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SHAREHOLDERS' MEETING OF 21 APRIL 2023

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8.1 Combined Shareholders' Meeting Agenda of 21 April 2023

As a general rule

1. Approval of the company financial statements for the 2022 financial year
2. Approval of the consolidated financial statements for the 2022 financial year
3. Allocation of profits for the 2022 financial year
4. Reappointment of Mr. Didier Michaud Daniel as member of the Supervisory Board for a duration of four (4) years
5. Reappointment of Ms. Françoise Leroy as member of the Supervisory Board for a duration of four (4) years
6. Ratification of the appointment by cooptation of Ms. Marine Charles as a member of the Supervisory Board
7. Ratification of the appointment by cooptation of Ms. Tina Mayn as a member of the Supervisory Board
8. Approval of the information relating to the compensation of corporate officers for the 2022 financial year
9. Approval of the compensation paid or awarded to Mr. Fabrice Barthélemy, Chairman of the Management Board, for the 2022 financial year
10. Approval of the compensation paid or awarded to Mr. Raphaël Bauer, member of the Management Board, for the 2022 financial year
11. Approval of the compensation paid or awarded to Mr. Eric La Bonnardière, Chairman of the Supervisory Board, for the 2022 financial year
12. Approval of the compensation policy for the Chairman of the Management Board
13. Approval of the compensation policy for the member of the Management Board
14. Approval of the compensation policy for the Chairman of the Supervisory Board
15. Approval of the compensation policy for the members of the Supervisory Board
16. Authorisation to be given to the Management Board to purchase Company shares

On an exceptional basis

17. Authorisation to be given to the Management Board to allocate free shares to employees and/or certain corporate officers of the Company or of related companies
18. Delegation of authority to the Management Board to decide to increase the share capital by capitalisation of premiums, reserves, profits or other
19. Delegation of authority to the Management Board to reduce the share capital by cancellation of treasury shares

As a general rule

20. Powers to carry out formalities.

8.2 Presentation of the resolutions submitted to the Combined Shareholders' Meeting at 21 April 2023

As a general rule

Resolutions 1 and 2: Approval of financial statements for the 2022 financial year

The purpose of the first two resolutions is to submit for the approval of the Shareholders' Meeting the Company financial and consolidated statements of Tarkett for the 2022 financial year ending, showing a net profit of 49,787,556.40 Euro and a consolidated net loss Group share of 26.8 million Euro.

These statements have been prepared in accordance with French legal and regulatory requirements for company financial statements and in accordance with current regulations, in particular IFRS (*International Financial Reporting Standards*) as approved by the European Union, for the consolidated statements.

Pursuant to Article 223 *quater* of the French General Tax Code, it is stated that the total amount of expenses and charges referred to in Article 39-4 of the French General Tax Code amounted to 179,169.04 Euro during the past financial year.

Details of the financial statements and the Statutory Auditors' Reports are provided in Chapters 4 "Review of the financial position and results" and 5 "Financial statements" of the 2022 Universal Registration Document.

First resolution:

(Approval of the company financial statements for the 2022 financial year)

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 financial year ended 31 December 2022, **approves** the financial statements for the financial year ended 31 December 2022, as presented to them and including the balance sheet, income statement and notes thereto, showing a net profit of 49,787,556.40 Euro.

The Shareholders' Meeting also approves the transactions reflected in these statements and/or summarised in these reports.

Pursuant to the provisions of Article 223 *quater* of the French General Tax Code, the Shareholders' Meeting **notes** that the total amount of expenses and charges referred to in Article 39-4 of the French General Tax Code amounted to 179,169.04 Euro during the past financial year.

Presentation of the resolutions submitted to the Combined Shareholders' Meeting at 21 April 2023

Second resolution:

(Approval of the consolidated financial statements for the 2022 financial year)

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 financial year ended 31 December 2022, **approves** the consolidated financial statements for the financial year ended 31 December 2022 as presented to them and including the balance sheet, income statement and notes thereto, showing a net loss Group share of 26.8 million Euro.

The Shareholders' Meeting also approves the transactions reflected in these statements and summarised in these reports.

Resolution 3: Allocation of profits for the 2022 financial year

The purpose of the 3rd resolution is to submit for the approval of the Shareholders' Meeting the allocation of profits for the Company 2022 financial year in full to the "Retained Earnings" account, which would now be adjusted from 742,884,313.29 Euro to 797,671,869.69 Euro.

Third resolution:

(Allocation of profits for the 2022 financial year)

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 annual accounts, noting that the company financial statements for the financial year ended 31 December 2022 show a net profit of €49,787,556.40, **decides**, on the proposal of the

Management Board, to allocate the profit in full to the "Retained Earnings" account, thus bringing it to 797,671,869.69 Euro.

In accordance with legal provisions, the Shareholders' Meeting **notes** that the dividend for the past three (3) financial years has been set as follows:

Dividends paid over the past three (3) financial years

	Year of distribution		
	2022	2021	2020
Total dividend (in millions of Euro) ⁽¹⁾	None	None	None
Dividend per share (in Euro)	None	None	None

⁽¹⁾The amounts presented in this table represent total dividends after deduction of the treasury shares held by the Company. The dividend was fully eligible for the 40% deduction provided for by Article 158-3 2° of the French General Tax Code for individuals domiciled for tax purposes in France.

