	Translation reserves	Reserves	Equity attributable to equity holders of the parent	Non-controlling interests	Total equity
As of January 1, 2019	318.6	145.8	(42.8)	378.7	800.3	2.4	802.7
Capital increase	9.1	-	-	-	9.1	-	9.1
Share premium	-	21.5	-	-	21.5	-	21.5
Net profit for the period	-	-	-	39.6	39.6	-	39.6
Other comprehensive income, net of tax	-	-	13.0	(9.7)	3.3	-	3.3
Total comprehensive income for the period	-	-	13.0	29.9	42.9	-	42.9
Dividends	-	-	-	(38.1)	(38.1)	-	(38.1)
Own shares (acquired) / sold	-	-	-	(0.4)	(0.4)	-	(0.4)
Share-based payments	-	-	-	0.1	0.1	-	0.1
Acquisition of NCI without a change in control	-	-	-	(3.2)	(3.2)	(2.3)	(5.5)
Other	-	-	-	1.9	1.9	(0.1)	1.8
Total transactions with shareholders	-	-	-	(39.7)	(39.7)	(2.4)	(42.1)
As of December 31, 2019	327.7	167.4	(29.8)	368.9	834.2	-	834.2
As of January 1, 2020	327.7	167.4	(29.8)	368.9	834.2	-	834.2
Net profit for the period	-	-	-	(19.1)	(19.1)	-	(19.1)
Other comprehensive income, net of tax	-	-	(47.8)	1.4	(46.4)	-	(46.4)
Total comprehensive income for the period	-	-	(47.8)	(17.7)	(65.5)	-	(65.5)
Dividends	-	-	-	-	-	-	-
Own shares (acquired) / sold	-	-	-	3.0	3.0	-	3.0
Share-based payments	-	-	-	0.1	0.1	-	0.1
Acquisition of NCI without a change in control	-	-	-	-	-	-	-
Other	-	-	4.1	(5.7)	(1.7)	-	(1.7)
Total transactions with shareholders	-	-	4.1	(2.6)	1.5	-	1.5
As of December 31, 2020	327.7	167.4	(73.5)	348.6	770.3	-	770.3

## 2.11 Results over the course of the last five years

#### Company results over the last five years (and other relevant information)

Nature of information	Fiscal year ended					
(in euros)	12.31.2020	12.31.2019	12.31.2018	12.31.2017	12.31.2016	
Capital at end of fiscal year:						
Share capital	327,751	327,751	318,613	318,613	318,613	
Number of existing ordinary shares	65,550	65,550	63,723	63,723	63,723	
Number of existing shares with preferred dividend rights (non-voting)	-	-	-	-	-	
Maximum number of future shares to be created	-	-	-	-	-	
by conversion of bonds	-	-	-	-	-	
by exercise of subscription rights	-	-	-	-	-	
Operations and results of the fiscal year:	-	-	-	-	-	
Revenue, excl. tax	49,395	52,465	53,590	51,569	40,351	
Result before taxes, employee participation and allocation to depreciation and provisions	51,223	50,884	10,302	55,379	26,619	
Income tax	(384)	1,033	(326)	6,193	(1,824)	
Allocations to depreciation and provisions	(11,331)	(5,464)	7,430	(9,651)	(15,026)	
Result after taxes, employee participation and allocation to depreciation and provisions	39,508	46,450	17,406	51,921	9,769	
Result distributed	-	38,098	37,915	38,034	33,076	
Earnings per share:						
Result after taxes and employee participation but before allocation to depreciation and provisions	0.78	0.79	0.16	0.97	0.39	
Result after taxes, employee participation and allocation to depreciation and provisions	0.60	0.71	0.27	0.81	0.15	
Dividend allocated to each share, net, excl. tax credit	-	-	0.60	0.60	0.60	
Workforce						
Average workforce employed during the year	134	136	101	76	52	
Amount of payroll for the year	15,111	13,228	13,090	10,200	10,389	
Amount paid in employee benefits for the year (social security, service projects)	7,514	7,643	4,560	4,310	4,099	

(1) Subject to the approval of the Shareholder's Meeting of April 30, 2021.

#### 3. Governance

#### 3.1 **The Management Board**



**Fabrice Barthélemy** Chairman of the Management Board

#### **The Supervisory Board** 3.2



Raphaël Bauer Member of the Management Board

The Supervisory Board is composed of 11 members: 5 members representing the Deconinck the majority shareholder, 4 independent members, 1 member representing employees\* and 1 observer. The Supervisory Board complies with standards and regulation regarding the proportion of independent members, women / men and diversity of expertise.



Member since 2015

Member\*\* since 2017

Éric La Bonnardière (Deconinck family) Chairman Member since 2015

**Didier Michaud-Daniel** 

Member\*\* since 2019



Françoise Leroy Member\*\* since 2013

Audit, risks and compliance committee: - Guylaine Saucier (President)" - Françoise Lerov\*

- Julien Deconinck

Sabine Roux de Bézieux

Observer: - Bernard-André Deconinck Julien Deconinck Member since 2018

Agnès Touraine Member since 2016



**Guylaine Saucier** Member\*\* since 2015



Ségolène Le Mestre Member\*\*\* since 2020

Nominations, compensations and governance committee: - Françoise Leroy (President)"

- Sabine Roux de Bézieux\*
- Agnès Touraine
- Didier Michaud-Daniel\*

\* a representative of Tarkett's Social and Economic Committee (Tarkett CSE) also attends the Supervisory Board's meetings

\*\* independent member

\*\*\* was appointed member of the Supervisory Board representing employees by the Tarkett CSE

## 4. How to participate to the Shareholders' Meeting

In the context of the Covid-19 epidemic and the travel restrictions and containment measures imposed by the French Government, the Shareholders' Meeting will be held this year exceptionally in closed session, without the physical presence of its shareholders.