Presentation of the resolutions submitted to the Combined Shareholders' Meeting at 21 April 2023

Resolutions 4 to 7: Composition of the Supervisory Board

The Supervisory Board is currently composed of 13 members, including two members representing the employees, three independent members, four women (excluding the member representing the employees) and two observers.

Reappointment of Didier Michaud Daniel

The 4th resolution concerns the reappointment of Didier Michaud Daniel as member of the Supervisory Board, his current term of office expiring at the close of the Shareholders' Meeting of 21 April 2023. It is therefore proposed that the Shareholders' Meeting reappoints him for a period of four years, expiring at the close of the Shareholders' Meeting called to approve the financial statements for the 2026 financial year.

As an independent member of the Company's Supervisory Board since 26 April 2019, Didier Michaud Daniel brings to the Board his Senior Management experience, his operational expertise, his expertise in governance and compensations as well as his international and strategic vision.

If the reappointment of Didier Michaud Daniel is approved by the Shareholders' Meeting, he will continue to chair the Appointment, Compensation and Governance Committee.

Reappointment of Françoise Leroy

The 5th resolution concerns the reappointment of Françoise Leroy as member of the Supervisory Board, her current term of office expiring at the end of the Shareholders' Meeting of 21 April 2023. It is therefore proposed that the Shareholders' Meeting reappoints her for a period of four years, expiring at the close of the Shareholders' Meeting called to approve the financial statements for the 2026 financial year.

An independent member of the Supervisory Board since 26 November 2013, Françoise Leroy brings to the Board her in-depth knowledge of Tarkett and its operations as well as her skills in finance, financial communication and strategy.

If the reappointment of Françoise Leroy is approved by the Shareholders' Meeting, she will continue to chair the Audit, Risk and Compliance Committee and to be a member of the Appointment, Compensation and Governance Committee.

Ratification of the appointment by cooptation of Marine Charles

Following Agnès Touraine's decision to terminate her term of office as a member of the Supervisory Board in advance as of 1 June 2022, it is proposed, in the 6th resolution, that the Shareholders' Meeting ratifies the appointment by cooptation of Marine Charles, as a new member of the Supervisory Board of the Company as of 15 February 2023 for the remaining term of office of her predecessor, i.e. until the close of the Shareholders' Meeting called to approve the financial statements for the 2024 financial year.

Marine Charles is considered a non-independent member of the Supervisory Board and will bring to the Board her expertise in strategy and M&A and her experience in the industrial and construction sector.

Ratification of the appointment by cooptation of Tina Mayn

Following Véronique Laury's decision to terminate her term of office as a member of the Supervisory Board in advance as of 1 January 2023, it is proposed, in the 7th resolution, that the Shareholders' Meeting ratifies the appointment by cooptation of Tina Mayn, as a new member of the Supervisory Board of the Company as of 15 February 2023 for the remaining term of office of her predecessor, i.e. until the close of the Shareholders' Meeting called to approve the financial statements for the 2024 financial year.

Tina Mayn, considered as a non-independent member of the Supervisory Board, will bring to the Board her expertise in CSR, marketing, innovation and her experience in the industrial sector. She is also a member of the CSR Committee.

At the close of the Shareholders' Meeting of 21 April 2023, and subject to the adoption by the Shareholders' Meeting of all the reappointments and ratifications submitted for approval, the Supervisory Board will continue to be composed of 13 members, including two members representing employees, three independent members, four women (excluding the member representing the employees) and two observers.

The biographies of the Supervisory Board members can be found in Chapter 2 "Governance and Compensation" of the 2022 Universal Registration Document.

Presentation of the resolutions submitted to the Combined Shareholders' Meeting at 21 April 2023

Fourth resolution:

(Reappointment of Mr. Didier Michaud Daniel as member of the Supervisory Board for a duration of four (4) years)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the reports of the Management Board and the Supervisory Board, **decides** to reappoint Mr. Didier Michaud Daniel as member of the Supervisory Board for a term of four (4) years, i.e. until the close of the annual Shareholders' Meeting convened in 2027 to approve the financial statements for the financial year ending 31 December 2026.

Fifth resolution:

(Reappointment of Ms. Françoise Leroy as member of the Supervisory Board for a duration of four (4) years)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the reports of the Management Board and the Supervisory Board, **decides** to reappoint Ms. Françoise Leroy as member of the Supervisory Board for a term of four (4) years, i.e. until the close of the annual Shareholders' Meeting convened in 2027 to approve the financial statements for the financial year ending 31 December 2026.

Sixth resolution

(Ratification of the appointment by cooptation of Ms. Marine Charles as a member of the Supervisory Board)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the reports of the Management Board and the Supervisory Board, **ratifies** the appointment by cooptation, in accordance with Article L. 225-78 of the French Commercial Code, of Ms. Marine Charles as a new member of the Supervisory Board of the Company as of 15 February 2023 and for the remaining term of office of her predecessor, i.e., until the close of the Shareholders' Meeting convened in 2025 to approve the financial statements for the financial year ending 31 December 2024.

Seventh resolution

(Ratification of the appointment by cooptation of Ms. Tina Mayn as a member of the Supervisory Board)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the reports of the Management Board and the Supervisory Board, **ratifies** the appointment by cooptation, in accordance with Article L. 225-78 of the French Commercial Code, of Ms. Tina Mayn as a new member of the Supervisory Board of the Company as of 15 February 2023 and for the remaining term of office of her predecessor, i.e., until the close of the Shareholders' Meeting convened in 2025 to approve the financial statements for the financial year ending 31 December 2024.

Presentation of the resolutions submitted to the Combined Shareholders' Meeting at 21 April 2023

Resolutions 8 to 11: Approval of the compensation elements paid during or awarded in respect of the 2022 financial year to the corporate officers

Pursuant to the provisions of Article L.22-10-34 of the French Commercial Code, the purpose of resolutions 8 to 11 is to submit for the approval of the Shareholders' Meeting the compensation package paid during or awarded in respect of the 2022 financial year to the Company's corporate officers (commonly referred to as the "**ex-post vote**") and more specifically:

- > information on the compensation of all corporate officers (8th resolution);
- > the compensation package of Fabrice Barthélemy, Chairman of the Management Board (9th resolution);
- > the compensation package of Raphaël Bauer, member of the Management Board (10th resolution);
- > the compensation package of Eric La Bonnardière, Chairman of the Supervisory Board (11th resolution).

It should be noted that these items were decided by the Supervisory Board following the recommendations of the Appointment, Compensation and Governance Committee and are described in detail in the Supervisory Board's Corporate Governance Report in Sections 2.3.1, 2.3.2 and 2.3.6 of the 2022 Universal Registration Document.

Eighth resolution:

(Approval of the information relating to the compensation of corporate officers for the 2022 financial year)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the Supervisory Board's Corporate Governance Report referred to in Articles L.225-68 and L.22-10-20 of the French Commercial Code, pursuant to Article L.22-10-34 I of the French Commercial Code, **approves** the information relating to the compensation of corporate officers for the financial year ended 31 December 2022 mentioned in Article L.22-10-9 of the French Commercial Code, as set out in Section 2.3.2 of the 2022 Universal Registration Document.

Ninth resolution:

(Approval of the compensation paid or awarded to Mr. Fabrice Barthélemy, Chairman of the Management Board, for the 2022 financial year)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the Supervisory Board's Corporate Governance Report referred to in Articles L.225-68 and L.22-10-20 of the French Commercial Code, pursuant to Article L.22-10-34 II. of the French Commercial Code, **approves** the components of the total compensation package and benefits of any kind paid during or awarded in respect of the financial year ended 31 December 2022 to Mr. Fabrice Barthélemy, Chairman of the Management Board, as set out in Sections 2.3.1 and 2.3.6.1 of the 2022 Universal Registration Document.

Tenth resolution:

(Approval of the compensation paid or awarded to Mr. Raphaël Bauer, member of the Management Board, for the 2022 financial year)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the Supervisory Board's Corporate Governance Report referred to in Articles L.225-68 and L.22-10-20 of the French Commercial Code, pursuant to Article L.22-10-34 II. of the French Commercial Code, **approves** the components of the total compensation package and benefits of any kind paid during or awarded in respect of the financial year ended 31 December 2022 to Mr. Raphaël Bauer, member of the Management Board, as set out in Sections 2.3.1 and 2.3.6.2 of the 2022 Universal Registration Document.

Presentation of the resolutions submitted to the Combined Shareholders' Meeting at 21 April 2023

Eleventh resolution:

(Approval of the compensation paid or awarded to Mr. Eric La Bonnardière, Chairman of the Supervisory Board, for the 2022 financial year)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the Supervisory Board's Corporate Governance Report referred to in Articles L.225-68 and L.22-10-20 of the French Commercial Code, pursuant to Article L.22-10-34 II. of the French Commercial Code, **approves** the components of the total compensation package and benefits of any kind paid during or awarded in respect of the financial year ended 31 December 2022 to Mr. Eric La Bonnardière, Chairman of the Supervisory Board, as set out in Sections 2.3.1 and 2.3.6.2 of the 2022 Universal Registration Document.

Resolutions 12 to 15: Approval of compensation policies of corporate officers

In accordance with Article L.22-10-26 of the French Commercial Code, the purpose of resolutions 12 to 15 is to submit for the approval of the Shareholders' Meeting the compensation policies applicable to the Chairman of the Management Board (12th resolution), the member of the Management Board (13th resolution), the Chairman of the Supervisory Board (14th resolution) and the members of the Supervisory Board (15th resolution) (commonly referred to as "**ex-ante voting**").

The compensation policies will apply from the 2023 financial year and until the Shareholders' Meeting decides on a new compensation policy.

It should be noted that these elements were decided by the Supervisory Board following the recommendations of the Appointment, Compensation and Governance Committee and are described in detail in the Supervisory Board's Corporate Governance Report in Section 2.3.5 of the 2022 Universal Registration Document.

Twelfth resolution:

(Approval of the compensation policy for the Chairman of the Management Board)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the Supervisory Board's Corporate Governance Report referred to in Articles L.225-68 and L.22-10-20 of the French Commercial Code, describing the elements of the compensation policy for corporate officers established pursuant to Article L.22-10-26 of the French Commercial Code, **approves** the compensation policy for the Chairman of the Management Board for the financial year ending 31 December 2023, as set out in Section 2.3.5.1 of the 2022 Universal Registration Document.