Under these conditions, the shareholders coming physically will not be admitted to the meeting and are invited to use the voting form by voting by post or giving proxy to the Chairman of the Shareholders' Meeting.

Shareholders are invited to regularly consult the section dedicated to the Shareholders' Meeting on the Company's website: https://www.tarkett.com/en/content/general-shareholders'-meeting-2021.

## 4.1 Prerequisites enabling you to vote

To vote at the Shareholder's Meeting, you must prove your ownership of Tarkett shares as of midnight Paris time on the second business day preceding the Shareholders' Meeting (i.e., as of April 28, 2021 at midnight Paris time):

You are a registered shareholder:	You are a bearer shareholder:
your shares must be registered on the Company's books.	your shares must be registered in a bearer share account maintained by your financial intermediary. This <b>registration</b> <b>must be attested in a certificate of shareholding</b> issued by your financial intermediary and must be attached to the voting form.

## 4.2 Ways to participate to the Shareholders' Meeting

There will be no voting by videoconference or other methods of telecommunication or transmission at this Shareholders' Meeting. As a result, there will be no website prepared for such purpose as set forth in Article R.225-61 of the French Commercial Code. The audio of the Shareholders' Meeting will however be broadcasted online and you will be able to ask questions in writing during the broadcast, via the Company's website: <a href="https://www.tarkett.com/en/content/general-shareholders'-meeting-2021">https://www.tarkett.com/en/content/general-shareholders'-meeting-2021</a>.

In the context of the Covid-19 epidemic and in accordance with legislative and regulatory provisions, the Shareholders' Meeting will be held in closed session. Consequently, it will not be possible to attend physically the Shareholders' Meeting or to give a proxy to a named person. Only voting forms giving proxy to the Chairman of the Shareholder's Meeting or vote by post will be taken into account.

In accordance with the legislative and regulatory provisions, if you have already voted by form, sent a proxy or requested a certificate of attendance to attend the Shareholders' Meeting following the publication of the notice of meeting on March 26, 2021, you are allowed to change your way of voting by returning the voting form giving a proxy to the Chairman of the Shareholders' Meeting or your vote by post, provided your instruction is received within the time limits applicable to your chosen way of voting.

#### 4.2.1 Voting by post or giving proxy to the Chairman of the Shareholder's Meeting

#### > How to obtain a voting form

You are a registered shareholder:	You are a bearer shareholder:
the voting form is <b>included with the Notice of Meeting</b> sent by Cacéis Corporate Trust.	<b>ask</b> for the voting form to your financial intermediary or <b>download it</b> on the Company's website: <u>https://</u>
If you have not received it, you can <b>download it on</b> the Company's website at the following address: <u>https://</u> <u>www.tarkett.com/en/content/general-shareholders'-meeting-</u> 2021	www.tarkett.com/en/content/general-shareholders'-meeting- 2021 To be honored, requests must be received by Cacéis or at the Company's head office at the latest six calendar days before the date of the Shareholders' Meeting, i.e., <b>by April 24</b> , <b>2021</b> .

#### > Complete the voting form

In the context of the Covid-19 epidemic, the Shareholders' Meeting being held in closed session, please do not check either the box "I wish to attend the Shareholders' Meeting" or the box "I hereby appoint".



#### > Send the voting form

In order to be counted, your voting form must be properly completed, dated and signed and received by:

- > the Company
  - By email: actionnaires@tarkett.com
  - By post at the Company's head office

 or Cacéis Corporate Trust (Service Assemblées Générales Centralisées - 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9)

at the latest three calendar days prior to the date of the Shareholders' Meeting, i.e., on April 27, 2021 at latest.

If you are a bearer shareholder, you must attach your certificate of shareholding delivered by your financial intermediary to your voting form, otherwise your vote will not be counted.

Given the uncertainty regarding the routing of mail by post in the current context related to Covid-19, <u>we invite you to send</u> your voting form by email to the address: actionnaires@tarkett.com.

#### > Status of the vote in case of sale of shares prior to the Shareholders' Meeting

If you sell some or all of your shares and that this transaction occurs prior to the second business day preceding the Shareholders' Meeting, i.e., before **April 28, 2021** at midnight (Paris time), the Company will invalidate or modify, as the case may be, any vote cast by mail, proxy or certificate of shareholding. To that end, your financial intermediary will inform the Company or Cacéis Corporate Trust of the transaction and will transfer the relevant information.

Any sale or other transaction completed after **April 28, 2021** at midnight (Paris time), by whatever means, will not be notified by the financial intermediary and the Company will not take into account such transactions, notwithstanding any contrary agreement.

## 4.3 Written questions

In accordance with Article R.225-84 of the French Commercial Code and with Article 8-2 II of Decree n°2020-418 dated 10 April 2020 as extended and amended by Decree n°2020-1614 dated 18 December 2020 and by Decree n°2021-2255 dated 9 March 2021, a shareholder who wishes to submit written questions must, after publication of the Notice of Meeting and at the latest on the second business day prior to the date of the Shareholders' Meeting, i.e., **April 28, 2021**, send such questions to the Chairman of the Management Board of Tarkett, 1 Terrasse Bellini - Tour Initiale - TSA 94200 - 92919 Paris la Défense Cedex, by registered letter with return receipt requested, or by email to **actionnaires@tarkett.com**. Given the context linked to the Covid-19, **we recommend sending your questions by email**. For your question to be taken into account, you must attach your certificate of shareholding to your request.

## 4.4 Shareholders' right to information

In accordance with applicable laws and regulations, all of the documents required to be made available to shareholders prior to Shareholders' Meetings will be available within the legally required time periods at the Company's head office, by contacting Head of Corporate Legal, 1 Terrasse Bellini - Tour Initiale - 92919 Paris la Défense, or by simple request addressed to Cacéis Corporate Trust.

In the current context related to Covid-19, it is highly recommended to consult the Company's website or to address your requests by way of electronic telecommunications at the following address actionnaires@tarkett.com.