Thirteenth resolution:

(Approval of the compensation policy for the member of the Management Board)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the Supervisory Board's Corporate Governance Report referred to in Articles L.225-68 and L.22-10-20 of the French Commercial Code, describing the elements of the compensation policy for corporate officers established pursuant to Article L.22-10-26 of the French Commercial Code, **approves** the compensation policy for the member of the Management Board for the financial year ending 31 December 2023, as set out in Section 2.3.5.2 of the 2022 Universal Registration Document.

Presentation of the resolutions submitted to the Combined Shareholders' Meeting at 21 April 2023

Fourteenth resolution:

(Approval of the compensation policy for the Chairman of the Supervisory Board)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the Supervisory Board's Corporate Governance Report referred to in Articles L.225-68 and L.22-10-20 of the French Commercial Code, describing the elements of the compensation policy for corporate officers established pursuant to Article L.22-10-26 of the French Commercial Code, **approves** the compensation policy for the Chairman of the Supervisory Board for the financial year ending 31 December 2023, as set out in Section 2.3.5.3 of the 2022 Universal Registration Document.

Fifteenth resolution:

(Approval of the compensation policy for the members of the Supervisory Board)

The Shareholders' Meeting, voting with the quorum and majority required for ordinary shareholders' meetings, having reviewed the Supervisory Board's Corporate Governance Report referred to in Articles L.225-68 and L.22-10-20 of the French Commercial Code, describing the elements of the compensation policy for corporate officers established pursuant to Article L.22-10-26 of the French Commercial Code, **approves** the compensation policy for the members of the Supervisory Board for the financial year ending 31 December 2023, as set out in Section 2.3.5.3 of the 2022 Universal Registration Document.

Resolution 16: Authorisation for the Company to buy back its own shares

As of 31 December 2022, the Company held 25,099 treasury shares, representing 0.04% of its share capital.

The purpose of the 16th resolution is to submit for the approval of the Shareholders' Meeting the renewal for a period of 18 months of the authorisation given to the Management Board to allow the Company to trade its own shares within the limit of 10% of the share capital and for a maximum unit purchase price of 30 Euro. The total amount allocated to the share buyback programme should not exceed 50,000,000 Euro.

Without the prior authorisation of the Shareholders' Meeting, the Management Board may not make use of this authorisation from the time of the filing of a public offer by a third party for the Company's shares until the end of the offer period.

The purchase of its own shares is intended to cover free share allocation plans.

Information on the use that has been made of the previous share buy back authorisation is contained in Section 7.2.3 of the 2022 Universal Registration Document.

Presentation of the resolutions submitted to the Combined Shareholders' Meeting at 21 April 2023

Sixteenth resolution:

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

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 arrange 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:

- > the allocation of free shares pursuant to Articles L.22-10-59 et seq. of the French Commercial Code; or
- > the distribution of shares on the occasion of the exercise of rights attached to securities giving entitlement by redemption, conversion, exchange, presentation of a share warrant or in any other way to the allocation of ordinary shares of the Company; or
- > the allocation of free 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 plans entitled " Long Term Incentive Plan"; 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 agreement that complies with the ethics charter recognised by the French Financial Markets Authority.

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 this Shareholders' Meeting (such number being 6,555,028 shares as of 31 December 2022), provided that where the shares are bought in order to maintain liquidity pursuant to the conditions defined by the French Financial Markets Authority 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 at any time may not 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 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 distribution of shares following the issuance of securities granting access to the Company's share capital by conversion, exchange, reimbursement, exercise of a share 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 fixed at 30 Euro.

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 allocation of free shares, a stock split or a reverse stock split, a distribution of reserves or of any other assets, capital depreciation, 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 fifty million (50,000,000) Euro.

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 French Financial Markets Authority 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 eighteen (18) months as of the date hereof.

Presentation of the resolutions submitted to the Combined Shareholders' Meeting at 21 April 2023

On an exceptional basis

Resolutions 17: Authorisation to be given to the Management Board to allocate free shares to employees and/or certain corporate officers of the Company or of related companies

The purpose of the 17th resolution is to submit to the approval of the Shareholders' Meeting the authorisation to be granted to the Management Board for the purpose of granting free of charge, subject to the fulfilment of performance conditions set by the Management Board in agreement with the Supervisory Board and upon the recommendation of the Appointment, Compensation and Governance Committee, existing Company shares not representing more than 1% of the Company's share capital on the date of the Shareholders' Meeting, to some or all employees and/or certain corporate officers of the Company or its related companies. It is specified that the allocations that would be decided under this resolution in favour of the members of the Management Board could not represent more than 30% of the shares covered by this resolution.

In this framework, the Shareholders' Meeting 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 allocation 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 share allocation and, in particular, the vesting period and retention period applicable to each allocation, subject to the minimum periods defined by this resolution;
- > set, upon the proposal of the Appointment, Compensation and Governance Committee, pursuant to legal conditions and limits, the dates on which such free share allocations shall be made;
- > determine the dividend date for the newly issued shares;
- > decide on the terms pursuant to which the number of free shares allocated will be adjusted in order to preserve the beneficiaries' rights; and
- > more generally, with the right to delegate and sub-delegate 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.

Under this authorisation, it is intended that the existing shares that may be allocated 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 16th 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.

The Shareholders' Meeting is asked to grant this authorisation as of the date of the Shareholders' Meeting of 21 April 2023, for a period to expire at the close of the Shareholders' Meeting convened to approve the financial statements for the 2023 financial year.

Presentation of the resolutions submitted to the Combined Shareholders' Meeting at 21 April 2023

Seventeenth resolution

(Authorisation to be given to the Management Board to allocate free shares to employees and/or certain corporate officers of the Company or of related companies)

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, having reviewed 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 convened to approve the financial statements for the financial year ending 31 December 2023, to carry out, with the prior authorisation of the Supervisory Board, one or more allocation of existing Company shares, subject to the performance conditions set by the Management Board in agreement with the Supervisory Board and upon the proposal of the Appointment, Compensation and Governance Committee, pursuant to the terms set forth below.

The total number of existing Company shares to be allocated as free 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 allocations 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 allocation decision, the Management Board shall determine, on the basis of the recommendations of the Appointment, Compensation and Governance Committee and as permitted by law, the vesting period following which the share allocation shall become final. The vesting period may not be less than two (2) years from the date of the share allocation.

At the time of each allocation decision, the Management Board shall determine, on the basis of the recommendations of the Appointment, Compensation and Governance Committee, where applicable, the retention period to which the allocation 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 (2) years.

In the event that a recipient becomes disabled, as defined in the second (2nd) or third (3rd) category set forth in Article L.341-4 of the French Social Security Code, the shares shall be definitively allocated before the end of the remaining vesting period, and shall be immediately transferable.

The existing shares that may be granted under this resolution must be acquired by the Company within the framework of the share purchase programme as proposed in the sixteenth (16th) resolution proposed above under Article L.22-10-62 of the French Commercial Code or any share purchase programme applicable thereafter.

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 allocation criteria (in particular with respect to continued employment and performance conditions), the number of shares to be allocated to each of them, the terms and conditions of the share allocation and the vesting period and retention period applicable to each allocation, subject to the minimum periods defined by this resolution;
- > set, upon the proposal of the Appointment, Compensation and Governance Committee, pursuant to legal conditions and limits, the dates on which such free share allocations shall be made;
- > determine the dividend date, even if retroactive, for the newly issued shares;
- > decide on the terms pursuant to which the number of free shares allocated 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 bodies, and do all that may otherwise be necessary.

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

Presentation of the resolutions submitted to the Combined Shareholders' Meeting at 21 April 2023

Resolution 18 and 19: Delegation of authority to the Management Board to increase or reduce the share capital

Delegation of authority to the Management Board to decide to increase the share capital by capitalisation of premiums, reserves, profits or other

The purpose of the 18th resolution is to propose, pursuant to the provisions of Article L.225-130 of the French Commercial Code, to renew for a further period of 26 months from the date of the Shareholders' Meeting, the authorisation granted to the Management Board on 30 April 2021 for the purpose of increasing the share capital, on one or more occasions, by incorporation of premiums, reserves, profits or other. The maximum nominal amount of the capital increases that may be carried out in this respect may not exceed 50,000,000 Euro.

Delegation of authority to the Management Board to reduce the share capital by cancellation of treasury shares

The purpose of the 19th resolution is, pursuant to the provisions of Article L.22-10-62 of the French Commercial Code, to renew for a further period of 26 months from the date of the Shareholders' Meeting, the authorisation granted to the Management Board on 30 April 2021 for the purpose of reducing, on one or more occasions, the capital by cancelling treasury shares and/or shares that it acquires under the share buyback programme.

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

It should be noted that the previous authorisation for the same purpose was not used.

Eighteenth resolution

(Delegation of authority to the Management Board to decide to increase the share capital by capitalisation of premiums, reserves, profits or other)

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

- > **delegates** to the Management Board, with the option of sub-delegation under the conditions laid down 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 public offers on the Company's share capital, by incorporation of premiums, reserves, profits or other items the capitalisation of which is legally and statutorily possible, in the form of an issue of new equity securities or an increase in the nominal value of the existing equity securities, or by a combination of the two. The maximum nominal amount of the capital increases that may be carried out on this basis may not exceed fifty million (50,000,000) Euro 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 of sub-delegation under the conditions laid down by law, to implement this delegation, in particular to :
 - determine the amount and nature of the sums to be incorporated into the capital, determine the number of new equity securities to be issued and/or the amount by which the nominal value of the existing equity securities shall be increased, determine the date, even retroactively, as from which the new equity securities shall bear interest or the date on which the increase in the nominal value of the existing equity securities shall be effective,

- to decide, in the event of distributions of free equity securities:
 - that fractional rights will not be negotiable and that the corresponding equity securities will be sold; the sums resulting 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 which will be allocated by virtue of this delegation on the basis of old shares benefiting from double voting rights will benefit from this right as soon as they are issued,
 - determine and make all adjustments to take into account the impact of transactions on the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by capitalisation of reserves, a free allocation of shares or equity securities, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or any other assets, capital depreciation, or any other transaction involving shareholders' equity or capital (including in the event of a public offer and/or change of control), and to set any other terms and conditions to ensure, where appropriate, the preservation of the rights of holders of securities giving access to the capital (including by way of adjustments in cash),
 - record the completion of each capital increase and make the corresponding amendments to the by-laws,
 - generally, enter into any agreement, take all measures and carry out all formalities useful for the issue, listing and financial servicing of the securities issued by virtue of this delegation and for the exercise of the rights attached thereto.