All of the documents and information referred to in R.22-10-23 of the French Commercial Code to be presented at the Shareholders' Meeting will be made available to shareholders on the Company's website, <u>https://www.tarkett.com/en/content/general-shareholders'-meeting-2021</u>, on the twenty-first day preceding this Shareholders' Meeting, i.e., **April 9, 2021**.

## 5. Shareholders' Meeting of April 30, 2021

## 5.1 Agenda

#### **Ordinary business**

#### **Resolution no. 1**

Approval of the company financial statements for the year ended 31 December 2020;

#### **Resolution no. 2**

Approval of the consolidated financial statements for the year ended 31 December 2020;

#### **Resolution no. 3**

Proposed allocation of the results for the year ended 31 December 2020;

#### **Resolution no. 4**

Special report by the Statutory Auditors on related-party agreements referred to in Articles L.225-86 et seq. and L.22-10-29 and L.22-10-30 of the French Commercial Code;

#### **Resolution no. 5**

Renewal of the appointment of Agnès Touraine as member of the Supervisory Board;

#### **Resolution no. 6**

Renewal of the appointment by Sabine Roux de Bézieux as member of the Supervisory Board;

#### **Resolution no. 7**

Appointment of Véronique Laury as member of the Supervisory Board;

#### **Resolution no. 8**

Approval of information relating to the 2020 remuneration of all corporate officers;

#### **Resolution no. 9**

Approval of the remuneration paid or awarded to Fabrice Barthélemy, Chairman of the Management Board, for the 2020 financial year;

#### **Resolution no. 10**

Approval of the remuneration paid or awarded to Eric La Bonnardière, Chairman of the Supervisory Board, for the 2020 financial year;

#### **Resolution no. 11**

Approval of the items of the Chairman of the Management Board's remuneration policy;

#### **Resolution no. 12**

Approval of the items of the member of the Management Board's remuneration policy;

#### **Resolution no. 13**

Approval of the items of the Chairman of the Supervisory Board's remuneration policy;

#### **Resolution no. 14**

Approval of the items of the Supervisory Board members' remuneration policy;

#### **Resolution no. 15**

Authorisation to be given to the Management Board to trade in shares of the Company;

#### **Extraordinary business**

#### **Resolution no. 16**

Delegation of authority to be granted to the Management Board to decide upon an increase in the share capital by incorporation of premiums, reserves, profits or otherwise;

#### **Resolution no. 17**

Authorisation to be given to the Management Board to award performance shares to salaried employees and/or certain company officers of the Company or related companies, specifying the duration of the authorisation, the limits thereon and the duration of the vesting and retention periods;

#### **Resolution no. 18**

Delegation of authority to be given to the Management Board to reduce the share capital through cancellation of treasury shares held by the Company;

#### **Ordinary business**

Resolution no. 19 Powers for formalities.

## 5.2 Presentation of the resolutions - Management Board Report

## 1. Approval of the annual company and consolidated financial statement for the 2020 financial year (1<sup>st</sup> and 2<sup>nd</sup> resolutions)

In its first and second resolutions, the Management Board asks the Shareholders' Meeting to approve the annual company and consolidated financial statements for the year ended 31 December 2020, which include:

- For the company financial statements, an income statement showing a net profit of €39.5 million in 2020 compared with €46.4 million in 2019;
- > For the consolidated financial statements, a net loss Group Share of €-19.1 million in 2020 compared with €39.6 million in 2019. Details of the financial statements and the corresponding reports by the Statutory Auditors are provided in Chapters 4 "Review of the financial position and results" and 5 "Financial statements" of the 2020 Universal Registration Document.

#### 2. Approval of the result for the 2020 financial year (3<sup>rd</sup> resolution)

The purpose of the third resolution is to ask the Shareholders' Meeting to approve and allocate the entire net income for the year to the "Retained Earnings" account.

## 3. Special report by the Statutory Auditors on related-party agreements (4<sup>th</sup> resolution)

Over the course of the fiscal year 2020, no new regulated agreements, other than those already approved by the Shareholders' Meeting of 30 April 2020, were submitted to the Supervisory Board. Pursuant to the law, the Supervisory Board has carried out the annual review of agreements entered into and authorised during previous years and which continued during the year ended 31 December 2020. The fourth resolution asks you to acknowledge that the Statutory Auditors' special report on related-party agreements does not mention any new agreement. This Special Report by the Statutory Auditors on related party agreements and commitments is available in Section 8.7 of the 2020 Universal Registration Document.

#### 4. Renewal of terms of office on the Supervisory Board (5<sup>th</sup> and 6<sup>th</sup> resolutions)

The Meeting is asked to:

> To renew the appointment of Agnès Touraine and Sabine Roux de Bézieux as members of the Supervisory Board for a term of four (4) years (5th and 6th resolutions).

#### 5. Appointment to the Supervisory Board (7<sup>th</sup> resolution)

On the recommendation of the Nomination, Compensation and Governance Committee, the Meeting is asked to appoint Véronique Laury as a member of the Supervisory Board for a term of four (4) years to replace Guylaine Saucier whose term of office expires at this Shareholders' Meeting. The Nomination, Compensation and Governance Committee and the Supervisory Board considered that Véronique Laury will be able to provide the Supervisory Board with the benefit of her commercial expertise. A summary of Véronique Laury's career and skills is provided in Section 2.2.3.4 of the 2020 Universal Registration Document. Thus, at the end of the Shareholders' Meeting, considering the resignation of Jean-Hubert Guillot and subject to the approval of this resolution, the Supervisory Board would be composed of eleven members (including one observer and one member representing employees), and would have three independent members (33%) and four women (44%).

## 6. Approval of the remuneration paid or awarded to the company officers for the 2020 financial year (8<sup>th</sup> to 10<sup>th</sup> resolutions)

Pursuant to the provisions of Article L.22-10-34 of the French Commercial Code, you are asked, by voting on the 8<sup>th</sup> to 10<sup>th</sup> resolutions to approve the remuneration paid or awarded to the executive company officers and the Supervisory Board members for the 2020 financial year (commonly called "*ex-post vote*"). It is therefore proposed to approve:

- Information relating to the 2020 remuneration of all company officers (8<sup>th</sup> resolution);
- The remuneration and benefits of any nature paid or awarded to Fabrice Barthélemy, Chairman of the Management Board, for the financial year ended 31 December 2020 (9<sup>th</sup> resolution);
- The remuneration and benefits of any nature paid or awarded to Eric La Bonnardière, Chairman of the Supervisory Board, for the financial year ended 31 December 2020 (10<sup>th</sup> resolution).

You are asked to vote in favour of all of these remuneration items, which have been analysed by the Nomination, Compensation and Governance Committee and have been decided by the Supervisory Board on this Committee's recommendations. All these items are described in detail in the Supervisory Board's corporate governance report contained in Section 2.6 of the 2020 Registration Document.

## 7. Approval of the items of the company officers' remuneration policy (11<sup>th</sup> to 14<sup>th</sup> resolutions)

In accordance with Article L.22-10-26 of the French Commercial Code, the Shareholders' Meeting is asked to approve the items of the remuneration policy applicable to the Chairman of the Management Board (11<sup>th</sup> resolution), to the member of the Management Board (12<sup>th</sup> resolution), to the Chairman of the Supervisory Board (13<sup>th</sup> resolution) and to the members of the Supervisory Board (14<sup>th</sup> resolution) (commonly called "*ex-ante vote*"). The items of the remuneration policy are described in detail in the report contained in Section 2.6 of the 2020 Universal Registration Document.

You are asked to vote in favour of the items of the company officers' remuneration policies, which have been analysed by the Nomination, Compensation and Governance Committee before being decided by the Supervisory Board.

## 8. Authorisation to be given to the Management Board to trade in the Company's shares (15<sup>th</sup> resolution)

The Shareholders' Meeting of 30 April 2020 authorised the Management Board to trade in the Company's shares. The transactions carried out in the framework of this authorisation are described in Chapter 7 of the 2020 Registration Document. As this authorisation will expire on 30 October 2021, we ask you, in the 15<sup>th</sup> resolution, to authorise the Management Board for a period of 18 months, to trade in the Company's shares at a maximum purchase price set at €30 per share, with the right to sub-delegate in the manner defined by law.

This authorisation would enable the Management Board, with the right to sub-delegate in the manner defined by law, to acquire a number of Company shares representing 10% of the Company's share capital at the most, with a view to:

- Awarding performance shares pursuant to the provisions of Articles L.22-10-59 et L.22-10-60 of the French Commercial Code; or
- > Awarding performance shares to employees or 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.22-10-59 et L.22-10-60 of the French Commercial Code, and in particular under Long Term Incentive Plans; or

- > Cancelling the shares bought back and not awarded; or
- > Trading in the secondary market or maintaining the liquidity of Tarkett's shares through an investment services provider in the framework of a liquidity contract that complies with the market ethics charter recognized by the AMF.

The share buyback programme could also be used to carry out any market practice permitted by the AMF, and, more generally, to carry out any other transaction that complies with applicable regulations.

The Company's shareholding is subject to applicable regulations.

Purchases, sales and transfers could be carried out at any time, up to the limits authorised by applicable laws and regulations (other than during a tender offer), and by any means. 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 programme does not exceed 10% of the shares comprising the Company's share capital at any time, this percentage applying to the capital as adjusted following any transaction affecting it subsequent to the Shareholders' Meeting (such number being 6,555,028 shares as of 31 December 2020), provided that when the shares are bought in order to maintain liquidity pursuant to the conditions defined by the AMF's General Regulation, the number of shares taken into account for purposes of calculating the 10% limit provided for above is the number of shares bought minus the number of shares resold during the period of the authorisation;
- > 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 of the Company's shares) up to the limits authorised by applicable laws and regulations, and by any means, on regulated markets or multilateral trading facilities, through systematic internalisers or over the counter, including through block trades (without limiting the portion of the share buyback programme that may be carried out by this means), by tender or exchange offer, or through the use of options or other forward financial instruments traded on regulated markets, multilateral trading facilities, through systematic internalisers 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 provisions of Article L.225-206 II of the French Commercial Code.

The Shareholders' Meeting is asked to set the maximum purchase price at  $\notin$  30 per share.

The Shareholders' Meeting would delegate power to the Management Board to adjust the abovementioned maximum purchase price, in order to account for the effect of the following transactions on the share value: change in the share's nominal value, capital increase by incorporation of reserves, award of performance shares, stock split or reverse stock split, distribution of reserves or of any other assets, capital redemption or any other transaction affecting shareholders' equity.

The total amount allocated to the share buyback programme authorised above may not be greater than fifty million (50,000,000) Euros.

As of the date of the Shareholders' Meeting and up to the amount, if any, that has not yet been used, this authorisation would cancel any delegation previously given to the Management Board to trade in Company's shares.

This authorisation would be given for a period of 18 months from the date of the Shareholders' Meeting.

# 9. Delegation of authority to be granted to the Management Board to decide upon an increase in the share capital by incorporation of premiums, reserves, profits or otherwise (16<sup>th</sup> resolution)

Pursuant to the provisions of Article L.225-130 of the French Commercial Code, you are being asked to renew for a period of twenty-six months the authorisation granted to the Management Board on 26 April 2019 for the purpose of increasing the share capital, on one or more occasions, by incorporating premiums, reserves, profits or other items to the share capital. The maximum nominal amount of the capital increases that may be carried out in this respect may not exceed fifty million (50,000,000) euros. This authorisation would be given for a minimum period of 26 months from the date of the Shareholders' Meeting.