Presentation of the resolutions submitted to the Combined Shareholders' Meeting at 21 April 2023

This delegation supersedes any previous delegation with the same purpose. It is given for a period of eighteen (18) months as of the date hereof.

Nineteenth resolution

(Delegation of authority to the Management Board to reduce the share capital by cancellation of treasury shares)

The Shareholders' Meeting, voting under the quorum and majority conditions required for extraordinary meetings, having reviewed the Management Board's report and the Statutory Auditors' special report, **authorises** the Management Board to reduce the share capital, on one or more occasions, in the proportions and at the times it shall decide, by cancelling any number of treasury shares it shall decide within the limits authorised 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 such Code.

The maximum number of shares that may be cancelled by the Company during a twenty-four (24) month period by virtue of this authorisation is 10% of the shares making up 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, as the case may be, to take into account transactions affecting the share capital subsequent to this Shareholders' Meeting.

This delegation supersedes any previous delegation with the same purpose. It is given for a period of twenty-six (26) months as of the date hereof.

The Shareholders' Meeting confers full powers to the Management Board, with the option of delegation, to carry out the cancellation(s) and capital reduction(s) that may be carried out by virtue of this authorisation, to amend the by-laws accordingly and to complete all formalities.

As a general rule

Resolution 20: Powers to carry out formalities

The purpose of the 20th resolution is to submit to the approval of the Shareholders' Meeting the granting of the necessary powers for the completion of advertisements and legal formalities.

Twentieth resolution:

(Powers to carry out 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.

Supervisory Board's observations on the Management Board report and the financial statements for the year ended 31 December 2022

8.3 Supervisory Board's observations on the Management Board report and the financial statements for the year ended 31 December 2022

Ladies and Gentlemen,

Our Company's Management Board has convened the Annual Shareholders' Meeting, in accordance with the law and the by-laws, to report to you on the activity and financial position of our Company and of our Group during the 2022 financial year, and to submit the year's financial statements and the appropriation of profit to you for approval.

We inform you that the Management Board has provided the annual Company financial statements, the consolidated financial statements and the management report to the Supervisory Board within the legal time limits.

In accordance with Article L.225-68 of the French Commercial Code, we have examined the Company financial statements, the consolidated financial statements, and the Management Board's management report, and we believe that such documents do not call for any particular observations.

We hope that all of the recommendations that the Management Board has made to you in its report will meet with your approval, and that you will decide to adopt the resolutions submitted for your approval.

The Supervisory Board

Statutory Auditors' special report on regulated agreements

8.4 Statutory Auditors' special report on regulated agreements

To the Shareholders,

In our capacity as your company's Statutory Auditors, we hereby report to you on regulated agreements.

It is our responsibility to report to shareholders, based on the information provided to us, on the main terms, conditions and reasons underlying company's interest of agreements that have been disclosed to us or that we may have identified as part of our engagement, without commenting on their relevance or substance or identifying any undisclosed agreements. Under the provisions of article R.225-58 of the French Commercial Code, it is the responsibility of the shareholders to determine whether the agreements are appropriate and should be approved.

Where applicable, it is also our responsibility to provide shareholders with the information required by article R.225-58 of the French Commercial Code in relation to the Implementation during the year of agreements already approved by the Shareholders' Meeting.

We performed the procedures that we deemed necessary in accordance with the guidance issued by the French Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) for this type of engagement. These procedures consisted in verifying that the information given to us is consistent with the underlying documents.

Agreements submitted to the Shareholders' Meeting for approval

We hereby inform you that we have not been advised of any agreements that meet the definitions of Article L 225-86 of the Commercial Code.

Agreements already approved by the Shareholders' Meeting

Agreements approved in prior years which remained during the year ended

In accordance with article R.225-57 of the French Commercial Code, we have been informed of the following agreements approved in prior years and which remained current during the last year.

I. Agreements for the provision of services and assistance and animation

With Deconinck Investment Company (« S.I.D. »)

Persons concerned: Mr. Julien, Mr. Didier, Mr. Eric and Mr. Bernard-André Deconinck and Mr. Eric La Bonnardière, members of Tarkett's Supervisory Board and shareholders, directly and indirectly, of S.I.D.

1) Services agreement

The agreement was authorized by your Supervisory Board on December 17, 2013, amended by your Supervisory Board from June 26, 2018, retroactive to January 1, 2018 continued into 2022. It states that Tarkett provides in favor of S.I.D. legal, social and fiscal services necessary for its business. Tarkett billed the S.I.D. for the 2022 financial year 55,000 euros (excluding taxes) under this agreement.

Reasons justifying the interest for the Company and having led to the maintenance of the agreement: These services are necessary for the management of S.I.D., main shareholder of Tarkett, and continued in 2022.