# 10. Authorisation to be given to the Management Board to award performance shares to salaried employees and/or certain company officers of the Company or related companies, specifying the duration of the delegation, the limits thereon and the duration of the vesting and retention periods (17<sup>th</sup> resolution)

We ask you to authorise the Management Board to award, subject to the achievement of performance conditions determined by the Management Board in agreement with the Supervisory Board and upon the recommendation of the Nomination, Compensation and Governance Committee, of existing Company shares not representing more than 1% of the Company's share capital on the date of the Shareholders' Meeting, to employees or certain employees and/or certain company officers of the Company or its related companies. We note that the awards that would be made under this resolution to members of the Management Board would be approved in advance by the Supervisory Board, would be fully subject to performance conditions, and could not represent more than 30% of the shares covered by this resolution.

In connection with this authorisation, we ask you to provide the Management Board with the authority, each time it makes decision to grant shares, to determine, on the basis of the recommendations of the Nomination, Compensation and Governance Committee and in accordance with to the law, the vesting period following which the shares will be definitively awarded, which period may not be less than two years from the share grant date. We also ask you to approve that the Management Board will have the authority, each time it makes decision to grant shares, to determine, on the basis of the recommendations of the Nomination, Compensation and Governance Committee, where applicable, the retention period to which the beneficiaries will be bound, which period shall run from the vesting date of the shares and which may be eliminated, provided that the vesting period may not be less than two years.

We also ask you to provide that in the event that a recipient becomes disabled, as defined in the second or third category set forth in Article L.341-4 of the French Social Security Code, the shares shall be definitively granted before the end of the remaining vesting period, and shall be immediately transferable.

We propose that the existing shares that may be awarded pursuant to this authorisation be acquired by the Company, either pursuant to Article L.225-208 of the French Commercial Code, or, where applicable, under the share buyback programme authorised by the Shareholders' Meeting as proposed in the sixteenth resolution above, in accordance with Article L.22-10-62 of the French Commercial Code, or any other share buyback programme that may apply at a later date.

We ask you to grant this authorisation as of the date of the Shareholders' Meeting of 30 April 2021, for a period to expire at the close of the Shareholders' Meeting convened to approve the financial statements for the year ending 31 December 2021. In this framework, you will be asked to grant full powers to the Management Board, within the limits set forth above and subject to the prior authorisation of the Supervisory Board, to implement this authorisation, and, in particular, to:

- Determine the beneficiaries, the award criteria (in particular with respect to continued employment and, where applicable, performance), the number of shares to be awarded to each of them, the terms and conditions of the award of shares and, in particular, the vesting period and retention period applicable to each award, subject to the minimum periods defined by this resolution;
- Set, upon the proposal of the Nomination, Compensation and Governance Committee, in accordance with legal conditions and limits, the dates on which such performance share awards shall be made;
- > Determine the dividend date for the newly issued shares;
- Decide on the terms pursuant to which the number of performance shares awarded will be adjusted in order to preserve the beneficiaries' rights; and
- More generally, with the right to delegate and subdelegate as permitted by law, enter into any agreements, prepare any documents, and carry out any formalities or filings with any bodies, and do all that may otherwise be necessary.

# 11. Delegation of authority to be granted to the Management Board to reduce the share capital through cancellation of treasury shares held by the Company itself (18<sup>th</sup> resolution)

Pursuant to the provisions of Article L.22-10-62 of the French Commercial Code, the Meeting is asked to renew for a period of twenty-six months the authorisation granted to the Management Board on 26 April 2019 for the purpose of reducing the share capital, on one or more occasions, by cancelling treasury shares and/or shares that it would acquire under the share buyback programme.

The maximum number of shares that may be cancelled by the Company during a period of 24 months would be 10% of the shares comprising the Company's share capital.

It is noted that during the year ended 31 December 2020, the Company did not cancel any shares.

This authorisation would be given for a maximum period of 26 months from the date of the Shareholders' Meeting.

#### 12. Powers (19<sup>th</sup> resolution)

You are asked to grant powers to proceed with the filings, formalities and publications required by law. We hope that you will approve all of the resolutions submitted for your vote.

The Management Board

## 5.3 Draft resolutions

First resolution:

## (Approval of the company financial statements for the year ended 31 December 2020)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings and after reviewing (i) the Management Board report, (ii) the observations of the Supervisory Board and (iii) the Statutory Auditors' report on the company financial statements for the year ended 31 December 2020, **approves** the financial statements for the year ended 31 December 2020 as presented to them and including the balance sheet, income statement and notes thereto, showing a net profit of €39,508,323.77, and the transactions reflected in such financial statements and summarised in such reports.

Pursuant to Article 223 quater of the French General Tax Code, the Shareholders' Meeting also **takes note** that total expenses and charges as referred to in Article 39-4 of the French General Tax Code amounted to €44,043.89 for the previous financial year.

#### **Third resolution:**

## (Proposed allocation of the results for the year ended 31 December 2020)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings and after reviewing (i) the Management Board's report, (ii) the observations of the Supervisory Board and (iii) the Statutory Auditors' report on the company annual financial statements, noting that the financial statements for the year

#### Second resolution:

## (Approval of the consolidated financial statements for the year ended 31 December 2020)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings and after reviewing (i) the Management Board's report, (ii) the observations of the Supervisory Board and (iii) the Statutory Auditors' report on the consolidated financial statements for the year ended 31 December 2020, **approves** the consolidated financial statements for the year ended 31 December 2020 as presented to them and including the balance sheet, income statement and notes thereto, showing a net loss - Group share - of  $\notin$ -19.1 million, and the transactions reflected in such financial statements and summarised in such reports.

ended 31 December 2020 show a net profit of  $\notin$  39,508,323.77, **decides**, upon the motion of the Management Board, to appropriate the entire profit to the "Retained Earnings" account, thereby increasing it to  $\notin$  795,261,411.67.

In accordance with legal provisions, the Shareholders' Meeting **notes** that the dividend for the past three financial years has been set as follows:

Dividends paid over the past three financial years	Year of payment		
	2020	2019	2018
Total dividend (in millions of Euros) <sup>(1)</sup>	None	38.1	37.9
Dividend per share (in Euros)	None	0.60	0.60
	_		

<sup>(1)</sup> The amounts presented in this table represent total dividends after deduction of the treasury shares held by the Company.

#### Fourth resolution:

## (Special report by the Statutory Auditors on related-party agreements referred to in Articles L.225-86 et seq. and L.22-10-29 and L.22-10-30 of the French Commercial Code)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, **notes** that the special report by the Statutory Auditors on the agreements mentioned in Articles L. 225-86 et seq. and L.22-10-29 and L.22-10-30 of the French Commercial Code required by applicable legislative and regulatory provisions, which does not mention any new agreement made during the year ended 31 December 2020 has been submitted to it.

#### Fifth resolution:

## (Renewal of the appointment of Agnès Touraine as member of the Supervisory Board)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, **decides** to renew the appointment of Ms Agnès Touraine as Supervisory Board member for a term of four (4) years, i.e., until the close of the annual Shareholders' Meeting to be convened in 2025 to approve the financial statements for the year ending 31 December 2024.

#### Sixth resolution:

## (Renewal of the appointment by Sabine Roux de Bézieux as member of the Supervisory Board)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, **decides** to renew the appointment of Ms Sabine Roux de Bézieux as Supervisory Board member for a term of four (4) years, i.e., until the close of the annual Shareholders' Meeting to be convened in 2025 to approve the financial statements for the year ending 31 December 2024.

#### Seventh resolution:

## (Appointment of Véronique Laury as member of the Supervisory Board)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the Management Board's report, **decides** to appoint Ms Véronique Laury as Supervisory Board member for a term of four (4) years, i.e., until the close of the annual Shareholders' Meeting to be convened in 2025 to approve the financial statements for the year ending 31 December 2024. Ms Véronique Laury has already indicated that she would accept her appointment, should it be decided by this Shareholders' Meeting, and that she does not hold any position and is not subject to any measure that could prevent her from holding office.

#### **Eighth resolution:**

## (Approval of information relating to the 2020 remuneration of all company officers)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the corporate governance report provided for by Articles L.225-68 and L.22-10-20 of the French Commercial Code, **approves**, pursuant to Article L.22-10-34 I of the French Commercial Code, the information relating to the remuneration in 2020 of the company officers, as mentioned in Article L.22-10-9 of the French Commercial Code, as are stated in Section 2.6.2 of the 2020 Universal Registration Document.

#### Ninth resolution:

## (Approval of the remuneration paid or awarded for the 2020 financial year to Fabrice Barthélemy, Chairman of the Management Board)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the corporate governance report provided for by Articles L.225-68 and L.22-10-20 of the French Commercial Code, **approves**, pursuant to Article L.22-10-34 I of the French Commercial Code, the fixed, variable and exceptional items comprising the total remuneration and benefits of any nature paid or awarded for the 2020 financial year to Fabrice Barthélemy, Chairman of the Management Board, as mentioned in Section 2.6.2.1 of the 2020 Universal Registration Document.

#### **Tenth resolution:**

#### (Approval of the remuneration paid or awarded for the 2020 financial year to Eric La Bonnardière, Chairman of the Supervisory Board)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the corporate governance report provided for by Articles L.225-68 and L.22-10-20 of the French Commercial Code, **approves**, pursuant to Article L.22-10-34 I of the French Commercial Code, the fixed, variable and exceptional items comprising the total remuneration and benefits of any nature paid or awarded for the 2020 financial year to Eric La Bonnardière in his capacity as Chairman of the Supervisory Board, as mentioned in Sections 2.6.2.2 and 2.6.2.4 of the 2020 Universal Registration Document.

#### **Eleventh Resolution:**

#### (Approval of the items of the Chairman of the Management Board's remuneration policy)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the corporate governance report provided for by Articles L.225-68 and L.22-10-20 of the French Commercial Code describing the items of the company officers' remuneration policy determined pursuant to Article L.22-10-26 of the French Commercial Code, **approves** the items of the Chairman of the Management Board's remuneration policy, as mentioned in Sections 2.6.1.1 and 2.6.1.2 of the 2020 Universal Registration Document.

#### Twelfth resolution:

## (Approval of the items of the member of the Management Board's remuneration policy)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the corporate governance report provided for by Articles L.225-68 and L.22-10-20 of the French Commercial Code describing the items of the corporate officers' remuneration policy determined pursuant to Article L.22-10-26 of the French Commercial Code, **approves** the items of the member of the Management Board's remuneration policy, as mentioned in Sections 2.6.1.1 and 2.6.1.3 of the 2020 Universal Registration Document.

#### Thirteenth resolution:

#### (Approval of the items of the Chairman of the Supervisory Board's remuneration policy)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the corporate governance report provided for by Articles L.225-68 and L.22-10-20 of the French Commercial Code describing the items of the company officers' remuneration policy determined pursuant to Article L.22-10-26 of the French Commercial Code, **approves** the items of the Chairman of the Supervisory Board's remuneration policy, as mentioned in Section 2.6.1.4 of the 2020 Universal Registration Document.

#### Fourteenth resolution:

## (Approval of the items of the Supervisory Board members' remuneration policy)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the corporate governance report provided for by Articles L.225-68 and L.22-10-20 of the French Commercial Code describing the items of the company officers' remuneration policy determined pursuant to Article L.22-10-26 of the French Commercial Code, **approves** the items of the members of the Supervisory Board's remuneration policy, as mentioned in Section 2.6.1.4 of the 2020 Universal Registration Document, it being specified that this remuneration policy has been subject to an upward revaluation compared to the remuneration policy for members of the Supervisory Board approved for the year 2020.