2) Assistance and guidance agreement

The agreement was authorized by your Supervisory Board on October 9, 2013, amended by your Supervisory Board from June 26, 2018, retroactive to January 1, 2018 continued into 2022. It states that S.I.D. assists Tarkett in defining its strategic objectives and major decision-making. The S.I.D. billed Tarkett for the 2022 financial year 300,000 euros (excluding taxes) under this agreement.

Reasons justifying its interest for the Company and having led to the maintenance of the agreement: These assistance and facilitation services are necessary for the management of Tarkett and have continued in 2022.

Statutory Auditors' special report on regulated agreements

II. Agreements concluded within the framework of the Simplified Public Purchase Operation (OPAS)

In the context of a simplified tender offer (« Offer ») for Tarkett's shares initiated on the current year, the Supervisory Board approved on April 23, 2021, the following agreements with Tarkett Participation in connection with the refinancing.

The following persons are declared an indirect interest in the following agreements, even though they are not direct parties to them:

- > SID, as indirect majority shareholder of the Company;
- > Eric La Bonnardière, as President of Supervisory Board;
- > Didier Deconinck, as Vice President of Supervisory Board;
- > Julien Deconinck, as member of Supervisory Board;
- > Nicolas Deconinck, as member of Supervisory Board; and
- > Bernard-André Deconinck, as observer of Supervisory Board.

1) Intra-group loan agreement:

Under this agreement between Tarkett SA as borrower and Tarkett Participation as lender, Tarkett Participation makes available to Tarkett SA, in one or more instalments, sums that would result from one or more drawings by Tarkett Participation on Tranche B (as this term is defined below), in the form of a term loan.

Purpose of the intra-group loan agreement: The purpose of the intra-group loan agreement is, in particular, to finance the refinancing of the Company's existing indebtedness.

Financial terms of the intra-group loan agreement : The main financial terms of the intra-group loan agreement are as follows:

- > maximum principal amount of 528.000.000 € of which the principal amount as of December 31, 2022 is 455,192,246.68€, and 72,000,000 USD (i.e., a euro equivalent amount of 67,504,219.01€ as of December 31, 2022)
- > maturity: 7 years ;
- > margin: equal to that of Tranche B as mentioned the Act of accession to a loan agreement governed by English law (below).

2) Act of accession to a loan agreement governed by English:

Within the framework of this act of accession by the company to a loan agreement governed by English law concluded between:

- > Tarkett Participation in its capacity as borrower;
- > BNP Paribas, Crédit Agricole Corporate and Investment Bank et Société Générale in their capacity as underwriters and guarantors of the offer;
- > the financial institutions listed in the document in their capacity as initial lenders;
- > CACIB in its capacity as agent and security agent.

The lenders are to provide (i) Tarkett Participation, with a term loan for a maximum principal amount of 889.173.870,24 €, with a principal amount on December 31, 2022 of 839.173.870,24 € (« Tranche B Euro ») and an amount of 72.000.000 USD (« Tranche B USD ») and (ii) Tarkett Participation and all members of the Group, subject to their involvement, with a revolving loan for a total principal amount of 350.000.000 € (« Revolving Tranche ») whose purpose is to finance the Group's general requirements.

Within the framework of this agreement, the Company is acting as borrower with regard to the Revolving Tranche as well as guarantor. In this context, the borrowers and guarantors, including the Company, guarantee the obligations of other debtors (including Tarkett Participation (via an upstream guarantee), with the Company and/or its subsidiaries having adhered to the credit agreement via the act of accession) within the limits at all times of the amounts that would have been received by the Company and its subsidiaries (via the intra-group loan), or by any other means.

Purpose of the credit agreement: The credit agreement, for an initial maximum amount of 1.239.173.870,24 €, , finally used on December 31, 2022 for an amount of 1.189.173.870,24 €, and an amount of 72.000.000 USD (equivalent to 67.504.219,01 € on December 31, 2022), was intended in particular:

- > for Tranche B Euro and Tranche B USD : (a) for the partial funding of the acquisition price of target shares (including the refinancing of all drawdowns of the Revolving Tranche allocated to the acquisition of target shares) and associated expenses; and (b) for the funding of refinancing by the provision of the intra-group loan by Tarkett Participation to the Company, and
- > for the Revolving Tranche: for the funding of general and operational requirements, Group development and investment and all acquisitions and the refinancing of certain term loans.

Financial terms of the credit agreement: The main financial terms of the credit agreement are outlined below:

- > available principal amount of 1.189.173.870,24 € and 72.000.000 USD (equivalent to 67.504.219,01 € on December 31, 2022);
- > maturity of Tranche B: 7 years;
- > maturity of the Revolving Tranche: 6 years et 6 months;
- > margin of Tranche B Euro: between 3,00% and 3,75% (depending on (i) the leverage ratio level and (ii) subject to an adjustment mechanism according to certain environmental, social and good governance criteria);
- > margin of Tranche B USDs: between 3,25% and 4,25% (depending on (i) the leverage ratio level and (ii) subject to an adjustment mechanism according to certain environmental, social and good governance criteria) ;
- > margin of Tranche B USD: between 3.25% and 4.25% (depending on (i) the leverage ratio level and (ii) subject to an adjustment mechanism according to certain environmental, social and good governance criteria);

Statutory Auditors' special report on regulated agreements

- > margin of the Revolving Tranche: between 1.75% and 2.50% (depending on (i) the leverage ratio level and (ii) subject to an adjustment mechanism according to certain environmental, social and good governance criteria);
- > underwriting fee equal to 1.25% of the principal amount; and
- > commitment fee equal to 30% of the margin applied to the available commitment of the lender concerned for the Revolving Tranche for the availability period applying to the Revolving Tranche.