#### **Fifteenth resolution:**

## (Authorisation given to the Management Board to trade on the Company's shares)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the report by the Management Board, **authorises** the Management Board to purchase or cause the purchase of the Company's shares, with the right to sub-delegate as permitted by law, in accordance with Articles L.22-10-62 et seq. of the French Commercial Code, for the purpose of:

- > Awarding performance shares pursuant to Articles L.22-10-59 et seq. of the French Commercial Code; or
- The delivery of shares on the exercise of rights attached to securities giving the right, by redemption, conversion, exchange, presentation of a warrant or in any other way, to the allocation of ordinary shares of the Company; or
- > Awarding performance shares to employees or 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.22-10-59 et seq. of the French Commercial Code, and in particular under Long Term Incentive Plans; or
- > The cancellation of the shares bought back and not allocated; or
- > Trading in the secondary market or maintaining the liquidity of Tarkett's shares through an investment services provider in the framework of a liquidity contract that complies with the market ethics charter recognised 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 programme does not exceed 10% of the shares comprising the Company's share capital at any time, this percentage applying to the capital as adjusted following any transaction affecting it subsequent to the Shareholders' Meeting (such number being 6,555,028 shares as of 31 December 2020), provided that where the shares are bought in order to maintain liquidity pursuant to the conditions defined by the AMF's General Regulation, the number of shares taken into account for purposes of calculating the 10% limit provided for above is the number of shares bought minus the number of shares resold during the period of the authorisation;
- > 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 on the Company's capital) up to the limits authorised by applicable laws and regulations, on regulated markets or multilateral trading facilities, through systematic internalisers or over the counter, including through block trades (without limiting the portion of the share buyback programme that may be carried out by this means), by tender or exchange offer, or through the use of options or other forward financial instruments traded on regulated markets, multilateral trading facilities, through systematic internalisers or over the counter, or by delivery of shares following the issuance of securities granting 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 the framework of this resolution is  $\in$  30.

The Shareholders' Meeting **delegates** to the Management Board, in the event of a change in the share's nominal value, a capital increase by incorporation of reserves, an award of performance 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 share value.

The total amount allocated to the share buyback programme authorised above may not be greater than  $\xi$ 50,000,000.

The Shareholders' Meeting grants full powers to the Management Board, with the right to sub-delegate as permitted by law, to decide upon and implement this authorisation, to specify, if necessary, its terms and conditions, to carry out the share buyback programme, 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 define 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 to 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 authorisation cancels any delegation previously given to the Management Board to trade in the Company's shares. It is given for a period of 18 months as of the date hereof.

#### Extraordinary business

#### Sixteenth resolution:

#### (Delegation of authority to be given to the Management Board to increase the share capital by incorporation of premiums, reserves or otherwise)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having read the Management Board's report, and in accordance with the provisions of Article L.225-130 et L.22-10-50 of the French Commercial Code:

> Delegates to the Management Board, with the right to sub-delegate as permitted by law, its authority to decide to increase the share capital, on one or more occasions, in the proportions and at the times it deems appropriate, with the exception of periods of a public offer for the Company's share capital, by incorporation of premiums, reserves or otherwise that may be incorporated in accordance with the law and the Company's by-laws, in the form of an issue of new shares or an increase in the maximum nominal of existing shares, or by using a combination of these two methods. The maximum nominal amount of the capital increases that may be carried out in this respect may not exceed fifty million (50,000,000) euros or the equivalent in any other currency or monetary unit established by reference to several currencies;

- In the event that the Management Board makes use of this delegation of authority, delegates to the latter all powers, with the option to sub-delegate under the conditions set forth by law, to implement this delegation of authority, in particular for the purpose of:
  - Setting the amount and nature of the sums to be incorporated into the capital, setting the number of new equity securities to be issued and/or the amount by which the par value of the existing equity securities will be increased, determining the date, even retroactively, from which the new equity securities will carry dividend rights or the date on which the increase in the par value of the existing equity securities will take effect,
  - Deciding, in the case of distributions of free capital securities:
  - That the rights forming fractional shares will not be negotiable and that the corresponding equity securities will be sold; The sums from the sale will be allocated to the holders of the rights under the conditions provided for by the law and regulations,
  - That the shares that will be allocated by virtue of this delegation in respect of previous shares benefiting from double voting rights will benefit from this right as soon as they are issued,
  - Determining and making all adjustments to take into account the impact of transactions affecting the Company's share capital, in particular in the event of a change in the share par value, a capital increase by incorporation of reserves, a free allocation of shares or equity securities, a stock split or a reverse stock split, a distribution of dividends, reserves or premiums, or any other assets, a capital redemption, or any other transactions affecting the equity attributable to equity holders of the parent or the share capital (including in the event of a public offer and/or a change of control), and setting all other terms and conditions to ensure, where applicable, the preservation of the rights of holders of securities giving access to the capital (including by way of cash adjustments).
  - Recording the completion of each capital increase and making the corresponding amendments to the Articles of Association,
  - In general, entering into any agreement, taking all measures and carrying out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation and for the exercise of the rights attached thereto.

This delegation renders ineffective any delegation previously given with the same purpose. It is given for a period of 26 months as of the date hereof.

#### Seventeenth resolution:

(Authorisation to be given to the Management Board to award performance shares to salaried employees and/or certain company officers of the Company or related companies, specifying the duration of the authorisation, the limits thereon and the duration of the vesting and retention periods)

The Shareholders' Meeting, voting with the quorum and majority required for extraordinary shareholders' meetings and in accordance with applicable legal provisions, particularly Article L.22-10-59 and L.22-10-60 of the French Commercial Code, after reviewing the Management Board's report and the special report by the Statutory Auditors:

Authorises the Management Board, as from the date of this Shareholders' Meeting, and for a duration to expire at the close of the Shareholders' Meeting to be convened to approve the financial statements for the financial year ending 31 December 2021, to carry out, with the prior authorisation of the Supervisory Board, one or more awards of existing Company shares, subject to the performance conditions set by the Management Board and approved by the Supervisory Board and upon the proposal of the Nomination, Compensation and Governance Committee, pursuant to the terms set forth below.

The total number of existing Company shares to be awarded as performance shares pursuant to this resolution may not represent more than 1% of the Company's share capital on the date of this Meeting, it being specified that the awards made pursuant to this Resolution to each of the members of the Company's Management Board must be authorised in advance by the Supervisory Board, must be fully subject to performance conditions, and may not represent more than 30% of the number of shares authorised by this resolution.

The recipients will be some or all of the eligible employees and/or company officers (within the meaning of Article L.225-197-1 II paragraph 1 of the French Commercial Code and subject to compliance with Articles L.22-10-58 and L.22-10-60 of such Code) of the Company or of companies or groups that are related to the Company within the meaning of Article L.225-197-2 of the French Commercial Code, or certain categories thereof.

At the time of each award decision, the Management Board shall determine, on the basis of the recommendations of the Nomination, Compensation and Governance Committee and as permitted by law, the vesting period following which the share award shall become final. The vesting period may not be less than two years from the date of the share award. At the time of each award decision, the Management Board shall determine, on the basis of the recommendations of the Nomination, Compensation and Governance Committee, where applicable, the retention period to which the award recipients will be bound, which period shall run from the vesting date of the shares and which may be eliminated, since the vesting period may not be less than two years.

In the event that a recipient becomes disabled, as defined in the second or third category set forth in Article L.341-4 of the French Social Security Code, the shares shall be definitively awarded before the end of the remaining vesting period, and shall be immediately transferable.

The existing shares that may be awarded pursuant to this resolution shall be acquired by the Company, under the share buyback programme proposed in the fifteenth resolution above, in accordance with Article L.22-10-62 of the French Commercial Code, or any other share buyback program that may apply at a later date.

In this framework, the Shareholders' Meeting **grants** full powers to the Management Board, subject to the prior authorisation of the Supervisory Board, to implement this authorisation and, in particular, to:

- > determine the beneficiaries, the award criteria (in particular with respect to continued employment and performance), the number of shares to be awarded to each of them, the terms and conditions of the share awards and, in particular, the vesting period and retention period applicable to each award, within the limit of the minimum periods defined by this resolution;
- > set, upon the proposal of the Nomination, Compensation and Governance Committee, pursuant to legal conditions and limits, the dates on which such performance share awards shall be made;
- determine the dividend date for the newly issued shares, which date may be retroactive;
- > decide on the terms pursuant to which the number of performance shares awarded will be adjusted in order to preserve the beneficiaries' rights; and
- > more generally, enter into any agreements, prepare any documents, and carry out any formalities or filings with any organisation, and do all that may otherwise be necessary.

Each year, the Management Board shall inform the Ordinary Shareholders' Meeting of the awards carried out pursuant to this resolution, in accordance with Article L.225-197-4 of the French Commercial Code.

#### **Eighteenth resolution:**

#### (Delegation of authority to be given to the Management Board to reduce the share capital through cancellation of treasury shares held by the Company itself)

The Shareholders' Meeting, voting with the quorum and majority of extraordinary meetings, after reviewing the Management Board's report and the special report by the Statutory Auditors, **authorises** the Management Board to reduce the share capital, on one or more occasions, in the proportions and at the times it decides, by cancelling any number of treasury shares held by the Company itself that it may decide, within the limits set by law, in accordance with the provisions of Articles L.22-10-61 et seq. of the French Commercial Code and L.225-213 of the same Code.

The maximum number of shares that may be cancelled by the Company during a twenty-four-month period pursuant to this authorisation is ten percent (10%) of the shares comprising the Company's share capital at any time, it being recalled that this limit applies to an amount of the Company's share capital that will be adjusted, if necessary, to take into account transactions affecting the share capital subsequent to this Shareholders' Meeting. This delegation renders ineffective any delegation previously given with the same purpose. It is given for a period of 26 months as of the date hereof.

The Shareholders' Meeting **grants** full powers to the Management Board, with the option to delegate such powers, to carry out the cancellation(s) and capital reduction(s) that may be carried out pursuant to this authorisation, to amend the Articles of Association accordingly and to carry out all formalities.

#### **Ordinary business**

Nineteenth resolution:

#### (Powers for formalities)

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

## 6. Request for information or documents

SAHREHOLDERS' MEETING	To be sent to:
Friday April 30, 2021 at 9:00 am	The Company: actionnaires@tarkett.com - please indicate the e-mail address to which you wish to be answered (given the current context, we invite you to favor this mode of transmission)
	or;
	<ul> <li>CACEIS Corporate Trust : Service Assemblées Générales Centralisées - 14 rue Rouget de Lisle - 92862 ISSY-LES- MOULINEAUX Cedex 9</li> </ul>
I the undersigned:	
Surname:	
Postal Address:	
Electronic Address (email):	
Holder of:	
registered shares; and/or	
bearer shares with (1)	
Of TARKETT.	

request documents and information concerning the Shareholders' Meeting of 30 April 2021 as listed in article R. 225-83 of the French Commercial Code:

□ By postal service; or

🗆 By email.

Made in ...... 2021

Signature

Under article R. 225-88 paragraph 3 of the French Commercial Code, shareholders holding registered shares may, uponsimple request, obtain documents and information from the Company, as listed in articles R. 225-81 and R. 225-83 of theFrench Commercial Code, at each subsequent Shareholders' Meeting. Shareholders wishing to take up this option should use this form.

(1) Write the name of the financial intermediary (bank, financial institution or broker) responsible for managing your shares and provide a certificate of shareholding issued by your financial intermediary on the date of your request.

Conception & réalisation : POMELO - PARADIGM

#### Tarkett

Head Office 1 Terrasse Bellini - Tour Initiale 92919 Paris La Défense - France

www.tarkett.com