3) Act of accession to a subordination agreement governed by English law:

The Company's adhesion to a subordination agreement governed by English law by means of an act of accession is intended to govern creditors' rights in particular with respect to the credit agreement referred to above.

The Supervisory Board has concluded that the agreements referred to above present the following financial advantages for the Company:

- > Market positioning: the possibility for the Company to gain access to a more liquid market than the bond market, the market associated with the two Tranche Bs, which is more likely to finance its external growth;
- > Financing capacity: the possibility for the Company to cover its general financial requirements and its working capital requirement;

- > Flexibility: easing of the credit repayment terms under the credit agreement (early repayment of the two Tranche Bs at any time without charge, with the exception of an initial six month period during which a penalty of 1% will be applied and early repayment of all or part of the Revolving Tranche);
- > Financial ratios: the absence of any financial ratio to be respected by the Group within the framework of the refinancing of the existing debt by the Company, with the exception of compliance with a leverage ratio provided that the drawdowns associated with the Revolving Tranche are greater than 40% of the total amount of the Revolving Tranche. The financial covenant is also fixed at a significantly higher level (around 5.8x);
- > Financial terms: the financial terms associated with the two Tranche Bs reflected in the intra-group loan seem to be competitive in the Term Loan B market, given that this financing benefits from extremely favorable market conditions, close to historical lows, and the competitive process introduced with the selected banks; and
- > Maturity: An opportunity for the Company to anticipate the refinancing of its existing financing lines (the maturity of the two Tranche Bs (i.e. 7 years) and the Revolving Tranche (i.e. 6.5 Statutory Auditors' special report on the regulated agreements Year Ended December 31, 2022 6 years) being longer than the residual term of existing credits (i.e. 5 years for the existing revolving credit and between 2 and 5 years for Schuldschein credits).

**Paris La Défense,
17 February 2023**
Statutory Auditors

KPMG Audit

Department of KPMG S.A.

Philippe Grandclerc
Associate

Romain Mercier
Associate

Mazars

Anne-Laure Rousselou
Associate

Statutory Auditors' report on the authorisation to grant existing free shares

8.5 Statutory Auditors' report on the authorisation to grant existing free shares

To the Shareholders,

In our capacity as your company's Statutory Auditors and in accordance with the terms of our engagement defined by article L.225-197-1 of the French Commercial Code, we hereby report to you on the project of authorization to allocate existing free shares to the members of salaried staff and/or corporate officers of your company, or companies or groups related to it in the meaning of article L.225-197-2 of the French Commercial Code, an operation which is submitted to your approval.

The total number of shares that may be allocated for free under the seventeenth resolution may not exceed 1% of your company's share capital at the date of the present Shareholders' Meeting.

Your Management Board proposes, on the basis of its report, to authorize it for a term expiring at the close of the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2023, to allocate existing free shares of your company.

It is the responsibility of your Management Board to prepare a report on this proposed operation. Our responsibility is to report on the information provided to you on the proposed operation.

We have performed the procedures that we have considered necessary regarding professional standards of the French Institute of Auditors (Compagnie Nationale des Commissaires aux Comptes) for this type of engagement. These procedures consisted notably in verifying that the terms given in the Management Board report are in compliance with the provisions of French law.

We have no matters to report on the information given in the Management Board report in connection with the proposed operation to allocate existing free shares.

**Paris La Défense,
14 March 2023**
Statutory Auditors,

KPMG Audit
A department of KPMG S.A.

Philippe Grandclerc
Associate

Romain Mercier
Associate

Mazars

Anne-Laure Rousselou
Associate

Statutory Auditors' report on the reduction in capital

8.6 Statutory Auditors' report on the reduction in capital

To the Shareholders,

In our capacity as your company's Statutory Auditors and in accordance with the terms of our engagement defined by article L.22-10-62 of the French Commercial Code in case of reduction of share capital by cancellation of treasury shares, we present below our report setting out our opinion on the grounds for, and the terms and conditions of, the proposed reduction of share capital.

Your Management Board proposes that, on the basis of its report, it be empowered for a period of twenty-six months starting on the date of the current General meeting, to cancel the repurchased shares up to a maximum of 10% of its total share capital, by periods of twenty-four months in accordance with the above-mentioned article.

We have performed those procedures which we considered necessary in accordance with professional guidance issued by the French Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) related to this operation. These procedures are designed to examine whether the terms and conditions for the proposed reduction in capital, which is not aimed to derogate from the principle of equality between shareholders, are fair.

We have no comment to make on the reasons for and terms of the proposed reduction in the capital.

**Paris La Défense,
14 March 2023**
Statutory Auditors,

KPMG Audit
A department of KPMG S.A.

Philippe Grandclerc
Associate

Romain Mercier
Associate

Mazars

Anne-Laure Rousselou
Associate